

COUNTY OF ALAMEDA COUNTYWIDE OVERSIGHT BOARD
RESOLUTION NO. OB-2024 - 01

A RESOLUTION OF THE COUNTY OF ALAMEDA
COUNTYWIDE OVERSIGHT BOARD
APPROVING THE TRANSFER OF SPECIFIED INTEREST IN REAL
PROPERTY BY 1069 B STREET, LLC, THE ASSIGNMENT OF
SPECIFIED ENFORCEABLE OBLIGATIONS AND MAKING
RELATED FINDINGS AND DECLARATIONS AND TAKING
RELATED ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Redevelopment Agency for the City Hayward (the "Former Agency") was formed, existed and exercised its powers pursuant to the Community Redevelopment law (California Health and Safety Code section 33000 et seq. the "CRL");

WHEREAS, the California state legislature enacted Assembly Bill 1x 26, as modified by Assembly Bill No. 1484 enacted on June 27, 2012, as further modified by Senate Bill No. 107 enacted on September 22, 2015, as such may be further amended (collectively, the "Dissolution Act"), adding or amending Parts 1.8 and 1.85 to Division 24 of the Health and Safety Code, to dissolve redevelopment agencies formed under the CRL;

WHEREAS, pursuant to Section 34173 of the Health and Safety Code, effective February 1, 2012, the Successor Agency to the Redevelopment Agency for the City of Hayward, a separate legal entity (the "Successor Agency") was formed to and charged with paying the enforceable obligations, disposing of the properties and other assets, and unwinding the affairs of the dissolved Former Agency;

WHEREAS, upon dissolution of the Former Agency, all authority, rights, powers, duties, and obligations previously vested with the Former Agency (except for the Former Agency's housing assets and functions) under the CRL vested in the Successor Agency, which was declared a separate legal entity effective June 27, 2012;

WHEREAS, Section 34179(j) of the Health and Safety Code provides for the appointment of a countywide oversight board (the "Countywide Oversight Board") with specific duties to approve certain Successor Agency actions pursuant to Section 34180 of the Health and

Safety Code and to direct the Successor Agency in certain other actions pursuant to Section 34181 of the Health and Safety Code;

WHEREAS, on November 8, 2013, the Successor Agency received a "Finding of Completion" from the California Department of Finance (the "Department") pursuant to Section 34179.7 of the Health and Safety Code, confirming that the Successor Agency had made specified required payments under the Dissolution Act and entitling Successor Agency to prepare and submit a Long-Range Property Management Plan (the "LRPMP") for approval by its local oversight board and the Department;

WHEREAS, the Successor Agency staff prepared a proposed LRPMP, and obtained its local oversight board's approval of the proposed LRPMP. In accordance with Section 34191.3 of the Health and Safety Code, the Successor Agency staff submitted the LRPMP to the Department for consideration. The Department approved the LRPMP by determination letter issued on September 4, 2015, and, as shown in Attachment "A", attached hereto, and incorporated herein by this reference;

WHEREAS, the Approved LRPMP, as shown in Attachment "B", attached hereto, and incorporated herein by this reference, governs, and supersedes all other provisions of the Dissolution Act relating to the disposition and use of the real property assets of the Former Agency;

WHEREAS, consistent with the Approved LRPMP, the Successor Agency holds fee title to that certain real property located on Foothill Boulevard in Hayward, CA 94541-5007, County of Alameda, California as described in the attached Attachment B, incorporated herein by this reference, consisting of "Parcel 1" (APN 428-0066-086) and "Parcel 2" (APN 428-0066-085) (collectively referred to as the "Property");

WHEREAS, the Property is subject to that certain Second Amended and Restated Disposition, Development Agreement dated as of July 11th, 2007, as amended from time to time (the "Existing Disposition Agreement") and is also subject to that certain First Amended Ground Lease, dated as of July 11th, 2007, as amended by that certain First Amendment to First Amended Ground Lease dated as of November 6, 2007 (collectively the "Ground Lease"). The Ground Lease term expires on July 11, 2057, but is subject to an optional term extension through July 11, 2067;

WHEREAS, Parcel 1 of the Property is subject to that certain Cinema Place Parking

Maintenance and Easement Agreement dated as of June 11th, 2007 (the "Parking Agreement"), setting forth the Successor Agency's duties and responsibilities for maintenance and operation of the parking structure that is constructed on a portion of Parcel 1 for the benefit of the tenant under the Ground Lease;

WHEREAS, the Existing Disposition Agreement, the Ground Lease and the Parking Agreement are collectively referred to as the "Cinema Place Enforceable Obligations."

