

## Bondi, James

---

**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Friday, February 07, 2014 2:03 PM  
**To:** Jeffrey P Ordway  
**Cc:** John H Rennels; Brad Flewellen; Ronnie Turner; James W Head; Amon Martin; 'Merlin Edwards'; Clint Bolden, (clint.bolden@gmail.com); Gallegos, Larry  
**Subject:** Re: CTV-1

Ok. Let's confirm 10-11:30am Tuesday Feb 18th at BART. Jeff will host and provide donuts & coffee :-).  
Thanks, Michael

---

Michael E. Johnson  
President & CEO  
UrbanCore Development  
UrbanCore-Integral, LLC  
457 10th Street  
San Francisco, CA 94103  
(415) 748-2300

On Feb 7, 2014 12:58 PM, "Jeffrey P Ordway" <JOrdway@bart.gov> wrote:  
Works for me. I just have to leave for a meeting in San Francisco by noon.

From: Michael Johnson <mjohnson@urbancorellc.com>  
To: Jeffrey P Ordway <jordway@bart.gov>,  
Cc: James W Head <jwh@sff.org>, "Clint Bolden, (clint.bolden@gmail.com)" <clint.bolden@gmail.com>, Amon Martin <AMartin@integral-online.com>, Ronnie Turner <rtdevelops@comcast.net>, "Merlin Edwards" <meko11@pacbell.net>, Brad Flewellen <bflewellen@urbancorellc.com>  
Date: 02/07/2014 12:55 PM  
Subject: CTV-1

Jeff, we are getting things going and would really like a catch up meeting with you and your team. My partners from Atlanta will be in town so if we could meet on Tuesday morning Feb 18th. Let us know if that will work.  
Thanks, Michael

---

Michael E. Johnson  
President & CEO  
UrbanCore Development  
UrbanCore-Integral, LLC  
457 10th Street

San Francisco, CA 94103

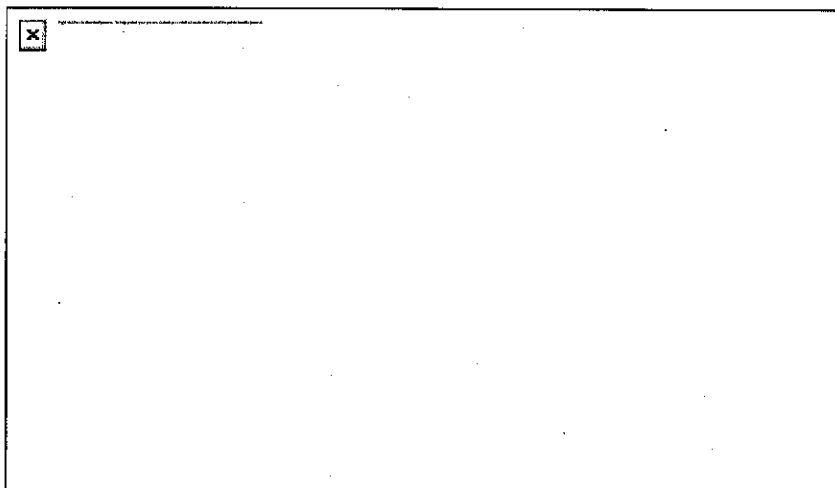
157 746 3 3000

**Bondi, James**

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**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Tuesday, November 05, 2013 10:29 AM  
**To:** Gallegos, Larry  
**Cc:** James W Head; Ronnie Turner; Clint Bolden; merlin edwards; Hunter, Gregory; Seamans, Daniel  
**Subject:** Re: OEDC Active and Current Non-Profit Status

Great. Thanks for sending copies of these Larry. Michael  
PS - we will get you comments on the ENA, Predev Loan Agreement and Note asap.



On Tue, Nov 5, 2013 at 10:02 AM, Gallegos, Larry <[LGallegos@oaklandnet.com](mailto:LGallegos@oaklandnet.com)> wrote:

As discussed yesterday, here are the PDF copies illustrating OEDC's active non-profit status.

Thanks,

Larry

## Bondi, James

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**From:** Michael E. Johnson [mjohnson@urbancorellc.com]  
**Sent:** Wednesday, October 23, 2013 7:44 PM  
**To:** Gallegos, Larry  
**Cc:** James W. Head; Leon, Ray T.; Bernida Reagan; Merlin Edwards; Ronnie Turner; <clint.bolden@gmail.com>; <lberry@bmcbbco.com>; <itisi.anne@gmail.com>; <agriffith@enterprisecommunity.org>; Hunter, Gregory; Vicki Lundy Wilbon; Amon Martin; Faye Paulson  
**Subject:** Re: Status

We will reach out to Jeff Ordway on Thurs. Will let you know ASAP. Thx, MH

Michael E. Johnson  
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San Francisco, CA 94103  
[REDACTED]  
(415) 553-4022 - Office

On Oct 23, 2013, at 3:14 PM, "Gallegos, Larry" <[LGallegos@oaklandnet.com](mailto:LGallegos@oaklandnet.com)> wrote:

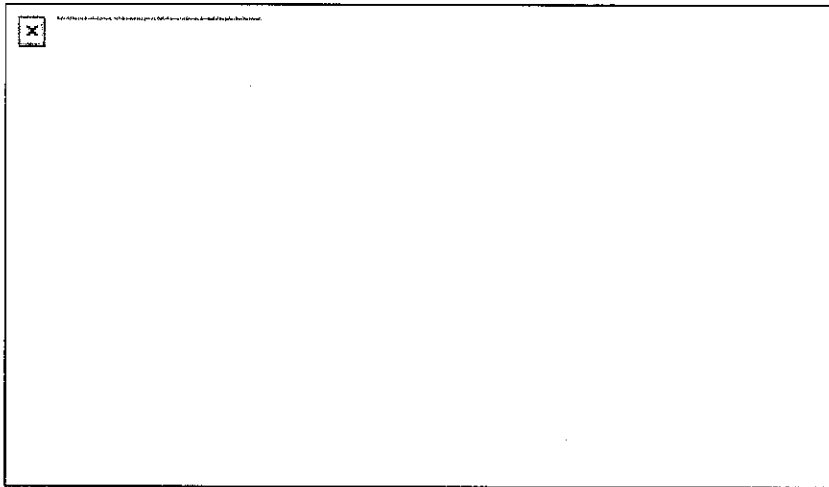
Any update on finalizing and signing the corresponding BART ENA?

Thanks,

Larry-

**From:** Michael Johnson [mailto:mjohnson@urbancorellc.com]  
**Sent:** Wednesday, October 23, 2013 3:05 PM  
**To:** James W. Head  
**Cc:** Leon, Ray T.; Bernida Reagan; Merlin Edwards; Ronnie Turner; Clint Bolden (clint.bolden@gmail.com); lberry@bmcbbco.com; Anne Griffith (itisi.anne@gmail.com); Anne Griffith (agriffith@enterprisecommunity.org); Hunter, Gregory; Gallegos, Larry; Vicki Lundy Wilbon; Amon Martin; Faye Paulson  
**Subject:** Re: Status

James, glad to hear the progress. We look forward to a final determination on Friday. That would allow you to sign the ENA and Predevelopment Loan Agreements with the City next week, thus allowing us to get the consultants going on the project activities. Also, we need to finalize the Development Services Agreement between OEDA and UrbanCore-Integral, so we will send you a draft agreement fyr. Thanks, Michael



On Wed, Oct 23, 2013 at 1:49 PM, James W. Head <[jwh@sff.org](mailto:jwh@sff.org)> wrote:  
Michael et al,

Just got off the phone with the staff at the Franchise Tax Board. Our request for re-instatement is in final review by the Board staff and I've been told we should have their results by the end of this week. I will follow up on Friday to confirm that they have completed the review process and hopefully made a determination.

