

COUNTY OF ALAMEDA COUNTYWIDE OVERSIGHT BOARD

RESOLUTION NUMBER NO. OB-2024-04

**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, 2024 - JUNE 30, 2025, 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 has prepared a draft of the ROPS and Administrative Budget for the period July 1, 2024 through June 30, 2025 for the ROPS 24-25 and Administrative Budget 24-25, respectively, and submitted to the Oversight Board for approval; and

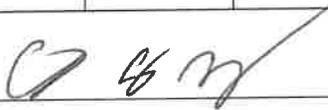
WHEREAS, the Oversight Board held a public meeting on January 18, 2024, and considered the ROPS 24-25 and Administrative Budget 24-25 following the notice required by law.

NOW, THEREFORE, RESOLVED that the Oversight Board hereby approves “Recognized Obligation Payment Schedule for the period July 1, 2024 through June 30, 2025” attached to this resolution as Exhibit A.

FURTHER RESOLVED that the Oversight Board hereby approves “Administrative Budget for the period July 1, 2024 through June 30, 2025” 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 18th day of January, 2024 by the following vote:

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



 Chairperson,

ATTEST:



 Secretary of the Countywide Oversight Board
 of the County of Alameda

Exhibit A

Recognized Obligation Payment Schedule (ROPS)
For July 1, 2024 through June 30, 2025

Recognized Obligation Payment Schedule (ROPS 24-25) - Summary
Filed for the July 1, 2024 through June 30, 2025 Period

Successor Agency: Emeryville
County: Alameda

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	24-25A Total (July - December)	24-25B Total (January - June)	ROPS 24-25 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 18,986,206	\$ 9,813,918	\$ 28,800,124
B Bond Proceeds	-	-	-
C Reserve Balance	10,021,244	9,814	10,031,058
D Other Funds	8,964,962	9,804,104	18,769,066
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 2,098,672	\$ 12,419,989	\$ 14,518,661
F RPTTF	2,098,672	12,419,989	14,518,661
G Administrative RPTTF	-	-	-
H Current Period Enforceable Obligations (A+E)	\$ 21,084,878	\$ 22,233,907	\$ 43,318,785

Certification of Oversight Board Chairman:

Christa Katz Mulvey Chair
 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.

/s/ *[Signature]* 1/18/2024
 Signature Date

Emeryville
Recognized Obligation Payment Schedule (ROPS 24-25) - ROPS Detail
July 1, 2024 through June 30, 2025

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	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 24-25 Total	ROPS 24-25A (Jul - Dec)					24-25A Total	ROPS 24-25B (Jan - Jun)					24-25B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
								\$133,854,781		\$43,318,785	\$-	\$10,021,244	\$8,964,962	\$2,098,672	\$-	\$21,084,878	\$-	\$9,814	\$9,804,104	\$12,419,989	\$-	\$22,233,907
1	Administrative Cost Allowance Per HSC 34177	Admin Costs	07/01/2024	06/30/2025	City of Emeryville	ADM-Finance Administrative Cost Allowance Per HSC 34177	Both	426,474	N	\$426,474	-	-	213,237	-	-	\$213,237	-	-	213,237	-	-	\$213,237
39	Professional Services Agreement (September 1, 2010)	Litigation	09/01/2010	06/30/2025	Cox Castle Nichol森	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	06/30/2025	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	06/30/2025	Erler & Kalinowski (EKI)	ENV-Bay Street - Site B Groundwater Remediation Environmental engineer re on-going groundwater remediation at Site B	Emeryville	1,090,000	N	\$1,090,000	-	-	-	545,000	-	\$545,000	-	-	-	545,000	-	\$545,000
44	Professional Services Agreement PSA (3/31/2003); 1st Amendment to PSA (04/20/2004); 2nd Amendment	Remediation	03/31/2003	06/30/2028	Erler & Kalinowski (EKI)	ENV-Bay Street Site - A Groundwater Monitoring Environmental engineer re on-going groundwater monitoring at	Shellmound	160,000	N	\$160,000	-	-	-	80,000	-	\$80,000	-	-	-	80,000	-	\$80,000

