



**DEPARTMENT OF
FINANCE**

EDMUND G. BROWN JR. • GOVERNOR

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October 5, 2012

Ms. Sarah T. Schlenk, Agency Administrative Manager
Oakland Redevelopment Successor Agency
250 Frank Ogawa Plaza, #3315
Oakland, CA 94619

Dear Ms. Schlenk:

Subject: Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (m), the Oakland Redevelopment Successor Agency (Agency) submitted a Recognized Obligation Payment Schedule (ROPS III) to the California Department of Finance (Finance) on August 22, 2012 for the period of January through June 2013. Finance has completed its review of your ROPS III, which may have included obtaining clarification for various items.

HSC section 34171 (d) defines enforceable obligations. Based on a sample of line items reviewed and application of the law, the following do not qualify as enforceable obligations:

- Item No. 76 – Scotland Convention Center for \$3.75 million. HSC section 34163 (c) prohibits an agency from amending or modifying agreements, obligations, or contracts with any entity or any purpose after June 27, 2011. The construction contract was amended on June 28, 2011, increasing the original amount of \$4 million to \$7.75 million. Therefore, the amendment amount of \$3.75 million is not an enforceable obligation. No funding was requested for the reporting period.
- HSC section 34163 (b) prohibits an agency from entering into contracts with any entity for any purpose prior to after June 27, 2011. Although no funding was requested for the reporting period, the following items did not have contracts executed prior to June 28, 2011 and therefore are not enforceable obligations:
 - Item No. 208 – Graffiti Abatement/Job Training for \$58,756
 - Item No. 252 – Coliseum Transit Village Infrastructure for \$8.4 million from Prop 1C Grant.
 - Item No. 301 – Economic Development Conveyance (EDC) Master Developer (MD) Ena/PSA for \$13.3 million. The Exclusive Negotiating Agreement shows intent to develop infrastructure master planning and design; however, no development agreement has been executed prior to June 28, 2011 to establish item as an enforceable obligation.
- HSC section 34177 (d) requires the Agency to remit unencumbered balances of the former redevelopment agency funds to the county auditor-controller for distribution to the

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taxing entities. Agreements or repayment schedules were not provided and the requirement to set aside funds into the Low and Moderate Income Housing Fund (LMIHF) is no longer required; therefore, the following are not enforceable:

- Item No. 206 – Palm Villas Housing Project for \$921,766 funded by Reserve Balance.
- Item No. 207 – 9451 MacArthur Blvd/Evelyn Rose Project for \$517,500 funded by Reserve Balance.
- Item No. 339 – East Oakland Community Project for \$3.7 million funded by LMIHF. This is a payment guaranty between the RDA and Washington Mutual Bank for the East Oakland Community Project. The payment guaranty amount listed on the ROPS for the project is not supported with documents provided.
- Item No. 370 – Low and Moderate Income Housing Project and Other Staff/Operations, successor agency in the amount of \$9,558,079. HSC section 34176 (a) (1) requires the housing entity to be responsible for the housing operations and administrative costs. Therefore, this item is not an enforceable obligation and not eligible for RPTTF funding.
- Item Nos. 38 through 53, 121 through 164, 168 through 188, 190 through 195, 214 through 240, 261 through 297, and 324 through 334 – Façade and Tenant Improvement Program (Program) totaling \$5.2 million. HSC section 34177 (h) states the successor agencies are required to expeditiously wind down the affairs of the redevelopment agency. The former redevelopment agency is a sponsor of the Program that provides matching grants to grant recipients. The grant agreements require the grantees to submit information, such as scope of work and budgets by specified deadlines in order to receive grant funding. However, these deadlines have not been met, and grant funds have not been awarded. Therefore, these items are not enforceable.
- Administrative cost claimed exceeds the allowance by \$25,479. HSC section 34171 (b) limits administrative expenses to three percent of property tax allocated to the successor agency or \$250,000, whichever is greater. Three percent of the property tax allocated is \$732,595. Therefore, \$25,479 of the claimed \$758,075 is not an enforceable obligation.

Except for items denied in whole or in part as enforceable obligations as noted above, Finance is approving the remaining items listed in your ROPS III. If you disagree with the determination with respect to any items on your ROPS III, you may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available at Finance's website below:

http://www.dof.ca.gov/redevelopment/meet_and_confer/

The Agency's maximum approved Redevelopment Property Tax Trust Fund (RPTTF) distribution for the reporting period is \$25,152,447 as summarized below:

Approved RPTTF Distribution Amount For the period of January through June 2013	
Total RPTTF funding requested for obligations	\$ 25,269,164
Less: Six-month total for item(s) denied or reclassified as administrative cost	
Item 370	\$849,314
Total approved RPTTF for enforceable obligations	\$ 24,419,850
Plus: Allowable RPTTF distribution for administrative cost for ROPS III	732,597
Total RPTTF approved:	\$ 25,152,447
Administrative Cost Calculation	
Total RPTTF for the period July through December 2012	\$ 35,530,735
Total RPTTF for the period January through June 2013	24,419,850
Total RPTTF for fiscal year 2012-13:	\$ 59,950,585
Allowable administrative cost for fiscal year 2012-13 (Greater of 3% or \$250,000)	1,798,518
Administrative allowance for the period of July through December 2012	1,065,921
Allowable RPTTF distribution for administrative cost for ROPS III:	\$ 732,597

Pursuant to HSC section 34186 (a), successor agencies were required to report on the ROPS III form the estimated obligations and actual payments associated with the January through June 2012 period. The amount of RPTTF approved in the above table will be adjusted by the county auditor-controller to account for differences between actual payments and past estimated obligations. Additionally, these estimates and accounts are subject to audit by the county auditor-controller and the State Controller.

Please refer to the ROPS III schedule that was used to calculate the approved RPTTF amount:

[http://www.dof.ca.gov/redevelopment/ROPS/ROPS III Forms by Successor Agency/](http://www.dof.ca.gov/redevelopment/ROPS/ROPS%20III%20Forms%20by%20Successor%20Agency/).

All items listed on a future ROPS are subject to a subsequent review. An item included on a future ROPS may be denied even if it was not questioned from the preceding ROPS.

The amount available from the RPTTF is the same as the property tax increment that was available prior to enactment of ABx1 26 and AB 1484. This amount is not and never was an unlimited funding source. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax is limited to the amount of funding available to the successor agency in the RPTTF.

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

Sincerely,


STEVE SZALAY
Local Government Consultant

cc: On following page



MEET AND CONFER REQUEST FORM

Instructions: Please fill out this form in its entirety to initiate a Meet and Confer session. Additional supporting documents may be included with the submittal of this form—as justification for the disputed item(s). Upon completion, email a PDF version of this document (including any attachments) to:

Redevelopment_Administration@dof.ca.gov

The subject line should state “[Agency Name] Request to Meet and Confer”. Upon receipt and determination that the request is valid and complete, the Department of Finance (Finance) will contact the requesting agency within ten business days to schedule a date and time for the Meet and Confer session.

To be valid, all Meet and Confer requests must be specifically related to a determination made by Finance and submitted within the required statutory time frame. The requirements are as follows:

- **Housing Asset Transfer** Meet and Confer requests must be made within five business days of the date of Finance’s determination letter per HSC Section 34176 (a) (2).
- **Due Diligence Review** Meet and Confer requests must be made within five business days of the date of Finance’s determination letter, and no later than **November 16, 2012** for the Low and Moderate Income Housing Fund due diligence review per HSC Section 34179.6 (e).
- **Recognized Obligation Payment Schedule (ROPS)** Meet and Confer requests must be made within five business days of the date of Finance’s determination letter per HSC Section 34177 (m).

Agencies should become familiar with the Meet and Confer Guidelines located on Finance’s website. Failure to follow these guidelines could result in termination of the Meet and Confer session. Questions related to the Meet and Confer process should be directed to Finance’s Dispute Resolution Coordinator at (916) 445-1546 or by email to Redevelopment_Administration@dof.ca.gov.

