

**HAYWARD SUCCESSOR AGENCY OVERSIGHT BOARD  
SPECIAL MEETING  
MAY 18, 2015  
777 B STREET  
CONFERENCE ROOM 1E  
3:00 PM**

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**CLOSED SESSION  
Conference Room 1E – 3:00 PM**

**1. PUBLIC COMMENTS**

2. Conference with Legal Counsel  
Pursuant to Government Code 54956.9
    - Anticipated Litigation (One Case)
  3. Adjourn to Hayward Successor Agency Oversight Board Special Meeting
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**CALL TO ORDER**

**ROLL CALL**

**PLEDGE OF ALLEGIANCE**

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**PUBLIC COMMENTS:** *(The Public Comment section provides an opportunity to address the Oversight Board on items not listed on the agenda. The Board welcomes your comments and requests that speakers present their remarks in a respectful manner, within established time limits, and focus on issues which directly affect the Board or are within the jurisdiction of the Board as the Board is prohibited by State law from discussing items not listed on the agenda, your item will be taken under consideration and may be referred to staff.)*

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1. Approval of February 13, 2015 Meeting Notes
2. Review and Approval of Revised Long Range Property Management Plan
  - Staff Report*
  - Resolution*
  - Attachment I Revised LRPMP*
3. Review and Approval of Contract Amendments with AMEC Foster Wheeler Environment & Infrastructure
  - Staff Report*
  - Resolution*
4. Future Meeting Dates and Potential Agenda Items
  - a. July 2015- Cinema Place Parking Garage Expense Contract Amendment
  - b. September 2015- Approval of ROPS and Administrative Budget for the 15-16B period
  - c. January 2016- Approval of Annual ROPS and Administrative Budget for the FY16-17 period

**BOARD MEMBER/STAFF ANNOUNCEMENTS AND REFERRALS**

**ADJOURNMENT**

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**NEXT MEETING – TO BE ANNOUNCED**

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*Assistance will be provided to those requiring accommodations for disabilities in compliance with the Americans Disabilities Act of 1990. Interested persons must request the accommodation at least 48 hours in advance of the meeting by contacting the Assistant City Manager at (510) 583-4300 or TDD (510) 247-3340.*



**HAYWARD SUCCESSOR AGENCY  
OVERSIGHT BOARD  
FEBRUARY 13, 2015**

**SUMMARY NOTES**

**BOARD MEMBERS PRESENT:** Paul Hodges, Olden Henson, Stacey Bristow, Lisa Brunner, Connie Willis, Barbara Halliday

**BOARD MEMBERS ABSENT:** Richard Valle

**STAFF:** Kelly McAdoo, Assistant City Manager; John Stefanski, Administrative Analyst

**PUBLIC: NONE**

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**Call Meeting to Order:** Meeting called to order at 2:36 P.M.

**Roll Call:** Kelly McAdoo led the roll call; those in attendance introduced themselves

**Pledge of Allegiance:** Those in attendance cited the Pledge of Allegiance, led by Mayor Halliday.

**Public Comments:** There were no Public Comments.

**1. Approval of Minutes from September 24, 2014 Meeting:**

Moved/ Seconded (Hodges/ Brunner) **APPROVED** by unanimous consensus, one absence.

**2. Approval of Revised Recognized Obligation Payment Schedule (ROPS 15-16A) and Administrative Budget for the Period January 1, 2015 through December 31, 2015 and Approval General Fund Loan Repayment:**

Assistant City Manager Kelly McAdoo reported the Recognized Obligation Payment Schedule (ROPS) for the period of July 1, 2015 through December 31, 2015 required Board approval.

Ms. McAdoo highlighted the completion of the Due Diligence Review (DDR) per AB1484. She noted the completion of the Housing Funds DDR and the Non-Housing Funds DDR on February 5, 2013 and May 24, 2013 respectively. The City received its Finding of Completion on November 8, 2013.

The City began repaying the SERAF Loan in June 2014. Staff anticipated total repayment of the loan during this ROPS period. One of the benefits to receiving the Finding of Completion is that current outstanding loans become eligible for repayment.

State law requires the Oversight Board to approve a resolution for the General Fund Loan repayment schedule. According to the repayment schedule on page 3 of the Resolution, staff anticipates repayment of the loan by 2020.

General Fund—Staff requested 100% of the loan amount plus an additional 20% for repayment of the Housing Asset Fund Obligation under Health and Safety Code Section 34191.4(b)(2)(C).

This ROPS includes new line items regarding the Burbank School site and other current liability obligations.

ROPS- Repayment Schedule; Attachment II, updates read aloud by John Stefanski for clarification. John will email board with updates and changes.

Ms. McAdoo is coming to the Board with the following resolutions for approval:

Resolution 2015-01 Moved/ Seconded (Henson/Hodges) **APPROVED** by unanimous consensus

Resolution 2015-02 Attachment II Moved/ Seconded (Bristow/Henson) **APPROVED with amendments as discussed** by unanimous consensus.

### **3. Update on Disposition of Governmental Use Properties to the City of Hayward:**

Ms. McAdoo explained that the City is continuing to work with the Department of Finance (DOF) regarding the Long Term Property Management Plan.

Mayor Halliday confirmed that the City is able to keep the parcels alongside of City Hall. These properties are no longer eligible for maintenance reimbursement, since they now belong to the City. One of the requirements in the legislation is the need to negotiate compensation agreements with each of the taxing entities for each of the parcels.

The City of Hayward will need to come to the Hayward Area Recreation District (HARD) board and the Hayward Unified School District (HUSD) board for approval of the compensation agreements.

Ms. Brunner asked if there is restricted used for these properties, Ms. McAdoo confirmed that some are indeed restricted use; they are for government use only. The City has no intent to develop these into anything other than governmental use for the time being.

### **4. Future Meeting Dates and Agenda Items:**

Next meeting will be in mid-May to check in on the Long Rang Property Management Plan (LRPMP).

**Board Member/Staff Announcements and Referrals:** None.

**Adjournment:** The meeting adjourned at 3:50 P.M.



**DATE:** May 18, 2015

**TO:** Chair and Members of the Successor Agency Oversight Board

**FROM:** Assistant City Manager

**SUBJECT:** Approval of Revised Long Range Property Management Plan

### **RECOMMENDATION**

That the Oversight Board adopts the attached resolution (Attachment I) approving the Revised Long Range Property Management Plan.

### **BACKGROUND**

The California State Legislature enacted Assembly Bill x1 26 (the “Dissolution Act”) to dissolve redevelopment agencies formed under the Community Redevelopment Law in June of 2011. The California Supreme Court in its decision in *California Redevelopment Association v. Matosantos*, issued December 29, 2011, declared the Dissolution Act to be constitutional. Under the Dissolution Act, all California redevelopment agencies were dissolved effective February 1, 2012, and various actions are now required by successor agencies to unwind the affairs of all former redevelopment agencies.

On June 27, 2012, as part of the state budget package, the California legislature passed AB 1484. The main objective of AB 1484 was to amend the Dissolution Act based on experience in implementing the Act at the state and local level. AB 1484 imposes significant new obligations on the successor agencies and oversight boards of dissolving redevelopment agencies, which staff has been implementing.

One of the requirements of this State legislation is for the Successor Agency to submit a Long-Range Property Management Plan (LRPMP) for approval by the Successor Agency Board, Oversight Board, and the Department of Finance (DOF) within six months of receipt of the Finding of Completion. The Long-Range Property Management Plan provides an inventory of all real properties of the former Hayward Redevelopment Agency (RDA), except housing assets, which were transferred to the Hayward Housing Authority. The Plan also details a long-range strategic plan that will govern the disposition of all properties.

The DOF will issue a Finding of Completion to the Successor Agency once each Due Diligence Review (DDR) has been completed and approved by DOF and all unencumbered balances have

been paid by the Agency to the Auditor-Controller. The Hayward Successor Agency has completed both DDRs, both have been approved by DOF, and all funds were paid to the Auditor-Controller for distribution to the taxing entities. The Agency received its Finding of Completion in November 2013. The Agency submitted its original LRPMP in April of 2014.

## **DISCUSSION**

In an attempt to obtain approval of the LRPMP, Successor Agency staff have had several discussions with the DOF regarding necessary amendments to the original LRPMP. The amendments involve several properties:

- 22631 Foothill Blvd (Cinema Place)
- 22631 Foothill Blvd (Cinema Place Parking Lot)
- 1025 A Street (Municipal Lot 2)
- 22852 Foothill Blvd (22852 Foothill Parking Lot)
- 1154 Russell Way (Russell Parcel A)
- 1166 Russell Way (Russell Parcel B)

The concern of DOF staff was the lack of compensation agreements between the City, the Successor Agency and Affected Taxing Entities (ATEs). While at this time, there are no plans to dispose of these properties, the DOF will not approve the LRPMP without amendments to include provisions for compensation agreements for these properties.

