Attachment 4 OPMD Association Management Plan

OLD PASADENA

PROPERTY BUSINESS IMPROVEMENT DISTRICT (PBID) PLAN

Prepared pursuant to the State of California Property and Business Improvement District Law of 1994 to continue the Property Business Improvement District (PBID) within the City of Pasadena

for the

Old Pasadena Continuation Committee

April 2005

Old Pasadena Property Business Improvement District (PBID) Plan

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D COVER LETTER

April 2005

Dear Property Owner,

Since its formation in 2000, the Old Pasadena Property Owner Business Improvement District ("PBID") has provided essential services that have both protected the rich heritage and unique legacy of Old Pasadena and contributed to the historic district's rapidly increasing property values. For the past 5 years the Old Pasadena Management District ("OPMD") -- a private, non-profit organization -- has acted as the managing agent for the PBID and we are proposing that the City of Pasadena renew its contract with the OPMD to manage the district for another five-year term.

During the first term of the PBID there have been remarkable improvements in the overall quality of life in Old Pasadena. Our District has become a national and international model for the authentic urban village. Here is a picture of Old Pasadena today:

- Streets and alleys are cleaner and safer.
- Old Pasadena's stakeholders are well-represented at City Hall.
- Website visitors exceed 400,000 per month.
- The number of residents in and around the district has increased to over 2,500.
- \$500 million has been invested in development and redevelopment projects.
- Retail Sales exceeded \$214 million in 2004 and are growing.
- Rents as high as \$7 per square foot have been achieved on Colorado Blvd. and as high as \$4.00 per square foot off the boulevard.
- Recent sales of property on Colorado Boulevard have approached \$600 per square foot.
- Old Pasadena encompasses a workforce exceeding 10,000 employees.
- Old Pasadena welcomes nearly 25,000 visitors each weekend.

We should be encouraged by the remarkable level of success Old Pasadena has achieved. However, what we are today is not enough. Old Pasadena can, and must, continue to evolve and improve. In the face of increasing regional competition it is incumbent on us, as District stakeholders, to be proactive. Currently, managing and building on our success is of primary importance to the future of Old Pasadena. Many of the things that have made Old Pasadena a success – historic appeal, open-air retail and restaurant activity, outside entertainment – are now being copied across the nation.

As a fellow property owner and Chair of the Continuation Committee, I strongly urge you to review the following Property Business Improvement District (PBID) Plan. It was designed to give you the complete picture of what it means to have the PBID continue its stewardship of Old Pasadena for another five-year term. The only way Old Pasadena can avoid risking the loss of its unique character and the erosion of its current success, is by stakeholders continuing to work together. We must strive to meet the demands and ever-increasing challenges which face Old Pasadena in today's marketplace. For this reason, I encourage you to join me in supporting the continuation of Old Pasadena's Property Owner Business Improvement District.

Respectfully,

Doug Huberman

Chair, Continuation Committee

OLD PASADENA PROPERTY BUSINESS IMPROVEMENT DISTRICT (PBID) AT-A-GLANCE II)

Developed by a growing coalition of property and business owners, the Old Pasadena PBID is a benefit assessment district designed to improve the commercial area of Old Pasadena. It oversees the security programs, the maintenance programs, trash/debris collection, business interest advocacy, and marketing and promotion services above and beyond those baseline services which would be provided by the City of Pasadena. Maintaining this additional level of services has been successfully reducing crime, increasing sales, attracting new tenants, increasing occupancies, and increasing property values in Old Pasadena over the last five years.

Location:

21 blocks in the City of Pasadena bounded by Pasadena Avenue, Walnut Street, Arroyo Parkway, and Del Mar Boulevard. (Please see the map on page ** for specific boundaries).

Services:

Ambassador/Security program; cleaning/maintenance services; advocacy to promote business interests; marketing and promotions program.

Budget:

Total maximum District budget for each year of its five-year operation is a base of approximately \$1,229,324 per year with an annual CPI adjustment capped at 5%. Of the total budget, property owner assessments will contribute \$667,046 in 2006. The balance of \$545,000 will come from the City of Pasadena.

Cost:

The entire District will pay an assessment for a base level of services. In addition, based upon property location and benefits received, annual assessments on a per square foot basis per year will be as follows:

year will be as follow Land	ws:	Ground Floor		Non-Ground Floor
Zone 1 \$.1450 Zone 2 \$.1450 Zone 3 \$.1450 Zone 4 \$.1450 Zone 5 \$.1450	+ + + +	\$.2995 \$.1283 \$.1743 \$.1283 \$.2100	+ + + + +	\$.1498 \$.0641 \$.0872 \$.0641 \$.1050
Zone 5 wir is				

City Services: To ensure that no property's assessment exceeds the cost of the proportional benefit to that property, the City of Pasadena shall contribute \$545,000 annually to offset the special benefit to City-owned properties within the District. Additionally, it is expected that the City will continue to completely fund the current base level services provided to all properties in the District.

Formation:

District continuation requires submittal of petitions from property owners representing at least 50% + \$1 of the total assessment. The "Right to Vote on Taxes Act" (also known as Proposition 218) requires that more than 50% + \$1 of the ballots received, weighted by assessment, be in support of the District.

Duration:

The continuation of the District will establish a five-year life. After five years, the petition process must be repeated for the District to be reestablished.

WHAT IS A PROPERTY BUSINESS IMPROVEMENT DISTRICT (PBID)? III)

Currently, nearly 1,200 downtown PBIDs operate throughout the United States and Canada.

A PBID provides essential services, such as security, maintenance, marketing and economic development in addition to those provided by local government. These services are concentrated within a distinct geographic area and are paid for by means of a special property owner assessment. The organization responsible for providing these services is governed by a Board of Directors representing the stakeholders who pay the assessment, as well as represent those who benefit from the services (i.e. City, residents, and merchants).

PBIDs are proven to work by providing services that improve the overall viability of commercial districts -resulting in higher property values and sales volumes. One of the comparable PBIDs established in California is the nearby Fashion District. This district has been successful in cleaning up the streets and reducing crime by 20% (according to a recent report by the Los Angles Police Department).

