

**LETTER OF INTENT BETWEEN  
COUNTY OF ORANGE  
AND  
CITY OF SANTA ANA**

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THIS LETTER OF INTENT ("LOI") is made and entered into July 31, 2025, by and between the COUNTY OF ORANGE, a political subdivision of the State of California ("County") and the CITY OF SANTA ANA ("City"). The County and the City may be referred to herein individually as a "Party" or collectively as the "Parties."

RECITALS

- A. The County is the fee owner of an approximately 0.7 acre parcel which contains a portion of Assessor's Parcel 008-067-45 and is commonly known as the "Plaza of the Fountains." The parcel is illustrated on Exhibit A, attached hereto, as Parcel A.
  - B. The City intends to undertake Project 24-9002 under its capital improvement program, which will demolish the former State of California building known as Civic Center Building 28, the Plaza of the Fountains north and west of Building 28, and a pedestrian bridge.
  - C. The County's adjacent Law Library at 515 North Flower Street ("Law Library") is to be protected in place with the Project and access to the Law Library must be preserved.
  - D. On April 22, 2025 the Orange County Civic Center Authority (OCCCA) approved the Fiscal Year 2025-2026 Orange County Civic Center Parking and Maintenance Budget (Fund 828), which included an allocation of \$500,000 for Modification to Law Library Deck (Plaza of the Fountains) and Access.
  - E. The City plans to expend the \$500,000 for Modification to Law Library Deck (Plaza of the Fountains) and Access on access accommodations including construction of features situated outside of Parcel A to maintain/improve/modify access to the Law Library. The cost of providing the access accommodations and related design changes for features outside of Parcel A is expected to exceed the available \$500,000, which excess will be funded by the City.
  - F. The purpose of this LOI is to memorialize the intent of the Parties to enter into negotiations for an agreement wherein the Parties would agree to a land transfer that would result in the City acquiring all interest in the Plaza of the Fountains ("**Land Transfer Agreement**").
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INTENTIONS

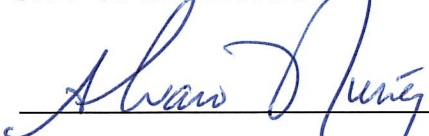
NOW, THEREFORE, County and City agree to enter into negotiations for the preparation of a Land Transfer Agreement to memorialize the proposed exchange materially as follows:

1. The County shall convey fee ownership of Parcel A to the City via a Land Transfer Agreement.
2. The City shall include specific provisions in the scope of work for Project 24-9002 to maintain access to the Law Library. Exhibit B, attached hereto, identifies initial proposed scope of work items, lying both within and outside Parcel A, specific to maintaining access to the Law Library. The final scope of work shall be mutually agreed to be the Parties.
3. The cost of providing the Law Library access scope of work items and related design changes for features outside of Parcel A is expected to exceed the available OCCCA funding of \$500,000. Therefore, the City will fund any additional costs to complete the proposed work items listed in Exhibit B (with the final scope of work to be mutually approved by the Parties), and in exchange, the County and City will enter into a Land Transfer Agreement wherein the County will convey the Acquisition Area depicted in Exhibit B2 to the City for the sum of one dollar (\$1).
4. Any third-party costs related to the Land Transfer Agreement shall be shared equally by the County and the City. The Parties shall be responsible for their own internal costs.
5. The County will be required to obtain approval from the Orange County Board of Supervisors to convey the parcel. The City will be required to obtain approval from the Santa Ana City Council to receive the parcel.
5. Any amendments to this LOI shall be made in writing by County and City.
6. This LOI is solely a preliminary expression of general interest and intentions of the Parties and is to be used for discussion and planning purposes only. The Parties agree that this LOI is not intended to create any legally binding agreement or obligation, either implied or expressed by any Party to agree to a definitive agreement, and imposes no duty on any Party to ultimately enter into a binding agreement. It is the manifestation of the intent of the Parties that no Party shall have any contractual obligations to any other Party with respect to matters referred herein, unless and until a definitive agreement has been considered, approved, and fully executed by the Board of Supervisors and the Santa Ana City Council.

