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OFFICE OF THE CITY CLERK
OAKLAND
2008 SEP 16 PM 3:36

**REDEVELOPMENT AGENCY
AND THE CITY OF OAKLAND
AGENDA REPORT**

TO: Office of the City/Agency Administrator
ATTN: Dan Lindheim
FROM: Community and Economic Development Agency
DATE: September 16, 2008

RE: **A Supplemental Report on the Status of the Rehabilitation and Reuse of the Historic 16th Street Train Station in West Oakland; and a
City Resolution Approving a Nonprofit Corporation to be Created by the Train Station Partnership and BUILD to Oversee the Rehabilitation and Reuse of the 16th Street Train Station in West Oakland; and an
Agency Resolution Authorizing a Predevelopment Loan with Deferred Repayment to the Train Station Entity for Rehabilitation of the 16th Street Train Station in West Oakland in an Amount Not to Exceed \$400,000**

SUMMARY

On July 22, 2008, the Community and Economic Development Committee heard a report from staff recommending the approval of two resolutions—a City resolution to approve the creation of a Train Station Entity and an Agency resolution to authorize a forgivable \$400,000 predevelopment loan to the Entity. The Committee voted to accept staff's recommendations but asked staff to revise the proposed legislation and to address three issues:

1. Non-forgivable rather than forgivable loan
2. Composition of the Train Station Entity
3. Benchmarks for loan disbursement

This supplemental report discusses these issues and provides revised City and Agency resolutions, which incorporate the Committee's recommended changes.

FISCAL IMPACT

The loan, which would be due and payable at the end of 15 years, would be paid back to the Redevelopment Agency out of project revenues into Oakland Army Operations Fund (9570), West Oakland Reuse Organization (88679), Infrastructure Planning Project (S235320).

KEY ISSUES AND IMPACTS

Non-Forgivable Loan

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ORA/City Council
September 16, 2008

The Committee recommended that the Agency resolution be revised to make the proposed predevelopment loan a “non-forgivable” loan. Accordingly, staff has changed the loan to be non-forgivable. Repayment of the loan will still be deferred until the Train Station Entity is deriving revenues from the redeveloped Train Station, with annual payments made from the Train Station’s excess cash flow, if any, after the payment of approved expenses. In discussions with staff, the Train Station Partnership stated that a non-forgivable loan is acceptable; however, they have requested that the loan term be extended to more than 15 years.

Composition of the Train Station Entity

The Committee accepted BUILD’s recommendation regarding the number and composition of the Train Station Entity with the stipulation that the sixth board member have significant development experience, and that Council have an opportunity to approve this member. The Train Station Partnership is submitting to Council concurrently with this report the names and qualifications of the proposed Train Station Entity board members in a separate memorandum. The City resolution has been revised to clarify the appointment process of the board members.

Benchmarks for Predevelopment Loan

The Committee stated its willingness to authorize the predevelopment loan, but wanted a schedule of payments rather than a lump sum disbursement. Staff requested California Capital Group (“CCG”) to provide a timeline and budget for performing the feasibility analysis. CCG submitted a consultant budget (see Attachment A), which includes a list of consultants, their scope of work, and consultant costs projected over time. Based on the budget and subsequent discussions with CCG, staff believes that monthly disbursements, which would coincide with the interim work products expected, would be the most practical way to pay out the loan. CCG estimates that the bulk of the work and consultant costs will occur in the first three months of the analysis. The proposed schedule of disbursements is shown in Table 1.

Table 1: Schedule of Loan Disbursements

Disbursement Date	Disbursement Amount	Work Product
Project Start	\$28,000	Execution of consultant contracts. Land appraisal.
End of 1 st Month	\$91,500	Preliminary test results.
End of 2 nd Month	\$91,000	Preliminary project scope & schedule. Additional test results. Conceptual preliminary structural design.
End of 3 rd Month	\$89,000	Final test results. Refinement of preliminary structural design. Refinement of project scope & schedule.
End of 4 th Month	\$39,000	Completed preliminary structural design. Completed project scope & schedule.
End of 5 th Month	\$31,000	Draft report.
End of 6 th Month	\$30,500	Final report.
Total Disbursements	\$400,000	Presentation of final report to Council.

