

RESOLUTION NO. CD20-11

RESOLUTION OF THE COMMUNITY DEVELOPMENT COMMISSION OF EMERYVILLE ADOPTING A THIRD AMENDED ENFORCEABLE OBLIGATIONS PAYMENT SCHEDULE PURSUANT TO HEALTH AND SAFETY CODE SECTION 34169

WHEREAS, Assembly Bill No. AB 26X1 and AB 27X1 was passed by the State Legislature on June 15, 2011 and signed by the Governor on June 29, 2011; and

WHEREAS, a lawsuit has been filed with the California Supreme Court challenging the validity of AB 26X1 and AB 27X1; and

WHEREAS, on August 11, 2011 the Supreme Court issued a partial stay suspending the legal effect of many of the provisions of AB 26X1, excepting Health and Safety Code Sections 34161-34167, and a complete stay of AB 27X1 until the Court has ruled on the validity of the statute; and

WHEREAS, on August 17, 2011 the Supreme Court modified its order of August 11, 2011 and issued a partial stay suspending the legal effect of many of the provisions of AB 26X1, excepting Health and Safety Code Sections 34161-34169.5 and many of the provisions of AB 27X1, excepting Health and Safety Code Sections 34194(b)(2), until the Court has ruled on the validity of AB 26X1 and AB 27X1; and

WHEREAS, the Court's modified stay order did not suspend the legal effect of California Health and Safety Code Section 34169 added by AB 26X1; and

WHEREAS, subsection (h) of section 34167 appears to limit the ability of the Agency to make any payment other than payments required to meet obligations with respect to bonded indebtedness unless such payments are listed on an enforceable obligations payment schedule adopted pursuant to section 34169; and

WHEREAS, on August 25, 2011, the Agency approved an Enforceable Obligations Payment Schedule (EOPS) pursuant to Resolution CD13-11, describing the payments the Agency has committed to pay before the enactment of AB 26X1; and

WHEREAS, State Health and Safety Code Section 34167(a) provides that it is intended, to the maximum extent possible, that the revenues and assets of the agency be preserved so that these assets and revenues that are not needed to pay for enforceable obligations may be used by local governments to fund core governmental services; and

WHEREAS, since Section 34169, subsection (d) provides that redevelopment agencies shall, consistent with the intent declared in Section 34167(a), "preserve all assets, minimize all liabilities, and preserve all records of the agency", maintenance of Agency sites will in fact help to preserve and enhance the value of real estate assets and minimize liabilities of the Agency; and

Name of Redevelopment Agency: Emeryville Redevelopment Agency
 Project Area(s): Emeryville & Shellmound Project Areas
 December 6, 2011

THIRD AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE
 Per AB 26 - Section 34167 and 34169 (*)

