



## REGULAR MEETING

### OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE CITY OF SOUTH SAN FRANCISCO REDEVELOPMENT AGENCY

P.O. Box 711 (City Hall, 400 Grand Avenue)  
South San Francisco, California 94083

CITY HALL  
LARGE CONFERENCE ROOM, TOP FLOOR  
400 GRAND AVENUE

TUESDAY, MARCH 15, 2016  
2:00 P.M.

#### PEOPLE OF SAN MATEO COUNTY

You are invited to offer your suggestions. In order that you may know our method of conducting Board business, we proceed as follows:

The regular meetings of the South San Francisco Oversight Board for the Successor Agency to the City of South San Francisco Redevelopment Agency are held on the third Tuesday of each month at 2:00 p.m. in the in the Large Conference Room, Top Floor at City Hall, 400 Grand Avenue, South San Francisco, California.

In accordance with California Government Code Section 54957.5, any writing or document that is a public record, relates to an open session agenda item, and is distributed less than 72 hours prior to a regular meeting will be made available for public inspection in the City Clerk's Office located at City Hall. If, however, the document or writing is not distributed until the regular meeting to which it relates, then the document or writing will be made available to the public at the location of the meeting, as listed on this agenda. The address of City Hall is 400 Grand Avenue, South San Francisco, California 94080.

In compliance with Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the South San Francisco City Clerk's Office at (650) 877-8518. Notification 48 hours in advance of the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting.

**Chairperson:**

Neil Cullen

**Selected by:**

Largest Special District of the type in H&R  
Code Section 34188

**Vice Chair:**

Michael Krause  
Assistant Superintendent, Business Services  
South San Francisco Unified School District  
Alternate: Vacant  
Superintendent, South San Francisco Unified School District

**Selected by:**

San Mateo County Superintendent of Schools

**Board Members:**

Mark Addiego  
Councilmember, City of South San Francisco

Barbara Christensen  
Director of Community/Government Relations,  
San Mateo County Community College District

Reyna Farrales  
Deputy County Manager, San Mateo County

Paul Scannell

Billy Gross  
Senior Planner, City of South San Francisco

**Selected by:**

Mayor of the City of South San Francisco

Chancellor of California Community College

San Mateo County Board of Supervisors

San Mateo County Board of Supervisors  
(Public Member)

Mayor of the City of South San Francisco

**Counsel**

Craig Labadie

**Advisory:**

Marian Lee, Assistant City Manager, City of South San Francisco  
Richard Lee – Finance Director, City of South San Francisco  
Alex Greenwood – Director of Economic and Community Development, City of South San Francisco  
Steve Mattas – Assistant City Attorney, City of South San Francisco  
Krista Martinelli – City Clerk, City of South San Francisco  
Armando Sanchez – Redevelopment Consultant, City of South San Francisco

**CALL TO ORDER**

**ROLL CALL**

**PLEDGE OF ALLEGIANCE**

**AGENDA REVIEW**

**COMMUNICATIONS FROM STAFF**

## PUBLIC COMMENTS

Comments from members of the public on items not on this meeting agenda. The Chair may set time limit for speakers. Since these topics are non-agenda items, the Board may briefly respond to statements made or questions posed as allowed by the Brown Act (Government Code Section 54954.2). However, the Board may refer items to staff for attention, or have a matter placed on a future agenda for a more comprehensive action report.

## MATTERS FOR CONSIDERATION

1. Motion to approve the Minutes of the Regular Meeting of December 15, 2015, Special Meeting of January 29, 2016 and Special Meeting of February 23, 2016.
2. Resolution approving the form of a master agreement for taxing entity compensation for distribution of the net proceeds from the sale of properties conveyed to the City of South San Francisco consistent with the Long Range Property Management Plan between the City of South San Francisco and the County of San Mateo, South San Francisco Unified School District, San Mateo County Community College District, San Mateo County Flood Control District Colma Creek Flood Control Zone, Willow Gardens Parks and Parkways Maintenance District, San Mateo County Resource Conservation District, Bay Area Air Quality Management District, and San Mateo County Harbor District. (Ron Gerber, Housing Manager & Alex Greenwood, ECD Director).

## CLOSED SESSION

3. Closed Session:  
Conference with Real Property Negotiators: (Pursuant to Government Code Section 54956.8).  
Properties: Portion of PUC Property APN 011-326-030.  
City Negotiators: Alex Greenwood and Ron Gerber.  
Negotiating Parties: City of South San Francisco, Oversight Board, and South San Francisco Successor Agency.  
Under Negotiations: Price and terms for disposition of the property. (Steve Mattas, City Attorney).

## FUTURE AGENDA ITEMS

4. Revenue sharing Agreement related to 636 El Camino Real.

## ADJOURNMENT



MINUTES  
REGULAR MEETING

**DRAFT**

OVERSIGHT BOARD FOR THE  
SUCCESSOR AGENCY TO THE CITY OF  
SOUTH SAN FRANCISCO  
REDEVELOPMENT AGENCY

P.O. Box 711 (City Hall, 400 Grand Avenue)  
South San Francisco, California 94083

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400 GRAND AVENUE

TUESDAY, DECEMBER 15, 2015  
2:00 P.M.

CALL TO ORDER

TIME: 2:00 P.M.

ROLL CALL

PRESENT: Boardmembers Addiego, Gross,  
Scannell, Christensen, and Chair Cullen.

ABSENT: Boardmember Farrales and Vice Chair  
Krause.

PLEDGE OF ALLEGIANCE

Led by Billy Gross.

AGENDA REVIEW

Item No. 3 heard before Item No. 2.

COMMUNICATIONS FROM STAFF

None.

PUBLIC COMMENTS

None.

MATTERS FOR CONSIDERATION

1. Motion to approve the Minutes of the Regular Meeting of November 17, 2015.

Motion – Boardmember Addiego/Second – Boardmember Scannell: to approve the Minutes of the Regular Meeting of November 17, 2015. Approved by the following vote: AYES: Boardmembers

Addiego, Christensen, Scannell and Gross, and Chair Cullen; NOES: None; ABSTAIN: None; ABSENT: Boardmember Farrales and Vice Chair Krause.

### PUBLIC HEARING

3. Resolution of the South San Francisco Oversight Board approving a Disposition and Development Agreement Between the Successor Agency and Brookwood Equities, LLC, for the Acquisition of Successor Agency Owned Parcels at 201, 207, 217-219 and 227 Grand Avenue (also known as 255 Cypress Avenue), for a Mixed-Use Residential Development. (Ron Gerber, ECD Housing Manager).

Public Hearing Opened: 2:02 P.M.

ECD Director Greenwood provided a brief project description, discussed financial considerations, detailed anticipated community benefits, and mentioned a development timeline. Boardmembers asked clarifying questions about the Environmental Impact Report, compensation agreement, Department of Finance loan approval, ownership retention, securing tenants, and the intended retail space.

