

EXHIBIT B

**DOWNTOWN LONG BEACH REDEVELOPMENT PROJECT
AREA FIVE-YEAR IMPLEMENTATION PLAN**

October 1, 2004 - September 30, 2009

Mid-Term Review Update

**CITY OF LONG BEACH
REDEVELOPMENT AGENCY**



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*The mission of the Redevelopment Agency of the
City of Long Beach is to improve the blighted areas of Long Beach, revitalize
neighborhoods, promote economic development and the creation of jobs, provide
affordable housing and encourage citizen participation*

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**Downtown Long Beach Redevelopment Project
Five-Year Implementation Plan
October 1, 2004 – September 30, 2009**

Mid-Term Review Update

I. INTRODUCTION

Health and Safety Code Section 33490 requires redevelopment agencies to adopt implementation plans for each project area every five years. On October 25, 1999, the Redevelopment Agency of the City of Long Beach adopted an implementation plan for the Downtown Long Beach Redevelopment Project Area (Project Area) for the period 2000-2004. Between the second and third year after adoption, the redevelopment agency must hold a public hearing on the implementation plan. A redevelopment agency may make amendments to the plan at this time or at other times if required. The Redevelopment Agency held a public hearing to review the Implementation Plan for the Project Area on January 27, 2003.

This document is the Downtown Long Beach Redevelopment Project Area's Implementation Plan for the period of 2005-2009. Upon adoption by the Redevelopment Agency, it will replace the prior Implementation Plan for 2000-2004.

Pursuant to Health and Safety Code Section 33490 this Implementation Plan contains: (1) the specific goals and objectives of the Redevelopment Agency for the Downtown Long Beach Redevelopment Project Area; (2) the specific programs, including potential projects, and estimated expenditures to be made during the next five years; (3) a discussion of how these programs will implement the Redevelopment Agency's low- and moderate-income housing obligations; and (4) an explanation of how the goals and objectives, programs, and expenditures will eliminate blight within the Project Area.

This Implementation Plan is a policy statement rather than a specific course of action; it does not identify specific project locations. It has been prepared to set priorities for redevelopment activities within the Project Area over a five-year period and incorporates a program of activities to accomplish revitalization efforts for the Project Area. However, new issues and opportunities may be encountered during the course of administering the Redevelopment Plan for the Project Area during the five-year period. Therefore, this Implementation Plan may not always precisely identify a proposed activity or expenditure. If the Implementation Plan includes a project that will result in the elimination of low or moderate-income housing, the Implementation Plan shall identify proposed locations suitable for the replacement dwelling units.

This Implementation Plan is composed of two major components: a redevelopment component and a housing component. The redevelopment component: (1) revisits the goals and objectives of the Redevelopment Plan; (2) defines the Redevelopment Agency's strategy to achieve these goals and objectives; (3) presents the programs, including

potential expenditures that are proposed as a means to attain the Plan's goals and objectives; and (4) describes how the goals and objectives, programs, and expenditures will eliminate blight within the Project Area. The housing component addresses statutory requirements for the production of affordable housing including inclusionary housing. The housing component also shows how the Redevelopment Agency's goals and objectives for housing will be implemented and how the statutory requirements for the set-aside and expenditure of tax increment for housing purposes will be met.

II. BACKGROUND

The Downtown Long Beach Redevelopment Project Area was adopted on July 17, 1975. The Project Area includes 421 acres, all of which can be classified as urbanized. It is bounded generally on the west by Queens Way and Magnolia Avenue to 3rd Street and by Pacific Avenue from 3rd Street to 7th Street; on the north by 7th Street; on the east by Elm Avenue from 7th to 1st Street and Atlantic Avenue from 1st Street to Ocean Boulevard and on the south by the shoreline from Queens Way to Alamitos Avenue. A map showing the Project Area boundaries is included as Attachment 1 to this Implementation Plan.

The Project Area historically served as the main business and commercial center of the City. When the Project Area was adopted in 1975, it exhibited many of the characteristics of a declining urban commercial area. Major problems cited in the Report to City Council were changing socio-economic conditions within the downtown area of the City which reinforced the deterioration of the Project Area; the age and deterioration of many structures; functional and economic obsolescence; narrow and deteriorated alleys; the lack of focal points; the lack of adequate parking; underutilized parcels; incompatible land uses and negative visual impacts. Also cited was the great distance between major stores, shops and public facilities, which inhibited easy pedestrian movement. Finally, the Project Area was unable to compete effectively with new commercial centers in outlying areas of the City.