AGENCY (SELECT ONE):

☒ Successor Agency ☐ Housing Entity

AGENCY NAME: Oakland Redevelopment Successor Agency

TYPE OF MEET AND CONFER REQUESTED (SELECT ONE):

☐ Housing Assets Transfers ☐ Due Diligence Reviews ☒ ROPS Period #3 January-June 2013

DATE OF FINANCE’S DETERMINATION LETTER: October 5, 2012

REQUESTED FORMAT OF MEET AND CONFER SESSION (SELECT ONE):

☒ Meeting at Finance ☐ Conference Call

DETAIL OF REQUEST

A. Summary of Disputed Issue(s) *(Must be specific.)*

The Oakland Redevelopment Successor Agency (ORSA) is disputing the following items that were denied by the DOF in its October 5, 2012 letter responding to the ORSA ROPS III for January-June 2013.

1. Item No. 76 - Scotlan Convention Center for \$3.75 million
2. Item No. 252 - Coliseum Transit Village Infrastructure for \$8.4 million from Prop 1C Grant
3. Item No. 301 - Economic Development Conveyance (EDC) Master Developer (MD) ENA/PSA for \$13.3 million
4. Item No. 206 - Palm Villas Housing Project for \$921,766
5. Item No. 207 - 9451 MacArthur Blvd- Evelyn Rose Project for \$517,500
6. Item No. 339 - East Oakland Community Project for \$3.7 million funded by LMIHF
7. Item No. 370 - Low & Moderate Income Housing project & other staff/operations, successor agency in the amount \$9.5 million
8. Item Nos. 38 through 53, 121 through 164, 168 through 188, 190 through 195, 214 through 240, 261 through 297, and 324 through 334 - Façade and Tenant Improvement Grant Program totaling \$5.2 million
9. Item No. 6 - Administrative Cost Claimed totaling \$25,479

B. Background/History *(Provide relevant background/history, if applicable.)* See Attachments.

C. Justification *(Provide additional attachments to this form, as necessary.)* See Attachments.

Agency Contact Information

Name: Sarah T. Schlenk
Title: Agency Admin. Manager
Phone: 510-238-3982
Email: sschlenk@oaklandnet.com
Date: 10/12/12

Name: _____
Title: _____
Phone: _____
Email: _____

Date: _____

Department of Finance Local Government Unit Use Only

REQUEST TO MEET AND CONFER DATE: ☐ APPROVED ☐ DENIED

REQUEST APPROVED/DENIED BY: _____ DATE: _____

MEET AND CONFER DATE/TIME/LOCATION: _____

MEET AND CONFER SESSION CONFIRMED: ☐ YES DATE CONFIRMED: _____

DENIAL NOTICE PROVIDED: ☐ YES DATE AGENCY NOTIFIED: _____

Form DF-MC (Revised 9/10/12)

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
ROPS III (January-June 2013) – Meet & Confer Request

A. Summary of Disputed Items

1. Item No. 76 - Scotlan Convention Center for \$3.75 million

B. Background/History

The George P. Scotlan Memorial Convention Center (“Scotlan”) in downtown Oakland, which opened in 1983, features 64,000 square feet of convention, exhibit, social gathering and meeting room space. The Scotlan is part of a building complex that includes Oakland’s only Class A hotel, the 481-room Marriott, a public parking garage, and the Golden State Warriors training facility. On June 1, 2010, the Redevelopment Agency subleased the Scotlan from the City for a term of up to 12 years. The lease was assigned to the Oakland Redevelopment Successor Agency on February 1, 2012, when the Redevelopment Agency was dissolved.

The Scotlan has not been substantially renovated or modernized since its opening in 1983. As a result, the Scotlan’s physical condition before the start of construction indicated deferred maintenance and overdue repairs in many areas of the building. Moreover, all furniture and fixtures available to users of the facility dated back to 1983 and needed replacement. The building also required significant repairs to its HVAC system to improve energy efficiency and reduce the release of greenhouse gases. Accordingly, the Agency adopted and implemented the following maintenance, repair and furniture replacement program:

- Painting the building
- New carpet in the exhibit hall and conference rooms
- New ceiling and wall coverings in the conference rooms
- Achieve ADA-compliance for bathrooms on the first and second floor
- Repair energy management system, including heating and cooling system
- Replace 30-year old fixtures in the public areas and all conference rooms energy efficient lighting replacing
- 10th Street entrance upgrade due to deterioration of carpets and tile
- Installing a new airwall between the West Exhibit Hall and the East Exhibit Hall
- New tables and chairs for the exhibit hall and the conference rooms
- New furnishings, fixture and equipment for the public areas

The repair and maintenance program is aimed at preserving the asset and preventing further deterioration, while enhancing the appearance and marketability of the facility.

The Redevelopment Agency board approved the first \$4 million for this work on July 20, 2010. Accordingly, the Redevelopment Agency entered into the agreement with Integrated Services Corporation (“ISC”) on March 11, 2011, to undertake the repair and maintenance work. The Agency approved an increase to the contract amount of \$3.75 million on June 21, 2011, and the agreement was amended on June 28, 2011, to increase the contract amount. The source of funding for this work, which is now underway, is Redevelopment Agency Central District bond proceeds.

This contract, as amended, was included on ROPS I and ROPS II, both of which have been approved by DOF and the other reviewing agencies.

C. Justification

The DOF review rejects the ISC contract amendment because it was dated June 28, 2011, the day ABX 26 was signed by the Governor, which DOF maintains was after the effective date of the statute. DOF maintains that the contract amendment was unauthorized since it was executed during the period when the Redevelopment Agency's authority to enter into new contracts was suspended.

However, ABX 26 specifically authorizes successor agencies to enter into contracts or agreements **"necessary for the administration or operation of the successor agency,"** including but not limited to agreements relating to the **"costs of maintaining assets prior to disposition."** (Health and Safety Code Section 34171(d)(1)(F).) See also Health and Safety Code Section 34167(d)(6), which authorized similar agreements for redevelopment agencies prior to dissolution. The agreement with ISC is an agreement necessary for ORSA to continue operating Scotlan as a viable convention facility prior to final disposition of the facility (anticipated next year following ORSA receipt of a finding of completion); this is not new redevelopment work. The ISC scope of work is limited to routine and deferred maintenance work, such as painting, and replacement of furnishings such as carpets, window coverings, and furniture, that have exceeded their useful life, as well as repair work to existing systems such as the HVAC system, to keep them operating. The work does not involve significant upgrades, expansion or reconfiguration of the Scotlan facility.

Sections 34171(d)(1)(F) and 34167(d)(6) recognize such maintenance contracts as enforceable obligations irrespective of when these contracts were executed. Clearly the intent of ABX 26 and AB 1484 was to prevent agencies from undertaking new redevelopment projects, not to prevent redevelopment agencies and successor agencies from undertaking routine, preventative or deferred maintenance work necessary to preserve physical assets pending final disposition.

In short, DOF should reconsider its rejection of the ISC contract amendment since the amendment, along with the underlying contract, is necessary for operating and maintaining an asset of the successor agency, and is therefore an enforceable obligation of ORSA irrespective of the execution date.

A. Summary of Disputed Items

2. Item No. 252 - Coliseum Transit Village Infrastructure for \$8.4 million from Prop 1C Grant

B. Background/History

The California Department of Housing and Community Development (“HCD”) awarded \$8,485,000 in Proposition 1C funds for the Coliseum BART Transit Village project on June 30, 2008. The grant funds are intended to promote transit-oriented development at the Oakland Coliseum BART station by funding infrastructure improvements to support the development of housing at the BART station. Infrastructure work has already been completed around the Lion Creek Crossings IV housing development, which is to be financed with \$3,905,298 of Prop 1C grant funds committed via an Owner Participation Agreement executed with the Oakland Housing Authority on June 21, 2010.

The Standard Agreement with HCD for the Prop 1C grant was executed by Redevelopment Agency Administrator Dan Lindheim on March 3, 2011. HCD requested that the Standard Agreement be re-signed when a new Agency Administrator was appointed, so the agreement was executed again by Interim Agency Administrator Lamont Ewell on July 12, 2011. When Deanna Santana was appointed Agency Administrator, HCD again requested that the Standard Agreement be re-signed, so it was signed by Ms. Santana on August 10, 2011. Grant funds are to be fully disbursed by February of 2015.

This Prop 1C grant contract was included on ROPS I and ROPS II, both of which have been approved by DOF and the other reviewing agencies.

