RESOLUTION NO. OB05-12

RESOLUTION OF THE EMERYVILLE OVERSIGHT BOARD APPROVING AND ADOPTING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE OF THE CITY OF EMERYVILLE AS SUCCESSOR AGENCY TO THE EMERYVILLE REDEVELOPMENT AGENCY PURSUANT TO HEALTH AND SAFETY CODE SECTION 34180 FOR THE PERIOD OF JULY 1, 2012 THROUGH DECEMBER 31, 2012

WHEREAS, the California state legislature enacted Assembly Bill x1 26 (the "Dissolution Act") to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code Section 33000 et seq.); and

WHEREAS, on January 17, 2012 and pursuant to Health and Safety Code Section 34173, the City Council of the City of the City of Emeryville elected to have the City of Emeryville ("City") serve as successor agency ("Successor Agency") for the dissolved Emeryville Redevelopment Agency ("Redevelopment Agency") effective February 1, 2012; and

WHEREAS, on February 1, 2012, the former Redevelopment Agency was dissolved pursuant to Health and Safety Code Section 34172; and

WHEREAS, the City as Successor Agency is responsible for implementing Assembly Bill x1 26, the "Dissolution Act"; and

WHEREAS, Health and Safety Code Section 34179 of the Dissolution Act provides for the appointment of an Oversight Board with specific duties to approve certain Successor Agency actions, including the approval of the recognized obligation payment schedules (ROPS), pursuant to Health and Safety Code Section 34177 and 34180; and

WHEREAS, before the ROPS becomes operative, the ROPS must be approved by the Successor Agency, certified by the Alameda County Auditor-Controller pursuant to Health and Safety Code Section 34177 (l)(2)(A) and 34182, and approved by the Oversight Board pursuant to Health and Safety Code Sections 34177(l)(2)(B) and 34180(g); and

WHEREAS, in the interim period before the ROPS becomes effective, the Successor Agency must make payments on enforceable obligations pursuant to an enforceable obligation payment schedule (EOPS) adopted by the Successor Agency pursuant to Section 34177; and

WHEREAS, on April 17, 2012 the City as Successor Agency adopted its draft ROPS pursuant to Health and Safety Code Section 34177 for the period of July 1, 2012 through December 31, 2012; and

WHEREAS, the Emeryville Oversight Board has reviewed and duly considered the staff report dated April 24, 2012, the documentation provided in support of the staff report, the testimony provided during the public meeting, and the Recognized Obligation Payment Schedule for the period of July 1, 2012 through December 31, 2012 attached hereto as Exhibit A; now, therefore, be it

RESOLVED, in accordance with Health and Safety Code Section 34180, the Emeryville Oversight Board hereby approves and adopts the Recognized Obligation Payment Schedule of the City of Emeryville as Successor Agency to the Emeryville Redevelopment Agency for the period July 1, 2012 through December 31, 2012, attached hereto as Exhibit A; and, be it, further

RESOLVED, that the Emeryville Oversight Board hereby authorizes and directs the Executive Director and Chief Financial Officer or their designees to file a copy of this Resolution and the Recognized Obligation Payment Schedule for the period July 1, 2012 through December 31, 2012, attached hereto as Exhibit A with the State Controller, the State Department of Finance, and the Alameda County Auditor-Controller and to take such other and further actions, as is necessary and proper in order to implement this Resolution on behalf of the Emeryville Oversight Board.

ADOPTED, by the Emeryville Oversight Board at a regular meeting held on Tuesday, May 8, 2012.

CHAIR

ATTEST:

BOARD SECRETARY

5/8/2012

Exhibit A
amended May 8, 2012

Name of Redevelopment Agency: Emeryville Redevelopment Agency
Project Area(s): Emeryville & Shellmound Project Areas

DRAFT RECOGNIZED OBLIGATION PAYMENT SCHEDULE as amended May 8, 2012
Per AB 26 - Section 34177 (*)