Motion – Boardmember Addiego/Second – Boardmember Christensen: to approve Resolution No. approving a Disposition and Development Agreement Between the Successor Agency and Brookwood Equities, LLC. Approved by the following vote: AYES: Boardmembers Addiego, Christensen, Scannell and Gross, and Chair Cullen; NOES: None; ABSTAIN: None; ABSENT: Boardmember Farrales and Vice Chair Krause.

Public Hearing Closed: 2:17 P.M.

### MATTERS FOR CONSIDERATION

2. Approval of conceptual deal points for a proposal for the City to make an up-front payment to taxing entities in lieu of drafting a Revenue Sharing Agreement for commercial space at 636 El Camino Real, and direction to staff to return to the Oversight Board with a Resolution containing final terms.

Housing Consultant Armando Sanchez reiterated this project is a mixed-use affordable housing development constructed by Mid-Peninsula Housing Coalition and sponsored by the City's Redevelopment Agency. He detailed the events leading up to current circumstances in which a Revenue Sharing Agreement was up for consideration. ECD Director Greenwood explicated the complexities of the location citing tenant financial issues, signage issues and parking challenges as factors of the high risk commercial space. Chairperson Cullen discussed potential scenarios and risks.

### CLOSED SESSION

4. Closed Session:  
Conference with Real Property Negotiators  
(Pursuant to Government Code Section 54956.8)

Properties: 401, 411, 421, & 315 Airport Blvd, 405 Cypress Ave., and 216 Miller Ave., (the former Ford Properties).

Agency Negotiators: Alex Greenwood and Ron Gerber.

Negotiating Parties: Miller Cypress SSF, LLC, and the Successor Agency to the Redevelopment Agency of the City of South San Francisco.

Under negotiation: Price and terms for disposition of the property.

Entered Closed Session: 3:01 P.M.

Exited Closed Session: 3:08 P.M.

## ADJOURNMENT

Being no further business Chair Cullen adjourned the meeting at 3:08 P.M.

Submitted by:

Approved by:



Krista Martinelli, Clerk  
Oversight Board for the Successor  
Agency to the South San Francisco  
Redevelopment Agency

Neil Cullen, Chairperson  
Oversight Board for the Successor  
Agency to the South San Francisco  
Redevelopment Agency





MINUTES  
SPECIAL MEETING

DRAFT

OVERSIGHT BOARD FOR THE  
SUCCESSOR AGENCY TO THE CITY OF  
SOUTH SAN FRANCISCO  
REDEVELOPMENT AGENCY

P.O. Box 711 (City Hall, 400 Grand Avenue)  
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FRIDAY, JANUARY 29, 2016  
2:00 P.M.

CALL TO ORDER

TIME: 2:01 P.M.

ROLL CALL

PRESENT: Boardmembers Scannell\*, Gross,  
Farrales, Christensen, Addiego, Vice  
Chair Krause and Chair Cullen.

ABSENT: None.

PLEDGE OF ALLEGIANCE

Recited.

AGENDA REVIEW

The Board determined to hear Item No. 4 before Item No. 3.

COMMUNICATIONS FROM STAFF

None.

PUBLIC COMMENTS

None.

## MATTERS FOR CONSIDERATION

1. Resolution No. 1-2016 approving a License Agreement with Pacific Gas & Electric (PG&E) to temporarily use a vacant, unimproved property on Antoinette Lane for a contractor office, staging area and employee parking. (Mike Lappen, Economic and Community Development Coordinator [“ECD”] Coordinator).

Boardmembers confirmed the price for the property use was consistent with the market rate.

Motion – Boardmember Scannell/Second – Boardmember Farrales: to approve Resolution No. 01-2016. Unanimously approved by roll call vote.

2. Resolution No. 2-2016 approving an amendment to the Exclusive Negotiating Rights Agreement (ENRA) with Miller Cypress, LLC authorizing a 90 day extension. (Ron Gerber, Housing Manager).

Housing Manager Gerber briefly presented the staff report recommending approval of a resolution approving an amendment to the Exclusive Negotiating Rights Agreement (ENRA) with Miller Cypress, LLC authorizing a 90 day extension. ECD Director Greenwood advised Boardmembers to expect an update on this item at the March Oversight Board Meeting.

Motion – Boardmember Scannell/Second – Vice Chair Krause: to approve Resolution No. 02-2016. Unanimously approved by roll call vote.

4. Resolution No. 3-2016 approving the Recognized Obligation Payment Schedule (“ROPS”) for the period July 2016 through June 2017 (ROPS 16-17). (Richard Lee, Finance Director).

Senior Financial Analyst Joe Martin expanded on select items included in the ROPS. He noted that amendments to the second half could be made as needed to reflect adjustments. City Manager Futrell discussed property maintenance and disposition reimbursement requests. Boardmembers asked clarifying questions about estimated property revenues, ROPS revisions, obligation payments, and retiree benefits and also made comments about Oversight Board administrative costs.

Motion – Boardmember Scannell/Second – Boardmember Farrales: to approve Resolution No. 03-2016. Unanimously approved by roll call vote.

\*Boardmember Scannell was excused from the meeting at 2:26 P.M.

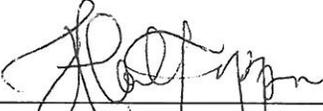
3. Informational Report: on (a) Overview of upcoming projects in 2016 to implement the Long Range Property Management Plan (LRPMP); and (b) Background information on the real estate development process. (Ron Gerber, Housing Manager).

Housing and Redevelopment Manager Gerber presented the staff report discussing upcoming projects, developer qualification expectations, proposed land uses, and progress checks with the Successor Agency. Boardmembers inquired about workforce housing, developer commitment, environmental concerns, relocating the City’s Information Technology Department, and property purchases.

ADJOURNMENT

Being no further business the meeting was adjourned at 2:46 P.M.

Submitted:



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Alexandra Tupper, Deputy Clerk  
Oversight Board for the Successor  
Agency to the South San Francisco  
Redevelopment Agency

Approved:

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Neil Cullen, Chairperson  
Oversight Board for the Successor  
Agency to the South San Francisco  
Redevelopment Agency



**DRAFT**

**MINUTES**  
**SPECIAL MEETING**  
**OVERSIGHT BOARD FOR THE**  
**SUCCESSOR AGENCY TO THE CITY OF**  
**SOUTH SAN FRANCISCO**  
**REDEVELOPMENT AGENCY**

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TUESDAY, FEBRUARY 23, 2016  
2:30 P.M.

CALL TO ORDER

TIME: 2:31 P.M.

ROLL CALL

PRESENT: Boardmembers Gross, Farrales, Christensen,  
Addiego, Vice Chair Krause and Chair Cullen.

ABSENT: Boardmember Scannell.

PLEDGE OF ALLEGIANCE

Led by Boardmember Christensen.

AGENDA REVIEW

The Board determined to hear Item No. 2 before Item No. 1.

