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**RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act**

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**From :** Omar Sandoval <osandoval@wss-law.com>

Fri, Apr 30, 2021 09:27 AM

**Subject :** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

 3 attachments

**To :** Tily Shue <tily.shue@tpl.org>

**Cc :** Alex Size <Alex.Size@tpl.org>, Robin Mark <Robin.Mark@tpl.org>, Greg Blodgett <greg1@ggcity.org>, Lisa Kim <lisak@ci.garden-grove.ca.us>, Grace Lee <gracel@ggcity.org>

Tily, thank you for your response. At your request, the City will delete the TPL appraisal because TPL's conditions for its receipt are not acceptable.

We simply are not certain that a court would apply the case you cited in your response to the current negotiations pertaining to the disposition of City property under the Surplus Land Act. While it seems reasonable to me that the case and its reasoning should apply, the City would nevertheless be exposed to potential liability should the local court disagree, and we are not willing to accept such liability given the interest in the local press and the demands from RiseUp Willowick!, OCCORD, and the Public Law Center. In fact, if you feel strongly that the law is settled that the City would not have to disclose TPL's appraisal, then TPL would have agreed to defend and indemnify the City in the event that a PRA lawsuit is filed against the City (and TPL as real party in interest) for disclosure of TPL's appraisal.

Omar.



Omar Sandoval  
Attorney at Law

555 Anton Blvd. Suite 1200  
Costa Mesa, CA 92626  
714-415-1049 • Fax: 714-415-1149  
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[www.wss-law.com](http://www.wss-law.com)

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**From:** Tily Shue <tily.shue@tpl.org>

**Sent:** Thursday, April 29, 2021 4:52 PM

**To:** Omar Sandoval <osandoval@wss-law.com>

**Cc:** Alex Size <Alex.Size@tpl.org>; Robin Mark <Robin.Mark@tpl.org>; Greg Blodgett <greg1@ggcity.org>; Lisa Kim <lisak@ci.garden-grove.ca.us>; Grace Lee <gracel@ggcity.org>

**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Dear Omar,

You're right that The Trust for Public Land ("TPL") is not a public agency; we're a nonprofit public benefit corporation. As we have clarified before, TPL is seeking to acquire the subject property on behalf of the public agency that will be the ultimate steward of the land, as the public interest intention is to continue its use as public recreational open-space. The appraisal in question was obtained in that connection for the benefit of the prospective acquiring public agency; I say that the appraisal belongs to TPL in that TPL paid for the work-product.

Because the City of Garden Grove's proposed disposition of the subject property pursuant to the Surplus Land Act (the "SLA") is set up as a competitive process, with interested prospective buyers undergoing separate negotiations and submitting competitive proposals, the apparent objective of the competitive process is to "award" the sale/lease to the winning proposal ("winning" within the parameters of the SLA). It is our reasonable expectation that negotiations with any competing prospective purchaser are not conducted "in a fishbowl" in the full view of other competing prospective purchasers. It is also our reasonable expectation that, during the negotiation period before a "winning" proposal is selected and winning party identified, each prospective purchaser's document with material information furnished to the City in good-faith in furtherance of negotiations is not made public and thus available to other competitors.

Our experience in doing transactions with public agencies is consistent with this observation in the League of California Cities' publication of the California Public Records Act, i.e., "[w]hile the public has a strong interest in scrutinizing the process leading to selection of the winning proposer, the local agency's interest in keeping [competitive proposals/negotiations] confidential outweighs the public's interest in disclosure until negotiations with the winning proposer are complete." So, also the following conclusion: "If the winning proposer has access to the specific details of other competing [proposals/negotiations], then the local agency is greatly impaired to secure the best possible deal on its constituents' behalf." The leeway given to public agencies to exempt certain documents from the Public Records Act is in Government Code Section 6255. (See also Michaelis, Montanari & Johnson v. Sup Ct (2006) 38 Cal. 4<sup>th</sup> 1065, 1077).

If the City will not agree to the terms of confidentiality set forth in my letter, then please delete from the City's records, and your records, the appraisal report attached to my letter, and destroy all soft and hard copies, if any, that have made of the appraisal report since receipt via Robin Mark's email.

We will be in touch as soon as we have completed our review of the City's appraisal.

