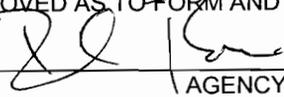


OFFICE OF THE CITY CLERK
OAKLAND

2011 APR 13 PM 6:21

APPROVED AS TO FORM AND LEGALITY:

BY:  AGENCY COUNSEL

REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND
2011 - 0039
RESOLUTION No. _____ C.M.S.

**AN AGENCY RESOLUTION AUTHORIZING AN
EXCLUSIVE NEGOTIATING AGREEMENT (ENA) WITH
AE3 ASSOCIATES FOR DEVELOPMENT OF AGENCY-
OWNED PROPERTY AT 606 CLARA STREET/9418
EDES AVENUE**

WHEREAS, the Redevelopment Agency owns property located at 606 Clara Street/9418 Edes Avenue on the southwest side of the block bounded by Elmhurst Avenue, Edes Avenue and Clara Streets in the Brookfield Gardens neighborhood of the Coliseum Redevelopment Project Area (the "Property"), and

WHEREAS, on September 4 2009, the Agency issued a notice of development opportunities (NODO) soliciting mixed-use development proposals for several sites in the Coliseum Redevelopment Project Area, including the Property; and

WHEREAS, in response to the NODO, AE3 Associates and Partners ("AE3") submitted a proposal to construct a three-story skilled nursing facility built over a podium containing 13,000 square feet of ground-floor commercial uses including space for a proposed pharmacy, clinic and a small neighborhood retail/healthy food grocery store (the "Project"); and

WHEREAS, staff established a selection committee to review responses to the NODO and recommend a developer; and

WHEREAS, after Agency review and evaluation of the proposals, the selection committee recommended AE3's proposal for the development of the mixed-use Project on the Property; and

WHEREAS, after further assessment, AE3 refined the submitted proposal to include purchase of the Property for a fair market value, and the Agency and AE3, as the prospective developer, wish to now enter into a period of preliminary study and negotiations over the Project proposal, understanding that this does not constitute a binding commitment on the part of the Agency to any project or developer for the Property; now, therefore, be it

RESOLVED: That the Agency Administrator is authorized to negotiate and enter into an Exclusive Negotiating Agreement (“ENA”) with AE3 for purposes of studying and evaluating the feasibility of, and negotiating terms and conditions for, the transfer of the Property, and its development for a skilled nursing facility and other uses; and be it

FURTHER RESOLVED: That the exclusive negotiating period will be for twelve months from the date of this Resolution, with the option to extend said period by an additional three months with the approval of the Agency Administrator in his or her sole discretion; and be it

FURTHER RESOLVED: That the \$25,000 nonrefundable good faith deposit from AE3 will be appropriated to Coliseum District Operations (Fund 9450) and a project to be created, for expenditures related to the Project; and be it

FURTHER RESOLVED: That the ENA shall be reviewed and approved as to form and legality by Agency Counsel prior to execution; and be it

FURTHER RESOLVED: That the Agency finds and determines, after independent review and consideration, that this action complies with the California Environmental Quality Act (“CEQA”) because this action on the part of the Agency is exempt from CEQA pursuant to Section 15262 (feasibility and planning studies), Section 15306 (information collection), and Section 15061(b)(3) (general rule) of the CEQA Guidelines; and be it

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

FURTHER RESOLVED: That the Agency Administrator is further authorized to take whatever action is necessary with respect to the ENA and the Project consistent with this Resolution and its basic purposes.

IN AGENCY, OAKLAND, CALIFORNIA, MAY 3 2011

PASSED BY THE FOLLOWING VOTE:

AYES - BROOKS, DE LA FUENTE, ~~KAPLAN~~, KERNIGHAN, NADEL, SCHAAF, BRUNNER,
AND CHAIRPERSON REID - 7

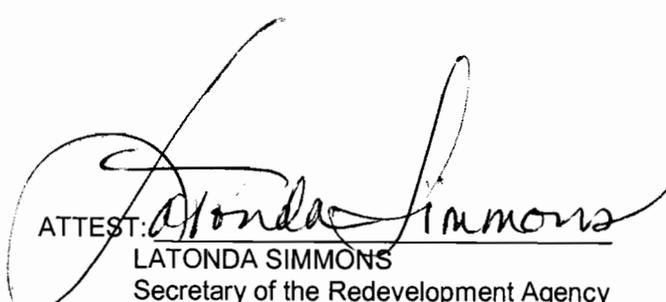
NOES - 0

ABSENT - 0

ABSTENTION - 0

Excused - Kaplan - 1

ATTEST:


LATONDA SIMMONS

Secretary of the Redevelopment Agency
of the City of Oakland, California