



UPLAND CITY COUNCIL

AGENDA

March 25, 2019

City Council Chamber

**DEBBIE STONE, MAYOR
JANICE ELLIOTT, MAYOR PRO TEM
RICKY FELIX, COUNCILMEMBER
RUDY ZUNIGA, COUNCILMEMBER
BILL VELTO, COUNCILMEMBER**

**JEANNETTE VAGNOZZI, CITY MANAGER
JAMES L. MARKMAN, CITY ATTORNEY**

DISRUPTION OF MEETINGS

Individuals who demonstrate disruptive conduct during City Council meetings that prevent the City Council from conducting its meeting in an orderly manner are guilty of a misdemeanor as stated in PC403, disrupting a public meeting, and are subject to removal from the chamber or arrest.

*** * * * ***

6:00 PM - Closed Session

- 1. CALL TO ORDER AND ROLL CALL**
- 2. ADDITIONS-DELETIONS TO AGENDA**
- 3. ORAL COMMUNICATIONS**

This is a time for any citizen to comment on item listed on the closed session agenda only. Anyone wishing to address the legislative body is requested to submit a speaker card to the City Clerk at or prior to speaking. The speakers are requested to keep their comments to no more than three (3) minutes. The use of visual aids will be included in the time limit.

- 4. CLOSED SESSION**

A. GOVERNMENT CODE SECTION 54957.6 - CONFERENCE WITH LABOR NEGOTIATORS

Agency designated representatives: Legal Counsel Edward Zappia and City Manager Jeannette Vagnozzi

Employee organizations: Upland Mid-Management Association, Upland City Employees Association, Upland Police Officers Association, and Upland Police Management Association

7:00 PM

5. INVOCATION

Bishop Hal Evans, Church of Jesus Christ of Latter-Day Saints

6. PLEDGE OF ALLEGIANCE

7. PRESENTATIONS

Presentation of Badge to Officer Kyle Cunnings by Police Chief Goodman

Proclamation declaring April 2019 as Child Abuse Prevention Month, accepted by Dr. Ariane Marie-Mitchell of Children's Network

Proclamation Declaring April 2019 as DMV/Donate Life California Month, accepted by One Legacy Ambassador Daniel Luevanos

8. CITY ATTORNEY

9. ORAL COMMUNICATIONS

This is a time for any citizen to comment on any item listed on the agenda only. Anyone wishing to address the legislative body is requested to submit a speaker card to the City Clerk at or prior to speaking. The speakers are requested to keep their comments to no more than three (3) minutes. Speakers will be given five (5) minutes during public hearings. The use of visual aids will be included in the time limit.

10. COUNCIL COMMUNICATIONS

11. CONSENT CALENDAR

All matters listed under the Consent Calendar are considered to be routine and will be enacted by one roll call vote. There will be no separate discussion of these items unless members of the legislative body request specific items be removed from the Consent Calendar for separate action.

A. APPROVAL OF MINUTES

Approve the Regular Meeting Minutes of March 11, 2019 and the Special Meeting Minutes of March 17, 2019. (Staff Person: Keri Johnson)

B. TREASURER'S REPORTS JANUARY AND FEBRUARY 2019

Receive and file the January and February 2019 Treasurer's Reports. (Staff Person: Londa Bock-Helms)

- C. TEMPORARY CONSTRUCTION EASEMENT, CITY PROPERTY LOCATED ON THE WEST SIDE OF CAMPUS AVENUE NORTH OF THE I-10 (APN 1047-221-48)

Approve a Right of Way Contract with San Bernardino County Transportation Authority for a temporary construction easement on City owned property to facilitate construction of the I-10 Freeway Improvements. It is further recommended that the City Council accept the offer of \$15,900 as just compensation and an additional \$3,180 as an incentive to enter into the agreement timely, for a total amount \$19,080. (Staff Person: Rosemary Hoerning)

12. PUBLIC HEARINGS

13. COUNCIL COMMITTEE REPORTS

- A. PUBLIC WORKS COMMITTEE MEETING, MARCH 12, 2019

14. BUSINESS ITEMS

- A. RECONSIDERATION OF ANIMAL SHELTER REQUEST FOR PROPOSALS APPROVED MARCH 11, 2019

Provide direction to staff regarding the request for proposals for the Upland Animal Shelter for Animal Care & Adoption Services. (Staff Person: Jeannette Vagnozzi)

- B. HISTORIC DOWNTOWN UPLAND AD HOC COMMITTEE APPOINTMENTS

Appoint Jason Gaudy, Raymond Podesta, Carlos Velastegui, Oscar Quiroz, and Helen L. Bouquet to the Historic Downtown Upland (HDU) Ad Hoc Committee. (Staff Person: Jeannette Vagnozzi)

15. ORAL COMMUNICATIONS

This is a time for any citizen to comment on any item not listed on the agenda. Anyone wishing to address the legislative body is requested to submit a speaker card to the City Clerk at or prior to speaking. The speakers are requested to keep their comments to no more than three (3) minutes. The use of visual aids will be included in the time limit. Public comments and questions for the purpose of hearing current matters of concern in our community and to provide citizens a method for the public to hear those concerns in an open venue is encouraged. However, under the provisions of the Brown Act, the City Council is prohibited from discussion of items not listed on the agenda, and therefore, the City Council, City Manager, or City Attorney will take communications under advisement for consideration and appropriate response or discussion at a later time.

16. CITY MANAGER

17. ADJOURNMENT

The next regularly scheduled City Council meeting is Monday, April 8, 2019.

NOTE: If you challenge the public hearing(s) or the related environmental determinations in court, you may be limited to raising only those issues you or someone else raised at the public hearing described in this notice, or in written correspondence delivered to the City of Upland, at, or prior to, the public hearing.

All Agenda items and back-up materials are available for public review at the Upland Public Library, downstairs reference desk at 450 North Euclid Avenue, the City Clerk's Office at 460 North Euclid Avenue and the City website at www.ci.upland.ca.us, subject to staff's ability to post the documents before the meeting.

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the City Clerk's Office, 931-4120. Notification 48 hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting. [28 CFR 35.102-35.104 ADA Title II]

POSTING STATEMENT: On March 21, 2019 a true and correct copy of this agenda was posted on the bulletin boards at 450 N. Euclid Avenue (Upland Public Library) and 460 N. Euclid Avenue (Upland City Hall).

**MINUTES OF THE REGULAR MEETING OF THE
UPLAND CITY COUNCIL
MARCH 11, 2019**

OPENING

The regular meeting of the Upland City Council was called to order by Mayor Debbie Stone at 6:00 p.m. in the Council Chamber of the Upland City Hall.

1. ROLL CALL

Present: Mayor Debbie Stone, Council Members Janice Elliott, Ricky Felix, Bill Velto, and Rudy Zuniga

Staff: City Manager Jeannette Vagnozzi, City Attorney James L. Markman, and City Clerk Keri Johnson

2. ADDITIONS/DELETIONS TO AGENDA None

3. ORAL COMMUNICATIONS None

4. CLOSED SESSION

At 6:01 p.m. Mayor Stone announced the City Council would recess to Closed Session pursuant to Government Code Section

- A. CONFERENCE WITH LEGAL COUNSEL- ANTICIPATED LITIGATION
Initiation of litigation pursuant to paragraph (4) of subdivision (d) of California Government Code Section 54956.9: 1 case.

The City Council reconvened in open session at 7:04 p.m.

5. INVOCATION Pastor Julius West, Sunergeo Christian Fellowship Church

6. PLEDGE OF ALLEGIANCE Councilmember Felix

7. PRESENTATIONS

Assistant Chief Birchfield introduced Fire Battalion Chief Jason Serrano.

Certificates of Recognition were presented to the volunteers responsible for the Green Belt Park improvements.

David Moore, President of the Historic Downtown Upland Board, invited the Council and the public to attend the upcoming Irish Festival being held in the downtown.

8. CITY ATTORNEY

City Attorney Markman announced there was no reportable action from Closed Session

9. ORAL COMMUNICATIONS

Luz Barrett, spoke in support of the appointment of Steve Bierbaum to the Personnel Board of Review.

John Goss, Upland, spoke in support of the construction of a reservoir to replace an existing reservoir that does not meet current seismic codes.

April McCormick, spoke in support of the appointment of Steve Bierbaum to the Personnel Board of Review.

Brigitte James, stated concerns over the process to appoint someone to the Personnel Board of Review; and spoke in support of Don Smith of SBC Pathways to Housing Network.

Jim Thomas, Upland, stated that homelessness is a complicated issue and few are willing to get involved. He suggested the Council use the progress of previous groups as a springboard moving forward.

G. Martin, spoke regarding property damage and other issues she experienced when she rented her property to homeless individuals.

Dede Ramella, stated concerns with the previous program the City implemented to deal with homeless issues and thanked the Police Chief for starting the impact team.

Cathy Warshaw, Upland, expressed concern over social media activities by individuals who also serve on City Committees; and stated support for Don Smith and SBC Pathways to Housing Network.

Hydee Hall, Upland, stated support for Don Smith and urged the Council to approve the agreement with SBC Pathways to Housing Network.

Glenn Bozar, Upland, stated opposition to cronyism and suggested the Council make informed decisions.

Steve Morris, Upland, stated opposition to the appointment of Steve Bierbaum to the Personnel Board of Review and further stated the need for a homeless program in Upland.

Barbara Papa, Upland, suggested that the City not spend funds on homeless programs and instead have charitable organizations administer homeless programs.

James Breitling, Upland, requested clarification on expenditures for the proposed SBC Pathways to Housing Network agreement.

Helena Landecena, Upland, read a letter submitted by Bill Landecena in opposition of the renewal of the Animal Shelter agreement with the Friends of the Upland Animal Shelter.

Remigio Torres, Riverside, stated his positive experiences when interacting with the Friends of the Upland Animal Shelter and requested the Council consider extending the lease agreement.

Andy Peterson, President of the Friends of the Upland Animal Shelter, provided an overview of their activities and services over the length of the lease agreement and requested a 5 year renewal of the lease agreement.

Angela Durham, Corona, requested the Council make a wise decision when appointing someone to the Personnel Board of Review.

Irmalinda Osuna, stated support for the approval of an agreement with SBC Pathways to Housing Network.

10. COUNCIL COMMUNICATIONS

Councilmembers announced various activities throughout the community, including providing an update on the meetings they attended.

11. CONSENT CALENDAR

Motion by Councilmember Zuniga to approve the Consent Calendar, seconded by Councilmember Elliott, and carried unanimously.

A. APPROVAL OF WARRANT AND PAYROLL REGISTERS FEBRUARY 2019

Approved the February Warrant Registers and Direct Disbursements (check numbers 24032-24367) totaling \$5,575,107.27 and Payroll Registers totaling \$1,167,423.73 (check Numbers 160511-160543 and EFTs 13297-13790).

B. APPROVAL OF MINUTES

Approved the Regular Meeting Minutes of February 25, 2019 and the Special Meeting Minutes of March 4, 2019.

C. YEARLY SOFTWARE SUPPORT FOR POLICE CAD/RMS

Authorized the City Manager to execute a one year Software Support Agreement with Tritech in the amount of \$94,236.87 for continued software support of police computer aided dispatch software.

12. PUBLIC HEARINGS None

13. COUNCIL COMMITTEE REPORTS

A. SPECIAL INVESTMENTS COMMITTEE MEETING, FEBRUARY 27, 2019

Councilmember Elliott provided a recap of the meeting, which is on file in the City Clerk's Office. This was for information only and no action was required.

B. ECONOMIC DEVELOPMENT COMMITTEE MEETING, MARCH 4, 2019

Councilmember Felix provided a recap of the meeting, which is on file in the City Clerk's Office. This was for information only and no action was required.

14. BUSINESS ITEMS

A. CONTINUED DISCUSSION OF AN APPOINTMENT TO THE PERSONNEL BOARD OF REVIEW

City Clerk Johnson presented the staff report, which is on file in the City Clerk's Office.

There was discussion regarding the nominees to fill the vacant position on the board being the choice of the employee associations and the need to respect their choice.

Motion by Councilmember Felix to appoint Steve Bierbaum to the Personnel Board of Review; and ratify the appointment, term to expire June, 2019, seconded by Councilmember Elliott, and carried with Mayor Stone opposed.

- B. RESOLUTION APPROVING A PURCHASE AND SALE AGREEMENT AND ESCROW INSTRUCTIONS BETWEEN THE CITY AND THE SAN ANTONIO WATER COMPANY FOR THE CITY'S PURCHASE OF PROPERTY (A PORTION OF ASSESSOR'S PARCEL NO. 1005-271-03, 1723 N. BENSON AVENUE) TO FACILITATE THE CONSTRUCTION OF A REPLACEMENT 7.5 MG WATER RESERVOIR

Public Works Director Hoerning presented the staff report, which is on file in the City Clerk's Office.

There was discussion on the structural deficiencies of the current reservoir and the need for a replacement reservoir.

Public Works Director Hoerning stated that phase 1 of the emergency work program was completed and phase 2 would include the construction of the reservoir, which will follow the normal bidding process.

Motion by Councilmember Zuniga to adopt Resolution No. 6482 approving the purchase and sale agreement and escrow instructions between the City and the San Antonio Water Company for the purchase (by the City) of property to facilitate the construction of a 7.5 MG replacement reservoir (Project No. 9128) for a purchase price of \$1,720,000 and authorize a contingency in the amount of \$30,000. The purchase price will be payable in five annual installments with interest at a rate of 1.88% per annum, seconded by Councilmember Velto, and carried unanimously.

- C. REVIEW OF THE 2018 HOUSING ELEMENT ANNUAL PROGRESS REPORT ON IMPLEMENTATION OF THE GENERAL PLAN HOUSING ELEMENT

Development Services Manager Chavez presented the staff report, which is on file in the City Clerk's Office.

No action was necessary on this item. The information was received and filed.

- D. CONSIDER APPROVAL OF AN AGREEMENT FOR HOMELESS SERVICES COORDINATOR

City Manager Vagnozzi presented the staff report, which is on file in the City Clerk's Office.

Recreation Services Manager Story provided additional background information and introduced Don Smith of SBC Pathways to Housing Network who provided a PowerPoint presentation.

There was discussion on the percentage of funds that would go toward administration versus the end user, the request for proposal process, and contracting with other groups for cooperative services.

City Manager Vagnozzi provided clarification on the HEAP grant process, qualifications and timeline for funding.

There was a suggestion to form an adhoc committee to further refine the services to be provided.

Motion by Councilmember Elliott to direct staff to reissue the request for proposals and allow for a six week response period, seconded by Councilmember Zuniga, and carried with Mayor Stone and Councilmember Velto opposed.

E. CONSIDER RENEWAL OF ANIMAL SHELTER AGREEMENT

City Manager Vagnozzi presented the staff report, which is on file in the City Clerk's Office.

There was discussion on whether or not there is a need to issue a request for proposals if negotiating new terms.

Motion by Mayor Stone to issue a request for proposals for Animal Care & Adoption Services, seconded by Councilmember Velto, and carried with Councilmembers Elliott and Zuniga opposed.

15. ORAL COMMUNICATION (items not on the agenda)

Robert Kamansky, spoke regarding the power of Upland pride. He also mentioned areas of City streets in need of repair.

Joe Blackstock, Upland, announced an upcoming event at the Ontario Museum of History and Art.

April Flores, Upland City Employees Association President, stated a lack of trust and confidence in the City Manager.

Rami Asad, Upland Employees Association Board Member, spoke regarding an incident of alleged workplace harassment and requested the Council hire a neutral investigator to handle the investigation.

Moe Duran, Upland Police Management Association President, requested the Council clarify what their role is in the negotiations process.

April McCormick, thanked the Council for listening to the employees and residents and urged them to move forward with filling the Planning Commission vacancy.

Natasha Walton, Upland, urged residents to get involved in a campaign to stop the sale of a portion of Memorial Park.

Sharon Frasca Williams, Upland, spoke regarding a recent incident in her neighborhood where she witnessed a street vendor, using unsanitary conditions, selling food to minors.

Glenn Bozar, referenced a letter to the editor he wrote regarding the Fire annexation, which was published in the newspaper.

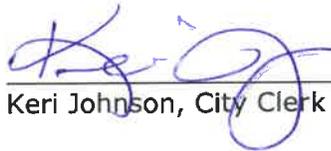
16. CITY MANAGER

City Manager Vagnozzi announced the next Open Government Workshop.

17. ADJOURNMENT

Mayor Stone adjourned the meeting at 11:11 p.m. The next regularly scheduled City Council meeting is Monday, March 25, 2019.

SUBMITTED BY



Keri Johnson, City Clerk

APPROVED

March 25, 2019

**MINUTES OF A SPECIAL MEETING OF THE
UPLAND CITY COUNCIL
MARCH 17, 2019**

OPENING The special meeting of the Upland City Council was called to order by Mayor Stone at 7:00 p.m. in the City Council Chambers.

ROLL CALL

Present: Mayor Debbie Stone, Council Members Janice Elliott, Ricky Felix, Bill Velto, and Rudy Zuniga

Staff: City Manager Jeannette Vagnozzi, City Attorney James L. Markman and City Clerk Keri Johnson

1. ORAL COMMUNICATIONS

Dave Stevens, Upland, stated the City Manager is well qualified and he was impressed with her performance.

Terri Donaldson, stated that the City Council was concerned with their own agenda and not the good of the City.

Mike Nunez, Upland, stated the City Manager was a liability to the City and she could not effectively do her job going forward.

Moe Duran, Upland Police Management Association President, stated that the Police Management Association members do not support the City Manager.

Anthony Kabayan, Upland Police Management Association Vice President, stated that a recent incident in the City has caused the employees to question the leadership in the City.

Nick Peelman, Upland Police Officers' Association President, stated a lack of confidence in the City leadership.

April Flores, Upland City Employees Association President, requested the Council place the City Manager on administrative leave.

Rami Asad, Upland Employees Association Board Member, stated the qualities of a good leader and further stated it was a disservice to Upland to appoint a leader who undermines others.

David Moore, Upland, spoke in support of the City Manager and recalled how she stepped in and helped at the Irish Festival event.

Lois Sicking, stated that the City Manager was a liability and requested the Council replace her.

Glenn Bozar, Upland, stated that Upland has a management crisis and the Council needed to take action.

Rick LeBlanc, stated the qualities of a good leader and commented that Chief Goodman has brought the Police Department together.

Linda Trawnik, stated support for the City Manager and commented on her knowledge and qualifications.

SPECIAL MEETING MINUTES
UPLAND CITY COUNCIL
MARCH 17, 2019
PAGE 2

Brinda Sarathy, stated that she had no position regarding the City Manager and requested that the Council exercise moral courage and leadership.

At 7:31 p.m. Mayor Stone announced the City Council would recess to Closed Session pursuant to Government Code Section 54957.

2. CLOSED SESSION

Pursuant to California Government Code Section 54957 on the following subject:
PUBLIC EMPLOYEE PERFORMANCE EVALUATION
Title: City Manager

The City Council reconvened in open session at 8:48 p.m.

The City Attorney announced that no reportable action was taken.

ADJOURNMENT

Mayor Stone adjourned the meeting at 8:48 p.m. The next regular meeting of the City Council is Monday, March 25, 2019.

SUBMITTED BY:


Keri Johnson, City Clerk

APPROVED:

March 25, 2019



STAFF REPORT

ITEM NO. 11.B.

DATE: March 25, 2019
TO: MAYOR AND CITY COUNCIL
FROM: JEANNETTE VAGNOZZI, CITY MANAGER
PREPARED BY: LONDA BOCK-HELMS, CPA, ACTING ADMINISTRATIVE SERVICES DIRECTOR
SUBJECT: TREASURER'S REPORTS JANUARY AND FEBRUARY 2019

RECOMMENDED ACTION

It is recommended that the City Council receive and file the January and February 2019 Treasurer's Reports.

GOAL STATEMENT

The proposed action supports the City's goal to manage the City's resources in a fiscally responsible manner.

BACKGROUND

Per California Government Code Section 53646(b), the City's treasurer or fiscal officer shall render a treasurer's report to the City Council (at a minimum) on a quarterly basis. This report shall include the type of investment, issuer, date of maturity, par and dollar amount invested on all securities, current market value as of the date of the report, investments and moneys held by the local agency and shall additionally include a description of any of the local agency's funds, investments, or programs, that are under the management of contracted parties, including lending programs. The report shall state compliance to the City's investment policy and shall include a statement noting the City's ability to meet its expenditure requirements for the next six months.

ISSUES/ANALYSIS

The submission of the monthly Treasurer's Report is a compliance measure.

FISCAL IMPACTS

There is no fiscal impact associated with this action.

ALTERNATIVES

Provide alternative direction to staff.

ATTACHMENTS:

January 2019 Treasurer's Report
February 2019 Treasurer's Report

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended
January 31, 2019

Investment Portfolio	Cost	Par Value	Market Value	% of Portfolio
State Local Agency Investment Fund	\$ 20,184,277	N/A	\$ 20,280,576	26.0%
Bank Accounts and Change Funds	7,073,009	N/A	7,073,009	9.1%
ABS-Corporate Paydown Securities	-	N/A	-	0.0%
Money Market Fund	390,340	N/A	390,340	0.5%
Government Agency Securities	35,907,812	35,955,000	35,644,078	45.8%
Corporate Bonds	12,674,505	12,678,000	12,655,729	16.3%
US Treasury	1,778,677	1,780,000	1,767,074	2.3%
Total Cash and Investments	\$ 78,008,620	\$ 50,413,000	\$ 77,810,805	100.0%

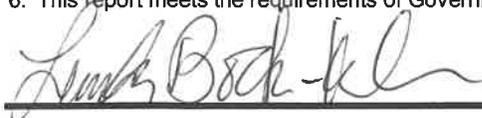
PARS Investment Portfolio	Cost	Market Value	% of Portfolio
115 Trust-OPEB Investment as of 1/31/19	1,055,836	1,055,836	14.2%
Pension Trust Investment as of 1/31/19	6,374,269	6,374,269	85.8%
Total Cash and Investments	\$ 7,430,105	\$ 7,430,105	100.0%

Weighted Average Days to Maturity	498.12
--	--------

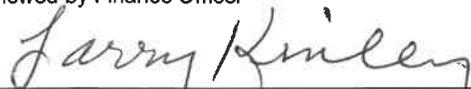
Blended Yield:	2.200%
Benchmarks:	
LAIF	2.355%
2yr U.S. Treasury	2.450%
5yr U.S. Treasury	2.430%

Restricted Funds with Fiscal Agent	Book Value	Market Value
Water System Lease Revenue Refunding Bonds 2011	54	54
Colonies CFD Area #2 2015	2,370,024	2,370,024
Colonies CFD Area #1 2012	3,188,155	3,188,155
Upland 54 CFD 2004	278,015	278,015
Successor Agency TAN 2013 / TAN 2016- Merged Project	2,453,702	2,453,702
Total Restricted Funds	\$ 8,289,950	\$ 8,289,950

- I hereby certify that the investments are in compliance with the investment policy adopted by the City Council in March 2017.
- The City has the ability to meet its budgeted expenditures for the next six months.
- The market values for funds held in banking institutions do not change. The amounts listed as market values for these items are the same as their book values.
- The book value for the State Pool is the withdrawal value provided by the State Treasurer. The market value of funds held by the State Treasurer equates to the City's pro-rata share of the market value of the entire State Pool.
- Sources for current market valuation are Account Statements and the Wall Street Journal GNMA Mortgage rates on the last trading day of the month.
- This report meets the requirements of Government Code Section 53646.



Reviewed by Finance Officer



CITY TREASURER



Date

2/27/19

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

State Local Agency Investment Fund

**For Period Ended
January 31, 2019**

<u>Fund or Account</u>		<u>Account Balance</u>	
City	98-36-942	20,184,277	
Successor Agency	65-36-007	-	
Upland Public Financing Authority	40-36-004	-	
	Totals	\$ 20,184,277	Market Value (See Note 4)
			\$ 20,280,576
Yield for Period Ended	1/31/2019	2.355%	

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

Bank Accounts and Change Funds

For Period Ended
January 31, 2019

Account Name	Institution	Insured Deposits	Collateralized Deposits	Total Deposits
Petty Cash City of Upland	City of Upland	\$ -	\$ 11,780	\$ 11,780
City of Upland Payroll Zero Balance Account	Chase	-	-	-
City of Upland Checking Account	Chase	250,000	5,932,330	6,182,330
City of Upland Successor Agency	Chase	-	878,899	878,899
	Totals	\$ 250,000	\$ 6,823,009	\$ 7,073,009

TREASURY REPORT
City of Upland - Successor Agency - Public Financing Authority
For Period Ended
January 31, 2019

Investment	Purchased From	Cusip #	Cost	Market Value	Stated Rate	Maturity Date
<u>Government Securities</u>						
FHLMC	Morgan Stanley & Co	3137EADZ9	199,934	199,456	1.125%	4/15/2019
FHLB	Wells Fargo Sec LLC	313379EE5	202,912	199,404	1.625%	6/14/2019
FHCB	Keybanc Capital Mkt Inc	3133EFW52	200,854	198,978	1.150%	7/1/2019
FHLMC	Bnp Paribas Securities	3137EADK2	198,576	198,762	1.250%	8/1/2019
FHLB	Wells Fargo Sec LLC	313380FB8	101,020	99,290	1.375%	9/13/2019
FFCB	Federal Farm Credit Bks	3133EHKA0	1,500,000	1,489,545	1.400%	9/23/2019
FHLMC	Morgan Stanley & Co	3137EADM8	198,617	198,310	1.250%	10/2/2019
FNMA	Deutsche Bank Sec Intl	3135G0R39	1,485,675	1,483,065	1.000%	10/24/2019
FHLB	Wells Fargo Sec LLC	3130AA3R7	1,498,710	1,485,945	1.375%	11/15/2019
FHLB	Wells Fargo Sec LLC	3130A0JR2	205,698	199,656	2.375%	12/13/2019
FHLB	Federal Home Loan Bks	3130ADPX4	1,496,250	1,499,790	2.000%	3/5/2020
FHLB	Wells Fargo Sec LLC	3130A7PU3	199,088	196,960	1.200%	4/6/2020
FFCB	Wells Fargo Sec LLC	3133ECPD0	204,100	202,089	1.420%	5/13/2020
FHLB	Federal Home Loan Bks	3130ADPR7	2,500,000	2,499,950	2.500%	9/15/2020
FHLB	Federal Home Loan Bks	313382J53	1,508,501	1,481,805	1.750%	9/28/2020
FNMA	Deutsche Bank Sec Intl	3135G0RM7	1,499,295	1,477,245	1.630%	10/30/2020
FFCB	Federal Farm Credit Bks	3133EJMX4	1,000,000	1,000,010	2.680%	11/2/2020
FNMA	Deutsche Bank Sec Intl	3135G0F73	1,492,515	1,473,240	1.500%	11/30/2020
FHLMC	Morgan Stanley & Co	3134GSNS0	998,750	1,000,270	2.800%	6/28/2021
FFCB	Federal Farm Credit Bks	3133EHYU1	1,236,313	1,227,200	1.840%	9/13/2021
FNMA	Deutsche Bank Sec Intl	3135G0Q89	1,481,400	1,456,950	1.375%	10/7/2021
FFCB	Federal Farm Credit Bks	3133EFPT8	2,020,180	1,967,120	1.960%	11/19/2021
FHLB	Federal Home Loan Bks	3130AFD79	1,500,000	1,501,860	3.000%	11/23/2021
FHLB	Federal Home Loan Bks	3130AFCU9	1,500,000	1,504,740	3.125%	11/26/2021
FFCB	Federal Farm Credit Bks	3133EJPE3	1,000,000	1,000,000	2.950%	2/15/2022
FHLMC	Morgan Stanley & Co	3134GSFS9	2,500,000	2,499,850	2.375%	9/6/2022
FFCB	Federal Farm Credit Bks	3133EHYB3	1,232,838	1,222,275	1.940%	9/12/2022
FHLB	Federal Home Loan Bks	3130ACH72	1,247,738	1,231,638	2.260%	10/4/2022
FFCB	Federal Farm Credit Bks	3133EHF73	1,248,850	1,234,600	2.280%	10/17/2022
FHLMC	Federal Home LN Corp	3134GB3A8	1,500,000	1,479,060	2.250%	11/28/2022
FHLB	Wells Fargo Sec LLC	3130ACX82	1,250,000	1,234,850	2.375%	12/5/2022
FHLMC	Morgan Stanley & Co	3134GSLT0	1,500,000	1,500,165	1.125%	5/30/2023
Government Securities Subtotal			35,907,812	35,644,078		
<u>Money Market Fund</u>						
City of Upland						
	US Bank	31846V203	390,340	390,340	0.93%	N/A
Money Market Fund Subtotal			390,340	390,340		
<u>Corporate Bonds</u>						
	John Deere Capital Corp Note	24422ETE9	-	-	1.950%	1/8/2019
	Bank of New York Note	06406HCP2	-	-	2.500%	1/15/2019
	Pacific Coast CD	69408AAM2	250,000	250,018	2.250%	3/11/2019
	Homestreet Bank CD	43785QMQ3	250,000	250,023	2.300%	4/15/2019
	Illini St Bank II	45177RAR3	250,000	249,923	2.000%	3/25/2019
	Bank of China New York City	06426WY63	250,000	249,890	2.200%	5/15/2019
	Maple Bank Champlin CD	565109AZ8	250,000	249,913	2.200%	5/15/2019
	Toyota Motor Mountain	89236TDE2	124,825	124,528	1.400%	5/20/2019
	Bank of India New York Branch	06279KML7	250,000	249,975	2.350%	6/5/2019
	RBS Citizens NA CD	75524KLS1	250,000	250,075	2.450%	7/9/2019

TREASURY REPORT
City of Upland - Successor Agency - Public Financing Authority
For Period Ended
January 31, 2019

Investment	Purchased From	Cusip #	Cost	Market Value	Stated Rate	Maturity Date
Berkshire Bank CD		084601SB0	250,000	249,903	2.300%	7/15/2019
Mechanics Bank CD		583614BN1	250,000	250,008	2.400%	7/23/2019
Microsoft Note		594918BN3	119,876	119,126	1.100%	8/8/2019
Paccar Financial Corp Note		69371RN36	90,000	89,252	1.200%	8/12/2019
Bank India New CD		06279KSJ6	250,000	250,235	2.600%	8/28/2019
First Fid Bank Oklahoma City CD		32024FAB7	250,000	249,833	2.850%	9/14/2019
Safra National Bank CD		78658Q3T8	250,000	250,098	2.500%	9/16/2019
Preferred Bank CD		740367GU5	250,000	250,170	2.550%	9/20/2019
BMO Harris CD		05581WJ22	250,000	250,235	2.600%	9/30/2019
Lakeside Bank CD		51210SPT8	250,000	249,858	2.400%	10/30/2019
USNY Bank CD		90344LEQ8	250,000	250,300	2.650%	11/5/2019
Wex Bank Midvale CD		92937CHF8	250,000	250,075	2.550%	12/13/2019
Bank Baroda New CD		06063HBF9	250,000	250,603	2.800%	12/27/2019
The Fahey CD		303117CQ6	250,000	249,918	2.500%	1/10/2020
Union Bank CD		90520VAG8	250,000	250,258	2.650%	1/16/2020
Merrick Bank CD		59013J5A3	250,000	250,373	2.700%	1/21/2020
Valley N B CD		919853BX8	250,000	250,358	2.700%	2/7/2020
Iberia Bank CD		45083ALH3	250,000	250,613	2.800%	3/2/2020
Compass BK CD		20451PWE2	250,000	250,615	2.800%	3/4/2020
United Bankers CD		909557HZ6	250,000	250,755	2.850%	5/19/2020
Brookline Bank CD		11373QFU7	250,000	250,918	2.900%	5/29/2020
First Financial CD		32021SFP6	250,000	250,905	2.900%	6/26/2020
Ally Bank Midvale Utah		02007GDM2	250,875	250,388	2.750%	6/29/2020
TCF National Bank CD		87227RCN2	250,000	249,865	2.600%	7/2/2020
Wells Fargo Bank CD		949763SP2	249,873	250,540	2.800%	7/27/2020
State Street Bank Note		857477AS2	103,593	99,596	2.550%	8/18/2020
Bank of Hope CD		062683BX4	250,000	250,478	2.800%	9/14/2020
Comenity CAP BK CD		20033AXY7	250,000	247,040	2.000%	10/23/2020
First Internet CD		32056GDD9	250,000	251,223	3.000%	12/28/2020
JP Morgan Chase CD		48128F4V1	250,000	251,123	3.000%	1/8/2021
Live Oak CD		538036DX9	250,000	251,173	3.000%	2/9/2021
Eagle Bank CD		27002YDY9	250,000	250,378	2.800%	3/8/2021
CitiBank NA CD		17312QH93	250,000	249,758	2.750%	4/12/2021
Capital One NA CD		14042RFV8	246,218	245,085	2.250%	5/24/2021
B Bay LLC Promissory Notebal		05580ANK6	250,000	250,920	3.000%	7/13/2021
Abacus Federal CD		00257TBA3	250,000	250,193	2.900%	8/31/2021
Wells Fargo Bank CD		949763LT1	250,000	245,408	2.250%	12/8/2021
Sterling Bank CD		85916VCW3	250,000	250,978	3.100%	3/9/2022
American CD		02587DN38	249,675	240,846	2.400%	4/5/2022
First Northeast CD		33583FAB8	239,570	239,553	2.000%	4/19/2022
Old Missouri CD		68002LBL1	250,000	250,825	3.100%	5/5/2022
American Express CD		02587CFU9	250,000	242,820	2.400%	8/29/2022
Goldman Sachs CD		38148PYQ4	250,000	246,883	2.800%	2/28/2023
Sallie Mae Bank Salt Lke		795450P66	250,000	250,520	3.200%	5/9/2023
Discover Bank Greenwood Del CD		254673RF5	250,000	251,395	3.300%	7/11/2023
Corporate Bonds Subtotal			12,674,505	12,655,729		

TREASURY REPORT
City of Upland - Successor Agency - Public Financing Authority
For Period Ended
January 31, 2019

Investment	Purchased From	Cusip #	Cost	Market Value	Stated Rate	Maturity Date
<u>US Treasury</u>						
US T-note	Citigroup Global Mkt Inc	912828P53	199,657	199,878	0.750%	2/15/2019
US T-note	Bmo Capital Mkt Corp	912828SN1	176,798	174,741	1.500%	3/31/2019
US T-note	Jefferies LLC	912828ST8	200,157	199,406	1.250%	4/30/2019
US T-note	Citigroup Global Mkt Inc	912828SX9	203,952	204,119	1.125%	5/31/2019
US T-note	Morgan Stanley	912828TH3	197,673	198,422	0.875%	7/31/2019
US T-note	Bmo Capital Mkt Corp	912828TR1	198,118	198,000	1.000%	9/30/2019
US T-note	Barclays Capital Inc	912828G61	199,188	198,282	1.500%	11/30/2019
US T-note	Citigroup Global Mkt Inc	912828H52	202,258	197,430	1.250%	1/31/2020
US T-note	Morgan Stanley	912828UV0	200,876	196,796	1.125%	3/31/2020
US Treasury Subtotal			<u>1,778,677</u>	<u>1,767,074</u>		
Total Portfolio			<u>\$ 50,751,334</u>	<u>\$ 50,457,220</u>		

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended January 31, 2019	Market Value	Availability 01/31/19 02/01/19	No. of days until maturity	weight	days to maturity weighted average	Total by maturity
Petty Cash	11,780	02/01/19	1	0.0%	0.00	
Checking Account	6,182,330	02/01/19	1	7.9%	0.08	
Successor Agency	878,899	02/01/19	1	1.1%	0.01	7,073,009
Total Bank Accounts	7,073,009					
State Local Agency Investment Fund	20,280,576	02/01/19	1	26.1%	0.26	20,280,576
US Bank	390,340	02/01/19	1	0.5%	0.01	390,340
Total Money Market Accounts	390,340					
Citigroup Global Mkt Inc US Treasury	<u>199,878</u> 199,878	02/15/19	15	0.3%	0.04	199,878
						<u>27,943,804</u> 1 - 30 days
Pacific Coast CD	250,018	3/11/2019	39	0.3%	0.13	
Illini St Bank II	249,923	03/25/19	53	0.3%	0.17	499,940
Corporate Bonds	499,940					
Bmo Capital Mkt Corp US Treasury	<u>174,741</u> 174,741	03/31/19	59	0.2%	0.13	174,741
						<u>674,681</u> 31 - 60 days
Morgan Stanley & Co Government Securities	<u>199,456</u> 199,456	04/15/19	74	0.3%	0.19	199,456
Homestreet Bank CD	250,023	04/15/19	74	0.3%	0.24	
Bank of China New York City	249,890	05/15/19	104	0.3%	0.33	
Maple Bank Champlin CD	249,913	05/15/19	104	0.3%	0.33	
Toyota Motor Mountain	124,528	05/20/19	109	0.2%	0.17	874,353
Corporate Bonds	874,353					
Jefferies LLC	199,406	04/30/19	89	0.3%	0.23	
Citigroup Global Mkt Inc US Treasury	<u>204,119</u> 403,525	05/31/19	120	0.3%	0.31	403,525
						<u>1,477,333</u> 61 - 120 days
Wells Fargo Sec LLC	199,404	06/14/19	134	0.3%	0.34	
Keybank Capital Mkt Inc Government Securities	<u>198,978</u> 398,382	07/01/19	151	0.3%	0.39	398,382
Bank of India New York Branch	249,975	06/05/19	125	0.3%	0.40	
RBS Citizens NA CD	250,075	07/09/19	159	0.3%	0.51	
Berkshire Bank CD	249,903	07/15/19	165	0.3%	0.53	
Mechanics Bank CD	250,008	07/23/19	173	0.3%	0.56	999,960
Corporate Bonds	999,960					
						<u>1,398,342</u> 121 - 180 days
Bnp Paribas Securities	198,762	08/01/19	182	0.3%	0.46	
Wells Fargo Sec LLC	99,290	09/13/19	225	0.1%	0.29	
Federal Farm Credit Bks	1,489,545	09/23/19	235	1.9%	4.50	
Morgan Stanley & Co	198,310	10/02/19	244	0.3%	0.62	
Deutsche Bank Sec Intl	1,483,065	10/24/19	266	1.9%	5.07	
Wells Fargo Sec LLC	1,485,945	11/15/19	288	1.9%	5.50	
Wells Fargo Sec LLC Government Securities	<u>199,656</u> 5,154,573	12/13/19	316	0.3%	0.81	5,154,573
Microsoft Note	119,126	08/08/19	189	0.2%	0.29	
Paccar Financial Corp Note	89,252	08/12/19	193	0.1%	0.22	
Bank India New CD	250,235	08/28/19	209	0.3%	0.67	
First Fid Bank Oklahoma City CD	249,833	09/14/19	226	0.3%	0.73	
Safra National Bank CD	250,098	09/16/19	228	0.3%	0.73	
Preferred Bank CD	250,170	09/20/19	232	0.3%	0.75	
BMO Harris CD	250,235	09/30/19	242	0.3%	0.78	
Lakeside Bank CD	249,858	10/30/19	272	0.3%	0.87	
USNY Bank CD	250,300	11/05/19	278	0.3%	0.89	
Wex Bank Midvale CD	250,075	12/13/19	316	0.3%	1.02	
Bank Baroda New CD	250,603	12/27/19	330	0.3%	1.06	
The Fahey CD	249,918	01/10/20	344	0.3%	1.10	
Union Bank CD	250,258	01/16/20	350	0.3%	1.13	
Merrick Bank CD	250,373	01/21/20	355	0.3%	1.14	3,210,331
Corporate Bonds	3,210,331					

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended January 31, 2019	Market Value	Availability 01/31/19 02/01/19	No. of days until maturity	weight	days to maturity weighted average	Total by maturity
Morgan Stanley	198,422	07/31/19	181	0.3%	0.46	
Bmo Capital Mkt Corp	198,000	09/30/19	242	0.3%	0.62	
Barclays Capital Inc	198,282	11/30/19	303	0.3%	0.77	
Citigroup Global Mkt Inc	197,430	01/31/20	365	0.3%	0.93	792,134
US Treasury	792,134					
						9,157,038 181 - 1 year
Federal Home Loan Bks	1,499,790	03/05/20	399	1.9%	7.69	
Wells Fargo Sec LLC	196,960	04/06/20	431	0.3%	1.09	
Wells Fargo Sec LLC	202,089	05/13/20	468	0.3%	1.22	
Federal Home Loan Bks	2,499,950	09/15/20	593	3.2%	19.05	
Federal Home Loan Bks	1,481,805	09/28/20	606	1.9%	11.54	
Deutsche Bank Sec Intl	1,477,245	10/30/20	638	1.9%	12.11	
Federal Farm Credit Bks	1,000,010	11/02/20	641	1.3%	8.24	
Deutsche Bank Sec Intl	1,473,240	11/30/20	669	1.9%	12.67	9,831,089
Government Securities	9,831,089					
Valley N B CD	250,358	02/07/20	372	0.3%	1.20	
Iberia Bank CD	250,613	03/02/20	396	0.3%	1.28	
Compass BK CD	250,615	03/04/20	398	0.3%	1.28	
United Bankers CD	250,755	05/19/20	474	0.3%	1.53	
Brookline Bank CD	250,918	05/29/20	484	0.3%	1.56	
First Financial CD	250,905	06/26/20	512	0.3%	1.65	
Ally Bank Midvale Utah	250,388	06/29/20	515	0.3%	1.66	
TCF National Bank CD	249,865	07/02/20	518	0.3%	1.66	
Wells Fargo Bank CD	250,540	07/27/20	543	0.3%	1.75	
State Street Bank Note	99,596	08/18/20	565	0.1%	0.72	
Bank of Hope CD	250,478	09/14/20	592	0.3%	1.91	
Comenity CAP BK CD	247,040	10/23/20	631	0.3%	2.00	
First internet CD	251,223	12/28/20	697	0.3%	2.25	
JP Morgan Chase CD	251,123	01/08/21	708	0.3%	2.28	3,354,414
Corporate Bonds	3,354,414					
Morgan Stanley	196,796	03/31/20	425	0.3%	1.07	196,796
US Treasury	196,796					
						13,382,299 1- 2 years
Morgan Stanley & Co	1,000,270	06/28/21	879	1.3%	11.30	
Federal Farm Credit Bks	1,227,200	09/13/21	956	1.6%	15.08	
Deutsche Bank Sec Intl	1,456,950	10/07/21	980	1.9%	18.35	
Federal Farm Credit Bks	1,967,120	11/19/21	1,023	2.5%	25.86	
Federal Home Loan Bks	1,501,860	11/23/21	1,027	1.9%	19.82	
Federal Home Loan Bks	1,504,740	11/26/21	1,030	1.9%	19.92	8,658,140
Government Securities	8,658,140					
Live Oak CD	251,173	02/09/21	740	0.3%	2.39	
Eagle Bank CD	250,378	03/08/21	767	0.3%	2.47	
CitiBank NA CD	249,758	04/12/21	802	0.3%	2.57	
Capital One NA CD	245,085	05/24/21	844	0.3%	2.66	
B Bay LLC Promissory Notebal	250,920	07/13/21	894	0.3%	2.88	
Wells Fargo Bank CD	245,408	12/08/21	1,042	0.3%	3.29	1,492,720
Corporate Bonds	1,492,720					
						10,150,860 2- 3 years
Federal Farm Credit Bks	1,000,000	02/15/22	1,111	1.3%	14.28	
Morgan Stanley & Co	2,499,850	09/06/22	1,314	3.2%	42.22	
Federal Farm Credit Bks	1,222,275	09/12/22	1,320	1.6%	20.73	
Federal Home Loan Bks	1,231,638	10/04/22	1,342	1.6%	21.24	
Federal Farm Credit Bks	1,234,600	10/17/22	1,355	1.6%	21.50	
Federal Home LN Corp	1,479,060	11/28/22	1,397	1.9%	26.55	8,667,423
Government Securities	8,667,423					
Sterling Bank CD	250,978	03/09/22	1,133	0.3%	3.65	
American CD	240,846	04/05/22	1,160	0.3%	3.59	
First Northeast CD	239,553	04/19/22	1,174	0.3%	3.61	
Old Missouri CD	250,825	05/05/22	1,190	0.3%	3.84	
American Express CD	242,820	08/29/22	1,306	0.3%	4.08	
Abacus Federal CD	250,193	10/04/22	1,342	0.3%	4.32	1,475,214
Corporate Bonds	1,475,214					

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended	Market Value	Availability	No. of	weight	days to maturity	Total by
January 31, 2019		01/31/19	days until		weighted average	maturity
		02/01/19	maturity			
Wells Fargo Sec LLC	1,234,850	12/05/22	1,404	1.6%	22.28	
Morgan Stanley & Co	1,500,165	05/30/23	1,580	1.9%	30.46	2,735,015
Government Securities	2,735,015					
Goldman Sachs CD	246,883	02/28/23	1,489	0.3%	4.72	
Sallie Mae Bank Salt Lke	250,520	05/09/23	1,559	0.3%	5.02	
Discover Bank Greenwood Del CD	251,395	07/11/23	1,622	0.3%	5.24	748,798
Corporate Bonds	748,798					
						3,483,813
						4- 5 years
Total Investments	\$ 77,810,805			100.00%	498.12	\$ 77,810,805
	Average Maturity in Days		498.12			
	Average Maturity in Years:		1.365			
LAIF Amortized Cost	\$ 93,091,563,341					
LAIF Fair Value	\$ 93,535,704,852					
Check:	1.004771018					

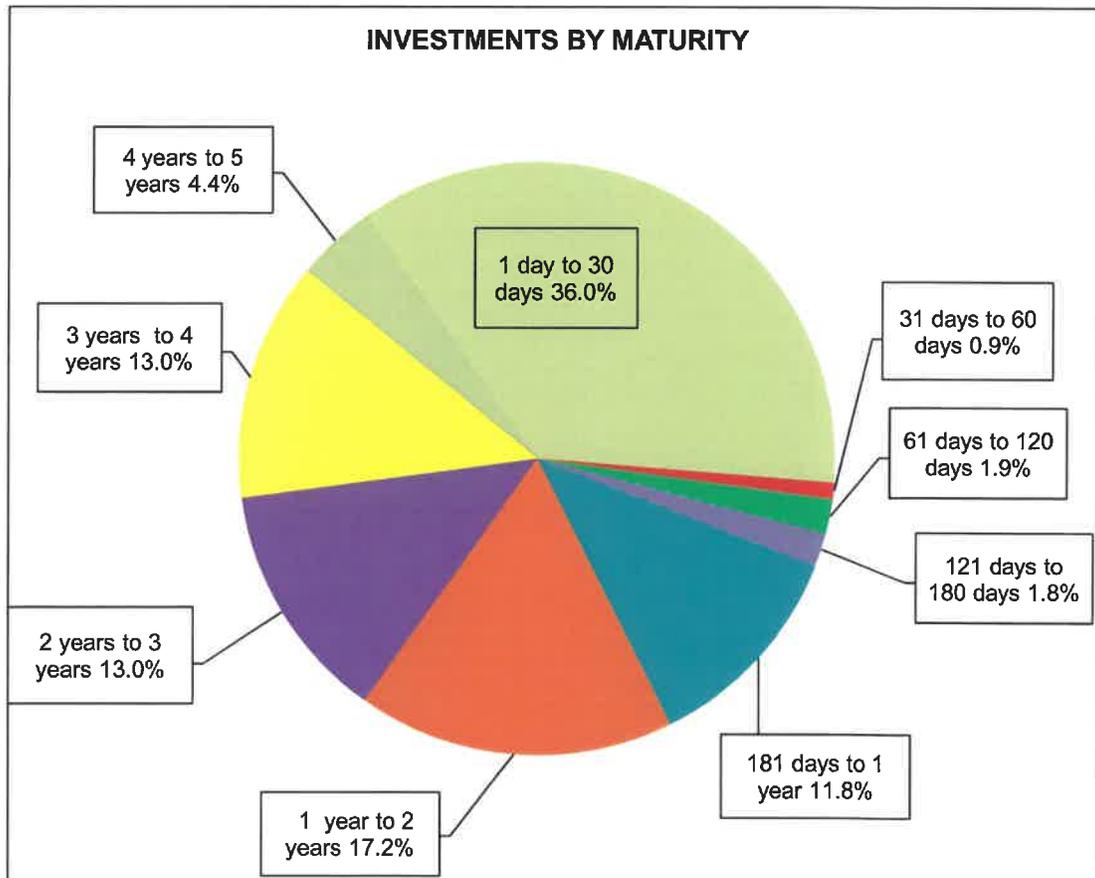
TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

**For Period Ended
January 31, 2019**

**Par Values Maturing by Date and Type
Maturities in Thousands of Dollars**

Investment Portfolio	1 day to 30 days	31 days to 60 days	61 days to 120 days	121 days to 180 days	181 days to 1 year	1 year to 2 years	2 years to 3 years	3 years to 4 years	4 years to 5 years
State Local Agency Investment Fund	20,281	-	-	-	-	-	-	-	-
Bank Accounts and Change Funds	7,073	-	-	-	-	-	-	-	-
ABS	-	-	-	-	-	-	-	-	-
Government Securities	-	-	199	398	5,155	9,831	8,658	8,667	2,735
Money Market Fund	390	-	-	-	-	-	-	-	-
Corporate Bonds	-	500	874	1,000	3,210	3,354	1,493	1,475	749
US Treasury	200	175	404	-	792	197	-	-	-
Total Cash and Investments	27,944	675	1,477	1,398	9,157	13,382	10,151	10,142	3,484
Percentage	36.0%	0.9%	1.9%	1.8%	11.8%	17.2%	13.0%	13.0%	4.4%



TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended
February 28, 2019

Investment Portfolio	Cost	Par Value	Market Value	% of Portfolio
State Local Agency Investment Fund	\$ 20,184,277	N/A	\$ 20,289,270	25.6%
Bank Accounts and Change Funds	8,257,201	N/A	8,257,201	10.4%
ABS-Corporate Paydown Securities	-	N/A	-	0.0%
Money Market Fund	624,221	N/A	624,221	0.8%
Government Agency Securities	35,907,812	35,955,000	35,638,226	45.1%
Corporate Bonds	12,674,505	12,678,000	12,672,773	16.0%
US Treasury	1,579,020	1,580,000	1,568,746	2.0%
Total Cash and Investments	\$ 79,227,036	\$ 50,213,000	\$ 79,050,438	100.0%

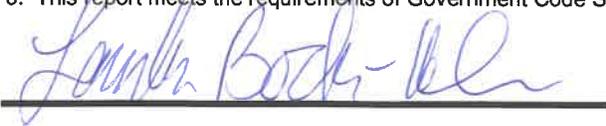
PARS Investment Portfolio	Cost	Market Value	% of Portfolio
115 Trust-OPEB Investment as of 1/31/19	1,073,581	1,073,581	14.3%
Pension Trust Investment as of 1/31/19	6,437,839	6,437,839	85.7%
Total Cash and Investments	\$ 7,511,421	\$ 7,511,421	100.0%

Weighted Average Days to Maturity	472.68
--	--------

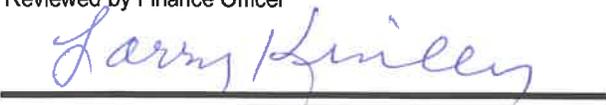
Blended Yield:	2.210%
Benchmarks:	
LAIF	2.392%
2yr U.S. Treasury	2.520%
5yr U.S. Treasury	2.520%

Restricted Funds with Fiscal Agent	Book Value	Market Value
Water System Lease Revenue Refunding Bonds 2011	54	54
Colonies CFD Area #2 2015	2,370,554	2,370,554
Colonies CFD Area #1 2012	3,188,876	3,188,876
Upland 54 CFD 2004	278,079	278,079
Successor Agency TAN 2013 / TAN 2016- Merged Project	3,117,704	3,117,704
Total Restricted Funds	\$ 8,955,266	\$ 8,955,266

- I hereby certify that the investments are in compliance with the investment policy adopted by the City Council in March 2017.
- The City has the ability to meet its budgeted expenditures for the next six months.
- The market values for funds held in banking institutions do not change. The amounts listed as market values for these items are the same as their book values.
- The book value for the State Pool is the withdrawal value provided by the State Treasurer. The market value of funds held by the State Treasurer equates to the City's pro-rata share of the market value of the entire State Pool.
- Sources for current market valuation are Account Statements and the Wall Street Journal GNMA Mortgage rates on the last trading day of the month.
- This report meets the requirements of Government Code Section 53646.



