From: Chekouras, Katherine (Federal)
To: Alvis, Brian (Federal); Shawn Jensen
Subject: RE: AltaSea - FW: Covenant and Title opinion
Date: Tuesday, March 07, 2017 10:22:00 AM
Attachments: image001.png

Yes, the fee owner's attorney can fill out both documents. Usually public entities prefer to conduct this work in house and I believe their attorney has been involved on past phone calls.

However, the Recipients can hire any attorney they like to conduct the work so theoretically they could go to outside counsel or even the AltaSea attorney under an appropriate contractual arrangement. The key point is that the attorney has to be representing the fee owner.

Best,
Katy

Katherine Chekouras
Regional Counsel, Seattle Regional Office
U.S. Department of Commerce
Economic Development Administration
Jackson Federal Building
915 Second Ave., Room 1890
Seattle, WA 98174
(206) 220-7663

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From: Alvis, Brian (Federal)
Sent: Tuesday, March 07, 2017 9:57 AM
To: Shawn Jensen <sjensen@altasea.org>; Chekouras, Katherine (Federal) <KChekouras@eda.gov>
Subject: RE: AltaSea - FW: Covenant and Title opinion

Shawn/Katy

Just to be clear, I think what Katy means is that since the City of LA is the Owner, and AltaSea has a 50-year leasehold interest (both entities are Recipients of the EDA grant) the City of LA is the one who should prepare both the **Agreement & Mortgage** and the **Project Site Certificate.**

Katy, please confirm this……

Brian C. Alvis, P.E.

Civil Engineer
Economic Development Administration
915 Second Avenue – Room 1890
Seattle, WA 98174
Tel (206) 220-7688 | Fax (206) 220-7669

From: Shawn Jensen [mailto:sjensen@altasea.org]
Sent: Monday, March 06, 2017 5:15 PM
To: Chekouras, Katherine (Federal) <KChekouras@eda.gov>
Cc: Alvis, Brian (Federal) <BAlvis@eda.gov>
Subject: RE: AltaSea - FW: Covenant and Title opinion

Hi Katy,

Again, thank you for the response!

I will share this with our attorney and determine our next steps with her. I'll let you know asap.

Thank you,

SHAWN JENSEN
Manager of Government Funding and Program Partnerships
AltaSea at the Port of Los Angeles
Direct: (424)210-4326 Main: (424)210-4320
222 West 6th Street, Suite 1010
San Pedro, CA 90731
sjensen@altasea.org
altasea.org

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From: Chekouras, Katherine (Federal) [mailto:KChekouras@eda.gov]
Sent: Monday, March 06, 2017 5:11 PM
To: Shawn Jensen <sjensen@altasea.org>
Cc: Alvis, Brian (Federal) <BAlvis@eda.gov>
Subject: RE: AltaSea - FW: Covenant and Title opinion

That provision is not applicable to projects with improvements like AltaSea is proposing. Please proceed with the landowner filling out the title opinion for the fee. As previously discussed and agreed upon, the Agreement and Mortgage or Covenant will need to be on the fee and not the leasehold.

Please let me know if you need anything else.

Best,
Katy

Katherine Chekouras
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From: Shawn Jensen [mailto:sjensen@altasea.org]
Sent: Monday, March 06, 2017 5:07 PM
To: Chekouras, Katherine (Federal) <KChekouras@eda.gov>
Cc: Alvis, Brian (Federal) <BAlvis@eda.gov>
Subject: RE: AltaSea - FW: Covenant and Title opinion

HI Katy,

Thank you for the response!

I am sorry I should have provided additional detail. I believe we are clear on all items except for "Part Two". After reviewing the instructions we came across a bullet under Part Two – Title Opinion that we thought may apply to us:

"In the event the owner occupies the project land pursuant to a long-term lease, the attorney should contact the EDA regional counsel to coordinate appropriate language."

Because AltaSea is in a 50 year lease with the Port of LA we felt we should contact you for next

steps. Please let us know how to proceed.

Thank you,

SHAWN JENSEN
Manager of Government Funding and Program Partnerships
AltaSea at the Port of Los Angeles
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222 West 6th Street, Suite 1010
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sjensen@altasea.org
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From: Chekouras, Katherine (Federal) [mailto:KChekouras@eda.gov]
Sent: Monday, March 06, 2017 4:50 PM
To: Shawn Jensen <sjensen@altasea.org>
Cc: Alvis, Brian (Federal) <BAlvis@eda.gov>
Subject: RE: AltaSea - FW: Covenant and Title opinion

Hi Shawn,

Always happy to speak with recipient counsel.

With the title opinion you may need the attorney for the Port because, if I recall correctly, the Port is the landowner.