| Project Name / Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by month | | | | | Calendar Year Sub-Total |
|---|-------------------------|---|--------------------------------------|------------------------------|-------------------|-----------------|-----------------|-----------------|-----------------|-------------------------|
| | | | | | Aug** | Sept | Oct | Nov | Dec | |
| 1) Tax Allocation Revenue Bonds, 2002 Series A | Bank of New York Mellon | Bonds to fund non-housing projects | 19,558,247.00 | 1,789,535.00 | 1,443,947.50 | | | | | \$ 1,443,947.50 |
| 2) 2001 Series A | Bank of New York Mellon | Bonds to fund non-housing projects | 27,675,256.30 | 1,570,831.00 | 1,132,725.00 | | | | | \$ 1,132,725.00 |
| 3) 1998 Series B | Bank of New York Mellon | Bonds to fund non-housing projects | 49,573,554.75 | 2,587,073.00 | 1,779,817.50 | | | | | \$ 1,779,817.50 |
| 4) 1998 Series C | Bank of New York Mellon | Bonds to fund non-housing projects | 21,581,967.44 | 819,541.00 | 562,156.25 | | | | | \$ 562,156.25 |
| 5) 2004 Series A | Bank of New York Mellon | Bonds to fund non-housing projects | 81,239,597.43 | 4,256,935.00 | 3,087,061.25 | | | | | \$ 3,087,061.25 |
| 6) Income Housing Fund | Bank of New York Mellon | Bonds to fund housing projects | 56,893,645.44 | 3,110,275.00 | 2,155,629.26 | | | | | \$ 2,155,629.26 |
| 7) Lease for Amtrak Station | Wareham Development Co | PA to develop Emeryville Amtrak Stn | 2,144,245.00 | 191,042.04 | 13,745.17 | | | | | \$ 13,745.17 |
| 8) Lease for Amtrak Station | Alameda County | Property Taxes for Amtrak Stn | 339,308.00 | 26,100.00 | | | | | | \$ 26,100.00 |
| 9) Novartis | Novartis | Reimbursement agreement | 26,997,536.00 | | | | | | | \$ - |
| 10) City Loan entered into | City of Emeryville | Remediation loan-Park Ave Park-Parcel I | 1,209,405.00 | 71,000.00 | | | | | | \$ - |
| 11) City Loan entered into | City of Emeryville | Remediation loan-Doyle-Hollis Park | 418,810.00 | 215,000.00 | | | | | | \$ - |
| 12) Supplemental ERAF Shift in accordance with AB 26 x4 | LowMod Housing Fund | SERAF Loan | 9,592,732.00 | 2,398,183.00 | | | | | | \$ - |
| 13) ECAP Lease | Karim Adlai | Lease payments | 42,288.74 | 42,288.74 | 3,489.17 | | | | | \$ 3,489.17 |
| 14) ECAP Lease | PG&E | Utilities for ECAP facility | 6,000.00 | 6,000.00 | 500.00 | | | | | \$ 500.00 |
| 15) PBID Assessment | City of Emeryville | PBID - Arts Center | 39,785.00 | 7,200.00 | | | | | | \$ 7,200.00 |
| 16) Bond Trustee Fees | Bank of New York Mellon | Bond Trustee services | 314,380.00 | 20,550.00 | 4,000.00 | | | | | \$ 4,000.00 |
| 17) Coop Agreement with City | City of Emeryville | Administrative Cost Reimbursements | 3,188,722.00 | 3,188,722.00 | 265,726.83 | | | | | \$ 265,726.83 |
| 18) Obligation for County Fees | Alameda County | Property Tax Collection Fees | 286,421.00 | 286,421.00 | 265,726.83 | | | | | \$ 265,726.83 |
| 19) Enterprise Zone | City of Oakland | Enterprise Zone Administration | 450,000.00 | 50,000.00 | | | | | | \$ - |
| 20) Contract for services | Keyser Marston | Fiscal Analysis Services | 86,898.08 | 86,898.08 | | | | | | \$ 86,898.08 |
| 21) Contract for services | Origins Design Network | Architectural & Urban Design Svcs | 9,689.00 | 9,689.00 | 10,000.00 | | | | | \$ 10,000.00 |
| 22) Contract for services | Wilbur Smith Associates | Parking Plan/No. Hollis | 13,578.63 | 13,578.63 | | | | | | \$ - |
| 23) Contract for services | Townsend Public Affairs | Prof Svcs to secure public financing | 119,337.22 | 119,337.22 | 10,000.00 | | | | | \$ 10,000.00 |
| 24) Contract for services | Susan Colman | Environ Svcs - non-EPA | 45,084.71 | 20,250.00 | 1,687.50 | | | | | \$ 1,687.50 |
| 25) Contract for services | Robert Hain | Construction Services | 12,495.00 | 12,495.00 | 1,687.50 | | | | | \$ 1,687.50 |
| 26) | | | | | | | | | | \$ - |
| 27) | | | | | | | | | | \$ 0.00 |
| 28) | | | | | | | | | | \$ 0.00 |
| 29) | | | | | | | | | | \$ 0.00 |
| 30) | | | | | | | | | | \$ 0.00 |
| Totals - This Page | | | \$ 301,856,774.74 | \$ 20,897,742.71 | \$ 10,456,485.43 | \$ 295,148.67 | \$ 349,148.67 | \$ 338,448.67 | \$ 300,148.67 | \$ 11,739,380.11 |
| Totals - Page 2 | | | \$ 469,721.50 | \$ 457,534.00 | \$ 18,453.17 | \$ 61,478.28 | \$ 50,019.17 | \$ 60,864.17 | \$ 47,404.72 | \$ 238,219.51 |
| Totals - Page 3 | | | \$ 17,162,503.73 | \$ 16,550,008.13 | \$ 163,571.35 | \$ 812,584.91 | \$ 775,304.66 | \$ 373,514.54 | \$ 375,923.94 | \$ 2,500,899.40 |
| Totals - Page 4 | | | \$ 20,079,757.40 | \$ 6,296,592.78 | \$ 36,999.00 | \$ 2,554,431.61 | \$ 597,193.59 | \$ 586,255.42 | \$ 504,537.15 | \$ 4,279,417.77 |
| Totals - Page 5 | | | \$ 4,300,598.39 | \$ 1,487,308.04 | \$ 109,149.19 | \$ 125,680.99 | \$ 240,254.77 | \$ 153,685.19 | \$ 110,864.19 | \$ 739,864.33 |
| Totals - Page 6 | | | \$ 286,193.00 | \$ 266,193.00 | \$ - | \$ - | \$ - | \$ 72,000.00 | \$ 214,193.00 | \$ 286,193.00 |
| Totals - Other Obligations | | | \$ 6,929,537.12 | \$ 6,929,537.12 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Grand Total - All Pages | | | \$ 351,085,085.88 | \$ 52,919,915.76 | \$ 10,784,658.14 | \$ 3,549,534.46 | \$ 2,071,920.66 | \$ 1,584,778.99 | \$ 3,396,142.01 | \$ 21,627,034.46 |

* This Enforceable Obligation Payment Schedule (EOPS) is to be adopted by the redevelopment agency no later than late August. It is the basis for the Preliminary Draft Recognized Obligation Payment Schedule (ROPS), which must be prepared by the dissolving agency by 9/30/11. (The draft ROPS must be prepared by the Successor Agency by 11/30/11.)
 If an agency adopts a continuation ordinance per ABX1 27, this EOPS will not be valid and there is no need to prepare a ROPS.
 ** Includes August payments as adoption of the EOPS was August 25th when billing was under processing.
 Note: The Agency is estimating the amount to be paid in any given month for contract for service.

Name of Redevelopment Agency: Emeryville Redevelopment Agency
 Project Area(s): Emeryville & Shellmound Project Areas
 December 6, 2011

THIRD AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE
 Per AB 28 - Section 34167 and 34169 (*)

