

RESOLUTION NO. 2007-066

Adopted by the Redevelopment Agency
of the City of Sacramento

December 4, 2007

APPROVAL OF AMENDMENT TO THE DISPOSITION AND DEVELOPMENT AGREEMENT WITH REGENT DEVELOPMENT, INC. FOR DEVELOPMENT OF THE REGENT PLACE PROJECT IN THE OAK PARK REDEVELOPMENT PROJECT AREA

BACKGROUND

- A. The Redevelopment Agency of the City of Sacramento ("Agency") has adopted the Oak Park Redevelopment Plan ("Redevelopment Plan") and an Implementation Plan for Oak Park Project Area ("Project Area").
- B. Agency and Regent Development, Inc. ("Developer") have entered into a Disposition and Development Agreement ("DDA") conveying the Property to Developer for construction of a mixed-use project; as more specifically described in the DDA, and which would require the improvements within the Property, as further described in the DDA (collectively, "Project").
- C. The Developer has encountered delays to the Project and asked for an extension to the Exhibit 4, Section 3, the Schedule of Performances.

BASED ON THE FACTS SET FORTH IN THE BACKGROUND, THE REDEVELOPMENT AGENCY OF THE CITY OF SACRAMENTO RESOLVES AS FOLLOWS:

- Section 1. The amendment to the Disposition and Development Agreement, a copy of which is attached as Exhibit 1, is approved and the Executive Director is authorized to execute the amendment, and to perform other actions as necessary to implement the terms of the DDA.

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Exhibit A – First Amendment to the DDA

Adopted by the City of Redevelopment Agency of the City of Sacramento on December 4, 2007 by the following vote:

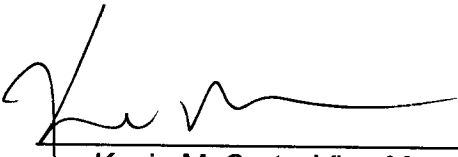
Ayes: Councilmembers Cohn, Fong, Hammond, McCarty, Pannell, Sheedy, Tretheway, and Waters.

Noes: None.

Abstain: None.

Absent: Mayor Fargo.

Attest:



Kevin McCarty, Vice-Mayor

for Dawn Bullwinkel
Shirley Concolino, City Clerk

NO FEE DOCUMENT:
 Entitled to free recording
 per Government Code 6103.
 When recorded, return to:
 SACRAMENTO HOUSING AND
 REDEVELOPMENT AGENCY
 630 "I" Street
 Sacramento, CA 95814
 ATTENTION: PORTFOLIO MANAGEMENT

**First Amendment to Disposition and Development Agreement
 And to the Regulatory Agreement for Mixed Use Development Including
 Covenants, Conditions and Restrictions Running with the Land, Recorded as
 Required Thereby**

**Regent Place Project
 Oak Park Neighborhood Redevelopment Project Area**

AS OF THE EFFECTIVE DATE, AND IN CONSIDERATION OF THEIR MUTUAL OBLIGATIONS, REDEVELOPMENT AGENCY OF THE CITY OF SACRAMENTO, the "Agency", and Regent Place, LLC, the "Developer", enter into this "Amendment" and amend the "Disposition and Development Agreement", as follows.

1. **RECITALS.** Developer and Agency have entered into the Disposition and Development Agreement for the conveyance of the Property to Developer for redevelopment of the Property in accordance with the terms of said agreement. As a result of market conditions and failure to obtain third-party leasing concessions originally contemplated, Developer has failed to timely commence and complete construction as contemplated by the Disposition and Development Agreement. Agency is willing to extend time for Developer to complete such obligations, but with strict adherence to the new Schedule of Performances attached.

2. **DEFINITIONS.** Terms in quotation marks above and capitalized terms below are defined terms and shall have the meanings so ascribed to them in the table below. The statements set out in this Section regarding the Disposition and Development Agreement are true and correct.

A. GENERAL		
"Effective Date"	The Effective Date is the effective date of this Amendment, which is the following.	December 5, 2007
"Agency"	Redevelopment Agency of the City of Sacramento, a political body, corporate and politic, whose address is 630 I Street, Sacramento, California 95814	
"Developer"	Regent Development, Inc., a California Corporation, whose address is 798 University Avenue, Sacramento, California 95825. Developer is the assignee of the original maker of the Disposition and Development Agreement, Original Developer.	
"Original Developer"	Community Pride Project, a California 501(C)(3) Mutual Benefit Nonprofit Corporation, which has assigned the Disposition and Development Agreement to Developer.	

B, Disposition and Development Agreement		
“Disposition and Development Agreement”	Disposition and Development Agreement is the agreement for the Original Principal Amount made by and between Agency and Developer as of the following date and having the following title:	Date: July 15, 2005
“Regulatory Agreement”	Regulatory Agreement is the regulatory agreement containing covenants, conditions, restrictions and regulations, executed by Developer in favor of Agency, required as a condition of the Disposition and Development Agreement, dated as of the following date and recorded against the Property in the Office of the County Recorder of Sacramento County on the recording date, and series and document number as follows.	Date: July 15, 2005
		Recording Date:
		Series Number:
		Document Number:
“Property”	The Property is that certain real property which is subject to the Disposition and Development Agreement and which is located at 3400 Stockton Boulevard and 4601 10 th Avenue in Sacramento, California, as more particularly described in the <u>Exhibit 1 Legal Description</u> that is attached to this Amendment and incorporated in it by this reference.	

