

COUNTY OF ALAMEDA COUNTYWIDE OVERSIGHT BOARD

RESOLUTION NUMBER NO. OB-20~~20~~ - 04

**A RESOLUTION OF THE COUNTY OF ALAMEDA
COUNTYWIDE OVERSIGHT BOARD
APPROVING THE ANNUAL RECOGNIZED OBLIGATION PAYMENT SCHEDULE
AND ADMINISTRATIVE BUDGET FOR THE SUCCESSOR AGENCY OF THE
EMERYVILLE REDEVELOPMENT AGENCY FOR
THE PERIOD JULY 1, 2020 - JUNE 30, 2021, PURSUANT TO SECTION 34177 OF
THE CALIFORNIA HEALTH AND SAFETY CODE**

WHEREAS, the Redevelopment Dissolution Law (AB 1X 26, enacted June 28, 2011, as amended by AB 1484, enacted June 27, 2012 and SB 107, enacted September 22, 2015) and Section 34177 of the Health and Safety Code required the successor agencies, among other things, to expeditiously wind down affairs of each former redevelopment agency (“RDA”), while continuing to meet the former RDA’s enforceable obligations, overseeing completion of redevelopment projects, and disposing of the assets and properties of the former RDA, all as directed by the successor agencies’ oversight boards pursuant to Health and Safety Code Section 34179; and

WHEREAS, Health and Safety Code Section 34179(j) provided for the creation of a single Countywide Oversight Board (“Oversight Board”) commencing on and after July 1, 2018; and

WHEREAS, Section 34177 (o) of the Health and Safety Code requires the Successor Agency of the Emeryville Redevelopment Agency (“Successor Agency”), following approval by the Oversight Board, to submit to the State Department of Finance (“DOF”), and to the Alameda County Auditor-Controller (“County Auditor”) for review, the Recognized Obligation Payment Schedules (“ROPS”) in the manner provided by DOF no later than February 1; and

WHEREAS, Section 34177 (l) (1) of the Health and Safety Code requires the Successor Agency of the Emeryville Redevelopment Agency (“Successor Agency”) to prepare a ROPS listing the former RDA’s recognized enforceable obligations, payment sources, and related information for each one-year fiscal period; and

WHEREAS, commencing July 1, 2016, and for each fiscal year thereafter, the Successor Agency is entitled to an annual administrative cost allowance pursuant to Health and Safety Code Section 34171(b); and

WHEREAS, Section 34177 (j) of the Health and Safety Code requires the Successor Agency of the Emeryville Redevelopment Agency (“Successor Agency”), to prepare a proposed administrative budget (“Administrative Budget”) and submit it to the Oversight Board for approval; and

WHEREAS, the Successor Agency has prepared a draft of the ROPS and Administrative Budget for the period July 1, 2020 through June 30, 2021 for the ROPS 20-21 and Administrative Budget 20-21, respectively, and submitted to the Oversight Board for approval; and

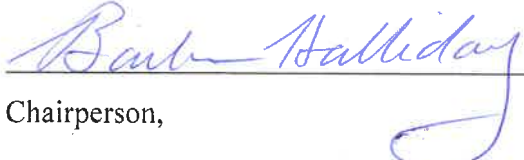
WHEREAS, the Oversight Board held a public meeting on January 22, 2020, and considered the ROPS 20-21 and Administrative Budget 20-21 following the notice required by law.

NOW, THEREFORE, RESOLVED that the Oversight Board hereby approves “Recognized Obligation Payment Schedule for the period July 1, 2020 through June 30, 2021” attached to this resolution as Exhibit A.

FURTHER RESOLVED that the Oversight Board hereby approves “Administrative Budget for the period July 1, 2020 through June 30, 2021” attached to this resolution as Exhibit B. The Successor Agency is authorized to re-allocate expenditures between line item categories shown in the Administrative Budget and/or to retain outside services as needed to carry out the Successor Agency’s administrative responsibilities, provided that the total amount of the Administrative Budget is not exceeded.


PASSED AND ADOPTED at a regular meeting of the Oversight Board for the Successor Agency of the Emeryville Redevelopment Agency this 22nd day of January, 2020, by the following vote:

| Board Members | Carson County Board of Supervisors | Halliday City Selection Committee | Sethy Ind. Special District Committee | Mack-Rose County Office of Education | Dela Rosa Chancellor of the CA Comm. College | O’Connell County Board of Supervisors (Public) | Katz Mulvey Recognized Employee Organization |
|----------------------|--|---|---|--|---|---|--|
| AYES: | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| NOES: | | | | | | | |
| ABSENT: | | | | | | | |
| ABSTAIN: | | | | | | | |



 Chairperson,

ATTEST:



 Secretary of the Countywide Oversight Board
 of the County of Alameda

**Recognized Obligation Payment Schedule (ROPS 20-21) - Summary
Filed for the July 1, 2020 through June 30, 2021 Period**

