

**FIRST AMENDMENT TO
REVISED MULTI-ASSET LONG RANGE PROPERTY MANAGEMENT PLAN**

This First Amendment (this "Amendment") to Revised Multi-Asset Long Range Property Management Plan (the "Revised Multi-Asset LRPMP"), is entered into by and between the Hayward Successor Agency, a separate legal entity (the "Successor Agency") and the City of Hayward, a California charter City (the "City"), on the basis of the following facts. The Successor Agency and the City may sometimes be referred to herein individually as "Party" and collectively as "Parties."

RECITALS

- A. Pursuant to ABx1 26, (as amended by AB 1484, enacted June 27, 2012, and SB 107, enacted September 22, 2015, collectively the "Dissolution Statutes"), the Successor Agency must pay the enforceable obligations, wind down the affairs and dispose of assets of the dissolved Redevelopment Agency of the City of Hayward (the "Former Agency").
- B. An oversight board for the Successor Agency (the "Oversight Board") has been formed and is functioning in accordance with Health and Safety Code Section 34179.
- C. The properties that transferred to the ownership of the Successor Agency in connection with the Former Agency's dissolution that were not housing assets disposed of pursuant to Health and Safety Code Section 34176, public use parcels disposed of pursuant to Health and Safety Code Section 34177(e), 34181(a) and 34191.3; or disposed of through the Single Asset LRPMP approved for the Residual Burbank Property (which is not listed below), and that are thereby subject of the multi-asset LRPMP (defined below), consists of the following properties, which shall herein after be collectively referred to as the "Properties":

No.	APN	Address
1.	428-0061-039-01	1025 A Street
2.	428-0066-085	22631 Foothill Blvd
3.	428-0066-086	22631 Foothill Blvd
4.	428-0071-049	805 B Street
5.	428-0071-050	805 B Street
6.	428-0071-018	22675 Mission Blvd
7.	428-0071-019	22675 Mission Blvd
8.	444-0033-018	24311 Mission Blvd
9.	444-0033-019	24321 Mission Blvd
10.	444-0033-020	24331 Mission Blvd
11.	444-0033-023	24491 Mission Blvd
12.	427-0001-031-01	22852 Foothill Blvd
13.	415-0240-002	1154 Russell Way
14.	415-0240-003-02	1166 Russell Way

- D. Pursuant to Health and Safety Code Section 34191.5(b), upon receipt of the Finding of Completion, the Successor Agency is entitled to and must prepare and submit a Long-Range Property Management Plan (the "LRPMP") in connection with the property assets of the

Successor Agency, to the Oversight Board and the State Department of Finance (the “DOF”) no later than six months following the issuance by the DOF of the Finding of Completion, or May 8, 2014.

- E. The Successor Agency received a Finding of Completion from the DOF on November 8, 2013. In accordance with Health and Safety Code Section 34191.5, the Successor Agency prepared and submitted the “Multi-Asset LRPMP” to the Oversight Board for the disposal of the Properties in the manner specified in the Multi-Asset LRPMP, which the Oversight Board approved pursuant to Resolution 2014-06 adopted on April 28, 2014.
- F. The DOF reviewed and commented on the Multi-Asset LRPMP and requested revisions to the Multi-Asset LRPMP. The Successor Agency made the revisions to the Multi-Asset LRPMP requested by the DOF (the "Revised Multi-Asset LRPMP"), which the Oversight Board approved pursuant to Resolution 2015-03 adopted on May 18, 2015. A copy of the approved Revised Multi-Asset LRPMP is attached here to as Exhibit A, incorporated herein by this reference. The Department of Finance approved the Revised Multi-Asset LRPMP by determination letter issued on September 4, 2015.
- G. On September 22, 2015, the State enacted SB 107, under which the legislature expanded the authorization of the Oversight Board to direct the transfer of parking facilities and lots dedicated solely to public parking that do not generate revenues in excess of reasonable maintenance costs of the properties, pursuant to Health and Safety Code Section 34181(a).
- H. Pursuant to Health and Safety Code Section 34191.3(b), if the DOF approved a successor agency’s long-range property management plan prior to January 1, 2016, the successor agency may amend its long-range property management plan once, solely to allow for retention of real properties that constitute “parking facilities and lots dedicated solely to public parking” for governmental use pursuant to Section 34181.
- I. The Properties described below are Parking Facilities as such term is defined in Health and Safety Code Section 34181(a)(2) (the "Parking Facilities"):