WHEREAS, consistent with the Approved LRPMP, the Successor Agency will continue to retain the fee interest in the Property for the entire term of the Cinema Place Enforceable Obligations (through July 11, 2057, but subject to a ten year extension to July, 11, 2067);

WHEREAS, pursuant to that certain Assignment and Consent to Assignment of First Amended Ground Lease, Cinema Place Parking Maintenance and Easement Agreement, and Second Amended and Restated Disposition and Development Agreement dated as of February 1, 2012, 1069 B Street, LLC, a California limited liability company ("Seller") holds a leasehold interest in the Property under the Ground Lease and holds specified rights under the Parking Agreement;

WHEREAS, the Seller informed the Successor Agency of its desire to transfer its rights, duties and obligations in the Property and under the Enforceable Obligations;

WHEREAS, the Seller and the Hayward Economic Development Corporation, a California nonprofit public benefit corporation ("Buyer") have entered into that certain Agreement of Sale and Purchase under which the Buyer agreed to buy the Seller's leasehold interest in the Property and assume the Seller's rights, duties and obligations under the Enforceable Obligations (the "Conveyance Agreement");

WHEREAS, transfer of assets specified hereunder may be submitted to the Countywide Oversight Board for the Countywide Oversight Board's approval;

WHEREAS, the Successor Agency published notice to the public of the proposed actions taken under this Resolution at a public meeting of the Countywide Oversight Board and provided evidence by submitting a copy of the published notice as shown in Attachment "C", attached hereto and incorporated herein by this reference;

WHEREAS, on October 9, 2019, Assembly Bill 1486 ("AB 1486") was signed into law, which revised the procedural requirements for the disposition of local agency surplus property and has expanded the definition of "local agency" to include specific land owned by a Successor

Agency to a former redevelopment agency;

WHEREAS, the Successor Agency's approval and consent of the transfer from Seller to Buyer pursuant to the Conveyance Agreement is not subject to AB 1486, because the Successor Agency is not conveying any interest in the Property, and is only consenting to the transfers from the Seller to the Buyer as contemplated under the Conveyance Agreement;

WHEREAS, on January 8, 2024, the Successor Agency's governing board approved Resolution SA 2024-__ approving the Conveyance Agreement and consenting to the Seller's transfer of the Property and the assignment of the Seller's rights, duties, and obligations under the Enforceable Obligations to the Buyer, as shown in Attachment "D", attached hereto and incorporated herein by this reference;

WHEREAS, the Successor Agency's approval of the Conveyance Agreement and consent to the transfer of specific real property is categorically exempt from CEQA per State CEQA Guidelines Section 15301, Class 1, Existing Facilities Exemption; Section 15061 (b) (3), General Rule or "Common Sense" Exemption; and

WHEREAS, the accompanying staff report, and attachments, attached hereto and incorporated herein by this reference, provide the supporting information upon which the actions set forth in this Resolution are based.

NOW, THEREFORE, BE IT RESOLVED, FOUND, DETERMINED AND ORDERED by the Countywide Oversight Board, in regular meeting assembled on January 18, 2024, in Oakland, California, as follows:

1. The Countywide Oversight Board hereby finds, resolves, and determines that the foregoing recitals are true and correct and are incorporated herein by reference, and, together with information provided by the Successor Agency to the Redevelopment Agency staff and the public, form the basis for the approvals, findings, resolutions, and determinations set forth below.
2. Pursuant to the California Environmental Quality Act (CEQA), the approval and consent to the sale of the Seller's leasehold interest in the Property was reviewed and determined to be categorically exempt from CEQA under State CEQA Guidelines section 15301, Class 1, Existing Facilities Exemption, and section 15061(b)(3) General Rule or "Common Sense" Exemption.