The Redevelopment Plan for the Project Area was adopted in 1975 and first amended in 1986 to set certain plan limitations required by the law. A second amendment was approved in 1986 that revised land use designations within the Project Area. In 1994, a plan amendment was approved to comply with the plan limitations prescribed by AB1290. Several of these plan limitations were then amended again in September 1998 and March 1999.

III. BLIGHTING CONDITIONS

At the time of adoption of the Redevelopment Plan, the following blighting conditions characterized the Project Area:

- The high vacancy rate was due to several factors. Downtown was unable to compete with more modern developments in outlying areas. As a result, major stores and office uses left the downtown. New or expanding businesses did not choose Long Beach. In addition, the structural condition of many buildings required the relocation of tenants

while repairs were made, or the demolition of the buildings if repairs, especially seismic strengthening, proved infeasible. Often, the only tenants interested in locating in the Project Area were marginal uses, including bars and "adult" businesses.

- Incompatible uses replaced many of the former tenants. For example, one six-block section of the Project Area contained, interspersed with offices, nineteen bars, twenty cafés, nine adult bookstores, three adult theaters, a market, a dry cleaner and a shoeshine parlor.
- Unreinforced masonry structures constructed prior to and without regard to any earthquake regulations were frequently found in the Project Area; a total of 212 unreinforced buildings were inventoried when the Project Area was adopted. Sixty-two of these structures were occupied 24 hours per day, making the occupants subject to a substantially greater risk than the rest, which were occupied with office or retail uses nine or ten hours per day.
- Age and obsolescence of structures contributed to the Project Area's blight. Of the 400 buildings in the area north of Ocean Boulevard, 51% were over 50 years of age in 1975, 13% were over 60 years old and a small number were over 70 years old. Buildings varied greatly in height, with many of the upper stories of the two, three and four-story buildings having been closed off and abandoned for many years.
- Fifty percent of Project Area structures were found to be deteriorated and 13% were judged to be dilapidated. This deterioration and dilapidation seriously impacted the area's viability.
- Lack of parking facilities in relation to the centers of demand was a problem, even in 1975. Many of the surface lots scattered throughout the area were the result of the demolition of unsound structures, not of any plan to provide parking in logical locations. Additionally, many older buildings did not provide on-site parking when they were originally constructed.
- Hydraulic landfill has been added to the area south of Seaside Way, resulting in approximately 200 acres of landfill extending out into the ocean. This has resulted in separation of the business area from any orientation to the shoreline. Many former resort-oriented structures were left as barriers between the downtown business area and the new shoreline, visually and physically isolating the downtown and limiting access to the water.
- The relatively low household incomes of the Project Area's residents limited the commercial viability of the Project Area. Most residents lived in older deteriorating hotels and rooming houses or small apartments, many above the first floor with no open living area provided. The median income of Project Area residents was approximately \$5,823 compared to the median income for the remainder of the City, \$10,823, according to the 1970 census.

- Crime and the perception of a lack of personal security impacted the desirability of the Project Area as a place to live, shop and work.

IV. REDUCTION OF BLIGHT THROUGH PAST ACTIVITIES

The Redevelopment Agency has been working to correct these blighting conditions through a variety of programs to encourage private development in the Project Area. Since adoption of the Project Area in 1975, key components of the redevelopment plan have included:

- Assemblage of blighted properties for sale and redevelopment by private developers.
- Construction and subsequent expansion of the Convention Center and construction of the Civic Center.
- Pursuit of State and Federal grant monies to assist financing of rehabilitation and new development.
- Marketing of the downtown as an employment center, shopping area and visitor destination.
- Completion of key infrastructure projects including the upgrading of street lighting and streetscape improvements.

Quantitatively, since redevelopment was implemented in the Project Area, well over a billion dollars have been invested by the public and private sectors. This total includes the construction of over 3 million square feet of Class A office space, a regional shopping mall, a 30-acre park, four first-class hotels, a convention and entertainment center and new downtown housing. This effort has created over 15,000 permanent jobs in the Project Area and has helped attract new shoppers, tourists and residents to the Project Area. The major construction projects undertaken in the Project Area since its formation in 1975 are shown on Attachment 2.

