

**COUNTY OF ALAMEDA COUNTYWIDE OVERSIGHT BOARD**

**RESOLUTION NUMBER NO. OB-2023 \_\_ - 05**

**A RESOLUTION OF THE COUNTY OF ALAMEDA  
COUNTYWIDE OVERSIGHT BOARD  
APPROVING THE ANNUAL RECOGNIZED OBLIGATION PAYMENT SCHEDULE  
AND ADMINISTRATIVE BUDGET  
FOR THE SUCCESSOR AGENCY OF THE CITY OF EMERYVILLE FOR  
THE PERIOD JULY 1, 2023 - JUNE 30, 2024, PURSUANT TO SECTION 34177 OF  
THE CALIFORNIA HEALTH AND SAFETY CODE**

**WHEREAS**, the Redevelopment Dissolution Law (AB 1X 26, enacted June 28, 2011, as amended by AB 1484, enacted June 27, 2012 and SB 107, enacted September 22, 2015) and Section 34177 of the Health and Safety Code required the successor agencies, among other things, to expeditiously wind down affairs of each former redevelopment agency (“RDA”), while continuing to meet the former RDA’s enforceable obligations, overseeing completion of redevelopment projects, and disposing of the assets and properties of the former RDA, all as directed by the successor agencies’ oversight boards pursuant to Health and Safety Code Section 34179; and

**WHEREAS**, Health and Safety Code Section 34179 (j) provided for the creation of a single Countywide Oversight Board (“Oversight Board”) commencing on and after July 1, 2018; and

**WHEREAS**, Section 34177(o) of the Health and Safety Code requires the Successor Agency of the City of Emeryville (“Successor Agency”), following approval by the Oversight Board, to submit to the State Department of Finance (“DOF”), and to the Alameda County Auditor-Controller (“County Auditor”) for review, the Recognized Obligation Payment Schedules (“ROPS”) in the manner provided by DOF no later than February 1; and

**WHEREAS**, Section 34177(l)(1) of the Health and Safety Code requires the Successor Agency to prepare a ROPS listing the former RDA’s recognized enforceable obligations, payment sources, and related information for each one-year fiscal period; and

**WHEREAS**, commencing July 1, 2016, and for each fiscal year thereafter, the Successor Agency is entitled to an annual administrative cost allowance pursuant to Health and Safety Code Section 34171(b); and

**WHEREAS**, Section 34177(j) of the Health and Safety Code requires the Successor Agency of the City of Emeryville (“Successor Agency”), to prepare a proposed administrative budget (“Administrative Budget”) and submit it to the Oversight Board for approval; and

**WHEREAS**, the Successor Agency prepared and approved a draft of the ROPS and Administrative Budget for the period July 1, 2023 through June 30, 2024 for the ROPS 23-24 and Administrative Budget 23-24, respectively, and submitted the draft to the Oversight Board for approval; and

**WHEREAS**, the Oversight Board held a public meeting on January 19, 2023, and considered the ROPS 23-24 and Administrative Budget 23-24 following the notice required by law.

**NOW, THEREFORE, RESOLVED** that the Oversight Board hereby approves “Recognized Obligation Payment Schedule for the period July 1, 2023 through June 30, 2024” attached to this resolution as Exhibit A.

**FURTHER RESOLVED** that the Oversight Board hereby approves “Administrative Budget for the period July 1, 2023 through June 30, 2024” attached to this resolution as Exhibit B. The Successor Agency is authorized to re-allocate expenditures between line item categories shown in the Administrative Budget and/or to retain outside services as needed to carry out the Successor Agency’s administrative responsibilities, provided that the total amount of the Administrative Budget is not exceeded.

**PASSED AND ADOPTED** at a regular meeting of the Countywide Oversight Board of the County of Alameda this 19th day of January, 2023 by the following vote:

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

DocuSigned by:

*Christia Katz Mulvey*

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*Vice* Chairperson,

ATTEST:

Secretary of the Countywide Oversight Board  
of the County of Alameda

## **Exhibit A**

**Recognized Obligation Payment Schedule (ROPS)  
For July 1, 2023 through June 30, 2024**

**Recognized Obligation Payment Schedule (ROPS 23-24) - Summary  
Filed for the July 1, 2023 through June 30, 2024 Period**