James

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James W. Head  
Vice President of Programs  
The San Francisco Foundation  
One Embarcadero Center, Suite 1400 | San Francisco, CA 94111  
T: [415.733.8514](tel:415.733.8514) | F: [415.477.2783](tel:415.477.2783)  
[jwh@sff.org](mailto:jwh@sff.org) | [www.sff.org](http://www.sff.org)

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-----Original Message-----

From: Michael E. Johnson [<mailto:mjohnson@urbancorellc.com>]  
Sent: Thursday, October 17, 2013 9:41 PM  
To: James W. Head; Ray T. Leon; Bernida Reagan; Merlin Edwards; Ronnie Turner  
Cc: Gregory Hunter; Larry Gallegos  
Subject: Status

All, hope you all are well. Can you update us on the status of the OEDC reinstatement by the State. We really would like to get this project going ASAP. Pls advise. Regards, Michael

Michael E. Johnson  
President  
UrbanCore-Integral, LLC  
457 10th Street  
San Francisco, CA 94103

[REDACTED] - Cell  
(415) 553-4022 - Office

Please consider the environment before printing this email.

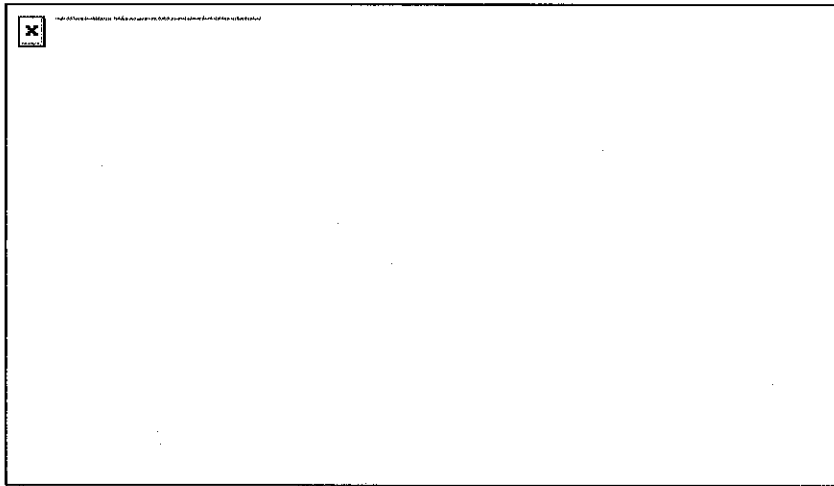
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## Bondi, James

---

**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Sunday, February 02, 2014 11:11 AM  
**To:** Clint Bolden  
**Cc:** Gallegos, Larry; James W Head; Leon, Ray T.; Hunter, Gregory; Ronnie Turner; merlin edwards; Brad Flewellen  
**Subject:** Re: Your follow up meeting Denise

I think we need a conference call with her this week. I will try to set it up and send out some potential times. Thanks, MJ



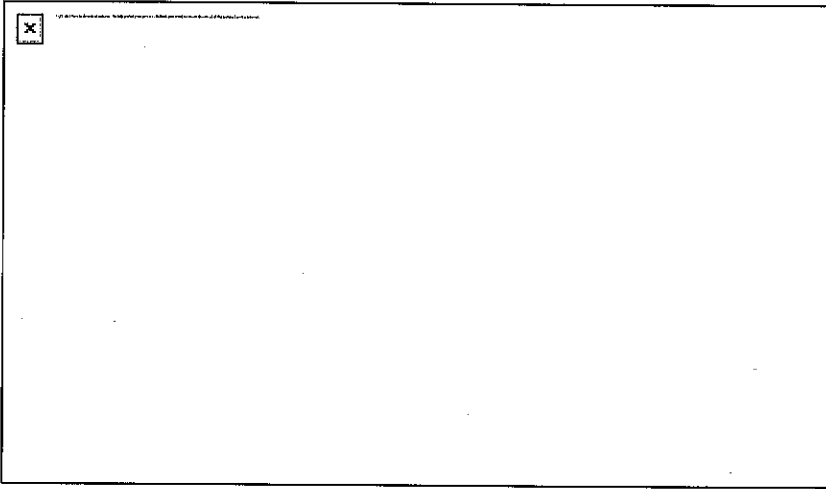
On Sun, Feb 2, 2014 at 11:18 AM, Clint Bolden <[clint.bolden@gmail.com](mailto:clint.bolden@gmail.com)> wrote:  
Michael,

Also, will she be able provide an objective study. Granted, there are crime issues in the surrounding area, but is it her personal or professional opinion that all crime occurring in the area is the result of a gang turf war? This a broad, sweeping statement. Is there a report that supports her statement?  
Clint

Sent from my iPhone

On Feb 2, 2014, at 9:45 AM, Michael Johnson <[mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)> wrote:

Yea. Where is that statement coming from? I will discuss it with her.  
Thanks



On Fri, Jan 31, 2014 at 4:39 PM, Gallegos, Larry <[LGallegos@oaklandnet.com](mailto:LGallegos@oaklandnet.com)> wrote:

Overall looks okay... although I get a little nervous when I see that our marketing consultant uses as her first bullet point on Page 2 .... "the site is located in a neighborhood adjacent to Lion Creek Crossings which is plagued by a violent turf war"?

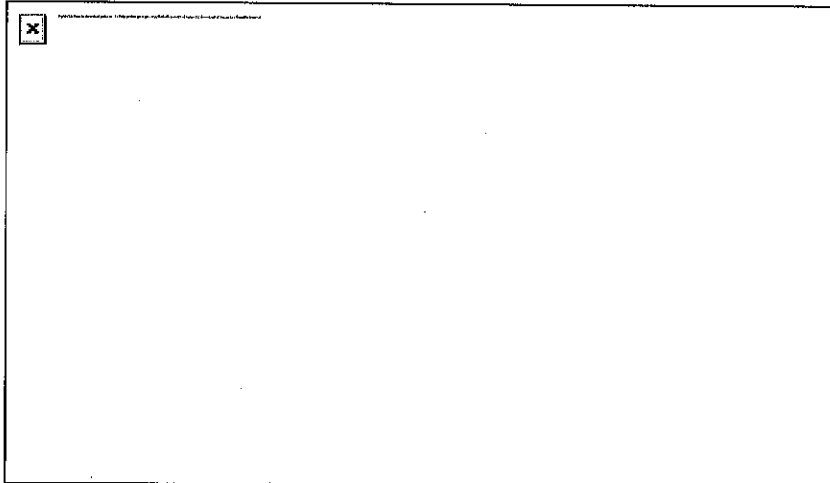
**From:** Michael Johnson [mailto:[mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)]

**Sent:** Friday, January 31, 2014 9:37 AM

**To:** James W Head; Clint Bolden; Gallegos, Larry; Hunter, Gregory; Ronnie Turner; merlin edwards; Brad Flewellen; Leon, Ray T.

**Subject:** Fwd:

All, updated Market Study Proposal from Denise for your review. We should agree on any revisions and get this started next week. Thanks, Michael



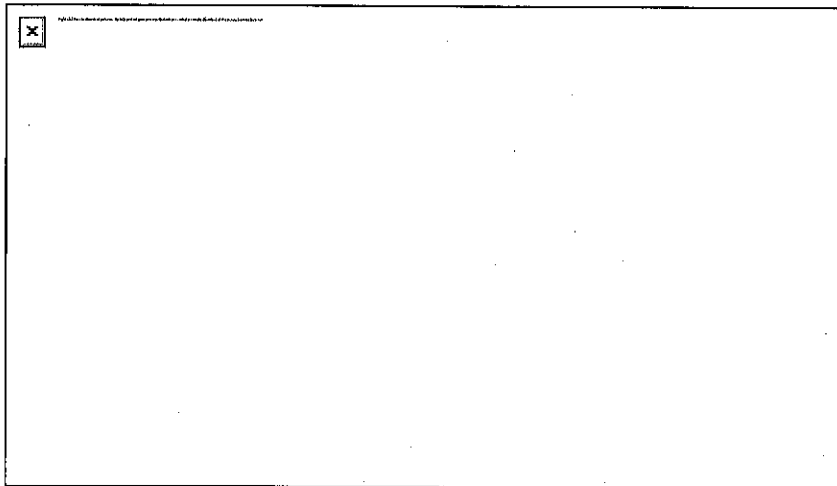


## Bondi, James

---

**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Sunday, February 02, 2014 9:45 AM  
**To:** Gallegos, Larry  
**Cc:** James W Head; Clint Bolden; Leon, Ray T.; Hunter, Gregory; Ronnie Turner; merlin edwards; Brad Flewellen  
**Subject:** Re:

Yea. Where is that statement coming from? I will discuss it with her. Thanks



On Fri, Jan 31, 2014 at 4:39 PM, Gallegos, Larry <[LGallegos@oaklandnet.com](mailto:LGallegos@oaklandnet.com)> wrote:

Overall looks okay... although I get a little nervous when I see that our marketing consultant uses as her first bullet point on Page 2 .... "the site is located in a neighborhood adjacent to Lion Creek Crossings which is plagued by a violent turf war"?

