

Orange Countywide Oversight Board

Agenda item No. 5A

Date: 4/21/2020

From: Successor Agency to the Orange Redevelopment Agency

Subject: Resolution of the Countywide Oversight Board Approving Transfer of Land Located at 525 W. Chapman Ave. in the City of Orange from the Successor Agency to the City of Orange

Recommended Action:

Approve resolution to authorize transfer of Metrolink parking lot property

The Orange Successor Agency requests approval of a transfer of land, located at 525 W. Chapman Ave. in the City of Orange from the Successor Agency to the City.

As part of the wind down of the former Orange Redevelopment Agency's (RDA) affairs, the Successor Agency transferred a number of properties to the City of Orange for governmental use with the prior approval of the Successor Agency's former oversight board and the State Department of Finance (the "DOF").

The former oversight board adopted Resolution No. OB-0039. The Resolution No. OB-0039 was intended to, among other things, allow the transfer of the West Chapman Parking Lot to the City of Orange. The DOF approved such transfer on November 5, 2013. The Parking Lot, consisting of several parcels, is located west of the train tracks at the Orange Metrolink Transportation Center. Successor Agency Staff recently discovered that one of the Parking Lot parcels, located at 525 W. Chapman Ave. (APN 386-463-12) was inadvertently left out of Resolution No. OB-0039.

This is an important parcel because part of the driveway is on this parcel. The train tracks are in a quiet zone, which requires the driveway to be a certain distance from the tracks. Therefore, the driveway cannot be relocated east and off of the parcel in question. Additionally, setback requirements would require an easement for the driveway, leaving approximately 3,800 square feet of developable land, which a reduced frontage of about 20 percent.

As background, in 2008, the City and the former RDA entered into a ground lease for the West Chapman Parking Lot, which was then owned by the City. The ground lease requires all land within the parking lot, including APN 386-463-12, to be used as part of the parking lot until July 15, 2037. The parking lot was sold to the former RDA in 2010 in order to comply with Orange County Transportation Authority (OCTA) guidelines, as the parking lot was being considered for construction of a parking structure that would be largely funded by OCTA. However, the ground lease stipulates that all successor owners are subject to the ground lease requiring the land to be used as a parking lot.

The City presented this item to the Oversight Board on January 22, 2019 for approval. However, the Board did not take action and requested that the City obtain an appraisal to determine the value of the land. Upon discovering the new information above, and the reduced land available on the parcel to develop, the City feels that an appraisal is not necessary because the economic value of the land is minimal.

This Resolution will authorize the Successor Agency's transfer of the remaining West Chapman Parking Lot parcel to the City.

The Board of the Successor Agency approved the transfer to the City through Resolution SAORA-031 on December 11, 2018.

Impact on Taxing Entities

None.

Staff Contact(s)

Will Kolbow, Assistant City Manager/Administrative Services Director

Attachments

Attachment 1 – Proposed Oversight Board Resolution (with Exhibit A -- form of Quitclaim Deed)

Attachment 2 – Successor Agency Governing Board Resolution No. SAROA-31 approving the transfer

Attachment 3 – Resolution No. OB-0039, adopted by the Successor Agency Oversight Board on July 24, 2013

Attachment 4 – State Department of Finance Letter, dated November 5, 2013, approving Resolution No. OB-0039

Attachment 5 – Ground Lease between the Orange Redevelopment Agency and the City of Orange, dated February 14, 2008

Attachment 6 – Parcel Map

Attachment 7 – Parcel Photo

RESOLUTION NO. 20-_____

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH OVERSIGHT OF THE SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY DIRECTING THE TRANSFER OF A GOVERNMENTAL USE PROPERTY (APN 386-463-12) TO THE CITY OF ORANGE AND TAKING RELATED ACTIONS

WHEREAS, pursuant to AB X1 26 (enacted in June 2011) and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.*, 53 Cal. 4th 231 (2011), the Orange Redevelopment Agency (the "Former Agency") was dissolved as of February 1, 2012; the Successor Agency to the Orange Redevelopment Agency (the "Successor Agency") was constituted as the successor to the Former Agency; and

WHEREAS, the Successor Agency is tasked with winding down the Former Agency's affairs; and

WHEREAS, Health and Safety Code ("HSC") Section 34175(b), all real properties of the Former Agency transferred to the control of the Successor Agency by operation of law; and

WHEREAS, HSC Section 34181(a) sets forth certain requirements for the oversight board with jurisdiction over the Successor Agency to direct the Successor Agency to dispose of the Former Agency's properties, but provides that the oversight board may direct the Successor Agency to transfer ownership of a property that was constructed and used for a governmental purpose (including, among others, parks and public parking facilities facilities) to the appropriate public jurisdiction; and

WHEREAS, recently, it has come to the Successor Agency's attention that the Former Agency (as succeeded by the Successor Agency) remains to be the fee owner of record of a property located on West Chapman Avenue (APN 386-463-12) (the "Property"); and

WHEREAS, the Property consists of a small grassy park space, which is an appendage to the parking lot of the Metrolink Station (the "West Chapman Parking Lot"); and