**Successor Agency:** Emeryville  
**County:** Alameda

<b>Current Period Requested Funding for Enforceable Obligations (ROPS Detail)</b>	<b>23-24A Total (July - December)</b>	<b>23-24B Total (January - June)</b>	<b>ROPS 23-24 Total</b>
<b>A Enforceable Obligations Funded as Follows (B+C+D)</b>	<b>\$ 27,662,867</b>	<b>\$ 17,761,874</b>	<b>\$ 45,424,741</b>
B Bond Proceeds	-	-	-
C Reserve Balance	9,808,154	11,874	9,820,028
D Other Funds	17,854,713	17,750,000	35,604,713
<b>E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)</b>	<b>\$ 2,135,666</b>	<b>\$ 13,335,744</b>	<b>\$ 15,471,410</b>
F RPTTF	1,994,750	13,090,115	15,084,865
G Administrative RPTTF	140,916	245,629	386,545
<b>H Current Period Enforceable Obligations (A+E)</b>	<b>\$ 29,798,533</b>	<b>\$ 31,097,618</b>	<b>\$ 60,896,151</b>

**Certification of Oversight Board Chairman:**

*Christia Katz Mulvey, Vice Chairperson*  
Name Title

Pursuant to Section 34177 (o) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named successor agency.

DocuSigned by:  
/s/ *Christia Katz Mulvey* 1/19/2023  
Signature Date

**Emeryville**  
**Recognized Obligation Payment Schedule (ROPS 23-24) - ROPS Detail**  
**July 1, 2023 through June 30, 2024**

A Item #	B Project Name	C Obligation Type	D Agreement Execution Date	E Agreement Termination Date	F Payee	G Description	H Project Area	I Total Outstanding Obligation	J Retired	K ROPS 23-24 Total	M, N, O, P ROPS 23-24A (Jul - Dec)				Q 23-24A Total	S, T, U, V ROPS 23-24B (Jan - Jun)				W 23-24B Total
											Fund Sources					Fund Sources				
											Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
1	Administrative Cost Allowance Per HSC 34177	Admin Costs	07/01/2023	06/30/2024	City of Emeryville	ADM-Finance Administrative Cost Allowance Per HSC 34177	Both	491,258	N	\$491,258	\$9,808,154	\$17,854,713	\$1,994,750	\$140,916	\$29,798,533	\$11,874	\$17,750,000	\$13,090,115	\$245,629	\$31,097,618
39	Professional Services Agreement (September 1, 2010)	Litigation	09/01/2010	06/30/2024	Cox Castle NicholSEN	ENV-Bay Street - Site B Cost Recovery Site B environmental cost recovery litigation	Emeryville	50,000	N	\$50,000	-	-	25,000	-	\$25,000	-	-	25,000	-	\$25,000
40	Settlements w/ Chevron, Adams, Koeckritz, Robinson, UPRR (July 23, 2010); Agency v Robinson et.al.; Alameda County Sup Ct, Case No. RG06-267594	Remediation	07/23/2010	06/30/2024	EKI, California EPA - DTSC, Clearwater & other vendors	ENV-Bay Street - Site B Groundwater Remediation Costs to remediate groundwater beneath Site B from on-site and off-site sources	Emeryville	-	N	\$-	-	-	-	-	\$-	-	-	-	-	\$-
41	Professional Services Agreement (10/6/04) and Amendments; 12/2/05; 5/19/06; 2/16/07; 2/19/07; 6/9/08; 12/16/08; 4/21/09; 7/21/09; 5/2/10; 9/21/10; 4/5/11; 6/18/13; 1/20/15; 6/16/15; 1/1/16	Remediation	10/06/2004	06/30/2024	Erler & Kalinowski (EKI)	ENV-Bay Street - Site B Groundwater Remediation Environmental engineer re on-going groundwater remediation at Site B	Emeryville	240,000	N	\$240,000	-	-	120,000	-	\$120,000	-	-	120,000	-	\$120,000
44	Professional Services Agreement PSA (3/31/2003); 1st	Remediation	03/31/2003	06/30/2028	Erler & Kalinowski (EKI)	ENV-Bay Street Site - A Groundwater Monitoring Environmental	Shellmound	205,000	N	\$205,000	-	-	102,500	-	\$102,500	-	-	102,500	-	\$102,500