RECOMMENDATIONS

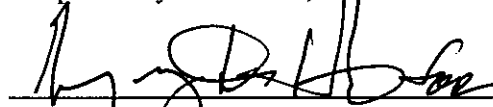
Staff recommends the City approve a Train Station Entity consisting of a nonprofit corporation governed by board members appointed by the Train Station Partnership and BUILD, with the initial board members being those proposed by those entities in a separate memorandum to Council. The Resolution has been revised to take out references to the sixth member being appointed by the other TSP and BUILD members.

Staff further recommends that the Agency authorize a predevelopment loan with deferred repayment in an amount not to exceed \$400,000 to the Train Station Entity. The Resolution has been revised to authorize a non-forgivable loan.

ACTIONS REQUESTED OF THE CITY COUNCIL/AGENCY

Staff recommends the City approve the attached resolution approving a Train Station Entity consisting of a nonprofit corporation governed by board members appointed by the Train Station Partnership and BUILD to serve as the developer of the 16th Street Train Station. Staff further recommends that the Agency approve the attached resolution authorizing a predevelopment loan in an amount not to exceed \$400,000 to the Train Station Entity.

Respectfully submitted,




Dan Lindheim, Director
Community and Economic Development Agency

Reviewed by:
Alex Greenwood
Urban Economic Coordinator, Redevelopment Division

Prepared by:
Hui Wang
Urban Economic Analyst, Redevelopment Division

APPROVED AND FORWARDED TO
THE CITY COUNCIL:



Office of the City/Agency Administrator

Attachment:

A Feasibility Phase Consultant Costs

Item: _____
ORA/City Council
September 16, 2008

ATTACHMENT A

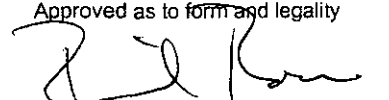
16th STREET TRAIN STATION FEASIBILITY PHASE CONSULTANT COSTS

Consultant	Projected Expenses Over Time				Projected Expenses Through 11/15/2008	Projected Expenses Over Time			Projected Expenses Through 2/15/2009	TOTALS	ORIGINAL BUDGET Proposed 06/23/08	Scope
	Project Start	End of 1st Month	End of 2nd Month	End of 3rd Month		End of 4th Month	End of 5th Month	End of 6th Month				
Project Manager		\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 37,500.00	\$ 12,500.00	\$ 12,500.00	\$ 12,500.00	\$ 37,500.00	\$ 75,000.00	\$ 75,000.00	Consultant Management (including contracting, payments), Budget Management and accounting including reporting, Fundraising through federal, state and municipal grants, Document Control
TSE		\$ 8,500.00	\$ 8,500.00	\$ 8,000.00	\$ 25,000.00	\$ 8,500.00	\$ 8,500.00	\$ 8,000.00	\$ 25,000.00	\$ 50,000.00	\$ 50,000.00	Formation of Train Station Entity, Start-up operations plan, fund development, nonprofit incorporation, oversee predevelopment loan activities, board development and Community Outreach
Architect		\$ 15,000.00	\$ 15,000.00	\$ 15,000.00	\$ 45,000.00	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 30,000.00	\$ 75,000.00	\$ 75,000.00	Overall Project Schedule and Scope determination
Structural Engineer		\$ 10,000.00	\$ 10,000.00	\$ 10,000.00	\$ 30,000.00	\$ -	\$ -	\$ -	\$ -	\$ 30,000.00	\$ 30,000.00	Determine best structural approach to ensure historical preservation
Survey					\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,000.00	
Soils		\$ 16,500.00	\$ 16,000.00	\$ 16,000.00	\$ 48,500.00	\$ -	\$ -	\$ -	\$ -	\$ 48,500.00	\$ 15,000.00	Global testing of soil borings to determine the structural capacity of soil.
Site Environmental		\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 21,000.00	\$ -	\$ -	\$ -	\$ -	\$ 21,000.00	\$ -	Global testing of soil borings to test for hazardous materials.
Civil Engineering		\$ 5,000.00	\$ 5,000.00	\$ 5,000.00	\$ 15,000.00	\$ -	\$ -	\$ -	\$ -	\$ 15,000.00	\$ 15,000.00	Early conceptual determination of drainage systems based on current code
Environmental Hygienist		\$ 9,000.00	\$ 9,000.00	\$ 8,500.00	\$ 26,500.00	\$ -	\$ -	\$ -	\$ -	\$ 26,500.00	\$ 20,000.00	Hazardous materials testing of building materials to determine demo scope
Electrical Engineer					\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,500.00	Design Build (the costs to determine electrical scope will be compiled into their construction contract)
Mechanical Engineer					\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 12,000.00	Design Build (the costs to determine mechanical scope will be compiled into their construction contract)
Material Testing lab		\$ 8,000.00	\$ 8,000.00	\$ 7,000.00	\$ 23,000.00	\$ -	\$ -	\$ -	\$ -	\$ 23,000.00	\$ 20,000.00	Building materials strength testing analysis
Legal	\$ 11,000.00	\$ -	\$ -	\$ -	\$ 11,000.00	\$ -	\$ -	\$ -	\$ -	\$ 11,000.00	\$ -	Review of loan documents
Appraisal	\$ 10,000.00	\$ -	\$ -	\$ -	\$ 10,000.00	\$ -	\$ -	\$ -	\$ -	\$ 10,000.00	\$ -	Land appraisal
Reimbursables	\$ 7,000.00	\$ -	\$ -	\$ -	\$ 7,000.00	\$ 8,000.00	\$ -	\$ -	\$ 8,000.00	\$ 15,000.00	\$ 16,975.00	
Contingency	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 42,777.00	
TOTALS	\$ 28,000.00	\$ 91,500.00	\$ 91,000.00	\$ 89,000.00	\$ 299,500.00	\$ 39,000.00	\$ 31,000.00	\$ 30,500.00	\$ 100,500.00	\$ 400,000.00	\$ 399,252.00	

FILED
OFFICE OF THE CITY CLERK
OAKLAND
2008 SEP -4 PM 2:12

REVISED 7/22/2008

Approved as to form and legality


Deputy City Attorney

OAKLAND CITY COUNCIL

RESOLUTION No. _____ C.M.S.

RESOLUTION APPROVING A NON-PROFIT CORPORATION TO BE CREATED BY THE TRAIN STATION PARTNERSHIP AND BUILD TO OVERSEE THE REHABILITATION AND REUSE OF THE 16TH STREET TRAIN STATION IN WEST OAKLAND

WHEREAS, the 16th Street Train Station in West Oakland (“Train Station”); located within the Oakland Army Base Redevelopment Project Area (“Project Area”), is a landmark building that has played an important role in the cultural history of Oakland; and

WHEREAS, BUILD West Oakland (“BUILD”) currently owns the Train Station; and

WHEREAS, on June 7, 2005, the City Council of the City of Oakland (“City Council”) adopted the Wood Street Zoning District, which applies to a 29.2-acre site that includes the Train Station; and

WHEREAS, the Wood Street Zoning District established Conditions of Approval that govern how development is to occur within the District; and

WHEREAS, under Condition of Approval #59, BUILD must establish a Train Station Entity to oversee the rehabilitation and reuse of the Train Station and obtain City Council approval of such Train Station Entity; and