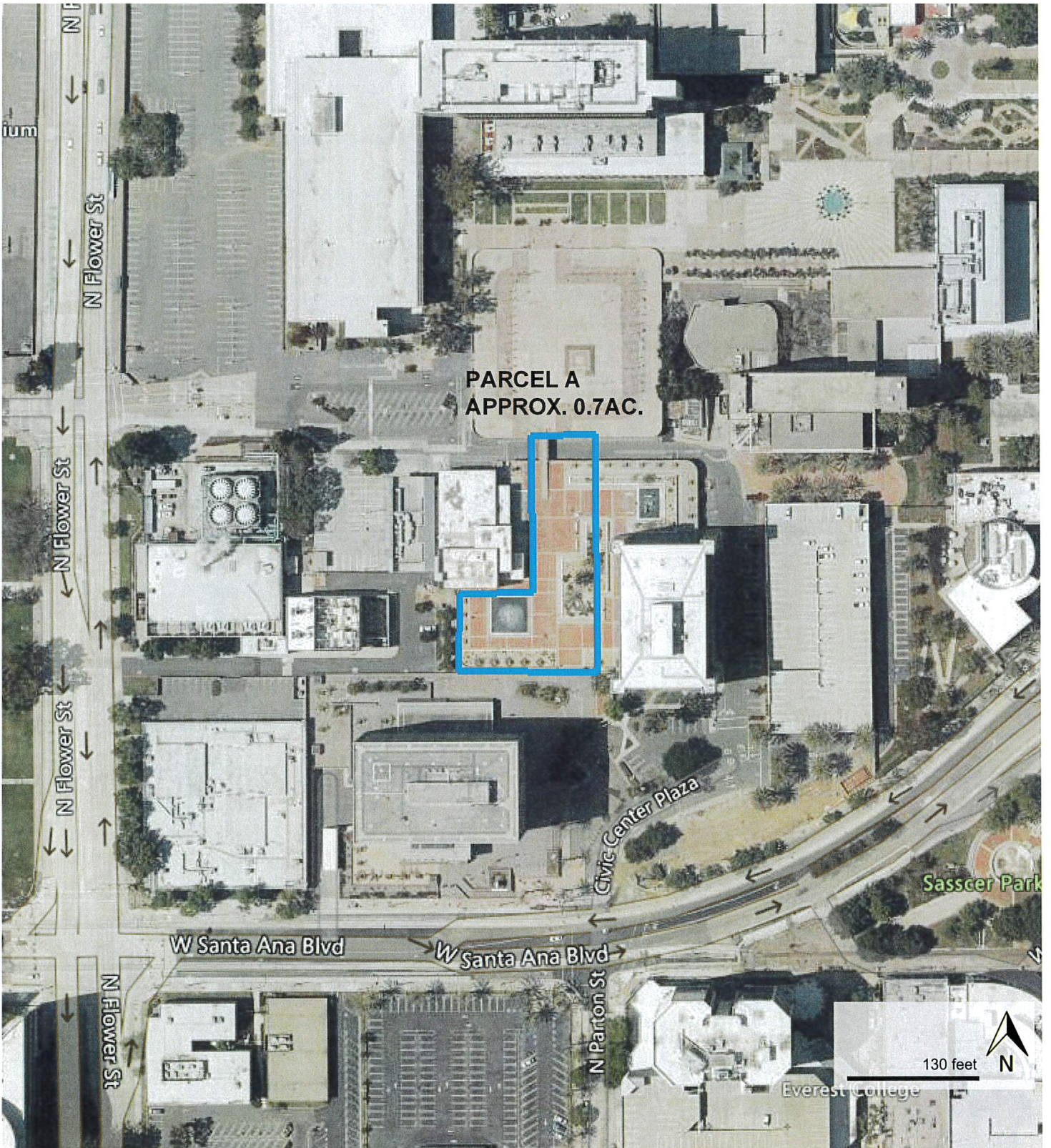
COUNTY OF ORANGE

  
\_\_\_\_\_  
Thomas Miller, Chief Real Estate Officer

CITY OF SANTA ANA

  
\_\_\_\_\_  
Alvaro Nunez, City Manager

# EXHIBIT A



## **EXHIBIT B**

The City of Santa Ana's Capital Improvement Project 24-9002 is proposed to demolish the former State of California Building 28, the Plaza of the Fountains north and west of Building 28, and a pedestrian bridge. The Level 1 retaining wall that runs along the west and south side of the Plaza will remain in place. The County's adjacent Law Library at 515 North Flower Street (Library) is planned to be protected in place.

The Law Library's (Library) building footprint varies across levels. The bathrooms are supported by columns on Level 1. Levels 3, 4, and 5 cantilever over the plaza in different areas. Levels 1 and 2 have exits that must remain accessible.

The scope of work for the project will include the following access accommodations, which will be situated outside of Parcel A, with the final Scope of Work for the project to be mutually agreed to by the Parties:

1. Maintain Library Level 1 exit and Plaza Pump Room exit.
2. Maintain Library Bathrooms that extend over the lower level parking.
3. Maintain Accessible paths to each element above during construction.
4. Remove the existing Plaza Level Grand Library East Stair. See attached Exhibit B2.
5. Construct New Plaza Level Library East Stair within proposed County Limits. See attached Exhibit B2.
6. If needed, Level 2 emergency exit to be maintained, installation of new stairs from Level 2 to Level 1. See attached Exhibit B2.
7. Repair work associated with the items listed above.
8. Design Change Orders for these improvements.

