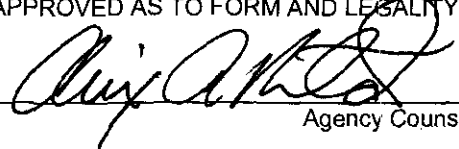


2007 MAR -1 PM 4:14


Agency Counsel

OAKLAND REDEVELOPMENT AGENCY

2007-0014

RESOLUTION No. _____ C.M.S.

OAKLAND REDEVELOPMENT AGENCY (AGENCY) RESOLUTION REGARDING EXISTING OAKLAND BASE REUSE AUTHORITY (OBRA) PROFESSIONAL SERVICES AGREEMENTS TO:

(1) ACCEPT THE RIGHTS AND OBLIGATIONS OF OBRA IN THE PROFESSIONAL SERVICES AGREEMENT BY AND BETWEEN OBRA AND LAMPHIER-GREGORY IN AN AMOUNT NOT TO EXCEED FOUR HUNDRED THREE THOUSAND DOLLARS (\$403,000);

(2) APPROVE AND EXECUTE AN AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT BY AND BETWEEN OBRA AND LAMPHIER-GREGORY IN AN AMOUNT NOT TO EXCEED ONE HUNDRED FORTY THOUSAND DOLLARS (\$140,000) FOR A NEW TOTAL CONTRACT AMOUNT OF FIVE HUNDRED, FORTY THREE THOUSAND DOLLARS (\$543,000); AND

(3) ACCEPT THE RIGHTS AND OBLIGATIONS OF OBRA IN THE FOLLOWING AMENDMENTS TO OBRA PROFESSIONAL SERVICES CONTRACTS, WHICH AMENDMENTS HAVE BEEN APPROVED BY THE OBRA GOVERNING BODY:

A. AN AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT BY AND BETWEEN OBRA AND ERLER & KALINOWSKI IN AN AMOUNT NOT TO EXCEED FOUR HUNDRED THOUSAND DOLLARS (\$400,000) FOR A NEW TOTAL CONTRACT AMOUNT OF ONE MILLION, TWO HUNDRED THOUSAND DOLLARS (\$1,200,000);

B. AN AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT BY AND BETWEEN OBRA AND GEOMATRIX CONSULTANTS FOR AN AMOUNT NOT TO EXCEED THREE HUNDRED THOUSAND DOLLARS (\$300,000) FOR A NEW TOTAL CONTRACT AMOUNT OF EIGHT HUNDRED THOUSAND DOLLARS (\$800,000);

C. AN AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT BY AND BETWEEN OBRA AND NORTHGATE ENVIRONMENTAL MANAGEMENT FOR AN AMOUNT NOT TO EXCEED THREE HUNDRED THOUSAND DOLLARS (\$300,000) FOR A

NEW TOTAL CONTRACT AMOUNT OF EIGHT HUNDRED THOUSAND DOLLARS (\$800,000);

D. AN AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT BY AND BETWEEN OBRA AND URS CORPORATION FOR AN AMOUNT NOT TO EXCEED FOUR HUNDRED THOUSAND DOLLARS (\$400,000) FOR A NEW TOTAL CONTRACT AMOUNT OF FIVE HUNDRED THOUSAND DOLLARS (\$500,000); AND

(4) APPROVE AND EXECUTE AN AMENDMENT TO THE PROFESSIONAL SERVICE AGREEMENT BY AND BETWEEN THE AGENCY AND KIMLEY-HORN & ASSOCIATES IN AN AMOUNT NOT TO EXCEED FIVE HUNDRED THOUSAND DOLLARS (\$500,000) FOR A NEW TOTAL CONTRACT AMOUNT OF TWO MILLION DOLLARS (\$2,000,000).