**From:** Michael Johnson [mailto:[mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)]  
**Sent:** Friday, January 31, 2014 9:37 AM  
**To:** James W Head; Clint Bolden; Gallegos, Larry; Hunter, Gregory; Ronnie Turner; merlin edwards; Brad Flewellen; Leon, Ray T.  
**Subject:** Fwd:

All, updated Market Study Proposal from Denise for your review. We should agree on any revisions and get this started next week. Thanks, Michael

**Bondi, James**

---

**From:** Michael E. Johnson [mjohnson@urbancorellc.com]  
**Sent:** Thursday, October 17, 2013 9:41 PM  
**To:** James Head; Leon, Ray T.; Bernida Reagan; Merlin Edwards; Ronnie Turner  
**Cc:** Hunter, Gregory; Gallegos, Larry  
**Subject:** Status

All, hope you all are well. Can you update us on the status of the OEDC reinstatement by the State. We really would like to get this project going ASAP. Pls advise. Regards, Michael

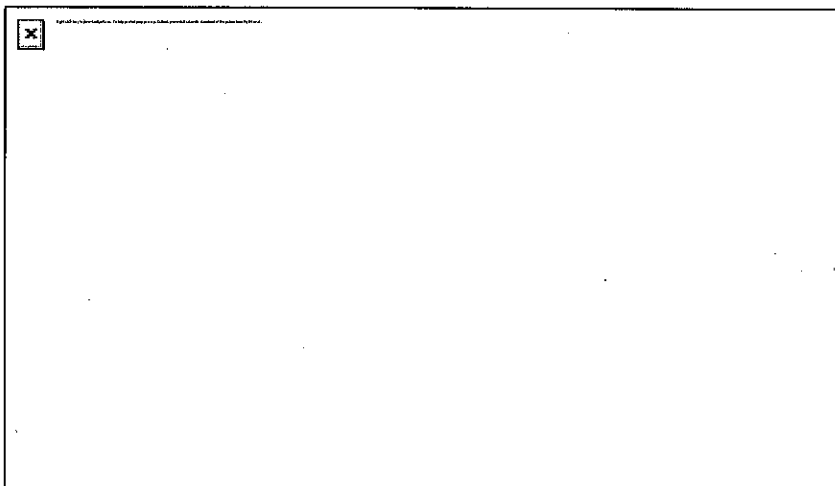
Michael E. Johnson  
President  
UrbanCore-Integral, LLC  
457 10th Street  
San Francisco, CA 94103  
[REDACTED] Cell  
(415) 553-4022 - Office

**Bondi, James**

---

**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Tuesday, November 19, 2013 10:23 AM  
**To:** Jeffrey P Ordway  
**Cc:** James W Head; Hunter, Gregory; Gallegos, Larry; merlin edwards; Ronnie Turner; Clint Bolden; Leon, Ray T.  
**Subject:** CTV-1 Status

Jeff, hope this email finds you well. As a follow-up to our previous emails, we are close to OEDC being ready to execute the City ENA Agreement for CTV-1. In particular, OEDC has reinstated their non-profit status with the State, and we are ready to go. We also need to get the ENA between BART and OEDC executed. We worked with you and your legal department to finalize the ENA document. Can you please send over the final version for our review so we can plan a time to get OEDC in to meet with you to execute this document. Thanks, Michael




**Bondi, James**

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**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Thursday, December 05, 2013 8:19 AM  
**To:** Gallegos, Larry; Hunter, Gregory  
**Cc:** James W Head; Clint Bolden, (clint.bolden@gmail.com); Leon, Ray T.; Ronnie Turner; 'Merlin Edwards'  
**Subject:** CTV-1

Guys, we have finalized our Development Services Agreement with OEDC. We are checking in to see if you have final review of our redline comments to the ENA and Loan Agreements? Please advise as we would like to execute these documents next week. We are also setting up a mtg with Board Member Rayburn and Jeff Orway for next week.

We look forward to getting this going. Regards, Michael

Michael E. Johnson  
President & CEO  
UrbanCore Development  
UrbanCore-Integral, LLC  
457 10th Street  
San Francisco, CA 94103  


## Bondi, James

---

**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Wednesday, January 15, 2014 9:20 AM  
**To:** Jeffrey P Ordway  
**Cc:** James W Head; Clint Bolden, (clint.bolden@gmail.com); Ronnie Turner; Gallegos, Larry; Hunter, Gregory; 'Merlin Edwards'; Leon, Ray T.  
**Subject:** Fwd: RE: City of Oakland CTV1 ENA and related documents

Jeff, see below. We are ready to sign the BART ENA. Can we set up a time soon. Thanks, Michael

---

Michael E. Johnson  
President & CEO  
UrbanCore Development  
UrbanCore-Integral, LLC  
457 10th Street  
San Francisco, CA 94103  
(415) 748-2300

----- Forwarded message -----

**From:** "James W. Head" <jwh@sff.org>  
**Date:** Jan 15, 2014 8:04 AM  
**Subject:** RE: City of Oakland CTV1 ENA and related documents  
**To:** "Michael Johnson" <mjohnson@urbancorellc.com>  
**Cc:** "Ronnie Turner (rtdevelops@comcast.net)" <rtdevelops@comcast.net>, "Clint Bolden (clint.bolden@gmail.com)" <clint.bolden@gmail.com>, "meko11@pacbell.net" <meko11@pacbell.net>, "Bernida Reagan" <bernida@imwis.com>, "Bernida Reagan" <bernida@comcast.net>, "Bill Taylor Esq. (wtaylor@thebusinesslawyers.com)" <wtaylor@thebusinesslawyers.com>, "James W. Head" <jwh@sff.org>, "James Head (jwillhead@comcast.net)" <jwillhead@comcast.net>, "Larry Reid (lreid@oaklandnet.com)" <lreid@oaklandnet.com>, "lberry@bmcbco.com" <lberry@bmcbco.com>, "rtleon@oaklandnet.com" <rtleon@oaklandnet.com>

Michael and Team,

The Predevelopment and Promissory agreements were signed at the end of the day on Tuesday. Larry will get the final City signatures and forwarded signed copies to OEDC and UrbanCore shortly. Clint and I will look to schedule a time for the team to meet to set up the structure for beginning the work on the project, allowing us to get going as the agreements are being finalized. We're all excited about being able to move forward and will schedule something asap.

James

**From:** Michael Johnson [mailto:mjohnson@urbancorellc.com]  
**Sent:** Tuesday, January 14, 2014 9:20 AM

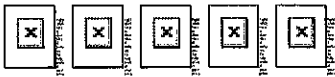
**To:** Gallegos, Larry  
**Cc:** James W. Head  
**Subject:** RE: City of Oakland CTV1 ENA and related documents


Great guys. Thanks



James W. Head  
*Vice President of Programs*

One Embarcadero Center, Suite 1400 | San Francisco, CA 94111  
T: 415.733.8514 | F: 415.477.2783  
[jwh@sff.org](mailto:jwh@sff.org) | [www.sff.org](http://www.sff.org)



Michael E. Johnson  
President & CEO  
UrbanCore Development  
UrbanCore-Integral, LLC  
457 10th Street  
San Francisco, CA 94103  


On Jan 14, 2014 9:16 AM, "Gallegos, Larry" <[LGallegos@oaklandnet.com](mailto:LGallegos@oaklandnet.com)> wrote:

Sounds good...see you later today.

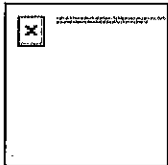
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**From:** James W. Head [<mailto:jwh@sff.org>]  
**Sent:** Tuesday, January 14, 2014 8:20 AM  
**To:** Gallegos, Larry  
**Cc:** [mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

Hi Larry,

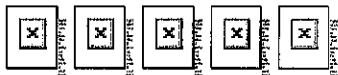
I would like to come by between 2:30 – 3 p.m. today. Will that work?