The Old Pasadena Property Business Improvement District (PBID) was formed pursuant to a State Law that took effect in January, 1995. District stakeholders have all benefited from this effort over the last five years, and are now seeking property owner support to continue the Old Pasadena PBID. The "Property and Business Improvement District Law of 1994," which was signed into law by Governor Pete Wilson, ushered in a new generation of PBIDs in California by allowing a greater range of services and independence from government. Key provisions of the law included:

- Allows PBIDs to undertake services ranging from security to maintenance, marketing and business advocacy to economic development.
- Provides for representation from stakeholders in governing the PBID.
- Requires petition support from private property owners paying at least 50% + \$1 of the proposed Þ private property assessments to form a PBID.
- Allows annual review and accountability on service delivery and stewardship.
- Requires limits for assessments to ensure that they do not exceed pre-established levels. \triangleright
- Provides a multi-year life for PBIDs and requires a new petition process to renew a District. The Old Pasadena PBID is proposed to be continued for a five-year term.

IV) WHY CONTINUE THE OLD PASADENA PBID?

A. The Need for Continued High-Quality Security in Old Pasadena.

Property owners agree that security and ambassadorial services help increase property values and business volume. Many customers and employees recognize security as an important component of the Old Pasadena experience. The City of Pasadena is responsible for providing policing on a citywide basis. The Old Pasadena PBID's added security services are customized for the District to meet the unique needs of Old Pasadena.

B. Continued Proactive Involvement in Determining the Future of Old Pasadena.

In order to protect their investment, property owners must be a partner in the process that determines how new development projects are implemented. Through the advocacy efforts of this strong business improvement district, Old Pasadena can and will continue to affect positive change in the economic development of downtown.

C. Retail Recruitment and Retention: An Integral Part of Continued Success.

Old Pasadena not only competes with other regional downtowns, but also with the increasing number of entertainment destination experiences our consumers have to choose from in Southern California. Increasingly, office parks in the region also pose as competition. We need to continue offering a one-stop information center for new businesses, and continue being a resource and support for small businesses in the District.

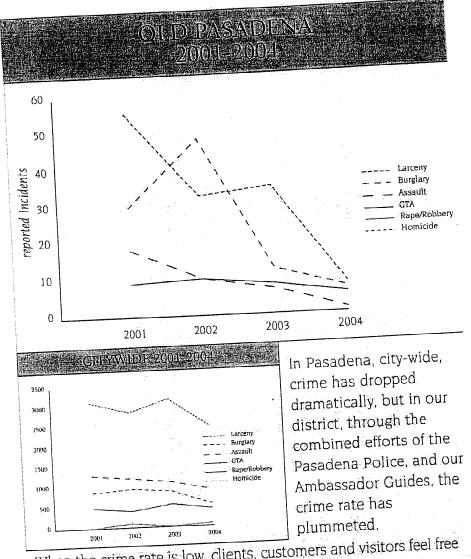
D. Maintaining a Private/Public Partnership with a Unified Voice for Old Pasadena.

Because property owners are investing private money through the PBID, they are looked upon as a strong partner in negotiations with the City. This partnership has the ability to leverage the property owner's investment with additional public investment in Old Pasadena. Our unified voice a City Hall offers our best opportunity to affect public policy and represent the collective interests of our District.

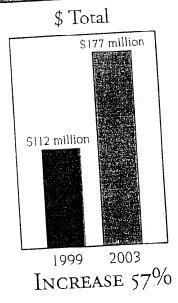
E. Maintaining Private Sector Management and Accountability.

The services provided in the District will continue to be managed by the Old Pasadena Management District, a non-profit private sector business organization formed for the sole purpose of improving Old Pasadena. Annual PBID work plans and budgets are developed by a governing Board of Directors composed of stakeholders that own businesses and property in the District. Security, maintenance, and marketing services will be subject to private sector performance standards, controls, and accountability.

Income goes up as crime goes down.

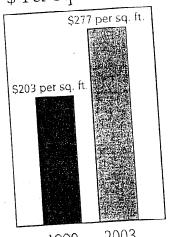


When the crime rate is low, clients, customers and visitors feel free to walk our streets and alleyways. They spend more time and more money in our restaurants, shops and businesses. The Old Pasadena Management District enhances crime prevention through strong cooperation with the Pasadena Police and innovative programs such as the Old Pasadena Ambassador Guides, our bike and foot patrols trained to report the first sign of any suspicious activity in our district.



Source: City of Pasadena Sept. 29, 2004

\$ Per Square Foot

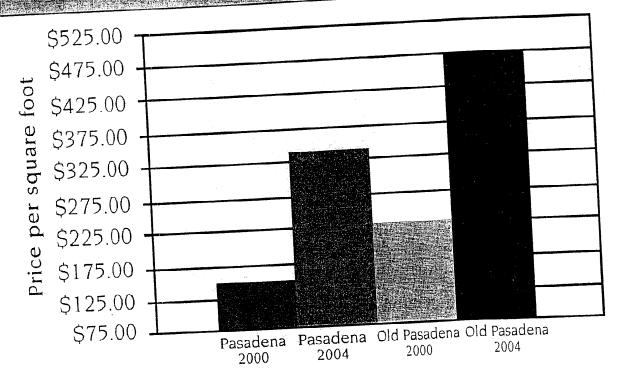


2003 1999 Increase 36%

Source: City of Pasadena Sept. 29, 2004

OLD PASADENA RESIDENTIAL SALES MULTI-FAMILY HOUSING Average Cost Per Square Foot Increases

2000 COMPARED TO 2004



V) PROPOSED IMPLEMENTATION TIMETABLE

11102	
April 8 April 8 April 25	Completed PBID Plan and Engineer's Report to City Owner Petitions Available at Old Pasadena Management District Office Petition Drive Begins, Volunteers Make Solicitations Pirst Deadline for Petitions (50% + \$1 needed to trigger) City Council declared Resolution of Intention, Approval of Engineer's Report, and
April 25	Sets Public Hearing in 45 Days Prop 218 Ballots w/ PBID Plan Mailed to Property Owners Prop 218 Ballots w/ PBID Plan Mailed to Property Owners
April 26	
May	Drive to Return Prop 218 Ballots to City Public Hearing, Prop 218 Ballot Tally, PBID Formation
June 6	F Hotic From the State of the S

Pursuant to State Law, the Old Pasadena PBID will have a defined life. The life of the PBID is set at five years. In order to continue the PBID for another set term, the preceding petition and public hearing process must be repeated.