V. IMPLEMENTATION PLAN GOALS AND OBJECTIVES

In April 1999, the Redevelopment Agency Board adopted the Downtown Strategy for Development. This document was amended in 2000 and sets forth the goals and objectives for the future redevelopment of the Downtown Redevelopment Project Area. Over the next five years, the Agency will focus on implementing these objectives through the following goals. The relationship of each goal to conditions of blight within the Project Area is shown in the matrix attached and labeled Attachment 3.

- **Goal Number 1**

Make the Project Area a distinct and unique place through the elimination of retail, office and commercial vacancies and through the cooperation with building owners and agents to improve deteriorated structures in the Project Area.

- **Goal Number 2**

Capitalize on the locational strength of the Project Area, particularly regarding its maritime and coastal character.

- **Goal Number 3**

Encourage diversity and choice in the Project Area by promoting opportunities for cultural events and facilities.

- **Goal Number 4**

Create a secure environment in the Project Area for residents, shoppers and workers and encourage pedestrian usage during daytime, evenings and weekends.

- **Goal Number 5**

Promote development in the Project Area which provides economic benefits to the entire community, through the replanning, redesign and development of the portions of the Project Area that are vacant, improperly utilized or not being utilized to their highest and best use.

- **Goal Number 6**

Reinforce the economic position of the Project Area within the Los Angeles region, through the elimination of retail, office and commercial vacancies.

- **Goal Number 7**

Create a flexible approach to development in the Project Area, which will be responsive to changing market conditions.

- **Goal Number 8**

Expand and integrate the Project Area's housing supply through the support of private developments and the creation of a balanced housing supply available to individuals and families of diverse incomes.

- **Goal Number 9**

Improve transportation and signage systems to create a sense of orientation and ease of access to and from the Project Area, while managing parking opportunities so as to provide adequate parking for anticipated needs.

VI. PROPOSED REDEVELOPMENT AGENCY PROGRAMS

The following narratives describe the proposed programs to be undertaken in the Downtown Long Beach Redevelopment Project Area during the five years covered by the Implementation Plan (January 1, 2004 – December 31, 2009). The Downtown Strategy for Development divides the Downtown Long Beach Redevelopment Project Area into six subareas. A summary of the relationship of these programs to removal of blighting conditions in the Project Area is included in the matrix attached and labeled Attachment 4. A large portion of the resources of this Project Area is pledged to repay bonds that financed major improvements already completed in the Project Area. Any revenues available after payment of debt service will be directed towards the programs detailed below. Estimated Expenditures are shown on Attachment 5.

- **Downtown Revitalization Program**

The Redevelopment Agency proposes to continue implementing a comprehensive program designed to make the downtown business center a more successful and inviting environment to shop, live and work. A city's potential to attract business, visitors and residents is related to the creation and perception of a city's downtown as a distinct and unique place. The Agency plans to implement the program in a variety of ways, which may include the following: acquisition and disposition of property to promote new development, the support of Downtown Long Beach Associates programs through the annual payment of the Property Based Improvement District assessments and support for the Downtown Marketplace Program.

Also proposed for continuation under the Downtown Revitalization Program are the Parking Management Program, which coordinates Redevelopment Agency owned downtown parking and the Parking Validation Program.

Blighting Conditions Addressed: The Downtown Revitalization Program will remove incompatible uses located in the Project Area; assist with removal of deteriorated and dilapidated structures and reduce the fear of crime and the perception of a lack of personal security.

- **Development Support Program**

The Agency proposes to continue to support and assist new private housing and commercial development projects and rehabilitation projects, which will bring additional residents and retail/entertainment customers to the Project Area and promote preservation of historic buildings.

Blighting Conditions Addressed: This program will remedy the following blighting conditions in the Project Area: reduce the commercial vacancy rate, by bringing more potential customers to the Project Area; the replacement of some incompatible uses, for the same reason; unreinforced or seriously dilapidated structures may be replaced by new construction or substantially rehabilitated buildings and the perception of personal security will be enhanced and the fear of crime reduced, if more 24-hour residents are brought to the Project Area.