| Project Name / Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by month | | | | Calendar Year Sub-Total | |
|--------------------------------|-------------------------|--|--------------------------------------|------------------------------|-------------------|--------------|--------------|--------------|-------------------------|---------------|
| | | | | | Aug** | Sept | Oct | Nov | | Dec |
| 1) Contract for services | Simon & Associates | Bay Friendly Landscape Svcs | 5,340.00 | 5,340.00 | | | | | | |
| 2) Contract for services | Markus Niebanck | Brownfield's Svcs | 32,665.05 | 32,665.05 | 2,722.09 | 2,722.09 | 2,722.09 | 2,722.09 | 2,722.09 | \$ 13,610.45 |
| 3) Contract for services | Placemaking Group | RDA Presentations | 642.94 | 642.94 | | | | | | \$ - |
| 4) Contract for services | Walry Design | Parking Costs - Bay St Phase II | 8,775.61 | 8,775.61 | | | | | | \$ - |
| 5) Contract for services | Fieldman Rolapp & Assoc | Fiscal Svcs for Transit Center Parking | 12,987.55 | 12,987.55 | | | | | | \$ - |
| 6) Contract for services | Nelson/Nygaard | Public Transit Improve Analysis | 4,529.00 | 4,529.00 | | | | | | \$ - |
| 7) Contract for services | Kier & Wright | ALTA Survey of 6160/6202 Christie | 1,625.00 | 1,625.00 | 1,625.00 | | | | | \$ 1,625.00 |
| 8) Contract for services | Hsg & Economic Right | Homeowner's Info Workshops | 1,600.00 | 1,600.00 | 400.00 | | | | | \$ 800.00 |
| 9) Contract for services | Ison Design | Develop EDH tour guide | 7,250.00 | 7,250.00 | 3,625.00 | | | | | \$ 7,250.00 |
| 10) Contract for services | Origins Design Network | Marketplace Master Plan | 1,533.60 | 1,533.60 | | | | | | \$ - |
| 11) Contract for services | Emeryville Chamber | Economic Development Prjms | 16,600.00 | 16,600.00 | 1,800.00 | 1,800.00 | 1,800.00 | 1,800.00 | 1,800.00 | \$ 9,000.00 |
| 12) Contract for services | The Source Group | Papermill Park Project | 3,217.95 | 3,217.95 | 3,217.95 | | | | | \$ 3,217.95 |
| 13) Contract for services | Lance Soff & Luinghard | Audit Services | 28,710.20 | 28,710.20 | 7,177.00 | 14,355.00 | | | | \$ 28,710.00 |
| 14) Contract for services | Wallace Roberts & Todd | Powell Streetscape Design | 35,474.21 | 35,474.21 | 10,000.00 | 15,000.00 | | | | \$ 35,000.00 |
| 15) Contract for services | SZFM | Emerystation West Public | 2,712.88 | 2,712.88 | | | | | | \$ - |
| 16) Contract for services | Kimley Horn | SPA Traffic Study | 2,108.84 | 2,108.84 | | | | | | \$ - |
| 17) Contract for services | SZFM | Newsrack Prototype and Design | 3,870.23 | 3,870.23 | | | | | | \$ - |
| 18) Contract for services | Fieldman Rolapp & Assoc | Bay Street Parking Svcs | 23,147.99 | 23,147.99 | | | | | | \$ - |
| 19) Contract for services | Toxic Assessment Group | Toxic Remediation at Sherwin Wins | 20,890.00 | 20,890.00 | | | | | | \$ - |
| 20) Contract for services | Arthur Young | 3602 Adeline/1122 36th Debris removal | 4,650.00 | 4,650.00 | 150.00 | 150.00 | 150.00 | 150.00 | 150.00 | \$ 750.00 |
| 21) Contract for services | Spanish Speaking Unity | Homebuyer counseling | 12,587.50 | 3,400.00 | 200.00 | 600.00 | 200.00 | 200.00 | 200.00 | \$ 1,400.00 |
| 22) Contract for services | Anderson & Associates | Homebuyer svcs | 124,405.00 | 124,405.00 | 10,367.08 | 10,367.08 | 10,367.08 | 10,367.08 | 10,367.08 | \$ 51,835.40 |
| 23) Contract for services | The Source Group | Environ Analysis - 1025 MacArthur | 6,727.50 | 6,727.50 | 6,727.50 | | | | | \$ 6,727.50 |
| 24) Contract for services | Robert Haun | Magnolia Terrace Review Svcs | 1,589.00 | 1,589.00 | 1,589.00 | | | | | \$ 1,589.00 |
| 25) Contract for services | Rebuilding Together | Outreach Svcs to Elderly/Disabled | 15,000.00 | 15,000.00 | | | | | | \$ 10,000.00 |
| 26) Contract for services | Robert Haun | Housing Rehab Consulting | 15,000.00 | 15,000.00 | | | 1,000.00 | | | \$ 1,000.00 |
| 27) Contract for services | SZFM | Emeryville Market Renovation | 980.72 | 980.72 | | | 980.72 | | | \$ 980.72 |
| 28) Contract for services | Niryo & Moore | Doyle Hollis Park/Art Center | 17,735.94 | 17,735.94 | | | 17,735.94 | | | \$ 17,735.94 |
| 29) Contract for services | Clear Channel | Bus Shelter Construction | 34,000.00 | 34,000.00 | | | | | | \$ - |
| 30) Contract for services | MIG | Triangle traffic Calming | 23,364.79 | 23,364.79 | | | | | | \$ - |
| 31) | | | | | | | | | | |
| 32) | | | | | | | | | | |
| 33) | | | | | | | | | | |
| 34) | | | | | | | | | | |
| 35) | | | | | | | | | | |
| 36) | | | | | | | | | | |
| 37) | | | | | | | | | | |
| 38) | | | | | | | | | | |
| 39) | | | | | | | | | | |
| 40) | | | | | | | | | | |
| Totals - This Page | | | \$ 469,721.50 | \$ 457,534.00 | \$ 18,453.17 | \$ 61,478.28 | \$ 50,019.17 | \$ 60,864.17 | \$ 47,404.72 | \$ 238,219.51 |

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THIRD AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE

Per AB 28 - Section 34167 and 34169 (**)