	Project Name / Debt Obligation	Project	Payee-Obligee	Description	Project Area	Total Outstanding Debt or Obligation 7/1/12	Total Due During Fiscal Year 2012-2013**	Funding Source	Payable from the Redevelopment Property Tax Increment Fund (RPTIF) Payments by month: Jul 2012	Aug 2012	Sep 2012	Oct 2012	Nov 2012	Dec 2012	Total
1)	Professional Services Agreement (August 30, 2010)	3706 San Pablo Avenue/1025 MacArthur	Burke Williams Sorenson	Legal services related to recovery of remediation costs	Emeryville	-		RPTTF							$ -
2)	Contract for services	3706 San Pablo Avenue/1025 MacArthur	Peralta Service Corp	Maintenance at 3706 SPA	Emeryville	52,500.00		RPTTF							$ -
3)	Affordable Housing Option Agreement (Feb 15, 2011)	3706 San Pablo Avenue/1025 MacArthur	City of Emeryville-Housing Successor	Remediation of 3706 SPA	Emeryville	240,000.00	240,000.00	RPTTF	120,000.00	120,000.00					$ 240,000.00
4)	Amended and Restated Affordable Housing Reimbursement Agreement dated February 15, 2011 and the First Amendment to Amended and Restated Affordable Housing Reimbursement Agreement dated June 21, 2011*	3706 San Pablo Avenue/1025 MacArthur	City of Emeryville-Housing Successor	Project Management	Emeryville	204,734.90	45,967.92	RPTTF	3,830.66	3,830.66	3,830.66	3,830.66	3,830.66	3,830.66	$ 22,983.96
5)	Contract for services	48th St Community Garden	Aquatierra Assoc/Weiss	Remediation management	Emeryville	5,777.97	5,777.97	RPTTF	2,888.99	2,888.99					$ 5,777.98
6)	Amended and Restated Public Improvements Reimbursement Agreement (Feb 15, 2011) and Public Improvements Option Agreement (February 15, 2011) /License agreement (Dec 9, 2010)	48th St Community Garden	City of Emeryville/Emeryville Community Organic Garden	Costs to remediate site soils and construct improvements	Emeryville	120,000.00	120,000.00	RPTTF	60,000.00	60,000.00					$ 120,000.00
7)	Amended and Restated Affordable Housing Reimbursement Agreement dated February 15, 2011 and the First Amendment to Amended and Restated Affordable Housing Reimbursement Agreement dated June 21, 2011*	6150 Christie Avenue	City of Emeryville-Housing Successor	Project Management	Emeryville	223,888.00	46,200.00	RPTTF	3,850.00	3,850.00	3,850.00	3,850.00	3,850.00	3,850.00	$ 23,100.00
8)	Contract for services	6150 Christie Avenue	Peralta Service Corp	Maintenance at 6150 Christie	Emeryville	28,320.00	13,140.00	RPTTF				1,140.00	1,500.00	1,500.00	$ 4,140.00
9)	Contract for services	64th and Christie	Susan Colman	Environmental Oversight	Emeryville	-	4,000.00	RPTTF	2,000.00	2,000.00					$ 4,000.00
10)	Amended and Restated Affordable Housing Reimbursement Agreement dated February 15, 2011 and the First Amendment to Amended and Restated Affordable Housing Reimbursement Agreement dated June 21, 2011*	Ambassador	City of Emeryville-Housing Successor	Project Management	Emeryville	86,000.00	43,200.00	RPTTF	3,600.00	3,600.00	3,600.00	3,600.00	3,600.00	3,600.00	$ 21,600.00
11)	Lease (3/2/1993)	Amtrak Station	Wareham	Obligation to purchase upon termination	Emeryville	1.00		RPTTF							$ -
12)	Lease (Expires 2018)	Amtrak Station	Alameda County	Property Taxes for Amtrak Stn	Emeryville	339,300.00	28,818.66	RPTTF					28,818.66		$ 28,818.66
13)	Lease (Expires 2018)	Amtrak Station	Wareham	Amtrak lease payment to property owner	Emeryville	1,036,860.98	164,942.04	RPTTF	13,745.17	13,745.17	13,745.17	13,745.17	13,745.17	13,745.17	$ 82,471.02
14)	Disposition and Development Agreement (Section 212) - Long Term Risk Management Plan	Bay Street Site A Groundwater Remediation/Monitoring	Madison Bay Street LLC	Responsible for costs of groundwater monitoring and remediation as between Agency and Bay Street Partners	Shellmound	-		RPTTF							$ -
