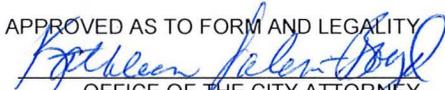


2015 JUL -9 PM 1:43


OFFICE OF THE CITY ATTORNEY

OAKLAND CITY COUNCIL

RESOLUTION NO. 85724 C.M.S.

A RESOLUTION OF FORMATION OF COMMUNITY FACILITIES DISTRICT NO. 2015-1 (GATEWAY INDUSTRIAL DISTRICT) AND AUTHORIZATION OF LEVY OF SPECIAL TAX THEREIN

WHEREAS, on June 17, 2015, the City Council of the City of Oakland (“**City**”) adopted Resolution No. 85665 C.M.S. entitled, “A Resolution of Intention of The City of Oakland to Establish City of Oakland Community Facilities District No. 2015-1 (Gateway Industrial District); Schedule a Public Hearing; Levy a Special Tax to Finance the Maintenance of Certain Public Improvements; and Approve a Proposed Boundary Map For Community Facilities District No. 2015-1 Pursuant to the Mello-Roos Community Facilities Act of 1982” (“**Resolution of Intention**”) wherein it declared its intention to establish a community facilities district to be known as “Community Facilities District No. 2015-1 (Gateway Industrial District)” (“**CFD No. 2015-1**”) and to levy a special tax (“**Special Tax**”) to pay the costs to maintain certain public improvements pursuant to the Mello-Roos Community Facilities Act of 1982, Government Code section 53311 et seq. (“**Act**”); and

WHEREAS, the Resolution of Intention incorporated by reference a map of the proposed boundaries of CFD No. 2015-1 (attached as *Exhibit 3* to the Resolution of Intention), described the public services and administrative costs eligible to be funded by CFD No. 2015-1 (collectively “**Services**”) (attached as *Exhibit 1* to the Resolution of Intention), and the rate and apportionment of the Special Tax to be levied within CFD No. 2015-1 (“**Rate and Method of Apportionment**”) to pay for such public services (attached as *Exhibit 2* to the Resolution of Intention). The Resolution of Intention and all of its attachments are on file with the City Clerk of the City of Oakland (“**City Clerk**”) and the provisions thereof are incorporated herein by this reference as if fully set forth in this resolution; and

WHEREAS, prior to the adoption of the Resolution of Intention, the City of Oakland, as the only qualified elector within CFD No. 2015-1, filed with the City Clerk a Waiver and Consent with Respect to Conduct of Public Hearings and Mail Ballot Election for Landowner Election for a Community Facilities District (“**Waiver and Consent**”), by which, among other things, the time limits and related requirements with respect to the formation of CFD No. 2015-1 and preparation and distribution of election materials are waived. The Waiver and Consent is attached to the Resolution of Intention as *Exhibit 4*; and

WHEREAS, consistent with the Waiver and Consent, no written protests have been filed with the City Clerk with respect to the formation of CFD No. 2015-1 by fifty percent (50%) or more

of the registered voters residing within the boundaries of CFD No. 2015-1 or by property owners that own fifty percent (50%) or more of the land area within CFD No. 2015-1 and not exempt from the Special Tax; and

WHEREAS, the Special Tax proposed to be levied by CFD No. 2015-1 to pay for the Services has not been eliminated by the protest of fifty percent (50%) or more of the registered voters residing within the boundaries of CFD No. 2015-1 or by property owners that own fifty percent (50%) or more of the land area within CFD No. 2015-1 and not exempt from the Special Tax; and

WHEREAS, the City previously prepared and certified/adopted the 2002 Oakland Army Base (“**OARB**”) Redevelopment Plan Environmental Impact Report, which was a “project level” EIR pursuant to California Environmental Quality Act (“**CEQA**”) Guidelines section 15180(b); the 2006 OARB Auto Mall Supplemental EIR and 2007 Addendum; and the 2009 Addendum for the Central Gateway Aggregate Recycling and Fill Project; while the Port prepared and adopted the Port’s 2006 Maritime Street Addendum (collectively called “**Previous CEQA Documents**”);