Successor Agency: Emeryville

County: Alameda

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)

| | 20-21A Total (July - December) | 20-21B Total (January - June) | ROPS 20-21 Total |
|--|--------------------------------------|-------------------------------------|----------------------|
| A Enforceable Obligations Funded as Follows (B+C+D) | \$ - | \$ 1,419,221 | \$ 1,419,221 |
| B Bond Proceeds | - | - | - |
| C Reserve Balance | - | 141,694 | 141,694 |
| D Other Funds | - | 1,277,527 | 1,277,527 |
| E Redevelopment Property Tax Trust Fund (RPTTF) (F+G) | \$ 3,267,638 | \$ 12,950,064 | \$ 16,217,702 |
| F RPTTF | 3,065,350 | 12,747,776 | 15,813,126 |
| G Administrative RPTTF | 202,288 | 202,288 | 404,576 |
| H Current Period Enforceable Obligations (A+E) | \$ 3,267,638 | \$ 14,369,285 | \$ 17,636,923 |

Certification of Oversight Board Chairman:

Barbara Halliday Chairperson
Name Title

Pursuant to Section 34177 (o) 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.

/s/ Barbara Halliday 01/22/2020
Signature Date

| A Item # | B Project Name | C Obligation Type | D Agreement Execution Date | E Agreement Termination Date | F Payee | G Description | H Project Area | I Total Outstanding Obligation | J Retired | K ROPS 20-21 Total | L ROPS 20-21A (Jul - Dec) | | | M ROPS 20-21B (Jan - Jun) | | | V | W 20-21B Total | | |
|-------------|---|-----------------------|-------------------------------|---------------------------------|----------------------------------|---|-------------------|-----------------------------------|--------------|-----------------------|------------------------------|----------------------|------------------|------------------------------|--------------------|----------------------|---|-------------------|------------------|------------|
| | | | | | | | | | | | N Bond Proceeds | O Reserve Balance | P Other Funds | Q RPTTF | R Bond Proceeds | S Reserve Balance | | | T Other Funds | U RPTTF |
| | | | | | | | | | | | | | | | | | | | | |
| | Plan | | | | | remediation as between Agency and property owners | | | | | | | | | | | | | | |
| 48 | City/Agency Purchase & Sale Agreement (June 4, 2009) - Corp Yard/Jan 27, 2012 Claim of City of Emeryville-California Tort Claim Act | Remediation | 06/04/2009 | 06/30/2018 | 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 | 09/01/2010 | 06/30/2021 | Cox Castle Nicholson | ENV- Corporation Yard Remediation Legal services relating to recovery of remediation costs | Emeryville | 2,000,000 | N | \$2,000,000 | | | 1,000,000 | | | 1,000,000 | | | \$1,000,000 | |
| 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 | 01/31/2012 | 06/30/2017 | Eier & Kalinowski (EKI) | ENV- Corporation Yard Remediation and monitoring of soil and groundwater contamination | Emeryville | | N | \$- | | | | | | | | | \$- | |
| 62 | Contract for services | Professional Services | 09/01/2020 | 12/31/2024 | Unknown | F-Finance Audit Services | Both | 17,600 | N | \$17,600 | | | 14,100 | | | 3,500 | | | \$3,500 | |
| 63 | Bank account | Fees | 08/01/2019 | 06/30/2021 | Mechanics Bank | F-Finance Bank fees | Both | 2,500 | N | \$2,500 | | | 1,250 | | | 1,250 | | | \$1,250 | |
| 64 | Bond Trustee Fees | Fees | 09/01/1995 | 09/01/2034 | Bank of New York Mellon | F-Finance Bond Trustee services | Both | 7,500 | N | \$7,500 | | | 7,500 | | | | | | \$- | |

Emeryville
Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
July 1, 2017 through June 30, 2018
 (Report Amounts in Whole Dollars)

| A | B | C | D | E | | | F | G | H |
|----------|---|------------------------------------|-----------------------------------|---|------------------------------|---------------------|---|---|--|
| | | | | Fund Sources | | | | | |
| | | | | Bond Proceeds | Reserve Balance | Other Funds | | | |
| | ROPS 17-18 Cash Balances (07/01/17 - 06/30/18) | Bonds issued on or before 12/31/10 | Bonds issued on or after 01/01/11 | Prior ROPS RPTTF and Reserve Balances retained for future period(s) | Rent, grants, interest, etc. | Non-Admin and Admin | | | Comments |
| 1 | Beginning Available Cash Balance (Actual 07/01/17) RPTTF amount should exclude "A" period distribution amount. | | | 1,774,115 | 2,094,064 | - | | | E1: June 30, 2017 beginning cash balance has been increased by \$20K from ROPS 19-20 report to reflect cash held by fiscal agent that is made available for debt service payment; the cash balance also includes FY 16-17 PPA/unspent RPTTF funds in the amount of \$1.0M. |
| 2 | Revenue/Income (Actual 06/30/18) RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller | | | | 1,262,590 | 12,642,753 | | | |
| 3 | Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18) | | | 545,759 | 812,710 | 12,005,615 | | | G3: The \$12.0M includes \$8.9M for debt service payment made in September 2018 |
| 4 | Retention of Available Cash Balance (Actual 06/30/18) RPTTF amount retained should only include the amounts distributed as reserve for future period(s) | | | 1,005,055 | | | | | E4 = FY 16-17 PPA/unspent RPTTF funds committed for FY 19-20 ROPS |

