

**REDEVELOPMENT AGENCY/CITY OF OAKLAND
AGENCY AGENDA REPORT**

FILED
OFFICE OF THE CITY CLERK
OAKLAND
2004 OCT 14 PM 1:14

TO: Office of the Agency Administrator
ATTN: Deborah Edgerly
FROM: Community and Economic Development
DATE: October 26, 2004

RE: **A total of five Agency Resolutions regarding redevelopment activities in the Uptown Retail and Entertainment Area of the Central District Redevelopment Project Area:**

A Request for an Agency Resolution of Necessity declaring certain property interests at 565 Thomas Berkley Way (20th Street), Oakland, CA 94612 (Assessor Parcel Number: 008-0644-038-00); 571 Thomas Berkley Way (20th Street), Oakland, CA 94612 (Assessor Parcel Numbers: 008-0644-036-00, 008-0644-037-00); 1972 San Pablo Avenue, Oakland, CA 94612 (Assessor Parcel Number: 008-0644-023-00); 2000-2016 Telegraph Avenue, Oakland, CA 94612 (Assessor Parcel Number: 008-0649-010-00); 490 Thomas Berkley Way (20th Street) Oakland, CA 94612 (Assessor Parcel Number: 008-0649-009-00); and Leasehold Interests Values for billboards known as Viacom Outdoor Lease Number(s): 1348, 258, and 209, covering the following: Face Number(s): 4172 and 4177 located at 1998 San Pablo Avenue Oakland, CA 94612; 4173 located at Fox Theater, 1815 San Pablo Avenue Oakland, CA 94612; 1742 and 1100 located at 593 Thomas Berkley Way (20th Street) Oakland, CA 94612; 1250 and 1774 located at 2016 Telegraph Avenue Oakland, CA 94612; and 2662 located at 490 Berkley Way (20th Street), Oakland, CA 94612; and John Revelli, Individually and dba, Revelli Tire Company at 571 Thomas Berkley Way (20th Street), Oakland, CA 94612; Chungkei T. Fung, Individually and dba, The Autohouse Car Repair at 565 Thomas Berkley Way (20th Street), Oakland, CA 94612; and Star Park Corporation at P.O. Box 336, San Bruno, CA 94066, as Necessary for Public Purposes and Authorizing Agency Counsel to Initiate Condemnation Proceedings for the Acquisition of said Property Interests for redevelopment purposes and as part of the Uptown Project.

SUMMARY

The City of Oakland Redevelopment Agency's ("Agency") acquisition of all real properties, leasehold interests and business interests (the "Properties") within the Uptown Retail and Entertainment Area, a part of the Central District Redevelopment Project Area ("Uptown Activity Area,") as identified by Exhibit "A", is necessary for land assembly, completion of site acquisition and the development of the Uptown Project in the Uptown Activity Area. The Agency previously acquired numerous properties for development in the Uptown Activity Area.

Item: _____
CEDA Committee
October 26, 2004

The acquisition of the properties is consistent with the Agency's overall objective of ownership and control in the Uptown Activity Area for redevelopment purposes, including the transfer of properties to FC Oakland, Inc., a California corporation (an affiliate of Forest City Residential Group, Inc.; herein "FC Oakland"), the developer of the proposed "Uptown Project" located within the Uptown Activity Area (the "Uptown Project Area").

This report has been prepared in order to set forth the basis for the staff recommendation to adopt resolutions of necessity (the "Resolutions") authorizing the acquisition of the real properties, leaseholds and business interests described herein and as shown on the attached Exhibit B, using the eminent domain authority of the Oakland Redevelopment Agency. There are five separate resolutions, four for each real property and one for Viacom Outdoor Inc., pertaining to billboard outdoor or advertising Leasehold interests. The legal descriptions of the properties to be acquired together with a map showing the subject acquisitions are attached to each of the Resolutions proposed in this report as Attachments A-1 through A-5. Specifically, the Resolutions authorize the acquisition of property, leasehold, and business interests needed for site acquisition by the Agency to assist in the development of the Uptown Activity Area, including the Uptown Project.

It is determined that it is necessary that the Agency acquire the properties in order to facilitate completion of site assembly and site control in the Uptown Activity Area, including the Uptown Project (a description of the project and project area follows in the "Background Section" of this report). The proposed Resolutions contain the required findings that the Agency, having made offers to purchase the subject properties at fair market value, is authorized to acquire these properties through its eminent domain powers by filing an eminent domain action in court.

Staff recommends that the Redevelopment Agency adopt the attached Resolutions of necessity which authorize the commencement of eminent domain proceedings to acquire the above referenced real properties, leasehold interests, and business interests rights as described and shown in the map and legal description attached to each Resolution as Attachment A-1 to A-5. Adoption of these Resolutions contribute toward and are consistent with Mayor and City Council Priority Goal # 1 (Make Oakland a Safe City), Goal # 2 (Develop a Sustainable City) and Goal #3 (Improve Oakland Neighborhoods).

FISCAL IMPACT

Under the Lease Disposition and Development Agreement (LDDA), between the Agency, the City and FC Oakland, which was authorized by the Agency and City Council pursuant to Agency Resolution 2004-38 C.M.S, and City Resolution 78728 C.M.S., respectively, on July 20, 2004, the Agency is committed to considering actions to assemble and transfer all of the properties comprising the Uptown Project to FC Oakland. The Project Area consists of 41 individual parcels. To date, the Agency has acquired 30 parcels at a total cost of approximately \$6.5 million, including demolition and relocation expenses. The Agency has set aside a total of \$14.2 million to acquire the 8 remaining properties, which include the 3-acre property owned by Sears, Roebuck & Co. ("Sears"), and relocate, and/or compensate any residential tenants, businesses and billboards occupying these parcels. Further, the Agency is committed to considering actions

to acquire two additional and specified property interests outside of the Uptown Project Area, but within the Uptown Activity Area for redevelopment purposes.

Funding for the acquisition of the properties, leasehold interests and business interests is available from the Central District Capital Budget, Uptown Project (Fund 9532, Org. 94800, Project T245610). Acquisition related costs for the properties are estimated to be \$4,895,000 including relocation and compensation paid to property owners and tenants for property, improvements, severance and loss of goodwill.

The properties have been appraised and offers to acquire all property rights at their appraised fair market values have been made to all of the property owners. The residential and business tenants at the subject properties are entitled to relocation benefits under state relocation laws. The affected occupants are entitled to relocation advisory assistance and benefit payments that will enable them to relocate to a suitable replacement location. Overland, Pacific & Cutler, Inc. ("OPC") is under contract with the Agency to update the residential portion of the relocation plan. Relocation assistance benefits will be provided to the tenants as required by law.

BACKGROUND

The original Central District Urban Renewal Plan dates back to June 12, 1969. On July 24, 2001, the Agency approved an amended redevelopment Plan for the Central District Redevelopment Project Area of Oakland to be carried out in accordance with California Community Redevelopment Law (Health & Safety Code Section 33391, et. seq.). According to the Plan, in order to eliminate blight influences and to improve the Project Area, all properties which are designated in the Uptown Activity Area may be acquired by negotiation or eminent domain, and sold, leased or conveyed for reuse in accordance with the amended Plan.

The Agency has been in negotiations to acquire the subject parcels, billboards leasehold interests and business interests from the owners in the Uptown Activity Area. The Agency has completed appraisals and presented fair market value offers to the property owners. The subject real property parcels, billboards leasehold interests and businesses which are the subject of this report are the remaining property interests that are located within the City blocks 642, 644 and 649 in the Uptown Activity Area. The precise location and legal description of the proposed acquisitions are shown for each property in the Attachments A-1 to A-5 attached to each Resolution.

Real Properties:

Table 1

Owner:	Location	APN	Size	Description	Interest to be acquired
Chungkei Fung	565 Thomas Berkley Way (20th Street), Oakland, CA 94612	008-0644-038-00	Land Site: 2,200 sq. f. Building: 2,178 sq. f.	Commercial Building	Real Property
John M. Revelli & Maria A. Revelli	571 Thomas Berkley Way (20th Street), Oakland, CA 94612	008-0644-036 008-0644-037	Land Site: 3,967 sq. f. Building: 1972 sq. f.	Commercial Building & Vacant Lot	Real Property
W R Schwyhart	1972 San Pablo Avenue, Oakland CA 94612,	008-0644-023	Land Site: 4,995 sq. f. Building: 4,167 sq. f.	Commercial Building	Real Property
Hahn Family Trust	2000-2016 Telegraph Avenue and 490 Thomas Berkley Way (20 th Street) Oakland, CA 94612	008-0649-010 and 008-0649-009	9,336 sq. f. 10,755 sq. f.	Parking Lots	Real Property

Billboards:

Table 2

Owner:	Location	Face Number	Lease Number	Size	Interest to be acquired
Viacom	490 Thomas Berkley Way (20 th Street)	2662	258	12' X 25"	Leasehold
Viacom	2016 Telegraph Avenue	1250	258	12' X 25"	Leasehold
Viacom	2016 Telegraph Avenue	1774	258	12' X 25"	Leasehold
Viacom	Fox Theater	4173	258	6" X 12'	Leasehold
Viacom	1998 San Pablo Avenue	4172 & 4177	1348	6" X 12'	Leasehold
Viacom	593 Thomas Berkley Way (20 th Street)	1742 & 1100	209	12' X 25"	Leasehold

Business Interests:

Table 3

Name	Owner	Location	Type	Interest to be acquired
The Autohouse Car Repair	Chungkei Fung	565 Thomas Berkley Way (20th Street) Oakland, CA 94612	Auto Repair	Business Interest of Fung
Revelli Tires	John M. Revelli	571 Thomas Berkley Way (20 th Street) Oakland, CA 94612	Tire	Business Interest of Revelli
Star Park Corp	Star Park Corp	2000-2016 Telegraph Avenue and 490 Thomas Berkley Way (20 th Street) Oakland, CA 94612	Parking	Business Interest of Hahn

Pursuant to the LDDA between the Agency, the City and FC Oakland, which was authorized by the Agency and City Council on July 20, 2004, the Agency is committed to considering actions to acquire all properties for a mixed-use project with 700 rental housing units that will be located in an area bounded by 19th Street, Thomas L. Berkley Way, Telegraph Avenue and San Pablo Avenue. The properties described in the resolution of necessity are necessary for the proposed project. Further, the Agency is considering actions to acquire two additional interests outside the Uptown Project area, but within the Uptown Activity Area, for redevelopment purposes (the real property interests of the Hahn Family Trust, and the business interest of Star Park Corp- see table above). The acquisition of the subject properties is part of the Agency's Uptown Activity Area overall assembly objectives. The completion of these acquisitions will advance the Agency's objective in gaining full site control for the Uptown Project, and for redevelopment of the other two properties in the Uptown Activity Area.

Only the residential and business tenants at the subject properties are entitled to relocation benefits under state relocation laws. The LDDA does not require the Agency to adopt a resolution of necessity to condemn those parcels that the Agency has not yet acquired. The Agency retains sole discretion to decide whether or not to condemn the remaining subject properties and other outstanding property interests as outlined above. The Agency has no obligation whatsoever to acquire any parcel by eminent domain, and is not liable in any respect to FC Oakland for failure to acquire any of the above-referenced properties or business interests by eminent domain.

Negotiation with the subject property owners has not resulted in agreements that would allow the Agency to acquire the properties without the use of eminent domain.

KEY ISSUES AND IMPACTS

Purposes of the Acquisition

Time is of essence. The purpose of the acquisition is to implement the Redevelopment Plan for the Uptown Activity Area by completing site assembly. Per the terms of the LDDA, the Agency has also agreed to consider in its sole and absolute discretion whether to deliver the subject properties to FC Oakland to facilitate the Uptown Project. The proposed project is planned or located in the manner that will be the most compatible with the greatest public good and the least private injury. The acquisition of the subject parcels will benefit the Uptown Activity Area by providing an opportunity to develop new affordable housing for residents in the area. Developing the project area will eliminate the existing blighted conditions of vacant buildings, trash, underutilized parcels, and vagrants' encampment. Moreover, as described in the Agency resolution authorizing the LDDA, the Uptown Project:

...further the purposes of the California Community Redevelopment Law, contributes to the elimination of blight in the Central District Redevelopment Project Area, conforms to the Central District Redevelopment Plan, including its Implementation Plan, and furthers the goals and objectives of said Redevelopment Plan in that: (1) the Project will increase the stock of rental housing, including affordable housing, in the Central District, and reestablish residential areas for all economic levels within the Central District; (2) the Project will provide necessary neighborhood-serving commercial facilities lacking in the Central District; (3) the Project, once developed, will create permanent jobs for low and moderate income people, including jobs for area residents; (4) the Project will help create a stable 24-hour residential community which will enhance the viability of retail businesses in the area; (5) the Project will redevelop a key vacant and underutilized site in the Central District; (6) the Project will improve environmental design within the Central District; and (7) the Project, once developed, will enhance depreciated and stagnant residential and commercial property values in the surrounding areas, and will encourage efforts to alleviate economic and physical blight conditions in the area, including high business vacancy rates, excessive vacant lots, and abandoned buildings, by enhancing the development potential and overall economic viability of neighboring properties...