WHEREAS, on June 19, 2012, the City Council, via Resolution No. 83930 C.M.S., approved the amended OARB Reuse Plan (Master Plan), including adopting the 2012 OARB Initial Study/Addendum (“**IS/Addendum**”), making related CEQA findings and adopting the Standard Conditions of Approval/Mitigation Monitoring and Reporting Program (“**SCA/MMRP**”); and

WHEREAS, on July 3, 2012, the City approved the Lease Disposition and Development Agreement (“**LDDA**”) and related documents between the City and Prologis CCIG Oakland Global, LLC (“**Developer**”), for the redevelopment of approximately 130 acres of the Gateway Development Area of the former OARB, which authorized the development of public improvements and private improvements and required compliance with the SCA/MMRP; and

WHEREAS, consistent with the LDDA, the City’s development of various public infrastructure over this area is currently being constructed pursuant to a state grant from the California Transportation Commission; and

WHEREAS, the City will finance the annual maintenance costs for said public improvements through the formation of a community facilities district as contemplated in this Resolution; and

WHEREAS, the formation of the community facilities district approves a financing mechanism that provides the City no discretion to shape or alter the public infrastructure or the private improvements authorized under the LDDA and is not a project under CEQA nor subject to CEQA; and

WHEREAS, even if deemed a project, the formation of the community facilities district is exempt from CEQA under CEQA Guidelines Sections 15061(b)(3) (general rule); 15273 (rates, tolls, fares, and charges), 15301 (existing facilities), and 15304 (minor alterations); further, none of the circumstances necessitating preparation of additional CEQA review as specified in CEQA and the CEQA Guidelines, including without limitation Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163 are present; and

WHEREAS, the Resolution of Intention called for the City Council to hold a public hearing on the formation of CFD No. 2015-1, and the City Council held the public hearing on the formation of the CFD as required by the Act and the Resolution of Intention; and

WHEREAS, the City Council was fully advised at the public hearing regarding the formation of CFD No. 2015-1 and it was determined that a majority protest under Section 53324 of the Government Code was not made at the hearing; and

WHEREAS, all interested persons desiring to be heard on all matters relating to the formation of CFD No. 2015-1, the Services and the levy of the Special Tax were heard at the public hearing and a full and fair hearing was held; and

WHEREAS, the City Council has adopted this resolution pursuant to Section 53325.1 of the Government Code, thereby completing its proceedings for formation of proposed CFD No. 2015-1; now, therefore, be it

RESOLVED: That the City Council finds and determines that foregoing recitals are true and correct; and be it

FURTHER RESOLVED: That the City Council has independently reviewed, considered, and determined that this action is not a project pursuant to 15378(b)(4) (creation of government funding mechanisms); and be it

FURTHER RESOLVED: That to the extent formation of CFD No. 2015-1 is considered a project, it is (a) exempt from CEQA pursuant to CEQA Guidelines section 15061(b)(3) (general rule), and (b) its formation further exempt pursuant to 15273 (rates, tolls, fares, and charges), and its administration and maintenance work exempt pursuant to 15301 (existing facilities) and 15304 (minor alterations), each of which provides a separate and independent basis for CEQA clearance and when viewed collectively provide an overall basis for CEQA clearance; and be it

FURTHER RESOLVED: That to the extent formation of CFD No. 2015-1 is considered a project in furtherance of the OARB redevelopment, the City Council, based on its own independent review, consideration, and exercise of its independent judgment, hereby finds and determines, on the basis of substantial evidence in the entire record before the City, that none of the circumstances necessitating preparation of additional CEQA review as specified in CEQA and the CEQA Guidelines, including without limitation Public Resources Code Section 21166 and CEQA Guidelines Sections 15162 and 15163 are present in that:

1) There are no substantial changes in the improvements proposed to be maintained with the CFD No. 2015-1 funding that would result in new significant environmental impacts or a substantial increase in the severity of significant impacts already identified in the Previous CEQA Documents and the IS/Addendum;

