

RESOLUTION NUMBER R- 314287

DATE OF FINAL PASSAGE AUG 10 2022

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO APPROVING A CONSENT OF TRANSFER OF RIGHTS AND AGREEMENT WITH METROPOLITAN AIRPARK, LLC AND SAN DIEGO AIRPARK, LLC RELATING TO A TOTAL OF 331 ACRES OF CITY-OWNED REAL PROPERTY AT BROWN FIELD MUNICIPAL AIRPORT, AND FIRST AMENDMENTS TO 59 FLAT RATE PARCEL GROUND LEASE AND RIGHT OF ENTRY LICENSE AGREEMENTS WITH SAN DIEGO AIRPARK, LLC RELATING TO APPROXIMATELY 207.56 ACRES OF THE PROPERTY.

WHEREAS, in 2013, the City Council authorized the Mayor to enter into a Leasehold Development Agreement (LDA) between the City and Brown Field International Business Park, LLC, filed with the Office of the City Clerk on October 22, 2013, as Document No. RR-308482, related to the lease and development of approximately 331 acres of real property (Property) at Brown Field Municipal Airport (Airport); and

WHEREAS, the LDA establishes the terms and conditions to renovate and expand the existing Airport facilities on the Property to create aviation, commercial, renewable, and industrial facilities as further described in the LDA (Project); and

WHEREAS, Brown Field International Business Park, LLC subsequently assigned its interests in the LDA to Metropolitan Airpark, LLC (MAP), as permitted under the terms of the LDA and documented in that certain City of San Diego Acknowledgement of Transfer of Rights & Agreement dated as of October 13, 2015; and

WHEREAS, Section 2.4 of the LDA requires the City Council to approve all subsequent assignments of the LDA; and

WHEREAS, consistent with the LDA, the City Council authorized the Mayor in 2018 to enter into 59 Flat Rate Parcel Ground Lease and Right of Entry License Agreements (Lease Agreements) between the City and MAP as lessee filed with the Office of the City Clerk on October 23, 2018, as Document Nos. RR-312021-1 to RR-312021-59 covering approximately 207.56 acres of the Property; and

WHEREAS, MAP now requests the City Council approve the assignment of MAP's interests in the LDA to San Diego Airpark, LLC under the terms of that certain City of San Diego Consent of Transfer of Rights and Agreement (LDA Assignment); and

WHEREAS, MAP will own a 57.2 percent interest in San Diego Airpark, LLC, while IRG San Diego Airpark, LLC (IRG) will own a 42.8 percent interest; and

WHEREAS, City staff performed due diligence on IRG and determined that IRG has the financial capability, expertise, and experience to develop and operate the Project consistent with the obligations in the LDA; and

WHEREAS, under the terms of the LDA Assignment, San Diego Airpark, LLC agrees to keep and perform all covenants, conditions, and provisions of the LDA, and the City will release MAP from its obligations under the LDA: (1) in whole, upon termination of the LDA, and (2) in part, as it pertains to the premises of each Lease Agreement only, upon satisfaction of the conditions of release set forth in each Lease Agreement related to the issuance of all certificates of occupancy for the premises subject to the Lease Agreement; and

WHEREAS, the Lease Agreements do not require City Council approval of an assignment of the lessee's interest or a change in control of the lessee, and City staff is processing an assignment of the Lease Agreements (Lease Assignments) from MAP to San Diego Airpark, LLC subject to the City Council's approval of the LDA Assignment; and

WHEREAS, the Lease Agreements incorporate standard Federal Aviation Administration (FAA) requirements related to the lease and use of the Airport; and

WHEREAS, the FAA has revised these standard requirements, which requires an update to the Lease Agreements; and

WHEREAS, City staff and San Diego Airpark, LLC have negotiated proposed amendments to the Lease Agreements (First Amendments) to incorporate the revised FAA requirements; and

WHEREAS, under the LDA authorized by the City Council in 2013, the Property is needed for the City's general aviation purposes (i.e., a valid public use), and as such, the First Amendments are not a disposition of surplus land and are not subject to the Surplus Land Act as set forth in California Government Code sections 54220 through 54234; and

WHEREAS, the Office of the City Attorney has drafted this Resolution based on the information provided by City staff (including information provided by affected third parties and verified by City staff), with the understanding that this information is complete, true, and accurate; NOW, THEREFORE,

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

1. The Council approves the LDA Assignment.
2. The Mayor, or designee, is authorized and directed to sign the LDA Assignment on the City's behalf. The LDA Assignment, once fully executed, shall be placed on file in the Office of the City Clerk as Document No. RR- **314287-!**
3. The Council approves the First Amendments as specifically identified in attached Exhibit A. The Council's approval of the First Amendments shall take effect and be in force upon the Mayor, or designee, approving the Lease Assignments.

4. The Mayor, or designee, is authorized and directed to sign the First Amendments on the City's behalf.

APPROVED: MARA W. ELLIOTT, City Attorney

By /s/ William W. Witt
William W. Witt
Deputy City Attorney

WWW:jvg
June 29, 2022
Or.Dept: READ
CC No. N/A
Doc. No.: 3018383

I certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of AUG 02 2022.

