

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY (CPCFA)  
CALIFORNIA RECYCLE UNDERUTILIZED SITES REMEDIATION PROGRAM  
Meeting Date: September 20, 2022**

**Request to Amend Grant Documents Under the California Recycle Underutilized  
Sites (CALReUSE) Remediation Program**

Prepared by: *Alison French-Tubo*

**Applicant:** Carson Reclamation Authority  
**Project Name:** Los Angeles Premium Outlets  
**Project Location:** City of Carson (Los Angeles County)  
**Type of Funding:** Grant  
**Amount Disbursed:** \$5,000,000 (fully disbursed on 11/30/09)  
**Resolution No.** 22-03-04  
**Prior Actions:** Approved 11/19/08  
Amended 10/20/15  
Amended 04/19/16  
Amended 08/16/16  
Amended 01/15/19  
Amended 06/16/20  
Amended 10/20/20  
Amended 01/20/21  
Amended 07/20/21  
Amended 08/16/22

**Summary**

As promised at the April 19, 2022, CPCFA Board meeting, the Carson Reclamation Authority (“Grantee”) submitted an updated funding plan to CPCFA staff by September 1, 2022.

The information provided by the Grantee on September 1, 2022, describes the current development plan to fund and complete the remediation of Cell 2 of the former landfill without relying on future Successor Agency bond issuances. Additionally, the Grantee provided information regarding the financial capacity of the developer, the circumstances at the time of default compared to the current circumstances, and how the provisions under federal law known as CERCLA apply to the Grantee and the developer.

Upon review of the information, CPCFA staff determined that the best way to promote an adequate understanding of the current plan and the future would be to ask the Grantee to submit a Novation Application. The Novation Application will allow review of the same scope of information for the current Cell 2 development plan as was reviewed in the original and 2016 versions. In addition, CPCFA staff have asked the Grantee to obtain and submit a third-party opinion regarding the commercial feasibility of the current development plan for Cell 2.

To that end and to allow the preparation of the documents, CPCFA staff recommends the CPCFA Board approve an amendment to the Grant extending current expiration dates to March 1, 2023. This time frame will allow the Grantee approximately 30 days after the completion of the developer's 90-day due diligence period before submitting documents to CPCFA by February 6, 2023, to be presented to the CPCFA Board at the February 2023 meeting.

An abbreviated timeline of events for this CALReUSE Infill Grant Agreement ("Grant") is provided immediately following the Background of Default section.

**Background of the Project**

The CPCFA Board approved a Grant to Carson Marketplace, LLC, ("Carson Marketplace") on November 19, 2008, to fund a portion of the costs of the remediation of a 157-acre former landfill (original "Brownfield Site") and to require housing that would be completed, but not funded, as a condition of the Grant. The Brownfield Site had last operated in 1968 and hazardous substances associated with the landfill had been detected in subsurface soil and groundwater. The Remediation Action Plan ("RAP") approved by the Department of Toxic Substances Control ("DTSC") reflected the physical division of the landfill into Cells 1-5 and included a groundwater extraction and treatment system, a landfill gas extraction and treatment system, and a liner system over each cell. While completion of the entire RAP would be necessary for the closeout documentation of the Grant, the entire estimated cost of nearly \$160 million exceeded the Grant amount of \$5 million. Therefore, a portion of the remediation required by the RAP was identified as the scope of the Grant's Brownfield Infill Project ("Remediation"), specifically the purchase and installation of \$5 million of geotextile liner to serve as the barrier between the cells and future development. Carson Marketplace's intended multi-use development called Boulevards at South Bay included a 400-unit (61 affordable) apartment complex identified for the Infill Development Project ("Housing") required by the Grant.

In 2009, Carson Marketplace received the entire \$5 million CALReUSE Grant as an eligible reimbursement for Remediation expenses. A substantial portion of the Remediation was accomplished, with the remaining work on hold as the final closure is designed to be coordinated with the design and construction of the vertical portion of the multiple land uses of the planned development. Due to the serious economic and real estate impacts of the Great Recession of 2008, the completion of both the Remediation and Housing were delayed, as was the case for many other CALReUSE projects during that time.