- Capital Improvement Program

The Agency will make capital improvements, as appropriate, to support the creation of new housing, enhance new commercial and retail developments; construct, maintain and improve the Redevelopment Agency-owned parking facilities; assist in the development of traffic circulation improvements and promote historic preservation.

Blighting Conditions Addressed: This program will address deterioration and dilapidation in the Project Area's infrastructure as well as assisting with the development of new parking facilities in the Project Area.

- Economic Development Program

Implementation of this continued program may include the use of financial assistance to help bring new, highly-desirable commercial tenants to the Project Area; support for business assistance activities and focused marketing efforts to promote Project Area business and commercial interests.

Blighting Conditions Addressed: Depending upon the specific program components emphasized during the five years covered by the Implementation Plan, this Program will remedy blight caused by the high vacancy rate in the Project Area; the replacement of incompatible uses with more appropriate uses; may assist in the repair and upgrading of unreinforced, deteriorated or dilapidated structures and may upgrade or replace old or obsolete structures.

- Affordable Housing Program

Existing programs to improve, preserve and increase the supply of affordable housing are proposed to continue. Please refer to Attachment 6 entitled, Affordable Housing Compliance Plan for a detailed program description.

Blighting Conditions Addressed: The Affordable Housing Program will address the Citywide need for affordable housing. Any of the programs identified in this Implementation Plan that result in destruction or removal of dwelling units will be replaced pursuant to Health and Safety Code Section 33413(a).

VII. INCLUSIONARY HOUSING COMPLIANCE PLAN REQUIREMENT

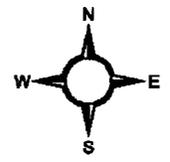
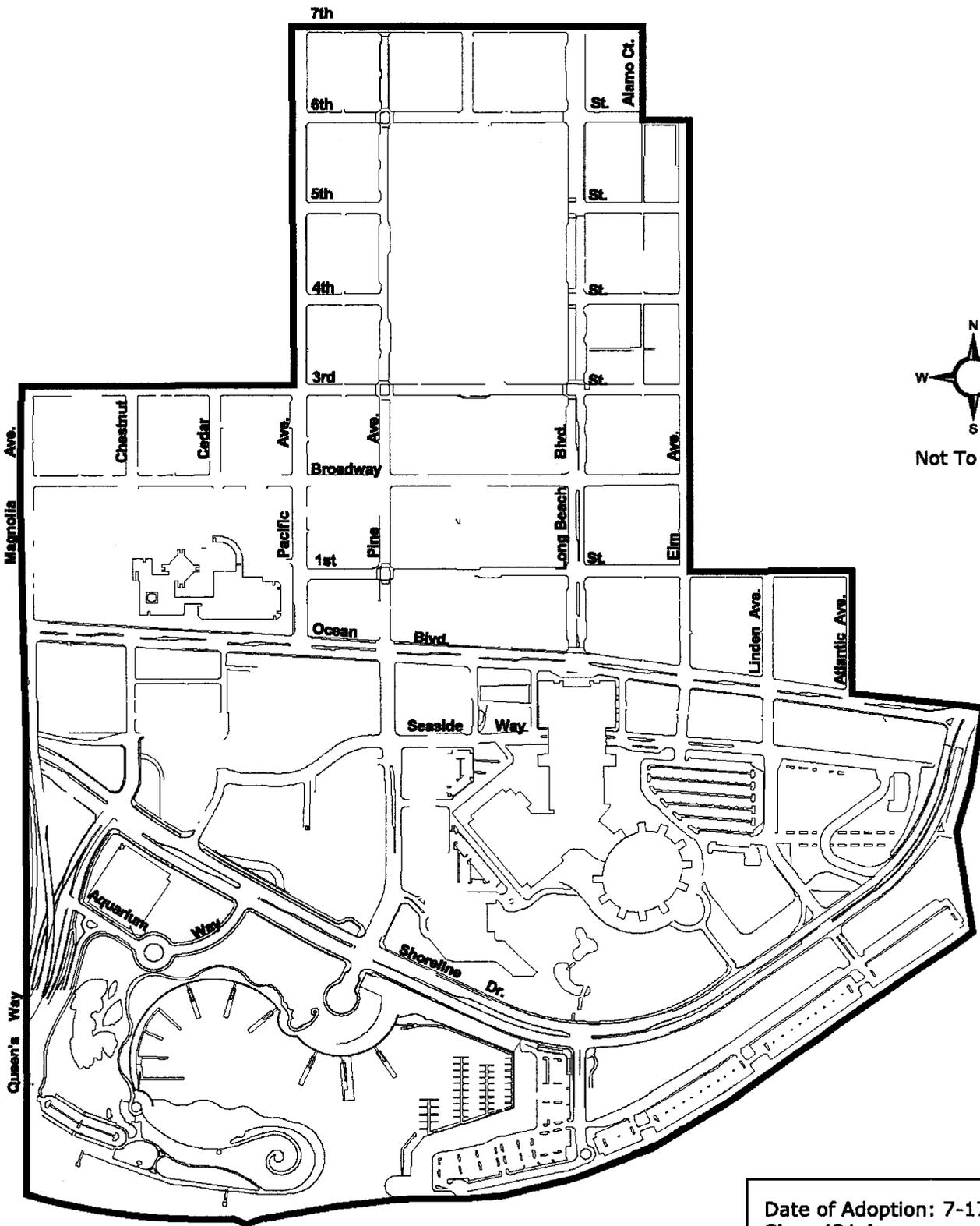
An Inclusionary Housing Compliance Plan has been prepared pursuant to Section 33413(b)(4) of the California Health and Safety Code. Section 33413(b)(4) requires all redevelopment agencies to adopt an Inclusionary Housing Compliance Plan to meet the inclusionary housing requirements of Sections 33413(b), and that the Housing Compliance Plan be part of the Five Year Implementation Plan required by Section 33490. The Inclusionary Housing Compliance Plan prepared pursuant to Section 33413 (b) (4) is included in the Affordable Housing Compliance Plan attached hereto as Attachment 6.