WHEREAS, the Oakland Base Reuse Authority ("OBRA") was created by a joint powers agreement among the City of Oakland, the Redevelopment Agency of the City of Oakland ("Agency") and the County of Alameda on March 14, 1995, as restated and revised on July 15, 2003 for the purpose of planning for the closure and reuse of closed military bases within the City of Oakland; and

WHEREAS, on June 26, 2006, OBRA authorized the transfer of OBRA's remaining assets and liabilities to the Agency effective after August 7, 2006, and approved the adoption of the OBRA Budget for FY 2006-07 into the Agency's Bay Bridge Gateway Project; and

WHEREAS, on June 27, 2006, the Agency formally accepted OBRA's assets and obligations, and assumed all of the rights and obligations of OBRA in the agreements listed in the table attached as Attachment A hereto, as OBRA's successor-in-interest; and

WHEREAS, Pursuant to Resolutions 2006-49 and 2007-5, the Agency accepted and appropriated a total of \$29,303,864 in funds from the OBRA Budget within the OBRA Leasing & Utility Fund (9575), OBRA Environmental Remediation Fund (9576) and OBRA Federal & State Grants Fund (9577); and

WHEREAS, the list of approved agreements on Attachment A did not include an existing agreement by and between OBRA and Lamphier-Gregory for the preparation of an Environmental Impact Report for the Oakland Army Base Redevelopment Area ("Redevelopment Area"), traffic analyses related to projects within the Redevelopment Area, a fair-share allocation analysis for projects within the Redevelopment Area, and preparation of a Supplemental Environmental Impact Report for the Oakland Army Base Auto Mall Project, in an amount not to exceed Four Hundred Three Thousand Dollars (\$403,000), approved by OBRA in September 2001, February 2002, April 2003, July 2003, and September 2004; and

WHEREAS, staff recommends that the Agency accept the rights and obligations of OBRA under the Lamphier-Gregory Agreement; and

WHEREAS, staff has been satisfied with the work product of Lamphier-Gregory, and in light of the company's experience, background, and familiarity with Army Base development issues, staff recommends extending Lamphier-Gregory's scope of services to include new work that will assist the development at the Army Base by an amount not to exceed One Hundred Forty Thousand Dollars (\$140,000); and

WHEREAS, on June 27, 2006, by way of Redevelopment Agency Resolution 2006-49 C.M.S., the Agency accepted the rights and obligations of OBRA in the following five agreements (see Attachment A):

- (1) A Professional Services Agreement by and between OBRA and Eler & Kalinowski for Technical Program Management for the Environmental Remediation Program in an amount not to exceed \$800,000;
- (2) A Professional Services Agreement by and between OBRA and Geomatrix Consultants for construction management for the former Building 1 RAP site and various environmental site investigations, in an amount not to exceed \$500,000;
- (3) A Professional Services Agreement by and between OBRA and Northgate Environmental Management for construction management for the former Building 1 RAP site and various environmental site investigations, in an amount not to exceed \$500,000;
- (4) A Professional Services Agreement by and between OBRA and URS Corporation for engineering support for the Environmental Remediation Program and Building demolition/ deconstruction estimating, in an amount not to exceed \$100,000;
- (5) A Professional Services Agreement by and between OBRA and Kimley-Horn & Associates for infrastructure and engineering design for future development at the Oakland Army Base, in an amount not to exceed \$1,500,000; and

WHEREAS, on June 26, 2006, by way of OBRA Resolution 2006-08, OBRA approved amendments to the following agreements in the following amounts:

- **Eler & Kalinowski:** Four Hundred Thousand Dollars (\$400,000)
- **Geomatrix Consultants:** Three Hundred Thousand Dollars (\$300,000)
- **Northgate Environmental Management:** Three Hundred Thousand Dollars (\$300,000)
- **URS Corporation:** Four Hundred Thousand Dollars (\$400,000)

WHEREAS, the Agency has not yet accepted the rights and obligations of OBRA in the four amendments listed above due to the timing of the OBRA approval and notice requirements; and

WHEREAS, the Agency Administrator believes that the agreements with Lamphier-Gregory, Eler & Kalinowski, Geomatrix Consultants, Northgate

Environmental Management, and URS Corporation are essential to the redevelopment and planning for the reuse of the former Oakland Army Base; and

WHEREAS, staff has been satisfied with the work product of Kimley-Horn & Associates, and in light of the company's experience, background, and familiarity with Army Base development issues, staff recommends extending Kimley-Horn's scope of services to include new infrastructure and engineering design work for the Bay Bridge Auto Plaza project in an amount not to exceed \$500,000 for a total contract amount of \$2,000,000; NOW THEREFORE BE IT

RESOLVED: That the Redevelopment Agency of the City of Oakland hereby accepts the rights and obligations of OBRA in the professional services agreement by and between OBRA and Lamphier-Gregory in an amount not to exceed Four Hundred Three Thousand Dollars (\$403,000); and be it