Reviewed by Finance Officer



City Treasurer

3/19/19

Date

3-19-19

Date

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

State Local Agency Investment Fund

**For Period Ended
February 28, 2019**

<u>Fund or Account</u>		<u>Account Balance</u>	
City	98-36-942	20,184,277	
Successor Agency	65-36-007	-	
Upland Public Financing Authority	40-36-004	-	
	Totals	<u>\$ 20,184,277</u>	Market Value (See Note 4) <u>\$ 20,289,270</u>
Yield for Period Ended	2/28/2019	<u>2.392%</u>	

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

Bank Accounts and Change Funds

For Period Ended
February 28, 2019

Account Name	Institution	Insured Deposits	Collateralized Deposits	Total Deposits
Petty Cash City of Upland	City of Upland	\$ -	\$ 11,880	\$ 11,880
City of Upland Payroll Zero Balance Account	Chase	-	-	-
City of Upland Checking Account	Chase	250,000	7,116,423	7,366,423
City of Upland Successor Agency	Chase	-	878,899	878,899
	Totals	\$ 250,000	\$ 8,007,201	\$ 8,257,201

TREASURY REPORT
City of Upland - Successor Agency - Public Financing Authority
For Period Ended
February 28, 2019

Investment	Purchased From	Cusip #	Cost	Market Value	Stated Rate	Maturity Date
<u>Government Securities</u>						
FHLMC	Morgan Stanley & Co	3137EADZ9	199,934	199,696	1.125%	4/15/2019
FHLB	Wells Fargo Sec LLC	313379EE5	202,912	199,514	1.625%	6/14/2019
FHCB	Keybanc Capital Mkt Inc	3133EFW52	200,854	199,152	1.150%	7/1/2019
FHLMC	Bnp Paribas Securities	3137EADK2	198,576	198,946	1.250%	8/1/2019
FHLB	Wells Fargo Sec LLC	313380FB8	101,020	99,391	1.375%	9/13/2019
FFCB	Federal Farm Credit Bks	3133EHKA0	1,500,000	1,491,075	1.400%	9/23/2019
FHLMC	Morgan Stanley & Co	3137EADM8	198,617	198,522	1.250%	10/2/2019
FNMA	Deutsche Bank Sec Intl	3135G0R39	1,485,675	1,485,105	1.000%	10/24/2019
FHLB	Wells Fargo Sec LLC	3130AA3R7	1,498,710	1,487,790	1.375%	11/15/2019
FHLB	Wells Fargo Sec LLC	3130A0JR2	205,698	199,746	2.375%	12/13/2019
FHLB	Federal Home Loan Bks	3130ADPX4	1,496,250	1,499,970	2.000%	3/5/2020
FHLB	Wells Fargo Sec LLC	3130A7PU3	199,088	197,058	1.200%	4/6/2020
FFCB	Wells Fargo Sec LLC	3133ECPD0	204,100	202,196	1.420%	5/13/2020
FHLB	Federal Home Loan Bks	3130ADPR7	2,500,000	2,497,800	2.500%	9/15/2020
FHLB	Federal Home Loan Bks	313382J53	1,508,501	1,481,385	1.750%	9/28/2020
FNMA	Deutsche Bank Sec Intl	3135G0RM7	1,499,295	1,476,810	1.630%	10/30/2020
FFCB	Federal Farm Credit Bks	3133EJMX4	1,000,000	1,000,000	2.680%	11/2/2020
FNMA	Deutsche Bank Sec Intl	3135G0F73	1,492,515	1,472,820	1.500%	11/30/2020
FHLMC	Morgan Stanley & Co	3134GSNS0	998,750	1,000,080	2.800%	6/28/2021
FFCB	Federal Farm Credit Bks	3133EHYU1	1,236,313	1,227,575	1.840%	9/13/2021
FNMA	Deutsche Bank Sec Intl	3135G0Q89	1,481,400	1,455,840	1.375%	10/7/2021
FFCB	Federal Farm Credit Bks	3133EFPT8	2,020,180	1,968,380	1.960%	11/19/2021
FHLB	Federal Home Loan Bks	3130AFD79	1,500,000	1,501,155	3.000%	11/23/2021
FHLB	Federal Home Loan Bks	3130AFCU9	1,500,000	1,503,675	3.125%	11/26/2021
FFCB	Federal Farm Credit Bks	3133EJPE3	1,000,000	999,980	2.950%	2/15/2022
FHLMC	Morgan Stanley & Co	3134GSFS9	2,500,000	2,499,950	2.375%	9/6/2022
FFCB	Federal Farm Credit Bks	3133EHYB3	1,232,838	1,220,538	1.940%	9/12/2022
FHLB	Federal Home Loan Bks	3130ACH72	1,247,738	1,230,063	2.260%	10/4/2022
FFCB	Federal Farm Credit Bks	3133EHF73	1,248,850	1,233,813	2.280%	10/17/2022
FHLMC	Federal Home LN Corp	3134GB3A8	1,500,000	1,477,170	2.250%	11/28/2022
FHLB	Wells Fargo Sec LLC	3130ACX82	1,250,000	1,233,213	2.375%	12/5/2022
FHLMC	Morgan Stanley & Co	3134GSLT0	1,500,000	1,499,820	1.125%	5/30/2023
Government Securities Subtotal			35,907,812	35,638,226		
<u>Money Market Fund</u>						
City of Upland						
	US Bank	31846V203	624,221	624,221	0.93%	N/A
Money Market Fund Subtotal			624,221	624,221		
<u>Corporate Bonds</u>						
	Pacific Coast CD	69408AAM2	250,000	250,003	2.250%	3/11/2019
	Homestreet Bank CD	43785QM3	250,000	249,965	2.300%	4/15/2019
	Illini St Bank II	45177RAR3	250,000	250,025	2.000%	3/25/2019
	Bank of China New York City	06426WY63	250,000	249,945	2.200%	5/15/2019
	Maple Bank Champlin CD	565109AZ8	250,000	249,965	2.200%	5/15/2019
	Toyota Motor Mountain	89236TDE2	124,825	124,721	1.400%	5/20/2019
	Bank of India New York Branch	06279KML7	250,000	250,005	2.350%	6/5/2019
	RBS Citizens NA CD	75524KLS1	250,000	250,105	2.450%	7/9/2019
	Berkshire Bank CD	084601SB0	250,000	249,968	2.300%	7/15/2019
	Mechanics Bank CD	583614BN1	250,000	250,060	2.400%	7/23/2019

TREASURY REPORT
City of Upland - Successor Agency - Public Financing Authority
For Period Ended
February 28, 2019

Investment	Purchased From	Cusip #	Cost	Market Value	Stated Rate	Maturity Date
Microsoft Note		594918BN3	119,876	119,279	1.100%	8/8/2019
Paccar Financial Corp Note		69371RN36	90,000	89,408	1.200%	8/12/2019
Bank India New CD		06279KSJ6	250,000	250,285	2.600%	8/28/2019
First Fid Bank Oklahoma City CD		32024FAB7	250,000	250,420	2.850%	9/14/2019
Safra National Bank CD		78658Q3T8	250,000	250,185	2.500%	9/16/2019
Preferred Bank CD		740367GU5	250,000	250,253	2.550%	9/20/2019
BMO Harris CD		05581WJ22	250,000	250,318	2.600%	9/30/2019
Lakeside Bank CD		51210SPT8	250,000	250,018	2.400%	10/30/2019
USNY Bank CD		90344LEQ8	250,000	250,413	2.650%	11/5/2019
Wex Bank Midvale CD		92937CHF8	250,000	250,238	2.550%	12/13/2019
Bank Baroda New CD		08063HBF9	250,000	250,713	2.800%	12/27/2019
The Fahey CD		303117CQ6	250,000	250,090	2.500%	1/10/2020
Union Bank CD		90520VAG8	250,000	250,400	2.650%	1/16/2020
Merrick Bank CD		59013J5A3	250,000	250,505	2.700%	1/21/2020
Valley N B CD		919853BX8	250,000	250,485	2.700%	2/7/2020
Iberia Bank CD		45083ALH3	250,000	250,700	2.800%	3/2/2020
Compass BK CD		20451PWE2	250,000	250,703	2.800%	3/4/2020
United Bankers CD		909557HZ6	250,000	250,880	2.850%	5/19/2020
Brookline Bank CD		11373QFU7	250,000	251,033	2.900%	5/29/2020
First Financial CD		32021SFP6	250,000	251,045	2.900%	6/26/2020
Ally Bank Midvale Utah		02007GDM2	250,875	250,558	2.750%	6/29/2020
TCF National Bank CD		87227RCN2	250,000	250,065	2.600%	7/2/2020
Wells Fargo Bank CD		949763SP2	249,873	250,720	2.800%	7/27/2020
State Street Bank Note		857477AS2	103,593	99,577	2.550%	8/18/2020
Bank of Hope CD		062683BX4	250,000	250,693	2.800%	9/14/2020
Comenity CAP BK CD		20033AXY7	250,000	247,440	2.000%	10/23/2020
First Internet CD		32056GDD9	250,000	251,475	3.000%	12/28/2020
JP Morgan Chase CD		48128F4V1	250,000	251,198	3.000%	1/8/2021
Live Oak CD		538036DX9	250,000	251,463	3.000%	2/9/2021
Eagle Bank CD		27002YDY9	250,000	250,720	2.800%	3/8/2021
CitiBank NA CD		17312QH93	250,000	250,163	2.750%	4/12/2021
Capital One NA CD		14042RFV8	246,218	245,678	2.250%	5/24/2021
B Bay LLC Promissory Notebal		05580ANK6	250,000	251,390	3.000%	7/13/2021
Abacus Federal CD		00257TBA3	250,000	250,750	2.900%	8/31/2021
Wells Fargo Bank CD		949763LT1	250,000	246,230	2.250%	12/8/2021
Sterling Bank CD		85916VCW3	250,000	251,773	3.100%	3/9/2022
American CD		02587DN38	249,675	241,843	2.400%	4/5/2022
First Northeast CD		33583FAB8	239,570	240,566	2.000%	4/19/2022
Old Missouri CD		68002LBL1	250,000	251,693	3.100%	5/5/2022
American Express CD		02587CFU9	250,000	244,028	2.400%	8/29/2022
Goldman Sachs CD		38148PYQ4	250,000	248,128	2.800%	2/28/2023
Sallie Mae Bank Salt Lke		795450P66	250,000	251,785	3.200%	5/9/2023
Discover Bank Greenwood Del CD		254673RF5	250,000	252,715	3.300%	7/11/2023
Corporate Bonds Subtotal			<u>12,674,505</u>	<u>12,672,773</u>		

TREASURY REPORT
City of Upland - Successor Agency - Public Financing Authority
For Period Ended
February 28, 2019

Investment	Purchased From	Cusip #	Cost	Market Value	Stated Rate	Maturity Date
<u>US Treasury</u>						
US T-note	Bmo Capital Mkt Corp	912828SN1	176,798	174,865	1.500%	3/31/2019
US T-note	Jefferies LLC	912828ST8	200,157	199,570	1.250%	4/30/2019
US T-note	Citigroup Global Mkt Inc	912828SX9	203,952	204,311	1.125%	5/31/2019
US T-note	Morgan Stanley	912828TH3	197,673	198,680	0.875%	7/31/2019
US T-note	Bmo Capital Mkt Corp	912828TR1	198,118	198,226	1.000%	9/30/2019
US T-note	Barclays Capital Inc	912828G61	199,188	198,462	1.500%	11/30/2019
US T-note	Citigroup Global Mkt Inc	912828H52	202,258	197,648	1.250%	1/31/2020
US T-note	Morgan Stanley	912828UV0	200,876	196,984	1.125%	3/31/2020
US Treasury Subtotal			<u>1,579,020</u>	<u>1,568,746</u>		
Total Portfolio			<u>\$ 50,785,558</u>	<u>\$ 50,503,967</u>		

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended February 28, 2019	Market Value	Availability 02/28/19 03/01/19	No. of days until maturity	weight	days to maturity weighted average	Total by maturity
Petty Cash	11,880	03/01/19	1	0.0%	0.00	
Checking Account	7,366,423	03/01/19	1	9.3%	0.09	
Successor Agency	878,899	03/01/19	1	1.1%	0.01	8,257,201
Total Bank Accounts	8,257,201					
State Local Agency Investment Fund	20,289,270	03/01/19	1	25.7%	0.26	20,289,270
US Bank	624,221	03/01/19	1	0.8%	0.01	624,221
Total Money Market Accounts	624,221					
Pacific Coast CD	250,003	3/11/2019	11	0.0%	-	
Corporate Bonds	250,003			0.0%	-	
				0.3%	0.03	250,003
						29,420,695 1 - 30 days
Morgan Stanley & Co	199,696	04/15/19	46	0.3%	0.12	199,696
Government Securities	199,696					
Illini St Bank II	250,025	03/25/19	25	0.3%	0.08	
Homestreet Bank CD	249,965	04/15/19	46	0.3%	0.15	499,990
Corporate Bonds	499,990					
Bmo Capital Mkt Corp	174,865	03/31/19	31	0.2%	0.07	174,865
US Treasury	174,865					
						874,551 31 - 60 days
Wells Fargo Sec LLC	199,514	06/14/19	106	0.3%	0.27	199,514
Government Securities	199,514					
Bank of China New York City	249,945	05/15/19	76	0.3%	0.24	
Maple Bank Champlin CD	249,965	05/15/19	76	0.3%	0.24	
Toyota Motor Mountain	124,721	05/20/19	81	0.2%	0.13	
Bank of India New York Branch	250,005	06/05/19	97	0.3%	0.31	874,636
Corporate Bonds	874,636					
Jefferies LLC	199,570	04/30/19	61	0.3%	0.15	
Citigroup Global Mkt Inc	204,311	05/31/19	92	0.3%	0.24	403,881
US Treasury	403,881					
						1,478,031 61 - 120 days
Keybanc Capital Mkt Inc	199,152	07/01/19	123	0.3%	0.31	
Bnp Paribas Securities	198,946	08/01/19	154	0.3%	0.39	398,098
Government Securities	398,098					
RBS Citizens NA CD	250,105	07/09/19	131	0.3%	0.41	
Berkshire Bank CD	249,968	07/15/19	137	0.3%	0.43	
Mechanics Bank CD	250,060	07/23/19	145	0.3%	0.46	
Microsoft Note	119,279	08/08/19	161	0.2%	0.24	
Paccar Financial Corp Note	89,408	08/12/19	165	0.1%	0.19	958,819
Corporate Bonds	958,819					
Morgan Stanley	198,680	07/31/19	153	0.3%	0.38	198,680
US Treasury	198,680					
						1,555,597 121 - 180 days
Wells Fargo Sec LLC	99,391	09/13/19	197	0.1%	0.25	
Federal Farm Credit Bks	1,491,075	09/23/19	207	1.9%	3.90	
Morgan Stanley & Co	198,522	10/02/19	216	0.3%	0.54	
Deutsche Bank Sec Intl	1,485,105	10/24/19	238	1.9%	4.47	
Wells Fargo Sec LLC	1,487,790	11/15/19	260	1.9%	4.89	
Wells Fargo Sec LLC	199,746	12/13/19	288	0.3%	0.73	4,961,629
Government Securities	4,961,629					
Bank India New CD	250,285	08/28/19	181	0.3%	0.57	
First Fid Bank Oklahoma City CD	250,420	09/14/19	198	0.3%	0.63	
Safra National Bank CD	250,185	09/16/19	200	0.3%	0.63	
Preferred Bank CD	250,253	09/20/19	204	0.3%	0.65	
BMO Harris CD	250,318	09/30/19	214	0.3%	0.68	
Lakeside Bank CD	250,018	10/30/19	244	0.3%	0.77	
USNY Bank CD	250,413	11/05/19	250	0.3%	0.79	
Wex Bank Midvale CD	250,238	12/13/19	288	0.3%	0.91	
Bank Baroda New CD	250,713	12/27/19	302	0.3%	0.96	
The Fahey CD	250,090	01/10/20	316	0.3%	1.00	

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended	Market Value	Availability 02/28/19 03/01/19	No. of days until maturity	weight	days to maturity weighted average	Total by maturity
February 28, 2019						
Union Bank CD	250,400	01/16/20	322	0.3%	1.02	
Merrick Bank CD	250,505	01/21/20	327	0.3%	1.04	
Valley N B CD	250,485	02/07/20	344	0.3%	1.09	3,254,320
Corporate Bonds	3,254,320					
Bmo Capital Mkt Corp	198,226	09/30/19	214	0.3%	0.54	
Barclays Capital Inc	198,462	11/30/19	275	0.3%	0.69	
Citigroup Global Mkt Inc	197,648	01/31/20	337	0.3%	0.84	594,336
US Treasury	594,336					
						8,810,285 181 - 1 year
Federal Home Loan Bks	1,499,970	03/05/20	371	1.9%	7.04	
Wells Fargo Sec LLC	197,058	04/06/20	403	0.2%	1.00	
Wells Fargo Sec LLC	202,196	05/13/20	440	0.3%	1.13	
Federal Home Loan Bks	2,497,800	09/15/20	565	3.2%	17.85	
Federal Home Loan Bks	1,481,385	09/28/20	578	1.9%	10.83	
Deutsche Bank Sec Intl	1,476,810	10/30/20	610	1.9%	11.40	
Federal Farm Credit Bks	1,000,000	11/02/20	613	1.3%	7.75	
Deutsche Bank Sec Intl	1,472,820	11/30/20	641	1.9%	11.94	9,828,039
Government Securities	9,828,039					
Iberia Bank CD	250,700	03/02/20	368	0.3%	1.17	
Compass BK CD	250,703	03/04/20	370	0.3%	1.17	
United Bankers CD	250,880	05/19/20	446	0.3%	1.42	
Brookline Bank CD	251,033	05/29/20	456	0.3%	1.45	
First Financial CD	251,045	06/26/20	484	0.3%	1.54	
Ally Bank Midvale Utah	250,558	06/29/20	487	0.3%	1.54	
TCF National Bank CD	250,065	07/02/20	490	0.3%	1.55	
Wells Fargo Bank CD	250,720	07/27/20	515	0.3%	1.63	
State Street Bank Note	99,577	08/18/20	537	0.1%	0.68	
Bank of Hope CD	250,693	09/14/20	564	0.3%	1.79	
Comenity CAP BK CD	247,440	10/23/20	603	0.3%	1.89	
First Internet CD	251,475	12/28/20	669	0.3%	2.13	
JP Morgan Chase CD	251,198	01/08/21	680	0.3%	2.16	
Live Oak CD	251,463	02/09/21	712	0.3%	2.26	3,357,547
Corporate Bonds	3,357,547					
Morgan Stanley	196,984	03/31/20	397	0.2%	0.99	196,984
US Treasury	196,984					
						13,382,570 1- 2 years
Morgan Stanley & Co	1,000,080	06/28/21	851	1.3%	10.77	
Federal Farm Credit Bks	1,227,575	09/13/21	928	1.6%	14.41	
Deutsche Bank Sec Intl	1,455,840	10/07/21	952	1.8%	17.53	
Federal Farm Credit Bks	1,968,380	11/19/21	995	2.5%	24.78	
Federal Home Loan Bks	1,501,155	11/23/21	999	1.9%	18.97	
Federal Home Loan Bks	1,503,675	11/26/21	1,002	1.9%	19.06	
Federal Farm Credit Bks	999,980	02/15/22	1,083	1.3%	13.70	9,656,685
Government Securities	9,656,685					
Eagle Bank CD	250,720	03/08/21	739	0.3%	2.34	
CitiBank NA CD	250,163	04/12/21	774	0.3%	2.45	
Capital One NA CD	245,678	05/24/21	816	0.3%	2.54	
B Bay LLC Promissory Notebal	251,390	07/13/21	866	0.3%	2.75	
Wells Fargo Bank CD	246,230	12/08/21	1,014	0.3%	3.16	1,244,180
Corporate Bonds	1,244,180					
						10,900,865 2- 3 years
Morgan Stanley & Co	2,499,950	09/06/22	1,286	3.2%	40.67	
Federal Farm Credit Bks	1,220,538	09/12/22	1,292	1.5%	19.95	
Federal Home Loan Bks	1,230,063	10/04/22	1,314	1.6%	20.45	
Federal Farm Credit Bks	1,233,813	10/17/22	1,327	1.6%	20.71	
Federal Home LN Corp	1,477,170	11/28/22	1,369	1.9%	25.58	
Wells Fargo Sec LLC	1,233,213	12/05/22	1,376	1.6%	21.47	8,894,745
Government Securities	8,894,745					
Sterling Bank CD	251,773	03/09/22	1,105	0.3%	3.52	
American CD	241,843	04/05/22	1,132	0.3%	3.46	
First Northeast CD	240,566	04/19/22	1,146	0.3%	3.49	
Old Missouri CD	251,693	05/05/22	1,162	0.3%	3.70	
American Express CD	244,028	08/29/22	1,278	0.3%	3.95	
Abacus Federal CD	250,750	10/04/22	1,314	0.3%	4.17	1,480,651
Corporate Bonds	1,480,651					

TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

For Period Ended	Market Value	Availability	No. of	weight	days to maturity	Total by
February 28, 2019		02/28/19	days until		weighted average	maturity
		03/01/19	maturity			
Morgan Stanley & Co	1,499,820	05/30/23	1,552	1.9%	29.45	1,499,820
Government Securities	1,499,820					
Goldman Sachs CD	248,128	02/28/23	1,461	0.3%	4.59	
Sallie Mae Bank Salt Lke	251,785	05/09/23	1,531	0.3%	4.88	
Discover Bank Greenwood Del CD	252,715	07/11/23	1,594	0.3%	5.10	752,628
Corporate Bonds	752,628					
						2,252,448
						4- 5 years
Total Investments	\$ 79,050,438			100.00%	472.68	\$ 79,050,438
	Average Maturity in Days		472.68			
	Average Maturity in Years:		1.295			
LAIF Amortized Cost	\$ 89,456,882,647					
LAIF Fair Value	\$ 89,922,211,645					
Check:	1.005201713					

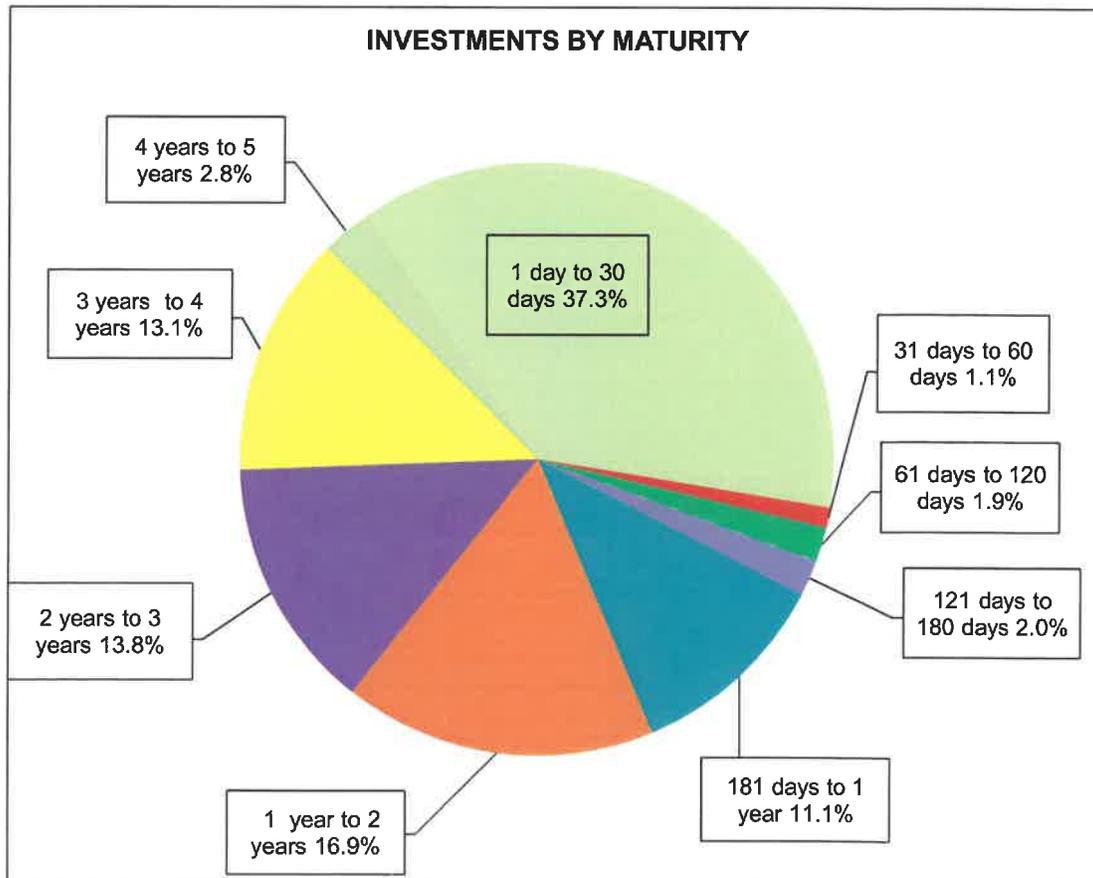
TREASURY REPORT

City of Upland - Successor Agency - Public Financing Authority

**For Period Ended
February 28, 2019**

**Par Values Maturing by Date and Type
Maturities in Thousands of Dollars**

Investment Portfolio	1 day to 30 days	31 days to 60 days	61 days to 120 days	121 days to 180 days	181 days to 1 year	1 year to 2 years	2 years to 3 years	3 years to 4 years	4 years to 5 years
State Local Agency Investment Fund	20,289	-	-	-	-	-	-	-	-
Bank Accounts and Change Funds	8,257	-	-	-	-	-	-	-	-
ABS	-	-	-	-	-	-	-	-	-
Government Securities	-	200	200	398	4,962	9,828	9,657	8,895	1,500
Money Market Fund	624	-	-	-	-	-	-	-	-
Corporate Bonds	250	500	875	959	3,254	3,358	1,244	1,481	753
US Treasury	-	175	404	199	594	197	-	-	-
Total Cash and Investments	29,421	875	1,479	1,556	8,810	13,383	10,901	10,376	2,253
Percentage	37.3%	1.1%	1.9%	2.0%	11.1%	16.9%	13.8%	13.1%	2.8%





STAFF REPORT

ITEM NO. 11.C.

DATE: March 25, 2019
TO: MAYOR AND CITY COUNCIL
FROM: JEANNETTE VAGNOZZI, CITY MANAGER
PREPARED BY: ROSEMARY HOERNING, PUBLIC WORKS DIRECTOR
BOB CRITCHFIELD, ENGINEERING MANAGER
SUBJECT: TEMPORARY CONSTRUCTION EASEMENT, CITY PROPERTY
LOCATED ON THE WEST SIDE OF CAMPUS AVENUE NORTH OF
THE I-10 (APN 1047-221-48)

RECOMMENDED ACTION

It is recommended that the City Council approve a Right of Way Contract with San Bernardino County Transportation Authority for a temporary construction easement on City owned property to facilitate construction of the I-10 Freeway Improvements. It is further recommended that the City Council accept the offer of \$15,900 as just compensation and an additional \$3,180 as an incentive to enter into the agreement timely, for a total amount \$19,080.

GOAL STATEMENT

The proposed action supports the City's goal of receiving just compensation for the use of City owned property and working with San Bernardino County Transportation Authority on the regional transportation improvements.

BACKGROUND

The San Bernardino County Transportation Authority (SBCTA), in cooperation with the California Department of Transportation (Caltrans) is proceeding with the I-10 Freeway Corridor Project to provide two Express Lanes for 10 miles in each direction from the Los Angeles/San Bernardino County Line to the I-10/15 Freeway. The City of Upland has executed cooperative agreements for the interchange improvements at Euclid Avenue and Monte Vista Avenue.

In order to facilitate construction of the I-10 corridor widening improvements, SBCTA needs to acquire certain properties either in fee or temporarily to assist in the construction of these improvements. SBCTA requires a 15 foot strip of land as a Temporary Construction Easement (TCE) over the frontage of City owned property. This TCE will be for a 60 month period from the date funds are deposited into an escrow account. The actual physical construction activities within the TCE will be limited to 6 months.

ISSUES/ANALYSIS

SBCTA has identified a need for a TCE from the City of Upland. The TCE consists of a strip of land 15 feet wide along the Campus Avenue frontage of a City owned property, approximately 1,291 square feet. SBCTA's offer provides just compensation and also the opportunity for an incentive payment for accepting the offer within 60 days from March 7, 2019, the date of the offer to acquire property rights for the I-10 Corridor Contract 1 Project.

This TCE is necessary to facilitate the freeway improvements. No building structure will be impacted by the use of the TCE area. Any improvements, like the driveway, damaged during construction will be restored by the SBCTA contractor. All utilities will be protected from damage or restored as necessary.

FISCAL IMPACTS

SBCTA commissioned a Property Appraisal Report prepared by R.P. Laurain & Associates, Inc. of Long Beach dated January 4, 2019. The appraisal was conducted in accordance with the Uniform Standards of Professional Appraisal Practice. The TCE period is 60 months, the actual physical activity on the TCE area will be limited to 6 months.

The rental rate is based on a review of comparable properties. The Land Value has been appraised at \$31,630. The TCE is the comparable rental value for the 60 month period. This rental value is set at 10 percent of the appraised land value per year or \$264 per month, \$15,840 for a 60 month period (refer to page 3-17 of the appraisal document).

Staff believes the property appraisal provides a reasonable evaluation approach for the determined just compensation amount.

Additionally, SBCTA is providing a 20 percent incentive to the City for executing the documents timely.

ALTERNATIVES

Provide alternative direction to staff.

ATTACHMENTS:

Right of Way Contract

Location Map

Written Offer Letter

TCE Deed

Property Appraisal Report

Summary Statement Relating to Purchase of Real Property

RIGHT OF WAY CONTRACT

CONFIDENTIAL

This document contains personal information, and pursuant to Civil Code section 1798.21, it shall be kept confidential in order to protect against unauthorized disclosure.

District	County	Route	P.M. (KP)	E. A.	Fed. Ref.	Name	APN
8	SB	10	3.979	OC251	STPLN-6053(130)	CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA	1047-221-48

CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA

Grantor

RIGHT-OF-WAY CONTRACT -- STATE HIGHWAY

CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA (hereinafter, "Grantor"), owns the real property located on the West Side of South Campus Avenue - North of I-10 Freeway, Upland, CA 91786 in the County of San Bernardino, Assessor Parcel Number 1047-221-48 (the "Property"). A temporary construction easement in a portion of the Property is needed for construction of the I-10 Corridor Contract 1 Project, a public project that includes mainline widening, auxiliary lane and structure improvements and the reconstruction of or modifications to interchange ramps and local arterials necessary to accommodate the installation of two Express Lanes in each direction from the Los Angeles/San Bernardino County Line to the I-10/15 Interchange (the "Project"). A Temporary Construction Easement Deed (Exhibit "1") to the San Bernardino County Transportation Authority ("SBCTA"), covering the property interest as described and depicted in Exhibits "A" and "B" attached to Exhibit "1" (the "Property Interest") has been executed and delivered to, Janet Parks, Right-of-Way Agent for Overland, Pacific & Cutler, LLC., agent for SBCTA.

In consideration of which, and the other considerations hereinafter set forth, it is mutually agreed as follows:

1. (A) The parties have herein set forth the whole of their agreement ("Agreement"). The performance of this Agreement constitutes the entire consideration and shall relieve SBCTA of all further obligations or claims on this account, or on account of the location, grade or construction of the proposed public improvement.
- (B) SBCTA requires said Property Interest described in Exhibit 1 for the Project, a public use for which SBCTA has the authority to exercise the power of eminent domain. This Right-of-Way Contract is executed under the threat of eminent domain.
- (C) Both Grantor and SBCTA recognize the expense, time, effort, and risk to both parties in determining the compensation for the Property Interest by eminent domain litigation. The compensation set forth herein for the Property Interest is in compromise and settlement, in lieu of such litigation.
- (D) It is agreed that SBCTA may open an escrow in accordance with this Agreement at an escrow company of SBCTA's choice ("Escrow Agent"), Escrow No. to be determined or may open an internal escrow. If SBCTA elects to open an escrow, this Agreement constitutes the joint escrow instructions of SBCTA and Grantor, and Escrow Agent to whom these instructions are delivered is hereby empowered to act under this Agreement. The parties hereto agree to perform all acts reasonably necessary to close this escrow within sixty (60) days following the opening of escrow.
2. (A) SBCTA shall pay the undersigned Grantor the sum of NINETEEN THOUSAND EIGHTY DOLLARS and NO CENTS (\$19,080.00) for the Property Interest conveyed by Exhibit 1 when title to said Property Interest vests in SBCTA.

RIGHT OF WAY CONTRACT**CONFIDENTIAL**

This document contains personal information, and pursuant to Civil Code section 1798.21, it shall be kept confidential in order to protect against unauthorized disclosure.

- (B) It is agreed by and between the parties hereto that the amount in Clause 2(A) above includes the sum of THREE THOUSAND ONE HUNDRED EIGHTY DOLLARS and NO CENTS (\$3,180.00) as an incentive to the Grantor for the timely signing of this Agreement.
- (C) Should SBCTA elect to open an external escrow, SBCTA shall pay all escrow and recording fees incurred in this transaction, and if title insurance is desired by SBCTA, the premium charged therefore. Due to SBCTA's status as a public agency, no recording fees will be payable (pursuant to Government Code Section 27383) and no documentary tax will be payable (pursuant to Revenue & Taxation Code Section 11922). This transaction may be handled through an external escrow with Commonwealth Land Title Company or another selected escrow company, Escrow No. to be determined, or may be handled by an internal escrow.
- (D) SBCTA shall have the authority to deduct and pay from the amount shown on Clause 2(A) above, any amount necessary to satisfy any bond demands and delinquent taxes due in any year except the year in which this escrow closes, together with penalties and interest thereon, and/or delinquent and unpaid non-delinquent assessments which have become a lien at the close of escrow.
3. FULL AND COMPLETE SETTLEMENT. Grantor hereby acknowledges that it is the sole and lawful owner of the Property and the compensation paid to Grantor through this Agreement constitutes the full and complete settlement of any and all claims against SBCTA, the City of Montclair, the City of Ontario and the State of California, Department of Transportation (hereinafter "Releasees") by reason of the Project and/or acquisition of the Property Interest, including, but not limited to, any and all rights or claims that Grantor had, currently has, or may in the future have under Article 1, Section 19 of the California Constitution, the Eminent Domain Law, or any other law or regulation, except as provided herein. Grantor, on behalf of itself and its successors and assigns, further knowingly and voluntarily waives and expressly releases and discharges Releasees and any and all of Releasees' employees, agents, officers, servants, representatives, contractors, attorneys, partner agencies and assigns, from liability in regard to any claims for the following: pre-condemnation damages, inverse condemnation, lost business goodwill, lost profits, lost rents, severance damages, mitigation damages, curative costs, landscaping, compensation for the construction and use of the Project in the manner proposed, damage to or loss of improvements pertaining to the realty, machinery, fixtures, inventory, equipment and/or personal property, interest, any right to repurchase, leaseback, or receive any financial gain from, the sale of any portion of the Property Interest, any right to challenge the adoption of a resolution of necessity, any right to receive any notices pursuant to Code of Civil Procedure section 1245.235, any right to enforce any obligation pursuant to the Eminent Domain Law, any other rights conferred upon Grantor pursuant to the Eminent Domain Law, and claims for litigation expenses, attorney's fees, statutory interest and/or costs. Grantor further consents to the dismissal of any Eminent Domain proceeding that is filed pertaining to the Property Interest and further waives all attorney's fees, costs, claims to money on deposit, disbursements and expenses in connection with the dismissal of said proceeding.
4. The parties intend that this Agreement will result in a full, complete and final resolution and settlement of any and all claims, causes of action or disputes which exist, or may exist, between them as to the acquisition, possession and/or use of the Property Interest, except as expressly provided herein. It is therefore understood that the waiver, under this Agreement, of any rights, damages, compensation or benefits to which Grantor is, or may be, entitled is intended to be full and complete. Accordingly, except as provided herein:
- (A) Pursuant to the releases set forth in this Agreement, Grantor specifically waives the provision of section 1542 of the Civil Code of the State of California which provides:
- "A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party."
- (B) Grantor represents and warrants that it understands the effect of this waiver of section 1542 and has had the opportunity to discuss the effect of this waiver with counsel of its choice.

RIGHT OF WAY CONTRACT**CONFIDENTIAL**

This document contains personal information, and pursuant to Civil Code section 1798.21, it shall be kept confidential in order to protect against unauthorized disclosure.

5. Any monies payable under this Agreement up to and including the total amount of unpaid principal and interest on note(s) secured by mortgage(s) or deed(s) of trust, if any, and all other amounts due and payable in accordance with the terms and conditions of said deed(s) of trust or mortgage(s), shall upon demand(s) be made payable to the mortgagee(s) or beneficiary(ies) entitled thereunder; said mortgagee(s) or beneficiary(ies) are to furnish Grantor with good and sufficient receipt showing said monies credited against the indebtedness secured by said mortgage(s) or deed(s) of trust.
6. Grantor represents and warrants that it is the fee simple owner of the Property and that it has the right to convey the Property Interest. Grantor will defend and indemnify SBCTA, its successors and/or assigns if it turns out that a claim is made or legal action is filed against SBCTA, its successors and/or assigns by someone claiming a legal interest in or right to the Property, or any portion thereof. Grantor represents and warrants that it will defend and indemnify SBCTA, its successors and/or assigns in the amount of any due and unpaid real property taxes, assessments, liens and any penalties and delinquencies on the Property. Grantor represents and warrants that it has made no assignment of any interest in the Property.
7. Grantor represents and warrants that there are no oral or written leases on all or any portion of the Property exceeding a period of one month. Grantor agrees to hold SBCTA harmless and reimburse SBCTA for any and all of its losses and expenses occasioned by reason of any lease of said Property held by any tenant of Grantor for a period exceeding one month. Grantor acknowledges that a general release or quitclaim deed will be required from any lessee regarding the disclaimer of the tenants' interests in the amount payable under Clause 2(A) above. Said general releases or quitclaim deeds are to be provided by Grantor, prior to the close of escrow. The provisions of this paragraph shall apply to current leases on the Property as well as future leases, if any, that are entered into after the execution of this Agreement.
8. It is understood and agreed by and between the parties hereto that included in the amount payable under Clause 2(A) above is payment in full to compensate Grantor for the purchase of the following improvements, including but not limited to: None.
9. It is understood and agreed by and between the parties hereto that the following improvements within the Property Interest will be protected in place: existing utilities including sewer manhole cover. It is further understood and agreed to by and between the parties hereto that the following improvements within the Property Interest will be relocated: None. It is further understood and agreed to by and between the parties hereto that the Project Contractor will replace the existing driveway.
10. SBCTA shall not take actual/physical possession of the Property Interest until thirty (30) day advance notice by SBCTA or SBCTA's contractor is given to Grantor of SBCTA's taking actual/physical possession of the Property Interest. Prior to SBCTA's actual/physical possession of the Property Interest, Grantor agrees to hold harmless, defend and indemnify SBCTA its officers, directors, employees and agents against any and all claims including property damage or injuries resulting from the use of the area within the Property Interest by Grantor and/or Grantor's guests, invitees, or any other person. SBCTA shall not be deemed to have control of the Property Interest nor duty to maintain the Property Interest in a safe condition prior to the time SBCTA or SBCTA's contractor take actual/physical possession of the Property Interest.

Grantor agrees to name SBCTA as an additional insured under its current insurance policy. Grantor further agrees to notify SBCTA in writing within thirty (30) days of any potential claim relating to the area within the Property Interest prior to SBCTA taking actual/physical possession of the Property Interest.