3. The Countywide Oversight Board hereby approves the conveyance of the Property and the assignment of the Seller's rights, duties and obligations under the Enforceable Obligations in the manner specified herein, and hereby authorizes and directs the Executive Director of the Successor Agency to the Redevelopment Agency for the City of Hayward ("Successor Agency's Director"), or the Successor Agency's Director's designees, to execute the Conveyance Agreement and to take all actions and sign any and all documents necessary to implement and effectuate the actions approved by this Resolution as determined necessary by the Successor Agency's Director, or the Successor Agency's Director's designee.
4. The Countywide Oversight Board hereby further authorizes the Countywide Oversight Board Chairperson, Successor Agency Executive Director, and Countywide Oversight Board General Counsel to make any technical or clerical corrections to the documents effectuating the terms of this Resolution.
5. If any provision of this Resolution or the application of any such provision to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this Resolution that can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The Countywide Oversight Board declares that the Countywide Oversight Board would have adopted this Resolution irrespective of the invalidity of any particular portion of this Resolution.
6. The Countywide Oversight Board hereby authorizes and directs the County Executive Office staff and the Successor Agency staff to take all actions necessary under the Dissolution Act to file, post, mail or otherwise deliver via electronic mail, internet posting, and/or hardcopy, all notices and transmittals necessary or convenient in connection with the approval of this Resolution.
7. Pursuant to Section 34181(f), all actions taken pursuant to Section 34181(a) by the Countywide Oversight Board to direct the disposition of property are subject to the review of the Department.
8. This Resolution shall take effect immediately in accordance with Section 34181(f) of the Health and Safety Code.

PASSED AND ADOPTED at a regular meeting of the Oversight Board for the County


of Alameda this 18th day of January, 2024 by the following vote:

| Board Members | Carson County Board of Supervisors | Bauters City Selection Committee | Weed Ind. Special District Committee <i>Alternate</i> | Heldman County Office of Education | Dela Rosa Chancellor of the CA Comm. College | O'Connell County Board of Supervisors (Public) | Katz Mulvey Recognized Employee Organization |
|---------------|---|---|---|---|--|--|---|
| AYES: | | ✓ | ✓ | | | ✓ | ✓ |
| NOES: | | | | | | | |
| ABSENT: | ✓ | | | ✓ | ✓ | | |
| ABSTAIN: | | | | | | | |
| EXCUSED: | | | | | | | |



 Chairperson

ATTEST:



 Secretary of the Countywide Oversight Board
 Of the County of Alameda

Attachments incorporated by reference:

- A. Department Determination Letter
- B. Approved Long Range Property Management Plan
- C. Notice of Publication Health and Safety Code Section 34181(f)
- D. SA Resolution 2024-__

Attachment A



September 4, 2015

Ms. Kelly McAdoo, Assistant City Manager
City of Hayward
777 B Street
Hayward, CA 94541

Dear Ms. McAdoo:

Subject: Long-Range Property Management Plan

Pursuant to Health and Safety Code (HSC) section 34191.5 (b), the City of Hayward (Agency) submitted a Long-Range Property Management Plan (LRPMP) to the California Department of Finance (Finance) on May 5, 2014. The Agency subsequently submitted a revised LRPMP to Finance on May 21, 2015. Finance has completed its review of the LRPMP, which may have included obtaining clarification for various items.


The Agency received a Finding of Completion on November 8, 2013. Further, based on our review and application of the law, we are approving the Agency's use or disposition of all the properties listed on the LRPMP.

In accordance with HSC section 34191.4, upon receiving a Finding of Completion from Finance and approval of a LRPMP, all real property and interests in real property shall be transferred to the Community Redevelopment Property Trust Fund of the Agency, unless that property is subject to the requirements of an existing enforceable obligation. Pursuant to HSC section 34191.3 the approved LRPMP shall govern, and supersede all other provisions relating to, the disposition and use of all the real property assets of the former redevelopment agency.

Agency actions taken pursuant to a Finance approved LRPMP which requires the Agency to enter into a new agreement are subject to oversight board (OB) approval per HSC section 34181 (f). Any OB action approving a new agreement in connection with the LRPMP should be submitted to Finance for approval.

Please direct inquiries to Cindie Lor, Supervisor, or Todd Vermillion, Lead Analyst at (916) 445-1546.

Sincerely,



JUSTYN HOWARD
Program Budget Manager

cc: Ms. Tracy Vesely, Finance Director, City of Hayward
Ms. Carol S. Orth, Tax Analysis, Division Chief, Alameda County

Attachment B

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

Hayward Successor Agency

May 19, 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

| | |
|--|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| 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 |
| History of Environmental Contamination/Remediation | |
| History of contamination/remediation | Unknown |
| Disposition Plan | |
| History of previous development proposals | N/A |
| Potential for transit oriented development | N/A |
| Reuse potential/advancement of planning objectives | N/A |
| Recommended Action | |
| 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.