15)	Professional Services Agreement	Bay Street Site A Groundwater Remediation/Monitoring	Erler & Kalinowski (EKI)	Environmental engineer re on-going groundwater monitoring at Bay Street/Site A	Shellmound	$ 442,668.09	$ 120,000.00	RPTTF	20,000.00	20,000.00	15,000.00	5,000.00	5,000.00	5,000.00	$ 70,000.00
16)	Settlement Agreement & Order (Feb 23, 2001) - Agency v Elementis; US District Ct, Case No. C99-03719 WHA	Bay Street Site A Groundwater Remediation/Monitoring	Sherwin Williams	Reimbursement of Groundwater Monitoring/Remediation Costs w/credit for sums paid to EKI	Shellmound	-		RPTTF							$ -
17)	Environmental Oversight Agreement	Bay Street Site A Groundwater Remediation/Monitoring	DTSC	Regulatory Oversight	Shellmound	-		RPTTF							$ -
18)	City/Agency Purchase & Sale Agreement (June 4, 2009) - Corp Yard/Jan 27, 2012 Claim of City of Emeryville-California Tort Claim Act	Corporation Yard Remediation	City of Emeryville as Indemnitee	Indemnification of City for costs of remediation and monitoring of soil and groundwater contamination	Emeryville	-		RPTTF							$ -
19)	Professional Services Agreement (September 1, 2010)	Corporation Yard Remediation	Cox Castle Nicholsen	Legal services relating to recovery of remediation costs	Emeryville	-		RPTTF							$ -
20)	Professional Services Agreement (August 30, 2010)	Corporation Yard Remediation	Burke Williams Sorenson	Legal services relating to recovery of remediation costs	Emeryville	-		RPTTF							$ -
21)	Owner Participation Agreement	EmeryStation Greenway	EmeryStation Triangle LLC	Tax Increment sharing	Shellmound	1,884,161.00	500,000.00	RPTTF						500,000.00	$ 500,000.00
22)	Contract for services	Finance	Lance Soll & Lunghard	Audit Services	Both	20,872.00	20,872.00	RPTTF				10,436.00		10,436.00	$ 20,872.00
23)	Bond Trustee Fees	Finance	Bank of New York Mellon	Bond Trustee services	Both	297,880.00	16,500.00	RPTTF							$ -
24)	Loan Agreement with EUSD	Finance	City of Emeryville as Successor Agency	Portion of pass through payments pledged for EUSD loan	Both	2,718,728.00	173,935.00	RPTTF						86,967.50	$ 86,967.50
25)	Contract for services	Finance	MuniServices	Property Tax Audit Services	Both	-	Unknown % of recovery	RPTTF							$ -
26)	Tax Allocation Revenue Bonds, 1995	Finance	Bank of New York Mellon	1995 Bonds to fund projects	Both	6,921,266.00	525,751.00	RPTTF		381,383.00					$ 381,383.00
27)	Tax Allocation Revenue Bonds, 1998 Series B	Finance	Bank of New York Mellon	1998 Series B Bonds to fund projects	Both	54,230,872.00	3,172,177.00	RPTTF		2,236,208.00					$ 2,236,208.00
28)	Tax Allocation Revenue Bonds, 1998 Series C	Finance	Bank of New York Mellon	1998 Series C Bonds to fund projects	Both	20,965,427.00	1,396,822.00	RPTTF		959,275.00					$ 959,275.00
29)	Tax Allocation Revenue Bonds, 2001 Series A	Finance	Bank of New York Mellon	2001 Series A Bonds to fund non-housing p	Both	24,961,323.00	1,565,524.00	RPTTF		1,143,105.00					$ 1,143,105.00
	Totals - This Page (RPTTF Funding)					$ 114,780,579.94	$ 8,203,627.59	N/A	$ 229,914.82	$ 4,949,885.82	$ 40,025.83	$ 41,601.83	$ 60,344.49	$ 628,929.33	$ 5,950,702.12
	Totals - Page 2 (RPTTF Funding)					155,643,271.18	7,240,788.90	N/A	75,771.29	2,474,280.29	68,812.25	39,771.49	39,771.49	44,337.79	2,742,744.60
	Totals - Page 3 (Other Funding)					19,236,038.63	5,555,548.37	N/A	550,735.00	550,421.25	454,890.00	481,821.06	582,446.06	575,515.00	3,195,828.37
	Totals - Page 4 (Other Funding)					3,886,544.46	3,491,798.84	N/A	67,893.20	3,201,487.24	10,200.00	27,669.38	10,200.00	10,600.00	3,328,049.82
	Totals - Page 5 (Administrative Cost Allowance)					905,683.92	905,683.92	N/A	75,473.66	75,473.66	75,473.66	75,473.66	75,473.66	75,473.66	452,841.96
	Totals - Page 6 (Pass Thru Payments)					6,349,047.12	6,349,047.12	N/A	-	-	-	-	-	-	-
	Grand total - All Pages					$ 300,801,165.25	$ 31,746,494.74		$ 999,787.97	$ 11,251,548.26	$ 649,401.74	$ 666,337.42	$ 768,235.70	$ 1,334,855.78	$ 15,670,166.87

