



City of Emeryville

INCORPORATED 1896

1333 Park Avenue

Emeryville, California 94608-3517

Tel: (510) 596-4300 | Fax: (510) 596-4389

CERTIFICATE

STATE OF CALIFORNIA }
COUNTY OF ALAMEDA } ss.
CITY OF EMERYVILLE }

I, SHERI HARTZ, CITY CLERK of the City of Emeryville, do hereby certify the foregoing:

RESOLUTION OB02-17

Resolution Of The Emeryville Oversight Board Of The City Of Emeryville As Successor Agency To The Emeryville Redevelopment Agency Approving And Adopting The Recognized Obligation Payment Schedule For The Period Of July 1, 2017, Through June 30, 2018 ("ROPS 17-18") Pursuant To Health And Safety Code Section 34177

was duly passed and adopted at a Special Meeting held on the 24th day of the January, 2017.

DATED: January 25, 2017

Sheri Hartz, CMC
City Clerk

RESOLUTION NO. OB02-17

Resolution Of The Emeryville Oversight Board Of The City Of Emeryville As Successor Agency To The Emeryville Redevelopment Agency Approving And Adopting The Recognized Obligation Payment Schedule For The Period Of July 1, 2017, Through June 30, 2018 ("ROPS 17-18") Pursuant To Health And Safety Code Section 34177

WHEREAS, the California state legislature enacted Assembly Bill x1 26 to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code Section 33000 et seq.) (the "Dissolution Act"); and

WHEREAS, on January 17, 2012 and pursuant to Health and Safety Code Section 34173, the City Council of the City of the City of Emeryville elected to have the City of Emeryville ("City") serve as successor agency ("Successor Agency") for the dissolved Emeryville Redevelopment Agency ("Redevelopment Agency") effective February 1, 2012; and

WHEREAS, on February 1, 2012, the former Redevelopment Agency was dissolved pursuant to Health and Safety Code Section 34172; and

WHEREAS, the Successor Agency is responsible for implementing the Dissolution Act; and

WHEREAS, Health and Safety Code Section 34179 of the Dissolution Act provides for the appointment of an Oversight Board with specific duties to approve certain Successor Agency actions, including the approval of the recognized obligation payment schedules (ROPS), pursuant to Health and Safety Code Section 34177 and 34180; and

WHEREAS, at its meeting of January 17, 2016, the Successor Agency reviewed and duly considered the staff report of the same date, the documentation provided in support of the staff report, the testimony provided during the public meeting, and the Recognized Obligation Payment Schedule for the period of July 1, 2017 through June 30, 2018 ("ROPS 17-18"), and thereafter adopted a resolution approving ROPS 17-18; and

WHEREAS, the Emeryville Oversight Board has reviewed and duly considered the staff report dated January 24, 2017, the documentation provided in support of the staff report, the testimony provided during the public meeting, and the Recognized Obligation Payment Schedule for the period of July 1, 2017 through June 30, 2018, known as ROPS 17-18 and attached hereto as Exhibit A; now, therefore, be it

RESOLVED, in accordance with Health and Safety Code Section 34177, the Oversight Board hereby approves and adopts the Recognized Obligation Payment Schedule for the period July 1, 2017 through June 30, 2018, known as ROPS 17-18 and attached hereto as Exhibit A; and, be it, further

RESOLVED, that the Oversight Board hereby authorizes and directs the City Manager and Finance Director or their designees to file a copy of this Resolution and the Recognized Obligation Payment Schedule for the period July 1, 2017 through June 30,

2018, known as ROPS 17-18 and attached hereto as Exhibit A, with the Department of Finance, the State Controller's Office, the Alameda County Administrative Officer, and the Alameda County Auditor- Controller; and, be it further

RESOLVED, that the Oversight Board hereby authorizes the City Manager, City Attorney and the Finance Director to initiate and engage in the meet and confer process with the Department of Finance in accordance with Section 34177 (o) in the event any line item on the Recognized Obligation Payment Schedule for the period July 1, 2017 through June 30, 2018, known as ROPS 17-18 and attached hereto as Exhibit A, is rejected by the Department of Finance.