FURTHER RESOLVED: That the Agency Administrator is hereby authorized to take all actions necessary to negotiate and execute an amendment to the professional services agreement by and between OBRA and Lamphier-Gregory in an amount not to exceed one hundred forty thousand dollars (\$140,000); and be it

FURTHER RESOLVED: That the Redevelopment Agency of the City of Oakland hereby accepts the rights and obligations of OBRA in the amendment to the professional services agreement by and between OBRA and Erler & Kalinowski in an Amount Not to Exceed Four Hundred Thousand Dollars (\$400,000), approved by OBRA on June 26, 2006; and be it

FURTHER RESOLVED: That the Redevelopment Agency of the City of Oakland hereby accepts the rights and obligations of OBRA in the amendment to the professional services agreement by and between OBRA and Geomatrix Consultants in an Amount Not to Exceed Three Hundred Thousand Dollars (\$300,000), approved by OBRA on June 26, 2006; and be it

FURTHER RESOLVED: That the Redevelopment Agency of the City of Oakland hereby accepts the rights and obligations of OBRA in the amendment to the professional services agreement by and between OBRA and Northgate Environmental Management in an Amount Not to Exceed Three Hundred Thousand Dollars (\$300,000); and be it

FURTHER RESOLVED: That the Redevelopment Agency of the City of Oakland hereby accepts the rights and obligations of OBRA in the amendment to the professional services agreement by and between OBRA and URS Corporation in an Amount Not to Exceed Four Hundred Thousand Dollars (\$400,000); and be it

FURTHER RESOLVED: That the Agency Administrator is hereby authorized to take all actions necessary to negotiate and execute an amendment to the professional services agreement by and between Kimley-Horn and the Agency (as OBRA's successor in interest) in an amount not to exceed five hundred thousand dollars (\$500,000) for a total contract amount of two million dollars (\$2,000,000); and be it

FURTHER RESOLVED: That the Agency has independently reviewed and considered this environmental determination, and the Agency finds and determines that this action complies with CEQA because this action on the part of the Agency (a) relies upon the previously certified 2002 Oakland Army Base EIR and the 2006 Bay Bridge Automall Project Supplemental EIR and does not meet the requirements for further environmental review under CEQA Guidelines Section 15162 and 15164; and (b) is otherwise exempt under CEQA Guidelines Section 15301 (existing facilities), 15320 (changes in organization of local agencies) and/or Section 15262 (Planning and Feasibility Studies); and be it

FURTHER RESOLVED: That the Agency Administrator or her designee shall cause to be filed with the County of Alameda a Notice of Exemption for this action.

IN AGENCY, OAKLAND, CALIFORNIA, MAR 24 2007, 2007


PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID,
AND CHAIRPERSON DE LA FUENTE — 8

NOES- 0

ABSENT- 0

ABSTENTION- 0

ATTEST: 
LATONDA SIMMONS
Secretary of the Redevelopment Agency
of the City of Oakland