PBID BOUNDARIES VI)

The Old Pasadena PBID will deliver services in an approximately 21-block area of Pasadena. The District is bounded by Pasadena Avenue on the west, Walnut Street on the north, Arroyo Parkway on the east, and Del Mar Boulevard on the south. Because of the scope and nature of the District and services to be provided, five separate benefit zones have been created.

With the exception of One Colorado (Zone 3), Zone 1 encompasses the core area of Old Pasadena, along Colorado Boulevard, the South side of Union Street and the North side of Green Street between South Raymond and Mills Alley.

Zone 3 is comprised of One Colorado properties along Colorado Blvd. between Delacey and Fair Oaks (excluding the southeast corner of Union and Delacey) as well as the South side of Union Street to Exchange Alley between Fair Oaks and Kendall Alley.

Zone 5 includes properties that face or have a significant amount of frontage along the North and South sides of Green Street between Pasadena Avenue and Arroyo Parkway excluding the North side of Green Street between South Raymond and Mills Alley. Zone 5 was formed at the direction of the District Assessment Engineer reflecting its unique level of service that is higher than Zone 2 and less than Zone 1.

Zone 2 is comprised of two areas. The northern area of Zone 2 includes all properties to the North of Union Street, East of Fair Oaks, and West of Arroyo Parkway (excluding Memorial Park). The southern area of Zone 2 includes blocks North of Valley Street between Pasadena Avenue and Fair Oaks, and includes properties facing Dayton Street between Fair Oaks and Raymond, as well as properties on Raymond from Del Mar to just South of Green Street (excluding Central Park) and as far east as the Gold Line Right of Way.

Zone 4 properties include Memorial Park and Central Park.

Zone 1 properties currently have high pedestrian counts and require a higher level of services. Zone 2 properties currently require less service and therefore pay at a lesser rate. Zone 3 includes only the One Colorado properties. The One Colorado properties already provide a high level of security and maintenance services and therefore require less service from the District, as well as provide additional benefits to the District (see Engineers Report for more detail). Because these Zone 3 properties will be receiving proportionately less service, they pay a proportionately less rate. Zone 4 includes the two city parks, Memorial Park and Central Park. These parks have a lesser demand for services than other properties.

In addition, the PBID proposes to provide services only around the perimeter of the parks. For more detail regarding the delineation of these three zones, please see page 18, Section C, "Determination of Benefit Areas."

The service area includes approximately 339 parcels. The PBID boundary is illustrated by the map on page 37 (Exhibit A). Please see pages 23 through 25 for the specific assessment formula based on a combination of ground floor building square footage, non-ground floor building square footage and lot square footage.

SERVICE PLAN AND BUDGETS VII)

History of Establishing the Service Plan

Property owners in Old Pasadena remain concerned about the need for continued supplemental security, maintenance and marketing services in the area. In 1994, Governor Wilson signed AB 3754 (Caldera) establishing the Property and Business Improvement District Law of 1994. This State Law created a mechanism for property owners to join forces and improve their commercial districts. In its first five-year term, the PBID seized the opportunity to utilize this new tool to provide efficient supplemental services in a cost-effective manner. For purposes of PBID continuation for another five-year term, the following service plan details the nature and extent of the services it provides and an itemized budget. The detail of the PBID Law can be viewed on line at the following website: http://www.leginfo.ca.gov.

Programs and Services Provided В.

The Old Pasadena PBID provides for security, trash & debris collection, sidewalk cleaning, marketing and promotions, and business advocacy services above and beyond those currently provided by the City of Pasadena. Existing City services will remain intact pursuant to a "base levels of service" policy discussed in Section X of this Plan.

PBID service levels vary between zones due to a varying demand. All benefits provided will be based on the amount paid into the District. For a more detailed discussion of these demands, please see page 18, Section C, "Determination of Benefit Areas." Program descriptions and budgets of proposed Old Pasadena PBID security, maintenance, marketing, business advocacy, and administrative services are provided in the following pages.

The first step in preparing the renewed service plan was to identify the existing level of services provided by the Old Pasadena PBID over the last five years. In addition to our track record during the first five years of the PBID, numerous forums were held with City of Pasadena staff, property owners, business owners, and residents to help the District determine Old Pasadena's future needs. Based on the input collected during this process, service priorities were identified. The information from each step of this process was integrated and this proposed PBID Plan was redeveloped.

The following are some key aspects of the Service Plan Budget:

- > The Service Plan Budget provides for the security program, Old Pasadena Ambassador Guides, who serve a number of functions. This security program continuously increases awareness of security efforts in the District, coordinates existing property owner security programs, and acts as the "eyes and ears" for the Pasadena Police Department. The program reduces street disorder and serves a lead role in crime prevention. Also the Old Pasadena Guides serve as good-will ambassadors for the District by assisting visitors.
- > The maintenance program keeps the District clean. Highly visible personnel are on the streets removing trash, graffiti, and other litter. In addition, the PBID will provide sidewalk cleaning, trash/debris removal, and street sweeping.
- > The marketing and promotions program continues to improve communications, build stronger working relationships with property owners and business operators, and increase exposure for the District.

Public Safety 1.

The 21 block Old Pasadena Ambassador Guide program mission is to support the police department, property owners and tenants in overall crime prevention efforts and reduction in street disorder, while offering a customer service orientation to pedestrians. They provide highly visible neighborhood security and are intended to supplement-not supplant- individual building security and the Pasadena Police Department.

Integration with the Pasadena Police Department

The Old Pasadena security program works closely with the Pasadena Police and integrates the Old Pasadena program with that of the Police. Pasadena Police Department officers are active in the development and training of the Old Pasadena Guide personnel.

The Bike Patrol deters aggressive panhandling and other unsuitable street behavior. Their presence is a deterrent to theft and burglary from motor vehicles; however, the service does not completely prevent these crimes. They also deter and report illegal street vending, illegal dumping and street code violations. They observe and report a myriad of quality-of-life problems including: drinking in public, urinating in public, public drunkenness, trespassing, and shopping cart confiscation.