COMMUNICATIONS FROM STAFF

Chair Cullen inquired about Boardmembers' responsibility for AB 1234 ethics training. Assistant City Attorney Mattas advised, and Oversight Board Counsel Labadie agreed, that Boardmembers should receive this training through their respective appointing agencies.

PUBLIC COMMENTS

None.

## PUBLIC HEARING

2. Resolution No. 4-2016 approving a Purchase and Sale Agreement between the Successor Agency to the Redevelopment Agency for the City of South San Francisco and Miller Cypress SSF, LLC for the acquisition of Successor Agency owned parcels at 315 Airport Blvd., 401-421 Airport Blvd., 405 Cypress Ave., and 216 Miller Ave., for the construction of a new multi-family residential development (the former Ford Properties). (Ron Gerber, Housing Manager).

Public Hearing opened: 2:36 P.M.

Housing and Redevelopment Manager Gerber presented the staff report recommending approval of a resolution approving a Purchase and Sale Agreement between the Successor Agency to the Redevelopment Agency for the City of South San Francisco and Miller Cypress SSF, LLC for the acquisition of Successor Agency owned parcels at 315 Airport Blvd., 401-421 Airport Blvd., 405 Cypress Ave., and 216 Miller Ave., for the construction of a new multi-family residential development. His report recounted the various stages of negotiation on the deal. Assistant City Attorney Mattas reviewed valuations as well as purchase price and compensation.

Housing Consultant Sanchez outlined differences in valuation and community benefits payments, including the park in lieu portion of the deal. Boardmembers inquired about sale prices, density bonuses, affordable units, workforce housing, developer costs and community benefits allocations.

Boardmembers Christensen and Krause raised concerns over the community benefits portion of the deal. Specifically noting that the devaluation of the land price tied to the park in lieu fee payment community benefit requirement directly impacted the immediate benefit to their respective agencies, with the South San Francisco Unified School District (“SSFUSD”) being immediately impacted in the estimated amount of roughly \$3,000,000.

Boardmember Addiego advised that, although the park in lieu fee had been negotiated in this deal, it was not a standing or otherwise established City fee. Accordingly, he saw fit to reconsider its allocation in this circumstance.

Boardmember Farrales opined that the project would benefit the community in the long run and long term tax benefits would flow to the taxing entities as a result. Accordingly, she was not concerned about the initial revenue impact tied to the community benefits payment.

The Board determined that it did not want to reject the resolution authorizing the sale of the land so as not to delay the project, which would be a long term benefit to the community and taxing entities. However, it determined to put forth a motion recommending that the Council consider an allocation to the SSFUSD of the community benefits payment based on park in lieu fees.

Assistant City Attorney Mattas confirmed the Development Agreement could withstand edits to reflect specific dollar amounts assigned to certain taxing entities.

Public Hearing closed: 4:07 P.M.

Motion – Boardmember Addiego/Second – Vice Chair Krause: to approve Resolution No. 4-2016 as amended to authorize the Executive Director to enter into and execute the Purchase and Sale Agreement on behalf of the Successor Agency, in substantially the same form attached as Exhibit A; to make any revisions, amendments, or modifications, subject to review and approval of Successor Agency Counsel and Oversight Board Counsel, deemed necessary to carry out the intent of the Resolution and which would not materially alter or increase the Successor Agency’s obligations thereunder. Approved by the following vote: AYES: Boardmembers Addiego, Christensen, Farrales, and Gross, Vice Chair Krause and Chair Cullen; NOES: None; ABSTAIN: None; ABSENT: Boardmember Scannell.

Motion – Vice Chair Krause/Second – Boardmember Christensen: to approve a request that the City Council of the City of South San Francisco revisit the \$2.7 million portion of the community benefits payment attributable to a park in lieu fee payment and consider allocating a portion of it to the taxing entities and specifically the South San Francisco School District. Approved by the following vote: AYES: Boardmembers Addiego, Christensen, Farrales, and Gross, Vice Chair Krause and Chair Cullen; NOES: None; ABSTAIN: None; ABSENT: Boardmember Scannell.

City Manager Futrell recommended holding a study session on community benefits to determine a standard procedure on future purchase and sale agreements.

1. Resolution approving the form of a master agreement for taxing entity compensation for distribution of the net proceeds from the sale of properties conveyed to the City of South San Francisco consistent with the Long Range Property Management Plan between the City of South San Francisco and the County of San Mateo, South San Francisco Unified School District, San Mateo County Community College District, San Mateo County Flood Control District Colma Creek Flood Control Zone, Willow Gardens Parks and Parkways Maintenance District, San Mateo County Resource Conservation District, Bay Area Air Quality Management District, and San Mateo County Harbor District. (Ron Gerber, Housing Manager)

City Attorney Mattas presented the staff report recommending approval of a resolution approving the form of a master agreement for taxing entity compensation for distribution of the net proceeds from the sale of properties conveyed to the City of South San Francisco consistent with the Long Range Property Management Plan between the City of South San Francisco and the taxing entities. He advised that the Oversight Board was not a party to the agreement but that the various taxing entities with representation on the Board would be parties. The purpose of the agreement was to ensure a consistent mechanism for collecting and processing profits from selling nongovernmental-use properties through the Auditor Controller. Assistant City Attorney Mattas reviewed proposed changes to the agreement concerning the San Mateo County Harbor District, deed restrictions, net unrestricted funds and content changing procedures.

Public Hearing opened: 4:16 P.M.  
Public Hearing closed: 4:17 P.M.

At the suggestion of Boardmember Christensen and in light of certain of the taxing entities concerns over the structure of the community benefits park in lieu fee portion of the current deal, the Board determined to hold off on considering the form of the Compensation Agreement until after the Council had an opportunity to consider the request made on the motion considered above at Item No.

2. Accordingly, this item would come back to the Board for consideration at a later date.

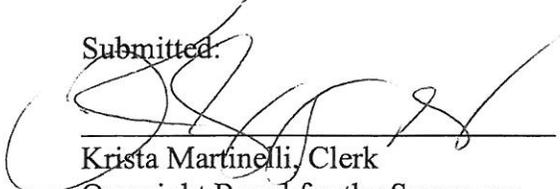
FUTURE AGENDA ITEMS

Chair Cullen requested that the 636 El Camino Real Revenue Sharing item be maintained as a Future Agenda Item.

ADJOURNMENT

Being no further business the meeting was adjourned at 4:18 P.M.