In order to address these concerns, the recommended uses for the properties were changed. Now, the Successor Agency will retain the Cinema Place properties (both Cinema Place and Cinema Place Parking Lot) to fulfill enforceable obligations. Once those enforceable obligations are complete, the SA has two options for the disposition of the properties:

1. Sell the properties to the current developer or a third party, retaining the proceeds to pay for other enforceable obligations per a compensation agreement with the ATEs.
2. Transfer the properties to the City of Hayward for future development and include the properties in a compensation agreement with the ATEs.

At this time, Successor Agency staff has not made a decision on the ultimate final disposition of the Cinema Place Properties. Considering the term of the ground lease, which took effect in 2005 and lasts for fifty (50) years with the potential of two (2) five (5) year extensions, staff does not believe assigning an end disposition determination is a worthy exercise at this time. This decision will need to be addressed in the future, prior to 2055.

Regarding the public parking lots listed above, the DOF requested the recommended uses for these properties to be changed to “Transfer to City for Future Development.” Successor Agency staff has serious concerns with this change in designation considering the nuances associated with some of these lots. The uses of some of these lots are protected by either the City Charter or restrictive bond covenants or both. Changing the designation of these lots to “future development” could jeopardize these protections, opening up the Successor Agency and/or the City to future litigation.

Staff spoke to DOF staff, asking to allow the recommended use to remain “governmental use” with compensation agreements; however the DOF was unwilling to entertain that option. Given the disinclination of the DOF to meet the Successor Agency half way in resolving this impasse, the Successor Agency will change the recommended use for the aforementioned parking lots to “transfer to the City for future development” but will continue further use of the parcels as parking lots indefinitely.

As a result, the following statement has been added to the LRPMP for the parking lot properties:

*“The City will enter into a compensation agreement with the affected taxing entities, but the compensation agreement with regards to this property will be subject to the terms of pre-existing enforceable obligations.”*

Construction of the new Hayward Library, which is set to commence later this year, will not be able to take place without the approval of the LRPMP, as the new library will be sited on parking lots formerly owned by the Hayward Redevelopment Agency. The transfer of the Library Site to the City requires LRPMP approval. Successor Agency staff has proactively sent drafts of the amendments to DOF in order to expedite approval of the revised plan.

## **NEXT STEPS**

Due to scheduling issues, the Successor Agency Board will be considering a similar resolution approving the revised LRPMP at a meeting on Tuesday, May 19, 2015. Pending approval by both the Oversight Board and the Successor Agency Board, staff will resubmit the LRPMP to the DOF immediately thereafter for approval.

Successor Agency staff will then begin to develop the compensation agreements for later approval by the Successor Agency Board and Oversight Board. Completion and approval of the compensation agreements will not impact the transfer of the land for the new library

*Prepared by:* John Stefanski, Administrative Analyst I

*Recommended by:* Kelly McAdoo, Assistant City Manager

Approved by:



Fran David, City Manager

Attachments:

|               |   |
|---------------|---|
| Attachment I  | Resolution                                  |
| Attachment II | Revised Long Range Property Management Plan |

HAYWARD SUCCESSOR AGENCY OVERSIGHT BOARD

RESOLUTION 2015-\_\_

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE REDEVELOPMENT AGENCY OF THE CITY OF HAYWARD APPROVING REVISIONS TO THE MULTI-ASSET LONG-RANGE PROPERTY MANAGEMENT PLAN PURSUANT TO HEALTH AND SAFETY CODE SECTION 34191.5

WHEREAS, pursuant to ABx1 26 (as amended by AB 1484, the “Dissolution Statutes”), the separate legal entity known as the Hayward Successor Agency (the “Successor Agency”) must pay the enforceable obligations, wind down the affairs and dispose of assets of the dissolved Redevelopment Agency of the City of Hayward (the “Former Agency”); and

WHEREAS, the Successor Agency received a Finding of Completion from the State Department of Finance (the “DOF”), effective November 8, 2013; and

WHEREAS, an oversight board for the Successor Agency (the “Oversight Board”) has been formed and is functioning in accordance with Health and Safety Code Section 34179; and

WHEREAS, by Ordinance No. 75-029 dated December 30, 1975, the City Council adopted the Redevelopment Plan for the (the “Redevelopment Plan”) for the Downtown Redevelopment Project Area (the “Project Area”), which Redevelopment Plan was being implemented by the Former Agency up until its dissolution; and

WHEREAS, pursuant to Health and Safety Code Section 34191.5(b), upon receipt of the Finding of Completion, the Successor Agency is entitled to and must prepare and submit a Long-Range Property Management Plan (the “LRPMP”) in connection with the property assets of the Successor Agency to the Oversight Board and the Department of Finance no later than six months following the issuance by the DOF of the Finding of Completion, or May 8, 2014; and

WHEREAS, pursuant to Health and Safety Code Section 34191.5(b), the Successor Agency prepared and submitted and the Oversight Board and DOF approved a single-asset LRPMP for a property commonly referred to as the Residual Burbank Site (the “Single Asset LRPMP”);

WHEREAS, the properties that transferred to the ownership of the Successor Agency in connection with the Former Agency’s dissolution that were not housing assets disposed of pursuant to Health and Safety Code Section 34176, public use parcels disposed of pursuant to Health and Safety Code Section 34177(e), 34181(a) and 34191.3; or otherwise disposed of through the Single Asset LRPMP, and that are thereby subject of the multi-asset LRPMP, consists of the properties listed below, which shall herein after be collectively referred to as the “Properties”:

| <b>No.</b> | <b>APN</b>      | <b>Address</b>      |
|------------|-----------------|---------------------|
| 1.         | 428-0061-039-01 | 1025 A Street       |
| 2.         | 428-0066-085    | 22631 Foothill Blvd |
| 3.         | 428-0066-086    | 22631 Foothill Blvd |
| 4.         | 428-0071-049    | 805 B Street        |
| 5.         | 428-0071-050    | 805 B Street        |
| 6.         | 428-0071-018    | 22675 Mission Blvd  |
| 7.         | 428-0071-019    | 22675 Mission Blvd  |
| 8.         | 444-0033-018    | 24311 Mission Blvd  |
| 9.         | 444-0033-019    | 24321 Mission Blvd  |
| 10.        | 444-0033-020    | 24331 Mission Blvd  |
| 11.        | 444-0033-023    | 24491 Mission Blvd  |
| 12.        | 427-0001-031-01 | 22852 Foothill Blvd |
| 13.        | 415-0240-002    | 1154 Russell Way    |
| 14.        | 415-0240-003-02 | 1166 Russell Way    |

WHEREAS, the Properties were acquired by the Dissolved RDA for redevelopment with uses consistent with, and for projects identified in, the Redevelopment Plan; and

WHEREAS, in accordance with Health and Safety Code Section 34191.5, the Successor Agency prepared and submitted the “Multi-Asset LRPMP” to the Oversight Board for the disposal of the Properties in the manner specified in the Multi-Asset LRPMP, which the Oversight Board approved pursuant to Resolution 2014-06 adopted on April 28, 2014; and

WHEREAS, the Department of Finance reviewed and commented on the Multi-Asset LRPMP and requested revisions to the Multi-Asset LRPMP before the Department would be prepared to approve the Multi-Asset LRPMP. The Successor Agency made the revisions to the Multi-Asset LRPMP (the “Revised Multi-Asset LRPMP”) as required by the Department, all as further set forth in the Staff Report and the Revised Multi-Asset LRPMP that is on file with the Secretary of the Oversight Board; and

WHEREAS, approval of the Revised Multi-Asset LRPMP and the transfer of the Properties pursuant to the Revised Multi-Asset LRPMP is exempt from the requirements of the California Environmental Quality Act and the applicable state and local implementing guidelines (“CEQA”) pursuant to State CEQA Guidelines Section 15061(b)(3); and

WHEREAS, the accompanying staff report (the “Staff Report”) provides supporting information upon which the actions set forth in this Resolution are based.

NOW, THEREFORE, BE IT RESOLVED that the Oversight Board hereby finds, resolves, and determines that the foregoing recitals are true and correct, and, together with information provided by the Successor Agency staff and the public, form the basis for the approvals, findings, resolutions, and determinations set forth below.

BE IT FURTHER RESOLVED that, for the reasons set forth above, the Oversight Board finds and determines that approval of the Revised Multi-Asset LRPMP is exempt from the requirements of CEQA, and the Successor Agency Executive Director is authorized to file the appropriate notice of exemption with respect to the approval of the Revised Multi-Asset LRPMP in accordance with CEQA.

BE IT FURTHER RESOLVED that pursuant to Health and Safety Code Section 34191.5(b), the Oversight Board hereby approves the Revised Multi-Asset LRPMP in the form on file with the secretary of the Oversight Board.

BE IT FURTHER RESOLVED that the Successor Agency Executive Director is hereby authorized and directed to submit the Revised Multi-Asset LRPMP to the DOF for approval in accordance with Health and Safety Code Section 34191.5(b).