The Bike Patrol officers also act as ambassadors performing goodwill gestures such as giving directions to visitors, escorting employees, helping lost persons, and retrieving keys from locked cars and conducting tours. Bike Patrols also assist with traffic control in the event of accidents, fires or unusual occurrences.

They patrol assigned routes evenly, covering all property equally on any route in the District. They are professional, friendly, courteous, people-oriented individuals in excellent physical condition. The Bike Patrol officers complete 40 hours of customized classroom training and 16 hours of field training.

The Foot Patrol will concentrate on the highest pedestrian use corridors such as Colorado Boulevard and Fair Oaks Avenue. The Foot Patrol has the same mission and receives the same training as the Bike Patrol. Uniforms and equipment will be identical. Because of their easy accessibility to pedestrians, the Foot Patrol will act as ambassadors helping visitors find their dining, shopping and parking destinations.

Maintenance 2.

Old Pasadena Clean Team: The Clean Team consistently deals with maintenance issues within the District. To effectively deal with the maintenance issues facing Old Pasadena, a multi-dimensional approach has been developed consisting of the following elements:

Sidewalk Maintenance: Uniformed, radio-equipped personnel sweep litter, debris, and refuse from sidewalks and gutters of the District. Collector truck personnel collect trash from trash receptacles.

Alley Maintenance: The Clean Team and safety patrols each have responsibility in this area. Guide safety personnel address owner and tenant compliance with City code issues on cleanliness of

sidewalks, alleys and illegal dumping. The Clean Team crew sweeps the alleys, removes graffiti and clears the alley of debris when a responsible party cannot be found for illegal dumping or other violations.

Graffiti Removal: The Clean Team removes graffiti by painting, using solvent and pressure washing. The District will maintain a zero tolerance graffiti policy. All tags will be removed within 24 hours.

Sidewalk Pressure Washing: Pressure washers service 2-3 blocks per night, 7 nights a week. The District standard is to have all sidewalks cleaned at least every other month. The high use areas will be cleaned more frequently.

Trash Collection: District trucks will supplement City collection of trash from sidewalk trashcans.

Landscape Maintenance: Public landscape areas, tree wells, and planters will be maintained and kept free of litter and weeds.

Paper Sign and Handbill Removal: Paper signs and handbills taped or glued on public property, utility boxes, poles and telephone poles are removed by hand or when necessary by high pressure hose.

Special Collections: District trucks will be available to collect stolen shopping carts and large bulky items illegally dumped in the District.

Maintenance Problems Requiring Third Party Intervention: Problems in the District that create blighted or unsafe conditions are monitored but are outside of the jurisdiction of the District to repair. Requests are made to the responsible party for repair. Types of problems include blocked or damaged sewers or drains, damaged sidewalks/streets/alleys, non-operating street lights, damaged or missing street signs, etc.

Marketing and Communications 3.

Tell the story...again and again and again. Telling the story of Old Pasadena through marketing and communication efforts is one of the most important of the service plan. This program includes several tools to increase the numbers of visitors to the District, support efforts of property owners and brokers to attract and retain tenants, and to help Old Pasadena maintain its popularity in the face of increasing competition. Several types of marketing and communication elements are used to achieve this:

- Old Pasadena website www.oldpasadena.org
- Full-color shopping, dining and business directory brochure
- Public and media relations
- Development of Old Pasadena image pieces
- Full-color Old Pasadena in-depth quarterly newsletter
- Sponsorship and tenant development support packets
- Community-based events
- JobSite! online job resource for businesses in Old Pasadena and the community

Advocacy and Administration 4.

A professional staff that requires centralized administrative support will manage the District improvements and activities. Core services are delivered 16 hours a day, seven days a week. The District budget contains four budgeted positions plus costs for contracted supervision for all core services. The professional staff manages day-to-day operations of all the services and programs, under the direction and control of the Board of Directors of the Old Pasadena Management District. This professional staff represents the District's interests in advocacy and relationship efforts with local government and media.

C. Operating Budget

2006 Operating Budget Summary

A brief summary of the year 2006 operating budget for the Old Pasadena PBID is provided below. The detail for years 2006 through 2010 is provided in the Engineers Report on page 24. The total improvement and activity plan budget for 2006 is projected at \$1,229,324. Of the total budget, property owner assessments will contribute approximately \$667,046 (excludes a \$17,278 credit applied for property in Zone 3 (see Engineers Report for more detail). The balance of \$545,000 will come from the City of Pasadena.

Revenues for specific programs may be reallocated in from year to year within a range of 15-20%. Budgets for years 2006-2010 are illustrative only and may be changed based on service needs. Major changes, based upon changing district needs and budgets, must be approved by the Pasadena City Council. Expenditures will be made in the following program areas:

The public safety programs are designed to improve both the reality and perception of safety in Old Pasadena. A consistent and visible uniformed presence is required throughout the district 16 hours a day, seven days a week as detailed on page 12. The budget for the public safety program is \$444,106 or 36.1% of the total budget.

In order to maintain standards of cleanliness throughout the District the maintenance program will remove graffiti, remove trash and debris, provide sidewalk sweeping, sidewalk pressure washing, and other maintenance services as detailed in the section above. The budget for the maintenance program is \$386,592 or 31.4% of the total District budget.

3. Communication, Marketing, Economic Development, and Special Projects

In order to tell the story of Old Pasadena and continue to build upon the success of the District, a communications, marketing and economic development description, as detailed on page 13, has been developed. A special projects budget has been developed to undertake those projects and opportunities that benefit the District, but are not easily placed in one of the other categories. The budget for the communications, marketing, economic development, and special projects program is \$189,152 or 15.3% of the total District budget.

4. Advocacy and Administration

In order to manage the day to day activities of the PBID, a professional administrative staff and office is necessary to insure the delivery of quality services. The budget for administration including labor, office rent, insurance, utilities, supplies, etc., is \$184,853 or 15% of the budget.

5. Unanticipated Revenue Commitments

During the life of the PBID, additional assessment revenues may be collected as a result of new development completed within the District boundaries. These additional revenues are not projected as part of the five-year budget outlined in the Engineer's Report. The following policies will be applied to unanticipated assessment collections:

- For unanticipated assessments from new residential development: 63% of each dollar would be used to fund additional Clean and Safe services for residential areas. 25% of each dollar would be used for Unfunded Projects. 12% of each dollar would be added to the Strategic/Emergency Reserve Fund.
- For unanticipated assessments from new commercial development: 63% of each dollar would be used to fund additional Clean and Safe services for commercial areas. 25% of each dollar would be used to fund Unfunded Projects. 12% of each dollar would be added to the Strategic/Emergency Reserve Fund.