A Item #	B Project Name	C Obligation Type	D Agreement Execution Date	E Agreement Termination Date	F Payee	G Description	H Project Area	I Total Outstanding Obligation	J Retired	K ROPS 23-24 Total	M ROPS 23-24A (Jul - Dec)				Q 23-24A Total	S ROPS 23-24B (Jan - Jun)				W 23-24B Total
											N Fund Sources					T Fund Sources				
											Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
	Amendment to PSA (04/20/2004); 2nd Amendment to PSA (10/5/2011)					engineer re on-going groundwater monitoring at Bay Street/Site A														
45	Environmental Oversight Agreement (Amended 3/13/07)	Remediation	03/13/2007	06/30/2024	California EPA - DTSC	ENV-Bay Street Site - A Groundwater Monitoring Regulatory Oversight 7/20/98 12/31/22	Shellmound	50,000	N	\$50,000	-	-	25,000	-	\$25,000	-	-	25,000	-	\$25,000
46	Settlement Agreement & Order (Feb 23, 2001) - Agency v Elementis; US District Ct, Case No. C99-03719 WHA	Remediation	02/23/2001	06/30/2024	Sherwin Williams	ENV-Bay Street Site - A Groundwater Monitoring Reimbursement of Groundwater Monitoring/ Remediation Costs w/credit for sums paid to EKI	Shellmound	-	N	\$-	-	-	-	-	\$-	-	-	-	-	\$-
48	City/Agency Purchase & Sale Agreement (June 4, 2009) - Corp Yard/Jan 27, 2012 Claim of City of Emeryville-California Tort Claim Act	Remediation	06/04/2009	06/30/2024	City of Emeryville as Indemnitor	ENV-Corporation Yard Remediation Indemnification of City for costs of remediation and monitoring of soil and groundwater contamination	Emeryville	-	Y	\$-	-	-	-	-	\$-	-	-	-	-	\$-
49	Professional Services Agreement (September 1, 2010)	Legal	09/01/2010	06/30/2024	Cox Castle Nichol森	ENV-Corporation Yard Remediation Legal services relating to recovery of remediation costs	Emeryville	3,350,000	N	\$3,350,000	-	-	1,675,000	-	\$1,675,000	-	-	1,675,000	-	\$1,675,000
62	Contract for services	Professional Services	03/01/2020	06/30/2024	Certified Public Accountants	F-Finance Audit Services	Both	16,000	N	\$16,000	-	-	10,000	-	\$10,000	-	-	6,000	-	\$6,000
63	Bank account	Fees	08/01/2019	06/30/2024	Mechanics Bank	F-Finance Bank fees	Both	2,000	N	\$2,000	-	-	1,000	-	\$1,000	-	-	1,000	-	\$1,000

A	B	C	D	E	F	G	H	I	J	K	M				Q	S				W													
											Item #	Project Name	Obligation Type	Agreement Execution Date		Agreement Termination Date	Payee	Description	Project Area		Total Outstanding Obligation	Retired	ROPS 23-24 Total	ROPS 23-24A (Jul - Dec)				ROPS 23-24B (Jan - Jun)					
																								Fund Sources				23-24A Total	Fund Sources				23-24B Total
																								Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
64	Bond Trustee Fees	Fees	09/01/1995	09/01/2034	Bank of New York Mellon	F-Finance Bond Trustee services	Both	5,000	N	\$5,000	-	-	5,000	-	\$5,000	-	-	-	-	-	\$-												
67	Contract for services	Professional Services	01/12/1990	06/30/2024	MuniServices	F-Finance Property Tax Audit Services	Both	-	N	\$-	-	-	-	-	\$-	-	-	-	-	-	\$-												
103	Tax Allocation Revenue Bond covenants	Professional Services	07/01/2014	06/30/2024	Wildan Financial	F-Finance Annual Continuing Disclosure reporting	Both	3,500	N	\$3,500	-	-	3,500	-	\$3,500	-	-	-	-	-	\$-												
104	Tax Allocation Revenue Bond covenants	Professional Services	07/01/2014	06/30/2024	PFM Group	F-Finance Arbitrage/ Rebate calculations	Both	2,750	N	\$2,750	-	-	2,750	-	\$2,750	-	-	-	-	-	\$-												
116	Tax Allocation Refunding Bonds, 2014A Debt Service Payment	Refunding Bonds Issued After 6/27/12	09/03/2014	09/01/2034	Bank of New York Mellon	Full annual debt service for calendar year per bond docs. Interest payable March 1 and Sept 1, principal payable Sept 1	Both	56,608,000	N	\$18,376,250	8,601,000	-	-	-	\$8,601,000	11,872	-	9,763,378	-	-	\$9,775,250												
117	Tax Allocation Refunding Bonds, 2014B Debt Service Payment	Refunding Bonds Issued After 6/27/12	09/03/2014	09/01/2031	Bank of New York Mellon	Full annual debt service for calendar year per bond docs. Interest payable March 1 and Sept 1, principal payable Sept 1	Both	7,663,911	N	\$2,554,393	1,207,154	-	-	-	\$1,207,154	2	-	1,347,237	-	-	\$1,347,239												
121	Environmental Oversight Agreement	Remediation	01/15/2019	06/30/2024	California EPA - DTSC	Env - South Bayfront Site B Groundwater Remediation Oversight		50,000	N	\$50,000	-	-	25,000	-	\$25,000	-	-	25,000	-	-	\$25,000												
122	Imminent & Substantial Endangerment Order	Remediation	01/15/2019	06/30/2024	California EPA - DTSC; Remediation Contractor	Environmental - Corporation Yard Remediation Enforcement/ Oversight		20,000,000	N	\$20,000,000	-	10,000,000	-	-	\$10,000,000	-	10,000,000	-	-	-	\$10,000,000												
126	Professional Services Agreement	Remediation	07/01/2021	06/30/2028	Erler & Kalinowski (EKI)	126 - On January 19, 2021, the Successor Agency approved a	Corporation Yard	4,485,000	N	\$4,485,000	-	2,242,500	-	-	\$2,242,500	-	2,242,500	-	-	-	\$2,242,500												