| Project Name / Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by month | | | | | Calendar Year Sub-Total | |
|--------------------------------|-----------------------------|---|--------------------------------------|------------------------------|-------------------|---------------|---------------|---------------|---------------|-------------------------|-----------------|
| | | | | | Aug** | Sept | Oct | Nov | Dec | | |
| 1) Contract for services | James Breneman | Concrete pads for bus shelters | 1,481.40 | 1,481.40 | | | | | | 1,481.40 | \$ 1,481.40 |
| 2) Contract for services | Efer & Kallnowski | Site B Environ Svcs - Legal | 90,507.44 | 90,507.44 | | | | | | 20,000.00 | \$ 20,000.00 |
| 3) Contract for services | MACK 5 | Police Station Remodel | 113,290.03 | 113,290.03 | | | | | | 28,322.51 | \$ 28,322.51 |
| 4) Contract for services | Kler & Wright | Park Ave Street Improvements Design | 98,230.94 | 98,230.94 | | | | | | | \$ - |
| 5) Contract for services | SZFM | Facade Improvements - Editions Limited | 5,687.20 | 5,687.20 | | | | | | | \$ - |
| 6) Contract for services | SZFM | 3600 SPA Facade Design | 4,453.60 | 4,453.60 | | | | | | 1,687.20 | \$ 1,687.20 |
| 7) Contract for services | North American Title | Title Report 5701 Hollis | 2,600.00 | 2,600.00 | | | | | | | \$ - |
| 8) Contract for services | Republic ITS | Traffic & Pedestrian Improvements | 9,860.00 | 9,860.00 | | | | | | | \$ - |
| 9) Contract for services | Chiradelli Associates | Park Ave Improvements | 14,306.50 | 14,306.50 | | | | | | 7,306.50 | \$ 7,306.50 |
| 10) Contract for services | West Coast Code Consulta | PW Inspections | 8,047.00 | 8,047.00 | | | | | | 1,000.00 | \$ 1,000.00 |
| 11) Contract for services | Alameda County | Davis Bacon Monitoring | 937.90 | 937.90 | | | | | | 187.58 | \$ 187.58 |
| 12) Contract for services | Robert Haun | Pre Construction review Arts Center | 18,971.00 | 6,476.00 | | | | | | 6,476.00 | \$ 6,476.00 |
| 13) Contract for services | Emeryville Ctr for the Arts | ERN Agreement | 1,087,522.44 | 1,087,522.44 | | | | | | | \$ - |
| 14) Contract for services | Sposeto Engineering | Powell St/1-80 Bike Ped estrian Safety | 125,442.64 | 125,442.64 | | | | | | 516,233.50 | \$ 516,233.50 |
| 15) Contract for services | AMS Planning & Research | Business Plan review-Art Center | 18,500.00 | 18,500.00 | | | | | | 45,000.00 | \$ 45,000.00 |
| 16) Contract for services | Kimley-Horn | Plans for Ped/Bike Safety Improve | 11,854.91 | 11,854.91 | | | | | | 2,000.00 | \$ 2,000.00 |
| 17) Contract for services | Aliquot Assoc | ALTA Survey for Greenway | 3,904.42 | 3,904.42 | | | | | | 4,000.00 | \$ 4,000.00 |
| 18) Contract for services | Aliquot Assoc | Topo Survey for Greenway remediation | 7,000.00 | 7,000.00 | | | | | | 0.00 | \$ 0.00 |
| 19) Contract for services | Seifel Consulting | Embassador Pro Formal/Due Diligence | 1,109.64 | 1,109.64 | | | | | | | \$ - |
| 20) Contract for services | The Source Group | Environ Assessment 3706 San Pablo | 10,793.57 | 10,793.57 | | | | | | 10,793.57 | \$ 10,793.57 |
| 21) DDA | Resources for Community | Ambassador Laundry Project | 11,466,109.93 | 11,466,109.93 | | | | | | 66,032.00 | \$ 66,032.00 |
| 22) OPA dated 10/19/410 | Rockwood Chrstie | Affordable Housing Project | 3,100,000.00 | 2,500,000.00 | | | | | | 100,000.00 | \$ 100,000.00 |
| 23) Contract for services | Biggs Cardoso | South Bayfront Pedestrian Bridge | 35,445.00 | 35,445.00 | | | | | | | \$ - |
| 24) Contract for services | Keyser Marston | Fiscal Analysis - Gateway project | 13,955.00 | 13,955.00 | | | | | | 11,815.00 | \$ 11,815.00 |
| 25) Contract for services | SZFM | Flatiron Design | 902.65 | 902.65 | | | | | | | \$ - |
| 26) Contract for services | Aqualterra Assoc | 1042 48th St Garden | 5,777.97 | 5,777.97 | | | | | | 2,500.00 | \$ 2,500.00 |
| 27) Contract for services | Union Pacific RR | South Bayfront Ped/Bike Bridge | 15,613.68 | 15,613.68 | | | | | | | \$ - |
| 28) Contract for services | URS Corp | Horton Landing Park-Archaeology Monitor | 179,102.67 | 179,102.67 | | | | | | | \$ - |
| 29) Contract for services | KEMA Services | LEED Certification-PD Building | 35,810.00 | 35,810.00 | | | | | | | \$ - |
| 30) Contract for services | S&C Engineers | South Bayfront Ped/Bike Bridge | 400.33 | 400.33 | | | | | | | \$ - |
| 31) Contract for services | The Source Group | Phase 1 Environ - 5701 Hollis | 1,482.85 | 1,482.85 | | | | | | | \$ - |
| 32) Contract for services | P&D Environmental | Testing and Analysis Soils | 72.33 | 72.33 | | | | | | | \$ - |
| 33) Contract for services | HQE | I-80/65th Ped/Bike Bridge | 65,382.05 | 65,382.05 | | | | | | | \$ - |
| 34) Contract for services | Design Space Modular Bldg | Disconnect and remove PD temp modular | 274,702.84 | 274,702.84 | | | | | | | \$ - |
| 35) Contract for services | Misael Diaz | 48th St Community Garden Retaining Wall | 10,000.00 | 10,000.00 | | | | | | 22,891.90 | \$ 22,891.90 |
| 36) Loan Agreement | Aviar Singh & Meera Rani | SPA Facade loan | 398.00 | 398.00 | | | | | | | \$ - |
| 37) Grant | Watergate Shopping Center | Facade grant | 7,500.00 | 7,500.00 | | | | | | | \$ - |
| 38) Contract for services | Ghiotti Brothers | Triangle Traffic Calming | 314,347.80 | 314,347.80 | | | | | | | \$ - |
| 39) | | | | | | | | | | 150,000.00 | \$ 150,000.00 |
| 40) | | | | | | | | | | | \$ - |
| Totals - This Page | | | \$ 17,162,503.73 | \$ 16,550,008.13 | \$ 163,571.35 | \$ 812,584.91 | \$ 775,304.66 | \$ 373,514.54 | \$ 375,923.94 | \$ 2,500,899.40 | \$ 2,500,899.40 |

