

**RESOLUTION NO. RA-\_\_\_\_\_****A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SUNNYVALE AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE AGREEMENTS ON BEHALF OF THE AGENCY IN CONNECTION WITH THE REDEVELOPMENT OF THE TOWN CENTER MALL, APPROVING THE AMENDED AND RESTATED DISPOSITION AND DEVELOPMENT AND OWNER PARTICIPATION AGREEMENT BETWEEN THE AGENCY AND DOWNTOWN SUNNYVALE MIXED USE, LLC IN CONNECTION WITH TOWN CENTER MALL, MAKING CERTAIN FINDINGS, AND AUTHORIZING THE EXECUTIVE DIRECTOR TO TAKE ACTIONS NECESSARY TO IMPLEMENT THE AUTHORIZED AGREEMENTS**

WHEREAS, the Redevelopment Agency of the City of Sunnyvale (“Agency”) and the City of Sunnyvale negotiated on August 17, 2004, certain agreements with Fourth Quarter Properties XLVII, LLC (“Developer”) which provided for an exchange of properties between the Agency and Developer, for construction of new retail, office and residential development on the site of the Town Center Mall (“Center Property” or "Center Project") and for construction of new public parking structures and street improvements on the Center Property; and

WHEREAS, the Agency and City Council fully complied with California Community Redevelopment Law prior to approving those agreements on August 17, 2004, including holding a noticed public hearing pursuant to Health and Safety Code Section 33433 in connection with consideration of the Disposition and Development and Owner Participation Agreement (“DDOPA”); and

WHEREAS, the Agency considered the EIR and MND in connection with approval of the DDOPA; and

WHEREAS, pursuant to the DDOPA, the Agency issued a Formal Notice of Default and Opportunity to Cure to Developer on March 8, 2006, and notice that it was exercising its option under the DDOPA to purchase the Center Property for fair market value on August 9, 2006; and

WHEREAS, on October 2, 2006, the Developer requested Agency approval to transfer the Center Project to a joint venture entity between RREEF and Sand Hill Property Company, and the Agency and Developer agreed to an Evaluation Agreement on October 23, 2006, to conduct a due diligence review of the proposed new developer; and

WHEREAS, after review of the due diligence report, the Agency approved the preliminary transfer of the Center Project to RREEF and Sand Hill Property Company subject to conditions, and RREEF and Sand Hill Property Company have formed a joint venture, Downtown Sunnyvale Mixed Use, LLC (“New Developer”) for purposes of completing the Center Project; and

WHEREAS, the Agency has considered the Amended and Restated Disposition and Development and Owner Participation Agreement (“ARDDOPA”) between the Agency and the New Developer, and the ARDDOPA is generally consistent with the entitlements and terms approved in the DDOPA with some minor negotiated changes to the Center Project that both

improve the Center Project and provide the New Developer the ability to successfully finance the Center Project without materially changing the Agency or the City's financial commitments to the Center Project; and

WHEREAS, the Agency Board has considered the evidence before it in connection with this matter including the staff report and testimony to the Agency Board.

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

1. The Agency findings made on August 17, 2004, in support of the DDOPA are incorporated and affirmed in support of the Amended and Restated Disposition and Development and Owner Participation Agreement.

2. The Executive Director of the Agency, or her designee, is authorized to execute on behalf of the Agency the ARDDOPA and to execute on behalf of the Agency the various agreements contemplated by the ARDDOPA including but not limited to the new Operation and Reciprocal Easement Agreement for the Center Property, the Grant Deed, the Memorandum of Agreement, the Public Parking Easement, the City/Agency Payment Agreement, the Public Parking Ground Lease, the Public Street and Utility Maintenance Agreement, the Mathilda Structure Recognition Agreement, and such other documents and agreements necessary to implement the ARDDOPA, subject to such minor changes to those agreements as the Executive Director, or her designee, and the City Attorney conclude are necessary and desirable, and subject further to the condition that the Executive Director shall not execute the ARDDOPA unless and until it has been executed by New Developer on or before April 15, 2007, unless extended for good cause by the Executive Director.

3. The Executive Director, or her designee, is hereby authorized to take such actions and execute such documents as are necessary to carry out any of the agreements referenced in this resolution or contemplated by the ARDDOPA.

4. If necessary, the Agency Secretary is directed to certify to the adoption of this resolution and attach a copy thereof to each deed or other document to be recorded pursuant to the ARDDOPA.

Adopted by the Redevelopment Agency of the City of Sunnyvale at a regular meeting held on \_\_\_\_\_, 2007, by the following vote:

AYES:  
NOES:  
ABSTAIN:  
ABSENT:

ATTEST:

APPROVED:

\_\_\_\_\_  
Clerk, Redevelopment Agency

\_\_\_\_\_  
Chair of the Redevelopment Agency  
of the City of Sunnyvale

(SEAL)

APPROVED AS TO FORM AND LEGALITY:

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David E. Kahn, Redevelopment Agency Counsel