

**RESOLUTION NO. 2016 – 04 (OVERSIGHT BOARD)**

**A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY APPROVING THE PROCEDURES FOR SALE OF PROPERTY IN ACCORDANCE THE LONG RANGE PROPERTY MANAGEMENT PLAN**

**BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY OF THE REDEVELOPMENT AGENCY OF THE CITY OF SANTA CLARA AS FOLLOWS:**

**WHEREAS**, the California Legislature enacted Part 1.85 of the Health and Safety Code, Sections 34170 et seq. (the “Dissolution Law”) to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code section 33000 et seq.);

**WHEREAS**, pursuant to Health and Safety Code section 34173, the City Council of the City of Santa Clara (the “City Council”) declared that the City of Santa Clara, a charter city (the “City”), would act as successor agency (the “Successor Agency”) for the dissolved City of Santa Clara Redevelopment Agency (the “RDA”) effective February 1, 2012;

**WHEREAS**, on February 1, 2012, the RDA was dissolved pursuant to Health and Safety Code Section 34172;

**WHEREAS**, prior to dissolution of the RDA, the RDA owned certain properties which have subsequently been transferred to the Successor Agency; and

**WHEREAS**, in accordance with the Dissolution Law, the Oversight Board and the Department of Finance have approved a Long Range Property Management Plan (“LRPMP”) providing for the disposition of the former RDA properties; and

**WHEREAS**, the Successor Agency is preparing the former RDA's properties for sale in accordance with the LRPMP and desires to start the sales process by offering the Gateway Parcel 2 and the Hilton Hotel, as those properties are identified in the LRPMP, to the public for sale as soon as the Successor Agency can prepare the offering materials with the goal of maximizing the sales proceeds from the properties;

**WHEREAS**, the Successor Agency has set forth a sales process in the staff report accompanying this Resolution for the properties; and

**WHEREAS**, the Oversight Board finds that the sales process set forth in the staff report meets the objectives of the LRPMP to sell the properties expeditiously and for maximum value.

**NOW, THEREFORE, BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY AS FOLLOWS:**

SECTION 1. The Oversight Board hereby finds, resolves, and determines that the foregoing recitals are true and correct, and, together with information provided by the Successor Agency staff, Oversight Board members, and the public, form the basis for the approvals, findings, resolutions, and determinations set forth below.

SECTION 2. The Oversight Board authorizes the Successor Agency to offer for sale the Gateway Parcel 2 and the Hilton Hotel property in a manner consistent with the procedures set forth in Exhibit A attached to this resolution.

SECTION 3. This Resolution shall take effect immediately in accordance with Health and Safety Code Section 34191.5(f).

SECTION 4. Severability. If any provision or clause of this Resolution or the application thereof is held to be unconstitutional or otherwise invalid by any court of competent jurisdiction, such invalidity shall not affect other provisions or clauses or application; and to this end, the provisions of this Resolution are declared to be severable.

CERTIFICATION

I HEREBY CERTIFY THE FORGOING TO BE A TRUE COPY OF A RESOLUTION PASSED AND ADOPTED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY AT A REGULAR MEETING THEREOF HELD ON 21<sup>st</sup> DAY OF JANUARY 2016, BY THE FOLLOWING VOTE:


AYES: BOARD MEMBERS: Ameling, Cauble, Guthrie, Matthews, Tinsley and Chairperson Gage

NOES: BOARD MEMBERS: None

ABSTAIN: BOARD MEMBERS: None

ABSENT: BOARD MEMBERS: Maduli

APPROVE:

  
Donald F. Gage  
Chairperson

ATTEST:

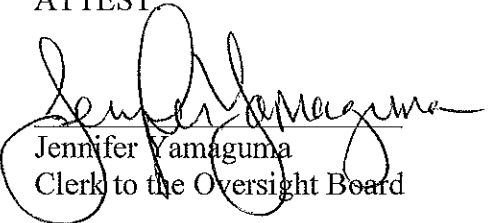
  
Jennifer Yamaguma  
Clerk to the Oversight Board

EXHIBIT A  
DISPOSITION PROCEDURES

The following Disposition Procedures will be used by the Successor Agency for the disposition of the Gateway Parcel 2 and Hilton Hotel properties:

Action	Projected Completion Date
Successor Agency prepares solicitation materials, disclosure materials and establishes list of parties to distribute solicitation materials	March, 2016
Successor Agency opens solicitation period. LRPMP calls for a 90 day solicitation Period	Solicitation Period Closes July, 2016
Evaluation Team meets to review bids and select highest bidder	July/August, 2016
Evaluation Team and Successor Agency present recommendation of selected bidder to Oversight Board for approval of a Purchase and Sale Agreement	August, 2016
Successor Agency notifies successful bidder and executes Purchase and Sale Agreement	Within one week of Oversight board meeting
Escrow Closes	Within 30 days of execution of Purchase and Sale Agreement

Solicitation materials will include a Purchase and Sale Agreement (PSA). In order for a bid to be responsive the bidder must submit an executed copy of the PSA along with a non-refundable deposit. If the bidder makes changes or alterations to the PSA, the Evaluation Team may consider the bid to be non-conforming. All bids must be without contingencies.

Potential bidders will conduct their due diligence during the solicitation period. The Successor Agency will provide potential bidders with opportunities to inspect the properties and review all materials in the Successor Agency's possession regarding the properties. During the escrow period, the successful bidder will be able to perform inspections and tests on the properties but the PSA is not contingent upon the outcome of those inspections and tests. The properties will be sold "as is, where is, with all faults" with no representations or warranties from the Successor Agency. Potential bidders will be required to perform their own inspections and due diligence and rely upon their own expertise.

All bids will be submitted to the Successor Agency sealed. The Successor Agency will not open any bids until the conclusion of the solicitation period, at which time all bids will be opened. The Successor Agency will have no obligations to consider bids received after the deadline set forth in the solicitation materials, but the Successor Agency may extend the deadline for submission of bids.

Upon acceptance of the successful bid, the bidder will be required to submit to escrow a deposit of 10% of the purchase price. All sales will be for cash. The buyer of the property will be responsible for all closing costs, including documentary transfer tax, title and escrow fees and any other costs associated with the closing.

If the Successor Agency receives two or more bids that are comparable, the Successor Agency, after consultation with the Evaluation Team, may provide the bidders with the opportunity to increase their bids until the tie is broken. After the Successor Agency and the Evaluation Team review the results of the bids received, the Evaluation Team will submit a report to the Oversight Board regarding the bids received, if any, with recommendations including to find bid(s) nonresponsive, to award a contract, to provide all bidders an opportunity to increase their bid and submit new bids, or to reject all bids and commence a new solicitation process.