2) There are no substantial changes in circumstances that would result in new significant environmental impacts or a substantial increase in the severity of significant impacts already identified in the Previous CEQA Documents and IS/Addendum; and

3) There is no new information of substantial importance, which was not known and could not have been known with the exercise of reasonable diligence at the time the Previous CEQA Documents and IS/Addendum were adopted, which is expected to result in (a) new significant environmental effects or a substantial increase in the severity of significant environmental effects already identified in the Previous CEQA Documents and IS/Addendum; or (b) mitigation measures which were previously determined not to be feasible would in fact be feasible, or which are considerably different from those recommended in the Previous CEQA Documents and IS/Addendum and which would substantially reduce significant effects of the project, but the City declines to adopt them; and be it

FURTHER RESOLVED: That the City Council finds and determines that it can continue to rely on the Previous CEQA Documents and the IS/Addendum, that this action complies with CEQA, and the Environmental Review Officer is directed to cause to be filed a Notice of Determination/Exemption with the appropriate agencies; and be it

FURTHER RESOLVED: That the proposed Special Tax to be levied within CFD No. 2015-1 has not been precluded by Section 53324 of the Act; and be it

FURTHER RESOLVED: That formation of CFD No. 2015-1 is in conformity with the Amended and Restated Local Goals and Policies for Community Facilities Districts, adopted by Resolution No. 84665 C.M.S. on June 17, 2015; and be it

FURTHER RESOLVED: That the services and other administrative and incidental expenses that are proposed to be financed by CFD No. 2015-1, as set forth in *Exhibit 1* of the Resolution of Intention, are hereby found to be necessary as the result of development occurring within CFD No. 2015-1; and be it

FURTHER RESOLVED: That the proposed Rate and Method of Apportionment of the Special Tax among parcels of real property within CFD No. 2015-1, as described in sufficient detail to allow each parcel owner within the District to estimate the maximum amount each such owner will have to pay, as set forth in *Exhibit 2* of the Resolution of Intention, is hereby found to be reasonable; and be it

FURTHER RESOLVED: That the City Administrator of the City of Oakland (“City Administrator”) or designee is the officer of the City that will be responsible for preparing annually a current roll of special tax levy obligations by assessor’s parcel number and who will be responsible for estimating future tax levies pursuant to Sections 53340.1 and 53340.2 of the Act; and be it

FURTHER RESOLVED: That upon recordation of a notice of special tax lien pursuant to Section 3114.5 of the Streets and Highways Code, a continuing lien to secure each levy of the Special Tax shall attach to all nonexempt real property in CFD No. 2015-1 and this lien shall continue in force and effect until the Special Tax obligation is prepaid and permanently satisfied and the lien canceled in accordance with law or until collection of the tax by the legislative body ceases; and be it

FURTHER RESOLVED: That the boundaries of CFD No. 2015-1, attached as *Exhibit 3* to the Resolution of Intention have been revised to remove Assessor's Parcel Number 18-508-13; accordingly, the boundaries of CFD No. 2015-1, as attached to this resolution as Exhibit A, set forth in the boundary map of the District recorded in the Alameda County Recorder's Office at Book ____ of Maps at Page ____, are hereby approved, are incorporated herein by this reference and shall be the boundaries of CFD No. 2015-1; and be it

FURTHER RESOLVED: That all prior proceedings taken in connection with the establishment of CFD No. 2015-1 and the levy of the Special Tax have been duly considered by the City Council and are hereby found and determined to be valid and in conformity with the Act; and be it

FURTHER RESOLVED: That the community facilities district designated "Community Facilities District No. 2015-1 (Gateway Industrial District), City of Oakland, County of Alameda" is hereby established pursuant to the Act; and be it

FURTHER RESOLVED: That pursuant to the provisions of the Act, the proposition of the levy of the Special Tax shall be submitted to the qualified electors of CFD No. 2015-1 at an election, the time, place and conditions of which election shall be as specified by a separate resolution.