Sincerely,  
Tily Shue

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**From:** Omar Sandoval <osandoval@wss-law.com>

**Sent:** Thursday, April 29, 2021 10:40 AM

**To:** Tily Shue <tily.shue@tpl.org>

**Cc:** Alex Size <Alex.Size@tpl.org>; Robin Mark <Robin.Mark@tpl.org>; Greg Blodgett <greg1@ggcity.org>; Lisa Kim <lisak@ci.garden-grove.ca.us>; Grace Lee <gracel@ggcity.org>

**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Tily,

Thank you for sharing TPL's appraisal. However, I don't think that the Public Records Act exemption in Govt. 6254(h) applies. That exemption is specific to appraisals obtained by "the public agency" for acquisition of land. Your letter clearly states that the appraisal belongs to TPL, and we are not aware that TPL is a "public agency."

However, the City would agree to give TPL notice within one business day of a request for a copy of TPL's appraisal so that TPL may seek a protective order from a court of competent jurisdiction against disclosure of TPL's appraisal. Furthermore, the City would agree to withhold the release TPL's appraisal only on the condition that TPL agrees to defend, indemnify and save the City of Garden Grove and its officers and employees harmless should a Public Records Act action be filed against the City in connection with the City's failure to release TPL's appraisal. If TPL will not agree to these terms, the City will not be able to agree to TPL's conditions given the City's obligations and legal liability under the Public Records Act.

Finally, as the City indicated in its letter to Ms. Mark, we have an appraisal at \$90 million and offers approaching a NPV of \$200 million so it might be a more productive use of our time to discuss a price for the property consistent with those values rather than quibble over an appraisal that is not based on the reasonable assumption that the property will be rezoned.

We look forward to your reply. Thank you. Omar.



Omar Sandoval  
Attorney at Law

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[www.wss-law.com](http://www.wss-law.com)

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**From:** Robin Mark <[Robin.Mark@tpl.org](mailto:Robin.Mark@tpl.org)>  
**Sent:** Wednesday, April 28, 2021 8:56 PM  
**To:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Cc:** Alex Size <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>; Tily Shue <[tily.shue@tpl.org](mailto:tily.shue@tpl.org)>; Greg Blodgett <[greg1@ggcity.org](mailto:greg1@ggcity.org)>; Omar Sandoval <[osandoval@wss-law.com](mailto:osandoval@wss-law.com)>; Omar Sandoval <[omars@ci.garden-grove.ca.us](mailto:omars@ci.garden-grove.ca.us)>; Lisa Kim <[lisak@ci.garden-grove.ca.us](mailto:lisak@ci.garden-grove.ca.us)>  
**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hello Grace,  
Per the email request below, please see attached for TPL's cover letter and appraisal.

Thank you,

Robin Mark  
323.333.6310

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**From:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Sent:** Monday, April 26, 2021 4:26 PM  
**To:** Robin Mark <[Robin.Mark@tpl.org](mailto:Robin.Mark@tpl.org)>  
**Cc:** Alex Size <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>; Tily Shue <[tily.shue@tpl.org](mailto:tily.shue@tpl.org)>; Greg Blodgett <[greg1@ggcity.org](mailto:greg1@ggcity.org)>; Omar Sandoval <[osandoval@wss-law.com](mailto:osandoval@wss-law.com)>; Omar Sandoval <[omars@ci.garden-grove.ca.us](mailto:omars@ci.garden-grove.ca.us)>; Lisa Kim <[lisak@ci.garden-grove.ca.us](mailto:lisak@ci.garden-grove.ca.us)>  
**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hi Robin,  
Confirming your email has been received by the City. We agree that the negotiating period commences on April 19, 2021. Per your request, please find the City initiated appraisal report [here](#). We have post it on the City's Surplus Land Act website under "City of Garden Grove Notice of Availability of Surplus Land".

We would appreciate a copy of your appraisal as well, thank you. For the time being, email correspondence would be preferred. At a later time, if a meeting needs to be scheduled, I'd be more than happy to set that up for the group.

Thank you.