Property Acquisition Process

As required by Government Code Section 7267.2, the Agency has obtained appraisals of all the properties. Those appraisals were updated, reviewed and approved by a qualified review appraiser. The appraisals completed by the Agency established the fair market value purchase price for each property and represent just compensation to the owners of these properties. Pursuant to Government Code Section 7267.2, the Agency has made good faith offers to purchase each of the properties from all the owners. Each offer was based on the fair market value of the subject property in question as established by the updated appraisals. The updated

offers to the owners of the properties were all made between August 1, 2003 and September 30, 2004.

The Agency's Real Estate Division representatives have made numerous efforts to resolve and settle all issues with the remaining property owners for acquisitions and related compensation. Should the proposed Resolutions be adopted, the Agency will continue to make good faith efforts to negotiate with the affected property owners for amicable settlements even after the Agency files the eminent domain actions described below.

The filing of the eminent domain actions will not preclude further efforts by the Agency and property owners and tenants to continue negotiations in an effort to reach agreement on the compensation for the acquisition of the properties. Only if no voluntary agreement is reached would litigation and trial be necessary to secure titles to the properties and fix just compensation. If a trail is necessary with regard to the value of any of the properties or interests therein, the Court or jury would determine the fair market value compensation for the property or property interests being acquired.

By adopting the proposed Resolutions of necessity, the Agency will authorize the filing of eminent domain actions to acquire the subject properties. Upon filing the actions, the Agency will deposit with the Superior Court the Agency's estimated fair market value compensation for each of the properties. Those funds will be available for withdrawal by property owners or others with interests in the properties. Those deposits will be based on the updated appraisals of the properties. The Agency will also seek Court orders of possession of the properties, which will allow the Agency to go forward with site control and allow implementation of the Uptown Project within three to four months after those orders are obtained.

The Resolutions of Necessity

The proposed Resolutions of Necessity have been prepared in accordance with Code of Civil Procedure Section 1245.230. The Resolutions declare that the Agency finds that the public interest and necessity require the properties for redevelopment activities in the Uptown Activity Area of the Central District Redevelopment Project Area, specifically for completion of site assembly and control for the Uptown Project and redevelopment purposes. The Uptown Project and redevelopment of properties in the Uptown Activity Area are planned in such a manner as to be most compatible with the greatest public good and can not go forward without site control and the acquisition of the specified properties. The Resolutions further state that the Agency is authorized by Health and Safety Code Section 33390, et seq. and the Central District Redevelopment Plan to acquire and condemn these properties for redevelopment purposes.

Environmental Review

An affiliate of FC Oakland and the Agency completed many of the steps necessary under the project approvals process required under the California Environmental Quality Act (CEQA). On December 17, 2002, the Agency's governing board authorized the use of the preliminary design

plan for the Uptown Project for the purpose of public outreach as mandated by CEQA. A Notice of Preparation of Environmental Impact Report (EIR) for the Uptown Project was issued on February 26, 2003. An affiliate of FC Oakland conducted a community workshop to present the preliminary project design and the proposed scope of the EIR for public review, and the Oakland Planning Commission held a scoping session public hearing about the content of the EIR in March of 2003. The Oakland Planning Commission, in compliance with CEQA, certified the EIR for the Uptown Project on February 18, 2004. The CEQA process included discussion regarding all of the properties specified in this report.

Hazardous Materials Abatement

The Agency has completed its due diligence regarding these properties by conducting numerous hazardous material tests on subsurface and surface structures in the Uptown Project Area. Agency staff has initiated a comprehensive soils and groundwater assessment program to further identify and characterize the contaminants present on and beneath the Uptown Project Area, and to prepare a more reliable remediation cost estimate. Prior to the transfer of the Uptown Project Area to FC Oakland, the developer and the Agency will seek to enter into a Prospective Purchaser Agreement (PPA) with the State of California's Regional Water Quality Control Board, San Francisco Bay Region ("Regional Board"), in order to develop a remediation plan that will accommodate the redevelopment of the site.

Recent groundwater monitoring sampling revealed the presence of significant, previously unidentified benzene contamination under certain portions of the Uptown Project Area. Some of the costs of remediation of benzene and other environmental contaminants may be recovered from responsible parties through cooperation with Sears and use of the Polanco Act.

The Polanco Act is state law that allows the Agency to pursue any identifiable responsible third parties for site contamination, which may reduce the Agency's and FC Oakland's potential financial exposure under the site remediation costs sharing plan.

The Agency, the City, and FC Oakland have agreed to the following remediation cost sharing plan for the Uptown Project Area, including the site of the proposed affordable housing project, as described in the LDDA (the "Affordable Housing Project" site):

- (1) The Agency will be responsible for the first \$2,585,600 million in remediation costs for the Uptown Project and \$414,400 for the Affordable Housing Project (a total of \$3,000,000);
- 2) If the Agency's current comprehensive site assessment indicates that abatement costs may substantially exceed \$3.0 million, the parties can meet and confer to consider how to cover the additional costs. If the parties cannot reach agreement, then either party may terminate the LDDA, except that FC Oakland will have the option to pay all the additional costs so that the Agency will not terminate the LDDA.

3) Any cost recoveries from third parties (i.e. responsible third-party polluters, current property owners or insurance proceeds) will be shared by FC Oakland and the Agency in proportion to the total remediation costs expended by each party.

SUSTAINABLE OPPORTUNITIES

Economic: The acquisition of these properties will ultimately contribute to a redevelopment infill project, which will take blighted and underutilized sites and turn them into a large-scale housing and mixed-use project which will contribute to job creation, new retail openings and increased tax revenue for the City. The completion of the project will create a large residential community in the downtown area, which will in turn increase retail spending in the area.

Environmental: The excellent location of the Uptown Activity Area in proximity to major public transportation nodes will likely encourage use of BART and AC Transit by Uptown Project residents and retail customers, which will ease general pressure on the region's congested transportation infrastructure. Lastly, the development of a large, mixed-use project in the area will incorporate green building techniques into design and construction.

Social Equity: The Agency will also require that any housing development in the Uptown Project Area provide at least 20 percent affordable housing. This requirement is designed to attract a socio-economically diverse population to the downtown. The Uptown Project will expand the supply of affordable housing in Oakland by including 140 rental units that will be affordable to households earning 50 percent or less of the area's median income. The proposed Affordable Housing Project will provide at least 70 additional affordable units including large family-sized units, as well as small studio apartments with a wider range of affordability. FC Oakland will comply with the City's contracting programs, including the Small/Local Business Construction Program, the Small/Local Business Professional Services Program (L/SLBE) and the Local Employment Program. All of the workers performing construction work for Agency funded projects must be paid prevailing wage rates. FC Oakland will also be subject to the Living Wage Ordinance. Displaced occupants in the Project Area will be entitled to relocation assistance according to California Redevelopment Laws.

DISABILITY AND SENIOR CITIZEN ACCESS

Where persons being displaced are either senior citizens and/or disabled, relocation services will assure appropriate relocation opportunities in full compliance with the Americans with Disabilities Act, the Older Americans Act, as well as other applicable laws.

RECOMMENDATION

Staff recommends that the Agency Administrator authorize submission of these Resolutions to the Agency and that the Agency adopt the attached Resolutions of Necessity which authorize the commencement of eminent domain proceedings to acquire the above referenced properties,

leasehold rights, and business interests as described and shown in the map and legal description attached to each Resolution as Attachment A-1 to A-5.

ACTION REQUESTED OF THE AGENCY

Adopt the Resolutions that authorizes the City of Oakland Redevelopment Agency to commence eminent domain proceedings to acquire the above referenced properties, leasehold rights, and business interests as described and shown in the map and legal description attached to each Resolution as Attachment A-1 to A-5. This action allows the Agency to obtain site control to facilitate the Uptown Project and for redevelopment purposes in the Uptown Activity Area.

Respectfully submitted,



Daniel Vanderpriem, Director, Redevelopment,
Economic Development and Housing and
Community Development

Reviewed by:
Frank Fanelli, Manager
CEDA, Real Estate Division

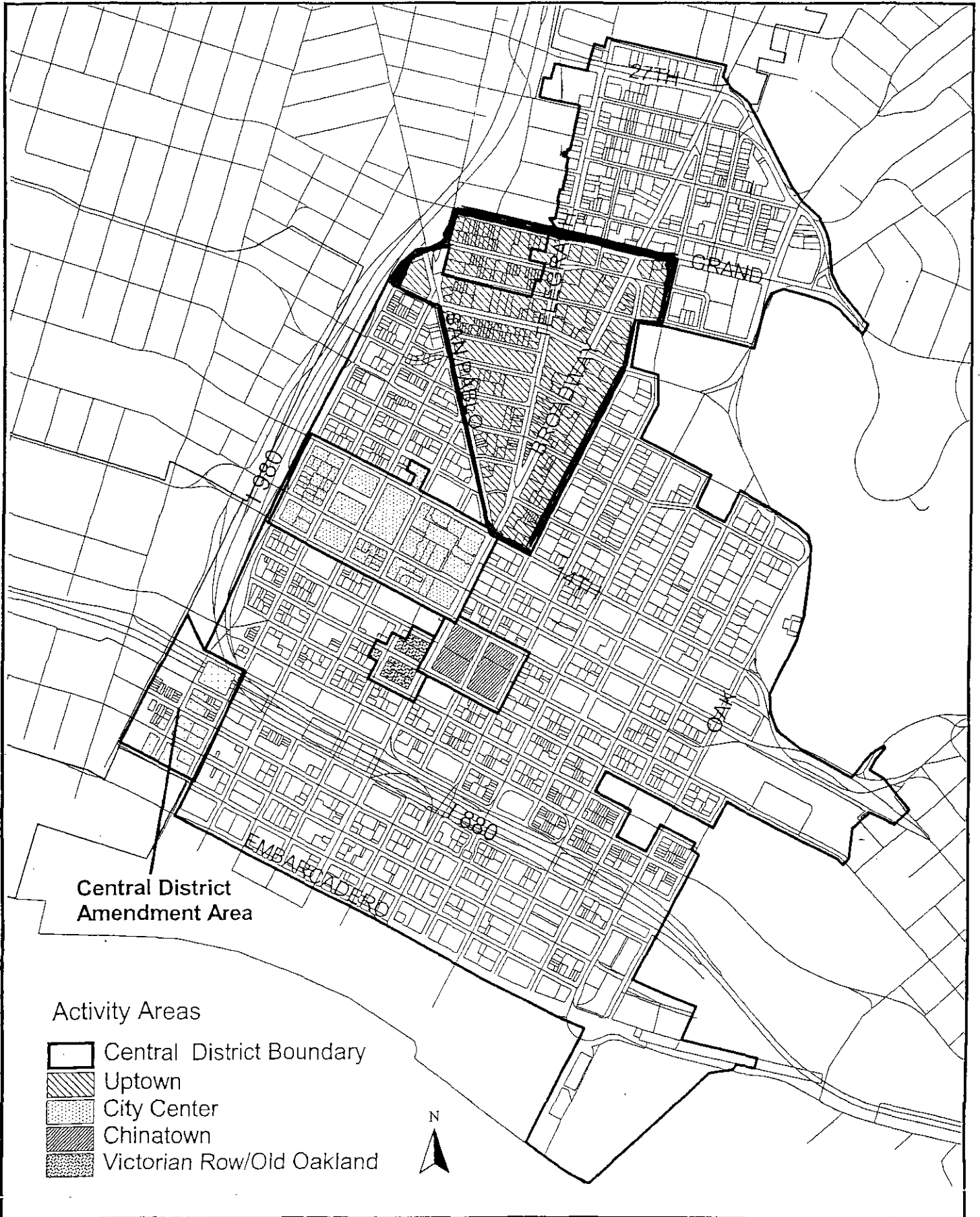
Prepared by:
Hamid Ghaemmaghmi, Real Estate Agent
CEDA, Real Estate Division

APPROVED AND FORWARDED TO THE
COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE

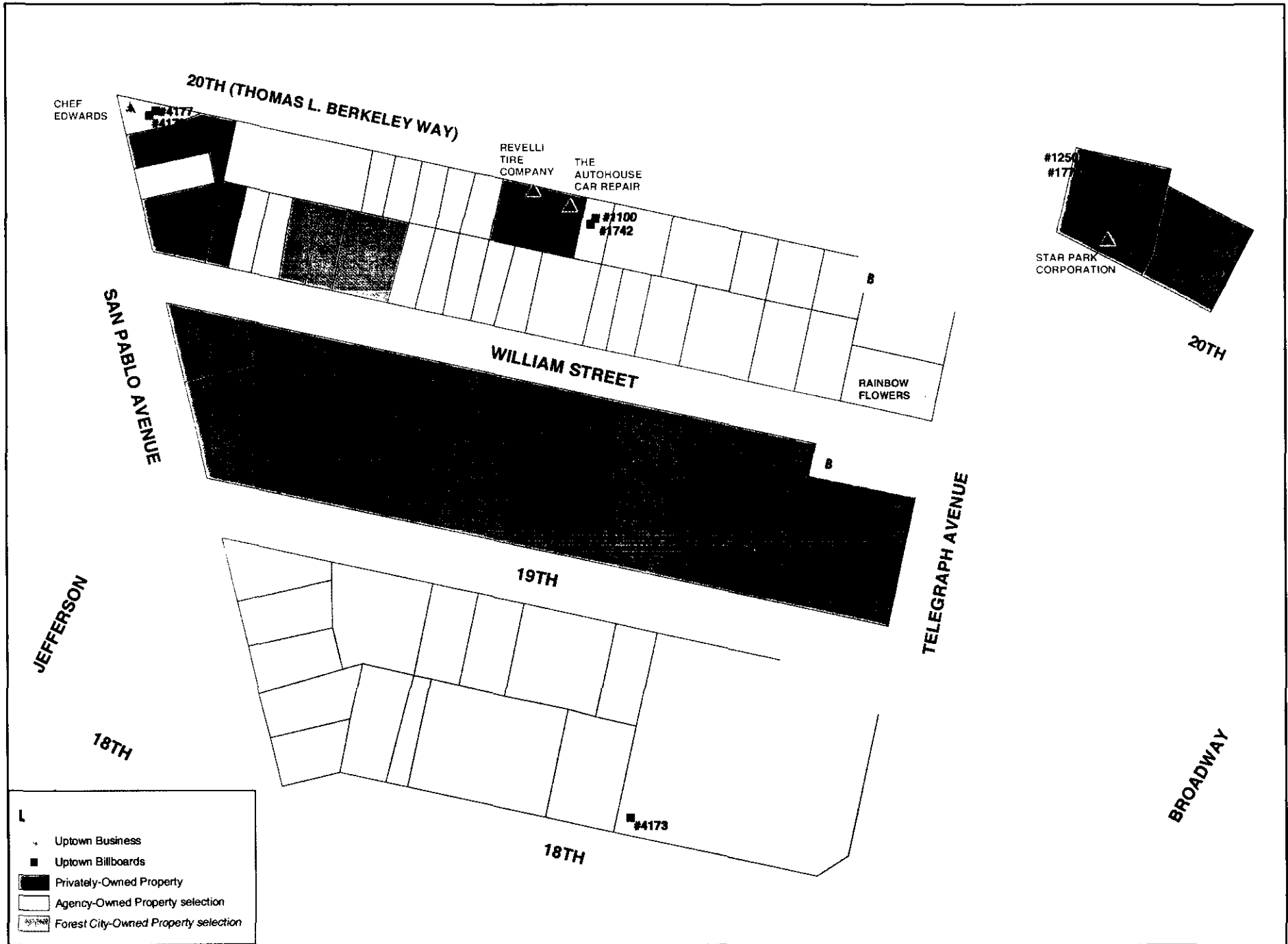


OFFICE OF THE AGENCY ADMINISTRATOR

Exhibit "A"



UPTOWN EXHIBIT "B"



CHEF EDWARDS

20TH (THOMAS L. BERKELEY WAY)

REVELLI TIRE COMPANY
THE AUTOHOUSE CAR REPAIR

#1100
#1742

#1250
#1770

STAR PARK CORPORATION

20TH

WILLIAM STREET

RAINBOW FLOWERS

SAN PABLO AVENUE

TELEGRAPH AVENUE

JEFFERSON

19TH

18TH

18TH

BROADWAY

- L
- Uptown Business
- Uptown Billboards
- Privately-Owned Property
- Agency-Owned Property selection
- Forest City-Owned Property selection

REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND

RESOLUTION No. _____ C.M.S.

**A RESOLUTION OF NECESSITY DECLARING CERTAIN
PROPERTY INTEREST AT 565 THOMAS BERKLEY WAY
(20TH STREET), OAKLAND CA 94612 (ASSESSOR PARCEL
NUMBER: 008-0644-038-00), NECESSARY FOR PUBLIC
PURPOSES AND AUTHORIZING AGENCY COUNSEL TO
INITIATE CONDEMNATION PROCEEDINGS FOR THE
ACQUISITION OF SAID PROPERTY**

WHEREAS, the Agency wishes to pursue the development of a mixed-use rental housing and retail development project (the "Uptown Project") in Oakland on the blocks 642, 643, 644 and 649 generally bounded by Thomas L. Berkley Way (formerly 20th Street) on the north, Telegraph Avenue on the east, 19th Street on the south and San Pablo Avenue on the west (the "Uptown Project Area"), and redevelopment on adjacent properties not within the Uptown Project Area, but still within the Uptown Retail and Entertainment Area (the "Uptown Activity Area"), as identified on Exhibit "A" in the Central District Redevelopment Project Area ("Central District") of the Central District Urban Renewal Plan, adopted by the Agency on June 12, 1969, as amended (the "Plan"); and

WHEREAS, the proposed Uptown Project will assist in the elimination of blight in the Central District, and will help meet the objectives of the Plan and redevelopment law; and

WHEREAS, The Uptown Project will benefit the Central District, as described in the Agenda Report for this Resolution, and by increasing and improving the supply of affordable housing available in the Central District and the City for low and moderate income homebuyers, attracting more residents to downtown Oakland, creating more commercial retail activities and by enhancing the economic viability and redevelopment potential of the Uptown Activity Area; and

WHEREAS, after good faith negotiations with the owners of the privately-owned real property in the proposed Uptown Project Area were unsuccessful, the Agency wishes to authorize Agency Counsel to commence eminent domain proceedings to acquire said property; now therefore be it

RESOLVED: That the Redevelopment Agency hereby finds, determines, and resolves as follows:

1. The Redevelopment Agency of the City of Oakland is a public entity authorized to establish and carry out community redevelopment projects pursuant to Health and Safety Code Sections 33391, et seq.
2. The property interests described hereinafter are to be taken for public use, namely, to eliminate blight and for redevelopment purposes, and for affordable housing, and all public purposes pursuant to the authority conferred upon the Redevelopment Agency to acquire property by eminent domain, including Health and Safety Code Section 33391; Code of Civil Procedure Sections 1240.140, 1240.510, and 1240.610; and Article I, Section 19, of the California Constitution.
3. The interest to be acquired herein is the fee simple interest in certain property located at 565 Thomas Berkley Way (20th Street), Oakland California 94612 (Assessor Parcel Number: 008-0644-038-00), together with all improvements situated thereon and the underlying fee interest, if any, appurtenant to the property in and to any adjoining streets, alleys, public ways, or railroad rights-of-way, all as more particularly indicated in the legal description and as shown on the map attached hereto as Attachment A-1 and incorporated herein by this reference.
4. The environmental impacts of the Uptown Project were considered in the Environmental Impact Report that was certified by the Oakland Planning Commission, in compliance with CEQA, for the Uptown Project, on February 18, 2004.
5. The Redevelopment Agency has reviewed and considered the Environmental Impact Report, before and as part of the process of determining whether to acquire the above-described property.
6. The subject property is being acquired for a compatible use under Code of Civil Procedure section 1240.510 in that the Redevelopment Agency's use of the subject property will not interfere with or impair the continued public use as it now exists or may reasonably be expected to exist in the future, or, in the alternative, for a more necessary public use under Code of Civil Procedure section 1240.610 in that the Agency's use of the subject property is a more necessary public use than the use to which the subject property is appropriated.
7. The Redevelopment Agency hereby declares that it has found and determined each of the following:
 - (a) The public interest and necessity require the proposed Uptown Project;

- (b) The proposed Uptown Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
 - (c) The property described in the resolution is necessary for the proposed Uptown Project; and
 - (d) The offer required by Government Code section 7267.2 has been made to the owners of record.
8. Agency General Counsel or its designee is hereby authorized (a) to take all steps necessary to commence legal proceedings, in a court of competent jurisdiction, in the name of the Redevelopment Agency of the City of Oakland, (b) to acquire the property interests described above by eminent domain, (c) to seek and obtain an Order for Possession of said property interests in accordance with the provisions of the eminent domain law, and (d) to deposit the total sum of probable compensation fixed by appraisal with the State Treasurer in the State Condemnation Deposits Fund, as provided by statute and be it

FURTHER RESOLVED: That funds in the amount of \$408,000 for the acquisition of this property have previously been budgeted and appropriated by the Agency pursuant to Resolution No. 2004-38 C.M.S. passed on July 20, 2004, and are available from Central District Tax Allocation Sources (Fund # 9532), Uptown/Forest City LDDA (Project #T245610), Org. 94800.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2004

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, NADEL, QUAN, REID, WAN, AND PRESIDENT DE LA FUENTE

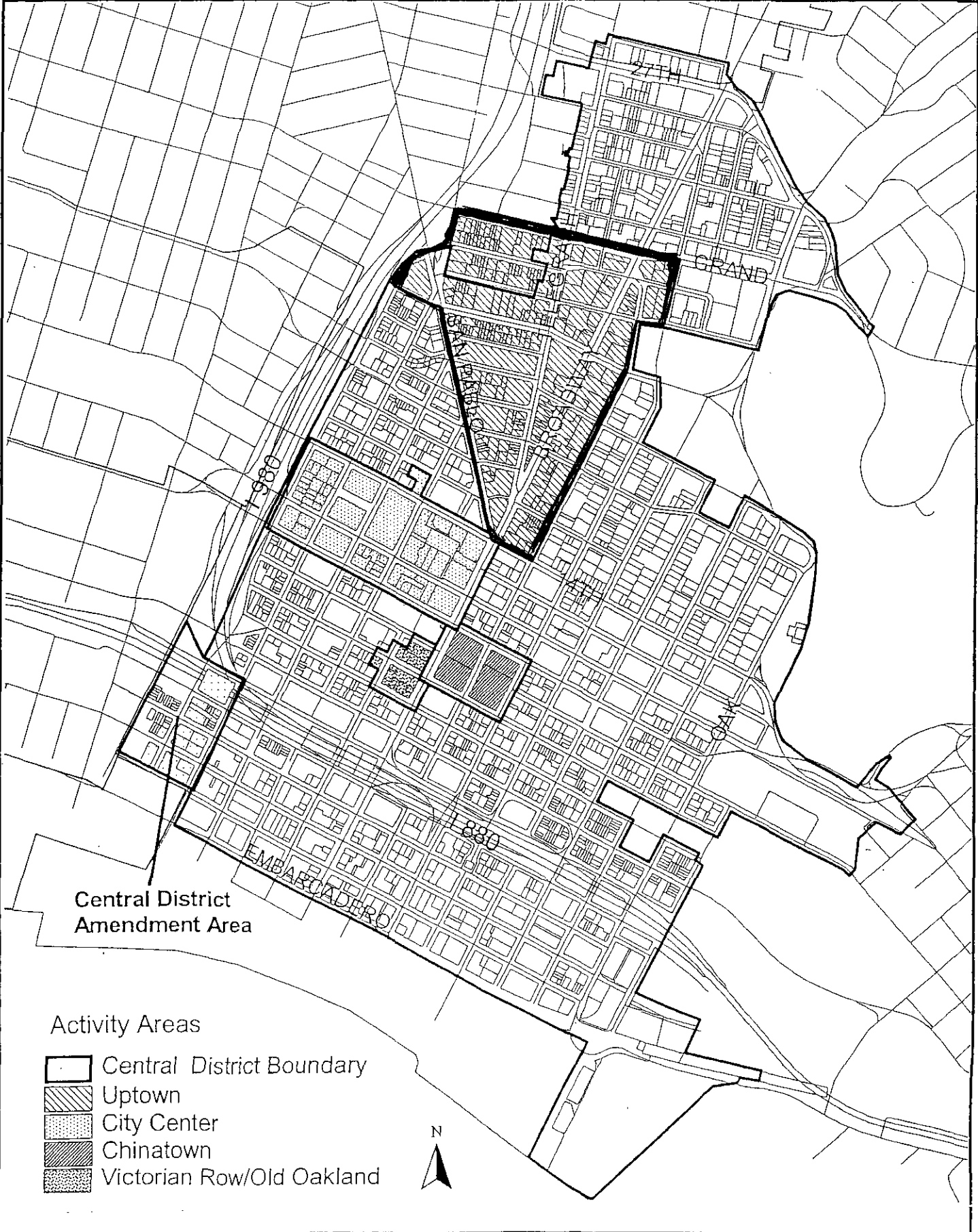
NOES-

ABSENT-

ABSTENTION-

ATTEST: _____
CEDA FLOYD
Secretary of the Redevelopment Agency
of the City of Oakland

Exhibit "A"



ATTACHMENT A-1

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

A portion of Lots 23 and 24, Block 2002, Map entitled "Hogan Tract", filed June 19, 1876, Map Book 2, Page 2, Alameda County Records, described as follows:

Beginning at a point on the Southern line of 20th Street, as said Street existed before the widening thereof, distant thereon Easterly 491 feet 11 inches from the intersection thereof with the Eastern line of San Pablo Avenue; thence Easterly and along the said line of 20th Street 33 feet, 4 inches; thence at right angles Southerly 86 feet, more or less, to the Northeastern line of that parcel of land conveyed to Everett Lane Odgers, by Deed recorded June 18, 1920, in Book 2911 of Deeds, Page 452, Alameda County Records; thence at right angles Westerly and along the said Northeastern line of land conveyed to Everett Lane Odgers, before mentioned, 33 feet, 4 inches; thence at right angles Northerly 86 feet, more or less, to the said line of 20th Street and the point of beginning.