ATTACHMENT A
June 27, 2006

TABLE OF ARMY BASE AGREEMENTS

Agreement Name	Parties to Agreement	Description of Agreement
1) Purchase and Sale Agreement dated May 23, 2005	California Department of Transportation City of Oakland Oakland Base Reuse Authority	Transfer of 6.5 acres of Port Sliver Property from Agency/OBRA to Caltrans
2) Chubb Remediation Cost Cap Environmental Site Liability Policy	Oakland Redevelopment Agency United States Army Chubb National Insurance Company City of Oakland Oakland Base Reuse Authority Port of Oakland State of California	\$30 million environmental insurance policy for the Environmental Remediation Program
3) Memorandum of Agreement for Oakland Army Base dated July 8, 2003 (City-Port MOA)	City of Oakland Oakland Base Reuse Authority Oakland Redevelopment Agency Port of Oakland	Agreement b/w City parties regarding transfer of Army Base properties among the parties
4) East Bay Municipal Utility District (EBMUD) Water Commodity Contract	East Bay Municipal Utilities District (EBMUD) Oakland Base Reuse Authority	Water and sewer contract for Army Base service
5) Consent Agreement dated September 27, 2002	California Department of Toxic Substances Control Oakland Base Reuse Authority Oakland Redevelopment Agency	Timing and logistics of environmental cleanup of the Army Base property
6) Oakland Army Base Economic Development Conveyance Memorandum of Agreement dated September 27, 2002	Oakland Base Reuse Authority Oakland Redevelopment Agency United States Army	Agreement w/ Army for acquisition, auditing and reinvestment requirements of Army Base property
7) ESCA Agreement dated September 27, 2002.	Oakland Base Reuse Authority Oakland Redevelopment Agency United States Army	Funding for cleaning-up the Army Base
8) Oakland Army Base Title Settlement and Exchange Agreement, dated _____ 2006	California State Lands Commission Oakland Base Reuse Authority Oakland Redevelopment Agency Port of Oakland	Agreement removing the tidelands trust designation from the Gateway Development Area, except for the shoreline park area
9) Memorandum of Agreement dated April 2005	Painters and Decorators Joint Apprenticeship Training Committee of the Bay Area, Inc. (JATC) Oakland Base Reuse Authority Oakland Redevelopment Agency	Agreement replacing JATC's public benefit conveyance right to 3 acres of Army Base property

Army Base Agreements	Parties to Agreements	Description of Agreement
10) Letter Amendment to the Consent Agreement dated May 2, 2005	California Department of Toxic Substances Control Oakland Base Reuse Authority Oakland Redevelopment Agency	Amendment to Consent Agreement adding Subaru Lot property
11) Settlement Agreement dated April 18, 2002	California Department of Transportation City of Oakland Oakland Base Reuse Authority Oakland Redevelopment Agency Port of Oakland	Resolution to litigation b/w Agency, City, Caltrans, OBRA and Port regarding the disposition of Pier 7 at the former Oakland Army Base
12) Professional Services Agreement	Curtis & Tompkins, Ltd. Oakland Base Reuse Authority	Laboratory Services for Environmental Remediation Program in an amount not to exceed \$400,000
13) Professional Services Agreement	Erler & Kalinowski, Inc. Oakland Base Reuse Authority	Technical Program Management for the Environmental Remediation Program in an amount not to exceed \$800,000
14) Professional Services Agreement	Geomatrix Consultants, Inc. Oakland Base Reuse Authority	Construction management for the former Building 1 RAP site and various environmental site investigations, in an amount not to exceed \$500,000
15) Professional Services Agreement	Kimley-Horn & Associates, Inc. Oakland Base Reuse Authority	Infrastructure design and capital cost estimating for the Gateway Development Area, in an amount not to exceed \$1.5 million
16) Professional Services Agreement	Morgan Environmental Solutions, LLC Oakland Base Reuse Authority	Hazardous waste removal and disposal, in an amount not to exceed \$30,000
17) Professional Services Agreement	Northgate Environmental Management, Inc. Oakland Base Reuse Authority	Site wide groundwater monitoring site investigation at RAP sites, in an amount not to exceed \$500,000
18) Professional Services Agreement	Oakland Base Reuse Authority Severn Trent Environmental Leadership	Laboratory Services for Environmental Remediation Program, in an amount not to exceed \$400,000
19) Professional Services Agreement	Oakland Base Reuse Authority URS Corporation	Engineering support for the Environmental Remediation Program and Building demolition/ deconstruction estimating, in an amount not to exceed \$100,000
20) Professional Services Agreement	Oakland Base Reuse Authority Pacific States Environmental	Complete the remediation at the former Building 1 RAP site, in an amount not to exceed \$2,533,515

Army Base Agreements	Parties to Agreements	Description of Agreement
21) Subaru Lot Promissory Note	DTC Engineers and Constructors Oakland Base Reuse Authority Oakland Redevelopment Agency United States Army	\$8.2 million note financing Subaru Lot acquisition
22) Subaru Lot Deed of Trust	DTC Engineers and Constructors Oakland Base Reuse Authority	Security for \$8.23 million note
23) Settlement Agreement dated July 30, 2003	California Department of Transportation Oakland Base Reuse Authority Oakland Redevelopment Agency Port of Oakland	Resolution of litigation between regarding under-freeway parcels located at the former Oakland Army Base
24) Utilities Operation Agreement	Oakland Redevelopment Agency Port of Oakland	Operation and management of the utility services at the Army Base