

RESOLUTION NUMBER R- 311812

DATE OF FINAL PASSAGE JUN 14 2018

A RESOLUTION OF THE COUNCIL OF THE CITY OF  
SAN DIEGO APPROVING AN ASSIGNMENT AND  
ASSUMPTION AGREEMENT REGARDING THE OWNER  
PARTICIPATION AGREEMENT AND ASSOCIATED  
DOCUMENTS FOR THE HORTON PLAZA RETAIL CENTER.

WHEREAS, from its formation in 1958 until its elimination on February 1, 2012, the  
Redevelopment Agency of the City of San Diego (Former RDA) administered the  
implementation of various redevelopment projects, programs, and activities within designated  
redevelopment project areas throughout the City of San Diego (City); and

WHEREAS, the Former RDA dissolved as of February 1, 2012, in accordance with a  
deadline for elimination of all redevelopment agencies throughout California set forth in  
Assembly Bill x1 26 (AB 26), as modified by the California Supreme Court in a final opinion  
issued on December 29, 2011; and

WHEREAS, at the time of the Former RDA's dissolution, the City, in its capacity as the  
successor agency to the Former RDA (Successor Agency), became vested with all of the Former  
RDA's authority, rights, powers, duties, and obligations under the California Community  
Redevelopment Law and, by operation of law, received all assets, properties, contracts, leases,  
books and records, buildings, and equipment of the Former RDA; and

WHEREAS, the Successor Agency is winding down the Former RDA's affairs in  
accordance with AB 26, enacted on June 28, 2011, and subsequent legislation; and

WHEREAS, in January 2011, Horton Land, LLC, Horton Plaza Venture, LLC, and  
Horton Plaza LP (collectively, Original Developer), on the one hand, and the Former RDA, on  
the other hand, executed an Owner Participation Agreement (OPA) with respect to the Horton  
Plaza Retail Center (Retail Center) in downtown San Diego; and

WHEREAS, Horton Plaza LLC (Developer) has assumed the Original Developer's rights and obligations under the OPA, and the Successor Agency has assumed the Former RDA's rights and obligations under the OPA; and

WHEREAS, as contemplated by the OPA, the City and the Successor Agency entered into an agreement (Cooperation Agreement), by which the Successor Agency acquired the former Robinsons May department store site (Sales Parcel), rehabilitated the historic Horton Plaza Park, designed and constructed new improvements to create a new urban plaza on the Sales Parcel (Plaza Improvements), and transferred title to the Sales Parcel with the Plaza Improvements to the City; and

WHEREAS, the OPA and the Cooperation Agreement require the Successor Agency to make five annual deposits of \$150,000 each into a capital reserve account (Plaza Capital Reserve Account), which started in Fiscal Year 2016 and will continue through Fiscal Year 2020, for a total contribution of \$750,000 toward future capital repairs and replacements related to the Plaza Improvements; and

WHEREAS, the Successor Agency has, through Fiscal Year 2018, deposited \$450,000 of Redevelopment Property Tax Trust Fund (RPTTF) money into the Plaza Capital Reserve Account; and

WHEREAS, the Successor Agency will pay the Fiscal Year 2019 installment payment towards the Plaza Capital Reserve Account, which has already been approved as part of the Recognized Obligation Payment Schedule (ROPS); and

WHEREAS, when the Developer transferred ownership of the Sales Parcel to the Successor Agency in accordance with the OPA, an Agreement to Amend Provisions of the Grant Deed and a new Agreement Affecting Real Property (AARP) were recorded to encumber the Retail Center with revised land use restrictions in conformance with the OPA; and

WHEREAS, the City and the Successor Agency now desire to assign the OPA, the Agreement to Amend Provisions of the Grant Deed, and the AARP to the City to unwind the Successor Agency's obligations under the OPA (OPA Assignment); and

WHEREAS, the Assignment will terminate the Successor Agency's obligations to continue to fund and then administer the Plaza Capital Reserve Account, which will become an obligation of the City (except that the Successor Agency will make the Fiscal Year 2019 installment payment in accordance with the approved ROPS); NOW, THEREFORE,

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

1. The Assignment and Assumption Agreement (Agreement) is approved, in which the Successor Agency assigns and transfers to the City all rights, title, interest, and obligations relating to the OPA and other related documents, including the Agreement to Amend Provisions of the Grant Deed and the AARP. Civic San Diego shall continue to administer and monitor the OPA and other related documents, including the Agreement to Amend Provisions of the Grant Deed and the AARP on behalf of the City.


2. The Mayor, or his designee, is authorized to sign the Agreement, including all attachments and exhibits thereto, and all documents necessary and appropriate to carry out and implement the OPA Assignment.

3. The Mayor, or his designee, is authorized to sign all documents and take all actions on the City's behalf that are necessary and appropriate to carry out and implement the OPA and the intent of this Resolution.

4. The City's Chief Financial Officer (CFO), as delegated, is authorized to appropriate, encumber, and expend an amount not to exceed \$150,000 from the Long Range Property Management Plan Fund (Fund 200723) for the City's Fiscal Year 2020 contribution to the Capital Reserve Account, contingent upon the adoption of the Annual Appropriation

Ordinance for the applicable fiscal year and the CFO certifying that the funds necessary for expenditure are, or will be, on deposit in the City Treasury.

APPROVED: MARA W. ELLIOTT, City Attorney

By   
\_\_\_\_\_  
Nate Slegers  
Deputy City Attorney

AW:jdf  
06/06/18  
Or.Dept:CivicSD  
Document No. 1767124

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of JUN 12 2018

ELIZABETH S. MALAND  
City Clerk

By   
\_\_\_\_\_  
Deputy City Clerk

Approved: 6/14/18  
(date)

  
\_\_\_\_\_  
KEVIN L. FAULCONER, Mayor

Vetoed: \_\_\_\_\_  
(date)

\_\_\_\_\_  
KEVIN L. FAULCONER, Mayor

Passed by the Council of The City of San Diego on JUN 12 2018, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Barbara Bry	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lorie Zapf	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Ward	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Myrtle Cole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Kersey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Sherman	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
David Alvarez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Georgette Gomez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage JUN 14 2018

(Please note: When a resolution is approved by the Mayor, the date of final passage is the date the approved resolution was returned to the Office of the City Clerk.)

AUTHENTICATED BY:

KEVIN L. FAULCONER  
Mayor of The City of San Diego, California.

ELIZABETH S. MALAND  
City Clerk of The City of San Diego, California.

(Seal)

By Linda Bruin, Deputy

Office of the City Clerk, San Diego, California

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