VIII. AFFORDABLE HOUSING EXPENDITURE PLAN REQUIREMENT

Section 33490(a)(2)(A) of the California Health and Safety Code requires that part of the Five-Year Implementation Plan address Sections 33334.2, 33334.4 and 33334.6, and the Redevelopment Agency's Low- and Moderate-income Housing Fund. Generally, the Redevelopment Agency transfers all of the 20% Set-Aside funds from each redevelopment project area into the City's Housing Development Fund. This money is used by the nonprofit Long Beach Housing Development Company to assist in the production of affordable housing as required by California Health and Safety Code. The Affordable Housing Program is administered by the Long Beach Housing Development Company. An Affordable Housing Program Expenditure Plan prepared pursuant to Section 33490(a)(2)(A) is included in Attachment 6, Affordable Housing Compliance Plan.

DOWNTOWN REDEVELOPMENT PROJECT AREA MAP

Attachment No. 1



Not To Scale

Date of Adoption: 7-17-75
Size: 421 Acres
— Project Area Boundary

**Downtown Long Beach Redevelopment Project Area
Five-Year Implementation Plan**

**Attachment No. 2
Summary of Past Projects**

Name	Type	Size	Year	Approximate Project Value
Long Beach Civic Center	14-story office	360,000 sq. ft.	1977	\$75 million
Home Savings Center	10-story office	105,000 sq. ft.	1981	\$25 million
Long Beach Plaza	Shopping mall	675,000 sq. ft.	1982	\$70 million
Sea Spray Gardens	3-story office	30,900 sq. ft.	1984	\$6 million
IDM Downtown Plaza	6-story office	90,000 sq. ft.	1983	\$20 million
State Office Building	4-story office	160,000 sq. ft.	1983	\$30 million
Bradley Building	2-story office/retail	36,000 sq. ft.	1985	Renovation
Breakers Hotel	15-story residential	1,280 sq. ft.	1990	Renovation
Landmark Square	24-story office	436,000 sq. ft.	1991	\$100 million
Fidelity Federal Plaza	10-story office	122,000 sq. ft.	1968	\$20 million
Shoreline Square	21-story office	366,000 sq. ft.	1988	\$80 million
Ramada Renaissance Hotel	Hotel	374 rooms	1986	\$55 million
Shoreline Square Westin	Hotel	462 rooms	1988	\$60 million
Seapointe Apartments	4-story residential	158 units	1986	\$12 million
Thirty-Five Linden	5-story residential	42 units	1987	\$8 million
Convention & Entertainment Center	Exhibit Hall	88,000 sq. ft.	1978	\$65 million
Convention & Entertainment Center	Exhibit Hall	137,000 sq. ft.	1994	\$108 million
Bank of America	2-story office	49,500 sq. ft.	1982	\$10 million
Hyatt Regency	Hotel	542 rooms	1983	\$100 million
Enloe Building	6-story office	70,000 sq. ft.	1989	Renovation
Forney Building	Retail	9,000 sq. ft.	1980	Renovation
International Tower	31-story residential	204 units	1987	Renovation
Pacific Coast Club	3-story office	26,000 sq. ft.	1987	Renovation
100 Broadway	6-story office	190,000 sq. ft.	1986	\$45 million
180 East Ocean Building	12-story office	195,000 sq. ft.	1982	#35 million
401 E. Ocean Blvd.	10-story office	128,000 sq. ft.	1984	\$30 million