WHEREAS, the former oversight board of the Successor Agency adopted Resolution No. OB-0039, approving the transfer of multiple governmental use properties, including the West Chapman Parking Lot parcels (and the State Department of Finance, by its letter dated November 5, 2013, approved the transfer of the West Chapman Parking Lot parcels); however, at that time, the Property was inadvertently left out of No. OB-0039; and

WHEREAS, in furtherance of its wind-down of the Former Agency's affairs, the Successor Agency desires to transfer the Property to the City pursuant to HSC Section 34181(a);

WHEREAS, pursuant to HSC Section 34179(j), commencing on and after July 1, 2018, the Orange Countywide Oversight Board (the "Oversight Board") has jurisdiction over the Successor Agency; and

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD;

Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. The Oversight Board hereby authorizes and directs the Successor Agency to transfer of the Property to the City and authorizes the Successor Agency to execute and deliver a quitclaim deed (the "Deed"), substantially in the form attached as Exhibit A, for such transfer.

Section 3. The members of this Oversight Board and the staff of the Successor Agency are hereby authorized, jointly and severally, to do all things which they may deem necessary or proper to effectuate the purposes of this Resolution.

The Clerk of the Oversight Board shall certify to the adoption of this Resolution.

EXHIBIT A

FORM OF QUITCLAIM DEED

RECORDING REQUESTED BY

AND WHEN RECORDED RETURN TO:

City of Orange
300 E. Chapman Avenue
Orange, California 92866
Attention: City Clerk

APN(s): 386-463-12

[SPACE ABOVE FOR RECORDER'S USE ONLY]

This transfer is exempt from Documentary Transfer Tax pursuant to Revenue & Taxation Code Section 11922, and exempt from Recording Fees pursuant to California Government Code Section 27383.

QUITCLAIM DEED

THE SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY does hereby REMISE, RELEASE AND FOREVER QUITCLAIM to the CITY OF ORANGE, a municipal corporation, all of the Successor Agency's right, title and interest in, under and to that certain real properties (and all improvements and fixtures located thereon) located in the County of Orange, State of California, described as:

The east 56.00 feet of Lot 1, in Block C of the Spotts Villa Tract, as per map recorded in book 3, page 45 of Miscellaneous Maps, in the office the County Recorder of Orange County, California.

IN WITNESS WHEREOF, the undersigned has executed this Quitclaim Deed as of the date set forth below.

Dated: _____, 2020

SUCCESSOR AGENCY TO THE
ORANGE REDEVELOPMENT AGENCY

Attest:

By: _____
Rick Otto
Executive Director

Pamela Coleman
Agency Clerk

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Orange)

On _____, before me, _____,
(insert name and title of the officer)

Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____ (Seal)

CERTIFICATE OF ACCEPTANCE
(California Government Code Section 27281)

This is to certify that the interest in real property conveyed to the City of Orange (the “City”) by that certain Quitclaim Deed, dated _____, 2019, executed by the Successor Agency to the Orange Redevelopment Agency is hereby accepted by the undersigned officer on behalf of the City pursuant to the authority conferred by Resolution No. 11125 of the City Council of the City, adopted on December 11, 2018, and the City consents to the recordation thereof by its duly authorized officer.

Dated: _____, 2019

CITY OF ORANGE

By: _____
Mark A. Murphy
Mayor

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

I, KATHY TAVOULARIS, Clerk of the Orange Countywide Oversight Board, Orange County, California, hereby certify that a copy of this document has been delivered to the Chairman of the Board and that the above and foregoing Resolution was duly and regularly adopted by the Orange Countywide Oversight Board.

IN WITNESS WHEREOF, I have hereto set my hand

KATHY TAVOULARIS
Clerk
Orange Countywide Oversight Board

Resolution No: 20-_____

Agenda Date:

Item No.:

RESOLUTION NO. SAORA-031

A RESOLUTION OF THE GOVERNING BOARD OF THE SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY APPROVING THE TRANSFER OF A GOVERNMENTAL USE PROPERTY (APN 386-463-12) TO THE CITY OF ORANGE AND TAKING RELATED ACTIONS.

WHEREAS, pursuant to AB X1 26 (enacted in June 2011) and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.*, 53 Cal. 4th 231 (2011), the Orange Redevelopment Agency (the "**Former Agency**") was dissolved as of February 1, 2012; the Successor Agency to the Orange Redevelopment Agency (the "**Successor Agency**") was constituted as the successor to the Former Agency; and an Oversight Board to the Successor Agency (the "**Oversight Board**") was established; and

WHEREAS, the Successor Agency is tasked with winding down the Former Agency's affairs; and

WHEREAS, Section 34175(b) of Health and Safety Code ("**HSC**"), all real properties of the Former Agency transferred to the control of the Successor Agency by operation of law; and

WHEREAS, HSC Section 34181(a) sets forth certain requirements for the Oversight Board to direct the Successor Agency to dispose of the Former Agency's properties, but provides that the Oversight Board may direct the Successor Agency to transfer ownership of a property that was constructed and used for a governmental purpose (including, among others, parks and public parking facilities) to the appropriate public jurisdiction; and

WHEREAS, recently, it has come to the Successor Agency's attention that the Former Agency (as succeeded by the Successor Agency) remains to be the fee owner of record of a property located on West Chapman Avenue (APN 386-463-12) (the "**Property**"); and