C. Justification

The DOF review rejects the Coliseum Transit Village Prop 1C Grant on the basis that there was no contract for this grant executed prior to June 28, 2011. However, the documents submitted to DOF show that the Redevelopment Agency Administrator executed the contract for this grant with HCD on **March 3, 2011**, before the Agency’s authority to enter into contracts was suspended. The execution of the contract by HCD after the June 28 suspension date does not render this contract void, since the suspension does not apply to agencies other than the redevelopment agency. This grant was approved by the Redevelopment Agency and HCD long before ABX 26 was introduced. The re-execution of the contract by the Agency Administrator in August 2011 was a formality required by HCD due to the intervening hiring of a new Agency Administrator; it does not negate the fact that the Redevelopment Agency entered into its legal commitments on this grant before its powers were suspended.

DOF should reconsider its rejection of the Prop 1C grant, since the Agency in good faith accepted this grant and entered into the grant contract before any suspension of its authority to execute contracts. This grant passes State of California funds through ORSA to the project, and does not impact ORSA funds that could be available for redistribution to taxing entities.

A. Summary of Disputed Items

3. Item No. 301 - Economic Development Conveyance (EDC) Master Developer (MD) ENA/PSA for \$13.3 million

B. Background/History

On January 22, 2011, the Redevelopment Agency, and AMB Property, L.P. and California Capital Group (collectively the “Developer”) executed an Exclusive Negotiating Agreement (“ENA”) regarding development of a large portion of the former Oakland Army Base (the “Project”).

On April 11, 2011, the Redevelopment Agency and the Developer executed a Second Amendment to the Exclusive Negotiating Agreement (“Second Amendment”). The Second Amendment: (1) amended certain terms of the ENA, such as extending the term of the agreement, modifying proposed uses, and other miscellaneous provisions; and (2) to facilitate the necessary planning for the development of the entire Army Base, created an entirely independent contractual commitment of the Agency to retain one of the Developer partners (California Capital Group) to proceed with the coordinated master planning and design of infrastructure on not only the land encompassed by the Developer’s proposed Project, but additional Agency-owned Army Base land (the “Master Infrastructure Planning”).

The obligation to pay for the Master Infrastructure Planning was included on ROPS I and ROPS II, both of which have been approved by DOF and the other reviewing agencies.

C. Justification

The ENA as amended created a separate and legally enforceable contractual commitment between the Agency and California Capital Group, irrespective of the proposed Developer Project, whereby the Agency agreed to pay up to approximately \$13 million for the completion of the Master Infrastructure Planning by California Capital Group. Therefore, DOF’s rejection of the item on the basis that no development agreement was executed prior to June 28, 2011, is unwarranted -- the obligation of California Capital Group (independent of the Developer entity) to complete the Master Infrastructure Planning work, and the obligation of ORSA to pay for such work, is not dependent on execution of a development agreement. In fact, the performance of much of the Master Infrastructure Planning work is a necessary precondition for the Developer to take possession of the land for its proposed Project.

The obligation to remediate and redevelop the Oakland Army Base (OARB) property derives not only from the contractual obligations with private third parties described above, but also from contractual obligations that were executed with state and federal agencies years in advance of the effective date of Assembly Bill x1 26. Furthermore, the remediation and redevelopment obligations, including the obligation to ensure the completion of infrastructure improvements, also stem directly from state and federal statutory and regulatory requirements.

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The 430 acre Oakland Army Base (OARB) was closed in 1999 pursuant to and in accordance with the Defense Base Closure and Realignment Act of 1999, Part A of Title XXIX of Public Law 101-510. In 2002, the U.S. Army transferred the property to the Oakland Base Reuse Authority, a joint powers authority comprised of the City of Oakland and the former Oakland Redevelopment Agency, through an Economic Development Conveyance Deed (“EDC”).

The City and ORSA are contractually obligated to remediate and redevelop the OARB pursuant to agreements executed with (i) the State of California Department of Toxic Substances Control, and (ii) the United States Army pursuant to (a) the federal Base Realignment and Closure (BRAC) law, and (b) the documents executed in connection with the conveyance of the property from the federal government, including without limitation, the Economic Development Conveyance Memorandum of Agreement (EDC MOA), the Environmental Services Cooperative Agreement (ESCA), and the grant deed conveying the property, all of which were executed in 2002 in connection with the Army’s conveyance of the property. These agreements obligate ORSA to: (i) remediate the property so that the Army can obtain its Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) covenant, certifying completion of the remediation as required by federal law, and (ii) redevelop the property and reinvest the proceeds into infrastructure and other property improvements for the purpose of creating jobs and community economic revitalization. These obligations derive from BRAC law and are set forth in the documents referenced above. It should be noted that the City/JPA’s assumption of the obligation to remediate the OARB was approved by the State of California pursuant to the Governor’s Finding of Suitability for Early Transfer (FOSET).

In addition, the obligation to remediate the property is required pursuant to a consent agreement executed with the State Department of Toxic Substances Control (DTSC) that requires the property to be remediated in accordance with an approved Remedial Action Plan/Risk Management Plan. As a former military installation, the property must be dedicated and used in accordance with the BRAC law and regulations, including the federal Base Closure and Community Assistance Act which requires redevelopment of the property. The ENA implements these requirements.

In summary, the ORSA is obligated to ensure that remediation and redevelopment of the property is completed, including the completion of the Master Infrastructure Planning to be undertaken by California Capital Group pursuant to the ENA. Failure to do so would result in a violation of state and federal law and contractual obligations.

A. Summary of Disputed Items

4. Item No. 206 - Palm Villas Housing Project for \$921,766

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5. Item No. 207 - 9451 MacArthur Blvd-Evelyn Rose Project for \$517,500

B. Background/History

These items reflect amounts due and owing to the City as housing successor by ORSA per the CRL and the dissolution statutes. These obligations arise from contributions historically made by the Low and Moderate Income Housing Fund (“LMIHF”) to general redevelopment funds for the two projects.

The Palm Villas item involves a transfer made in 2005 from the voluntary additional housing set-aside of the LMIHF (i.e., the additional 5% contribution that the Redevelopment Agency made to the Fund in addition to the statutorily required 20% set-aside) to general redevelopment fund accounts to fund the Palm Villas development. The approval of this transfer, per Agency resolution, was conditioned on the understanding that the transferred funds would be reimbursed to be used for their original affordable housing use.

The Evelyn Rose item involves funds due and owing the LMIHF due to the fact that affordability restrictions on this property were removed. After the LMIHF incurred costs for site acquisition and predevelopment work for a proposed affordable housing project, and long-term affordability restrictions were recorded on the property as required under the CRL, efforts to attract an affordable housing project were unsuccessful. This led to the Redevelopment Agency selling the property to a for-profit developer to build a market-rate project and the removal of the affordability restrictions. Per Health and Safety Code Section 33334.2(j)(1)(C), the Agency was required to make the LMIHF whole from general redevelopment funds in consideration for the conversion of the project to market rate and the removal of those restrictions. The amount owed to the LMIHF is the difference between the total investment by the LMIHF and the sales proceeds.

C. Justification

The DOF review rejects these items on the basis that (1) there is no longer any requirement to set aside funds into the LMIHF, and (2) there are no agreements or repayment schedules documenting these obligations.

First, the fact that funds are no longer set aside into the LMIHF is not relevant. The repayment of these amounts to the City, as housing successor, would not go into the LMIHF now held by ORSA; pursuant to Health and Safety Code Section 34176(d), these funds would be deposited into the new City Low and Moderate Income Housing Asset Fund. The DOF has recognized that the rights to repayment of these funds for the Palm Villas and Evelyn Rose projects are housing assets of the City as housing successor; these are listed on Exhibit G of the Inventory of Housing Assets approved by the DOF. Housing assets include “repayments of loans or deferrals owed to the Low and Moderate Income Housing Fund,” now payable to the Low and Moderate Income

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Housing Asset Fund held by the housing successor. (Health and Safety Code Sections 34176(e)(6)(A) and 34171(d)(1)(G).) Logic dictates that the City's right to repayment from ORSA funds should also be recognized as a liability of ORSA.