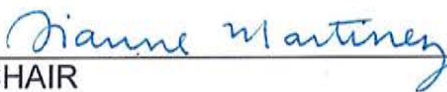
ADOPTED, by the Emeryville Oversight Board of the City of Emeryville as Successor Agency to the Emeryville Redevelopment Agency at a special meeting held Tuesday, January 24, 2017, by the following vote:

AYES:	<u>5</u>	Chair Martinez, Vice Chair Brown and Board Members Gooding, Harper and Parenti
NOES:	<u>0</u>	_____
ABSTAIN:	<u>0</u>	_____
ABSENT:	<u>1</u>	Board Member Little

ATTEST:



SECRETARY


CHAIR

Recognized Obligation Payment Schedule (ROPS 17-18) - Summary

Filed for the July 1, 2017 through June 30, 2018 Period

Successor Agency: Emeryville
 County: Alameda

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	17-18A Total (July - December)	17-18B Total (January - June)	ROPS 17-18 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ 1,294,607	\$ 200,000	\$ 1,494,607
B Bond Proceeds	-	-	-
C Reserve Balance	666,960	-	666,960
D Other Funds	627,647	200,000	827,647
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 14,751,165	\$ 17,005,417	\$ 31,756,582
F RPTTF	14,488,427	16,742,679	31,231,106
G Administrative RPTTF	262,738	262,738	525,476
H Current Period Enforceable Obligations (A+E):	\$ 16,045,772	\$ 17,205,417	\$ 33,251,189

Dianne Martinez
 Name Title
 /s/ Dianne Martinez 1/26/2017
 Signature Date

Certification of Oversight Board Chairman:
 Pursuant to Section 34177 (c) of the Health and Safety code, I
 hereby certify that the above is a true and accurate Recognized
 Obligation Payment Schedule for the above named successor
 agency.

