

MASTER AGREEMENT FOR TAXING ENTITY COMPENSATION

(City of Long Beach)

This Master Agreement for Taxing Entity Compensation (this "Agreement"), dated for reference purposes as of April 6, 2017, is entered into by and between the City of Long Beach, a municipal corporation ("City"), and the Water Replenishment District of Southern California, a California Special District ("WRD", and together with the City, the "Taxing Entities" or the "Parties"):

RECITALS

A. Pursuant to Assembly Bill x 1 26, effective February 1, 2012, the Redevelopment Agency of the City of Long Beach ("Redevelopment Agency") was dissolved, and pursuant to Health & Safety Code Section 34173, the City elected to serve as the successor agency to the dissolved Redevelopment Agency (the "Successor Agency").

B. Pursuant to Health and Safety Code Section 34191.5, the Successor Agency prepared a Long-Range Property Management Plan (as amended, the "LRPMP") that addresses disposition of the real property formerly owned by the Redevelopment Agency.

C. On October 7, 2013, the LRPMP was approved by Resolution of the Oversight Board of the City of Long Beach as the Successor Agency to the Redevelopment Agency of the City of Long Beach (the "Oversight Board"), which was established pursuant to and in accordance with Health and Safety Code Section 34179.

D. On February 2, 2015 and May 11, 2015, the Oversight Board approved amendments to the LRPMP.

D. On March 10, 2015 and June 24, 2015, respectively, the State Department of Finance ("DOF") approved the LRPMP and the amendments thereto.

NOW THEREFORE, the Parties agree as follows.

1. Purpose. This Agreement is executed with reference to the facts set forth in the foregoing Recitals which are incorporated into this Agreement by this reference.

OFFICE OF THE CITY ATTORNEY
CHARLES PARKIN, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

1 The purpose of this Agreement is to acknowledge the proposed sale of the Property (as
2 defined in Section 3) and to address the allocation of certain prospective revenues among
3 the taxing entities that share in the property tax base ("Tax Base") applicable to each Parcel
4 (as defined in Section 3).

5 2. Special Districts and Funds. The governing board of the Taxing
6 Entities may administer certain special districts and funds that receive allocations of
7 property taxes from the Tax Base, and in such event each Taxing Entity is authorized to
8 execute this Agreement on behalf of such special districts and funds.

9 3. Parcels to be Conveyed for Development Consistent with Plans. The
10 LRPMP provides that pursuant to Health & Safety Code Section 34191.5(c)(2), one
11 hundred forty-one (141) parcels formerly owned by the Redevelopment Agency will be
12 transferred by the Successor Agency to the City for disposition consistent with the
13 applicable Redevelopment Plan (if any) and the implementation plans (if any) adopted in
14 connection with the Redevelopment Plan, and the City of Long Beach General Plan (all of
15 the foregoing, collectively, the "Plans"). These 141 parcels (individually a "Parcel" and
16 collectively, the "Property") are more fully described in Attachment A.

17 4. Compensation Arrangement. The City agrees that, consistent with the
18 LRPMP, in connection with the subsequent conveyance of any of the Parcels, the City will
19 remit the Net Unrestricted Proceeds to the Los Angeles County Auditor-Controller for
20 distribution to the Taxing Entities in accordance with each Taxing Entity's pro rata share of
21 the Tax Base. "Net Unrestricted Proceeds" shall mean the proceeds of sale received by
22 the City for the sale of any Parcel, less: (i) costs incurred by City for expenses incurred in
23 connection with the management and disposition of the Parcel, including without limitation,
24 costs incurred for property management, maintenance, insurance, marketing, appraisals,
25 brokers' fees, escrow, closing costs, survey, title insurance, attorneys' and consultants'
26 fees, and other reasonable costs incurred, including reasonable compensation for City staff
27 performing functions associated with the management, maintenance and disposition of
28 such Parcel, and (ii) any proceeds of sale that are restricted by virtue of the source of funds

1 (e.g. grant funds or the proceeds of bonds) that were used for the acquisition or
2 improvement of such Parcel. Upon request, the City shall deliver to the Taxing Entities an
3 accounting of all such costs, expenses and restricted proceeds.