James



James W. Head  
*Vice President of Programs*

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Francisco, CA 94111  
T: 415.733.8514 | F: 415.477.2783  
jwh@sff.org | www.sff.org



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**From:** Gallegos, Larry [<mailto:LGallegos@oaklandnet.com>]  
**Sent:** Monday, January 13, 2014 10:21 AM  
**To:** James W. Head  
**Cc:** [mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)  
**Subject:** FW: City of Oakland CTV1 ENA and related documents

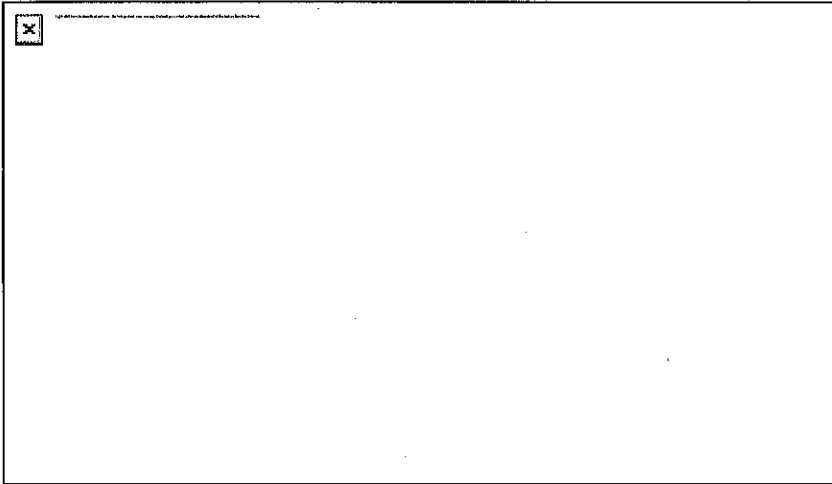
Let me know when you would like to come in to sign the documents.

Larry-

---

**From:** Michael Johnson [<mailto:mjohnson@urbancorellc.com>]  
**Sent:** Sunday, January 12, 2014 4:39 PM  
**To:** James W. Head  
**Cc:** Clint Bolden, ([clint.bolden@gmail.com](mailto:clint.bolden@gmail.com)); Ronnie Turner; Hunter, Gregory; Gallegos, Larry; Leon, Ray T.; Vicki Lundy Wilbon; Amon Martin; Brad Flewellen; merlin edwards; Mike Pyatok; Peter Waller; Faye Paulson  
**Subject:** Re: City of Oakland CTV1 ENA and related documents

All, just checking in to see if the OEDC and City documents were signed on Friday. If so, then let's plan a team meeting for this coming week. Also, Larry please get all of us copies of the final executed documents once the City has signed. We look forward to moving forward on this project. Thanks, MJ



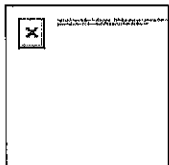
On Thu, Jan 9, 2014 at 9:49 AM, James W. Head <[jwh@sff.org](mailto:jwh@sff.org)> wrote:

Thanks Michael. That will work.

James

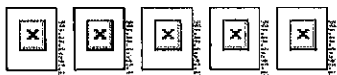
**From:** Michael Johnson [<mailto:mjohnson@urbancorellc.com>]  
**Sent:** Thursday, January 09, 2014 9:46 AM  
**To:** James W. Head  
**Cc:** Clint Bolden, ([clint.bolden@gmail.com](mailto:clint.bolden@gmail.com)); Brad Flewellen  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

James, we will print out the Dev Ser Agrmt, sign and have it delivered to you office this afternoon. So you can set up a time to meet w Larry on Friday. Thanks, MJ



James W. Head  
*Vice President of Programs*

One Embarcadero Center, Suite 1400 | San  
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Michael E. Johnson  
President & CEO  
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457 10th Street  
San Francisco, CA 94103  
[REDACTED]

On Jan 9, 2014 9:21 AM, "James W. Head" <[jwh@sff.org](mailto:jwh@sff.org)> wrote:

Michael,

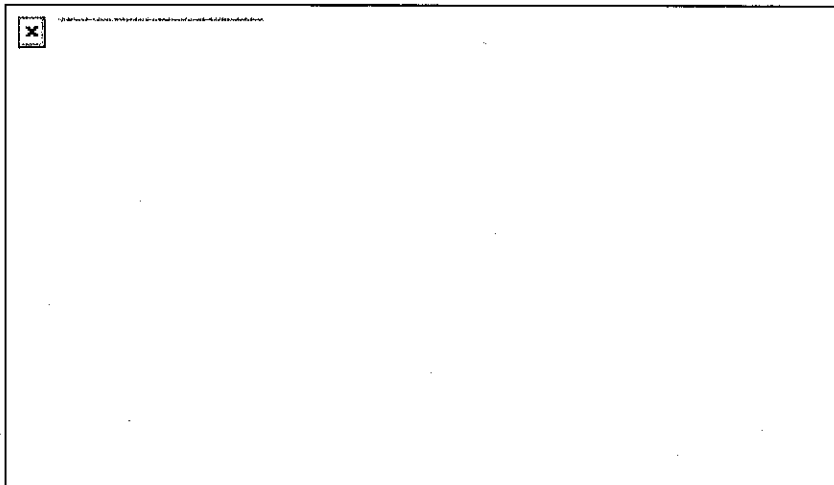
Just got saw your e-mail and unfortunately this morning does not work for me. Any chance we can get together this afternoon or tomorrow morning? If you are in SF either I can come to your office or maybe you can come by here at the Foundation. I will then plan to take the agreement to the City on Friday (likely in the afternoon) for delivery and can sign the predevelopment agreement and note then. I have available time windows today between 2:30 p.m. and 5 p.m. and on Friday morning between 10 a.m. and 11:30 a.m. I will wait to hear from you and will then arrange to meet with Larry on Friday. Thanks.

James

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**From:** Michael Johnson [<mailto:mjohnson@urbancorellc.com>]  
**Sent:** Wednesday, January 08, 2014 4:00 PM  
**To:** Clint Bolden  
**Cc:** James W. Head  
**Subject:** Re: City of Oakland CTV1 ENA and related documents

James, I will be headed to SF the latest at 10:00am or 10:30am. Can we meet in Oakland first thing Thursday morning like 9:30 am at M&W? Then you can take the Dev Serv Agreement with you to the meeting with Larry when you sign the ENA and Predev Loan Agreements? Thanks, MJ



On Wed, Jan 8, 2014 at 6:50 PM, Clint Bolden <[clint.bolden@gmail.com](mailto:clint.bolden@gmail.com)> wrote:

James, I have meeting conflicts with those times and will not be able to attend. In the interest of time, the signing should take place if meeting times work out between you and Michael.

Clint

Sent from my iPhone

On Jan 8, 2014, at 10:33 AM, "James W. Head" <[jwh@sff.org](mailto:jwh@sff.org)> wrote:

Clint and Michael,

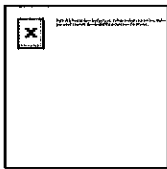
It looks like Larry and staff are available at 2 p.m. tomorrow to execute the predevelopment and promissory note agreements at their office. I can arrange my schedule to be able to do so at that time. Should we try to meet earlier to execute the development service agreement. I'm available to meet in Oakland at 12 noon or 1 p.m. Michael would that work for you? We can meet at Merriwether and Williams Insurance Services Oakland Office, 1970 Broadway (on top of the 19<sup>th</sup> Street Bart Station). Let me know if that works. Thanks.

James



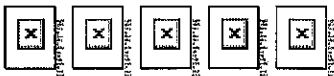
James W. Head  
*Vice President of Programs*

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[jwh@sff.org](mailto:jwh@sff.org) | [www.sff.org](http://www.sff.org)



---

**From:** Gallegos, Larry [<mailto:LGallegos@oaklandnet.com>]  
**Sent:** Wednesday, January 08, 2014 9:25 AM  
**To:** James W. Head  
**Cc:** [clint.bolden@gmail.com](mailto:clint.bolden@gmail.com); [mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com); [GHunter@oaklandnet.com](mailto:GHunter@oaklandnet.com)  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

Hi James,

Thanks for sending us the PDF's of all your prior year federal tax forms. Also, please feel free to send us a PDF of your executed copy of the final development services agreement for our files as well.

Meanwhile, I should be available tomorrow afternoon at 2pm if that works with your schedule. Again, this will only take a few minutes since we only need your original signature so we begin processing the paperwork.