IN COUNCIL, OAKLAND, CALIFORNIA, JUL 21 2015, 2015

PASSED BY THE FOLLOWING VOTE:

AYES - ~~6~~ BROOKS, CAMPBELL WASHINGTON, GALLO, GUILLEN, KALB, KAPLAN, REID AND PRESIDENT GIBSON MCELHANEY -7

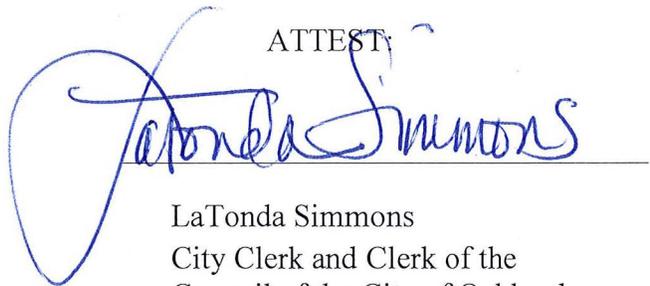
NOES- 0

ABSENT- 0

ABSTENTION- 0

Excused- Brooks-1

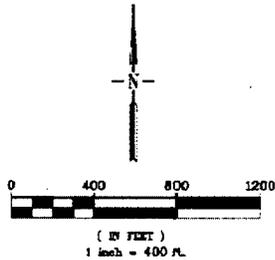
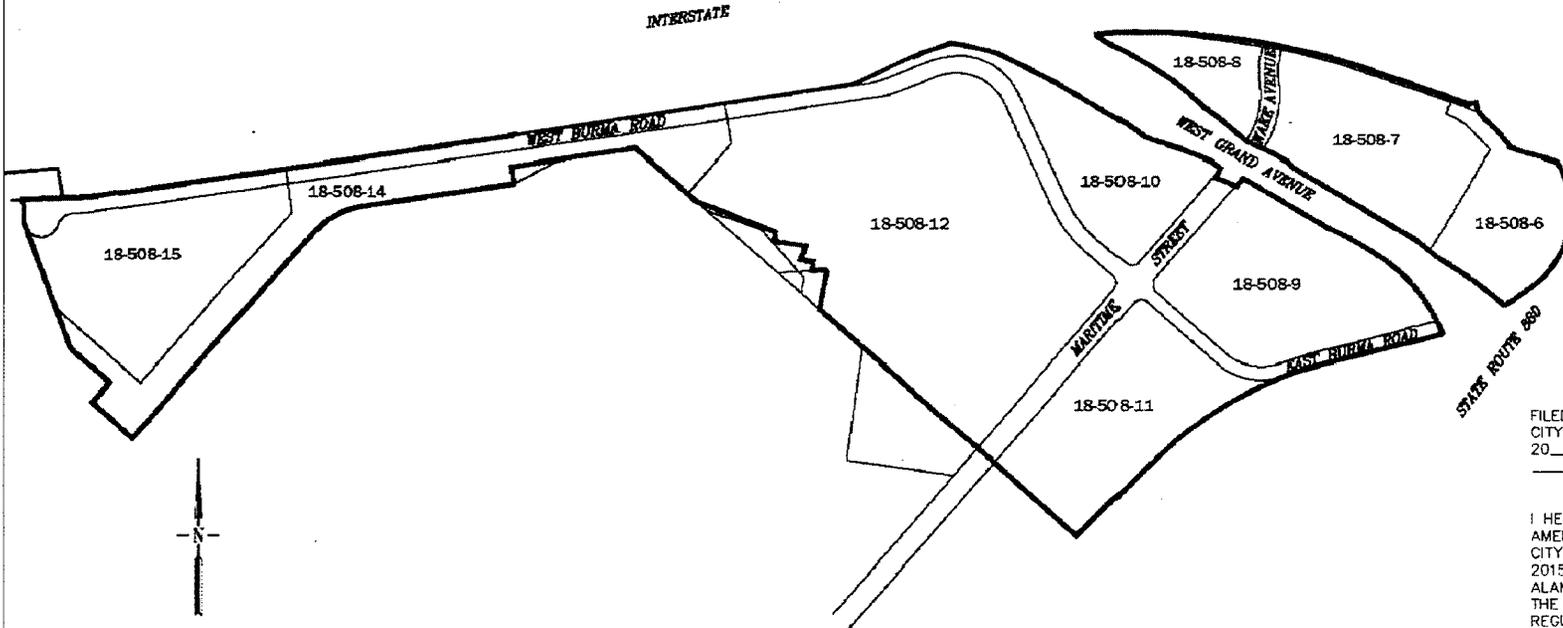
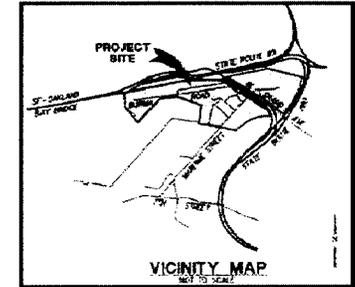
ATTEST