Excepting therefrom the above described real property the Northern 20 feet thereof taken for the widening of 20th Street.

APN: **008-0644-038-00**

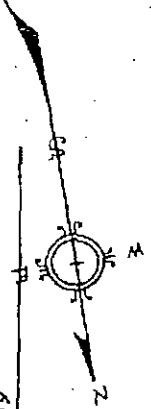
ASSESSOR'S MAP 8

ATTACHMENT A-1

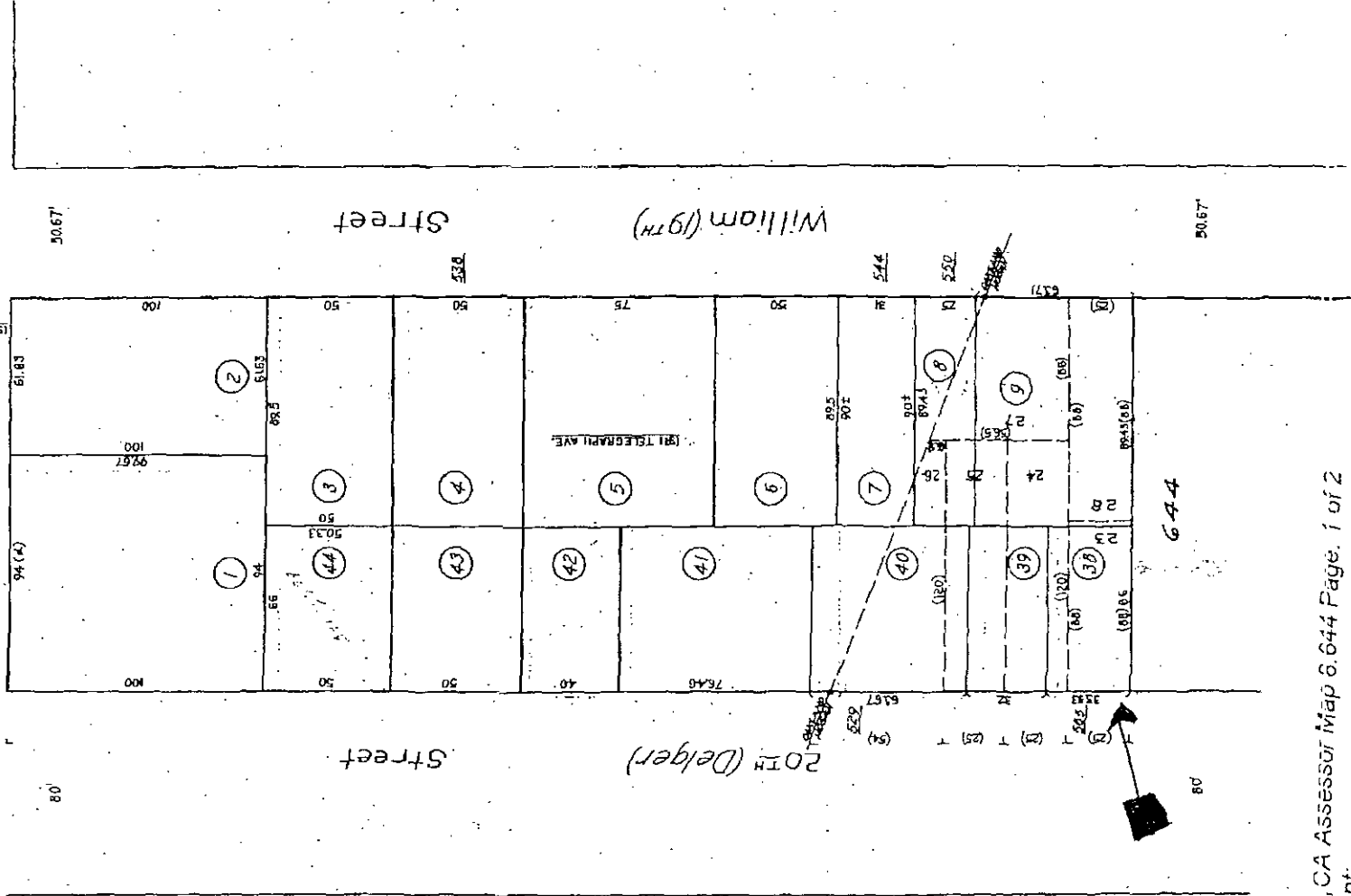
Map of Oakland and vicinity showing plan of streets as established and proposed; Compiled from official surveys and records of the County, as per W.F. Boardman, City and County Surveyor. (Bk. 17 Pg. 14)

644
2002
Scale 1"=40'

Map of the Hoqan Tract (Bk. 2 Pg. 2) 639



Telegraph Avenue



THIS MAP SHOULD BE USED FOR REFERENCE PURPOSES ONLY. NO LIABILITY IS ASSUMED FOR THE ACCURACY OF THE DATA SHOWN. PARCELS MAY NOT COMPLY WITH LOCAL SUBDIVISION OR BUILDING ORDINANCES.

REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND

RESOLUTION No. _____ C.M.S.

**A RESOLUTION OF NECESSITY DECLARING CERTAIN
PROPERTY INTERESTS AT 571 THOMAS BERKLEY WAY
(20TH STREET), OAKLAND CA 94612, (ASSESSOR PARCEL
NUMBERS: 008-0644-036-00, 008-0644-037-00), NECESSARY
FOR PUBLIC PURPOSES AND AUTHORIZING AGENCY
COUNSEL TO INITIATE CONDEMNATION PROCEEDINGS
FOR THE ACQUISITION OF SAID PROPERTY**

WHEREAS, the Agency wishes to pursue the development of a mixed-use rental housing and retail development project (the "Uptown Project") in Oakland on the blocks 642, 643, 644 and 649 generally bounded by Thomas L. Berkley Way (formerly 20th Street) on the north, Telegraph Avenue on the east, 19th Street on the south and San Pablo Avenue on the west (the "Uptown Project Area"), and redevelopment on adjacent properties not within the Uptown Project Area, but still within the Uptown Retail and Entertainment Area (the "Uptown Activity Area"), as identified on Exhibit "A" in the Central District Redevelopment Project Area ("Central District") of the Central District Urban Renewal Plan, adopted by the Agency on June 12, 1969, as amended (the "Plan"); and

WHEREAS, the proposed Uptown Project will assist in the elimination of blight in the Central District, and will help meet the objectives of the Plan and redevelopment law; and

WHEREAS, The Uptown Project will benefit the Central District as described in the Agenda Report for this Resolution, and by increasing and improving the supply of affordable housing available in the Central District and the City for low and moderate income homebuyers, attracting more residents to downtown Oakland, creating more commercial retail activities and by enhancing the economic viability and redevelopment potential of the Uptown Activity Area; and

WHEREAS, after good faith negotiations with the owners of certain privately-owned real property in the Uptown Project Area were unsuccessful, the Agency wishes to authorize Agency Counsel to commence eminent domain proceedings to acquire said property; now therefore be it

RESOLVED: That the Redevelopment Agency hereby finds, determines, and resolves as follows:

1. The Redevelopment Agency of the City of Oakland is a public entity authorized to establish and carry out community redevelopment projects pursuant to Health and Safety Code Sections 33391, et seq.
2. The property interests described hereinafter are to be taken for public use, namely, to eliminate blight and for redevelopment purposes, and for affordable housing, and all public purposes pursuant to the authority conferred upon the Redevelopment Agency to acquire property by eminent domain, including Health and Safety Code Section 33391; Code of Civil Procedure Sections 1240.140, 1240.510, and 1240.610; and Article I, Section 19, of the California Constitution.
3. The interest to be acquired herein is the fee simple interest in certain property located at 571 Thomas Berkley Way (20th Street), Oakland California 94612, (Assessor Parcel Numbers: 008-0644-036-00, 008-0644-037-00), together with all improvements situated thereon and the underlying fee interest, if any, appurtenant to the property in and to any adjoining streets, alleys, public ways, or railroad rights-of-way, all as more particularly indicated in the legal description and map attached hereto and incorporated herein by this reference as Attachment A-2.
4. The environmental impacts of the Uptown Project were considered in the Environmental Impact Report that was certified by the Oakland Planning Commission, in compliance with CEQA, for the Uptown Project, on February 18, 2004.
5. The Redevelopment Agency has reviewed and considered the Environmental Impact Report, before and as part of the process of determining whether to acquire the above-described property.
6. The subject property is being acquired for a compatible use under Code of Civil Procedure section 1240.510 in that the Redevelopment Agency's use of the subject property will not interfere with or impair the continued public use as it now exists or may reasonably be expected to exist in the future, or, in the alternative, for a more necessary public use under Code of Civil Procedure section 1240.610 in that the Agency's use of the subject property is a more necessary public use than the use to which the subject property is appropriated.
7. The Redevelopment Agency hereby declares that it has found and determined each of the following:
 - (a) The public interest and necessity require the proposed Uptown Project;

- (b) The proposed Uptown Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
 - (c) The property described in this resolution is necessary for the proposed Uptown Project; and
 - (d) The offer required by Government Code section 7267.2 has been made to the owners of record.
8. Agency General Counsel or its designee is hereby authorized (a) to take all steps necessary to commence legal proceedings, in a court of competent jurisdiction, in the name of the Redevelopment Agency of the City of Oakland, (b) to acquire the property interests described above by eminent domain, (c) to seek and obtain an Order for Possession of said property interests in accordance with the provisions of the eminent domain law, and (d) to deposit the total sum of probable compensation fixed by appraisal with the State Treasurer in the State Condemnation Deposits Fund, as provided by statute; and be it

FURTHER RESOLVED: That funds in the amount of \$331,625 for the acquisition of this property have previously been budgeted and appropriated by the Agency pursuant to Resolution No. 2004-38 C.M.S. passed on July 20, 2004 and are available from Central District Tax Allocation Sources (Fund # 9532), Uptown/Forest City LDDA (Project #T245610), Org. 94800.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2004