Submitted:



Krista Martinelli, Clerk  
Oversight Board for the Successor  
Agency to the South San Francisco  
Redevelopment Agency

Approved:

\_\_\_\_\_  
Neil Cullen, Chairperson  
Oversight Board for the Successor  
Agency to the South San Francisco  
Redevelopment Agency



# Redevelopment Successor Agency Oversight Board Staff Report

DATE: March 15, 2016

TO: South San Francisco Oversight Board

FROM: Mike Futrell, Agency Executive Director  
Alex Greenwood, Director of Economic and Community Development

SUBJECT: A RESOLUTION APPROVING THE FORM OF A MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION FOR DISTRIBUTION OF THE NET PROCEEDS FROM THE SALE OF PROPERTIES CONVEYED TO THE CITY OF SOUTH SAN FRANCISCO CONSISTENT WITH THE LONG RANGE PROPERTY MANAGEMENT PLAN BETWEEN THE CITY OF SOUTH SAN FRANCISCO AND THE COUNTY OF SAN MATEO, SOUTH SAN FRANCISCO UNIFIED SCHOOL DISTRICT, SAN MATEO COUNTY COMMUNITY COLLEGE DISTRICT, SAN MATEO COUNTY FLOOD CONTROL DISTRICT COLMA CREEK FLOOD CONTROL ZONE, WILLOW GARDENS PARKS AND PARKWAYS MAINTENANCE DISTRICT, SAN MATEO COUNTY RESOURCE CONSERVATION DISTRICT, BAY AREA AIR QUALITY MANAGEMENT DISTRICT, AND SAN MATEO COUNTY HARBOR DISTRICT

## RECOMMENDATION

**That the Oversight Board adopt resolution approving the form of a master agreement for Taxing Entity compensation for distribution of the net proceeds from the sale of properties conveyed to the City of South San Francisco consistent with the Long Range Property Management Plan (LRPMP) between the City of South San Francisco and the County of San Mateo, South San Francisco Unified School District, San Mateo County Community College District, San Mateo County Flood Control District Colma Creek Flood Control Zone, Willow Gardens Parks and Parkways Maintenance District, San Mateo County Resource Conservation District, Bay Area Air Quality Management District, and San Mateo County Harbor District.**

## BACKGROUND

Pursuant to ABx1 26, effective February 1, 2012, as amended by AB 1484 in June 2012, (the "Dissolution Act"), the Redevelopment Agency of the City of South San Francisco ("Redevelopment Agency") was dissolved and pursuant to Health and Safety Code Section 34173, the City of South San Francisco elected to serve as the successor agency to the dissolved Redevelopment Agency (the

STAFF REPORT

SUBJECT: MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION

DATE: March 15, 2016

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“Successor Agency”). Pursuant to the Dissolution Act, the real property of the Redevelopment Agency was transferred to the ownership and control of the Successor Agency on September 10, 2013.

The Successor Agency then prepared a Long Range Property Management Plan dated November 19, 2013, and amended it on May 21, 2015 (as so amended, the "LRPMP"). The Oversight Board approved the LRPMP on May 21, 2015. It was subsequently submitted to the California Department of Finance (DOF) and approved by the DOF on October 1, 2015.

The approved LRPMP provides for 19 properties to be conveyed by the Successor Agency to the City for redevelopment activities consistent with the Redevelopment Plan and the LRPMP. Eleven (11) of these properties, as described in Exhibit 1 (the “Properties”) will be conveyed by the Successor Agency to the City for redevelopment activities consistent with the Redevelopment Plan and the LRPMP. Not include in Exhibit 1 are eight (8) properties slated for redevelopment activities that are currently under contract with private developers through Oversight Board-approved Disposition and Development Agreements (DDA), Purchase and Sale Agreements (PSA) or Exclusive Negotiating Rights Agreements (ENRA). The Oversight Board has or will consider final disposition of properties under DDAs, PSAs or ENRAs. The net proceeds from the sale of these eight properties will be remitted to the County Controller pursuant to provisions in the Oversight Board approved PSAs. These eight properties will be transferred from the Successor Agency to third-party purchasers pursuant to Oversight Board-approved agreements. Compensation for the 11 Properties transferred to the City will be paid to the taxing entities (the "Taxing Entities") in connection with the foregoing transfers as described in the Master Agreement for Taxing Entity Compensation and the applicable purchase and sale agreements.

The LRPMP also provides that nine (9) parcels formerly owned by the Redevelopment Agency will be transferred by the Successor Agency to the City for continued governmental use. No compensation will be paid to the Taxing Entities in connection with these properties. However, with respect to the public use properties at 306 Spruce Avenue, 468 Miller Avenue, and 356 Grand Avenue, the conveyance grant deeds will stipulate that in the event the grantee seeks to use the property, or any portion of the property, for non-governmental or public use, the grantee must enter into a compensation agreement with the San Mateo County Auditor-Controller, providing that all net revenue from such non-governmental/public use shall be distributed to the Taxing Entities in the same manner as property tax.

**Master Agreement for Taxing Entity Compensation**

The approved LRPMP requires that an approved compensation agreement (the "Tax-Sharing Compensation Agreement") be executed by the affected Taxing Entities and the City to allow for the transfer of the Properties to the City for ultimate disposition consistent with the Redevelopment Plan and the LRPMP. The Tax-Sharing Compensation Agreement sets forth how proceeds from the sale of the properties will be distributed to the Taxing Entities when the City disposes of each property to a private developer for redevelopment in accordance with the Redevelopment Plan and the LRPMP.

STAFF REPORT

SUBJECT: MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION

DATE: March 15, 2016

Page 3 of 4

The net proceeds received by the City from the ultimate sale of the Properties to private developers will be remitted to the San Mateo County Auditor-Controller who will then distribute the net proceeds to the Taxing Entities in proportion to their normal property tax shares. For illustrative purposes, the current distribution pro-rata proportions are listed on the table below.

| <b>Tax Entity/Fund</b>  | <b>% Total</b> |
|---|----------------|
| County of San Mateo   | 25.77%         |
| City of South San Francisco   | 16.73%         |
| South San Francisco Unified School District   | 43.91%         |
| San Mateo County Community College District   | 7.38%          |
| San Mateo County Flood Control District Colma Creek Flood Control Zone and Subzones | 1.64%          |
| Willow Gardens Parks and Parkways Maintenance District                              | 0.12%          |
| Bay Area Air Quality Management District  | 0.23%          |
| San Mateo County Harbor District  | 0.38%          |
| San Mateo County Resource Conservation District                                     | 0.00%          |
| San Mateo County Education Tax  | 3.84%          |

**Property Transfer**

In addition to providing for the distribution of net proceeds, the attached resolution authorizes the Successor Agency, upon full execution of the Tax-Sharing Compensation Agreement by the Taxing Entities and the City to convey the Properties to the City by grant deeds and to take any action and execute any documents as may be necessary to implement the conveyance of the Properties to the City, in accordance with the LRPMP, and pursuant to Health and Safety Code section 34181, subdivision (a).

CONCLUSION

That the Oversight Board adopt resolution approving the form of a master agreement for Taxing Entity compensation for distribution of the net proceeds from the sale of properties conveyed to the City of South San Francisco consistent with the Long Range Property Management Plan between the City of South San Francisco and the County of San Mateo, South San Francisco Unified School District, San Mateo County Community College District, San Mateo County Flood Control District Colma Creek Flood Control Zone, Willow Gardens Parks and Parkways Maintenance District, San Mateo County Resource Conservation District, Bay Area Air Quality Management District, and San Mateo County Harbor District.