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 Per AB 26 - Section 34167 and 34169 (*)

| Project Name / Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by month | | | | Calendar Year Sub-Total | |
|--------------------------------|----------------------------|---|--------------------------------------|------------------------------|-------------------|-----------------|---------------|---------------|-------------------------|-----------------|
| | | | | | Aug** | Sept | Oct | Nov | | Dec |
| 1) Contract for services | Wiss Janney Elstner | Waterproofing Renovation-PD Renovation | 23,755.13 | 23,755.13 | | 7,918.38 | 7,918.38 | 7,918.38 | \$ 23,755.14 | |
| 2) Contract for services | Don Dommer Assoc | Architect Svc-PD Renovation | 10,367.08 | 10,367.08 | | 3,455.69 | 3,455.69 | 3,455.69 | \$ 10,367.07 | |
| 3) Facade Grant | Editions Limited West | Facade grant | 75,000.00 | 75,000.00 | | 42,500.00 | 25,000.00 | 7,500.00 | \$ 75,000.00 | |
| 4) Facade Grant | Paula Leduc | Facade grant | 75,000.00 | 75,000.00 | | 25,000.00 | 25,000.00 | 25,000.00 | \$ 75,000.00 | |
| 5) Contract for services | One Workplace Ferrari | PD Renovation | 101,525.20 | 101,525.20 | | 50,000.00 | 51,525.20 | | \$ 101,525.20 | |
| 6) Contract for services | Applied Materials | Construction Inspections | 13,581.96 | 13,581.96 | | 13,581.96 | | | \$ 13,581.96 | |
| 7) Contract for services | Wright Line | PD Renovation | 24,292.43 | 24,292.43 | | 24,292.43 | | | \$ 24,292.43 | |
| 8) Contract for Services | KCFO | PD Renovation | 87,360.87 | 87,360.87 | | 17,140.22 | 17,140.22 | 26,540.22 | \$ 26,540.22 | |
| 9) Contract for services | Starfire Electric | PD Renovation | 1,420.00 | 1,420.00 | | 710.00 | 710.00 | | \$ 1,420.00 | |
| 10) Contract for services | Susal Corp | PD Renovation | 1,222,837.72 | 1,222,837.72 | | 305,709.43 | 305,709.43 | 305,709.43 | \$ 1,222,837.72 | |
| 11) Contract for services | Alameda County | PD Renovation | 2,500.00 | 2,500.00 | | | | 2,500.00 | \$ 2,500.00 | |
| 12) Contract for services | Peralta Service Corp | Weed abatement/fitter clean-up-Ambassador | 2,365.00 | 2,365.00 | | 2,365.00 | | | \$ 2,365.00 | |
| 13) Contract for services | Jeffrey Thomas Ferrasci | Fencing installation | 20,929.00 | 20,929.00 | | 20,929.00 | | | \$ 20,929.00 | |
| 14) Contract for services | Peralta Service Corp | Ambassador Site Maintenance | 10,665.00 | 7,110.00 | | 1,185.00 | 1,185.00 | | \$ 2,370.00 | |
| 15) Contract for services | Jeffrey Thomas Ferrasci | Fencing at 3706 SPA | 20,000.00 | 20,000.00 | | 20,000.00 | | | \$ 20,000.00 | |
| 16) Contract for services | Jeffrey Thomas Ferrasci | Temp Power Pole Fencing at 3706 SPA | 2,000.00 | 2,000.00 | | 2,000.00 | | | \$ 2,000.00 | |
| 17) Contract for services | PG&E | Reset Power at 3706 SPA for Billboard | 1,000.00 | 1,000.00 | | 1,000.00 | | | \$ 1,000.00 | |
| 18) Contract for services | Klar @Wright | ALTA survey 3706 SPA | 13,425.00 | 13,425.00 | | | 13,425.00 | | \$ 13,425.00 | |
| 19) EUSD MOU Obligation | Emery Unified School Distr | Memorandum of Understanding | 1,000,000.00 | | | | | | \$ - | |
| 20) DDA obligation | Magnolia Terrace | DDA obligation | 7,472.37 | 7,472.37 | | | 7,472.37 | | \$ 7,472.37 | |
| 21) EmeryStation Greenway | Wareham Development | Tax increment sharing | 1,884,161.00 | 1,884,161.00 | | 448,161.00 | | | \$ 448,161.00 | |
| 22) Loan repayment | State of California | HELP program repayment | 1,500,000.00 | | | | | | \$ - | |
| 23) Legal Services | Burke Williams Sorenson | HSP Eminent Domain-Legal/Appraisal Svc | 220,000.00 | 110,000.00 | | 11,562.50 | 11,562.50 | | \$ 46,250.00 | |
| 24) 5890/5900 Christie | Leone & Flynn Trusts | Christie Ave Acquisition Agreement | 9,637,342.00 | 1,500,000.00 | | 1,500,000.00 | | | \$ 1,500,000.00 | |
| 25) Legal Services | Cox Castle Nicholas | Site & environmental litigation | 1,000,000.00 | 1,000,000.00 | | 125,000.00 | 125,000.00 | | \$ 500,000.00 | |
| 26) Mound Cleanup | Wareham Development/CB | Environmental Remediation & Escrow Agr | 3,000,000.00 | | | | | | \$ - | |
| 27) Contract for services | J's Construction | Repairs at ECAP | 7,500.00 | 7,500.00 | | 7,500.00 | | | \$ 7,500.00 | |
| 28) Building Holding Costs | EBMUD | Art Center - Water | 4,320.00 | 4,320.00 | | 360.00 | 360.00 | 360.00 | \$ 1,800.00 | |
| 29) Building Holding Costs | PG&E | Art Center - Power | 600.00 | 600.00 | | 50.00 | 50.00 | 50.00 | \$ 250.00 | |
| 30) Building Holding Costs | Peralta | Art Center-Weed abatement/Clean-Up | 2,190.00 | 1,650.00 | | 150.00 | 150.00 | 150.00 | \$ 750.00 | |
| 31) Building Holding Costs | Sonitrol | Art Center-Phone lines | 1,920.00 | 1,920.00 | | 160.00 | 160.00 | 160.00 | \$ 800.00 | |
| 32) Building Holding Costs | ADT | Art Center-Alarm | 7,967.64 | 6,300.00 | | 525.00 | 525.00 | 525.00 | \$ 2,625.00 | |
| 33) Building Holding Costs | Integrity Construction | Art Center-Minor repairs | 15,000.00 | | | | | | \$ - | |
| 34) Contract for services | SZFM | LeDuc Facade | 4,500.00 | 4,500.00 | | 1,000.00 | 1,000.00 | 1,000.00 | \$ 4,500.00 | |
| 35) Contract for services | Sposeto Engineering | Triangle Traffic Calming | 17,300.00 | 17,300.00 | | 3,460.00 | 3,460.00 | 3,460.00 | \$ 17,300.00 | |
| 36) Contract for services | Morgan Aluminum | Fencing at 6150 Christie | 19,500.00 | 19,500.00 | | 19,500.00 | | | \$ 19,500.00 | |
| 37) Contract for services | Peralta Service Corp | Maintenance at 6150 Christie | 28,320.00 | 15,200.00 | | 5,000.00 | 1,020.00 | 1,020.00 | \$ 9,080.00 | |
| 38) Contract for services | Emory LP | Temp Fence at 6150 Christie Reimb | 1,000.00 | 1,000.00 | | 1,000.00 | | | \$ 1,000.00 | |
| 39) Contract for services | National Const. Rental | Temp Fence at 6150 Christie | 1,200.00 | 1,200.00 | | 1,200.00 | | | \$ 1,200.00 | |
| 40) Contract for services | Ninyo & Moore | 5890/5900 Christie - Soil Vapor Test | 11,500.00 | 11,500.00 | | 11,500.00 | | | \$ 11,500.00 | |
| Totals - This Page | | | \$ 20,079,757.40 | \$ 6,298,592.76 | \$ 36,999.00 | \$ 2,554,431.61 | \$ 597,193.59 | \$ 586,256.42 | \$ 504,537.15 | \$ 4,279,417.77 |