**Grace E. Lee**  
Sr. Economic Development Specialist  
City of Garden Grove - Community & Economic Development Department  
Tel. (714) 741-5130

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**From:** "Robin Mark" <[Robin.Mark@tpl.org](mailto:Robin.Mark@tpl.org)>  
**To:** "Grace Lee" <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Cc:** "Alex Size" <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>, "Tily Shue" <[tily.shue@tpl.org](mailto:tily.shue@tpl.org)>, "Greg Blodgett" <[greg1@ggcity.org](mailto:greg1@ggcity.org)>  
**Sent:** Monday, April 26, 2021 8:33:28 AM  
**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Dear Grace,  
Thank you for your email sent to me on Monday April 19, delivering a copy of the letter from Assistant City Manager Lisa Kim, dated April 16, 2021. Ms. Kim's letter, amongst other things, stated that the City is notifying TPL that the City is commencing the 90-day negotiation period with TPL. Given that the letter was delivered to TPL on April 19, we believe that the 90-day period commences on April 19 and will last through July 18, 2021.

We are excited to be entering into the 90-day negotiation phase of the project and are quite ready to engage in good faith negotiations with the City and its team. To begin the negotiations, please allow this email to serve as a formal request for a copy of the City's appraisal referred to in Ms. Kim's letter that is said to list "the minimum value of the property at \$90M". As we know, the City's Notice of Availability did not list a price for the property and no appraisal independently establishing the value of the property has been made available by the City to TPL (or, to our knowledge, to other prospective buyers who timely submitted Notices of Interest). In connection with our proposed acquisition of the Willowick site, TPL commissioned an appraisal from a reputable, state-licensed MAI appraiser, whose work-product is of the standard that will bear scrutiny of the review and approval of state funding agencies. TPL's appraisal is based on the property's current zoning as open-space. Given that the City's appraisal is said to have established \$90M as the minimum value of the property, we are quite interested in how your appraiser arrived at this valuation figure. In particular, it would be important to know what extraordinary assumptions and/or hypothetical conditions were made by the City's appraiser in establishing the fair market value of the property.

Given the commencement of good faith negotiations, we would be happy to share our appraisal of the property for your review as well so we can all understand from where the discrepancies arise. Lastly, is email the City's preferred method for good faith negotiations at this time, or should we look to schedule a meeting in the coming weeks to discuss TPL's proposal directly?

Looking forward to your thoughts and your swift response as we do not want to waste any of the 90-day period.

Thank you,

Robin Mark  
323.333.6310

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**From:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Sent:** Monday, April 19, 2021 8:33 AM  
**To:** Robin Mark <[Robin.Mark@tpl.org](mailto:Robin.Mark@tpl.org)>  
**Cc:** Alex Size <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>; Tily Shue <[tily.shue@tpl.org](mailto:tily.shue@tpl.org)>; Greg Blodgett <[greg1@ggcity.org](mailto:greg1@ggcity.org)>  
**Subject:** Re: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hi Robin,  
Please find attached letter in response to the sale of the Willowick Property.

Thank you.

**Grace E. Lee**  
Sr. Economic Development Specialist  
City of Garden Grove - Community & Economic Development Department  
Tel. (714) 741-5130

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**From:** "Robin Mark" <[Robin.Mark@tpl.org](mailto:Robin.Mark@tpl.org)>  
**To:** "Grace Lee" <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Cc:** "Lisa Kim" <[lisak@ggcity.org](mailto:lisak@ggcity.org)>, "Alex Size" <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>, "Tily Shue" <[tily.shue@tpl.org](mailto:tily.shue@tpl.org)>  
**Sent:** Monday, April 12, 2021 11:36:15 AM  
**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hi Grace,  
Please provide an update on the City's plans to commence the negotiation period for the sale of the Willowick property.

Thank you,

Robin Mark  
323.333.6310

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**From:** Robin Mark  
**Sent:** Monday, February 1, 2021 8:52 AM  
**To:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Cc:** Lisa Kim <[lisak@ggcity.org](mailto:lisak@ggcity.org)>; Alex Size <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>; Tily Shue <[Tily.Shue@tpl.org](mailto:Tily.Shue@tpl.org)>  
**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hi Grace,

I hope you have been well. Following up on my email below, can you provide a status update on when the City plans to commence the negotiation period for the sale of the Willowick property? We have yet to hear any information on this item.