The attached resolution authorizes the form of the Tax-Sharing Compensation Agreement for execution by the Taxing Entities, with only such non-substantive modifications as may be approved by the Agency Counsel.

STAFF REPORT

SUBJECT: MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION

DATE: March 15, 2016

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By:   
Alex Greenwood  
Director of Economic and  
Community Development

Approved:   
Mike Futrell  
Agency Executive Director

Attachments: Resolution  
Master Agreement for Taxing Entity Compensation  
Exhibit 1 – Properties Subject to Approved Redevelopment Project Plan

RESOLUTION NO. \_\_\_\_\_

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE  
REDEVELOPMENT AGENCY OF THE CITY OF SOUTH SAN FRANCISCO,  
STATE OF CALIFORNIA

**RESOLUTION APPROVING THE FORM OF A MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION FOR DISTRIBUTION OF THE NET PROCEEDS FROM THE SALE OF PROPERTIES CONVEYED TO THE CITY OF SOUTH SAN FRANCISCO CONSISTENT WITH THE LONG RANGE PROPERTY MANAGEMENT PLAN BETWEEN THE CITY OF SOUTH SAN FRANCISCO AND THE COUNTY OF SAN MATEO, SOUTH SAN FRANCISCO UNIFIED SCHOOL DISTRICT, SAN MATEO COUNTY COMMUNITY COLLEGE DISTRICT, SAN MATEO COUNTY FLOOD CONTROL DISTRICT COLMA CREEK FLOOD CONTROL ZONE, WILLOW GARDENS PARKS AND PARKWAYS MAINTENANCE DISTRICT, SAN MATEO COUNTY RESOURCE CONSERVATION DISTRICT, BAY AREA AIR QUALITY MANAGEMENT DISTRICT, AND SAN MATEO COUNTY HARBOR DISTRICT**

WHEREAS, the Successor Agency to the Redevelopment Agency of the City of South San Francisco (“Successor Agency”) is the owner of certain real property (“Agency Properties”) located in the City of South San Francisco (“City”); and,

WHEREAS, on June 29, 2011, the Legislature of the State of California (the “State”) adopted Assembly Bill x1 26 (“AB 26”), which amended provisions of the State’s Community Redevelopment Law (Health and Safety Code sections 33000 et seq.); and,

WHEREAS, pursuant to AB 26 and the California Supreme Court decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.*, which upheld AB 26 (together with AB 1484, the “Dissolution Law”), the former Redevelopment Agency of the City of South San Francisco was dissolved on February 1, 2012; and,

WHEREAS, pursuant to the Dissolution Law, the Agency Properties were transferred to the Successor Agency; and,

WHEREAS, pursuant to the Dissolution Law, the Successor Agency prepared a Long Range Property Management Plan (“LRPMP”), which was approved by a resolution of the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of South San Francisco (“Oversight Board”) on May 21, 2015 and was approved by the California Department of Finance (“DOF”) on October 1, 2015; and,

WHEREAS, the approved LRPMP identifies nineteen (19) properties to be transferred from the Successor Agency for disposition and development consistent with the LRPMP ; and,

WHEREAS, eleven (11) of the nineteen (19) properties are to be conveyed by the Successor Agency to the City for the redevelopment activities consistent with the Redevelopment Plan and the LRPMP and the remaining eight (8) of the nineteen (19) properties are slated for redevelopment activities that are currently under contract with private developers through Oversight Board-approved Disposition and Development Agreements (DDA), Purchase and Sale Agreements (PSA) or Exclusive Negotiating Rights Agreements (ENRA) and will be conveyed by the Successor Agency to third-party purchasers pursuant to the Oversight Board-approved agreements; and ,

WHEREAS, the LRPMP also identifies nine (9) parcels to be transferred from the Successor Agency to the City for governmental uses; and,

WHEREAS, pursuant to the LRPMP, the Successor Agency's transfer of real property assets to the City for future development is subject to the City entering into an agreement with the relevant taxing entities ("Taxing Entities") that share in the property tax increment ("Tax Increment") for property located within the City of South San Francisco, South San Francisco Redevelopment Project area (the "Project Area") formerly administered by the Redevelopment Agency, for the distribution of net funds received, if any, from the sale of Agency Properties. Such agreement is entitled "Master Agreement for Taxing Entity Compensation" ("Tax-Sharing Compensation Agreement") and is attached hereto and incorporated herein as Exhibit A; and

WHEREAS, Oversight Board-approved Purchase and Sale Agreements (PSA) for the conveyance of the nine (9) properties by the Successor Agency to third-party purchasers will provide for the distribution to the Taxing Entities of the net funds received, if any, from the sale of the nine (9) properties.

NOW, THEREFORE, BE IT RESOLVED that the Oversight Board for the Successor Agency to the Redevelopment Agency for the City of South San Francisco does hereby take the following actions:

- (1) Finds and determines that the recitals are true and correct; and
- (2) Approves the form of the Tax-Sharing Compensation Agreement in substantially the same form attached hereto as Exhibit A.
- (3) Upon full execution of the Tax-Sharing Compensation Agreement by the Taxing Entities and the City, authorizes the Successor Agency to convey the Properties to the City by grant deeds and to take any action and execute any documents as may be necessary to implement the conveyance of the Properties to the City, in accordance with the LRPMP, and pursuant to Health and Safety Code section 34181, subdivision (a).

\* \* \* \* \*

I hereby certify that the foregoing Resolution was regularly introduced and adopted by the Oversight Board for the Successor Agency to the Redevelopment Agency for the City of South San Francisco at a special meeting held on the 15th day of March, 2016 by the following vote:

AYES:

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NOES:

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ABSTAIN:

---

ABSENT:

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ATTEST:

Clerk

**EXHIBIT A**  
**Tax-Sharing Compensation Agreement**

2603571.1

**MASTER AGREEMENT  
FOR TAXING ENTITY COMPENSATION**

This MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION (this “**Agreement**”), dated as of \_\_\_\_\_, 2016, is entered into by and among the City of South San Francisco, a municipal corporation (the “**City**”), and the following public agencies (each, a “**Taxing Entity**,” collectively referred to herein as the “**Taxing Entities**,” and together with the City the “**Parties**”):

- County of San Mateo, a political subdivision of the State of California (“**County**”)
- San Mateo County Community College District
- San Mateo County Flood Control District Colma Creek Flood Control Zone and Subzones
- San Mateo County Harbor District
- San Mateo County Resource Conservation District
- County Education Tax
- South San Francisco Unified School District
- Willow Gardens Parks and Parkways Maintenance District
- Bay Area Air Quality Management District

RECITALS

A. The Successor Agency to the Redevelopment Agency of the City of South San Francisco (“**Successor Agency**”) is the owner of certain real property (“**Agency Properties**”) located in the City of South San Francisco (“**City**”); and,

B. On June 29, 2011, the Legislature of the State of California (the “**State**”) adopted Assembly Bill x1 26 (“**AB 26**”), which amended provisions of the State’s Community Redevelopment Law (Health and Safety Code sections 33000 et seq.); and,