**BERNARDS**  
 Orange County  
 Office  
 2569 McCabe Way,  
 Suite 100  
 Irvine, CA 92614  
 949 461 3650



CITY OF SANTA ANA  
 28 CIVIC CENTER PLAZA  
 SANTA ANA, CA 92701

SANTA ANA STATE BUILDING DEMOLITION

28 CIVIC CENTER PLAZA  
 SANTA ANA, CA 92701

PROJECT NO.	
DATE	
REVISION	
DATE	
BY	

REP # \_\_\_\_\_ DATE \_\_\_\_\_

SHEET TITLE AND NO.  
 EXISTING  
 CONTEXT SITE  
 PLAN - LOW LEVEL

SKA-01

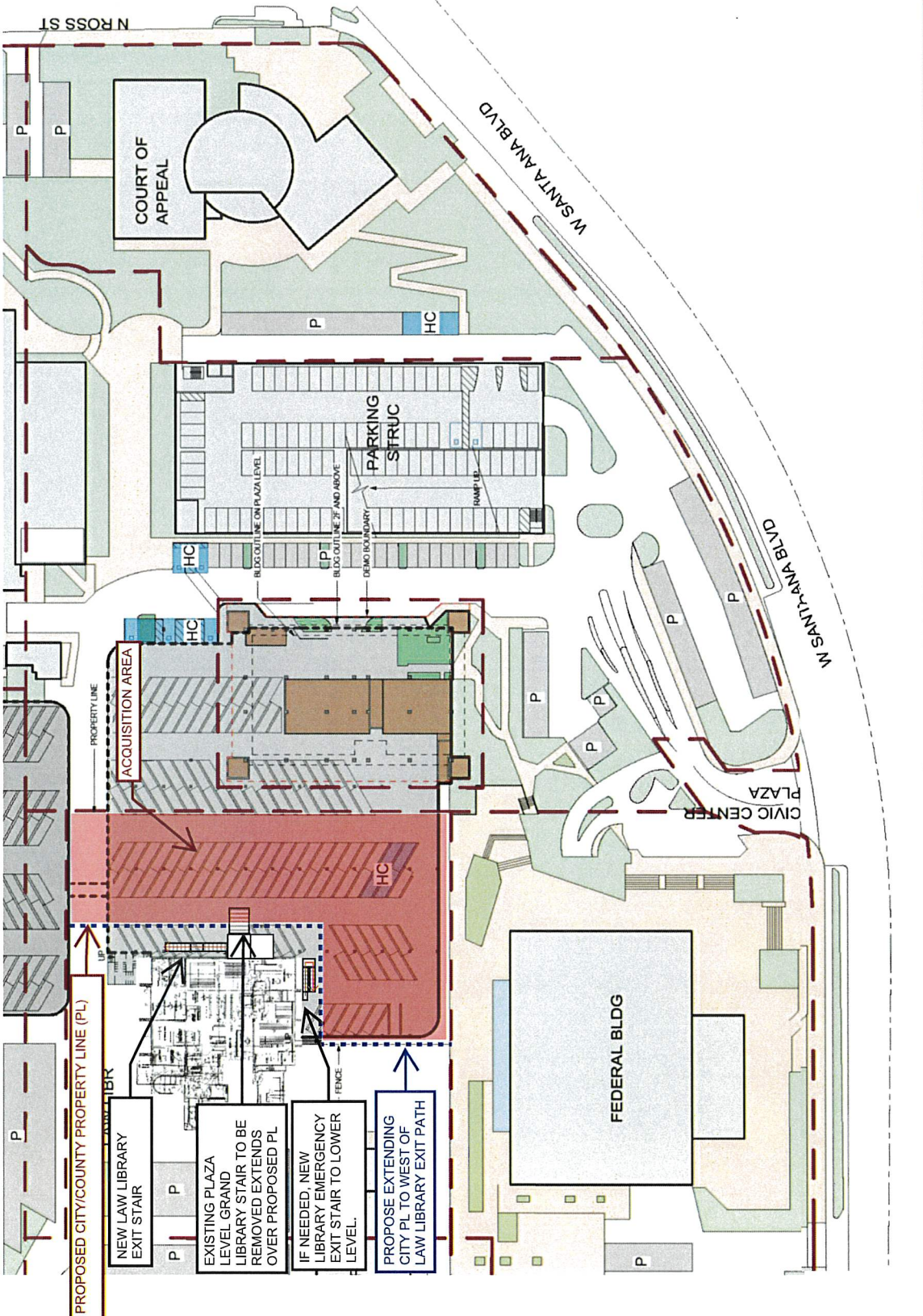


EXHIBIT B2