

CITY OF CAMDEN REDEVELOPMENT AGENCY
RESOLUTION SUMMARY

Economic Development

Resolution No.: 11-14-18E

Resolution Title:

Resolution Approving the Assignment of Certain Redevelopment Obligations of Brandywine Operating Partnership L.P. to Cooper's Ferry Partnership Under a Sub-Redevelopment Agreement dated December 5, 2015 for the Development of the Subaru Headquarters and Subaru Training Facility on certain properties in Blocks 1458 , 1459, 1463 and 1464 on the City of Camden Tax Map in the Gateway Redevelopment Area

Project Summary:

- Brandywine Operating Partnership, L.P. ("Brandywine") was designated as a Sub-Redeveloper in the Gateway Office Park by the Campbell Soup Company and the CRA for the purpose of developing the Subaru Headquarters and Subaru Training Facility.
- Part of Brandywine's obligations under the Sub-Redevelopment Agreement was the permanent replacement ("equal or better") of the City's Fleet Garage formerly located on Wright Avenue (the "Replacement Facilities Obligation").
- Brandywine proposes to assign the Replacement Facilities Obligation to Cooper's Ferry Partnership (CFP).
- CFP will be responsible for delivery of the Replacement Facilities (in turn key condition) in exchange for an agreed upon payment from Brandywine representing the cost of the facility and an additional payment from Brandywine as a management fee.
- The City will be responsible for the off-site access road improvements leading to the Replacement Facilities site The City anticipates the release of remaining balance of funds in an Environmental Escrow Account established at the time that Brandywine purchased Block 1458 Lots 8 and 12, as required by the Sub-Redevelopment Agreement (hereinafter: "the Project Escrow").
- The CRA, acting on the City's behalf, will receive the Project Escrow funds, hold the funds and disburse the funds to the City during the course of the construction of the road improvements.
- The City must provide advanced written approval of the location, design, layout, and budget of the Replacement Facilities and all disbursements from the Project Escrow.
- The City, the CRA, and CFP will execute an agreement authorized by this resolution, outlining the terms of the assignment.
- The current proposed location for the new Fleet Garage is on City-owned land at 449 Kaighn Avenue.

Purpose of Resolution:

Authorize an assignment of certain obligations under a Sub-Redevelopment Agreement and authorizing an assignment agreement

Award Process:

N/A

Cost Not To Exceed:

\$2,624,000

Total Project Cost:

\$2,624,000

Source of Funds:

Sub-Redeveloper

Resolution Approving the Assignment of Certain Redevelopment Obligations of Brandywine Operating Partnership L.P. to Cooper's Ferry Partnership Under a Sub-Redeveloper Agreement dated December 5, 2015 for the Development of the Subaru Headquarters and Subaru Training Facility on certain properties in Blocks 1458, 1459, 1463 and 1464 on the City of Camden Tax Map in the Gateway Redevelopment Area

WHEREAS, the City of Camden Redevelopment Agency (CRA) is charged with the duty of redevelopment throughout the City of Camden; and

WHEREAS, by Resolution 02-06-07A, the CRA designated Campbell Soup Company (CSC) as the Master Redeveloper of the Gateway Office Park Area of the Gateway Redevelopment Area and on July 29, 2008, CRA and CSC entered into a Master Redevelopment Agreement ("MRA"); and

WHEREAS, the MRA provided for CSC to designate and for the CRA to approve Sub-Redevelopers of certain properties within the Gateway Office Park Area; and

WHEREAS, by Resolution 10-08-14A and with the consent of CSC, the CRA approved Brandywine Operating Partnership, L.P. ("Brandywine") as the Sub-Redeveloper of Block 1459 Lots 9, 14,15,16 &17; Block 1463, Lot 1 and Block 1464, Lots 4 & 5 of the City of Camden Tax Map, in the Gateway Office Park Area of the Gateway Redevelopment Area and authorized the Agency to enter into a cost agreement and a sub-redevelopment agreement with the Redeveloper for a redevelopment project for these properties; and

WHEREAS, by Resolution 08-12-15F, and with the consent of CSC the CRA additionally approved Brandywine as the Sub-Redeveloper of Block 1458, Lots 8 & 12 (the "Block 1458 Properties"); and authorized the Agency to enter into a cost agreement and a sub-redevelopment agreement with the Redeveloper for a redevelopment project for these properties; and

WHEREAS, the redevelopment projects that are included in the above designations are for the development of the Subaru Headquarters and the Subaru Training Facility; and