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	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 24-25 Total	ROPS 24-25A (Jul - Dec)					24-25A Total	ROPS 24-25B (Jan - Jun)					24-25B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
	to PSA (10/5/2011)					Bay Street/Site A																
45	Environmental Oversight Agreement (Amended 3/13/07)	Remediation	03/13/2007	06/30/2025	California EPA - DTSC	ENV-Bay Street Site - A Groundwater Monitoring Regulatory Oversight 7/20/98 12/31/22	Shellmound	75,000	N	\$75,000	-	-	-	37,500	-	\$37,500	-	-	-	37,500	-	\$37,500
46	Settlement Agreement & Order (Feb 23, 2001) - Agency v Elementis; US District Ct, Case No. C99-03719 WHA	Remediation	02/23/2001	06/30/2025	Sherwin Williams	ENV-Bay Street Site - A Groundwater Monitoring Reimbursement of Groundwater Monitoring/ Remediation Costs w/credit for sums paid to EKI	Shellmound	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
47	Disposition and Development Agreement (Section 212) - Long Term Risk Management Plan	Remediation	09/23/1999	06/30/2025	Bay Street CenterCal, LLC	ENV-Bay Street Site - A Groundwater Monitoring Responsible for costs of groundwater monitoring and remediation as between Agency and property owners	Shellmound	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
49	Professional Services Agreement (September 1, 2010)	Legal	09/01/2010	06/30/2025	Cox Castle NicholSEN	ENV-Corporation Yard Remediation Legal services relating to recovery of remediation costs	Emeryville	2,700,000	N	\$2,700,000	-	-	-	1,350,000	-	\$1,350,000	-	-	-	1,350,000	-	\$1,350,000
62	Contract for services	Professional Services	07/01/2024	06/30/2025	Certified Public Accountants	F-Finance Audit Services	Both	10,894	N	\$10,894	-	-	-	5,447	-	\$5,447	-	-	-	5,447	-	\$5,447
63	Bank account	Fees	07/01/2024	06/30/2025	Mechanics Bank	F-Finance Bank fees	Both	1,000	N	\$1,000	-	-	-	500	-	\$500	-	-	-	500	-	\$500
64	Bond Trustee Fees	Fees	09/01/1995	09/01/2034	Bank of New York Mellon	F-Finance Bond Trustee services	Both	4,200	N	\$4,200	-	-	-	2,100	-	\$2,100	-	-	-	2,100	-	\$2,100
67	Contract for services	Professional Services	01/12/1990	06/30/2024	MuniServices	F-Finance Property Tax Audit Services	Both	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	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 24-25 Total	ROPS 24-25A (Jul - Dec)					24-25A Total	ROPS 24-25B (Jan - Jun)					24-25B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
103	Tax Allocation Revenue Bond covenants	Professional Services	07/01/2024	06/30/2025	Wildan Financial	F-Finance Annual Continuing Disclosure reporting	Both	3,500	N	\$3,500	-	-	-	1,750	-	\$1,750	-	-	-	1,750	-	\$1,750
104	Tax Allocation Revenue Bond covenants	Professional Services	07/01/2014	06/30/2025	PFM Group	F-Finance Arbitrage/ Rebate calculations	Both	2,750	N	\$2,750	-	-	-	1,375	-	\$1,375	-	-	-	1,375	-	\$1,375
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	47,026,875	N	\$18,544,625	-	8,795,125	-	-	-	\$8,795,125	-	9,814	784,750	8,954,936	-	\$9,749,500
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	6,335,638	N	\$2,646,892	-	1,226,119	-	-	-	\$1,226,119	-	-	54,392	1,366,381	-	\$1,420,773
121	Environmental Oversight Agreement	Remediation	01/15/2019	06/30/2025	California EPA - DTSC	Env - South Bayfront Site B Groundwater Remediation Oversight		100,000	N	\$100,000	-	-	-	50,000	-	\$50,000	-	-	-	50,000	-	\$50,000
122	Imminent & Substantial Endangerment Order	Remediation	01/15/2019	06/30/2025	California EPA – DTSC; Remediation Contractor	Environmental - Corporation Yard Remediation Enforcement/ Oversight		8,103,450	N	\$8,103,450	-	-	4,051,725	-	-	\$4,051,725	-	-	4,051,725	-	-	\$4,051,725
126	Professional Services Agreement	Remediation	07/01/2021	06/30/2028	Erler & Kalinowski (EKI)	126 - On January 19, 2021, the Successor Agency approved a contract with EKI Environment & Water in the amount of \$3,500,000 to undertake environmental engineering work in	Corporation Yard	36,955,000	N	\$9,400,000	-	-	4,700,000	-	-	\$4,700,000	-	-	4,700,000	-	-	\$4,700,000