11. It is agreed and confirmed by the parties hereto that notwithstanding other provisions in this contract, the right of possession and use of the Property Interest by SBCTA, including the right to remove and dispose of improvements, shall commence on the date the amount of funds as specified in Clause 2(A) above are deposited into the escrow controlling this transaction. The amount shown in Clause 2(A) above includes, but is not limited to, full payment for such possession and use, including damages, if any, from said date.

RIGHT OF WAY CONTRACT**CONFIDENTIAL**

This document contains personal information, and pursuant to Civil Code section 1798.21, it shall be kept confidential in order to protect against unauthorized disclosure.

12. It is understood and agreed by and between the parties hereto that payment as provided in Clause 2(A) includes, but is not limited to, payment for any and all past, present, and/or future damages which have accrued or may accrue to Grantor's remaining property by reason of its severance from the property conveyed herein and the construction and use of the proposed Project, including, but not limited to, any expense which Grantor may incur in restoring the utility of the remaining property. This release is not intended to extend to unanticipated physical damage caused by construction.
13. It is agreed between the parties hereto that SBCTA is not assuming responsibility for payment or subsequent cancellation of unpaid assessments on the Property Interest acquired under this transaction. Said assessments include but are not limited to any assessments listed in the title report (Commonwealth Land Title Company order number 09205127). Grantor acknowledges that it has received and reviewed the Preliminary Title Report. The assessments remain the obligation of Grantor. Payment for the Property Interest acquired under this transaction is made upon the basis that the Grantor retains its obligation to the levying body respecting said assessments. The Property Interest acquired under this transaction is to be free and clear of any liens, bonds and/or assessments at the close of escrow.
14. The Temporary Construction Easement shall be non-exclusive. The Temporary Construction Easement shall be for a period of sixty (60) months ("TCE Term"). The TCE Term shall commence upon the date the amount of funds specified in Clause 2(A) above are deposited into the escrow controlling this transaction. The actual/physical construction activities within the TCE area shall be limited to a period of six (6) months (the "Construction Period"). SBCTA or SBCTA's contractor shall provide thirty (30)-days written notice as to when the Construction Period will commence. Grantor agrees to keep the TCE area free and clear of all materials, shrubbery, crops, improvements, personal property, and debris during the TCE Term. Grantor agrees that any materials, shrubbery, crops, improvements, personal property and debris within the TCE area that remains after commencement of work within the TCE area may be removed by SBCTA and/or its contractor. Grantor further agrees that the cost of removal of any materials, shrubbery, crops, improvements, personal property, or debris that are installed during the TCE Term shall be the sole responsibility of Grantor.
15. Any notice either party may or is required to give the other shall be in writing, and shall be either personally delivered or sent by registered or certified mail, return receipt requested. If by mail, service shall be deemed to have been received by such party at the time the notice is delivered to the following addresses:

To Grantor:

City of Upland
 c/o Liz Chavez
 460 North Euclid Avenue
 Upland, CA 91786

To SBCTA:

1170 W. 3rd Street, 2nd Floor
 San Bernardino, CA 92410-1715
 Attn: Paula Beauchamp
 Director of Project Delivery

With a copy to:

Woodruff, Spradlin & Smart
 555 Anton Boulevard, Suite 1200
 Costa Mesa, CA 92626
 Attn: Craig Farrington/Alyson Suh

16. It is understood and agreed by and between the parties hereto that this Agreement inures to the benefit of, and is binding on, the parties, their respective heirs, personal representatives, subsequent purchasers, successors, and/or assignees. SBCTA may freely assign any or all of its interests or rights under this Agreement.

RIGHT OF WAY CONTRACT**CONFIDENTIAL**

This document contains personal information, and pursuant to Civil Code section 1798.21, it shall be kept confidential in order to protect against unauthorized disclosure.

17. Grantor represents and warrants that during the period of Grantor's ownership of the Property, there have been no disposals, releases or threatened releases of hazardous substances or hazardous wastes on, from, or under the Property. Grantor further represents and warrants that Grantor has no knowledge of any disposal, release, or threatened release of hazardous substances or hazardous wastes on, from, or under the Property which may have occurred prior to Grantor taking title to the Property.

The acquisition price of the Property Interest being acquired in this transaction reflects the full and complete settlement of the Property Interest without the presence of contamination. If the Property Interest being acquired is found to be contaminated by the presence of hazardous waste which requires mitigation under Federal or State law, SBCTA may elect to recover its clean-up costs from those who caused or contributed to the contamination including, but not limited to, Grantor.

18. It is understood and agreed that the fully executed Temporary Construction Easement Deed may be recorded in the Recorder's Office for the County of San Bernardino.
19. SBCTA reserves the right to cancel escrow and terminate this Agreement if at any time SBCTA determines that the Property Interest is no longer needed for the Project.
20. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter of this Agreement and may not be modified except by an instrument in writing signed by the party to be bound thereby.
21. If any term or provision of this Agreement shall be held to be invalid or unenforceable, the remainder of the Agreement shall remain in full force and effect.
22. Each individual executing this Agreement on behalf of an entity represents and warrants that he or she has been authorized to do so by the entity on whose behalf he or she executes this Agreement and that said entity will thereby be obligated to perform the terms of this Agreement.
23. This Agreement may be executed in counterparts, including by facsimile and/or e-mail, each of which so executed shall, irrespective of the date of its execution and delivery, be deemed an original, and all such counterparts together shall constitute one and the same instrument.
24. Nothing in this Agreement is intended to modify or alter Cooperative Agreement No. 17-1001571 (the "Cooperative Agreement") previously executed between Grantor and SBCTA, nor is this Agreement intended to modify or alter any subsequent amendment to the Cooperative Agreement.

*REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
SIGNATURE PAGE FOLLOWS*

RIGHT OF WAY CONTRACT

CONFIDENTIAL

This document contains personal information, and pursuant to Civil Code section 1798.21, it shall be kept confidential in order to protect against unauthorized disclosure.

In Witness Whereof, the Parties vested have executed this Agreement the day and year set forth below.

CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA

By: _____

Name: _____

Its: _____

Date: _____

By: _____

Name: _____

Its: _____

Date: _____

SAN BERNARDINO COUNTY TRANSPORTATION AUTHORITY (SBCTA)

APPROVED AS TO FORM:

By: _____

Raymond W. Wolfe, PhD
Executive Director

By: _____

Craig Farrington/Alyson Suh
Attorneys for San Bernardino County
Transportation Authority

Date: _____

**RECORDING REQUESTED BY
AND**

WHEN RECORDED MAIL TO:

San Bernardino County Transportation
Authority (SBCTA)
1170 West Third Street, 2nd Floor
San Bernardino, CA, 92410-1715
APN: 1047-221-48

I-10 Corridor Contract 1 Project

FREE RECORDING:

This instrument is for the benefit of SBCTA
and is entitled to be recorded without fee or
tax. (Govt. Code 6103 and Rev. & Tax Code
11922)

Space above this line for Recorder's Use

**TEMPORARY
CONSTRUCTION
EASEMENT DEED**

District	County	Route	Postmile	Assessor Parcel Number
08	SBd	10	3.979	1047-221-48

FOR VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA as the owner of certain real property, hereinafter called GRANTOR, hereby grants to the San Bernardino County Transportation Authority, its employees, agents, representatives, contractors, successors and assigns (collectively "SBCTA"), a non-exclusive temporary easement for construction purposes in, on, upon, over, under and across that real property in the City of Upland, County of San Bernardino, State of California, described and depicted as follows:

SEE EXHIBITS "A" and "B" ATTACHED HERETO AND MADE A PART HEREOF.

The term of the easement described herein will commence on the date of the deposit of funds into escrow and expire sixty (60) months thereafter. The actual physical construction activities within the temporary construction easement area shall be limited to a period of six (6) consecutive months within the sixty (60) month period (the "Construction Period").

CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA

By: _____

Name: _____

Its: _____

Date: _____

By: _____

Name: _____

Its: _____

Date: _____

CERTIFICATE OF ACCEPTANCE

This is to certify that the interest in the TEMPORARY CONSTRUCTION EASEMENT DEED conveyed by the within instrument to the San Bernardino County Transportation Authority is hereby accepted by the undersigned officer/agent on behalf of the Board of Directors.

SAN BERNARDINO COUNTY
TRANSPORTATION AUTHORITY

By: _____

Paula Beauchamp
Director of Project Delivery

Date: _____

ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)

COUNTY OF _____)

On _____ before me, _____, Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under penalty of perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

(Seal)

EXHIBIT 'A'
LEGAL DESCRIPTION

Parcel No. 104722148-1

Temporary Construction Easement

APN 1047-221-48

The easterly 15.00 feet of that portion of Lot 687 of the Map of Ontario, in the City of Upland, County of San Bernardino, State of California, as shown on the map recorded in Book 11, Page 6, of Maps in the office of County Recorder of said County as described in the Deed recorded on January 16, 1929 in Book 459, Page 140 of Official Records in the office of the County Recorder of said County.

Excepting therefrom, that portion lying southerly of the northerly line of the land described in Grant Deed recorded June 15, 1951 in Book 2780, Page 164 of Official Records in the office of the County Recorder of said County.

Containing 1,291 square feet.

See Exhibit 'B' attached hereto and made a part hereof.

The distances described herein are grid distances and are based on California Coordinate System of 1983, Zone 5, 2007.00 epoch. Ground distances may be obtained by dividing grid distances by the combination factor of 0.999948643.

Prepared under the direction of



Peter J. Fitzpatrick, PLS 6777

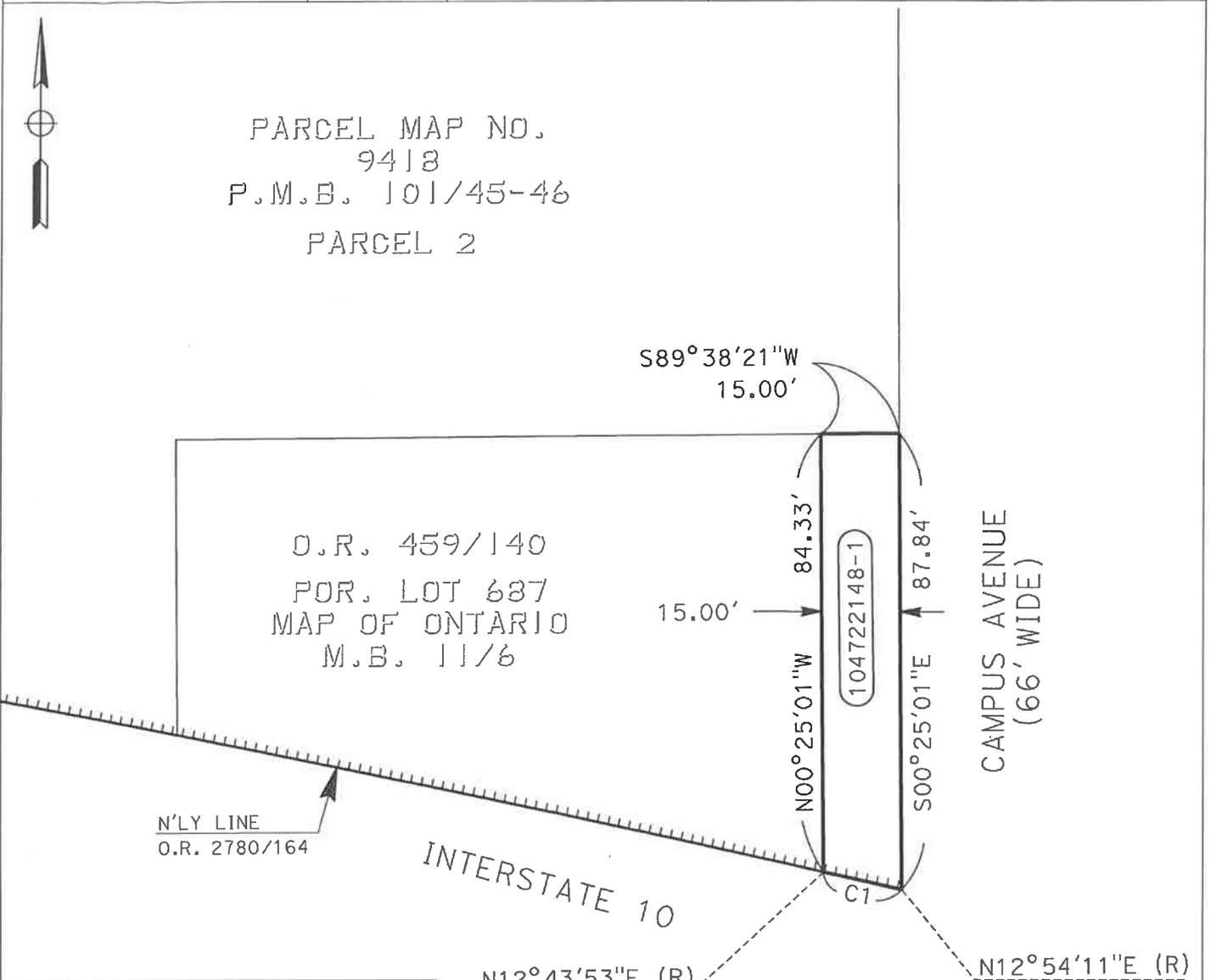


Date



EXHIBIT B

PARCEL#	TITLE	AREA	APN
104722148-1	TCE	1291 SF	1047-221-48



LEGEND
(RAD) Indicates Radial Bearing
POB Point of Beginning
TPOB True Point of Beginning
104722148-1 Parcel Number
Old Right of Way(Superseded)
Exist Right of Way
Proposed Right of Way
Access Prohibited

CURVE TABLE			
	DELTA	RADIUS	LENGTH
C1	00°10'18"	5142.00'	15.41'

NOTES

The distances shown herein are grid distances. Ground distances may be obtained by dividing grid distances by the combination factor of 0.999948643.

104722148-1
TEMPORARY CONSTRUCTION EASEMENT

FEET 0 15 30 60 90

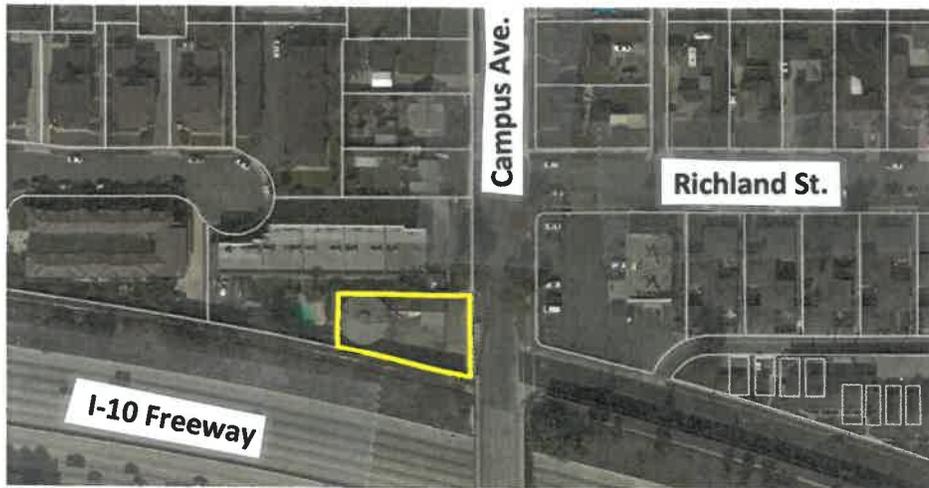
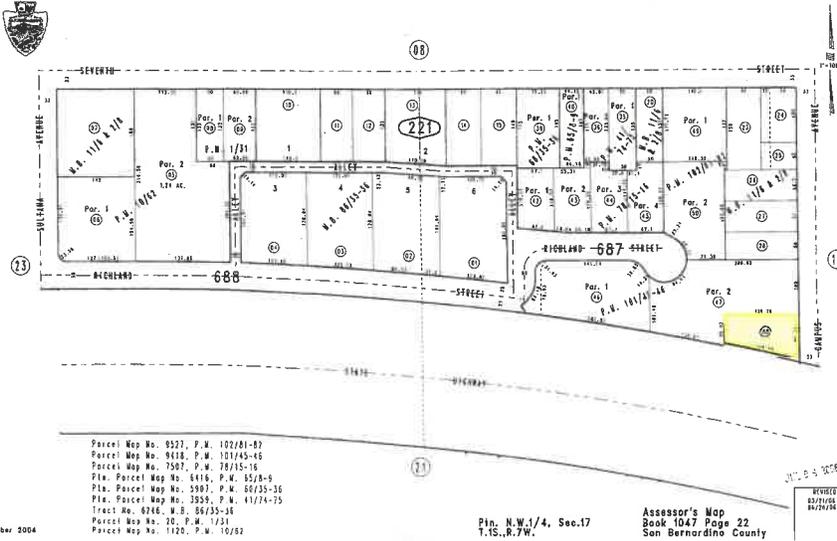
DATE: 07-17-18		REV.:	EA:	FA#:	
DISTRICT	COUNTY	ROUTE	SHEET PM	SHEET NO.	TOTAL SHEETS
8	S.B.	10	3.979	1	1

APN: 1047-221-48

THIS MAP IS FOR THE PURPOSE
OF AD VALOREM TAXATION ONLY.

Pin. Ontario Colony Lands
M.B. 11/6-2/8

City of Upland 1047-22
Tax Rate Area
8061



LOCATION MAP



SBCTA DB No. 17-1001599
 SBCTA TSP No. 17-1001617
 Caltrans Project No. EA 08-0C2514
 Caltrans ID No. 08-16000076
 FHWA No. 6053 (130) & 6208 (032)

March 7, 2019

City of Upland
 c/o Liz Chavez
 460 North Euclid Avenue
 Upland, CA 91786

**Re: Offer to Acquire Property Rights
 I-10 Corridor Contract 1 Project
 West Side of South Campus Avenue - North of I-10 Freeway, Upland, CA 91786
 Assessor Parcel No. 1047-221-48**

Dear Ms. Chavez:

The San Bernardino County Transportation Authority (hereinafter referred to as "SBCTA"), in cooperation with the California Department of Transportation ("Caltrans") is proceeding with the I-10 Corridor Contract 1 Project (the "Project"). The Project includes mainline widening, auxiliary lane and structure improvements, and in cooperation with the cities of Montclair, Upland and Ontario, SBCTA will reconstruct and/or modify interchange ramps and local arterials necessary to accommodate the installation of two Express Lanes for 10 miles in each direction from the Los Angeles/San Bernardino County Line to the I-10/15 Interchange.

SBCTA has determined that the Project will require the acquisition of a certain property interest in the property located on the West Side of South Campus Avenue - North of I-10 Freeway, Upland, CA 91786 and identified by the San Bernardino County Assessor as Assessor Parcel Number 1047-221-48 (the "Property"). A review of public records indicates that you are the owner of record of the Property.

SBCTA is interested in negotiating the purchase of a 1,291 square foot temporary construction easement in your Property for a term of sixty (60) months (the "Property Interest"). The Property Interest is described and depicted in the enclosed legal description and plat map. SBCTA hereby offers you the amount of **\$15,900.00** for the Property Interest.

SBCTA has approved an Incentive Payment Program for the Project that is being offered to all property owners. This Incentive Payment Program provides that should you accept and enter into a Right of Way Contract with SBCTA within sixty (60) days of receipt of this offer for the Property Interest in the amount offered as just compensation herein, SBCTA will pay an additional 20% of the amount of just compensation as an incentive for the timely signing of a contract. Therefore, SBCTA would like to offer **\$3,180.00** as an incentive to enter into a timely agreement, in addition to the just compensation of **\$15,900.00**, for a total amount of **\$19,080.00**. While the incentive payment of an additional \$3,180.00 expires sixty (60) days from receipt of this offer, the just compensation offer amount of \$15,900.00 will remain after the sixty (60) days has expired.

SBCTA has retained Overland, Pacific & Cutler, LLC ("OPC") to contact the property owners in order to acquire the necessary rights for the Project and has specifically authorized OPC to make this offer to you.

It is SBCTA's policy to acquire privately owned property only when it is essential to do so, and through voluntary purchase if possible. While SBCTA has the power of eminent domain, condemnation has not been authorized with respect to the Property Interest. However, in order to keep you fully informed, enclosed is a pamphlet on the eminent domain process and your rights.

Federal and California law require that before making an offer to acquire real property or an interest in real property, SBCTA must obtain an appraisal to determine the fair market value of the property interests to be acquired for the Project, establish an amount which it believes to be just compensation for the property

interests to be acquired, and make an offer to the owner or owners of record to acquire the property interests in the full amount of the just compensation so established.

SBCTA has determined that the amount of just compensation for the Property Interest is the sum of **\$15,900.00**. SBCTA's offer is the full amount that SBCTA has determined to be the fair market value of the Property Interest. The basis for that determination is explained in the enclosed appraisal report prepared by John P. Laurain, MAI, ASA, R. P. Laurain & Associates, Inc., a qualified real estate appraiser, dated January 4, 2019.

It is SBCTA's hope that this price is agreeable to you and that the acquisition can begin immediately. This offer is, however, conditioned upon SBCTA's ratification of the offer by execution of a contract of acquisition in a form and substance approved by Board of Directors of SBCTA. This offer is also based on the assumption that the Property Interest is free of contamination and requires no remediation. If contamination is found, this offer will be subject to amendment.

You have the right to obtain your own independent appraisal. Pursuant to California Code of Civil Procedure section 1263.025, you are entitled to be reimbursed for the reasonable cost, up to five thousand dollars (\$5,000), for an independent appraisal you obtain. In order to receive any reimbursement, the appraiser you choose must be licensed with the California Bureau of Real Estate Appraisers (formerly the California Office of Real Estate Appraisers) and you must submit your reimbursement request in writing to OPC. With your reimbursement request, you must submit (1) copies of the contract (if a contract was made), (2) the appraisal report, and (3) the invoice for the completed work by the appraiser. Your request must be submitted to OPC within ninety (90) days of the earlier of the following dates: (1) the date the selected appraiser requests payment from you for the appraisal; or, (2) the date upon which you, or someone on your behalf, remitted full payment to the selected appraiser for the appraisal.

If you wish to accept this offer, please sign the enclosed Right of Way Contract, sign and notarize the enclosed deed and call Janet Parks of OPC at (951) 801-6831 so that delivery of the signed contract and signed and notarized deed can be arranged. If you have any questions or wish to discuss this matter further, please feel free to call Janet Parks at the number noted above.

Sincerely,
OPC



Victoria Cook, Program Manager
On behalf of SBCTA

Enclosures:

Right of Way Contract
Legal Description and Plat Map
Appraisal Report
Acquisition Brochure
Title VI Package

Cc:

**RECORDING REQUESTED BY
AND
WHEN RECORDED MAIL TO:**
 San Bernardino County Transportation
 Authority (SBCTA)
 1170 West Third Street, 2nd Floor
 San Bernardino, CA, 92410-1715
 APN: 1047-221-48

I-10 Corridor Contract 1 Project
 FREE RECORDING:
 This instrument is for the benefit of SBCTA
 and is entitled to be recorded without fee or
 tax. (Govt. Code 6103 and Rev. & Tax Code
 11922)

Space above this line for Recorder's Use

**TEMPORARY
CONSTRUCTION
EASEMENT DEED**

District	County	Route	Postmile	Assessor Parcel Number
08	SBd	10	3.979	1047-221-48

FOR VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA as the owner of certain real property, hereinafter called GRANTOR, hereby grants to the San Bernardino County Transportation Authority, its employees, agents, representatives, contractors, successors and assigns (collectively "SBCTA"), a non-exclusive temporary easement for construction purposes in, on, upon, over, under and across that real property in the City of Upland, County of San Bernardino, State of California, described and depicted as follows:

SEE EXHIBITS "A" and "B" ATTACHED HERETO AND MADE A PART HEREOF.

The term of the easement described herein will commence on the date of the deposit of funds into escrow and expire sixty (60) months thereafter. The actual physical construction activities within the temporary construction easement area shall be limited to a period of six (6) consecutive months within the sixty (60) month period (the "Construction Period").

CITY OF UPLAND, A MUNICIPAL CORPORATION OF CALIFORNIA

By: _____

Name: _____

Its: _____

Date: _____

By: _____

Name: _____

Its: _____

Date: _____

CERTIFICATE OF ACCEPTANCE

This is to certify that the interest in the TEMPORARY CONSTRUCTION EASEMENT DEED conveyed by the within instrument to the San Bernardino County Transportation Authority is hereby accepted by the undersigned officer/agent on behalf of the Board of Directors.

SAN BERNARDINO COUNTY
TRANSPORTATION AUTHORITY

By: _____
Paula Beauchamp
Director of Project Delivery

Date: _____

ACKNOWLEDGEMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)

COUNTY OF _____)

On _____ before me, _____, Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under penalty of perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

(Seal)

EXHIBIT 'A'
LEGAL DESCRIPTION

Parcel No. 104722148-1

Temporary Construction Easement

APN 1047-221-48

The easterly 15.00 feet of that portion of Lot 687 of the Map of Ontario, in the City of Upland, County of San Bernardino, State of California, as shown on the map recorded in Book 11, Page 6, of Maps in the office of County Recorder of said County as described in the Deed recorded on January 16, 1929 in Book 459, Page 140 of Official Records in the office of the County Recorder of said County.

Excepting therefrom, that portion lying southerly of the northerly line of the land described in Grant Deed recorded June 15, 1951 in Book 2780, Page 164 of Official Records in the office of the County Recorder of said County.

Containing 1,291 square feet.

See Exhibit 'B' attached hereto and made a part hereof.

The distances described herein are grid distances and are based on California Coordinate System of 1983, Zone 5, 2007.00 epoch. Ground distances may be obtained by dividing grid distances by the combination factor of 0.999948643.

Prepared under the direction of



Peter J. Fitzpatrick, PLS 6777

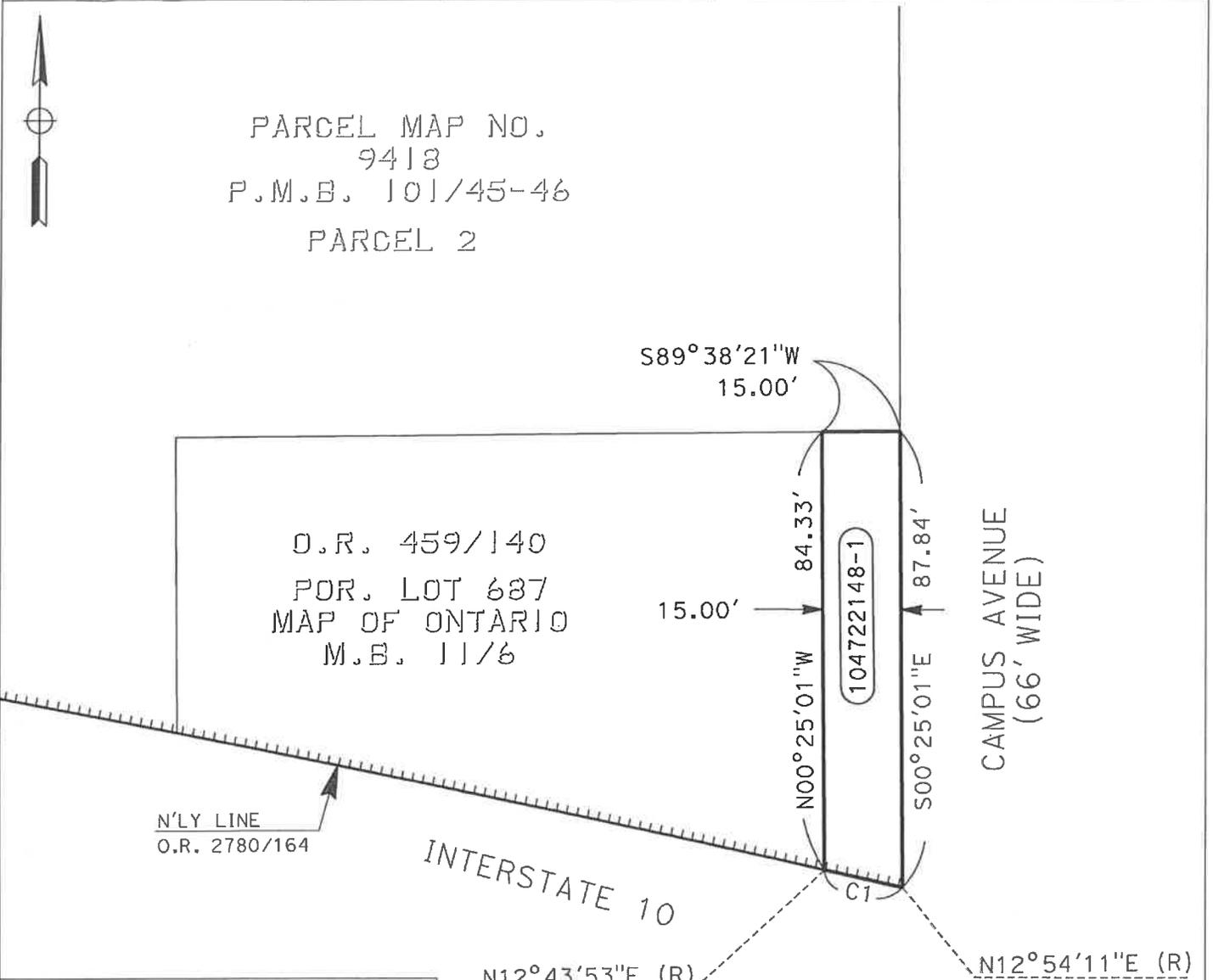


Date



EXHIBIT B

PARCEL#	TITLE	AREA	APN
104722148-1	TCE	1291 SF	1047-221-48



LEGEND
(RAD) Indicates Radial Bearing
POB Point of Beginning
TPOB True Point of Beginning
 Parcel Number
Old Right of Way(Superseded)
Exist Right of Way
Proposed Right of Way
Access Prohibited

CURVE TABLE			
	DELTA	RADIUS	LENGTH
C1	00°10'18"	5142.00'	15.41'

NOTES

The distances shown herein are grid distances. Ground distances may be obtained by dividing grid distances by the combination factor of 0.999948643.

104722148-1
TEMPORARY CONSTRUCTION EASEMENT

FEET 0 15 30 60 90

DATE: 07-17-18		REV.:	EA:	FA#:	
DISTRICT	COUNTY	ROUTE	SHEET PM	SHEET NO.	TOTAL SHEETS
8	S.B.	10	3.979	1	1

APPRAISAL REPORT

I-10 CORRIDOR PROJECT
TEMPORARY CONSTRUCTION EASEMENT
CITY OF UPLAND OWNERSHIP
461± SOUTH CAMPUS AVENUE
UPLAND, CALIFORNIA
APN 1047-221-48

Effective Date
of
Market Value Study
December 28, 2018

Prepared for
SAN BERNARDINO COUNTY TRANSPORTATION AUTHORITY
c/o Overland, Pacific & Cutler, LLC
2280 Market Street, Suite 200
Riverside, California 92501

Prepared by
R. P. LAURAIN & ASSOCIATES, INC.
3353 Linden Avenue, Suite 200
Long Beach, California 90807

Date of Report
January 4, 2019

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

R . P . L A U R A I N
& A S S O C I A T E S

INCORPORATED



3353 LINDEN AVENUE, SUITE 200
LONG BEACH, CA 90807-4503
TELEPHONE (562) 426-0477
FACSIMILE (562) 988-2927

January 4, 2019

San Bernardino County Transportation Authority
c/o Overland, Pacific & Cutler, LLC
2280 Market Street, Suite 200
Riverside, California 92501

Attention: Victoria Cook
Program Manager

Subject: I-10 Corridor Project
Temporary Construction Easement
City of Upland Ownership
461± South Campus Avenue
Upland, California
APN: 1047-221-48

In accordance with your request and authorization, I have conducted a fair market value (just compensation) study of the above-referenced property, as impacted by a temporary construction easement. This report has been prepared in accordance with the Uniform Standards of Professional Appraisal Practice, as a complete appraisal report. The date of value employed for this appraisal study is December 28, 2018.

The subject larger parcel has a trapezoidal land configuration and an inside location on a secondary street. The site is zoned RM-20 (low density multiple family residential) and contains 10,073 square feet of land area. The subject larger parcel is improved with a water storage tank and maintenance/pump building as part of a public water district use.

The purpose of this appraisal study is to estimate the just compensation for the acquisition of a temporary construction easement (TCE) containing 1,291 square feet and having a term of 5 years.

Overland, Pacific & Cutler, LLC
Attention: Victoria Cook
Program Manager

January 4, 2019

Page 2

Note that there are no improvements within the TCE which will be lost. The existing driveway will be replaced by the project contractor. The subject water district use will not be impacted by the proposed TCE.

Permanent severance damages and benefits will not accrue to the remainder by virtue of the TCE or construction of the public project in the manner proposed.

The fair market value (just compensation) considered applicable in the subject case, as of December 28, 2018, is summarized as follows:

Summary of Just Compensation:

Temporary Construction Easement:	\$ 15,840
Site improvements lost:	0
Severance damages:	0
Benefits:	0
Just Compensation:	<u>\$ 15,840</u>
Adjusted:	\$ 15,900

Extraordinary Assumptions:

The Extraordinary Assumptions utilized in the appraisal are as follows:

1. That, contrary to USPAP, the effect on value, if any, of the proposed public I-10 project, has not been considered in the "before" condition, in accordance with the definition of Fair Market Value.
2. That the project contractor will not protect in place any improvements within the part(s) taken, with the exception of driveways, if any, unless noted otherwise. In the subject case, it is noted there is a sewer manhole cover in the TCE and it is assumed the project contractor will protect in place existing utilities.
3. The TCE duration is reported to be 60 months and is non-exclusive during the entire term, including during construction; physical construction activities within the TCE area shall be limited to a period of 6 consecutive months. Compensation, however, is based on the entire five-year term of the TCE.

Overland, Pacific & Cutler, LLC
Attention: Victoria Cook
Program Manager

January 4, 2019

Page 3

4. It is assumed that the characteristics and condition of the subject property are unchanged between the date of the inspection and the date of value utilized herein.

Hypothetical Condition:

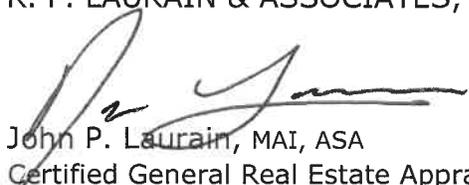
In the subject case, a hypothetical condition has also been employed which assumes, contrary to fact, that the proposed project has been completed as of the effective date of value, in the valuation of subject larger parcel in the after condition.

The foregoing values are subject to (1) the assumptions and limiting conditions set forth in the Preface Section, and (2) the valuation analysis contained in the Valuation Analysis Section. No portion of this appraisal report shall be amended or deleted.

This appraisal complies with the reporting requirements set forth in the Uniform Standards of Professional Appraisal Practice, under Standard Rule 2-2(a), for a complete Appraisal Report. If you have any questions regarding the report, please contact the undersigned at your convenience.

Very truly yours,

R. P. LAURAIN & ASSOCIATES, INC.



John P. Laurain, MAI, ASA
Certified General Real Estate Appraiser
California Certification No. AG 025754

JPL:cl

TABLE OF CONTENTS

Title Page
Letter of Transmittal
Table of Contents

PREFACE

Location Map
Date of Value
Purpose of the Appraisal
Client
Intended User of Appraisal
Intended Use of Appraisal
Project Description
Property Rights Appraised
USPAP Certification
Scope of the Appraisal
Assumptions and Limiting Conditions
Extraordinary Assumptions
Hypothetical Condition
Terms and Definitions

SUBJECT PROPERTY DESCRIPTION

Apparent Vestee
Property Address
Legal Description
Plat Map
Aerial Photograph
Site Description
Improvements
Assessment Data
Ownership History
Owner Notification
Neighborhood Environment

TABLE OF CONTENTS (Continued)

VALUATION ANALYSIS

Highest and Best Use Analysis
Valuation Methods
Sales Comparison Approach
Marketing Exposure
Just Compensation

MARKET DATA

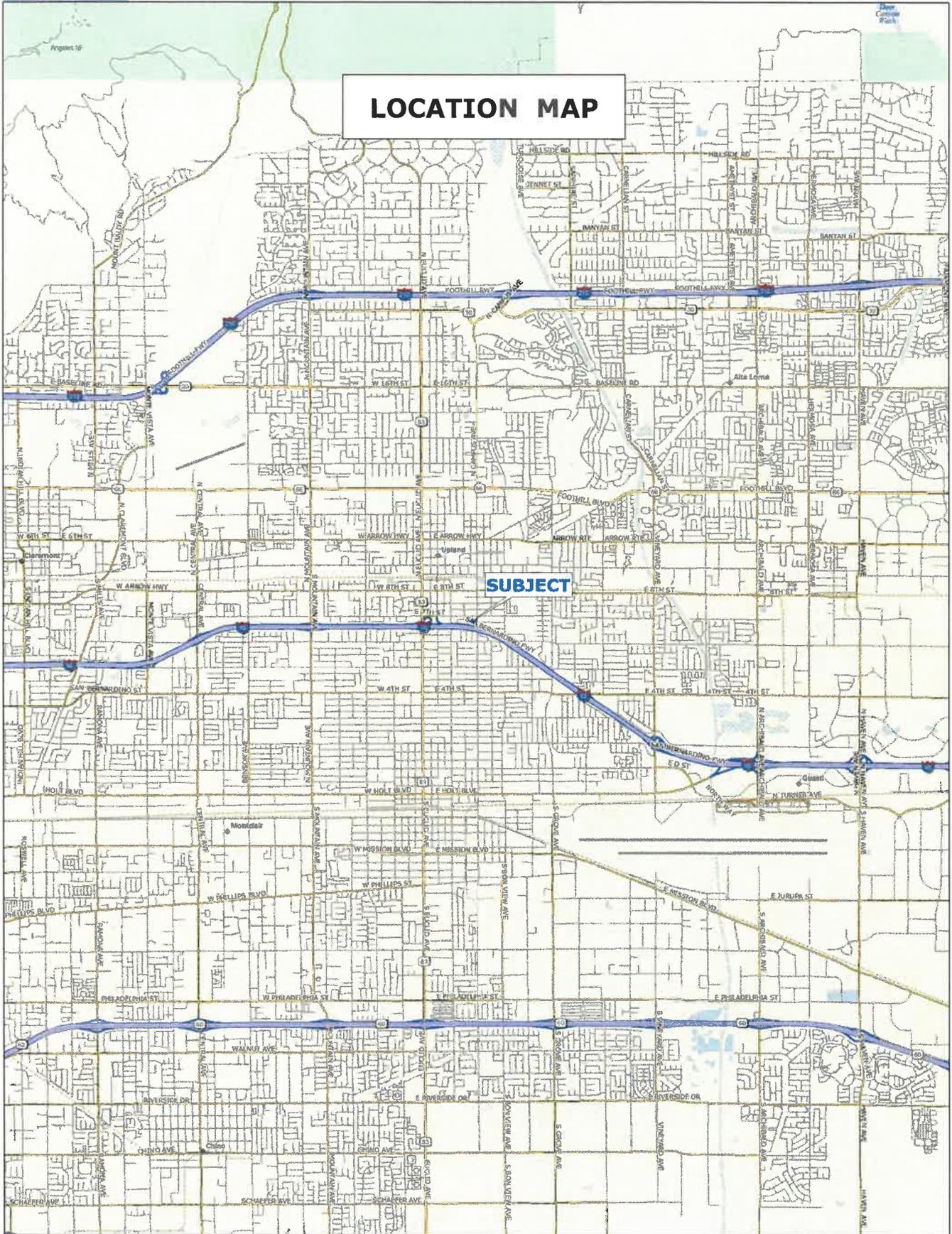
Summary of Land Value Indicators
Land Sales Data and Photographs
Market Data Map

ADDENDA

Caltrans Forms
Notification Letters
Preliminary Title Report
Upland Data
San Bernardino County Data
Qualifications of Appraiser

LOCATION MAP

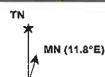
SUBJECT



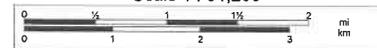
Data use subject to license.

© DeLorme. DeLorme Street Atlas USA® 2015.

www.delorme.com



Scale 1 : 81,250



1" = 1.28 mi

Data Zoom 12-0

DATE OF VALUE

The date of value (effective date) employed in this report, and all opinions and computations expressed herein, are based on December 28, 2018; said date being generally concurrent with the most recent inspection of the subject property and the valuation analysis process.

PURPOSE OF THE APPRAISAL

The purpose of this appraisal report is to express an estimate of fair market value (just compensation) for the partial taking(s) affecting the subject property (larger parcel) as of the date of value set forth above. The estimate of just compensation is based on the fair market value concept. The definition of market value is set forth in the following portion of this section following the heading "Terms and Definitions."

Further, it is the purpose of this appraisal report to describe the subject property, and to render an opinion of the highest and best use based on (1) the character of existing and potential development of the property appraised, (2) the requirements of local governmental authorities affecting the subject property, (3) the reasonable demand in the open market for properties similar to the property appraised, and (4) the location of the subject property considered with respect to other existing and competitive districts within the immediate and general subject market area.

Further, it is the purpose of this appraisal report to provide an outline of certain factual and inferential information which was compiled and analyzed in the process of completing this appraisal study.

PROPERTY RIGHTS APPRAISED

The property rights appraised herein include a temporary construction easement having a term of five years. The fair market value (compensation) pertinent to partial taking(s) is based on the fee simple land value. Fee simple is defined in The Dictionary of Real Estate Appraisal, 6th Edition, as "Absolute ownership unencumbered by any other interest or estate, subject only to limitations imposed by the governmental powers of taxation, eminent domain, police powers and escheat."

CLIENT

The clients of the appraisal assignment are the San Bernardino County Transportation Authority and Overland, Pacific & Cutler, LLC.

INTENDED USER OF APPRAISAL

It is understood that the intended users of this appraisal report will be the San Bernardino County Transportation Authority, Overland, Pacific & Cutler, LLC, HNTB Corporation, and the California Department of Transportation (Caltrans).

INTENDED USE OF APPRAISAL

It is understood that the appraisal will be utilized for the establishment of the just compensation for the partial taking(s) of the property appraised herein, as of a current date.

PROJECT DESCRIPTION

The San Bernardino County Transportation Authority ("SBCTA") and the California Department of Transportation ("Caltrans") have entered into a cooperative agreement to implement, design and construct the I-10 Corridor Contract 1 Project ("Project") between the LA/SBd County line to the I-10/15 interchange to reduce traffic congestion, increase throughput, enhance trip reliability, and provide long-term congestion management of the corridor. The Project includes mainline widening, auxiliary lane and structure improvements, and in cooperation with the cities of Montclair, Upland and Ontario, SBCTA will reconstruct and/or modify interchange ramps and local arterials necessary to accommodate the installation of two Express Lanes for 10 miles in each direction from the LA/SBd County Line to the I-10/15 Interchange.

CERTIFICATION

The undersigned does hereby certify that:

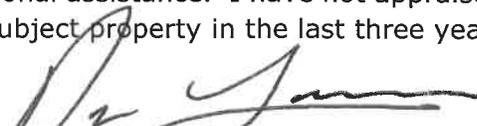
I have personally inspected the subject property; I have no present or contemplated future interest in the real estate which is the subject of this appraisal report. Also, I have no personal interest or bias with respect to the subject matter of this appraisal report, or the parties involved in this assignment.

My engagement in this assignment and the amount of compensation are not contingent upon the reporting or development of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a predetermined or stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal. Also, to the best of my knowledge and belief the statements of fact contained in this appraisal report, upon which the analyses, opinions, and conclusions expressed herein are based, are true and correct.

This appraisal report sets forth all of the assumptions and limiting conditions (imposed by the terms of this assignment or by the undersigned), affecting my personal, impartial, and unbiased professional analyses, opinions, and conclusions.

The reported analyses, opinions, and conclusions, were developed, and this report has been prepared, in conformity with the Code of Professional Ethics and Standards of Professional Appraisal Practice of the Appraisal Institutes, and the Uniform Standards of Professional Appraisal Practice. As of the date of this report I have completed the continuing education program for Designated Member of the Appraisal Institute, the State of California and the American Society of Appraisers; note that duly authorized representatives of said organizations have the right to review this report. The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.

No one other than the undersigned prepared the analyses, conclusions, and opinions for this appraisal study. Austin S. Ku assisted with market research; no other person provided significant professional assistance. I have not appraised or provided any services pertaining to the subject property in the last three years.



John P. Laurain, MAI, ASA
Certified General Real Estate Appraiser
California Certification No. AG 025754
Renewal Date: April 16, 2019

SCOPE OF THE APPRAISAL

The appraiser, in connection with the following appraisal study, has:

1. Been retained, and has accepted the assignment, to make an objective analysis and valuation study of the subject property and to report, without bias, his estimate of fair market value. The subject property is described in the Subject Property Section of this report.
2. Toured the general area by automobile to become acquainted with the extent, condition, and quality of nearby developments, sales and offerings in the area, density and type of development, topographical features, economic conditions, trends toward change, etc.
3. Walked around the subject property, and some of the nearby neighborhood, to become acquainted with the current particular attributes, or shortcomings, of the subject property.
4. Completed an inspection of the subject property for the purpose of becoming familiar with certain physical characteristics.
5. Made a visual observation concerning public streets, access, drainage, and topography of the subject property.
6. Obtained information regarding public utilities and sanitary sewer available at the subject site.
7. Made, or obtained from other qualified sources, calculations on the area of land contained within the subject property. Have obtained a plat drawing indicating the subject property, and have checked such plat drawing for accuracy and fair representation.
8. Taken photographs of the subject property, together with photographs of the immediate environs.
9. Made, or caused to be made, a search of public records for information regarding recent sales of the subject property.