No.	APN	Address	Recommended Use
1.	428-0061-039-01	1025 A Street	Governmental Use as parking facilities
2.	427-0001-031-01	22852 Foothill Blvd	Governmental Use as parking facilities
3.	415-0240-002	1154 Russell Way	Governmental Use as parking facilities
4.	415-0240-003-02	1166 Russell Way	Governmental Use as parking facilities

- J. The sole purpose of this Amendment to the Revised Multi-Asset LRPMP, is to change the designation of the Parking Facilities from properties to be retained for future development (as currently listed in the Revised Multi-Asset LRPMP) to properties to be retained by the City for governmental use as parking facilities, as such term is defined in Health and Safety Code Section 34181(a)(2).
- K. Whereas by Resolution No. _____, adopted at its meeting on January __, 2016, the Oversight Board found and determined that the Parking Facilities identified in this Amendment, are parking facilities and lots dedicated solely to public parking and as of the date of transfer

pursuant to this Amendment, which will not generate revenues in excess of reasonable maintenance costs of the properties.

- L. The Successor Agency and the City desire to amend the Revised Multi-Asset LRPMP covenants, and conditions set forth below.

AMENDMENT

NOW, THEREFORE, in consideration of the foregoing Recitals and the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Successor Agency and the City agree that the Revised Multi-Asset LRPMP is hereby amended as follows:

Section 1. Defined Terms. All initially capitalized terms used in this Amendment shall have the same meanings given to them in the Revised Multi-Asset LRPMP, unless expressly otherwise defined in this Amendment.

Section 2. Incorporation of Recitals. The Recitals set forth above are incorporated into and form an integral part of this Amendment and are incorporated into the Revised Multi-Asset LRPMP.


Section 3. Amendment to Part II.A Table 3. Table 3 in Part II of the Revised Multi-Asset LRPMP is deleted in its entirety and amended to read as follows:

Table 3: Summary of LRPMP List of Properties and Designated Use/Disposition

No.	APN	Address	Referenced as:	Recommended Use
1.	428-0061-039-01	1025 A Street	“Municipal Lot 2”	<u>Governmental Use as parking facilities</u>
2.	428-0066-085	22631 Foothill Blvd	“Cinema Place”	SA Retain to Fulfill enforceable obligation
3.	428-0066-086	22631 Foothill Blvd	“Cinema Place Parking Lot”	SA Retain to Fulfill enforceable obligation
4.	428-0071-049	805 B Street	“City Hall Structure”	Governmental Use
5.	428-0071-050	805 B Street	“City Hall Structure”	Governmental Use
6.	428-0071-018	22675 Mission Blvd	“22675 Mission (Lot A)”	Governmental Use
7.	428-0071-019	22675 Mission Blvd	“22695 Mission (Lot B)”	Governmental Use
8.	444-0033-018	24311 Mission Blvd	“24311 Mission Lot”	Other Liquidation
9.	444-0033-019	24321 Mission Blvd	“24321 Mission Lot”	Other Liquidation
10.	444-0033-020	24331 Mission Blvd	“24331 Mission Lot”	Other Liquidation
11.	444-0033-023	24491 Mission Blvd	“24491 Mission Lot ”	Other Liquidation
12.	427-0001-031-01	22852 Foothill Blvd	“22852 Foothill Lot”	<u>Governmental Use as parking facilities</u>
13.	415-0240-002	1154 Russell Way	“Russell Parcel A”	<u>Governmental Use as parking facilities</u>
14.	415-0240-003-02	1166 Russell Way	“Russell Parcel B”	<u>Governmental Use as parking facilities</u>


Section 4. Amendment to Part II Table 4. Table 4 in Part II of the Revised Multi-Asset LRPMP is deleted in its entirety and amended to read as follows:

Table 4: Property Inventory Sheet for Muni Lot 2

	
Property Background and Description (§34191.5(c)(1)(B)-(C))	
Address	1025 A Street
APN	428-0061-039-01
Lot Size	.65 acres
Acquisition Date	5/11/2005
Purchase Price/Value	\$2,196,142
Current Zoning	CC-C: Central City Commercial
Current Use	Parking lot structure
Purpose of acquisition	This property was acquired to provide public parking.
Estimate of Current Property Value (§34191.5(c)(1)(A))	
Estimated Current Value	\$2,421,800
Date of Estimated Current Value	6/30/2010
Value Basis	Book value
Proposed Sale Value	Not applicable.
Proposed Sale Date	Transfer to City upon approval of LRPMP.
Revenue Generated by Property	
Lease or rental income for the private use of property	No lease or rental revenue is being generated.
Contractual Requirements	Subject to a “NO-BUILD” easement area and an Access easement area
History of Environmental Contamination/Remediation	
History of contamination/remediation	Unknown
Disposition Plan	
History of previous development proposals	N/A
Potential for transit oriented development	N/A
Reuse potential/advancement of planning objectives	N/A
Recommended Action	
The Successor Agency will transfer Municipal Lot 2 to the City as a governmental use property for the continued use and operation of a public parking lot as allowed under Health and Safety Code §34181, §34191.3(b) and §34191.5(b). So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property.	


Section 5. Amendment to Part II Table 14. Table 14 in Part II of the Revised Multi-Asset LRPMP is deleted in its entirety and amended to read as follows:

Table 14: Property Inventory Sheet for Foothill Lot

	
Property Background and Description (§34191.5(c)(1)(B)-(C))	
Address	22852 Foothill Blvd
APN	427-0001-031-01
Lot Size	.46 acres
Acquisition Date	Unknown
Purchase Price/Value	Unknown
Current Zoning	CC-C: Central City Commercial
Current Use	Public Plaza/Surface parking lot
Purpose of acquisition	This property was acquired for right of way/public improvement purposes.
Estimate of Current Property Value (§34191.5(c)(1)(A))	
Estimated Current Value	Unknown
Date of Estimated Current Value	Unknown
Value Basis	Unknown
Proposed Sale Value	Not applicable
Proposed Sale Date	Transfer to City upon approval of LRPMP.
Revenue Generated by Property	
Lease or rental income for the private use of property	No lease or rental revenue is being generated.
Contractual Requirements	Unknown
History of Environmental Contamination/Remediation	
The property is known to be contaminated and in need of remediation.	
Disposition Plan	
History of previous development proposals	Not applicable.
Potential for transit oriented development	Not applicable.
Reuse potential/advancement of planning objectives	Limited due to irregular lot shape, size, and location.
Recommended Action	
The Successor Agency will transfer 22852 Foothill Blvd to the City to the City as a governmental use property for the continued use and operation of a public parking lot as allowed under Health and Safety Code §34181, §34191.3(b) and §34191.5(b). So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property	


Section 6. Amendment to Part II Table 15. Table 15 in Part II of the Revised Multi-Asset LRPMP is deleted in its entirety and amended to read as follows:

Table 15: Property Inventory Sheet for Russell Parcel A

	
Property Background and Description (§34191.5(c)(1)(B)-(C))	
Address	1154 Russell Way
APN	415-0240-002
Lot Size	.32 acres
Acquisition Date	Unknown
Purchase Price/Value	\$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way)
Current Zoning	CC-C: Central City Commercial
Current Use	Surface Public Parking Lot
Purpose of acquisition	This property was acquired to provide public parking.
Estimate of Current Property Value (§34191.5(c)(1)(A))	
Estimated Current Value	\$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way)
Date of Estimated Current Value	6/30/2010
Value Basis	Book Value
Proposed Sale Value	Not applicable
Proposed Sale Date	Transfer to City upon approval of LRPMP.
Revenue Generated by Property	
Lease or rental income for the private use of property	No lease or rental revenue is being generated.
Contractual Requirements	Not applicable
History of Environmental Contamination/Remediation	
History of contamination/remediation	Unknown
Disposition Plan	
History of previous development proposals	Not applicable
Potential for transit oriented development	Not applicable
Reuse potential/advancement of planning objectives	Not applicable
Recommended Action	
The Successor Agency will transfer 1154 Russell Way to the City as a governmental use property for the continued use and operation of a public parking lot as allowed under Health and Safety Code §34181, §34191.3(b) and §34191.5(b). So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property.	