Emeryville Recognized Obligation Payment Schedule (ROPS 17-18) - ROPS Detail

July 1, 2017 through June 30, 2018

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	17-18A (July - December)					17-18B (January - June)					W	
											Fund Sources					Fund Sources						
											L	M	N	O	P	Q	R	S	T	U		V
Item #	Project Name/Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 17-18 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	17-18A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	17-18B Total
								\$ 180,516,482		\$ 33,251,189	\$ -	\$ 666,960	\$ 627,647	\$ 14,488,427	\$ 262,738	\$ 16,045,772	\$ -	\$ -	\$ 200,000	\$ 16,742,679	\$ 262,738	\$ 17,206,417
1	Administrative Cost Allowance Per Contract for services	Admin Costs	7/1/2017	6/30/2018	City of Emeryville	ADM-Finance Administrative Cost	Both	515,476	N	\$ 515,476					257,738	\$ 257,738					5,000	\$ 257,738
4	Contract for services	Admin Costs	1/1/2015	6/30/2018	Renne Sloane Holtzman Sakai LLP	ADM-Oversight Board Legal Counsel Provide legal advice to Board	Both	10,000	N	\$ 10,000					5,000	\$ 5,000					5,000	\$ 5,000
10	Affordable Housing Option Agreement (Feb 15, 2011)	Remediation	2/15/2011	12/31/2023	City of Emeryville-Housing Successor	AH-3706 San Pablo Avenue/1025 MacArthur Remediation of 3706 SPA	Emeryville	50,000	N	\$ 50,000		25,000				\$ 25,000				25,000		\$ 25,000
39	Professional Services Agreement (September 1, 2010)	Litigation	9/1/2010	6/30/2018	Cox Castle NicholSEN	ENV-Bay Street - Site B Cost Recovery Site B environmental cost recovery litigation	Emeryville	50,000	N	\$ 50,000		25,000				\$ 25,000				25,000		\$ 25,000
40	Settlements w/ Chevron, Adams, Koeckritz, Robinson, UPRR (July 23, 2010); Agency v Robinson et.al.; Alameda County Sup Ct, Case No. RG06-267594	Remediation	7/23/2010	6/30/2018	EKI, California EPA - DTSC, Clearwater & other vendors	ENV-Bay Street - Site B Groundwater Remediation Costs to remediate groundwater beneath Site B from on-site and off-site sources	Emeryville		N													
41	Professional Services Agreement (10/6/04) and Amendments; 12/2/05; 5/19/06; 2/16/07; 2/19/07; 6/9/08; 12/16/08; 4/21/09; 7/21/09; 5/2/10; 9/21/10; 4/5/11; 6/18/13; 1/20/15; 6/16/15; 1/1/16	Remediation	10/6/2004	6/30/2023	Erler & Kalinowski (EKI)	ENV-Bay Street - Site B Groundwater Remediation Environmental engineer re on-going groundwater remediation at Site B	Emeryville	2,845,000	N	\$ 200,000		100,000				\$ 100,000				100,000		\$ 100,000
43	Environmental Oversight Agreement	Remediation	6/27/2011	6/30/2018	California EPA - DTSC	ENV-Bay Street - Site B Groundwater Remediation Site B groundwater remediation oversight	Emeryville	50,000	N	\$ 50,000		25,000				\$ 25,000				25,000		\$ 25,000
44	Professional Services Agreement PSA (3/31/2003); 1st Amendment to PSA (04/20/2004); 2nd Amendment to PSA (10/5/2011)	Remediation	3/31/2003	12/31/2022	Erler & Kalinowski (EKI)	ENV-Bay Street Site - A Groundwater Monitoring Environmental engineer re on-going groundwater monitoring at Bay Street/Site A	Shellmound	420,000	N	\$ 50,000		21,960	3,040			\$ 25,000				25,000		\$ 25,000
45	Environmental Oversight Agreement (Amended 3/13/07)	Remediation	3/13/2007	12/31/2022	California EPA - DTSC	ENV-Bay Street Site - A Groundwater Monitoring Regulatory Oversight 7/20/98 12/31/22	Shellmound	15,000	N	\$ 15,000			7,500			\$ 7,500				7,500		\$ 7,500
46	Settlement Agreement & Order (Feb 23, 2001) - Agency v Elementis; US District Ct, Case No. C99-03719 WHA	Remediation	2/23/2001	12/31/2022	Sherwin Williams	ENV-Bay Street Site - A Groundwater Monitoring Reimbursement of Groundwater Monitoring/Remediation Costs w/credit for sums paid to EKI	Shellmound		N	\$ -						\$ -						\$ -
47	Disposition and Development Agreement (Section 212) - Long Term Risk Management Plan	Remediation	9/23/1999	12/31/2022	5616 Bay Street Investors LLC	ENV-Bay Street Site - A Groundwater Monitoring Responsible for costs of groundwater monitoring and remediation as between Agency and property owners	Shellmound		N	\$ -						\$ -						\$ -
48	City/Agency Purchase & Sale Agreement (June 4, 2009) - Corp Yard/Jan 27, 2012 Claim of City of Emeryville-California Tort Claim Act	Remediation	6/4/2009	6/30/2018	City of Emeryville as Indemnitee	ENV-Corporation Yard Remediation Indemnification of City for costs of remediation and monitoring of soil and groundwater contamination	Emeryville		N	\$ -						\$ -						\$ -
49	Professional Services Agreement (September 1, 2010)	Legal	9/1/2010	6/30/2018	Cox Castle NicholSEN	ENV-Corporation Yard Remediation Legal services relating to recovery of remediation costs	Emeryville	1,250,000	N	\$ 1,250,000		368,800	92,773	288,427		\$ 750,000			200,000	300,000		\$ 500,000
50	Voluntary Cleanup Agreement (January 31, 2012)	Remediation	1/31/2012	6/30/2018	California EPA - DTSC	ENV-Corporation Yard Remediation Oversight of assessment, remediation and monitoring of hazardous	Emeryville	150,000	N	\$ 150,000		75,000				\$ 75,000				75,000		\$ 75,000
51	Professional Services Agreement (January 31, 2012); 1st Amendment (July 16, 2013); 2nd Amendment (August 27, 2015); Third Amendment (January 1, 2016); Fourth Amendment (November 15, 2016)	Remediation	1/31/2012	6/30/2023	Erler & Kalinowski (EKI)	ENV-Corporation Yard Remediation and monitoring of soil and groundwater contamination	Emeryville	42,050,000	N	\$ 19,000,000				14,000,000		\$ 14,000,000				5,000,000		\$ 5,000,000
62	Contract for services	Professional Services	11/30/2009	6/30/2018	Lance Soll & Lungard	F-Finance Audit Services	Both	17,000	N	\$ 17,000		15,300				\$ 15,300				1,700		\$ 1,700
63	Bank account	Fees	1/1/2015	6/30/2018	Wells Fargo Bank	F-Finance Bank fees	Both	1,800	N	\$ 1,800		900				\$ 900				900		\$ 900
64	Bond Trustee Fees	Fees	9/1/1995	9/1/2034	Bank of New York Mellon	F-Finance Bond Trustee services	Both	7,500	N	\$ 7,500		7,500				\$ 7,500						\$ -
67	Contract for services	Professional Services	1/12/1990	6/30/2018	MuniServices	F-Finance Property Tax Audit Services	Both		N	\$ -						\$ -						\$ -
80	Lease (3/2/1993)	Miscellaneous	3/2/1993	10/15/2018	Alameda County	PI-Amtrak Station Property Taxes for Amtrak Stn	Emeryville	40,000	N	\$ 40,000			20,000			\$ 20,000				20,000		\$ 20,000
81	Lease (3/2/1993)	Property Dispositions	3/2/1993	10/15/2018	Wareham Development Corp	PI-Amtrak Station Obligation to purchase upon termination	Emeryville	1	N	\$ -						\$ -						\$ -
82	Amended and Restated Passenger Station Lease/Purchase	Property Dispositions	1/19/2000	10/15/2018	National Railroad Passenger Corp	PI-Amtrak Station Sublease of Amtrak station - obligation to sell upon termination	Emeryville		N	\$ -						\$ -						\$ -
103	Tax Allocation Revenue Bond covenants	Professional Services	7/1/2014	6/30/2018	Wildan Financial	F-Finance Annual Continuing Disclosure reporting	Both	2,500	N	\$ 2,500						\$ -				2,500		\$ 2,500
104	Tax Allocation Revenue Bond covenants	Professional Services	7/1/2014	6/30/2018	PFM Group	F-Finance Arbitrage/Rebate calculations	Both	2,500	N	\$ 2,500		2,500				\$ 2,500						\$ -
108	Lease (3/2/1993)	Property Maintenance	3/2/1993	10/15/2018	Wareham Development Corp.	Amtrak Station Lease-Obligation to pay for maintenance costs	Emeryville	50,000	N	\$ 25,000			12,500			\$ 12,500				12,500		\$ 12,500
116	Tax Allocation Refunding Bonds, 2014A Debt Service Payment	Refunding Bonds Issued After 6/27/12	9/3/2014	9/1/2034	Bank of New York Mellon	Full annual debt service for calendar year per bond docs. Interest payable March 1 and Sept 1, principal payable Sept 1	Both	116,379,750	N	\$ 9,771,750						\$ -				9,771,750		\$ 9,771,750
117	Tax Allocation Refunding Bonds, 2014B Debt Service Payment	Refunding Bonds Issued After 6/27/12	9/3/2014	9/1/2031	Bank of New York Mellon	Full annual debt service for calendar year per bond docs. Interest payable March 1 and Sept 1, principal payable Sept 1	Both	15,918,121	N	\$ 1,350,829						\$ -				1,350,829		\$ 1,350,829
120	Agreement Regarding SERAF Repayment Schedule	SERAF/ERAF	2/3/2015	9/1/2034	City of Emeryville Housing Successor	Repayment of SERAF shift per HSC 33690- Resolution No RD19-10	Both	691,834	N	\$ 691,834			491,834	200,000		\$ 691,834						\$ -
121									N	\$ -						\$ -						\$ -