In 2015, Boulevards at South Bay was sold in a series of transactions intended to result in the development of a National Football League ("NFL") stadium. During that process, the Grantee took title and indemnified Carson Marketplace as part of a Settlement, Release and Indemnity Agreement ("Settlement") with the Grantee, the City of Carson ("City"), and the Carson Successor Agency ("Successor Agency") to the Carson Redevelopment Agency ("Successor") in lieu of foreclosure. The Settlement was

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approved by the Department of Finance (“DOF”). The transfer of the Brownfield Site and the obligations to complete the RAP were approved by DTSC. When CPCFA was notified after these events had occurred, CPCFA invited the Grantee to submit a request to transfer the Grant from Carson Marketplace to the Grantee and for a short-term extension in order to prepare an amended CALReUSE Grant application (“Amended Application”) based on the NFL stadium. The CPCFA Board approved the request on October 20, 2015, for a short-term extension to April 30, 2016, with the deadline for the Amended Application being February 16, 2016.

The Grantee was forced to adjust the intended development at the Brownfield Site when the NFL approved a different location for the NFL stadium on January 11, 2016. As required, the Grantee submitted an Amended Application to CPCFA. However, a CPCFA staff evaluation concluded that due to the limited timeframe, not all elements were adequately developed. On April 19, 2016, the CPCFA Board approved a six-month extension to allow the Grantee to submit an updated Amended Application, with the understanding that the Housing location would not be at the Brownfield Site due to the technical and oversight challenges that had been found to exist.

In July 2016, the Grantee provided an updated Amended Application. Due to the complexity of developing the entire 157-acre former landfill, the Grantee proposed narrowing the Brownfield Site to the approximately 42-acre Cell 2 (“Cell 2”) as part of a phased development approach. The Grantee and the City had entered a negotiation agreement for a high-end fashion outlet mall (“Outlet Mall”) on Cell 2 with CAM-CARSON, LLC, (“CAM-CARSON”), an entity of mall developer Macerich. The Amended Application also included 86 housing units (84 affordable) between two housing developments known as Carson Figueroa Affordable Housing, LP, Veterans Village of Carson (“Veterans Village”), and Carson Arts, LP, Carson Arts Colony (“Arts Colony”). The Amended Application satisfactorily addressed CPCFA staff’s previous concerns. Since the entire landfill was contaminated, the RAP and phased development plan required sub-surface remedial work under Cells 1-5 in order to develop any single cell or any combination of cells in the Brownfield, Therefore the Grant funds disbursed in 2009 were necessary and allocable to the ability to complete the Remediation and Outlet Mall on Cell 2. Although the total housing units were a lesser quantity than the original Grant stated, the percentage and number of affordable housing units was higher than what would have been provided for in the original Grant. In addition, the housing developments were new to the City’s development pipeline and compliance with the terms of the Grant was instrumental in the negotiations between the City and the developers.

On August 16, 2016, the CPCFA Board approved the amendment of the Brownfield Site and Housing, the addition of four benchmarks, the extension of the Grant term to December 31, 2020, and a changed project name of Factory Outlets of Los Angeles.

As of late 2018, the Grantee succeeded in meeting the first two of the four benchmarks required for the Grant:

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- 1) Recordation of development agreements restricting affordability of both housing projects by March 21, 2017.
- 2) Execution of a development agreement for the Outlet Mall by October 31, 2017.
- 3) Completion of a Health Risk Assessment (“HRA”) completed by DTSC by January 31, 2019.
- 4) Occupancy permits for the Outlet Mall by December 31, 2020.

In addition, at the end of 2018 both the Veterans Village and the Arts Colony were on track for completion by December 30, 2019, the first phase of Cell 2’s remedial systems design for vertical development had been submitted to DTSC, and construction of the Outlet Mall had begun with pile driving tests. Due to the negotiations between the Grantee and DTSC regarding the approval of a phased occupancy plan taking 18 months rather than the two to three months anticipated, the Grantee recognized it would be unable to meet the upcoming benchmarks and requested modifications of the benchmarks with a variety of due dates (seven benchmarks) and an extension of the Grant term to December 31, 2021.