Second, the basis for recognizing these as enforceable obligations is statutory, not contractual. Originally there were no contracts documenting the amounts owed, simply because the repayment obligations were between two funds of the same entity, the Redevelopment Agency, and an entity cannot contract with itself. However, Health and Safety Code Section 34171(d)(1)(G) specifically provides that amounts owing to the LMIHF are by definition "enforceable obligations," and there is no requirement in the dissolution statutes that the repayment obligation be embodied in a contract. We should also note that payment obligations imposed by state law are also considered "enforceable obligations" (Health and Safety Code Section 34171(d)(1)(C)); the obligation to repay these funds for affordable housing uses is required under state law, i.e., the provisions of the CRL noted above, as well as Section 34176(e)(6)(A).

The City has provided DOF with the Agency resolutions that documented these obligations. We also note that the Oakland Oversight Board has approved these rights to repayment both as housing assets of the City and as repayment obligations of ORSA.

DOF should reconsider its rejection of these repayment obligations since they are clearly defined under ABX 26 and AB 1484 as ORSA obligations to the City as housing successor, a position DOF recognized when it approved the housing successor's housing asset inventory. The City would be willing to present the Oversight Board with a more detailed repayment schedule, and consider delaying the repayment until FY 2013-14 per Section 34176(e)(6)(A), if DOF determines that this would be required.

A. Summary of Disputed Items

6. Item No. 339 - East Oakland Community Project for \$3.7 million funded by LMIHF

B. Background/History

In 2006 the Redevelopment Agency executed an agreement with Washington Mutual Bank to provide a Loan Guaranty in the amount of \$1.8 million for the East Oakland Community Project. Under this Loan Guaranty, would have guaranteed obligations of payment of the loan principal and in a maximum amount of \$1.8 million, along with interest on that portion of the loan at the rate set forth in the Note. The maximum principal amount constituting the Guaranteed Obligations shall be reduced each year by \$93,333.33 on the anniversary date of the Loan Guaranty. The Redevelopment Agency would be responsible for making payments on the note within ten (10) business days after the Bank's written demand for payments in the event of EOCP's failure to pay the note.

C. Justification

ORSA agrees that the amount for the payment guaranty listed on the ROPS is incorrect. We requested the assigned DOF analyst to revise the amount to \$1,296,880, which corresponds to the amount of the guaranty as of July 1, 2012, per the guaranty schedule provided to DOF. Assuming the loan started September 2006, then as of June 30, 2012 we would be at month 70 (five years and ten months elapsed).

The obligation should not be denied in total, but lowered to \$1,296,880.

A. Summary of Disputed Items

7. Item No. 370 - Low & Moderate Income Housing project & other staff/operations, successor agency in the amount \$9.5 million

B. Background/History

This item covers staff costs and other costs associated with low and moderate income housing *projects*. This is payment for City staff that are directly managing the dozens of current housing projects now underway and listed on the ROPS. (Please note that the reference to “operating/maintenance costs” may be confusing; the City uses the term “operations and maintenance” to mean miscellaneous overhead costs such as supplies associated with project staffing. It is not referring to the general operations and maintenance of the housing successor nor is it referring to the costs of operating and maintaining completed housing projects.) Such project work includes the following tasks: request/review project status reports and review budget revisions and reports throughout the predevelopment period to monitor the project’s progress; draft loan documents (Note, Deed of Trust, Loan Agreement, Regulatory Agreement, etc.); coordinate or troubleshoot any planning or permit issues that arise during predevelopment or during construction (cost overruns, delays, citizen complaints, etc); negotiate loan documents with borrower and other lenders; underwrite the project and review financial proformas and financing commitments; review environmental and other reports (market studies, etc); review preliminary management, marketing, and service plans; review title reports and draft escrow instructions; perform local review of Tax Credit Allocation Committee (TCAC) applications; review contracts (construction, architect) and ensure compliance with contracting requirements; review documents required to issue the construction Notice to Proceed (permits, construction contract, bond, insurance, etc); attend monthly payment application meetings during construction and monitor project progress; review draw requests and process payments monthly and track budget progress for all funding sources; review and approve change orders; review construction close out documentation prior to approval of final retention payment to the contractor (final permits, Notice of Completion, lien releases, Cert of Occupancy, etc); complete any follow up legal documents that may be required at permanent loan closing; and review final cost certification and final property lease-up data for compliance with regulatory agreement and reporting requirements.

Costs for housing project staffing were included on ROPS I and ROPS II, both of which have been approved by DOF and the other reviewing agencies. The total obligation amount of \$9.5 million was an estimate from last spring for full housing project staffing for a period of five years. This estimate is likely on the high side since project staffing requirements will decrease as projects are completed. Please note the only amount requested for the ROPS III period is \$849,314.

C. Justification

AB 1484 provides that the cost of employees performing direct project management work on enforceable obligations are considered part of the cost of those obligations, and are not administrative expenses. See Health and Safety Code Section 34171(b). (This codified previous direction from DOF acknowledging that direct project costs associated with enforceable obligations listed on the ROPS were themselves enforceable obligations.) In line with this guidance, these costs are ORSA obligations since they cover the cost of City employees who are directly managing projects approved as enforceable obligations of ORSA.

The DOF review rejects this item on the basis that these staff and administrative costs are a responsibility that was transferred to the City as housing successor, not ORSA. This is not consistent with ABX 26, AB 1484 and past DOF guidance that makes it clear that (1) LMIHF funds and the enforceable obligations against those funds are excluded from the transfer of housing functions to the housing successor, and thus stay with the successor agency, and (2) all employee costs associated with project management on successor agency enforceable obligations are eligible costs whether they are incurred on the successor agency's housing obligations or its other obligations. While the authority to perform housing functions was transferred to the City as housing successor, the Low and Moderate Income Housing Fund itself and the obligations to fund projects out of the Low and Moderate Income Housing Fund stayed with ORSA. This is both true of the loan commitments themselves, and the costs of managing those commitments.

The obligations to fund the low and moderate income housing projects listed on the ROPS continue to be underlying ORSA obligations, notwithstanding the transfer of housing functions to the City. Health and Safety Code Section 34176(a)(1) specifically provides that balances within the LMIHF do not transfer to the housing successor, but stay with the successor agency; the underlying obligations to fund projects out of the LMIHF also stays with the successor agency -- as DOF acknowledges in approving the many housing funding obligations of ORSA on the ROPS, and as AB 1484 codifies by providing that "enforceable obligations retained by the successor agency" are not transferred to the housing successor.¹

This is true about project management costs as well as the loan funding for these projects. Section 34171(b) (as well as previous DOF guidance) is clear that "employee costs associated with work on specific project management, or actual construction" are eligible project-specific costs; the statute does not differentiate between employee costs on housing versus non-housing projects. (Please note that all staff work whether performed on behalf of ORSA or on behalf of City as housing successor are in fact performed by City employees.)

¹ As we noted on the ROPS, while the loans for these projects are being provided to the borrowers by the City as housing successor, they are from LMIHF funds held by ORSA, and ORSA transfers these funds to the City as required by Health and Safety Code Section 34177(g) for subsequent transfer to the borrower. See Note "D" on ROPS I and II. This is why the ROPS lists the payees as both the City and the developer, because payments will pass through the City to the developer/borrower.

This item also includes the cost of monitoring existing housing projects for compliance with affordability restrictions. The obligation to monitor compliance is an enforceable obligation of ORSA because these are statutory obligations of the Low and Moderate Income Housing Fund now held by ORSA. As Health and Safety Code Section 34171(d)(1)(c) makes clear, obligations imposed by state law are enforceable obligations. In this case, the Low and Moderate Income Housing Fund statute itself requires the agency to ensure that projects assisted with Low and Moderate Income Housing Funds remain affordable for the requisite affordability period (Health and Safety Code Sections 33334.3(f)(1) and (2), and (h).)

DOF should reconsider its rejection of this item since these costs clearly are either (1) employee costs associated with work on specific project management for projects funded by ORSA's Low and Moderate Income Housing Fund, or (2) staff costs for functions required by state law arising from Low and Moderate Income Housing Fund assistance. The City has no other source to fund staff to complete the low and moderate income housing projects listed on the ROPS as ORSA enforceable obligations other than ORSA funding.

