



Meeting Date: 05/18/10

ACTION	TYPE OF ITEM
<input type="checkbox"/> Approved Recommendation	<input checked="" type="checkbox"/> Info/Consent
<input type="checkbox"/> Ord. No(s). _____	<input type="checkbox"/> Report
<input type="checkbox"/> Res. No(s). _____	<input type="checkbox"/> Public Hearing (Info/consent)
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Prepared By: Richard R. Bryan

Agenda Item No. I-2

Reviewed By: City Manager

City Attorney ^{Ad} Finance

Other (Specify)

DATE: May 7, 2010

TO: City Council
Community Development Commission

FROM: Curtis P. Cannon, Community Development Director
Community Development Department

Mathew Winegar
Development Service Director

SUBJECT: **Fifth Amended Owner Participation Agreement (OPA) and related documents for the Relocation of the Hotel to accommodate a Target Store at that Site Located in the RiverPark Development which is adjacent to and North of the Highway 101 Freeway, East of the Santa Clara River, and West of Vineyard Avenue**

RECOMMENDATION

That City Council approve and authorize the Mayor to execute the Assignment and Assumption Agreements (A-7303, A-7305, A-7307) for the Development Agreement (A-6128).

That Community Development Commission (CDC):

1. Approve and authorize the Chairman to execute a Fifth Amendment to Owner Participation Agreement (A-7296) between the CDC, RIVERPARK LANDING, LLC, and RIVERPARK HOTEL, LLC.
2. Approve and authorize the Chairman to sign related documents (A-7297, A-7299, A-7300, A-7301, A-7302) attached as exhibits to the Fifth Amendment to the Owner Participation Agreement.
3. Approve and authorize the Chairman to execute the Assignment and Assumption Agreements (A-7304, A-7306, A-7308) for the OPA (A-5965).

DISCUSSION

RiverPark is a 700-acre mixed use community located in the northwest portion of the City. A portion of the Specific Plan area is located within the Historic Enhancement and Revitalization of Oxnard (HERO) Redevelopment Area.

The Riverpark Specific Plan provides for the construction of a hotel on an approximately 5-acre site in Planning District D, northwest of The Collection shopping center (Attachment #1). To further the success of The Collection, it is being requested that the hotel be relocated from this site to accommodate a new Target store anchor tenant (Attachment #2). The hotel would be moved to an approximately 5-acre site in Planning District C, adjacent to the 101 Freeway (Attachment #3). This allows the Developer to combine the 5 acres in Planning District D with an additional 1 acre in The Collection to accommodate Target's requirement for a 6-acre pad to build an approximate 150,000sf store, with associated parking (Attachment #4). The Target store will help to further solidify The Collection as a regional retail destination.

The Fifth Amendment to the OPA sets forth the terms and conditions of relocating the hotel and bringing a Target store to The Collection. If Target Corporation does not take title to the site prior to December 31, 2010 (or as may be extended by the Community Development Director for up to 6 months), then the Hotel site will remain in its current location in Planning District D.

The Option Agreement is identical to the existing option agreement that the CDC holds with respect to the current Hotel Site in Planning District D. This Option Agreement would be entered into only if Target Corporation takes title to their site, in which case the CDC would acquire an option over the new Hotel Site in Planning District C. The CDC's existing option rights to the Hotel Site in Planning District D would then terminate.

The Fifth Amendment to the Agreement Containing Covenants mirrors the terms of the OPA in a recordable format. The purpose of this agreement is to relocate the hotel development obligations to the new hotel site when Target takes title to their site. If Target does not take title then this document would have no operative provisions.

The Sixth Amendment to Agreement Containing Covenants incorporates retail restrictions that were previously adopted by the Commission in the Fourth Amendment to OPA. This amendment is necessary to conform the Agreement Containing Covenants to the OPA. It does not make any changes to the Agreement Containing Covenants that have not been previously approved by the Commission.

The six Assumption and Assignment Agreements transfers the obligations of the Development Agreement and Owner Participation Agreement and the amendments thereto to the development entities that will be responsible to complete them when the hotel site is relocated and Target takes title to their site. A new entity RIVERPARK HOTEL II, LLC was created for clarity and to distinguish this transaction from the current RIVERPARK HOTEL, LLC one.

FINANCIAL IMPACT

Approving the recommendation will not create a financial impact to the City or CDC.

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Attachment #1 – Existing Hotel and Proposed Target Site

Attachment #2 – Proposed New Hotel Site

Attachment #3 – Assumption and Assignment of Collection and Hotel Parcels to Target

Attachment #4 – Assumption and Assignment of Landing Parcel to Hotel II

Attachment #5 – Fifth Amendment to Owner Participation Agreement

Attachment No. 21 Revised Site Plan Depicting Hotel Parcel

Attachment No. 22 Revised Legal Description of Hotel Parcel

Attachment No. 23 Option Agreement For Purchase of Real Property and Joint Escrow Instructions

Exhibit A Legal Description of the Property

Exhibit B Form of Grant Deed

Exhibit C Form of Notice of Termination of Option

Exhibit D Form of Memorandum of Option for Property

Attachment No. 24 Form of Fifth Amendment to Agreement Containing Covenants

Attachment #6 - Sixth Amendment to Agreement Containing Covenants Affecting Real Property

Attachment #7 – Assignment and Assumption Agreement – Development Agreement/Collection and Hotel

Attachment #8 – Assignment and Assumption Agreement – Owner Participation Agreement/Collection and Hotel

Attachment #9 – Assignment and Assumption Agreement – Development Agreement/Landing and Hotel II

Attachment #10 – Assignment and Assumption Agreement – Owner Participation Agreement/Landing and Hotel II

Attachment #11 – Assignment and Assumption Agreement – Development Agreement/Hotel and Target

Attachment #12 – Assignment and Assumption Agreement – Owner Participation Agreement/Hotel and Target

Note: Documents listed as Attachment #'s 1 – 12 are all in final form, however, there are blanks in certain documents which will be filled in upon recordation of certain other documents referenced therein. All of the documents have been provided to the City Council and CDC. Copies of the drafts are available for review at the Circulation Desk in the Library after 6:00 p.m. on the Thursday prior to the Council meeting and at the City Clerk's Office after 8:00 a.m. on the Monday before the meeting.