4 5. Sale Procedures and Proceeds. The Parties acknowledge that City is
5 obligated to convey each Parcel comprising the Property for development consistent with
6 the Plans, and otherwise in accordance with all applicable law.

7 6. Miscellaneous Provisions.

8 6.1 Notices. Except as otherwise specified in this Agreement, all
9 notices to be sent pursuant to this Agreement shall be made in writing, and sent to the
10 Parties at their respective addresses specified on the signature pages to this Agreement
11 or to such other address as a Party may designate by written notice delivered to the other
12 Parties in accordance with this Section. All such notices shall be sent by: (i) personal
13 delivery, in which case notice is effective upon delivery; (ii) certified or registered mail,
14 return receipt requested, in which case notice shall be deemed delivered on receipt if
15 delivery is confirmed by a return receipt; or (iii) nationally recognized overnight courier, with
16 charges prepaid or charged to the sender's account, in which case notice is effective on
17 delivery if delivery is confirmed by the delivery service.

18 6.2 Headings; Interpretation. The section headings and captions
19 used herein are solely for convenience and shall not be used to interpret this Agreement.
20 The Parties agree that this Agreement shall not be construed as if prepared by one of the
21 Parties, but rather according to its fair meaning as a whole, as if all Parties had prepared
22 it.

23 6.3 Action or Approval. Whenever action and/or approval by City
24 is required under this Agreement, the City Manager or his or her designee may act on
25 and/or approve such matter unless specifically provided otherwise, or unless the City
26 Manager determines in his or her discretion that such action or approval requires referral
27 to City Council for consideration.

28 6.4 Entire Agreement. This Agreement, including Exhibit A

1 attached hereto and incorporated herein by this reference, contains the entire agreement
2 among the Parties with respect to the subject matter hereof, and supersedes all prior
3 written or oral agreements, understandings , representations or statements between the
4 Parties with respect to the subject matter hereof.

5 6.5 Counterparts. This Agreement may be executed in
6 counterparts, each of which shall be an original and all of which taken together shall
7 constitute one instrument. The signature page of any counterpart may be detached
8 therefrom without impairing the legal effect of the signature(s) thereon provided such
9 signature page is attached to any other counterpart identical thereto having additional
10 signature pages executed by the other Parties. Any executed counterpart of this
11 Agreement may be delivered to the other Parties by facsimile and shall be deemed as
12 binding as if an originally signed counterpart was delivered.

13 6.6 Severability. If any term, provision, or condition of this
14 Agreement is held by a court of competent jurisdiction to be invalid or unenforceable, the
15 remainder of this Agreement shall continue in full force and effect unless an essential
16 purpose of this Agreement is defeated by such invalidity or unenforceability.

17 6.7 No Third Party Beneficiaries. Except as expressly set forth
18 herein, nothing contained in this Agreement is intended to or shall be deemed to confer
19 upon any person, other than the Parties and their respective successors and assigns, any
20 rights or remedies hereunder.

21 6.8 Parties Not Co-Venturers; Independent Contractor; No Agency
22 Relationship. Nothing in this Agreement is intended to or shall establish the Parties as
23 partners, co-venturers, or principal and agent with one another. The relationship of the
24 Parties shall not be construed as a joint venture, equity venture, partnership or any other
25 relationship.

26 6.9 Governing Law; Venue. This Agreement shall be governed by
27 and construed in accordance with the laws of the State of California without regard to
28 principles of conflicts of laws. Any action to enforce or interpret this Agreement shall be

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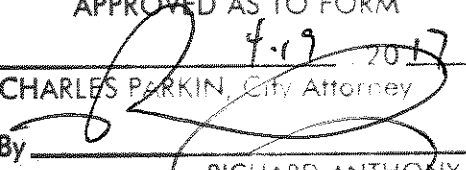
filed and heard in the Superior Court of Los Angeles County, California.

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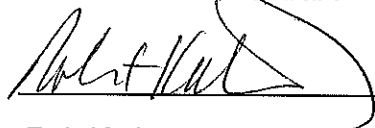
IN WITNESS WHEREOF, the Parties have executed this Agreement by their authorized representatives as indicated below.

