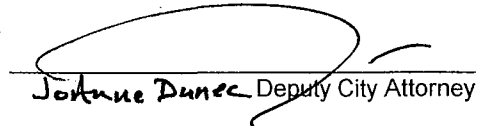


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APPROVED AS TO FORM AND LEGALITY:

  
Johanne Dunec Deputy City Attorney

## OAKLAND CITY COUNCIL

RESOLUTION No. \_\_\_\_\_ C.M.S.

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A RESOLUTION AUTHORIZING A FOURTH AMENDMENT TO THE EXCLUSIVE NEGOTIATION AGREEMENT ("ENA") WITH W/L TELEGRAPH OWNER, LLC, OR AN AFFILIATE, FOR DEVELOPMENT OF A MIXED-USE PROJECT ON CITY-OWNED PROPERTY LOCATED AT 2100 TELEGRAPH AVENUE (ASSESSOR'S PARCEL NUMBER: 008-0648-016-03), CONTINGENT UPON PAYMENT OF A \$25,000 EXTENSION FEE, TO ~~EXTEND THE TERM BY UP TO SIX MONTHS FROM APRIL 21, 2019 TO OCTOBER 21, 2019 TO COMPLETE DISPOSITION AND DEVELOPMENT~~ AGREEMENT NEGOTIATIONS, RELYING ON A CEQA EXEMPTION PURSUANT TO SECTIONS 15262, 15306 AND SECTION 15061(B)(3) OF THE CEQA GUIDELINES

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**WHEREAS**, the City of Oakland (the "City") owns approximately 1.76 acres of property located at 2100 Telegraph Avenue (the "Property"), which is improved with a two-story public parking structure that includes 351 parking spaces (the "City Garage"); and

**WHEREAS**, on March 26, 2015, pursuant to Resolution No. 85220 C.M.S., dated October 21, 2014, the City and TB2 Retail Complex, LLC ("TB2"), a limited liability company comprising the Strategic Urban Development Alliance ("SUDA") and Hensel Phelps Construction Company ("HPCC"), executed an Exclusive Negotiation Agreement ("ENA") for development of a mixed-use project on the Property; and

**WHEREAS**, on July 5, 2016, the City Council adopted Resolution No. 86267 C.M.S., authorizing (1) an assignment of the ENA from TB2 to W/L Telegraph Owner, LLC ("W/L"), or one of its affiliates, a joint venture partnership between TB2 and Lane Partners/Walton Street Capital LLC, to evaluate the feasibility and negotiate the terms for development of a mixed-use office/retail project including alternatives with a residential component and/or replacement of public parking currently on the Property (the "Project"); and (2) an amendment of the ENA to extend the ENA term from 24 to 30 months, or from October 21, 2016 to April 21, 2017, with an administrative option to extend the ENA term by an additional six months from April 21, 2017 to October 21, 2017, while also extending certain performance deadlines; and

**WHEREAS**, on April 21, 2017, a second amendment to the ENA was executed, employing the six-month administrative option to extend the terms of the agreement to October 21, 2017; and

**WHEREAS**, on October 17, 2017, the City Council adopted Resolution No. 86938 C.M.S. authorizing a third ENA amendment to extend the ENA term by another 12 months to October 21, 2018, with an administrative option to extend by an additional six months. At W/L's request, the City Administrator approved the optional six-month extension, and issued an extension letter setting the termination date to April 21, 2019; and

**WHEREAS**, W/L has met all the ENA performance deadlines to date, including obtaining California Environmental Quality Act ("CEQA") and other planning approvals; and

**WHEREAS**, additional time is required to negotiate and finalize the terms of a Disposition and Development Agreement; and

**WHEREAS**, the City Council desires to extend the term of the ENA by six months from April 21, 2019 to October 21, 2019; now therefore be it

**RESOLVED:** That the City finds and determines, after independent review and consideration, that this action complies with CEQA because the extension of the ENA term is exempt from CEQA pursuant to Sections 15262 (feasibility and planning studies), 15306 (information collection) and Section 15061(b)(3) (general rule) of the CEQA Guidelines; and be it further

**RESOLVED:** That the City Administrator or designee is hereby authorized to extend the ENA term by an additional six months, or from April 21, 2019 to October 21, 2019; and be it further

**RESOLVED:** That the City shall require a \$25,000 nonrefundable, non-applicable extension fee from W/L; and be it further

**RESOLVED:** That the \$25,000 nonrefundable extension fee will be appropriated to Fund: Miscellaneous Capital Projects (Fund 5999), Organization: Central District Redevelopment (Org. 85245), and Project: Telegraph Plz – TB2 (Project 1003328); and be it further

**RESOLVED:** That the City Administrator is further authorized to take whatever action is necessary with respect to the extension of the ENA term and performance deadlines, and other development scenario considerations consistent with this Resolution and its basic purposes; and be it further

**RESOLVED:** That all documents necessary to effect the amendment to the ENA pursuant to this Resolution shall be reviewed and approved by the City Attorney, and copies shall be placed on file with the City Clerk.

IN COUNCIL, OAKLAND, CALIFORNIA, \_\_\_\_\_, 2019

**PASSED BY THE FOLLOWING VOTE:**

AYES- FORTUNATO BAS, GALLO, GIBSON McELHANEY, KALB, REID, TAYLOR, THAO, and CHAIRPERSON KAPLAN

NOES-

ABSENT-

ABSTENTION-

ATTEST: \_\_\_\_\_

LATONDA SIMMONS  
City Clerk and Clerk of the Council  
of the City of Oakland, California

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