



CITY OF LONG BEACH R-18

DEPARTMENT OF ECONOMIC AND PROPERTY DEVELOPMENT

333 West Ocean Boulevard 3rd Floor • Long Beach, CA 90802 • (562) 570-6099 • Fax (562) 570-6380

June 21, 2016

HONORABLE MAYOR AND CITY COUNCIL
City of Long Beach
California

RECOMMENDATION:

Adopt Specifications No. RFP EP16-004 for the purchase and development opportunity at Broadway and Long Beach Boulevard (125-133 North Long Beach Boulevard and 234-248 East Broadway), Assessor Parcel Numbers 7280-025-903, -917, -922, -923 (Subject Property);

Declare the City-owned Subject Property as surplus;

Authorize the City Manager, or designee, to execute any and all necessary documents including a Purchase and Sale Agreement (PSA) with Raintree-Evergreen, LLC, a Delaware limited liability company (Buyer/Developer), for the sale of the Subject Property in the amount of \$7,300,000; and,

Accept Categorical Exemption CE 16-148. (District 2)

DISCUSSION

The City of Long Beach (City) currently owns the Subject Property located at 125-133 North Long Beach Boulevard and 234-248 East Broadway, prominently positioned at the southwest corner of the intersection of Broadway and Long Beach Boulevard and adjoining the Psychic Temple on its southerly and easterly sides (Exhibit A). The Subject Property is approximately 44,849 square feet and is assembled into a nearly half block of land currently utilized as a public parking lot. Formerly owned by the Redevelopment Agency of the City of Long Beach (Agency), the Subject Property was included in the Successor Agency's Long Range Property Management Plan (LRPMP), which was approved by the State of California Department of Finance (DOF) on March 10, 2015 and amended on June 24, 2015. The Subject Property has been categorized with a permissible use of "Future Development," allowing for the disposition of the Subject Property through a Request for Proposals (RFP) process for development consistent with the vision and intent of the Downtown Long Beach Redevelopment Project Area and its guiding documents. As further required in the LRPMP, the Subject Property has been conveyed to the City and is now a City-owned asset. A portion of the property was acquired through funds from the sale of tax-exempt bonds. A portion of these bonds may need to be redeemed upon conveyance of the property.

The RFP was advertised in the Long Beach Press-Telegram on October 8, 2015, and 6,645 potential proposers specializing in purchase and development opportunities were notified of the RFP opportunity. Of those proposers, 113 downloaded the RFP via the City's electronic bid system. The RFP document was made available from the Purchasing Division, located on the

seventh floor of City Hall, and the Division's website at: www.longbeach.gov/purchasing. An RFP announcement was also included in the Purchasing Division's weekly update of Open Bid Opportunities, which is sent to 22 local, minority and women-owned business groups. Four proposals were received on January 11, 2016. Of those four proposals, none were Minority-owned Business Enterprises (MBEs), Women-owned Business Enterprises (WBEs) or Small Business Enterprises (SBEs) and one was a Long Beach business (Local).

Local Business Outreach

In an effort to align with our outreach goal, Long Beach businesses are encouraged to submit proposals for City contracts. The Purchasing Division also assists businesses with registering on the Bids Online database to download the RFP specifications. Through outreach, 705 Long Beach vendors were notified to submit proposals, of which 20 downloaded and one submitted a proposal. The Purchasing Division is committed to perform outreach to local businesses to expand the vendor pool.

A panel consisting of representatives from the Departments of Development Services and Economic and Property Development and an outside real estate economics consultant, reviewed the four submittals. The panel unanimously selected the proposal submitted by the Buyer/Developer, and is recommending that the City Council select the Buyer/Developer as the City's preferred proposer and authorize execution of a PSA for sale and development of the Subject Property. The project proposes modern luxury apartments, work/co-work flexible space, electric vehicle charging stations, and retail space (Project). The Project also includes an outdoor public plaza adjacent to the retail and coworking space aimed at creating a high degree of activity on the street level providing residents with a place to live, work, shop and connect. The Project offers an integrated use of physical space, needed density in the Downtown and critical contribution to the Downtown urban fabric. A project rendering is attached as Exhibit B.