On January 15, 2019, the CPCFA Board approved the request, including a changed project name of Los Angeles Premium Outlets after a new partner, Simon Property Group, was admitted to the project.

**Background of the Default**

Three of the seven modified benchmarks contained in the extension of the Grant approved by the Board on January 15, 2019, were met:

- 1) Certificate of Occupancy for the Veterans Village Housing was due December 31, 2019, and was provided on December 30, 2019.
- 2) Certificate of Occupancy for the Arts Colony Housing was due December 31, 2019, and was provided on December 30, 2019.
- 3) DTSC’s written approval of the design of remedial systems for Cell 2, which allows the remedial systems to be constructed and the vertical development of the Outlet Mall, was due by June 30, 2019, and was provided on June 24, 2019.

As noted above in items 1 and 2, the Housing portion of the Grant was completed on time. On Cell 2, work proceeded under a complex arrangement between the Grantee and CAM-CARSON with all work touching the landfill to be performed by the Grantee’s contractor but certain of it to be reimbursed by CAM-CARSON. The schedule on Cell 2 was impacted by excessive rainfall, then lagged further and the costs increased as the actual volume of landfilled waste to be consolidated was found to be significantly more than what had been estimated based on the sampling performed in the preparation of the RAP. CAM-CARSON and the Grantee disputed charges and reimbursements and in late 2019, the Grantee had no more available funds so the activities for the Remediation portion of the Grant came to a halt. The Grantee subsequently missed the next two benchmarks:

- 4) A copy of a Health Risk Evaluation (“HRE”), approved by DTSC for Cell 2, which would allow non-hazardous trained workers on-site to construct the Outlet Mall, due by January 31, 2020.

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- 5) A copy of a Remedial Action Completion Report (“RACR”) for Cell 2, approved by DTSC for Cell 2, due by March 31, 2020.

In addition, two benchmarks specific to the development of the Outlet Mall, rather than the Remediation of Cell 2, although not due at this point, remained outstanding:

- 6) A copy of a HRA, approved by DTSC for Cell 2, due by December 31, 2021.
- 7) Occupancy permits for the Outlet Mall due by December 31, 2021.

At the June 16, 2020, CPCFA Board meeting, the Grantee stated remedial work was approximately 80% complete. However, the Grantee still needed to pursue further funding sources to complete the Remediation on Cell 2. On June 16, 2020, the CPCFA Board approved the removal of benchmarks six and seven that addressed the development of the Outlet Mall while leaving in place benchmarks four and five that addressed the Remediation of Cell 2. Further, the CPCFA Board found the Grantee to be in default for benchmarks four and five and provided the Grantee an opportunity to cure the default of the two benchmarks by:

- 1) Presenting the CPCFA Board with a feasible plan to fund the completion of the Remediation of Cell 2 at the October 20, 2020, CPCFA Board meeting; and
- 2) Presenting the CPCFA Board with amended project benchmarks acceptable to the CPCFA Board at the November 17, 2020, CPCFA Board meeting.

The Grantee, per a letter dated September 21, 2020, provided a feasible plan to fund the Remediation of the Cell 2 site. The primary sources of funding were the proposed sale of Cells 3, 4, and 5 (which are not part of the Grant), and the issuance of bonds by the Successor (subject to approval by Los Angeles County Consolidated Oversight Board and DOF). The Grantee asserted that the funding plan amount was based on an estimate for completing the Remediation of Cell 2, to be finalized after a lawsuit brought against the Grantee in the spring of 2020 by CAM-CARSON is settled.

At the October 20, 2020, CPCFA Board meeting, the CPCFA Board acknowledged that the Grantee delivered a feasible plan to fund per the direction of the CPCFA Board at the June 16, 2020, CPCFA Board meeting; that the Grantee spent considerable effort and funding toward completing the Remediation of Cell 2; and that the Grantee completed the Housing with affordable units as required by the Grant. The CPCFA Board further acknowledged the uncertainties associated with the proposed funding sources and the uncertainty for all California development projects caused by the COVID-19 pandemic. Accordingly, on October 20, 2020, the CPCFA Board approved extending the default cure period to January 18, 2021.