Thanks again,  
Larry

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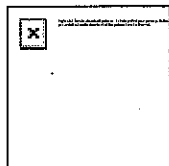
**From:** James W. Head [<mailto:jwh@sff.org>]  
**Sent:** Wednesday, January 08, 2014 8:53 AM

**To:** Gallegos, Larry  
**Cc:** Clint Bolden ([clint.bolden@gmail.com](mailto:clint.bolden@gmail.com)); Michael Johnson ([mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com))  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

Larry,

Happy New Year to you also. We are ready to deliver to you a executed copy of the development services agreement and to sign the Predevelopment Agreement and promissory note with the City. If possible, we would like to do so tomorrow (Thursday) afternoon. Can you let us know what if that's possible and what time would be best. Attached for you, Gregory, and the City Attorney's Office are copies of OEDC filings with the IRS. There are four documents and because of the size, I'm sending the documents one at a time, the first with this e-mail and will send the other three in separate e-mails. Please let me know if you have questions or need additional information. Again, let me know what time would be convenient for coming to your office tomorrow, and we will coordinate around that. Thanks in advance.

James



James W. Head  
*Vice President of Programs*

One Embarcadero Center, Suite 1400 | San  
Francisco, CA 94111  
T: [415.733.8514](tel:415.733.8514) | F: [415.477.2783](tel:415.477.2783)  
[jwh@sff.org](mailto:jwh@sff.org) | [www.sff.org](http://www.sff.org)



---

**From:** Gallegos, Larry [<mailto:LGallegos@oaklandnet.com>]  
**Sent:** Monday, January 06, 2014 11:34 AM  
**To:** Ronnie Turner; James W. Head  
**Cc:** Clint Bolden; Michael Johnson; Hunter, Gregory; Merlin Edwards  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

Happy New Year!

Thanks for the follow-up... Yes, we are also prepared to sign the ENA but we haven't received an executed copy of the final development services agreement yet. Also, James and I spoke briefly before the holidays and he also mentioned he was working on getting all the prior year federal tax forms caught up and submitted. Has this been completed yet? We'll need copies of this before our City Attorney's Office will agree to sign off on the agreement. Let us know at your earliest...

Thanks,  
Larry

---

**From:** Ronnie Turner [<mailto:rtdevelops@comcast.net>]  
**Sent:** Monday, January 06, 2014 7:02 AM  
**To:** 'James W. Head'; Gallegos, Larry  
**Cc:** 'Clint Bolden'; 'Michael Johnson'; Hunter, Gregory; 'Merlin Edwards'  
**Subject:** City of Oakland CTV1 ENA and related documents

James and Larry,

The ENA for CTV-1 had been left outstanding for execution by OEDC and the city prior to the Holiday's. Is there a scheduled time this week to complete this all important document signing this week? Keep in mind that BART is prepared to execute their ENA as well once OEDC and the city's ENA is completed. Please let us know the agreed upon date and time for getting the city ENA signed by responding to this email. Thanking both of you for your prompt response to this matter.

Best,

Ronnie M. Turner, President

TURNER DEVELOPMENT RESOURCE GROUP

4100 Redwood Road, Suite 170

Oakland, CA 94619

510.395.2766 Direct

510.250.0853 Fax

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**Bondi, James**

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**From:** Brad Flewellen [bflewellen@urbancorellc.com]  
**Sent:** Wednesday, June 11, 2014 1:42 PM  
**To:** Gallegos, Larry; Hunter, Gregory; Leon, Ray T.  
**Cc:** Merlin Edwards; James W. Head; Clint Bolden, (clint.bolden@gmail.com); Ronnie Turner; Michael Johnson  
**Subject:** Fwd: RE: CTV-1

Good Afternoon,

I hope all is well. Please see attached the most recent project design drawings and elevations for CTV-1. We will send the remaining deliverables upon completion. Thanks.

Brad

Hi Michael,

Please see the latest scheme, as a massing model. This reflects the design updates as listed by Mike in his 06/07 email.

We plan to build and provide a more realistic Revit model for the next submissions, to include some of the finer details that Mike mentioned below.

Thanks,

Dan

Dan Hogman, AIA, NCARB, LEED AP  
Project Architect

**PYATOK**

T. 510.465.7010 x125 / dhogman@pyatok.com

Dan Hogman / Project Architect / 510 465 7010 x125



**From:** Michael Johnson [mailto:[mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)]  
**Sent:** Saturday, June 07, 2014 8:20 PM  
**To:** Mike Pyatok  
**Cc:** Peter Waller; Dan Hogman; Brad Flewellen; Ronnie Turner  
**Subject:** Re: CTV-1

Looks good. We would like to get the revised plans, including the 3D drawing and typical floor plans ASAP before Wed noon to submit to the City and review with Cahill. Thanks

---

Michael E. Johnson  
President & CEO  
UrbanCore Development  
457 10th Street  
San Francisco, CA 94103  
  
[mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)  
[www.urbancorellc.com](http://www.urbancorellc.com)

On Jun 7, 2014 7:37 PM, "Mike Pyatok" <[mpyatok@pyatok.com](mailto:mpyatok@pyatok.com)> wrote:

Hi Michael—

Here is the latest elevation study as per our last conversation.

1. The front building and side wings are 4 stories, the end of the wings drop to 3 stories, so the building will be Type V.
2. Two of the front two-bedroom units facing Snell converted to three one-bedroom units.
3. The floor-to-floor is typically 10'-6" to allow for the double structure of the modules;
4. the top floor-to-floor is 12' to allow the top floor units to have about 11' ceilings, and extra tall windows to help top off the building's facade.
5. I show 3' deep bay windows at the living rooms. If there are no bays on the inner court, these extensions should keep the modules to less than 70' deep.
6. Occasionally I show bedrooms 2' shorter than typical depth (reducing the unit size by about 22 sf) to help create some articulation and scale down the length of the building. These recessed bedrooms would be faced with a different material, or different panel subdivision and color(s) to change their appearance from the main body of the building.
7. The parapet on the Snell building would be taller than on the wings. The wings could have maybe a 12" curb at the edge and metal guard rails set back a few feet from the front facade so the wings look lower than the building along Snell.

8. I showed the windows on the top floor as floor-to-ceiling and recessed about 12". This will help them look different from the floors below and help the top floor to read like a 'cornice', to top off the building, without having to add a cornice to the parapet.
9. I suggested sunscreens on the Snell side-- we may need them also on the 71<sup>st</sup> St side. Costs may limit us to use them on the top 2 floors only, and assume that over time the street trees will shade the lower floors.
10. I showed a continuous canopy wrapping the corner functions at Snell and 71<sup>st</sup> to feel more like a pedestrian zone. Costs could reduce its length to cover just the entry and wrap the corner café.
11. One of the fire stairs goes to the roof. Given the U-shape of the building, the fire marshal may want both stairs to go to the roof so the firemen don't have to run all around the building to get to a fire at the end of the wing that did not have a stair.
12. I am not sure how we can get bays on the sides of modules which are at the ends of a building, like at the townhomes, or the sides of two-bedroom units facing Snell, or at the ends of the wings. I show bays in those locations, but we will have to discuss with Zeta. I thought maybe they are placed inside the module and then when on site, slide the bays outward and secure them somehow.

I will be in DC and Detroit this week but will be reading and responding to emails. Dan is now working on both the Lakeside Tower and CTV-1 for continuity in working with you. Peter should be back this week so he can fill in for me while I am gone.