The Buyer/Developer is a privately-held, real estate investment and development company established in 2007 and based in Laguna Niguel, CA. The Buyer/Developer and their team members have extensive experience in development, redevelopment, operation and management of residential multi-family projects throughout California. This would be the second Long Beach project undertaken by the Buyer/Developer, who was awarded the purchase and development of the property located at Broadway and The Promenade North. The Buyer/Developer submitted on both properties incorporating a cohesive and synergistic project creating a dual campus-like setting conducive to the Downtown area. The Buyer/Developer estimates total development costs of \$62 million and the creation of an estimated 883 temporary jobs and between 35-45 permanent jobs.

The Purchase Price proposed for the property is \$7.3 million, or \$163 per square foot. This price is the highest price offered for the property by the respondents and the proposal presented by the Buyer/Developer provides the best value for the City.

The Buyer/Developer shall provide an Initial Deposit of \$200,000 at opening of escrow. The Initial Deposit will be used by the City to pay for its outside attorney and third-party consultant reasonable fees, if any, and such other costs as the City and Buyer/Developer agree will be paid from the Initial Deposit. If the PSA is terminated, any remaining amounts of the Initial

Deposit shall be returned to the Buyer/Developer. At the close of escrow, any remaining amounts of the Initial Deposit shall be applied to the Purchase Price.

Other general terms and conditions are as follows:

- Seller: City of Long Beach, a municipal corporation.
- Purchaser/Developer: Raintree-Evergreen, LLC, a Delaware limited liability company.
- Purchase Price: \$7,300,000.
- Initial Deposit: \$200,000 due at opening of escrow, which amount will be used to fund consultant costs, if any, during the Entitlement Period.
- Due Diligence Period: 90 days (3 months) from opening of escrow. Buyer/Developer will accept the property in an as-is condition and release the City from all liability.
- Entitlement Period: 365 days (12 months) from opening of escrow to complete the entitlement process, including Site Plan Review, and CEQA Analysis.
- Close of Escrow/Start Date: 30 days after completion of Entitlements, but no later than 18 months from opening of escrow.

The Buyer/Developer anticipates 24 months to complete Project construction. With this schedule, anticipated occupancy would occur in the Fall of 2019.

In compliance with Government Code Section 54220 (Chapter 621, Statutes of 1968), on June 1 and December 8, 2015, staff notified the State of California (State) that the Successor Agency was declaring all Future Development and Sale of Property parcels as surplus. Further, in accordance with past practice, a memorandum was circulated to all City Departments to determine their interest in, or objection to, declaring any parcel surplus. To date, neither the State nor any City Department has expressed an interest in, or objection to, the sale of the Subject Property. A Categorical Exemption, CE 16-148 (Exhibit C), was completed related to the proposed transaction on June 3, 2016.

This matter was reviewed by Deputy City Attorney Richard F. Anthony on June 2, 2016 and by Revenue Management Officer Julissa Jose-Murray on June 6, 2016.

TIMING CONSIDERATIONS

City Council consideration of this Project is requested on June 21, 2016, to ensure that development on the Subject Property can occur in a timely manner.

FISCAL IMPACT

The costs associated with the City's outside attorney and consultant fees, if any, up to \$200,000, through termination of the PSA or the close of escrow, whichever first occurs, will be reimbursed from the Initial Deposit.