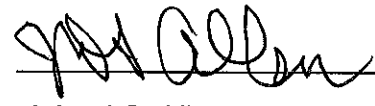
CITY OF LONG BEACH

By: 
Name: Patrick H. West
Title: City manager
Date: 4/24/17

APPROVED AS TO FORM
4-19-2017
CHARLES PARKIN, City Attorney
By: 
RICHARD ANTHONY
DEPUTY CITY ATTORNEY

WATER REPLENISHMENT DISTRICT
OF SOUTHERN CALIFORNIA

By: 
Name: Rob Katherman
Title: WRD Board President
Date: 4/7/2017

By: 
Name: John J.S. Allen
Title: WRD Board Vice-President
Date: 4/7/2017

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EXHIBIT A
PROPERTY

EXHIBIT A

**FUTURE DEVELOPMENT
REAL PROPERTIES INVENTORY SPREADSHEET**

	Property Type	Permissible Use	Council District	Address	APN	Tax Rate Area	Lot Size
CENTRAL LONG BEACH PROJECT AREA							
Pine/PCH Development							
31	Lot/Land	FD	1	1814 Pine Ave.	7209-016-900	11934	6,750
32	Lot/Land	FD	1	101 E. Pacific Coast Hwy	7209-016-901	11934	10,360
Atlantic/Vernon Development							
33	Lot/Land	FD	6	2515 Atlantic Ave.	7208-006-908	11933	4,463
34	Lot/Land	FD	6	560 E. Vernon St.	7208-006-912	11933	2,496
35	Lot/Land	FD	6	550 E. Vernon St.	7208-006-913	11933	2,167
36	Lot/Land	FD	6	566 E. Vernon St.	7208-006-914	11933	3,780
37	Lot/Land	FD	6	2527 Atlantic Ave.	7208-006-915	11933	4,600
38	Lot/Land	FD	6	572 E. Vernon St.	7208-006-916	11933	5,474
39	Lot/Land	FD	6	2545 Atlantic Ave.	7208-006-917	11933	4,600
40	Lot/Land	FD	6	2525 Atlantic Ave.	7208-006-919	11933	4,600
41	Lot/Land	FD	6	2535 Atlantic Ave.	7208-006-920	11933	4,600
PCH/MLK Development							
45	Lot/Land	FD	6	925 E. Pacific Coast Hwy	7210-013-900	11933	5,265
46	Lot/Land	FD	6	941 E. Pacific Coast Hwy	7210-013-901	11933	10,530
Anaheim/Walnut Development							
47	Lot/Land	FD	6	1205 Walnut Ave	7267-001-900	11933	6,750
48	Lot/Land	FD	6	1207 Walnut Ave	7267-001-901	11933	6,750
49	Lot/Land	FD	6	1209 Walnut Ave	7267-001-902	11933	6,600
50	Lot/Land	FD	6	1546 E. Anaheim St.	7267-001-903	11933	4,500
51	Lot/Land	FD	6	1540 E. Anaheim St.	7267-001-904	11933	4,950
52	Lot/Land	FD	6	1530 E. Anaheim St.	7267-001-905	11933	4,050
53	Lot/Land	FD	6	1500 E. Anaheim St.	7267-001-906	11933	33,600
Art Deco Hotel Development							
54	Commercial	FD	6	622 E. Anaheim St.	7274-002-904	11933	2,000
55	Commercial (Hotel)	FD	6	628 E. Anaheim St.	7274-002-905	11933	4,500
56	Lot/Land	FD	6	1235 Lime Ave.	7274-002-906	11933	6,500
57	Lot/Land	FD	6	1225 Lime Ave.	7274-002-907	11933	6,500
Atlantic Avenue Residential Development							
58	Lot/Land	FD	6	2175 Atlantic Ave. Unit 13	7208-030-927	11933	737
59	Lot/Land	FD	6	2175 Atlantic Ave. Unit 1	7208-030-906	11933	737
60	Lot/Land	FD	6	2175 Atlantic Ave. Unit 2	7208-030-907	11933	737
61	Lot/Land	FD	6	2175 Atlantic Ave. Unit 4	7208-030-908	11933	737
62	Lot/Land	FD	6	2175 Atlantic Ave. Unit 5	7208-030-909	11933	737
63	Lot/Land	FD	6	2175 Atlantic Ave. Unit 6	7208-030-910	11933	737
64	Lot/Land	FD	6	2175 Atlantic Ave. Unit 7	7208-030-911	11933	737
65	Lot/Land	FD	6	2175 Atlantic Ave. Unit 9	7208-030-912	11933	737
66	Lot/Land	FD	6	2175 Atlantic Ave. Unit 10	7208-030-913	11933	737
67	Lot/Land	FD	6	2175 Atlantic Ave. Unit 12	7208-030-914	11933	737
68	Lot/Land	FD	6	2175 Atlantic Ave. Unit 14	7208-030-915	11933	737
69	Lot/Land	FD	6	2175 Atlantic Ave. Unit 16	7208-030-916	11933	736