C. Pursuant to AB 26 and the California Supreme Court decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.*, which upheld AB 26 (together with AB 1484, the “**Dissolution Law**”), the former Redevelopment Agency of the City of South San Francisco was dissolved on February 1, 2012; and,

D. Pursuant to the Dissolution Law, the Agency Properties were transferred to the Successor Agency; and,

E. Pursuant to the Dissolution Law, the Successor Agency prepared a Long Range Property Management Plan (“**LRPMP**”), which was approved by a resolution of the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of South San Francisco (“**Oversight Board**”) on May 21, 2015 and was approved by the California Department of Finance (“**DOF**”) on October 1, 2015; and,

F. The approved LRPMP identifies nineteen (19) properties to be transferred from the Successor Agency for disposition and development consistent with the LRPMP; and,

G. Eleven (11) of the nineteen (19) properties are to be conveyed by the Successor Agency to the City for the redevelopment activities consistent with the Redevelopment Plan and the LRPMP and the remaining eight (8) of the nineteen (19) properties are slated for redevelopment activities that are currently under contract with private developers through Oversight Board-approved Disposition and Development Agreements (DDA), Purchase and Sale Agreements (PSA) or Exclusive Negotiating Rights Agreements (ENRA) and will be conveyed by the Successor Agency to third-party purchasers pursuant to the Oversight Board-approved agreements; and,

H. The LRPMP also identifies nine (9) parcels to be transferred from the Successor Agency to the City for governmental uses; and,

I. Pursuant to the LRPMP, the Successor Agency's transfer of real property assets to the City for future development is subject to entering into this Agreement with the Taxing Entities for the distribution of funds received, if any, from the sale of such properties; and,

J. The Oversight Board-approved Purchase and Sale Agreements (PSA) for the conveyance of the nine (9) properties by the Successor Agency to third-party purchasers will provide for the distribution to the Taxing Entities of the net funds received, if any, from the sale of the nine (9) properties.

**NOW THEREFORE**, the Parties agree as follows:

1. Purpose. This Agreement is executed with reference to the facts set forth in the foregoing Recitals which are incorporated into this Agreement by this reference. The purpose of this Agreement is to address the allocation of certain prospective revenues among the Taxing Entities that share in the property tax increment ("**Tax Increment**") for property located within the City of South San Francisco, South San Francisco Redevelopment Project (the "**Project Area**") formerly administered by the Redevelopment Agency, a list of all of the Taxing Entities and the applicable tax rate apportioned to each individual entity is contained in Exhibit B, attached hereto.

2. Special Districts and Funds. The governing boards of certain of the Taxing Entities administer certain special districts and funds that receive allocations of property taxes from the Tax Increment, and are authorized to execute this Agreement on behalf of such special districts and funds as described below.

3. County Funds. The County administers the following special districts and funds, and in addition to entering into this Agreement for the County itself, the County is authorized to, and has entered into and executed this Agreement on behalf of the following:

County of San Mateo  
San Mateo County Flood Control District Colma Creek Flood Control Zone and  
Subzones

San Mateo County Resource Conservation District  
County Education Tax

4. Parcels to be Conveyed for Development Consistent with Plans. Pursuant to the LRPMP, eleven (11) parcels formerly owned by the Redevelopment Agency will be transferred by the Successor Agency to the City for disposition consistent with the Redevelopment Plan adopted for the Project Area, the Implementation Plans adopted in connection with the Redevelopment Plan, and the City of South San Francisco General Plan (all of the foregoing, collectively, the “Plans”). These 11 parcels (collectively, the **Properties**) are more fully described in Exhibit A.

5. Parcels to be Conveyed to the City for Governmental Uses. The LRPMP also provides that nine (9) parcels formerly owned by the Redevelopment Agency will be transferred by the Successor Agency to the City for continued governmental uses. No compensation will be paid to the City or to the Taxing Entities in connection with the foregoing transfers. The properties and their uses, and the applicable deed restrictions are described in the LRPMP, a copy of which has been provided to each Taxing Entity.

6. Compensation to Taxing Entities. The City agrees that, consistent with the LRPMP, in connection with the conveyance of any of the parcels comprising the Properties, the City will remit the Net Unrestricted Proceeds (defined below) to the San Mateo County Auditor-Controller for distribution to the Taxing Entities in accordance with each Taxing Entity's pro-rata share of Tax Increment.

For purposes of this Agreement, “**Net Unrestricted Proceeds**” means the sale proceeds received by the City for the sale of any parcel included in the Properties, less: (i) costs incurred by the City for expenses incurred in connection with the management and disposition of the Properties, including reasonable and actual costs incurred for property management, maintenance, insurance, marketing, appraisals, brokers' fees, escrow, closing costs, survey, attorneys' and consultants' fees, and other reasonable costs incurred, including reasonable compensation for City staff performing functions associated with the management, maintenance and disposition of the Properties provided that the City shall first apply any revenue generated from license or lease agreements (of less than one year per term) received by the City to offset the management, insurance and maintenance costs of the Properties, and (ii) any proceeds of sale that are restricted by virtue of the source of funds (e.g. grant funds or the proceeds of bonds) that were used for the original acquisition of the Properties. The City shall deliver to the Taxing Entities an accounting of all such costs, expenses and restricted proceeds.

7. Sales Procedure and Proceeds. The Parties acknowledge that City is obligated to convey the Properties for development consistent with the Plans.

8. City as Taxing Entity. The Parties hereby acknowledge that the City is also a Taxing Entity for purposes of receiving funds pursuant to Section 6 of this Agreement.

9. Compensation Agreement. Health and Safety Code Section 34191.3 provides that once an LRPMP has been approved by DOF, the LRPMP supersedes all other provisions of the statute relating to the disposition and use of the former redevelopment agency's real property assets.

10. Miscellaneous Provisions.

10.1 Notices. Except as otherwise specified in this Agreement, all notices to be sent pursuant to this Agreement shall be made in writing, and sent to the Parties at their respective addresses specified on the signature pages to this Agreement or to such other address as a Party may designate by written notice delivered to the other Parties in accordance with this Section. All such notices shall be sent by: (i) personal delivery, in which case notice is effective upon delivery; (ii) certified or registered mail, return receipt requested, in which case notice shall be deemed delivered on receipt if delivery is confirmed by a return receipt; or (iii) nationally recognized overnight courier, with charges prepaid or charged to the sender's account, in which case notice is effective on delivery if delivery is confirmed by the delivery service.

10.2 Headings; Interpretation. The section headings and captions used herein are solely for convenience and shall not be used to interpret this Agreement. The Parties agree that this Agreement shall not be construed as if prepared by one of the Parties, but rather according to its fair meaning as a whole, as if all Parties had prepared it.

10.3 Action or Approval. Whenever action or approval by City is required under this Agreement, the City Manager or his or her designee may act on or approve such matter unless specifically provided otherwise, or unless the City Manager determines in his or her discretion that such action or approval requires referral to City Council for consideration.