HONORABLE MAYOR AND CITY COUNCIL

June 21, 2016

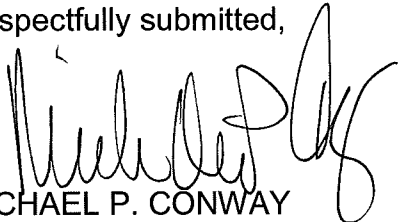
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Sale proceeds of \$7,300,000, less escrow and closing fees and recovery of administrative costs, will be remitted to the Los Angeles County Auditor-Controller for distribution to the affected taxing agencies. If required under the terms of tax-exempt bonds issued for acquisition of a portion of the Subject Property, proceeds will first be used to redeem the bonds. If not required, the net proceeds available for remittance is estimated to be \$6,132,000. The County will distribute the net proceeds to the affected taxing agencies based on their share of the 1 percent tax rate. The City's share is approximately 21 percent of the net sale proceeds. Consistent with City Council policy direction, 75 percent of the City's proceeds shall be retained for non-recurring economic programs in the former Downtown Project Area, and 25 percent shall be retained for non-recurring economic programs with a Citywide impact.

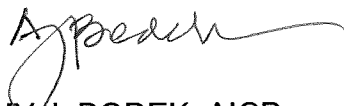
SUGGESTED ACTION:

Approve recommendation.

Respectfully submitted,



MICHAEL P. CONWAY
DIRECTOR OF ECONOMIC AND PROPERTY DEVELOPMENT



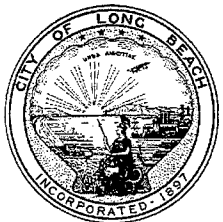
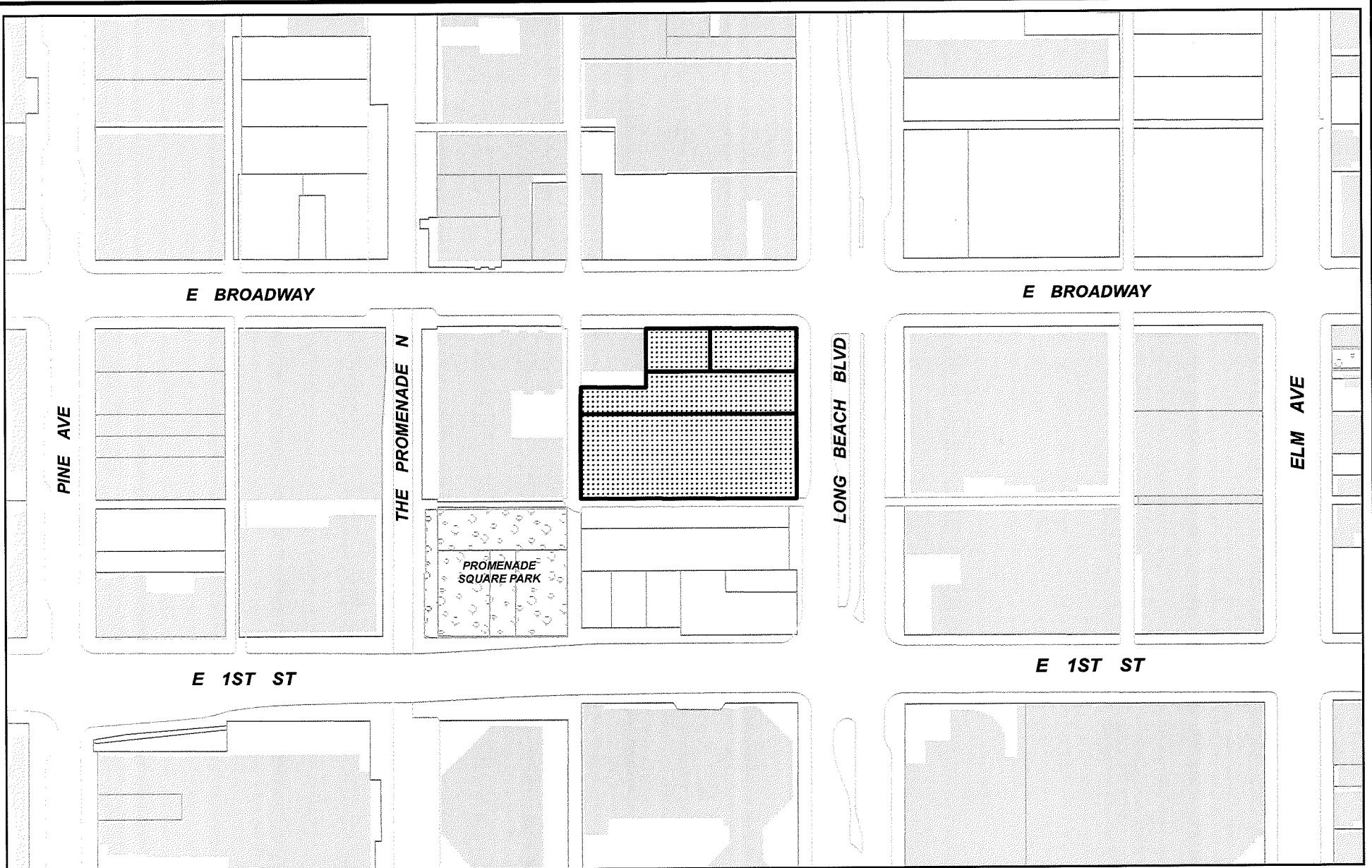
AMY J. BODEK, AICP
DIRECTOR OF DEVELOPMENT SERVICES

