



**NOTICE OF SPECIAL MEETING
PARKING AUTHORITY OF THE CITY OF NATIONAL CITY
CITY COUNCIL CHAMBERS
CIVIC CENTER
1243 NATIONAL CITY BOULEVARD
NATIONAL CITY, CALIFORNIA
TUESDAY, MAY 3, 2006 – 6:00 P.M.**

NOTICE IS HEREBY GIVEN that the Parking Authority of the City of National City will hold a special meeting on Tuesday, May 3, 2006, at 6:00 p.m., or as soon thereafter as the matter may be considered, at the Civic Center, 1243 National City Boulevard, National City, California, 91950. The business to be transacted at said meeting will be for the Parking Authority to consider the following:

- 1. Resolution** of the Parking Authority of the City of National City authorizing the Chairman to execute the First Amendment to the Option Agreement with CarMax Auto Superstores California, LLC, a Virginia limited liability company, extending the Feasibility Period through August 15, 2016, and authorizing the City Manager or designee the authority to approve modifications to any and all deadlines or timeframes for performance referenced in the Option Agreement. (Housing, Grants & Asset Management)

Dated: April 27, 2016.



RON MORRISON
Chairman

Agenda of a Special Parking Authority Meeting of the City of National City

City Council Chambers
Civic Center
1243 National City Boulevard
National City, California
Tuesday – May 3, 2016 - 6:00 P.M.

Open To the Public

ROLL CALL

OPEN SESSION

CONSENT CALENDAR

Consent Calendar: Consent calendar items involve matters, which are of a routine or noncontroversial nature. All consent calendar items are adopted by approval of a single motion by the City Council. Prior to such approval, any item may be removed from the consent portion of the agenda and separately considered, upon request of a Councilmember, a staff member, or a member of the public.

1. **Resolution** of the Parking Authority of the City of National City authorizing the Chairman to execute the First Amendment to the Option Agreement with CarMax Auto Superstores California, LLC, a Virginia limited liability company, extending the Feasibility Period through August 15, 2016, and authorizing the City Manager or designee the authority to approve modifications to any and all deadlines or timeframes for performance referenced in the Option Agreement. (Housing, Grants & Asset Management)

ADJOURNMENT

Adjourn to the Regular Parking Authority Meeting – Tuesday, August 16, 2016 – 6:00 p.m., Council Chambers, Civic Center.

Council Requests That All Cell Phones and Pagers Be Turned Off During City Council Meetings

Upon request, this agenda can be made available in appropriate alternative formats to persons with a disability in compliance with the Americans with Disabilities Act. Please contact the City Clerk's Office at 336-4228 to request a disability-related modification or accommodation. Notification 24 hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting.

**CITY OF NATIONAL CITY, CALIFORNIA
PARKING AUTHORITY AGENDA STATEMENT**

MEETING DATE: May 3, 2016

AGENDA ITEM NO.1

ITEM TITLE:

Resolution of the Parking Authority of the City of National City authorizing the Chairman to execute the First Amendment to the Option Agreement with CarMax Auto Superstores California, LLC, a Virginia limited liability company, extending the Feasibility Period through August 15, 2016, and authorizing the City Manager or designee the authority to approve modifications to any and all deadlines or timeframes for performance referenced in the Option Agreement.

PREPARED BY: Gregory Rose, Property Agent

DEPARTMENT: Housing, Grants, & Asset Management

PHONE: (619) 336-4266

APPROVED BY: 

EXPLANATION:

The Parking Authority and CarMax are parties to an option agreement dated as of August 18, 2015. CarMax has been in the process of reviewing the feasibility of the property for its intended use. The current feasibility period is set to expire on May 14, 2016. CarMax desires to amend the original agreement in order to provide an extension to the feasibility period thru August 15, 2016 to allow CarMax to finish their due diligence on the property. The amendment would also delegate to the City Manager or Designee the authority to approve modifications to any and all deadlines or timeframes for performance referenced in the Option Agreement.

FINANCIAL STATEMENT:

APPROVED: _____ Finance

ACCOUNT NO. N/A

APPROVED: _____ MIS

The Parking Authority will receive no less than \$3,500,000 and use part of the proceeds to purchase an open space easement encumbering the subject parcel from the County of San Diego for \$3,000,000.

ENVIRONMENTAL REVIEW:

This action is not considered a project as defined by the California Environmental Quality Act (CEQA), and is therefore not subject to CEQA. The Optionee may exercise the option to purchase the property only upon the City certifying compliance with CEQA.