A. Summary of Disputed Items

8. Item Nos. 38 through 53, 121 through 164, 168 through 188, 190 through 195, 214 through 240, 261 through 297, and 324 through 334 - Façade and Tenant Improvement Grant Program totaling \$5.2 million

B. Background/History

The Façade Improvement Program (FIP)

The FIP has been in existence for over ten years and provides matching grants and design assistance to existing businesses and property owners for the purpose of making storefront and façade improvements in selected areas within Oakland's Central District, Central City East, West Oakland, Broadway/MacArthur/San Pablo and Coliseum Redevelopment Project Areas. The FIP is intended provide incentives to restore the exterior of historic buildings, update and modernize the exterior of other buildings for reoccupation, promote retail activity, improve the pedestrian experience and help support other redevelopment projects by enhancing the general appearance of surrounding properties. Eligible work includes the following:

- Painting/wall repair/cleaning • New awnings/canopies
- Renovation or repair of windows • Landscaping and exterior seating and lighting
- Rehabilitation of historic facades • Doors and storefront systems
- Improvement & removal of safety grilles • Removal & replacement of signage

The Tenant Improvement Program (TIP)

The TIP, which is part of the City's business CARES (creation, attraction, retention and expansion) program, provides incentives to attract businesses to targeted locations within Oakland's Central District, Central City East, West Oakland, Broadway/MacArthur/San Pablo and Coliseum Redevelopment Project Areas. The TIP offers property and business owners matching grants for tenant improvements to the interior of retail spaces. Eligible work includes the following:

- Hazardous materials abatement i.e. removal of asbestos.
- Compliance with the Americans with Disability Act (ADA).
- Demolition and shell reconstruction.
- Plumbing, mechanical, electrical and HVAC.
- Interior décor and historic restoration of interior materials.
- The primary focus of the TIP will be helping to design the interior of vacant retail spaces.

C. Justification

The DOF review rejects **all** of the FIP/TIP grant obligations on the basis that deadlines imposed on grantees to make various submissions have not been met. However, the basis for rejecting these agreements appears to have been based on a very small sampling of projects. While it is true that in some case the submissions have not been timely made, this is not true of many of the

ROPS III – ORSA Meet & Confer Request

listed grants. As discussed with the assigned DOF analyst, project staff have been working in good faith with the grantees to determine the viability of the project. Funded projects are in various stages of design, bidding, construction and reimbursement. The attached matrix summarizes the current status of each FIP/TIP grant.

Staff is currently in the process of terminating \$1.5 million worth of FIP/TIP grant agreements due to noncompliance by grantees, and would remove these obligations from the ROPS.

Specifically, the following lines would be zeroed out on the ROPS III based on a pending or completed termination: 41, 42, 47, 48, 49, 124, 130, 139, 168, 169, 170, 186, 187, 188, 191, 195, 219, 226, 229, 230, 235, 236, 238, 261, 262, 263, 272, 273, 274, 275, 276, 277, 278, 282, 285, 286, 287, 288, 291, 294, 325, 326, 331, 332, 333. Please see the attached summary.

We should note that Health and Safety Code Sections 34181(d) and (e) seem to assign to the Oversight Board the responsibility to review contract terms and contract compliance, and require termination where possible. Nonetheless, the City agrees to remove the grants that are not in compliance with grant terms from the ROPS and are therefore listed for termination. We ask that DOF approve the grant items in which the grantee continues to move forward with the project per the terms of the agreement.

A. Summary of Disputed Items

9. Item No. 6 - Administrative Cost Claimed totaling \$25,479

B. Background/History

Health and Safety Code Section 34171(b) limits administrative costs to three percent of property tax allocated to the successor agency or \$250,000, whichever is greater.

C. Justification

The Low and Moderate Income Housing Project staffing should be restored and funded from the Redevelopment Property Tax Trust Fund as requested, which is estimated to total \$849,314 for the ROPS III period January-June 2013. This would increase the administrative allowance by \$25,479, back to \$785,075.

Name of Successor Agency:		Oakland Redevelopment Successor Agency										O: Grant Funds Disbursed	
County:		Alameda										A: Reimbursement Stage	
												B: Construction Stage	
												C: Bid Stage	
												D: Design Complete	
												E: Design Stage	
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)													
January 1, 2013 through June 30, 2013													
Contract													
Item #	Project name / Debt Obligation	Contract/Agreement Execution Date	cl/Agreement Termination Date	Payee	Program	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Attachments submitted to Agency by 10/12/12	Staff predicts attachments will have been submitted to Agency by 12/31/12	Project status as of 10/12/12	Anticipated project status for 12/31/12	
215	1480 Fruitvale Ave	3/3/2011	N/A	Maria Campos or direct payments to subcontractors	Facade Improvement Program	Central City East	30,000	30,000	Y	Y	A	A	
268	Shoes and More/ 555 98th Ave - TB	3/3/2011	N/A	Marlon McWilson or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	Y	Y	A	A	
269	Gents Barbershop/ 555 98th Avenue	3/3/2011	N/A	Gents Barbershop or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	Y	Y	A	A	
283	Oakland Shoes - TB	3/3/2011	N/A	Marlon McWilson or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000	Y	Y	A	A	
224	10520 MacArthur Blvd	pre 1/1/11	N/A	Ralph Peterson or direct payments to subcontractors	Facade Improvement Program	Central City East	50,000	50,000	Y	Y	B	A	
264	9313 International Blvd - DS	3/3/2011	N/A	Hung Wah Leung or direct payments to subcontractors	Facade Improvement Program	Coliseum	12,500	12,500	N	Y	C	A	
265	5746 International Blvd - DS	3/3/2011	N/A	Mike and Ressie Hunter or direct payments to subcontractors	Facade Improvement Program	Coliseum	17,500	17,500	N	Y	C	A	
							215,000					A Total	
324	2534 Mandela Parkway	3/3/2011	N/A	Brown Sugar Kitchen; Various	Facade/Tenant Improvement Program	West Oakland	75,000	75,000	Y	Y	B	B	
328	3301-03 San Pablo Ave (FI)	3/3/2011	N/A	Tanya Holland; Various	Facade Improvement Program	West Oakland	30,000	30,000	Y	Y	B	B	
330	3301-03 San Pablo Ave (TI)	3/3/2011	N/A	Tanya Holland; Various	Tenant Improvement Program	West Oakland	45,000	45,000	Y	Y	B	B	
121	160 14th Street	3/3/2011	N/A	Adil Moufkatir or direct payments to subcontractors	Facade Improvement Program	Central District	5,000	5,000	N	Y	C	B	
122	2040 Telegraph Avenue	3/3/2011	N/A	Alex Han or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	Y	Y	C	B	
129	420 14th Street	3/3/2011	N/A	FOMA or direct payments to subcontractors	Facade Improvement Program	Central District	30,000	30,000	Y	Y	C	B	

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134	355 19th Street	3/3/2011	N/A	Linda Bradford or direct payments to subcontractors	Facade Improvement Program	Central District	10,000	10,000	Y	Y	C	B
135	361 19th Street	3/3/2011	N/A	Linda Bradford or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	Y	Y	C	B
153	1635 Broadway	3/3/2011	N/A	Richard Weinstein or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	Y	Y	C	B
155	1610 Harrison Street	3/3/2011	N/A	Sam Cohen or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	Y	Y	C	B
160	461 4th Street	3/3/2011	N/A	Waypoint or direct payments to subcontractors	Facade Improvement Program	Central District	30,000	30,000	Y	Y	C	B
173	2040 Telegraph Avenue	3/3/2011	N/A	Alex Han or direct payments to subcontractors	Tenant Improvement Program	Central District	75,000	75,000	N	Y	C	B
178	357 18th Street	3/3/2011	N/A	Linda Bradford or direct payments to subcontractors	Tenant Improvement Program	Central District	30,000	30,000	Y	Y	C	B
182	630 3rd Street	3/3/2011	N/A	Metrovation or direct payments to subcontractors	Tenant Improvement Program	Central District	30,000	30,000	N	Y	C	B
189	1759 Broadway	3/3/2011	N/A	Ted Jacobs or direct payments to subcontractors	Tenant Improvement Program	Central District	99,000	99,000	N	Y	C	B
190	160 14th Street	3/3/2011	N/A	Adil Moufkatir or direct payments to subcontractors	Tenant Improvement Program	Central District	15,000	15,000	N	Y	C	B
192	420 14th Street	3/3/2011	N/A	FOMA or direct payments to subcontractors	Tenant Improvement Program	Central District	25,000	25,000	Y	Y	C	B
221	2926 Foothill Blvd	3/3/2011	N/A	DODG Corporation or direct payments to subcontractors	Facade Improvement Program	Central City East	30,000	30,000	N	Y	C	B
222	1430 23rd Avenue	3/3/2011	N/A	Michael Chee or direct payments to subcontractors	Facade Improvement Program	Central City East	30,000	30,000	N	Y	C	B
225	1430 23rd Ave TIP	3/3/2011	N/A	Michael Chee or direct payments to subcontractors	Tenant Improvement Program	Central City East	45,000	45,000	N	Y	C	B
228	2926 Foothill Blvd TIP	3/3/2011	N/A	DODG Corporation or direct payments to subcontractors	Tenant Improvement Program	Central City East	45,000	45,000	N	Y	C	B
232	3801-9 Foothill Boulevard	3/3/2011	N/A	Adrian Rocha or direct payments to subcontractors	Facade Improvement Program	Central City East	45,000	45,000	N	Y	C	B