SCOPE OF THE APPRAISAL (Continued)

10. Reviewed current maps, zoning ordinances, and other material for additional background information pertaining to the subject property and sale properties.
11. Attempted to visualize the subject property as it would be viewed by a willing and informed buyer, as well as a willing and informed seller.
12. Interviewed various persons, in both public and private life, for factual and inferential information helpful in this appraisal study.
13. Formed an opinion of the highest and best use applicable to the subject property appraised herein.
14. Made, or caused to be made, a search for recent sales of comparable properties. Has viewed, confirmed the sale price, and obtained certain other information pertaining to each sale property contained in this report.
15. Formed an estimate of just compensation for the partial takings of the subject property, as of the date of value expressed herein.
16. Prepared and delivered this appraisal report in accordance with the Uniform Standards of Professional Appraisal Practice, and in summation of all the activities outlined above.

ASSUMPTIONS AND LIMITING CONDITIONS

This appraisal is made with the following understanding as set forth in items No. 1 through 16, inclusive:

1. That this Appraisal Report is intended to comply with reporting requirements set forth in the Uniform Standards of Professional Appraisal Practice, under Standard Rule 2-2(a), as an Appraised Report.
2. That title to the subject property is assumed to be good and merchantable. Liens and encumbrances, if any, have not been deducted from the final estimate of value. The vesting was obtained from a Preliminary Title Report, and has been relied upon as being accurate. The subject property has been appraised as though under responsible ownership. The legal description is assumed accurate.
3. That the appraiser assumes there are no hidden or unapparent conditions of the subject property, subsoil, structures, or other improvements, if any, which would render it more or less valuable. Further, the appraiser assumes no responsibility for such conditions or for the engineering which might be required to discover such conditions. That mechanical and electrical systems and equipment, if any, except as otherwise may be noted in this report, are assumed to be in good working order. The property appraised is assumed to meet all governmental codes, requirements, and restrictions, unless otherwise stated.
4. That no soils report of the subject property was provided to the appraiser; therefore information, if any, provided by other qualified sources pertaining to these matters is believed accurate, but no liability is assumed for such matters. Further, information, estimates, and opinions furnished by others and contained in this report pertaining to the subject property and market data were obtained from sources considered reliable and are believed to be true and correct. No responsibility, however, for the accuracy of such items can be assumed by the appraiser.

ASSUMPTIONS AND LIMITING CONDITIONS (Continued)

5. That unless otherwise stated herein, it is assumed there are no encroachments, easements, soil toxics/contaminants, or other physical conditions adversely affecting the value of the subject property.
6. That no opinion is expressed regarding matters which are legal in nature or other matters which would require specialized investigation or knowledge ordinarily not employed by real estate appraisers, even though such matters may be mentioned in the report.
7. That no oil or mineral rights have been included in the opinion of value expressed herein. Further, that oil or mineral rights, if existing, are assumed to be at least 500 feet below the surface of the land, without the right of surface entry.
8. That the distribution of the total valuation in this report between land and improvements, if any, applies only under the existing program of utilization. The separate valuations for land and improvements must not be used in conjunction with any other appraisal and are invalid if so used.
9. That the valuation of the property appraised is based upon economic and financing conditions prevailing as of the date of value set forth herein. Further, the valuation assumes good, competent, and aggressive management of the subject property.
10. That the appraiser has conducted a visual inspection of the subject property and the market data properties. That there are assumed to be no changes to the subject property between the date of inspection and the date of value. Should subsequent information be provided relative to changes or differences in (1) the quality of title, (2) physical condition or characteristics of the property, and/or (3) governmental restrictions and regulations, which would increase or decrease the value of the subject property, the appraiser reserves the right to amend the final estimate of value.

ASSUMPTIONS AND LIMITING CONDITIONS (Continued)

11. That the appraiser, by reason of this appraisal, is not required to give testimony in court or at any governmental or quasi-governmental hearing with reference to the property appraised, unless contractual arrangements have been previously made therefor.
12. That drawings, plats, maps, and other exhibits contained in this report are for illustration purposes only and are not necessarily prepared to standard engineering or architectural scale.
13. That this report is effective only when considered in its entire form, as delivered to the client. No portion of this report will be considered binding if taken out of context.
14. That possession of this report, or a copy thereof, does not carry with it the right of publication, nor shall the contents of this report be copied or conveyed to the public through advertising, public relations, sales, news, or other media, without the written consent and approval of the appraiser, particularly with regard to the valuation of the properties appraised and the identity of the appraiser, or the firm with which he is connected, or any reference to the Appraisal Institute, or the American Society of Appraisers, or designations conferred by said organizations.
15. That the form, format, and phraseology utilized in this report, except the Certification, and Terms and Definitions, shall not be provided to, copied, or used by, any other real estate appraiser, real estate economist, real estate broker, real estate salesman, property manager, valuation consultant, investment counselor, or others, without the written consent and approval of John P. Laurain.
16. That this appraisal study is considered completely confidential and will not be disclosed or discussed, in whole or in part, with anyone other than the client, or persons designated by the client.

EXTRAORDINARY ASSUMPTIONS

An extraordinary assumption is defined in the Uniform Standards of Professional Appraisal Practice (USPAP) as "an assignment-specific assumption as of the effective date regarding uncertain information use in an analysis which, if found to be false, could alter the appraiser's opinions or conclusions."

The Extraordinary Assumptions utilized in the appraisal are as follows:

1. That, contrary to USPAP, the effect on value, if any, of the proposed public I-10 project, has not been considered in the "before" condition, in accordance with the definition of Fair Market Value.
2. That the project contractor will not protect in place any improvements within the part(s) taken, with the exception of driveways, if any, unless noted otherwise. In the subject case, it is noted there is a sewer manhole cover in the TCE and it is assumed the project contractor will protect in place existing utilities.
3. The TCE duration is reported to be 60 months and is non-exclusive during the entire term, including during construction; physical construction activities within the TCE area shall be limited to a period of 6 consecutive months. Compensation, however, is based on the entire five-year term of the TCE.
4. It is assumed that the characteristics and condition of the subject property are unchanged between the date of the inspection and the date of value utilized herein.

HYPOTHETICAL CONDITION

A hypothetical condition is a condition contrary to known fact as of the effective date of the appraisal.

In the subject case, a hypothetical condition has also been employed which assumes, contrary to fact, that the proposed project has been completed as of the effective date of value, in the valuation of subject larger parcel in the after condition.

TERMS AND DEFINITIONS

Certain technical terms have been used in the following report which are defined herein for the benefit of those who may not be fully familiar with said terms.

FAIR MARKET VALUE:

The California Code of Civil Procedure, S1263.320, states: "(A) The fair market value of the property taken is the highest price on the date of valuation that would be agreed to by a seller, being willing to sell but under no particular or urgent necessity for so doing, nor obliged to sell, and a buyer, being ready, willing, and able to buy but under no particular necessity for so doing, each dealing with the other with full knowledge of all the uses and purposes for which the property is reasonably adaptable and available.

"(B) The fair market value of property taken for which there is no relevant market is its value on the date of valuation as determined by any method of valuation that is just and equitable."

In addition, note the following Code Sections:

"1263.330 – Exclusions From Fair Market Value

The fair market value of the property taken shall not include any increase or decrease in the value of the property that is attributable to any of the following:

- a) The project for which the property is taken.
- b) The eminent domain proceeding in which the property is taken.
- c) Any preliminary actions of the plaintiff relating to the taking of the property."

TERMS AND DEFINITIONS (Continued)

FAIR MARKET VALUE: (Continued)

Article 5, Compensation for Injury to Remainder

"1263.410 – Mandatory Compensation; Amount

(a) Where the property acquired is part of a larger parcel, in addition to the compensation awarded pursuant to Article 4 [discussed above], for the part taken, compensation shall be awarded for the injury, if any, to the remainder.

(b) Compensation for injury to the remainder is the amount of the damage to the remainder reduced by the amount of the benefit to the remainder. If the amount of the benefit to the remainder equals or exceeds the amount of the damage to the remainder, no compensation shall be awarded under this article. If the amount of the benefit to the remainder exceeds the amount of damage to the remainder, such excess shall be deducted from the compensation provided in Section 1263.510 [Compensation for Loss of Goodwill], if any, but shall not be deducted from the compensation required to be awarded for the property taken or from the other compensation required by this chapter."

"1263.420 – Damage to Remainder; Severance; Construction and Use of Project

Damage to the remainder is the damage, if any, caused to the remainder by either or both of the following:

(a) The severance of the remainder from the part taken.

(b) The construction and use of the project for which the property is taken in the manner proposed by the plaintiff whether or not the damage is caused by a portion of the project located on the part taken."

"1263.430 – Benefit to Remainder; Construction and Use of Project

Benefit to the remainder is the benefit, if any, caused by the construction and use of the project for which the property is taken in the manner proposed by the plaintiff whether or not the benefit is caused by a portion of the project located on the part taken."

TERMS AND DEFINITIONS (Continued)

SALES COMPARISON APPROACH:

One of the three accepted methods of estimating market value. This approach consists of the investigation of recent sales of similar properties to determine the price at which said properties sold. The information so gathered is judged and considered by the appraiser as to its comparability to the subject property. Recent comparable sales are the basis for the Sales Comparison Approach.

COST-SUMMATION APPROACH:

Another accepted method of estimating market value. This approach consists of estimating the new construction cost of the building and yard improvements and making allowances for appropriate amount of depreciation. The depreciated reconstruction value of the improvements is then added to the land value estimate gained from the Sales Comparison Approach. The sum of these two figures is the value indicated by the Cost-Summation Approach.

INCOME CAPITALIZATION APPROACH:

The Income Capitalization Approach consists of capitalizing the net income of the property under study. The capitalization method studies the income stream, allows for (1) vacancy and credit loss, (2) fixed expenses, (3) operating expenses, and (4) reserves for replacement (if applicable), and estimates the amount of money which would be paid by a prudent investor to obtain the net income. The capitalization rate is usually commensurate with the risk, and is adjusted for future depreciation or appreciation in value.

DEPRECIATION:

Used in this appraisal to indicate a lessening in value from any one or more of several causes. Depreciation is not based on age alone, but can result from a combination of age, condition or repair, functional utility, neighborhood influences, or any of several outside economic causes. Depreciation applies only to improvements. The amount of depreciation is a matter for the judgment of the appraiser.

TERMS AND DEFINITIONS (Continued)

HIGHEST AND BEST USE:

Used in this appraisal to describe that private use which will (1) yield the greatest net return on the investment, (2) be permitted or have the reasonable probability of being permitted under applicable laws and ordinances, and (3) be appropriate and feasible under a reasonable planning, zoning, and land use concept.

The 14th Edition of The Appraisal of Real Estate, by the Appraisal Institute, defines highest and best use on Page 332, as follows:

"The reasonably probable use of property that results in the highest value."

SUBJECT PROPERTY



View looking westerly at the subject property from South Campus Avenue. See additional photographs in the Valuation Analysis Section, following the heading "Just Compensation."

APPARENT VESTEE: City of Upland

PROPERTY ADDRESS: 461± South Campus Avenue
Upland, California 91786

LEGAL DESCRIPTION: The reader is referred to the Preliminary Title Report, in the Addenda Section, for a complete legal description of the subject larger parcel.

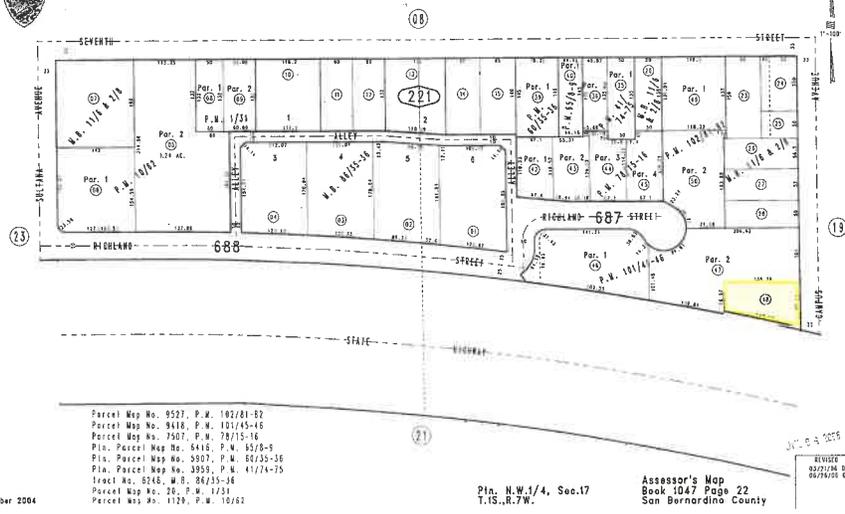
APN: 1047-221-48

THIS MAP IS FOR THE PURPOSE
OF AD VALOREM TAXATION ONLY.

Ptn. Ontario Colony Lands
M.B. 11/6-2/8

City of Upland
Tax Rate Area
8081

1047 - 22



R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

SITE DESCRIPTION

LOCATION: West side of South Campus Avenue, beginning immediately north of the I-10 (San Bernardino) Highway, in the City of Upland.

LAND SHAPE: Effectively trapezoidal land configuration.

DIMENSIONS: 56.97' x 139.76' x 87.18' x 143.17'; per Assessor's map.

LAND AREA: 10,073 square feet.

TOPOGRAPHY: Effectively level.

DRAINAGE: Appears to be adequate; no depressions or low areas were noted within the boundaries of the subject property which would cause a water ponding condition during the rainy season.

SOIL STABILITY: Appears to be adequate based on developments in the immediate neighborhood. A soils report, however, has not been provided for review. The subject property has been appraised assuming adequate soil bearing quality.

SOIL CONTAMINATION: None known or observed, however, a soil study has not been provided for review. The subject property has been appraised as though free of soil contaminants.

ACCESS: The subject property has 87 feet of frontage on South Campus Avenue.

RIGHT-OF-WAY WIDTH: South Campus Avenue: 66 feet.

STREET SURFACING: Asphalt paved traffic lanes.

CURB, GUTTER, SIDEWALK: Concrete curbs, gutters and sidewalks.

SITE DESCRIPTION (Continued)

STREET LIGHTING: Mounted on utility poles.

PUBLIC UTILITIES: Water, gas, electric power, telephone service and sanitary sewer are available in the immediate area.

ENCROACHMENTS: None apparent, however, a survey of the subject property was not provided for review.

EASEMENTS: Per the Preliminary Title Report (PTR), as contained in the Addenda Section, there are four pipeline easements and one utility easement impacting the subject property. Unrecorded easements, if existing, are assumed to be located along the property boundaries, not interfering with the existing or future highest and best use development of the subject property. It is assumed there are no "cross-lot" or "blanket" easements.

ILLEGAL USES: None observed.

EARTHQUAKE FAULT: The subject property is not located within an earthquake fault study zone. The greater Southern California area, however, is generally prone to earthquakes and other seismic disturbances. No seismic or geological studies have been provided for review. No responsibility is assumed for the possible impact on the subject property of seismic activity and/or earthquakes.

FLOOD ZONE: The subject property is located in Flood Zone X, and area of minimal flooding, per flood map 06071C8609J, effective on 02/18/2015.

PRESENT USE: Public water district use.

SITE DESCRIPTION (Continued)

ZONING:

The subject site is within the RM-20 (Residential Multi-Family Low) zone district of the City of Upland. The RM-20 zone is intended "to provide areas for a variety of low-density multi-family residential developments at densities up to 20 units per acre exclusive of City and state density bonuses."

Multiple family residential development standards in the RM-20 zone district include a minimum lot width of 100 feet. The minimum development density is ten units per acre while the maximum density is twenty units per acre. The minimum floor area is generally 600 square feet; an additional 200 square feet (per bedroom) is also permitted. The maximum building height is 40 feet. Setback standards are as follows: front yards are twenty feet; side yards are five feet; and rear yards are fifteen feet. Required on-site parking varies dependent on the unit size, and is generally one garage space for studio and one bedroom units; two garage space for two bedroom units, and 2.5 garage spaces for units containing three or more bedrooms. Note guest parking requirements are as follows: 3-50 units, one space per 4 units; 51-100 units, one space per 5 units; 100+ units, one space per 6 units.

HIGHEST AND BEST USE:

The reader is referred to the first portion of the Valuation Analysis Section for a discussion regarding the highest and best use of the subject property.

IMPROVEMENTS

COMMENT: On-site improvements at the larger parcel include a water storage tank, water pipelines, a maintenance/pump building, paving, fencing, etc.

Inasmuch as (1) the existing improvements will not be impacted by the partial taking and (2) the highest and best use of the larger parcel is unchanged in the "after" condition, the "before" and "after" valuations are based on the underlying land value only.

ASSESSMENT DATA

ASSESSOR'S PARCEL NO.: 1047-221-48

ASSESSED VALUATIONS: Not published by San Bernardino County Assessor's office.

TAX CODE AREA: 8061

TAX YEAR: 2018-2019.

REAL ESTATE TAXES: Not published by San Bernardino County Assessor's office.*

* Real estate taxes will be adjusted in the event the subject property is sold to a private party or private corporation. The adjusted real estate tax burden will be approximately 1.1% of the sale price (Assessor's "cash value"). In the absence of a sale or capital improvements, the maximum allowable increase in the assessed valuations is 2% per year (per the Real Estate Tax Initiative of 1978, known as Proposition 13).

OWNERSHIP HISTORY

COMMENT: Per San Bernardino County Assessor records and the property owner, the subject property has been vested with the current owner for more than five years. Due to the date of acquisition, the original purchase price is not considered relevant to current market value.

OWNER NOTIFICATION

COMMENT: The property owner was notified of the appraisal inspection by R. P. Laurain & Associates, Inc. Reference a copy of the Notice of Intent to Appraise issued by R. P. Laurain & Associates, Inc., dated July 30, 2018, in the Addenda Section.

The property owner was advised of the entitlement to accompany the appraiser at the time of the appraisal inspection. The property owner did not contact the appraiser and the appraisal inspection was conducted on August 16, 2018, in the absence of the owner.

NEIGHBORHOOD ENVIRONMENT

LOCATION: The subject property is located at the extreme southeast portion of the City of Upland, within one block south of the I-10 (San Bernardino) Freeway. Said freeway is part of the freeway network serving the Southern California Region. Adjacent cities include Ontario, Montclair, Claremont, Pomona, Chino, and Rancho Cucamonga.

NEIGHBORHOOD ENVIRONMENT (Continued)

LAND USES: The immediate subject area is developed primarily with single family and some low density multiple family residential uses on secondary streets. Commercial retail, office and restaurant uses are located on primary streets. Olivedale Park is located within one-half mile northeasterly of the subject neighborhood. Edison Elementary school is located within one-half mile southeast of the subject area. The Mountain Green Shopping Center is located within two miles of the subject neighborhood.

ACCESS: Major north-south thoroughfares in the subject area include San Antonio Avenue, Euclid Avenue, Campus Avenue, Grove Avenue, and Vineyard Avenue. Major east-west thoroughfares include Foothill Boulevard, Arrow Highway, 8th Street, 6th Street, 4th street, and Holt Boulevard.

BUILT-UP: The subject neighborhood is approximately 90% built-up, including public uses, off-street parking lots, parks, etc.

OCCUPANCY:

Single family residential:	85±% owners 15±% tenants
Multiple family residential:	25±% owners 75±% tenants
Commercial:	25±% owners 75±% tenants
Industrial:	35±% owners 65±% tenants

AGE RANGE: The age range of all types of improved properties is rather broad. Generally, the age range is effectively new to exceeding 50 years. Typical properties have effective ages of approximately 20 to 40 years.

NEIGHBORHOOD ENVIRONMENT (Continued)

PRICE TREND:

There was a general upward value trend affecting residential properties within the general subject market area, from 2003 through the mid portion of 2006, after which property values generally stabilized. Beginning in 2007, residential property values began to decrease significantly. The decrease in residential sales activity and pricing continued through the latter portion of 2008, due primarily to the subprime credit and housing crisis, multi-billion dollar write-downs of mortgage-backed securities by regional and national banks, plus a lack of available financing.

In the first portion of 2009 residential values abruptly stabilized, due primarily to fiscal stimulus programs and first time home buyer tax credits. The residential real estate market remained largely flat (level) through the first to mid portion of 2012.

Beginning in the mid portion of 2013, residential property values began to increase, due to (1) the inventory of properties available for sale beginning to decrease, (2) investor interest in acquiring distressed properties, for potential re-sale or as investment (rental) properties, (3) formerly hesitant residential owner-users concluding that the housing market had reached bottom and (4) the continued availability of historically low mortgage interest rates. Said price increases have continued through the present time. Note, however, that the rate of value increase in 2016 through 2018 has generally been less than the rate of value increase realized in 2014 and 2015.

NEIGHBORHOOD ENVIRONMENT (Continued)

PRICE TREND: (Continued)

Real estate trends affecting commercial properties in the subject market area experienced an upward value trend from 2003 through the first portion of 2007, after which commercial property values stabilized. In the first part of 2008, the commercial real estate market experienced a significant decrease in price levels and development activity, which decrease accelerated in the latter portion of 2008 and continued through the latter portion of 2011.

Per (1) discussions with various brokers, (2) a review of various published reports and (3) a review of numerous sale transactions, commercial property values generally stabilized in 2012. In the latter part of 2012, the number of sale transactions began to increase, which led to nominal price increases beginning in the first portion of 2013 and continuing through the mid to latter portion of 2016, after which commercial property values generally stabilized.

PROPERTY MAINTENANCE:

Property maintenance in the immediate and general neighborhood, evidenced by an on-going maintenance program, ranges from below average to average-good.

PUBLIC/PRIVATE FACILITIES:

The availability and adequacy of public facilities, transportation, schools, residential housing, and commercial and industrial facilities is rated good. The City of Upland provides police protection and has annexed the San Bernardino County Fire Department for fire protection.

COMMENT:

The reader is referred to City of Upland Data and San Bernardino County Data in the Addenda section.

VALUATION ANALYSIS

The purpose of this appraisal study is to estimate the just compensation for the acquisition of a temporary construction easement (TCE) containing 1,291 square feet and having a term of five years.

It will be demonstrated in the following portion of this section that the unit value applicable to the subject underlying land, in the "before" condition, is \$24.50 per square foot of land area. Compensation for the TCE land rent is based accordingly. The subject building and water district improvements will not be impacted by the proposed TCE. Permanent severance damages and benefits will not accrue to the larger parcel by virtue of the acquisition of the TCE or construction of the public project in the manner proposed.

Inasmuch as (1) the existing buildings will not be impacted by the partial taking and (2) the highest and best use of the larger parcel is unchanged in the after condition, the "before" and "after" valuations are based on the underlying land value. Prior to the application of the appraisal process, it is necessary to consider and analyze the highest and best use of the subject larger parcel.

HIGHEST AND BEST USE ANALYSIS:

The 14th Edition of The Appraisal of Real Estate, by the Appraisal Institute, defines highest and best use on Page 332, as follows:

"The reasonably probable use of property that results in the highest value."

In the analysis of which uses are reasonably probable, three criteria are applied in the following order to develop adequate support for the determination of highest and best use:

1. Physically possible
2. Legally permissible
3. Financially feasible

VALUATION ANALYSIS (Continued)

HIGHEST AND BEST USE ANALYSIS: (Continued)

In the process of forming an opinion of highest and best use, consideration must be given to various environmental and political factors such as zoning restrictions, probability of zone change, private deed restrictions, location, land size and configuration, topography and the character/quality of land uses in the immediate and general subject market area. These criteria are generally considered sequentially; however, the tests of physical possibility and legal permissibility can be applied in either order. Uses that meet all three criteria of being reasonably probable are then tested for economic productivity, to identify the maximally productive use. The reasonably probable use with the highest value (i.e. maximally productive) is the highest and best use.

Conclusion:

The subject larger parcel has a trapezoidal land configuration, frontage on a secondary street, and contains 10,073 square feet of land area. All public utilities including water, gas, electric power, telephone and sanitary sewer, are available to the site. The physical characteristics of the subject parcel are adequate to accommodate legally permissible uses. The subject site is located in the RM-20 (low density multiple family residential) zone district of the City of Upland. The RM-20 zone district has a development density of 20 units per acre, or 1 unit per 2,178 square feet of land area. The subject site would allow the development of 4 residential units (partial units are rounded down), for an effective density of 1 unit per 2,518 square feet.

The subject property is utilized as a public water district facility (water storage tank, maintenance/pump building, etc.). While the public improvements provide a benefit to the community, the underlying land has been appraised based on a highest and best private use. In the subject case the immediate area is developed primarily with low to medium density residential uses. The development of four residential units, as permitted under the existing zoning, is considered financially feasible.

Based on the foregoing, the maximally productive use and, therefore, the highest and best use of the subject site, as if vacant, is multiple family residential development to the maximum allowable density. The underlying land has been appraised accordingly.

VALUATION ANALYSIS (Continued)

VALUATION METHODS:

There are three conventional methods (approaches) which can be used to estimate value. They are the Sales Comparison Approach, Cost Approach and Income Capitalization Approach. The reader is referred to the last portion of the Preface Section, following the heading "Terms and Definitions," for a brief description of each approach to value. Inasmuch as the highest and best use of the larger parcel is residential development, the Sales Comparison Approach is the only approach considered applicable as a reliable indicator of land value.

Note, however, that certain aspects of the Cost Approach and Income Capitalization Approach have been considered in the estimate of Just Compensation for the partial acquisition(s) impacting the subject larger parcel.

SALES COMPARISON APPROACH:

In the Sales Comparison Approach, the value of a property is estimated by comparing it with similar, recently sold properties in the surrounding or competing area. Inherent in this approach is the principle of substitution, which holds that when a property is replaceable in the market, its value tends to be set by the cost of acquiring an equally desirable substitute property, assuming that no costly delay is encountered in making the substitution. Thus, the Sales Comparison Approach attempts to equate, in this case, the subject land with comparable land sale properties by analyzing and weighing the various elements of comparability.

The Sales Comparison Approach has been applied to the subject larger parcel after an investigation was conducted of comparable vacant land having recently sold in the subject market area. The reader is referred to the Market Data Section for detailed information pertaining to each sale property. The Market Data Map, which can also be found in the Market Data Section, illustrates the location of each sale property.

The reader is referred to the summary of Land Value Indicators on the following page.

The sales are set forth in chronological order and took place between November 2015 and August 2018. The land sale properties range in size from 13,374 to 149,648 square feet. The rates are within a range of \$20.37 to \$28.54 per square foot of land area.

LAND VALUE INDICATORS:

<u>Data</u>	<u>Date</u>	<u>Zoning</u>	<u>Land Size</u>	<u>No. of Units Dev. Density</u>	<u>Sale Price</u>	<u>\$ Per SF \$ Per Unit</u>
1	11-15	HDR-45	61,008 sf 1719-1725 E. 4th St., Ontario	36 1 / 1,695 sf	\$1,250,000	\$20.49 \$34,722
2	9-16	R3	24,790 sf 252 W. Franklin Ave., Pomona	13 1 / 1,907 sf	\$505,000	\$20.37 \$38,846
3	10-16	MDR-25	13,374 sf 1444 W. Stoneridge Ct., Ontario	7 1 / 1,911 sf	\$280,000	\$20.94 \$40,000
4	5-17	MDR-18-EA	149,648 sf 1902-1924 S. Euclid Ave., Ontario	57 1 / 2,625 sf	\$3,389,000	\$22.65 \$59,456
5	9-17	MDR-18	24,000 sf 904 S. Palmetto Ave., Ontario	5 1 / 4,800 sf	\$570,000	\$23.75 \$114,000
6	10-17	MDR-18/HDR-45	17,127 sf 962 E. 6th St., Ontario	5 1 / 3,425 sf	\$409,000	\$23.88 \$81,800
7	8-18	MDR-25, ICC	54,840 sf 740 W. Holt Blvd., Ontario	31 1 / 1,769 sf	\$1,565,000	\$28.54 \$50,484

VALUATION ANALYSIS (Continued)

SALES COMPARISON APPROACH: (Continued)

The first adjustments applied to the sale properties, when warranted, are known as transactional adjustments. Said transactional adjustments, when required, are generally applied to the sale properties in the sequence listed below, and are made cumulatively (i.e. the base changes before applying the next adjustment). Following is the list of transactional adjustments:

- Property rights conveyed
- Financing (cash equivalency)
- Conditions of sale
- Expenditures after sale
- Market conditions

Property Rights Conveyed:

An adjustment for property rights conveyed is required when a sale property conveyed a different type of property rights (for example, leased fee estate vs. fee simple estate). None of the land sale properties require an adjustment for property rights conveyed, as all of the sale properties utilized herein conveyed title to the fee simple interest in each property.

Financing and Cash Equivalency:

Sale properties are adjusted for financing arrangements involved in transactions which are not market-typical. A cash equivalency adjustment is generally made in those cases wherein the cash down payment is less than 10% of the purchase price. The less-than-typical cash down payment could influence a higher purchase price.

All of the sale properties involved all cash transactions, with the exception of Data 6 which involved 20% cash down to a first trust deed note with a conventional lender. A cash equivalency adjustment, therefore, is not warranted for any of the sale properties.

VALUATION ANALYSIS (Continued)

SALES COMPARISON APPROACH: (Continued)

Conditions of Sale:

An adjustment for conditions of sale is required when a property sold under atypical conditions, such as (1) a buyer or seller being under duress (REO transactions or other distressed sales), (2) a property selling as part of a bulk portfolio sale, (3) a developer paying a premium to acquire an adjacent property as part of assembling a larger development site, or (4) other similar situations where the motivation of a buyer or seller affects the price paid for a property. None of the sales require an adjustment for conditions of sale.

Expenditures after Sale:

An adjustment to a sale property is required when a buyer anticipates a particular expenditure that he/she will have to expend shortly after purchasing a property; the price paid by a knowledgeable buyer considers any required expenditures. Such expenditures may include (1) the cost to demolish an existing structure when an improved site is purchased for redevelopment, (2) the cost to remediate known environmental contamination, (3) the cost to cure deferred maintenance at a building, or (4) or similar costs that a buyer anticipates making upon purchase of a property. None of the land sale properties utilized herein require an adjustment for expenditures after sale.

Market Conditions:

Consideration of the market conditions (date of sale) is appropriate when certain sale properties occur during a rising or declining market. The consideration for market conditions is based upon observation of the real estate market and value cycles dating back more than 15 years.

Real estate trends affecting residential properties in the subject market area experienced an upward value trend from 2003 through the first portion of 2007, after which property values generally stabilized. In the first portion of 2008, the residential real estate market experienced a significant decrease in price levels and development activity, which decrease accelerated in the latter portion of 2008 and continued through the latter portion of 2011.

VALUATION ANALYSIS (Continued)

SALES COMPARISON APPROACH: (Continued)

Per discussions with various brokers, a review of various published reports and a review of numerous sale transactions, residential property values generally stabilized in 2012. In the latter part of 2012, the number of sale transactions began to increase, which led to nominal price increases beginning in the first portion of 2013. The rate of increase accelerated in 2015 and 2016. In 2017 and 2018, although residential property values continued to increase, the rate of increase lessened as compared to 2015 and 2016.

The reader is referred to the graphs and market conditions data, as obtained from CoStar, on the following pages. It can be noted that the rate of appreciation for both rental rates and property values lessened in 2017 and 2018 (as compared to 2015 and 2016), however, the forecast is for some continued appreciation. The upward market conditions trend thru 2018 appears to have been generally commensurate with the CoStar forecast trend.

The market conditions adjustments utilized herein are based on (1) discussions with various market participants (brokers, property managers, etc.), (2) observations of local real estate market trends (sales activity, development activity, etc.) and (3) a review of sale prices and current asking prices at comparable vacant land parcels in the immediate and general subject market area. Based on the foregoing, the adjustments applied to the land sale properties for market conditions (time) are based on the following schedule:

January-December 2015: + 12.0% per year, or + 1.0% per month

January-December 2016: + 12.0% per year, or + 1.0% per month

January-December 2017: + 6.0% per year, or + 0.5% per month

January-December 2018: + 6.0% per year, or + 0.5% per month

Elements of Comparability:

After considering the various transactional adjustments, an analysis was made of the various elements of comparability at the sale properties, including, but not limited to, the following:

Overview

Greater Ontario/Rancho Cucamonga Multi-Family

12 Mo. Delivered Units

396

12 Mo. Absorption Units

455

Vacancy Rate

3.8%

12 Mo. Asking Rent Growth

4.0%

The Greater Ontario/Rancho Cucamonga Submarket, which extends north to San Antonio Heights and south to Chino Hills, has some of the strongest demand-drivers in the metro. The submarket is accessible to Downtown LA, as well as to many job centers in the San Gabriel Valley and Orange County, so it benefits from spillover demand. Tight vacancies, rising rents, and a manageable amount of supply added this cycle have aided fundamentals and the investment market here as well.

Several large projects are under construction, including a 4 Star 800-unit complex that will be the largest in the submarket when it delivers in 2018. A 1,000 unit development at the former Empire Lakes Golf Course recently broke ground as well, but its delivery date is projected for mid-2020. Transaction activity has cooled over the last 3 quarters, although 12 month sales volume is at around the submarket's historical average due to activity from back in 17Q3.

KEY INDICATORS

Current Quarter	Units	Vacancy Rate	Asking Rent	Effective Rent	Absorption Units	Delivered Units	Under Constr Units
4 & 5 Star	11,195	4.9%	\$1,977	\$1,966	(7)	0	1,982
3 Star	17,183	3.5%	\$1,669	\$1,657	340	346	815
1 & 2 Star	8,495	2.8%	\$1,292	\$1,286	(2)	0	0
Submarket	36,873	3.8%	\$1,724	\$1,713	331	346	2,797
Annual Trends	12 Month	Historical Average	Forecast Average	Peak	When	Trough	When
Vacancy Change (YOY)	-0.2%	5.0%	5.2%	7.1%	2009 Q2	3.0%	2000 Q4
Absorption Units	455	559	1,163	1,695	2005 Q3	(162)	2008 Q3
Delivered Units	396	602	1,413	2,187	2005 Q3	0	2018 Q1
Demolished Units	9	8	41	124	2007 Q3	0	2018 Q1
Asking Rent Growth (YOY)	4.0%	3.3%	2.0%	9.8%	2001 Q1	-5.7%	2009 Q2
Effective Rent Growth (YOY)	4.0%	3.3%	2.0%	9.7%	2001 Q1	-5.8%	2009 Q2
Sales Volume	\$158 M	\$241.9 M	N/A	\$735.7 M	2016 Q2	\$3.2 M	2010 Q2

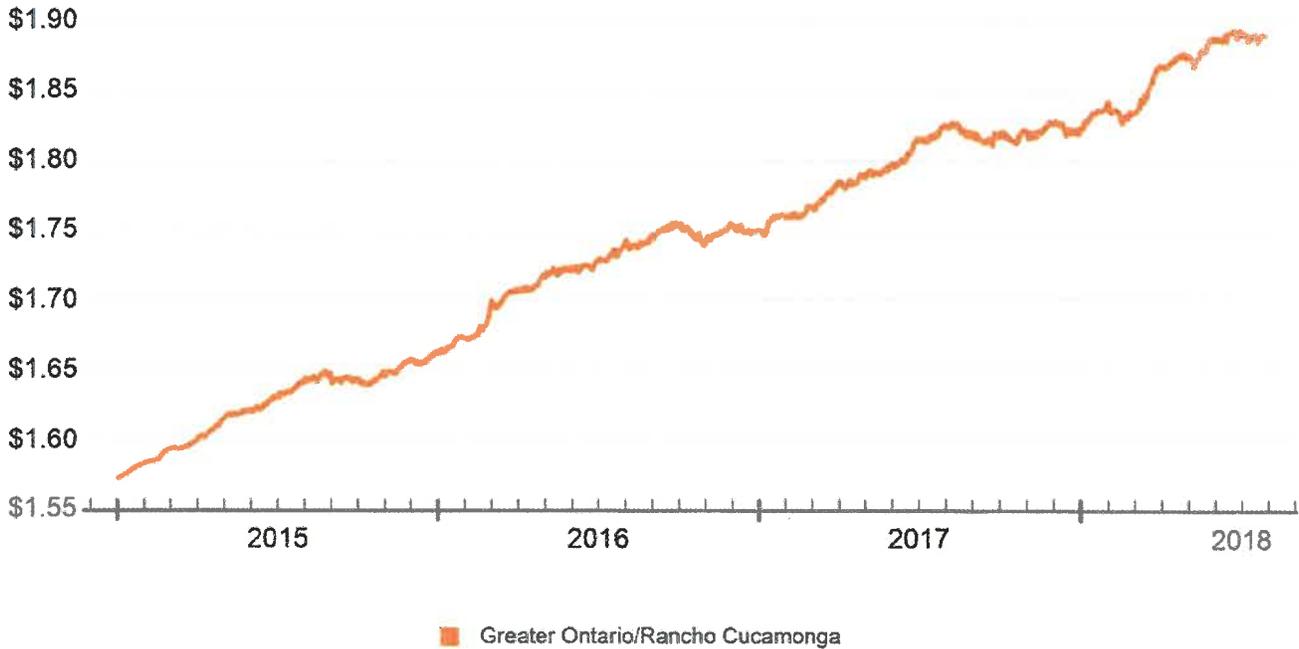
Rent

Greater Ontario/Rancho Cucamonga Multi-Family

Greater Ontario/Rancho Cucamonga has historically posted the most reliable rent growth in the metro due to its proximity to job centers in LA and Orange Counties. The typical unit rents for 20% more than the metro average. Recent rent growth has persisted, with average

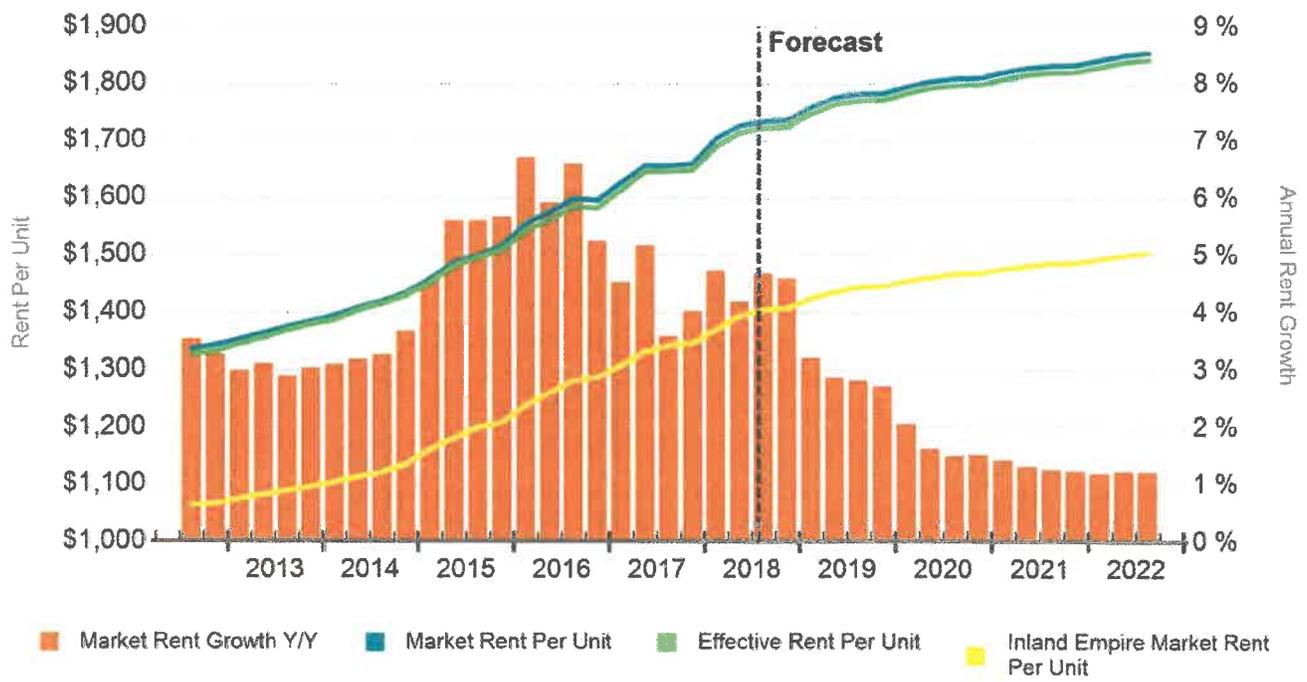
rents growing by 4.0% over the last four quarters, similar to the metro as a whole. However, rents have surpassed their prerecession peak by over 20% putting it at as one of the top Inland Empire submarkets over the last decade.

DAILY ASKING RENT PER SF

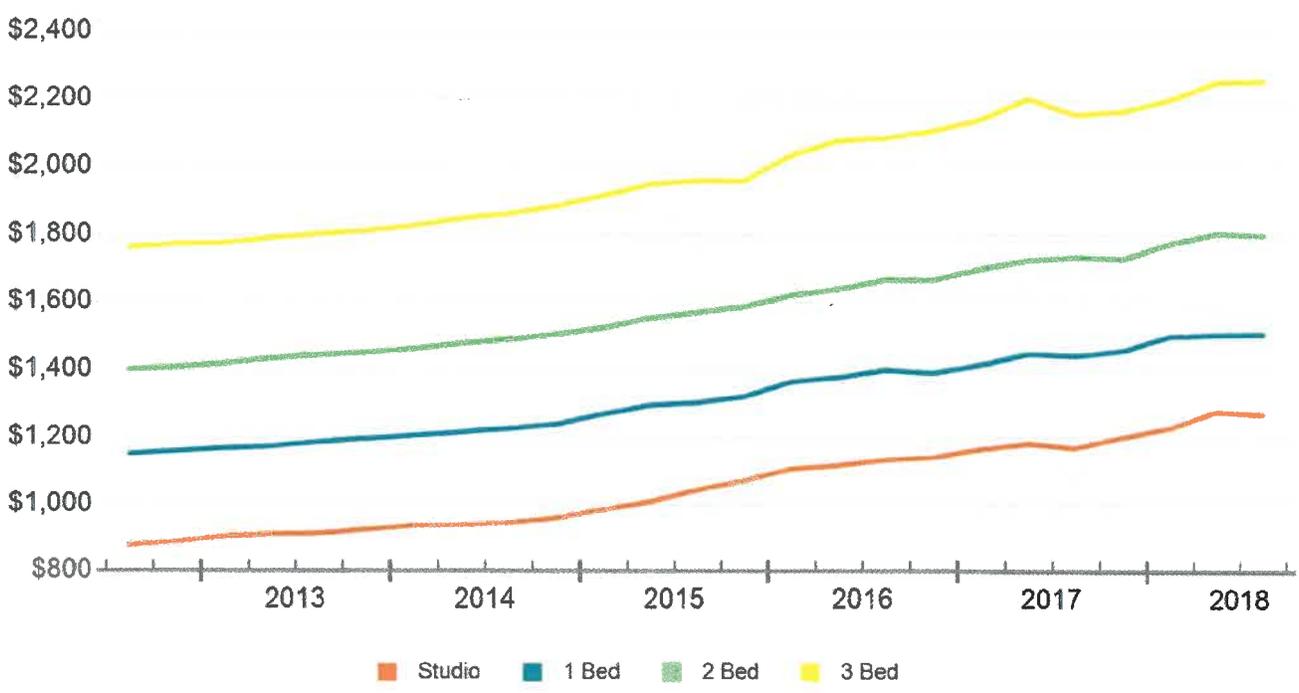


Rent

MARKET RENT PER UNIT & RENT GROWTH



MARKET RENT PER UNIT BY BEDROOM

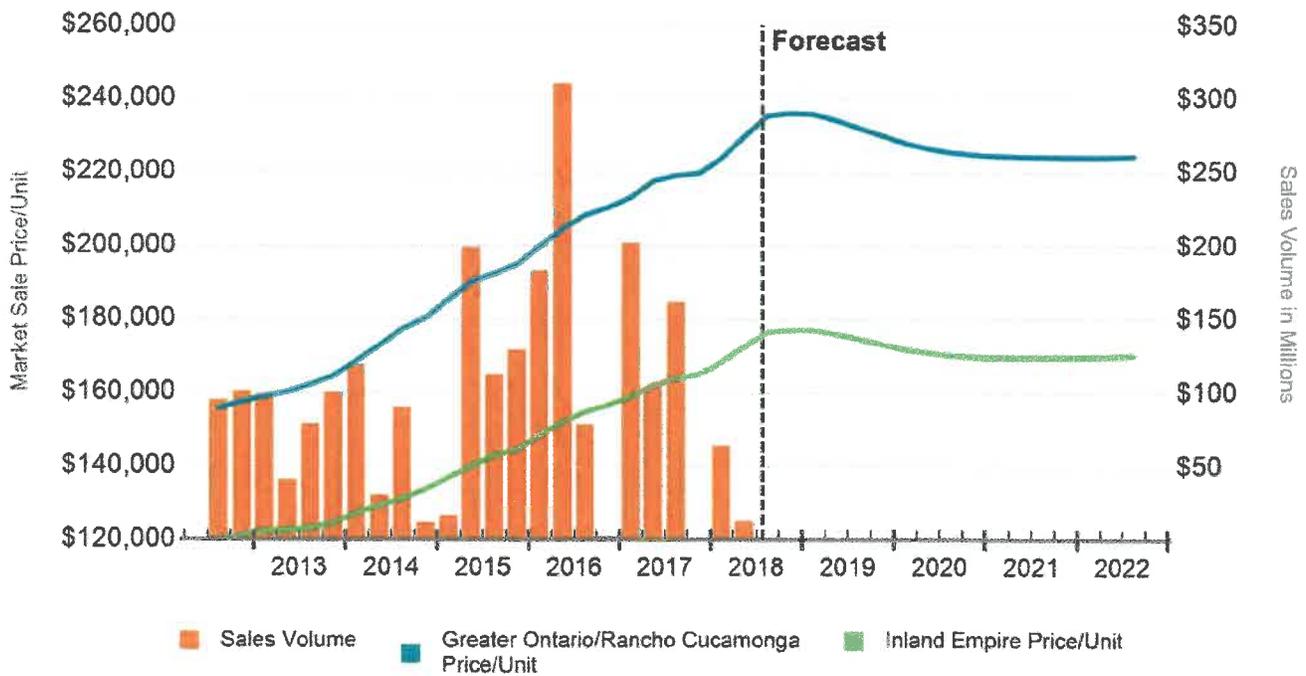


Sales volume in Greater Ontario/Rancho Cucamonga is prone to volatility, but the last three quarters have been especially quiet. One trade accounts for more than 90% of sales volume from 17Q4 to 18Q2. That trade occurred when FPA Multifamily purchased the 3 Star 262-unit The BelAire in Rancho Cucamonga for \$59 million (\$225,000/unit) in January 2018. Meanwhile, sales of smaller proportions have dominated the market as of late – all priced under \$4 million.