BE IT FURTHER RESOLVED that, upon approval of the Revised Multi-Asset LRPMP by the DOF, the Oversight Board hereby authorizes and directs the Successor Agency Executive Director to dispose and use the Properties and any disposition proceeds in accordance with the Revised Multi-Asset LRPMP and to take any action and execute any documents as may be necessary to implement the disposition and use of the Properties and any disposition proceeds in accordance with the terms approved in the Revised Multi-Asset LRPMP and this Resolution.

BE IT FURTHER RESOLVED that the Successor Agency is hereby directed to notify the California Department of Finance of the actions set forth in this Resolution in accordance with Health and Safety Code Section 34179(h).

BE IT FURTHER RESOLVED that this Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code Section 34179(h).

BE IT FURTHER RESOLVED that nothing in this Resolution shall abrogate, waive, impair or in any other manner affect the right or ability of the Successor Agency to amend the long range property management plan with respect to any other property of the Dissolved RDA, including, without limitation, any public use properties.

BE IT FURTHER RESOLVED that this Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code Section 34179(h).

HAYWARD, CALIFORNIA, May18, 2015

ADOPTED BY THE FOLLOWING VOTE:

|          |                |
|----------|----------------|
| AYES:    | BOARD MEMBERS: |
| NOES:    | BOARD MEMBERS: |
| ABSTAIN: | BOARD MEMBERS: |

ABSENT:

BOARD MEMBERS:

ATTEST:

\_\_\_\_\_  
Chair of the Oversight Board

**REVISED LONG-RANGE PROPERTY MANAGEMENT PLAN  
(Pursuant to Health and Safety Code Section 34191.5)**

**Hayward Successor Agency**

**May 14, 2015**

## **Introduction**

### **Procedural Background**

The Redevelopment Agency of the City of Hayward (the “Former RDA”) was dissolved on February 1, 2012, pursuant to ABx1 26 (as amended by AB 1484, the “Redevelopment Dissolution Statutes”). The Redevelopment Dissolution Statutes govern the dissolution of the Former RDA, which includes the disposition of its former real property including housing assets, governmental use properties and other real property assets of the Former RDA.

Under Health and Safety Code Section 34191.5(b), upon receipt of the finding of completion, the Hayward Successor Agency (the “Successor Agency”), successor in interest of the Former RDA under Health and Safety Code Section 34173, is entitled to and must prepare a Long-Range Property Management Plan (the “LRPMP”) in connection with the disposition of the real property assets of Former RDA (excluding “housing assets” as defined in Health and Safety Code Section 34176 and transferred as discussed below). The Successor Agency must submit the LRPMP to its Oversight Board and the State Department of Finance (the “DOF”), no later than six months following the issuance by the DOF of the Finding of Completion, or May 8, 2014.

The Successor Agency obtained a “finding of completion” from DOF on November 8, 2013, pursuant to Health and Safety Code Section 34179.7, indicating that the Successor Agency has satisfactorily made a series of required payments of Former RDA funds in accordance with the Redevelopment Dissolution Statutes. Issuance of the finding of completion now entitles the Successor Agency to submit a LRPMP for approval by the Oversight Board and DOF. This document constitutes the multi-asset Long-Range Property Management Plan (the “Multi-Asset LRPMP”) prepared in accordance with Health and Safety Code Section 34191.5.

On April 23, 2015 Successor Agency Staff had a conference call with the DOF regarding suggested requested amendments to the original LRPMP. The suggested amendments dealt primarily with the following three properties:

- 22631 Foothill Blvd (Cinema Place)
- 22631 Foothill Blvd (Cinema Place Parking Lot)
- 22852 Foothill Blvd (22852 Foothill Lot)

The concern of DOF staff was the lack of compensation agreements between the City, the Successor Agency and Affected Taxing Entities (ATEs) with regards to the transfer of each of the three properties. The changes in this Amended LRPMP address DOF concerns for each property.

This Amended Multi-Asset LRPMP is scheduled for consideration by the Successor Agency's Oversight Board on May 18, 2015 and, if approved by the Oversight Board, will be transmitted to the DOF for its approval in accordance with Health and Safety Code Section 34191.5(b).

## **Organization of LRPMP**

Part I of this Multi-Asset LRPMP contains a summary of the previous transfers made by the Successor Agency, and approved by the Oversight Board, which are reaffirmed under this Multi-Asset LRPMP and sets forth the parameters that will govern the disposition and use of the Properties (defined in Part II below) prescribed under this Multi-Asset LRPMP.

In accordance with Health and Safety Code Section 34191.5(c), Part II of this Multi-Asset LRPMP contains summary sheets for each of the Properties setting forth the information required under Health and Safety Code Section 34191.5(c)(1) and summarizing the directed designated use and disposition for each of the Properties.

Accompanying this Multi-Asset LRPMP is the information checklist required by the DOF (Appendix A) and the DOF Tracking Worksheet (Appendix B).

## **Part I: LRPMP Property Information Inventory**

This Part I contains a summary of the previous transfers made by the Successor Agency, and approved by the Oversight Board, which are reaffirmed under this Multi-Asset LRPMP (Section A). Part I further sets forth the parameters that will govern the disposition and use of the Properties prescribed in Part II of this Multi-Asset LRPMP.

### **A. Previous Transfers**

*Disposition of Housing Assets.* At the time of its dissolution on February 1, 2012, and in accordance with Health and Safety Code Section 34176(b)(2), the Former RDA transferred ownership of the Former RDA's "housing assets" to the Housing Authority of the City of Hayward (the "Housing Authority"). The transferred housing assets were listed on the "Housing Asset Transfer List" prepared in accordance with Section 34176(a)(2) and approved by the California Department of Finance (the "DOF") and subsequently approved by the Successor Agency's oversight board (the "Oversight Board"). This document reaffirms the transfers of the housing assets to the Housing Authority as described on the Housing Asset Transfer List.

*Disposition of Governmental Use Properties.* Under Health and Safety Code Sections 34177(e), 34191.3 and 34181(a), the Oversight Board is authorized to approve and direct the disposition, by the Successor Agency to the City of Hayward (the "City"), of governmental purpose properties constructed and used for roads, school buildings, parks and open space, police and fire stations, libraries, and local agency administrative buildings and other governmental purposes.

The Successor Agency has requested the Oversight Board to direct the transfer of the public owned, operated, and maintained governmental use properties located in the City of Hayward listed below, which are herein after collectively referred to as the "Governmental Use Parcels," from the Successor Agency to the City:

### ***Table 1: Governmental Use Parcels***

| No. | APN          | Classification        |
|-----|--------------|-----------------------|
| 1.  | 428-76-23-13 | Government Use - Park |
| 2.  | 428-76-27-09 | Government Use - Park |
| 3.  | 428-71-02-00 | Government Use - Park |
| 4.  | 428-71-03-00 | Government Use - Park |

This document reaffirms the transfer of the Governmental Use Parcels from the Successor Agency to the City as authorized pursuant to Health and Safety Code Sections 34177(e), 34191.3 and 34181(a).

*Disposition of Other Real Property Assets.* The Successor Agency previously prepared and submitted and the Oversight Board and DOF approved a single asset LRPMP for the “Residual Burbank Site” property (the “Single Asset LRPMP”). The Successor Agency recently transferred the Residual Burbank Site (APN 431-0110-007) in accordance with the terms of the Single Asset LRPMP. This Multi-Asset LRPMP does not address the transfer of the Residual Burbank Site and does not amend or otherwise affect the terms of the Single Asset LRPMP previously approved by the DOF.

**B. Parameters for Transfers Pursuant to Multi-Asset LRPMP**

The Successor Agency is now responsible for disposition of the Properties in accordance with the procedures and requirements of Redevelopment Dissolution Statutes, with particular reference to Health and Safety Code Section 34191.1, 34191.3, 34191.4(a), and 34191.5.

*Property Uses/Disposition.* Health and Safety Code Section 34191.5 authorizes four categories for disposition of a successor agency's property, as summarized in Table 2, below:

**Table 2: Permitted Uses/Disposition of Successor Agency Real Property Under a LRPMP (Health and Safety Code Section 34191.5)**

| Plan Category                       | Use/Disposition Purpose of Property   | Property Transferee                         |
|-------------------------------------|---|---|
| Enforceable Obligation              | Use Consistent with Enforceable Obligation Terms  | Designated Enforceable Obligation Recipient |
| Governmental                        | Governmental Use in Accordance with Section 34181(a)  | Appropriate Public Jurisdiction             |
| Approved Redevelopment Plan Project | Direct Use, or Liquidation and Use of Proceeds, for Project Identified in Approved Redevelopment Plan | Host Community (City of Hayward)            |
| Other Liquidation                   | Distribution of Sale Proceeds as Property Taxes to Affected Taxing Entities                           | Approved Purchase                           |

Part II of this Multi-Asset LRPMP contains the proposed designated use and disposition for each of the Properties.