* This Enforceable Obligation Payment Schedule (EOPS) is to be adopted by the redevelopment agency no later than late August. It is valid through 12/31/11. It is the basis for the Preliminary Draft.
 ** Includes August payments as adoption of the EOPS was August 25th when billing was under processing.
 Note: The Agency is estimating the amount to be paid in any given month.

THIRD AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE
 Per AB 26 - Section 34167 and 34169 (*)

| Project Name / Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by month | | | | | Calendar Year Sub-Total | |
|--------------------------------|-----------------------------|---|--------------------------------------|------------------------------|-------------------|---------------|---------------|---------------|---------------|-------------------------|---------------|
| | | | | | Aug** | Sept | Oct | Nov | Dec | | |
| | | | | | | | | | | | |
| 1) Contract for services | Perilla Service Corp | Maintenance at 3706 SPA | 60,000.00 | 36,300.00 | 2,860.00 | 2,860.00 | 2,860.00 | 2,860.00 | 2,860.00 | 2,860.00 | \$ 19,020.00 |
| 2) Contract for services | National Const. Rental | Temp Pole at 3706 SPA-Sillboard | 870.78 | 416.46 | 37.86 | 37.86 | 37.86 | 37.86 | 37.86 | 37.86 | \$ 185.30 |
| 3) Contract for services | National Const. Rental | Temp Pole at Ambassador-Billboard | 2,180.00 | 1,400.00 | 800.00 | 60.00 | 60.00 | 60.00 | 60.00 | 60.00 | \$ 1,040.00 |
| 4) Permit Fees | City of Emeryville | Permits for fences at 6150 Christie and 3 | 1,500.00 | 1,000.00 | 1,500.00 | | | | | | \$ 1,500.00 |
| 5) Contract for services | Erfel Kalinowski | Site B groundwater remediation | 3,250,000.00 | 1,000,000.00 | 83,333.00 | 83,333.00 | 83,333.00 | 83,333.00 | 83,333.00 | 83,333.00 | \$ 416,665.00 |
| 6) Contract for services | DTSC | Site B groundwater remediation oversight | 110,631.00 | 71,537.00 | 7,500.00 | 7,500.00 | 7,500.00 | 7,500.00 | 7,500.00 | 7,500.00 | \$ 30,000.00 |
| 7) Contract for services | Motorola | PD Phone Connection | 70,000.00 | 70,000.00 | 5,833.33 | 5,833.33 | 5,833.33 | 5,833.33 | 5,833.33 | 5,833.33 | \$ 29,166.65 |
| 8) Contract for services | City of Emeryville | PD Audio Video package | 30,000.00 | 30,000.00 | 2,500.00 | 2,500.00 | 2,500.00 | 2,500.00 | 2,500.00 | 2,500.00 | \$ 12,500.00 |
| 9) Contract for services | City of Emeryville | PD-Moving package | 4,000.00 | 4,000.00 | 750.00 | 750.00 | 750.00 | 750.00 | 750.00 | 750.00 | \$ 3,750.00 |
| 10) Contract for services | City of Emeryville | PD Additional furnishings & Appliances | 60,000.00 | 60,000.00 | 5,000.00 | 5,000.00 | 5,000.00 | 5,000.00 | 5,000.00 | 5,000.00 | \$ 25,000.00 |
| 11) Contract for services | City of Emeryville | PD Utility Connection & Construction Ser | 4,600.00 | 4,600.00 | 600.00 | 600.00 | 600.00 | 600.00 | 600.00 | 600.00 | \$ 4,600.00 |
| 12) Contract for services | Paramount Elevator | PD Renovations - Elevator | 475.00 | 475.00 | 95.00 | 95.00 | 95.00 | 95.00 | 95.00 | 95.00 | \$ 475.00 |
| 13) Contract for services | National Const. Rental | PD Construction Fence | 1,200.00 | 1,200.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | 100.00 | \$ 500.00 |
| 14) Contract for services | PG&E | PD Renovations - Utilities | 5,500.00 | 5,500.00 | 1,375.00 | 1,375.00 | 1,375.00 | 1,375.00 | 1,375.00 | 1,375.00 | \$ 5,500.00 |
| 15) Contract for services | EBMUD | PD Renovations - Utilities | 5,500.00 | 5,500.00 | 1,100.00 | 1,100.00 | 1,100.00 | 1,100.00 | 1,100.00 | 1,100.00 | \$ 5,500.00 |
| 16) Contract for services | SZFM | Watergate Market | 1,489.50 | 1,489.50 | 697.00 | 697.00 | 697.00 | 697.00 | 697.00 | 697.00 | \$ 1,489.50 |
| 17) Contract for services | SZFM | Paula Le Duc (1350 Park) | 4,500.00 | 4,500.00 | 2,129.80 | 2,129.80 | 300.00 | 300.00 | 300.00 | 300.00 | \$ 3,029.80 |
| 18) Contract for Services | EKI | On-going groundwater monitoring at Bay Street/Site A | \$514,262.03 | 25,000.00 | 12,500.00 | | | | | | \$ 12,500.00 |