10.4 Entire Agreement. This Agreement, including Exhibit A attached hereto and incorporated herein by this reference, contains the entire agreement among the Parties with respect to the subject matter hereof, and supersedes all prior written or oral agreements, understandings, representations or statements between the Parties with respect to the subject matter hereof.

10.5 Counterparts. This Agreement may be executed in counterparts, each of which shall be an original and all of which taken together shall constitute one instrument. The signature page of any counterpart may be detached therefrom without impairing the legal effect of the signature(s) thereon provided such signature page is attached to any other counterpart identical thereto having additional signature pages executed by the other Parties. Any executed counterpart of this Agreement may be delivered to the other Parties by facsimile and shall be deemed as binding as if an originally signed counterpart was delivered.

10.6 Severability. If any term, provision, or condition of this Agreement is held by a court of competent jurisdiction to be invalid or unenforceable, the remainder of this Agreement shall continue in full force and effect unless an essential purpose of this Agreement is defeated by such invalidity or unenforceability.

10.7 No Third Party Beneficiaries. Except as expressly set forth herein, nothing contained in this Agreement is intended to or shall be deemed to confer upon any person, other than the Parties and their respective successors and assigns, any rights or remedies hereunder.

10.8 Parties Not Co-Venturers; Independent Contractor; No Agency Relationship. Nothing in this Agreement is intended to or shall establish the Parties as partners, co-venturers, or principal and agent with one another. The relationship of the Parties shall not be construed as a joint venture, equity venture, partnership or any other relationship.

10.9 Governing Law; Venue. This Agreement shall be governed by and construed in accordance with the laws of the State of California without regard to principles of conflicts of laws. Any action to enforce or interpret this Agreement shall be filed and heard in the Superior Court of San Mateo County, California or in the Federal District Court for the Northern District of California.

**SIGNATURES ON FOLLOWING PAGES.**

IN WITNESS WHEREOF, the Parties have executed this Agreement by their authorized representatives as indicated below.

**CITY OF SOUTH SAN FRANCISCO, A MUNICIPAL CORPORATION**

By: \_\_\_\_\_  
City Manager

Attest by: \_\_\_\_\_  
City Clerk

Approved as to form: \_\_\_\_\_  
City Attorney

Address for Notices:  
City of South San Francisco  
400 Grand Avenue  
South San Francisco, California  
Attention: City Manager

**SIGNATURES CONTINUE ON FOLLOWING PAGES.**

The undersigned authorized signatory hereby executes this Agreement on behalf of the County of San Mateo and the entities and funds set forth in Section 2 of this Agreement:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attest by: \_\_\_\_\_

Approved as to form:

\_\_\_\_\_  
County Counsel

Address for Notices:

San Mateo County  
400 County Center  
Redwood City, CA 94063  
Attention:

**SIGNATURES CONTINUE ON FOLLOWING PAGES.**

The undersigned authorized signatory hereby executes this Agreement on behalf of the San Mateo County Harbor District:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attest by: \_\_\_\_\_

Approved as to form:

\_\_\_\_\_  
General Counsel

Address for Notices:

General Manager  
400 Oyster Point Boulevard, Suite 300  
South San Francisco, CA 94080

**SIGNATURES CONTINUE ON FOLLOWING PAGES.**

The undersigned authorized signatory hereby executes this Agreement on behalf of the San Mateo County Community College District:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attest by: \_\_\_\_\_

Approved as to form:

\_\_\_\_\_  
County Counsel

Address for Notices:

Director of Community/Government Relations  
San Mateo Community College District  
3401 CSM Drive  
San Mateo, Ca 94402-3651

**SIGNATURES CONTINUE ON FOLLOWING PAGES.**

The undersigned authorized signatory hereby executes this Agreement on behalf of the South San Francisco Unified School District:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attest by: \_\_\_\_\_

Approved as to form:

\_\_\_\_\_

Counsel

Address for Notices:

Assistant Superintendent, Business Services South San Francisco USD  
398 B Street  
South San Francisco, CA 94080

**SIGNATURES CONTINUE ON FOLLOWING PAGES.**

The undersigned authorized signatory hereby executes this Agreement on behalf of the Willow Parks and Parkways Maintenance District

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attest by: \_\_\_\_\_

Approved as to form:

\_\_\_\_\_  
Counsel

Address for Notices:

Willow Parks and Parkways Maintenance District

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SIGNATURES CONTINUE ON FOLLOWING PAGES.**

The undersigned authorized signatory hereby executes this Agreement on behalf of the Bay Area Air Quality Management District:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Attest by: \_\_\_\_\_

Approved as to form:

\_\_\_\_\_  
Counsel

Address for Notices:

Bay Area Air Quality Management District  
939 Ellis St.  
San Francisco, CA 94109  
Attention: Executive Director

**EXHIBIT A**  
**PROPERTIES**

Parcels to be conveyed consistent with the Plans:

| <u>Number</u> | <u>Disposition</u> | <u>Address</u>        | <u>APN</u>  |
|---------------|--------------------|-----------------------|-------------|
| 1.            | Future Development | Former PUC Properties | 093-312-050 |
| 2.            |                    |                       | 093-312-060 |
| 3.            |                    |                       | 011-326-030 |
| 4.            | Future Development | 1 Chestnut Avenue     | 011-322-030 |
| 5.            | Future Development | 227 Grand Avenue      | 012-316-060 |
| 6.            | Future Development | 200 Linden            | 012-334-130 |
| 7.            | Future Development | 212 Baden Avenue      | 012-334-040 |
| 8.            | Future Development | 216 Baden Avenue      | 012-334-030 |
| 9.            | Future Development | 905 Linden Avenue     | 012-101-100 |
| 10.           | Future Development | 616 Linden Avenue     | 012-174-300 |
| 11.           | Future Development | 700 Linden Avenue     | 012-145-370 |
| A.            | Governmental Use   | Former PUC Properties | 093-331-050 |
| B.            |                    |                       | 093-331-060 |
| C.            | Governmental Use   | 80 Chestnut Avenue    | 011-324-190 |
| D.            | Governmental Use   | 480 N. Canal          | 014-061-110 |
| E.            | Governmental Use   | 296 Airport Blvd.     | 012-338-160 |
| F.            | Governmental Use   | 323 Miller Avenue     | 012-312-070 |
| G.            | Governmental Use   | 356 Grand Avenue      | 012-312-300 |
| H.            | Governmental Use   | 306 Spruce Avenue     | 012-302-140 |
| I.            | Governmental Use   | 468 Miller Avenue     | 012-301-020 |