WHEREAS, BUILD led a Request for Qualifications (RFQ) process to solicit responses from potential owners or operators of businesses and programs to function as the Train Station Entity; and

WHEREAS, the Train Station Partnership (“TSP”), a collaboration of community, labor and political leaders, and California Capital Group (“CCG”), an Oakland development firm, responded to the RFQ, and BUILD, TSP, and CCG subsequently agreed that BUILD and TSP would lead the formation of the Train Station Entity, with CCG acting solely as the fee developer; and

WHEREAS, the Train Station Entity will be a non-profit corporation governed by board members appointed by TSP and BUILD; and

WHEREAS, BUILD West Oakland recommends that the City Council approve this corporation as the Train Station Entity responsible for the rehabilitation and reuse of the Train Station; now, therefore be it

RESOLVED: The City Council approves the Train Station Entity consisting of a non-profit corporation governed by board members appointed by TSP and BUILD to oversee the rehabilitation and reuse of the Train Station, and affirms that it satisfies the requirement of Condition of Approval #59 that a Train Station Entity be created and approved by Council; and be it

FURTHER RESOLVED: That the Train Station Entity shall be responsible for redevelopment of the Train Station and shall produce a development plan, business plan, financing plan, management plan, and community participation plan detailing how redevelopment will be accomplished.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 20____

PASSED BY THE FOLLOWING VOTE:

AYES - BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, and PRESIDENT DE LA FUENTE

NOES -

ABSENT -

ABSTENTION -

ATTEST: _____
LaTonda Simmons
City Clerk and Clerk of the Council
of the City of Oakland, California

FILED
OFFICE OF THE CITY CLERK
OAKLAND
2008 SEP -4 PM 2:12

REVISED 7/22/2008

Approved as to form and legality

DRAFT

Deputy City Attorney

OAKLAND CITY COUNCIL

RESOLUTION No. _____ C.M.S.

**RESOLUTION APPROVING A NON-PROFIT CORPORATION TO BE
CREATED BY THE TRAIN STATION PARTNERSHIP AND BUILD TO
OVERSEE THE REHABILITATION AND REUSE OF THE 16TH STREET
TRAIN STATION IN WEST OAKLAND**

WHEREAS, the 16th Street Train Station in West Oakland ("Train Station"); located within the Oakland Army Base Redevelopment Project Area ("Project Area"), is a landmark building that has played an important role in the cultural history of Oakland; and

WHEREAS, BUILD West Oakland ("BUILD") currently owns the Train Station; and

WHEREAS, on June 7, 2005, the City Council of the City of Oakland ("City Council") adopted the Wood Street Zoning District, which applies to a 29.2-acre site that includes the Train Station; and

WHEREAS, the Wood Street Zoning District established Conditions of Approval that govern how development is to occur within the District; and

WHEREAS, under Condition of Approval #59, BUILD must establish a Train Station Entity to oversee the rehabilitation and reuse of the Train Station and obtain City Council approval of such Train Station Entity; and

WHEREAS, BUILD led a Request for Qualifications (RFQ) process to solicit responses from potential owners or operators of businesses and programs to function as the Train Station Entity; and

WHEREAS, the Train Station Partnership ("TSP"), a collaboration of community, labor and political leaders, and California Capital Group ("CCG"), an Oakland development firm, responded to the RFQ, and BUILD, TSP, and CCG subsequently agreed that BUILD and TSP would lead the formation of the Train Station Entity, with CCG acting solely as the fee developer; and

WHEREAS, the Train Station Entity will be a non-profit corporation governed by board

members appointed by TSP and BUILD, ~~and the TSP and BUILD appointees~~; and

WHEREAS, BUILD West Oakland recommends that the City Council approve this corporation as the Train Station Entity responsible for the rehabilitation and reuse of the Train Station; now, therefore be it