*Compensation Agreements.*

The Successor Agency interprets Health and Safety Code Section 34191.5 to mean that agreements with taxing entities pursuant to Health and Safety Code Section 34180(f) are not required in connection with the disposition of the Successor Agency's Properties to the City under authority of Health and Safety Code Section 34191.5(c)(2)(A) for use or further disposition by the City as governmental use properties or for projects identified in the Former RDA's approved redevelopment plans. In support of its interpretation, the Successor Agency is submitting an excerpt (Appendix C) from the California State Budget Summary 2012-13 prepared and disseminated by the DOF which specifically states:

“Land and other physical assets not needed for enforceable obligations of the former RDAs may be transferred by the successor agency to the city or county that created the RDA and used for economic development, ***without compensation to the affected taxing entities.***” [emphasis added]

However, the City and the Successor Agency will enter into a compensation agreement pursuant to Health and Safety Code Section 34180(f) (the “Compensation Agreement”) with the affected taxing entities (the “Taxing Entities”) specifying that the Net Proceeds (as further defined and described below), of the City's use of the Properties and any further disposition by the City to third parties of the Properties, will be remitted to the County Auditor-Controller for distribution to all of the Taxing Entities on a pro-rata basis in proportion to each Taxing Entity's respective share of the property tax base.

Transfer of the properties by the Successor Agency to the City in accordance with this Multi-Asset LRPMP is conditioned upon full execution of a Compensation Agreement by the City, the Successor Agency and the Taxing Entities, to the extent applicable. As will be further set forth in the Compensation Agreement, the Net Proceeds to be remitted by the City for distribution to the Taxing Entities will consist generally of the following:

- So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property.
- Upon disposition of a property by the City to private development entity, the Net Proceeds will consist of the sale proceeds, if any, received by the City with respect to the property minus the documented costs to the City of the improvement, operation, maintenance and disposition of the property.

Notwithstanding the foregoing or any other provision of this Multi-Asset LRPMP, no Compensation Agreement will be required, and the City may retain any proceeds from the use or disposition of the Properties, if a court order, legislation or DOF policy reverses the DOF's directive regarding the need for a Compensation Agreement (a “Reversal”). In the event of a Reversal that occurs prior to the full execution of the Compensation Agreement, the properties will be transferred as directed under this LRPMP without the condition of or need for such full execution. If a Reversal occurs after the full execution of the Compensation Agreement, the Compensation Agreement will provide that it can be terminated by any party. Upon such

termination, any Net Proceeds received by the City after such termination, may be retained by the City and are directed pursuant to this Multi-Asset LRPMP to be used by the City to pay costs of one or more projects identified in the approved redevelopment plans.

*Enforceable Obligations.* Two of the Properties are directed under this Multi-Asset LRPMP to be owned and retained by the City to fulfill enforceable obligations previously approved by the DOF and described in further detail in Tables 5 and 6 below. The City will be required to hold such Properties in accordance with the specified terms of the enforceable obligations. As a condition of the City's ownership, the City will collect the rent revenues generated under the enforceable obligations encumbering the two Properties. The City will also be required to use the rent revenues it collects exclusively for costs incurred to implement the former RDA's obligations under the enforceable obligations, including making any required payments.

Because the Successor Agency's liability is limited under Health and Safety Code Section 34173(e), the liability of the City under the enforceable obligations shall be limited to the extent of the total sum of rent revenues the City in possession of the City and the value of the two Properties encumbered by the enforceable obligations.

The City shall deposit all rent revenues into a separate operating and maintenance reserve account. To the extent the funds deposited into the account exceed the greater of (i) \$250,000 or (ii) one and one half the average operating budget for the previous two (2) years, then the City shall pay any excess rent revenues to the Successor Agency for distribution to the taxing entities in accordance with the Redevelopment Dissolution Statutes. To the extent that the rent revenues collected by the City are insufficient to meet the former RDA's obligations under the enforceable obligations, the City shall bear no burden to fund such shortfalls. Consequently, as a further condition of the City's ownership, to the extent the costs incurred to implement the former RDA's obligations and make required payments under the enforceable obligations exceed the rent revenues collected by the City, the Successor Agency shall continue to be responsible to fulfill the continued obligations of the former RDA required under the terms of the enforceable obligations until such time as required thereunder. The City shall maintain complete and accurate financial accounts, documents and records with respect to the performance of its obligations under the enforceable obligations, and shall make the same available to the authorized agents of the Successor Agency for copying and auditing upon reasonable prior notice.

If in the future any of the Properties retained to fulfill an enforceable obligation are no longer required to fulfill the enforceable obligation, the City may retain the property for public use, sell the property for private development for projects identified in the former RDA's approved redevelopment plan, or liquidate the Properties with the consent of the Successor Agency and its Oversight Board.

*Retention for Public Use.* Eight of the Properties are directed under this Multi-Asset LRPMP to be retained by the City for the development or continued use and operation by the City of a governmental use identified in the former RDA's approved redevelopment plans. At this time, it is anticipated that any lease rental income, use fee income, or other income that may be obtained by the City from such City-retained Properties will be far exceeded by the costs to the City of

improving, operating and maintaining such Properties as governmental use properties, with the result that any Net Proceeds are considered unlikely. If in the future, any of the properties retained for public use is to be sold by the City for private development for projects identified in the former RDA's approved redevelopment plans, the Properties will be transferred following the procedures described directly below.

*Transfer for Projects in an Approved Redevelopment Plan.* No properties in this plan are currently proposed to fall into this category. If in the future any of the properties retained for public use is to be sold by the City for private development for projects identified in the former RDA's approved redevelopment plans, the Properties will be sold in the manner prescribed below.

Transfers, for private development for a projects identified in the former RDA's approved redevelopment plan, by the City will be made to a selected development entity in accordance with the terms of a property conveyance agreement approved by the City Council acting in accordance with the requirements of Chapter 2 of Part 4 of Division 1 of Title 5 of the California Government Code (commencing with Government Code Section 52201).

In accordance with Government Code Section 52201(b), the purchase price or lease payments to be paid by the selected developer of each such Property under a property conveyance agreement will equal not less than either the fair market value of the Property at its highest and best use or the fair reuse value of the Property at the use and with the covenants and conditions and the development costs authorized pursuant to the property conveyance agreement, as determined by formal action of the City Council.

The amount of any Net Proceeds from the sale of each of these Properties by the City will depend on the purchase price or lease payments determined in accordance with the statutory requirements cited above, and the counterbalancing documented costs incurred by the City in connection with the improvement, operation, maintenance, and disposition of the Property.

*Liquidation.* Four of the Properties are directed under this Multi-Asset LRPMP to be liquidated by the Successor Agency. For the Properties to be liquidated, the Successor Agency will either list the Properties for sale for the appraised value, issue a request for development proposals that meets the planning objectives of the Successor Agency and the City, or place the Properties for auction, and the proceeds of the sale minus the documented costs to the Successor Agency for transferring the property will be retained to fulfill enforceable obligations on approved recognized obligation payment schedules or for distribution as property tax to the affected taxing entities, in accordance with the terms of Health and Safety Code Section 34191.5(c)(2)(B).

*Not Surplus Property.* Because the City is obligated to dispose of the Properties in accordance with this Multi-Asset LRPMP and to satisfy goals, objectives and purposes of the City's General Plan, the former RDA's approved redevelopment plans, and the Redevelopment Dissolution Statutes, the Properties are not "surplus" property of the City and are not subject to the disposition requirements and procedures of the Surplus Lands Act (Government Code Section 54220 *et seq.*).

Instead, disposition of the Properties in accordance with this Multi-Asset LRPMP constitutes a “common benefit” that may take place under authority of Government Code Section 37350 and/or other disposition authority deemed appropriate by the City. The provisions of the California Environmental Quality Act and Government Code Section 65402(a) regarding General Plan conformance will apply to the disposition by the City of each Property.

**Part II: LRPMP Property Information Inventory and Proposed Uses**

As a result of the disposition of assets described above, the only remaining properties that transferred to the ownership of the Successor Agency in connection with the Former RDA's dissolution that were not housing assets disposed of pursuant to Health and Safety Code Section 34176, public use parcels disposed of pursuant to Health and Safety Code Section 34177(e), 34181(a) and 34191.3; or transferred pursuant to the Single Asset LRPMP, and that are thereby subject to the Multi-Asset LRPMP, consists of the Former RDA properties listed in Table below (herein collectively referred to as the “Properties”).

Table 3 below summarizes the designated use and disposition for the Properties under Health and Safety Code Section 34191.5(c)(2).