WHEREAS, the Property consists of a small grassy park space, which is an appendage to the parking lot of the Metrolink Station (the "**West Chapman Parking Lot**"); and

WHEREAS, the Oversight Board adopted Resolution No. OB-0039, approving the transfer of multiple governmental use properties, including the West Chapman Parking Lot parcels (and the State Department of Finance, by its letter dated November 5, 2013 approved Resolution No. OB-0039); however, at that time, the Property was inadvertently left out of No. OB-0039; and

WHEREAS, in furtherance of its wind-down of the Former Agency's affairs, the Successor Agency desires to transfer the Property to the City pursuant to HSC Section 34181(a); and

WHEREAS, the Oversight Board is expected to consider the adoption of a resolution ("**Oversight Board Resolution**") directing the transfer of the Property to the City.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ORANGE, ACTING AS THE GOVERNING BOARD OF THE SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY, HEREBY FINDS, DETERMINES, RESOLVES, AND ORDERS AS FOLLOWS:

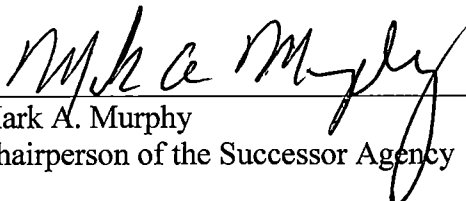
Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. The transfer of the Property to the City is hereby authorized and approved. Each of the Chair, the Vice Chair and the Executive Director of the Successor Agency (collectively, the “**Authorized Officers**,” each being an “**Authorized Officer**”), acting individually, is hereby authorized to execute and deliver, for and in the name of the Successor Agency, a quitclaim deed (the “**Deed**”), substantially in the form attached as **Attachment A**, to effect and evidence such transfer; provided, that such execution shall occur after the Oversight Board Resolution takes effect.

Section 3. The Authorized Officers and other officers and Staff members of the Successor Agency are hereby authorized, jointly and severally, to do all things (including but not limited to the execution of any certificates or other instruments) which they may deem necessary or proper to effectuate the purposes of the Deed and this Resolution, and any such actions previously taken are hereby ratified and confirmed.

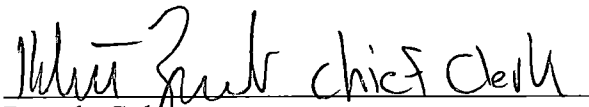
Section 4. This Resolution shall take effect immediately upon adoption.

ADOPTED this 11th day of December 2018.



Mark A. Murphy
Chairperson of the Successor Agency

ATTEST:

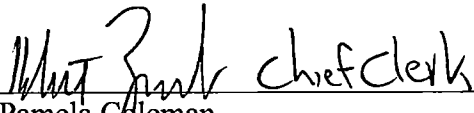


Pamela Coleman
Clerk of the Successor Agency
to the Orange Redevelopment Agency

STATE OF CALIFORNIA)
COUNTY OF ORANGE)
CITY OF ORANGE)

I, Pamela Coleman, Clerk of the Successor Agency, City of Orange, California, do hereby certify that the foregoing Resolution was duly adopted by the City Council of the City of Orange, acting as the Governing Board of the Successor Agency to the Orange Redevelopment Agency, at a regular meeting thereof held on the 11th day of December 2018, by the following vote:

AYES: BOARD MEMBERS: Alvarez, Murphy, Nichols, Monaco
NOES: BOARD MEMBERS: None
ABSTAIN: BOARD MEMBERS: None
ABSENT: BOARD MEMBERS: None



Pamela Coleman
Clerk of the Successor Agency
to the Orange Redevelopment Agency

ATTACHMENT A
FORM OF QUITCLAIM DEED

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

City of Orange
300 E. Chapman Avenue
Orange, California 92866
Attention: City Clerk

APN(s): 386-463-12

[SPACE ABOVE FOR RECORDER'S USE ONLY]

This transfer is exempt from Documentary Transfer Tax pursuant to Revenue & Taxation Code Section 11922, and exempt from Recording Fees pursuant to California Government Code Section 27383.

QUITCLAIM DEED

THE SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY does hereby REMISE, RELEASE AND FOREVER QUITCLAIM to the CITY OF ORANGE, a municipal corporation, all of the Successor Agency's right, title and interest in, under and to that certain real properties (and all improvements and fixtures located thereon) located in the County of Orange, State of California, described as:

The east 56.00 feet of Lot 1, in Block C of the Spotts Villa Tract, as per map recorded in book 3, page 45 of Miscellaneous Maps, in the office the County Recorder of Orange County, California.

IN WITNESS WHEREOF, the undersigned has executed this Quitclaim Deed as of the date set forth below.

Dated: _____, 2018

SUCCESSOR AGENCY TO THE
ORANGE REDEVELOPMENT AGENCY

ATTEST:

By: _____
Rick Otto
Executive Director

Pamela Coleman
Clerk of the Successor Agency
to the Orange Redevelopment Agency

RESOLUTION NO. OB-0039

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY DIRECTING THE SUCCESSOR AGENCY TO TRANSFER OWNERSHIP OF CERTAIN GOVERNMENTAL USE PROPERTIES FORMERLY OWNED BY THE ORANGE REDEVELOPMENT AGENCY TO THE CITY OF ORANGE PURSUANT TO HEALTH AND SAFETY CODE SECTION 34181(a).