Table 5: Property Inventory Sheet for Cinema Place

| | |
|--|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| 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 |
| History of Environmental Contamination/Remediation | |
| 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 |
| Disposition Plan | |
| 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 |
| Recommended Action | |
| <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

| | |
|--|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| 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 |
| History of Environmental Contamination/Remediation | |
| 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 |
| Disposition Plan | |
| 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 |
| Recommended Action | |
| <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



| | |
|---|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Unknown |
| History of Environmental Contamination/Remediation | |
| History of contamination/remediation | Unknown |
| Disposition Plan | |
| 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. |
| Recommended Action | |
| <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)

| | |
|---|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Unknown |
| History of Environmental Contamination/Remediation | |
| History of contamination/remediation | Unknown |
| Disposition Plan | |
| 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 |
| Recommended Action | |
| 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)




| | |
|---|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Unknown |
| History of Environmental Contamination/Remediation | |
| History of contamination/remediation | Unknown |
| Disposition Plan | |
| 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 |
| Recommended Action | |
| 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

| | |
|--|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Not applicable. |
| History of Environmental Contamination/Remediation | |
| 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 |
| Disposition Plan | |
| 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 |
| Recommended Action | |
| 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

| | |
|--|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Not applicable. |
| History of Environmental Contamination/Remediation | |
| 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 |
| Disposition Plan | |
| 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 |
| Recommended Action | |
| 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

| | |
|--|---|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Not applicable. |
| History of Environmental Contamination/Remediation | |
| 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 |
| Disposition Plan | |
| 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 |
| Recommended Action | |
| 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


| | |
|---|--|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Not applicable. |
| History of Environmental Contamination/Remediation | |
| History of contamination/remediation | 2008 Phase I assessment recommended further testing for lead-based paint and asbestos material abatement |
| Disposition Plan | |
| History of previous development proposals | Unknown |
| Potential for transit oriented development | Not applicable. |
| Reuse potential/advancement of planning objectives | Not applicable. |
| Recommended Action | |
| 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




| | |
|--|--|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Unknown |
| History of Environmental Contamination/Remediation | |
| The property is known to be contaminated and in need of remediation. | |
| Disposition Plan | |
| 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. |
| Recommended Action | |
| <p>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.</p> | |

Table 15: Property Inventory Sheet for Russell Parcel A

| | |
|--|--|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Not applicable |
| History of Environmental Contamination/Remediation | |
| History of contamination/remediation | Unknown |
| Disposition Plan | |
| History of previous development proposals | Not applicable |
| Potential for transit oriented development | Not applicable |
| Reuse potential/advancement of planning objectives | Not applicable |
| Recommended Action | |
| <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</p> | |

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 16: Property Inventory Sheet for Russell Parcel B

| | |
|---|--|
|  | |
| Property Background and Description (§34191.5(c)(1)(B)-(C)) | |
| 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. |
| Estimate of Current Property Value (§34191.5(c)(1)(A)) | |
| 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. |
| Revenue Generated by Property | |
| Lease or rental income for the private use of property | No lease or rental revenue is being generated. |
| Contractual Requirements | Not applicable |
| History of Environmental Contamination/Remediation | |
| History of contamination/remediation | Unknown |
| Disposition Plan | |
| History of previous development proposals | Not applicable |
| Potential for transit oriented development | Not applicable |
| Reuse potential/advancement of planning objectives | Not applicable |
| Recommended Action | |
| 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

Attachment C

**LEGAL NOTICE
PUBLIC HEARING**

COUNTY OF ALAMEDA COUNTYWIDE OVERSIGHT BOARD

NOTICE IS HEREBY GIVEN that the County of Alameda Countywide Oversight Board (the "Countywide Oversight Board") will hold a public hearing on January 18, 2024 for approval of the proposed tenant assignment of an existing ground lease for real property located at 1069 B Street, Hayward, California, and developer assignment of an existing parking maintenance and easement agreement for real property located in the City of Hayward, California, and generally bounded on the northeast property line by Foothill Boulevard, S Street on the southeast property line, B street on the northwest property line, and an alley on the southwest property line (the "parking location"). Both properties are owned by the Successor Agency of the Redevelopment Agency of the City of Hayward (the "Successor Agency").