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237	1045 East 12th Street	3/3/2011	N/A	Lynn Truong or direct payments to subcontractors	Facade Improvement Program	Central City East	30,000	30,000	N	Y	C	B
266	4251 International - DR	3/3/2011	N/A	DODG Corporation or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	Y	C	B
295	4533-53 International Boulevard	7/15/2009	N/A	DODG Corporation; Harmit Mann or direct payments to subcontractors	Facade Improvement Program	Coliseum	90,000	90,000	N	Y	C	B
296	276 Hegenberger - DR	3/3/2011	N/A	Harmit Mann or direct payments to subcontractors	Facade Improvement Program	Coliseum	90,000	90,000	N	Y	C	B
267	6502 International Coffee Shop - TB	3/3/2011	N/A	Joyce Calhoun or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	Y	E	B
							1,164,000					B Total
131	337 12th Street	3/3/2011	N/A	Judy Chu or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	N	Y	C	C
132	334 13th Street	3/3/2011	N/A	Judy Chu or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	N	Y	C	C
137	1926 Castro Street	3/3/2011	N/A	Mason Bicycles or direct payments to subcontractors	Facade Improvement Program	Central District	40,000	40,000	N	Y	C	C
138	630 3rd Street	3/3/2011	N/A	Metrovion or direct payments to subcontractors	Facade Improvement Program	Central District	35,000	35,000	Y	Y	C	C
140	2025 Telegraph Avenue	3/3/2011	N/A	Michael Storm or direct payments to subcontractors	Facade Improvement Program	Central District	30,000	30,000	Y	Y	C	C
141	251 9th Street	3/3/2011	N/A	Music Café or direct payments to subcontractors	Facade Improvement Program	Central District	10,000	10,000	N	Y	C	C
146	2295 Broadway	3/3/2011	N/A	Pican Oakland Rest. LLC or direct payments to subcontractors	Facade Improvement Program	Central District	10,000	10,000	N	Y	C	C
147	2214 Broadway	3/3/2011	N/A	Plum Food and Drink LLC or direct payments to subcontractors	Facade Improvement Program	Central District	10,000	10,000	Y	Y	C	C
151	464 3rd Street	3/3/2011	N/A	Rebecca Boyes or direct payments to subcontractors	Facade Improvement Program	Central District	10,000	10,000	N	Y	C	C
157	258 11th Street	3/3/2011	N/A	Sincere Hardware or direct payments to subcontractors	Facade Improvement Program	Central District	30,000	30,000	N	Y	C	C
158	1727 Telegraph Avenue	3/3/2011	N/A	Sonar or direct payments to subcontractors	Facade Improvement Program	Central District	25,000	25,000	Y	Y	C	C

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159	12th and Webster	3/3/2011	N/A	Tim Chen or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000		N	Y	C
165	1933 Broadway	3/3/2011	N/A	Mark El Miarri or direct payments to subcontractors	Facade Improvement Program	Central District	75,000	75,000		N	Y	C
166	1914 Telegraph Avenue	3/3/2011	N/A	Mark El Miarri or direct payments to subcontractors	Facade Improvement Program	Central District	75,000	75,000		N	Y	C
176	329 19th Street	3/3/2011	N/A	David O'Keefe or direct payments to subcontractors	Tenant Improvement Program	Central District	15,000	15,000	Y	Y	Y	C
179	1935 Broadway	3/3/2011	N/A	Mark El-Miarri or direct payments to subcontractors	Tenant Improvement Program	Central District	40,000	40,000		N	Y	C
183	2025 Telegraph Avenue	3/3/2011	N/A	Michael Storm or direct payments to subcontractors	Tenant Improvement Program	Central District	75,000	75,000	Y	Y	Y	C
193	255 11th Street	3/3/2011	N/A	Kenny Ay-Young or direct payments to subcontractors	Tenant Improvement Program	Central District	30,000	30,000		N	Y	C
194	1926 Castro Street	3/3/2011	N/A	Mason Bicycles or direct payments to subcontractors	Tenant Improvement Program	Central District	25,000	25,000		Y	Y	C
280	5328-5338 International Blvd - DS	3/3/2011	N/A	Antonio Pelayo or direct payments to subcontractors	Facade Improvement Program	Coliseum	35,000	35,000		N	Y	C
289	810 81st Ave - DS	6/11/2010	N/A	Dobake Bakeries or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000		N	Y	C
284	9313 International Blvd - DS	3/3/2011	N/A	Hung Wah Leung or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000		N	Y	C
							810,000					C Total
39	2719 Telegraph (TIP)	3/1/2011	N/A	Byong Ju Yu or direct payments to subcontractors	Tenant Improvement Program	B-M-SP	45,000	45,000		Y	Y	A
126	100 Broadway	3/3/2011	N/A	Changes Hair Studio or direct payments to subcontractors	Facade Improvement Program	Central District	5,000	5,000		Y	Y	A
128	1908 Telegraph Avenue	3/3/2011	N/A	Flora or direct payments to subcontractors	Facade Improvement Program	Central District	25,000	25,000		Y	Y	A
133	383 9th Street	3/3/2011	N/A	King Wah Restaurant or direct payments to subcontractors	Facade Improvement Program	Central District	30,000	30,000		Y	Y	A
136	1611 Telegraph Avenue	3/3/2011	N/A	Maryann Simmons or direct payments to subcontractors	Facade Improvement Program	Central District	350	350		Y	Y	A

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142	2440 Telegraph Avenue	3/3/2011	N/A	Nia Amara Gallery or direct payments to subcontractors	Facade Improvement Program	Central District	5,000	5,000	Y	Y	A	O
152	285 17th Street	3/3/2011	N/A	Richard Weinstein or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	Y	Y	A	O
154	1088 Jackson Street	3/3/2011	N/A	Roger Yu or direct payments to subcontractors	Facade Improvement Program	Central District	11,756	11,756	Y	Y	A	O
161	528 8th Street	3/3/2011	N/A	Curran Kwan or direct payments to subcontractors	Facade Improvement Program	Central District	20,000	20,000	Y	Y	A	O
163	2442 Webster Street	3/3/2011	N/A	Hisuk Dong or direct payments to subcontractors	Facade Improvement Program	Central District	10,000	10,000	Y	Y	A	O
167	1615 Broadway	3/3/2011	N/A	Oakland Cathedral Bldg. LLC	Tenant Improvement Program	Central District	56,000	56,000	Y	Y	A	O
174	100 Broadway	3/3/2011	N/A	Changes Hair Studio or direct payments to subcontractors	Tenant Improvement Program	Central District	25,000	25,000	Y	Y	A	O
175	528 8th Street	3/3/2011	N/A	Curran Kwan or direct payments to subcontractors	Tenant Improvement Program	Central District	30,000	30,000	Y	Y	A	O
177	1908 Telegraph Avenue	3/3/2011	N/A	Flora Bar or direct payments to subcontractors	Tenant Improvement Program	Central District	29,250	29,250	Y	Y	A	O
181	1625 Telegraph Avenue	3/3/2011	N/A	Maryann Simmons or direct payments to subcontractors	Tenant Improvement Program	Central District	10,000	10,000	Y	Y	A	O
184	2440 Telegraph Avenue	3/3/2011	N/A	Nia Amara or direct payments to subcontractors	Tenant Improvement Program	Central District	10,000	10,000	Y	Y	A	O
223	8009-8021 MacArthur Blvd.	3/3/2011	N/A	Abdo Omar or direct payments to subcontractors	Facade Improvement Program	Central City East	30,000	30,000	Y	Y	A	O
327	2232 MLK (FI)	3/3/2011	N/A	Sam Strand; Various	Facade Improvement Program	West Oakland	30,000	30,000	Y	Y	A	O
38	2719 Telegraph (FIP)	3/1/2011	N/A	Byong Ju Yu or direct payments to subcontractors	Facade Improvement Program	B-M-SP	30,000	30,000	Y	Y	B	O
40	6501 San Pablo Avenue (FIP)	3/1/2011	N/A	A. Ali Eslami or direct payments to subcontractors	Facade Improvement Program	B-M-SP	17,500	17,500	Y	Y	B	O
43	3401 Telegraph (FIP)	3/1/2011	N/A	Beau International LLC or direct payments to subcontractors	Facade Improvement Program	B-M-SP	30,000	30,000	Y	Y	B	O