Thank you,

Robin Mark  
323.333.6310

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**From:** Robin Mark  
**Sent:** Thursday, January 7, 2021 3:48 PM  
**To:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Cc:** Lisa Kim <[lisak@ggcity.org](mailto:lisak@ggcity.org)>; Alex Size <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>; Tily Shue <[Tily.Shue@tpl.org](mailto:Tily.Shue@tpl.org)>  
**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Dear Ms. Kim,

Thank you for your letter acknowledging TPL's proposal and our desire to purchase the subject property on behalf of the State Coastal Conservancy for publicly accessible recreation and open space. The City invited proposals from prospective buyers who timely submitted Notices of Intention (Notices of Interest) in response to the City's Notice of Availability. We understand the proposal we submitted to be a preliminary step that provides the basis for entering into negotiations, rather than a statement of the final, definitive terms. I do want to clarify that while our proposal includes a dollar amount to purchase the property which is based on a restricted appraisal of the site, we believe this number may be subject to change once we enter into negotiations with the City. We have not had the benefit of a negotiation period at this time so what we have presented to you thus far is our most informed estimate of the site based on zoning and similar uses in the vicinity, but does not yet include any feedback from the City.

Please feel free to contact me at any time if you have any additional questions or concerns.

Lastly, can you please provide us with the details and process of the how the City plans to start and conduct the negotiation period?

Thank you,

Robin Mark (she/her)  
Los Angeles Program Director  
The Trust for Public Land  
135 W. Green St, Suite 200  
Pasadena, CA 91105  
(O) 323.223.0441 ext. 14

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**From:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Sent:** Tuesday, January 5, 2021 12:36 PM  
**To:** Robin Mark <[Robin.Mark@tpl.org](mailto:Robin.Mark@tpl.org)>  
**Cc:** Lisa Kim <[lisak@ggcity.org](mailto:lisak@ggcity.org)>; Alex Size <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>; Tily Shue <[tily.shue@tpl.org](mailto:tily.shue@tpl.org)>  
**Subject:** Re: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hello Ms. Mark,  
Please find attached the City's response to TPL's letter dated December 21, 2020.

Grace E. Lee  
Sr. Economic Development Specialist  
City of Garden Grove - Community & Economic Development Department  
Tel. (714) 741-5130

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**From:** "Robin Mark" <[Robin.Mark@tpl.org](mailto:Robin.Mark@tpl.org)>  
**To:** "Lisa Kim" <[lisak@ggcity.org](mailto:lisak@ggcity.org)>  
**Cc:** "Alex Size" <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>, "Tily Shue" <[tily.shue@tpl.org](mailto:tily.shue@tpl.org)>, "Grace Lee" <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Sent:** Monday, December 21, 2020 11:40:22 AM  
**Subject:** FW: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hello Ms. Kim,  
I received an out of office from Ms. Grace Lee, please see the email below. It is my understanding that the City of Garden Grove has requested TPL's response to the letter sent on December 14<sup>th</sup> regarding the sale of the Willowick Golf Course. I want to ensure the City receives our response in the requested timeline and so in Grace's absence have forwarded this email to you.

Please confirm receipt.

Thank you,

Robin Mark  
323.333.6310

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**From:** Robin Mark  
**Sent:** Monday, December 21, 2020 11:36 AM  
**To:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Cc:** Alex Size <[Alex.Size@tpl.org](mailto:Alex.Size@tpl.org)>; Tily Shue <[Tily.Shue@tpl.org](mailto:Tily.Shue@tpl.org)>  
**Subject:** RE: [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

Hello Grace,  
Please find the attached response to the letter submitted by Lisa Kim last week. As I stated in the attached, I am out of the office beginning today through the end of year. If you need anything from me during that time, please call my cell phone, number below.

Thank you and wishing you a healthy and happy holiday season.

Robin Mark  
323.333.6310

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**From:** Grace Lee <[gracel@ggcity.org](mailto:gracel@ggcity.org)>  
**Sent:** Monday, December 14, 2020 2:16 PM

**Subject:** [External] RE: Sale/Lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act

**CAUTION:** This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Greetings:

Please find attached correspondence as it relates to the sale/lease of the property located at 3017 W. 5th Street, Santa Ana, CA 92703 per the Surplus Land Act.

Thank you.

**Grace E. Lee**  
Sr. Economic Development Specialist  
City of Garden Grove - Community & Economic Development Department  
Tel. (714) 741-5130



**Wishing you a Merry Christmas and a better 2021 New Year!**

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