The Public Hearing will be held by the Countywide Oversight Board on the following date:

DATE: January 18, 2024
TIME: 12:30 PM – 2:00 PM
LOCATION: 1111 Jackson Street, Room 226, Oakland, California

The Redevelopment Agency of the City of Hayward ("Redevelopment Agency") entered into a first amended ground lease with Cinema Place Hayward, LLC on July 11, 2007, for the construction and operation of a theater and retail project located at 1069 B Street in Hayward California ("Cinema Place Lease Agreement"). The Redevelopment Agency entered into a maintenance and easement agreement with Cinema Place Hayward, LLC, on July 11, 2007, for the development and maintenance of a parking garage and ingress and egress to such garage and utilities at the parking location described above ("Parking Easement Agreement"). Both agreements were assigned to the Successor Agency upon dissolution of the Redevelopment Agency. The Cinema Place Lease Agreement and Parking Easement Agreement assigned by Cinema Place Hayward, LLC to 1069 B Street, LLC on February 1, 2012. 1069 B Street, LLC now desires to assign its interest in both the Cinema Place Lease Agreement and the Parking Easement Agreement to the Hayward Economic Development Corporation through a conveyance agreement. The Successor Agency desires to approve the assignment to Hayward Economic Development Corporation, which will be accomplished through the conveyance agreement, for the Cinema Place Lease Agreement and Parking Easement Agreement. The terms of the Cinema Place Lease Agreement and Parking Easement Agreement will remain substantially the same.

At the above noticed, on January 18, 2024, at its public meeting, the Countywide Oversight Board will consider whether to approve the assignment of the Cinema Place Lease Agreement and Parking Easement Agreement from 1069 B Street, LLC. to the Hayward Economic Development Corporation.

The hearing may be continued from time to time until completed. Any person desiring the opportunity to be heard will be afforded an opportunity to do so. The January 18, 2024 Agenda contains specific instructions on how to view and participate in the meeting. The Agenda and the instructions for submitting public comment may be found on the County Oversight Board webpage at: <https://www.acgov.org/bc/cob/index.htm>

Any and all persons having any objections to the proposed assignment of the Cinema Place Lease Agreement and Parking Easement Agreement, or to the transfers of property interest contemplated therein, or who deny the regularity of this proceeding or wish to speak on any issue raised by the proposed assignment of the Cinema Place Lease Agreement and Parking Easement Agreement, may appear at the hearing and will be afforded an opportunity to state their objections.

If any person desires to challenge in court the approval of the proposed assignment of the Cinema Place Lease Agreement and the Parking Easement Agreement or any proceedings in connection therewith, they may be limited to raising only those issues that they or someone else raised at the hearing described in this notice, or in written correspondence delivered to the Oversight Board at, or prior to, the hearing. Written correspondence on this matter may be addressed to the Oversight Board, c/o Alameda County Auditor-Controller Agency, 1221 Oak Street, Room 249, Oakland, CA 94612.

ASSISTANCE will be provided to those requiring accommodations for disabilities in compliance with the Americans with Disabilities Act of 1990. Persons needing accommodation should contact the County of Alameda Countywide Oversight Board at least 48 hours in advance of the meeting at (510) 891-3343.

PLEASE TAKE NOTICE that if you file a lawsuit challenging any final decision on the subject of this notice, the issues in the lawsuit may be limited to the issues which were raised at the County Oversight Board's public hearing or presented in writing to the County of Alameda Countywide Oversight Board at or before the public hearing.

Dated: December 21, 2023
Yasmin Bahrani, Secretary
County of Alameda Countywide Oversight Board

January 5, 2024, and January 12, 2024
DR 6799758; Jan. 5, 12, 2023

Attachment D

REDEVELOPMENT SUCCESSOR AGENCY OF THE CITY OF HAYWARD

RESOLUTION NO. HRSAB 24-01

Introduced by Chair Salinas

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE REDEVELOPMENT SUCCESSOR AGENCY OF THE CITY OF HAYWARD APPROVING THE CONVEYANCE AGREEMENT AND CONSENTING TO THE TRANSFER OF THE LEASEHOLD INTEREST IN THE CINEMA PLACE PROPERTY FROM 1069 B STREET, LLC, TO THE HAYWARD ECONOMIC DEVELOPMENT CORPORATION, AND APPROVING ASSIGNMENT OF RIGHTS AND DUTIES UNDER THE VARIOUS AGREEMENTS THAT GOVERN THE RELATIONSHIP BETWEEN THE 1069 B STREET, LLC AND THE SUCCESSOR AGENCY, AS WELL AS FINDING THE ACTION IS EXEMPT FROM CEQA REVIEW