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44	3321 Telegraph (FIP)	3/1/2011	N/A	Terry Gardner or direct payments to subcontractors	Facade Improvement Program	B-M-SP	20,000	20,000	Y	Y	B	O
156	1633 Broadway	3/3/2011	N/A	Sam Cohen or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	Y	Y	B	O
180	1933 Broadway	3/3/2011	N/A	Mark El-Miari or direct payments to subcontractors	Tenant Improvement Program	Central District	99,000	99,000	Y	Y	B	O
293	1446-1464 High Street - DS	3/3/2011	N/A	William Abend or direct payments to subcontractors	Facade Improvement Program	Coliseum	50,000	50,000	Y	Y	B	O
45	3844 Telegraph (FIP)	3/1/2011	N/A	Beebe Memorial CME Cathedral or direct payments to subcontractors	Facade Improvement Program	B-M-SP	30,000	30,000	Y	Y	O	O
46	3093 Broadway (TIP)	3/1/2011	N/A	New Auto Legend or direct payments to subcontractors	Tenant Improvement Program	B-M-SP	45,000	45,000	Y	Y	O	O
50	4107-4111 Broadway (FIP)	3/17/2009	N/A	Noha Aboelata or direct payments to subcontractors	Facade Improvement Program	B-M-SP	0	0	Y	Y	O	O
51	4107-4111 Broadway (TIP)	3/17/2009	N/A	Noha Aboelata or direct payments to subcontractors	Tenant Improvement Program	B-M-SP	0	0	Y	Y	O	O
52	3045 Telegraph (FIP)	1/13/2009	N/A	Mohsin Sharif or direct payments to subcontractors	Facade Improvement Program	B-M-SP	30,000	30,000	Y	Y	O	O
53	3045 Telegraph (TIP)	1/13/2009	N/A	Mohsin Sharif or direct payments to subcontractors	Tenant Improvement Program	B-M-SP	0	0	Y	Y	O	O
123	150 Frank Ogawa Plaza Suite D	3/3/2011	N/A	Awaken Café or direct payments to subcontractors	Facade Improvement Program	Central District	20,000	20,000	Y	Y	O	O
125	1644 Broadway	3/3/2011	N/A	Bar Dogwood or direct payments to subcontractors	Facade Improvement Program	Central District	10,000	10,000	Y	Y	O	O
127	343 19th Street	3/3/2011	N/A	David O'Keefe or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000	Y	Y	O	O
143	100 Grand	3/3/2011	N/A	Noble Café LLC or direct payments to subcontractors	Facade Improvement Program	Central District	4,950	4,950	Y	Y	O	O
144	1440 Broadway	3/3/2011	N/A	Oton Development Corp or direct payments to subcontractors	Facade Improvement Program	Central District	0	0	Y	Y	O	O
145	1438 Broadway	3/3/2011	N/A	Penelope Finnie or direct payments to subcontractors	Facade Improvement Program	Central District	1,767	1,767	Y	Y	O	O

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148	2216 Broadway	3/3/2011	N/A	Plum Food and Drink LLC or subcontractors	Program Façade Improvement Program	Central District	27,694	27,694	Y	Y	O	O
149	465 9th Street	3/3/2011	N/A	Pop Hood stores or direct payments to subcontractors	Program Façade Improvement Program	Central District	15,000	15,000	Y	Y	O	O
150	1805 Telegraph Avenue	3/3/2011	N/A	RCFC Enterprises LLC or subcontractors	Program Façade Improvement Program	Central District	20,000	20,000	Y	Y	O	O
162	327 19th Street	3/3/2011	N/A	David O'Keefe or direct payments to subcontractors	Program Façade Improvement Program	Central District	30,000	30,000	Y	Y	O	O
164	2210 Broadway	3/3/2011	N/A	Ike's Place or direct payments to subcontractors	Program Façade Improvement Program	Central District	10,000	10,000	Y	Y	O	O
171	477 25th Street	3/3/2011	N/A	Hiroko Kurihara or direct payments to subcontractors	Program Façade Improvement Program	Central District	5,000	5,000	Y	Y	O	O
172	150 Frank Ogawa Plaza Suite D	3/3/2011	N/A	Awaken Café or direct payments to subcontractors	Program Façade Improvement Program	Central District	33,167	33,167	Y	Y	O	O
185	1438 Broadway	3/3/2011	N/A	Penelope Finnie or direct payments to subcontractors	Program Façade Improvement Program	Central District	4,750	4,750	Y	Y	O	O
218	132 E 12th Street	3/3/2011	N/A	Ilani Buie or direct payments to subcontractors	Program Façade Improvement Program	Central City East	30,000	30,000	Y	Y	O	O
239	338 E 18th Street	3/3/2011	N/A	Richard Weinstein or direct payments to subcontractors	Program Façade Improvement Program	Central City East	30,000	30,000	Y	Y	O	O
270	175 98th Ave - TB	3/3/2011	N/A	Organic Choice, Inc or direct payments to subcontractors	Program Façade Improvement Program	Coliseum	30,000	30,000	Y	Y	O	O
271	9625 International Blvd - TB	7/28/2010	N/A	Keith Slipper or direct payments to subcontractors	Program Façade Improvement Program	Coliseum	30,000	30,000	Y	Y	O	O
279	1462 B High Street - DS	3/3/2011	N/A	Willie Scott dba Let's Do it or subcontractors	Program Façade Improvement Program	Coliseum	0	0	Y	Y	O	O
281	3209 International Blvd - DS	3/3/2011	N/A	John Drab, Joseph Martinez or direct payments to subcontractors	Program Façade Improvement Program	Coliseum	35,000	35,000	Y	Y	O	O
290	3209 International Blvd - DS	3/3/2011	N/A	John Drab, Joseph Martinez or direct payments to subcontractors	Program Façade Improvement Program	Coliseum	45,000	45,000	Y	Y	O	O
297	8451 San Leandro Street - TB	3/3/2011	N/A	Pick-N-Pull Auto Dismantlers or direct payments to subcontractors	Program Façade Improvement Program	Coliseum	99,000	99,000	Y	Y	O	O