WHEREAS, pursuant to Assembly Bill X1 26 (which became effective at the end of June 2011), as modified by the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal. 4th 231(2011)), the Orange Redevelopment Agency (the "Redevelopment Agency") was dissolved as of February 1, 2012 and the Successor Agency to the Orange Redevelopment Agency (the "Successor Agency") was constituted; and

WHEREAS, on January 10, 2012, by Resolution No. 10625, the City of Orange declared itself as the successor agency (the "Successor Agency") upon the dissolution of the Redevelopment Agency, subject to all reservations stated in such resolution; and

WHEREAS, Assembly Bill 1484 (which became effective at the end of June 2012) amended and supplemented AB X1 26 (AB X1 26 and AB 1484, together, being referred to below as the "RDA Dissolution Act"); and

WHEREAS, the Oversight Board of the Successor Agency to the Orange Redevelopment Agency (the "Oversight Board") has been established to direct the Successor Agency to take certain actions to wind down the affairs of the Agency in accordance with the California Health and Safety Code; and

WHEREAS, pursuant to the RDA Dissolution Act, all assets, properties, contracts, leases, books and records, buildings, and equipment of the former Redevelopment Agency have been transferred to the control of the Successor Agency; and

WHEREAS, Health and Safety Code Section 34181(a) sets forth certain requirements for the Oversight Board to direct the Successor Agency to dispose of the assets and properties of the former Redevelopment Agency, but provides that the Oversight Board may direct the Successor Agency to transfer ownership of an asset that was constructed and used for a governmental purpose to the City of Orange; and

WHEREAS, Health and Safety Code Sections 34191.3 and 34191.5 suspended the requirements of Section 34181(a) pending the preparation of a long range management plan pursuant to Section 34191.5, except for transfers of properties for governmental use; and

WHEREAS, the Successor Agency has presented to the Oversight Board information at its May 9, 2012 meeting providing a general overview of real property assets; and

WHEREAS, pursuant to Health and Safety Code Section 34181(f), all actions taken by the Oversight Board pursuant to Health and Safety Code Section 34181(a) must be at a public meeting after at least ten days' notice to the public of the proposed action; and

NOW, THEREFORE, the Oversight Board of the Successor Agency to the Orange Redevelopment Agency does hereby find, determine, resolve, and order as follows:

Section 1. The Oversight Board hereby finds and determines that the foregoing recitals are true and correct.

Section 2. All legal prerequisites to the adoption of this Resolution have occurred.

Section 3. In accordance with Health and Safety Code Section 34181(a), the Oversight Board hereby finds that all of the property, described below for reference purposes only, was owned by the former Redevelopment Agency and was constructed and used for a governmental purpose. Such Governmental Use Properties include:

- Local agency administrative building with related public parking lots encompassing 0.70 acres comprised of:
 - The local agency administrative building encompassing 0.34 acres (APN 390-382-05) located on West Chapman Avenue between Grand Street and Orange Avenue;
 - The northerly portion of the South Grand Parking Lot encompassing 0.18 acres (APN 390-382-08) located on South Grand Street between West Chapman Avenue and Almond Avenue;
 - The southerly portion of the South Grand Parking Lot encompassing 0.18 acres (APN 390-382-09) located on South Grand Street between West Chapman Avenue and Almond Avenue;
- The South Olive Parking Lot encompassing 0.18 acres (APN 390-663-09) located on South Olive Street between West Chapman Avenue and Almond Avenue which provides for public parking to support the City of Orange Senior Center;
- Public parking lots supporting the Orange Transportation Center and Metrolink Train Station encompassing 6.38 acres comprised of;

- The Lemon Street Parking Lot encompassing 1.74 acres (APNs 039-172-19, 039-381-20, and 039-381-21) located northwesterly of West Chapman Avenue and Lemon Street; and,
- The West Chapman Parking Lot encompassing 4.64 acres (APNs 386-451-42, 386-451-43, 386-451-4 18 and 386-451-19) located westerly of the Orange Transportation Center between Palm and Chapman Avenues.
- Old Towne Public Parking Lots encompassing 2.31 acres comprised of:
 - The South Orange Parking Lot encompassing 0.82 acres (APNs 390-381-15, 390-381-16, and 390-381-17) located on South Orange Street between East Chapman Avenue and Almond Avenue;
 - The North Olive Parking Lot encompassing 0.60 acres (APNs 039-174-01 and 039-174-25) located on North Olive Street between West Chapman Avenue and Maple Avenue; and,
 - The North Orange Parking Lot encompassing 0.89 acres (APNs 039-251-17 and 039-251-28) located on North Orange Street between East Chapman Avenue and Maple Avenue.

Section 4. There are no agreements between the Redevelopment Agency and the City of Orange governing the disposition of the Governmental Use Properties.