You sent me the instructions for our three part form. Attached is the actual form. I find it more beneficial if the attorney(s) have the opportunity to read the form before the call. My Wednesday is fairly open from 10-12 and 1-2:30 and 4:30-5:30.

General guidelines for "Part Two, Title Opinion" that I often tell Recipients are below:

As to item 1, if the attorney does not conduct the title search, EDA has accepted in the past language stating:

"I have examined the attached [insert title report/policy/exhibit] dated [insert date] which covers a time period of at least 40 years. Based upon said examination, I find and am of the opinion that [insert Recipient's name] is vested with marketable, fee simple title to the land referenced in Part One hereof as being required in fee, subject only to the following liens, encumbrances, and objections: see Exhibit 2A. Any encumbrances or objections to

the fee simple title listed will not, in my opinion, restrict or interfere with the contemplated construction, use or purpose of the aforesaid EDA Project."

As to item 2 – it may be customized to remove references to ROWs and/or leases if those are not applicable to the project.

As to item 4 – it may list the status of permits not yet obtained. EDA understands that not all permits are obtained before construction commences. Certain permits are generally required before construction. Usually these are listed in the Special Award Conditions.

Hope this helps,

Katy

Katherine Chekouras
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From: Shawn Jensen [mailto:sjensen@altasea.org]
Sent: Monday, March 06, 2017 4:24 PM
To: Chekouras, Katherine (Federal) <KChekouras@eda.gov>
Subject: FW: AltaSea - FW: Covenant and Title opinion

Hi Katy,

I was able to speak with Brain Alvis briefly about this particular item (title opinion) and he recommended that we set up a call between you and our attorney. Do you agree that this would be a productive next step and if so do you have any availability this week?

Thank you,

SHAWN JENSEN

Manager of Government Funding and Program Partnerships
AltaSea at the Port of Los Angeles
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From: Bansal, Shalini (Federal) [mailto:SBansal@eda.gov]
Sent: Thursday, March 02, 2017 11:35 AM
To: Alvis, Brian (Federal) <BAlvis@eda.gov>
Cc: Shawn Jensen <sjensen@altasea.org>
Subject: AltaSea - FW: Covenant and Title opinion

Brian,

I received this email for the AltaSea project. Since, I have handed off the project to you, can you please respond to Shawn regarding next steps.

Sincerely,

Shalini

From: Shawn Jensen [mailto:sjensen@altasea.org]
Sent: Thursday, March 02, 2017 11:30 AM
To: Bansal, Shalini (Federal) <SBansal@eda.gov>
Cc: Charuni Patibanda (cpatibanda@glaserweil.com) <cpatibanda@glaserweil.com>
Subject: RE: Covenant and Title opinion

Hi Shalini!

I hope you have been well. Prior to the Port executing the award document we were trying to find a path forward with the title opinion and had sent you the email below. Can you advise how we should proceed with next steps?

Thank you,

SHAWN JENSEN

Manager of Government Funding and Program Partnerships
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altasea.org

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From: Shawn Jensen
Sent: Friday, October 21, 2016 1:23 PM
To: 'Bansal, Shalini (Federal)' <SBansal@eda.gov>
Cc: Charuni Patibanda (cpatibanda@glaserweil.com) <cpatibanda@glaserweil.com>
Subject: RE: Covenant and Title opinion

Hi Shalini,

In reviewing the attached instructions we have come across a bullet under Part Two – Title Opinion that may apply to us:

"In the event the owner occupies the project land pursuant to a long-term lease, the attorney should contact the EDA regional counsel to coordinate appropriate language."

Because AltaSea is in a 50 year lease with the Port of LA we felt we should contact you for next steps. Please let us know how to proceed.

Thank you,

SHAWN JENSEN
Manager of Government Funding and Program Partnerships
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From: Bansal, Shalini (Federal) [mailto:SBansal@eda.gov]
Sent: Friday, October 14, 2016 4:49 PM
To: Shawn Jensen <sjensen@altasea.org>
Subject: FW: Covenant and Title opinion

Shawn,

Here are the covenant forms, instructions to fill out the form and the EDA certificate requirements for title opinion. Please let us know if you have any questions.

Thanks,

Shalini

From: Chekouras, Katherine (Federal)
Sent: Friday, October 14, 2016 3:18 PM
To: Bansal, Shalini (Federal) <SBansal@eda.gov>
Subject: Covenant and Title opinion

Shalini-

Attached are the discussed forms.

I updated the covenant to reflect that 2 CFR 200 replaced 15 CFR Parts 24 and 14.

I am including the instruction sheet for the title opinion.

Best,
Katy

Katherine Chekouras
Regional Counsel, Seattle Regional Office
U.S. Department of Commerce
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