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329	1364-62 -- 7th Street (TI)	3/3/2011	N/A	Mandela MarketPlace, Various	Tenant Improvement Program	West Oakland	35,197	35,197	Y	Y	O	O
334	1600 7th Street	3/3/2011	N/A	OneFam Bikes4Life, Various	Tenant Improvement Program	West Oakland	0	0	Y	Y	O	O
							1,390,381					O Total
217	1834 Park Blvd	3/3/2011	N/A	Ming Wa, LLC/ Yan Kit Cheng or direct payments to subcontractors	Façade Improvement Program	Central City East	53,750	53,750	N	N	C	T
227	1834 Park Blvd TIP	3/3/2011	N/A	Ming Wa, LLC/ Yan Kit Cheng or direct payments to subcontractors	Tenant Improvement Program	Central City East	90,000	90,000	N	N	C	T
233	3326 Foothill Boulevard	3/3/2011	N/A	Mohammad Alomari or direct payments to subcontractors	Façade Improvement Program	Central City East	30,000	30,000	N	N	C	T
240	1841 Park Blvd	3/3/2011	N/A	Stephen Ma or direct payments to subcontractors	Façade Improvement Program	Central City East	30,000	30,000	N	N	C	T
214	6620 Foothill Blvd	3/3/2011	N/A	Joseph LeBlanc or direct payments to subcontractors	Façade Improvement Program	Central City East	30,000	30,000	N	N	D	T
216	1424 Fruitvale Ave	3/3/2011	N/A	Maria Campos or direct payments to subcontractors	Façade Improvement Program	Central City East	30,000	30,000	N	N	D	T
220	7930 MacArthur Blvd	3/3/2011	N/A	James Sweeney or direct payments to subcontractors	Façade Improvement Program	Central City East	30,000	30,000	N	N	D	T
231	1416 Fruitvale Avenue	3/3/2011	N/A	Esmerelda Chirino or direct payments to subcontractors	Façade Improvement Program	Central City East	20,000	20,000	N	N	D	T
234	2026 Fruitvale Avenue	3/3/2011	N/A	Equitas Investments, LLC or direct payments to subcontractors	Façade Improvement Program	Central City East	45,000	45,000	N	N	E	T
292	2142-6 E.12th St. - DR	3/3/2011	N/A	Oscar Reed or direct payments to subcontractors	Façade Improvement Program	Coliseum	50,000	50,000	N	N	E	T
41	3900 MLK Jr. Way (FIP)	3/1/2011	N/A	Marcus Books of Oakland, Inc. or direct payments to subcontractors	Façade Improvement Program	B-M-SP	30,000	30,000	N	N	T	T
42	3900 MLK Jr. Way (TIP)	3/1/2011	N/A	Marcus Books of Oakland, Inc. or direct payments to subcontractors	Tenant Improvement Program	B-M-SP	45,000	45,000	N	N	T	T
47	2882 Telegraph (FIP)	3/1/2011	N/A	Scotia LLC, DBA Commonwealth or direct payments to subcontractors	Façade Improvement Program	B-M-SP	20,000	20,000	N	N	T	T
48	3101 Telegraph (FIP)	3/1/2011	N/A	Abdulla Mohammed or direct payments to subcontractors	Façade Improvement Program	B-M-SP	30,000	30,000	N	N	T	T

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49	525 29th Street (FIP)	3/1/2011	N/A	St. Augustine's Episcopal Church or direct payments to subcontractors	Facade Improvement Program	B-M-SP	10,000	10,000		N	N	T
124	400 14th Street	3/3/2011	N/A	Babel Café or direct payments to subcontractors	Facade Improvement Program	Central District	15,000	15,000		N	N	T
130	1816 Telegraph Avenue	3/3/2011	N/A	Furst Enterprises or direct payments to subcontractors	Facade Improvement Program	Central District	50,000	50,000		N	N	T
139	655 12th Street	3/3/2011	N/A	Michael Chee or direct payments to subcontractors	Facade Improvement Program	Central District	5,000	5,000		N	N	T
168	1800 San Pablo Avenue	3/3/2011	N/A	Sunfield Dev. Corp or direct payments to subcontractors	Facade Improvement Program	Central District	20,000	20,000		N	N	T
169	1802 San Pablo Avenue	3/3/2011	N/A	Sunfield Dev. Corp or direct payments to subcontractors	Facade Improvement Program	Central District	20,000	20,000		N	N	T
170	1804 San Pablo Avenue	3/3/2011	N/A	Sunfield Dev. Corp or direct payments to subcontractors	Facade Improvement Program	Central District	20,000	20,000		N	N	T
186	1800 San Pablo Avenue	3/3/2011	N/A	Sunfield Development or direct payments to subcontractors	Improvement Program	Central District	50,000	50,000		N	N	T
187	1802 San Pablo Avenue	3/3/2011	N/A	Sunfield Development or direct payments to subcontractors	Improvement Program	Central District	50,000	50,000		Y	Y	T
188	1804 San Pablo Avenue	3/3/2011	N/A	Sunfield Development or direct payments to subcontractors	Improvement Program	Central District	50,000	50,000		Y	Y	T
191	400 14th Street	3/3/2011	N/A	Babel Café or direct payments to subcontractors	Improvement Program	Central District	20,000	20,000		N	N	T
195	655 12th Street	3/3/2011	N/A	Michael Chee or direct payments to subcontractors	Improvement Program	Central District	5,000	5,000		N	N	T
219	6651 Bancroft Ave	3/3/2011	N/A	Firas/Ameena Jandali or direct payments to subcontractors	Facade Improvement Program	Central City East	30,000	30,000		N	N	T
226	8930 MacArthur Blvd TIP	3/3/2011	N/A	Robert and Lois Kendall or direct payments to subcontractors	Tenant Improvement Program	Central City East	90,000	90,000		N	N	T
229	7200 Bancroft Avenue	3/3/2011	N/A	United Way or direct payments to subcontractors	Improvement Program	Central City East	45,000	45,000		Y	Y	T
230	7200 Bancroft Avenue	3/3/2011	N/A	United Way or direct payments to subcontractors	Facade Improvement Program	Central City East	45,000	45,000		Y	Y	T

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235	1025 East 12th Street	3/3/2011	N/A	Lynn Truong or direct payments to subcontractors	Facade Improvement Program	Central City East	30,000	30,000	N	N	T	T
236	1025 East 12th Street	3/3/2011	N/A	Lynn Truong or direct payments to subcontractors	Tenant Improvement Program	Central City East	45,000	45,000	N	N	T	T
238	1045 East 12th Street	3/3/2011	N/A	Lynn Truong or direct payments to subcontractors	Tenant Improvement Program	Central City East	45,000	45,000	N	N	T	T
261	3831 International Blvd - DS	3/3/2011	N/A	Jesenia Del Cid or direct payments to subcontractors	Facade Improvement Program	Coliseum	10,000	10,000	N	N	T	T
262	3741 International Blvd - DS	3/3/2011	N/A	Jane Yoon or direct payments to subcontractors	Facade Improvement Program	Coliseum	10,000	10,000	N	N	T	T
263	3209 International Blvd - DS	3/3/2011	N/A	John Drab, Joseph Martinez or direct payments to subcontractors	Infill Incentive grant	Coliseum	20,000	20,000	N	N	T	T
272	655 98th Ave - DS	3/3/2011	N/A	Aster Testafalase or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	N	T	T
273	3751 International Blvd - DS	3/3/2011	N/A	Jane Yoon or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	N	T	T
274	1232 High Street - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	N	T	T
275	1207 44th Ave - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	N	T	T
276	4351 International Blvd - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	N	T	T
277	1244 High Street - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	N	T	T
278	4345 International Blvd - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Facade Improvement Program	Coliseum	30,000	30,000	N	N	T	T
282	6502 International Coffee Shop - TB	3/3/2011	N/A	Joyce Calhoun or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000	N	N	T	T
285	1244 High Street - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000	N	N	T	T
286	1207 44th Ave - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000	N	N	T	T

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287	4351 International Blvd - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000	N	N	T	T
288	4345 International Blvd - DS	3/3/2011	N/A	Bay Farms Produce or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000	N	N	T	T
291	10000 Edes Ave - DS	3/3/2011	N/A	Salvatore Raimondi or direct payments to subcontractors	Tenant Improvement Program	Coliseum	45,000	45,000	N	N	T	T
294	7700 Edgewater Drive - DS	3/3/2011	N/A	7700 Edgewater Holdings, LLC or direct payments to subcontractors	Facade Improvement Program	Coliseum	70,000	70,000	N	N	T	T
325	1364-62 - 7th Street (FI)	3/3/2011	N/A	Mandela MarketPlace; Various	Facade Improvement Program	West Oakland	30,000	30,000	N	N	T	T
326	1485 - 8th Street (FI)	3/3/2011	N/A	Overcomers with Hope; Various	Facade Improvement Program	West Oakland	30,000	30,000	N	N	T	T
331	1600 7th Street (FI)	3/3/2011	N/A	Seventh Street Historical District, LLC; Various	Facade Improvement Program	West Oakland	30,000	30,000	N	N	T	T
332	1620-28 7th Street (FI)	3/3/2011	N/A	Seventh Street Historical District, LLC; Various	Facade Improvement Program	West Oakland	30,000	30,000	N	N	T	T
333	1632-42 7th Street (FI)	3/3/2011	N/A	Seventh Street Historical District, LLC; Various	Facade Improvement Program	West Oakland	30,000	30,000	N	N	T	T
							1,918,750					T Total
							5,498,131					Grand Total