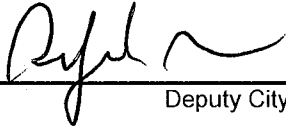


FILED  
OFFICE OF THE CITY CLERK  
OAKLAND

  
Deputy City Attorney

2017 JUN 29 PM 11:11  
**OAKLAND CITY COUNCIL**

RESOLUTION NO. 86849 C.M.S.

**A RESOLUTION AUTHORIZING THE PARTIAL ASSIGNMENT OF THE DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE CITY OF OAKLAND AND URBANCORE DEVELOPMENT LLC (“URBANCORE”) AND LAKEHOUSE COMMONS AFFORDABLE HOUSING, LP FOR THE SALE AND DEVELOPMENT OF THE 12TH STREET REMAINDER PARCEL LOCATED AT E12TH STREET AND SECOND AVE FROM URBANCORE TO LAKEHOUSE COMMONS LLC OR ITS RELATED ENTITIES OR AFFILIATES**

**WHEREAS**, the City of Oakland (“City”) owns approximately 0.925 acres of vacant property identified as Assessor Parcel Number 19-27-14, commonly known as the 12th Street Remainder Parcel, bounded by East 12th Street on the east, Second Avenue and property owned by the Oakland Unified School District on the south, newly created open space to the west, and Lake Merritt Boulevard to the north (the “Property”); and

**WHEREAS**, the City Council adopted Ordinance 13382 C.M.S. approving the terms of a Disposition and Development Agreement (the “DDA”) with UrbanCore Development, LLC (“UrbanCore”) and Lakehouse Commons Affordable Housing LP (the “Partnership”), an affiliate of East Bay Asian Local Development Corporation (“EBALDC”), for sale of the Property and the construction thereon of a mixed-use residential project (the “Project”) as further described in the term sheet attached to such Ordinance (the “Term Sheet”); and

**WHEREAS**, the Project described in the DDA is commonly known as “LakeHouse Commons” and will consist of 361 residential units in two buildings (i.e., “LakeHouse North” and “LakeHouse South”) sharing a common entrance and garage, with 30% of the total units below-market/rent-restricted; and

**WHEREAS**, the City Administrator executed the DDA with UrbanCore and the Partnership as of February 15, 2017; and

**WHEREAS**, UrbanCore has identified National Real Estate Advisors, LLC or its affiliate (“NREA”) as the financially strong entity with which it desires to form LakeHouse Commons, LLC (the “Joint Venture”) to develop the Project as a joint venture; and

**WHEREAS**, UrbanCore desires to transfer its interest in the DDA to the Joint Venture; and

**WHEREAS**, upon such transfer, the Joint Venture will be the entity responsible for the development and construction of LakeHouse North (i.e., the market-rate portion of the Project) under the DDA; and

**WHEREAS**, UrbanCore and NREA will have joint control and both will be managing members of the Joint Venture, with UrbanCore providing the day-to-day project/development management and NREA providing input on all major decisions as the capital partner; and

**WHEREAS**, the partial assignment of the DDA to the Joint Venture requires City Council approval because such assignment will result in a transfer of "control" over the developer as defined in the DDA; and

**WHEREAS**, Section 9.4.1.10 of the DDA provides for the City Council to approve such transfers by resolution or ordinance; and

**WHEREAS**, staff's review of NREA and UrbanCore's qualifications and financial capacity indicate NREA and UrbanCore together have the institutional capabilities, expertise and resources that will be required to raise the necessary equity capital to fund the Joint Venture's anticipated share of the Project costs; and

**WHEREAS**, the City Council desires to permit the assignment of UrbanCore's interest in the DDA from UrbanCore to the Joint Venture (or its related entities or affiliates); now, therefore be it

**RESOLVED:** The City Council hereby approves the assignment of UrbanCore's interest in the DDA from UrbanCore to LakeHouse Commons, LLC (or its related entities or affiliates) which will be composed of UrbanCore and NREA (or an affiliate); and be it further

**RESOLVED:** That the City Administrator or his or her designee is further authorized to negotiate and enter into other agreements and take whatever action is necessary consistent with this Resolution and its basic purposes.

**JUL 18**

IN COUNCIL, OAKLAND, CALIFORNIA, \_\_\_\_\_, 2017

**PASSED BY THE FOLLOWING VOTE:**

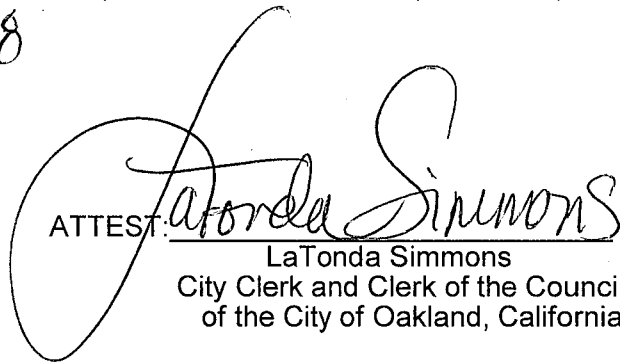
AYES - BROOKS, CAMPBELL WASHINGTON, GALLO, GIBSON McELHANEY, GUILLEN, KALB, KAPLAN, and PRESIDENT REID — 8

NOES - 0

ABSENT - 0

ABSTENTION - 0

ATTEST:

  
LaTonda Simmons  
City Clerk and Clerk of the Council  
of the City of Oakland, California