The Grantee, per a letter dated January 5, 2021, provided an update on the proposed feasible plan to fund and amended project benchmarks as directed by the CPCFA Board on October 20, 2020. The letter outlined a pending deal for the sale of Cells 3, 4, and 5 to Faring Capital, LLC, (“Faring”) for \$45 million for residual land value that was in the due diligence period; the possible issuance of bonds to raise a revenue source currently subject to ongoing litigation; and the efforts to resolve the lawsuit brought by CAM-CARSON in order to continue the development of Cell 2 with either CAM-

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CARSON or a new developer. In addition, the installation of the remaining geotextile liner was proposed as an amended project benchmark to replace benchmarks four and five.

At the January 19, 2021, CPCFA Board meeting, due to the still-evolving impacts of the COVID-19 pandemic on retail, gathering places, and the entire development process in California, as well as the pending nature of the sale to Faring, the possible bond issuance, and the situation with CAM-CARSON limiting the data available for evaluation of future events and amended project benchmarks, approved the feasible plan to fund and extended the cure period to allow for the submission and evaluation of an updated feasible plan to fund and amended project benchmarks by July 6, 2021, to be presented at the July 20, 2021, CPCFA Board meeting.

On June 30, 2021, the Grantee delivered a letter to CPCFA staff with a further update to the feasible plan to fund; a proposal of amended project benchmarks centered on the sale of Cells 3, 4, and 5 to Carson Goose Owner, LLC ("CGO"), an affiliate of Faring; and having received the first \$12.5 million in residual land value proceeds from CGO on January 21, 2021. The letter described the Supplemental Environmental Impact Report process; City Council approval process for the Cells 3, 4 and 5 sale; and expectation of the remaining \$32.5 million payment from CGO. In addition, the Grantee stated it anticipated mediation, scheduled for July 16, 2021, could result in CAM-CARSON returning to the project and the Grantee receiving a settlement of \$25 million for work performed, unpaid carrying costs, and an advance on site infrastructure. Additionally, the Grantee reported that a hearing was scheduled for mid-August 2021 regarding the possible issuance of bonds. Finally, the letter proposed two amended project benchmarks: a Cell 2 HRE by October 31, 2022, and a Cell 2 RACR by December 31, 2023.

At the July 20, 2021, CPCFA Board meeting, the CPCFA Board approved extending the term of the Infill Grant Agreement to April 30, 2022, and an extension of the cure period until the April 2022 Board meeting to allow the Grantee to submit its written proposal by March 11, 2022, and appear at the April 2022 Board meeting to present an updated feasible plan to fund the completion of the site remediation and, if necessary, to present amended project benchmarks for the Authority's consideration.

The Grantee delivered a letter to CPCFA on March 11, 2022, and an addendum on March 28, 2022, describing progress on an updated funding plan for the Remediation of and to address project benchmarks for Cell 2. In those communications the Grantee noted that a completion date of June 30, 2026, was probable due to a new project requiring possible re-zoning as well as re-design, reviews and approvals before construction could begin. By the April 19, 2022, CPCFA Board meeting the Grantee had received three development proposals for Cell 2 and reported that a proposal from CAM-Carson would utilize the building infrastructure constructed to-date on Cell 2 and thus allow a completion date as soon as November 2024. The Board directed CPCFA staff to work with the Grantee to obtain greater specificity on the current development proposal preferred by the Grantee, the financial capacity of the developer, a comparison

of the circumstances at the time of default to the current circumstances, and an analysis of the roles the Grantee and the developer have regarding the potentially responsible party (PRP) under federal law known as CERCLA, in the form of a report to be completed on or before September 1, 2022, and presented to the CPCFA Board at the September 2022 Board meeting.