ORDINANCE: INTRODUCTION: FINAL ADOPTION:

STAFF RECOMMENDATION:

Adoption of the Resolution

BOARD / COMMISSION RECOMMENDATION:

Not Applicable

ATTACHMENTS:

Attachment No. 1 First Amendment to the Option Agreement

FIRST AMENDMENT
TO
OPTION AGREEMENT

This FIRST AMENDMENT TO OPTION AGREEMENT (this “**Amendment**”) is entered into as of _____, 2016, by and between THE PARKING AUTHORITY OF THE CITY OF NATIONAL CITY, a public body corporate and politic (the “**Authority**”) and CARMAX AUTO SUPERSTORES CALIFORNIA, LLC, a Virginia limited liability company (the “**Optionee**”).

RECITALS

A. The Authority and the Optionee are parties to that certain Option Agreement (CarMax, National City, California) dated as of August 18, 2015 (the “**Original Agreement**”), relating to certain real property in National City, California (the “**Property**”).

B. Optionee has been in the process of reviewing the feasibility of the Property for its intended use.

C. The parties desire to amend the Original Agreement as hereinafter provided to extend the Optionee’s Feasibility Period.

D. Capitalized terms not otherwise defined in this Amendment shall have the meanings set forth in the Original Agreement. The Original Agreement, as modified by this Amendment, shall be referred to herein as the “**Agreement**.”

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Extension of Time.

(a) Feasibility Period. Section 7(a) of the Agreement is hereby amended by deleting the first sentence thereof and inserting the following in lieu thereof: “Commencing on the Effective Date, the Optionee shall have until August 15, 2016 in which to conduct the Due Diligence Studies.”

(b) Delegation to City Manager or Designee. Section 7(g) of the Agreement is hereby amended by deleting the third sentence thereof and inserting the following in lieu thereof: “The City Manager, or designee, shall have the authority to approve modifications to any and all deadlines or timeframes for performance referenced in the Option Agreement, including without limitation, any of the timeframes set forth in this Section 7 and/or the Schedule of Performance, on behalf of the Authority.”

2. General. Except as expressly amended hereby, the terms and conditions of the Original Agreement shall remain unmodified and in full force and effect. This Amendment may be executed in counterparts, all of which evidence only one agreement, binding on all parties, even though they are not signatories to the same counterpart. If any term, covenant or condition of this Amendment or its application to any person or circumstances shall be held to be invalid or

unenforceable, the remainder of this Amendment and the application of such term or provision to other persons or circumstances shall not be affected, and each term hereof shall be valid and enforceable to the fullest extent permitted by law. The terms of this Amendment are binding upon and shall inure to the benefit of the parties and their respective legal representatives, successors and permitted assigns. This Amendment shall be governed by the laws of the State of California.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first above written.

AUTHORITY:

PARKING AUTHORITY OF THE CITY OF
NATIONAL CITY

By: _____
Ron Morrison, Chairman

Approved as to Form:

By: _____
Claudia Silva
Legal Counsel for the Parking Authority
of the City of National City

OPTIONEE:

CARMAX AUTO SUPERSTORES
CALIFORNIA, LLC, a Virginia limited liability
company

By: _____
K. Douglass Moyers, Vice President

RESOLUTION NO. 2016 –

RESOLUTION OF THE PARKING AUTHORITY
OF THE CITY OF NATIONAL CITY AUTHORIZING THE CHAIRMAN
TO EXECUTE THE FIRST AMENDMENT TO THE OPTION AGREEMENT
WITH CARMAX AUTO SUPERSTORES CALIFORNIA, LLC, A VIRGINIA
LIMITED LIABILITY COMPANY EXTENDING THE FEASIBILITY PERIOD
THROUGH AUGUST 15, 2016, AND AUTHORIZING THE CITY MANAGER
OR DESIGNEE TO MODIFY DEADLINES OR TIMEFRAMES FOR
PERFORMANCE CONTAINED IN THE OPTION AGREEMENT

WHEREAS, the Parking Authority and CarMax are parties to an Option Agreement dated August 18, 2015; and

WHEREAS, CarMax has been in the process of reviewing the feasibility of the property for its intended use; and

WHEREAS, the current feasibility period is set to expire on May 14, 2016; and

WHEREAS, CarMax desires to enter into a First Amendment the Option Agreement to extend the feasibility period through August 15, 2016 to allow CarMax to finish their due diligence on the property; and

WHEREAS, the First Amendment would also delegate to the City Manager or Designee the authority to approve modifications to any and all deadlines or timeframes for performance referenced in the Option Agreement.

NOW, THEREFORE, BE IT RESOLVED, that the Parking Authority of the City of National City hereby authorizes the Chairman to execute the First Amendment to the Option Agreement with CarMax Auto Superstores California, LLC, a Virginia limited liability company, extending the Feasibility Period through August 15, 2016.

BE IT FURTHER RESOLVED the City Council hereby authorizes the City Manager or designee to modify deadlines or timeframes for performance contained in the Option Agreement.

PASSED and ADOPTED this 3rd day of May, 2016.

Ron Morrison, Chairman

ATTEST:

APPROVED AS TO FORM:

Leslie Deese, Secretary

Claudia Gacitua Silva
Legal Counsel