***Table 3: Summary of LRPMP List of Properties and Designated Use/Disposition***

| No. | APN             | Address             | Referenced as:             | Recommended Use                             |
|-----|-----------------|---------------------|----------------------------|---|
| 1.  | 428-0061-039-01 | 1025 A Street       | “Municipal Lot 2”          | Transfer to City for Future Development     |
| 2.  | 428-0066-085    | 22631 Foothill Blvd | “Cinema Place”             | SA Retain to Fulfill enforceable obligation |
| 3.  | 428-0066-086    | 22631 Foothill Blvd | “Cinema Place Parking Lot” | SA Retain to Fulfill enforceable obligation |
| 4.  | 428-0071-049    | 805 B Street        | “City Hall Structure”      | Governmental Use                            |
| 5.  | 428-0071-050    | 805 B Street        | “City Hall Structure”      | Governmental Use                            |
| 6.  | 428-0071-018    | 22675 Mission Blvd  | “22675 Mission (Lot A)”    | Governmental Use                            |
| 7.  | 428-0071-019    | 22675 Mission Blvd  | “22695 Mission (Lot B)”    | Governmental Use                            |
| 8.  | 444-0033-018    | 24311 Mission Blvd  | “24311 Mission Lot”        | Other Liquidation                           |
| 9.  | 444-0033-019    | 24321 Mission Blvd  | “24321 Mission Lot”        | Other Liquidation                           |
| 10. | 444-0033-020    | 24331 Mission Blvd  | “24331 Mission Lot”        | Other Liquidation                           |
| 11. | 444-0033-023    | 24491 Mission Blvd  | “24491 Mission Lot ”       | Other Liquidation                           |
| 12. | 427-0001-031-01 | 22852 Foothill Blvd | “22852 Foothill Lot”       | Transfer to City for Future Development     |
| 13. | 415-0240-002    | 1154 Russell Way    | “Russell Parcel A”         | Transfer to City for Future Development     |
| 14. | 415-0240-003-02 | 1166 Russell Way    | “Russell Parcel B”         | Transfer to City for Future Development     |

The Property Inventory Sheets below, provide the required information for the Properties transferred from the former RDA to the Successor Agency. The Inventory Sheets also address the specific LRPMP requirements listed in Health and Safety Code Section 34191.5(c)(1).



**Table 4: Property Inventory Sheet for Muni Lot 2**

|  |   |
|--|---|
|    |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>   |   |
| Address  | 1025 A Street   |
| APN  | 428-0061-039-01   |
| Lot Size   | .65 acres   |
| Acquisition Date   | 5/11/2005   |
| Purchase Price/Value   | \$2,196,142   |
| Current Zoning   | CC-C: Central City Commercial                                     |
| Current Use  | Parking lot structure   |
| Purpose of acquisition   | This property was acquired to provide public parking.             |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>  |   |
| Estimated Current Value  | \$2,421,800   |
| Date of Estimated Current Value  | 6/30/2010   |
| Value Basis  | Book value  |
| Proposed Sale Value  | Not applicable.   |
| Proposed Sale Date   | Transfer to City upon approval of LRPMP.                          |
| <b>Revenue Generated by Property</b>   |   |
| Lease or rental income for the private use of property   | No lease or rental revenue is being generated.                    |
| Contractual Requirements   | Subject to a “NO-BUILD” easement area and an Access easement area |
| <b>History of Environmental Contamination/Remediation</b>  |   |
| History of contamination/remediation   | Unknown   |
| <b>Disposition Plan</b>  |   |
| History of previous development proposals  | N/A   |
| Potential for transit oriented development   | N/A   |
| Reuse potential/advancement of planning objectives   | N/A   |
| <b>Recommended Action</b>  |   |
| <p>The Successor Agency will transfer Municipal Lot 2 to the City for future development for the continued use and operation of a public parking lot. So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property. The City will include the subject property in the compensation agreement that the City will negotiate and execute with the affected taxing entities.</p> |   |

**Table 5: Property Inventory Sheet for Cinema Place**

|  |   |
|--|---|
|  |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>                 |   |
| Address  | 22631 Foothill Blvd   |
| APN  | 428-0066-085  |
| Lot Size   | 1.53 acres  |
| Acquisition Date   | May 2002  |
| Purchase Price/Value   | \$10,316,723 (acquired with Cinema Place Parking Lot)   |
| Current Zoning   | PD: Planned Development   |
| Current Use  | Retail/Cinema Complex   |
| Purpose of acquisition   | This property was acquired for redevelopment purposes.  |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>                      |   |
| Estimated Current Value  | \$10,553,747  |
| Date of Estimated Current Value  | 6/30/2010   |
| Value Basis  | Book Value  |
| Proposed Sale Value  | N/A   |
| Proposed Sale Date   | Retain by SA upon approval of LRPMP.  |
| <b>Revenue Generated by Property</b>   |   |
| Lease or rental income for the private use of property                             | See First and Second Amendments to Ground Lease; approximately \$4,200/month  |
| Contractual Requirements   | See attached Cinema Place Ground Lease, Cinema Place Parking Maintenance and Easement Agreement, Movie Theater Operation Agreement  |
| <b>History of Environmental Contamination/Remediation</b>                          |   |
| History of contamination/remediation   | Groundwater Remediation underway; Remedial Action Implementation Report approved by CA Regional Water Quality Control Board October 14, 2011; Covenant and Environmental Restriction recorded on property 7/21/2006 |
| <b>Disposition Plan</b>  |   |
| History of previous development proposals  | N/A   |
| Potential for transit oriented development   | Low – property already developed for commercial uses  |

|   |   |
|---|---|
|   | and subject to Covenant and Environmental Restriction |
| Reuse potential/advancement of planning objectives  | N/A   |
| <b>Recommended Action</b>   |   |
| <p>The Successor Agency will retain Cinema Place to fulfill an enforceable obligation of the Successor Agency. the SA will collect the rent revenues generated under the enforceable obligations encumbering the two Properties and will be required to use the rent revenues it collects exclusively for costs incurred to implement the Former RDA's obligations under the enforceable obligations. As further described in Part I.B above, to the extent the costs incurred to implement the Former RDA's obligations under the enforceable obligations exceed the rent revenues collected by the City, the Successor Agency shall continue to be responsible to fulfill continued obligations of the Former RDA required under the terms of the enforceable obligations until such time as required thereunder. Excess Rent revenues will be distributed as described in Part I.B <i>Enforceable Obligations</i>, above. Once all enforceable obligations are fulfilled, the SA will transfer the property to the City for future development. The City will include the subject property in the compensation agreement that the City will negotiate and execute with the affected taxing entities. The transfer of the property to the City will be subject to the conditions of the existing enforceable obligations and the terms of the compensation agreement with regards to this property will also be subject to the terms of the pre-existing enforceable obligations.</p> |   |

**Table 6: Property Inventory Sheet for Cinema Place Parking Lot**

|  |   |
|--|---|
|  |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>                 |   |
| Address  | 22631 Foothill Blvd   |
| APN  | 428-0066-086  |
| Lot Size   | .88 acres   |
| Acquisition Date   | May 2002  |
| Purchase Price/Value   | \$10,316,723 (acquired with Cinema Place parcel)  |
| Current Zoning   | PD: Planned Development   |
| Current Use  | Parking structure attached to adjacent commercial development   |
| Purpose of acquisition   | This property was acquired to provide parking to complement the redevelopment purposes of the Cinema Place Development.   |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>                      |   |
| Estimated Current Value  | \$10,553,747  |
| Date of Estimated Current Value  | 6/30/2010   |
| Value Basis  | Book Value  |
| Proposed Sale Value  | N/A   |
| Proposed Sale Date   | Retain by SA upon approval of LRPMP.  |
| <b>Revenue Generated by Property</b>   |   |
| Lease or rental income for the private use of property                             | N/A   |
| Contractual Requirements   | See attached Cinema Place Ground Lease, Cinema Place Parking Maintenance and Easement Agreement, Movie Theater Operation Agreement  |
| <b>History of Environmental Contamination/Remediation</b>                          |   |
| History of contamination/remediation   | Groundwater Remediation underway; Remedial Action Implementation Report approved by CA Regional Water Quality Control Board October 14, 2011; Covenant and Environmental Restriction recorded on property 7/21/2006 |
| <b>Disposition Plan</b>  |   |
| History of previous development proposals  | N/A   |
| Potential for transit oriented development   | Low – property already developed as multi-level parking   |

|  |   |
|--|---|
|  | structure and subject to Covenant and Environmental Restriction |
| Reuse potential/advancement of planning objectives   | N/A   |
| <b>Recommended Action</b>  |   |
| <p>The Successor Agency will retain Cinema Place to fulfill an enforceable obligation of the Successor Agency. The Successor Agency shall continue to be responsible to fulfill continued obligations of the Former RDA required under the terms of the enforceable obligations until such time as required thereunder. The City will include the subject property in the compensation agreement that the City will negotiate and execute with the affected taxing entities. Once all enforceable obligations are fulfilled, the SA will transfer the property to the City for future development. The transfer of the property to the City will be subject to the conditions of the pre-existing enforceable obligations and the terms of the compensation agreement with regards to this property will also be subject to the terms of the pre-existing enforceable obligations.</p> |   |

