

REDEVELOPMENT AGENCY OF

THE CITY OF SAN DIEGO

RESOLUTION NO. R-03466

ADOPTED ON MAY 07, 2002

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO APPROVING THE FIRST IMPLEMENTATION AGREEMENT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE REDEVELOPMENT AGENCY AND MCMILLIN-NTC, LLC, TO PERMIT THE FORMATION OF A COMMUNITY FACILITIES DISTRICT AND TO TAKE ALL APPROPRIATE ACTIONS NECESSARY TO FACILITATE THE FORMATION OF THE DISTRICT.

WHEREAS, the Redevelopment Agency [Agency] and McMillin-NTC, LLC [Master Developer], entered into a Disposition and Development Agreement [DDA] in June 2000 for the purposes of effectuating the Redevelopment Plan for the Naval Training Center Redevelopment Project, adopted by the City Council in May 1997, and the Naval Training Center Reuse Plan, adopted by the City Council in October 1998; and

WHEREAS, the DDA provides for, among other things, the transfer of specific properties within the Redevelopment Project from the Agency to the Master Developer and for the redevelopment of these properties by the Master Developer and/or one or more Assignees; and

WHEREAS, the DDA contemplates the development of a mixed-use project involving the construction and installation of public infrastructure improvements, the rehabilitation and reuse of existing buildings and construction of new buildings and improvements, as well as the

development of a public waterfront park and recreation area on property to be owned by the City of San Diego; and

WHEREAS, certain parcels within the Redevelopment Project will be leased to the Master Developer pursuant to the form of Ground Lease, attached to the DDA as Attachment 6, and to a Civic, Arts and Cultural Foundation, pursuant to the form of Foundation Lease, attached to the DDA as Attachment 20; and

WHEREAS, pursuant to Section 1.8c.(3) of the DDA, the Master Developer has the right to pursue formation of a Community Facilities District [CFD] in order to finance certain public improvement costs, in accordance with all applicable City policies and practices. To carry out this provision of the DDA, the Agency has agreed to cooperate reasonably with the Master Developer to pursue formation of said District; and

WHEREAS, in order to pursue formation of a CFD, the Master Developer and the Agency mutually desire to amend the DDA and the form of the Lease attached to the DDA as Attachment No. 6 and the form of the Foundation Lease attached to the DDA as Attachment No. 20, to permit the Agency to take the following actions: (i) if applicable, to convey Parcels to Master Developer and/or the Foundation subject to the special tax lien that would be imposed in connection with the formation of a CFD; (ii) prior to the satisfaction of the applicable Phase Four Conditions, to subordinate its right of reverter to the special tax lien that would be imposed in connection with the formation of a CFD; and (iii) prior to the conveyance to Master Developer or the Foundation, as the case may be, of a leasehold interest in any "Lease Parcel", to subject its fee simple title to the lien of the special tax at the time of formation of a CFD. A copy of the proposed First Implementation Agreement is attached to this Resolution as Exhibit A; NOW, THEREFORE,

BE IT RESOLVED, by the Redevelopment Agency of the City of San Diego, as follows:

1. That the Executive Director of the Agency, or designee, is authorized to execute, for and on behalf of the Agency, the First Implementation Agreement to the DDA between the Agency and the Master Developer, which is on file in the office of the secretary to the Agency as Document No. D-03466.

2. That the Executive Director of the Agency or designee, is authorized to execute, for and on behalf of the Agency, any instruments, agreements and amendments to documents as may be necessary and appropriate to effectuate the DDA, as amended by the First Implementation Agreement.

3. That the Executive Director of the Agency, or designee, is authorized to vote in the Community Facilities District election on behalf of the Agency and to take all other actions necessary and appropriate to facilitate the formation of the Community Facilities District.

APPROVED: CASEY GWINN, General Counsel

By

Elisa A. Cusato
Deputy General Counsel

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