ELIZABETH S. MALAND
City Clerk

By Connie Patterson
Deputy City Clerk

Approved: 8/10/22
(date)

Todd Gloria
TODD GLORIA, Mayor

Vetoed: _____
(date)

TODD GLORIA, Mayor

EXHIBIT A:

First Amendments to Fifty-Nine Flat Rate Parcel Ground Lease and Right of Entry License
Agreements

1. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel L-1, on file with the San Diego City Clerk as Document No. RR- **314287-2**.
2. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel L-2, on file with the San Diego City Clerk as Document No. RR- **314287-3**.
3. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel L-3, on file with the San Diego City Clerk as Document No. RR- **314287-4**.
4. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel L-4, on file with the San Diego City Clerk as Document No. RR- **314287-5**.
5. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel L-5, on file with the San Diego City Clerk as Document No. RR- **314287-6**.
6. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-6, on file with the San Diego City Clerk as Document No. RR- **314287-7**.
7. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-7, on file with the San Diego City Clerk as Document No. RR- **314287-8**.
8. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-8, on file with the San Diego City Clerk as Document No. RR- **314287-9**.
9. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-9, on file with the San Diego City Clerk as Document No. RR- **314287-10**.
10. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-10, on file with the San Diego City Clerk as Document No. RR- **314287-11**.
11. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-11, on file with the San Diego City Clerk as Document No. RR- **314287-12**.
12. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-12, on file with the San Diego City Clerk as Document No. RR- **314287-13**.

13. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel M-13, on file with the San Diego City Clerk as Document No. RR- 314287-14
14. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel N-14, on file with the San Diego City Clerk as Document No. RR- 314287-15
15. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel A-15, on file with the San Diego City Clerk as Document No. RR- 314287-16
16. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel A-16, on file with the San Diego City Clerk as Document No. RR- 314287-17
17. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel A-17, on file with the San Diego City Clerk as Document No. RR- 314287-18
18. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel B-18, on file with the San Diego City Clerk as Document No. RR- 314287-19
19. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel B-19, on file with the San Diego City Clerk as Document No. RR- 314287-20
20. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel B-20, on file with the San Diego City Clerk as Document No. RR- 314287-21
21. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel B-21, on file with the San Diego City Clerk as Document No. RR- 314287-22
22. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel B-22, on file with the San Diego City Clerk as Document No. RR- 314287-23
23. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel C-23, on file with the San Diego City Clerk as Document No. RR- 314287-24
24. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel D-24, on file with the San Diego City Clerk as Document No. RR- 314287-25
25. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel D-25, on file with the San Diego City Clerk as Document No. RR- 314287-26

26. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel E-26, on file with the San Diego City Clerk as Document No. RR- 314287-27
27. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel E-27, on file with the San Diego City Clerk as Document No. RR- 314287-28
28. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel E-28, on file with the San Diego City Clerk as Document No. RR- 314287-29
29. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel E-29, on file with the San Diego City Clerk as Document No. RR- 314287-30
30. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel G-30, on file with the San Diego City Clerk as Document No. RR- 314287-31
31. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-31, on file with the San Diego City Clerk as Document No. RR- 314287-32
32. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-32, on file with the San Diego City Clerk as Document No. RR- 314287-33
33. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-33, on file with the San Diego City Clerk as Document No. RR- 314287-34
34. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-34, on file with the San Diego City Clerk as Document No. RR- 314287-35
35. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-35, on file with the San Diego City Clerk as Document No. RR- 314287-36
36. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-36, on file with the San Diego City Clerk as Document No. RR- 314287-37
37. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-37, on file with the San Diego City Clerk as Document No. RR- 314287-38
38. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-38, on file with the San Diego City Clerk as Document No. RR- 314287-39

39. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-39, on file with the San Diego City Clerk as Document No. RR- 314287-40
40. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-40, on file with the San Diego City Clerk as Document No. RR- 314287-41
41. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-41, on file with the San Diego City Clerk as Document No. RR- 314287-42
42. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-42, on file with the San Diego City Clerk as Document No. RR- 314287-43
43. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-43, on file with the San Diego City Clerk as Document No. RR- 314287-44
44. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-44, on file with the San Diego City Clerk as Document No. RR- 314287-45
45. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-45, on file with the San Diego City Clerk as Document No. RR- 314287-46
46. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-46, on file with the San Diego City Clerk as Document No. RR- 314287-47
47. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-47, on file with the San Diego City Clerk as Document No. RR- 314287-48
48. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-48, on file with the San Diego City Clerk as Document No. RR- 314287-49
49. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-49, on file with the San Diego City Clerk as Document No. RR- 314287-50
50. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-50, on file with the San Diego City Clerk as Document No. RR- 314287-51
51. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-51, on file with the San Diego City Clerk as Document No. RR- 314287-52

52. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-52, on file with the San Diego City Clerk as Document No. RR- 314287-53
53. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-53, on file with the San Diego City Clerk as Document No. RR- 314287-54
54. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-54, on file with the San Diego City Clerk as Document No. RR- 314287-55
55. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-55, on file with the San Diego City Clerk as Document No. RR- 314287-56
56. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-56, on file with the San Diego City Clerk as Document No. RR- 314287-57
57. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-57, on file with the San Diego City Clerk as Document No. RR- 314287-58
58. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-58, on file with the San Diego City Clerk as Document No. RR- 314287-59
59. First Amendment to Flat Rate Parcel Ground Lease and Right of Entry License Agreement for Parcel I-59, on file with the San Diego City Clerk as Document No. RR- 314287-60

Passed by the Council of The City of San Diego on AUG 02 2022, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Joe LaCava	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Campbell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Stephen Whitburn	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Monica Montgomery Steppe	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marni von Wilpert	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Raul A. Campillo	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vivian Moreno	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Sean Elo-Rivera	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage AUG 10 2022.

(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:

TODD GLORIA
Mayor of The City of San Diego, California.

(Seal)

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

By Connie Patterson Deputy

Office of the City Clerk, San Diego, California

Resolution Number R- **314287**