RESOLVED: The City Council approves the Train Station Entity consisting of a non-profit corporation governed by board members appointed by TSP and BUILD, ~~and the TSP and BUILD appointees~~ to oversee the rehabilitation and reuse of the Train Station, and affirms that it satisfies the requirement of Condition of Approval #59 that a Train Station Entity be created and approved by Council; and be it

FURTHER RESOLVED: That the Train Station Entity shall be responsible for redevelopment of the Train Station and shall produce a development plan, business plan, financing plan, management plan, and community participation plan detailing how redevelopment will be accomplished.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 20____

PASSED BY THE FOLLOWING VOTE:

AYES - BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, and PRESIDENT DE LA FUENTE

NOES -

ABSENT -


ABSTENTION -

ATTEST: _____
LaTonda Simmons
City Clerk and Clerk of the Council
of the City of Oakland, California

FILED
OFFICE OF THE CITY CLERK
OAKLAND
2008 SEP -4 PM 2:12

REVISED 7/22/2008

Approved as to form and legality



Agency Counsel

REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND

Resolution No. _____ C.M.S.

**RESOLUTION AUTHORIZING A PREDEVELOPMENT LOAN
WITH DEFERRED REPAYMENT TO THE TRAIN STATION
ENTITY FOR REHABILITATION OF THE 16TH STREET TRAIN
STATION IN WEST OAKLAND IN AN AMOUNT NOT TO
EXCEED \$400,000**

WHEREAS, the 16th Street Train Station in West Oakland (the "Train Station"), located within the Oakland Army Base Redevelopment Project Area ("Project Area"), is a landmark building that has played an important role in the cultural history of Oakland; and

WHEREAS, BUILD West Oakland currently owns the Train Station; and

WHEREAS, on June 7, 2005, the City Council of the City of Oakland ("City Council") adopted the Wood Street Zoning District, which applies to a 29.2-acre site that includes the Train Station; and

WHEREAS, the Wood Street Zoning District established Conditions of Approval that govern how development is to occur within the District; and

WHEREAS, Condition of Approval #52 requires BUILD West Oakland to preserve the Train Station and as much of the elevated platform behind the station as possible; and

WHEREAS, pursuant to Condition of Approval #59, the City Council is approving a Train Station Entity to oversee the rehabilitation and reuse of the Train Station; and

WHEREAS, under Condition of Approval #58, the Train Station Entity must submit a finance plan, management plan, community participation plan, development plan, and business plan for the Train Station; and

WHEREAS, the Train Station Entity must undertake studies to complete the plans;
and

WHEREAS, the Train Station Entity requests financial assistance from the Redevelopment Agency to help cover the costs of the predevelopment activities; and

WHEREAS, the funds are available from the Agency's Oakland Army Base Redevelopment Project Area; now, therefore, be it

RESOLVED: That the Agency hereby authorizes the Agency Administrator or his or her designee to provide a loan in an amount not to exceed \$400,000 to the Train Station Entity, or to an affiliated entity approved by the Agency Administrator or his or her designee, to be used for predevelopment activities associated with the Train Station project; and be it

FURTHER RESOLVED: That a total of \$400,000 will be allocated from the Oakland Army Base Redevelopment Operations Fund (9570), West Oakland Base Reuse Organization (88679), Infrastructure Planning Project (S235320); and be it

FURTHER RESOLVED: That the term of the loan shall be for fifteen (15) years, with repayment of the loan deferred until the Train Station Entity has completed the redevelopment of the Train Station and is generating revenues from the development and with the loan balance due at the end of the term; and be it

FURTHER RESOLVED: That the making of the loan shall be contingent on and subject to such other terms and conditions as the Agency Administrator or his or her designee, may establish; and be it

FURTHER RESOLVED: That all loan documents shall be reviewed and approved by Agency Counsel for form and legality prior to execution, and copies will be placed on file with the Agency Secretary; and be it

FURTHER RESOLVED: That the Agency hereby authorizes the Agency Administrator or his or her designee to conduct negotiations, execute documents, administer the loan, extend or modify the repayment terms, and take any other action with respect to the loan consistent with this Resolution and its basic purpose.