Michael Pyatok, FAIA  
Principal

**PYATOK**

T. 510.465.7010 x118 / mpyatok@pyatok.com

Michael Pyatok, FAIA

510-465-7010 ext 118

510-410-0260 Mobile

## Bondi, James

---

**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Sunday, December 01, 2013 9:03 PM  
**To:** Clint Bolden, (clint.bolden@gmail.com)  
**Cc:** Ronnie Turner; Leon, Ray T.; James W Head; Merlin Edwards; Gallegos, Larry; Hunter, Gregory  
**Subject:** Re: BART

Understood. James please advise us asap. Thx

On Dec 1, 2013 8:48 PM, "Clint Bolden" <clint.bolden@gmail.com> wrote:

Michael,

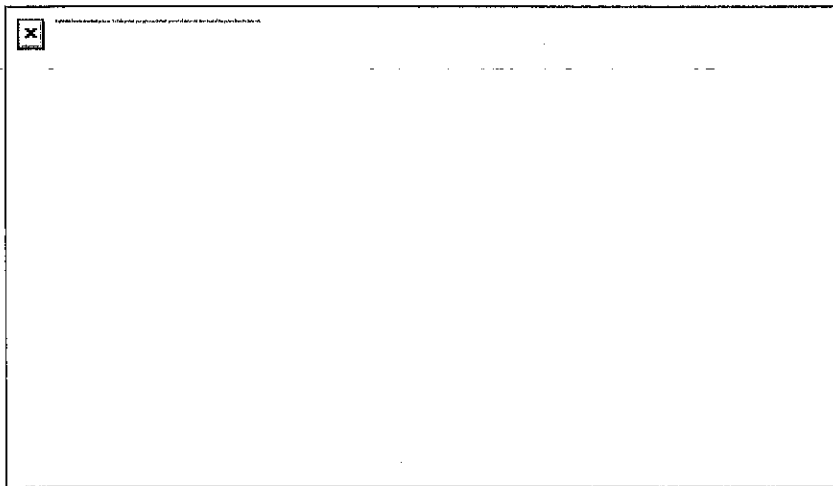
While OEDC has asked me to serve as project consultant, James still has the lead on finalizing OEDC's agreements. Last week he said that on Monday he would be following up with you to schedule a meeting with UrbanCore to finalize agreements. I am waiting to hear from him regarding meeting schedule.

Clint

Sent from my iPhone

On Dec 1, 2013, at 7:22 PM, Michael Johnson <mjohnson@urbancorellc.com> wrote:

Guys, can we plan a date for the OEDC & UrbanCore meeting on either Wednesday or Thursday morning. Then perhaps have the meeting with BART on Thursday afternoon or Friday morning. Please advise asap so we can plan our schedules for the week and Merlin can schedule the meeting with BART. Thanks, Michael



On Fri, Nov 29, 2013 at 12:51 PM, Clint Bolden <clint.bolden@gmail.com> wrote:

To all,

I too share the concern of urgency to move forward to get this project back on track. The OEDC Board has formally asked me to come on as a project consultant to help facilitate OEDC's role in developing the CTV 1 project. I have met with James and provided my comments on the redlined documents provided by Michael. I spoke to James on Wed this week and said that his goal is to complete OEDC's review and signing of documents next week, assuming the City's

approval Michael's proposed changes. OEDC's biggest issue is on loan recourse if project is not able to move forward if the project is not feasible.

James said he will be contacting Michael to schedule a meeting early next week.

Clint

G

Sent from my iPhone

On Nov 29, 2013, at 10:33 AM, Michael Johnson <[mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)> wrote:

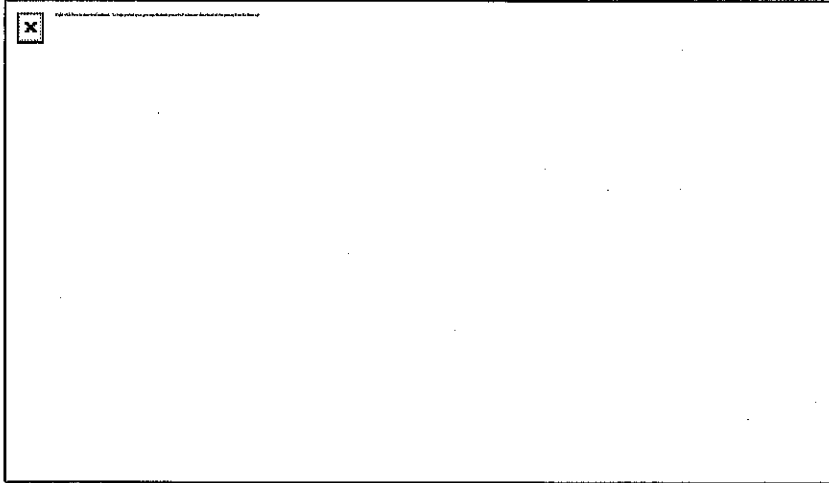
Guys, I'm available next week to meet. Also, please accept these comments below with all the best intention of making this project as success. It concerns me that UrbanCore, RTurner and Merlin Edwards have not heard from OEDC's leadership in weeks about moving this project forward. We have sent to OEDC and the City the redline documents for the City and our proposed Development Services Agreement. In doing so we have provided edits to protect OEDC from loan recourse and repayment obligations, yet we have not heard any response from OEDC. We have requested a meeting in order to finalize the Agreement between OEDC and Urbancore-Integral, and have not been granted a meeting. Yet, it is our understanding that members of OEDC's board have met to discuss moving forward.

Guys, this is serious. The City Council after a long effort on the part of Gregory and Larry committed money to this project for predevelopment - \$400,000, and they have an additional approx. \$12 million reserved for this project which will ALL be in jeopardy if we don't execute the ENA and Predev Loan Agreement, and the BART ENA asap. And now BART is asking questions.

Please understand as black organizations we only get one chance at these types of opportunities. There are always forces trying to derail our efforts to improve our communities or take over the opportunities...groups such as Forest City and Related that will try to step in if we don't move forward immediately. We have waited patiently thru this period, and have been working all on the come for this project hoping the opportunity would begin. It is imperative that we meet with OEDC's Board and finalize our agreement, and then meet with BART and get this going. In the meantime, we are waiting for Gregory and Larry to get back comments to our proposed changes to the City documents from their City Attorney so the City documents are ready for OEDC to

sign. Please confirm when we can meet this coming week...we need two meetings, the first between just us, and then followed by the meeting with BART.

With respect, Michael



On Fri, Nov 29, 2013 at 9:56 AM, Ronnie Turner <[rtdevelops@comcast.net](mailto:rtdevelops@comcast.net)> wrote:

I am available all next week except for Dec 5.

Ronnie M. Turner, President

TURNER DEVELOPMENT RESOURCE GROUP

4100 Redwood Road, Suite 170

Oakland, CA 94619

510.395.2766 Direct

510.250.0853 Fax

[www.TurnerDevelopmentRG.com](http://www.TurnerDevelopmentRG.com)

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**From:** Merlin Edwards [mailto:[meko11@pacbell.net](mailto:meko11@pacbell.net)]

**Sent:** Friday, November 29, 2013 8:06 AM

**To:** [jwh@sff.org](mailto:jwh@sff.org); Michael Johnson; Ronnie Turner

**Subject:** BART

Here's hoping you had a great thanksgiving day.

I received a call from BART Director Robert Rayburn who stated that he and other BART Directors saw the channel 2 news report. Two of the directors have voiced some concerns. He wants to help OEDC continue with the ENA, sign all of the necessary documents and get the project started.

Having said that, he would like to meet with us some time next week to talk about what he can do to help us get through this bump in the road so that he can answer some of the concerns of the directors who seem to have them.

Please let me know when you are available to meet next week with Robert.

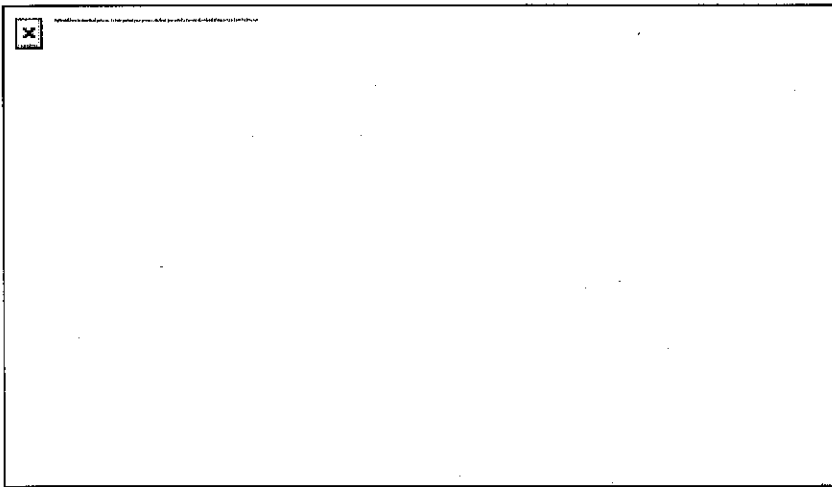
Merlin

## Bondi, James

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**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Sunday, January 12, 2014 4:39 PM  
**To:** James W. Head  
**Cc:** Clint Bolden, (clint.bolden@gmail.com); Ronnie Turner; Hunter, Gregory; Gallegos, Larry; Leon, Ray T.; Vicki Lundy Wilbon; Amon Martin; Brad Flewellen; merlin edwards; Mike Pyatok; Peter Waller; Faye Paulson  
**Subject:** Re: City of Oakland CTV1 ENA and related documents

All, just checking in to see if the OEDC and City documents were signed on Friday. If so, then let's plan a team meeting for this coming week. Also, Larry please get all of us copies of the final executed documents once the City has signed. We look forward to moving forward on this project. Thanks, MJ



On Thu, Jan 9, 2014 at 9:49 AM, James W. Head <jwh@sff.org> wrote:

Thanks Michael. That will work.