Two 2017 transactions are worth noting because the properties had been purchased together by an institution investor in 2006. Both The Angelica Rancho

Cucamonga, which sold in July 2017 for \$83.5 million (\$309,300), and Victoria Arbors, which sold in June 2017 for \$93.9 million (\$294,200), had been purchased in 2006 for a combined \$149.2 million – equating to a compounded annual growth rate of 1.6%. While changes in sales mix can blur the lines between when measuring asset appreciation, this same-store transaction suggests that prices have indeed surpassed their pre-recession peak. The Angelica Rancho Cucamonga is a 3 Star 270 unit complex that was 93% leased at the time of the sale, while Victoria Arbors is a 4 Star 319 unit complex that was 95% leased at the time of the sale.

SALES VOLUME & MARKET SALE PRICE PER UNIT



VALUATION ANALYSIS (Continued)

SALES COMPARISON APPROACH: (Continued)

- Location
- Primary street traffic
- Corner/access
- Best use/zoning
- Development density
- Land size
- Land configuration/utility
- Topography
- Buildings/interim use
- Plans/entitlements
- Off-site (street) improvements
- Easements, if any

It should be noted that the above elements of comparability were not assigned equal weight in making the analysis of each property. The location, development density, building improvements, and plans/entitlements were considered the most important factors when analyzing the various sale properties in the subject case.

Land Sales Comparison Analysis:

The reader is referred to the Land Sales Comparison Grid on the following page, regarding certain elements of comparability of the subject land parcel as compared to the various sale properties. As stated, quantitative adjustments have been applied for market conditions (date of sale) based on the preceding scheduled. Adjustments for the various elements of comparability were applied on a qualitative basis due to the lack of direct market evidence regarding quantitative adjustments in the subject market.

As stated, the subject property is unentitled. The development density under the current zoning is 1 unit/2,178 square feet of land area, however, based on the size of the subject site the maximum density would be four units, which equates to 1 unit per 2,518 square feet.

LAND SALES COMPARISON GRID

	Data	1	2	3	4	5	6	7
	Subject							
Purchase price:		\$1,250,000	\$505,000	\$280,000	\$3,389,000	\$570,000	\$409,000	\$1,565,000
Rate per sf:		\$20.49	\$20.37	\$20.94	\$22.65	\$23.75	\$23.88	\$28.54
Rate per unit:		\$34,722	\$38,846	\$40,000	\$59,456	\$114,000	\$81,800	\$50,484
Transactional adjustments:								
Property rights conveyed:	fee simple	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Financing:	-----	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Conditions of sale:	-----	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Expenditures after sale:	-----	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Date of sale:	-----	11-15	9-16	10-16	5-17	9-17	10-17	8-18
Market conditions:	-----	25.0%	15.0%	14.0%	9.5%	7.5%	7.0%	2.0%
Adjusted rate per sf:		\$25.61	\$23.43	\$23.87	\$24.80	\$25.53	\$25.55	\$29.11
Adjusted rate per unit:		\$43,403	\$44,673	\$45,600	\$65,104	\$122,550	\$87,526	\$51,494
Comparability adjustments:	Subject	Sale is:	Sale is:	Sale is:	Sale is:	Sale is:	Sale is:	Sale is:
Location:	average	similar	inferior	similar	similar	similar	similar	similar
Primary street traffic:	average	similar	similar	similar	similar	similar	similar	similar
Effective land size:	10,073 sf	similar	similar	similar	inferior	similar	similar	similar
Best use/zoning:	MFR	similar	similar	similar	similar	similar	similar	similar
Development density:	1 /2,518 sf	superior	similar	similar	similar	inferior	similar	superior
Corner location/access:	average	similar	similar	similar	similar	similar	similar	similar
Land configuration:	trapezoidal	similar	similar	similar	similar	similar	inferior	similar
Topography:	level	similar	similar	similar	similar	similar	similar	similar
Building imp/interim use:	as vacant	similar	similar	similar	superior	superior	similar	superior
Plans/entitlements:	none	similar	similar	similar	superior	superior	superior	similar
Street improvements:	average	similar	similar	similar	similar	similar	similar	similar
	Data	1	2	3	4	5	6	7
Overall comparability:		superior	inferior	similar	slightly superior	slightly superior	slightly superior	superior

R. P. LAURAIN
 & ASSOCIATES
 APPRAISERS - ANALYSTS

VALUATION ANALYSIS (Continued)

SALES COMPARISON APPROACH: (Continued)

As noted, the unit rate per square foot of land area of the various sale properties are within a relatively narrow range. While the rate per developable unit is also included, due the inverse relationship of the rate per square foot of land area and rate per unit, when considering development density, the rate per square foot of land area has been utilized herein as the primary unit of analysis.

The location adjustment takes into consideration (1) the specific location of each sale property, (2) the immediate environmental influences and (3) the level and type of developments in the area. Data 2, located in Pomona, is deemed inferior with respect to general location. The remaining sale properties are located in Ontario and are deemed generally similar with respect to location.

An adjustment for land size is also typically considered. In analyzing multiple family residential land sale properties, however, the development density is considered to be the predominant factor. While smaller parcels may sell at overall higher rates per square foot of land area, this may not be the case when there are differing development densities. Data 4, however, is a relatively large land parcel having a similar density, and is deemed inferior regarding land size (on a rate per square foot basis). The subject site contains 10,073 square feet of land area, and has an effective development density of 1 unit per 2,518 square feet of land area. Data 2, 3, 4 and 6 are considered generally similar with respect to development density. Data 1 and 7 are deemed superior with respect to density while Data 5 is inferior regarding density, on a rate per square foot basis.

The subject property has a trapezoidal land configuration. Data 6 has an irregular land configuration which is deemed inferior to that of the subject site.

The subject site has been considered as a vacant land parcel. Data 4 is developed with 7 residential units, which buildings are considered having some interim value which exceeds potential demolition costs. Data 5 sold with a single family residence (to be remodeled) with entitlements for the development of four additional townhomes. As such, Data 4 and 5 are deemed superior regarding building improvements.

The subject site (as vacant land) is considered unentitled. Data 4 and 5 sold with full entitlements and Data 6 had expired plans with a pending zone change to a higher density; said sale properties are deemed superior with respect to entitlements. The remaining sale properties are unentitled and deemed similar to the subject property regarding entitlements.

VALUATION ANALYSIS (Continued)

SALES COMPARISON APPROACH: (Continued)

No other adjustments for the various elements of comparability were warranted. The reader is referred to the Market Data Section for additional information pertinent to each sale property.

Conclusion:

The reader is referred to the following array of the land sale properties utilized herein. The sales are placed in order within the array by rating with respect to overall comparability. As stated, the unit rates have been adjusted for market conditions; none of the land sale properties required adjustments for property rights conveyed, financing, conditions of sale or expenditures after sale. The market conditions adjusted rate per square foot of land area, for each sale property, are summarized, as follows:

<u>Data</u>	<u>Overall Comparability</u>	<u>Rate Per SF Land</u>
7	superior	\$29.11
1	superior	\$25.61
6	slightly superior	\$25.55
5	slightly superior	\$25.53
4	slightly superior	\$24.80
Subject	- - -	\$24.50
3	similar	\$23.87
2	inferior	\$23.43

All of the sale properties were considered helpful in the foregoing valuation. While Data 3 is deemed similar at \$23.87, Data 4, 5 and 6 ranging from \$24.80 to \$25.55 are rated slightly superior regarding overall comparability. Based on the foregoing, the overall rate per square foot considered applicable to the larger parcel, based on the preponderance of data, is estimated at \$24.50 per square foot of land area, as follows:

$$10,073 \text{ SF @ } \$24.50 = \$246,789.$$

VALUATION ANALYSIS (Continued)

MARKETING EXPOSURE:

The marketing exposure of a particular property is a direct function of supply and demand within a particular market segment. Generally, a higher demand results in a shorter marketing period. During the course of market research for the subject valuations, interviews were conducted with parties involved in the transactions employed in the Sales Comparison Approach.

The subject just compensation study applies to only a partial taking of the subject larger parcel; however, in arriving at the land unit rate indicated above, the marketing exposure of the subject land parcel, assuming an aggressive and comprehensive marketing program, is estimated at approximately 3 to 9 months.

See Just Compensation beginning on the following page.

JUST COMPENSATION

The purpose of this appraisal study is to estimate the just compensation for the acquisition of a temporary construction easement (TCE), having a term of five years.

As demonstrated, the unencumbered fee simple unit rate applicable to the subject underlying land, in the "before" condition, is \$24.50 per square foot of land area. Compensation for the TCE land rent is based accordingly. The subject building and public water district improvements will not be impacted by the TCE. Permanent severance damages and benefits will not accrue to the larger parcel by virtue of the acquisition of the TCE or construction of the public project in the manner proposed. The reader is referred to the aerial exhibit, legal description and plat map, and photographs on the following pages.

TEMPORARY CONSTRUCTION EASEMENT:

The subject larger parcel will be impacted by a non-exclusive temporary construction easement (TCE), containing 1,291 square feet of land area, and having a duration of five years. The TCE is located along the easterly property boundary. The property owner will retain pedestrian ingress/egress access across the TCE, to the remainder property, at all times. The TCE is non-exclusive during the entire 5-year term, including during construction; actual construction at the subject site will be limited to no longer than 6 months. Compensation, however, is based on the entire five year term of the TCE.

Surface improvements within the TCE are limited to an asphalt paved driveway; the remaining TCE land area is unimproved (dirt). Northerly concrete block fencing appears to be part of the adjacent northerly property and the southerly fencing is the existing sound wall and Caltrans fencing. It is understood the project contractor will replace the existing driveway. As such, there are no improvements within the TCE area which will be lost.

Note that there is a sewer manhole cover in the TCE area, however, it is assumed the project contractor will protect in place existing utilities.

I-10 Corridor Contract 1 Project

City of Ontario



Parcel Detail: 1047-221-48



- Parcels
- Public Utility Easement
- TCE
- Fee
- Permanent Easement (Subsurface)

Project Vicinity:



FOR INFORMATION ONLY
DO NOT RECORD



EXHIBIT 'A'
LEGAL DESCRIPTION

Parcel No. 104722148-1

Temporary Construction Easement

APN 1047-221-48

The easterly 15.00 feet of that portion of Lot 687 of the Map of Ontario, in the City of Upland, County of San Bernardino, State of California, as shown on the map recorded in Book 11, Page 6, of Maps in the office of County Recorder of said County as described in the Deed recorded on January 16, 1929 in Book 459, Page 140 of Official Records in the office of the County Recorder of said County.

Excepting therefrom, that portion lying southerly of the northerly line of the land described in Grant Deed recorded June 15, 1951 in Book 2780, Page 164 of Official Records in the office of the County Recorder of said County.

Containing 1,291 square feet.

See Exhibit 'B' attached hereto and made a part hereof.

The distances described herein are grid distances and are based on California Coordinate System of 1983, Zone 5, 2007.00 epoch. Ground distances may be obtained by dividing grid distances by the combination factor of 0.999948643.

Prepared under the direction of



Peter J. Fitzpatrick, PLS 6777

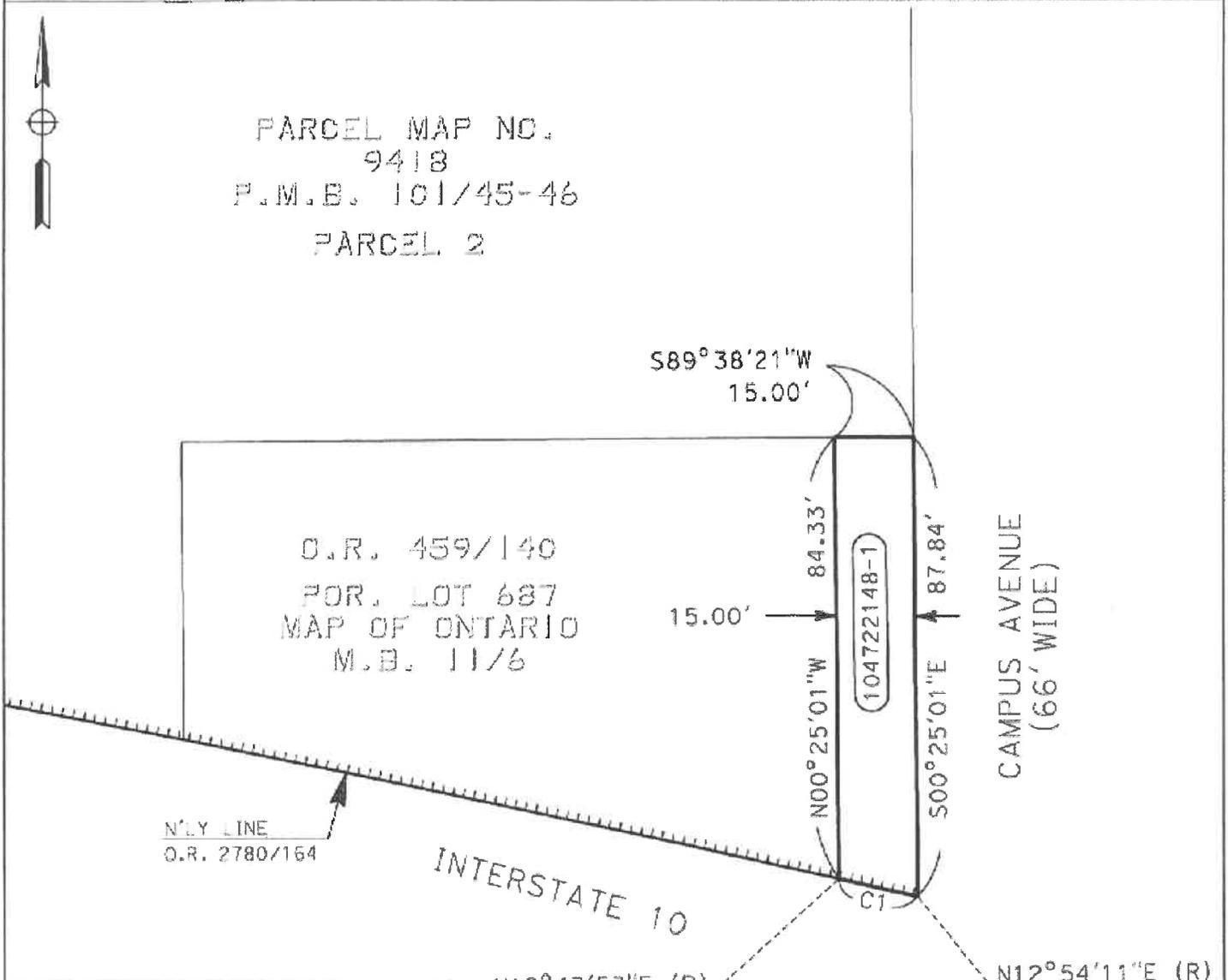


Date



EXHIBIT B

PARCEL#	TITLE	AREA	APN
104722148-1	TCE	1291 SF	1047-221-48



LEGEND
(RAD) Indicates Radial Bearing
POB Point of Beginning
TPOB True Point of Beginning
104722148-1 Parcel Number
Old Right of Way(Superseded)
Exist Right of Way
Proposed Right of Way
Access Prohibited

NOTES

The distances shown herein are grid distances. Ground distances may be obtained by dividing grid distances by the combination factor of 0.999948643.

CURVE TABLE		
DELTA	RADIUS	LENGTH
C1	5142.00'	15.41'

104722148-1
TEMPORARY CONSTRUCTION EASEMENT



DATE: 07-17-18		REV.:		EA:		FA#:	
DISTRICT	COUNTY	ROUTE	SHEET PM	SHEET NO.	TOTAL SHEETS		
8	S.B.	10	3,979	1	1		



PHOTO NO. 2: View looking south along the TCE from the north portion thereof.



PHOTO NO. 3: View looking north along the TCE from the south portion thereof.



PHOTO NO. 4: View looking south along Campus Avenue from a point north of the subject property.



PHOTO NO. 5: View looking north along Campus Avenue from a point north of the subject property.

JUST COMPENSATION (Continued)

TEMPORARY CONSTRUCTION EASEMENT: (Continued)

In determining the appropriate rate of return to apply to the temporary construction easement land area, for the term of the easement (60 months), the appraiser considered (1) gross annual return rates received by public agencies and large land-holding private corporations and (2) national yield rates, or internal rates of return (IRR), obtained by private real estate investors, as supplied by the PwC Korpacz Real Estate Investor Survey.

Following are the gross annual return rates received by public agencies and large real estate corporations:

City of Long Beach:	7-10%
City of Los Angeles:	8-10%
County of Los Angeles:	6-9%
County of Orange:	8-10%
County of Riverside:	8-10%
County of San Bernardino:	8-10%
County of San Diego:	8-10%
Irvine Company:	9-10%
Watson Land Company:	9-10%
Newhall Land Company	10%

As can be noted, the rates of return at large real estate corporations range from approximately 6% to 10%; the majority of the rates are between 8% and 10%.

It should be noted that many of the aforementioned public agencies have indicated that actual rates of return have declined at many of their properties, over the past several years. Certain public agencies have indicated that they often lease land for rates that translate into significantly lower rates of return. The rates in the above-mentioned table effectively represent those rates which the public agency seeks to obtain over a long-term holding period at their sites. Sites located in areas of high demand and/or limited availability can achieve the higher rates, while more typical sites are often leased at lower rates.

JUST COMPENSATION (Continued)

TEMPORARY CONSTRUCTION EASEMENT: (Continued)

As stated, in addition to the rates of return sought by public agencies and private real estate companies, a review was conducted of national yield rates (internal rates of return) obtained by private real estate investors, on a quarterly basis. The rates were obtained from the Korpacz Real Estate Investor Survey, produced by Price Waterhouse Cooper (PwC), Third Quarter 2018, as follows:

Yield Rates:

Los Angeles Office Market:	7.82%
Pacific Region Warehouse:	6.03%
Pacific Region Apartments:	6.60%
National Net Lease:	8.15%

Based on the foregoing analysis, a rate of 7% to 8% is judged appropriate for the subject property. Note, however, considering the disproportionate impact of a TCE rental area (as compared to the renting of an entire property), the rate of return for the TCE rental area employed in this study is adjusted upward to 10%.

Land Area:

The following estimate of compensation for the temporary construction easement (land only) is based on the terms indicated above. The rental value for the temporary construction easement is summarized as follows:

Land value of TCE area:

Unencumbered land area:

$$1,291 \text{ sf} \times \$24.50 = \$31,630$$

TCE Compensation (land rent):

$$\$31,630 \times 10.0\% \div 12 = \$264 \text{ per month}$$

$$\$264 \times 60 \text{ months} = \$15,840$$

JUST COMPENSATION (Continued)

SEVERANCE DAMAGES:

There is no permanent taking impacting the subject property. The TCE is required to facilitate re-grading of the adjacent public street. Upon expiration of the TCE, the larger parcel land area will be unchanged. Upon expiration of the TCE, the topography and configuration of the larger parcel, as well as other land features such as present use, and highest and best use, will remain unchanged. Based on the foregoing, the adjustments applied to the various sale properties in the "before" condition, will remain unchanged (refer to the Land Sales Comparison Grid in the preceding portion of this section). The indicated unit rate applicable to the larger parcel, upon expiration of the TCE, is unchanged and, therefore, severance damages will not accrue as a result of the TCE or construction of the public project in the manner proposed.

BENEFITS:

Benefits will not accrue to the larger parcel by virtue of the TCE acquisition of the larger parcel or construction of the public project in the manner proposed. The value of the remainder, upon expiration of the TCE, and after considering benefits, is unchanged; therefore, there are no applicable benefits.

SUMMARY OF TOTAL JUST COMPENSATION:

Following is a summary of the total just compensation considered applicable in the subject case, as of December 28, 2018.

Summary of Just Compensation:

Temporary Construction Easement:	\$ 15,840
Site improvements lost:	0
Severance damages:	0
Benefits:	0
Just Compensation:	<u>\$ 15,840</u>
Adjusted:	\$ 15,900

MARKET DATA SUMMARY

LAND VALUE INDICATORS:

<u>Data</u>	<u>Date</u>	<u>Zoning</u>	<u>Land Size</u>	<u>No. of Units Dev. Density</u>	<u>Sale Price</u>	<u>\$ Per SF \$ Per Unit</u>
1	11-15	HDR-45	61,008 sf 1719-1725 E. 4th St., Ontario	36 1 / 1,695 sf	\$1,250,000	\$20.49 \$34,722
2	9-16	R3	24,790 sf 252 W. Franklin Ave., Pomona	13 1 / 1,907 sf	\$505,000	\$20.37 \$38,846
3	10-16	MDR-25	13,374 sf 1444 W. Stoneridge Ct., Ontario	7 1 / 1,911 sf	\$280,000	\$20.94 \$40,000
4	5-17	MDR-18-EA	149,648 sf 1902-1924 S. Euclid Ave., Ontario	57 1 / 2,625 sf	\$3,389,000	\$22.65 \$59,456
5	9-17	MDR-18	24,000 sf 904 S. Palmetto Ave., Ontario	5 1 / 4,800 sf	\$570,000	\$23.75 \$114,000
6	10-17	MDR-18/HDR-45	17,127 sf 962 E. 6th St., Ontario	5 1 / 3,425 sf	\$409,000	\$23.88 \$81,800
7	8-18	MDR-25, ICC	54,840 sf 740 W. Holt Blvd., Ontario	31 1 / 1,769 sf	\$1,565,000	\$28.54 \$50,484

R. P. LAURAIN
& ASSOCIATES

APPRAISERS - ANALYSTS

MARKET DATA #1

1719-1725 East 4th Street
Ontario



GRANTOR:	Summit Ridge Church	APN:	0108-551-01, 34, 35
GRANTEE:	GLCT Corona Development, LLC	LAND SIZE:	61,008 sq.ft. 1.401 acres
SALE DATE:	November 24, 2015	ZONING:	HDR-45
DOC. NO.:	513731	NO. OF UNITS:	36
SALE PRICE:	\$1,250,000	PRESENT USE:	Vacant land
TERMS:	All cash	BLDG. IMPS.:	None
CONFIRMED BY:	Market data resources	DATE INSPECTED:	March 21, 2017

VALUE INDICATION: \$20.49 per SF land
\$34,722 per unit

COMMENT: The site was unentitled at the time of sale and was listed based on a maximum allowable density of 36 units.

APN: 0108-551-01, 34, 35

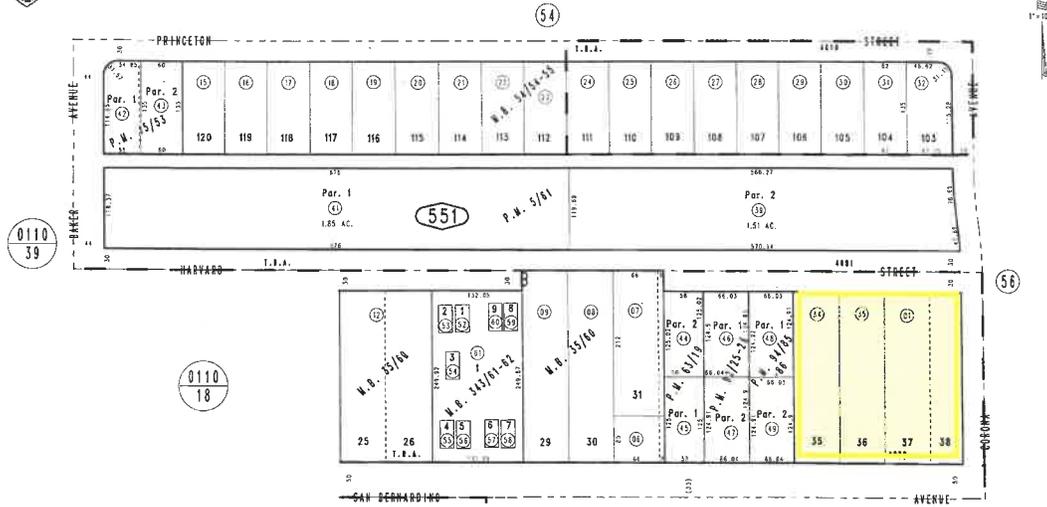
THIS MAP IS FOR THE PURPOSE OF AD VALOREM TAXATION ONLY.



Ptn. Tract No. 2493, M.B. 35/60
Ptn. Tract No. 4355, M.B. 54/54-55

City of Ontario
Tax Rate Area
4010 4086 4091

0108 - 55



Parcel Map No. 8879, P.M. 54/85 86
 Parcel Map No. 8539, P.M. 52/25-26
 Parcel Map No. 5385, P.M. 53/16
 Parcel Map No. 1765, P.M. 15/53
 Parcel Map No. 506, P.M. 5/61

Tract No. 17645, M.B. 343/61-62,
 Cadastral Plan 2015-0548666

Ptn. S.E.1/4, Sec. 16
 T 15 R 7 W

Assessor's Map
 Book 0108 Page 55
 San Bernardino County

REMOVED
 84/27/16 BU
 84/28/16 CW
 JUN 06 2018

R. P. LAURAIN
 & ASSOCIATES
 APPRAISERS - ANALYSTS

MARKET DATA # 2

252 West Franklin Avenue
Pomona



GRANTOR:	Javier Ordonez	APN:	8344-021-033
GRANTEE:	Walker Residences, LLC	LAND SIZE:	24,790 sq.ft. 0.569 acres
SALE DATE:	September 22, 2016	ZONING:	R3
DOC. NO.:	1151357	NO. OF UNITS:	13
SALE PRICE:	\$505,000	PRESENT USE:	Vacant land
TERMS:	All cash	BLDG. IMPS.:	None
CONFIRMED BY:	Maria Barragan, broker	DATE INSPECTED:	March 12, 2018

VALUE INDICATION: \$20.37 per SF land
\$38,846 per unit

COMMENT: The site was unentitled at the time of sale and was listed based on a maximum allowable density of 13 units.

MARKET DATA #3

1444 West Stoneridge Court
Ontario



GRANTOR:	Brothers Home Trading Corporation	APN:	1010-551-06
GRANTEE:	TWG Properties, Inc.	LAND SIZE:	13,374 sq.ft. 0.307 acres
SALE DATE:	October 28, 2016	ZONING:	MDR-25
DOC. NO.:	455196	NO. OF UNITS:	7
SALE PRICE:	\$280,000	PRESENT USE:	Vacant land
TERMS:	All cash	BLDG. IMPS.:	None
CONFIRMED BY:	Raoul Amescua, broker	DATE INSPECTED:	March 21, 2017

VALUE INDICATION: \$20.94 per SF land
\$40,000 per unit

COMMENT: The site included expired plans for the development of 6 townhomes, however, the site was never entitled. The maximum density is 7 units. The site was listed as unentitled land, with the potential to deliver a fully entitled site, at an additional cost.

APN: 1010-551-06

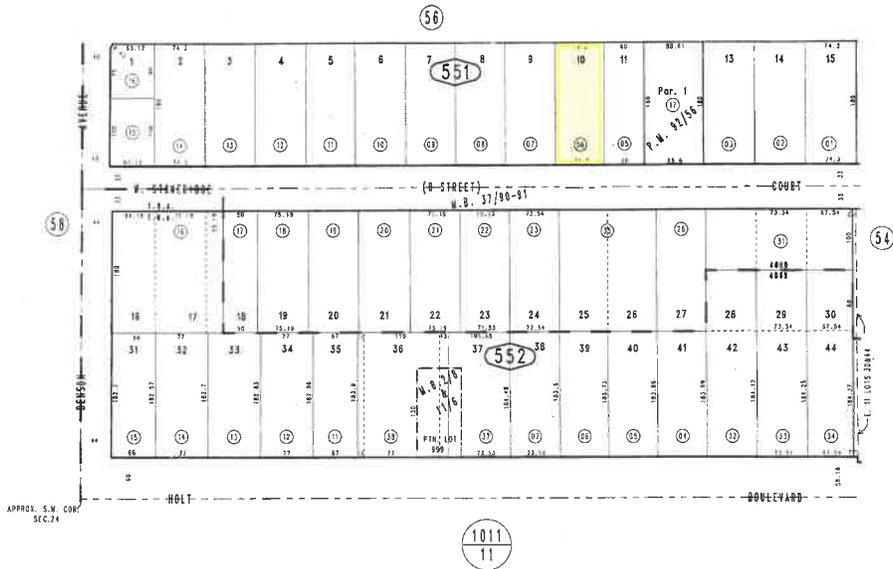
THIS MAP IS FOR THE PURPOSE
OF ASSESSOR TAXATION ONLY.



Ptn. Ontario Colony Lands, M.B. 2/8 & 11/6

City of Ontario
Tax Rate Area
4000 4069

1010 - 55



October 2004

Tract No. 2676, M.B. 32/30-31
Parcel Map No. 8580, P.W. 92/56

Ptn. S.W.1/4, Sec.24
T.1S.,R.8W.

NOV 11 2003
Assessor's Map
Book 1010 Page 55
San Bernardino County

REVISED
10/24/13 RW

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

MARKET DATA #4

1902-1924 South Euclid Avenue
Ontario



GRANTOR:	Euclid Ave Investment, LLC, et al	APN:	1050-381-04, 05, 06, 07, 08, 09
GRANTEE:	1902 Euclid Property, LLC	LAND SIZE:	149,648 sq.ft. 3.435 acres
SALE DATE:	May 10, 2017	ZONING:	MDR-18-EA
DOC. NO.:	192352	NO. OF UNITS:	57
SALE PRICE:	\$3,389,000	PRESENT USE:	Residential use
TERMS:	All cash	BLDG. IMPS.:	Residential buildings
CONFIRMED BY:	Steve Gim, broker	DATE INSPECTED:	March 21, 2017

VALUE INDICATION: \$22.65 per SF land
\$59,456 per unit

COMMENT: At the time of sale the site was improved with 7 residential units which generated income. The site was also entitled for the development of 57 townhomes.

APN: 1050-381-04, 05, 06, 07, 08, 09

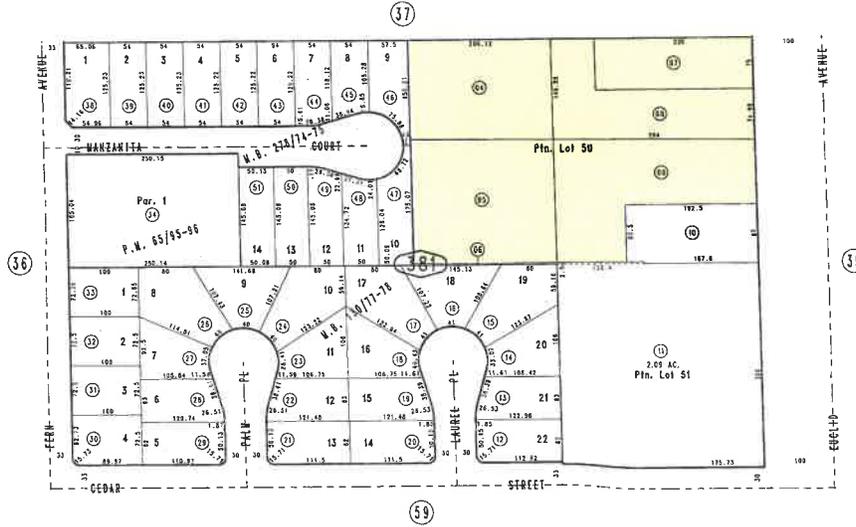
THIS MAP IS FOR THE PURPOSE
OF AD VALOREM TAXATION ONLY.



Ptn. Rancho Santa Ana Del Chino, M.B. 6/15

City of Ontario
Tax Rate Area
4052

1050 - 38



DEC 07 2004

REVISED

October 2004

Tract No. 15992, M.B. 278/74-75
Ptn. Parcel Map No. 6528, P.W. 65/95-96
Tract No. 5495, M.B. 130/77-78

Ptn. S.E.1/4, Sec.31
T.1S.,R.7W., S.B.B.&M.

Assessor's Map
Book 1050 Page 38
San Bernardino County

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

MARKET DATA #5

904 South Palmetto Avenue
Ontario



GRANTOR:	Journey Investments, LLC	APN:	1011-413-01
GRANTEE:	904 S Palmetto, LLC	LAND SIZE:	24,000 sq.ft. 0.551 acres
SALE DATE:	September 22, 2017	ZONING:	MDR-18
DOC. NO.:	392537	NO. OF UNITS:	5
SALE PRICE:	\$570,000	PRESENT USE:	SFR
TERMS:	All cash	BLDG. IMPS.:	Single family residence
CONFIRMED BY:	Christopher Lombardo, broker	DATE INSPECTED:	March 12, 2018

VALUE INDICATION: \$23.75 per SF land
\$114,000 per unit

COMMENT: The site was entitled with for the development of 4 new townhomes, utilizing the existing SFR, for a total of 5 residential units.

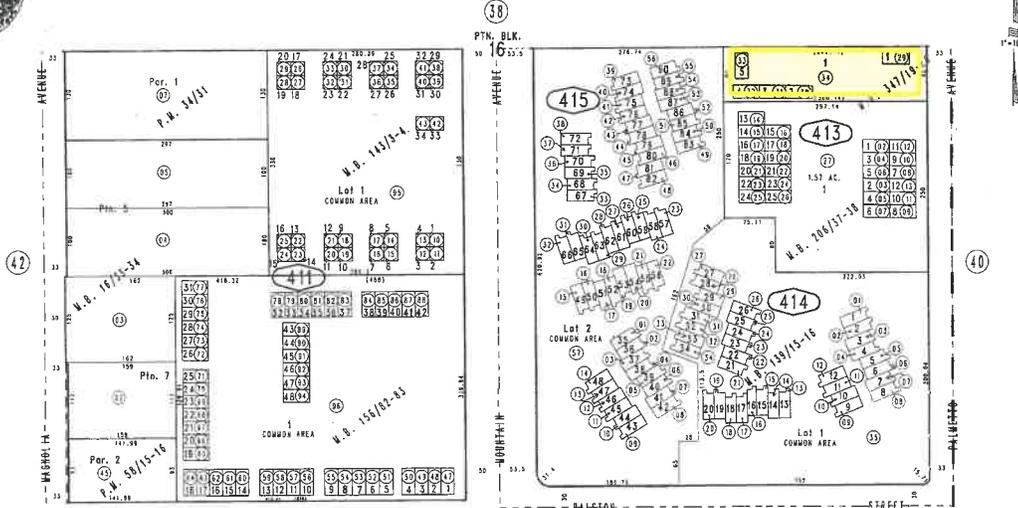
APN: 1011-413-01

Pin. Monte Vista Tract No. 2, M.B. 16/33-34

City of Ontario
Tax Rate Area
4052

1011 - 41

THIS MAP IS FOR THE PURPOSE
OF AD VALOREM TAXATION ONLY.



Tract No. 18612, W.B. 347/19-20, Condo Plan 17-0296792
 Tract No. 13543, W.B. 286/37-38, Condo Plan 07-0046092
 Tract No. 11159, W.B. 156/82-83, Condominium Plan O.R. 82-032224
 Tract No. 10299, W.B. 143/3-4, Condominium Plan O.R. Bk. 9578 Pg. 1053
 Tract No. 8948, W.B. 139/15-16, Condominium Plan O.R. Bk. 9500 Pg. 381(Lot1)Bk. 9500 Pg. 386(Lot2)
 Pin. Parcel Map No. 5827, P.W. 58/15-16
 Parcel Map No. 3676, P.W. 34/31

Ptn. S.E.1/4, Sec.25
 T.1S.,R.8W.
 Assessor's Map
 Book 1011 Page 41
 San Bernardino County

November 2004

DEC 12 2017

REVISED
06/29/11 CW
10/26/17 CW

R. P. LAURAIN
 & ASSOCIATES
 APPRAISERS - ANALYSTS

MARKET DATA #6

962 East 6th Street
Ontario



GRANTOR:	Li J. Chen and Wen B. Chen	APN:	1047-424-02
GRANTEE:	Amelia M. Interiano Trust	LAND SIZE:	17,127 sq.ft. 0.393 acres
SALE DATE:	October 31, 2017	ZONING:	MDR-18/HDR-45
DOC. NO.:	450421	NO. OF UNITS:	5
SALE PRICE:	\$409,000	PRESENT USE:	SFR
TERMS:	\$326,000, Conventional	BLDG. IMPS.:	Single Family Residence
CONFIRMED BY:	Wen B. Chen	DATE INSPECTED:	February 12, 2018

VALUE INDICATION: \$23.88 per SF land
\$81,800 per unit

COMMENT: The property sold with expired plans for 5 condominium units. The site was subsequently rezoned for high density residential use (HDR-45).

APN: 1047-424-02

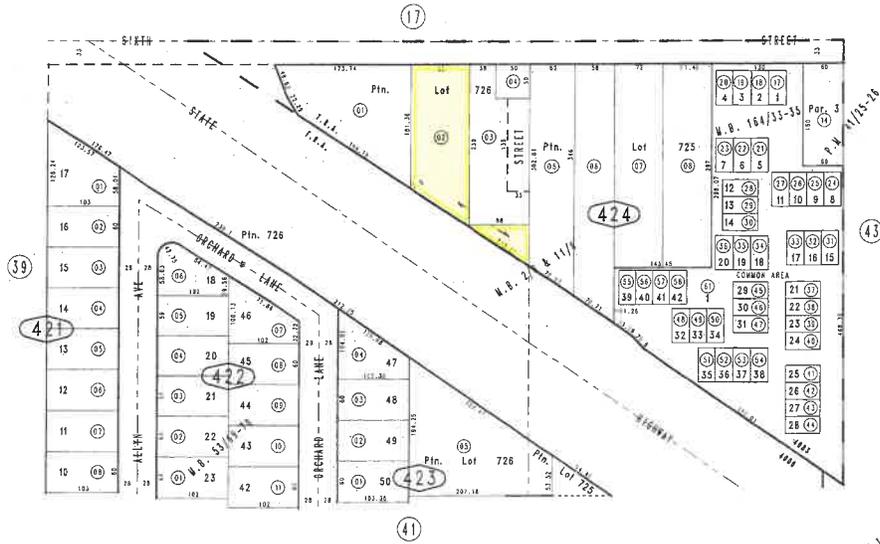
THIS MAP IS FOR THE PURPOSE
OF AD VALOREM TAXATION ONLY.



Ptn. Ontario Colony Lands
M.B. 2/8 & 11/6

City of Ontario
Tax Rate Area
4000 4083

1047 - 42



MARKET DATA #7

740 West Holt Boulevard
Ontario



GRANTOR:	Farid Rahebi	APN:	1048-604-15
GRANTEE:	AJ1 Development, LLC	LAND SIZE:	54,840 sq.ft. 1.259 acres
SALE DATE:	August 23, 2018	ZONING:	MDR-25, ICC
DOC. NO.:	309919	NO. OF UNITS:	31 units allowed
SALE PRICE:	\$1,565,000	PRESENT USE:	Automotive sales and repair
TERMS:	All cash	BLDG. IMPS.:	Two small auto sales bldgs., and one auto repair bldg.
CONFIRMED BY:	Farid Rahebi, grantor	DATE INSPECTED:	September 7, 2018

VALUE INDICATION: \$28.54 per SF land
\$50,484 per unit

COMMENT: The property is currently being used for automobile sales and repair, and is currently zoned MDR-25 with an ICC (Interim Community Commercial) overlay.

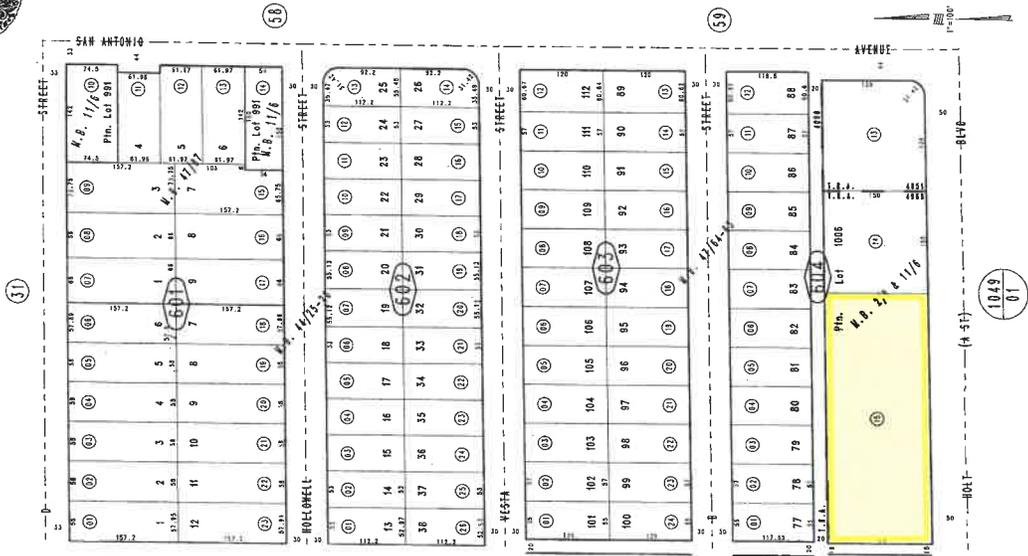
APN: 1048-604-15

THIS MAP IS FOR THE PURPOSE
OF AD VALOREM TAXATION ONLY.



Ptn. Ontario Colony Lands, M.B. 2/8 & 11/6

City of Ontario
Tax Rate Area
4000,4051 1048 - 60



October 2004

Tract No. 3669, M.B. 47/87
Ptn. Tract No. 3592, M.B. 47/64-65
Tract No. 3306, M.B. 44/25-26

Ptn. S.W.1/4, Sec.19
T.1S.,R.7W.

Assessor's Map
Book 1048 Page 60
San Bernardino County

DEC 07 2004

REVISED

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

CERTIFICATE OF APPRAISER

RW 7-6 (REV 6/2003)

DISTRICT	EA	AR No.
----------	----	--------

I Hereby Certify:

That I have personally inspected the property herein appraised and that the property owner has been afforded an opportunity to be present at the time of the inspection. A personal field inspection of the comparable sales relied upon in making said appraisal has also been made. The subject and the comparable sales relied upon in making said appraisal were as represented by the photographs contained in said appraisal.

That to the best of my knowledge and belief, the statements contained in the appraisal herein set forth are true, and the information upon which the opinions expressed therein are based is correct, subject to limiting conditions therein set forth.

That I understand that such appraisal is to be used in connection with the acquisition of right of way for a highway to be constructed by the State of California with the assistance of Federal-aid highway funds, or other Federal funds.

That such appraisal has been made in conformity with the appropriate State laws, Title VI of the 1964 Civil Rights Act, and regulations, policies and procedures applicable to appraisal of right of way for such purposes; and that to the best of my knowledge no portion of the value assigned to such property consists of items which are noncompensable under the established law of said State.

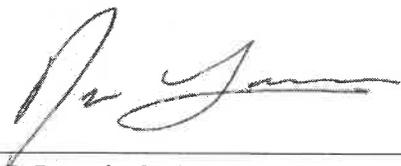
That neither my employment nor my compensation for making this appraisal and report are in any way contingent upon the values reported herein.

That I have no direct or indirect present or contemplated future personal interest in such property or in any benefit from the acquisition of such property appraised.

That I have not revealed the findings and results of such appraisal to anyone other than the proper officials of the California Department of Transportation or officials of the Federal Highway Administration and I will not do so until so authorized by State officials, or until I am required to do so by due process of law, or until I am released from this obligation by having publicly testified as to such findings.*

That my opinion of the total fair market value for the temporary construction easement included in this report and made a part hereof by reference, as of the December 28, 2018, is \$15,900 and that such conclusion was derived without collusion, coercion or direction as to value.

* Note that the results of the appraisal have been revealed to the clients SBCTA and Overland Pacific & Cutler, LLC, and that authorized representatives of the State of California BREA, Appraisal Institute, and American Society of Appraisers have the right to review this report.



(Signature)

John P. Laurain, MAI, ASA

January 4, 2019

Date

CONFIDENTIAL
This document contains personal information and pursuant to the Code of Civil Proceedings (CCP) 1798.21 is inadmissible in any court proceeding pursuant to Evidence Code 1152 and CCP 1255.060. It shall be kept confidential in order to protect against unauthorized disclosure.

DIST:	CO:	RTE: I-10	KP (P.M.)	PARCEL NO. APN 1047-221-48
-------	-----	-----------	-----------	-------------------------------

OWNER: City of Upland	ADDRESS: 461± South Campus Avenue, Upland CA 91786	PHONE: HM: WK: CELL:
--------------------------	---	-------------------------------

PROJECT: I-10	CERT DATE:
------------------	------------

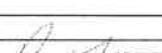
DATE OWNER INVITED TO ACCOMPANY APPRAISER: 7-30-18	BY: LETTER <input checked="" type="checkbox"/> PHONE: <input type="checkbox"/> PERSON <input type="checkbox"/>	DATE PROPERTY INSPECTED: 8-16-18
---	--	-------------------------------------

APP. REPORT #/DATE 1-4-19	APPROVAL DATE:	APPRAISED VALUE: \$15,900	EA:
REVISED DATE:	APPROVAL DATE:	APPRIASED VALUE:	

DATE OF FIRST WRITTEN OFFER	AMOUNT OF REPLACEMENT HOUSING SUPP. AT TIME OF FIRST WRITTEN OFFER	RAP PKG DEL DATE:
DATE ASSIGNED TO ACQUISITION AGENT:		

PEOPLE V. _____	SCC #	FILED:	EFF DATE OP:
OWNER'S ATTORNEY:	ADDRESS:		PHONE:

DATE AGENT- APPRAISER 1-4-19	ASSIGNED TO:	
SIGNATURE/INITIAL 	APPRAISER	DATE

DATE	SIGNATURE	NOTES:
7-26-18		NODA Letter sent by OPC
7-30-18		Sent Notice of Intent to Appraise
8-16-18		Inspected subject property

PARCEL OCCUPANCY DATA

RW 7-2 (Rev. 9/2002)

CONFIDENTIAL

This document contains personal information and pursuant to Civil Code 1798.21 it shall be kept confidential in order to protect against unauthorized disclosure.