Pine Court/Pine Square	Mixed-use project	16-screen cinema, 142 residential units and 37,000 sq. ft. of retail	1992	\$45 million
Harbor Place Tower	22-story residential	225 units	1992	\$80 million

Downtown Long Beach Redevelopment Project Area
Attachment 2 – Summary of Past Projects
Page 2

Name	Type	Size	Year	Approximate Project Value
140 Pine Building	4-story office retail	28,000 sq. ft.	1992	\$6 million
City Center Building	6-story office	60,000 sq. ft.	1993	Renovation
236-252 Pine Avenue	1 & 2-story retail	22,500 sq. ft.	1992	Renovation
Kress Lofts	9-story residential	66,000 sq. ft.	1995	\$10 million
Crate & Barrel	Retail	9,500 sq. ft.	1994	\$1 million
Z Gallerie	3-story retail	25,000 sq. ft.	1995	\$1.7 million
Jillians Entertainment	2-story restaurant	17,200 sq. ft.	1995	\$1 million
BUM Equipment	2-story retail	7,800 sq. ft.	1995	\$1 million
Alegria	Restaurant	1,500 sq. ft.	1995	Renovation
Starbucks	Restaurant	1,800 sq. ft.	1995	Renovation
Limited Express	Retail	6,000 sq. ft.	1995	Renovation
Bath & Body Works	Retail	4,000 sq. ft.	1995	Renovation
King Crab Lounge	Restaurant	1,500 sq. ft.	1996	Renovation
Taco Surf	Restaurant	2,000 sq. ft.	1996	Renovation
Churchill's Cigars	Retail	1,100 sq. ft.	1996	Renovation
Art of Hands	Studio retail	2,000 sq. ft.	1996	Renovation
Gold's Gym	Retail	34,000 sq. ft.	1996	\$1 million
Rock Bottom Brewery	Restaurant	9,500 sq. ft.	1997	\$1 million
Aquarium of the Pacific	Aquarium	157,000 sq. ft.	1998	\$117 million
CityPlace	Mixed-use commercial/retail	454,000 sq. ft. commercial; 221 apartments; 72 condominiums	2004	\$75 million
The Pike at Rainbow Harbor	Entertainment/ Retail	350,000 sq. ft.	2004	\$130 million

Additional Miscellaneous Projects

- Los Angeles to Long Beach Light Rail Blue Line with Transit Mall in Downtown Long Beach: 1990
- Shoreline Aquatic Park. 30-acre park with lagoon: 1983
- Shoreline Village and Marina. 60 specialty shops, 2 restaurants, 132 boat slips: 1983
- Downtown Marina. 1,825 boat slips: 1982
- Promenade Pedestrian Mall and Amphitheater. Extends from the Marina to CityPlace: 1982

**Downtown Long Beach Redevelopment Project Area
Five-Year Implementation Plan**

**Attachment No. 3
Relationship of Goals to Blighting Conditions**

Blighting Condition	Goal 1	Goal 2	Goal 3	Goal 4	Goal 5	Goal 6	Goal 7	Goal 8	Goal 9
1. High Vacancy Rate	X	X	X	X	X	X	X		
2. Incompatible Uses	X				X	X			
3. Unreinforced Masonry Structures	X				X		X		
4. Age of Obsolescence	X		X		X	X	X	X	
5. Deterioration and Dilapidation	X				X	X		X	
6. Lack of Parking Facilities					X	X			X
7. Separation from Shoreline		X			X	X			
8. High Age and Low Affluence	X		X		X	X			X
9. Crime and Security				X	X				X

- **Goal Number 1**

Make the Project Area a distinct and unique place through the elimination of retail, office and commercial vacancies and through the cooperation with building owners and agents to improve deteriorated structures in the Project Area.