James

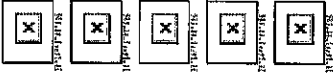
**From:** Michael Johnson [mailto:mjohnson@urbancorellc.com]  
**Sent:** Thursday, January 09, 2014 9:46 AM  
**To:** James W. Head  
**Cc:** Clint Bolden, (clint.bolden@gmail.com); Brad Flewellen  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

James, we will print out the Dev Ser Agrmt, sign and have it delivered to you office this afternoon. So you can set up a time to meet w Larry on Friday. Thanks, MJ



James W. Head  
*Vice President of Programs*

One Embarcadero Center, Suite 1400 | San Francisco, CA 94111  
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Michael E. Johnson  
President & CEO  
UrbanCore Development  
UrbanCore-Integral, LLC  
457 10th Street  
San Francisco, CA 94103  
[\(415\) 748-2300](tel:415.748.2300)

On Jan 9, 2014 9:21 AM, "James W. Head" <[jwh@sff.org](mailto:jwh@sff.org)> wrote:

Michael,

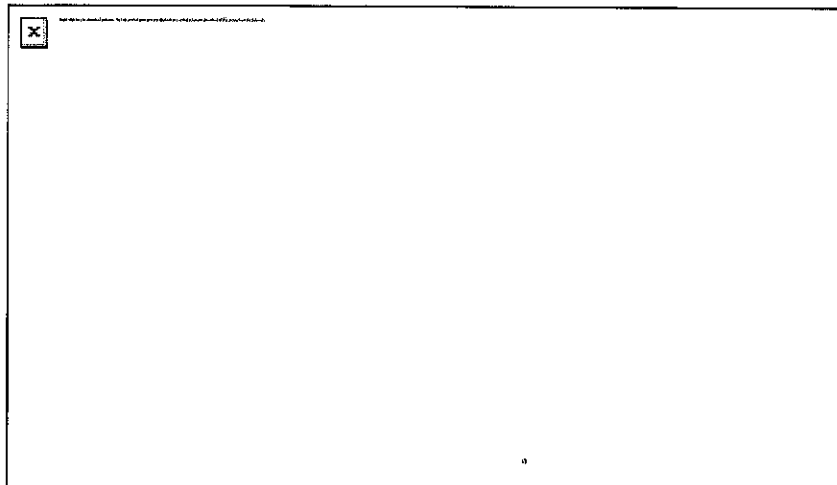
Just got saw your e-mail and unfortunately this morning does not work for me. Any chance we can get together this afternoon or tomorrow morning? If you are in SF either I can come to your office or maybe you can come by here at the Foundation. I will then plan to take the agreement to the City on Friday (likely in the afternoon) for delivery and can sign the predevelopment agreement and note then. I have available time windows today between 2:30 p.m. and 5 p.m. and on Friday morning between 10 a.m. and 11:30 a.m. I will wait to hear from you and will then arrange to meet with Larry on Friday. Thanks.

James

**From:** Michael Johnson [<mailto:mjohnson@urbancorellc.com>]  
**Sent:** Wednesday, January 08, 2014 4:00 PM  
**To:** Clint Bolden  
**Cc:** James W. Head  
**Subject:** Re: City of Oakland CTV1 ENA and related documents



James, I will be headed to SF the latest at 10:00am or 10:30am. Can we meet in Oakland first thing Thursday morning like 9:30 am at M&W? Then you can take the Dev Serv Agreement with you to the meeting with Larry when you sign the ENA and Predev Loan Agreements? Thanks, MJ



On Wed, Jan 8, 2014 at 6:50 PM, Clint Bolden <[clint.bolden@gmail.com](mailto:clint.bolden@gmail.com)> wrote:

James, I have meeting conflicts with those times and will not be able to attend. In the interest of time, the signing should take place if meeting times work out between you and Michael.

Clint

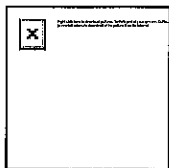
Sent from my iPhone

On Jan 8, 2014, at 10:33 AM, "James W. Head" <[jwh@sff.org](mailto:jwh@sff.org)> wrote:

Clint and Michael,

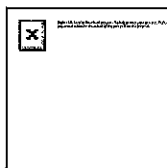
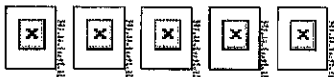
It looks like Larry and staff are available at 2 p.m. tomorrow to execute the predevelopment and promissory note agreements at their office. I can arrange my schedule to be able to do so at that time. Should we try to meet earlier to execute the development service agreement. I'm available to meet in Oakland at 12 noon or 1 p.m. Michael would that work for you? We can meet at Merriwether and Williams Insurance Services Oakland Office, 1970 Broadway (on top of the 19<sup>th</sup> Street Bart Station). Let me know if that works. Thanks.

James



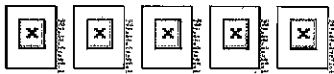
James W. Head  
*Vice President of Programs*

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jwh@sff.org | www.sff.org



James W. Head  
*Vice President of Programs*

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T: 415.733.8514 | F: 415.477.2783  
jwh@sff.org | www.sff.org



---

**From:** Gallegos, Larry [<mailto:LGallegos@oaklandnet.com>]

**Sent:** Wednesday, January 08, 2014 9:25 AM

**To:** James W. Head

**Cc:** [clint.bolden@gmail.com](mailto:clint.bolden@gmail.com); [mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com); [GHunter@oaklandnet.com](mailto:GHunter@oaklandnet.com)

**Subject:** RE: City of Oakland CTV1 ENA and related documents

Hi James,

Thanks for sending us the PDF's of all your prior year federal tax forms. Also, please feel free to send us a PDF of your executed copy of the final development services agreement for our files as well.

Meanwhile, I should be available tomorrow afternoon at 2pm if that works with your schedule. Again, this will only take a few minutes since we only need your original signature so we begin processing the paperwork.

Thanks again,  
Larry

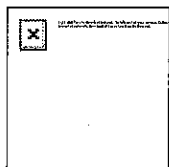
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**From:** James W. Head [<mailto:jwh@sff.org>]  
**Sent:** Wednesday, January 08, 2014 8:53 AM  
**To:** Gallegos, Larry  
**Cc:** Clint Bolden ([clint.bolden@gmail.com](mailto:clint.bolden@gmail.com)); Michael Johnson ([mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com))  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

Larry,

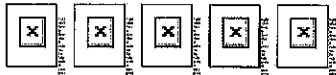
Happy New Year to you also. We are ready to deliver to you a executed copy of the development services agreement and to sign the Predevelopment Agreement and promissory note with the City. If possible, we would like to do so tomorrow (Thursday) afternoon. Can you let us know what if that's possible and what time would be best. Attached for you, Gregory, and the City Attorney's Office are copies of OEDC filings with the IRS. There are four documents and because of the size, I'm sending the documents one at a time, the first with this e-mail and will send the other three in separate e-mails. Please let me know if you have questions or need additional information. Again, let me know what time would be convenient for coming to your office tomorrow, and we will coordinate around that. Thanks in advance.

James



James W. Head  
*Vice President of Programs*

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[jwh@sff.org](mailto:jwh@sff.org) | [www.sff.org](http://www.sff.org)



---

**From:** Gallegos, Larry [<mailto:LGallegos@oaklandnet.com>]  
**Sent:** Monday, January 06, 2014 11:34 AM  
**To:** Ronnie Turner; James W. Head  
**Cc:** Clint Bolden; Michael Johnson; Hunter, Gregory; Merlin Edwards  
**Subject:** RE: City of Oakland CTV1 ENA and related documents

Happy New Year!