*** The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board and audited by the County.**
**** All totals due during fiscal year and payment amounts are projected.**

RPTTF - Redevelopment Property Tax Trust Fund
LMIHF - Low and Moderate Income Housing Fund

Bonds - Bond proceeds
Admin - Successor Agency Administrative Allowance

Other - reserves, rents, interest earnings, etc

Exhibit A

Name of Redevelopment Agency: Emeryville Redevelopment Agency
Project Area(s): Emeryville & Shellmound Project Areas

DRAFT RECOGNIZED OBLIGATION PAYMENT SCHEDULE as amended May 8, 2012
Per AB 26 - Section 34177 (*)

	Project Name / Debt Obligation	Project	Payee-Obligee	Description	Project Area	Total Outstanding Debt or Obligation 7/1/12	Total Due During Fiscal Year 2012-2013**	Funding Source	Payable from the Redevelopment Property Tax Increment Fund (RPTIF) Payments by month: Jul 2012	Aug 2012	Sep 2012	Oct 2012	Nov 2012	Dec 2012	Total
1)	Tax Allocation Revenue Bonds, 2001 Series B	Finance	Bank of New York Mellon	2001 Series B Bonds to fund projects	Both	5,962,309.00	273,336.00	RPTTF		165,133.00					$ 165,133.00
2)	Tax Allocation Revenue Bonds, 2002 Series A	Finance	Bank of New York Mellon	2002 Series A Bonds to fund non-housing projects	Both	16,303,125.00	1,791,575.00	RPTTF		1,465,588.00					$ 1,465,588.00
3)	Tax Allocation Revenue Bonds, 2004 Series A	Finance	Bank of New York Mellon	2004 Series A Bonds to fund projects	Both	96,333,093.00	5,400,076.00	RPTTF		3,940,288.00					$ 3,940,288.00
4)	Less debt Service reserve	Finance	NA	Reserve for 9/1 Debt Service payment, set aside Jan-Jun 20	Both	(3,152,500.00)	(3,152,500.00)	RPTTF		(3,152,500.00)					$ (3,152,500.00)
5)	Tax Allocation Revenue Bond convenants	Finance	Bank of New York Mellon	Arbitrage/Rebate calculations	Both	66,500.00	3,500.00	RPTTF							$ -
6)	Tax Allocation Revenue Bond convenants	Finance	Keyser Marston/Ciy of Emeryville	Annual Continuing Disclosure reporting	Both	190,839.80	10,044.00	RPTTF							$ -
7)	Tax Allocation Revenue Bond convenants	Finance	City of Emeryville	Prepare Annual HCD Report	Both	251,146.50	4,566.30	RPTTF						4,566.30	$ 4,566.30
8)	Bank account	Finance	Wells Fargo Bank	Bank fees	Both	35,000.00	10,000.00	RPTTF	833.00	833.00	833.00	833.00	833.00	833.00	$ 4,998.00
9)	Information requests	Development	City of Emeryville	Information requests from Department of Finance	Both	5,911.20	5,911.20	RPTTF	2,955.60	2,955.60					$ 5,911.20
10)	Information requests	Finance	City of Emeryville	Information requests from Alameda County	Both	6,088.40	6,088.40	RPTTF	3,044.20	3,044.20					$ 6,088.40
11)	Annual required audit per bond convenants	Finance	City of Emeryville	Staff support for annual required audit	Both	47,601.90	47,601.90	RPTTF	4,760.19	4,760.19	23,800.95	4,760.19	4,760.19	4,760.19	$ 47,601.90
12)	Supplemental ERAF Shift in accordance with AB 26 x1	Finance	Low/Mod Housing Fund	SERAF Loan	Both	7,194,549.00	2,398,183.00	RPTTF							$ -
13)	Complaint in Eminent Domain - Agency V HSP; Alameda County Sup Ct., Case No. RG10-506236	Greenway - 59th to Midblock	HSP LLP	Obligation to pay Fair Market Value	Shellmound	-		RPTTF							$ -
14)	Emery Station Owner Participation Agreement (June 1, 2009) - Section 201.2	Greenway - 59th to Midblock	Emery Station Triangle LLC	Obligation to acquire HSP parcel	Shellmound	-		RPTTF							$ -
15)	Loan (Due: 2015)	Homebuyer Program	State of California	HELP program repayment	Both	1,934,790.00		RPTTF							$ -
16)	Statutory Monitoring Requirements	Homebuyer Loans	City of Emeryville-Housing Successor	Monitoring of affordability for affordability Period-30 years from loan closing	Both	1,399,127.76	47,428.08	RPTTF	3,952.34	3,952.34	3,952.34	3,952.34	3,952.34	3,952.34	$ 23,714.04
17)	Statutory Monitoring Requirements	Housing Monitoring Ambassador, Triangle Court, 3706, 5900 Christie, 6150 Christie, Avalon, Emery Villa, Ocean Avenue Court, Bay Bridge Apartments, BridgeCourt, Windsor at Bay Street, Magnolia Terrace, Archstone, Bakery Lofts.	City of Emeryville-Housing Successor	Monitoring of affordability for affordability Period-55 years from project completion	Both	1,703,218.12	54,235.52	RPTTF	22,852.96	2,852.96	2,852.96	2,852.96	2,852.96	2,852.96	$ 37,117.76
18)	Contract for services	Housing Rehabilitation	Robert Haun	Rehabilitation Services	Emeryville	8,767.50	8,767.50	RPTTF	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	$ 6,000.00
19)	Contract for services	Horton Landing Park	URS Corp	Horton Landing Park-Archaeology Monitor	Emeryville	102,508.00	90,000.00	RPTTF	7,500.00	7,500.00	7,500.00	7,500.00	7,500.00	7,500.00	$ 45,000.00
20)	Public Information	Meeting Recording	Granicus	Community promotion/outreach: streaming video	Both	6,696.00	6,696.00	RPTTF	558.00	558.00	558.00	558.00	558.00	558.00	$ 3,348.00
21)	Public Information	Meeting Recording	Second Sight Video	Community promotion/outreach: broadcast/video production	Both	7,500.00	7,500.00	RPTTF	625.00	625.00	625.00	625.00	625.00	625.00	$ 3,750.00
22)	Participation Agreement	Novartis	Novartis	Reimbursement agreement	Emeryville	26,997,536.00	-	RPTTF							$ -
23)	Contract for services	Oversight Board Legal Counsel	Stein and Lubin	Provide legal advice to Board	Both	140,000.00	140,000.00	RPTTF	20,000.00	20,000.00	20,000.00	10,000.00	10,000.00	10,000.00	$ 90,000.00
24)	Building Holding Costs	Vacant properties	EBMUD	Water service	Emeryville	9,000.00	4,500.00	RPTTF	750.00	750.00	750.00	750.00	750.00	750.00	$ 4,500.00
25)	Contract for Services	Vacant properties	Arthur Young	Debris removal for vacant properties	Both	18,760.00	12,480.00	RPTTF	1,040.00	1,040.00	1,040.00	1,040.00	1,040.00	1,040.00	$ 6,240.00
26)	Contract for Services	Vacant properties	Peralta	Graffitti removal for vacant properties	Both	15,347.00	14,400.00	RPTTF	1,200.00	1,200.00	1,200.00	1,200.00	1,200.00	1,200.00	$ 7,200.00
27)	Contract for services	Vacant properties	New Image Landscaping	Weed abatement on vacant properties	Both	26,357.00	26,400.00	RPTTF	2,200.00	2,200.00	2,200.00	2,200.00	2,200.00	2,200.00	$ 13,200.00
28)	Contract for services	Vacant properties	ICM	Maintain Vacant Buildings	Both	30,000.00	30,000.00	RPTTF	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	$ 15,000.00
	Totals - This Page (RPTIF Funding)					$ 155,643,271.18	$ 7,240,788.90	N/A	$ 75,771.29	$ 2,474,280.29	$ 68,812.25	$ 39,771.49	$ 39,771.49	$ 44,337.79	$ 2,742,744.60