**EXHIBIT B**  
**TAXING ENTITIES AND TAX-ALLOCATION**

| <b>Tax Entity/Fund</b>  | <b>% Total</b> |
|---|----------------|
| County of San Mateo   | 25.77%         |
| City of South San Francisco   | 16.73%         |
| South San Francisco Unified School District   | 43.91%         |
| San Mateo County Community College District   | 7.38%          |
| San Mateo County Flood Control District Colma Creek Flood Control Zone and Subzones | 1.64%          |
| Willow Gardens Parks and Parkways Maintenance District                              | 0.12%          |
| Bay Area Air Quality Management District  | 0.23%          |
| San Mateo County Harbor District  | 0.38%          |
| San Mateo County Resource Conservation District                                     | 0.00%          |
| San Mateo County Education Tax  | 3.84%          |
| <b>Total</b>  | <b>100.00%</b> |

2613182.1

**SSF Long Term Property Management Plan  
Summary Reference Guide**

*Properties listed by Permissible Use Categories: 1) Development Pursuant to Approved Redevelopment Project Plan, 2) Sale and 3) Governmental Use*

| <b>1. Permissible Use Category: Development Pursuant to Approved Redevelopment Project Plan</b>   |  |
|---|--|
| <p><b>A. El Camino-Chestnut Avenue Property Assemblage – Former PUC site (developable portions) and 1 Chestnut Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 9.5 Acres</li> <li>• Other Property Information: Vacant land and Pet Club located at 1 Chestnut (Site A1)</li> <li>• Status: Corner property (A2) is envisioned as potential site of main library and civic center. Balance of site would be subject of RFQ.</li> </ul>   |    |
| <p><b>B. Grand-Cypress Property Assemblage – 201, 207 and 217-219 Grand Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 20,200SF</li> <li>• Other Property Information: Currently occupied by Mom’s Tofu with 11 dedicated parking spaces and 25 public parking spaces.</li> <li>• Status: City and Successor Agency approved a Disposition and Development Agreement (DDA) with Brookwood Development to develop 46 units (9 of them workforce) and 6,000 SF of retail space. Bridging Documents (similar to design-build) 35% complete.</li> </ul> |   |
| <p><b>C. 227 Grand Avenue</b><br/>Land Area: 3,500 SF<br/>Other Property Information: Vacant parcel<br/>Status: Hold for future development.</p>  |  |
| <p><b>D. Linden/Baden Avenue Land Assemblage – 200 Linden and 212-216 Baden Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 31,404 SF (0.72 acre)</li> <li>• Other Property Information: Currently provides IT Department offices and 71 public parking spaces.</li> <li>• Status: City issued an RFQ and had a meeting with interested developers. Developer qualifications due February 3, 2016</li> </ul>   |  |

|  |  |
|--|--|
| <p>E. <b>Former Ford Properties – 315 Airport, 401-21 Airport, 405 Cypress and 216 Miller</b></p> <ul style="list-style-type: none"> <li>• Land Area: Approximately 2 acres</li> <li>• Other Property Information: Vacant lots and empty buildings.</li> <li>• Status: Extending term of ENRA. Project approved by the Planning Commission on January 21, 2016. Purchase and sale agreement and related documents to be approved by Successor Agency and Oversight Board.</li> </ul> |    |
| <p>F. <b>905 Linden Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 15,000 SF</li> <li>• Other Property Information: Vacant green lot, former gas station site has some environmental contamination.</li> <li>• Status: Hold for future development.</li> </ul>   |    |
| <p>G. <b>616 Linden Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 14,387 SF</li> <li>• Other Property Information: City parking lot with 19 spaces. Site was former automotive shop has some environmental contamination.</li> <li>• Status: Hold for future development.</li> </ul>  |    |
| <p>H. <b>700 Linden Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 14,387 SF</li> <li>• Other Property Information: Vacant green lot. Site was former automotive shop some environmental contamination.</li> <li>• Status: Hold for future development.</li> </ul>   |   |
| <p><b>2. Permissible Use Category: Sale</b></p>  |  |
| <p>I. <b>938 Linden Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 13,937 SF</li> <li>• Other Property Information: Contains vacant 4,000 SF office building. Property contaminated by adjacent properties.</li> <li>• Status: Property is to be sold. Process on hold as site is undergoing testing to determine the extent of the environmental contamination. City will issue RFQ for a broker when ready to resume sale process.</li> </ul>                  |  |
| <p>J. <b>432 Baden Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 7,000 SF</li> <li>• Other Property Information: City parking lot containing 17 parking spaces.</li> <li>• Status: Property is to be sold. City will issue RFQ for a broker.</li> </ul>   |  |

|   |   |  |
|---|---|--|
| <p>K.</p>   | <p><b>559 Gateway Blvd.</b></p> <ul style="list-style-type: none"> <li>• Land Area: 30,330 SF</li> <li>• Other Property Information: Property contains YMCA Childcare Center.</li> <li>• Status: Property to be sold to City for \$1 and retain its public use.</li> </ul>  |    |
| <p><b>3. Permissible Use Category: Government Use</b></p> |   |  |
| <p>L.</p>   | <p><b>80 Chestnut Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 30,000 SF</li> <li>• Other Property Information: Contains building utilized by Historical Society but will be added to Orange Park as parkland.</li> <li>• Status: Continued use by Historical Society until converted to park land. City to draft grant deed and conveyance documents.</li> </ul>   |    |
| <p>M.</p>   | <p><b>480 N. Canal</b></p> <ul style="list-style-type: none"> <li>• Land Area: 75,260 SF</li> <li>• Other Property Information: Contains Fire Station 61</li> <li>• Status: Continue use. City to draft grant deed conveyance documents.</li> </ul>   |   |
| <p>N.</p>   | <p><b>296 Airport Blvd.</b></p> <ul style="list-style-type: none"> <li>• Land Area: 34,325 SF</li> <li>• Other Property Information: Currently vacant land that will contain future entrance to Caltrain station</li> <li>• Status: Awaiting completion of negotiations on bullet train and electrification of Caltrain to commence construction on platform relocation and station entrance. City to draft grant deed and conveyance documents.</li> </ul> |  |
| <p>O.</p>   | <p><b>323 Miller Avenue</b></p> <ul style="list-style-type: none"> <li>• Land Area: 3,500 SF</li> <li>• Other Property Information: Property is part of Miller Avenue Parking Garage</li> <li>• Status: Continued parking use. City to draft grant deed and conveyance documents.</li> </ul>  |  |

|   |  |
|---|--|
| <p>P. <b>356 Grand Avenue</b></p> <ul style="list-style-type: none"><li>• Land Area: 7,000 SF</li><li>• Other Property Information: Breezeway connecting Miller Parking Garage to Grand Avenue. Unutilized space on east end of property.</li><li>• Status: Continue use of breezeway and explore alternate uses for vacant space. Note: A commercial uses would require compensating the taxing agencies. City to draft grant deed and conveyance documents.</li></ul> |  |
| <p>Q. <b>306 Spruce/468 Miller Avenue</b></p> <ul style="list-style-type: none"><li>• Land Area: 306 Spruce: 14,000 SF, 468 Miller 7,000 SF</li><li>• Other Property Information: Contains building and parking utilized by County Health Center and Sitike.</li><li>• Status: City holding discussions with County about taking ownership of properties.</li></ul>   |  |