EXHIBIT A

**FUTURE DEVELOPMENT
REAL PROPERTIES INVENTORY SPREADSHEET**

	Property Type	Permissible Use	Council District	Address	APN	Tax Rate Area	Lot Size
70	Lot/Land	FD	6	2175 Atlantic Ave. Unit 18	7208-030-917	11933	736
71	Lot/Land	FD	6	2175 Atlantic Ave. Unit 19	7208-030-918	11933	736
72	Lot/Land	FD	6	2175 Atlantic Ave. Unit 15	7208-030-919	11933	736
73	Lot/Land	FD	6	2175 Atlantic Ave. Unit 17	7208-030-920	11933	736
74	Lot/Land	FD	6	2175 Atlantic Ave. Unit 8	7208-030-921	11933	736
75	Lot/Land	FD	6	2175 Atlantic Ave. Unit 3	7208-030-925	11933	736
76	Lot/Land	FD	6	2175 Atlantic Ave. Unit 11	7208-030-926	11933	736
DOWNTOWN REDEVELOPMENT PROJECT AREA							
3rd & Pacific Development							
94	Parking Lot	FD	1	124 & 128 4th Street	7280-016-900	05542	5,000
95	Parking Lot	FD	1	348 Pacific Ave.	7280-016-901	05542	10,000
96	Parking Lot	FD	1	338 Pacific Ave.	7280-016-902	05542	7,500
97	Parking Lot	FD	1	328 Pacific Ave.	7280-016-903	05542	7,500
98	Parking Lot	FD	1	131, 133 & 145 W. 3rd St.	7280-016-904	05542	15,000
99	Parking Lot	FD	1	125 W. 3rd St.	7280-016-905	05542	7,500
Broadway Block Development - Site A							
102	Parking Lot	FD	2	338 E. 3rd St.	7281-017-905	05536	1,875
103	Parking Lot	FD	2	330 E. 3rd St.	7281-017-906	05536	9,125
104	Commercial (Bldg)	FD	2	320 E. 3rd, 240-256 Long Beach Blvd.	7281-017-915	05536	26,500
Broadway Block Development - Site B							
105	Parking Lot	FD	2	200 Long Beach Blvd.	7281-017-902	05536	11,250
106	Parking Lot	FD	2	232 Long Beach Blvd.	7281-017-903	05536	12,500
Broadway Block Development - Site C							
107	Commercial	FD	2	348 & 350 E. 3rd St.	7281-017-904	05536	1,250
108	Commercial	FD	2	340 & 342 E. 3rd St.	7281-017-911	05536	1,250
109	Commercial	FD	2	344 & 346 E. 3rd St.	7281-017-912	05536	1,250
110	Commercial	FD	2	352 & 356 E. 3rd St.	7281-017-913	05536	3,750
111	Parking Lot	FD	2	269 Elm Avenue	7281-017-914	05536	7,500
100 E. Ocean Blvd. Development							
113	Parking Lot	FD	2	100 E. Ocean Blvd.	7278-007-928	05542	35,510
120 East 3rd Street Development							
116	Commercial	FD	2	120 E. 3rd St.	7280-020-907	05542	1,250
Broadway Promenade Development							
114	Parking Lot	FD	2	127-135 E. Broadway	7280-020-902	05542	7,125
115	Parking Lot	FD	2	127-135 E. Broadway	7280-020-903	05542	2,000
117	Parking Lot	FD	2	127-135 E. Broadway	7280-020-908	05542	7,300
118	Parking Lot	FD	2	127-135 E. Broadway	7280-020-909	05542	8,030
119	Parking Lot	FD	2	127-135 E. Broadway	7280-020-910	05542	8,030
120	Parking Lot	FD	2	127-135 E. Broadway	7280-020-911	05542	5,625
121	Parking Lot	FD	2	127-135 E. Broadway	7280-020-912	05542	7,270
122	Parking Lot	FD	2	127-135 E. Broadway	7280-020-913	05542	1,680