**Table 7: Property Inventory Sheet for City Hall Structure**

|   |   |
|---|---|
|   |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>  |   |
| Address   | 805 B Street  |
| APN   | 428-0071-049 and 428-0071-050                                     |
| Lot Size  | 1.36 acres  |
| Acquisition Date  | 1998  |
| Purchase Price/Value  | \$6,899,639   |
| Current Zoning  | CC-R: Central City Residential                                    |
| Current Use   | City Hall parking structure                                       |
| Purpose of acquisition  | This property was acquired to provide public parking.             |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>   |   |
| Estimated Current Value   | \$7,675,165   |
| Date of Estimated Current Value   | 6/30/2010   |
| Value Basis   | Book Value  |
| Proposed Sale Value   | Not applicable.   |
| Proposed Sale Date  | Transfer to City upon approval of LRPMP.                          |
| <b>Revenue Generated by Property</b>  |   |
| Lease or rental income for the private use of property  | No lease or rental revenue is being generated.                    |
| Contractual Requirements  | Unknown   |
| <b>History of Environmental Contamination/Remediation</b>   |   |
| History of contamination/remediation  | Unknown   |
| <b>Disposition Plan</b>   |   |
| History of previous development proposals   | N/A   |
| Potential for transit oriented development  | Low – property already developed as multi-level parking structure |
| Reuse potential/advancement of planning objectives  | Not applicable.   |
| <b>Recommended Action</b>   |   |
| <p>The Successor Agency will transfer the City Hall Structure to the City as a governmental use property for the continued use and operation of a public parking lot. So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property.</p> |   |

**Table 8: Property Inventory Sheet for 22675 Mission (Lot A)**

|   |   |
|---|---|
|   |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>  |   |
| Address   | 22675 Mission Blvd  |
| APN   | 428-0071-018  |
| Lot Size  | .14 acres   |
| Acquisition Date  | Unknown   |
| Purchase Price/Value  | Unknown   |
| Current Zoning  | CC-R: Central City Residential  |
| Current Use   | Surface Public Parking Lot  |
| Purpose of acquisition  | This property was acquired to provide public parking.   |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>   |   |
| Estimated Current Value   | Unknown   |
| Date of Estimated Current Value   | N/A   |
| Value Basis   | N/A   |
| Proposed Sale Value   | Not applicable.   |
| Proposed Sale Date  | Transfer to City upon approval of LRPMP.  |
| <b>Revenue Generated by Property</b>  |   |
| Lease or rental income for the private use of property  | No lease or rental revenue is being generated.  |
| Contractual Requirements  | Unknown   |
| <b>History of Environmental Contamination/Remediation</b>   |   |
| History of contamination/remediation  | Unknown   |
| <b>Disposition Plan</b>   |   |
| History of previous development proposals   | The City has been considering proposals to utilize this parcel and the adjacent parcel in order to develop and build a new Main Library. The City Council has tentatively approved these plans pending voter approval of a ballot measure in June 2014. |
| Potential for transit oriented development  | N/A   |
| Reuse potential/advancement of planning objectives  | N/A   |
| <b>Recommended Action</b>   |   |
| The Successor Agency will transfer 22675 Mission (Lot A) to the City as a governmental use property for the continued use and operation of a public parking lot or potentially as a public library. So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or |   |

other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property.

**Table 9: Property Inventory Sheet for 22695 Mission (Lot B)**

|   |   |
|---|---|
|   |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>  |   |
| Address   | 22695 Mission Blvd  |
| APN   | 428-0071-019  |
| Lot Size  | .29 acres   |
| Acquisition Date  | Unknown   |
| Purchase Price/Value  | Unknown   |
| Current Zoning  | CC-R: Central City Residential  |
| Current Use   | Surface Public Parking Lot  |
| Purpose of acquisition  | This property was acquired to provide public parking.   |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>   |   |
| Estimated Current Value   | Unknown   |
| Date of Estimated Current Value   | Unknown   |
| Value Basis   | N/A   |
| Proposed Sale Value   | Not applicable.   |
| Proposed Sale Date  | Transfer to City upon approval of LRPMP.  |
| <b>Revenue Generated by Property</b>  |   |
| Lease or rental income for the private use of property  | No lease or rental revenue is being generated.  |
| Contractual Requirements  | Unknown   |
| <b>History of Environmental Contamination/Remediation</b>   |   |
| History of contamination/remediation  | Unknown   |
| <b>Disposition Plan</b>   |   |
| History of previous development proposals   | The City has been considering proposals to utilize this parcel and the adjacent parcel in order to develop and build a new Main Library. The City Council has tentatively approved these plans pending voter approval of a ballot measure in June 2014. |
| Potential for transit oriented development  | N/A   |
| Reuse potential/advancement of planning objectives  | N/A   |
| <b>Recommended Action</b>   |   |
| The Successor Agency will transfer 22695 Mission (Lot B) to the City as a governmental use property for the continued use and operation of a public parking lot or potentially as a public library. So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property. |   |

**Table 10: Property Inventory Sheet for 24311 Mission**

|  |   |
|--|---|
|                                |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>   |   |
| Address  | 24311 Mission Blvd  |
| APN  | 444-0033-018-01   |
| Lot Size   | .14 acres   |
| Acquisition Date   | 12/22/2008  |
| Purchase Price/Value   | \$1,822,415 (total purchase price for 24311, 24321 and 24331 Mission)   |
| Current Zoning   | MB-T4-1: MB – Urban General Zone  |
| Current Use  | Vacant land   |
| Purpose of acquisition   | This property was acquired for future redevelopment.  |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>  |   |
| Estimated Current Value  | \$1,822,415 (total purchase price for 24311, 24321 and 24331 Mission)   |
| Date of Estimated Current Value  | September 2008  |
| Value Basis  | Appraisal   |
| Proposed Sale Value  | Fair Market Value   |
| Proposed Sale Date   | To be determined to maximize sale value.  |
| <b>Revenue Generated by Property</b>   |   |
| Lease or rental income for the private use of property   | No lease or rental revenue is being generated.  |
| Contractual Requirements   | Not applicable.   |
| <b>History of Environmental Contamination/Remediation</b>  |   |
| History of contamination/remediation   | 2008 Phase I report recommended limited investigation be performed regarding a possible 1923 underground gas tank in Mission Blvd; potential asbestos materials on site |
| <b>Disposition Plan</b>  |   |
| History of previous development proposals  | 2004 approval for mixed use project with 3 condominium units and 7,200 sq ft restaurant   |
| Potential for transit oriented development   | N/A   |
| Reuse potential/advancement of planning objectives   | N/A   |
| <b>Recommended Action</b>  |   |
| The Successor Agency will liquidate 24311 Mission and the proceeds of the sale minus the documented costs to the |   |

Successor Agency for transferring the property will be retained to fulfill enforceable obligations on approved recognized obligation payment schedules or for distribution as property tax to the affected taxing entities, in accordance with the terms of Health and Safety Code Section 34191.5(c)(2)(B).

**Table 11: Property Inventory Sheet for 24321 Mission**

|  |   |
|--|---|
|                                |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>   |   |
| Address  | 24321 Mission Blvd  |
| APN  | 444-0033-019  |
| Lot Size   | .19 acres   |
| Acquisition Date   | 12/22/2008  |
| Purchase Price/Value   | \$1,822,415 (total purchase price for 24311, 24321 and 24331 Mission)   |
| Current Zoning   | MB-T4-1: MB – Urban General Zone  |
| Current Use  | Vacant land   |
| Purpose of acquisition   | This property was acquired for future redevelopment.  |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>  |   |
| Estimated Current Value  | \$1,822,415 (total purchase price for 24311, 24321 and 24331 Mission)   |
| Date of Estimated Current Value  | September 2008  |
| Value Basis  | Appraisal   |
| Proposed Sale Value  | Fair Market Value   |
| Proposed Sale Date   | To be determined to maximize sale value.  |
| <b>Revenue Generated by Property</b>   |   |
| Lease or rental income for the private use of property   | No lease or rental revenue is being generated.  |
| Contractual Requirements   | Not applicable.   |
| <b>History of Environmental Contamination/Remediation</b>  |   |
| History of contamination/remediation   | 2008 Phase I report recommended limited investigation be performed regarding a possible 1923 underground gas tank in Mission Blvd; potential asbestos materials on site |
| <b>Disposition Plan</b>  |   |
| History of previous development proposals  | 2004 approval for mixed use project with 3 condominium units and 7,200 sq ft restaurant   |
| Potential for transit oriented development   | N/A   |
| Reuse potential/advancement of planning objectives   | N/A   |
| <b>Recommended Action</b>  |   |
| The Successor Agency will liquidate 24321 Mission and the proceeds of the sale minus the documented costs to the |   |

Successor Agency for transferring the property will be retained to fulfill enforceable obligations on approved recognized obligation payment schedules or for distribution as property tax to the affected taxing entities, in accordance with the terms of Health and Safety Code Section 34191.5(c)(2)(B).