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

Exhibit A

AMENDMENT NO. 1 TO
**PROPOSED BOUNDARY OF
 COMMUNITY FACILITY DISTRICT No. 2015-01**
 OAKLAND ARMY BASE, OAKLAND CALIFORNIA
 STATE OF CALIFORNIA



LEGEND:

————— CFD No. 2015-01
 District Boundary
 1 Lot No.

HARRIS & ASSOCIATES
 22 Executive Park, Suite 200
 Irvine, California 92614
 949-227-4901

REFERENCE THE ALAMEDA COUNTY ASSESSOR'S MAPS
 FOR A DETAILED DESCRIPTION OF PARCEL LINES AND
 DIMENSIONS.

REFERENCE IS MADE TO THE ORIGINAL BOUNDARY
 MAP OF THE DISTRICT, ENTITLED AND RECORDED
 AS FOLLOWS:

"PROPOSED BOUNDARY OF COMMUNITY FACILITIES
 DISTRICT NO. 2015-01, OAKLAND ARMY BASE,
 OAKLAND CALIFORNIA RECORDED ON _____ IN
 BOOK _____ OF MAPS OF ASSESSMENTS
 AND COMMUNITY FACILITIES DISTRICTS, AT PAGE
 _____ IN THE OFFICE OF THE COUNTY RECORDER
 OF THE COUNTY OF ALAMEDA, STATE OF CALIFORNIA."

FILED IN THE OFFICE OF THE CITY CLERK OF THE
 CITY OF OAKLAND THIS ____ DAY OF ____
 20__.

 CITY CLERK OF THE CITY OF OAKLAND

I HEREBY CERTIFY THAT THE MAP SHOWING
 AMENDMENT NO. 1 TO PROPOSED BOUNDARY OF THE
 CITY OF OAKLAND COMMUNITY FACILITY DISTRICT NO.
 2015-01 (ARMY BASE), CITY OF OAKLAND, COUNTY OF
 ALAMEDA, STATE OF CALIFORNIA, WAS APPROVED BY
 THE CITY COUNCIL OF THE CITY OF OAKLAND AT A
 REGULAR MEETING THEREOF, HELD ON THE ____ DAY OF
 ____ 20__ BY ITS RESOLUTION NO. _____

 CITY CLERK OF THE CITY OF OAKLAND

FILED IN THE OFFICE OF THE CITY CLERK OF THE CITY
 OF OAKLAND THIS ____ DAY OF ____ 20__.

REGULAR MEETING THEREOF, HELD ON THE ____ DAY OF
 ____ 20__ BY ITS RESOLUTION NO. _____

FILED THIS ____ DAY OF ____ 20__, AT THE HOUR
 OF ____ O'CLOCK ____ M, IN BOOK OF MAPS OF
 ASSESSMENTS AND COMMUNITY FACILITIES DISTRICTS
 PAGE NOS. ____ THROUGH ____ AND AS INSTRUMENT
 NO. _____ IN THE OFFICE COUNTY OF ALAMEDA,
 STATE OF CALIFORNIA.

 COUNTY RECORDER OF THE COUNTY OF ALAMEDA