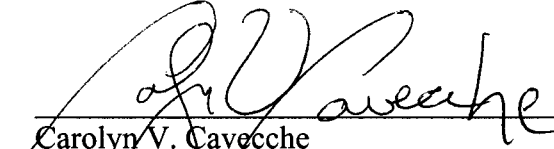
Section 5. In accordance with Health and Safety Code Section 34181(a), the Oversight Board does hereby direct the Successor Agency to transfer to the City of Orange all of the Governmental Use Properties for no consideration.

Section 6. The officers and staff of the Oversight Board and the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution.

Section 7. The Clerk of the Oversight Board shall certify to the adoption of this Resolution.

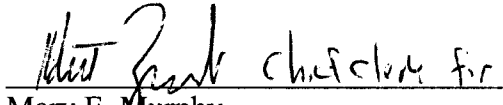
Section 8. This Resolution is duly adopted by the Oversight Board at a public meeting that was publically notice through print media and posting at least 10 days prior to the meeting.

ADOPTED this 24th day of July, 2013.



Carolyn V. Cavecche
Chairperson of the Oversight Board to the Successor
Agency of the Orange Redevelopment Agency

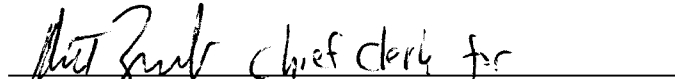
ATTEST:



Mary E. Murphy
Clerk of the Oversight Board

I hereby certify that the foregoing Resolution was duly and regularly adopted by the Oversight Board of the Successor Agency to the Orange Redevelopment Agency at a regular meeting thereof held on the 24th day of July, 2013, by the following vote:

AYES:	BOARDMEMBERS:	Remland, Christensen, Davert, Buttress, Cavecche, Schulze
NOES:	BOARDMEMBERS:	None
ABSENT:	BOARDMEMBERS:	Yarbrough
ABSTAIN:	BOARDMEMBERS:	None



Mary E. Murphy
Clerk of the Oversight Board

November 5, 2013

Ms. Lisa Kim, Senior Project Manager
City of Orange
230 East Chapman Avenue
Orange, CA 92866

Dear Ms. Kim:

Subject: Oversight Board Action Review

The City of Orange Successor Agency (Agency) notified the California Department of Finance (Finance) of its July 24, 2013 oversight board (OB) resolution on July 30, 2013. Pursuant to Health and Safety Code (HSC) section 34179 (h), Finance has completed its review of the OB action.

OB Resolution No. OB-0039 directs the Agency to transfer ownership of certain governmental use properties to the City of Orange. Based on our review and application of the law, we made the following determinations:

Property	Description	Determination
Local Agency Administration Building	Successor Agency Administration Building	Approved
South Grand Parking Lot I	Parking lot serving the Successor Agency Administration Building	Approved
South Grand Parking Lot II	Parking lot serving the Successor Agency Administration Building	Approved
West Chapman Parking Lot	Parking lot serving the Orange Metrolink Station	Approved
Lemon Street Parking Lot	Mixed use parking lot serving the Orange Metrolink Station and the general public	Approved
South Olive Parking Lot	Parking lot serving the City of Orange Senior Center	Approved
North Olive Parking Lot	Parking lot used by the general public visiting the Downtown area	Denied
South Orange Parking Lot	Parking lot used by the general public visiting the Downtown area	Denied
North Orange Parking Lot	Parking lot used by the general public visiting the Downtown area	Denied

HSC section 34181 (a) lists assets that have been constructed and are being used for a governmental purpose to include roads, school buildings, parks, police and fire stations, libraries, and local agency administrative buildings. Transfers must be pursuant to existing agreements relating to the construction or use of these types of assets.

The properties subject to this review were assets of the former redevelopment agency, some of which are not currently in use for a governmental purpose as identified in the table above. HSC section 34191.3 suspended the requirements of HSC section 34181 (a) except for the successor agency's ability to dispose of assets used for governmental purposes, until Finance has issued a Finding of Completion and has approved a long-range property management plan (LRPMP). The Agency should include items denied for governmental purpose transfer in its LRPMP and address planned disposition of these properties as required by HSC section 34191.5.

In the event the OB desires to amend the portion of the resolution not approved by Finance, Finance is returning it to the board for reconsideration. However, the Agency can move forward with the portion of the resolution approved by Finance.

Please direct inquiries to Nichelle Thomas, Supervisor, or Alex Watt, Lead Analyst at (916) 445-1546.

Sincerely,



JUSTYN HOWARD
Assistant Program Budget Manager

cc: Mr. Aaron Schulze, Project Coordinator, City of Orange
Mr. Frank Davies, Property Tax Manager, Orange County
Mr. Steven Mar, Bureau Chief, Local Government Audit Bureau, California State
Controller's Office
California State Controller's Office

Agk. 5229.0-C

RECORDING REQUESTED BY AND WHEN RECORDED MAIL TO:

Orange Redevelopment Agency
300 E. Chapman Avenue
Orange, California 92866

Attention: Agency Clerk

Recorded in Official Records, Orange County
Tom Daly, Clerk-Recorder

NO FEE

2008000072320 09:07am 02/19/08

116 91 M11 8
0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00

[Space above this line for Recorder's use, only.]