| 19) Contract for Services | Multivista/Brady Hancock | PD Renovations - project photography | 5,000.00 | 5,000.00 | 5,000.00 | | | | | | \$ 5,000.00 |
| 20) Contract for Services | California Diesel and Power | PD Renovations - annunciator | 13,000.00 | 13,000.00 | 13,000.00 | | | | | | \$ 13,000.00 |
| 21) Contract for Services | On the Move | PD Renovations - moving company | 11,000.00 | 11,000.00 | 11,000.00 | | | | | | \$ 11,000.00 |
| 22) Contract for Services | East Bay Supply | PD Renovations - Evidence Refrigerator | 12,000.00 | 12,000.00 | 12,000.00 | | | | | | \$ 12,000.00 |
| 23) Contract for Services | CDW-Government, | PD Renovations - Audio Visual Package | 20,000.00 | 20,000.00 | 20,000.00 | | | | | | \$ 20,000.00 |
| 24) Contract for Services | Pacific Sales | PD Renovations Appliances | 5,776.00 | 5,776.00 | 5,776.00 | | | | | | \$ 5,776.00 |
| 25) Contract for Services | Secure It Tactical, Inc. | PD Renovations weapons rack | 5,570.00 | 5,570.00 | 5,570.00 | | | | | | \$ 5,570.00 |
| 26) Contract for Services | Applied Medical Inc | PD Renovations - evidence drying cabinet | 11,475.00 | 11,475.00 | 11,475.00 | | | | | | \$ 11,475.00 |
| 27) Contract for Services | State Board of Equalization | PD Renovations - disposal fees | 600.00 | 600.00 | 600.00 | | | | | | \$ 600.00 |
| 28) Contract for Services | RGA | 3706 San Pablo Avenue - Haz Mat Spec | 2,950.00 | 2,950.00 | 2,950.00 | | | | | | \$ 2,950.00 |
| 29) Contract for services | Wareham Development | Owner Participation Agreement between RDA and Wareham | 3,490.00 | 3,490.00 | 3,490.00 | | | | | | \$ 3,490.00 |
| 30) Contract for services | Groupware Technology | Catalyst 3560S 24X7 Support | 14,719.81 | 14,719.81 | 14,719.81 | | | | | | \$ 14,719.81 |
| 31) Contract for services | Kier & Wright | 6150 Property line flagging | 1,480.00 | 1,480.00 | | | | | 1,480.00 | | \$ 1,480.00 |
| 32) Contract for services | Access Print | Copying/Binding Draft Plan | 3,059.27 | 3,059.27 | 3,059.27 | | | | | | \$ 3,059.27 |
| 33) Contract for services | Dynamic Sound Solutions | PD - Audio Visual | 43.00 | 43.00 | 43.00 | | | | | | \$ 43.00 |
| 34) Contract for services | Bestbuy | PD - Audio Visual | 3,000.00 | 3,000.00 | 3,000.00 | | | | | | \$ 3,000.00 |
| 35) Contract for services | Lyon Workspace Projects | PD - Furnishings and Equipment | 5,420.00 | 5,420.00 | 5,420.00 | | | | | | \$ 5,420.00 |
| 36) Contract for services | Systems and Space Inc. | PD - Furnishings and Equipment | 5,035.00 | 5,035.00 | 5,035.00 | | | | | | \$ 5,035.00 |
| 37) Contract for services | Factory Express | PD - Furnishings and Equipment | 460.00 | 460.00 | 460.00 | | | | | | \$ 460.00 |
| 38) Contract for services | Interior Motions | PD - Furnishings and Equipment | 2,000.00 | 2,000.00 | 2,000.00 | | | | | | \$ 2,000.00 |
| 39) Contract for services | Vistamation | PD - Furnishings and Equipment | 1,461.00 | 1,461.00 | 1,461.00 | | | | | | \$ 1,461.00 |
| 40) Contract for services | Integrity Construction Main | Bridgecourt Community Room Upgrades | 38,459.00 | 38,459.00 | 38,459.00 | | | | | | \$ 38,459.00 |
| 41) Contract for Services | So-Low EEC | PD- Evidence Storage | 2,892.00 | 2,892.00 | 2,892.00 | | | | | | \$ 2,892.00 |
| Totals - This Page | | | \$ 4,300,588.39 | \$ 1,487,308.04 | \$ 109,149.19 | \$ 125,890.99 | \$ 240,254.77 | \$ 153,695.19 | \$ 110,864.19 | \$ 739,854.33 | \$ 3,490.00 |

* This Enforceable Obligation Payment Schedule (EOPS) is to be adopted by the redevelopment agency no later than late August. It is the basis for the Preliminary Draft Recognized Obligation Payment Schedule (ROPS), which must be prepared by the dissolving Agency by 9/30/11. (The draft ROPS must be prepared by the Successor Agency by 11/30/11.)
 If an agency adopts a continuation ordinance per ABX1 27, this EOPS will not be valid and there is no need to prepare a ROPS.
 ** Includes August payments as adoption of the EOPS was August 25th when billing was under processing.
 Note: The Agency is estimating the amount to be paid in any given month.