Pursuant to Health and Safety Code section 34177 (l), 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.

| | | | | |
|---|------------|--------------------------|--------------------|---|
| <p>5 ROPS 17-18 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 17-18 PPA form submitted to the CAC</p> | | <p>No entry required</p> | <p>637,138</p> | <p>G5 = FY 17-18 PPA/unspent RPTTF balance</p> |
| <p>6 Ending Actual Available Cash Balance (06/30/18) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)</p> | <p>\$-</p> | <p>\$223,301</p> | <p>\$2,543,944</p> | <p>E6: \$81K was committed for the 19-20B ROPS period and \$142K is available for the 20-21B ROPS period. F6: \$1.27M was committed for the 19-20B ROPS period and \$1.27M is available for the 20-21B ROPS period.</p> |

Emeryville
Recognized Obligation Payment Schedule (ROPS 20-21) - Notes
July 1, 2020 through June 30, 2021

| Item # | Notes/Comments |
|--------|---|
| 1 | |
| 4 | |
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| 39 | |
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| 43 | This Agreement inadvertently expired in June 2018 and was replaced with a new oversight agreement as reflected in line item 121. |
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| 48 | |
| 49 | Trial date set for January 31, 2022, in Federal Court for lawsuit brought by Successor Agency to recover from responsible parties costs incurred by Successor Agency to remediate contamination at Corporation Yard and expended pursuant to ROPS line items 122 and 123. |
| 51 | This item was denied by DOF as part of ROPS 17-18. |
| 62 | The City is planning to go out for an RFP (request for proposal) for audit services, and the contract term is expected to be five years covering audit services for fiscal year 2019-20 through fiscal year 2023-24. The potential audit firm/payee is unknown at this point. |
| 63 | The Successor Agency opened a bank account with Mechanics Bank in fiscal year 2019-20 and is in the process of switching its banking services from Wells Fargo Bank to Mechanics Bank. The payee name has been updated for the 20-21 ROPS. |
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| 120 | |

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| 121 | |
| 122 | <p>This item was included in ROPS 19-20 in anticipation of receipt of such an Order from DTSC; however, no such Order was received by the Successor Agency from DTSC and DOF denied the item. The Successor Agency did not contest denial of the item because no Order had in fact been received. Nevertheless, in anticipation that DTSC may issue such an order as has been represented to the Successor Agency, this line item is included as part of ROPS 20-21.</p> |
| 123 | <p>ROPS line item 123 was denied by DOF by letter dated May 17, 2019, which the Successor Agency contested as part of the ROPS 19-20 meet and confer process. Thereafter, on May 21, 2019, the Successor Agency filed a Petition For Writ of Mandate ("Petition") with the Superior Court in Sacramento County challenging DOF's decision to deny line item 123 on ROPS 19-20. See, Successor Agency To The Redevelopment Agency of the City of Emeryville v California Department of Finance, Keely Bosler, Case No. 34-2019-8000149. A hearing before the Superior Court to consider the Successor Agency's Petition is set for February 14, 2020. Accordingly, as set forth in the Petition on file with the Sacramento County Superior Court, the agreement with EKI for environmental engineering services at the Corporation Yard is an enforceable obligation pursuant to Health and Safety Code 34171(d)(1)(E) and (F) and is included in line item 123 as part of ROPS 20-21.</p> |
| 124 | <p>This item was denied by DOF as part of ROPS 19-20.</p> |

Successor Agency (SA) Administrative Budgets

Exhibit B

Administrative Allowance Charges

| | 20-21A Total (July - December) | 20-21B Total (January - June) | ROPS 20-21 Total |
|---|-----------------------------------|----------------------------------|---------------------|
| Departments/Functions | | | |
| City Manager | \$ 4,339 | \$ 4,339 | \$ 8,678 |
| City Clerk | 3,463 | 3,463 | 6,926 |
| City Attorney | 21,476 | 21,477 | 42,953 |
| Administrative Services | 131,973 | 131,973 | 263,946 |
| Public Works | 11,309 | 11,309 | 22,618 |
| General Operating Costs (rent, insurance, equipment, etc.) | 29,728 | 29,727 | 59,455 |
| Total | \$ 202,288 | \$ 202,288 | \$ 404,576 |

Tasks Include:

- Staff Meetings
- Staff Reports & Research
- Agendas & Minutes
- ROPS & Administrative Budget Preparation
- Overall SA Management
- Records Management & Website
- Maintenance of SA Property Information
- General Correspondence
- Attend Board Meetings
- Coordinate & Prepare SA Meetings
- Financial Management/Budgeting/Accounts Payable
- Annual Reporting