

Office of
The City Attorney
City of San Diego

MEMORANDUM
MS 59

(619) 533-5800

DATE: May 11, 2006
TO: City Clerk
FROM: City Attorney
SUBJECT: Sale of City-Owned Site 653 to Hillel of San Diego

In accordance with the City Council's direction on May 9, 2006, the City Attorney's Office has prepared Resolution Number R-301436 authorizing the sale of Site 653 to Hillel of San Diego. However, we could not attach the Purchase and Sales Agreement or the Grant Deed because the documents have not been finalized.

Specifically, in light of the Council's action, the Purchase and Sales Agreement must be revised to include the following indemnification language:

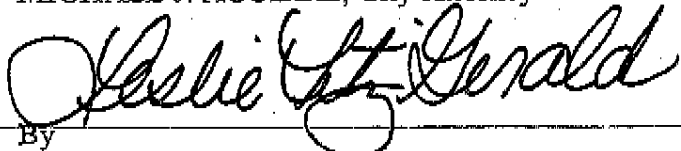
HILLEL OF SAN DIEGO shall protect, defend, indemnify, and hold CITY, its elected officials, officers, representatives, agents and employees, harmless from and against any and all claims asserted or liability established which arise out of or are in any manner directly or indirectly connected with this Agreement or the acquisition, development, occupancy, or use of the property, and all costs and expenses of investigating and defending against same, including without limitation attorney fees and costs. CITY may, at its election, conduct the defense or participate in the defense of any claim related in any way to this indemnification. If CITY chooses at its own election to conduct its own defense, participate in its own defense, or obtain independent legal counsel in defense of any claim related to this indemnification, HILLEL OF SAN DIEGO shall pay all of the costs related thereto, including without limitation reasonable attorney fees and costs.

Additionally, the proposed Grant Deed has not yet been reviewed and approved by the City Attorney's Office. Once these documents have been finalized by the Real Estate Assets

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Department and approved by my office, they will be forwarded to you. Please contact me if you have any questions or concerns.

MICHAEL J. AGUIRRE, City Attorney



By

Leslie A. FitzGerald
Chief Deputy City Attorney

LAF:lf