6. Reserves

- <u>Uncollectable Reserves</u>. The percent of the budget held in reserve to offset delinquent or slow payment from tax collections has been established at 2% of the Α.
- The Strategic/Emergency Fund Reserves. 2% of all gross revenues will be dedicated to this reserve fund, providing ample reserve funding to contribute to the PBID's B. financial strength over time and to address emergency response funding in the event of a natural disaster or catastrophic event impacting the organization or the District.
- Continuation Reserve. When the PBID was first established in 2000, it was recognized that funding would need to be reserved during the life of the PBID in C. order to fund the costs associated with the Continuation requirements under state law. This reserve fund to ensure adequate funding for another Continuation campaign in 2010 has already been fully funded, and will be made available by the Old Pasadena Management District.
- Unfunded Projects Reserve. Other established districts have found it important to undertake one-time, task-oriented projects that benefit the District property owners. D. Because of their nature it is difficult to include these projects in maintenance, security or marketing and promotions, although they tend to cross all of those lines. This category is also reserved for opportunities that present themselves during the life of the District, but are not known at the time of continuation. This Unfunded Projects Reserve will allow us to build up funding from unanticipated assessment collections (derived from new developments, see Section 5 above), in order to begin to fund these special projects. 25% of all unanticipated assessment funds will be earmarked for this reserve purpose. Examples of unfunded projects include:
 - > Additional and expanded Clean and Safe services
 - > Expanded holiday decorations
 - > Expanded trash can locations and service
 - > Directory signs
 - > Complete website redesign and added functionality
 - > Enhanced programs for business recruitment and retention
 - > Small business assistance
 - > Additional special events to increase attendance

VIII) ENGINEER'S REPORT

A. General Information

Pursuant to the provisions of the California Constitution Articles XIIIC and XIIID (Proposition 218), an engineer's report must be prepared in connection with the levy of assessments. Accordingly, this section of the Management District Plan for the Old Pasadena Management District (hereafter referred to as "District") has been prepared and is presented herein as the Engineer's Report for said District. This engineer's report in conjunction with other sections of the Management District Plan has been prepared for the proposed renewal of the District for an additional five (5) year term commencing in fiscal year 2006, pursuant to the provisions of the "Property and Business Improvement District Law of 1994", (commencing with Section 36600) of the Streets and Highways Code (hereafter referred to as "PBID Law") and applicable sections of the California Constitution. This report and the Management District Plan provide a description of the District, the improvements and services to be provided, the proposed budget of estimated costs and apportionment of those costs to properties within the District for the special benefits received.

For the purposes of this report, the word "parcel" refers to an individual property assigned its own Assessment Parcel Number by the Los Angeles County Assessor's Office. The County Auditor/Controller uses Assessment Parcel Numbers and specific Fund Numbers, to identify on the tax roll, properties assessed for special district benefit assessments.

B. Improvements, Services and Activities Provided

The services and activities planned and budgeted for the District over the next five years can generally be grouped into four categories: safety, maintenance, marketing/advocacy and Administration. While these services and activities are provided throughout the District, the level of service varies in different geographical areas of the District. Zones (geographical regions) have been established within the District to reflect the current level of services and activities provide to parcels within those areas. The overall cost of providing each of the services and activities of the District and the allocation of those costs to the various Zones, is a direct reflection of the services demands in each area and the amount paid into the District by those various areas. The allocation of services and expenditures are based on the proposed Management District Plan and the history of services and expenditures in the preceding five years of the District.

The improvements, services and activities to be provided by the District are in addition to those provided by the City of Pasadena and are generally described as follows:

Public Safety

The security program provided by the Districts increases awareness of security efforts, coordinates existing property owner security programs, and acts as the "eyes and ears" for the Pasadena Police Department. The program is designed to reduce street disorder and serve as a lead role in crime prevention. The mission of this program is to support the police department, property owners and tenants in overall crime prevention efforts and reduce street disorder, while offering a customer service orientation to pedestrians by providing highly visible neighborhood security that is to

supplement individual property security and the Pasadena Police Department. The security program includes, but is not limited to:

- > Integration with the Pasadena Police Department
- Bicycle Patrol
- > Foot Patrol

Maintenance

In order to consistently deal with numerous maintenance concerns within the District a maintenance program has been established. This program includes, but is not limited:

- Sidewalk Maintenance
- Alley Maintenance
- Graffiti Removal
- > Sidewalk Pressure Washing
- > Trash Collection
- > Landscape Maintenance
- Paper Sign and Handbill Removal
- Special Collections
- > Maintenance Problems Requiring Third Party Intervention

Marketing, Communication and Economic Development

This program has been developed to tell the story of Old Pasadena and is one of the most important parts of the improvement plan. This program is designed to improve communications, marketing, advocacy, and relationship-building within the District. The program includes several tools to support the efforts of individual property owners and brokers to attract and retain tenants. Several types of communication elements can be used including, but not limited to:

- Old Pasadena Web Site
- > Shopping, dining and Business Directory
- > Tours
- Public and Media Relations
- > Development of Old Pasadena Image Pieces
- Parking maps and guides
- Investor and tenant recruitment & visitor support packets
- > Broker support packets
- > One stop, available space resource center for Old Pasadena

Advocacy and Administration

In order to manage the day-to-day activities of the District, a professional administrative staff and office is necessary to ensure the delivery of quality services. This team coordinates and administers the functions, services and activities of the District seven days a week and is also responsible for the administration of the Management District Plan and the annual levy of assessments consistent with the guidelines and intent of the Management District Plan.

Determination of Benefit Areas C.