- **Goal Number 2**

Capitalize on the locational strength of the Project Area, particularly regarding its maritime and coastal character.

- **Goal Number 3**

Encourage diversity and choice in the Project Area by promoting opportunities for cultural events and facilities.

- **Goal Number 4**

Create a secure environment in the Project Area for residents, shoppers and workers and encourage pedestrian usage during daytime, evenings and weekends.

- Goal Number 5

Promote development in the Project Area which provides economic benefits to the entire community, through the replanning, redesign and development of the portions of the Project Area which are vacant, improperly utilized or not being utilized to their highest and best use.

- Goal Number 6

Reinforce the economic position of the Project Area within the Los Angeles region, through the elimination of retail, office and commercial vacancies.

- Goal Number 7

Create a flexible approach to development in the Project Area, which will be responsive to changing market conditions.

- Goal Number 8

Expand and integrate the Project Area's housing supply through the support of private developments and the creation of a balanced housing supply available to individuals and families of diverse incomes.

- Goal Number 9

Improve transportation and signage systems to create a sense of orientation and ease of access to and from the Project Area, while managing parking opportunities so as to provide adequate parking for anticipated needs.

**Downtown Long Beach Redevelopment Project Area
Five-Year Implementation Plan**

**Attachment No. 4
Relationship of Proposed Programs to Blighting Conditions**

Blighting Condition	Downtown Revitalization	Development Support	Capital Improvements	Economic Development	Affordable Housing*
1. High Vacancy Rate	X	X		X	N/A
2. Incompatible Uses	X	X		X	N/A
3. Unreinforced Structures	X	X		X	N/A
4. Age and Obsolescence	X	X		X	N/A
5. Deterioration and Dilapidation	X	X	X	X	N/A
6. Lack of Parking Facilities	X				N/A
7. Separation from Shoreline	X				N/A
8. High Age and Low Affluence		X			N/A
9. Crime and Security	X	X			N/A

*Addresses City-wide Need for Affordable Housing

**Downtown Long Beach Redevelopment Project Area
Five-Year Implementation Plan**

**Attachment No. 5
Estimated Expenditures**

Funding Year	Downtown Revitalization (1)	Development Support (2)	Capital Improvements (3)	Economic Development (4)	Affordable Housing	Debt Service
1. Oct. 1, 2004 - Sept. 30, 2005	\$330,000	\$3,405,000	\$1,142,000	\$300,000	(5)	\$7,293,500
2. Oct. 1, 2005 - Sept. 30, 2006	\$330,000	\$2,000,000	\$1,000,000	\$300,000	(5)	\$7,293,500
3. Oct. 1, 2006 - Sept. 30, 2007	\$330,000	\$1,000,000	\$500,000	\$300,000	(5)	\$7,293,500
4. Oct. 1, 2007 - Sept. 30, 2008	\$330,000	\$500,000	\$500,000	\$300,000	(5)	\$7,293,500
5. Oct. 1, 2008 - Sept. 30, 2009	\$330,000	\$500,000	\$500,000	\$300,000	(5)	\$7,293,500

- (1) Downtown Revitalization – Sum of budget item numbers 33, 48 and 50 of 3/18/04 draft FY 04-05 budget.
- (2) Development Support – Sum of budget item numbers 44, 46, 47 and 56 of 3/18/04 draft FY 04-05 budget. Estimated for future years.
- (3) Capital improvements – Sum of budget item numbers 38, 40 and 42 of 3/18/04 draft FY 04-05 budget. Estimated for future years.
- (4) Estimated transfers to support Economic Development Bureau programs.
- (5) See Attachments 6 and 7 for estimated Affordable Housing Program expenditures and program activities, respectively.