Free Recording Requested Under
Government Code §6103

IT
SP
NF
G

MEMORANDUM OF GROUND LEASE
[West Chapman Avenue Parking Lot]

This Memorandum of Ground Lease (the "Memorandum") is made as of February 14, 2008 (the "Effective Date"), by and between the CITY OF ORANGE, a municipal corporation ("Landlord"), and the ORANGE REDEVELOPMENT AGENCY, a public body, corporate and politic ("Tenant"), who agree as follows:

1. Premises. Landlord leases to Tenant and Tenant leases from Landlord that certain 2.40-acre parcel of land ("Leased Land") commonly known as the West Chapman Avenue Parking Lot, which is generally depicted on the map attached hereto as Exhibit A and more particularly described on Exhibit B attached hereto. The Leased Land is improved as a public parking facility serving members of the general public and patrons of the peripheral commuter rail passenger terminal and bus transfer facility located at 194 N. Atchison Street in the City of Orange, County of Orange, State of California (the "Orange Transportation Center" or "OTC"). The Leased Land, together with the "Improvements", as defined in that certain Ground Lease ("Ground Lease") between Landlord and Tenant of even date, located on the Leased Land, are herein referred to collectively as the "Premises".

2. Term of Lease. The term of this Ground Lease shall commence on the Effective Date and expire, without notice or other action by either party, on July 15, 2037 in accordance with the terms and provisions contained in the Ground Lease, which is dated on the same date as this Memorandum. The provisions of the Ground Lease are incorporated into this Memorandum by reference.

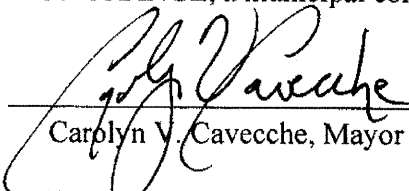
3. Provisions Binding on Landlord. The provisions of the Ground Lease to be performed by Landlord, whether to be performed at the Premises and whether affirmative or negative in nature, are intended to and shall bind Landlord and his successors and shall inure to the benefit of Tenant and its successors.

4. Purpose of Memorandum. This Memorandum is prepared for the purpose of recordation, and it in no way modifies the provisions of the Ground Lease.

"LANDLORD"

CITY OF ORANGE, a municipal corporation

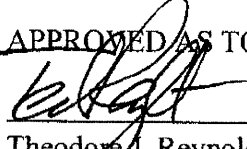
By: _____


Carolyn V. Cavecche, Mayor

ATTEST: _____


Mary E. (Murphy), City Clerk

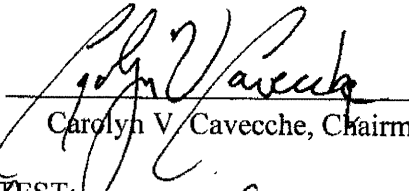
~~APPROVED AS TO FORM:~~ _____


Theodore J. Reynolds
Assistant City Attorney

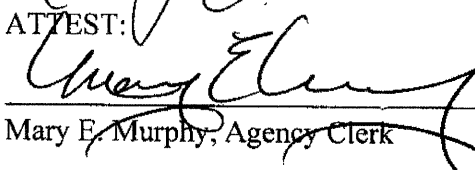
"TENANT"

ORANGE REDEVELOPMENT AGENCY, a
public body, corporate and politic

By: _____


Carolyn V. Cavecche, Chairman

ATTEST: _____


Mary E. Murphy, Agency Clerk

~~APPROVED AS TO FORM:~~ _____


Theodore J. Reynolds
Assistant General Counsel

ACKNOWLEDGMENT

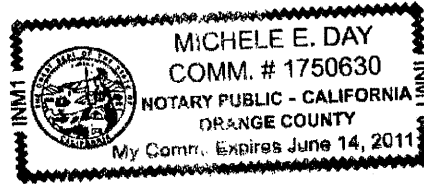
State of California
County of Orange

On February 14, 2008 before me, Michele E. Day, a Notary Public, personally appeared CAROLYN V. CAVECCHÉ, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal

Signature Michele E. Day



(Seal)

EXHIBIT "A"

MAP DEPICTING PREMISES

[Behind this sheet.]