**Table 12: Property Inventory Sheet for 24331 Mission**

|  |   |
|--|---|
|                                |   |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>   |   |
| Address  | 24331 Mission Blvd  |
| APN  | 444-0033-020  |
| Lot Size   | .38 acres   |
| Acquisition Date   | 12/22/2008  |
| Purchase Price/Value   | \$1,822,415 (total purchase price for 24311, 24321 and 24331 Mission)   |
| Current Zoning   | MB-T4-1: MB – Urban General Zone  |
| Current Use  | Vacant land   |
| Purpose of acquisition   | This property was acquired for future redevelopment.  |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>  |   |
| Estimated Current Value  | \$1,822,415 (total purchase price for 24311, 24321 and 24331 Mission)   |
| Date of Estimated Current Value  | September 2008  |
| Value Basis  | Appraisal   |
| Proposed Sale Value  | Fair Market Value   |
| Proposed Sale Date   | To be determined to maximize sale value.  |
| <b>Revenue Generated by Property</b>   |   |
| Lease or rental income for the private use of property   | No lease or rental revenue is being generated.  |
| Contractual Requirements   | Not applicable.   |
| <b>History of Environmental Contamination/Remediation</b>  |   |
| History of contamination/remediation   | 2008 Phase I report recommended limited investigation be performed regarding a possible 1923 underground gas tank in Mission Blvd; potential asbestos materials on site |
| <b>Disposition Plan</b>  |   |
| History of previous development proposals  | 2004 approval for mixed use project with 3 condominium units and 7,200 sq ft restaurant   |
| Potential for transit oriented development   | N/A   |
| Reuse potential/advancement of planning objectives   | N/A   |
| <b>Recommended Action</b>  |   |
| The Successor Agency will liquidate 24331 Mission and the proceeds of the sale minus the documented costs to the |   |

Successor Agency for transferring the property will be retained to fulfill enforceable obligations on approved recognized obligation payment schedules or for distribution as property tax to the affected taxing entities, in accordance with the terms of Health and Safety Code Section 34191.5(c)(2)(B).

**Table 13: Property Inventory Sheet for 24491 Mission**

|   |  |
|---|--|
|   |  |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>  |  |
| Address   | 24491 Mission Blvd   |
| APN   | 444-0033-023   |
| Lot Size  | .41 acres  |
| Acquisition Date  | 10/17/2008   |
| Purchase Price/Value  | \$1,660,616  |
| Current Zoning  | MB-T4-1: MB – Urban General Zone   |
| Current Use   | Vacant land  |
| Purpose of acquisition  | This property was acquired for future redevelopment.   |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>   |  |
| Estimated Current Value   | \$1,660,616  |
| Date of Estimated Current Value   | September 2008   |
| Value Basis   | Appraisal  |
| Proposed Sale Value   | Fair Market Value  |
| Proposed Sale Date  | To be determined to maximize sale value.   |
| <b>Revenue Generated by Property</b>  |  |
| Lease or rental income for the private use of property  | No lease or rental revenue is being generated.   |
| Contractual Requirements  | Not applicable.  |
| <b>History of Environmental Contamination/Remediation</b>   |  |
| History of contamination/remediation  | 2008 Phase I assessment recommended further testing for lead-based paint and asbestos material abatement |
| <b>Disposition Plan</b>   |  |
| History of previous development proposals   | Unknown  |
| Potential for transit oriented development  | Not applicable.  |
| Reuse potential/advancement of planning objectives  | Not applicable.  |
| <b>Recommended Action</b>   |  |
| The Successor Agency will liquidate 24491 Mission and the proceeds of the sale minus the documented costs to the Successor Agency for transferring the property will be retained to fulfill enforceable obligations on approved recognized obligation payment schedules or for distribution as property tax to the affected taxing entities, in accordance with the terms of Health and Safety Code Section 34191.5(c)(2)(B). |  |

**Table 14: Property Inventory Sheet for Foothill Lot**

|   |  |
|---|--|
|   |  |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>  |  |
| Address   | 22852 Foothill Blvd  |
| APN   | 427-0001-031-01  |
| Lot Size  | .46 acres  |
| Acquisition Date  | Unknown  |
| Purchase Price/Value  | Unknown  |
| Current Zoning  | CC-C: Central City Commercial  |
| Current Use   | Public Plaza/Surface parking lot   |
| Purpose of acquisition  | This property was acquired for right of way/public improvement purposes. |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>   |  |
| Estimated Current Value   | Unknown  |
| Date of Estimated Current Value   | Unknown  |
| Value Basis   | Unknown  |
| Proposed Sale Value   | Not applicable   |
| Proposed Sale Date  | Transfer to City upon approval of LRPMP.                                 |
| <b>Revenue Generated by Property</b>  |  |
| Lease or rental income for the private use of property  | No lease or rental revenue is being generated.                           |
| Contractual Requirements  | Unknown  |
| <b>History of Environmental Contamination/Remediation</b>   |  |
| The property is known to be contaminated and in need of remediation.  |  |
| <b>Disposition Plan</b>   |  |
| History of previous development proposals   | Not applicable.  |
| Potential for transit oriented development  | Not applicable.  |
| Reuse potential/advancement of planning objectives  | Limited due to irregular lot shape, size, and location.                  |
| <b>Recommended Action</b>   |  |
| The Successor Agency will transfer 22852 Foothill Blvd to the City for future development for the continued use and operation of a public parking lot. So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property. The City will include the subject property in the compensation agreement that the City will negotiate and execute with the affected taxing entities. |  |

**Table 15: Property Inventory Sheet for Russell Parcel A**

|  |  |
|--|--|
|    |  |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>   |  |
| Address  | 1154 Russell Way   |
| APN  | 415-0240-002   |
| Lot Size   | .32 acres  |
| Acquisition Date   | Unknown  |
| Purchase Price/Value   | \$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way) |
| Current Zoning   | CC-C: Central City Commercial  |
| Current Use  | Surface Public Parking Lot   |
| Purpose of acquisition   | This property was acquired to provide public parking.                        |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>  |  |
| Estimated Current Value  | \$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way) |
| Date of Estimated Current Value  | 6/30/2010  |
| Value Basis  | Book Value   |
| Proposed Sale Value  | Not applicable   |
| Proposed Sale Date   | Transfer to City upon approval of LRPMP.                                     |
| <b>Revenue Generated by Property</b>   |  |
| Lease or rental income for the private use of property   | No lease or rental revenue is being generated.                               |
| Contractual Requirements   | Not applicable   |
| <b>History of Environmental Contamination/Remediation</b>  |  |
| History of contamination/remediation   | Unknown  |
| <b>Disposition Plan</b>  |  |
| History of previous development proposals  | Not applicable   |
| Potential for transit oriented development   | Not applicable   |
| Reuse potential/advancement of planning objectives   | Not applicable   |
| <b>Recommended Action</b>  |  |
| <p>The Successor Agency will transfer 1154 Russell Way to the City for future development for the continued use and operation of a public parking lot. So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property. The City will include the subject property in the compensation agreement that the City will negotiate and</p> |  |

execute with the affected taxing entities.

**Table 16: Property Inventory Sheet for Russell Parcel B**

|   |  |
|---|--|
|   |  |
| <b>Property Background and Description (§34191.5(c)(1)(B)-(C))</b>  |  |
| Address   | 1166 Russell Way   |
| APN   | 415-0240-003-02  |
| Lot Size  | .27 acres  |
| Acquisition Date  | Unknown  |
| Purchase Price/Value  | \$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way) |
| Current Zoning  | CC-C: Central City Commercial  |
| Current Use   | Surface Public Parking lot   |
| Purpose of acquisition  | This property was acquired to provide public parking.                        |
| <b>Estimate of Current Property Value (§34191.5(c)(1)(A))</b>   |  |
| Estimated Current Value   | \$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way) |
| Date of Estimated Current Value   | 6/30/2010  |
| Value Basis   | Book value   |
| Proposed Sale Value   | Not applicable   |
| Proposed Sale Date  | Transfer to City upon approval of LRPMP.                                     |
| <b>Revenue Generated by Property</b>  |  |
| Lease or rental income for the private use of property  | No lease or rental revenue is being generated.                               |
| Contractual Requirements  | Not applicable   |
| <b>History of Environmental Contamination/Remediation</b>   |  |
| History of contamination/remediation  | Unknown  |
| <b>Disposition Plan</b>   |  |
| History of previous development proposals   | Not applicable   |
| Potential for transit oriented development  | Not applicable   |
| Reuse potential/advancement of planning objectives  | Not applicable   |
| <b>Recommended Action</b>   |  |
| The Successor Agency will transfer 1166 Russell Way to the City for future development for the continued use and operation of a public parking lot. So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the |  |

property. The City will include the subject property in the compensation agreement that the City will negotiate and execute with the affected taxing entities.

APPENDIX A  
LRPMP CHECKLIST

APPENDIX B  
DOF TRACKING WORKSHEET

APPENDIX C

EXCERPT FROM DOF BUDGET SUMMARY

**DATE:** May 18, 2015

**TO:** Chair and Members of Successor Agency Oversight Board

**FROM:** Assistant City Manager

**SUBJECT:** Approval of an Amendment to a Professional Services Agreement with AMEC Foster Wheeler Environment and Infrastructure, Inc. (AMEC FWEI) for Environmental Remediation Efforts at the Cinema Place Property.