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, NADEL, QUAN, REID, WAN, AND PRESIDENT DE LA FUENTE

NOES-

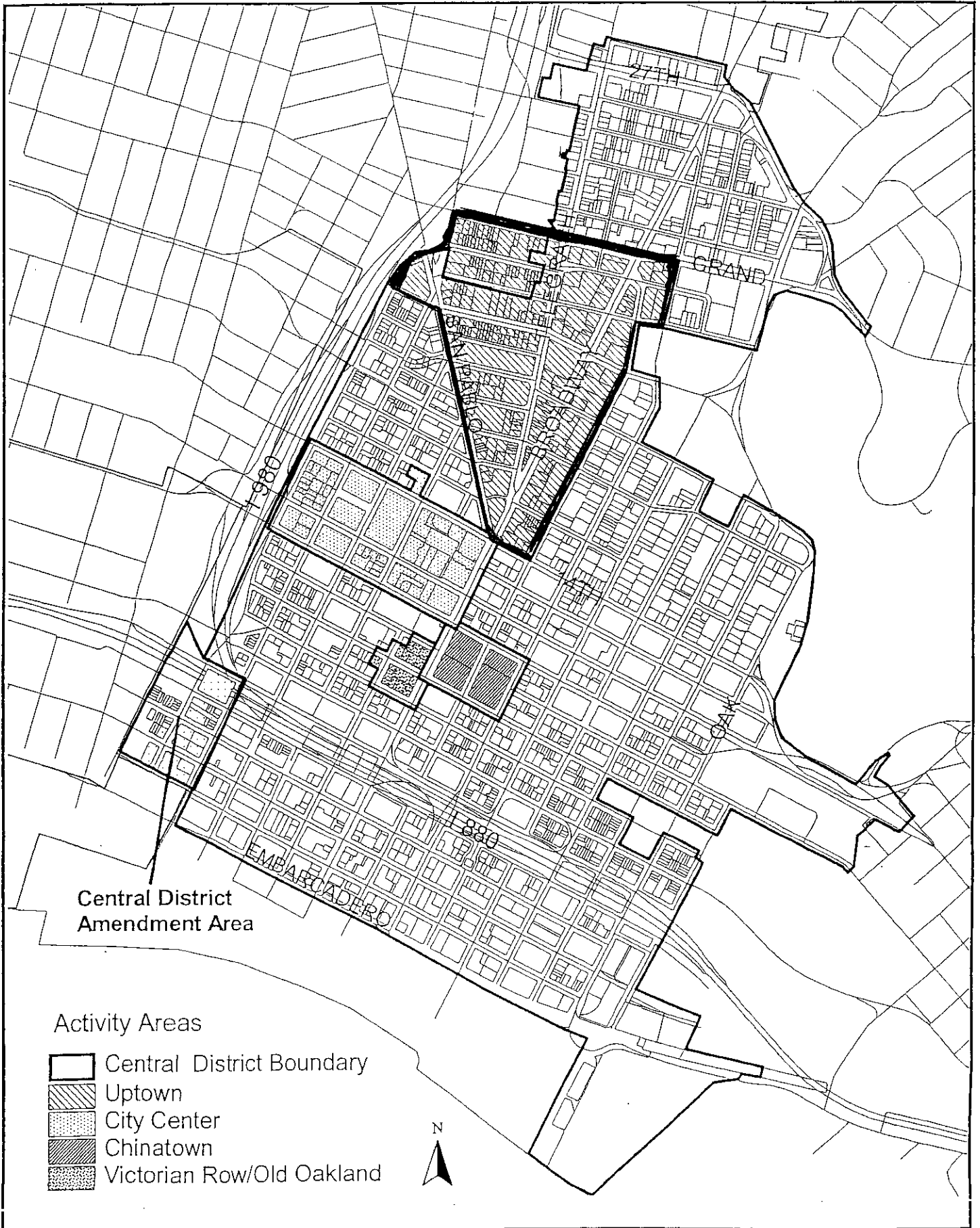
ABSENT-

ABSTENTION-

ATTEST: _____

CEDA FLOYD
Secretary of the Redevelopment Agency
of the City of Oakland

Exhibit "A"



ATTACHMENT A-2

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

PARCEL ONE:

Beginning at a point on the Southern line of 20th Street, formerly Delger Street, distant thereon Easterly 433 feet, 7 inches from the point of intersection thereof with the Easterly line of San Pablo Avenue; running thence Easterly along said line of 20th Street, 29 feet 2 inches; thence at right angles Southerly 88 feet; thence at right angles Westerly 29 feet 2 inches, and thence at right angles Northerly 88 feet to the point of beginning.

Being a portion of Lots numbered 20 and 21 Hogan Tract, and of Block No. 2002, of the City of Oakland, County of Alameda, State of California, as per Map of said City of Oakland, on file in the Office of the said County of Alameda.

APN: 008-0644-036

PARCEL TWO:

Lot 22, and a portion of Lot 21, Block 2002, "Hogan Tract," filed June 19, 1876, Map Book 2, Page 2, Alameda County Records, described as follows:

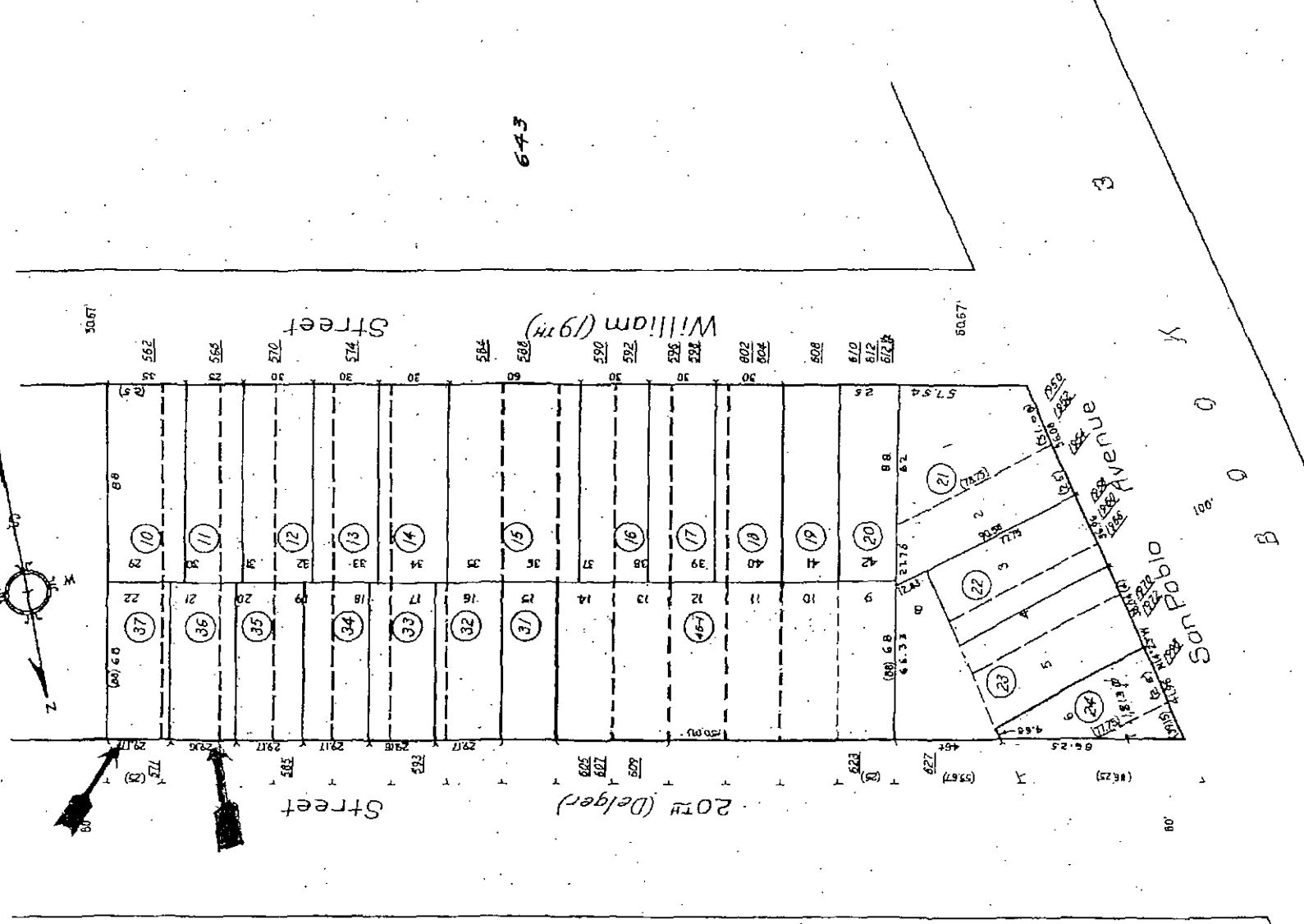
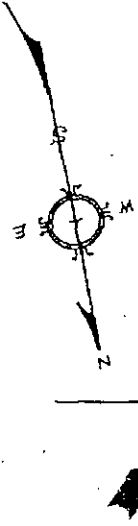
Beginning at a point on the Southern line of 29th Street, formerly Delger Street, distant thereon Easterly 462 feet, 9 inches from the intersection thereof with the Eastern line of San Pablo Avenue, as shown on the Map herein referred to; running thence Easterly along said line of 20th Street, 29 feet, 2 inches; thence at right angles Southerly 88 feet; thence at right angles Westerly 29 feet, 2 inches; thence at right angles Northerly 88 feet to the point of beginning.

APN: **008-0644-037**

Map of the Hoqan Tract (Bk. 2 Pg. 2)

Scale 1 in = 40 ft.

644



THIS MAP SHOULD BE USED FOR REFERENCE PURPOSES ONLY. NO LIABILITY IS ASSUMED FOR THE ACCURACY OF THE DATA SHOWN. PARCELS MAY NOT COMPLY WITH LOCAL SUBDIVISION OR BUILDING ORDINANCES.

H. Miller

REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND

RESOLUTION No. _____ C.M.S.

**A RESOLUTION OF NECESSITY DECLARING CERTAIN
PROPERTY INTEREST AT 1972 SAN PABLO AVENUE,
OAKLAND, CA 94612 (ASSESSOR'S PARCEL NUMBER: 008-
0644-023-00), NECESSARY FOR PUBLIC PURPOSES AND
AUTHORIZING AGENCY COUNSEL TO INITIATE
CONDEMNATION PROCEEDINGS FOR THE ACQUISITION
OF SAID PROPERTY**

WHEREAS, the Agency wishes to pursue the development of a mixed-use rental housing and retail development project (the "Uptown Project") in Oakland on the blocks 642, 643, 644 and 649 generally bounded by Thomas L. Berkley Way (formerly 20th Street) on the north, Telegraph Avenue on the east, 19th Street on the south and San Pablo Avenue on the west (the "Uptown Project Area"), and redevelopment on adjacent properties not within the Uptown Project Area, but still within the Uptown Retail and Entertainment Area (the "Uptown Activity Area"), as identified on Exhibit "A" in the Central District Redevelopment Project Area ("Central District") of the Central District Urban Renewal Plan, adopted by the Agency on June 12, 1969, as amended (the "Plan"); and

WHEREAS, the proposed Uptown Project will assist in the elimination of blight in the Central District, and will help meet the objectives of the Plan and redevelopment law; and

WHEREAS, The Uptown Project will benefit the Central District, as described in the Agenda Report for this Resolution, and by increasing and improving the supply of affordable housing available in the Central District and the City for low and moderate income homebuyers, attracting more residents to downtown Oakland, creating more commercial retail activities and by enhancing the economic viability and redevelopment potential of the Uptown Activity Area; and

WHEREAS, after good faith negotiations with the owners of the privately-owned real property in the proposed Uptown Project Area were unsuccessful, the Agency wishes to authorize Agency Counsel to commence eminent domain proceedings to acquire said property; now therefore be it

RESOLVED: That the Redevelopment Agency hereby finds, determines, and resolves as follows:

1. The Redevelopment Agency of the City of Oakland is a public entity authorized to establish and carry out community redevelopment projects pursuant to Health and Safety Code Sections 33391, et seq.
2. The property interests described hereinafter are to be taken for public use, namely, to eliminate blight and for redevelopment purposes, and for affordable housing, and all public purposes pursuant to the authority conferred upon the Redevelopment Agency to acquire property by eminent domain, including Health and Safety Code Section 33391; Code of Civil Procedure Sections 1240.140, 1240.510, and 1240.610; and Article I, Section 19, of the California Constitution.
3. The interest to be acquired herein is the fee simple interest in certain property located at 1972 San Pablo Avenue, City of Oakland, California, (Assessor's Parcel Number: 008-0644-023-00), together with all improvements situated thereon and the underlying fee interest, if any, appurtenant to the property in and to any adjoining streets, alleys, public ways, or railroad rights-of-way, all as more particularly indicated in the legal description and as shown on the map attached hereto as Attachment A-3 and incorporated herein by this reference.
4. The environmental impacts of the Uptown Project were considered in the Environmental Impact Report that was certified by The Oakland Planning Commission, in compliance with CEQA, for the Uptown Project, on February 18, 2004.
5. The Redevelopment Agency has reviewed and considered the Environmental Impact Report, before and as part of the process of determining whether to acquire the above-described property.
6. The subject property is being acquired for a compatible use under Code of Civil Procedure section 1240.510 in that the Redevelopment Agency's use of the subject property will not interfere with or impair the continued public use as it now exists or may reasonably be expected to exist in the future, or, in the alternative, for a more necessary public use under Code of Civil Procedure section 1240.610 in that the Agency's use of the subject property is a more necessary public use than the use to which the subject property is appropriated.
7. The Redevelopment Agency hereby declares that it has found and determined each of the following:
 - (a) The public interest and necessity require the proposed Uptown Project;

