

RESOLUTION NO. \_\_\_\_\_ - 20

A RESOLUTION AMENDING CITY COUNCIL RESOLUTION NO.  
53-17

WHEREAS, on April 25, 2017, City Council approved Resolution No. 53-17 to complete a land exchange between CSJ No. 7 LLC and Urban Enterprises, LLC (collectively "Owner") and the City of Colorado Springs ("City"), conditioned on Owner assuming, at its sole cost and expense, responsibility for any necessary environmental remediation; and

WHEREAS, the land exchange includes two (2) parcels that the City owns at 25 Cimino Drive (the "25 Cimino") and 125 Cimino Drive (the "Bridge Landing Property") and one parcel owned by Owner at 301 Cimino Drive (the "Exchange Property"); and

WHEREAS, on October 22, 2019, City Council approved Resolution No. 106-19 to amend the proposed land exchange to allow the City to remove 25 Cimino from the exchange, and allow Owner to acquire just the Bridge Landing Property, conditioned on payment of Two Hundred Fourteen Thousand Five Hundred Dollars (\$214,500.00) to the City by Owner in the event Owner does not acquire 25 Cimino; and

WHEREAS, to date the land exchange has not been able to be completed; and

WHEREAS, Owner has requested that the agreement be further amended so that, in addition to Owner's other options, in the event of a court-ordered remediation of 25 Cimino in connection with certain pending litigation against the City related to 25 Cimino (the "Litigation"), or in the event the City enters into a voluntary settlement of the Litigation committing to remediation obligations to resolve the Litigation, and only in such events, Owner would have the right to cause the City to retain responsibility for any court-ordered or voluntary settlement remediation of 25 Cimino, and following final completion of such remediation, Owner would be obligated to purchase 25 Cimino for a purchase price of Three Million Six Hundred Eighty-Three Thousand One Hundred Dollars (\$3,683,100.00) (the "Purchase Price"); and

WHEREAS, Owner desires the conveyance to be acknowledged as a donation in accordance with Section 4.4 of Chapter 4 of *The City of Colorado Springs Procedure Manual for the Acquisition and Disposition of Real Property Interests* (the "RES Manual") in the event that the value of the Exchange Property is greater than the combined values of the Bridge Landing Property and 25 Cimino at the time of closing.

**NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF COLORADO SPRINGS**

Section 1. Pursuant to the RES Manual, Sections 4.5 and 5.5, City Council finds that that (i) providing Owner with the foregoing right under the agreement and, subject to Owner's exercise of such right, (ii) the City conveying 25 Cimino to Owner for the Purchase Price is in the best interest of the City and that the Purchase Price is equal to or greater than fair market value.

Section 2. City Council rescinds condition (i) as stated in Resolution No. 53-17, Section 1, which requires Owner to assume responsibility for any necessary environmental remediation, solely as the condition applies to 25 Cimino, upon the following preconditions: (a) that there is a court order or a voluntary settlement entered into by the City to resolve Litigation that requires the City to perform remediation on 25 Cimino, and (b) that Owner pays to the City an amount equal to or greater than the Purchase Price.

Section 3. Except as further amended by this Resolution, Resolution No. 53-17, as amended by Resolution No. 106-19, remains in effect.

Section 4. Pursuant to the RES Manual, Section 2.11, City Council hereby authorizes the City's Real Estate Services Manager to execute all documents necessary to complete the approved land exchange subject to the terms, restrictions and conditions as are customary in City real estate transactions of this nature, as will be more fully expressed in written agreements, and to obtain the Mayor's signature on the deeds conveying the Bridge Landing Property and 25 Cimino.

Section 5. Pursuant to the RES Manual, Section 4.4, City Council hereby accepts the donation and authorizes the City's Real Estate Services Manager to execute all documents necessary to recognize a donation to the City, in accordance with IRS regulations, in the event that the value of the Exchange Property is greater than the combined values of the Bridge Landing Property and 25 Cimino at the time of closing.

DATED at Colorado Springs, Colorado, this \_\_\_\_ day of \_\_\_\_\_ 2020.

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Council President

ATTEST:

\_\_\_\_\_  
Sarah B. Johnson, City Clerk