

**RESOLUTION NO. 18-85**

**A RESOLUTION OF THE SUCCESSOR AGENCY TO THE  
RIDGECREST REDEVELOPMENT AGENCY  
TERMINATING A PURCHASE AND SALE AGREEMENT  
AND AUTHORIZING AND DIRECTING THE EXECUTIVE  
DIRECTOR TO TAKE CERTAIN ACTIONS IN  
CONNECTION THEREWITH**

**WHEREAS**, prior to February 1, 2012, the Ridgecrest Redevelopment Agency (“Former Agency”) was a community redevelopment agency duly organized and existing under the California Community Redevelopment Law (Health and Safety Code Sections 33000 et seq.), and was authorized to transact business and exercise the powers of a redevelopment agency pursuant to action of the City Council (“City Council”) of the City of Ridgecrest (“City”); and

**WHEREAS**, Assembly Bill x1 26, chaptered and effective on June 27, 2011, added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and winding down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484, chaptered and effective on June 27, 2012 (together, the “Dissolution Act”); and

**WHEREAS**, as of February 1, 2012 the Former Agency was dissolved pursuant to the Dissolution Act and as a separate legal entity the City serves as the Successor Agency to the Ridgecrest Redevelopment Agency (“Successor Agency”); and

**WHEREAS**, pursuant to Health & Safety Code Section 34191.5(b), upon the Successor Agency’s receipt of a “Finding of Completion” from the California Department of Finance pursuant to Health & Safety Code Section 34179.7, the Successor Agency was required to prepare a long range property management plan for the Former Agency’s real property assets and submit the approved long range property management plan to the Oversight Board and the Department of Finance for approval, all within six months of the date of the Finding of Completion; and

**WHEREAS**, during December of 2013, pursuant to Health & Safety Code Section 34179.7, the Successor Agency received a Finding of Completion from the California Department of Finance (“DOF”); and

**WHEREAS**, on February 20, 2014, by its Resolution NO. 14-13, the Successor Agency approved a long range management plan (the “February 2014 PMP”), which February 2014 PMP was subsequently approved by the Oversight Board to the Successor Agency on February 24, 2014 by its Resolution No. 14-02, and was subsequently submitted to DOF. DOF required that certain modifications be made to the February 2014 PMP, resulting in a revised long range property management plan (the “February 2015 LRPMP”, as approved by Resolution No. 15-02 (the “LRPMP”), and subsequently approved by DOF; and

**WHEREAS**, one of the properties described in the LRPMP is an approximately 26.48 acre portion of the area within the Ridgecrest Business Park referenced as the “Real Property” in that certain instrument entitled “Purchase and Sale Agreement and Joint Escrow Instructions” dated as of October 20, 2016 by and between the Successor Agency and Global Investment Enterprise Ridgecrest, LLC, a limited liability company (“Buyer”), a copy of which is on file as a

public record with the Successor Agency (the "Purchase and Sale Agreement"). Unless separately defined herein, capitalized terms shall have the meanings set forth therefor in the Purchase and Sale Agreement; and

**WHEREAS**, under the Purchase and Sale Agreement, the sale of the Real Property by Successor Agency to Buyer was to be completed by October 29, 2017 (the "Initial Outside Date") or, subject to the payment of certain amounts described as the "Second Independent Consideration Amount" by October 28, 2018 (the "Second Outside Date"). Because October 28, 2018 fell on a Sunday, the Successor Agency treated as the Second Outside Date the date of October 29, 2018; and

**WHEREAS**, prior to the Second Outside Date, Seller was ready, willing and able to perform under the Purchase and Sale Agreement, Seller was in compliance with the Purchase and Sale Agreement, Seller had arranged for a partial release and reconveyance to be executed and delivered to Escrow Holder by a lienholder, Seller had arranged for the delivery of a policy of title insurance for the benefit of Buyer, and Seller had executed and deposited with First American Title Insurance Company as escrow holder ("Escrow Holder") a grant deed, in the form prescribed by the Purchase and Sale Agreement, by which the conveyance of the Real Property to Buyer could be accomplished; and

**WHEREAS**, notwithstanding the readiness of Seller to close the sale of the Real Property by the Second Outside Date, Buyer did not tender the Purchase Price, as defined in the Purchase and Sale Agreement, to the Escrow Holder or to Seller; and

**WHEREAS**, the Purchase and Sale Agreement provides, including without limitation the provisions set forth at subsection (b)(iii) of Section 3 thereof, that Seller may terminate the Purchase and Sale Agreement in the event the sale of the Real Property has not closed by the Second Outside Date; and

**WHEREAS**, Buyer has had a substantial period of time in which to complete the acquisition of the Real Property but has not done so; and

**WHEREAS**, Seller elects to invoke its right to terminate the Purchase and Sale Agreement;

**NOW THEREFORE, BE IT RESOLVED** by the Successor Agency to the Ridgecrest Redevelopment Agency, as follows:

**SECTION 1.** The Successor Agency finds and determines that the foregoing recitals are true and correct.

**SECTION 2.** The Successor Agency hereby terminates the Purchase and Sale Agreement. The Executive Director is authorized and directed to notify the Buyer and the Escrow Holder of this action, and to take all actions that the Executive Director may determine to be necessary or convenient to implement the provisions of this Resolution, including without limitation the execution of writings and the administration of any moneys paid into escrow.

**SECTION 3.** The Successor Agency shall maintain on file as a public record this Resolution.

**PASSED, APPROVED, AND ADOPTED** at a regular meeting of the Successor Agency to the Ridgecrest Redevelopment Agency, held on this the 19<sup>TH</sup> day of December, 2018 by the following vote, to wit:

AYES: BREEDEN, STEPHENS, MOWER, MARTIN, HAYMAN  
NOES: NONE  
ABSENT: NONE  
ABSTAIN: NONE

  
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Chair, Successor Agency to the  
Ridgecrest Redevelopment Agency