### **RECOMMENDATION**

That the Oversight Board adopts the attached resolution (Attachment I) authorizing the City Manager to negotiate and execute a contract amendment with AMEC Foster Wheeler Environment and Infrastructure, Inc., for environmental remediation efforts at the Cinema Place Property required under the approved Risk Management Plan.

### **BACKGROUND**

In September 2006, staff identified to the former Redevelopment Agency Board that there were contaminated soil and groundwater issues associated with chlorinated solvents from historic on-site dry cleaning operations at the site of the Cinema Place project (the “Property”). Earlier in 2006, the Regional Water Quality Control Board (RWQCB) approved a Risk Management Plan (RMP) for the Property, which allowed construction to commence with specific procedures outlined for soil handling. Around that time, the RWQCB identified requirements for a more proactive approach to dealing with groundwater contamination issues in general on the Property. Of particular concern was a high level of contamination in the groundwater under the southern portion of the alley which runs from B Street to C Street between the complex and the adjacent existing buildings.

The RWQCB asked for further vertical and horizontal characterization of the extent of the groundwater contamination with borings up to 100 feet deep to obtain groundwater samples and borings up to 40 feet deep for soil samples. At the time, the RWQCB indicated that they would likely require remediation of contamination in the groundwater and the Agency Board amended an existing contract with AMEC E&I to perform the additional investigation and develop remediation options. The RWQCB did in fact approve the Technical Report, Additional Investigation Results and Proposed Remedial Alternative in late 2008.

Between 2008 and 2010, AMEC E&I worked with staff on a pilot program to test the proposed remediation and to determine how best to implement the final groundwater remediation. In December 2010, AMEC E&I presented the draft *Results of Pilot Test and Proposed Final Remedial Action* for City review.

AMEC E&I then submitted a scope of services and cost estimate to perform the activities necessary to implement the Final Remedial Action Plan. This consisted of the installation of zero-valent ion (ZVI) permeable filled borings (PEBs) to treat chlorinated volatile organic compound (COVC)-affected groundwater beneath Parcel 2 of the Property. In March of 2011, the City Council, acting as the Redevelopment Agency Board, approved an agreement with AMEC E&I to perform this remediation work, including the semiannual required groundwater monitoring to assess the performance of the groundwater remedy and to satisfy the groundwater monitoring requirement of the June 2006 *Revised Risk Management Plan (RMP)* for the site.

## **DISCUSSION**

Since 2011, AMEC E&I has been working with former Redevelopment Agency staff and the property owner to complete the remediation work on the Property. The City Council and Oversight Board have previously authorized the continuation of this work and payment of the contract through the Recognized Obligation Payment Schedules approved pursuant to the processes set forth in Health and Safety Code Section 34180(g) and 34177(j). Recently, AMEC E&I underwent a corporate change and is now known as AMEC Foster Wheeler Environment and Infrastructure, Inc., requiring an amendment to their current agreement with the Successor Agency.

In addition, there is additional time needed to complete the remediation work. Staff is requesting authorization to amend the agreement extending the termination date to December 31, 2015. Additionally, there were changes to the Designation of Primary Provider of Services and Notices sections of the contract.

The amendments to the contract do not increase the liabilities of the Successor Agency or otherwise reduce the net revenues available to taxing entities. Moreover, the amendments to the contract are in the best interests of the taxing entities because the amendment will allow for the full completion of the remediation work at the Property as required under the RMP, thereby reducing the potential liability of the Successor Agency resulting from incomplete environmental remediation. It will also reduce the likelihood of future litigation associated with failure to adequately clean-up the Property to the standards required under the RMP.

AMEC Foster Wheeler staff are in the process of completing the No Further Action Case Closure Summary on the property for the RWQCB. This contract extension should allow for the completion and closure of the remediation activities taking place at the Cinema Place site.

## **FISCAL IMPACT**

No additional funding is needed for this request – the amendment requires only a name change of the payee and contract time extension only. The Oversight Board had previously approved payment of this agreement on prior ROPs. There is approximately \$75,700 remaining on this contract. If there are any

unspent funds when the contract work is complete, these funds would ultimately be redistributed to the taxing entities in accordance with the provisions of the Dissolution Statutes.

**NEXT STEPS**

The City Manager will execute a contract amendment with AMEC E&I, Inc., to complete the services outlined in the scope of work.

*Prepared by:* John Stefanski, Administrative Analyst

*Recommended by:* Kelly McAdoo, Assistant City Manager

Approved by:



Fran David, City Manager

Attachments:

Attachment I      Resolution

HAYWARD SUCCESSOR AGENCY OVERSIGHT BOARD

RESOLUTION NO. 2015-\_\_

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE REDEVELOPMENT AGENCY OF THE CITY OF HAYWARD APPROVING AN AMENDMENT TO A PROFESSIONAL SERVICES AGREEMENT WITH AMEC FOSTER WHEELER ENVIRONMENT AND INFRASTRUCTURE INC.

WHEREAS, the Redevelopment Agency of the City of Hayward (the “Former Agency”) was required to remediate groundwater contamination under the Cinema Place property (the “Property”) pursuant to a Risk Management Plan approved in 2006 by the Regional Water Quality Control Board (the “Risk Management Plan”); and

WHEREAS, The Former Agency entered into a professional services agreement with AMEC E&I in 2011 (the “Professional Services Agreement”) to perform the remediation work at the Property as required under the Risk Management Plan; and

WHEREAS, AMEC E&I has undergone a corporate change and is now called AMEC Foster Wheeler Environment & Infrastructure; and

WHEREAS, the Designation of Primary Provider of Services and Notices information in the original contract has changed; and

WHEREAS, additional time is needed to complete the environmental remediation work at the Property required under the Risk Management Plan; and

WHEREAS, AMEC Foster Wheeler staff are in the process of completing a No Further Action Case Closure Summary for the Regional Water Quality Control Board and this contract extension should allow for the completion and closure of the remediation activities taking place at the Cinema Place site; and

WHEREAS, on February 1, 2012, the Former Agency was dissolved pursuant to Assembly Bill x1 26 (the “Dissolution Act”); and

WHEREAS, pursuant to Health and Safety Code Section 34173, the City Council of the City of Hayward (the “City Council”) declared that the City of Hayward, a charter city 9the “City”), would act as successor agency (the “Successor Agency”) for the dissolved Redevelopment Agency of the City of Hayward (the “Dissolved Agency”) effective February 1, 2012; and

WHEREAS, pursuant to AB 1484 (“AB 1484”), enacted June 27, 2012 to amend various provisions of the Dissolution Act, the Successor Agency is now declared to be a separate legal entity from the City; and

WHEREAS, pursuant to Health and Safety Code Section 34181, the Oversight Board must approve amendments to enforceable obligations; and

WHEREAS, the Professional Services Agreement will enable the Successor Agency to expeditiously wind down the affairs of the Former Agency by ensuring that the remediation work required at the Property is completed as required under the Risk Management Plan; and

WHEREAS, by the staff report accompanying the Resolution and incorporated into this Resolution by this reference (“Staff Report”), the Oversight Board has been provided supporting information upon which the actions set forth in this Resolution are based.

NOW, THEREFORE, BE IT RESOLVED that the Oversight Board hereby finds and determines that the foregoing recitals are true and correct, and together with the following documents and information from the basis for the approvals, authorizations, findings, and determinations set forth in this Resolution: (1) the Staff Report; and (2) information provided by the consultant, Successor Agency staff and the public.

BE IT FURTHER RESOLVED that the Oversight Board finds and determines that, in conformance with Health and Safety Code Section 34181(e), the amendments to the Professional Services Agreement adopted in this Resolution: (1) do not increase the liabilities of the Successor Agency or reduce the new revenues available to taxing entities; and (2) are in the best interests of the taxing entities because they will allow for the full completion of the remediation work at the Property as required under the Risk Management Plan, thereby reducing the potential liability of the Successor Agency resulting from incomplete environmental remediation and reducing the likelihood of future litigation associated with failure to adequately clean-up the Property to the standards required under the Risk Management Plan.

BE IF FURTHER RESOLVED that the Oversight Board authorizes and directs the City Manager to execute the amendment to the Professional Services Agreement on behalf of the Successor Agency to effectuate and implement the terms of this Resolution, in a form approved by the Successor Agency signatory and the Successor Agency Counsel, such approval to be evidenced by the executing of such agreement.

BE IT FURTHER RESOLVED that the Successor Agency is hereby directed to notify the California Department of Finance of the actions set forth in this Resolution in accordance with Health and Safety Code Sections 34179(h).

BE IT FURTHER RESOLVED that this Resolution shall take effect conditioned upon the formal approval of the Department of Finance at the time and in the manner prescribed in Health and Safety Code Section 34179(h).

HAYWARD, CALIFORNIA, May 18, 2015

ADOPTED BY THE FOLLOWING VOTE

|          |                |
|----------|----------------|
| AYES:    | BOARD MEMBERS: |
| NOES:    | BOARD MEMBERS: |
| ABSTAIN: | BOARD MEMBERS; |

ABSENT: BOARD MEMBERS:

ATTEST: \_\_\_\_\_  
Chair of the Oversight Board