Security, maintenance, marketing and promotion services are provided throughout the District and these services and activities are considered "base-level services". The cost of providing these baselevel services are proportionately spread to all benefiting parcels within the District based on a common denominator. In addition to this base-level service, enhanced services or more intensive services are provided in different areas of the District. In order to properly allocate the cost of the enhanced services or variations in services, Zones have been established within the District. These Zones are geographical regions of the District based on differences in services provided in those

Properties in the central core area of the District (Colorado Blvd) have the highest pedestrian activity and receive the greatest benefit from the services provided by the District. These properties have been identified as Zone 1, and because this area receives a greater frequency of maintenance and security services they are proportionately assessed a greater portion of the overall District costs. All other properties outside of this core area are identified as Zones 2 through 5, each zone reflecting the intensity and level of service provided in that area, as well as any services that may be distinctive to that region of the District.

Zones 2 and 4 combined, encompass the largest area of the District and for the most part have similar services and activities associated with the properties in those areas of the District. They have been separated into two zones however, based on the general use of the properties. Zone 4 is comprised entirely of properties owned by public agencies (primarily the City) and this Zone comprises the two parks within the District boundaries. Because these properties are unlikely to be developed for commercial purposes, they clearly do not receive the same benefits as other properties within the District and have been distinguished from the properties of Zone 2 for this reason alone. While the benefit to properties within Zone 4 may not be as great as those properties in Zone 2 based on development potential, it has been determined that these properties derive special benefits from the services and activities of the District and a portion of the District costs are allocated to this Zone. Because the City owns these properties, a portion of the City's annual contribution to the District is used to offset these parcels' proportional special benefit.

Like Zone 1, Zone 3 is located near the core area of the District, however this particular area of the District is less reliant on many of the services provided by the District and in many ways the properties within Zone 3 collectively provide or support privately, many of the services and activities that would otherwise be provided by the District. Specific benefits to the District that are provided privately by the properties within Zone 3 include an aggressive schedule of special events throughout the year such as movies, concerts, dances and an annual Christmas tree lighting ceremony held in their courtyard, as well as additional marketing efforts throughout the year that highlights all of Old Pasadena as a destination for consumers. This unique contribution to the District is reflected in the District budget for Zone 3 by various services cost reductions and credits resulting in reduced assessments rates for ground floor area and non-ground floor area in Zone 3 as compared to Zone 1. (The lot size area assessment rate for Zone 3 remains consistent with the rate applied in all zones of the District).

Zone 5 is comprised of properties along Green Street, which is situated south of the core area of Zone 1 and north of the southern portion of Zone 2. This area has been established as a separate zone to reflect the services and activities provided in that area that are not quite as demanding and intensive as Zone 1, but greater than those services and activities provided or currently required in Zone 2.

Although the District is being established with five (5) zones, development changes within the District may facilitate the need to increase services levels within a Zone or a significant portion thereof during the course of the five-year term of the District. This will likely require that an area be established as a new zone or be combined with an existing zone that has similar services and activities. Before such an increased service level may be implemented however, the cost increase associated with the expanded services to that area would have to be passed on to the property owners benefiting from those expanded services. This can only be accomplished by a property owner ballot proceeding for an increased assessment to the affected properties, similar to the proceedings for establishing the District. Only those properties that would receive special benefits from the expanded services and subject to a new or increased assessment would be balloted.

A map of the District boundaries and the zones therein for fiscal year 2006 is contained in the Management District Plan and by reference is made part of this Engineer's Report. Please refer to the District boundary map shown in Exhibit A, for a more detailed description of the zones.

D. Assessment Methodology

The Property and Business Improvement District Law of 1994 provides that the expenses of the District shall be apportioned in proportion to the benefit received by each property. In addition, Proposition 218 requires that a parcel's assessment may not exceed the reasonable cost of the proportional special benefit conferred on that parcel. The Proposition provides that only special benefits are assessable, and that the City must separate the general benefits from the special benefits conferred on a parcel. A special benefit is a particular and distinct benefit over and above general benefits conferred on the public at large, including real property within the district. The general enhancement of property value does not constitute a special benefit.

The annual assessments levied for the District in part shall fund the services, activities, operations and administration associated with the District ("Improvements"). All parcels that receive special benefits from the improvements within each Zone, share in the cost of the improvements associated with that Zone. The costs and assessments set forth in this Report are based upon an estimate of the expenses related to those improvements including all direct service costs, administration and incidental expenses based on the history of providing those services and activities throughout the District in the preceding five years.

As previously discussed, for fiscal year 2006 the District has been divided into five Zones and each Zone includes those parcels that are directly associated with specific improvements that provide a direct and special benefit to those parcels. The total amount allocated to each zone is a direct

reflection of the services and activities provided in that area. The amount allocated to each Zone and to be collected through the annual assessments equitably spread among the benefiting parcels within that Zone based on each parcel's lot size and building square footage (ground floor size and/or non-ground floor size).

It has been determined that each and every parcel within the District, except those identified as exempt parcels, receives a particular and distinct benefit from the improvements, over and above any general benefit. The security program reduces street disorder and helps prevent crime, thereby protecting the properties within the District and increasing their attractiveness to potential customers. The maintenance program, including trash removal, graffiti cleanup, and street and sidewalk cleaning directly benefits each of the parcels adjacent to the streets being maintained. The marketing program improves economic development within the District, thereby benefiting all businesses and potential property development within the District. All of the above contribute to an enhancement of the parcels within the District.

To ensure that no property's assessment exceeds the cost of the proportional benefit to that property, the City shall contribute \$545,000 annually to offset the special benefit to City owned properties within the District, as well as partially fund the base level services provided to all properties within the District.

Upon evaluation of the improvements, and their relationship to the properties within the District, it has been determined that approximately fifty percent of the annual cost of providing the services, activities and operation of the District are a special benefit to all non-exempt parcels within the District. Therefore, because each parcel may or may not be fully developed, it has been determined that the most equitable and appropriate allocation of these base—level costs should be based on the size of each parcel (lot square footage). Therefore a base rate per lot square foot has been established and is applied consistently to all parcels within the District.

Furthermore, the enhanced-level of services provided by the District are generally necessary because of property development and pedestrian traffic in the area. Therefore the special benefit to properties for these enhanced services is best reflected by the overall development of each property or building size. However it is also recognized that these enhanced services and activities are partially the result of increased pedestrian traffic and typically impacts the ground floor areas more than the non-ground floor areas. In recognition of this fact, the cost of providing the enhanced services is allocated proportionately allocated to both the ground floor square footage and the non-ground floor square footage of the parcel's structure with the allocation to the non-ground floor space being half that of the ground floor space using the square footage associated with each.