Amendments and Changes	
“Disposition and Development Agreement Changes”	The Disposition and Development Agreement is amended to replace the Schedule of Performances attached to the Disposition and Development Agreement with the Schedule of Performances attached as <u>Exhibit 2 Schedule of Performances</u> , attached to this Amendment and incorporated in this amendment by this reference.
“Regulatory Agreement Changes”	The Term of the Regulatory Agreement is the term of the Redevelopment Plan as defined in the Disposition and Development Agreement, as it may be amended from time to time, but in any event not to exceed thirty (30) years.

1. **DISPOSITION AND DEVELOPMENT AGREEMENT CHANGES.** The Disposition and Development Agreement is amended to make the changes indicated in the Disposition and Development Agreement Changes, as defined above.

2. **REGULATORY AGREEMENT CHANGES.** The Regulatory Agreement is amended to make the changes indicated in the Regulatory Agreement Changes, as defined above.

3. **GENERAL PROVISIONS.**

a. No rights, obligations, or defaults of the parties are waived by this Amendment, except as expressly stated in this Amendment.

b. If any term, provision, covenant, or condition or any application is held by a court of competent jurisdiction to be invalid, void, or unenforceable, all terms, provisions, covenants, and conditions and all applications not held invalid, void, or unenforceable will continue in full force and will in no way be affected, impaired, or invalidated.

Executed on _____, in Sacramento, California.

Developer

Regent Development, Inc.
A California Corporation

By:

Darrell Petray
President
Authorized Signatory

Agency

Redevelopment Agency of the City of Sacramento

By:

Anne M. Moore
Executive Director

Approved as to form:

Agency Counsel

[ACKNOWLEDGMENTS]

EXHIBIT 1

LEGAL DESCRIPTION

All that certain real property in the City of Sacramento, County of Sacramento, State of California, described as follows:

Parcel No. 1:

All of Lots 27,28, and 29 as shown on the “Plat of Tresch Tract”, recorded in Book 13 of Maps, Map No. 58, and Lots 7818, 7819, 7820, 7821 and 7822 as shown on the “Plat of H.J. Goethe Company’s Subdivision No. 78” recorded in Book 7 of Maps, Map No. 18 records of County of Sacramento Official Records, and more particularly described in Parcel 1 in that certain Certificate of Compliance for Lot Merger recorded December 23, 2003 in Book 20031223, Page 1325 of Official Records.

Parcel No. 2:

All of Lots 7815, 7816, 7817 as shown on the “Plat of H.J. Goethe Company’s Subdivision No. 78”, recorded in Book 7 of Maps, Map No. 18 of the County of Sacramento Official Records, and more particularly described as Parcel 1 in that Certificate of Compliance for Lot Merger recorded December 23, 2003 in Book 20031223, Page 1324 of Official Records.

APN No:014-0222-067-0000
014-0222-068-0000

EXHIBIT 2

Schedule of Performances

(as amended)

Item	Task	Date for Completion
1	AGENCY TO CONVEY PROPERTY TO DEVELOPER.	SEPT. 30, 2005
2	DEVELOPER TO OBTAIN LONG TERM LEASE FOR RESIDENTIAL PORTION OF THE PROJECT FROM A MASTER TENANT.*	DEC. 31, 2007
3	DEVELOPER TO COMPLETE PLANS AND SPECIFICATIONS AND SUBMITTED THEM TO CITY FOR APPROVAL OF ALL CONSTRUCTION CONTEMPLATED BY THE DISPOSITION AND DEVELOPMENT AGREEMENT	APRIL 30, 2008
4	DEVELOPER TO OBTAIN CITY APPROVAL OF SAID PLANS AND SPECIFICATIONS	AUG. 31, 2008
5	DEVELOPER TO OBTAIN UNCONDITIONAL COMMITMENT TO CONSTRUCTION FINANCING FOR ALL OF THE PROJECT	JULY 31, 2008
6	DEVELOPER TO START PROJECT CONSTRUCTION, BEYOND GRADING, EXCAVATION AND SITE PREPARATION.	OCT. 31, 2008
7	DEVELOPER TO COMPLETE SHELL OF PROJECT IMPROVEMENTS.	MAY 31, 2009
8	DEVELOPER TO COMPLETE ALL PROJECT CONSTRUCTION.	Nov. 31, 2009

***NOTE: IF DEVELOPER DOES NOT COMPLETE TASK NO. 2 BY DECEMBER 31, 2007, THE AGENCY WILL REQUEST THAT THEY DEVELOPER RECONVEY THE LAND FOR THE ORIGINAL PURCHASE PRICE OF THE PROPERTY.**