- (b) The proposed Uptown Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
 - (c) The property described in the resolution is necessary for the proposed Uptown Project; and
 - (d) The offer required by Government Code section 7267.2 has been made to the owners of record.
8. Agency General Counsel or its designee is hereby authorized (a) to take all steps necessary to commence legal proceedings, in a court of competent jurisdiction, in the name of the Redevelopment Agency of the City of Oakland, (b) to acquire the property interests described above by eminent domain, (c) to seek and obtain an Order for Possession of said property interests in accordance with the provisions of the eminent domain law, and (d) to deposit the total sum of probable compensation fixed by appraisal with the State Treasurer in the State Condemnation Deposits Fund, as provided by statute and be it

FURTHER RESOLVED: That funds in the amount of \$475,000 for the acquisition of this property have previously been budgeted and appropriated by the Agency pursuant to Resolution No. 2004-38 C.M.S. passed on July 20, 2004, and are available from Central District Tax Allocation Sources (Fund # 9532), Uptown/Forest City LDDA (Project #T245610), Org. 94800.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2004

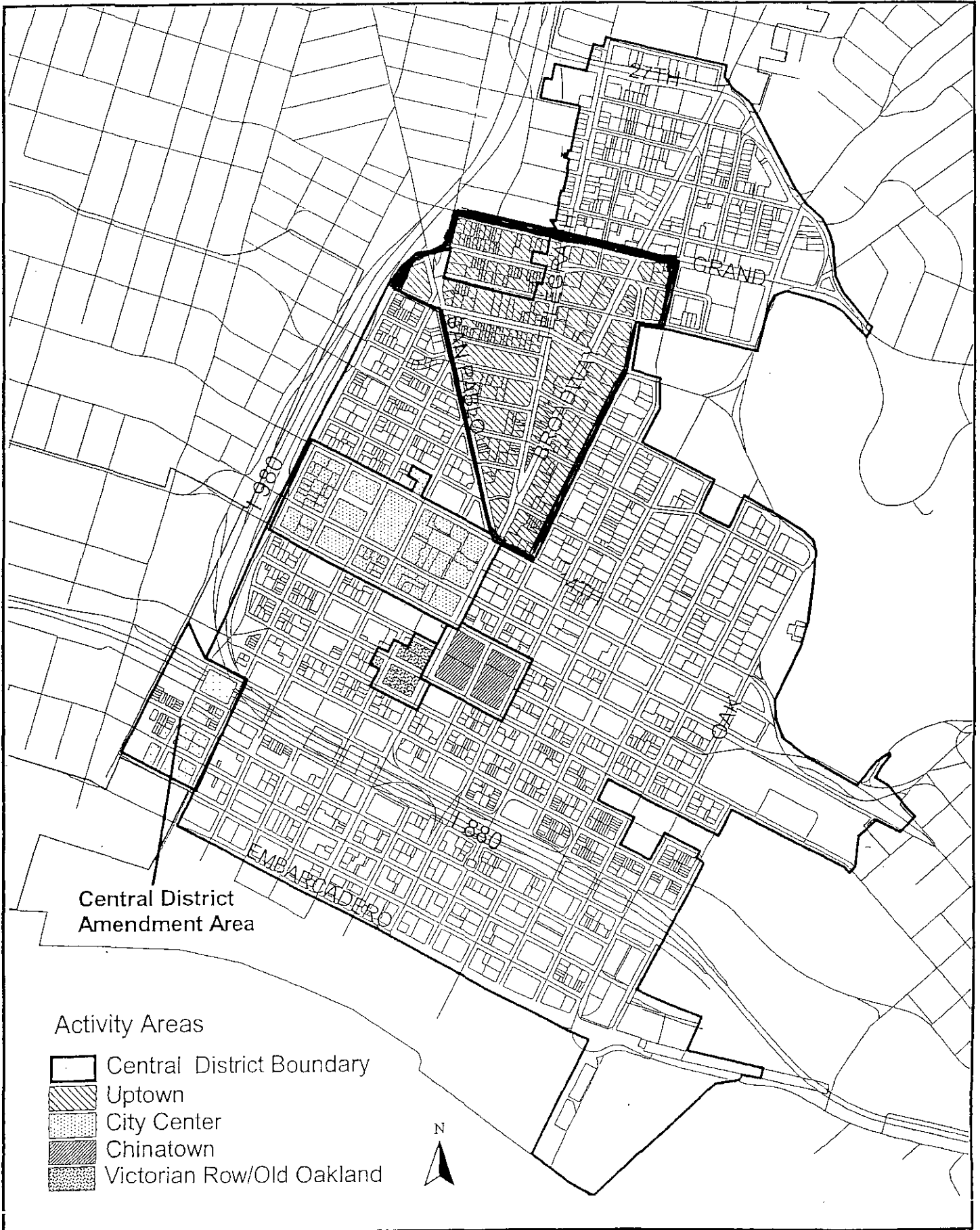
PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, NADEL, QUAN, REID, WAN, AND PRESIDENT DE LA FUENTE

NOES-
ABSENT-
ABSTENTION-

ATTEST: _____
CEDA FLOYD
Secretary of the Redevelopment Agency
of the City of Oakland

Exhibit "A"



ATTACHMENT A-3

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

REAL PROPERTY in the City of Oakland, County of Alameda, State of California:

PARCEL ONE:

Beginning at a point on the Southern line of 20th Street, distant thereon Easterly 116 feet 11 inches from the point of intersection thereof with the Eastern line of San Pablo Avenue, as said Street and Avenue are shown on the Map hereinafter referred to; running thence Easterly along said line of 20th Street 25 feet; thence at right angles Southerly 86 feet 3 inches; thence Southwesterly along the Northern boundary line of Lot Numbered 2 in Block Numbered 2002, as said Lot and Block are shown on said Map, 12 feet 10 inches; thence Northwesterly along the Southwestern boundary line of Lot Numbered 8 in said Block Numbered 2002, to a line drawn Southerly from the point of beginning at right angles with said line of 20th Street; and thence Northerly along the line so drawn to the point of beginning.

Being a portion of Lot Numbered 8 in Block Numbered 2002, as said Lot and Block are delineated and so designated upon that certain Map entitled, "Hogan Tract, Oakland, Alameda County, State of California" - filed June 19, 1876, in Book 2 of Maps at Page 2, in the Office of the County Recorder of said Alameda County.

Excepting therefrom that portion thereof included within the lines of 20th Street, as said Street now exists.

PARCEL TWO:

Beginning at a point on the Eastern line of San Pablo Avenue, distant thereon 131.08 feet Northerly from the point of intersection thereof with the Northern line of William Street, formerly Nineteenth Street, as said Avenue and Street are shown on the Map hereinafter referred to; running thence Southerly along said Eastern line of San Pablo Avenue 38.14 feet; thence at right angles Easterly 80.79 feet to a line drawn Southerly at right angles with the Southern line of Twentieth Street, as said Street is shown on said Map, from a point distant thereon 116.895 feet Easterly from said Eastern line of San Pablo Avenue; thence Northerly along the line so drawn 56.94 feet to said Southern line of Twentieth Street; thence Westerly along said line of Twentieth Street 30.67 feet to the Western boundary of Lot Numbered 8, as said Lot is shown on said Map thence Southerly along the last named line 26.86 feet, more or less, to the Southern boundary line of Lot Numbered 6, as said Lot is shown on said Map; thence Westerly along the last named line to the point of beginning.

Being all of Lot Numbered 5, and a portion of Lots Numbered 4 and 8 in Block Numbered 2002, as said Lots and Block are delineated and so designated upon that certain Map entitled, "Hogan Tract, Oakland, Alameda County, State of California" - filed June 19, 1876, in Book 2 of Maps at Page 2, in the Office of the County Recorder of the said County of Alameda.

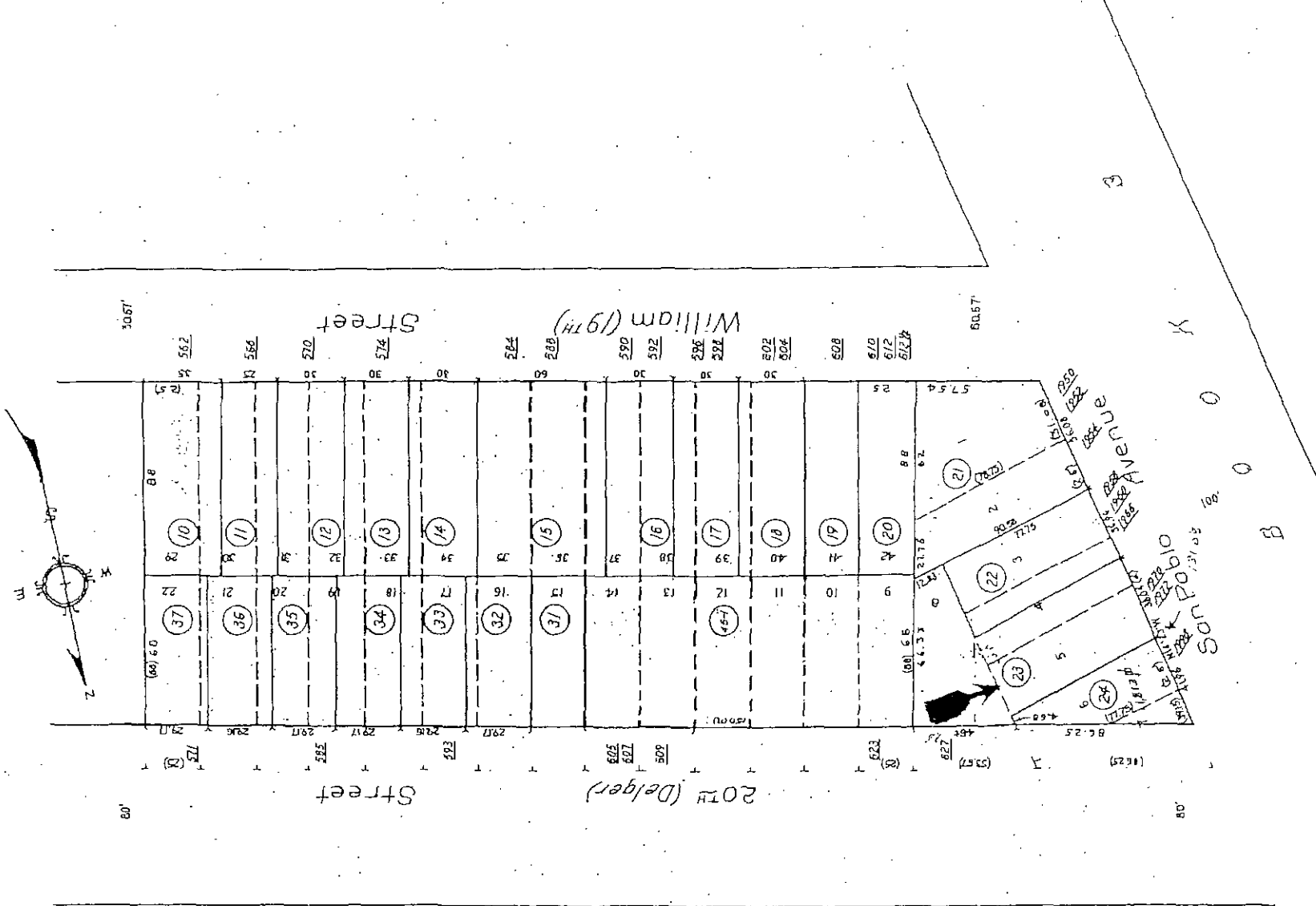
Excepting therefrom that portion thereof included within the lines of 20th Street, as said Street now exists.

A.P. No.: 008-0644-023

644

Map of the Hoagan Tract (Bk 2 Pg 2)

Scale 1 in = 40 ft.



THIS MAP SHOULD BE USED FOR REFERENCE PURPOSES ONLY. NO LIABILITY IS ASSUMED FOR THE ACCURACY OF THE DATA SHOWN. PARCELS MAY NOT COMPLY WITH LOCAL SUBDIVISION OR BUILDING ORDINANCES.

REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND

RESOLUTION No. _____ C.M.S.