EXHIBIT A

**FUTURE DEVELOPMENT
REAL PROPERTIES INVENTORY SPREADSHEET**

	Property Type	Permissible Use	Council District	Address	APN	Tax Rate Area	Lot Size
Broadway & Long Beach Blvd. Development							
123	Parking Lot	FD	2	125 N. Long Beach Blvd.	7280-028-903	05542	25,000
124	Parking Lot	FD	2	248 E. Broadway	7280-028-917	05542	5,000
125	Parking Lot	FD	2	234 E. Broadway	7280-028-922	05542	3,713
126	Parking Lot	FD	2	133 N. Long Beach Blvd.	7280-028-923	05542	11,136
NORTH LONG BEACH PROJECT AREA							
4800 Long Beach Blvd. Development							
161	Lot/Land	FD	8	4800 Long Beach Blvd.	7133-010-900	04992	3,740
162	Lot/Land	FD	8	4810 Long Beach Blvd	7133-010-901	04992	10,465
163	Lot/Land	FD	8	4856 Long Beach Blvd	7133-010-902	04992	11,936
164	Lot/Land	FD	8	4870 Long Beach Blvd	7133-010-903	04992	13,407
165	Lot/Land	FD	8	4860 Long Beach Blvd	7133-010-904	04992	8,579
5100 Long Beach Blvd. Development							
166	Lot/Land	FD	8	5101 Cedar Ave.	7131-032-900	04992	11,906
167	Lot/Land	FD	8	5098 Long Beach Blvd	7131-032-905	04992	6,990
168	Lot/Land	FD	8	5100 Adjacent	7131-032-908	04992	3,690
169	Lot/Land	FD	8	5060 Long Beach Blvd	7131-032-909	04992	18,260
170	Lot/Land	FD	8	5096 Long Beach Blvd	7131-032-910	04992	17,280
171	Lot/Land	FD	8	5100 Long Beach Blvd	7131-032-911	04992	12,760
172	Residential	FD	8	34 E. Sunset St.	7131-032-912	04992	3,890
173	Residential	FD	8	34 E. Sunset St.	7131-032-913	04992	600
North Village Development - Block C							
179	Lot/Land	FD	9	5893 Atlantic Ave.	7125-033-900	04992	4,888
180	Lot/Land	FD	9	5887 Atlantic Ave.	7125-033-901	04992	4,600
181	Lot/Land	FD	9	5855 Atlantic Ave.	7125-033-902	04992	4,600
182	Lot/Land	FD	9	5845 Atlantic Ave.	7125-033-903	04992	9,200
183	Lot/Land	FD	9	5835 Atlantic Ave.	7125-033-904	04992	4,576
184	Lot/Land	FD	9	5844 Linden Ave.	7125-033-905	04992	4,800
185	Lot/Land	FD	9	501 E. South St.	7125-033-906	04992	4,400
186	Lot/Land	FD	9	5850 Linden Ave.	7125-033-907	04992	4,800
187	Lot/Land	FD	9	5801 Atlantic Ave.	7125-033-908	04992	21,450
188	Lot/Land	FD	9	5869 Atlantic Ave.	7125-033-909	04992	9,224
189	Lot/Land	FD	9	5875 Atlantic Ave.	7125-033-910	04992	4,600
190	Lot/Land	FD	9	5886 Linden Ave.	7125-033-911	04992	4,800
191	Lot/Land	FD	9	5878 Linden Ave.	7125-033-912	04992	4,800
192	Lot/Land	FD	9	5826 Linden Ave.	7125-033-913	04992	4,800
193	Lot/Land	FD	9	5852 Linden Ave.	7125-033-914	04992	4,800
194	Lot/Land	FD	9	5836 Linden Ave.	7125-033-915	04992	4,800
195	Lot/Land	FD	9	5892 Linden Ave.	7125-033-916	04992	5,100
196	Lot/Land	FD	9	5874 Linden Ave.	7125-033-917	04992	4,800
197	Lot/Land	FD	9	5866 Linden Ave.	7125-033-918	04992	4,800
198	Lot/Land	FD	9	5860 Linden Ave.	7125-033-919	04992	4,800
199	Lot/Land	FD	9	5822 Linden Ave.	7125-033-920	04992	4,800