IN AGENCY, OAKLAND, CALIFORNIA, _____

PASSED BY THE FOLLOWING VOTE:

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

NOES -

ABSENT -

ABSTENTION -

ATTEST:

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

FILED
OFFICE OF THE CITY CLERK
OAKLAND
2008 SEP -4 PM 2:12

REVISED 7/22/2008

Approved as to form and legality

DRAFT

Agency Counsel

REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND

Resolution No. _____ C.M.S.

**RESOLUTION AUTHORIZING A FORGIVABLE
PREDEVELOPMENT LOAN WITH DEFERRED REPAYMENT TO
THE TRAIN STATION ENTITY FOR REHABILITATION OF THE
16TH STREET TRAIN STATION IN WEST OAKLAND IN AN
AMOUNT NOT TO EXCEED \$400,000**

WHEREAS, the 16th Street Train Station in West Oakland (the "Train Station"), located within the Oakland Army Base Redevelopment Project Area ("Project Area"), is a landmark building that has played an important role in the cultural history of Oakland; and

WHEREAS, BUILD West Oakland currently owns the Train Station; and

WHEREAS, on June 7, 2005, the City Council of the City of Oakland ("City Council") adopted the Wood Street Zoning District, which applies to a 29.2-acre site that includes the Train Station; and

WHEREAS, the Wood Street Zoning District established Conditions of Approval that govern how development is to occur within the District; and

WHEREAS, Condition of Approval #52 requires BUILD West Oakland to preserve the Train Station and as much of the elevated platform behind the station as possible; and

WHEREAS, pursuant to Condition of Approval #59, the City Council is approving a Train Station Entity to oversee the rehabilitation and reuse of the Train Station; and

WHEREAS, under Condition of Approval #58, the Train Station Entity must submit a finance plan, management plan, community participation plan, development plan, and business plan for the Train Station; and

WHEREAS, the Train Station Entity must undertake studies to complete the plans; and

WHEREAS, the Train Station Entity requests financial assistance from the Redevelopment Agency to help cover the costs of the predevelopment activities; and

WHEREAS, the funds are available from the Agency's Oakland Army Base Redevelopment Project Area; now, therefore, be it

RESOLVED: That the Agency hereby authorizes the Agency Administrator or his or her designee to provide a loan in an amount not to exceed \$400,000 to the Train Station Entity, or to an affiliated entity approved by the Agency Administrator or his or her designee, to be used for predevelopment activities associated with the Train Station project; and be it

FURTHER RESOLVED: That a total of \$400,000 will be allocated from the Oakland Army Base Redevelopment Operations Fund (9570), West Oakland Base Reuse Organization (88679), Infrastructure Planning Project (S235320); and be it

FURTHER RESOLVED: That the term of the loan shall be for fifteen years, with repayment of the loan deferred until the Train Station Entity has completed the redevelopment of the Train Station and is generating revenues from the development and with the loan balance ~~forgiven~~ due at the end of the term; and be it

FURTHER RESOLVED: That the making of the loan shall be contingent on and subject to such other terms and conditions as the Agency Administrator or his or her designee may establish; and be it

FURTHER RESOLVED: That all loan documents shall be reviewed and approved by Agency Counsel for form and legality prior to execution, and copies will be placed on file with the Agency Secretary; and be it

FURTHER RESOLVED: That the Agency hereby authorizes the Agency Administrator or his or her designee to conduct negotiations, execute documents, administer the loan, extend or modify the repayment terms, and take any other action with respect to the loan consistent with this Resolution and its basic purpose.

IN AGENCY, OAKLAND, CALIFORNIA, _____

PASSED BY THE FOLLOWING VOTE:

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

NOES -

ABSENT -

ABSTENTION -

ATTEST:

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