TO: Relocation Assistance (RAP)

FROM:

	I-10				
Co	Rte	KP (P.M.)	Parcel No.	Exp Auth	AR #

Property Address: 461± South Campus Avenue
 City: Upland

Zip Code: 91786

Property Data: APN: 1047-221-48

Residential

	<u>Name</u>	<u>Address</u>	* Owner (O)
City of Upland.		461± South Campus Avenue, Upland CA 91786	*Tenant (T) O

Business\Other (Personal Property Only)

	<u>Name of Business Owner</u> <u>(Name of Business)</u>	<u>Address</u>	* Owner (O)
			*Tenant (T)

The information was provided by:

: John P. Laurain, MAI, ASA
Appraiser Name

8-16-18
Date of Inspection

ADA Notice For individuals with disabilities, this document is available in alternate formats. For information call (916) 654-5413
 Voice, CRS: 1-800-735-2929, or write Right of Way, 1120 N Street, MS-37, Sacramento, CA 95814

CONFIDENTIAL
This document contains personal information and pursuant to Civil Code 1798.21 it shall be kept confidential in order to protect against unauthorized disclosure.

APN: 1047-221-48

F.P. #:

PARCEL NUMBER:

<u>Report No.</u>	<u>Date</u>	<u>Dist</u>	<u>Co</u>	<u>Rte</u>	<u>P.M.</u>	<u>Exp Auth</u>	<u>Map No.</u>
	1-4-19			I-10			

Owner: City of Upland.

Project ID:

Property Address: 461± South Campus Avenue, Upland CA 91786

Locale:

Zone: RM-20

Present Use: Public water district use.

Best Use: MFR

Entire Property Land: \$ 246,789

Imps.: \$ N.A.

Total: \$246,789

Possible Hazardous Waste (Include underground tanks) **Yes** **No**

Date Acquired: Over 5 years **DTT:** \$ **Consideration:** \$

Total Prop. Area: **Full** **Part (Include Access Rts.)** **Yes** **No**

MARKET VALUE OF REQUIRED PROPERTY:

\$15,900

LAND:

See attached

Date Inspected: 8-16-18

By: John P. Laurain, MAI, ASA

ADA Notice For individuals with sensory disabilities, this document is available in alternate formats. For information call (916) 654-5413 Voice, CRS: 1-800-735-2929 or write Right of Way, 1120 N Street, MS-37, Sacramento, CA 95814.

CONFIDENTIAL
*This document contains personal information and pursuant to
Civil Code 1798.21 it shall be kept confidential in order to protect
against unauthorized disclosure.*

APN: 1047-221-48

F.P. #:

PARCEL NUMBER:

Land value of TCE area:

Unencumbered land area:

$$1,291 \text{ sf} \times \$24.50 = \$31,630$$

TCE Compensation (land rent):

$$\$31,630 \times 10.0\% \div 12 = \$264 \text{ per month}$$

$$\$264 \times 60 \text{ months} = \$15,840$$

Summary of Just Compensation:

Temporary Construction Easement:	\$ 15,840
Site improvements lost:	0
Severance damages:	0
Benefits:	0
Just Compensation:	<hr/> \$ 15,840
Adjusted:	\$ 15,900

NOTIFICATION LETTERS

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS



July 26, 2018

City of Upland
c/o Liz Chavez
460 North Euclid Avenue
Upland, CA 91786

Re: Notice of Decision to Appraise
I-10 Corridor Contract 1 Project
Assessor Parcel Number (APN): 1047-221-48
Property Address: South Campus Avenue, Upland, CA 91786

Dear Ms. Chavez:

The San Bernardino County Transportation Authority ("SBCTA") and the California Department of Transportation ("Caltrans") have entered into a cooperative agreement to implement, design and construct the first phase of I-10 Corridor Contract 1 Project (the "Project"). This public improvement Project is intended to increase freeway capacity, improve traffic and interchange operations and enhance road safety.

The Project may require the purchase of the following interest: Temporary Construction Easement, affecting a portion of your real property at South Campus Avenue, Upland, CA 91786, located within the Project area, known as Assessor Parcel Number 1047-221-48 in the City of Upland, California.

Please note, the proposed acquisition will NOT require you or your occupants to move or relocate from your property.

Before a decision can be made to acquire any interests in your property, the law provides that the above-mentioned property interest first be appraised. The purpose of this letter is to advise you of the decision to appraise and shall serve as advance notice of your opportunity to accompany the appraiser during an inspection of your property.

SBCTA, as the lead agency for the Project, has retained the services of R. P. Laurain & Associates, Inc., an independent appraisal firm, to prepare an appraisal. An appraiser at R. P. Laurain & Associates, Inc. Will contact you in the near future to arrange a convenient time to inspect your property.

This is a preliminary notice only and does not constitute SBCTA's determination to acquire any property for the Project nor is this a request or demand that you vacate your property. Additionally, this notice does not establish eligibility for relocation payments or any other relocation assistance by SBCTA.

goSBCTA.com
PLAN. BUILD. MOVE

Enclosed is the informational pamphlet "Your Property Your Transportation Project," which explains the procedures that SBCTA follows to purchase property. Also enclosed is a Title VI package, which explains your rights as a property owner.

To schedule an appointment with the appraiser please contact John P. Laurain, MAI, ASA at 562-426-0477. If you have any questions related to the Project or need additional information, please contact Ramie Dawit, Project Manager at (951) 801-6824.

Sincerely,



Victoria Cook
Assistant Project Manger
Overland, Pacific & Cutler, LLC

Enclosures

GIS Exhibit

"Your Property Your Transportation Project" (Acquisition Informational Pamphlet)

Title VI Package

R . P . LAURAIN
& ASSOCIATES

INCORPORATED



3353 LINDEN AVENUE, SUITE 200
LONG BEACH, CALIFORNIA 90807
TELEPHONE (562) 426-0477
FACSIMILE (562) 988-2927
RPLA@RPLAURAIN.COM

July 30, 2018

City of Upland
c/o Liz Chavez
460 North Euclid Avenue
Upland, CA 91786

Subject: Notice of Intent to Appraise
I-10 Corridor Project
Assessor Parcel Number (APN): 1047-221-48
Property Address: South Campus Avenue, Upland, CA 91786

Dear Property Owner:

We have been retained by Overland, Pacific & Cutler, LLC, on behalf of the San Bernardino County Transportation Authority (SBCTA) and Caltrans, to appraise the above-referenced property, as impacted by the I-10 Corridor Project. Your property, referenced above, is within the project area, a portion of which is required for the project.

As part of the appraisal process, it will be necessary to perform an inspection of your property. We will be conducting appraisal inspections in the project area on August 2, 6, 7, 8, 9 and 10, 2018. If you would like to accompany the appraiser during the inspection, please contact the undersigned at (562) 426-0477 to schedule an appointment that is convenient for your schedule and/or to provide an alternative date and time when you are available.

If you have any questions regarding the purpose of the appraisal, or the authority of our assignment, please contact Ramie Dawit, Project Manager at Overland Pacific & Cutler at (951) 801-6824.

If there is any information that you feel is relative to the value of your property, please provide said information on or before the scheduled inspection date. If your property is tenant occupied, it would be appreciated if you would advise them of the scheduled appraisal inspection. Thank you for your cooperation.

Very truly yours,

R. P. LAURAIN & ASSOCIATES, INC.


John P. Laurain, MAI, ASA
JPL:cl

PRELIMINARY TITLE REPORT

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS



Commonwealth Land Title Company
4100 Newport Place Dr., Suite 120
Newport Beach, CA 92660
Phone: (949) 724-3140

Overland, Pacific & Cutler, Inc.
2280 Market St #200
Riverside, CA 92501

Attn: Mia Garcia

Our File No: 09205127
Title Officer: Chris Maziar
e-mail: unit10@cltic.com
Phone: (949) 724-3170
Fax: (949) 258-5740

Your Reference No: PTR-126 1094 HNT-0

Property Address: Vacant Land, Upland, California

PRELIMINARY REPORT

Dated as of October 20, 2017 at 7:30 a.m.

In response to the application for a policy of title insurance referenced herein, Commonwealth Land Title Company hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a policy or policies of title insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an exception herein or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations or Conditions of said policy forms.

The printed Exceptions and Exclusions from the coverage and Limitations on Covered Risks of said policy or policies are set forth in Attachment One. The policy to be issued may contain an arbitration clause. When the Amount of Insurance is less than that set forth in the arbitration clause, all arbitrable matters shall be arbitrated at the option of either the Company or the Insured as the exclusive remedy of the parties. Limitation on Covered Risks applicable to the CLTA and ALTA Homeowner's Policies of Title Insurance which establish a Deductible Amount and a Maximum Dollar Limit of Liability for certain coverages are also set forth in Attachment One. Copies of the policy forms should be read. They are available from the office which issued this report.

The policy(s) of title insurance to be issued hereunder will be policy(s) of **Commonwealth Land Title Insurance Company**.

Please read the exceptions shown or referred to below and the exceptions and exclusions set forth in Attachment One of this report carefully. The exceptions and exclusions are meant to provide you with notice of matters which are not covered under the terms of the title insurance policy and should be carefully considered. It is important to note that this preliminary report is not a written representation as to the condition of title and may not list all liens, defects, and encumbrances affecting title to the land.

This report (and any supplements or amendments hereto) is issued solely for the purpose of facilitating the issuance of a policy of title insurance and no liability is assumed hereby. If it is desired that liability be assumed prior to the issuance of a policy of title insurance, a Binder or Commitment should be requested.

SCHEDULE A

The form of policy of title insurance contemplated by this report is:

None

ALTA Extended Owner's Policy of Title Insurance (6-17-06)

None

The estate or interest in the land hereinafter described or referred to covered by this report is:

A FEE

Title to said estate or interest at the date hereof is vested in:

CITY OF UPLAND, a municipal corporation of California

The land referred to herein is situated in the County of San Bernardino, State of California, and is described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

EXHIBIT "A"

ALL THAT CERTAIN REAL PROPERTY SITUATED IN THE COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

THE SOUTH ONE HUNDRED (100) FEET OF THE NORTH TWO HUNDRED (200) FEET OF THE SOUTH HALF OF LOT 687, ONTARIO COLONY LANDS, IN THE CITY OF ONTARIO, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER PLAT RECORDED IN BOOK 11, PAGE 6 OF MAPS, RECORDS OF SAID COUNTY.

EXCEPT THEREFROM THAT PORTION OF SAID LAND CONVEYED TO THE STATE OF CALIFORNIA AS SET FORTH AND DESCRIBED IN THAT CERTAIN DOCUMENT RECORDED JUNE 15, 1951 IN BOOK 2780, PAGE 164 OFFICIAL RECORDS.

Assessor's Parcel Number: **1047-221-48-0-000**

SCHEDULE B – Section A

The following exceptions will appear in policies when providing standard coverage as outlined below:

1. (a) Taxes or assessments that are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the Public Records; (b) proceedings by a public agency that may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the Public Records.
2. Any facts, rights, interests or claims that are not shown by the Public Records but that could be ascertained by an inspection of the Land or that may be asserted by persons in possession of the Land.
3. Easements, liens or encumbrances, or claims thereof, not shown by the Public Records.
4. Any encroachment, encumbrance, violation, variation or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land and not shown by the Public Records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b) or (c) are shown by the Public Records.
6. Any lien or right to a lien for services, labor of material not shown by the Public Records.

SCHEDULE B – Section B

At the date hereof Exceptions to coverage in addition to the printed exceptions and exclusions in said policy form would be as follows:

A. There were no taxes levied for the fiscal year 2017-2018 as the property was vested in a public entity.

B. Pending assessment for the District shown below:

District: Community Facilities District No. 2017-1
Disclosed by: Boundary Map – Potential Annexation Area
Recording Date: September 27, 2017
Recording No: 20170398452, Book 87, Page 63 of Boundary Maps

When the Notice of Assessment is recorded in the public records, the assessment shall become a lien on said Land.

C. Any liens or other assessments, bonds, or special district liens including without limitation, Community Facility Districts, that arise by reason of any local, City, Municipal or County Project or Special District.

D. The lien of supplemental or escaped assessments of property taxes, if any, made pursuant to the provisions of Chapter 3.5 (commencing with Section 75) or Part 2, Chapter 3, Articles 3 and 4, respectively, of the Revenue and Taxation Code of the State of California as a result of the transfer of title to the vestee named in Schedule A or as a result of changes in ownership or new construction occurring prior to Date of Policy.

1. Water rights, claims or title to water, whether or not disclosed by the public records.

2. Easement(s) for the purpose(s) shown below and rights incidental thereto as set forth in a document:

Purpose: water pipes and conduits
Recording No: Book 56, Page 63 Deeds
Affects: the exact location and extent of said easement is not disclosed of record

3. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to: N. W. Stowell and A. M. Chaffey
Purpose: pipelines
Recording Date: February 12, 1900
Recording No: Book 282, Page 135 Deeds

The exact location and extent of said easement is not disclosed of record.

and Recording Date: February 12, 1900
and Recording No: Book 282, Page 138 Deeds

4. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to: Ontario Domestic Water Company, a corporation
Purpose: pipelines
Recording Date: March 23, 1903
Recording No: Book 332, Page 297 Deeds

The exact location and extent of said easement is not disclosed of record.

5. Easement(s) for the purpose(s) shown below and rights incidental thereto as set forth in a document:

In favor of: San Antonio Water Company
Purpose: water pipes and other conduits
Recording Date: December 08, 1908
Recording No: Book 368, Page 359 Deeds

The exact location and extent of said easement is not disclosed of record.

6. The ownership of said Land does not include rights of access to or from the street, highway, or freeway abutting said Land, such rights having been relinquished by the document,

Recording Date: June 15, 1951
Recording No: Book 2780, Page 164 Official Records
Affects: the Southerly line of said land

7. Waiver of any claims for damages to said Land by reason of the location, construction, landscaping or maintenance of the street or highway adjoining said Land, as contained in the deed to

Recording Date: June 15, 1951
Recording No.: Book 2780, Page 164 Official Records

8. Easement(s) for the purpose(s) shown below and rights incidental thereto, as granted in a document:

Granted to: Southern California Edison Company, a corporation
Purpose: public utilities
Recording No: Book 2946, Page 400 Official Records
Affects: a portion of said land

9. Intentionally deleted.

10. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other matters shown on

Map: Record of Survey
Recording No: Book 13, Page 91

11. The Land described herein is included within a project area of the Redevelopment Agency shown below, and that proceedings for the redevelopment of said project have been instituted under the Redevelopment Law (such redevelopment to proceed only after the adoption of the Redevelopment Plan) as disclosed by a document.

Redevelopment Agency: City of Upland
Recording Date: November 25, 2003
Recording No: 2003-0881242 Official Records

12. Please be advised that our search did not disclose any open Deeds of Trust of record. If you should have knowledge of any outstanding obligation, please contact the Title Department immediately for further review prior to closing.

13. Any rights of the parties in possession of a portion of, or all of, said Land, which rights are not disclosed by the public records.

The Company will require, for review, a full and complete copy of any unrecorded agreement, contract, license and/or lease, together with all supplements, assignments and amendments thereto, before issuing any policy of title insurance without excepting this item from coverage.

The Company reserves the right to except additional items and/or make additional requirements after reviewing said documents.

Order No: 09205127-920-CMM-CM8

14. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other matters which a correct survey would disclose and which are not shown by the public records.
15. Any easements not disclosed by the public records as to matters affecting title to real property, whether or not said easements are visible and apparent.
16. Matters which may be disclosed by an inspection and/or by a correct ALTA/NSPS Land Title Survey of said Land that is satisfactory to the Company, and/or by inquiry of the parties in possession thereof.

END OF SCHEDULE B EXCEPTIONS

**PLEASE REFER TO THE "NOTES AND REQUIREMENTS SECTION" WHICH FOLLOWS FOR
INFORMATION NECESSARY TO COMPLETE THIS TRANSACTION**

REQUIREMENTS SECTION:

1. Prior to the close of escrow, the Company requires a Statement of Information to be completed by the following party(s),

Party(s): All Parties

The Company reserves the right to add additional items or make further requirements after review of the requested Statement of Information.

2. The Company requires a Statement of Information from the parties named below in order to complete this report, based on the effect of documents, proceedings, liens, decrees, or other matters which do not specifically describe said Land, but which, if any do exist, may affect the title or impose liens or encumbrances thereon. After review of the requested Statement(s) of Information, the Company may have additional requirements before the issuance of any policy of title insurance.

No names were furnished with the application. Please have the buyers furnish the Statement of Information as soon as possible.

The Company reserves the right to add additional items or make further requirements after review of the requested documentation.

NOTE: The Statement of Information is necessary to complete the search and examination of title under this order. Any title search includes matters that are indexed by name only, and having a completed Statement of Information assists the Company in the elimination of certain matters which appear to involve the parties but in fact affect another party with the same or similar name. Be assured that the Statement of Information is essential and will be kept strictly confidential to this file.

INFORMATIONAL NOTES SECTION

1. The information on the attached plat is provided for your convenience as a guide to the general location of the subject property. The accuracy of this plat is not guaranteed, nor is it a part of any policy, report or guarantee to which it may be attached.
2. For wiring Instructions please contact your Title Officer or Title Company Escrow officer.
3. Notice: Please be aware that due to the conflict between federal and state laws concerning the cultivation, distribution, manufacture or sale of marijuana, the Company is not able to close or insure any transaction involving Land that is associated with these activities.
4. Note: The Company requires current beneficiary demands prior to closing. If the demand is expired and a current demand cannot be obtained, our requirements will be as follows:
 - a) If the Company accepts a verbal update on the demand, we may hold an amount equal to one monthly mortgage payment. This hold will be in addition to the verbal hold the lender may have stipulated.
 - b) If the Company cannot obtain a verbal update on the demand, we will either pay off the expired demand or wait for the amended demand, at our discretion.
 - c) All payoff figures are verified at closing. If the customer's last payment was made within 15 days of closing, our Payoff Department may hold one month's payment to insure the check has cleared the bank (unless a copy of the cancelled check is provided, in which case there will be no hold).
5. Note: There are NO conveyances affecting said Land recorded within 24 months of the date of this report.

Typist: alg

Date Typed: October 31, 2017

ATTACHMENT ONE
CALIFORNIA LAND TITLE ASSOCIATION
STANDARD COVERAGE POLICY – 1990

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building or zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien, or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
- (b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims or other matters:
 - (a) whether or not recorded in the public records at Date of Policy, but created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;
 - (d) attaching or created subsequent to Date of Policy; or
 - (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage or for the estate or interest insured by this policy.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with the applicable doing business laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth in lending law.
6. Any claim, which arises out of the transaction vesting in the insured the estate of interest insured by this policy or the transaction creating the interest of the insured lender, by reason of the operation of federal bankruptcy, state insolvency or similar creditors' rights laws.

EXCEPTIONS FROM COVERAGE - SCHEDULE B, PART I

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.

Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of the land or which may be asserted by persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b) or (c) are shown by the public records.
6. Any lien or right to a lien for services, labor or material not shown by the public records.

CLTA HOMEOWNER'S POLICY OF TITLE INSURANCE (12-02-13)
ALTA HOMEOWNER'S POLICY OF TITLE INSURANCE

EXCLUSIONS

In addition to the Exceptions in Schedule B, You are not insured against loss, costs, attorneys' fees, and expenses resulting from:

1. Governmental police power, and the existence or violation of those portions of any law or government regulation concerning:
 - a. building;
 - b. zoning;
 - c. land use;
 - d. improvements on the Land;
 - e. land division; and
 - f. environmental protection.

This Exclusion does not limit the coverage described in Covered Risk 8.a., 14, 15, 16, 18, 19, 20, 23 or 27.
2. The failure of Your existing structures, or any part of them, to be constructed in accordance with applicable building codes. This Exclusion does not limit the coverage described in Covered Risk 14 or 15.
3. The right to take the Land by condemning it. This Exclusion does not limit the coverage described in Covered Risk 17.
4. Risks:
 - a. that are created, allowed, or agreed to by You, whether or not they are recorded in the Public Records;
 - b. that are Known to You at the Policy Date, but not to Us, unless they are recorded in the Public Records at the Policy Date;
 - c. that result in no loss to You; or
 - d. that first occur after the Policy Date - this does not limit the coverage described in Covered Risk 7, 8.e., 25, 26, 27 or 28.
5. Failure to pay value for Your Title.
6. Lack of a right:
 - a. to any land outside the area specifically described and referred to in paragraph 3 of Schedule A; and

- b. in streets, alleys, or waterways that touch the Land.
This Exclusion does not limit the coverage described in Covered Risk 11 or 21.
- 7. The transfer of the Title to You is invalid as a preferential transfer or as a fraudulent transfer or conveyance under federal bankruptcy, state insolvency, or similar creditors' rights laws.
- 8. Contamination, explosion, fire, flooding, vibration, fracturing, earthquake, or subsidence.
- 9. Negligence by a person or an Entity exercising a right to extract or develop minerals, water, or any other substances.

LIMITATIONS ON COVERED RISKS

Your insurance for the following Covered Risks is limited on the Owner's Coverage Statement as follows:

- For Covered Risk 16, 18, 19, and 21 Your Deductible Amount and Our Maximum Dollar Limit of Liability shown in Schedule A.

The deductible amounts and maximum dollar limits shown on Schedule A are as follows:

	Your Deductible Amount	Our Maximum Dollar Limit of Liability
Covered Risk 16:	1.00% % of Policy Amount Shown in Schedule A or \$2,500.00 (whichever is less)	\$ 10,000.00
Covered Risk 18:	1.00% % of Policy Amount Shown in Schedule A or \$5,000.00 (whichever is less)	\$ 25,000.00
Covered Risk 19:	1.00% of Policy Amount Shown in Schedule A or \$5,000.00 (whichever is less)	\$ 25,000.00
Covered Risk 21:	1.00% of Policy Amount Shown in Schedule A or \$2,500.00 (whichever is less)	\$ 5,000.00

2006 ALTA LOAN POLICY (06-17-06)

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy, and the Company will not pay loss or damage, costs, attorneys' fees, or expenses that arise by reason of:

1. (a) Any law, ordinance, permit, or governmental regulation (including those relating to building and zoning) restricting, regulating, prohibiting, or relating to
 - (i) the occupancy, use, or enjoyment of the Land;
 - (ii) the character, dimensions, or location of any improvement erected on the Land;
 - (iii) the subdivision of land; or
 - (iv) environmental protection;
 or the effect of any violation of these laws, ordinances, or governmental regulations. This Exclusion 1(a) does not modify or limit the coverage provided under Covered Risk 5.
- (b) Any governmental police power. This Exclusion 1(b) does not modify or limit the coverage provided under Covered Risk 6.
2. Rights of eminent domain. This Exclusion does not modify or limit the coverage provided under Covered Risk 7 or 8.
3. Defects, liens, encumbrances, adverse claims, or other matters
 - (a) created, suffered, assumed, or agreed to by the Insured Claimant;
 - (b) not Known to the Company, not recorded in the Public Records at Date of Policy, but Known to the Insured Claimant and not disclosed in writing to the Company by the Insured Claimant prior to the date the Insured Claimant became an Insured under this policy;
 - (c) resulting in no loss or damage to the Insured Claimant;
 - (d) attaching or created subsequent to Date of Policy (however, this does not modify or limit the coverage provided under Covered Risk 11, 13 or 14); or
 - (e) resulting in loss or damage that would not have been sustained if the Insured Claimant had paid value for the Insured Mortgage.
4. Unenforceability of the lien of the Insured Mortgage because of the inability or failure of an Insured to comply with applicable doing-business laws of the state where the Land is situated.
5. Invalidity or unenforceability in whole or in part of the lien of the Insured Mortgage that arises out of the transaction evidenced by the Insured Mortgage and is based upon usury or any consumer credit protection or truth-in-lending law.
6. Any claim, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that the transaction creating the lien of the Insured Mortgage, is
 - (a) a fraudulent conveyance or fraudulent transfer, or
 - (b) a preferential transfer for any reason not stated in Covered Risk 13(b) of this policy.
7. Any lien on the Title for real estate taxes or assessments imposed by governmental authority and created or attaching between Date of Policy and the date of recording of the Insured Mortgage in the Public Records. This Exclusion does not modify or limit the coverage provided under Covered Risk 11(b).

The above policy form may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following Exceptions from Coverage:

EXCEPTIONS FROM COVERAGE

(Except as provided in Schedule B - Part II, (t or T)his policy does not insure against loss or damage, and the Company will not pay costs, attorneys' fees or expenses, that arise by reason of:

(PART I

(The above policy form may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following Exceptions from Coverage:

1. (a) Taxes or assessments that are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the Public Records; (b) proceedings by a public agency that may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the Public Records.
2. Any facts, rights, interests, or claims that are not shown by the Public Records but that could be ascertained by an inspection of the Land or that may be asserted by persons in possession of the Land.
3. Easements, liens or encumbrances, or claims thereof, not shown by the Public Records.

4. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land and not shown by the Public Records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the Public Records.
6. Any lien or right to a lien for services, labor or material not shown by the Public Records.

PART II

In addition to the matters set forth in Part I of this Schedule, the Title is subject to the following matters, and the Company insures against loss or damage sustained in the event that they are not subordinate to the lien of the Insured Mortgage:)

2006 ALTA OWNER'S POLICY (06-17-06)

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy, and the Company will not pay loss or damage, costs, attorneys' fees, or expenses that arise by reason of:

1. (a) Any law, ordinance, permit, or governmental regulation (including those relating to building and zoning) restricting, regulating, prohibiting, or relating to
 - (i) the occupancy, use, or enjoyment of the Land;
 - (ii) the character, dimensions, or location of any improvement erected on the Land;
 - (iii) the subdivision of land; or
 - (iv) environmental protection;or the effect of any violation of these laws, ordinances, or governmental regulations. This Exclusion 1(a) does not modify or limit the coverage provided under Covered Risk 5.
- (b) Any governmental police power. This Exclusion 1(b) does not modify or limit the coverage provided under Covered Risk 6.
2. Rights of eminent domain. This Exclusion does not modify or limit the coverage provided under Covered Risk 7 or 8.
3. Defects, liens, encumbrances, adverse claims, or other matters
 - (a) created, suffered, assumed, or agreed to by the Insured Claimant;
 - (b) not Known to the Company, not recorded in the Public Records at Date of Policy, but Known to the Insured Claimant and not disclosed in writing to the Company by the Insured Claimant prior to the date the Insured Claimant became an Insured under this policy;
 - (c) resulting in no loss or damage to the Insured Claimant;
 - (d) attaching or created subsequent to Date of Policy (however, this does not modify or limit the coverage provided under Covered Risk 9 and 10); or
 - (e) resulting in loss or damage that would not have been sustained if the Insured Claimant had paid value for the Title.
4. Any claim, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that the transaction vesting the Title as shown in Schedule A, is
 - (a) a fraudulent conveyance or fraudulent transfer; or
 - (b) a preferential transfer for any reason not stated in Covered Risk 9 of this policy.
5. Any lien on the Title for real estate taxes or assessments imposed by governmental authority and created or attaching between Date of Policy and the date of recording of the deed or other instrument of transfer in the Public Records that vests Title as shown in Schedule A.

The above policy form may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following Exceptions from Coverage:

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage, and the Company will not pay costs, attorneys' fees or expenses, that arise by reason of:

(The above policy form may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following Exceptions from Coverage:

1. (a) Taxes or assessments that are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the Public Records; (b) proceedings by a public agency that may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the Public Records.
2. Any facts, rights, interests, or claims that are not shown in the Public Records but that could be ascertained by an inspection of the Land or that may be asserted by persons in possession of the Land.
3. Easements, liens or encumbrances, or claims thereof, not shown by the Public Records.
4. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title that would be disclosed by an accurate and complete land survey of the Land and that are not shown by the Public Records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b), or (c) are shown by the Public Records.
6. Any lien or right to a lien for services, labor or material not shown by the Public Records.
7. (Variable exceptions such as taxes, easements, CC&R's, etc. shown here.)

ALTA EXPANDED COVERAGE RESIDENTIAL LOAN POLICY (12-02-13)

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance, permit, or governmental regulation (including those relating to building and zoning) restricting, regulating, prohibiting, or relating to
 - (i) the occupancy, use, or enjoyment of the Land;
 - (ii) the character, dimensions, or location of any improvement erected on the Land;
 - (iii) the subdivision of land; or
 - (iv) environmental protection;or the effect of any violation of these laws, ordinances, or governmental regulations. This Exclusion 1(a) does not modify or limit the coverage provided under Covered Risk 5, 6, 13(c), 13(d), 14 or 16.
- (b) Any governmental police power. This Exclusion 1(b) does not modify or limit the coverage provided under Covered Risk 5, 6, 13(c), 13(d), 14 or 16.

2. Rights of eminent domain. This Exclusion does not modify or limit the coverage provided under Covered Risk 7 or 8.
3. Defects, liens, encumbrances, adverse claims, or other matters
 - (a) created, suffered, assumed, or agreed to by the Insured Claimant;
 - (b) not Known to the Company, not recorded in the Public Records at Date of Policy, but Known to the Insured Claimant and not disclosed in writing to the Company by the Insured Claimant prior to the date the Insured Claimant became an Insured under this policy;
 - (c) resulting in no loss or damage to the Insured Claimant;
 - (d) attaching or created subsequent to Date of Policy (however, this does not modify or limit the coverage provided under Covered Risk 11, 16, 17, 18, 19, 20, 21, 22, 23, 24, 27 or 28); or
 - (e) resulting in loss or damage that would not have been sustained if the Insured Claimant had paid value for the Insured Mortgage.
4. Unenforceability of the lien of the Insured Mortgage because of the inability or failure of an Insured to comply with applicable doing-business laws of the state where the Land is situated.
5. Invalidity or unenforceability in whole or in part of the lien of the Insured Mortgage that arises out of the transaction evidenced by the Insured Mortgage and is based upon usury, or any consumer credit protection or truth-in-lending law. This Exclusion does not modify or limit the coverage provided in Covered Risk 26.
6. Any claim of invalidity, unenforceability or lack of priority of the lien of the Insured Mortgage as to Advances or modifications made after the Insured has Knowledge that the vestee shown in Schedule A is no longer the owner of the estate or interest covered by this policy. This Exclusion does not modify or limit the coverage provided in Covered Risk 11.
7. Any lien on the Title for real estate taxes or assessments imposed by governmental authority and created or attaching subsequent to Date of Policy. This Exclusion does not modify or limit the coverage provided in Covered Risk 11(b) or 25.
8. The failure of the residential structure, or any portion of it, to have been constructed before, on or after Date of Policy in accordance with applicable building codes. This Exclusion does not modify or limit the coverage provided in Covered Risk 5 or 6.
9. Any claim, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws, that the transaction creating the lien of the Insured Mortgage, is
 - (a) a fraudulent conveyance or fraudulent transfer, or
 - (b) a preferential transfer for any reason not stated in Covered Risk 27(b) of this policy.
10. Contamination, explosion, fire, flooding, vibration, fracturing, earthquake, or subsidence.
11. Negligence by a person or an Entity exercising a right to extract or develop minerals, water, or any other substances.

Notice of Available Discounts

Pursuant to Section 2355.3 in Title 10 of the California Code of Regulations Fidelity National Financial, Inc. and its subsidiaries ("FNF") must deliver a notice of each discount available under our current rate filing along with the delivery of escrow instructions, a preliminary report or commitment. Please be aware that the provision of this notice does not constitute a waiver of the consumer's right to be charged the filed rate. As such, your transaction may not qualify for the below discounts.

You are encouraged to discuss the applicability of one or more of the below discounts with a Company representative. These discounts are generally described below; consult the rate manual for a full description of the terms, conditions and requirements for such discount. These discounts only apply to transactions involving services rendered by the FNF Family of Companies. This notice only applies to transactions involving property improved with a one-to-four family residential dwelling.

FNF Underwritten Title Company
LTC – Lawyers Title Company

FNF Underwriter
CLTIC – Commonwealth Land Title Insurance Co.

Available Discounts

DISASTER LOANS (CLTIC)

The charge for a Lender's Policy (Standard or Extended coverage) covering the financing or refinancing by an owner of record, within 24 months of the date of a declaration of a disaster area by the government of the United States or the State of California on any land located in said area, which was partially or totally destroyed in the disaster, will be 50% of the appropriate title insurance rate.

EMPLOYEE RATE (LTC and CLTIC)

No charge shall be made to employees (including employees on approved retirement) of the Company or its underwritten, subsidiary or affiliated title companies for policies or escrow services in connection with financing, refinancing, sale or purchase of the employees' bona fide home property. Waiver of such charges is authorized only in connection with those costs which the employee would be obligated to pay, by established custom, as a party to the transaction.

**FIDELITY NATIONAL FINANCIAL
PRIVACY NOTICE**

At Fidelity National Financial, Inc., we respect and believe it is important to protect the privacy of consumers and our customers. This Privacy Notice explains how we collect, use, and protect any information that we collect from you, when and to whom we disclose such information, and the choices you have about the use of that information. A summary of the Privacy Notice is below, and we encourage you to review the entirety of the Privacy Notice following this summary. You can opt-out of certain disclosures by following our opt-out procedure set forth at the end of this Privacy Notice.

<p>Types of Information Collected. You may provide us with certain personal information about you, like your contact information, address demographic information, social security number (SSN), driver’s license, passport, other government ID numbers and/or financial information. We may also receive browsing information from your Internet browser, computer and/or mobile device if you visit or use our websites or applications.</p>	<p>How Information is Collected. We may collect personal information from you via applications, forms, and correspondence we receive from you and others related to our transactions with you. When you visit our websites from your computer or mobile device, we automatically collect and store certain information available to us through your Internet browser or computer equipment to optimize your website experience.</p>
<p>Use of Collected Information. We request and use your personal information to provide products and services to you, to improve our products and services, and to communicate with you about these products and services. We may also share your contact information with our affiliates for marketing purposes.</p>	<p>When Information Is Disclosed. We may disclose your information to our affiliates and/or nonaffiliated parties providing services for you or us, to law enforcement agencies or governmental authorities, as required by law, and to parties whose interest in title must be determined.</p>
<p>Choices With Your Information. Your decision to submit information to us is entirely up to you. You can opt-out of certain disclosure or use of your information or choose to not provide any personal information to us.</p>	<p>Information From Children. We do not knowingly collect information from children who are under the age of 13, and our website is not intended to attract children.</p>
<p>Privacy Outside the Website. We are not responsible for the privacy practices of third parties, even if our website links to those parties’ websites.</p>	<p>International Users. By providing us with your information, you consent to its transfer, processing and storage outside of your country of residence, as well as the fact that we will handle such information consistent with this Privacy Notice.</p>
<p>The California Online Privacy Protection Act. Some FNF companies provide services to mortgage loan servicers and, in some cases, their websites collect information on behalf of mortgage loan servicers. The mortgage loan servicer is responsible for taking action or making changes to any consumer information submitted through those websites.</p>	
<p>Your Consent To This Privacy Notice. By submitting information to us or by using our website, you are accepting and agreeing to the terms of this Privacy Notice.</p>	<p>Access and Correction; Contact Us. If you desire to contact us regarding this notice or your information, please contact us at privacy@fnf.com or as directed at the end of this Privacy Notice.</p>

FIDELITY NATIONAL FINANCIAL, INC.
PRIVACY NOTICE

Fidelity National Financial, Inc. and its majority-owned subsidiary companies providing title insurance, real estate- and loan-related services (collectively, "FNF", "our" or "we") respect and are committed to protecting your privacy. We will take reasonable steps to ensure that your Personal Information and Browsing Information will only be used in compliance with this Privacy Notice and applicable laws. This Privacy Notice is only in effect for Personal Information and Browsing Information collected and/or owned by or on behalf of FNF, including Personal Information and Browsing Information collected through any FNF website, online service or application (collectively, the "Website").

Types of Information Collected

We may collect two types of information from you: Personal Information and Browsing Information.

Personal Information. FNF may collect the following categories of Personal Information:

- contact information (e.g., name, address, phone number, email address);
- demographic information (e.g., date of birth, gender, marital status);
- social security number (SSN), driver's license, passport, and other government ID numbers;
- financial account information; and
- other personal information needed from you to provide title insurance, real estate- and loan-related services to you.

Browsing Information. FNF may collect the following categories of Browsing Information:

- Internet Protocol (or IP) address or device ID/UDID, protocol and sequence information;
- browser language and type;
- domain name system requests;
- browsing history, such as time spent at a domain, time and date of your visit and number of clicks;
- http headers, application client and server banners; and
- operating system and fingerprinting data.

How Information is Collected

In the course of our business, we may collect *Personal Information* about you from the following sources:

- applications or other forms we receive from you or your authorized representative;
- the correspondence you and others send to us;
- information we receive through the Website;
- information about your transactions with, or services performed by, us, our affiliates or nonaffiliated third parties; and
- information from consumer or other reporting agencies and public records maintained by governmental entities that we obtain directly from those entities, our affiliates or others.

If you visit or use our Website, we may collect *Browsing Information* from you as follows:

- Browser Log Files. Our servers automatically log each visitor to the Website and collect and record certain browsing information about each visitor. The Browsing Information includes generic information and reveals nothing personal about the user.
- Cookies. When you visit our Website, a "cookie" may be sent to your computer. A cookie is a small piece of data that is sent to your Internet browser from a web server and stored on your computer's hard drive. When you visit a website again, the cookie allows the website to recognize your computer. Cookies may store user preferences and other information. You can choose whether or not to accept cookies by changing your Internet browser settings, which may impair or limit some functionality of the Website.

Use of Collected Information

Information collected by FNF is used for three main purposes:

- To provide products and services to you or any affiliate or third party who is obtaining services on your behalf or in connection with a transaction involving you.
- To improve our products and services.
- To communicate with you and to inform you about our, our affiliates' and third parties' products and services, jointly or independently.

When Information Is Disclosed

We may provide your Personal Information (excluding information we receive from consumer or other credit reporting agencies) and Browsing Information to various individuals and companies, as permitted by law, without obtaining your prior authorization. Such laws do not allow consumers to restrict these disclosures. Please see the section "Choices With Your Personal Information" to learn how to limit the discretionary disclosure of your Personal Information and Browsing Information.

Disclosures of your Personal Information may be made to the following categories of affiliates and nonaffiliated third parties:

- to third parties to provide you with services you have requested, and to enable us to detect or prevent criminal activity, fraud, material misrepresentation, or nondisclosure;
- to our affiliate financial service providers for their use to market their products or services to you;
- to nonaffiliated third party service providers who provide or perform services on our behalf and use the disclosed information only in connection with such services;
- to nonaffiliated third party service providers with whom we perform joint marketing, pursuant to an agreement with them to market financial products or services to you;
- to law enforcement or other governmental authority in connection with an investigation, or civil or criminal subpoena or court order;

- to lenders, lien holders, judgment creditors, or other parties claiming an interest in title whose claim or interest must be determined, settled, paid, or released prior to closing; and
- other third parties for whom you have given us written authorization to disclose your Personal Information.

We may disclose Personal Information and/or Browsing Information when required by law or in the good-faith belief that such disclosure is necessary to:

- comply with a legal process or applicable laws;
- enforce this Privacy Notice;
- investigate or respond to claims that any material, document, image, graphic, logo, design, audio, video or any other information provided by you violates the rights of a third party; or
- protect the rights, property or personal safety of FNF, its users or the public.

We maintain reasonable safeguards to keep your Personal Information secure. When we provide Personal Information to our affiliates or third party service providers as discussed in this Privacy Notice, we expect that these parties process such information in compliance with our Privacy Notice or in a manner that is in compliance with applicable privacy laws. The use of your information by a business partner may be subject to that party's own Privacy Notice. Unless permitted by law, we do not disclose information we collect from consumer or credit reporting agencies with our affiliates or others without your consent.

We reserve the right to transfer your Personal Information, Browsing Information, and any other information, in connection with the sale or other disposition of all or part of the FNF business and/or assets, or in the event of our bankruptcy, reorganization, insolvency, receivership or an assignment for the benefit of creditors. You expressly agree and consent to the use and/or transfer of the foregoing information in connection with any of the above described proceedings. We cannot and will not be responsible for any breach of security by a third party or for any actions of any third party that receives any of the information that is disclosed to us.

Choices With Your Information

Whether you submit Personal Information or Browsing Information to FNF is entirely up to you. If you decide not to submit Personal Information or Browsing Information, FNF may not be able to provide certain services or products to you. The uses of your Personal Information and/or Browsing Information that, by law, you cannot limit, include:

- for our everyday business purposes – to process your transactions, maintain your account(s), to respond to law enforcement or other governmental authority in connection with an investigation, or civil or criminal subpoenas or court orders, or report to credit bureaus;
- for our own marketing purposes;
- for joint marketing with financial companies; and
- for our affiliates' everyday business purposes – information about your transactions and experiences.

You may choose to prevent FNF from disclosing or using your Personal Information and/or Browsing Information under the following circumstances ("opt-out"):

- for our affiliates' everyday business purposes – information about your creditworthiness; and
- for our affiliates to market to you.

To the extent permitted above, you may opt-out of disclosure or use of your Personal Information and Browsing Information by notifying us by one of the methods at the end of this Privacy Notice. We do not share your personal information with non-affiliates for their direct marketing purposes.

For California Residents: We will not share your Personal Information and Browsing Information with nonaffiliated third parties, except as permitted by California law. Currently, our policy is that we do not recognize "do not track" requests from Internet browsers and similar devices.

For Nevada Residents: You may be placed on our internal Do Not Call List by calling (888) 934-3354 or by contacting us via the information set forth at the end of this Privacy Notice. Nevada law requires that we also provide you with the following contact information: Bureau of Consumer Protection, Office of the Nevada Attorney General, 555 E. Washington St., Suite 3900, Las Vegas, NV 89101; Phone number: (702) 486-3132; email: BCPINFO@ag.state.nv.us.

For Oregon Residents: We will not share your Personal Information and Browsing Information with nonaffiliated third parties for marketing purposes, except after you have been informed by us of such sharing and had an opportunity to indicate that you do not want a disclosure made for marketing purposes.

For Vermont Residents: We will not share your Personal Information and Browsing Information with nonaffiliated third parties, except as permitted by Vermont law, such as to process your transactions or to maintain your account. In addition, we will not share information about your creditworthiness with our affiliates except with your authorization. For joint marketing in Vermont, we will only disclose your name, contact information and information about your transactions.

Information From Children

The Website is meant for adults and is not intended or designed to attract children under the age of thirteen (13). We do not collect Personal Information from any person that we know to be under the age of thirteen (13) without permission from a parent or guardian. By using the Website, you affirm that you are over the age of 13 and will abide by the terms of this Privacy Notice.

Privacy Outside the Website

The Website may contain links to other websites. FNF is not and cannot be responsible for the privacy practices or the content of any of those other websites.

International Users

FNF's headquarters is located within the United States. If you reside outside the United States or are a citizen of the European Union, please note that we may transfer your Personal Information and/or Browsing Information outside of your country of residence or the European Union for any of the purposes described in this Privacy Notice. By providing FNF with your Personal Information and/or Browsing Information, you consent to our collection and transfer of such information in accordance with this Privacy Notice.

The California Online Privacy Protection Act

For some FNF websites, such as the Customer CareNet ("CCN"), FNF is acting as a third party service provider to a mortgage loan servicer. In those instances, we may collect certain information on behalf of that mortgage loan servicer via the website. The information which we may collect on behalf of the mortgage loan servicer is as follows:

- first and last name;
- property address;
- user name and password;
- loan number;
- social security number - masked upon entry;
- email address;
- three security questions and answers; and
- IP address.

The information you submit through the website is then transferred to your mortgage loan servicer by way of CCN. **The mortgage loan servicer is responsible for taking action or making changes to any consumer information submitted through this website. For example, if you believe that your payment or user information is incorrect, you must contact your mortgage loan servicer.**

CCN does not share consumer information with third parties, other than (1) those with which the mortgage loan servicer has contracted to interface with the CCN application, or (2) law enforcement or other governmental authority in connection with an investigation, or civil or criminal subpoenas or court orders. All sections of this Privacy Notice apply to your interaction with CCN, except for the sections titled "Choices with Your Information" and "Access and Correction." If you have questions regarding the choices you have with regard to your personal information or how to access or correct your personal information, you should contact your mortgage loan servicer.

Your Consent To This Privacy Notice

By submitting Personal Information and/or Browsing Information to FNF, you consent to the collection and use of the information by us in compliance with this Privacy Notice. Amendments to the Privacy Notice will be posted on the Website. Each time you provide information to us, or we receive information about you, following any amendment of this Privacy Notice will signify your assent to and acceptance of its revised terms for all previously collected information and information collected from you in the future. We may use comments, information or feedback that you submit to us in any manner that we may choose without notice or compensation to you.