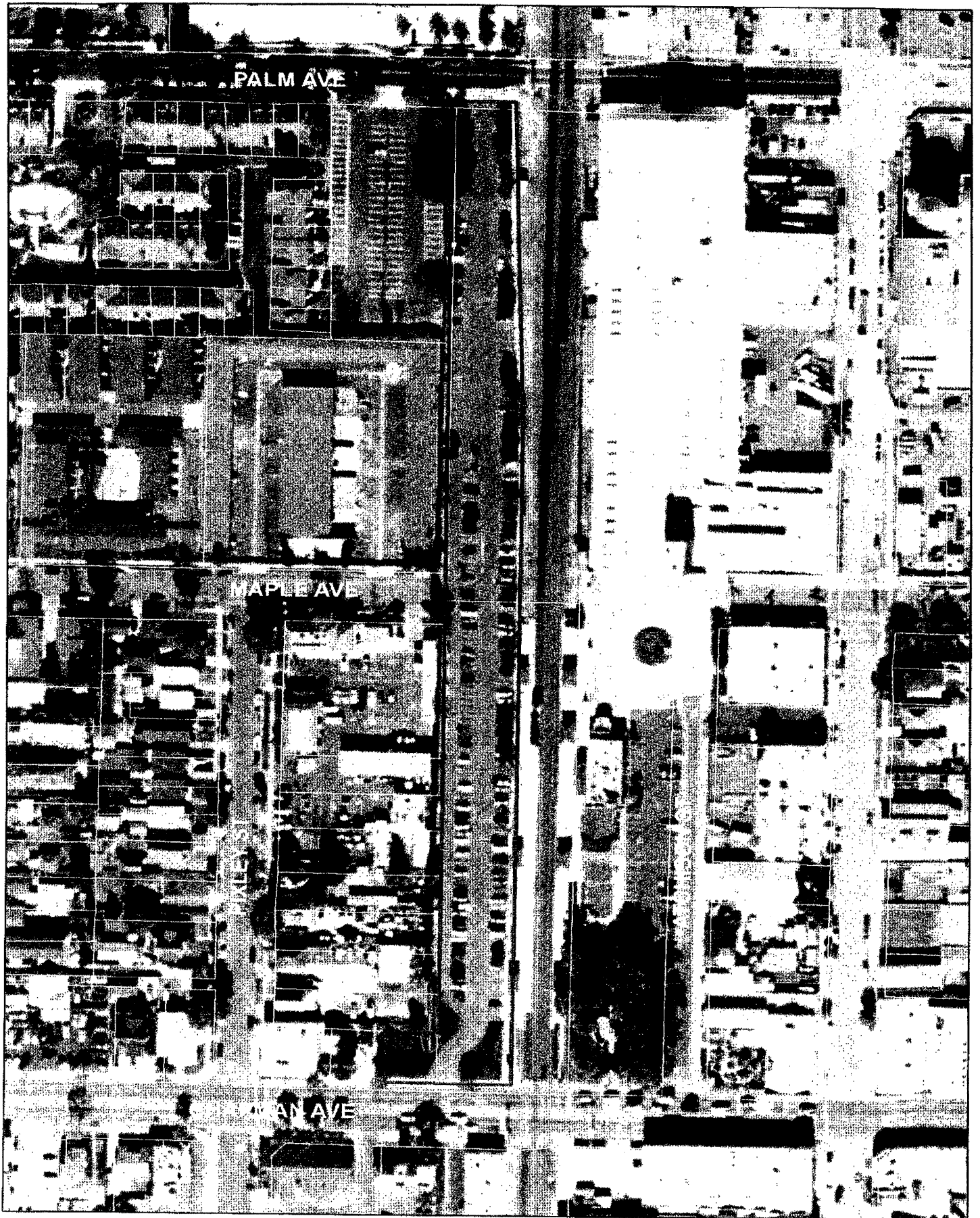


EXHIBIT "B"

LEGAL DESCRIPTION OF PREMISES

[Behind this sheet.]

LEGAL DESCRIPTION

The land referred to herein is situated in the State of California, County of Orange, City of , and described as follows:

Parcel A:

A parcel of land in the City of Orange, County of Orange, State of California, being a portion of that certain parcel of land described in Deed dated August 19, 1897, to Southern California Railway Company (predecessor in interest to the Atchison, Topeka and Santa Fe Railway Company), recorded September 18, 1897 in Book 35, page 78 of Deeds, records of Los Angeles County, California, lying in Richland Farm Lots 25 and 26, as shown on map of Richland Farm Lots, recorded in Book 5, page 123, Miscellaneous Records of Los Angeles County, California, and lying Westerly of the following described line:

Beginning at a point in the Southerly line of said Lot 26 distant Westerly 25 feet, measured at right angles from the center line of said Railway Company's, California Division, San Diego Subdivision, Main Track also distant Easterly 89.91 feet from the Southwesterly corner of said Parcel described in said deed recorded in Book 35, page 78 of Deeds, records of Los Angeles County, California:

Thence Northerly along a line parallel and or concentric with and distant Westerly 25 feet measured at right angles and or radially from said main track the following five (5) courses;

(1) North $0^{\circ} 08' 05''$ East (bearings assumed for purposes of this description) 753.88 feet;

Thence (2) Northerly along the Arc of the curve tangent to the preceding course, concave Westerly and having a radius of 3220 feet, through a central angle of $2^{\circ} 59' 32''$ a distance of 168.16 feet;

Thence (3) North $2^{\circ} 51' 27''$ West tangent to the preceding curve, 113.51 feet;

Thence (4) Northerly along the arc of the curve tangent to the preceding course, concave Easterly and having a radius of 3220 feet, through a central angle of $2^{\circ} 57' 10''$, a distance of 165.94 feet;

Thence (5) North $0^{\circ} 05' 43''$ East tangent to the preceding curve, 119.77 feet to point of ending at intersection with the Northerly line of said Lot 25.

Excepting therefrom all minerals contained in the above-described land, including, without limiting the generality thereof, oil, gas and other hydrocarbon substances, as well as metallic or other solid minerals, provided that Santa Fe shall not have the right to go upon or use the surface of said land, or any part thereof, for the purpose of drilling for, mining, or otherwise removing, any of said minerals. Santa Fe may, however, and hereby reserves the right to, remove any of said minerals from said land by means of wells, shafts, tunnels, or other means of access to said minerals which may be constructed, drilled or dug from other land, provided that the exercise of such rights by Santa Fe shall in no way interfere with or impair the use of the surface of the land hereby conveyed or of any improvements thereon.