Emeryville Recognized Obligation Payment Schedule (ROPS 17-18) - ROPS Detail

July 1, 2017 through June 30, 2018

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	17-18A (July - December)					Q	17-18B (January - June)					W	
											Fund Sources						Fund Sources						
											L	M	N	O	P		R	S	T	U	V		
Item #	Project Name/Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	ROPS 17-18 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	17-18A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	17-18B Total	
122									N	\$ -						\$ -							\$ -
123									N	\$ -						\$ -							\$ -
124									N	\$ -						\$ -							\$ -
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173									N	\$ -						\$ -							\$ -

**Emeryville Recognized Obligation Payment Schedule (ROPS 17-18) - Report of Cash Balances
(Report Amounts in Whole Dollars)**

Pursuant to Health and Safety Code section 34177 (I), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation. For tips on how to complete the Report of Cash Balances Form, [see Cash Balance Tips Sheet](#).

A	B	C	D	E	F	G	H	I	
		Fund Sources							
		Bond Proceeds		Reserve Balance		Other	RPTTF		
	Cash Balance Information by ROPS Period	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS period balances and DDR RPTTF balances retained	Prior ROPS RPTTF distributed as reserve for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	Comments	
ROPS 15-16B Actuals (01/01/16 - 06/30/16)									
1	Beginning Available Cash Balance (Actual 01/01/16)								
		166,830		21,529,035			-		
2	Revenue/Income (Actual 06/30/16) RPTTF amounts should tie to the ROPS 15-16B distribution from the County Auditor-Controller during January 2016								
		149				827,647			
3	Expenditures for ROPS 15-16B Enforceable Obligations (Actual 06/30/16)								
		166,979		3,873,787					
4	Retention of Available Cash Balance (Actual 06/30/16) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)								
				8,727,995				Tax Allocation Refunding Bonds - principal and interest paid in 9/16.	
5	ROPS 15-16B RPTTF Balances Remaining	No entry required							
6	Ending Actual Available Cash Balance C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)								
		\$ -	\$ -	\$ 8,927,253	\$ -	\$ 827,647	\$ -	\$8.26M was spent in the 16-17A ROPS period. \$1.29M is applied to the 17-18A ROPS period and \$200K is applied to the 17-18B period.	