Thanks for the follow-up... Yes, we are also prepared to sign the ENA but we haven't received an executed copy of the final development services agreement yet. Also, James and I spoke briefly before the holidays and he also mentioned he was working on getting all the prior year federal tax forms caught up and submitted. Has this been completed yet? We'll need copies of this before our City Attorney's Office will agree to sign off on the agreement. Let us know at your earliest...

Thanks,  
Larry

---

**From:** Ronnie Turner [<mailto:rtdevelops@comcast.net>]  
**Sent:** Monday, January 06, 2014 7:02 AM  
**To:** 'James W. Head'; Gallegos, Larry  
**Cc:** 'Clint Bolden'; 'Michael Johnson'; Hunter, Gregory; 'Merlin Edwards'  
**Subject:** City of Oakland CTV1 ENA and related documents

James and Larry,

The ENA for CTV-1 had been left outstanding for execution by OEDC and the city prior to the Holiday's. Is there a scheduled time this week to complete this all important document signing this week? Keep in mind that BART is prepared to execute their ENA as well once OEDC and the city's ENA is completed. Please let us know the agreed upon date and time for getting the city ENA signed by responding to this email. Thanking both of you for your prompt response to this matter.

Best,

Ronnie M. Turner, President

TURNER DEVELOPMENT RESOURCE GROUP

4100 Redwood Road, Suite 170

Oakland, CA 94619

510.395.2766 Direct

510.250.0853 Fax

www.TurnerDevelopmentRG.com

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## Bondi, James

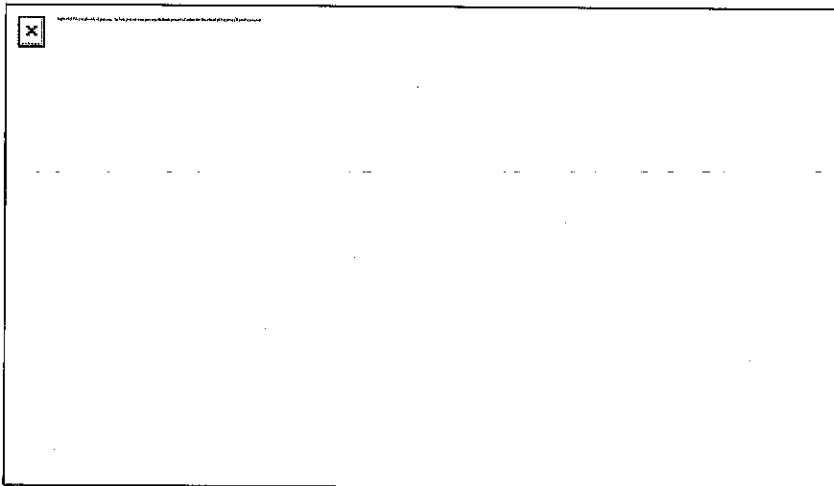
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**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Tuesday, January 21, 2014 3:35 PM  
**To:** Gallegos, Larry; James W Head  
**Cc:** Ronnie Turner; Hunter, Gregory; Clint Bolden; merlin edwards; Leon, Ray T.; Brad Flewellen; Mike Pyatok; Vicki Lundy Wilbon; Amon Martin; Peter dePenaloza  
**Subject:** Re: CTV 1 Kick-Off meeting

All, we have discussed with OEDC and the City a kick-off meeting occurring on either Thursday Jan 30th at 2:30pm or Friday Jan 31st at 10:00am at the City...host Larry and Gregory providing refreshments :-). Please confirm which time works. We propose the following Agenda:

1. Review of Team Members - Roles & Responsibilities
2. Review of Project Concept and Proposed Building Program
3. Review of Schedule and Key Milestones
4. Review Predevelopment Budget and Administration
5. Set Date for Neighborhood Tour (postponed from before - coordinated by Ray and Gregory)
6. Review of Coliseum City Proposed Development Plans

We will send out documents for items 2 & 3 above FYR in advance of the meeting.  
Thanks, Michael



On Tue, Jan 21, 2014 at 11:28 AM, Gallegos, Larry <[LGallegos@oaklandnet.com](mailto:LGallegos@oaklandnet.com)> wrote:

Hey Ronnie,

Next week during the afternoons on either Wed 1/29, Thurs 1/30 or Friday 1/31 look open.

Let us know...

Larry-

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**From:** Ronnie Turner [mailto:[rtdevelops@comcast.net](mailto:rtdevelops@comcast.net)]  
**Sent:** Tuesday, January 21, 2014 9:43 AM  
**To:** Gallegos, Larry  
**Cc:** 'Michael Johnson'; Hunter, Gregory  
**Subject:** CTV 1 Kick-Off meeting

Larry,

We are talking with OEDC this afternoon and wanted to know if you were able to come up with a couple of dates and times for our CTV 1 Kick-Off meeting with you and the related city staff for the project. Let me know if you can so this can be shared this afternoon. Thanking you in advance for your prompt response to this request.

Best,

Ronnie M. Turner, President

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## Bondi, James

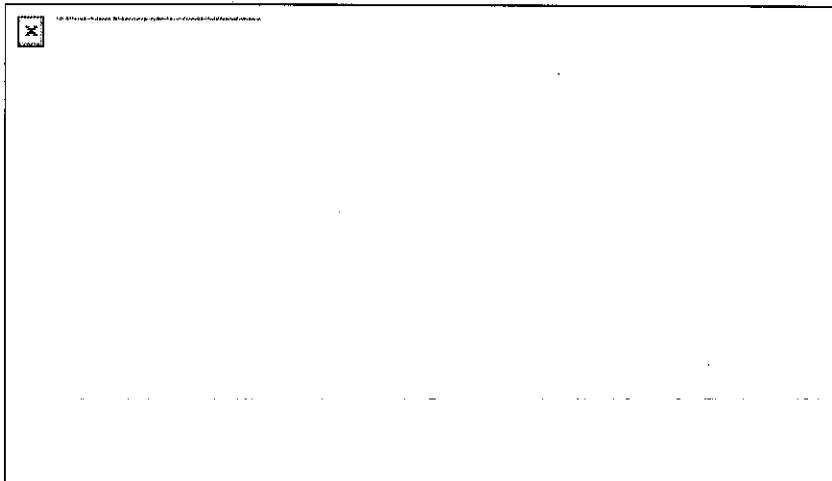
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**From:** Michael Johnson [mjohnson@urbancorellc.com]  
**Sent:** Monday, June 23, 2014 12:22 PM  
**To:** Gallegos, Larry  
**Cc:** Hunter, Gregory; Leon, Ray T.; Seamans, Daniel; Brad Flewellen; James W Head; Clint Bolden; Ronnie Turner; merlin edwards  
**Subject:** Re: CTV Revised Schedule

Larry, all: check out:

- [www.zetacommunities.com](http://www.zetacommunities.com)
- [www.guerdonmodularbuildings.com](http://www.guerdonmodularbuildings.com)
- also: Equity Residential - Domain Project in San Jose, in [www.bizjournals.com](http://www.bizjournals.com)
- and: Patrick Kennedy - 38 Harriet Street Project in San Francisco, in [www.bizjournals.com](http://www.bizjournals.com)

Thanks, MJ



On Mon, Jun 23, 2014 at 12:10 PM, Gallegos, Larry <[LGallegos@oaklandnet.com](mailto:LGallegos@oaklandnet.com)> wrote:

Michael,

Yes, we'll review this revised schedule as well as your latest pro forma packet and let you know if we have any additional questions. In the meantime, feel free to send us links to the modular companies that you mentioned on Friday.

Thanks,

Larry

**From:** Michael Johnson [mailto:[mjohnson@urbancorellc.com](mailto:mjohnson@urbancorellc.com)]  
**Sent:** Monday, June 23, 2014 11:34 AM  
**To:** Gallegos, Larry



**Cc:** Hunter, Gregory; Seamans, Daniel; Brad Flewellen; James W Head; Clint Bolden; Ronnie Turner; Leon, Ray T.; merlin edwards

**Subject:** CTV Revised Schedule

Larry, good meeting last week. See attached as requested with only the 90 day extension. Let us know if you have any questions. Please acknowledge the schedule change approval for the ENA as appropriate asap. Thanks, Michael