Accessing and Correcting Information; Contact Us

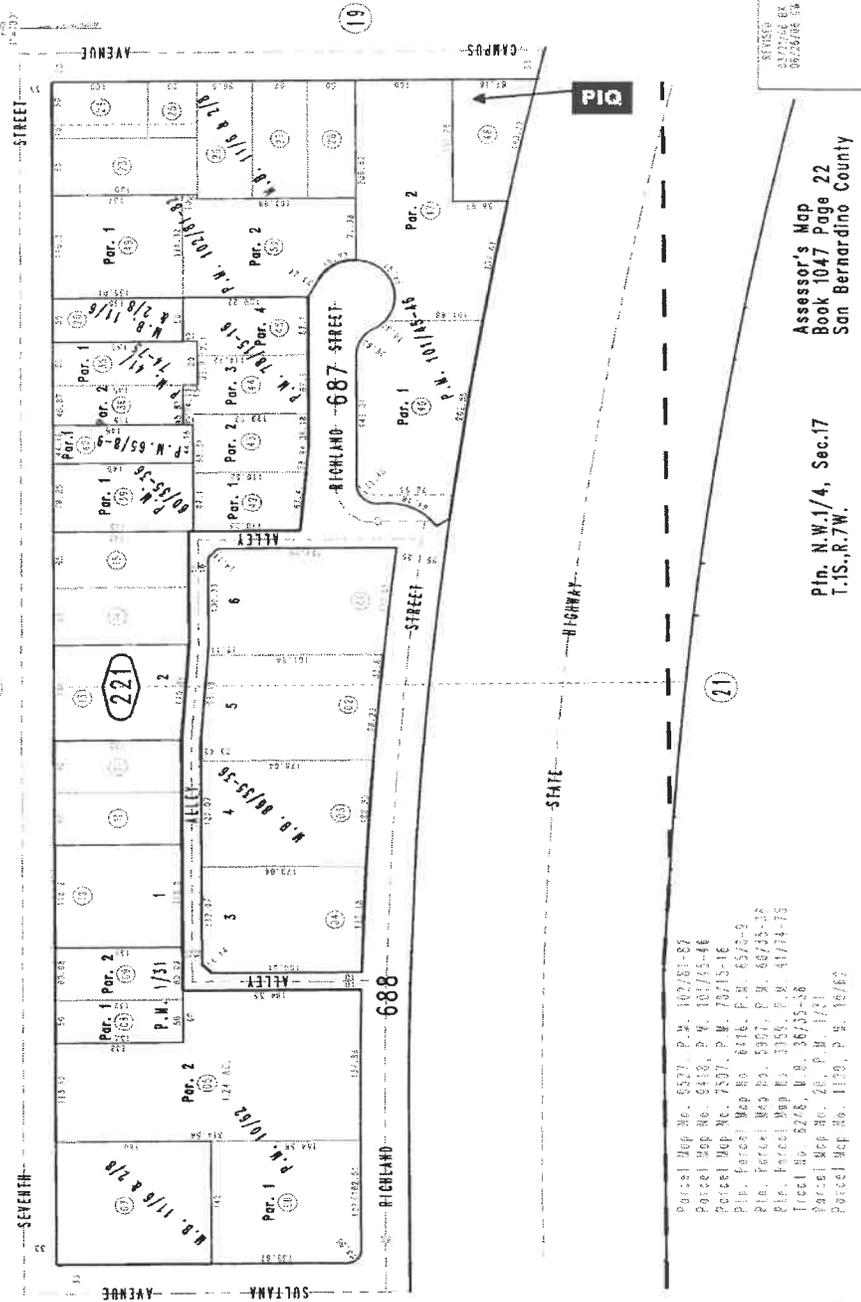
If you have questions, would like to access or correct your Personal Information, or want to opt-out of information sharing with our affiliates for their marketing purposes, please send your requests to privacy@fnf.com or by mail or phone to:

Fidelity National Financial, Inc.
601 Riverside Avenue
Jacksonville, Florida 32204
Attn: Chief Privacy Officer
(888) 934-3354

Pin. Ontario Colony Lands
M.B. 11/6-2/8

City of Upland
Tax Rate Area
8061

THIS MAP IS FOR THE PURPOSE
OF THE PROPERTY TAX ASSESSMENT ONLY.



- Parcel Map No. 6527, P.M. 102/81-87
- Parcel Map No. 6418, P.M. 101/15-46
- Parcel Map No. 7597, P.M. 70/15-16
- Plat Parcel Map No. 6116, P.M. 65/2-9
- Plat Parcel Map No. 5971, P.M. 60/35-38
- Plat Parcel Map No. 3159, P.M. 41/14-15
- Tract No. 5248, U.O. 36/35-38
- Parcel Map No. 28, P.M. 1/1
- Parcel Map No. 1120, P.M. 10/65

Pin. N.W.1/4, Sec.17
T.1S.,R.7W.

Assessor's Map
Book 1047 Page 22
San Bernardino County

October 2004

This map/plat is being furnished as an aid in locating the herein described Land in relation to adjoining streets, natural boundaries and other land, and is not a survey of the land depicted. Except to the extent a policy of title insurance is expressly modified by endorsement, if any, the Company does not insure dimensions, distances, location of easements, acreage or other matters shown thereon.

UPLAND DATA

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

Upland, California Overview

Founded in 1906, the City of Upland, California, is the gateway to the vast Inland Empire located at the western edge of San Bernardino County and the link to Los Angeles County and beyond. Upland is a small, quaint bedroom community home to more than 77,000 residents.

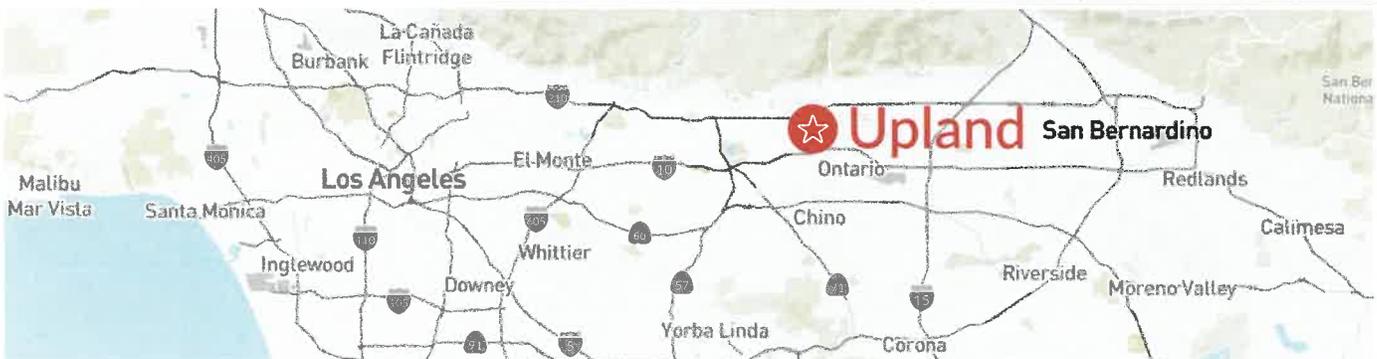
Spread over 15.8 square miles in the heart of greater Southern California, Upland is ideally suited for commercial and residential development at several key strategic locations that offer access to the region's booming population and room to grow smartly.

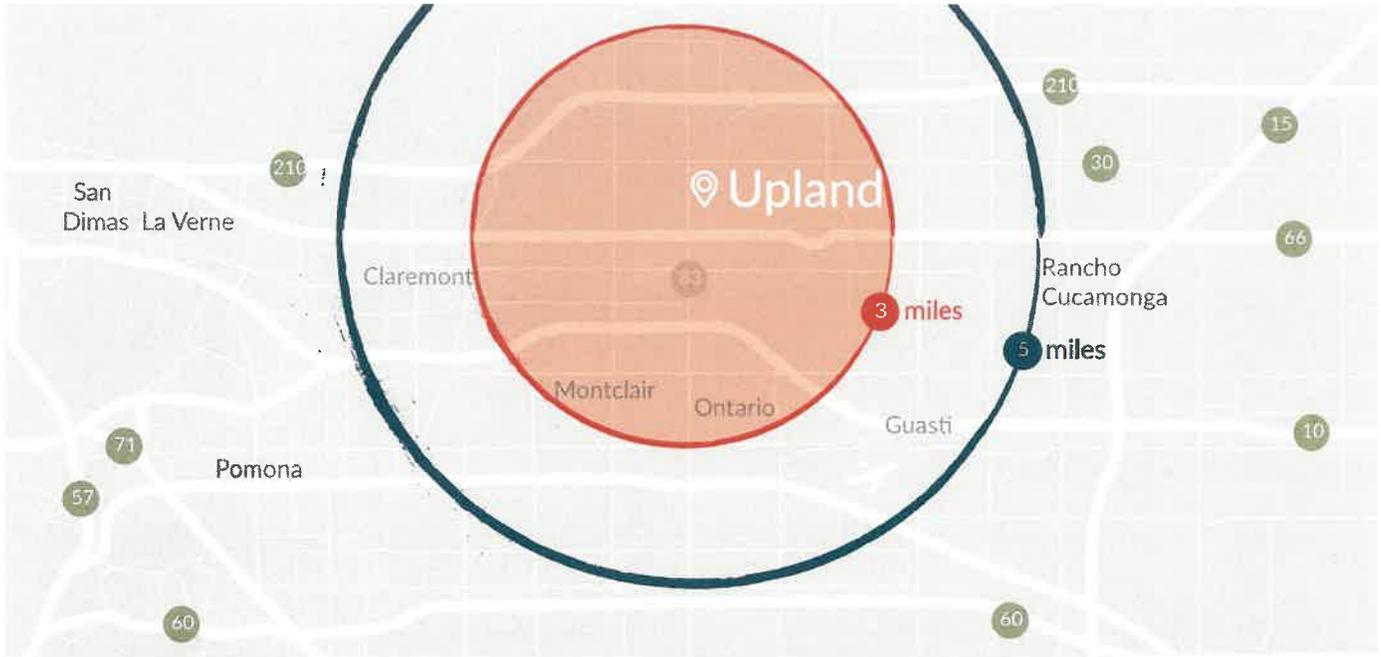
Situated less than an hour's drive east of Los Angeles and equidistant to the region's sandy beaches, mountain resorts, desert getaways and cultural meccas, Upland is conveniently tucked against the base of the picturesque San Gabriel Mountains. It is bordered by the bustling communities of Rancho Cucamonga to the east, Ontario and Montclair to the south and Claremont to the west.

Upland sits at the region's transportation hub, intersected by two major interstate freeways and the Metrolink commuter rail system with a station in the city's historic downtown. World-famous Route 66 traverses through the center of town, while scenic Euclid Avenue is the north-south corridor from the mountains to Riverside and Orange counties. Ontario International Airport is just a stone's throw away, and Upland is easily accessible to Southern California destinations such as Disneyland, Dodger Stadium, Angel Stadium, Staples Center, the Los Angeles Memorial Coliseum and other major sports, arts, shopping and entertainment venues – many of which will be heavily utilized before and during the 2028 Olympic Games in Los Angeles.

Two central shopping malls –Victoria Gardens in Rancho Cucamonga and the Ontario Mills Mall – can be found along the adjacent freeway corridors. Hospitality is plentiful throughout the immediate area, offering everything from five-star hotels to quaint bed-and-breakfast lodging.

California's wine industry was actually born in the region, and the state's citrus industry thrived in Upland, where historic packing houses continue to grace downtown along the railroad tracks. Those locations and adjacent properties offer prime real estate for future development in Historic Downtown Upland, where people gather to shop, to eat and to participate in public activities, such as the Downtown Farmer's Market and the annual Lemon Festival. The mix of commercial and residential uses, performing arts theater, centralized gazebo and historic architecture creates a vibrant and pedestrian-friendly environment.





POPULATION	CITY OF UPLAND	3 MILES	5 MILES
2000 Total Population	68,556	152,814	347,986
2010 Total Population	73,732	162,025	367,952
2017 Total Population	77,739	170,753	387,107
2022 Total Population	80,573	176,759	400,387
2017-2022 Annual Rate	0.72%	0.69%	0.68%
Total Households	26,955	53,885	118,619
DATA FOR ALL BUSINESSES IN AREA			
Total Businesses	3,271	5,644	13,387
Total Employees	27,906	52,881	140,647
Total Residential Population	77,739	170,753	387,107
Employee/Residential Population Ratio	0.36:1	0.31:1	0.36:1
Labor Force By Occupation - White Collar	63.6%	56.2%	57.0%
Labor Force By Occupation - Blue Collar	16.9%	24.3%	24.6%
MEDIAN AGE			
2017 Median Age	37.3	34.7	34.1
MEDIAN HOUSEHOLD INCOME			
2017 Median Household Income	\$68,504	\$61,103	\$62,580
2022 Median Household Income	\$76,237	\$66,773	\$68,889
2017-2022 Annual Rate	2.16%	1.79%	1.94%
AVERAGE HOUSEHOLD INCOME			
2017 Average Household Income	\$94,582	\$83,313	\$86,395
2022 Average Household Income	\$105,761	\$93,299	\$96,774
2017-2022 Annual Rate	2.26%	2.29%	2.29%
PER CAPITA INCOME			
2017 Per Capita Income	\$33,162	\$26,602	\$26,975
2022 Per Capita Income	\$36,856	\$29,624	\$30,033
2017-2022 Annual Rate	2.13%	2.18%	2.17%

Retail sales leakage

INDUSTRY GROUP	RETAIL GAP	LEAKAGE/SURPLUS FACTOR*
Automobile Dealers	\$86,515,938	33.9
Furniture Stores	\$15,236,095	59.8
Electronics & Appliance Stores	\$13,281,665	20.7
Health & Personal Care Stores	\$18,897,616	15.0
Clothing & Clothing Accessories Stores	\$45,486,404	42.3
General Merchandise Stores	\$15,326,545	4.6

* The leakage factor is a measure of the relationship between supply and demand that ranges from +100 (total leakage) to -100 (total surplus)

Authentic Downtown Upland

The Historic Downtown Upland Specific Plan area encompasses 210 acres and is located in the southern portion of the city. It is generally bounded by Arrow Highway in the north, 8th Street in the south, Campus Avenue in the east, and Euclid Avenue in the west.

Historic Downtown Upland offers an attractive combination of entertainment, dining, live theater, and unique shops with a growing professional office component, all within close proximity to Upland's Metrolink Station. Surrounded by beautifully preserved historic homes and public facilities that include the Civic Center, Cooper Museum, and Library, Downtown is the heart of the community.

- Strong density with more than 190,446 residents and 51,262 employees within 3 miles
- Traffic Counts – Euclid Avenue 38,000 cars per day; Arrow Highway 14,000 cars per day; 2nd Avenue 3,000 cars per day; and 9th Street 6,000 cars per day
- Direct access to the Metrolink light rail system
- Close proximity to Upland Unified School District and San Antonio Regional Hospital
- 381 new and proposed residential units



Historic Downtown Revitalization Program:

The Historic Downtown Revitalization Program provides financial assistance to property owners and/or tenants to renovate commercial facade buildings and structures within Upland's Historical Downtown project area. This program funds conditional grants of up to a maximum of \$30,000 per building storefront to eligible properties.

For more information, contact Giovanni Arellano at (909) 931-4105 or garellano@ci.upland.ca.us.

Upland retail

Projects

Sycamore Hills Plaza 210 Freeway & Baseline Road

Sycamore Hills Plaza is Upland's newest commercial-residential center anchored by a Whole Foods 365 Market and numerous popular and trendy restaurants and retail stores, including CVS Pharmacy, Starbucks, MOD Pizza and Jersey Mike's. The Sycamore Hills Plaza project features a 10-acre neighborhood commercial center located at the northeast intersection of Baseline Road and the I-210 Freeway. Approximately 2.4 acres of the project are located in the city of Claremont and the remaining 7.6 acres are in the city of Upland. The commercial center consists of approximately 78,000 square feet of retail space, of which 61,710 square feet are located in Upland.

- ±100,000 square-foot regional high end grocery anchored center
- Premier development along Interstate 210 and Baseline Road
- Anchored by the first Whole Foods 365 in the Inland Empire & only the second in California
- Daily traffic counts in excess of 164,000 cars per day
- Adjacent to 400 home residential development
- Close proximity to the prestigious Claremont Colleges



Upland Village NEC Euclid Avenue & Foothill Boulevard

Upland Village is a 12.9-acre shopping center located at Foothill Boulevard and Euclid Avenue. New owner Wood Investments Inc. is revitalizing the 153,000-square-foot shopping center into a vibrant retail center. The first phase of the project includes the addition of Ross Dress for Less, Burlington, and Raising Cane's Restaurant. Going forward, the site will complement a vibrant retail experience for the surrounding community.

- Located in the heart of the Upland trade area
- Dense in-fill location with more than 167,209 residents and 48,635 employees within three miles
- Nearby retailers Sprouts, Marshalls, 24-Hour Fitness, CVS, Vons
- More than 52,000 cars per day on Foothill Boulevard and Euclid Avenue
- New tenants: Burlington, Ross Dress for Less, Raising Cane's and MOD Pizza



Upland retail

Projects

Colonies Crossroads 210 Freeway & Campus Avenue

Colonies Crossroads has grown to become the model power center displaying all of the characteristics required for successful box stores and smaller retailers, with convenient freeway access and easy parking.

Retailers that choose to make the Colonies Crossroads their home are in good company within this pristine location set beneath the majestic San Gabriel Mountains. As the only super-regional destination shopping center on the I-210 Freeway, Colonies Crossroads features Kohl's; Target; Bed, Bath and Beyond; Home Depot; Dick's Sporting Goods; PetSmart; and Office Depot.

- ±1,000,000-square-foot power center
- Provides more than \$2 million a year in sales tax revenue
- Anchor tenants include: Dick's Sporting Goods, Home Depot, Target, Kohl's and Bed, Bath and Beyond
- The most recent commercial area to be completed is home to nationally recognized eateries like Chipotle, Pick Up Stix, The Habit, Pieology and Panera Bread
- Nordstrom Rack, TJ Maxx, Tilly's and Famous Footwear fill the Colonies retail center.
- Ford of Upland will relocate to a new 46,452-square-foot dealership on a 5.8-acre site located at the intersection of Campus Avenue and the I-210 Freeway.
- A new CNC Motors auto dealership will be located at 20th Street, west of Campus Avenue. The new CNC Motors dealership will be 48,708 square feet with showroom, service and offices on a 3.5-acre site.
- A new In-N-Out Burger restaurant will draw visitors with a 3,867-square-foot drive-thru on a two-acre site located at the northeast corner of Campus Avenue and 20th Street, north of the I-210 Freeway.



**SAN BERNARDINO
COUNTY DATA**

R. P. LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

REGIONAL DATA

The value of real property is influenced by the attributes and utility of land and physical improvements, as well as inter-relationships of markets, demographic forces, transportation, government, environmental influences and other factors. Said factors influence the location and density of population distribution and activities in certain areas and regions over others.

LOCATION:

Approximately one-half of the economy of the State of California is concentrated in a five-county area although it represents less than 5% of the state's total land area. Also, approximately half of the state's businesses are located in the five-county area, as well as over 60% of the manufacturers in the state. The following summary illustrates the relative size of each county:

Los Angeles County:	4,083 square miles
Orange County:	782 square miles
Riverside County:	7,240 square miles
San Bernardino County:	20,160 square miles
Ventura County:	<u>1,844 square miles</u>
Total:	34,109 square miles

SAN BERNARDINO REGION:

San Bernardino County is located in the southwestern part of the State of California. It is situated in the Inland Empire, approximately 35 miles east of Los Angeles, and 60 miles inland from the Pacific Ocean. San Bernardino County is generally bounded by Kern County, Orange County, Riverside County, and Los Angeles County. San Bernardino County is the largest county in the contiguous states. Approximately 90% of the County is desert, with the remainder consisting of the San Bernardino Valley and San Bernardino Mountains. The climate is dry and warm; temperatures range from 30 to 60 degrees in the winter (January), and 50 to 90 degrees in the summer (July).

In 1850, California was admitted into the United States and, shortly thereafter, on April 26, 1853 the Country of San Bernardino was created from parts of Los Angeles, San Diego, and Mariposa Counties. In 1854, the City of San Bernardino was incorporated as the county seat. In 1893, Riverside County was created from portions of San Bernardino and San Diego Counties.

REGIONAL DATA (Continued)

GOVERNMENTAL:

The Board of Supervisors is the governing body. Five supervisors are elected to four-year terms by voters within their respective districts. The Board has executive, legislative and quasi-judicial roles. It appoints all department heads other than the Assessor, District Attorney, and Sheriff, which are elective positions.

As a subdivision of the State, the County is charged with providing numerous services that affect the lives of all residents. Traditional mandatory services include law enforcement, property assessment, tax collection, public health protection, public social services and relief to indigents. Among the specialized services are flood control, water conservation, parks and recreation, and many diversified cultural activities.

There are 31 cities, exclusive of unincorporated areas, within the County, each with its own City Council. All of the cities in varying degrees, contract with the County to provide municipal services. The 2017-2018 proposed County budget is \$5.9 billion. Revenue comes from the State government, the Federal government, property taxes, other taxes, license and permit fees, and county services.

POPULATION:

The population growth has continued at a steady pace over the past 40 years. The continued population growth during the decades of 1980 and 1990 is in sharp contrast to population losses experienced by many large metropolitan areas in other parts of the United States.

The population growth is expected to continue at a relatively constant rate throughout the new century. Following is a general history of population growth within San Bernardino County:

1860	5,551
1900	27,929
1920	73,401
1950	281,642
1960	503,591
1970	684,072
1980	895,016
1990	1,418,380
2000	1,709,518
2010	2,035,210

REGIONAL DATA (Continued)

POPULATION: (Continued)

2014	2,041,689
2016	2,140,096
2017	2,157,404

The population of San Bernardino County represents approximately 5% of the total California population. The population continues to grow at a fairly constant rate. The trend is expected to continue as more vacant land is developed with residential tracts in response to demand by the immigration from the mid-western and eastern states, as well as ethnic influx of additional residents.

EMPLOYMENT AND INDUSTRY:

The civilian labor force of the San Bernardino County, as of 2017, was 2,052,200 persons, with an unemployment rate of 4.6%. There was an economic slowdown in the early 1990s and again in the recent 2007-2008 recession. Employment levels were hit the hardest within industries such as construction, finance/insurance, real estate, manufacturing, as well as the federal government.

There are over 170 manufacturing plants in the general region. The leading manufacturing industries include:

- Fabricated metal products
- Food products
- Plastics and rubber products
- Non-metallic mineral products
- Primary metals
- Machinery
- Transportation and equipment
- Furniture and related products
- Chemicals
- Wood products

REGIONAL DATA (Continued)

EMPLOYMENT AND INDUSTRY: (Continued)

Major non-manufacturing employment, including government, services, retail trade, wholesale trade, finance/real estate/insurance industries, are summarized as follows:

<u>Employer</u>
San Bernardino County
Loma Linda University & Hospital
San Bernardino Unified School District
Stater Brothers Markets
Inland Center Mall
Center City Mall
Patton Hospital
City of San Bernardino
TRW Systems
Cal State University, San Bernardino

Further, a portion of the country land area is utilized for agriculture production. Per 2012 statistics, there were 1,249 farms, containing a total of 77,199 acres, or 0.6% of the total San Bernardino County land area. Agricultural jobs, often filled by migrant workers, totaled 13,200 in 2017. The value of agricultural production, in 2015 was \$464 million dollars. The leading commodities with value of production are as follows:

- Milk
- Cattle and calves
- Eggs
- Nursery products
- Oranges
- Alfalfa
- Vegetables, oriental
- Chickens (meat)
- Chickens, pullets
- Strawberries

REGIONAL DATA (Continued)

EMPLOYMENT AND INDUSTRY: (Continued)

Generally, the San Bernardino County region has a diverse industrial/commercial base. Aerospace, commerce, petroleum, finance, electronics, construction, entertainment, and food processing are some of the many industries headquartered in the region. Note

As of January 2018, the unemployment rate in San Bernardino County was 4.3%, which represents a reduction from the prior year. Per information obtained from the State of California, the historic distribution of the work force was divided among the following industries:

State of California- Employment Development Department
Industry Employment & Labor Force - by Annual Average
Labor Market Information Division
San Bernardino County

TITLE	1990	2000	2010	2016
Civilian Labor Force	635,200	740,000	890,300	932,300
Civilian Employment	599,400	704,500	769,900	878,400
Civilian Unemployment	35,800	35,500	120,400	53,900
Civilian Unemployment Rate	5.6%	4.8%	13.5%	5.8%
Total, All Industries	417,500	545,600	616,500	727,100
Total Farm	5,000	4,200	2,600	1,900
Total Nonfarm	412,600	541,400	613,900	725,200
Goods Producing	74,200	100,100	72,200	90,700
Mining and Logging	700	700	600	600
Construction	28,300	31,500	24,300	33,800
Manufacturing	45,300	67,900	47,300	56,300
Durable Goods	32,600	48,700	29,000	35,500
Nondurable Goods	12,700	19,200	18,300	20,800
Service Providing	338,400	441,300	541,700	634,500
Trade, Transportation & Utilities	91,100	127,800	153,000	193,500
Wholesale Trade	15,100	24,900	29,600	39,100
Retail Trade	58,500	67,000	77,000	87,400
Transportation, Warehousing & Utilities	17,500	35,900	46,400	67,000
Information	7,300	8,500	3,800	5,200
Financial Activities	18,600	19,500	21,400	23,800
Finance & Insurance	12,600	12,400	14,100	15,600
Real Estate & Rental & Leasing	6,000	7,100	7,300	8,300
Professional & Business Services	35,000	54,900	73,100	80,700
Professional, Scientific & Technical Services	16,200	11,800	18,900	20,100
Management of Companies & Enterprises	4,500	6,700	5,500	6,200
Administrative & Support & Waste Services	14,200	36,400	48,800	54,300
Educational & Health Services	45,000	59,600	90,200	114,100
Educational Services	6,400	7,700	10,100	10,400
Health Care & Social Assistance	38,700	51,900	80,100	103,700
Leisure & Hospitality	36,600	45,100	55,100	71,500
Arts, Entertainment & Recreation	5,400	5,700	6,000	7,900
Accommodation & Food Services	31,200	39,400	49,100	63,600
Other Services	13,500	17,900	19,900	22,800
Government	91,300	108,100	125,200	122,900
Federal Government	15,400	11,400	15,100	13,400
State Government	9,700	11,800	13,400	12,700
Local Government	66,300	84,800	96,700	96,800

R . P . LAURAIN
& ASSOCIATES
APPRAISERS - ANALYSTS

REGIONAL DATA (Continued)

HOUSING AND EDUCATION:

Per censusreporter.org data, as of 2016 there are a total of 714,364 housing units, with 633,173 occupied units, indicating an overall vacancy rate of 11.4%. Of the occupied units, 58% were owner-occupied and 32% were tenant occupied units. Approximately 74% of the housing units consist of single family residences, 20% are multiple family residential units, with the balance being mobile home and trailer units.

The Inland Empire, which includes neighboring Riverside County, has experienced tremendous growth in recent years. In past years, Riverside and San Bernardino Counties have led the nation in single family building permits due to the (1) abundance of affordable land, and (2) proximity to major markets of Orange, Los Angeles, and San Diego Counties.

There are approximately 540 K-12 public schools in San Bernardino County, exclusive of private schools, special education plan areas and occupational programs. The fall 2016 enrollment for both the public and private schools, grades K-12, was 403,024 persons. Further there are 24 colleges and universities, including community and independent colleges.

TRANSPORTATION:

Southern California has an extensive system of highways, railroads, airports and deep-water ports which offer industry a variety of means for efficiently and conveniently transporting raw materials and finished products. The transportation network provides easy connections and access to markets within California as well as throughout the nation and world. The existing freeway system is subject to constant maintenance, and numerous additional freeway routes have been adopted or are under construction.

Per Census 2017 data, there were 1,853,737 registered vehicles in the county, inclusive of automobiles, trucks, motorcycles, and trailers.

**QUALIFICATIONS
OF
APPRAISER**

**R. P. LAURAIN
& ASSOCIATES**
APPRAISERS - ANALYSTS

BACKGROUND AND QUALIFICATIONS

John P. Laurain, MAI, ASA
Certified General Real Estate Appraiser
California Certification No. AG 025754

PRESIDENT:

R. P. Laurain & Associates, Inc.
3353 Linden Avenue, Suite 200
Long Beach, California 90807
Office: (562) 426-0477 - Fax: (562) 988-2927
rpla@rplaurain.com

PROFESSIONAL ORGANIZATION AFFILIATIONS:

The Appraisal Institute
MAI Designated Member

American Society of Appraisers
Senior member; hold professional endorsement and
designation "ASA" in urban real estate.

American Arbitration Association
Associate arbitrator in title insurance matter.

Certified General Real Estate Appraiser by the
Office of Real Estate Appraisers, State of California.
Certification No. AG 025754.

APPRAISAL BACKGROUND:

Real estate appraisal and valuation consultation services conducted for public purposes include eminent domain studies, street widening and grade separation (bridge) projects, public school and university expansion projects, relocation studies, housing and public loan programs, Navy housing, senior housing, public bond measures, leasing of publicly-owned properties, Quimby Act park fee studies, Fair Political Practices Commission analyses, budgetary studies, and transfers (exchanges) of properties between public agencies. Private real estate appraisal services have been conducted for lending institutions, insurance companies, attorneys, estates for tax and donation purposes, private subdivision development studies, and other private uses.

BACKGROUND AND QUALIFICATIONS (Continued)

APPRAISAL BACKGROUND: (Continued)

Residential Property:

Residential properties appraised include single family, condominiums, own-your-own, townhouse, low and medium density multiple family, 100+ unit apartment complexes, waterfront properties, boat docks, mobile home parks, vacant single-family lot and acreage parcels, and low to high density vacant land parcels.

Commercial and Industrial Property:

Commercial property appraisal studies have included single and multi-tenant retail, strip centers, shopping centers, low-rise and high-rise office buildings, medical offices, restaurants and fast-food developments, nightclubs, convenience stores, theaters, automobile repair and service facilities, service stations, truck fueling and washing stations, car wash facilities, automobile sales, mixed-use properties including single resident occupancy (SRO) developments, as well as hotel and motel properties, and vacant land.

Industrial property appraisals have included warehouses, light and heavy manufacturing, distribution and transit facilities, food processing, cold storage, lumber yards, recycling centers, open storage, vacant land, remnant and landlocked parcels, properties encumbered with oil and water injection wells, sites with soil contamination and land fill properties.

Special Purpose and Special Use Properties:

Appraisal services and valuation studies of public, quasi-public, special use, and nonprofit facilities include, among others, seaport properties, airport properties (FBO, hangars, warehouse, office, land, etc.), submerged land, river rights-of-way, reservoirs, agricultural land, conservation/mitigation and wetland properties, utility and railroad rights-of-way, flood control channels, city hall buildings and civic center complexes, courthouses, libraries, fire and police stations, post offices, public parking structures, parks, public and private schools, adult learning centers, athletic facilities and gyms, bowling alleys, tennis centers, youth homes, after school facilities, daycare facilities, hospitals, skilled nursing facilities, churches, meeting halls and veteran facilities.

Valuation Methodologies:

In addition to the three conventional valuation methods (Sales Comparison Approach, Cost-Summation Approach, and Income Capitalization Approach), valuation methodologies have included discounted cash flow analyses, leased fee, and leasehold analyses, absorption discounts, deferred maintenance, cost-to-cure, bonus value, excess rent, across-the-fence, value-in-use, fractional interests, hypothetical valuations, and reuse studies.

BACKGROUND AND QUALIFICATIONS (Continued)

APPRAISAL BACKGROUND: (Continued)

Property interests appraised for eminent domain purposes include full and partial takings, as well as severance damage and project benefit studies. Valuation of various types of easements have included permanent surface, street, temporary construction, slope, utility, pipeline and subsurface, aerial, bridge structure, signal light, exclusive and nonexclusive surface rights, multi-layered, battered pilings, tie-back, railroad, drainage ditch, and flood control easements.

Clients:

Real estate research, analysis and appraisal services performed on projects for the following public agencies and private corporations while associated with R. P. Laurain & Associates, Inc., since 1986:

Cities:

City of Alhambra	City of El Monte	City of Palmdale
City of Artesia	City of El Segundo	City of Palm Springs
City of Azusa	City of Glendale	City of Paramount
City of Baldwin Park	City of Hawaiian Gardens	City of Pasadena
City of Bell	City of Huntington Beach	City of Riverside
City of Bell Gardens	City of Huntington Park	City of Rosemead
City of Bellflower	City of Industry	City of San Juan Capistrano
City of Buena Park	City of Irwindale	City of Santa Ana
City of Burbank	City of La Mirada	City of Santa Fe Springs
City of Carson	City of Lawndale	City of Seal Beach
City of Cathedral City	City of Long Beach	City of Signal Hill
City of Chino Hills	City of Los Alamitos	City of South El Monte
City of Compton	City of Los Angeles	City of South Gate
City of Covina	City of Monrovia	City of Tustin
City of Cudahy	City of Monterey Park	City of Upland
City of Cypress	City of Newport Beach	City of West Hollywood
City of Diamond Bar	City of Norwalk	City of Whittier
City of Downey	City of Ontario	

BACKGROUND AND QUALIFICATIONS (Continued)

APPRAISAL BACKGROUND: (Continued)

Other Public and Quasi-Public Agencies:

Alameda Corridor Engineering Team
Alameda Corridor Transportation Authority
California High Speed Rail Authority
Caltrans
Castaic Lake Water Agency
Hawthorne School District
Kern County
Long Beach Community College District
Long Beach Airport
Long Beach Unified School District
Long Beach Water Department
Los Angeles County Department of Beaches and Harbors
Los Angeles County Chief Executive Office
Los Angeles County Internal Services Department
Los Angeles County Metropolitan Transportation Authority
Los Angeles County Public Works
Los Angeles Unified School District
Los Angeles World Airports
Lynwood Unified School District
Orange County Transportation Authority
Orange County Public Works
Port of Los Angeles
Port of Long Beach
Riverside County Transportation Commission
San Bernardino County
Southern California Edison
State of California, Santa Monica Mountains Conservancy
U. S. Department of the Navy
U. S. Postal Service

Other:

Various attorneys, corporations, lending institutions, and private individuals.

Gold Coast Appraisals, Inc.:

Associate appraiser, as independent contractor, during portions of 1991 and 1992, specializing in appraisal of single family residential through four-unit residential properties.

BACKGROUND AND QUALIFICATIONS (Continued)

EXPERT WITNESS:

Qualified as an expert witness in the Los Angeles County Superior Court, Central District.

Qualified as an expert witness Orange County Superior Court.

Qualified as an expert witness in an arbitration matter before Judicial Arbitration and Mediation Services in the Counties of Los Angeles and Orange.

Provided testimony as an expert witness in conjunction with eminent domain matters before the San Bernardino and Riverside County Superior Courts.

ACADEMIC BACKGROUND:

Cypress Community College - Basic curriculum.

Long Beach Community College - Basic curriculum.

Real estate and related courses taken through and at various Community Colleges, Universities, the Appraisal Institute, and business schools, in accordance with the Continuing Education Requirements of the State of California, as follows:

- Fundamentals of Real Estate Appraisal
- Appraisal Principles and Techniques
- California Real Estate Principles
- Real Estate Appraisal: Residential
- Principles of Economics
- California Real Estate Economics
- Basic Income Capitalization Approach
- Advanced Income Capitalization Approach
- Advanced Market Analysis and Highest & Best Use
- Advanced Applications
- Advanced Concepts and Case Studies
- Real Estate Escrow
- California Real Estate Law
- Uniform Standards of Professional Appraisal Practice, Part A
- Uniform Standards of Professional Appraisal Practice, Part B
- Federal and State Laws and Regulations
- Uniform Appraisal Standards for Federal Land Acquisitions (Yellow Book)
- Valuation of Conservation Easements

SAN BERNARDINO COUNTY TRANSPORTATION AUTHORITY
SUMMARY STATEMENT RELATING TO THE PURCHASE OF REAL PROPERTY OR AN INTEREST THEREIN

The San Bernardino County Transportation Authority (SBCTA) and the State of California Department of Transportation (Caltrans) are proceeding with the I-10 Corridor Contract 1 Project (Project), which proposes to reconstruct and/or modify interchange ramps and local arterials necessary to accommodate the installation of two Express lanes for 10 miles in each direction from the Los Angeles/San Bernardino county line to the I-10/15 Interchange.

Your property located on the West Side of South Campus Avenue - North of I-10 Freeway, Upland, CA 91786, is within the Project area and identified by your County Assessor as Parcel No. 1047-221-48.

Title III of the Uniform Relocation Assistance and Real Property Acquisition Policies Act of 1970 and the California Relocation Assistance and Real Property Acquisition Guidelines require that you, as an owner from whom a public agency proposes to purchase real property or an interest therein or as a tenant owning improvements on the property must be provided with at a minimum, a summary of the appraisal of the real property or interest therein, as well as the following information:

1. You are entitled to receive full payment of the probable amount of just compensation prior to vacating the real property being acquired unless you have heretofore waived such entitlement. In the event of any voluntary purchase or sale of the property or interests, you would not be required to pay recording fees, transfer taxes, or the pro rata portion of real property taxes allocable to any period following the passage of title or possession.
2. SBCTA will offer to purchase any remnant(s), if any, considered by SBCTA to be an uneconomic unit(s) which is/are owned by you or, if applicable, occupied by you as a tenant and which is/are contiguous to the land being conveyed.
3. All buildings, structures and other improvements affixed to the land described in the referenced document(s) covering this transaction, and which are owned by you as the owner or, if applicable, owned by you as a tenant, are being conveyed unless other disposition of these improvements has been made. The real property interest proposed to be acquired is: a temporary construction easement. The property being purchased comprises a 1,291 sq. ft. temporary construction easement and is described and depicted in the attached legal description and plat.
4. The market value of the property proposed to be acquired is based upon a market value appraisal which is included in the attached Appraisal, and such amount:
 - A. Represents the full amount of the appraisal of just compensation for the property proposed to be purchased;
 - B. Is not less than the approved appraisal of the fair market value of the property as improved;
 - C. Disregards any decrease or increase in the fair market value of the real property proposed to be acquired prior to the date of valuation which might be caused by the Project itself or by the likelihood that the property would be acquired for or in connection with the Project, other than that due to physical deterioration within the reasonable control of the owner or occupant; and
 - D. Does not reflect any consideration of or allowance for any relocation assistance and payments or other benefits which the owner is entitled to receive under an agreement with SBCTA.
5. Pursuant to Code of Civil Procedure Section 1263.025, should you elect to obtain an independent appraisal, SBCTA will pay for the actual reasonable costs up to Five Thousand (\$5,000) Dollars subject to the following conditions:
 - A. You, not SBCTA, must order the appraisal. Should you enter into a contract with the selected appraiser, SBCTA will not be a party to the contract;

SAN BERNARDINO COUNTY TRANSPORTATION AUTHORITY
SUMMARY STATEMENT RELATING TO THE PURCHASE OF REAL PROPERTY OR AN INTEREST THEREIN

- B. The selected appraiser is licensed with the Bureau of Real Estate Appraisers (BREA);
 - C. Appraisal cost reimbursement must be made in writing, and submitted to the San Bernardino County Transportation Authority c/o Overland, Pacific & Cutler, LLC at 2280 Market Street, Suite 200, Riverside, CA 92501 Attn: Ramie Dawit, within ninety (90) days of the earliest of the following dates: (1) the date the selected appraiser requests payment from you for the appraisal; or, (2) the date upon which you, or someone on your behalf, remitted full payment to the selected appraiser for the appraisal. Copies of the contract (if a contract was made), appraisal report, and the invoice for the completed work by the appraiser must be provided to SBCTA concurrent with the submission of the written request. The costs must be reasonable and justifiable.
- 6. If you are the owner of a business conducted on a property proposed to be acquired, or conducted on the remaining property which will be affected by the purchase of the required property, you may be entitled to compensation for the loss of goodwill. Entitlement is contingent upon the owner and/or lessee's ability to prove such loss in accordance with the provisions of Sections 1263.510 and 1263.520 of the Code of Civil Procedure.
 - 7. If you ultimately elect to reject SBCTA's offer for your property, you are entitled to have the amount of compensation determined by a court of law in accordance with the laws of the State of California.
 - 8. You are entitled to receive all benefits that are available through donation to SBCTA of all or part of your interest in the real property sought to be acquired by SBCTA as set out in Streets and Highways Code Sections 104.2 and 104.12.

**PUBLIC WORKS COMMITTEE MEETING
MARCH 12, 2019**

CONCLUSION/ACTION SUMMARY

In attendance: Committee Chairperson Velto, Committee Member Felix, Council Member Elliott, City Manager Vagnozzi, Public Works Director Hoerning, Development Services Director Dalquest, Economic Development Coordinator Picazo, and Management Analyst Madriz

- 1) **ORAL COMMUNICATIONS, None**
- 2) **INFORMATIONAL REPORT - CHINO BASIN PROJECT**, Chris Birch of Inland Empire Utilities Agency (IEUA) provided a presentation, which included information on IEUA, a history of development in the Chino Basin, improvements that have influences on natural water capture, the Proposition 1 Grant and local match, current and future efforts by Chino Basin Partners to develop a project that provides regional benefits and implements projects that are needed and will provide local water supply benefits. IEUA is requesting a Memorandum of Understanding (MOU) be executed to support project development partnerships
- 3) **INFORMATIONAL REPORT - DOWNTOWN SOLID WASTE MANAGEMENT & COMPLIANCE PROGRAM**, Public Works Director Hoerning presented the staff report.

Staff indicated that the goal is to provide compliance with the CalRecycle mandates and to adhere to the following principles:

- All parcel owners are responsible for trash service
- Provide an equitable shared rate
- Develop a program that is consistent with the adopted rate schedule, legally defensible, and can be managed by the City
- Provide accountability
- Provide adequate service levels to maintain cleanliness, but allow for flexibility to adapt to changes in the downtown uses

The Committee members emphasized they were partial to the standard service per parcel requirement, emphasized the importance of proper equity, were interested in constructing centralized trash enclosures for each service block, and wanted staff to develop an implementation schedule. Committee members directed staff to further develop the plan and schedule a workshop meeting with affected property owners as soon as practical.



Public Works Committee Meeting

March 12, 2019

5:00 PM

Pinky Alder Room - City Hall

-
1. ORAL COMMUNICATIONS
 2. INFORMATIONAL REPORT - CHINO BASIN PROJECT
 3. INFORMATIONAL REPORT - DOWNTOWN SOLID WASTE MANAGEMENT & COMPLIANCE PROGRAM

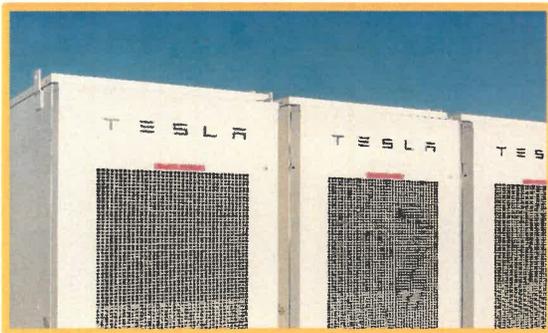
NOTE: All Agenda items and back-up materials are available for public review at the Upland Public Library, downstairs reference desk at 450 North Euclid Avenue, the City Clerk's Office at 460 North Euclid Avenue and the City website at www.ci.upland.ca.us, subject to staff's ability to post the documents before the meeting.

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the City Clerk's Office at 909.931.4120. Notification 48 hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting. [28 CFR 35.102-35.104 ADA Title II]

POSTING STATEMENT: On March 7, 2019, a true and correct copy of this agenda was posted on the bulletin boards at 450 N. Euclid Avenue (Upland Public Library) and 460 N. Euclid Avenue (Upland City Hall).