The Grantee submitted a request for extensions to October 1, 2022, and provided updated status on activities related to the proposed development proposal, on which the updated funding plan and benchmark modifications will be based. At the August 16, 2022, Board meeting the CPCFA Board approved extending the cure period and the Grant expiration to October 1, 2022, with requests for further extension to be made at the September 2022 Board meeting.

### **Timeline of Events**

- **November 2008** – The CPCFA Board approved a \$5 million CALReUSE grant for Carson Marketplace for the remediation of a 157-acre former landfill and the development of 400 housing units (61 affordable).
- **November 2009** – The entire \$5 million CALReUSE Grant is disbursed to Carson Marketplace.
- **June 2015** – CPCFA staff learned that the 157-acre site was sold without CPCFA Board consent to an entity proposing an NFL stadium on the site. Additionally, the property was transferred to the Grantee for pollution liability reasons.
- **October 2015** – The CPCFA Board approved the transfer of the CALReUSE Grant to the Grantee and a Grant extension from October 2015 until April 2016. The Grantee also agreed to submit an Amended Application detailing the new brownfield Remediation project and the associated infill Housing project by February 2016.
- **January 2016** – The NFL ownership group declined the request by the Oakland Raiders and San Diego Chargers to develop a shared stadium at the 157-acre Brownfield Site.
- **February 2016** – The Grantee delivered an amended application to CPCFA staff. Staff's assessment was that the application lacked a development timeline and that the proposed affordable housing did not meet the CALReUSE Remediation Program's requirements to produce or promote housing.
- **April 2016** – The CPCFA Board provided the Grantee with a six-month extension to the CALReUSE Grant to provide the Grantee time to amend the application and address CPCFA staff's concerns.
- **August 2016** – The CPCFA Board approved the Grantee's request provided in the amended application to: extend the project from October 2016 to December 31, 2020; redefine the Brownfield Site from the 157-acre site to the 42-acre portion known as Cell 2; and develop 86 housing units (84 affordable). The CPCFA Board also approved four specific benchmarks for the Grantee to meet.
- **January 2019** – The Grantee met the first two benchmarks. The CPCFA Board approved the Grantee's request for a modification of the benchmarks and a one-year extension of the CALReUSE Grant until December 31, 2021.

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- **December 2019** – The Grantee completed both housing projects.
- **January and March 2020** – The Grantee was unable to complete the Remediation and consequently missed the January 31, 2020, and March 30, 2020, benchmarks. At this time the Grantee stated that they were about 80% complete with the Remediation.
- **June 2020** – The CPCFA Board held the Grantee in default for the missed January 2020 and March 2020 benchmarks. The CPCFA Board provided the Grantee with an opportunity to cure the default by providing the CPCFA Board with a feasible plan to fund the Remediation by the October 2020 CPCFA Board meeting and presenting the CPCFA Board with alternative benchmarks to consider at the November 2020 CPCFA Board meeting.
- **September 2020** – The Grantee provided a plan to fund the Remediation, identifying two potential funding sources: proceeds from the sale of Cells 3, 4, and 5 and proceeds from the sale of \$90 million in bonds as a result of an enforceable obligation, which requires DOF approval.
- **October 2020** – The CPCFA Board provided the Grantee with an extension of the cure period until the January 19, 2021, CPCFA Board meeting.
- **January 2021** – The CPCFA Board approved an additional extension to the cure period to the July 20, 2021, CPCFA Board meeting.
- **July 2021** – The CPCFA Board approved an extension of the Infill Grant Agreement to April 30, 2022, and a further extension of the cure period until the April 2022 Board meeting.
- **April 2022** – The CPCFA Board directed a report on the proposed cure of the default be presented at the September 2022 Board meeting.
- **August 2022** – The CPCFA Board approved the extension of the cure period and the Grant expiration to October 1, 2022.

**Current Situation**

After requesting and obtaining from multiple parties development proposals for Cell 2 that would address costs to complete remediation, the Grantee selected a proposal from the prior developer, CAM-Carson, to return to an outlet mall retail project on Cell 2. At the August 16, 2022, Board meeting, the Grantee provided an update that the three agreements required for the revived project (Development Agreement Amendment between the City and CAM-Carson; Conveyancing Agreement between the Grantee and CAM-Carson; and Cooperation Agreement between the City and the Grantee) had each been approved by the City and Grantee and that CAM-Carson's 90-day due diligence would begin soon.