WHEREAS, the City of Camden was operating the Fleet Garage on all or part of the Block 1458 Properties, which required the relocation of these operations in order for the Sub-Redeveloper to move ahead with its redevelopment Projects; and

WHEREAS, the Sub-Redevelopment Agreement for these projects, dated December 3, 2015, between the CRA and Brandywine at Section 33(b) obligates the Sub-Redeveloper to provide a permanent replacement facility for the City of Camden Fleet Garage, including "acquisition of a replacement site and the new construction or rehabilitation of buildings and related parking and improvements that will be equal to or better than the Fleet Garage" (the "Replacement Facilities Obligations"); and

WHEREAS, the Sub-Redeveloper has requested that it be permitted to assign the Replacement Facilities Obligation to Coopers Ferry Partnership ("CFP"); and

WHEREAS, under the proposed assignment CFP will be responsible for delivery of the Replacement Facilities (in turn key condition) in exchange for an agreed upon payment from Brandywine representing the cost of the facility and an additional payment from Brandywine to CFP as a Management Fee; and

11-14-18E (cont'd)

WHEREAS, the City of Camden will be responsible for the construction and cost of the off-site access road improvements leading to the Replacement Facilities and

WHEREAS, the City of Camden anticipates the release of the remaining balance of \$124,058.13 from the Environmental Escrow Account established in connection with Brandywine's purchase of Block 1458 Lots 8 and 12 (hereinafter "the Project Escrow"); and

WHEREAS, the City of Camden has requested that the CRA, acting on the City's behalf, receive the Project Escrow and hold and disburse the funds as directed by the City during the course of construction of the Replacement Facilities and the access road improvements; and

WHEREAS, the proposed location for the Replacement Facilities is 449 Kaighn Avenue which is currently owned by the City of Camden; and

WHEREAS, the City of Camden has the right to provide advanced written approval of the location, design, layout, and budget of the Replacement Facilities;

WHEREAS, the CRA's execution of the proposed assignment will be contingent on the City providing advanced written approval of the proposed assignment to CFP or the City executing the proposed assignment agreement.

NOW THEREFORE BE IT RESOLVED by the governing body of the City of Camden Redevelopment Agency, that Brandywine Operating Partnership, L.P. is permitted to assign its Replacement Facilities Obligation under Section 33 of the Sub Redevelopment Agreement dated December 3, 2015 to Cooper's Ferry Partnership pursuant to the terms of this Resolution; and

BE IT FURTHER RESOLVED, that the Interim Executive Director, a duly authorized representative of the Agency, is hereby authorized and directed to enter into an agreement with Brandywine Operating Partnership, L.P., Cooper's Ferry Partnership, and the City of Camden regarding the assignment of the Replacement Facilities Obligations; and

BE IT FURTHER RESOLVED that the aforementioned agreement shall contain, among other things, provisions specifying that the Camden Redevelopment Agency, acting on the City of Camden's behalf shall receive the Project Escrow funds of \$124,058.13. and hold and disburse to the City of Camden during the course of construction of the access road improvements associated with the construction of the Replacement Facility and shall retain five percent (5%) of Project Escrow as a servicing fee; and

BE IT FURTHER RESOLVED, that all other provisions of the Sub-Redevelopment Agreement, dated December 3, 2015, shall remain in full force and effect and Brandywine shall remain responsible to perform all other obligations under such Sub-Redevelopment Agreement; and

BE IT FURTHER RESOLVED, that the interim Executive Director, or her designee, is authorized and directed to take all actions and execute all documents necessary to carry out the purposes of this resolution.

11-14-18E (cont'd)

ON MOTION OF: Jose Javier Ramos


SECONDED BY: Ian K. Leonard

| COMMISSIONER | AYES | NAYS | ABSTENTIONS |
|-------------------|------|------|-------------|
| Marilyn Torres | ✓ | | |
| Sheila Davis | | | |
| Ian K. Leonard | ✓ | | |
| Jose Javier Ramos | ✓ | | |
| Maria Sharma | ✓ | | |



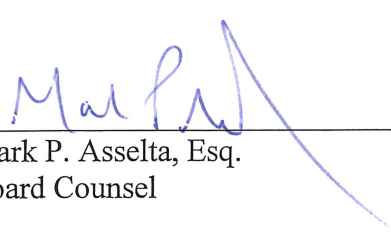
Marilyn Torres
Chairperson

ATTEST:



Olivette Simpson
Interim Executive Director

The above has been reviewed and approved as to form.



Mark P. Asselta, Esq.
Board Counsel