A	B	C	D	E	F	G	H	I	J	K	M	N	O	P	Q	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 23-24 Total	ROPS 23-24A (Jul - Dec)				23-24A Total	ROPS 23-24B (Jan - Jun)				23-24B Total
											Fund Sources					Fund Sources				
											Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
						contract with EKI Environment & Water in the amount of \$3,500,000 to undertake environmental engineering work in response to the Order commencing July 1, 2021.														
127	Settlement Agreement - WSL	Remediation	01/01/2023	06/30/2024	WSL Parties (Whitney Research Tool Co., Swagelok Company, Catherine Lennon Lozick); Line Item 122 and 126 Payees	Environmental - Emeryville Corporation Yard - Settlement Agreement	Emeryville	33,000,000	N	\$11,015,000	-	5,507,500	-	-	\$5,507,500	-	5,507,500	-	-	\$5,507,500
128	SB170 Grant Agreement	Remediation	07/01/2023	06/30/2024	Remediation Contractor	Environmental - Emeryville Corporation Yard (Grant)	Emeryville	2,500,000	N	\$-	-	-	-	-	\$-	-	-	-	-	\$-



**Emeryville**  
**Recognized Obligation Payment Schedule (ROPS 23-24) - Report of Cash Balances**  
**July 1, 2020 through June 30, 2021**  
 (Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation.

A	B	C	D	E	F	G	H
		<b>Fund Sources</b>					
		<b>Bond Proceeds</b>		<b>Reserve Balance</b>	<b>Other Funds</b>	<b>RPTTF</b>	
	<b>ROPS 20-21 Cash Balances (07/01/20 - 06/30/21)</b>	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	<b>Comments</b>
1	<b>Beginning Available Cash Balance (Actual 07/01/20)</b> RPTTF amount should exclude "A" period distribution amount.			9,488,684	3,514,470	1,340,057	
2	<b>Revenue/Income (Actual 06/30/21)</b> RPTTF amount should tie to the ROPS 20-21 total distribution from the County Auditor-Controller			2,145	1,075,901	12,435,564	
3	<b>Expenditures for ROPS 20-21 Enforceable Obligations (Actual 06/30/21)</b>			9,396,658	1,277,527	2,878,474	
4	<b>Retention of Available Cash Balance (Actual 06/30/21)</b> RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			82,297	3,208,131	10,132,543	Columns E and F Include balances committed to ROPS 2021-22 and ROPS 2022-23. Column G includes June 2021 RPTTF Debt Reserve of \$9,429,624 and 2018-19/2019-20 PPA of \$702,919.
5	<b>ROPS 20-21 RPTTF Prior Period Adjustment</b> RPTTF amount should tie to the Agency's ROPS 20-21 PPA form submitted to the CAC			No entry required		764,604	
6	<b>Ending Actual Available Cash Balance (06/30/21)</b> <b>C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)</b>	\$-	\$-	\$11,874	\$104,713	\$-	