*** The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board and audited by the County.**
**** All totals due during fiscal year and payment amounts are projected.**

RPTTF - Redevelopment Property Tax Trust Fund
LMIHF - Low and Moderate Income Housing Fund

Bonds - Bond proceeds
Admin - Successor Agency Administrative Allowance

Other - reserves, rents, interest earnings, etc

Exhibit A
amended May 8, 2012

Name of Redevelopment Agency: Emeryville Redevelopment Agency
Project Area(s): Emeryville & Shellmound Project Areas

DRAFT RECOGNIZED OBLIGATION PAYMENT SCHEDULE as amended May 8, 2012
Per AB 26 - Section 34177 (*)

	Project Name / Debt Obligation	Project	Payee-Obligee	Description	Project Area	Total Outstanding Debt or Obligation 7/1/12	Total Due During Fiscal Year 2012-2013**	Funding Source	Payable from Other Revenue Sources Payments by month Jul 2012	Aug 2012	Sep 2012	Oct 2012	Nov 2012	Dec 2012	Total
1)	Contract for services	3706 San Pablo Avenue/1025	Evans Brothers	Demo 1025 W. Mac and 3706 SPA	Emeryville	30,000.00	30,000.00	LMHF	30,000.00						$ 30,000.00
2)	Contract for services	3706 San Pablo Avenue/1025	Kier & Wright	ALTA survey 3706 SPA	Emeryville	13,425.00	13,425.00	LMHF	13,425.00						$ 13,425.00
3)	Contract for services	3706 San Pablo Avenue/1025	National Const. Rental	Temp Pole at 3706 SPA-Billboard	Emeryville	1,820.00	720.00	LMHF	60.00	60.00	60.00	60.00	60.00	60.00	$ 360.00
4)	Contract for services	3706 San Pablo Avenue/1025	Peralta Service Corp	Maintenance at 3706 SPA	Emeryville	35,220.00	34,560.00	Bonds	2,880.00	2,880.00	2,880.00	2,880.00	2,880.00	2,880.00	$ 17,280.00
5)	Property taxes	3706 San Pablo Avenue/1025	State Franchise Board	Property taxes assessments and fees	Emeryville	66,664.47	-	LMHF							$ -
6)	Contract for services	3706 San Pablo Avenue/1025	Susan Colman	Environmental Oversight	Emeryville	6,250.00	6,250.00	LMHF					3,125.00	3,125.00	$ 6,250.00
7)	Contract for services	3706 San Pablo Avenue/1025	West Coast Code Consultants	PW Inspections	Emeryville	5,000.00	5,000.00	LMHF	5,000.00						$ 5,000.00
8)	Contract for services	6150 Christie Avenue	Peralta Service Corp	Maintenance at 6150 Christie	Emeryville	16,980.00	16,980.00	LMHF	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	1,500.00	$ 9,000.00
9)	Contract for services	Adeline Properties	Arthur Young	3602 Adeline/1122 36th Debris removal	Emeryville	3,750.00	1,800.00	LMHF	150.00	150.00	150.00	150.00	150.00	150.00	$ 900.00
10)	Property taxes	Adeline Properties	State Franchise Board	Property taxes assessments and fees	Emeryville	2,039.30	-	Other							$ -
11)	Contract for services	Ambassador	Robert Haun	Construction Services	Emeryville	60,000.00	60,000.00	LMHF	5,300.00	5,300.00	5,300.00	5,300.00	5,300.00	5,300.00	$ 31,800.00
12)	Amended and Restated Passenger Station Lease/Purchase	Amtrak Station	National Railroad Passenger C	Sublease of Amtrak station - obligation to sell upon termination	Emeryville	-		Other							$ -
13)	5/18/10 Robinson Settlement Agreement	Bay St Site B Cost Recovery	Howard F Robinson	Potential Sharing of Judgement Against Sherwin Williams	Emeryville	750,000.00	750,000.00	Other							$ -
14)	Order Confirming Settlements w/ Chevron, Adams, Koeckritz, Robinson, UPRR (July 23, 2010); Agency v Robinson et al.; Alameda County Sup Ct, Case No. RG06-267594	Bay Street - Site B Groundwater Remediation	EKI, DTSC, Clearwater & other vendors	Costs to remediate groundwater beneath Site B from on-site and off-site sources	Emeryville	$ 6,296,000.00		Other							$ -