Inland Empire Utilities Agency

Chino Basin Program (CBP)



Upland Public Works Committee Briefing



Chris Berch
March 12, 2019

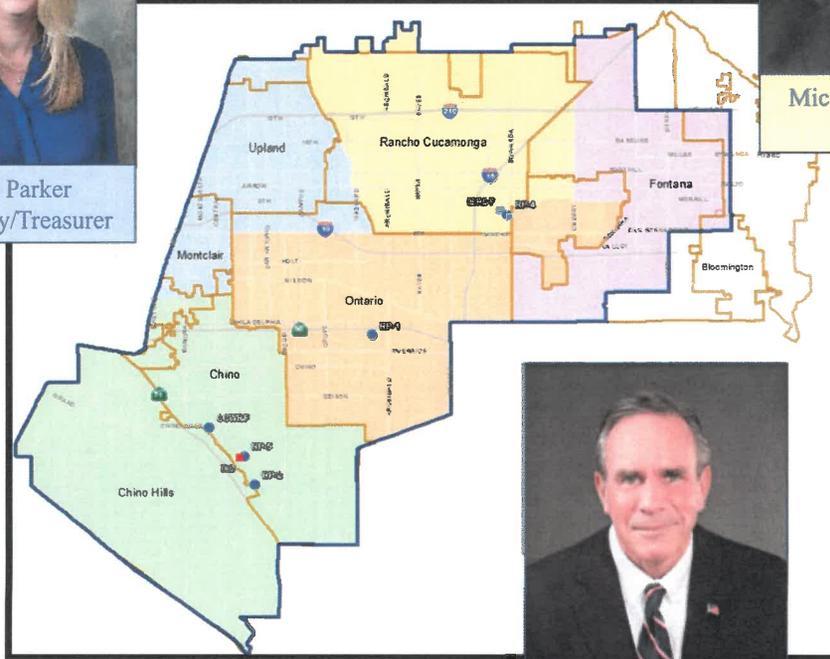
Board of Directors



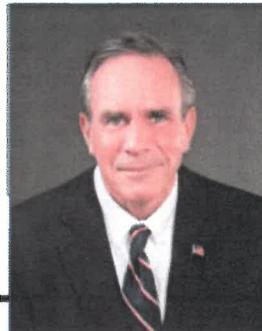
Kati Parker
Secretary/Treasurer



Michael Camacho
Director



Steven J. Elie
Director



Paul Hofer
President



Jasmin A. Hall
Vice-President



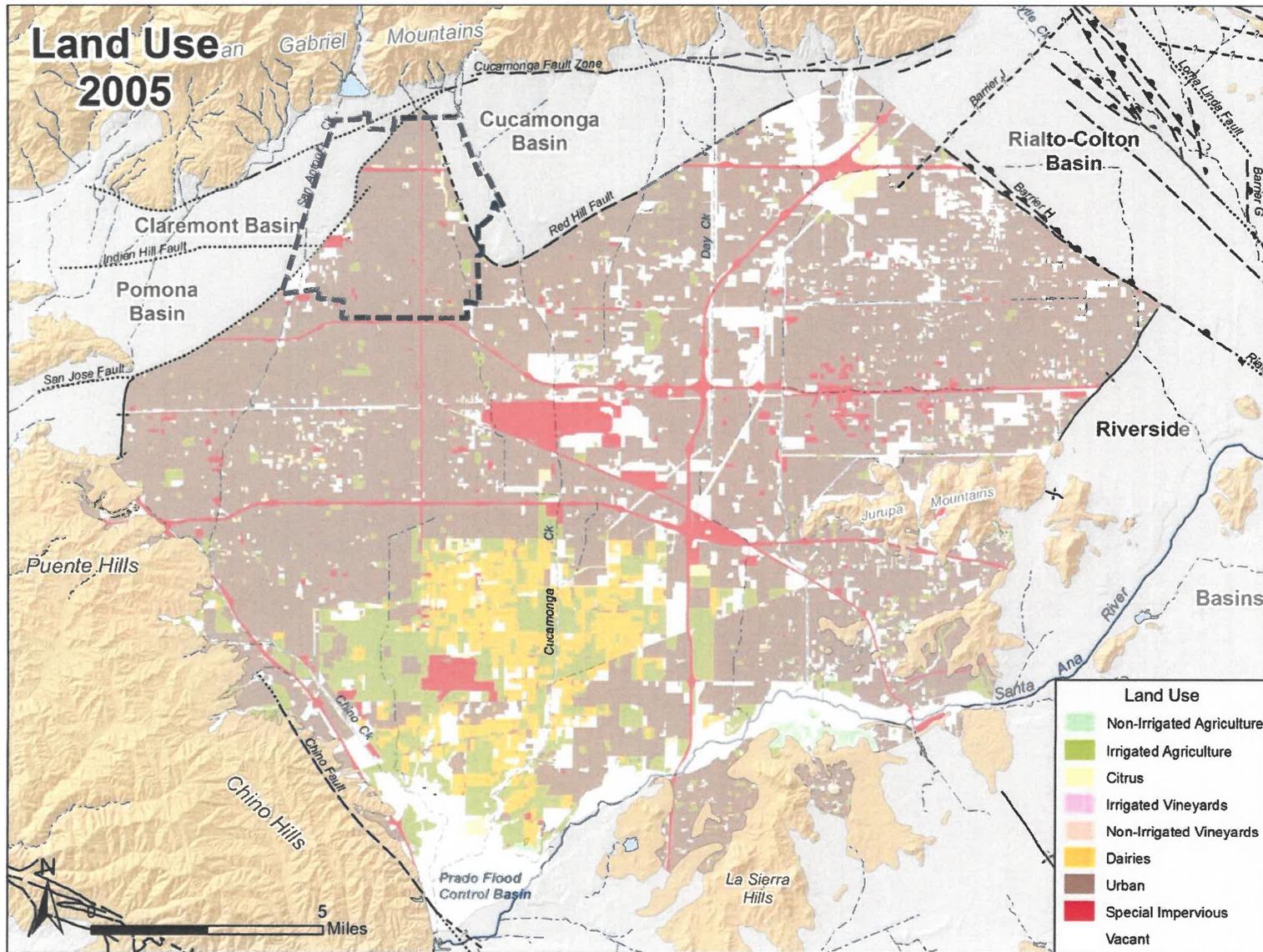
Major Programs

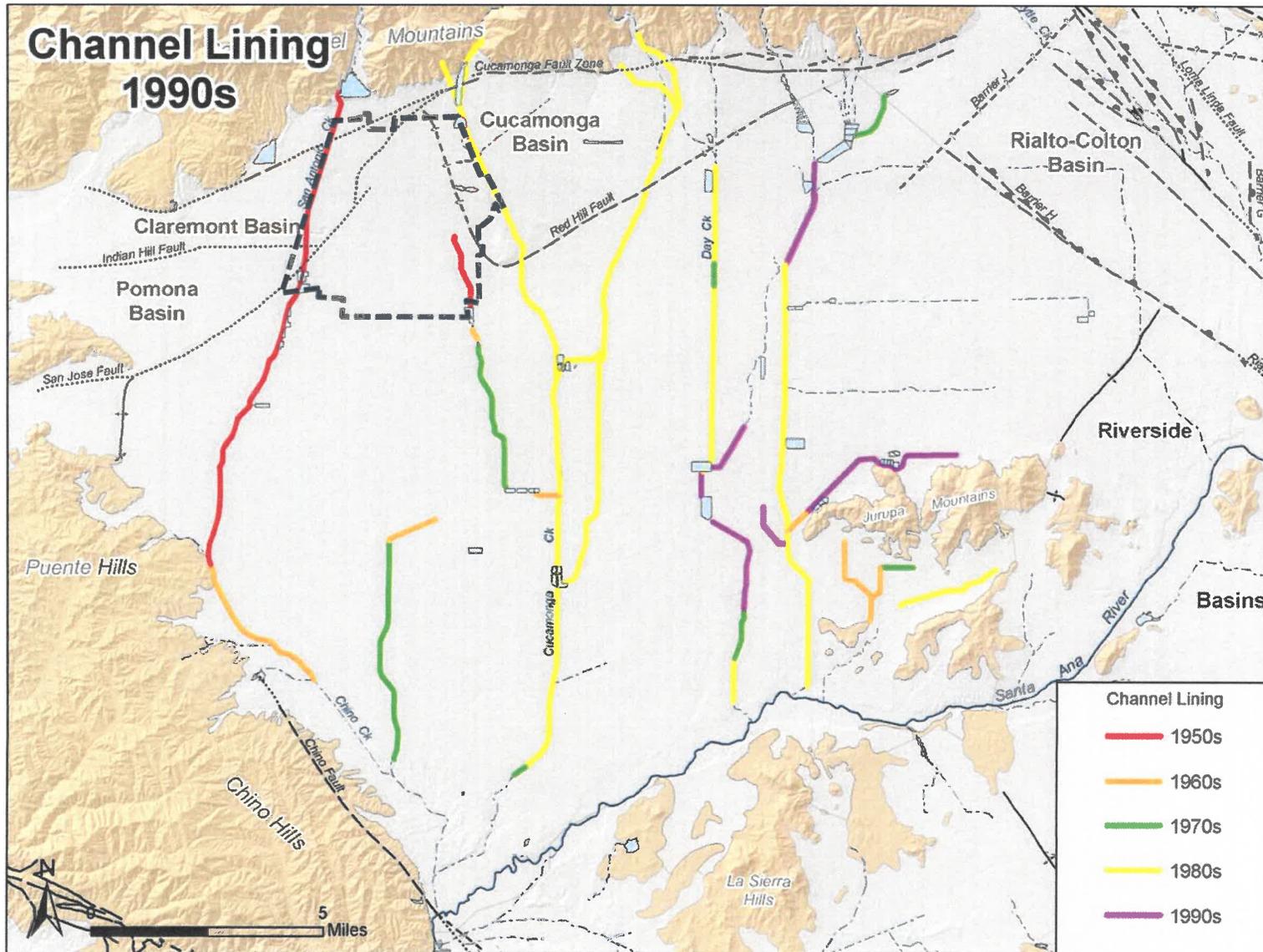
						
Composting (IERCF)	Wastewater Treatment	Water Supply	Renewable Energy	Recycled Water Supply & Distribution	Groundwater Recharge	Water-Use Efficiency

CBP Overview



How has the Chino Basin Changed over Time?





THE REALITY IS: *All water is valuable. We are called to innovate and manage it properly to secure a clean and reliable water future.*



AVERAGE



DRY



WET

CLIMATE CHANGE & LONGER,
DROUGHT CONDITIONS MORE FREQUENT

WILL DRIVE
unmet water
DEMANDS

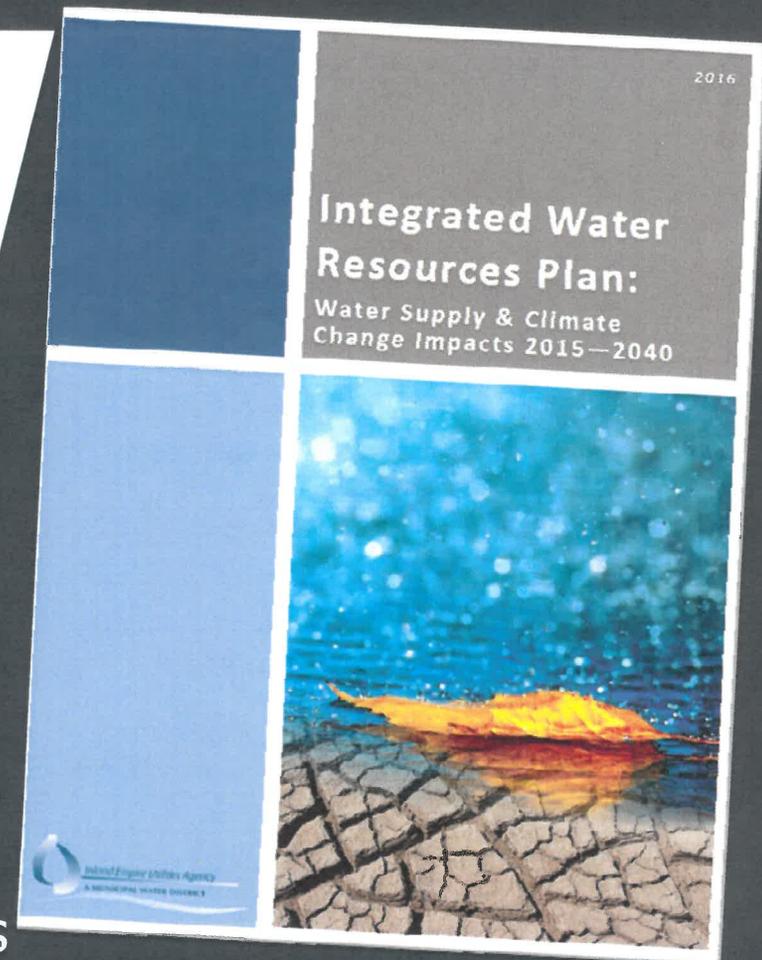
↑ UP TO 21% BY 2040

A View of Our Water Supplies



With expected growth, climate and other impacts we looked ahead...

- water quality requirements
- supply needs
- climate forecasting
- growth projections
- environmental and business interests



to support what is most valuable...



RELIABLE



PROTECTED



NOW AND FUTURE

An aerial photograph of a coastline, showing a dark blue ocean on the left and a brownish, hilly landmass on the right. A large, semi-transparent blue diagonal shape is overlaid on the image, containing white text. The text reads: "a **BIG IDEA** was needed to secure a reliable water future for *generations to come*".

a **BIG IDEA**
was needed to
secure a reliable
water future for
generations to come

Need a Program that Provides Broad Benefits



QUALITY

Manages quality in the Basin



SUBSIDENCE

Helps balance storage and extraction



NEW INFRASTRUCTURE

Needed local water infrastructure



SECURITY

Improves system resilience (storage and infrastructure)



BASIN STAKEHOLDERS

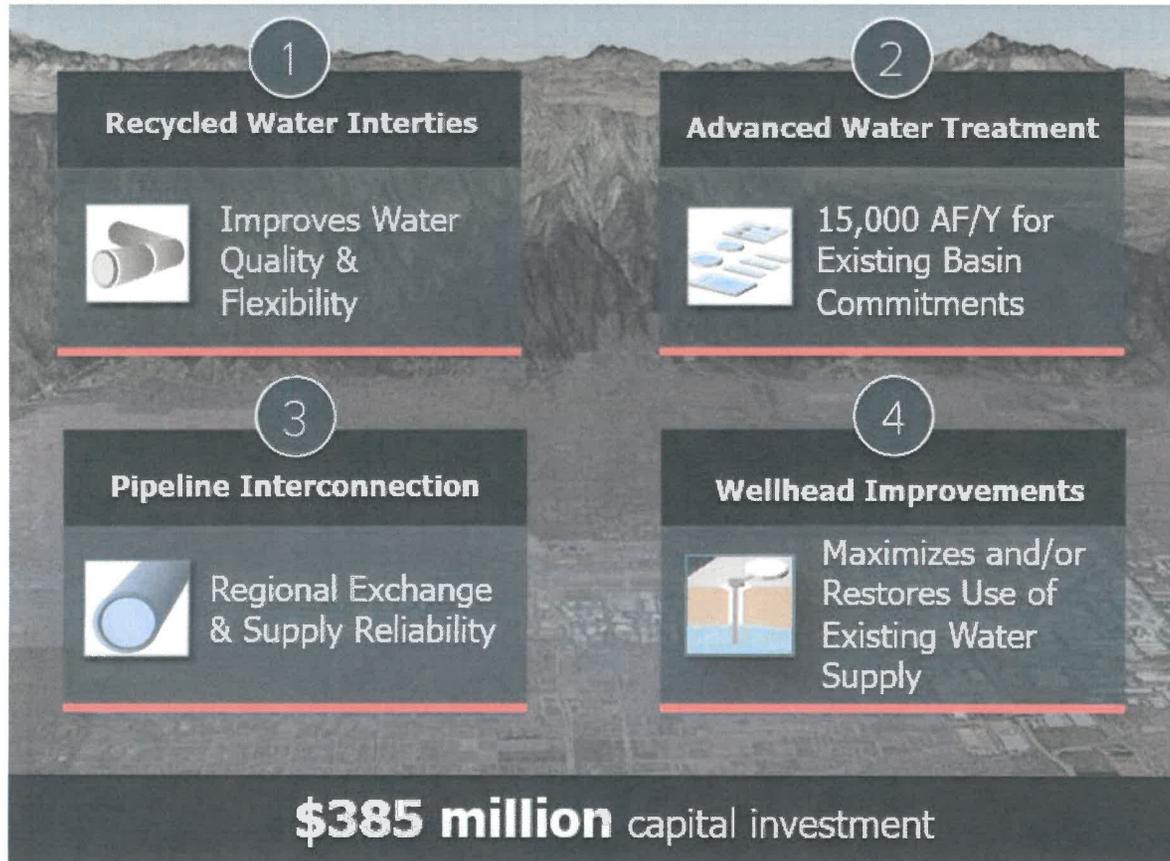
Achieves Basin and water supply objectives

CONSISTENT WITH OBMP



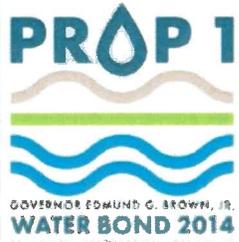
Infrastructure

Local Infrastructure ... Already Identified





Now is the Time to Make Every Drop Count



**The Region's Largest
Funding Award**

\$207 million
award toward \$385M
program

54% of CBP
capital funded

Up to 15 TAF annually of
advanced treated
recycled water
8 years earlier



Opportunity ... Unique Time & Place

- **Smart Planning & Investments**
- **Leverage \$207M+ in Outside Funding**
- **Secure Water & Economic Sustainability**

Through Partnerships ... Proactively Plan for Future Uncertainty



CBP

CHINO BASIN PROGRAM



STAFF REPORT

ITEM NO. 3.

DATE: March 12, 2019
TO: PUBLIC WORKS COMMITTEE
FROM: JEANNETTE VAGNOZZI, CITY MANAGER
PREPARED BY: ROSEMARY HOERNING, PUBLIC WORKS DIRECTOR
SUBJECT: INFORMATIONAL REPORT - DOWNTOWN SOLID WASTE MANAGEMENT & COMPLIANCE PROGRAM

RECOMMENDED ACTION

It is recommended that the Public Works Committee provide input on the proposed Downtown Solid Waste Management Program.

GOAL STATEMENT

The proposed action will support the City's goal to be compliant with CalRecycle regulatory requirements and provide cost effective and equitable solid waste services to the community.

BACKGROUND

The City provides solid waste services to the residents and businesses within the Upland jurisdictional boundaries. These services are provided through a franchise agreement with Burrtec Waste Industries. In early 2018, CalRecycle notified the City of its need to develop and implement compliance plans to increase participation in both the mandatory commercial recycling (MCR, AB1826) and organics recycling (MORe, AB341) programs.

The City Commercial Solid Waste rate schedule provides a rate for trash bin collection services that includes commercial recycle bin of equal service to encourage compliance with recycling regulatory requirements. The adopted rate schedule also provides rates for Food Waste Collection and Disposal Services for businesses to achieve compliance with the mandated MORe regulations. On January 1, 2019, the State tightened its MORe compliance trigger to require mandated organic compliance for any business with solid waste service levels at or greater than 4 cubic yards of trash per week.

As a result of CalRecycle compliance requirements and also community expressed concerns about solid waste collection services within the Upland Downtown area, the City performed a

focused audit and review of solid waste services in this area. This effort has identified a need for a Solid Waste Compliance and Management Plan for the downtown. In particular, a review of the downtown identified unique service characteristics associated with this older area of the City. These unique physical characteristics will need to be considered in developing a successful and manageable area service plan. Some of the unique physical characteristics include limited to zero private property space for trash collection containers (i.e. maximum use of the private property for building use), multiple property owners, use of City owned property public parking lots to host trash collection bins, and the lack of trash enclosures within these areas. Based on a review there are five (5) blocks that possess these similar conditions (see attached map).

There is a need to develop a consistent management plan to address solid waste services in within these five block areas.

ISSUES/ANALYSIS

A Downtown Solid Waste Management Plan (DT SW Plan) is expected to be consistent with the City adopted Solid Waste Rate schedule. The DT SW Plan management needs to complement the unique solid waste service needs of this business district area. It also needs to provide service cost recovery and be adaptable to insure the level of service is appropriate to maintain a clean and sanitary collection site. As previously mentioned, many of the historic properties in the Downtown have been built to maximize the building footprint (zero lot line) and do not have adequate space on site to accommodate trash services. There are five particular block areas that fit this criteria. To facilitate trash collection in the downtown business/residential block areas, centralized solid waste collection services are currently provided on City owned parking lot properties (except Block 5). These centralized solid waste collection areas need to be adequate size and include appropriate levels of service.

The Downtown Solid Waste Management Plan needs to be compliant with the CalRecycle mandated recycling program requirements; implemented in a responsible manner that provides accountability for service costs; provide adequate collection service levels; is consistent with the City's adopted solid waste service rate schedule; and is adaptable to meet the level of service demands for the downtown uses.

In general, the five distinct block areas have a commonality due to the use of a centralized solid waste disposal and collection center located on City property within the service block. To be consistent with the Upland Municipal Code (UMC) Article VI. General Requirements, Provision 13.28.290 Mandatory service, each property will need to be responsible for solid waste services.

As mentioned, these particular blocks are unique due to the private property space constraints. Thus, the solution to be manageable, will most likely need to consider a block as whole and for cleanliness include five day collection services.

Staff is currently working with the City Attorney's Office to develop a management program that meets the regulatory requirements, maintains cleanliness, protects the health and safety of the community, conforms to the Solid Waste Enterprise cost recovery requirements, adheres to the Upland Municipal Code, and meets the business districts service needs.

Staff is requesting input on this solid waste management plan concept in order to provide a further defined proposal at a subsequent meeting.

FISCAL IMPACTS

The Downtown Solid Waste Management implementation shall provide appropriate cost recovery and sufficient accountability methods for rendering solid waste services to the properties within the management area.

ALTERNATIVES

Provide alternative direction to staff.

ATTACHMENTS:

Downtown Solid Waste Service Blocks



STAFF REPORT

ITEM NO. 14.A.

DATE: March 25, 2019
TO: MAYOR AND CITY COUNCIL
FROM: JEANNETTE VAGNOZZI, CITY MANAGER
PREPARED BY: JEANNETTE VAGNOZZI, CITY MANAGER
SUBJECT: RECONSIDERATION OF ANIMAL SHELTER REQUEST FOR PROPOSALS APPROVED MARCH 11, 2019

RECOMMENDED ACTION

It is recommended that the City Council provide direction to staff regarding the request for proposals for the Upland Animal Shelter for Animal Care & Adoption Services.

GOAL STATEMENT

The proposed action supports the City's goal to provide quality services in a fiscally responsible manner.

BACKGROUND

On March 11, 2019, the City Council directed staff to begin the request for proposals for animal care and adoption services at the Upland Animal Shelter. This item has been brought back to the City Council at the request of Councilmember Velto with a second by Mayor Pro Tem Elliott.

In order to reconsider the request for proposal process, a motion must be made by either Mayor Stone, Councilmember Felix, or Councilmember Velto.

ISSUES/ANALYSIS

In January of 2016, the City Council approved a reorganization of Animal Services that included leasing a portion of the shelter to Friends of the Upland Animal Shelter to provide animal care and adoption services. The term of the original agreement was for three years with three extensions of one year each. The initial term expires on June 30, 2019.

At the March 11, 2019 City Council meeting, Council directed staff to initiate the request for proposal (RFP) process for animal care and adoption services at the Upland Animal Shelter. The reconsideration was requested due to concern for any transition time should the RFP be awarded to a different entity.

At the time Friends of the Upland Animal Shelter assumed the animal care and adoption services, the transition period was lengthy. At that time it was necessary to essentially create the process for both entities to be at the shelter by establishing a division of duties between Friends staff and City staff. Additionally there were staffing concerns as a change of this magnitude resulted in City staff separating from the City followed by a very challenging and lengthy recruitment process. While it is not anticipated that the transition would be as lengthy at any time in the future, it does present concerns for Friends of the Upland Animal Shelter. Uncertainty may cause difficulty in fundraising as well as staff and volunteer recruitment which has the potential to have an impact on daily operations.

All purchases are governed by Chapter 2.48 of the Upland Municipal Code and the Purchasing Policy (Administrative Policy No. 204). All procurement transactions shall be conducted in a manner to provide, to the maximum extent practical, open and free competition (UMC 2.48.050). Direction is provided to require a bidding process when purchasing or contracting for goods, services, equipment or leases. That process may be formal or informal dependent on the value of the purchase or contract.

It should be noted that Upland Municipal Code Section 2.48.140 does provide exemptions when contracting for the purchase of supplies, equipment, services or leases:

The city manager or designee, with the approval of the city council, may contract for supplies, equipment, services or leases without observing the procedures required in this chapter regardless of the estimated value of such supplies, equipment, services or leases when the best interest of the city would be served thereby. Whenever the council approves the purchase of supplies, equipment, services or leases without observing the procedures required in this chapter, the city council may require that the purchasing official solicit informal bids under such conditions and limitations as the city council may impose.

Section 7.G. of the purchasing policy further states:

When the City Manager determines that it is in the best interest of the City to shorten the selection process in order to begin work immediately on the City's project or retain a consultant who is already familiar with the City's project, the City Manager has the authority to waive any step of the selection process. In the event the City Manager determines that it is necessary to omit any phase of the selection process, the City Manager shall notify the City Council or Finance of such action. A written statement of the City Manager's determination shall be retained in the project file. (UMC 2.48.080)

If reconsideration is granted the following options are in compliance with the City's purchasing policy and may give consideration to a transition period if so desired:

1. Approve a one-year extension as allowable in the current agreement; or
2. Direct staff to negotiate a three-month extension to allow for a transition period with the current service provider and proceed with the RFP process as previously directed; or
3. Approve a one-year agreement as allowable in the current agreement and complete the RFP process by December to allow for a six-month transition period; or
4. Exercise the exemption to the prescribed purchasing process and provide a determination of the necessity of the exemption.

FISCAL IMPACTS

There is no fiscal impact associated with this action.

ALTERNATIVES

Provide alternative direction to staff

ATTACHMENTS:

No Attachments Available



STAFF REPORT

ITEM NO. 14.B.

DATE: March 25, 2019
TO: MAYOR AND CITY COUNCIL
FROM: JEANNETTE VAGNOZZI, CITY MANAGER
PREPARED BY: JEANNETTE VAGNOZZI, CITY MANAGER
SUBJECT: HISTORIC DOWNTOWN UPLAND AD HOC COMMITTEE APPOINTMENTS

RECOMMENDED ACTION

It is recommended that the City Council appoint Jason Gaudy, Raymond Podesta, Carlos Velastegui, Oscar Quiroz, and Helen L. Bouquet to the Historic Downtown Upland (HDU) Ad Hoc Committee.

GOAL STATEMENT

The proposed action supports the City's goal to provide opportunities for the citizenry to participate in local government through service on various committees, commissions, boards and authorities.

BACKGROUND

On February 25, 2019, the City Council approved the formation of an Historic Downtown Upland (HDU) Ad Hoc Committee consisting of two property owners, two business owners, and an at-large member.

ISSUES/ANALYSIS

In the discussion regarding the formation of the HDU ad hoc committee, it was noted that the purpose of the committee was to review the Downtown Specific Plan and discuss alternatives for funding aging or insufficient infrastructure. The following people have submitted applications:

Business Owner	Property Owner	At Large Member
Dori Ferranto	Jason Gaudy (business owner)	Helen L. Bouquet
David R. Moore	Raymond Podesta (business owner)	
Tammy Rapp	Oscar Quiroz	
Ron Stark	Carlos Velastegui (business owner)	
David W. Stevens		

City ordinance and resolutions do not include any consistent guidelines or policies for the selection of the members of an ad hoc committee. Staff has reviewed the applications and recommends the following members: Jason Gaudy, Raymond Podesta, Carlos Velastegui, Oscar Quiroz, and Helen L. Bouquet. The recommendations provide a diverse membership and meet the requirements to include a mix of property owners, business owners, and a nearby resident as an at-large member. Council may make any changes to the recommended committee selection as desired. The ad hoc committee meetings are public so applicants who are not appointed to the committee may still attend meetings.

FISCAL IMPACTS

There is no fiscal impact associated with this action.

ALTERNATIVES

Provide alternative direction to staff.

ATTACHMENTS:

- Bouquet, Helen L.**
- Ferranto, Dori**
- Gaudy, Jason**
- Moore, David R.**
- Podesta, Raymond**
- Quiroz, Oscar**
- Rapp, Tammy**
- Stark, Ron**
- Stevens, David W.**
- Velastegui, Carlos**



RECEIVED
UPLAND CITY
CLERK'S OFFICE

19 MAR 11 PM 4:21

City of Upland

Historic Downtown Upland Ad Hoc Committee Application

Name: Helen L. Bouquet

Date: 3/11/19

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

Mornings

Afternoons

Evenings

General Information

INFORMATION REDACTED

Home Address: INFORMATION

Home Phone: REDACTED

INFORMATION REDACTED

Email Address: _____

Present Employer: homemaker

Business Address: N/A

Business Phone: N/A

Activities Information

Professional Activities: back-up staff member at the Orange County

Ronald McDonald House

Community Activities: attends City Council meetings, hosted a

National Night Out event, founding member & lead on Next-

door Olivedale Park, organizer for 2 local Meet-Up groups

PLEASE COMPLETE SECOND PAGE ALSO

Education Information

High School graduate

In 300 words or less, explain reasons for wanting to serve:

My husband, two young sons, and I moved to Upland four years ago.

One of the main reasons we chose to buy our house on **INFORMATION REDACTED** was

because of its close proximity to downtown. Having been raised in

a very small town in Nebraska, I was drawn to the small and quaint setting

of downtown. I thought I had found my version of "Mayberry". My family

was very excited to be a mere ten minute walk to the heart of downtown,

and were very disappointed when we realized that the heart had no soul.

We often comment that downtown has so much potential. Rather than

than continue to complain and do nothing, I want to be the change that

I want to see in my city. I have a head full of ideas, time on my hands, and an

eager willingness to put my time and talents to use. I believe with my help,

downtown Upland can be the heartbeat that this city needs!

List three (3) community references:

1. Karen Ives- **INFORMATION REDACTED**

2. Erica Gastelum - **INFORMATION REDACTED**

3. Lisa Martinez- **INFORMATION REDACTED**

INFORMATION REDACTED

Signature 



City of Upland

RECEIVED
UPLAND CITY
CLERK'S OFFICE

19 MAR 13 AM 11:32

Historic Downtown Upland Ad Hoc Committee Application

Name: Dori Ferranto

Date: 03/12/19

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

- Mornings
- Afternoons
- Evenings

General Information

INFORMATION REDACTED

Home Address: _____

INFORMATION

Home Phone: REDACTED _____

INFORMATION REDACTED

Email Address: _____

Present Employer: Assistance Insurance Agency

INFORMATION REDACTED

Business Address: _____

INFORMATION

Business Phone: REDACTED _____

Activities Information

Professional Activities: Upland Chamber of Commerce Board Member ,

Vice Chair, Public Affairs, Committee member of the IECA

Upland Chamber- City Relations Committee Member-

Community Activities: Completed Leadership Academy in Upland,

Rest Stop Coordinator, Tour de'Foothills, Upland Christmas

Parade television hostess

PLEASE COMPLETE SECOND PAGE ALSO

Education Information

High School Diploma, Licensed Insurance Agent

In 300 words or less, explain reasons for wanting to serve:

The main reason I am applying is because when I participated in the Leadership Academy I became extremely passionate about the changes that even one person can make by being active in the community. I feel it should not just be left up to our city leaders to bare the burden of making a community better, stronger and more profitable. I think we are unique in the fact that we border LA County as well as SB County (although I do understand we are in SB County) We have a demographic of both young and elderly and everything in between so we are poised to succeed with every age group we just need to set a plan in place where everyone benefits and I feel with my experience as a downtown business owner, former member of HDU Board and active community member I could be helpful in providing a perspective that might be outside of the box thinking which we need

List three (3) community references:

1. Terri Galdo- Upland Chamber of Commerce Operations Manager
 2. Andrew Behnke- Chairman of the Board, Upland Chamber of Commerce Resident, Advisory Committee
 3. Susan Coniglio- owner of Historical Landmark Venue, La Villa Bella at San Antonio
- INFORMATION REDACTED**

Signature



RECEIVED
UPLAND CITY
CLERK'S OFFICE

City of Upland

19 MAR -4 PM 3:49

Historic Downtown Upland Ad Hoc Committee Application

Name: Jason Gaudy

Date: 04/04/19

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

- Mornings
- Afternoons
- Evenings

General Information

INFORMATION REDACTED

Home Address: _____

INFORMATION

Home Phone: REDACTED

INFORMATION REDACTED

Email Address: _____

Present Employer: Gaudy Law Inc. (owner / Attorney)

INFORMATION REDACTED

Business Address: _____

INFORMATION REDACTED

Business Phone: _____

Activities Information

Professional Activities: Owner and operator of Gaudy Law Inc. serving Upland and surrounding communities in the areas of probate, estate planning and business law. Owner of three downtown properties on D street and 3rd avenue.

Community Activities: Business appeals board (current and past), Housing board, West End Water Board, Fiscal Task Force member, board member

Life Bible Fellowship Church Upland, California.

PLEASE COMPLETE SECOND PAGE ALSO

Education Information

Bachelor of Arts Bus Admin, Trinity Christian College Palos Heights, IL

Juris Doctor, Americal College of Law Anaheim, CA 2003.

In 300 words or less, explain reasons for wanting to serve:

I was born and raised in Upland. After moving to Chicago for college and
living in neighboring Rancho Cucamonga for a few years i moved my
family and my business to Upland and have worked and owned property
for more than a decade. My children were born at SARH and my wife
has also worked at SARH for 20 years. I have renovated my buildings in
downtown for a decade trying to bring beauty to the area. When the city
didn't have money to do it, i organized my fellow business owners to
join me in paying to pave our own alleyway as our clients often use it
I love Upland and will work to help solve problems by bringing
people together.

List three (3) community references:

1. Gary Keith, Pastor LBF church

2. Janice Elliot, Rudy Zuniga, (Janice Asked me to apply)

3. Judge Michael Libutti

INFORMATION REDACTED

Signature



City of Upland

RECEIVED
UPLAND CITY
CLERK'S OFFICE
19 MAR 13 PM 5:04

Historic Downtown Upland Ad Hoc Committee Application

Name: David R. Moore

Date: 3/12/19

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

- Mornings
- Afternoons
- Evenings

General Information

INFORMATION REDACTED

Home Address: _____

INFORMATION

Home Phone: REDACTED

INFORMATION REDACTED

Email Address: _____

Present Employer: Moore Electric, Inc. & Charlie's Stars & Stripes

INFORMATION REDACTED

Business Address: _____

INFORMATION

Business Phone: REDACTED

Activities Information

Professional Activities: Worked on Committee to design the new electrical contractor licensing test. Served on the Board for a Local Private Golf Course for several years and currently the President of The HDU Board

Community Activities: Donated Electrical for Upland Skate Park, Attend Open City Meetings Regularly. Assist in Finding New Ways to Promote Downtown Upland

PLEASE COMPLETE SECOND PAGE ALSO

CHARLIE'S STARS AND STRIPES

296 North 2nd Avenue

Upland, CA 91786

INFORMATION REDACTED

March 12, 2019

City of Upland
City Clerk's Office
460 North Euclid Boulevard
Upland, California 91786

To Whom It May Concern:

I would very much like the opportunity to serve on the Historic Downtown Upland Ad Hoc Committee for the City of Upland, which I have called home for over 30 years. I want to serve on the Ad Hoc Committee, because I care about the Historic Downtown Area. I am an electrical and general contractor and I have been in business for over 40 years. I am the owner of the Kincaid Ranch, a historical site in the City of Rancho Cucamonga, which I have restored and now lease out. I am also the owner of Kincaid Ranch, Inc. dba Charlie's Stars and Stripes. I also donated the electrical for the Upland Skate Park project, when it was built.

Thank you for considering my application and I look forward to hearing from you soon.

Sincerely,

INFORMATION REDACTED

DRM/yad
File: HDU Hoc Committee3.12.19

INFORMATION REDACTED



RECEIVED
UPLAND CITY
CLERK'S OFFICE
19 MAR 14 PM 3:41

City of Upland

Historic Downtown Upland Ad Hoc Committee Application

Name: Raymond Podesta

Date: 3/14/19

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

Mornings

Afternoons

Evenings

General Information

INFORMATION REDACTED

Home Address: _____

Home Phone: n/a

INFORMATION REDACTED

Email Address: _____

Present Employer: RMP Management

INFORMATION REDACTED

Business Address: _____

INFORMATION

Business Phone: REDACTED

Activities Information

Professional Activities: See Attached

Community Activities: See Attached

PLEASE COMPLETE SECOND PAGE ALSO

Professional Activities:

Multi-unit franchisee, owner / operator of eleven (11) restaurants throughout San Bernardino, Los Angeles and Orange Counties. I have served and been a member of many professional steering committees, boards, and advisory councils within IHOP over the last 40+ years with most recent being Chairman of the Development / Construction Committee. In 2012 I was awarded a Multi-Store Development Agreement (MSDA) granting exclusive restaurant development rights within Los Angeles, San Bernardino, Riverside, San Bernardino and Orange Counties. In 2018 I was the recipient of the "Franchisee of the Year" award from over several restaurants throughout the Western region.

Community Activities:

I have been a member of many city's Chamber of Commerce since I opened my first IHOP and am a member of the Upland Chamber. Additionally, I have served as a foundation Board Member of Casa Colina Hospital (the second largest non-profit hospital foundation in the country), served as a board member for the Covina Chamber and Kiwanis Club of South Hills receiving "Lifetime Membership" status as a result of 17 years of service to the community.

In addition to supporting many organizations and charities in the communities my restaurants serve, I support many Upland business, organizations, charities and events as well. I donate to the Cooper Museum for various events including the Upland Christmas Parade, Friends of the Upland Public Library, The Taste of Downtown Upland and for years, sponsored the Upland Fire Department Pancake Day. Lastly, I have regularly host fundraisers at my Upland IHOP for many Upland organizations donating 30% plus of all sales generated totaling over \$7,000.00 in 2018 alone.

Education Information:

After graduating high school, I received a certification from the "American Institute of Banking", with an emphasis on business, banking and finance. My education in commercial property procurement, development, construction and operation of my restaurants and other business interests have come from over forty years of management and direct involvement.

In 300 words or less, explain reasons for wanting to serve:

First and foremost, I lived in Upland for 15 years and continue to be invested in downtown. In addition to the financial support of many Upland organizations and charities noted above, I own three buildings in the Historic Downtown Upland (HDU) district; 80 N. Euclid Avenue, 261 & 263 2nd Avenue. I am committed to using my experience in retail, commercial development, finance and business promotion to assist the downtown property owners, merchants and the city to make the downtown district a destination location.

I believe in the importance of civic involvement for the betterment of any community however, it's a necessity for the continued growth and enhancement of the HDU district. Of course, the priority is engaging Upland residents is a goal, equally important is having the surrounding communities and their residents engaged in what's happening in Downtown Upland (DTU) as well. Because each of my restaurants reside in very different locations and few have the same audience, my skills in defining needs for different stakeholders would be a benefit in defining what's needed to sustain future growth and participation. In addition, having direct knowledge of the challenges that building owners and merchants face, enables me to better communicate and author plans *collaboratively* with the HDU Board, city staff and council members.

Lastly, my understanding and experience of commercial real estate, real-estate law, development, construction and finance would be an additional asset to all constituents involved, and my negotiation skills and ability to communicate at any level (workers and executives alike) quite often yields favorable, win-win solutions for all involved.



RECEIVED
UPLAND CITY
CLERK'S OFFICE

City of Upland

19 MAR 13 PM 12:13

Historic Downtown Upland Ad Hoc Committee Application

Name: Oscar Quiroz

Date: 3/12/2019

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

Mornings

Afternoons

Evenings

General Information

INFORMATION REDACTED

Home Address: _____

INFORMATION REDACTED

Home Phone: _____

INFORMATION REDACTED

Email Address: _____

Present Employer: _____

Spinnaker Loans

INFORMATION REDACTED

Business Address: _____

INFORMATION REDACTED

Business Phone: _____

Activities Information

Professional Activities: _____

Private lender, Property Management, Real Estate Investing

Community Activities: _____

Rotary Club of Upland

PLEASE COMPLETE SECOND PAGE ALSO

Education Information

Industrial Engineer, Real Estate Broker

In 300 words or less, explain reasons for wanting to serve:

Downtown is a very big part of our life both professional & personal. We have over 30 suites with more than ^(rents) 100 people in our building & most of them interact directly with the downtown, lunch coffee/dinner and many other activities. Personally, I enjoy going for short walks, buying a coffee @ Rad's, eating the best Pizza in the I.E. @ Paulies.

List three (3) community references:

1. Eric Hanson from Upland Chamber of Commerce
2. Scot Moger from Moga Law Firm
3. Debbie ~~Shone~~ Shone, City Mayor

INFORMATION REDACTED

Signature





City of Upland

Historic Downtown Upland Ad Hoc Committee Application

Name: TAMMY RAPP

Date: 03/13/2019

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

Mornings

Afternoons

Evenings

General Information

INFORMATION REDACTED

Home Address:

INFORMATION REDACTED

Home Phone:

INFORMATION REDACTED

Email Address:

Present Employer:

SELF-EMPLOYED BUSINESS OWNER

INFORMATION REDACTED

Business Address:

INFORMATION REDACTED

Business Phone:

Activities Information

Professional Activities:

PHOTOGRAPHY, SOCIAL MEDIA, MARKETING

Community Activities:

SAME AS ABOVE WITHIN DOWNTOWN UPLAND

PLEASE COMPLETE SECOND PAGE ALSO

Education Information

MT. SAN ANTONIO COLLEGE: EMERGENCY
MEDICINE

In 300 words or less, explain reasons for wanting to serve:

I HAVE BEEN A DOWNTOWN UPLAND BUSINESS
OWNER FOR OVER FOUR YEARS SINCE I BEGAN MY
BUSINESS HERE, I HAVE HEAVILY PROACTIVE WITHIN THE
DTU COMMUNITY AND ITS REVITALIZATION. I SERVED ON
THE HISTORIC DOWNTOWN BOARD FOR TWO YEARS, THROUGHOUT
THIS TIME, I HAVE VOLUNTEERED FOR SEVERAL EVENTS
INCLUDING THURSDAY MARKET NIGHTS, FARMERS MARKET, IRISH
FEST AND OCTOBERFEST. I HAVE PRODUCED TWO SOLD-OUT
THEATER SHOWS AT OUR THEATER THREE YEARS AGO AFTER
REALIZING DTU NEEDED MARKETING DESPERATELY, I
STARTED AND MAINTAINED THE DOWNTOWN UPLAND SOCIAL
MEDIA. TODAY THOSE PAGES ARE 16,000 FOLLOWS STRONG

List three (3) community references:

INFORMATION REDACTED

1. LINDA TRAWNIK

INFORMATION REDACTED

2. CATHY WARSHAW

INFORMATION REDACTED

3. RICK CALDERON

INFORMATION REDACTED

Signature ✓



City of Upland

RECEIVED
UPLAND CITY
CLERK'S OFFICE

19 MAR 11 AM 8:31

Historic Downtown Upland Ad Hoc Committee Application

Name: Ron Stark

Date: March 11, 2019

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

Mornings

Afternoons

Evenings

General Information

INFORMATION REDACTED

Home Address: _____

INFORMATION

Home Phone: REDACTED

INFORMATION REDACTED

Email Address: _____

Present Employer: Owner of Voice Marketing and Printing Services

INFORMATION REDACTED

Business Address: _____

INFORMATION

Business Phone: REDACTED

Activities Information

Professional Activities: I have served as a SB County Commissioner for over a decade.

I present workshops for SB County and others on Branding, Marketing, Advertising, Sales and Networking.

I am a member of the Upland Chamber of Commerce and am serving on their Shop Upland Committee.

Community Activities: I serve on the board of the HDU merchants assoc and chaired a successful

Taste of Downtown upland Event. I produced the Upland Old Town Crier a print publication and Website

and I have created What's Upland a website (www.whatsUpland.com) and Face Book site (@WhatsUpland).

PLEASE COMPLETE SECOND PAGE ALSO

Education Information

I have an undergraduate (BSBA) with an emphasis in Marketing and continually take classes and programs so I can better support the clients of my Ad Agency.

In 300 words or less, explain reasons for wanting to serve:

I own a home in the Historic district of Old Town Upland and i own a business in Historic downtown Upland as well.

I have a very personal stake in the health of both my residential community and business community.

Like most people I have lived in different Cities and Upland is by far the best place I have lived.

I love that I can walk into downtown and enjoy the businesses, shops and restaurants.

I am thrilled to watch as new exciting businesses move in, I am excited that I have the opportunity to support many of them with their branding, marketing and advertising.

We do not need to, nor should we try to be, like anyone else, we have our own very special vibe here.

I have no doubt great things are in store for our wonderful downtown area, but, if

I can do anything to help foster and speed up the good that is to come, I would be

honored to have that opportunity. I know there are many voices speaking, many ideas and suggestions. I recognize and embrace the strong personalities that want their voices heard.

I am a consensus builder and know I can help navigate a path of compromise that leads to a win for Upland!

List three (3) community references:

- 1. Janice Elliot
City of Upland Council Memeber
- 2. Bill Velto
City of Upland Council Memeber
- 3. Teri Galdo
Upland Chamber of Commerce

INFORMATION REDACTED

Signature



RECEIVED

MAR 13 2019

CITY MANAGER'S OFFICE

City of Upland

Historic Downtown Upland Ad Hoc Committee Application

Name: Daavid W. Stevens

Date: 3/9/2019

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

- Mornings
- Afternoons
- Evenings

General Information

INFORMATION REDACTED

Home Address: INFORMATION REDACTED

Home Phone: INFORMATION REDACTED

Email Address: _____

Present Employer: Retired from Orange Co. Fire Depart

INFORMATION REDACTED

Business Address: Cooper Museum

INFORMATION REDACTED

Business Phone: _____

Activities Information

Professional Activities: Retired Firefighter.

Community Activities: President of the Board of Trustees of the Cooper Museum. Board member for the Upland Community housing Inc.

Board member for the Upland Police Foundation. Founder of Upland Heritage

PLEASE COMPLETE SECOND PAGE ALSO

Education Information

Hi School Grad and some college

In 300 words or less, explain reasons for wanting to serve:

As a former Planning Commissioner and City Council member I have always been
involved in the city of Uplands matters. I have a lot of experience with our
Historic Town center. I am willing to share my knowledge and experience to help
guide the city through the next few years and into the next decade.

I have lived in the city of Upland for 45 years and have been a part of all the
changes that have taken place. I think I would be a good Historian for this
committee.

List three (3) community references:

1. Mayor Debbie Stone

2. Janice Ruthaford

3. Randel Lewis

INFORMATION REDACTED

Signature



RECEIVED
UPLAND CITY
CLERK'S OFFICE

City of Upland

19 MAR -7 PM 3:26

Historic Downtown Upland Ad Hoc Committee Application

Name: Carlos Velazquez

Date: 3/5/19

The committee will consist of 2 downtown business owners, 2 downtown property owners and 1 at large position.

- I am a downtown business owner
- I am a downtown property owner
- I am applying for the at large position

When are you available for meeting? (Check all that apply)

Mornings

Afternoons

Evenings

General Information

Home Address: INFORMATION REDACTED

INFORMATION REDACTED

Home Phone: INFORMATION REDACTED

INFORMATION REDACTED

Email Address: _____

Present Employer: Self-Employed

INFORMATION REDACTED

Business Address: INFORMATION REDACTED

INFORMATION REDACTED

Business Phone: _____

Activities Information

Professional Activities: MANAGE ANTIQUE MALL, Social Media Sites

AND A FEW EMPLOYEES AND ALONG WITH

HOSTING AN EVENT ONCE A MONTH

Community Activities: Host OPEN AIR Markets,

ART WALKS, Jam Sessions

Education Information

High School Diploma, AA (Liberal Arts)

BA (Sociology), MASTERS Degree (Rehabilitation Counseling)

In 300 words or less, explain reasons for wanting to serve:

To whom it may concern,

I Carlos Velastegui Jr. have stakes here at The Vintage Vault. In November 2014 we decided to bring a business here to Downtown Upland. Our efforts and much energy has been in creating a business and property in which individuals in community find RePresenting. Likewise, we host events in our parking lot which ~~is~~ designed to help the store and bring attention to Historic downtown. Our goal is to create and help ^{Historic} Downtown become a destination for the community to come together. I believe any influence we can contribute will help not only community but likewise fellow business owners and more importantly Historic Downtown.

List three (3) community references:

1. Member of Chamber of Commerce (Upland)
CAITLIN Sanchez INFORMATION REDACTED Terri Galdo INFORMATION REDACTED
2. MIKE RODRIQUIZ (part owner of 2ND AVE)
INFORMATION REDACTED
3. LAUREN ALLISON (JD ALLISON)
INFORMATION REDACTED

INFORMATION REDACTED

Signature