As reserved by the Atchison, Topeka and Santa Fe Railway Company in the deed recorded February 5, 1992 as Instrument No. 92-70075, of Official Records.

Parcel B:

The east 56.00 feet of Lot 1, in Block C of the Spotts Villa Tract, as per map recorded in book 3, page 45 of Miscellaneous Maps, in the office of the County Recorder of Orange County.

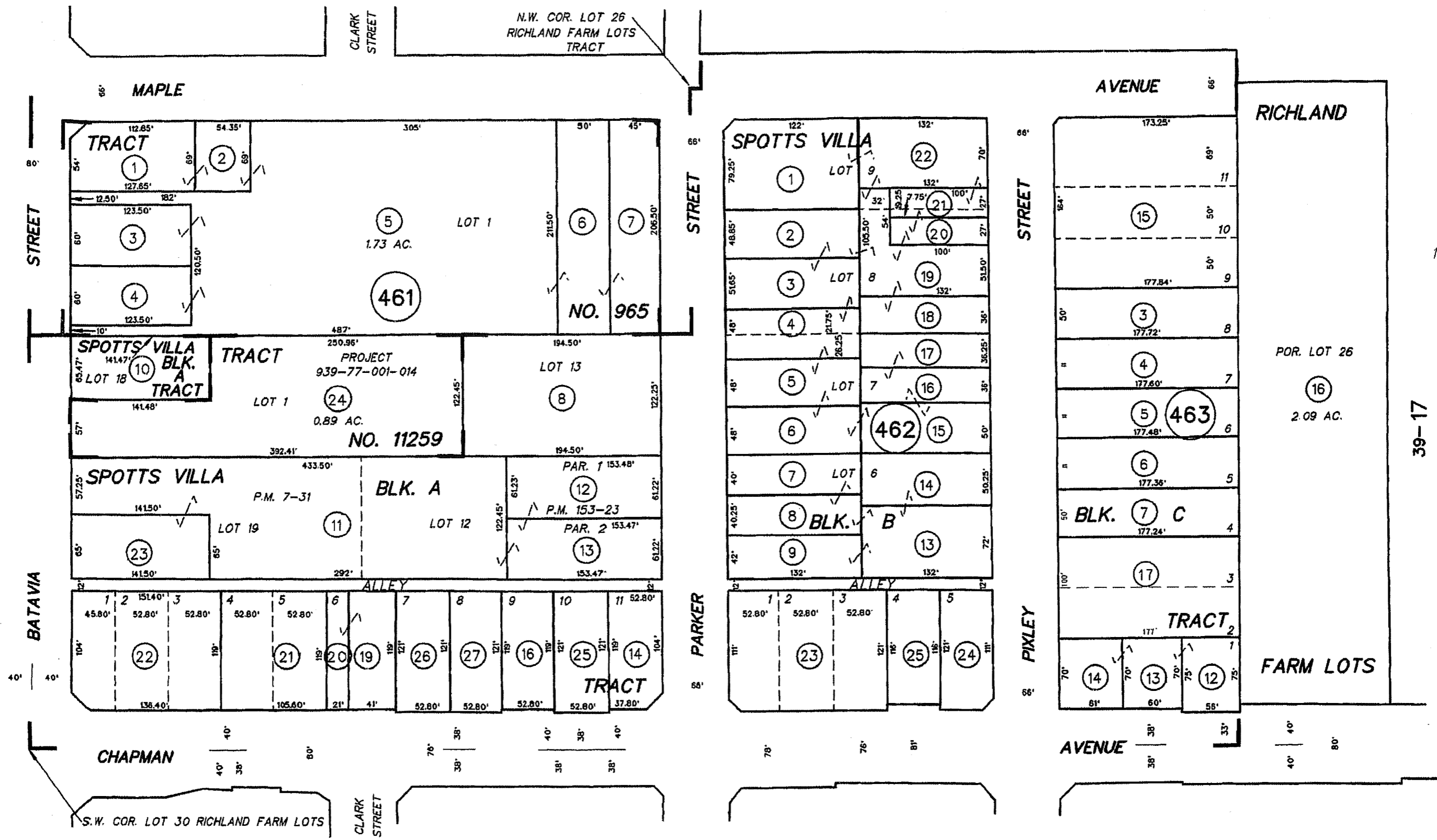
(End of Legal Description)

45

39-04

39-17

1" = 100'



MARCH 1982

SPOTTS VILLA TRACT M.M. 3-45
 TRACT NO. 965 M.M. 32-38
 TRACT NO. 11259 M.M. 490-42, 43
 PARCEL MAP P.M. 153-23
 RICHLAND FARM LOTS L.A. 1-69

NOTE - ASSESSOR'S BLOCK & PARCEL NUMBERS SHOWN IN CIRCLES
 ASSESSOR'S MAP BOOK 386 PAGE 46 COUNTY OF ORANGE



