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(R-2011-825)

RESOLUTION NUMBER R- 306759
DATE OF FINAL PASSAGE APR 25 2011

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO APPROVING THE REINSTATEMENT OF AND FIRST AMENDMENT TO THE EXCLUSIVE NEGOTIATION AGREEMENT WITH ST. STEPHEN'S VALENCIA BUSINESS PARK DEVELOPMENT, LLC., FOR THE DEVELOPMENT OF VALENCIA BUSINESS PARK LOTS 2-7.

WHEREAS, the Redevelopment Agency of the City of San Diego (Agency) is involved in certain activities necessary to carry out and implement the Redevelopment Plan for the Central Imperial Component Area of the Southeastern San Diego Merged Project Area (Project Area) in accordance with the California Community Redevelopment Law (California Health and Safety Code Sections 330000 *et seq.*); and

WHEREAS, Southeastern Economic Development Corporation, Inc., is responsible for implementing redevelopment projects in the Project Area; and

WHEREAS, on September 23, 2010, the Agency entered into an Exclusive Negotiation Agreement (ENA) with Valencia Business Park Development, LLC, a Delaware limited liability company (formerly known as "St. Stephen's Valencia Business Park Development, LLC") (Developer) for a proposed development project in the Valencia Business Park Lots 2-7 (Property) within the Project Area, a copy of which is on file in the office of the Secretary to the Agency as Document No. D-04565; and

WHEREAS, on or about March 16, 2011, the Agency transferred to The City of San Diego (City) fee title ownership of the Property by recorded quitclaim deed; and

WHEREAS, through an assignment agreement executed in connection with the property transfer, the Agency assigned to the City, and the City assumed, all of the Agency's rights, title, interest and obligation under all assets, agreements, contracts, permits and entitlements, and other documents relating directly or indirectly to the use, management, repair, maintenance, development and operation of the Property, including the ENA; and

WHEREAS, the exclusive negotiating period under the ENA expired on March 22, 2011; and

WHEREAS, a proposed Reinstatement of and First Amendment to the Exclusive Negotiating Agreement (ENA Extension) among the Developer, the Agency, and the City (collectively, the Parties) will allow an extension of time to complete negotiations for a disposition and development agreement for the Property; and

WHEREAS, it is the intent of the Parties that by executing the proposed ENA Extension, the Parties confirm that they are all parties to the ENA, as amended by the ENA Extension; and

WHEREAS, it is also the intent of the Parties that, except as otherwise specified in the proposed ENA Extension, all references to "Agency" in the ENA, as amended by the proposed ENA Extension, shall mean either the Agency or the City, whichever of those two Parties is the fee title owner of the Property at the relevant time; and

WHEREAS, it is also the intent of the Parties that, as between the Agency and the City, the Party that owns fee title to the Property at the relevant time shall be entitled to exercise all rights, and shall be required to fulfill all outstanding obligations, attributable to "Agency" under the ENA, as amended by the proposed ENA Extension; and

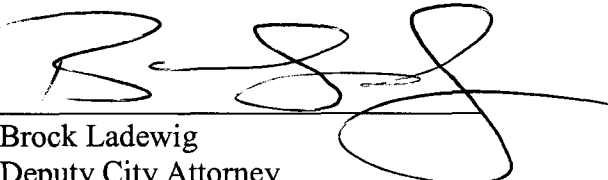
WHEREAS, it is also the intent of the Parties that, if the Agency's prior transfer of the Property to the City is nullified, rescinded or invalidated for any reason whatsoever, then fee title

to the Property will automatically re-vest in the Agency (or its applicable successor, which may include the City), and all assets, agreements, contracts, permits and entitlements, and other documents previously assigned from the Agency to the City and related to the Property will automatically be re-assigned to the Agency (or its applicable successor, which may include the City); NOW, THEREFORE,

BE IT RESOLVED, by the Council of The City of San Diego, that the Mayor or his designee is authorized to execute and deliver the Reinstatement of and First Amendment to the Exclusive Negotiation Agreement with Valencia Business Park Development, LLC, a Delaware limited liability company (formerly known as "St. Stephen's Valencia Business Park Development, LLC") for the development of the Valencia Business Park Lots 2-7, a copy of which is on file in the Office of the City Clerk as Document No. R- 306759 , and all other documents on behalf of the City that are necessary and appropriate and deemed by the Mayor or his designee to be in the best interests of the City to carry out and implement the purposes of this Resolution.

APPROVED: JAN I. GOLDSMITH, City Attorney

By


Brock Ladewig
Deputy City Attorney

BL:mm
04/01/2011
Or.Dept:Real Estate Assets Dept.
PL#2011-06309

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of APR 12 2011

ELIZABETH S. MALAND
City Clerk

By 
Deputy City Clerk

Approved: 4-25-11
(date)


JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor