

OAKLAND OVERSIGHT BOARD

MEMORANDUM

TO:	Oakland Oversight Board	FROM:	Fred Blackwell
SUBJECT:	Army Base Long-Range Property Management Plan	DATE:	July 1, 2013
		ITEM:	#3

EXECUTIVE SUMMARY

This report requests approval of an Oakland Oversight Board (“OB”) resolution approving the Long-Range Property Management Plan for the Oakland Army Base, and approving the transfer of Army Base Parcel E and the quitclaim of any other Oakland Redevelopment Successor Agency (“ORSA”) interest to the City of Oakland pursuant to the Plan.

Health and Safety Code Section 34191.5 requires ORSA to prepare a long-range property management plan that addresses the disposition and use of property that was owned by the Redevelopment Agency of the City of Oakland when it was dissolved. Health and Safety Code Section 34191.5(c)(2)(A) provides that if the long-range property management plan directs the use of the property for a project identified in an approved redevelopment plan, the property shall transfer to the City. In accordance with discussions with the California Department of Finance, staff has prepared and now submits this Long-Range Property Management Plan for the Oakland Army Base, which has been approved by the ORSA board.

The Long-Range Property Management Plan for the Oakland Army Base concludes that Parcel E, a 16.73 acre parcel subject to the public trust, has no market value and is subject to obligations to the Army and the California Department of Toxic Substances Control (DTSC) for remediation and redevelopment of the full Oakland Army Base. The Long-Range Property Management Plan also includes the City-owned portions of the Oakland Army Base in this Plan for the purpose of clearing up title, allowing completion of remediation and redevelopment, and completing any remaining process required by the California Department of Finance in accordance with AB 1484.

Approval of the Long-Range Property Management Plan will allow ORSA to divest its remediation and redevelopment obligations and the City of Oakland and the selected developer to proceed with public improvements to Parcel E and the rest of the Oakland Army Base and potential subsequent development and reuse of Parcel E and the rest of the Oakland Army Base consistent with the enforceable obligations to the Army and DTSC, including the Lease Disposition and Development Agreement (“LDDA”) between the City and Prologis CCIG Oakland Global, LLC, which provides for the redevelopment of the Army Base and enables the

City to leverage a \$242 million grant from the California Transportation Commission ("CTC") for the construction of public infrastructure on the Army Base.

The disposition and development of the Army Base property, including Parcel E, will have significant fiscal benefits to the taxing entities. It is estimated that the property, once developed, will generate a significant increase in property tax annually for distribution to the taxing entities (over 5,000% increase), and taxing entities have submitted individual letters to the California Department of Finance stating that the conveyance of Parcel E to the City, the quitclaim of the other Army Base property to the City and redevelopment pursuant to the LDDA and CTC grant are in the best interests of the taxing entities and will generate financial benefits for all of the taxing entities in the form of significant increases in real property taxes, business licenses, sales taxes and utility taxes. (*Attachment E to the Long-Range Property Management Plan*).

OUTCOME

Adoption of this resolution, if approved by the Department of Finance, will provide final approval of a Long-Range Property Management Plan for the Oakland Army Base, which is required of all properties owned by the former redevelopment agency per AB 1484 upon receiving the finding of completion.

BACKGROUND/LEGISLATIVE HISTORY

On August 7, 2003, the Oakland Base Reuse Authority (OBRA), on behalf of the Oakland Redevelopment Agency and the Port of Oakland, received from the United States Army 363.5 acres of the former Oakland Army Base under a No-Cost Economic Development Conveyance Memorandum of Agreement (EDC MOA). OBRA managed the Base assets for three years in an interim leasing program. Article 2 of the EDC MOA required that leasing revenues and other proceeds from the EDC Property be used to support the economic redevelopment of the property. Allowable uses included environmental remediation, planning activities, site preparation, and infrastructure improvements.

On August 7, 2006, OBRA, the Redevelopment Agency, the Port, and the State Lands Commission (SLC) affected a number of property transfer through an Exchange Agreement which conveyed the Redevelopment Agency with certain Army Base lands. All but one of the parcels of land conveyed to the Redevelopment Agency was conveyed free of Public Trust designation. Army Base Parcel E was the one parcel of land encumbered by a Public Trust designation. Land that is subject to, or encumbered by, Public Trust, can only be owned by government entities and Public Trust land can only be used for Maritime uses, ancillary Maritime uses or for the purpose of bringing the public to the waterfront. The Public Trust doctrine and its use is one of the reasons California's beaches and coastline is for the most part publicly owned and for the most part accessible to the public.

On January 31, 2012, most of the Army Base properties were transferred to the City by the Redevelopment Agency to maintain control of the site's development and to ensure that enforceable EDC obligations continued to be met; however, pursuant to the Oakland Army Base

Public Trust Exchange Act (Chapter 664, Statutes of 2005), Parcel E could only be transferred to another redevelopment agency without further State Lands Commission action or legislation, Parcel E was not transferred to the City, and instead transferred by operation of law to the Successor Agency upon the dissolution of the Redevelopment Agency on February 1, 2012. The development of Parcel E is limited to Trust consistent uses. Until Parcel E is transferred to the City, ORSA remains jointly and severally liable for remediation of the full Army Base property per the letter from the Department of Toxic Substances Control (DTSC) dated January 17, 2013 (*Attachment B to the Long-Range Property Management Plan*).

In its recent review of asset transfer from the former Redevelopment Agency to the City, the State Controller's Office concluded that the transfer of the Army Base properties to the City was allowable, and thus these properties are not subject to "clawback" to ORSA and can remain with the City as evidenced in its exit interview report. (*Attachment A to the Long-Range Property Management Plan*).

On October 23, 2012, the City entered into a Lease Disposition and Development Agreement (LDDA) with the Prologis/CCIG for the development of a trade and logistics center on approximately 130 acres of the GDA.

In a May 8, 2013 letter from the Department of Finance (Department) to the California Transportation Commission (CTC), the Department agreed to a plan whereby ORSA submits its LRPM in two phases – first phase is to cover the Army Base, while the second phase will cover all remaining former redevelopment properties. Under the dissolution law, successor agencies, following issuance of a finding of completion by the California Department of Finance, must prepare long-range property management plan addressing the disposition and use of real properties previously owned by the redevelopment agency. The plan must be submitted to the Oversight Board and Department of Finance for approval. The plan, among other things, may propose the disposition and retention of properties for future development. If the plan directs the use of property for a project identified in an approved redevelopment plan, the law provides that the property will transfer to the City. The Long-Range Property Management Plan for the Oakland Army Base is designating Parcel E and the remainder of the City-owned Army Base parcels for future development.

COST SUMMARY/IMPLICATIONS

There is no direct cost implication for ORSA or the taxing entities from the transfer of Oakland Army Base Parcel E and any remaining interest in the City-owned Army Base parcels for future development. The record includes an in-depth analysis prepared by Keyser Marston Associates of the Property Tax and Economic Benefits that would be generated under three redevelopment scenarios at the former Army Base, including Scenario #1 being the completion of the redevelopment project as contemplated in the LDDA and enabled by this Long Term Management Plan, Scenario #2 being the completion of Scenario #1 and an additional expansion by the Port of Oakland, which will only be possible if Scenario #1 is completed, and Scenario #3 being no change in the status quo - a largely vacant property with small tenants leasing space for storage and trucking-related uses, with no LDDA and no prospect for imminent development.

The analysis provides the following comparison between the scenarios with regard to projected annual property tax revenue and the number of jobs, including:

	Scenario 1	Scenario 2	Scenario 3
Annual Property Tax Revenue	\$1.68 Million	\$2.9 Million	\$32,400
Job Creation (on-site and induced)	4,980	6,560	960
Yearly Employee Income (on-site and induced)	\$228 Million	\$302 Million	\$40 Million

Thus, under Scenario #1, which is enabled by the Army Base Long Range Management Plan, the analysis projects that the taxing entities would benefit from a 5,071% increase in annual real property tax revenue. (*Attachment E to the Long-Range Property Management Plan*). Additionally, this transfer results in elimination of the ORSA's joint and several liability for the remediation of the Army Base, as imposed by California Department of Toxic Substances Control, until either the remediation and clean-up of the property has been completed or the property is transferred to the City. (*Attachment B to the Long-Range Property Management Plan*).

LONG RANGE PROPERTY MANAGEMENT PLAN

The following is the proposed Army Base Long-Range Property Management Plan:

(A) The date of the acquisition of the property and the value of the property at that time, and an estimate of the current value of the property.

		Street	Parcel Number	Date of Acquisition	Value at Acquisition	Current Estimated Value	Area
1	Parcel E	Burma Rd	018-0507-001-07	8/7/2003 from Army to OBRA; 8/7/2006 from OBRA to RDA	No cost EDC	\$0	16.73 ac
2	City Army Base parcels	Burma Road Maritime Street Wake Avenue	018-0507-001-10 018-0507-001-11 018-0507-004-01 018-0507-004-04 018-0507-005 018-0507-006 018-0507-007 018-0507-008	8/7/2003 from Army to OBRA; 9/19/2006 and 5/17/2007 from OBRA to RDA; 1/31/12 from RDA to City	No cost EDC	\$0	152.32 ac

In 2003, to enable local economic development and job creation, pursuant to the federal base reuse law ("BRAC", Section 2903 of Title XXIX of Public Law 101-510), the U.S. Army transferred the decommissioned Oakland Army Base to the Oakland Base Reuse Authority ("OBRA"), a joint powers authority consisting of the City, the Redevelopment Agency of the City of Oakland ("RDA"), and the County of Alameda, via a No-Cost Economic Development

Conveyance (“EDC”). The terms of this conveyance were provided in a 2002 EDC Memorandum of Agreement (“EDC MOA”) between the Army, OBRA, and the RDA.

The EDC MOA anticipated that OBRA would dissolve after completion of the transfer, and its interests and obligations would be assumed by the RDA. As anticipated, in 2006 and 2007, OBRA conveyed its interest in the property to the RDA, and the RDA assumed all obligations, including those associated with the EDC MOA and related transfer documents.

The Army Base property, other than Parcel E, was transferred to the City in 2012 by grant deed. This transfer was determined by the State Controller, as part of its review of asset transfers per Health and Safety Code Section 34167.5, to be an allowable transfer (***Attachment A to the Long-Range Property Management Plan***). The inclusion of the City-owned property in this Plan, and ORSA’s transfer of any remaining interest, if any, in these parcels is done for the purpose of clearing up title, allowing completion of remediation and redevelopment, and completing any remaining process required by the California Department of Finance in accordance with AB 1484.

(B) The purpose for which the property was acquired.

Parcel E and the City-owned Army Base parcels are part of the Gateway Development Area (“GDA”) portion of the former Army Base. The GDA, the largest piece of undeveloped land in Oakland, is located within the Oakland Army Base Redevelopment Project Area, which is separated from the West Oakland Redevelopment Project Area by I-880 and various railroad tracks. West Oakland was severely impacted by the closure of the Army Base, which at the time of closure employed more than 1,800 civilians, many from the West Oakland community. One of the primary goals for redevelopment of the Army Base is economic development and the creation of jobs with potential for advancement. The Army Base property was acquired from the Army for the express purpose of promoting economic development. It should be noted that the development of Parcel E is limited to Tidelands Trust consistent uses (maritime, ancillary maritime and public access related uses). Parcel E and the City-owned Army Base parcels are subject to the restrictions and requirements of the EDC MOA.

(C) Parcel data, including address, lot size, and current zoning in the former agency redevelopment plan or specific, community, or general plan.

Parcel E is approximately 16.73 acres in area. This parcel does not have a specific address. The Assessor’s Parcel Number for Parcel E is 018-0507-001-07. Parcel E is zoned IG, General Industrial. The IG zone allows heavy industrial and manufacturing uses, transportation facilities, warehousing and distribution, and similar and related supporting uses. The City-owned Army Base parcels are approximately 152.32 acres in area. These parcels do not have a specific address. The Assessor’s Parcel Numbers are: 018-0507-001-10, 018-0507-001-11, 018-0507-004-01, 018-0507-004-04, 018-0507-005, 018-0507-006, 018-0507-007 and 018-0507-008. These parcels are zoned IG, General Industrial and CIX-1 Commercial Industrial Mixed Use. The proposed use of Parcel E and the rest of the Army Base parcels are consistent with the City’s General Plan, the Oakland Army Base Redevelopment Plan, including its five-year

implementation plan, and the Final Base Reuse Plan, all of which have included extensive community engagement processes.

(D) An estimate of the current value of Parcel E including, if available, any appraisal information.

The current estimated value of Parcel E is less than \$0, i.e., Parcel E has a negative market value considering its current condition.

The Army Base property, which includes the approximately 16.73-acre Parcel E, has been comprehensively appraised a few times during the development process. The first was an appraisal in 2003 which valued the 280-acre Army Base at \$105.5 million or \$8.63 per square foot. The 2003 appraisal listed 15 assumptions and 9 limiting conditions, including an infrastructure cost estimate of \$26.5 million or \$2.18 per square foot. Additionally, the \$26.5 million cost estimate was based on 2003 construction costs.

In 2006, an Army Base appraisal for the State Lands Commission (SLC) legislation and Army Base Exchange Agreement was completed. The 2006 appraisal contained 25 assumptions and limiting conditions, including the same \$2.18 per square foot infrastructure cost estimate. This cost was based on 2006 construction costs. The 2006 appraisal estimated the Army Base value at \$15.00 per square foot.

These two appraisals provide a starting point for an estimate of the current value of Parcel E. However, both appraisal are pre-2007/2008 economic recession/depression, are old and outdated and do not provide a full accounting of the correct costs of mitigating all site constraints. The current, correct cost of site mitigations, including infrastructure costs should include the following: existing infrastructure master plan and design, existing buildings, hazardous materials, poor soil conditions, obsolete utilities, substandard roads, poor rail infrastructure, labor relations, community benefits and CEQA compliance. These costs to cure/mitigate total an estimated cost to cure of \$525 million or \$43.23 per square foot (total acreage being 265 acres - all Army Base property now owned by the Port and City). The cost to cure estimates were prepared by the City and its consultants for the Oakland Army Master Plan Design Set, which was approved in conjunction with the Oakland Army Lease Disposition and Development Agreement and the Amended and Restated Cost Sharing Agreement.

Using either \$8.63 per square or the \$15.00 per square foot value, including the \$2.18 infrastructure assumption, the appraised value of Parcel E without factoring in the cost of site mitigations would be \$10.81 (2003 appraisal) or \$17.18 (2006 appraisal), which would equate to \$7.4 million or \$12.5 million in value respectively. Using \$43.23 per square foot as the correct cost to cure site mitigations, the total cost to cure for Parcel E is \$31.5 million, which results in a negative market value for Parcel E in excess of -\$19 million.

In addition, Parcel E is subject to remediation requirements contained in the EDC MOA and ESCA, as contained in a 2002 Consent Agreement with the California Department of Toxic Substances Control ("DTSC"). As noted in the January 17, 2013 letter from DTSC (*Attachment*

B to the Long-Range Property Management Plan), the state will continue to hold ORSA jointly and severally liable for the remediation of the Base until the property is transferred to the City. This obligation further reduces the value of Parcel E. See discussion below for a description of the environmental contamination at the Base.

The current estimated value of ORSA's remaining interest in the City-owned Army Base parcels is \$0; i.e., it has a negative value to ORSA, as ORSA's only remaining interest are obligations arising from ORSA's joint and several liability for remediation, discussed below.

(E) An estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Parcel E is currently occupied and used by Foss Maritime Company and the California Department of Transportation ("Caltrans"), as well as Caltrans' Bay Bridge Construction Project contractors. Foss Maritime Company is on a month-to-month lease agreement and its monthly rent, paid to the City, is \$4,500. The City plans to terminate the Foss Maritime Company lease to commence the Army Base Infrastructure Project sometime in 2013. Caltrans and its contractors occupy the approximately nine -acre western portion of Parcel E and another 17-acre portion of Army Base property known as the West Gateway Development Area under a Temporary Construction Easement recorded in 2002. There are no lease payments for this use; however, litigation settlement funds from Caltrans for the 2002 taking and its delay to the development and revenue production of this 26-acre property were received in 2002 and 2009 and transferred to the RDA with the remaining RDA Army Base funds in January 2012. After the Foss Maritime lease is terminated to allow for the public infrastructure improvements, the City will not be collecting revenues until it enters into ground leases for new development on the Army Base.

The consideration for conveying the EDC Property to OBRA and subsequently to the Redevelopment Agency was OBRA's and the Redevelopment Agency's agreement (1) to complete the environmental remediation of the EDC Property and achieve regulatory closure, as defined in the Environmental Service Cooperative Agreement (ESCA) among the Army, OBRA, and the Redevelopment Agency, and (2) to commit all EDC Property Proceeds to the economic development of the EDC Property during the Reinvestment Period. The EDC MOA allows the following uses:

- (1) Road construction
- (2) Transportation management facilities
- (3) Storm and sanitary sewer construction
- (4) Police and fire protection facilities and other public facilities
- (5) Utility construction
- (6) Building rehabilitation
- (7) Historic property preservation
- (8) Pollution prevention equipment or facilities
- (9) Demolition
- (10) Disposal of hazardous materials generated by demolition
- (11) Landscaping, grading, and other site improvements

(12) Planning for or the marketing of redevelopment and reuse of the former OARB

In addition, the EDC MOA provides for environmental remediation costs and investments made outside the boundaries of the former Base if they are directly related to the list of purposes and directly benefit economic development and job generation objectives.

If at the end of the Reinvestment Period, OBRA or the Redevelopment Agency has not reinvested the EDC Property Proceeds in accordance with the EDC MOA or demonstrated to the Army's satisfaction that they will be, all such amounts become payable to the Army. Prior to the end of the Reinvestment Period on August 7, 2012, the Redevelopment Agency submitted to the Army a Reinvestment Plan that committed EDC Property Proceeds to the completion of environmental remediation, master planning, CEQA documentation, site preparation, and infrastructure development.

On June 11, 2011, the Redevelopment Agency and the Port of Oakland entered into a Cost Sharing Agreement which committed the Agency to invest up to \$32 million in eligible Trade Corridor Improvement Fund ("TCIF") expenditures on the former Army Base in return for up to \$62 million of the Port's \$242 million TCIF allocation. Eligible expenditures include site remediation, planning and design, and construction of backbone infrastructure. On June 19, 2012, the City and the Port executed an Amended and Restated Cost Sharing Agreement which committed the City to invest up to \$54.5 million on TCIF eligible expenditures in return for up to \$176.3 million of the TCIF allocation.

On August 22, 2012, the California Transportation Commission amended its Project Baseline Agreement with the Port for the TCIF Program to include add the City as a party and signatory to the agreement and to revise the project scope to reflect that the bulk of the TCIF allocation will be used for the City site preparation and backbone infrastructure.

There are no lease or other revenues accruing to ORSA from the City-owned Army Base parcels.

(F) The history of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Environmental contamination from past Army Base activities and older industrial uses was found and characterized during City/Agency and Port investigation and testing. The former Base is currently being remediated under a joint City-Port program to commercial and industrial standards under a Remedial Action Plan ("RAP") and a Risk Management Plan ("RMP") approved by the DTSC". These agreements, as well as a DTSC-approved Covenant to Restrict Use of Property ("CRUP"), establish the clean-up goals and reporting procedures, restrict the uses of the former Army Base property, and are binding on eventual developers and future owners of the property.

See ***Attachment C to the Long-Range Property Management Plan*** for a list of all the Environmental Assessment Reports for the GDA (current as of May 2012).

(G) A description of the property's potential for transit-oriented development and the advancement of the planning objectives of the successor agency.

As part of the 2003 transfer of the Army Base properties from the federal government, the State of California required a Covenant to Restrict Use of Property (CRUP) to be recorded against the Army Base property. The CRUP prohibits the Army Base property, including Parcel E and the City-owned Army Base parcels, from residential development or residential uses. Therefore, the property is not suitable for transit-oriented development.

(H) A brief history of previous development proposals and activity, including the rental or lease of property.

Following Base closure, OBRA engaged in a series of planning processes that culminated in the Final Reuse Plan for the Oakland Army Base, adopted on July 31, 2002. As a result of the planning process and negotiations, in August 2006, approximately 170 acres of the former Army Base, including Parcel E and the City-owned Army Base parcels, were conveyed to the Redevelopment Agency to comprise the Gateway Development Area ("GDA") and 220 acres to the Port of Oakland for its Port Development Area.

In preparation for the Agency assuming ownership of the GDA, OBRA undertook additional predevelopment planning to create a refined list of potential uses for the site, identify evaluation criteria and develop site plan alternatives to assist the Agency in defining its property disposition program and a developer solicitation process. In March 2005, OBRA hired a consultant team led by Design, Community & Environment ("DC&E") to assist with the planning process. DC&E was supported by Bay Area Economics ("BAE") for economic, market and fiscal analysis and SMWM for site design. In June 2005, DC&E issued an *Interim Report*, which provided a market scan of 25 potential uses, a draft of a detailed opportunities and constraints report, and four site alternatives.

Following conveyance of the GDA to the Agency, City Council directed staff to update the land use planning, including revising the *Interim Report* to correspond with current conditions and soliciting input from community stakeholders. Staff entered into a four-month series of workshops with the West Oakland Community Advisory Group (WOCAG). In addition, staff worked with the office of Mayor Ronald V. Dellums and the Oakland Metropolitan Chamber of Commerce to discuss the analysis of land uses being developed by their joint Oakland Partnership Initiative. City and Agency economic development and planning staff also met with consultants from DC&E and BAE to evaluate the site alternatives. DC&E incorporated the input into a *Final Report* issued in October 2007.

In the report, DC&E encapsulated the various land uses it had analyzed into four conceptual site alternatives. These alternatives, intended to present the Agency with distinct, yet viable alternative visions for the Gateway Area, are designated as:

1. **Eco-Oakland**, which focuses on providing flexible, primarily light industrial land uses that support the green technology and economic development initiatives of the City of Oakland;
2. **Destination Oakland**, which provides a signature retail destination for Oakland and Bay Area residents that capitalizes on the almost 300,000 cars per day that pass by the site;
3. **Gateway Oakland**, which also capitalizes on the site's high visibility and access to transportation to attract advanced technologies and creative industries;
4. **Mixed Use Oakland**, which combines elements of Destination Oakland and Gateway Oakland, with the largest emphasis on logistics and other maritime serving uses to build on synergies with the Port.

In January 2008, the Redevelopment Agency initiated an RFQ/RFP process to identify a master developer for the GDA. The process resulted in the selection of AMB/California Capital Group (reorganized as Prologis/CCIG) and a development strategy for the GDA, which is to align GDA development with the Port's operations and long-term expansion plans. Doing so will give the GDA regional or national reach and better position it to obtain regional and national support.

The City has entered into a Lease Disposition and Development Agreement ("LDDA") with Prologis/CCIG for the development of a trade and logistics center on the City-owned Army Base parcels and Parcel E. The development will create an estimated 1,840 – 2,330 new on-site jobs, and indirectly support an additional 3,140 – 4,225 jobs throughout the region.

The City's Project and separate portion to be constructed by the Port will be funded in part by a Trade Corridor Improvement Fund ("TCIF") grant: (a) the City's construction of approximately \$247 million in new public infrastructure improvements (streets, utilities, wharf and rail) necessary for the development of the City's and the Port's respective portions of the former Oakland Army Base property (the "City Project") and (b) the Port's construction of Phase 1 of the new port rail terminal that will serve development to be located on the City and Port properties (the "Port Project"). While the City Project and the Port Project are the subject of the same Project TCIF Baseline Agreement, they are the subject of two different funding allocations.

The following chart summarizes the sources of funds (listed in millions) for the development of the City Project and the Port Project:

Project Segments	TIGER Grant	Port Match	City Match	Private Match	Total TCIF Grant	Total
1. Remediation		\$ 5.7	\$ 5.7			\$ 11.4
2. Rail Access Imps & Manifest Yard		\$ 5.0	\$ 3.8		\$ 65.8	\$ 74.6
3. City Site & Backbone Infrastructure			\$ 45.0	\$ 25.9	\$176.3	\$247.2
4. Recycling Facilities				\$ 46.6		\$ 46.6
5. Logistics				\$ 99.4		\$ 99.4
6. Unit Train Support Yard	\$ 15.0	\$ 5.0				\$ 20.0
Totals	\$ 15.0	\$ 15.7	\$ 54.5	\$171.9	\$242.1	\$499.2
% of Total	3%	3.2%	10.9%	34.4%	48.5%	100%
% of TCIF Grant Match		6.5%	22.5%	71%	100%	

The TIGER grant was awarded to the Port in 2012 (TIGER IV funding) and the Port and City funds are either currently in hand or will be funded through the City's proposed sale of the "North Gateway" portion of the former Oakland Army Base property (parcels 018-0507-004-01, 018-0507-004-04, 018-0507-005, and 018-0507-008). The balance of the project is proposed to be funded by the TCIF grant and private matching dollars provided through the LDDA and the development of the North Gateway property.

Under the TCIF Baseline Agreement, the City and the Port will have until August of 2020 to deliver evidence of the required matching funds. The various sources of the matching funds are outlined in the table above. The "Private Match" funds will be supplied by the developers' construction of vertical improvements on the City property (logistics and recycling facilities).

The Port of Oakland received their TCIF allocation in the amount of \$65.8 million in October 2012. On May 7, 2013, the California Transportation Commission ("CTC") unanimously approved the City of Oakland's TCIF grant allocation in the amount of \$176.3 million. The deconstruction of above grade structures is scheduled to begin in July 2013. Site preparation and the construction of major infrastructure improvements are scheduled to commence in September 2013.

(I) The use or disposition of the property, which could include: 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) retention of the property to fulfill an enforceable obligation.

Parcel E will be transferred to the City of Oakland to be retained and used by the City for future development, along with future development of the rest of the GDA as described above. As noted above, this project has been identified in a number of approved redevelopment plans, including the Oakland Army Base Redevelopment Plan and its five-year implementation plan, the Final Base Reuse Plan, the City's General Plan, and the LDDA.

The proposed use of Parcel E is as part of a new working waterfront and break bulk commodities terminal. See site plan attached as ***Attachment C to the Long-Range Property Management Plan***. The transition by the major U.S. ports to container terminal and mechanized operations has forced break bulk products, mainly commodities (e.g. lumber, coal, sulfur), to be transported via truck to vessel, or to operate from secondary, smaller ports (e.g. Stockton) both of which limit the capacity, decrease the efficiency and increase the cost of these types of bulk product shipping operations. The proposed Oakland Bulk Oversized Terminal, using Parcel E and other adjacent land, would link rail to vessel break bulk shipping operations.

Since Parcel E is Tidelands Trust parcel, transfer of Parcel E to the City will require the approval of the State Lands Commission.

ORSA's remaining interest, if any, in the City-owned Army Base parcels will be quitclaimed to the City for future development as described above.

Based on economic analysis by Keyser Marston Associates, there are significant fiscal, economic development, and community benefits accruing to the taxing entities from successful development and reuse of Parcel E and the Oakland Army Base property as a whole, and taxing entities have provided their support of this approach, so that they will forgo any immediate compensation for the future taxing benefits. (***Attachment E to the Long-Range Property Management Plan***).

APPROVAL

Staff is requesting approval of an Oversight Board resolution approving the Long-Range Property Management Plan for the Oakland Army Base, and approving the transfer of Army Base Parcel E and the quitclaim of any other ORSA interest to the City of Oakland pursuant to the Plan.

Respectfully submitted,

/s/

FRED BLACKWELL
Assistant City Administrator

Prepared by:
John Monetta
Project Manager I
Office of Neighborhood Investment

Attachment A:

**An Oversight Board Resolution Approving the Long-Range Property Management Plan
For the Oakland Army Base, and Authorizing the Transfer of Army Base Parcel E and the
Quitclaim of Any Other ORSA Interest to the City of Oakland Pursuant to the Plan**

OAKLAND OVERSIGHT BOARD

RESOLUTION No. 2013-_____

A RESOLUTION APPROVING THE LONG-RANGE PROPERTY MANAGEMENT PLAN FOR THE OAKLAND ARMY BASE, AND AUTHORIZING THE TRANSFER OF ARMY BASE PARCEL E AND THE QUITCLAIM OF ANY OTHER ORSA INTEREST IN THE ARMY BASE TO THE CITY OF OAKLAND PURSUANT TO THE PLAN

WHEREAS, the Redevelopment Agency of the City of Oakland, to satisfy its enforceable obligations to the U.S. Department of the Army ("Army") and the California Department of Toxic Substances Control ("DTSC") under the terms of the Economic Development Conveyance with the Army and Consent Agreement with DTSC, transferred its ownership of the Oakland Army Base to the City of Oakland prior to dissolution; and

WHEREAS, one 16.73 acre parcel, known as Parcel E, was subject to the public trust and could not be transferred in a timely manner due to the need for California State Lands Commission approval; and therefore Parcel E is now owned and controlled by the Oakland Redevelopment Successor Agency ("ORSA"), the successor agency to the Redevelopment Agency of the City of Oakland; and

WHEREAS, the State Controller, in his review of asset transfers between the Redevelopment Agency and the City under Health and Safety Code Section 34167.5, has determined that the transfer of the Army Base properties from the Redevelopment Agency to the City prior to dissolution was an allowable transfer and thus not subject to reversal; and

WHEREAS, Health and Safety Code Section 34191.5 requires ORSA to prepare a long-range property management plan that addresses the disposition and use of property that was owned by the Redevelopment Agency of the City of Oakland when it was dissolved; and

WHEREAS, Health and Safety Code Section 34191.5(c)(2)(A) provides that if the long-range property management plan directs the use of the property for a project identified in an approved redevelopment plan, the property shall transfer to the City; and

WHEREAS, in accordance with discussions with the California Department of Finance, staff has prepared and submitted a Long-Range Property Management Plan for the Oakland Army Base; and

WHEREAS, the Long-Range Property Management Plan for the Oakland Army Base has been approved by the ORSA board; and

WHEREAS, the Long-Range Property Management Plan for the Oakland Army Base calls for the transfer of Parcel E to and retention by the City of Oakland for future development; and

WHEREAS, the Long-Range Property Management Plan for the Oakland Army Base concludes that Parcel E has no market value and is subject to obligations to the Army and the DTSC for remediation and redevelopment of the full Oakland Army Base; and

WHEREAS, the Long-Range Property Management Plan for the Oakland Army Base also includes the City-owned portions of the Oakland Army Base in this Plan for the purpose of clearing up title, allowing completion of remediation and redevelopment, and completing any remaining process required by the California Department of Finance in accordance with AB 1484; and

WHEREAS, the Long-Range Property Management Plan for the Oakland Army Base concludes that the City-owned portions of the Oakland Army Base have no market value to ORSA and are subject to obligations to the Army and the DTSC for remediation and redevelopment of the full Oakland Army Base; and

WHEREAS, the Long-Range Property Management Plan for the Oakland Army Base calls for the quitclaim of ORSA's remaining interest, if any, in the City-owned Army Base parcels to the City for future development; and

WHEREAS, approval of the Long-Range Property Management Plan for the Oakland Army Base will allow ORSA to divest its remediation and redevelopment obligations and the City of Oakland and the selected developer to proceed with public improvements to Parcel E and the rest of the Oakland Army Base and potential subsequent development and reuse of Parcel E and the rest of the Oakland Army Base consistent with the enforceable obligations to the Army and DTSC, including the Lease Disposition and Development Agreement ("LDDA") between the City and Prologis CCIG Oakland Global, LLC, which provides for the redevelopment of the Army Base and enables the City to leverage a \$242 million grant from the California Transportation Commission ("CTC") for the construction of public infrastructure on the Army Base; and

WHEREAS, the Oakland Oversight Board has determined it is in the best interest of the affected taxing entities to proceed with public improvements to Parcel E with the remainder of the Army Base and potential subsequent development and reuse of Parcel E with the remainder of the Army Base, in view of the significant fiscal, economic development, and community benefits accruing to the taxing entities from successful development and reuse of Parcel E and the Oakland Army Base property as a whole; and

WHEREAS, development of Parcel E and the remainder of the Army Base is part of the redevelopment of the former Oakland Army Base, which is a project identified in the implementation plan for the Oakland Army Base Redevelopment Plan and Oakland Army Base Reuse Plan; and

WHEREAS, on June 19, 2012 the City Council and the Redevelopment Agency approved the Addendum to the certified Environmental Impact Report (the “EIR”) for the Oakland Army Base redevelopment project; and

WHEREAS, the EIR provides a project-level analysis of the environmental impacts of the project and supports all levels of approval necessary to implement the project; and

WHEREAS, the adoption of the Long-Range Property Management Plan for the Oakland Army Base and the transfer of Parcel E to the City and the quitclaim of any remaining ORSA interests would not result in any significant effect that has not already been analyzed in the EIR, and there will be no significant environmental effects caused by this action that have not already been analyzed in the EIR; and

WHEREAS, the Oakland Oversight Board hereby finds and determines on the basis of substantial evidence in the record that none of the circumstances necessitating preparation of additional environmental review, as specified in CEQA and the CEQA Guidelines, including, without limitation, Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 or 15163 are present in that (1) there are no substantial changes proposed in the project or the circumstances under which the project is undertaken that would require major revisions of the EIR due to the involvement of new significant environmental effects or a substantial increase in the severity of previously identified significant effects; and (2) there is no “new information of substantial importance,” as defined in CEQA Guidelines Section 15162(a)(3); and

WHEREAS, each as a separate and independent basis, this action is exempt from CEQA pursuant to CEQA Guidelines Sections 15183 (projects consistent with General Plan and Zoning), and 15061(b)(3) (no significant effect on the environment); now, therefore:

Based on the foregoing recitals and the documentation presented to the Oakland Oversight Board at a public meeting, the Oakland Oversight Board does resolve as follows:

SECTION 1. The Oakland Oversight Board finds and determines that the proposed Long-Range Property Management Plan for the Oakland Army Base will be of benefit to the taxing entities for the reasons set forth above and in the staff report accompanying this Resolution. In view of the significant fiscal, economic development, and community benefits accruing to the taxing entities from successful development and reuse of Parcel E and the Oakland Army Base property as a whole, and the fact that Parcel E and any remaining ORSA interest in the Oakland Army Base have no current

market value, the Oakland Oversight Board hereby waives any rights or interests the affected taxing entities may have to compensation in exchange for the transfer of Parcel E and other interests in the Oakland Army Base to the City.

SECTION 2. The Oakland Oversight Board hereby approves the Long-Range Property Management Plan for the Oakland Army Base in substantially the form attached to this Resolution as ***Exhibit A***.

SECTION 3. The Oakland Oversight Board, per the approved Long-Range Property Management Plan, hereby approves the transfer of Oakland Army Base Parcel E to the City, subject to State Lands Commission approval, and retention of Parcel E by the City for future development, and the quitclaim of ORSA's remaining interest, if any, in the City-owned Army Base parcels to the City for future development.

ADOPTED, OAKLAND, CALIFORNIA, _____, 2013

PASSED BY THE FOLLOWING VOTE:

AYES- CARSON, GERHARD, LEVIN, ORTIZ, QUAN, SMITH, TUCKER

NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
SECRETARY, OAKLAND
OVERSIGHT BOARD

CITY OF OAKLAND



250 FRANK H. OGAWA PLAZA OAKLAND, CALIFORNIA 94612-2033

Office of Neighborhood Investment

(510) 238-3541
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EXHIBIT A

LONG-RANGE PROPERTY MANAGEMENT PLAN

OAKLAND ARMY BASE

Introduction

On June 27, 2012, Governor Brown signed into law Assembly Bill 1484 (AB 1484), a budget trailer bill that makes changes to the redevelopment agency dissolution process implemented by Assembly Bill 1X 26. AB 1484 requires all successor agencies to develop long-range property management plans that address the disposition and use of former redevelopment agency property. This document is the Long-Range Property Management Plan for Parcel E at the former Oakland Army Base, owned by the Oakland Redevelopment Successor Agency (“ORSA”), as well as the remainder of ORSA’s interest in the Oakland Army Base, owned by the City of Oakland.

Health and Safety Code Section 34191.5(c) requires that the plan include certain information, as well as address the use or disposition of the property. The required information is provided below.

The date of the acquisition of the property and the value of the property at that time, and an estimate of the current value of the property.

	Gateway Area	Street	Parcel Number	Date of Acquisition	Value at Acquisition	Current Estimated Value	Area
1	Parcel E	Burma Rd	0000-0507-001-07	8/7/2003 from Army to OBRA; 8/7/2006 from OBRA to RDA	No cost EDC	\$0	16.73 ac
2	City Army Base parcels	Burma Rd Maritime St Wake Ave	018-0507-001-10 018-0507-001-11 018-0507-004-01 018-0507-004-04 018-0507-005 018-0507-006 018-0507-007 018-0507-008	8/7/2003 from Army to OBRA; 9/19/2006 and 5/17/2007 from OBRA to RDA; 1/31/12 from RDA to City	No cost EDC	\$0	152.32 ac

In 2003, to enable local economic development and job creation, pursuant to the federal base reuse law (“BRAC”, Section 2903 of Title XXIX of Public Law 101-510), the U.S. Army transferred the decommissioned Oakland Army Base to the Oakland Base Reuse Authority (“OBRA”), a joint powers authority consisting of the City, the Redevelopment Agency of the City of Oakland (“RDA”), and the County of Alameda, via a No-Cost Economic Development Conveyance (“EDC”). The terms of this conveyance were provided in a 2002 EDC Memorandum of Agreement (“EDC MOA”) between the Army, OBRA, and the RDA.

The EDC MOA anticipated that OBRA would dissolve after completion of the transfer, and its interests and obligations would be assumed by the RDA. As anticipated, in 2006 and 2007, OBRA conveyed its interest in the property to the RDA, and the RDA assumed all obligations, including those associated with the EDC MOA and related transfer documents.

The Army Base property, other than Parcel E, was transferred to the City in 2012 by grant deed. This transfer was determined by the State Controller, as part of its review of asset transfers per Health and Safety Code Section 34167.5, to be an allowable transfer. See ***Attachment A***. The inclusion of the City-owned property in this Plan, and ORSA’s transfer of any remaining interest, if any, in these parcels is done for the purpose of clearing up title, allowing completion of remediation and redevelopment, and completing any remaining process required by the California Department of Finance in accordance with AB 1484.

The purpose for which the property was acquired.

Parcel E is part of the Gateway Development Area (“GDA”) portion of the former Army Base. The GDA, the largest piece of undeveloped land in Oakland, is located within the Oakland Army Base Redevelopment Project Area, which is separated from the West Oakland Redevelopment Project Area by I-880 and various railroad tracks. West Oakland was severely impacted by the closure of the Army Base, which at the time of closure employed more than 1,800 civilians, many from the West Oakland community. One of the primary goals for redevelopment of the Army Base is economic development and the creation of jobs with potential for advancement. The Army Base property was acquired from the Army for the express purpose of promoting economic development. It should be noted that the development of Parcel E is limited to Tidelands Trust consistent uses (maritime, ancillary maritime and public access related uses). Parcel E and the City-owned Army Base parcels are subject to the restrictions and requirements of the EDC MOA.

Parcel data, including address, lot size, and current zoning in the former agency redevelopment plan or specific, community, or general plan.

Parcel E is approximately 16.73 acres in area. This parcel does not have a specific address. The Assessor’s Parcel Number for Parcel E is 018-0507-001-07. Parcel E is zoned IG, General Industrial. The IG zone allows heavy industrial and manufacturing uses, transportation facilities, warehousing and distribution, and similar and related supporting uses. The City-owned Army Base parcels are approximately 152.32 acres in area. These parcels do not have a specific address. The Assessor’s Parcel Numbers are: 018-0507-001-10, 018-0507-001-11, 018-0507-004-01, 018-0507-004-04, 018-0507-005, 018-0507-006, 018-0507-007 and 018-0507-008. These parcels are zoned IG, General Industrial and CIX-1 Commercial Industrial Mixed Use. The proposed use of Parcel E and the rest of the Army Base parcels are consistent with the City’s General Plan, the Oakland Army Base Redevelopment Plan, including its five-year

implementation plan, and the Final Base Reuse Plan, all of which have included extensive community engagement processes.

An estimate of the current value of Parcel E including, if available, any appraisal information.

The current estimated value of Parcel E is less than \$0, i.e., Parcel E has a negative market value considering its current condition.

The Army Base property, which includes the approximately 16.73-acre Parcel E, has been comprehensively appraised a few times during the development process. The first was an appraisal in 2003 which valued the 280-acre Army Base at \$105.5 million or \$8.63 per square foot. The 2003 appraisal listed 15 assumptions and 9 limiting conditions, including an infrastructure cost estimate of \$26.5 million or \$2.18 per square foot. Additionally, the \$26.5 million cost estimate was based on 2003 construction costs.

In 2006, an Army Base appraisal for the State Lands Commission (SLC) legislation and Army Base Exchange Agreement was completed. The 2006 appraisal contained 25 assumptions and limiting conditions, including the same \$2.18 per square foot infrastructure cost estimate. This cost was based on 2006 construction costs. The 2006 appraisal estimated the Army Base value at \$1500 per square foot.

These two appraisals provide a starting point for an estimate of the current value of Parcel E. However, both appraisal are pre-2007/2008 economic recession/depression, are old and outdated and do not provide a full accounting of the correct costs of mitigating all site constraints. The current, correct cost of site mitigations, including infrastructure costs should include the following: existing infrastructure master plan and design, existing buildings, hazardous materials, poor soil conditions, obsolete utilities, substandard roads, poor rail infrastructure, labor relations, community benefits and CEQA compliance. These costs to cure/mitigate total an estimated cost to cure of \$525 million or \$43.23 per square foot (total acreage being 265 acres - all Army Base property now owned by the Port and City). The cost to cure estimates were prepared by the City and its consultants for the Oakland Army Master Plan Design Set, which was approved in conjunction with the Oakland Army Lease Disposition and Development Agreement and the Amended and Restated Cost Sharing Agreement.

Using either \$8.63 per square or the \$15.00 per square foot value, including the \$2.18 infrastructure assumption, the appraised value of Parcel E without factoring in the cost of site mitigations would be \$10.81 (2003 appraisal) or \$17.18 (2006 appraisal), which would equate to \$7.4 million or \$12.5 million in value respectively. Using \$43.23 per square foot as the correct cost to cure site mitigations, the total cost to cure for Parcel E is \$31.5 million, which results in a negative market value for Parcel E in excess of -\$19 million.

In addition, Parcel E is subject to remediation requirements contained in the EDC MOA and ESCA, as contained in a 2002 Consent Agreement with the California Department of Toxic Substances Control ("DTSC"). As noted in the January 17, 2013 letter from DTSC, attached as ***Attachment B***, the state will continue to hold ORSA jointly and severally liable for the remediation of the Base until the property is transferred to the City. This obligation further reduces the value of Parcel E. See discussion below for a description of the environmental contamination at the Base.

The current estimated value of ORSA's remaining interest in the City-owned Army Base parcels is \$0; i.e., it has a negative value to ORSA, as ORSA's only remaining interest are obligations arising from ORSA's joint and several liability for remediation, discussed below.

An estimate of any lease, rental, or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Parcel E is currently occupied and used by Foss Maritime Company and the California Department of Transportation ("Caltrans"), as well as Caltrans' Bay Bridge Construction Project contractors. Foss Maritime Company is on a month-to-month lease agreement and its monthly rent, currently paid to the City, is \$4,500. The City plans to terminate the Foss Maritime Company lease to commence the Army Base Infrastructure Project sometime in 2013. Caltrans and its contractors occupy the approximately nine -acre western portion of Parcel E and another 17-acre portion of Army Base property known as the West Gateway Development Area under a Temporary Construction Easement recorded in 2002. There are no lease payments for this use; however, litigation settlement funds from Caltrans for the 2002 taking and its delay to the development and revenue production of this 26-acre property were received in 2002 and 2009 and transferred to the RDA with the remaining RDA Army Base funds on January 2012. After the Foss Maritime lease is terminated to allow for the public infrastructure improvements, the City will not be collecting revenues until it enters into ground leases for new development on the Army Base.

The consideration for conveying the EDC Property to OBRA and subsequently to the Redevelopment Agency was OBRA's and the Redevelopment Agency's agreement (1) to complete the environmental remediation of the EDC Property and achieve regulatory closure, as defined in the Environmental Service Cooperative Agreement (ESCA) among the Army, OBRA, and the Redevelopment Agency, and (2) to commit all EDC Property Proceeds to the economic development of the EDC Property during the Reinvestment Period. The EDC MOA allows the following uses:

- (1) Road construction
- (2) Transportation management facilities
- (3) Storm and sanitary sewer construction
- (4) Police and fire protection facilities and other public facilities
- (5) Utility construction
- (6) Building rehabilitation
- (7) Historic property preservation
- (8) Pollution prevention equipment or facilities
- (9) Demolition
- (10) Disposal of hazardous materials generated by demolition
- (11) Landscaping, grading, and other site improvements
- (12) Planning for or the marketing of redevelopment and reuse of the former OARB

In addition, the EDC MOA provides for environmental remediation costs and investments made outside the boundaries of the former Base if they are directly related to the list of purposes and directly benefit economic development and job generation objectives.

If at the end of the Reinvestment Period, OBRA or the Redevelopment Agency has not reinvested the EDC Property Proceeds in accordance with the EDC MOA or demonstrated to the

Army's satisfaction that they will be, all such amounts become payable to the Army. Prior to the end of the Reinvestment Period on August 7, 2012, the Redevelopment Agency submitted to the Army a Reinvestment Plan that committed EDC Property Proceeds to the completion of environmental remediation, master planning, CEQA documentation, site preparation, and infrastructure development.

On June 11, 2011, the Redevelopment Agency and the Port of Oakland entered into a Cost Sharing Agreement which committed the Agency to invest up to \$32 million in eligible Trade Corridor Improvement Fund ("TCIF") expenditures on the former Army Base in return for up to \$62 million of the Port's \$242 million TCIF allocation. Eligible expenditures include site remediation, planning and design, and construction of backbone infrastructure. On June 19, 2012, the City and the Port executed an Amended and Restated Cost Sharing Agreement which committed the City to invest up to \$54.5 million on TCIF eligible expenditures in return for up to \$176.3 million of the TCIF allocation.

On August 22, 2012, the California Transportation Commission amended its Project Baseline Agreement with the Port for the TCIF Program to include add the City as a party and signatory to the agreement and to revise the project scope to reflect that the bulk of the TCIF allocation will be used for the City site preparation and backbone infrastructure.

There are no lease or other revenues accruing to ORSA from the City-owned Army Base parcels.

The history of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Environmental contamination from past Army Base activities and older industrial uses was found and characterized during City/Agency and Port investigation and testing. The former Base is currently being remediated under a joint City-Port program to commercial and industrial standards under a Remedial Action Plan ("RAP") and a Risk Management Plan ("RMP") approved by the DTSC". These agreements, as well as a DTSC-approved Covenant to Restrict Use of Property ("CRUP"), establish the clean-up goals and reporting procedures, restrict the uses of the former Army Base property, and are binding on eventual developers and future owners of the property.

See ***Attachment C*** for a list of all the Environmental Assessment Reports for the GDA (current as of May 2012).

A description of the property's potential for transit-oriented development and the advancement of the planning objectives of the successor agency.

As part of the 2003 transfer of the Army Base properties from the federal government, the State of California required a Covenant to Restrict Use of Property (CRUP) to be recorded against the Army Base property. The CRUP prohibits the Army Base property, including Parcel E and the City-owned Army Base parcels, from residential development or residential uses. Therefore, the property is not suitable for transit-oriented development.

A brief history of previous development proposals and activity, including the rental or lease of property.

Following Base closure, OBRA engaged in a series of planning processes that culminated in the Final Reuse Plan for the Oakland Army Base, adopted on July 31, 2002. As a result of the planning process and negotiations, in August 2006, approximately 170 acres of the former Army Base, including Parcel E, were conveyed to the Redevelopment Agency to comprise the Gateway Development Area (“GDA”) and 220 acres to the Port of Oakland for its Port Development Area.

In preparation for the Agency assuming ownership of the GDA, OBRA undertook additional predevelopment planning to create a refined list of potential uses for the site, identify evaluation criteria and develop site plan alternatives to assist the Agency in defining its property disposition program and a developer solicitation process. In March 2005, OBRA hired a consultant team led by Design, Community & Environment (“DC&E”) to assist with the planning process. DC&E was supported by Bay Area Economics (“BAE”) for economic, market and fiscal analysis and SMWM for site design. In June 2005, DC&E issued an *Interim Report*, which provided a market scan of 25 potential uses, a draft of a detailed opportunities and constraints report, and four site alternatives.

Following conveyance of the GDA to the Agency, City Council directed staff to update the land use planning, including revising the *Interim Report* to correspond with current conditions and soliciting input from community stakeholders. Staff entered into a four-month series of workshops with the West Oakland Community Advisory Group (WOCAG). In addition, staff worked with the office of Mayor Ronald V. Dellums and the Oakland Metropolitan Chamber of Commerce to discuss the analysis of land uses being developed by their joint Oakland Partnership Initiative. City and Agency economic development and planning staff also met with consultants from DC&E and BAE to evaluate the site alternatives. DC&E incorporated the input into a *Final Report* issued in October 2007.

In the report, DC&E encapsulated the various land uses it had analyzed into four conceptual site alternatives. These alternatives, intended to present the Agency with distinct, yet viable alternative visions for the Gateway Area, are designated as:

1. **Eco-Oakland**, which focuses on providing flexible, primarily light industrial land uses that support the green technology and economic development initiatives of the City of Oakland;
2. **Destination Oakland**, which provides a signature retail destination for Oakland and Bay Area residents that capitalizes on the almost 300,000 cars per day that pass by the site;
3. **Gateway Oakland**, which also capitalizes on the site’s high visibility and access to transportation to attract advanced technologies and creative industries;
4. **Mixed Use Oakland**, which combines elements of Destination Oakland and Gateway Oakland, with the largest emphasis on logistics and other maritime serving uses to build on synergies with the Port.

In January 2008, the Redevelopment Agency initiated an RFQ/RFP process to identify a master developer for the GDA. The process resulted in the selection of AMB/California Capital Group (reorganized as Prologis/CCIG) and a development strategy for the GDA, which is to align GDA development with the Port’s operations and long-term expansion plans. Doing so will give the GDA regional or national reach and better position it to obtain regional and national support.

The City has entered into a Lease Disposition and Development Agreement (“LDDA”) with Prologis/CCIG for the development of a trade and logistics center on the City-owned Army Base parcels and Parcel E. The development will create an estimated 1,840 – 2,330 new on-site jobs, and indirectly support an additional 3,140 – 4,225 jobs throughout the region.

The City’s Project and separate portion to be constructed by the Port will be funded in part by a Trade Corridor Improvement Fund (“TCIF”) grant: (a) the City’s construction of approximately \$247 million in new public infrastructure improvements (streets, utilities, wharf and rail) necessary for the development of the City’s and the Port’s respective portions of the former Oakland Army Base property (the “City Project”) and (b) the Port’s construction of Phase 1 of the new port rail terminal that will serve development to be located on the City and Port properties (the “Port Project”). While the City Project and the Port Project are the subject of the same Project TCIF Baseline Agreement, they are the subject of two different funding allocations.

The following chart summarizes the sources of funds (listed in millions) for the development of the City Project and the Port Project:

Project Segments	TIGER Grant	Port Match	City Match	Private Match	Total TCIF Grant	Total
1. Remediation		\$ 5.7	\$ 5.7			\$ 11.4
2. Rail Access Imps & Manifest Yard		\$ 5.0	\$ 3.8		\$ 65.8	\$ 74.6
3. City Site & Backbone Infrastructure			\$ 45.0	\$ 25.9	\$176.3	\$247.2
4. Recycling Facilities				\$ 46.6		\$ 46.6
5. Logistics				\$ 99.4		\$ 99.4
6. Unit Train Support Yard	\$ 15.0	\$ 5.0				\$ 20.0
Totals	\$ 15.0	\$ 15.7	\$ 54.5	\$171.9	\$242.1	\$499.2
% of Total	3%	3.2%	10.9%	34.4%	48.5%	100%
% of TCIF Grant Match		6.5%	22.5%	71%	100%	

The TIGER grant was awarded to the Port in 2012 (TIGER IV funding) and the Port and City funds are either currently in hand or will be funded through the City’s proposed sale of the approximately 20- acre “North Gateway” portion (parcels 018-0507-004-01, 018-0507-004-04, 018-0507-005, and 018-0507-008) of the former Oakland Army Base property. The balance of the project is proposed to be funded by the TCIF grant and private matching dollars provided through the LDDA and the development of the North Gateway property.

Under the TCIF Baseline Agreement, the City and the Port will have until August of 2020 to deliver evidence of the required matching funds. The various sources of the matching funds are outlined in the table above. The “Private Match” funds will be supplied by the developers’ construction of vertical improvements on the City property (logistics and recycling facilities).

The Port of Oakland received their TCIF allocation in the amount of \$65.8 million in October 2012. On May 7, 2013, the California Transportation Commission (“CTC”) unanimously approved the City of Oakland’s TCIF grant allocation in the amount of \$176.3 million. The deconstruction of above grade structures is scheduled to begin in July 2013. Site preparation and the construction of major infrastructure improvements are scheduled to commence in September 2013.

The use or disposition of the property, which could include: 1) the retention of the property for governmental use, 2) the retention of the property for future development, 3) the sale of the property, or 4) retention of the property to fulfill an enforceable obligation.

Parcel E will be transferred to the City of Oakland to be retained and used by the City for future development, along with future development of the rest of the GDA as described above. As noted above, this project has been identified in a number of approved redevelopment plans, including the Oakland Army Base Redevelopment Plan and its five-year implementation plan, the Final Base Reuse Plan, the City’s General Plan and the LDDA.

The proposed use of Parcel E is as part of a new working waterfront and break bulk commodities terminal. See site plan attached as ***Attachment D***. The transition by the major U.S. ports to container terminal and mechanized operations has forced break bulk products, mainly commodities (e.g. lumber, coal, sulfur), to be transported via truck to vessel, or to operate from secondary, smaller ports (e.g. Stockton) both of which limit the capacity, decrease the efficiency and increase the cost of these types of bulk product shipping operations. The proposed Oakland Bulk Oversized Terminal, using Parcel E and other adjacent land, would link rail to vessel break bulk shipping operations.

Since Parcel E is Tidelands Trust parcel, transfer of Parcel E to the City will require the approval of the State Lands Commission.

ORSA’s remaining interest, if any, in the City-owned Army Base parcels will be quitclaimed to the City for future development as described above.

Based on economic analysis by Keyser Marston Associates, there are significant fiscal, economic development, and community benefits accruing to the taxing entities from successful development and reuse of Parcel E and the Oakland Army Base property as a whole, and taxing entities have provided their support of this approach, so that they will forgo any immediate compensation for the future taxing benefits (see ***Attachment E***).

Attachment A, State Controller’s Summary of Review

Attachment B, January 17, 2013 Letter from DTSC

Attachment C, Environmental Assessment Reports

Attachment D, Proposed Preliminary Site Plan

Attachment E, KMA Report and Taxing Entities Letters

ATTACHMENT A

City of Oakland Redevelopment Agency
Summary of Review

Date	Description	Total	Allowable	Unallowable	Oversight Approval	Clawback
(1) Various	Cash Transfers to City for Property	36,622,938	1,461,000	35,161,938	-	35,161,938
(2) January 26, 2012	Army Base Transferred to City	83,627,000	83,627,000	-	-	-
(3) January 26, 2012	Transfer of Property to the City	114,689,000	-	114,689,000	21,307,885	93,381,115
(4) January 26, 2012	Transfer of Cash to the City	69,190,000	27,734,443	41,455,557	-	41,455,557
(5) January 31, 2012	Army Base Transferred to City	444,691	444,691	-	-	-
(6) January 31, 2012	Housing Assets Transferred to City	150,546,003	-	150,546,003	150,546,003	-
(7) January 31, 2012	Assets Transferred to Successor RDA	274,738,638	274,738,638	-	-	-
Explanation		729,858,270	388,005,772	341,852,498	171,853,888	169,998,610
			53.16%	46.84%		23.29%
(1)	RDA sent Cash to City for properties (Kaiser & 5 Other Properties) during unallowable period 01/01/11 to 01/31/2012					
	Any additional \$4,140,000 was identified in the DDR for transfers during 01/01/11 to 06/30/11 which were not originally identified by SCO Auditors					
(2)	Army Base is Deemed an Allowable Transfer (\$48,940,000 Property & \$34,687,000 Cash)					
(3)	On 03/18/2013 Oversight Board Approved Property Deemed to be Contractually Obligated to the City					
(4)	\$27,413,443 in contracts were signed prior to 06/28/2011 + Additional \$321,000 identified after the exit conference					
(5)	Army Base is Deemed an Allowable Transfer (\$444,691 Cash)					
(6)	Oversight Board Approved Transfer on 07/16/2012					
(7)	Remaining Assets were transferred to the Successor Redevelopment Agency					

ATTACHMENT B



Matthew Rodriguez
Secretary for
Environmental Protection



Department of Toxic Substances Control

Deborah O. Raphael, Director
700 Heinz Avenue
Berkeley, California 94710-2721



Edmund G. Brown Jr.
Governor

January 17, 2013

Mr. Fred Blackwell
Assistant City Manager
Office of the City Administrator
City Hall
Frank H. Ogawa Plaza
Oakland, California 94612

Dear Mr. Blackwell:

The Department of Toxic Substances Control (DTSC) has reviewed your letter dated August 14, 2012, which discusses the dissolution of the Oakland Redevelopment Agency (ORA) pursuant to ABx1 26 and the City of Oakland's (City's) obligations under the May 2003 Consent Agreement between the City, ORA, Oakland Base Reuse Authority, and DTSC. DTSC wants to take this opportunity to respond to the issues raised in your letter and thank the City for its ongoing efforts in implementation of the Oakland Army Base Remedial Action Plan/Risk Management Plan (RAP/RMP).

DTSC acknowledges that the City, through the purchase and sale agreement you provided with your August 14, 2012 letter, now has title to the majority of the property, which is subject to the Consent Agreement. DTSC supports this transfer to the City from ORA, which was the successor the Oakland Base Reuse Authority. DTSC further understands that a portion of the Oakland Army Base known as "Parcel E," which is subject to the Public Trust, flowed by operation of law from ORA to the Oakland Redevelopment Successor Agency (ORSA) upon dissolution of ORA, and that ORSA will be pursuing State Lands Commission approval to move the ownership of Parcel E from the ORSA to the City. DTSC also supports this effort, and requests notification of the outcome.

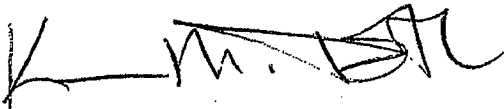
In your letter you stated that there is some uncertainty over the final disposition of the property since the law provides that for properties not subject to enforceable obligations, the assets should be sold. From DTSC's standpoint, there is no uncertainty as to the final disposition of the property. Not only is the City a signatory to the Consent Agreement and has an independent obligation to complete remediation of the property, the Consent Agreement constitutes an "enforceable obligation" that the City must perform. The Consent Agreement clearly obligates the City to complete remediation of

Fred Blackwell
January 17, 2013
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the property. However, since the City, with respect to the majority of the property, and ORSA, with respect to Parcel E, have taken over Oakland Base Reuse Authority's obligations, DTSC will continue to look to the City and ORSA jointly and severally, until the Parcel E transfer is complete to the City, to complete all obligations required by the Consent Agreement, including implementation of the RAP/RMP.

DTSC looks forward to continuing to work with the City to complete implementation of the RAP/RMP. If you have any questions regarding this letter, please contact me at (510) 540-3834 or via e-mail at Karen.Toth@dtsc.ca.gov.

Sincerely,

A handwritten signature in black ink, appearing to read "K. M. Toth", with a stylized flourish at the end.

Karen M. Toth, P.E., Unit Chief
Brownfields and Environmental Restoration Program
Berkeley Office

cc: Isabella Alasti, Senior Staff Counsel
Department of Toxic Substances Control
via e-mail at Isabella.Alasti@dtsc.ca.gov

ATTACHMENT C

ATTACHMENT C: GDA Environmental Document List (Current as of May 2012)

Index No.	Document Title	Author	Date
	TV Inspection of Sanitary Sewer, Oakland Army Base, Oakland, California	Lee, Strangio & Associates, Inc.	1/1/1985
	Underground Fuel Storage Tanks Master Plan for Oakland Army Base, Oakland, California	Jacobs Engineering Environmental Science and Engineering, Inc.	12/1/1986
55	Update of the Initial Installation Assessment of Oakland Army Base, CA	U.S. Army Toxic and Hazardous Materials Agency	4/1/1988
77	Update of the Initial Installation Assessment	SCS Engineers	4/29/1988
	Results of Preliminary Soil Sampling Associated with USTs	Geomatrix Consultants, Inc.	6/1/1989
	Soil Gas/Shallow Ground Water Survey, Burma Road	U.S. Corps of Engineers	1/1/1990
	Oakland Army Base Asbestos Data Back-up (Volumes I and II)	Hall-Kimbrell Environmental Services, Inc.	2/1/1990
	Prioritization Asbestos Assessment Study, Original Field Work and Laboratory Results (Report #ST0114, 2/1/90, Vol. 2)	Hall-Kimbrell Environmental Services, Inc.	2/1/1990
	Prioritization Assessment Study, (Report #ST0114, 2/1/90, Vol. 1 of 2)	Petroleum Engineering Company	3/5/1990
	Underground Storage Tank Replacement, 1990	Tetra Tech, Inc.	12/28/1990
70	Port of Oakland Berth 8 & 9 48-inch Sewer Line Sediment and Waste Removal TC 4601-16	SCS Engineers	3/5/1991
	Health and Safety Plan -UST Site Investigation, Draft	SCS Engineers	5/6/1991
	Health and Safety Plan - UST Site Investigation - Revised	SP Environmental Systems, Inc.	7/22/1991
92	Phase II Soil and Preliminary Groundwater Investigation - Southern Pacific Transportation Company	SCS Engineers	11/1/1991
	Subsurface Investigation, Oakland Army Base, Oakland, California (Volumes I & II)	SCS Engineers	11/12/1991
	Chemical Analysis of Soil Cuttings and Purged Water	U.S. Army Corps of Engineers	3/1/1992
	Building Information Schedule, Oakland Army Base	SCS Engineers	6/1/1992
	Ground Water Monitoring Report, Sampling Event #2	SCS Engineers	6/1/1992
	90% Sub. 6/92 - Ground Water Sampling Report for UST Investigation From SCS	Industrial Compliance	6/15/1992
91	Phase II Investigation - Volume 2, Southern Pacific Transportation Company, Oakland Army Base	SCS Engineers	8/19/1992
	Ground Water Monitoring Report, Sampling Event #3	The Mark Group Engineers & Geologists, Inc.	10/22/1992
	Work Plan & Related Documents - Site Characteristics and Soil Remediation	Brown and Caldwell Consultants	10/27/1992
	PWC Closure Summary - Grand Avenue Overpass - OARB - PWC Stains		

	Closure of Area B-1 At Grand Avenue - PWC Stains	Brown and Caldwell Consultants	10/27/1992
	Investigate Work Plan for Continued Backfill at Specific Tank Sites (Draft)	SCS Engineers	3/30/1993
	Groundwater Monitoring Report - Sampling Event #4 - 9/93	SCS Engineers	6/16/1993
102	Supplemental Soil & Groundwater Investigation Report	Industrial Compliance	6/16/1993
	Work Plan - on TK18 - Final (12/93)	SCS Engineers	7/2/1993
	Chemical Data Acquisition Plan for UST TK18 Site Acquisition Plan	SCS Engineers	7/2/1993
	Building 807 - Site Investigation - 9/93	SCS Engineers	9/1/1993
	Groundwater Monitoring Report: Sampling Event #5	SCS Engineers	9/1/1993
53	Letter from EPA to Executive Officers re: The Department of Toxic Substances Control Lead Designation for California Military Base Cleanup.	Various	9/20/1993
	SCS Health and Safety Plan - UST Investigation (Revised)	SCS Engineers	12/28/1993
	Work Plan for Installation of Additional monitoring Wells 2/94	SCS Engineers	2/8/1994
	Draft: Soil Remediation and Groundwater Study Work Plan	Industrial Compliance	2/15/1994
	Site Specifications Health & safety Plan and Health & Safety Program for Remediation	Kleinfelder, Inc.	3/23/1994
94	First Quarter 1994 Ground Water Monitoring Report	Industrial Compliance	4/15/1994
	Closure Summary Report IV - B-1 at Grand - PWC Statins (Duplicate of BS 44)	Navy Public Works Center	7/1/1994
85	Closure Summary Report for Cleanup and Closure of Area B-1 at the Grand Avenue Overpass, Oakland Army Base	U.S. Army Corps of Engineers Sacramento District	7/1/1994
26	Federal Facility Site Remediation Agreement	Department of Toxic Substances Control	7/18/1994
93	RFB Building Demolition, Soil Excavation and Associated Activities - SPTC	Industrial Compliance	8/24/1994
90	Revised Soil Remediation and Ground Water Study Workplan	Industrial Compliance	9/13/1994
	Site Investigation - Berths 8 and 9, October 1994	ERM West	10/4/1994
	Subsurface Investigative Report - UST Site TK18-7/94	SCS Engineers	10/27/1994
	Utility Technical Study of All Utilities 1/95 - Volume I	Bechtel National, Inc.	1/1/1995
53	Regulatory Agency Incoming Correspondence Addressed to Oakland Army Base	Various	1/3/1995
53	Letter from DTSC to OBRA re: Department of Toxic Substances Control Lead Agency Designation.	Various	1/3/1995
	Demolish Liquified Petroleum Tanks - Facility 829 (Design)	U.S. Army Corps of Engineers	2/15/1995
98	Third Quarter 1994 Ground Water Monitoring Report	U.S. Army Corps of Engineers	3/1/1995
	Site Characterization Report, Site 807	Kleinfelder, Inc.	3/21/1995
95	Fourth Quarter 1994 Ground Water Monitoring Report	U.S. Army Corps of Engineers	3/31/1995
	Closure Report UST Removal/Replacement	Remedial Constructors, Inc.	4/10/1995
	Quarterly Letter Report - UST Site TK18 - 3/95	SCS Engineers	5/3/1995
54	Backfill Investigation Report - OARB 6/9/95	SCS Engineers	6/9/1995

96	First Quarter 1995 Ground Water Monitoring Report	U.S. Army Corps of Engineers	6/16/1995
	Groundwater Monitoring Report - Sampling Event #6 - 8/94	SCS Engineers	6/21/1995
99	Second Quarter 1994 Ground Water Monitoring Report	U.S. Army Corps of Engineers	7/15/1995
	Quarterly Letter Report - UST TK6 - 8/95	SCS Engineers	8/1/1995
53	Letter from DTSC to OBRA re: Basewide Preliminary Assessment/ Site Investigation at the Oakland Army Base, Oakland, California	Various	8/3/1995
	Quarterly Letter Report - UST Site TK18 - 6/95	SCS Engineers	8/17/1995
97	Second Quarter 1995 Ground Water Monitoring Report	U.S. Army Corps of Engineers	8/17/1995
	Final Air Emission Inventory Report	Earth Tech	8/25/1995
	Base Realignment and Closure Manual For Compliance With The National Environmental Policy Act	U.S. Army	9/1/1998
	Letter from DTSC to OBRA re: Department of Toxic Substances Control's Comment to Scope of Work, Environmental Baseline Survey and Preliminary Assessment/ Site Investigation for the Oakland Army Base.	Various	10/19/1995
53	Quarterly Letter Report - UST TK18 - 9/95	SCS Engineers	10/23/1995
	Indefinite Contamination for Remediation and Disposal of UST and PCB Transformers Section C - Chemical Acquisition Plan (10/26/95 Draft)	Remedial Constructors, Inc.	10/26/1995
	Monitoring Well completion Report for Select UST Sites at OARB - 6/94 (Final)	SCS Engineers	10/31/1995
	Site characterization Work Plan Underground - UST TK6 (Final)	SCS Engineers	11/10/1995
53	Letter from DTSC to OBRA re: Draft Basewide Preliminary Assessment/Site Investigation Workplan Scope of Work, Oakland Army Base	Various	11/29/1995
	Lead Management Plan	Navy Public Works Center	12/1/1995
	Installation Natural Resources Management Plan, Oakland Army base, Oakland, California	SCS Engineers	7/1/1996
	Asbestos Operations and Management Plan - 1996	Foster Wheeler Environmental Corporation	1/1/1996
	USAACE - Site Specifications Health and Safety Plan - Preliminary Site Characteristics	Kleinfelder, Inc.	1/10/1996
	Final Pollution Prevention Plan for Oakland Army Base	Radian Corporation	1/30/1996
101	Fourth Quarter 1995 Ground Water Monitoring Report	U.S. Army Corps of Engineers	2/21/1996
	Asbestos Survey - 1996	U.S. Army Corps of Engineers	5/1/1996
	Base Realignment and Closure (BRAC) Cleanup Plan, Oakland Army Base, Oakland California (Version 1)	Foster Wheeler Environmental Corporation	7/1/1996
53	Letter from EPA to OBRA re: Oakland Army Base BRAC Cleanup Plan	Various	7/8/1996
	Groundwater Monitoring Report - Sampling Event #7 - 12/94 to 3/95	SCS Engineers	7/14/1996

53	Letter from DTSC to OBRA re: Oakland Army Base BRAC Cleanup Plan	Various	7/22/1996
53	Letter from DTSC to OBRA re: Basewide Environmental Baseline Survey	Various	8/8/1996
53	Letter from EPA to OBRA re: Building 807 Work Plan for Remedial Investigation	Various	8/9/1996
53	Letter from DTSC to OBRA re: Draft Work plan for Remedial Investigation, Building 807	Various	8/19/1996
53	Letter from EPA to OBRA re: Oakland Army Base BRAC Cleanup Plan	Various	8/29/1996
	Draft Site Characterization Report, Underground Storage Tank Sites TK 6 and TK18, Oakland Army Base, Oakland, California	SCS Engineers	9/18/1996
	Final Work Plan for Additional Field Investigation (Bldg. 807) 9/96	Kleinfelder, Inc.	9/23/1996
76	Basewide Environmental Baseline Survey for Oakland Army Base, Oakland, California (Final)	Foster Wheeler Environmental Corporation	9/24/1996
	Army and Air Force Exchange Services Work Plan - 10/96	CDM Federal Programs Corporation	10/1/1996
	Project Work Plan - UST Removal (Final)	Remedial Constructors, Inc.	10/17/1996
	Appendix B&C - Field Investigations - Volume II - Basewide	Kleinfelder, Inc.	10/30/1996
	Sampling and Analysis Plan - Investigation of UST Sites With	SCS Engineers	11/20/1996
	Restoration Advisory Board Information 1996	BRAC Environmental Coordinator	12/1/1996
24	Draft Phase II Site Assessment Report, Oakland Army Base, Oakland California 12/1996	CDM Federal Programs Corporation	12/1/1996
53	Letter from DTSC to OBRA re: Draft Workplan for Basewide Preliminary Assessment/Site Investigation	Various	12/20/1996
	Site Characterization Report - UST Sites TK6 & TK18	SCS Engineers	12/31/1996
	Final Basewide Quality Assurance Project Plan & Waste Management Plan	Kleinfelder, Inc.	1/1/1996
	Sanitary Sewer Survey CCTV	Subtronic Corporation	1/1/1997
	Oakland Army Base, T.V. and Clean manhole Inspections	Radian International	1/1/1997
	Final Basewide Site Safety and Health Plan for Field Investigation	Kleinfelder, Inc.	1/14/1997
	Lab Results (DACW05-94-D-0020) 1/97 (Pit Samples Tank)	EMAX Laboratories, Inc.	1/16/1997
	Final Work Plan for Hydrogeologic Study - 4/97	Kleinfelder, Inc.	4/4/1997
	Underground Storage Tank Closure Reports for Tank sites TK1, TK2, TK3, TK14, TK16, TK17, TK18 & TKN, Oakland Army Base, Oakland, California	SCS Engineers	4/11/1997
	Final Basewide Preliminary Assessment/Site Inspection	Kleinfelder, Inc.	4/30/1997
	Final Work Plan for Basewide Preliminary Assessment/Site Inspection	Kleinfelder, Inc.	4/30/1997
	Draft Inventory, Natural Gas Distribution System, Electric Distribution System, Potable Water System, Wastewater System, Storm Water System, Oakland Army Base, California	C.H. Guernsey & Company	5/1/1997

53	Letter from DTSC to OBRA re: DTSC Review of the Revised Draft Workplan Addenda-Group A Basewide PA/SI, Oakland Army Base.	Various	5/8/1997
	Technical Report - Investigation of Underground Storage Tank Sites with Unknown Status, Oakland Army Base, Oakland, California	SCS Engineers	5/9/1997
53	Letter from DTSC to OBRA re: DTSC Review of the Revised Draft Workplan Addenda-Groups A, B and C Basewide PA/SI, Oakland Army Base.	Various	5/30/1997
	Draft Final Storm Sewer Survey Report	Radian International	6/3/1997
53	Letter from EPA to OBRA re: US EPA Review of Draft Report Additional Field Investigation Building 807	Various	6/13/1997
53	Letter from DTSC to OBRA re: DTSC Review of the Additional Field Investigation, Building 807	Various	6/25/1997
	Final Storm Sewer Survey Report, Oakland Army Base	Radian International	6/30/1997
	Sanitary Sewer Survey Manhole Inspection, Oakland Army Base, California	Subtronic Corporation	7/1/1997
	Final Closure Report USTs Removal, Tanks 8A, 14A, 19, and 21	U.S. Army Corps of Engineers	7/1/1997
	Closure Report (Final) UST Removal, OARB - 7/3/97	Remedial Constructors, Inc.	7/3/1997
53	Letter from DTSC to OBRA re: Final Closure Report, Underground Storage Tank Removal (waste oil)	Various	8/7/1997
53	Letter from DTSC to OBRA re: DTSC Review of the Draft Outline for the Basewide PA/SI Report	Various	8/22/1997
	Final Report (Volume I) Additional Field Investigation - Building 807	Kleinfelder, Inc.	8/25/1997
	Final Report (Volume II) Additional Field Investigation - Building 807	Kleinfelder, Inc.	8/25/1997
	Sanitary Sewer Survey Report, Final	U.S. Army Corps of Engineers	9/1/1997
53	Letter from Department of Transportation to US Army Corps of Engineers re: The existing eastern span (of the San Francisco-Oakland Bay Bridge) will be retrofitted on an interim basis until the "New Bridge" will ultimately replace the eastern span.	Various	9/17/1997
53	Letter from DTSC to OBRA re: Review and Comment on the Annotated Outlines for Operable Unit 2 RI/FS Workplan, Operable Unit 7 Additional Site Investigation Workplan, and Risk Assessment Tech Memo	Various	9/19/1997
	Environmental Master Plan for Oakland Army Base, Oakland, California	ICF Kaiser Engineers, Inc.	9/23/1997
9	Environmental Assessment for Interim Leasing and Finding of No Significant Impact.	U.S. Army Corps of Engineers Sacramento District	10/1/1997
23	Lead-Based Paint and Asbestos - 10/1/997 (Survey)	U.S. Army Corps of Engineers Sacramento District	10/1/1997
53	Letter from EPA to OBRA re: Work Plan for OU2 Investigation	Various	10/29/1997
	OU4 Hot Spot Screening Level Investigation Report - Sampling and Analysis Plan	ICF Kaiser Engineers, Inc.	10/30/1997

	Basewide Safety & Health Plan	ICF Kaiser Engineers, Inc.	11/3/1997
53	Letter from EPA to OBRA re: Oakland Army Base Basewide QAPP (Quality Assurance Project Plan)	Various	11/14/1997
53	Letter from EPA to OBRA re: Response to Comments for OU2 Work Plan Restoration :Advisory Board Information 1997	Various	11/24/1997
	OU-4 Hot Spot Screening Level Investigation Report	ICF Kaiser Engineers, Inc.	12/3/1997
	OU2 Remedial Investigation Work Plan and Sampling and Analysis Plan	ICF Kaiser Engineers, Inc.	12/10/1997
53	Letter from EPA to OBRA re: EPA Review of Draft PA/SI	Various	12/22/1997
53	Letter from DTSC to OBRA re: Draft Basewide Preliminary Assessment Site Inspection (PA/SI)	Various	12/24/1997
	Lead-Based Paint, Asbestos Survey, Oakland Army Base, Oakland, California - (1997, 1998 Surveys)	U.S. Army Corps of Engineers	1/1/1998
	Chemical Reference Handbook for Oakland Army Base, California	Radian International, LLC	1/1/1998
	Finding of Suitability to Lease (FOSL), BRAC Parcels 11, 12, and 25 and Buildings 726 and 729 for Oakland Army Base, Oakland, California (Draft)	Foster Wheeler Environmental Corporation	2/1/1998
	Oakland Harbor Navigation Improvement (-50 Foot) Project Draft Environmental Impact Statement/Environmental Impact Report, Executive Summary	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume I	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume II, Draft Environmental Impact Statement	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume III, Draft Feasibility Study	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume IV, Environmental Impact report Appendices	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume V, Environmental Impact Appendices N through V and Appendix X: Response to Comments	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume VI, Appendix W1 Comments From Agencies and Org.	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume VII, Appendix W2 Comments From Businesses and Individuals on Draft EIS/R/FS	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
	Oakland Harbor Navigation Improvement Project Draft Feasibility Study Volume VIII, Executive Summary	U.S. Army Corps of Engineers/Port of Oakland	2/1/1998
53	Letter from Sierra Club to OBRA re: Comments on Oakland Army Base Draft PA/SI	Various	2/1/1998

	Restoration Board Summary -Basewide Preliminary Assessment/Site Investigation (PA/SI), Oakland Army Base, Oakland, California	Kleinfelder, Inc.	2/1/1998
53	Memorandum from Phillip Ramsey to Mark Filippini, Hydrogeologist re: Review of Draft Basewide Hydrogeologic Study	Various	2/3/1998
53	Letter from EPA to OBRA re: US EPA Review of Oakland Army Base Parcel-Specific FOSL	Various	2/5/1998
53	Letter from DTSC to OBRA re: Oakland Army Base, Oakland California: Risk Assessment Technical Memoranda	Various	2/5/1998
53	Letter from DTSC to OBRA re: Oakland Army Base, Oakland California: Draft Fast-Track Finding of Suitability to Lease (FOSL) For BRAC Parcels 11 and 12, and Buildings 726 and 796.	Various	2/11/1998
53	Letter from US EPA to OBRA re: Oakland Army Base Basewide Sampling and Analysis Plan	Various	2/12/1998
53	Letter from EPA to OBRA re: Draft Basewide Hydrogeologic Study, Oakland Army Base (OARB), January 21, 1998.	Various	2/18/1998
16.1	Final Report Basewide Preliminary Assessment/Site Inspection (PA/SI) Volume I: Preliminary Assessment	Kleinfelder, Inc.	2/24/1998
16.2	Final Report Basewide Preliminary Assessment/Site Inspection (PA/SI) Volume II: Site Inspection	Kleinfelder, Inc.	2/24/1998
16.3	Final Report Basewide Preliminary Assessment/Site Inspection (PA/SI) Volume III: SI Appendices A through E	Kleinfelder, Inc.	2/24/1998
	Final Report Basewide Preliminary Assessment/Site Inspection (PA/SI) Volume IV: Appendix F	Kleinfelder, Inc.	2/24/1998
	Final Report Basewide Preliminary Assessment/Site Inspection (PA/SI) Volume V: Appendix F (cont.)	Kleinfelder, Inc.	2/24/1998
	Final Report Basewide Preliminary Assessment/Site Inspection (PA/SI) Volume VI: Appendix F (cont.) and G	Kleinfelder, Inc.	2/24/1998
53	Letter from EPA to OBRA re: Draft Basewide Hydrogeologic Study, Oakland Army Base	Various	2/24/1998
53	Letter from OBRA to BRAC Environmental Coordinator re: OBRA/City Comments on Draft Finding of Suitability to Lease	Various	3/13/1998
53	Letter from DTSC to OBRA re: Basewide Sampling and Analysis Plan	Various	3/27/1998
53	Memorandum from DTSC to Office of Military Facilities re: Oakland Army Base, Oakland California: Risk Assessment Technical Memoranda 4b - Supplemental Review	Various	4/8/1998

53	Letter from RWQCB to OBRA re: Draft Underground Storage Tank (UST) Closure Investigation and Feasibility Study Work Plan, and Technical Memorandum, March 12, 1998; and Draft Technical Memorandum, Data Quality Objectives (DQO) Process USTs, February 23, 1998, Oakland Army Base	Various	4/13/1998
129	Report of Oil-Water Separator and Septic Tank Removal, Operable Unit 2	ICF Kaiser Engineers, Inc.	5/1/1998
	Work Plan for Underground Storage Tank (UST) Closure Investigation and Feasibility Study, Oakland Army Base, Oakland, California	ICF Kaiser Engineers, Inc.	5/7/1998
53	Letter from RWQCB to OBRA re: Final Underground Storage Tank Closure Investigation and Feasibility Study Work Plan, Oakland Army Base, May 6, 1998	Various	6/2/1998
	Work Plan, Sampling and Analysis Plan, Contractor Quality Control Plan, OU-2 Remedial Investigation	ICF Kaiser Engineers, Inc.	6/19/1998
	Report of Oil/Water Separator 6, 7, 8, and 9 Removal, Operable Unit 1, Oakland Army Base, Oakland, California	ICF Kaiser Engineers, Inc.	6/26/1998
	Basewide Sampling and Analysis Plan	ICF Kaiser Engineers, Inc.	6/26/1998
53	Letter from DTSC to OBRA re: Final Basewide Preliminary Assessment/Site Inspection (PA/SI) Report	Various	6/30/1998
53	Letter from DTSC to OBRA re: Draft Minutes from the May 27, 1998 Meeting of the Oakland Army Base Restoration Advisory Board (RAB)	Various	7/7/1998
	Oakland Army Base Fast-Track FOSL	KEA Environmental	7/22/1998
89	Appendix A USTs 6, O, and P Case Closure Letter	Oakland Base Reuse Authority	9/1/1998
	Environmental Impact Statement for the Disposal and Reuse of the Oakland Army Base, Oakland, California	Foster Wheeler Environmental Corporation	10/1/1998
	Remedial Investigation, Work Plan, Sampling and Analysis Plan, Contractor Quality Control Plan, Health and Safety Plan Addendum, Operable Unit 1	ICF Kaiser Engineers, Inc.	10/9/1998
	Risk Assessment Work Plan, Revision 0	ICF Kaiser Engineers, Inc.	11/9/1998
	Finding of Suitability to Lease (FOSL) (Version 1.0), Oakland Army Base, BRAC Parcels 1 to 10, 12 to 24, and 26	KEA Environmental	12/1/1998
	Restoration Advisory Board Information, 1998	Various	12/1/1998
	Basewide Quarterly Groundwater Monitoring Reports, July-Sep. 1998, Oct.-Dec. 1998	ICF Kaiser Engineers, Inc.	12/1/1/1998
43.1	Final Report Basewide Hydrogeologic Study Volume I	Kleinfelder, Inc.	12/18/1998
43.2	Final Report Basewide Hydrogeologic Study Volume II: Appendices A through J	Kleinfelder, Inc.	12/18/1998
43.3	Final Report Basewide Hydrogeologic Study Volume II: Appendix K	Kleinfelder, Inc.	12/18/1998
53	Letter from EPA to OBRA regarding Draft Report, Groundwater Beneficial Use Determination (Appendix K), Basewide Hydrogeologic Study, October 27, 1998	Various	12/9/1998

8	Base Realignment and Closure (BRAC) Cleanup Plan, Oakland Army Base, Oakland California (Version 2)	Foster Wheeler Environmental Corporation	1/1/1999
53	Letter from State Water Resources Control Board to Walt Pettit re: Soil and Groundwater Testing for MTBE	Various	1/15/1999
	Biological Assessment for Aquatic Species for the Disposal and Reuse of Oakland Army Base, Oakland, California	Foster Wheeler Environmental Corporation	2/1/1999
130	Tier 2 Risk-Based Corrective Action Site-Specific Target Levels for TPH as Gasoline, Diesel, and Motor Oil at Petroleum Fuel Tank Sites	ICF Kaiser Engineers, Inc.	2/1/1999
106	Port of Oakland, Geotechnical & Hydrogeologic Investigations, Figures & Boring Logs.	Subsurface Consultants, Inc.	2/12/1999
	RAB Information (RAB Formation)	Various	2/21/1999
47	Closure Investigation Report for Underground Storage Tanks 10, B and C, D, F, K, L, M, Q and Above-Ground Storage Tanks in Brac Parcels 4 and 5 Revision C.	ICF Kaiser Engineers, Inc.	3/15/1999
53	Letter from EPA to OBRA re: U.S. EPA Review of OARB OU2 draft RI Report.	Various	4/1/1999
31	Risk Assessment Work Plan, Revision 1	ICF Kaiser Engineers, Inc.	4/13/1999
	Radiological Survey Report, Oakland Army Base, Buildings 161 & 806	SSPORTS Environmental Detachment	4/30/1999
	Environmental Impact Statement for the Disposal and Reuse of the Oakland Army Base, Oakland, California	Foster Wheeler Environmental Corporation	6/1/1999
27	Remedial Action Plan Offshore Sediments Operable Unit, Fleet and Industrial Supply Center	Port of Oakland	6/2/1999
	Biological Assessment for National Fisheries Service	Foster Wheeler Environmental Corporation	9/1/1999
	Biological Assessment for Fish and Wildlife Service	Foster Wheeler Environmental Corporation	9/1/1999
	Basewide Groundwater Monitoring Report Jan-Dec 1999	ICF Kaiser Engineers, Inc.	9/17/1999
35	Pipeline Investigation Report, for the Storm Drain and Sanitary Sewer Pipeline Systems, Oakland Army Base	ICF Kaiser Engineers, Inc.	9/29/1999
10	Sacramento TERC II, Transmittal of Final Remedial Investigation Report for Operable Unit 2.	IT Corporation	10/15/1999
	Final Remedial Investigation Report for OU2 Remedial Investigation, Oakland Army Base, Oakland, California, Volume I, October 1999	IT Corporation	10/15/1999
	Final Remedial Investigation Report for OU2 Remedial Investigation, Oakland Army Base, Oakland, California, Appendix A, USTs 6, O, and P Case Closure Letter, Volume II, October 1999	IT Corporation	10/15/1999

	Final Remedial Investigation Report for OU2 Remedial Investigation, Oakland Army Base, Oakland, California, Appendix H, Human health risk Assessment Report (HHRA), Volume III, October 1999	IT Corporation	10/15/1999
53	Letter from EPA to OBRA re: U.S. EPA Review of Oakland Army Base Draft Data Quality Objective Summary Tables and Maps, Operable Unit 4 Remedial Investigation	Various	10/26/1999
53	Letter from EPA to OBRA re: U.S. EPA Review of Oakland Army Base Draft Feasibility Study Technical Approach Memorandum, dated September 30, 1999.	Various	11/2/1999
	1999 Restoration Advisory Board (RAB) Information	Various	12/1/1999
25	Annual Asbestos Survey	U.S. Army Corps of Engineers Sacramento District	12/10/1999
	Sampling and Analysis Plan for OU1 Remedial Investigation, Rev. 1, 12/99	IT Corporation	12/15/1999
	Sampling and Analysis Plan for OU1 Remedial Investigation (Rev. 1)	IT Corporation	12/15/1999
	Draft Final Pipeline Investigation Report: Storm Drain and Sanitary Sewer Pipeline Systems for the Oakland Army Base, Rev. C, 12/99	IT Corporation	12/27/1999
	Oakland Army Base wharf 6, 6 1/2, and 7 Condition Study	Moffett & Nichol Engineers	1/1/2000
	Oakland Army Base Community Relations Plan, 1/00	Foster Wheeler Environmental Corporation	1/1/2000
	Sampling and Analysis Plan for UST Closure Investigation	IT Corporation	1/27/2000
	Draft Final, Remedial Investigation Work Plan, Sampling and Analysis Plan, Contractor Quality control Plan, Safety and Health Plan Addendum, OU4	U.S. Army Corps of Engineers	2/1/2000
39	Corrective Action Plan for Petroleum Tank Sites	U.S. Army Corps of Engineers Sacramento District	2/25/2000
	Remedial Investigation Report For OU1, Volume I of III	U.S. Army Corps of Engineers Sacramento District	3/1/2000
3	Remedial Investigation Report For OU1, Volume II of III, Appendices A-G	U.S. Army Corps of Engineers Sacramento District	3/1/2000
	Remedial Investigation Report For OU1, Volume III of III	U.S. Army Corps of Engineers Sacramento District	3/1/2000
53	Letter from DTSC to OBRA re: Draft Final Remedial Investigation Report for Operable Unit 1, Revision D, Oakland Army Base	Various	3/6/2000
53	Letter from DTSC to Office of Military Facilities re: Oakland Army Base, Operable Unit 1-Draft Final Remedial Investigation Report for OU1 Remedial Investigation, Revision D, Dated December 23, 1999.	Various	3/6/2000
29	Corrective Action Plan for Petroleum Tank Sites, Revision C	U.S. Army Corps of Engineers Sacramento District	3/14/2000

30	Draft Final Technical Memorandum for Evaluation of Beneficial Uses of Groundwater, Revision C	U.S. Army Corps of Engineers Sacramento District	3/20/2000
53	Letter from EPA to OBRA re: Review of Oakland Army Base Draft Final Remedial Action Workplan for OU2 Soil, February 2000	Various	3/29/2000
107	Remedial Investigation Report for OU1 Remedial Investigation, Oakland Army Base, Vol I	IT Corporation	3/31/2000
107	Remedial Investigation Report for OU1 Remedial Investigation, Oakland Army Base, Vol II	IT Corporation	3/31/2000
107	Remedial Investigation Report for OU1 Remedial Investigation, Oakland Army Base, Vol III	IT Corporation	3/31/2000
53	Letter from EPA to OBRA re: EPA Review of Oakland Army Base Revision O, Historical Document Review, March 20, 2000.	Various	4/19/2000
53	Letter from EPA to OBRA re: EPA Review of Oakland Army Base Revision C, Addendum 1 Remedial Investigation for OU1 and OU3, March 15, 2000.	Various	4/19/2000
53	Letter from EPA to OBRA re: EPA Review of Oakland Army Base Technical Memorandum for Evaluation of Beneficial Uses of Groundwater, March 2000	Various	4/19/2000
53	Letter from EPA to OBRA re: EPA Review of Oakland Army Base Revision C, Workplan for Remedial Investigation OU4, February 29, 2000	Various	4/19/2000
	Corrective Action Implementation Report for Tank D1: Addendum 2 to the Removal Report for Petroleum Tanks	IT Corporation	4/20/2000
53	Letter from DTSC to Office of Military Facilities re: Oakland Army Base, Operable Unit 4 Remedial Investigation Work Plan Site	Various	4/27/2000
	Removal Action Work Plan, OU2 Soil, Revision 0	IT Corporation	5/1/2000
59	Corrective Action Plan, SAP, CQC, Petroleum Tank Sites	SCS Engineers	5/11/2000
53	Letter from DTSC to OBRA re: Remedial Investigation Work Plan, Operable Unit 4, Revision C, Oakland Army Base	Various	5/2/2000
53	Letter from DTSC to OBRA regarding Technical Memorandum for Evaluation of Beneficial Uses of Groundwater, Revision C	Various	5/10/2000
53	Letter from DTSC to OBRA re: Addendum 1 Remedial Investigation Reports for Operable Units 1 and 3, Revision C, Oakland Army Base	Various	5/24/2000
	Corrective Action Plan for Petroleum Tank Sites: final (Rev 0)	IT Corporation	5/25/2000
	Final Memorandum For Evaluation of Beneficial Uses of Shallow Groundwater	U.S. Army Corps of Engineers	6/1/2000
	Remedial Investigation Work Plan, Sampling and Analysis Plan, Contractor Quality Control Plan, Safety and Health Plan Addendum, OU4, June 2000	IT Corporation	6/9/2000

53	Letter from EPA re: Review of Oakland Army Base Revision C Remedial Action Workplan for OU2 Soil, dated May 19, 2000	Various	6/13/2000
	Technical Memorandum on Beneficial Uses of Groundwater, 3/3/2000	IT Corporation	6/22/2000
	Remedial Investigation Report for OU1 and OU3, 6/2000	IT Corporation	6/23/2000
38	Final Addendum I Remedial Investigation Report for OU1 and OU3	IT Corporation	6/23/2000
68	Trench Logs OU-4	Harding Lawson Associates	6/29/2000
	Draft Final Remedial Investigation Report For OU1, Volume I of II	IT Corporation	7/1/2000
	Draft Final Remedial Investigation Report For OU1, Volume II of II	IT Corporation	7/1/2000
	Draft Final Remedial Investigation Report For OU4, Volume I of III	U.S. Army Corps of Engineers Sacramento District	7/1/2001
4	Draft Final Remedial Investigation Report For OU4, Volume III of III	U.S. Army Corps of Engineers Sacramento District	7/1/2000
5	Addendum 2, Remedial Investigation Report For OU1, Volume II of II	U.S. Army Corps of Engineers Sacramento District	7/1/2000
65	Draft Final Addendum 2 Remedial Investigation Report for OU1, Volume I of II	U.S. Army Corps of Engineers Sacramento District	7/7/2000
79	Corrective Action Plan for Petroleum Tank Sites Addendum 1	U.S. Army Corps of Engineers Sacramento District	7/7/2000
53	Letter from EPA to OBRA regarding EPA Review of Oakland Army Base Revision O, Technical Memorandum for Evaluation of Beneficial Uses of Groundwater, June 22, 2000	Various	7/13/2000
53	Letter from EPA to OBRA re: EPA Review of Oakland Army Base Revision O, Addendum 1 Remedial Investigation for OU1 and OU3, June 23, 2000.	Various	7/13/2000
53	Letter from EPA to OBRA re: EPA Review of Oakland Army Base Revision O, Workplan for Remedial Investigation OU4, June 9, 2000.	Various	7/13/2000
	Quality Control Summary Report for the Additional Remedial Investigation of OU1, OU3, AST and UST sites	IT Corporation	8/2/2000
53	Letter from Dept. of the Army to OBRA regarding Biological Assessment for USFWS, Disposal and Reuse of Oakland Army Base, Alameda, California	Various	8/3/2000
17	Draft Final Feasibility Study for OU2, OU3 and OU7, Revision C	U.S. Army Corps of Engineers Sacramento District	8/17/2000
53	Letter from EPA to OBRA regarding EPA Review of Oakland Army Base Revision C, Feasibility Study, Operable Units 2,3 and 7, August 16, 2000.	Various	9/18/2000
53	Letter from EPA to OBRA regarding EPA Review of Oakland Army Base Revision C, Human Health Risk Assessment Report for OU1, July 7, 2000.	Various	9/18/2000

	Remedial Action Plan, Onshore Operable unit Fleet and Industrial Supply Center	DTSC	10/1/2000
53	Letter from Dept. of the Interior Fish and Wildlife Service to OBRA regarding Concurrence of Not Likely to Adversely Affect, Disposal and Reuse of Oakland Army Base, Alameda, California	Various	10/1/2000
53	Letter from EPA to OBRA regarding Review of Oakland Army Base Revision 1 Remedial Action Workplan for OU2 Soil, September 2000	Various	10/24/2000
45.1	Closure Investigation Report Underground Storage Tanks 10, B and C, D, F, K, L, M, Q, and Above-Ground Storage Tanks in BRAC Parcels 4 and 5 Vol. I of II	IT Corporation	11/17/2000
45.2	Closure Investigation Report Underground Storage Tanks 10, B and C, D, F, K, L, M, Q, and Above-Ground Storage Tanks in BRAC Parcels 4 and 5 Vol. II of II	IT Corporation	11/17/2000
	Addendum 2, Remedial Investigation Report for Operable Unit 1 11/2000 Volume I	IT Corporation	11/20/2000
	Addendum 2, Remedial Investigation Report for Operable Unit 1 11/2000 Volume II	IT Corporation	11/20/2000
11	Final Report, Oakland Army Base Utility Study Environmental Review	Earth Tech	12/1/2000
12	Final Report, Oakland Army Base Utility Study Utilities Systems Review	Earth Tech	12/1/2000
	Oakland Army Base Remedial Program managers (RPM) Meeting Minutes	Various	1/1/2001
53	Letter form DTSC to OBRA regarding Development of Soil Cleanup Levels for both Human Health and Ecological Protection, OU2 Wetland	Various	1/10/2001
36	Draft Feasibility Study for Operable Unit 1, Oakland Army Base, Oakland, California (Revision B)	IT Corporation	1/26/2001
32	Final Removal Report for Petroleum Tanks, Volume I, January 2001	IT Corporation	1/30/2001
	Final Removal Report for Petroleum Tanks, Volume II, January 2001	IT Corporation	1/30/2001
	Building 1 Sludge Sampling Site Safety and Health Plan	Harding Lawson Associates	2/1/2001
	Removal Action Work Plan, OU2 Soil, Revision 2	IT Corporation	2/1/2001
63	Final Remedial Investigation Report Howard Terminal, Volume 1 of 4	Baseline Environmental Consulting	3/1/2001
	Monitoring Well Closure Plan (Rev. 1)	IT Corporation	3/13/2001
22	Draft Final Addendum 2 Remedial Investigation Report	U.S. Army Corps of Engineers Sacramento District	3/13/2001
53	Letter from EPA to OBRA regarding Review of Oakland Army Base Revision 2 Remedial Action Workplan for OU 2 Soil, February 22, 2001.	Various	3/19/2001
33	Corrective Action Implementation Report for Petroleum Tank Sites, Addendum 1 to the Removal Report for Petroleum Tanks	IT Corporation	3/23/2001
19	Final Remedial Investigation Report, Operable Unit No. 1	U.S. Army Corps of Engineers Sacramento District	3/31/2001
13	Final Report, Oakland Army Base Utility Study Geotechnical Review	Earth Tech	4/1/2001

6	Annual Basewide Groundwater Monitoring Report - Year 2000	U.S. Army Corps of Engineers Sacramento District	4/1/2001
	Closure Investigation Report for Tanks 4 v& 5, Addendum 1 of Closure Investigation Report for UST and AST at Oakland Army Base	IT Corporation	4/4/2001
14	Amended Draft Final Reuse Plan for the Oakland Army Base (OARB)	Oakland Base Reuse Authority	4/9/2001
	Principles of Environmental Restoration and Their Application To Streamlining Initiatives, Oakland Army Base Scoping Workshop	U.S. Army Environmental Center	4/23/2001
21	Final Removal Action Work Plan for OU2 Soil	IT Corporation	4/23/2001
61	Draft Corrective Action Implementation Report for Tank D1, Addendum 2 to the Removal Report for Petroleum Tanks	U.S. Army Corps of Engineers Sacramento District	4/26/2001
53	Letter from RWQCB to OBRA regarding Comments on Final Corrective Action Implementation Report for Petroleum Tank Sites, Addendum 1 to the Removal Report for Petroleum Tanks, Oakland Army Base, issued by IT Corporation on March 23, 2001.	Various	5/14/2001
53	Letter from RWQCB to OBRA regarding Concurrence on "Monitoring Well Closure Work Plan, Oakland Army Base, Oakland" Revision I, issued by IT Corporation on March 13, 2001.	Various	5/16/2001
	Environmental Impact Statement for the Disposal and Reuse of the Oakland Army Base, Oakland, California	Foster Wheeler Environmental Corporation	6/1/2001
	Draft Environmental Baseline Survey For Transfer For Oakland Army Base, Oakland, California	IT Corporation	6/14/2001
53	Letter from IT Corporation to Army Corps of Engineers regarding Sacramento TERC II-Responses to RWQCB Comments on Final Corrective Action Implementation Report for Petroleum Tank Sites, Addendum 1 to the Removal Report for Petroleum Tanks at Oakland Army Base.	Various	6/14/2001
15	Information from Roger Caswell regarding Background on Building 1 Oily Residue and Army Investigation Plans	Roger Caswell, P.E. OARB BEC	6/25/2001
53	Letter from DTSC to OBRA regarding Technical Memorandum, Building 840 Investigation, Oakland Army Base	Various	6/25/2001
	Draft Annual Basewide Groundwater Monitoring Report - Year 2000	IT Corporation	6/29/2001
	Annual Basewide Groundwater Monitoring Report - Year 2000	IT Corporation	6/29/2001
	Final Corrective Action Implementation Report for Tank D1, Addendum 2 To The Report For Petroleum Tanks	U.S. Army Corps of Engineers	7/1/2001
2	Remedial Investigation Report For OU4, Volume I of III	U.S. Army Corps of Engineers Sacramento District	7/1/2001

88	Coordinated Environmental Cost Study for Fitzsimons Redevelopment Authority, City of Aurora	Matrix Design Group	7/5/2001
	Operable Unit 2 Soil Removal Work Plan, Sampling and Analysis Plan, Contractor Quality Control Plan	IT Corporation	7/11/2001
	Corrective Action Implementation Report for Tank D1	IT Corporation	7/16/2001
69	Draft Negative Declaration	Department of Toxic Substances Control	7/17/2001
18	Environmental Baseline Survey for Transfer	U.S. Army Corps of Engineers Sacramento District	8/3/2001
	Removal Action Work Plan, OU2 Soil, Revision 1	IT Corporation	9/1/2001
53	Letter from DTSC to OBRA regarding Reuse of Building 1, Oakland Army Base PCB Equipment List and Laboratory Analyses Results	Various	9/14/2001
	Engineering Investigation Of Building One, Oakland Army Base, Oakland, California - Seismic Vulnerability and Retrofit	Earth Tech	10/1/2001
	Economic Development Conveyance Application, Oakland Army Base (OARB)(no oversize figure)	Earth Tech, Inc.	10/1/2001
28	Economic Development Conveyance of the Oakland Army Base, Economic Development Conveyance Application(Includes oversize figure)	Oakland Base Reuse Authority	10/1/2001
52	Soil Residual Contamination Review UST/AST Sites OU-1	Oakland Base Reuse Authority	10/11/2001
46.1	Soil Residual Contamination Review UST/AST Sites OU-2 OU-3 OU-4 OU-5	Innovative Technical Solutions, Inc.	10/11/2001
46.2	Draft Corrective Action Implementation Report for Building 99 Pipeline, Addendum 3 to the Removal Report for Petroleum Tanks	Innovative Technical Solutions, Inc.	10/11/2001
48	Validation of Cost Estimating Approach Oakland Army Base	U.S. Army Corps of Engineers	11/1/2001
66	Draft Cost to Complete Remediation Estimate for Issues and Sites on the Oakland Army Base	Erfel & Kalinowski, Inc.	11/30/2001
	Environmental Impact Statement for the Disposal and Reuse of the Oakland Army Base, Oakland, California	Foster Wheeler Environmental Corporation	11/30/2001
123	Draft Removal Action Workplan for the Charles P. Howard Terminal, Oakland, California	Baseline Environmental Consulting	12/21/2001
75	Final Catch Basin Cleaning Report	U.S. Army Corps of Engineers Sacramento District	1/14/2002
73	Sacramento TERC II, Transmittal of Sierra Testing Laboratories Report, dated 10 Nov 1998	IT Corporation	2/7/2002
50	Corrective Action Implementation Report for Building 99 Pipeline, Addendum 3 to the Removal Report for Petroleum Tanks	IT Corporation	2/12/2002

41	Sacramento TERC II, Contract Task Order No. 01, Transmittal of Petroleum Engineering Report Dated 1990	IT Corporation	2/22/2002
127	Sacramento TERC II, Draft Closure Report for Operable Unit 2 Wetland Soil Removal.	IT Corporation	2/22/2002
49	Draft Closure Report Operable Unit 2 Wetland Soil Removal	IT Corporation	2/22/2002
67	Tarry Residue Sample Analytical Data, Former ORP/Building 1 Area	Erler & Kalinowski, Inc.	3/1/2002
51	Sacramento TERC II, Draft Building 1 Site Supplemental Investigation Report (Tech Info Only)	IT Corporation	3/14/2002
110	Draft Building 1 Site Supplemental Investigation Report (Tech Info Only)	IT Corporation	3/14/2002
58	Monitoring Well Installation and Groundwater Monitoring Report	U.S. Army Corps of Engineers Sacramento District	3/14/2002
	Draft Environmental Impact Report (Volumes 1, 2, & 3)	G. Borchard & Associates	4/1/2002
	Oakland Army Base Area Redevelopment Plan (Volumes 1, 2, and 3)	G. Borchard & Associates	4/1/2002
64	Missed Information Report, Volume II of II	Baseline Environmental Consulting	4/3/2002
81	Missed Information Report, Oakland Army Base	Baseline Environmental Consulting	4/3/2002
56	Preliminary Draft Remedial Action Plan Oakland Army Base	Erler & Kalinowski, Inc.	4/15/2002
57	Preliminary Draft Risk Management Plan Oakland Army Base	Erler & Kalinowski, Inc.	4/15/2002
	Pile Inspection Report, Pile Inspection of wharfs 7 & 6 1/2 At the Port of Oakland	Underwater Resources, Inc.	5/16/2002
82	Independent Government Cost Estimate (IGCE) (Confidential Information)	SMI, Inc.	5/31/2002
108	Draft OBRA Phase II Investigation Data Report, Oakland Army Base	Erler & Kalinowski, Inc.	6/6/2002
	OBRA Phase II Investigation Data Report, Oakland Army Base, Oakland, California	Erler & Kalinowski, Inc.	6/12/2002
62	Draft Final Building I Site Supplemental Investigation Report	U.S. Army Corps of Engineers Sacramento District	6/20/2002
80	Sacramento TERC II, Draft Phase II Supplemental Investigation Report	IT Corporation	6/24/2002
115	Draft Remedial Action Plan Oakland Army Base	Erler & Kalinowski, Inc.	7/19/2002
116	Draft Risk Management Plan Oakland Army Base (Appendix E to Draft RAP)	Erler & Kalinowski, Inc.	7/19/2002
	Gateway to the East Bay: Final Reuse Plan For The Oakland Army Base	Oakland Base Reuse Authority	7/31/2002
	Mitigation Monitoring and Reporting Program for the Oakland Army Base Reuse Plan	G. Borchard & Associates	7/31/2002
84	Transmittal of the closure Letter and Site Summaries for Department of Defense (DoD) Underground Storage Tanks at Oakland Army Base, Oakland, CA	Regional Water Quality Control Board	8/9/2002
	Final Remedial Action Plan Oakland Army Base	Erler & Kalinowski, Inc.	9/27/2002
	Final Risk Management Plan Oakland Army Base (Appendix E to Final RAP)	Erler & Kalinowski, Inc.	9/27/2002
	Final Environmental Baseline Survey for Transfer For Oakland Army Base, Oakland, California	MWH Americas, Inc.	12/31/2002

	Draft Finding of Suitability for Early Transfer for Oakland Army Base	Department of the Army	2/20/2003
	Finding of Suitability for Early Transfer for Oakland Army Base, Oakland, California	Department of the Army	4/1/2003
	Treatability Test Field Activities Report Former ORP/Building 1 Area Oakland Army Base Oakland, California	Erler & Kalinowski, Inc.	7/22/2003
	Memorandum of Agreement For Oakland Army Base, Volume I, Exhibits A Through M		8/7/2003
	Memorandum of Agreement For Oakland Army Base, Volume II, Exhibit L		8/7/2003
	Memorandum of Agreement For Oakland Army Base, Volume III, Exhibits N Through V and All Schedules		8/7/2003
	Pre-design Investigation Memorandum Former ORP/Building 1 Area Oakland, California	Ninyo & Moore	1/20/2004
	Contract Documents for Former ORP/Building 1 Area Remediation Project Former Oakland Army Base / Economic Development Conveyance Area Oakland, CA	Erler & Kalinowski, Inc.	5/14/2004
	Final Groundwater Monitoring Plan Addendum No. 1, Former Oakland Army Base - EDC Area, Oakland, California	Erler & Kalinowski, Inc.	8/27/2004
	Field Documents for Oakland Gateway Development Area, Oakland, California	Environmental Sampling Services	11/4/2004
	Closure Summary Report For Eleven Underground Fuel Storage Tank Sites Former Oakland Army Base, Oakland, California	Kleinfelder, Inc.	2/28/2005
	Site Control Plan, Former Oakland Army Base - EDC Area, Oakland, California	Erler & Kalinowski, Inc.	3/1/2005
	Final Site-Wide Quality Assurance Program Plan Former Oakland Army Base - EDC Area Oakland, California	Veridian Environmental, Inc.	4/8/2005
	Revised Tables and Figures For The Oakland Army Base Feasibility Study	Matrix Environmental Services, L.L.C.	5/12/2005
	Soil Treatment Process Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California (Draft)	Northgate Environmental Management, Inc.	7/11/2005
	DRAFT Dust and Odor Control Plan, Building 1	Northgate Environmental Management, Inc.	7/20/2005
	Decontamination Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California (Draft)	Northgate Environmental Management, Inc.	7/21/2005
	Traffic Control and Transportation Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California (Draft)	Northgate Environmental Management, Inc.	7/22/2005
	Environmental Site Health & Safety Plan Former ORP/Building 1 Area Remediation Project Oakland, California	Geomatrix Consultants, Inc.	8/1/2005
	Task-Specific Health and Safety Plan Utility Demolition Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	8/1/2005
	Site-Specific Health and Safety Plan, Building 1 Area (draft)	Northgate Environmental Management, Inc.	8/3/2005

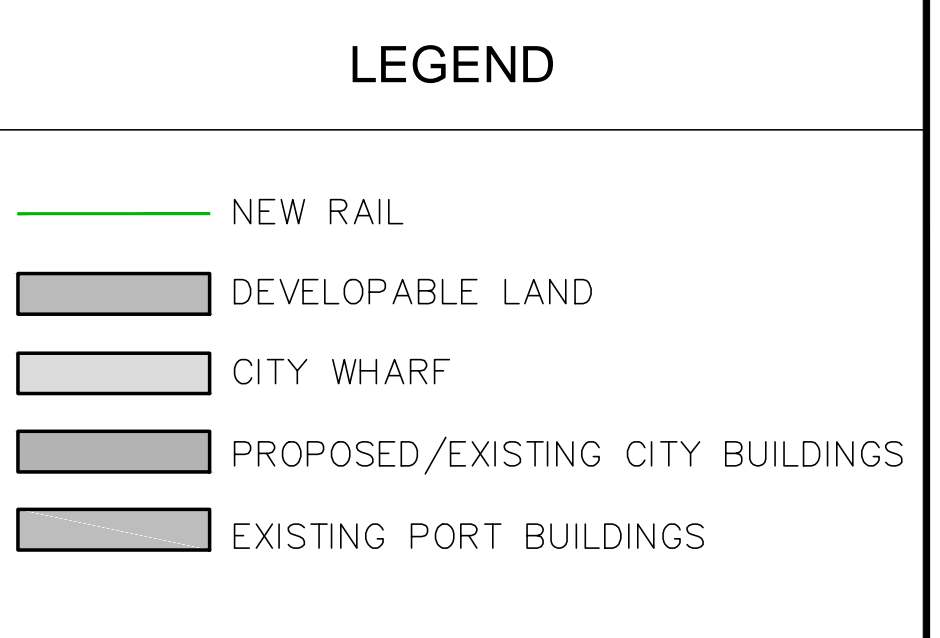
Dust and Odor Control Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California (Draft)	Northgate Environmental Management, Inc.	8/5/2005
DRAFT Traffic Control and Transportation Plan, Former ORP/Building 1 Area, Former Oakland Army Base - EDC Area, Oakland, California	Northgate Environmental Management, Inc.	8/5/2005
Pre-Design Groundwater Monitoring Report Second Quarterly Event Spring 2005 VOCs in Groundwater Near Building 99 Former Oakland Army Base Oakland California	Fugro West, Inc.	8/8/2005
DRAFT Soil Treatment Process Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	8/16/2005
Task-Specific Health and Safety Plan Utility Demolition Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	8/22/2005
Perimeter Air Monitoring Plan, Building 1 Area (Draft) 8/23/05	Northgate Environmental Management, Inc.	8/23/2005
Perimeter Air Monitoring Plan, Building 1 Area (Draft) 8/30/05	Northgate Environmental Management, Inc.	8/30/2005
Site-Specific Health and Safety Plan, Building 1 Area (draft)	Northgate Environmental Management, Inc.	8/31/2005
Task-Specific Health and Safety Plan Utility Demolition Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	9/1/2005
DRAFT Soil Treatment Process Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	9/1/2005
Dust and Odor Control Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	9/8/2005
Perimeter Air Monitoring Plan, Building 1 Area (Draft) 9/16/05	Northgate Environmental Management, Inc.	9/16/2005
Traffic Control and Transportation Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	9/16/2005
DRAFT Storm Water Pollution Prevention Plan, Building 1	Northgate Environmental Management, Inc.	9/16/2005
Pre-Design Investigation Memorandum Building 807 Area and Building 808/823 Area Former Oakland Army Base, Oakland, California	Northgate Environmental Management, Inc.	9/19/2005
Results of Pre-Design Investigation Building 99 Soil RAP Site Former Oakland Army Base Economic Development Conveyance Area Oakland California	Fugro West, Inc.	9/26/2005
Decontamination Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	10/28/2005

Storm Water Pollution Prevention Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	10/31/2005
Soil Treatment Process Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	11/4/2005
Site-Specific Health and Safety Plan Former ORP/Building 1 Area Former Oakland Army Base - EDC Area Oakland, California	Northgate Environmental Management, Inc.	11/7/2005
Stockpile Management Plan	Northgate Environmental Management, Inc.	11/28/2005
Remedial Design and Implementation Plan Former ORP/Building 1 Area Oakland Army Base - EDC Area Oakland, California	Erler & Kalinowski, Inc.	1/9/2006
Oakland Base Reuse Authority, Building 1 Area Remediation, PSEC #605119, Hazardous Waste Manifests for Non RCRA Treated Soil Profile EC8767	Pacific States Environmental Contractors, Inc.	12/31/2006
Oakland Base Reuse Authority, Building 1 Area Remediation, PSEC #605119, Air Monitoring Reports (5/26/06 - 8/25/06)	Pacific States Environmental Contractors, Inc.	12/31/2006
Oakland Base Reuse Authority, Building 1 Area Remediation, PSEC #605119, Documentation of Completion of Work (Book 1 of 4)	Pacific States Environmental Contractors, Inc.	12/31/2006
Oakland Base Reuse Authority, Building 1 Area Remediation, PSEC #605119, Documentation of Completion of Work (Book 2 of 4)	Pacific States Environmental Contractors, Inc.	12/31/2006
Oakland Base Reuse Authority, Building 1 Area Remediation, PSEC #605119, Documentation of Completion of Work (Book 3 of 4)	Pacific States Environmental Contractors, Inc.	12/31/2006
Oakland Base Reuse Authority, Building 1 Area Remediation, PSEC #605119, Documentation of Completion of Work (Book 4 of 4)	Pacific States Environmental Contractors, Inc.	12/31/2006
Summary Groundwater Monitoring Report, VOCs in Groundwater Near Building 808/823, Former Oakland Army Base, Economic Development Conveyance Area	Northgate Environmental Management, Inc.	4/2/2007
Request for Closure - RMP Locations in North Gateway Area, Former Oakland Army Base - EDC Area, Oakland, California	Erler & Kalinowski, Inc.	4/10/2007
Limited Soil Investigation Report, OBRA/EBMUD Pipeline Alignment, Oakland, California	Fugro West, Inc.	5/3/2007
Draft Completion Report for VOCs in Groundwater at Buildings 808 and 823, Former Oakland Army Base - EDC Area, Oakland, California	Erler & Kalinowski, Inc.	8/17/2007
Remediation Completion Report, Former ORP/Building 1 Remediation, Oakland Army Base - EDC Area, Oakland, California	Geomatrix	8/22/2007
Opinion of Estimated Cost for Remaining Environmental Remediation at the Former Oakland Army Base - EDC Area, Oakland, California	Erler & Kalinowski, Inc.	3/27/2008
Building 99 Debris Area Investigation Report, Former Oakland Army Base, Oakland, California	Northgate Environmental Management, Inc.	7/14/2008

Revised Operations and Maintenance Plan Former ORP/Building 1 Area Remediation Project, Former Oakland Army Base, Economic Development Conveyance Area	AMEC Geomatrix	9/4/2008
Request for Completion - RMP Locations 3 through 6 in West Gateway Area, Former Oakland Army Base – EDC Area, Oakland, California	Erter & Kalinowski, Inc.	9/17/2008
Well Installation and First Quarterly Groundwater Monitoring Report for the Former ORP/Building 1 Area Remediation Project, Former Oakland Army Base – EDC Area, Oakland, California	AMEC Geomatrix	11/11/2008
Revised Remediation Completion Report, Former ORP/Building 1 Area Remediation, Former Oakland Army Base – EDC Area, Oakland, California	AMEC Geomatrix	2/13/2009
Completion Report for VOCs in Groundwater at Buildings 808 and 823, Former Oakland Army Base – EDC Area, Oakland, California	Erter & Kalinowski, Inc.	4/24/2009
Annual Groundwater Monitoring Report, Former ORP/Building 1 Area Remediation Project, Former Oakland Army Base – EDC Area, Oakland, California	AMEC Geomatrix	7/24/2009
Request for Completion - RMP Locations 11, 75, 86, 93, 105, 106, 107, 108, and 109 in Central Gateway Area, Former Oakland Army Base – EDC Area, Oakland, California	Erter & Kalinowski, Inc.	10/15/2009
Draft First Five-Year Review for the GDA and Subaru Lot, Former Oakland Army Base, Oakland, California	Erter & Kalinowski, Inc.	6/10/2010
Request for Completion - RMP Locations 23, 24, 25, 87, 88, 113, 114, and 123 in the East Gateway Area, Former Oakland Army Base – EDC Area, Oakland, California	Erter & Kalinowski, Inc.	6/29/2010
Well Destruction Report, Former ORP/Building 1 Remediation Project, Former Oakland Army Base – EDC Area, Oakland, California	AMEC Geomatrix	6/30/2010
Request for Completion - RMP Location 96 in the West Gateway Area, Former Oakland Army Base – EDC Area, Oakland, California	Erter & Kalinowski, Inc.	1/14/2011
Revised Request for Completion - RMP Locations 7, 22, and 29, Former Oakland Army Base – EDC Area, Oakland, California	MACTEC Engineering and Consulting	2/25/2011
Revised Building 99 Debris Area Investigation Report, Former Oakland Army Base, Oakland, California	Northgate Environmental Management, Inc.	3/15/2011
Request for Completion - RMP Locations 8, 10, 19/107, and 97 in Central Gateway Area	Montclair Environmental Management Inc.	5/25/2011
Revised Draft First Five-Year Review for the GDA and Subaru Lot, Former Oakland Army Base, Oakland, California	Erter & Kalinowski, Inc.	9/29/2011
Request for Completion - RMP Locations 15, 91, and 98, Former Oakland Army Base – EDC Area, Oakland, California	AMEC	12/5/2011

	Updated Master Plan Level Geotechnical Investigation Report, Oakland Army Base, Maritime Street and Highway 880, Oakland, California	Berlogar Stevens & Associated	3/7/2012
	Request for Completion - RMP Locations 1 and 2 in the West Gateway Area, Former Oakland Army Base, Oakland, California	Montclair Environmental Management Inc.	5/1/2012

ATTACHMENT D



ATTACHMENT E



KEYSER MARSTON ASSOCIATES

ADVISORS IN PUBLIC/PRIVATE REAL ESTATE DEVELOPMENT

MEMORANDUM

ADVISORS IN:
REAL ESTATE
REDEVELOPMENT
AFFORDABLE HOUSING
ECONOMIC DEVELOPMENT

SAN FRANCISCO
A. JERRY KLYSER
TIMOTHY C. KELLY
KATI EARLE FUNK
DEBBIE M. KERN
REED T. KAWAHARA
DAVID DOFZEMA

LOS ANGELES
KATHLEEN H. HEND
JAMIE A. RABE
GRIGORY D. SOO-HOO
KEVIN E. ENGSTROM
JULIE L. ROMLY

SAN DIEGO
GERALD M. TRIMBLE
PAUL C. MARJA

To: Pat Cashman
City of Oakland

From: Keyser Marston Associates, Inc.

Date: December 7, 2012

Subject: Property Tax and Economic Impacts - Oakland Army Base

In accordance with your request, Keyser Marston Associates, Inc. (KMA) has evaluated the annual property tax revenues and economic impacts to be generated by the Army Base Gateway Redevelopment Project set forth in the Lease Disposition and Development Agreement (LDDA), effective December 4, 2012 for the Oakland Global Trade and Industry Center project ("Oakland Global" or "Project"), which includes the City Gateway area and Port railyard. The purpose of the analysis is to provide information to the Oversight Board of the Successor Agency to the Oakland Redevelopment Agency regarding the tax revenues and economic benefits that will be generated by the Project.

I. Approach and Key Assumptions

Development Scenarios – KMA has analyzed the property tax and economic benefits that would be generated upon the build-out of a range of development scenarios. Scenario 1 represents the City development program provided by the LDDA, which includes the Gateway development area and the Port Railyard. Scenario 2 represents an expansion to be implemented by the Port, which is enabled by Scenario 1 and could only occur if Scenario 1 infrastructure improvements are developed first. Scenario 3 represents the status quo, or a "no project" alternative.

Scenario 1 – Completion of the Project (the City Gateway and the Port Railyard) in accordance with the LDDA;

Scenario 2 – Completion of the entire Oakland Global program, including the Port's Logistic area and the Seventh Street grade separation improvements. As noted

To: Pat Cashman December 7, 2012
Subject: Property Tax and Economic Impacts – Oakland Army Base Page 2

above, the completion of Scenario 1 infrastructure improvements is a necessary precondition for the feasibility of Scenario 2. Although the City does not control the Port's development under this Scenario, it is part of the California Transportation Commission (CTC) grant supporting Scenario 1 and is considered in order to provide a full picture of the taxable income potential for the Project.

Scenario 3 – A third scenario is maintaining the status quo on the LDDA development area with no project moving forward. This scenario assumes retention of existing tenants which are predominately storage and trucking related and generate a nominal amount of property taxes.

Table 1 provides additional details regarding new development under Scenarios 1 and 2.

While a performance schedule has been established for the commencement of the various components of infrastructure improvements, a schedule for the completion of specific vertical improvements has not yet been established other than the requirement that all vertical improvements are to be complete by no later than June 30, 2020, consistent with the CTC grant requirements. The schedule will be driven by market conditions. Given this consideration, the full amount of property tax revenues and permanent job-creation will not be fully realized until after the project is fully completed, which may not occur until 2020. It is anticipated that some development will be complete by 2015, and will gradually come on-line through this five-year period, which will provide a corresponding gradual increase in property tax revenues to the taxing agencies and permanent jobs to the region.

Distribution of Property Taxes – For purposes of this analysis, it has been assumed that property tax revenues resulting from the 1% base property tax levy are distributed to affected taxing agencies in accordance with the "normal" process for allocation of property tax and not subject to the flow of funds that applies for dissolved redevelopment agencies. It is assumed that property tax funds will not be deposited into the Redevelopment Property Tax Trust Fund, will be outside the purview of the Successor Agency/redevelopment dissolution process, and are not encumbered by any debt of the former Redevelopment Agency. We recommend that the Alameda County Auditor Controller be consulted to verify this assumption. Alternatively, if property taxes are deposited into the Redevelopment Property Tax Trust Fund of the former Redevelopment Agency, the taxing agencies would instead receive a combination of pass-through payments and a proportionate share of unencumbered "residual" funds.

Assessed Value of Oakland Global – For purposes of this analysis, the assessed property values have conservatively been estimated, consisting of the sum of direct

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vertical construction costs and an estimated land value. The land value estimate is after planned horizontal improvements are in place; therefore, horizontal improvement costs (remediation, demolition, utilities, and backbone infrastructure) are not additive to the estimated assessed value. The Railyard itself may be assessed if, for example, it is leased to a private sector railroad. However, railroads are assessed by the State Board of Equalization with all of the assets of the railroad bundled together. The State generally assesses railroads using an income approach applied on a State-wide level. As a result, it is unclear whether any increase in local property tax revenue would be generated from the Railyard, so none has been assumed in the analysis.

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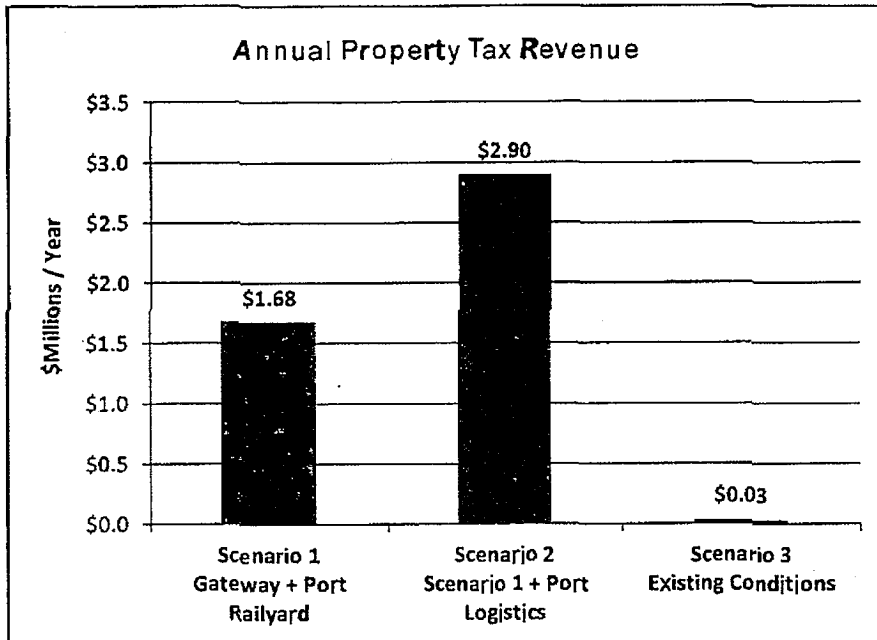
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II. Preliminary Findings and Conclusions

A. Annual Property Tax Revenues to Taxing Agencies

Upon completion and reflection on the tax rolls, Scenario 1 (Gateway and Port Railyard) is estimated to annually generate approximately \$1.7 million of local property taxes. With the addition of the Port Logistics development, Scenario 2 is estimated to generate approximately 70% more annual property tax revenue, totaling \$2.9 million per year. Currently the City Oakland Global LDDA development site on the former Oakland Army Base generates only a nominal amount of property tax (approximately \$0.03 million per year).



As illustrated below and on Table 2, the taxing agencies that receive the largest portion of property taxes are: 1) the City of Oakland (28%); 2) the Oakland Unified School District (19%), 3) Alameda County (16%) and 4) AC Transit (5%). Under the full build-out program (Scenario 2), annual property taxes to these taxing agencies are estimated as follows:

- City of Oakland: \$815,000
- Oakland Unified: \$541,000
- Alameda County: \$464,000
- AC Transit: \$134,000

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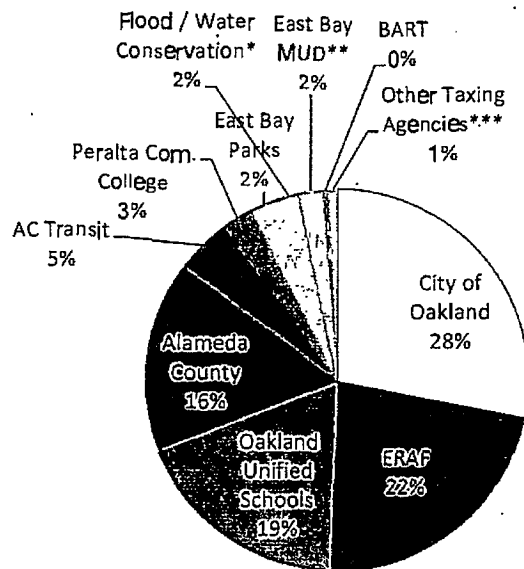
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The estimated distribution of property taxes by taxing agency for each scenario is summarized in the table pie chart below (percentage shares constant in all scenarios).

Annual Projected Property Tax Revenue by Taxing Agency

	Scenario 1 Gateway + Port Railyard	Scenario 2 Scenario 1 + Port Logistics	Scenario 3 Existing Conditions
City of Oakland	\$ 471,200	\$ 814,600	\$ 9,100
Oakland Unified Schools	\$ 312,800	\$ 540,800	\$ 6,000
Alameda County	\$ 268,200	\$ 463,700	\$ 5,200
AC Transit	\$ 77,600	\$ 134,100	\$ 1,500
Peralta Com. College	\$ 44,200	\$ 76,400	\$ 900
East Bay Parks	\$ 40,500	\$ 70,100	\$ 800
Flood & Water Conserv.*	\$ 31,100	\$ 53,800	\$ 600
East Bay MUD**	\$ 33,000	\$ 57,100	\$ 700
BART	\$ 9,000	\$ 15,600	\$ 200
Other Taxing Agencies***	\$ 13,200	\$ 22,900	\$ 200
ERAF	\$ 374,500	\$ 647,500	\$ 7,200
Total	\$ 1,675,300	\$ 2,896,600	\$ 32,400



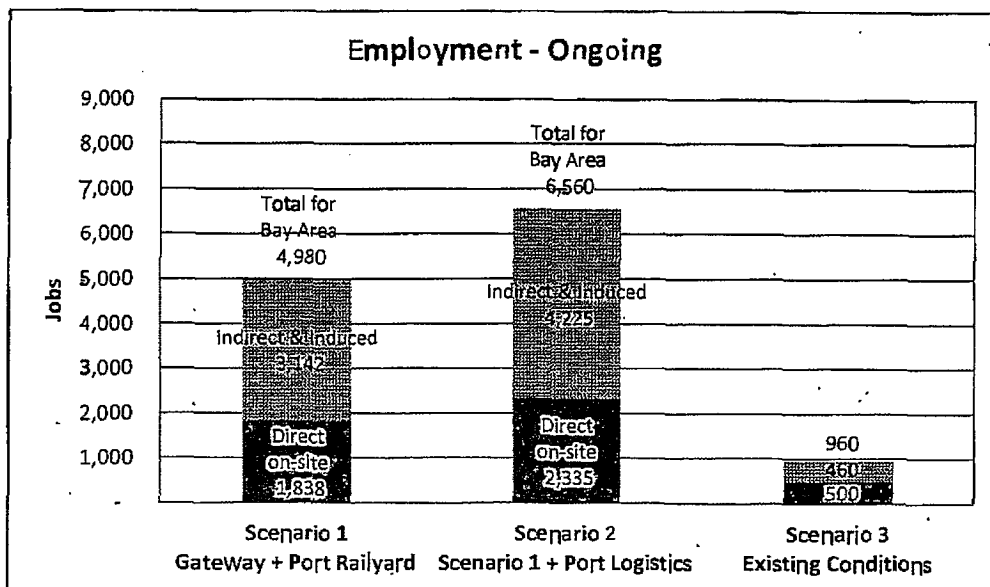
* Includes Flood Control Zone 12.

** Includes Special District #1

*** Includes BAAQMD, County Superintendent of Schools, Mosquito Abatement, and Oakland Zoo.

B. Ongoing Jobs to be Created by Oakland Global

As indicated in the Master Plan, the TIGER grant application, and other pertinent documents, Oakland Global will be a key job-generator for Oakland. Once completed and fully operational, Oakland Global is estimated to generate between 1,840 (Scenario 1) and 2,335 (Scenario 2) full-time permanent on-site jobs. These jobs will be held by residents of Oakland and other communities in the Bay Area. The on-site operations will indirectly support an additional 3,140 to 4,225 full-time equivalent jobs throughout the region resulting in a total employment impact for the region of between 4,980 and 6,560 jobs.



Employment created by Oakland Global (Scenarios 1 and 2) significantly exceeds the approximately 500 permanent jobs associated with existing uses¹ which are estimated to indirectly support an additional 460 jobs throughout the Bay Area for a total of 960 jobs (Scenario 3).

¹ Does not include temporary jobs associated with construction staging for the Bay Bridge replacement project.