A RESOLUTION OF NECESSITY DECLARING CERTAIN PROPERTY INTERESTS AT 490 THOMAS BERKLEY WAY (20TH STREET), OAKLAND CA 94612 (ASSESSOR PARCEL NUMBER: 008-0649-009-00), AND 2000-2016 TELEGRAPH AVENUE, OAKLAND CA 94612 (ASSESSOR PARCEL NUMBER: 008-0649-010-00) NECESSARY FOR PUBLIC PURPOSES AND AUTHORIZING AGENCY COUNSEL TO INITIATE CONDEMNATION PROCEEDINGS FOR THE ACQUISITION OF SAID PROPERTY

WHEREAS, the Agency wishes to pursue the development of a mixed-use rental housing and retail development project (the "Uptown Project") in Oakland on the blocks 642, 643, 644 and 649 generally bounded by Thomas L. Berkley Way (formerly 20th Street) on the north, Telegraph Avenue on the east, 19th Street on the south and San Pablo Avenue on the west (the "Uptown Project Area"), and redevelopment on adjacent properties not within the Uptown Project Area, but still within the Uptown Retail and Entertainment Area (the "Uptown Activity Area"), as identified on Exhibit "A" in the Central District Redevelopment Project Area ("Central District") of the Central District Urban Renewal Plan, adopted by the Agency on June 12, 1969, as amended (the "Plan"); and

WHEREAS, the proposed Uptown Project will assist in the elimination of blight in the Central District, and will help meet the objectives of the Plan and redevelopment law; and

WHEREAS, The Uptown Project will benefit the Central District, as described in the Agenda Report for this Resolution, by increasing and improving the supply of affordable housing available in the Central District and the City for low and moderate income homebuyers, attracting more residents to downtown Oakland, creating more commercial retail activities and by enhancing the economic viability and redevelopment potential of the Uptown Activity Area; and

WHEREAS, after good faith negotiations with the owners of the privately-owned real properties adjacent to the Uptown Project site, but still within the Uptown Activity Area, were unsuccessful, the Agency wishes to authorize Agency Counsel to commence eminent domain proceedings to acquire said property; now therefore be it

RESOLVED: That the Redevelopment Agency hereby finds, determines, and resolves as follows:

1. The Redevelopment Agency of the City of Oakland is a public entity authorized to establish and carry out community redevelopment projects pursuant to Health and Safety Code Sections 33391, et seq.
2. The property interests described hereinafter are to be taken for public use, namely, to eliminate blight and for redevelopment purposes, and for affordable housing, and all public purposes pursuant to the authority conferred upon the Redevelopment Agency to acquire property by eminent domain, including Health and Safety Code Section 33391; Code of Civil Procedure Sections 1240.140, 1240.510, and 1240.610; and Article I, Section 19, of the California Constitution.
3. The interests to be acquired herein is in properties adjacent to the Uptown Project Area but still within the Uptown Activity Area and consist of the fee simple interests in certain properties located at 490 Thomas Berkley Way (20th Street), Oakland California 94612 (Assessor Parcel Numbers: 008-0649-009-00), and 2000-2016 Telegraph Avenue, Oakland California 94612 (Assessor Parcel Number: 008-0649-010-00), together with all improvements situated thereon and the underlying fee interest, if any, appurtenant to the properties in and to any adjoining streets, alleys, public ways, or railroad rights-of-way, all as more particularly indicated in the legal descriptions and by the map attached hereto as Attachment A-4, which is incorporated herein by this reference.
4. The environmental impacts of the Uptown Project and the properties referred to herein were considered in the Environmental Impact Report that was certified by The Oakland Planning Commission, in compliance with CEQA, for the Uptown Project, on February 18, 2004.
5. The Redevelopment Agency has reviewed and considered the Environmental Impact Report, before and as part of the process of determining whether to acquire the above-described properties.
6. The subject properties are being acquired for a compatible use under Code of Civil Procedure section 1240.510 in that the Redevelopment Agency's use of the subject properties will not interfere with or impair the continued public use as it now exists or may reasonably be expected to exist in the future, or, in the alternative, for a more necessary public use under Code of Civil Procedure section 1240.610 in that the Agency's use of the subject properties is a more necessary public use than the use to which the subject properties is appropriated.

7. The Redevelopment Agency hereby declares that it has found and determined each of the following:
 - (a) The public interest and necessity require the proposed Uptown Project and redevelopment of the above-referenced properties;
 - (b) The proposed Uptown Project and redevelopment of the above-referenced properties is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
 - (c) The properties described in this resolution are necessary for redevelopment purposes; and
 - (d) The offer required by Government Code section 7267.2 has been made to the owners of record.

8. Agency General Counsel or its designee is hereby authorized (a) to take all steps necessary to commence legal proceedings, in a court of competent jurisdiction, in the name of the Redevelopment Agency of the City of Oakland, (b) to acquire the property interests described above by eminent domain, (c) to seek and obtain an Order for Possession of said property interests in accordance with the provisions of the eminent domain law, and (d) to deposit the total sum of probable compensation fixed by appraisal with the State Treasurer in the State Condemnation Deposits Fund, as provided by statute and be it

FURTHER RESOLVED: That funds in the amount of \$1,600,000 for the acquisition of these properties have previously been budgeted and appropriated by the Agency pursuant to Resolution No. 2004-38 C.M.S. passed on July 20, 2004, and are available from Central District Tax Allocation Sources (Fund # 9532), Uptown/Forest City LDDA (Project #T245610), Org. 94800.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2004

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, NADEL, QUAN, REID, WAN, AND PRESIDENT DE LA FUENTE

NOES-

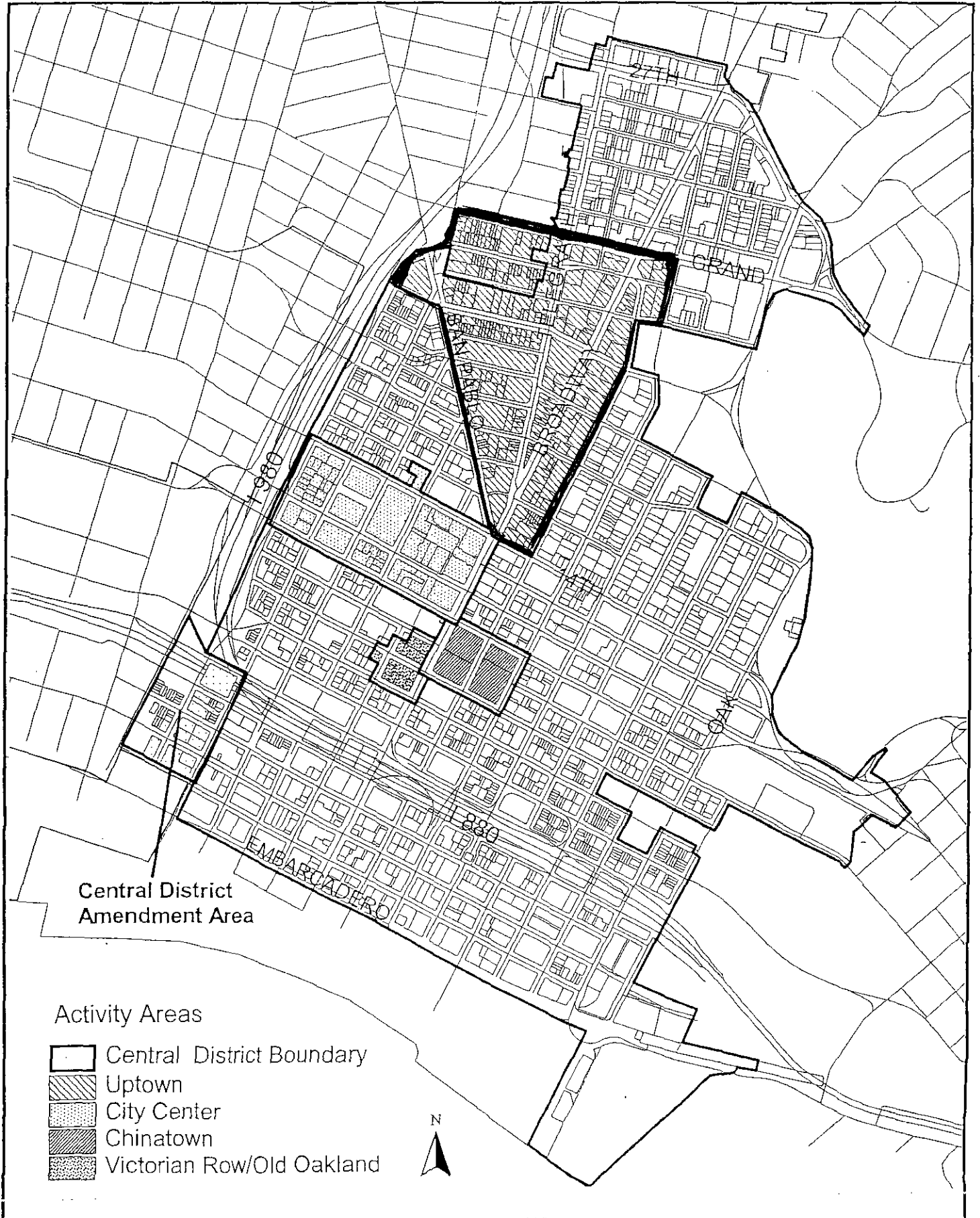
ABSENT-

ABSTENTION-

ATTEST: _____

CEDA FLOYD
Secretary of the Redevelopment Agency
of the City of Oakland

Exhibit "A"



ATTACHMENT A-4

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

Beginning at the point of intersection of the Northeastern line of 20th Street, formerly Delger Street, with the Eastern line of Telegraph Avenue, as said Telegraph Avenue existed June 28, 1907, running thence North $11^{\circ} 13'$ East along said line of Telegraph Avenue 90.91 feet; thence South $78^{\circ} 27' 20''$ East 104 feet; thence South $11^{\circ} 13'$ West 90 feet, more or less, to the point of intersection with a line drawn North $26^{\circ} 15'$ East from a point on said Northern line of 20th Street, distant thereon 100 feet Easterly from the intersection thereof with said Eastern line of Telegraph Avenue; thence South $26^{\circ} 15'$ West 28 feet, more or less, to said Northeastern line of 20th Street; and thence North $63^{\circ} 45'$ West 100 feet to the point of beginning.

APN: 008-0649-010

LEGAL DESCRIPTION

Real property in the City of Oakland, County of Alameda, State of California, described as follows:

Beginning at a point on the Northeastern line of 20th Street, distant thereon South $63^{\circ} 45'$ East 100 feet from the point of intersection thereof with the Eastern line of Telegraph Avenue, as said Telegraph Avenue existed June 28, 1907; running thence South $63^{\circ} 45'$ East along said line of 20th Street, 86.58 feet to a point distant thereon North $63^{\circ} 45'$ West, 165.50 feet from the point of intersection thereof with the Northwestern line of Broadway; thence North $26^{\circ} 15'$ East 100 feet; thence North $63^{\circ} 45'$ West 105.81 feet to a line drawn parallel with said Eastern line of Telegraph Avenue and distant 104 feet Easterly therefrom, measured along a line drawn parallel with the Southern line of Hobart Street; thence South $11^{\circ} 13'$ West parallel with said line of Telegraph Avenue 74 feet; more or less, to the point of intersection with a line drawn North $26^{\circ} 15'$ East from the point of beginning; thence South $26^{\circ} 15'$ West 28 feet, more or less, to the point of beginning.