15)	Complaint Environmental Cost Recovery; Agency v Robinson,et. al.; Alameda County Sup Ct., Case No. RG06-267594	Bay Street - Site B Cost Recovery	Sherwin Williams	Potential Motion for Costs	Emeryville	85,712.56		Other							$ -
16)	Professional Services Agreement (September 1, 2010)	Bay Street - Site B Cost Recovery	Cox Castle Nicholsen	Site B environmental cost recovery litigation	Emeryville	1,188,596.29	500,000.00	Other	25,000.00	25,000.00	30,000.00	50,000.00	50,000.00	50,000.00	$ 230,000.00
17)	Complaint Environmental Cost Recovery; Agency v Robinson,et. al.; Alameda County Sup Ct., Case No. RG06-267594	Bay Street - Site B Cost Recovery	Sherwin Williams	Potential Motion for Attorney Fees	Emeryville	2,745,878.75		Other							$ -
18)	Contract For Services	Bay Street - Site B Groundwater	Clearwater Environmental	Site B ground water/soil drilling spoils	Emeryville	3,755.00		Other							$ -
19)	Environmental Oversight Agreement	Bay Street - Site B Groundwater Remediation	DTSC	Site B groundwater remediation oversight	Emeryville	64,395.61	50,000.00	Other	5,000.00	5,000.00	5,000.00	5,000.00	2,500.00	2,500.00	$ 25,000.00
20)	Professional Services Agreement	Bay Street - Site B Groundwater Remediation	Erler & Kalinowski (EKI)	Environmental engineer re on-going groundwater remediation at Site B	Emeryville	1,950,926.00	1,550,000.00	Other	200,000.00	300,000.00	150,000.00	100,000.00	100,000.00	100,000.00	$ 950,000.00
21)	Exclusive Right to Negotiate Agreement	Bay Street - Site B Redevelopment	Madison Bay Street LLC	Obligation to Negotiate Disposition of Site B Properties	Emeryville	-		Other							$ -
22)	ERN Deposit	Bay Street - Site B Redevelopment	Madison Realty	ERN Deposit	Emeryville	50,000.00	50,000.00	Other			50,000.00				$ 50,000.00
23)	Agreement to be Recorded Affecting Real Property	Bridgecourt	Bridgecourt Buyers	Downpayment assistance for future condo conversion	Emeryville	495,812.28	-	Other							$ -
24)	Contract for services	Brownfields	Susan Colman	Environmental Oversight	Both	531.25	531.25	Other		531.25					$ 531.25
25)	Contract for services	Brownfields	Markus Niebanck/Amicus Environmental Services	Brownfield Services	Both	2,420.00	2,420.00	Other	2,420.00						$ 2,420.00
26)	Voluntary Cleanup Agreement (January 31, 2012)	Corporation Yard Remediation	DTSC	Oversight of assessment, remediation and monitoring of hazardous materials	Emeryville	200,000.00	120,000.00	Other	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	$ 60,000.00
27)	Professional Services Agreement (January 31, 2012)	Corporation Yard Remediation	EKI	Remediation and monitoring of soil and groundwater contamination	Emeryville	5,097,000.00	2,300,000.00	Other	200,000.00	200,000.00	200,000.00	300,000.00	400,000.00	400,000.00	$ 1,700,000.00
28)	Wareham	EmeryStation Greenway	Wareham Development	ERN Deposit	Shellmound	50,000.00	50,000.00	Other	50,000.00						$ 50,000.00
29)	Contract for services	EmeryStation Greenway	Keyser Marston	Fiscal Analysis Services	Shellmound	13,862.12	13,862.12	Other				6,931.06	6,931.06		$ 13,862.12
	Totals - LMHF					$ 203,889.47	$ 134,175.00		$ 55,435.00	$ 7,010.00	$ 7,010.00	$ 7,010.00	$ 10,135.00	$ 10,135.00	$ 96,735.00
	Totals - Bonds					35,220.00	34,560.00		2,880.00	2,880.00	2,880.00	2,880.00	2,880.00	2,880.00	17,280.00
	Totals - Other					18,996,929.16	5,386,813.37		492,420.00	540,531.25	445,000.00	471,931.06	569,431.06	562,500.00	3,081,813.37
	Grand total - This Page					$ 19,236,038.63	$ 5,555,548.37	N/A	$ 550,735.00	$ 550,421.25	$ 454,890.00	$ 481,821.06	$ 582,446.06	$ 575,515.00	$ 3,195,828.37