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	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 24-25 Total	ROPS 24-25A (Jul - Dec)					24-25A Total	ROPS 24-25B (Jan - Jun)					24-25B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
						response to the Order commencing July 1, 2021.																
127	Settlement Agreement - WSL	Remediation	01/01/2023	06/30/2025	WSL Parties (Whitney Research Tool Co., Swagelok Company, Catherine Lennon Lozick); Line Item 122 and 126 Payees	Environmental - Corporation Yard - Settlement Agreement	Emeryville	29,310,000	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-
128	SB170 Grant Agreement	Remediation	07/01/2023	06/30/2025	Remediation Contractor	Environmental - Corporation Yard (Grant)	Emeryville	1,500,000	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-

Emeryville
Recognized Obligation Payment Schedule (ROPS 24-25) - Report of Cash Balances
July 1, 2021 through June 30, 2022
(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (I), 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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 21-22 Cash Balances (07/01/21 - 06/30/22)	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	Comments
1	Beginning Available Cash Balance (Actual 07/01/21) RPTTF amount should exclude "A" period distribution amount.			9,523,795	3,312,844	1,467,523	
2	Revenue/Income (Actual 06/30/22) RPTTF amount should tie to the ROPS 21-22 total distribution from the County Auditor-Controller			9,814	1,248,911	14,981,874	
3	Expenditures for ROPS 21-22 Enforceable Obligations (Actual 06/30/22)			9,511,921	1,278,423	6,523,190	
4	Retention of Available Cash Balance (Actual 06/30/22) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			11,874	2,017,716	9,778,259	
5	ROPS 21-22 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 21-22 PPA form submitted to the CAC			No entry required		147,948	
6	Ending Actual Available Cash Balance (06/30/22) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$9,814	\$1,265,616	\$-	

Emeryville
Recognized Obligation Payment Schedule (ROPS 24-25) - Notes
July 1, 2024 through June 30, 2025

Item #	Notes/Comments
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122	For 24/25, the SA anticipates it will incur \$8,103,450 for Innovative Construction Solutions (ICS)(\$7,803,450) and DTSC oversight of implementation of the ISE Order (\$300,000). DTSC approved the cleanup plan (FS/RAP) for the Corporation Yard in May 2023 and the SA solicited bids and awarded a contract to ICS for up to \$8,803,450 on October 17, 2023. This is less than the upper end estimated in the FS/RAP at \$18,525,000 and authorized in ROPS 23-24. It is currently estimated that ICS will commence demolition and excavation activities in spring 2024; thus only a small portion of the \$8,803,450 contract awarded to ICS will be expended in the current ROPS 23-24 cycle. It is estimated that \$1,000,000 will be expended to pay for ICS services during the current ROPS 2023-24 cycle, with the balance of \$7,803,450 in ROPS 2024-25.
126	
127	On 7-6-22, 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 7-25-22, Department of Finance on 8-9-22, and US District Court on 11-15-22. 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 has been received by the Successor Agency and 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&126. The settlement agreement also provides for a possible additional recovery based on the assigned claims of the WSL Parties against the remaining defendant, Hanson Building Materials,

Emeryville
Recognized Obligation Payment Schedule (ROPS 24-25) - Notes
July 1, 2024 through June 30, 2025

Item #	Notes/Comments
	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. As noted in noted to Line Item 122, all \$2,500,000 was authorized for use in ROPS 23-24 towards services of the remediation contractor. Yet, it appears only approximately \$1,000,000 will be expended in the ROPS 23-24 cycle, and thus the estimated balance of \$1,500,000 is being authorized for expenditure in ROPS 24-25.

Exhibit B

Administrative Budget for the Period July 1, 2024
through June 30, 2025

Successor Agency (SA) Administrative Budget 2024-25

Administrative Allowance Charges

Departments/Functions

City Manager
 City Clerk
 City Attorney / Contracted Attorney
 Administrative Services
 Public Works

General Operating Costs (rent, insurance, equipment, etc.)

Total

ROPS 24-25 Total	
\$	72,164
	8,846
	145,145
	85,931
	34,913
	79,475
\$	426,474

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