



RESOLUTION NO. ____-18-RSA

**A RESOLUTION SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY OF
SUNNYVALE APPROVING AND AUTHORIZING
EXECUTION OF DOCUMENTS IN CONNECTION WITH
THE REMOVAL OF PROPERTY UNDER THE 1998
FACILITY LEASE WITH THE CITY OF SUNNYVALE**

WHEREAS, the Redevelopment Agency of the City of Sunnyvale, as succeeded by the Successor Agency to the Redevelopment Agency of the City of Sunnyvale (the "Agency") has previously entered into a Facility Lease Agreement dated as of March 1, 1998, as subsequently amended (the "Facility Lease") with the City of Sunnyvale (the "City") for the purpose of providing for the lease financing of certain property used as a public parking facility by the City (the "Property"); and

WHEREAS, pursuant to Section 2.06 of the Facility Lease, the Agency has the right to remove properties leased under the Facility Lease at any time upon meeting the requirements of such Section 2.06, and the City Council, as governing board of the Agency, wishes at this time to remove from the Facility Lease the parcel described as Lot 1 of Block 6 of Tract No. 9925, entitled "Sunnyvale Town Center", filed October 1, 2007 in Book 818 of Maps at Page 45 through 55 inclusive (the "Removed Property or Lot 1 of Block 6").

NOW, THEREFORE, BE IT RESOLVED BY THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SUNNYVALE THAT:

1. The Agency finds that approving the execution of all the documents necessary to accomplish the removal of Lot 1 of Block 6 from the Facility Lease is in the best interests of the taxing entities because:
 - a. It was explicitly authorized by the 2016 Modified and Restated Amended Disposition and Development and Owner Participation Agreement ("2016 MRADDOPA or the Agreement") that was approved by the Agency on June 30, 2016 and that imposed the mandatory duty on the Agency to transfer Lot 1 of Block 6 to the Town Center Developer pursuant to Section 4.04 (e) of the Agreement, which reads in relevant part as follows:

Upon the earlier of Developer's delivery of written request to the Successor Agency or October 1, 2022, the Successor Agency shall convey Lots 1, 3 and 4 of Block 6 to the Developer pursuant to the Modified and Restated Covenant to Convey (a form of which is attached hereto as Exhibit K in substantially final form); *provided, however*, that the Successor Agency may delay the conveyance otherwise required by this subsection for the minimum period necessary to comply with the requirements

of the Certificates of Participation (Parking Facility Refunding) Series 1998A and/or that certain Facilities Lease dated as of March 1, 1998 by and between the Redevelopment Agency of the City of Sunnyvale and the City of Sunnyvale, which was recorded as Instrument Number 14120789 in the official records of Santa Clara County.

- b. The 2016 MRADDOPA was unanimously approved by the City of Sunnyvale Redevelopment Successor Agency Oversight Board on July 21, 2016 (OB Resolution No. 117-16-OB) incorporated herein by reference;
 - c. The California Department of Finance approved OB Resolution No. 117-16-OB on September 2, 2016, based on the determination that the 2016 MRADDOPA “would reduce the Agency’s liabilities by transferring its share of the environmental remediation costs to the new developer, and increase the net revenue of the taxing entities” and the Oversight Board’s “finding it is in the best interest of the taxing entities pursuant to HSC section 34181 (e)”; and
 - d. As a result of the approval of the 2016 MRADDOPA by the Oversight Board and the California Department of Finance, the Agency’s action to remove Lot 1 of Block 6 under the Facility Lease is an implementation action to effectuate the transfer of Lot 1 of Block 6 to the Town Center Developer and is an integral action to the transfer of Lot 1 of Block 6, which has previously been determined to reduce the Agency’s liabilities and increase net revenues to the taxing entities and is in the best interest of the taxing entities pursuant to Health and Safety Code section 34181 (3) by reducing the Agency's potential liability for environmental remediation on Lot 1 of Block 6.
- 2. The Agency hereby authorizes and approves the removal of the Removed Property from the Facility Lease. Such removal shall be made in accordance with the provisions of Section 2.06 of the Facility Lease.
 - 3. The Chair of the Agency, the Executive Director, the Secretary, the Treasurer and all other officers and representatives of the Agency are hereby authorized and directed, for and in the name and on behalf of the Agency, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the removal of properties pursuant to this Resolution.

Adopted by the Successor Agency to the Redevelopment Agency of the City of Sunnyvale
at a regular meeting held on _____, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

RECUSAL:

ATTEST:

APPROVED:

Successor Agency Secretary
(SEAL)

Successor Agency Chair

APPROVED AS TO FORM:

Successor Agency Attorney