MPC:AJB:MFT

Attachments: Exhibit A – Subject Property Map
Exhibit B – Project Rendering
Exhibit C – Categorical Exemption CE 16-148

APPROVED:


PATRICK H. WEST
CITY MANAGER



Subject Property:
 E Broadway & Long Beach Blvd
 AIN: 7280-028-903, 917, 922, 923
 Council District : 2

Exhibit A

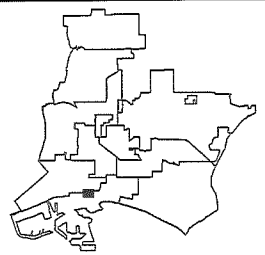
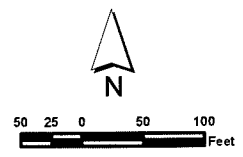




EXHIBIT B



EXHIBIT C

NOTICE of EXEMPTION from CEQA

DEPARTMENT OF DEVELOPMENT SERVICES
333 W. OCEAN BLVD., 5TH FLOOR, LONG BEACH, CA 90802
(562) 570-6194 FAX: (562) 570-6068
lbsds.longbeach.gov

TO: [] Office of Planning & Research
1400 Tenth Street, Room 121
Sacramento, CA 95814

FROM: Department of Development Services
333 W. Ocean Blvd, 5th Floor
Long Beach, CA 90802

[] L.A. County Clerk
Environmental Fillings
12400 E. Imperial Hwy., Room 1201
Norwalk, CA 90650

Project Title: CE-16-148

Project Location/Address: 125-133 N. Long Beach Boulevard/234-248 E. Broadway (Assessor Parcel Numbers 7280-028-903, -917, -922, -923)

Project Activity/Description: Transfer of ownership of approximately 44,849 square feet of surplus property, owned by the City of Long Beach, located at 125-133 N. Long Beach Boulevard/234-248 E. Broadway (Assessor Parcel Numbers 7280-028-903, -917, -922, -923)

Public Agency Approving Project: City of Long Beach, Los Angeles County, California

Applicant Name: City of Long Beach, as Successor Agency to the Redevelopment Agency of Long Beach

Mailing Address: 333 West Ocean Blvd., 3rd Floor, Long Beach, CA 90802

Phone Number: 562-570-6846

Applicant Signature: [Handwritten Signature]

BELOW THIS LINE FOR STAFF USE ONLY

Application Number: _____ Planner's Initials: _____

Required Permits: _____

THE ABOVE PROJECT HAS BEEN FOUND TO BE EXEMPT FROM CEQA IN ACCORDANCE WITH STATE GUIDELINES SECTION 15312, Class 12, Surplus Government Property Sales

Statement of support for this finding: This ownership transfer meets the requirements to qualify for a Class 12 exemption.

Contact Person: Craig Chalfant

Contact Phone: 562-570-6368

Signature: [Handwritten Signature]

Date: 6/3/16