*** The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board and audited by the County.**
**** All total due during fiscal year and payment amounts are projected.**

RPTTF - Redevelopment Property Tax Trust Fund
LMIHF - Low and Moderate Income Housing Fund
Bonds - Bond proceeds
Admin - Successor Agency Administrative Allowance
Other - reserves, rents, interest earnings, etc

[1] $2,293,372 - Bonds
[1] $ 3,600,000 - Other

Exhibit A
amended May 8, 2012

Name of Redevelopment Agency: Emeryville Redevelopment Agency
Project Area(s): Emeryville & Shellmound Project Areas

DRAFT RECOGNIZED OBLIGATION PAYMENT SCHEDULE as amended May 8, 2012
Per AB 26 - Section 34177 (*)

	Project Name / Debt Obligation	Project	Payee-Obligee	Description	Project Area	Total Outstanding Debt or Obligation 7/1/12	Total Due During Fiscal Year 2012-2013**	Funding Source	Payable from Other Revenue Sources — Payments by month: Jul 2012	Aug 2012	Sep 2012	Oct 2012	Nov 2012	Dec 2012	Total
1)	Owner Participation Agreement	EmeryStation Greenway	EmeryStation Triangle LLC	Tax Increment Assistance	Shellmound	5,777.07	5,777.07	Other	5,777.07						$ 5,777.07
2)	Contract for services	Façade Grant - Editions Limited West	SZFM	Façade Improvements - Editions Limited	Shellmound	3,148.28	3,148.28	Other	3,148.28						$ 3,148.28
3)	Façade Grant	Façade Grant - Paula Leduc	Paula Leduc	Façade grant	Shellmound	56,000.00	55,999.38	Other	27,999.68	27,999.68					$ 55,999.36
4)	Façade Grant	Façade Grant - Editions Limited West	Editions Limited West	Façade grant	Shellmound	7,499.36	7,499.36	Other	7,499.36						$ 7,499.36
5)	Less debt Service reserve	Finance	NA	Reserve for 9/1 Debt Service payment, set aside Jan-Jun 2012	Both	3,152,500.00	3,152,500.00	Other		3,152,500.00					$ 3,152,500.00
6)	Contract for services	Greenway - 59th to Midblock	Susan Colman	Environmental Oversight	Shellmound	2,031.25	2,031.25	Bonds	2,031.25						$ 2,031.25
7)	Environmental Remediation Implementation Agreement - April 18, 2011	Greenway - 59th to Midblock	HSP LLP	Deposit of haz material deduction to fair market value if HSP completes remediation work	Shellmound	-		Bonds							$ -
8)	Professional Services Agreement (August 30, 2010)	Greenway - 59th to Midblock	Burke Williams Sorenson	HSP Eminent Domain-Legal/Appraisal/Expert Svcs	Shellmound	225,000.00	225,000.00	Bonds	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	$ 60,000.00
9)	Professional Services Agreement (Dec 21 2011)	Greenway - 59th to Midblock	Harris and Associates	Project management services	Shellmound	-		Bonds							$ -
10)	Contract for services	Homebuyer Program	Hsg & Economic Right	Homeowner's Info Workshops	Both	400.00	400.00	LMHF		400.00					$ 400.00
11)	Contract for services	Homebuyer Program	Spanish Speaking Unity	Homebuyer counseling	Both	10,787.50	2,000.00	LMHF	200.00	600.00	200.00	200.00	200.00	600.00	$ 2,000.00
12)	Reserve for Debt Service	Housing Production	Bond holders	Pledged funds as part of bond refinancing in 1998	Both	200,000.00	-	LMHF							$ -
13)	Professional Services Agreement	Marketplace	Keyser Marston	Fiscal Analysis Services	Emeryville	32,062.50		Other							$ -
14)	Contract for services	North Hollis Parking	Wilbur Smith Associates	Parking Plan/No. Hollis	Shellmound	13,578.64	-	Other	-	-					$ -
15)	Participation Agreement	Novartis	Novartis	Project Deposit	Emeryville	50,000.00	-	Other							$ -
16)	Contract for services	Papermill, 64th & Christie	Origins Design Network	Architectural & Urban Design Svcs	Emeryville	9,689.00	-	Other	-	-					$ -
17)	Contract for services	Park Ave Park-Parcel D	Susan Colman	Environmental Oversight	Shellmound	1,250.00	-	Other	1,250.00						$ 1,250.00
18)	Contract for services	Police Station	Design Space Modular Bldg	Disconnect and remove PD temp modulars	Emeryville	20,444.00		Other							$ -
19)	Contract for services	South Bayfront Ped/Bike Bridge	Union Pacific RR	South Bayfront Ped/Bike Bridge	Shellmound	17,468.37	17,468.38	Other				17,469.38			$ 17,469.38
20)	Contract for services	South Bayfront Ped/Bike Bridge	Biggs Cardosa	South Bayfront Pedestrian Bridge	Shellmound	58,933.39		Other							$ -
21)	Contract for services	Transit Center	Keyser Marston	Fiscal Analysis Services	Both	6,987.55	6,987.56	Other	3,493.78	3,493.78					$ 6,987.56
22)	Contract for services	Transit Center	Fieldman Rolapp & Assoc	Fiscal Svcs for Transit Center Parking	Emeryville	12,987.55	12,987.56	Other	6,493.78	6,493.78					$ 12,987.56
23)															
24)															
25)															
26)															
27)															
28)															
29)															
	Totals - LMHF					$ 211,187.50	$ 2,400.00	LMHF	$ 200.00	$ 1,000.00	$ 200.00	$ 200.00	$ 200.00	$ 600.00	$ 2,400.00
	Totals - Bonds					227,031.25	227,031.25	Bonds	12,031.25	10,000.00	10,000.00	10,000.00	10,000.00	10,000.00	62,031.25
	Totals - Other					3,448,325.71	3,262,367.59	Other	55,661.95	3,190,487.24	-	17,469.38	-	-	3,263,618.57
	Grand total - This Page					3,886,544.46	3,491,798.84	N/A	$ 67,893.20	$ 3,201,487.24	$ 10,200.00	$ 27,669.38	$ 10,200.00	$ 10,600.00	$ 3,328,049.82

*** The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board and audited by the County.**
**** All total due during fiscal year and payment amounts are projected.**

RPTTF - Redevelopment Property Tax Trust Fund
LMIHF - Low and Moderate Income Housing Fund
Bonds - Bond proceeds
Admin - Successor Agency Administrative Allowance
Other - reserves, rents, interest earnings, etc

[2] $15,312,000 - Bonds
[2] $ 4,688,000 - Other

Exhibit A

Name of Redevelopment Agency: Emeryville Redevelopment Agency
Project Area(s): Emeryville & Shellmound Project Areas

DRAFT RECOGNIZED OBLIGATION PAYMENT SCHEDULE as amended May 8, 2012
Per AB 26 - Section 34177 (*)