Section 7. Amendment to Part II Table 16. Table 16 in Part II of the Revised Multi-Asset LRPMP is deleted in its entirety and amended to read as follows:

Table 16: Property Inventory Sheet for Russell Parcel B

	
Property Background and Description (§34191.5(c)(1)(B)-(C))	
Address	1166 Russell Way
APN	415-0240-003-02
Lot Size	.27 acres
Acquisition Date	Unknown
Purchase Price/Value	\$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way)
Current Zoning	CC-C: Central City Commercial
Current Use	Surface Public Parking lot
Purpose of acquisition	This property was acquired to provide public parking.
Estimate of Current Property Value (§34191.5(c)(1)(A))	
Estimated Current Value	\$212,000 (Value of land and improvements of both 1154 and 1166 Russell Way)
Date of Estimated Current Value	6/30/2010
Value Basis	Book value
Proposed Sale Value	Not applicable
Proposed Sale Date	Transfer to City upon approval of LRPMP.
Revenue Generated by Property	
Lease or rental income for the private use of property	No lease or rental revenue is being generated.
Contractual Requirements	Not applicable
History of Environmental Contamination/Remediation	
History of contamination/remediation	Unknown
Disposition Plan	
History of previous development proposals	Not applicable
Potential for transit oriented development	Not applicable
Reuse potential/advancement of planning objectives	Not applicable
Recommended Action	
The Successor Agency will transfer 1166 Russell Way to the City as a governmental use property for the continued use and operation of a public parking lot as allowed under Health and Safety Code §34181, §34191.3(b) and §34191.5(b). So long as a property is retained in the ownership of the City, the Net Proceeds will consist of the lease rental income, use fee income or other income, if any, that may be received by the City with respect to the property minus the documented costs to the City of improvement, operation and maintenance of the property.	

Section 8. Amendment to Property Worksheet. The DOF Tracking Worksheet attached as Appendix B to the Revised Multi-Asset LRPMP is deleted in its entirety and replaced with the updated DOF Tracking Worksheet attached hereto as Exhibit B, incorporated herein by this reference and also hereby appended as Appendix B of the Multi-Asset LRPMP.

Section 9. Effect of Amendments. Unless otherwise specifically amended herein, the terms of the Revised Multi-Asset LRPMP shall remain unmodified and in full force and effect, and the Parties hereby ratify and affirm all of the terms and conditions of the Revised Multi-Asset LRPMP as modified by this Amendment. The Revised Multi-Asset LRPMP, as modified by this Amendment, contains the entire agreement between the Parties, and all prior agreements, presentations, understandings and writings concerning the subject matter are expressly superseded hereby and are of no force or effect whatsoever.

Section 10. Counterparts; Facsimile. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. A copy of this Amendment sent by telecopy or e-mail with facsimile signatures thereon shall be deemed an original for all purposes.

Section 11. Conflicts with the Agreement. In the event of any conflict between this First Amendment and the Loan Agreement, the provisions of this First Amendment shall prevail.

Section 12. Effective Date. This First Amendment shall be effective on the date approved by the DOF.

Section 13. Successor and Assigns. This First Amendment shall be binding on and inure to the benefit of the legal representatives, heirs, successor and assigns of the Parties.

Section 14. California Law. This First Amendment shall be governed by and construed in accordance with the laws of the State of California.

[Signatures on Following Page]

IN WITNESS WHEREOF, this Amendment has been executed by the Parties on the date first above written.

SUCCESSOR AGENCY:

Hayward Successor Agency, a separate legal entity

By: _____
Frances David, Executive Director

APPROVED AS TO FORM:

Michael S. Lawson, Successor Agency Counsel

ATTEST:

Miriam Lens, Successor Agency Secretary

CITY:
City of Hayward, a California charter city

By: _____
Frances David, City Manager

APPROVED AS TO FORM:

Michael S. Lawson, City Attorney

ATTEST:

Miriam Lens, City Clerk

EXHIBIT A

REVISED MULTI-ASSET LRPMP

EXHIBIT B

UPDATED DOF TRACKING WORKSHEET