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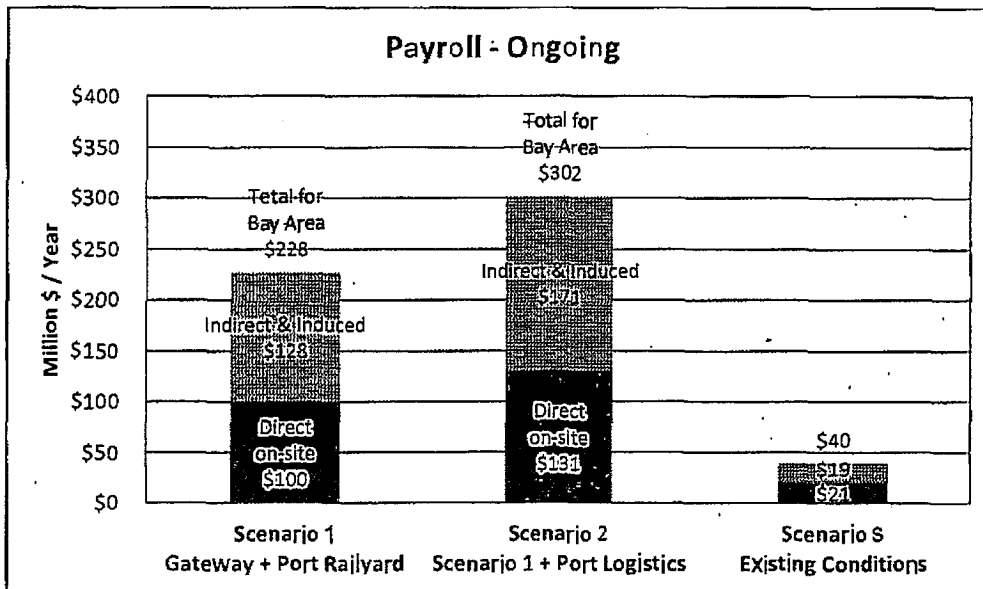
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C. Ongoing Employee Income to be Created by Oakland Global

Annual direct payroll from on-site jobs in Oakland will total approximately \$100 million to \$130 million. Including indirect and induced employment throughout the region, Oakland Global will generate a total of approximately \$230 million to \$300 million of employee income.



Estimated income created by Oakland Global (Scenarios 1 and 2) significantly exceeds the existing \$21 million in on-site employee income and \$40 million in income inclusive of indirect and induced employment throughout the region (Scenario 3).

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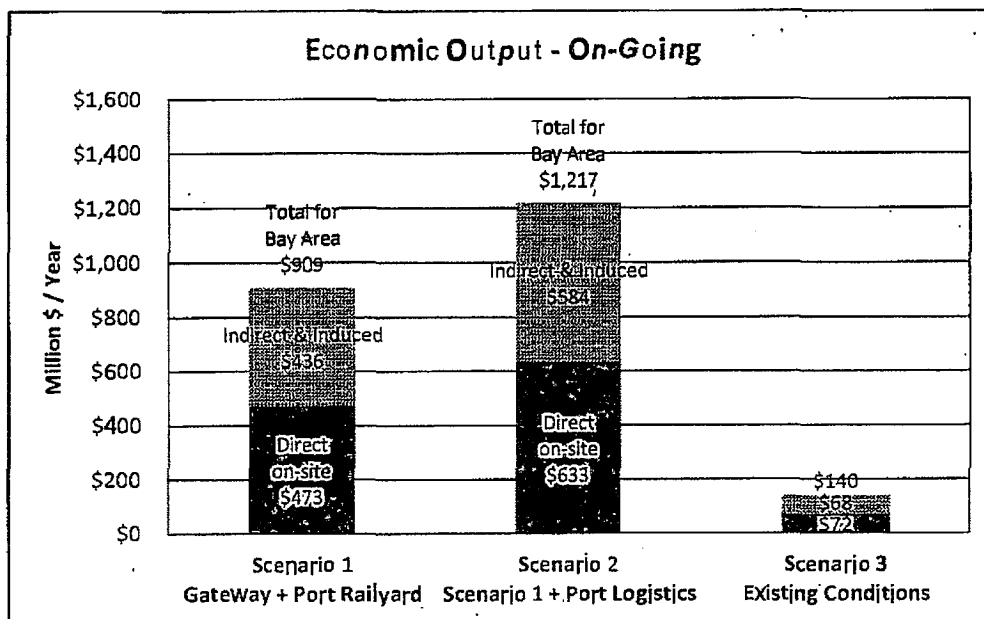
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D. Ongoing Output/Gross Receipts of Oakland Global Businesses

Based on regional statistics for rail transportation and warehouse industries, it is estimated that on-site Oakland Global businesses will directly generate from \$470 million to \$630 million in annual gross receipts. These gross receipts will stimulate economic output throughout the region. The total impact on regional output is estimated to range from \$900 million to \$1.2 billion per year.



Estimated gross receipts for Oakland Global businesses (Scenarios 1 and 2) significantly exceed the existing \$72 million in direct on-site gross receipts and \$140 million inclusive of indirect and induced economic activity throughout the region (Scenario 3).

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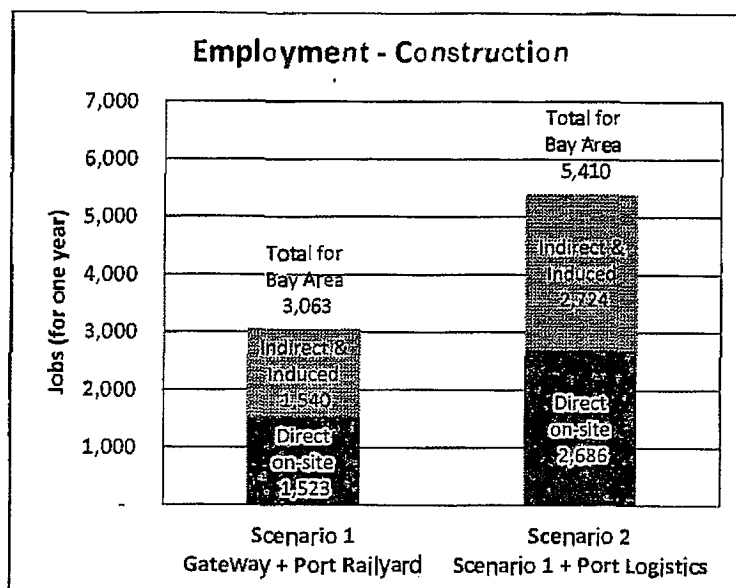
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E. Construction Jobs Created by Oakland Global

As detailed in the Master Plan, development costs for Scenario 1 are estimated to total \$560 million, which is estimated to support approximately 1,520 direct construction jobs on-site in the City of Oakland² for a full year. Development costs for Scenario 2 are estimated to reach \$1 billion, which is estimated to support approximately 2,690 direct on-site construction jobs in the City of Oakland for a full year.³ Through purchases of supplies from other businesses and the expenditures of construction employees, it is estimated that, regionally, the construction of Oakland Global will generate between 3,060 and 5,410 jobs for a full-year. While the construction impacts are not permanent, they will bring a significant boost to Oakland and the region.



No construction jobs are created under Scenario 3, which would retain existing uses and does not involve new construction.

² The majority of the estimated direct construction-related jobs would be on on-site in Oakland (90% or more). The remaining approximately 10% of jobs for construction related professional services may be located in Oakland and/or other cities throughout the Bay Area.

³ Ibid.

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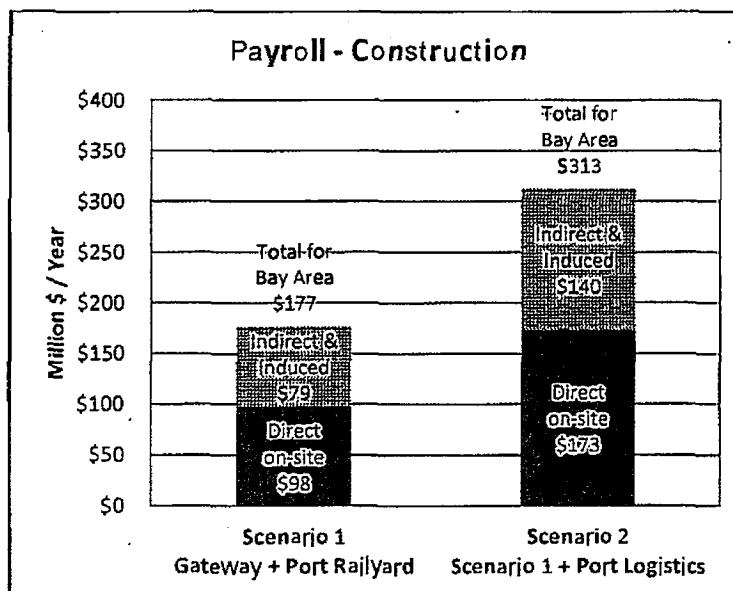
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F. Income Created by Construction of Oakland Global

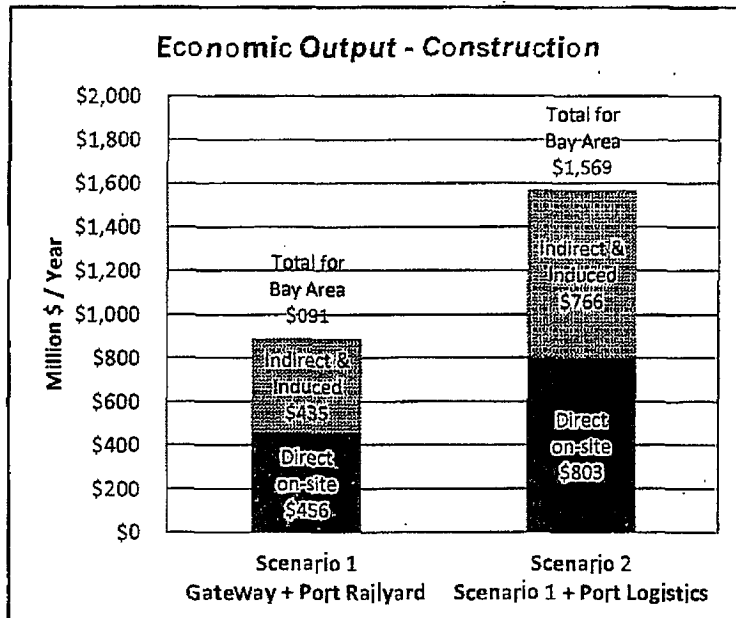
Direct employee payroll for the 1,520 to 2,690 on-site construction jobs in Oakland is estimated to range from \$98 million to \$173 million. The weighted average annual wage of construction and professional services workers who would be employed in developing Oakland Global currently approximates \$64,000. Including indirect and induced impacts throughout the region, the construction of Oakland Global is estimated to generate a total of \$177 million to \$313 million in employee payroll.



No construction-related payroll is generated under Scenario 3 which would retain existing uses and does not involve new construction.

G. Output/Gross Receipts Created by Construction of Oakland Global

Construction firms engaged in development of Oakland Global are estimated to support other businesses throughout the region through the purchases of construction materials and the expenditures of construction employees. Total regional output is estimated to range from \$890 million to \$1.6 billion.



No construction-related increase in gross receipts or economic output is generated under Scenario 3 which would retain existing uses and does not involve new construction.

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III. List of Tables

The calculations made to prepare the property tax and economic impact estimates summarized in this memorandum are presented in the following technical tables:

- Table 1: Summary of Proposed Vertical Development Scenarios
- Table 2: Distribution of Annual Property Tax Revenue by Taxing Agency
- Table 3: Summary of Ongoing and Construction Impacts
- Table 4: Economic Benefits from On-Going Operations
- Table 5: Economic Benefits from Construction
- Table 6: Assessed Property Value
- Table 7: Development Costs
- Table 8: Ongoing Full Time Employment from Operations

Table 1

Summary of Proposed Vertical Development Scenarios - Gateway, Port Railyard and Port Logistics Areas
 Property Tax and Economic Benefits Analysis
 Oakland Army Base

	Scenario 1	Scenario 2
	Gateway + Port Railyard	Scenario 1 + Port Logistics
Private Vertical Dvlpmnt Prgrm - GBA ¹		
City West Gateway - Option B		
R&D	0	0
Bulk Warehouse	146,460	146,460
City Central Gateway		
Transload Warehouse	500,203	500,203
Truck Services	36,846	36,846
City North Gateway		
Recycling Facility	407,160	407,160
Truck Services	827	827
City East Gateway		
Transload Warehouse	442,560	442,560
Total City Area	1,534,056	1,534,056
Port Area - GBA		
Port Railyard	included	included
Port Logistics Transload Warehouse	0	882,881
Total Port Area	0	882,881
Total Vertical Building Area - GBA	1,534,056	2,416,937
Distribution by Land Use		
R&D	0	0
Bulk Warehouse	146,460	146,460
Transload Warehouse	942,763	1,825,644
Truck Services	37,673	37,673
Recycling	407,160	407,160
Total Vertical GBA	1,534,056	2,416,937
Land Area		
City Area	5,579,024	5,579,024
Port Area	2,900,201	7,269,918
Total, SF	8,479,225	12,848,942
Total, Acres	195	295

¹ Source of building areas is the "Oakland Global Trade and Industry Center Master Plan."

Table 2

Distribution of Annual Property Tax Revenue by Taxing Agency - City Gateway and Port Logistics Properties
Property Tax and Economic Benefits Analysis
Oakland Army Base

City Gateway Property + Port Rail yard - Scenario 1									
		West Gateway	Central Gateway	North Gateway	East Gateway	Scenario 1 City Gateway + Port Rail yard	Port Logistics	Scenario 2 City Gateway + Port Logistics	Scenario 3 Existing Conditions
Assessed Value Est. (\$Millions) ¹		\$22.3	\$57.0	\$46.9	\$41.4	\$167.5	\$122.1	\$289.7	\$3.2
Base Annual Property Tax	1.00%	\$222,700	\$569,700	\$469,000	\$414,200	\$1,675,500	\$1,221,300	\$2,896,700	\$32,400
Distribution by Taxing Agency - TRA 17041									
City of Oakland	28.12%	\$62,600	\$160,200	\$131,900	\$116,500	\$471,200	\$343,400	\$814,600	\$9,100
ERAF	22.35%	\$49,800	\$127,300	\$104,800	\$92,600	\$374,500	\$273,000	\$647,500	\$7,200
Oakland Unified School District	18.67%	\$41,600	\$106,400	\$87,600	\$77,300	\$312,800	\$228,000	\$540,800	\$6,000
Alameda County	16.01%	\$35,700	\$91,200	\$75,100	\$66,300	\$268,200	\$195,500	\$463,700	\$5,200
AC Transit	4.63%	\$10,300	\$26,400	\$21,700	\$19,200	\$77,600	\$56,500	\$134,100	\$1,500
Peralta Community College District	2.64%	\$5,900	\$15,000	\$12,400	\$10,900	\$44,200	\$32,200	\$76,400	\$900
East Bay Parks	2.42%	\$5,400	\$13,800	\$11,300	\$10,000	\$40,500	\$29,600	\$70,100	\$800
Flood Control Zone 12	1.75%	\$3,900	\$10,000	\$8,200	\$7,200	\$29,300	\$21,400	\$50,700	\$600
County Flood Control and Water Conservation	0.11%	\$200	\$600	\$500	\$500	\$1,800	\$1,300	\$3,100	\$0
East Bay MUD	1.45%	\$3,200	\$8,300	\$6,800	\$6,000	\$24,300	\$17,700	\$42,000	\$500
EBMUD Special District #1	0.52%	\$1,200	\$3,000	\$2,400	\$2,200	\$8,700	\$6,400	\$15,100	\$200
BART	0.54%	\$1,200	\$3,100	\$2,500	\$2,200	\$9,000	\$6,600	\$15,600	\$200
Air Quality Management District	0.19%	\$400	\$1,100	\$900	\$800	\$3,200	\$2,300	\$5,500	\$100
County Institution Pupils	0.15%	\$300	\$900	\$700	\$600	\$2,500	\$1,800	\$4,300	\$0
County Superintendent Service	0.09%	\$200	\$500	\$400	\$400	\$1,500	\$1,100	\$2,600	\$0
County Superintendent Capital	0.07%	\$200	\$400	\$300	\$300	\$1,200	\$900	\$2,100	\$0
County Juvenile Hall Education	0.03%	\$100	\$200	\$100	\$100	\$500	\$400	\$900	\$0
Mosquito Abatement	0.08%	\$200	\$500	\$400	\$300	\$1,300	\$1,000	\$2,300	\$0
Oakland Zoo	0.18%	\$400	\$1,000	\$800	\$700	\$3,000	\$2,200	\$5,200	\$100
Total	100.00%	\$222,800	\$569,900	\$468,800	\$414,100	\$1,675,300	\$1,221,300	\$2,896,600	\$32,400

¹ Estimates are presented on Table 6. Existing conditions represents actual FY 12-13 AV per Alameda County Assessor.

Table 3
Summary of Impacts - Gateway, Port Railyards, and Port Logistics Areas
Property Tax and Economic Benefits Analysis
Oakland Army Base

	Scenario 1 Gateway + Port Railyard	Scenario 2 Scenario 1 + Port Logistics	Scenario 3 Existing Conditions
Local On-Going Annual Property Tax Revenues ¹	\$1,675,300	\$2,896,600	\$32,400
On-Going Economic Benefits / Operations ²			
Direct Impact - On-site Impacts			
Economic Output	\$473	\$633	\$72 Million/Yr
Payroll	\$100	\$131	\$21 Million/Yr
Employment	1,838	2,335	500 jobs
Direct, Indirect, Induced Impact - SF/Oak/Fremont MSA			
Economic Output	\$909	\$1,217	\$140 Million/Yr
Payroll	\$228	\$302	\$40 Million/Yr
Employment	4,980	6,560	960 jobs
Construction Economic Benefits ³			
Direct Impact - On-site Impacts			
Economic Output	\$456	\$803	N/A Million
Payroll	\$98	\$173	N/A Million
Employment ⁴	1,523	2,686	N/A jobs
Direct, Indirect, Induced Impact - SF/Oak/Fremont MSA			
Economic Output	\$891	\$1,569	N/A Million
Payroll	\$177	\$313	N/A Million
Employment ⁴	3,063	5,410	N/A jobs

¹ Estimates are presented on Table 6. Distribution among taxing agencies is presented on Table 2.

² Estimates are presented on Table 4.

³ Estimates are presented on Table 5.

⁴ Estimates are presented on Table 5. Employment impacts represent equivalent full-time jobs over a 1-year construction period.

Table 4
Summary of Economic Benefits from On-Going Operations - Gateway, Railyard, and Port Logistics
Property Tax and Economic Benefits Analysis
Oakland Army Base

Estimated Economic Impacts from On-Going Operations	Annual Direct Impact	Bay Area Multiplier ¹	Indirect & Induced Impact	Total Annual Impact
Economic Output / Gross Sales				
Scenario 1				
New	\$441,800,000 ³	1.9214 ¹	\$407,200,000	\$849,000,000
Retained Existing (Port Property) ⁴	<u>\$30,700,000</u>	1.9536 ¹	<u>\$29,100,000</u>	<u>\$59,700,000</u>
Total	\$472,500,000		\$436,300,000	\$908,700,000
Scenario 2	\$633,400,000 ³	1.9214 ¹	\$583,600,000	\$1,217,000,000
Scenario 3	\$71,900,000 ³	1.9536 ¹	\$68,100,000	\$140,000,000
Employment				
Scenario 1				
New	1,628 ²	2.8094 ¹	2,942	4,570
Retained Existing (Port Property) ⁴	<u>210</u>	1.9257 ¹	<u>200</u>	<u>410</u>
Total	1,838		3,142	4,980
Scenario 2	2,335 ²	2.8094 ¹	4,225	6,560
Scenario 3	500 ²	1.9257 ¹	460	960
Earnings / Payroll				
Scenario 1				
New	\$91,200,000 ³	2.3093 ¹	\$119,500,000	\$210,700,000 ¹
Retained Existing (Port Property) ⁴	<u>\$8,900,000</u>	1.8951 ¹	<u>\$8,000,000</u>	<u>\$16,900,000</u>
Total	\$100,100,000		\$127,500,000	\$227,600,000
Scenario 2	\$130,800,000 ³	2.3093 ¹	\$171,300,000	\$302,100,000 ¹
Scenario 3	\$20,900,000 ³	1.8951 ¹	\$18,800,000	\$39,700,000 ¹

Notes:

¹ Bureau of Economic Analysis RIMS II multipliers for the Bay Area (11-County Combined Statistical Area) applicable to rail transportation and warehousing/storage industries. Multiplier for existing uses are for warehousing/storage and truck transportation industries.

Output, indirect/induced employment, and total payroll figures have been estimated by applying the RIMS II multipliers to the direct job counts.

² Please see Table 8 for calculation of jobs.

³ Estimate derived using RIMS II multipliers based upon estimated direct employment.

⁴ Approximately 65% of existing jobs are located on the Port Parcels of which two thirds are assumed to be retained in Scenario 1 (Gateway + Port Railyard only).

Prepared by: Keyser Marston Associates, Inc.

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Table 5

Projection of Economic Benefits from Construction - Gateway and Port Railyard and Port Logistics Areas
 Property Tax and Economic Benefits Analysis
 Oakland Army Base

				Direct Construction Impact	MSA Multiplier ²	Indirect & Induced Impact	Total Impact
Estimated Construction Period Economic Impacts							
Scenario 1 (Gateway + Port Railyard)							
Economic Output (Costs)	millions			\$456 ¹		\$435	\$891
Construction Trades				\$422	1.9458	\$399	\$822
Professional Services				\$33	2.0625	\$36	\$69
Construction Payroll	millions			\$98		\$79	\$177
Construction Trades	20%	3		\$84	1.7996	\$68	\$152
Professional Services	40%	3		\$13	1.8547	\$11	\$25
Construction Employment - One-Year's Duration				1,523		1,540	3,063
Construction Trades	\$61,100 avg. wage	4		1,382	1.9617	1,329	2,712
Professional Services	\$95,000 avg. wage	4		141	2.4978	211	352
Scenario 2 (Scenario 1 + Port Logistics)							
Economic Output (Costs)	millions			\$803 ¹		\$766	\$1,569
Construction Trades				\$740	1.9458	\$700	\$1,440
Professional Services				\$63	2.0625	\$67	\$129
Construction Payroll	millions			\$173		\$140	\$313
Construction Trades	20%	3		\$148	1.7996	\$118	\$266
Professional Services	40%			\$25	1.8547	\$21	\$46
Construction Employment - One Year's Duration				2,686		2,724	5,410
Construction Trades	\$61,100 avg. wage	4		2,422	1.9617	2,329	4,751
Professional Services	\$95,000 avg. wage	4		264	2.4978	395	658

Notes:

¹ Reflects development cost estimates contained in the "Oakland Global Trade Industry Center Master Plan."