EXHIBIT A

**FUTURE DEVELOPMENT
REAL PROPERTIES INVENTORY SPREADSHEET**

	Property Type	Permissible Use	Council District	Address	APN	Tax Rate Area	Lot Size
200	Lot/Land	FD	9	5827 Atlantic Ave.	7125-033-921	04992	4,600
201	Lot/Land	FD	9	5823 Atlantic Ave.	7125-033-922	04992	4,600
202	Lot/Land	FD	9	5879 Atlantic Ave.	7125-033-923	04992	4,600
North Village Development - Block D							
203	Commercial	FD	9	5960 Atlantic Ave.	7124-017-900	04992	4,600
204	Commercial (Bldg)	FD	9	5936 Atlantic Ave.	7124-017-901	04992	4,600
205	Commercial	FD	9	5948 Atlantic Ave.	7124-017-902	04992	4,600
206	Commercial (Bldg)	FD	9	5901 Atlantic Ave.	7125-034-900	04992	9,775
207	Lot/Land	FD	9	5941 Atlantic Ave.	7125-034-901	04992	4,600
208	Lot/Land	FD	9	5927 Atlantic Ave.	7125-034-902	04992	9,200
6101-6141 Atlantic Avenue Development							
209	Lot/Land	FD	9	6101-6141 Atlantic Ave.	7125-036-900	04992	62,544
Atlantic/Artesia Development							
210	Lot/Land	FD	9	605 E. Artesia Blvd.	7115-003-901	04992	6,270
211	Lot/Land	FD	9	609 E. Artesia Blvd.	7115-003-902	04992	17,020
212	Lot/Land	FD	9	669 E. Artesia Blvd.	7115-003-903	04992	22,040
213	Lot/Land	FD	9	6620 Atlantic Ave.	7115-003-904	04992	8,870
214	Lot/Land	FD	9	685 E. Artesia Blvd.	7115-003-905	04992	24,180
215	Lot/Land	FD	9	6600 Atlantic Ave.	7115-003-906	04992	11,730
216	Parking Lot	FD	9	601 E. Artesia Blvd.	7115-003-907	04992	3,120
WEST LONG BEACH INDUSTRIAL PROJECT AREA							
14th St. & Cowles St. Development							
217	Lot/Land	FD	1	2110 W. Cowles St.	7429-018-901	05521	25,681
218	Lot/Land	FD	1	2111 W. 14th St.	7429-018-911	05521	58,370
1675 Santa Fe Avenue Development							
224	Lot/Land	FD	1	1675 Santa Fe Ave.	7432-006-914	05521	38,843
1680 Santa Fe Avenue Development							
225	Lot/Land	FD	1	1680 Santa Fe Ave.	7432-008-902	05521	12,500
1404-1420 Hayes Avenue Development							
246	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-900	05521	3,252
247	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-901	05521	3,252
248	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-902	05521	3,252
249	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-903	05521	3,252
250	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-904	05521	13,008
251	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-905	05521	3,252
252	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-906	05521	3,252
253	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-907	05521	3,252
254	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-908	05521	3,252
255	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-909	05521	3,251
256	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-910	05521	3,251
257	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-911	05521	3,251
258	Lot/Land	FD	1	1404-1420 Hayes Ave.	7429-041-912	05521	4,552