	Project Name / Debt Obligation	Project	Payee-Obligee	Description	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-2013**	Funding Source	Payable from the Administrative Allowance Allocation Payments by month						
									Jul 2012	Aug 2012	Sep 2012	Oct 2012	Nov 2012	Dec 2012	Total
1)	AB x1 26	Finance	City of Emeryville as Successor Agency	Administrative Cost Reimbursements	Both	$ 905,683.92	$ 905,683.92	Admin	$ 75,473.66	$ 75,473.66	$ 75,473.66	$ 75,473.66	$ 75,473.66	$ 75,473.66	$ 452,841.96
2)															$ -
3)															$ -
4)															$ -
5)															$ -
6)															$ -
7)															$ -
8)															$ -
9)															$ -
10)															$ -
11)															$ -
12)															$ -
13)															$ -
14)															$ -
15)															$ -
16)															$ -
17)															$ -
18)															$ -
19)															$ -
20)															$ -
21)															$ -
22)															$ -
23)															$ -
24)															$ -
25)															$ -
26)															$ -
27)															$ -
28)															$ -
															$ -
															$ -
															$ -
															$ -
															$ -
															$ -
															$ -
	Totals - This Page					**905,683.92**	**905,683.92**		**$ 75,473.66**	**$ 75,473.66**	**$ 75,473.66**	**$ 75,473.66**	**$ 75,473.66**	**$ 75,473.66**	**$452,841.96**

*** The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board and audited by the County.**
**** All total due during fiscal year and payment amounts are projected.**

RPTTF - Redevelopment Property Tax Trust Fund
LMIHF - Low and Moderate Income Housing Fund
Bonds - Bond proceeds
Admin - Successor Agency Administrative Allowance
Other - reserves, rents, interest earnings, etc

Exhibit A

Name of Redevelopment Agency: Emeryville Redevelopment Agency
Project Area(s) Emeryville & Shellmound Project Areas

OTHER OBLIGATION PAYMENT SCHEDULE dated May 8, 2012
Per AB 26 - Section 34177 (*)

	Project Name / Debt Obligation	Payee-Obligee	Description	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-2013**	Funding Source	Pass Through and Other Payments Payments by month Jul 2012	Aug 2012	Sep 2012	Oct 2012	Nov 2012	Dec 2012	Total
1)	Tax Sharing Agreement/County Pass Through Agreement	Alameda County	Per Pass Through Agreement	Both	$ 4,568,352.02	$ 4,568,352.02	RPTTF							$ -
2)	Tax Sharing Agreement/Flood Control Agreement	Flood Control District	Per Pass Through Agreement	Both	525,217.72	525,217.72	RPTTF							$ -
3)	Section 33607 Payments	City of Emeryville	Payments per CRL 33607	Both	266,940.79	266,940.79	RPTTF							$ -
4)	Section 33607 Payments	Emery Unified School	Payments per CRL 33607	Both	152,506.11	152,506.11	RPTTF							$ -
5)	Section 33607 Payments	Peralta Community College	Payments per CRL 33607	Both	49,593.97	49,593.97	RPTTF							$ -
6)	Section 33607 Payments	Alameda County Schools	Payments per CRL 33607	Both	17,450.22	17,450.22	RPTTF							$ -
7)	Section 33607 Payments	Flood Control District	Payments per CRL 33607	Both	27,006.88	27,006.88	RPTTF							$ -
8)	Section 33607 Payments	Bay Area Air Quality Mgmt	Payments per CRL 33607	Both	3,475.40	3,475.40	RPTTF							$ -
9)	Section 33607 Payments	Mosquito Abatement	Payments per CRL 33607	Both	1,430.91	1,430.91	RPTTF							$ -
10)	Section 33607 Payments	AC Transit	Payments per CRL 33607	Both	86,917.83	86,917.83	RPTTF							$ -
11)	Section 33607 Payments	BART	Payments per CRL 33607	Both	10,206.07	10,206.07	RPTTF							$ -
12)	Section 33607 Payments	East Bay Regional Park	Payments per CRL 33607	Both	48,803.07	48,803.07	RPTTF							$ -
13)	Section 33607 Payments	EBMUD	Payments per CRL 33607	Both	36,926.40	36,926.40	RPTTF							$ -
14)	Section 33607 Payments	ERAF	Payments per CRL 33607	Both	322,791.95	322,791.95	RPTTF							$ -
15)	Section 33607 Payments	Alameda County General Fund	Payments per CRL 33607	Both	231,427.78	231,427.78	RPTTF							$ -
16)														$ -
17)														$ -
18)														$ -
19)														$ -
20)														$ -
21)														$ -
22)														$ -
23)														$ -
24)														$ -
25)														$ -
26)														$ -
27)														$ -
28)														$ -
														$ -
														$ -
														$ -
														$ -
														$ -
														$ -
														$ -
	Totals - This Page				**6,349,047.12**	**6,349,047.12**		**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$0.00**

*** The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board and audited by the County.**
**** All total due during fiscal year and payment amounts are projected.**

RPTTF - Redevelopment Property Tax Trust Fund **Bonds - Bond proceeds** **Other - reserves, rents, interest earnings, etc**
LMIHF - Low and Moderate Income Housing Fund **Admin - Successor Agency Administrative Allowance**