Name of Redevelopment Agency, Emeryville Redevelopment Agency
 Project Area(s) Emeryville & Shellmound Project Areas
 December 6, 2011

THIRD AMENDED ENFORCEABLE OBLIGATION PAYMENT SCHEDULE
 Per AB 26 - Section 34167 and 34169 (*)

| Project Name / Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by month | | | | | Calendar Year Sub-Total |
|--------------------------------|---------------------------|--|--------------------------------------|------------------------------|-------------------|------|-----|---------------------|----------------------|-------------------------|
| | | | | | Aug** | Sept | Oct | Nov | Dec | |
| 1) PEID Assessments | City of Emeryville | Assessments on Agency Properties | 32,000.00 | 32,000.00 | | | | 32,000.00 | | \$ 32,000.00 |
| 2) Bay/Shellmound Assessments | City of Emeryville | Assessments on Agency Properties | 10,000.00 | 10,000.00 | | | | 10,000.00 | | \$ 10,000.00 |
| 3) Property Taxes | Tax Collector, Alameda Co | Property Taxes on Agency Owned Prope | 30,000.00 | 30,000.00 | | | | 30,000.00 | | \$ 30,000.00 |
| 4) Contract For Services | Fugro | Wall Removal from Ambassador | 11,000.00 | 11,000.00 | | | | | 11,000.00 | \$ 11,000.00 |
| 5) Contract For Services | Sposelo | Powell/Bike Ped Safety Project | 196,000.00 | 196,000.00 | | | | | 196,000.00 | \$ 196,000.00 |
| 6) Contract For Services | P&D Environmental | Triangle Traffic Calming Project | 1,750.00 | 1,750.00 | | | | | 1,750.00 | \$ 1,750.00 |
| 7) Contract For Services | Eriar & Kallnowski | Horton Landing Park Site Plan Clean Up | 5,443.00 | 5,443.00 | | | | | 5,443.00 | \$ 5,443.00 |
| Totals - This Page | | | \$ 288,193.00 | \$ 288,193.00 | | | | \$ 72,000.00 | \$ 214,193.00 | \$ 288,193.00 |

* This Enforceable Obligation Payment Schedule (EOPS) is to be adopted by the redevelopment agency no later than late August. It is valid through 12/31/11. If it is the basis for the Preliminary Draft Recognized Obligation Payment Schedule (ROPS), which must be prepared by the dissolving Agency by 9/30/11. (The draft ROPS must be prepared by the Successor Agency by 11/30/11.)
 If an agency adopts a continuation ordinance per ABX1 27, this EOPS will not be valid and there is no need to prepare a ROPS.
 ** Includes August payments as adoption of the EOPS was August 25th when billing was under processing.
 Note: The Agency is estimating the amount to be paid in any given month.

208,750.00

OTHER OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34167 and 34169 (*)

| Project Name / Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by month | | | | Calendar Year Sub-Total | |
|-----------------------------------|---------------------------|------------------------|--------------------------------------|------------------------------|-------------------|-------------|-------------|-------------|-------------------------|------------------------|
| | | | | | Aug** | Sept | Oct | Nov | | Dec |
| 1) Pass Through Agreement | Alameda County | Payments per CRL 33401 | 4,561,981.47 | 4,561,981.47 | | | | | | |
| 2) Pass Through Agreement | Flood Control District | Payments per CRL 33401 | 524,485.31 | 524,485.31 | | | | | | |
| 3) Statutory Payments | City of Emeryville | Payments per CRL 33607 | 382,352.84 | 382,352.84 | | | | | | |
| 4) Statutory Payments | Alameda County | Payments per CRL 33607 | 834,268.01 | 834,268.01 | | | | | | |
| 5) Statutory Payments | Emery Unified School | Payments per CRL 33607 | 218,442.28 | 218,442.28 | | | | | | |
| 6) Statutory Payments | Peralta Community College | Payments per CRL 33607 | 71,036.00 | 71,036.00 | | | | | | |
| 7) Statutory Payments | Alameda County Schools | Payments per CRL 33607 | 24,995.18 | 24,995.18 | | | | | | |
| 8) Statutory Payments | Flood Control District | Payments per CRL 33607 | 43,038.08 | 43,038.08 | | | | | | |
| 9) Statutory Payments | Bay Area Air Quality Mgmt | Payments per CRL 33607 | 4,978.02 | 4,978.02 | | | | | | |
| 10) Statutory Payments | Mosquito Abatement | Payments per CRL 33607 | 2,049.58 | 2,049.58 | | | | | | |
| 11) Statutory Payments | AC Transit | Payments per CRL 33607 | 124,496.88 | 124,496.88 | | | | | | |
| 12) Statutory Payments | BART | Payments per CRL 33607 | 14,618.69 | 14,618.69 | | | | | | |
| 13) Statutory Payments | East Bay Regional Park | Payments per CRL 33607 | 69,903.16 | 69,903.16 | | | | | | |
| 14) Statutory Payments | EBMUD | Payments per CRL 33607 | 52,891.62 | 52,891.62 | | | | | | |
| 15) | | | | | | | | | | |
| 16) | | | | | | | | | | |
| 17) | | | | | | | | | | |
| 18) | | | | | | | | | | |
| 19) | | | | | | | | | | |
| 20) | | | | | | | | | | |
| 21) | | | | | | | | | | |
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| 25) | | | | | | | | | | |
| 26) | | | | | | | | | | |
| 27) | | | | | | | | | | |
| 28) | | | | | | | | | | |
| Totals - Other Obligations | | | \$ 6,929,537.12 | \$ 6,929,537.12 | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 1,843,070.34 |

* This Enforceable Obligation Payment Schedule (EOPS) is to be adopted by the redevelopment agency no later than late August. It is valid through 12/31/11. It is the basis for the Preliminary Draft Recognized Obligation Payment Schedule (ROPS), which must be prepared by the dissolving Agency by 9/30/11. (The draft ROPS must be prepared by the Successor Agency by 11/30/11.)
 ** Includes August payments as adoption of the EOPS was August 26th when billing was under processing.
 *** All payment amounts are estimates.