On September 1, 2022, the Grantee provided information to CPCFA staff about a revised development agreement including settlement of the prior dispute between the Grantee and CAM-Carson. The information included costs and timing to complete the remediation of Cell 2; the financial capacity of the developer; comparing the current circumstances to the circumstances at the time of default; and description of how provisions of the federal law known as CERCLA apply to the Grantee and CAM-Carson under their agreements with each other.



**Analysis**

Upon review of the information from the Grantee, CPCFA staff determined that while the Brownfield Infill Project (“Remediation”) portion of the Grant has remained the purchase of geotextile materials required in the Remedial Action Plan, the development project on Cell 2 that will be completed in conjunction with the placement of the final pieces of the remediation system and the Infill Development Project (“Housing”) required by the Grant, have undergone such circuitous journeys since the original application and the 2016 updated application, that an adequate understanding of the current plan and the future would be better supported and served through a Novation Application.

CPCFA staff acknowledged the complex history of ownership and many external factors which have affected the development at the former landfill and asked the Grantee to prepare and file a Novation Application. The Novation Application will be a full substitution of the previous applications and will allow CPCFA staff and the CPCFA Board to review the same scope of information for the current Cell 2 development plan as was reviewed in the original and 2016 versions. In addition, CPCFA staff have asked the Grantee to obtain and submit a third-party opinion regarding the commercial feasibility of the current development plan for Cell 2.

Recognizing the logistics required to prepare a Novation Application and obtain a third-party opinion CPCFA staff recommends the CPCFA Board approve an amendment to the Grant extending the current cure period and Grant expiration to March 1, 2023. This time frame will allow the Grantee approximately 30 days after the completion of CAM-Carson’s 90 day due diligence period to prepare documents before submitting them to CPCFA by February 6, 2023, to be presented to the CPCFA Board at the February 2023 meeting.

**Board Action**

CPCFA staff recommends approval of a resolution extending the current cure period and Grant expiration to March 1, 2023. Staff has prepared a resolution that the Board can utilize if they wish and is available to answer Board questions.

**RESOLUTION NO. 22-03-04  
A RESOLUTION OF  
THE CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY AMENDING  
GRANT DOCUMENTS UNDER THE CALIFORNIA RECYCLE UNDERUTILIZED  
SITES REMEDIATION PROGRAM**

**September 20, 2022**

**WHEREAS**, the California Pollution Control Financing Authority (the “Authority”), a public instrumentality of the State of California, on November 19, 2008, approved a California Recycle Underutilized Sites Remediation Program (“CALReUSE”) grant for the Boulevards at South Bay project (the “Project”) in the amount of \$5,000,000 and pre-approved additional grant funding in an amount not to exceed \$10,000,000 subject to certain conditions, as reflected in that Resolution (the “Resolution”); and

**WHEREAS**, the grant was transferred to the Carson Reclamation Authority, a California joint powers agency whose members include the Carson Housing Authority and Community Facilities Districts 2012-1 and 2012-2, at the Authority’s October 20, 2015, Board meeting; and

**WHEREAS**, on October 20, 2015, the Authority extended the term of the Infill Grant Agreement to April 30, 2016, to provide the Carson Reclamation Authority an opportunity to submit an amended application with adequate information regarding the Brownfield Remediation Project and Infill Development Project to this Authority by February 16, 2016; and

**WHEREAS**, the amended application submitted by the Carson Reclamation Authority on February 16, 2016, did not meet the regulatory requirements of CALReUSE; and

**WHEREAS**, based on information and good faith representations submitted by the Carson Reclamation Authority on April 18, 2016, the Authority found that due to a recent change in leadership and direction related to the development project, it was in the public interest to grant a short term extension of 120 days solely to provide the Carson Reclamation Authority with a final opportunity to substantiate to the Authority the reasonable likelihood that it would complete all required elements of the Infill Grant Agreement dated July 29, 2009, including, but not limited to:

1. A timeframe and schedule for the completion of the Remediation Work for the entire Project site, including final approval by the Department of Toxic Substances Control;
2. A timeframe and schedule for the development of the Brownfield Infill Project for the entire Project site, including all required certificates of occupancy; and

3. An Infill Development Project including a residential component that meets or exceeds the housing commitment in the original Infill Grant Agreement and that is promoted by the Carson Reclamation Authority's acquisition of the Infill Grant Award.