² Bureau of Economic Analysis RIMS II multipliers for the San Francisco/Oakland/Fremont MSA.

³ Based on the 2007 Economic Census. Ratio of net value of construction work and professional services to gross payroll for industrial building construction contractors and architectural and engineering services.

⁴ Per California Employment Development Department data on average pay for construction and professional service workers in Alameda County.

Sources: Bureau of Economic Analysis, Oakland Army Base, RIMS II multipliers.

Prepared by: Keyser Marston Associates, Inc.

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Table 6
Assessed Property Value - City Gateway and Port Logistics Properties
Property Tax and Economic Benefits Analysis
Oakland Army Base

City Gateway Property + Port Railyard - Scenario 1								
Est. Assessed Value ¹	West Gateway	Central Gateway	North Gateway	East Gateway	Scenario 1	Port Logistics	Scenario 2	Scenario 3
					Gateway + Port Railyard		Scenario 1 + Port Logistics	Existing Conditions
Base Bldg.	\$15,000,000	\$25,499,436	\$36,000,000	\$20,144,640	\$96,644,000	\$40,476,000	\$137,120,000	
Site Work	\$0	\$6,444,000	\$0	\$6,048,000	\$12,492,000	\$14,662,000	\$27,154,000	
Tenant Improvement Allowance	\$839,561	\$2,501,015	\$0	\$2,212,800	\$5,553,000	\$4,414,000	\$9,967,000	
Acquisition	\$0	\$552,690	\$0	\$0	\$553,000	\$0	\$553,000	
Land Value (@\$8/sf of land)	\$5,694,504	\$19,285,464	\$8,854,704	\$10,797,520	\$44,632,000	\$58,159,000	\$102,791,000	actual 12-13 AV Per Assessor \$3,236,000
Personal Property (@\$5/sf gba)	\$732,300	\$2,685,245	\$2,039,935	\$2,212,800	\$7,670,000	\$4,414,000	\$12,084,000	
Estimated Assessed Value	\$22,266,365	\$56,967,850	\$46,894,639	\$41,415,760	\$167,544,614	\$122,125,000	\$289,669,000	
Per SF of GBA								
Base Bldg.	\$102.42	\$47.48	\$88.24	\$45.52	\$63.00	\$45.85	\$56.73	
Site Work	\$0.00	\$12.00	\$0.00	\$13.67	\$8.14	\$16.61	\$11.23	
Tis	\$5.73	\$4.66	\$0.00	\$5.00	\$3.62	\$5.00	\$4.12	
Acquisition	\$0.00	\$1.03	\$0.00	\$0.00	\$0.36	\$0.00	\$0.23	
Land Value (@\$8/sf of land)	\$38.88	\$35.91	\$21.70	\$24.40	\$29.09	\$65.87	\$42.53	
Personal Property (@\$5/sf gba)	\$5.00	\$5.00	\$5.00	\$5.00	\$5.00	\$5.00	\$5.00	
Total Assessed Value / sf gba	\$152.03	\$106.08	\$114.94	\$93.58	\$109.22	\$138.33	\$119.85	
Land Area	711,813	2,410,683	1,106,838	1,349,690	5,579,024	7,269,918	12,848,942	
Bldg. Area	146,460	537,049	407,987	442,560	1,534,056	882,881	2,416,937	

¹ Assessed value estimates are based on the construction budget for vertical improvements contained in the "Oakland Global Trade and Industry Master Plan" and summarized on Table 1. This projection does not include an assessed value for the horizontal improvements, including the port railyard improvements.

Table 7

Estimated Development Costs Oakland Global¹
 Property Tax and Economic Benefits Analysis
 Oakland Army Base

	City Gateway Planning Areas						Port Planning Areas				Scenario 1	Scenario 2
	1	2	3	4	5	6	7	8	9	10	11	12
	CW1	CE1 & 2, CC1,4,5	CE3,CC2,CC 3	CC6 - 9	CN1, CN2	Gateway Subtotal	Port Railroad	PL 1 - 9 Transload	PL 1 - 9 warehouse	Port Subtotal (inc. 7th st)	Columns 6, and 7	Columns 6 + 10
Land SF						5,579,024	2,900,201			7,269,918	8,479,225	12,648,942
Gross Building Area	146,460	347,000	595,763	36,846	407,987	1,534,056				882,881	1,534,056	2,416,937
Remediation						\$5,700,000	\$3,425,464	\$2,274,536		\$5,700,000	\$9,125,464	\$11,400,000
Horizontal Costs												
Direct Costs						\$150,843,068	\$125,523,137			\$362,371,625	\$276,366,205	\$513,214,693
Professional Services						\$15,838,522	\$13,179,929			\$38,049,021	\$29,018,451	\$53,867,543
Contingency and Escalation						\$37,673,705	\$31,224,000			\$90,019,832	\$68,897,705	\$127,693,537
General Contractor Costs						\$12,067,445	\$10,041,851			\$28,989,730	\$22,109,296	\$41,057,175
Other Soft Costs						\$12,488,047	\$9,752,545			\$27,543,087	\$22,240,592	\$40,031,134
Subtotal Horizontal						\$228,910,787	\$189,721,462			\$546,973,295	\$418,632,249	\$775,884,082
Vertical Development Costs												
Predevelopment Costs		\$1,127,750	\$1,280,890			\$2,408,640	\$0	\$1,323,660	\$1,022,542	\$2,346,202	\$2,408,640	\$4,754,842
Arch. & Structural		\$520,500	\$744,704			\$1,265,204	\$0	\$610,920	\$594,501	\$1,205,421	\$1,265,204	\$2,470,625
Civil Engineering		\$225,550	\$268,093			\$493,643	\$0	\$264,732	\$214,020	\$478,752	\$493,643	\$972,395
Bldg. Permit Fees		\$326,490	\$875,772			\$1,802,262	\$0	\$1,087,438	\$699,133	\$1,786,571	\$1,802,262	\$3,588,833
Utility Fees		\$347,000	\$297,882			\$644,882	\$0	\$407,280	\$237,801	\$645,081	\$644,882	\$1,289,963
Jobs/Hsg. Fee		\$1,265,856	\$2,445,011			\$3,710,667	\$0	\$1,485,757	\$1,951,867	\$3,437,624	\$3,710,667	\$7,148,491
Environmental		\$13,880	\$11,915			\$25,795	\$0	\$16,291	\$9,512	\$25,803	\$25,795	\$51,598
Dev. Fee		\$1,080,905	\$1,021,734			\$2,102,639	\$0	\$1,268,677	\$815,655	\$2,084,333	\$2,102,639	\$4,166,872
Title		\$164,825	\$162,048			\$326,873	\$0	\$193,458	\$129,363	\$322,521	\$326,873	\$649,694
Transfer Tax		\$15,268	\$16,383			\$31,651	\$0	\$17,920	\$13,079	\$30,999	\$31,651	\$62,650
Legal		\$133,800	\$119,153			\$257,953	\$0	\$162,912	\$95,120	\$258,032	\$257,953	\$515,985
Con. Ins.		\$329,650	\$324,095			\$653,745	\$0	\$386,916	\$258,727	\$645,643	\$653,745	\$1,299,388
Possessory Int. Tax		\$723,820	\$735,023			\$1,458,843	\$0	\$849,561	\$586,773	\$1,436,334	\$1,458,843	\$2,895,177
Op. Exp.		\$166,560	\$214,475			\$381,035	\$0	\$195,494	\$171,216	\$366,710	\$381,035	\$747,745
Dev. Cany		\$2,491,460	\$2,073,255			\$4,564,715	\$0	\$2,924,270	\$1,655,091	\$4,579,361	\$4,564,715	\$9,144,076
Base Bldg.	\$15,000,000	\$16,656,000	\$26,213,572	\$2,774,504	\$36,000,000	\$96,644,076	\$0	\$19,549,440	\$20,926,444	\$40,475,884	\$96,644,076	\$137,119,960
Site Work		\$12,492,000				\$12,492,000	\$0	\$14,662,080		\$14,662,080	\$12,492,000	\$27,154,080
Tie	\$839,561	\$1,735,000	\$2,978,815			\$5,553,376	\$0	\$2,036,400	\$2,376,005	\$4,414,405	\$5,553,376	\$9,967,781
Acquisition				\$552,690		\$552,690	\$0	\$0	\$0	\$0	\$552,690	\$552,690
Subtotal, Vertical	\$15,839,561	\$40,421,314	\$39,782,820	\$3,327,194	\$36,000,000	\$135,370,889	\$0	\$47,443,206	\$31,758,850	\$79,202,056	\$135,370,889	\$214,572,945
Total Project Costs						\$369,981,676	\$193,146,926			\$631,875,351	\$563,126,602	\$1,001,857,027
Costs Included for Economic Impact Estimates ²						\$303,563,927	\$152,170,381			\$498,951,152	\$455,734,308	\$802,515,079

¹ Development cost estimates reflect construction budget presented in the "Oakland Global Trade and Industry Center Master Plan".

² To provide a conservative analysis, selected soft cost / contingency line items have been excluded for purposes of economic impact estimates as they may not represent local expenditures within the Bay Area economy.

Table 8

Ongoing Full-Time Employment from Operations - Gateway and Port Logistics Properties
Property Tax and Economic Benefits Analysis
Oakland Army Base

I. Direct Ongoing Jobs	Employment Density ¹	Scenario 1	Scenario 2	Scenario 3
		Gateway + Port Railyard	Scenario 1 + Port Logistics	Existing Conditions ³
R&D	2.50	0	0	
Bulk Warehouse, West Gateway	0.80	117	117	
Transload Warehouse, Gateway and Port	0.80	754	1,461	
Truck Services, Gateway	0.80	30	30	
Port Railyard Terminal ¹		401	401	
Recycling, North Gateway	0.80	326	326	
Total Direct On-going Full Time Equivalent Jobs		1,628	2,335	500
II. Indirect and Induced Jobs - San Francisco- Oakland-Fremont MSA				
		2,946	4,224	460
III. Total Jobs - San Francisco-Oakland- Fremont MSA				
		4,574	6,559	960
	Multiplier ²	2.809	2.809	1.926

¹ Represent number of on-going full time equivalent jobs per 1,000 square feet of gross building area.

These job generation factors reflect the factors and the rail employment estimates in the "2012 Oakland Army Base Project Initial Study/Addendum" prepared by LSA in May 2012.

² Weighted average of RIMS II multipliers for San Francisco- Oakland-Fremont MSA, weighted 50% rail transportation and 50% warehouse and storage.

For existing uses, multipliers are based on a weighted average of 70% warehousing and storage and 30% truck transportation which represent the largest share of overall existing employment although other uses exist such as the Oakland Film Center.

³ Jobs for Scenario 3 (existing conditions) Per "2012 Oakland Army Base Project Initial Study/Addendum" prepared by LSA in May 2012."

Excludes temporary jobs associated with Bay Bridge construction staging / lay down area.



BOARD OF SUPERVISORS

KEITH CARSON
Supervisor, Fifth District

January 4, 2013

Mr. Pedro Reyes
Chief Policy Director
California Department of Finance
915 L Street
Sacramento, CA 95814-3706

Re: Support of the Oversight Board Resolution regarding the Successor Agency's approval/ratification of the lease disposition and development agreement and related documents with the City of Oakland and Prologis CCIG Oakland Global, LLC.

As a member of the Alameda County Board of Supervisors and Chair of the Oakland Oversight Board, I am respectfully requesting that the Department of Finance approve the resolution, thus allowing for the proposed development of the Oakland Army base to continue.

The City of Oakland, the former Redevelopment Agency, the current Successor Agency and Prologis CCIG Oakland Global, LLC have engaged in a comprehensive process that has culminated in the plan to transform the property in question into an import, export and logistics hub that will provide the economic infrastructure for the region allowing the East Bay to compete in the global economy well into the future. The current proposals are clearly in the best interest of the taxing entities because they will maximize the projected tax revenue. One proposed scenario estimates the total tax revenue to be split among the entities as just over \$1 Million; a second scenario, projects over \$2.9 Million. The estimated revenue for the taxing entities if we continue the status quo is \$32,400. In addition, failure to approve and recognize the current Lease Deposition and Development Agreement (LDDA) and waiting for the development and approval of the long range property management plan will result in the loss of millions of dollars in pledged outside funds to support the project. Finally, the complexity of the environmental issues related to the Oakland Army Base makes it nearly impossible for a future development agreement to produce a final project that would match the projected tax revenue under the current proposals.

I am also Chair of the East Bay Economic Development Alliance, the largest business membership organization in the East Bay; therefore I clearly understand the nexus between economic development, jobs, and healthy communities. The current Army Base proposal is crucial to the enlightened development strategy for the City of Oakland and the region. The Port of Oakland, the innovative East Bay business community and the diversity of our residents make our region uniquely poised to thrive in the current and future global economy. Approval of the development agreement will greatly assist the East Bay in keeping its status as one of the best places to live, work and do business as we move into the future. Thank you for your consideration.

Sincerely,

Keith Carson
Vice-President, Alameda County Board of Supervisors



Peralta Community College District

333 East Eighth Street • Oakland, California 94606 • (510) 466-7200

January 4, 2013

Mr. Pedro R. Reyes
Chief Policy Director
California Department of Finance
915 L Street
Sacramento, CA 95814-3706

RE: Peralta Community College District Support of the Lease Disposition and Development Agreement

Dear Mr. Reyes:

The Peralta Community College District (PCCD) is a taxing entity in Alameda County and is a member of the Oakland Oversight Board. PCCD hereby requests in writing that the California Department of Finance approve the Lease Disposition and Development Agreement (LDDA) between the City of Oakland and Prologis CCIG Oakland Global, LLC, for the construction of public infrastructure and the lease and development of approximately 130 acres in portion of the former Oakland Army Base. The proposed lease development will generate financial benefits for all taxing agencies, including PCCD, from increased real property taxes, business license taxes, sales taxes, and utility taxes as shown in the Keyser Marston Report.

PCCD considers this disposition to be critically important to the future revenue of PCCD. Under the status quo, PCCD receives approximately \$900 per year in real property taxes for the former Oakland Army Base. Once the proposed development is completed, it is projected that PCCD will receive over \$44,000 per year in real property tax revenues. Further, once the Port completes its adjacent expansion, annual real property tax revenues flowing to PCCD will increase to over \$76,000 per year. PCCD strongly urges the Department of Finance to allow the property disposition to occur without further delay.

Regards,

A handwritten signature in black ink, appearing to read "Ronald P. Gerhard". The signature is stylized with a large, sweeping initial "R" and a long horizontal line extending to the right.

Ronald P. Gerhard
Vice Chancellor for Finance
Peralta Community College District



Alameda-Contra Costa Transit District

David J. Armijo, General Manager

January 7, 2013

Mr. Pedro R. Reyes
Chief Policy Director
California Department of Finance
915 L Street
Sacramento, CA 95814-3706

RE: Oakland Army Base Project Lease Disposition and Development Agreement

Dear Mr. Reyes:

The Alameda-Contra Costa Transit District (AC Transit) is writing to request that the California Department of Finance strongly consider allowing the proposed lease disposition and development of the Oakland Army Base property to the City of Oakland and Prologis CCIG. Development of this 130-acre site will increase tax revenue, bring new jobs, and invigorate the area. As a taxing entity in Alameda County and a member of the Oakland Oversight Board, AC Transit is convinced that this proposal will net measurable benefits for all concerned.

The project will generate approximately \$134,100 in annual property tax revenues to AC Transit alone (as opposed to the \$1,500 a year that AC Transit currently receives in tax revenues from this property). This substantial increase in tax revenue could fund a number of projects benefitting the constituents of the AC Transit service area and our regional transportation partners. Among the potential projects are a joint development of a software interface between AC Transit and the regional transit information system, a number of upgraded automated passenger counters, additional service hours, security cameras, and rehabilitation projects. Without the Department of Finance's approval of the proposed lease and development agreement now, \$120 million in Trade Corridor Improvement Funds (TCIF) from the California Transportation Commission and \$172 million in private investment funds will be lost, and AC Transit will not receive the benefits of the substantial increase in property taxes.

Overall, AC Transit considers this a very important project in a key location at a very important time. The lease disposition and development agreement would place an underutilized property into beneficial use for all taxing entities by restoring its productive economic use, increasing employment, and substantially increasing the tax revenues to all taxing entities. The property has been underutilized for many years and will continue to lose property tax revenues if it remains vacant in the future. The timing is critical for this project. AC Transit requests that the Department of Finance consider allowing the property disposition to occur now so that the project can proceed at this time without further delay.

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Armijo', is written over the typed name and title.

David Armijo
General Manager, AC Transit

TONY SMITH, PH.D. Superintendent

January 7, 2013

Mr. Pedro R. Reyes
Chief Policy Director
California Department of Finance
915 L Street
Sacramento, CA 95814-3706

RE: Oakland Unified School District Support of Lease Disposition and Development Agreement (LDDA) of Former Oakland Army Base

Dear Mr. Reyes:

The Oakland Unified School District (OUSD) is a taxing entity in Alameda County and is a member of the Oakland Oversight Board. OUSD is writing to request the California Department of Finance to allow the disposition of the subject property with the City of Oakland and Prologis CCIG Oakland Global, LLC, for the construction of public infrastructure and the lease and development of approximately 130 acres in portions of the former Oakland Army Base (the OAB Project). The new proposed development will generate financial benefits for all taxing agencies, including OUSD, from increased property taxes, business license taxes, sales taxes, and utility taxes.

The project will also help improve OUSD by bringing much needed commercial retail to the areas which will further increase surrounding property values and thus increase the tax base to support our local Oakland schools. In addition to support from our general obligation bonds, our 2012 Facilities Master Plan relies on a strong and growing tax base to support our planned capital improvements, which is part of our overall strategic vision that will serve our children, youth and their families. We need to encourage and support our commercial retail projects, which will in turn help keep our schools safe and secure for our children's future.

Timing is very critical in these unique circumstances. If the proposed action is not approved as soon as possible certain statutory design/build and construction start deadlines cannot be met, and millions of dollars will be lost. If the Oakland Redevelopment Successor Agency (ORSA) must wait until the Department of Finance's approval of a long range property management plan to proceed with the LDDA, then \$292,000,000 will be lost, the funding of the public infrastructure will be lost, and millions of dollars in increased tax revenue will also be lost.

Overall, OUSD undoubtedly considers this a very important community asset and it would be beneficial to all taxing entities to place it into productive economic use. Approval of the disposition of this property will help advance the project and will give the City of Oakland, Prologis CCIG Oakland Global, LLC, and their lenders, investors, and title insurers the certainty that the sale of the property can move forward in order to allow development to begin. OUSD strongly urges the Department of Finance to allow the property disposition to occur without further delay.

Sincerely,



Tony Smith
Superintendent



MAYOR JEAN QUAN
CITY OF OAKLAND

January 7, 2013

Mr. Pedro R. Reyes
Chief Policy Director
California Department of Finance
915 L Street
Sacramento, CA 95814-3706

RE: City of Oakland Support of Oakland Army Base Project

Dear Mr. Reyes:

As approved by the Oakland Oversight Board and on behalf of the City of Oakland, I am requesting that the California Department of Finance allow the approval of the Lease Disposition and Development Agreement (LDDA) and related documents between the City of Oakland and Prologis CCIG Oakland Global, LLC, for the construction of public infrastructure and the lease and development of approximately 130 acres in portions of the former Oakland Army Base (the OAB Project) (the "Proposed Action"). The new proposed development will generate financial benefits for all taxing agencies, from increased property taxes, business license taxes, sales taxes, and utility taxes.

The Proposed Action is overwhelmingly in the best interests of the taxing entities in the form of very significant increases in real property taxes, business taxes and utility taxes as shown in the Keyser Marston Report. Under the status quo, a largely vacant site, identified as Scenario #3 in the Report, the annual property tax revenue is currently \$32,400; under Scenario # 1 (completion of the OAB Project under the LDDA), the annual property tax revenue would increase to \$1,068,000, and under Scenario #2 (the OAB Project and an expansion by the Port of Oakland which requires completion of the OAB Project), the annual property tax revenue would increase to \$2,900,000. Thus, with the Proposed Action, the taxing entities will benefit from a 5,071% increase in annual real property tax revenues under Scenario #1, and under Scenario #2 the taxing entities will benefit from a 8,840% increase in real property tax revenues.

The additional annual property tax revenue from the OAB Project flowing to the City of Oakland alone, as demonstrated below under Scenarios 1 and 2 (versus the status quo under Scenario 3), is critical to bolstering the tax base in the current sluggish economy. These increased property tax revenues are

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essential to support the needs and priorities of the City, including continued and improved funding for public safety, which has experienced catastrophic reductions during the Great Recession – resulting in increased crime throughout the City.

	Scenario 1	Scenario 2	Scenario 3 (status quo)
City of Oakland	\$471,200	\$814,600	\$9,100

Timing is very critical in these unique circumstances. If the Proposed Action is not approved now by the Oversight Board and the Department of Finance certain statutory design/build and construction start deadlines cannot be met, and **millions of dollars will be lost** - \$120,000,000 in Trade Corridor Improvement Funds (TCIF) to be received from the California State Transportation Commission and \$172,000,000 in private investment that is dependent upon the receipt of TCIF Funds.

If ORSA must wait until DOF's approval of a long range property management plan to proceed with the LDDA, the \$120,000,000 plus \$172,000,000 will both be lost, the funding of the public infrastructure will be lost, millions of dollars in increased tax revenue will also be lost, and ORSA must still fulfill its remediation, reinvestment and development obligations for the property (all "enforceable obligations" to the United States Department of the Army and the State of California dating back nearly 10 years), and to meet these substantial enforceable obligations, ORSA will be required to use tax increment monies, to the further detriment of all of the taxing entities.

The City of Oakland strongly urges the Department of Finance to allow the project to continue without further delay.

Sincerely,


Jean Quan,
Mayor of Oakland