WHEREAS, in 2005, the Hayward Redevelopment Agency (RDA) entered into a ground lease with the Cinema Place developer, which expires in 2056, for the Property located at 22631-228522 Foothill Blvd., (APN 428-0066-086 and 428-0066-085 (Property)); and

WHEREAS, in 2007, the RDA entered into a Parking Lot Maintenance Agreement with the Cinema Place developer for Municipal Lot 3; and

WHEREAS, the lease and parking agreements were subsequently transferred to the Hayward Redevelopment Successor Agency (Successor Agency) and the current tenant: 1069 B Street, LLC, which holds a leasehold interest in the Property under the Ground Lease and holds specified rights under the Parking Agreement; and

WHEREAS, 1069 B Street, LLC, recently notified the City of Hayward ("City") and the Successor Agency of its desire to sell and transfer its rights, duties and obligations in the Property and under the various agreements that govern the relationship between it and the Successor Agency; and

WHEREAS, the City recognizes the benefits associated with the creation of economic opportunity and community economic development in the city; and

WHEREAS, the City has formed a nonprofit public benefit corporation known as Hayward Economic Development Corporation (the "Corporation"); and

WHEREAS, in an effort to further the City's economic development goals and activities for the downtown area, the Corporation determined to purchase, from the 1069 B Street, LLC, the rights, duties, and obligations in the Property and entered into negotiations regarding the same; and

WHEREAS, the Corporation and 1069 B Street, LLC, have reached agreement for the Corporation to purchase the leasehold interest of 1069 B Street, LLC, in the Property and assume its rights, duties and obligations under the various agreements for a sum not to exceed \$8.5 million; and

WHEREAS, this action is categorically exempt from CEQA per State CEQA Guidelines Section 15301, Class 1, Existing Facilities Exemption; Section 15061 (b) (3), General Rule or "Common Sense" Exemption.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Redevelopment Successor Agency of the City of Hayward, finds the above recitals true and correct and by this reference makes them a part hereof.

BE IT FURTHER RESOLVED, that the Board of Directors approves the Conveyance Agreement and consents to the transfer of the leasehold interest in the Cinema Place property from 1069 B Street, LLC, to the Hayward Economic Development Corporation.

BE IT FURTHER RESOLVED, that the Board of Directors approves and consents to the assignment of rights and duties under the various agreements that govern the relationship between the 1069 B Street, LLC and Redevelopment Successor Agency of the City of Hayward.

BE IT FURTHER RESOLVED, that the Executive Director is hereby authorized and directed to execute any and all documents necessary to effectuate the consent and approval of the transfer of the leasehold interest in the Cinema Place property and assignments of rights and duties under the various agreements that govern the relationship between the Redevelopment Successor Agency of the City of Hayward and 1069 B Street, LLC, from 1069 B Street, LLC to the Hayward Economic Development Corporation.

HAYWARD, CALIFORNIA, January _____, 2024

ADOPTED BY THE FOLLOWING VOTE:

AYES: BOARD MEMBERS:

CHAIR:

NOES: BOARD MEMBERS:

ABSTAIN: BOARD MEMBERS:

ABSENT: BOARD MEMBERS:

ATTEST: _____

Secretary of the Redevelopment
Successor Agency of the City of Hayward

HAYWARD, CALIFORNIA, January 8, 2024.

ADOPTED BY THE FOLLOWING VOTE:

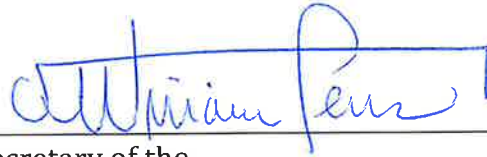
AYES: BOARD MEMBERS: Andrews, Goldstein, Syrop, Zermeño
CHAIR: Salinas

NOES: BOARD MEMBERS: Roche

ABSTAIN: BOARD MEMBERS: None

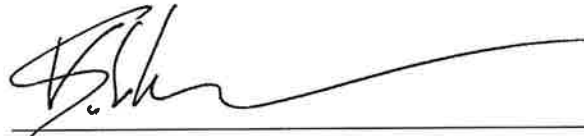
ABSENT: BOARD MEMBERS: Bonilla Jr.

ATTEST:



Secretary of the
Redevelopment Successor Agency of the City of Hayward

APPROVED AS TO FORM:



General Counsel of the
Redevelopment Successor Agency of the City of Hayward