Exempt Properties and Special Cases

Exempt from District assessments are the areas of public streets, private streets and other roadways, dedicated public easements, rights-of-ways including greenbelts, parkways and transit or rail lines, or any other such parcel that is used for public services. Other ancillary properties, such as light rail stations, privately owned garages and surface parking lots shall be assessed for District services. Parks and other properties owned by the City of Pasadena are not assessed on the tax rolls, however the City annually contributes sufficient funds to the District to compensate for the special benefits these parcels receive. Although the City properties derive some special benefits from the District improvements, these properties also add to the special benefits of other properties by providing significant areas of landscaping and parking that are rarely present in commercial areas.

Although the District has no areas that are zoned as residential, the district does contain residential properties. While these residential properties clearly benefit from the District improvements, it is also recognized that they do not necessarily have the same benefits from the various services and activities as commercial properties. (They benefit a great deal from security and maintenance, but have little or no benefit from marketing). Therefore all residential parcels are assessed their pro-rated share of the parcel's lot area assessments plus their individual square footage at the non-ground floor rate even if they are located on the ground floor in their respective zone (50% less than the rate for ground floor space). In addition, there are several residential properties within the District that had been previously granted an exemption from the assessments by the City during the first five years of the District. Although these properties receive special benefits from the District improvements, these exemptions will be honored until such time that the property ownership changes or it has been determined that the property is not solely used as a residence. However, no additional residential exemptions will be granted.

Similarly, during the first five years of the District, four (4) parcels associated with the Friendship Baptist Church were granted and exemption from the assessments based on their use of the properties for charitable/religious purposes. Although it has been determined that these properties currently receive special benefits from the District improvements, these previous exemptions will be honored until such time that the property ownership changes or it has been determined that the property is not solely used for charitable/religious purposes. Should the ownership or use of these properties change, the assessment rate and method described herein for all other properties will be applied.

Summary of Square Footages within the District

The following tables provide a summary of the square footages used to calculate and establish the annual assessments within the District commencing in fiscal year 2006.

(Total) Zone 1 772,464 Zone 2 1,183,644 Zone 3 171,304 Zone 4 633,729 Zone 5 323,441 Total 3,084,582	Lot Size (City) 115,130 13,129 - 614,149 - 742,408	(SqFt) (Exempt) 16,990 119,949 - 19,580 24,820 181,339	(Assessed) 640,344 1,050,566 171,304 298,621 2,160,835
------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------	-----------------------------------------------------------------------------	-----------------------------------------------------------------------

Zone 1 553, Zone 2 431, Zone 3 116, Zone 4 21 Zone 5 160 Total 1,284	25 10,088 35 - 00 21,900 348	12,591	(Assessed) 538,721 408,946 116,535 - 160,848 1,225,050
----------------------------------------------------------------------	---------------------------------------	--------	--------------------------------------------------------------------------

Zone 1 Zone 2	N (Total) 335,528 421,311	on-Ground (City) - -	Floor (SqFt) (Exempt) - 35,659	(Assessed) 335,528 385,652 12,902
Zone 3 Zone 4 Zone 5 Total	92,666 862,407	- - -	35,659	92,666

Cost Allocation; Budget for Fiscal Year 2006 E.

PBID Law provides that the expenses of the District shall be allocated in proportion to the benefit received by each parcel. In addition, the California Constitution requires that a parcel's assessment may not exceed the reasonable cost of the proportional special benefit conferred on that parcel and that only special benefits are assessable (General benefits must be separate from the special benefits conferred on a parcel). A special benefit is a particular and distinct benefit over and above general benefits conferred on the public at large, including real property within the District. The general enhancement of property value does not constitute a special benefit.

Based on the previous discussions, the first table on the following two pages provides an estimate of the annual costs and revenues for fiscal year 2006, and the allocation of those costs to the various zones within the District based on the services and activities to be provided in each zone. The second table provides a summary of the revenues to be derived from the assessments, based on the assessment rates applicable to the lot size and building square footages in each zone. The rates so described, shall be the base assessment rates for the District.

1 Marketing by Building Area 2 Administration/Advocacy by Land Area

							7	
Total	\$ 313,321	\$ 267,884	- - - - -	\$ 85,837		\$ 667,044		
Zone 5	43,300	\$0.1450	33,778 \$0.210 0	9.730	\$0.1050	86,808		
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7000 d	70107	\$0.1450	- 0007 04	\$0.1203	ç0 0641))	,	
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	Zone 3	24,839 \$0.145 0	20,312	\$0.1743	1,125	\$0.0872	46,276	
		↔	₩		₩		↔	
	Zone 2	152,332	50 AA7	\$0.1283	24,720	\$0.0641	, 229,501	
		↔	E	0	U.)	↔	
by Zone	Zone 1	\$ 92,850	\$0.1450	\$ 161,347 \$0 2995	790 01	\$ 50,202 \$0.1498	\$ 304,459	
	Proposed Assessment Rates and Revenues by Zone	I and Assessment		. .		Non-Ground Floor Assessment	and Z and a second	Assessment Revenue by Editor

Assessment Adjustment Formula and Budgets for Fiscal Years 2006-2010

owners as part of the property owner assessment balloting process. The following tables present the estimated budget and not to exceed 5% annually, shall applied to the annual assessments established for fiscal year 2006 and presented to all property Most budget items are typically impacted by inflation. In an effort to minimize this impact on the District and the services provided, an inflation adjustment based upon the annual percentage change in the Consumer Price Index (CPI) of "All Urban Consumers" for the Los Ángeles-Riverside-Orange County area as established by the US Dept of Labor Bureau of Labor Statistics, maximum assessment rates over the term of the District based on this 5% annual adjustment.