**Emeryville**  
**Recognized Obligation Payment Schedule (ROPS 23-24) - Notes**  
**July 1, 2023 through June 30, 2024**

Item #	Notes/Comments
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122	For 23/24, the SA anticipates it will incur \$300,000 for DTSC oversight of implementation of the ISE Order. These expenses are eligible to be paid from the Settlement Reserve established pursuant to the settlement agreement noted in Item 127. Further, it is anticipated that DTSC will approve the final cleanup plan (FS/RAP) for the Corporation Yard and thereby allow the SA to solicit bids in spring/summer of 2023 to commence remediation activities as of July 2023. The remedial work to be conducted by the contractor is undertaken pursuant to the ISE Order (Item 122) and thus the contract will be an EO pursuant to H&S Code 34177.3 (b). Based on the draft FS/RAP, the upper end of the first phase of the work outlined in the preferred alternative (Alternative 4) is \$18,525,000. Accordingly, to ensure there are enough funds available to pay for the first phase of the work outlined in Alternative 4, the Successor Agency anticipates it will incur \$19,700,000 for the remedial contractor.
126	
127	On July 6, 2022, the Successor Agency entered into a settlement agreement with parties partially responsible for the contamination at the Corporation Yard site (the "WSL Parties"), which agreement was approved by the Oversight Board on July 25, 2022, Department of Finance on August 9, 2022, and US District Court on November 15, 2022. The settlement agreement provides a one-time payment of \$33 million by the WSL Parties to the Successor Agency in exchange for the Successor Agency agreeing to remediate the Corporation Yard pursuant to the ISE Order (Line Item 122). The settlement payment of \$33 million is to be placed in a separate account and may only be used for costs of remediating the Corporation Yard, which at this time are reflected in ROPS Line Item 122 and 126. The settlement agreement also provides for a possible additional recovery based on the assigned

**Emeryville**  
**Recognized Obligation Payment Schedule (ROPS 23-24) - Notes**  
**July 1, 2023 through June 30, 2024**

<b>Item #</b>	<b>Notes/Comments</b>
	claims of the WSL Parties against the remaining defendant, Hanson Building Materials, which the WSL Parties may share in.
128	Per SB 170 (2021), SEC. 19.56 (e)(25), \$2,500,000 was allocated by DTSC to the City of Emeryville for site remediation of the Corporation Yard. On December 20, 2022, the City and Successor Agency entered into a Grant Funding Agreement whereby the Successor Agency agreed to remediate the Corporation Yard site in accordance with the ISE Order (Line Item 122) in exchange for the receipt of the \$2,500,000 of grant funding to be expended on remediation of the Corporation Yard as required by Section 19.56 (e)(25) of SB 170. These funds may only be used to pay for the costs of remediation of the Corporation Yard as reflected on Line Item 122. Any grant funds unspent in 2023-24 remain restricted through Line Item 128.

## **Exhibit B**

Administrative Budget for the Period July 1, 2023  
through June 30, 2024

## Successor Agency (SA) Administrative Budgets

### Administrative Allowance Charges

	23-24A Total (July - December)	23-24B Total (January - June)	ROPS 23-24 Total
<b>Departments/Functions</b>			
City Manager	\$ 6,993	\$ 6,993	\$ 13,986
City Clerk	4,659	4,659	9,317
City Attorney	26,769	26,769	53,538
Administrative Services	141,653	141,653	283,306
Public Works	12,888	12,888	25,776
<b>General Operating Costs (rent, insurance, equipment, etc.)</b>	52,668	52,668	105,335
<b>Total</b>	<b>\$ 245,629</b>	<b>\$ 245,629</b>	<b>\$ 491,258</b>

### Tasks Include:

- Staff Meetings
- Staff Reports & Research
- Agendas & Minutes
- ROPS & Administrative Budget Preparation
- Overall SA Management
- Records Management & Website
- Maintenance of SA Property Information
- General Correspondence
- Attend Board Meetings
- Coordinate & Prepare SA Meetings
- Financial Management/Budgeting/Accounts Payable
- Annual Reporting