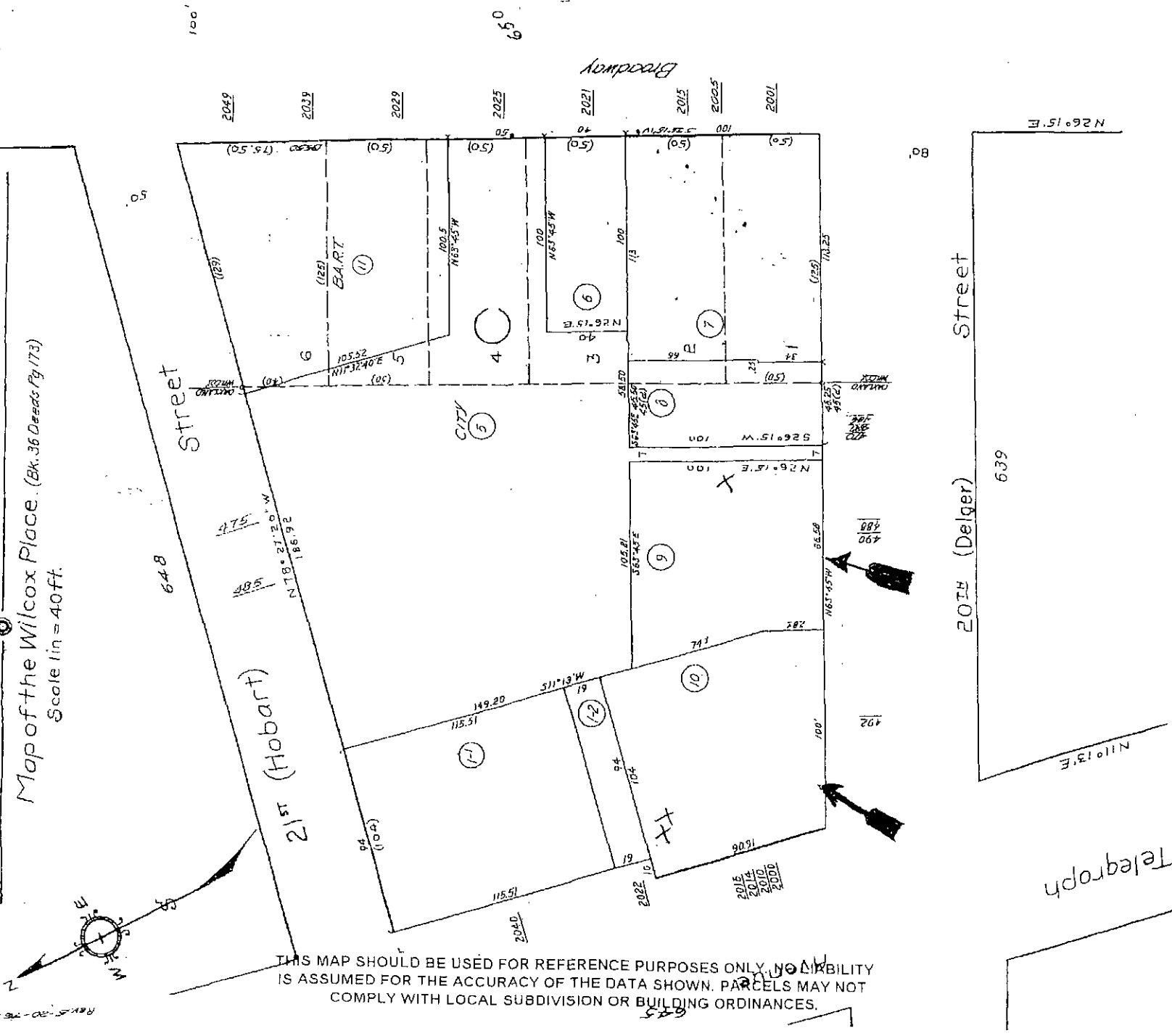
APN: 008-0649-009

ATTACHMENT A-4

Map of Oakland and vicinity showing plan of streets as established and proposed. Compiled from official surveys and records of the County, as per W.F. Boardman, City and County Surveyor. (Bk. 17 Pg. 14)

Map of the Wilcox Place. (Bk. 36 Deeds Pg. 173)
Scale lin = 40ft.

649
2183



D. Hillman

REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND

RESOLUTION No. _____ C.M.S.

A RESOLUTION OF NECESSITY DECLARING CERTAIN OUTDOOR ADVERTISING BILLBOARD LEASEHOLD INTERESTS OWNED BY VIACOM OUTDOOR INC., KNOWN AS LEASE NUMBER 258 COVERING FACE NUMBERS 1774 AND 1250 AT 2016 TELEGRAPH AVENUE, OAKLAND CA 94612, FACE NUMBER 2662 AT 490 THOMAS BERKLEY WAY, OAKLAND CA 94612, AND FACE NUMBER 4173 AT FOX THEATER, 1815 SAN PABLO AVENUE, OAKLAND CA 94612; LEASE NUMBER 1348 COVERING FACE NUMBERS 4172 AND 4177 AT 1998 SAN PABLO AVENUE, OAKLAND, CA 94612; AND LEASE NUMBER 209 COVERING FACE NUMBER 1742 AND 1100 AT 593 THOMAS BERKLEY WAY, OAKLAND CA 94612, NECESSARY FOR PUBLIC PURPOSES AND AUTHORIZING AGENCY COUNSEL TO INITIATE CONDEMNATION PROCEEDINGS FOR THE ACQUISITION OF SAID PROPERTY

WHEREAS, the Agency wishes to pursue the development of a mixed-use rental housing and retail development project (the "Uptown Project") in Oakland on the blocks 642, 643, 644 and 649 generally bounded by Thomas L. Berkley Way (formerly 20th Street) on the north, Telegraph Avenue on the east, 19th Street on the south and San Pablo Avenue on the west (the "Uptown Project Area"), and redevelopment on adjacent properties not within the Uptown Project Area, but still within the Uptown Retail and Entertainment Area (the "Uptown Activity Area"), as identified on Exhibit "A" in the Central District Redevelopment Project Area ("Central District") of the Central District Urban Renewal Plan, adopted by the Agency on June 12, 1969, as amended (the "Plan"); and

WHEREAS, the proposed Uptown Project will assist in the elimination of blight in the Central District, and will help meet the objectives of the Plan and redevelopment law; and

WHEREAS, The Uptown Project will benefit the Central District, as described in the Agenda Report for this Resolution, and by increasing and improving the supply of affordable housing available in the Central District and the City for low and moderate income homebuyers, attracting more residents to downtown Oakland,

creating more commercial retail activities and by enhancing the economic viability and redevelopment potential of the Uptown Activity Area; and

WHEREAS, after good faith negotiations with the owners of certain privately-owned leasehold property interests in the proposed Uptown Project Area and in properties adjacent to the Uptown Project Area, but still within the Uptown Activity Area, were unsuccessful, the Agency wishes to authorize Agency Counsel to commence eminent domain proceedings to acquire said leasehold interests; now therefore be it

RESOLVED: That the Redevelopment Agency hereby finds, determines, and resolves as follows:

1. The Redevelopment Agency of the City of Oakland is a public entity authorized to establish and carry out community redevelopment projects pursuant to Health and Safety Code Sections 33391, et seq.
2. The property interests described hereinafter are to be taken for public use, namely, to eliminate blight and for redevelopment purposes, and for affordable housing, and all public purposes pursuant to the authority conferred upon the Redevelopment Agency to acquire property by eminent domain, including Health and Safety Code Section 33391; Code of Civil Procedure Sections 1240.140, 1240.510, and 1240.610; and Article I, Section 19, of the California Constitution.
3. The interests to be acquired herein are the leasehold interests in certain outdoor advertising billboard leasehold interests owned by Viacom Outdoor Inc., under Lease Number 258 covering face numbers 1774 and 1250 at 2016 Telegraph Avenue, Oakland, California 94612, face number 2662 at 490 Thomas Berkley Way (20th Street), Oakland, California 94612, and face number 4173 at Fox Theater, 1815 San Pablo Avenue, Oakland California 94612; Lease Number 1348, covering face number 4172 and 4177 at 1998 San Pablo Avenue, Oakland, California 94612; and Lease Number 209 covering face number 1742 and 1100 at 593 Thomas Berkley Way (20th Street), Oakland, California 94612, together with all improvements situated thereon, all as more particularly indicated on the map attached hereto as Attachment A-5, which is incorporated herein by this reference.
4. The environmental impacts of the Uptown Project and the adjacent properties were considered in the Environmental Impact Report that was certified by The Oakland Planning Commission, in compliance with CEQA, for the Uptown Project, on February 18, 2004.
5. The Redevelopment Agency has reviewed and considered the Environmental Impact Report, before and as part of the process of

determining whether to acquire the above-described leasehold interests.

6. The subject leasehold interests are being acquired for a compatible use under Code of Civil Procedure section 1240.510 in that the Redevelopment Agency's use of the subject property interests will not interfere with or impair the continued public use as it now exists or may reasonably be expected to exist in the future, or, in the alternative, for a more necessary public use under Code of Civil Procedure section 1240.610 in that the Agency's use of the subject property interests is a more necessary public use than the use to which the subject property interests are appropriated.
7. The Redevelopment Agency hereby declares that it has found and determined each of the following:
 - (a) The public interest and necessity require the proposed Uptown Project and redevelopment of the above-referenced leasehold interests;
 - (b) The proposed Uptown Project and redevelopment of the above-referenced leasehold interests are planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
 - (c) The leasehold interests described in this resolution are necessary for the proposed Uptown Project or redevelopment of the leasehold interests; and
 - (d) The offer required by Government Code section 7267.2 has been made to the owners of record.
8. Agency General Counsel or its designee is hereby authorized (a) to take all steps necessary to commence legal proceedings, in a court of competent jurisdiction, in the name of the Redevelopment Agency of the City of Oakland, (b) to acquire the leasehold interests described above by eminent domain, (c) to seek and obtain an Order for Possession of said leasehold interests in accordance with the provisions of the eminent domain law, and (d) to deposit the total sum of probable compensation fixed by appraisal with the State Treasurer in the State Condemnation Deposits Fund, as provided by statute; and be it

FURTHER RESOLVED: That funds in the amount of \$116,900 for the acquisition of these leasehold interests have previously been budgeted and appropriated by the Agency pursuant to Resolution No. 2004-38 C.M.S. passed on July 20, 2004, and are available from Central District Tax Allocation Sources (Fund # 9532), Uptown/Forest City LDDA (Project #T245610), Org. 94800.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2004

PASSED BY THE FOLLOWING VOTE:

AYES- BROOKS, BRUNNER, CHANG, NADEL, QUAN, REID, WAN, AND PRESIDENT DE LA FUENTE

NOES-

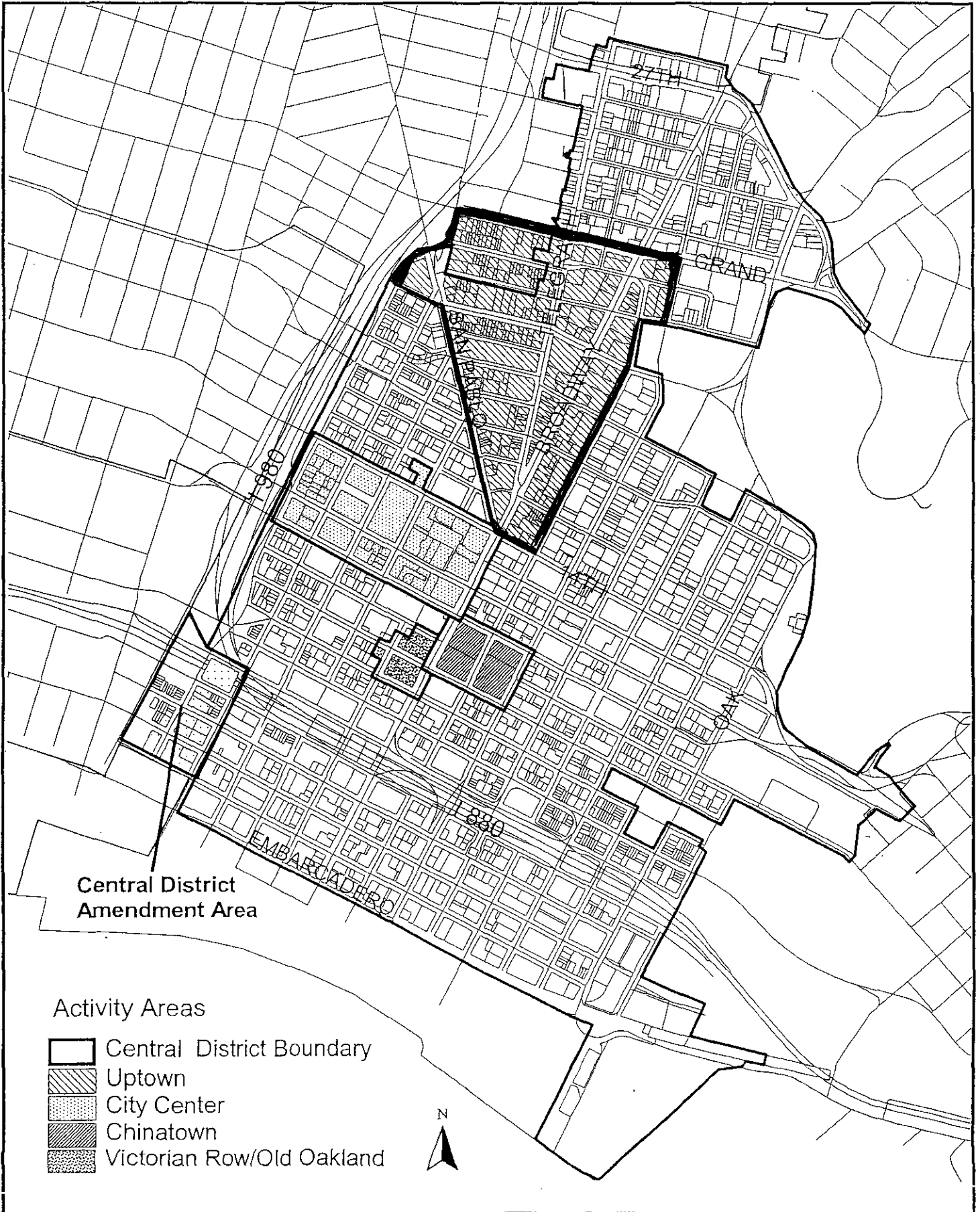
ABSENT-

ABSTENTION-

ATTEST: _____

CEDA FLOYD
Secretary of the Redevelopment Agency
of the City of Oakland

Exhibit "A"



UPTOWN ATTACHMENT A-5