**WHEREAS**, the Carson Reclamation Authority provided an amended application to the Authority on July 15, 2016, which proposed specific Project amendments to meet the regulatory requirements of CALReUSE; and

**WHEREAS**, on August 15, 2016, the Authority extended the term of the Infill Grant Agreement to December 31, 2020; reduced the scope of the Brownfield Development Project from the larger 157-acre Site to the easternmost 42 acres, now defined as Cell 2; accepted the two Infill Housing Projects; and included specific benchmarks the Grantee was required to meet to avoid an event of default under the extended Infill Grant Agreement; and

**WHEREAS**, on January 15, 2019, the Authority extended the term of the Infill Grant Agreement to December 31, 2021, changed the name of the project to Los Angeles Premium Outlets, and set specific benchmarks the Grantee was required to meet to avoid an event of default under the extended Infill Grant Agreement; and

**WHEREAS**, on June 16, 2020, the Authority declared an event of default for two missed milestones and provided the Grantee with an opportunity to cure the default by providing the Authority with a feasible plan to fund the remaining remediation and providing alternative project milestones acceptable to the Authority by November 6, 2020; and

**WHEREAS**, on October 20, 2020, the Authority extended the cure period to 90 days after the October Authority meeting for the Grantee to further develop a feasible plan to fund the remediation and provide alternative project milestones; and

**WHEREAS**, on January 19, 2021, the Authority accepted the feasible plan to fund and extended the cure period to 182 days after the January Authority meeting for the Grantee to further update a feasible plan to fund the remediation and provide alternative project milestones; and

**WHEREAS**, on July 20, 2021, the Authority extended the cure period to 273 days after the July Authority meeting and extended the term of the Infill Grant to April 30, 2022, to allow the Grantee time to further update a feasible plan to fund the remediation and provide alternative project milestones; and

**WHEREAS**, on August 16, 2022, the Authority extended the cure period to October 1, 2022, and extended the term of the Infill Grant to October 1, 2022, to allow the Grantee time to further update a feasible plan to fund the remediation and provide alternative project milestones; and

**WHEREAS**, on September 20, 2022, the Authority finds that extending the cure period to March 1, 2023, to allow the Grantee time to prepare a Novation Application and obtain a third-party opinion is in the public interest and advances the purposes of CALReUSE; and

**WHEREAS**, the Authority finds that extending the term of the Infill Grant Agreement until March 1, 2023, is in the public interest and advances the purposes of CALReUSE; and

**WHEREAS**, approval for amending the Infill Grant Agreement dated July 29, 2009, is sought;

**NOW, THEREFORE, BE IT RESOLVED** by the California Pollution Control Financing Authority, as follows:

**Section 1.** The Authority hereby extends the default cure period to March 1, 2023. If the Grantee is unable to submit a Novation Application and third-party evaluation, the Authority will require the forfeiture of grant funds.

**Section 2.** The Authority hereby extends the term of the Infill Grant Agreement until March 1, 2023.

**Section 3.** The Carson Reclamation Authority shall submit its Novation Application and third-party evaluation by February 6, 2023, and appear at the February 2023 Authority meeting to present those items for the Authority's consideration.

**Section 4.** The Authority authorizes the Executive Director and Deputy Executive Director to take the steps necessary with respect to the Applicant to approve any changes in the Project if determined to be in the public interest and advances the purposes of CALReUSE and report to the Authority any action taken.

**Section 5.** Except as specifically amended by this Resolution, all provisions and conditions of the Infill Grant Agreement dated July 29, 2009, as amended thereafter, shall remain unchanged and in full force and effect.