Budget Forecast	FY 2006	FY 2007	FY 2008	FY 2009	FY 2010
	(Proposed)	(Estimated)	(Estimated)	(Estimated)	(Estimated)
Trash Street Maintenance Zone 1 Extras Zone 5 Extras Zone 5 Extras Total Maintenance Safety Administration/Advocacy	\$ 124,193 255,482 1,217 122 5,578 \$ 386,592 444,106 189,572 189,572	\$ 130,403 268,256 1,278 128 5,857 \$ 405,922 466,311 199,051	\$ 136,923 281,669 1,342 135 6,150 \$ 426,218 489,627 209,003 203,800	\$ 143,769 295,752 1,409 141 6,457 \$ 447,529 514,108 219,453 213,990	\$ 150,957 310,540 1,479 148 6,780 \$ 469,905 539,814 230,426 224,690
Total Direct Costs Contingency/Reserve Fund Total Budget City Contribution Service Credits Balance to Levy	\$ 1,205,123	\$ 1,265,379	\$ 1,328,648	\$ 1,395,081	\$ 1,464,835
	24,201	25,411	26,682	28,016	29,417
	\$ 1,229,324	\$ 1,290,790	\$ 1,355,330	\$ 1,423,096	\$ 1,494,251
	(545,000)	(545,000)	(545,000)	(545,000)	(545,000)
	(17,278)	(18,142)	(19,049)	(20,001)	(21,002)
	\$667,046	\$ 727,648	\$ 791,281	\$ 858,095	\$ 928,250

Proposed Maximum Assessment R	ates by Zone				_
Proposed Maximum Assessment	Zone 1	Zone 2	Zone 3	Zone 4	Zone 5
Land Assessment (Per s.f.) Fiscal Year 2006 Fiscal Year 2007 Fiscal Year 2008 Fiscal Year 2009	\$0.1450 \$0.1523 \$0.1599 \$0.1679	\$0.1450 \$0.1523 \$0.1599 \$0.1679	\$0.1450 \$0.1523 \$0.1599 \$0.1679	\$0.1450 \$0.1523 \$0.1599 \$0.1679	\$0.1450 \$0.1523 \$0.1599 \$0.1679 \$0.1762
Fiscal Year 2010	\$0.1762	\$0.1762	\$0.1762	\$0.1762	ψ0.1102
Ground Floor Assessment (Per s Fiscal Year 2006 Fiscal Year 2007	\$0.2995 \$0.3145	\$0.1283 \$0.1347	\$0.1743 \$0.1830 \$0.1922	\$0.1283 \$0.1347 \$0.1414	\$0.2100 \$0.2205 \$0.2315
Fiscal Year 2008 Fiscal Year 2009 Fiscal Year 2010	\$0.3302 \$0.3467 \$0.3640	\$0.1414 \$0.1485 \$0.1559	\$0.2018 \$0.2119	\$0.1485 \$0.1559	\$0.2431 \$0.2553
Non-Ground Floor Assessment Fiscal Year 2006 Fiscal Year 2007 Fiscal Year 2008 Fiscal Year 2009 Fiscal Year 2010	\$0.1498 \$0.1573 \$0.1652 \$0.1734 \$0.1821	\$0.0641 \$0.0673 \$0.0707 \$0.0742 \$0.0779	\$0.0872 \$0.0916 \$0.0961 \$0.1009 \$0.1060	\$0.0641 \$0.0673 \$0.0707 \$0.0742 \$0.0779	\$0.1050 \$0.1103 \$0.1158 \$0.1216 \$0.1276

G. Assessment Roll for Fiscal Year 2006

An Assessment Notice will be sent to owners of each property in the District. The Assessment Notice provides an estimated assessment based upon the lot square footage, ground floor building square footage, and non-ground floor building square footage of each individual property. The final individual assessment for any particular property may change, up or down, if the lot or building footages differs from those found on the Assessment Notice. A list of properties to be included in the District is provided within Exhibit B.

H. Time and Manner for Collecting Assessments

As provided by State Law, the District assessments will appear as a separate line item on annual Property Tax bills prepared by the County of Los Angeles. Property tax bills are generally distributed in the fall, and payment is expected by lump sum or installment. The County of Los Angeles shall distribute funds collected to the City of Pasadena and then to the Management District. Existing laws for enforcement and appeal of Property Taxes apply to the District assessments.

The undersigned respectfully submits the enclosed Engineer's Report for the Old Pasadena Management District for fiscal year 2006.

MuniFinancial Assessment Engineer

Jin Midnie

Jim McGuire

Senior Project Manager

Richard Kopecky R. C. E. # 16742

IX) COMPARABLE COMMERCIAL DISTRICTS

was compared to other commercial districts that share similar characteristics. Comparability was based on a number of characteristics: city population, district size and shape, desired programs, and projected district budget. Comparable cities in Southern California were profiled that provide comparable funding mechanisms and similar programs and services in their respective districts, including An analysis was performed to gather additional information about other PBIDs in comparison to Old Pasadena PBID. Old Pasadena the Fashion District, Long Beach, Santa Monica, Hollywood, Chinatown and the LA Industrial District.

Industrial District Los Angeles	1999, 110pers) 44 360	\$1,297,000 Security Sidewalk Maintenance Communications Legislative Advocacy	
BID Los Angeles	2001, Property 19 178		
Hollywood Entertainment District Hollywood	1996, Property 35	\$2,250,000 Security Maintenance Marketing Streetscape Improvements	
Bayside District Corporation (Third Street Promenade)	1984, Merchant/Tenant 1996, Property 35	\$897,000 Operations Maintenance Marketing Security Parking Long-Term Planning	
Downtown Long Beach Associates	Long Beach 1999, Property 90	\$15 \$1,600,000 Clean & Safe Marketing Public Relations Economic Development Advocacy	
Fashion District BID	Los Angeles 1996, Property 90	\$75 \$3,300,000 Security Maintenance Marketing Advocacy	
Old Pasadena Management District	Pasadena 2000, Property		Special Evelits
	City (State) Profile	Total City Blocks Total Owners Annual Budget* Programs	

* Based on 2003 budget information

Source: Los Angeles Business Journal, "The Lists 2005"

X) CONTINUATION OF CITY SUPPORT AND BASELINE SERVICES

A. Citywide Base Levels of Service Policy

Throughout the process of establishing the Old Pasadena PBID, business and property owners have voiced concerns that the City of Pasadena maintain existing services at verifiable "baseline" service levels. A formal base levels of service policy ensures that existing City services are enhanced, not replaced, by new PBID services. This Management District Plan assumes that the enhanced, not replaced, by new PBID services. This Management District Plan assumes that the City's support and commitment will include: 1) renewing the existing Baseline Services Contract No. 17343 between the City of Pasadena and the Old Pasadena Management District to provide for uninterrupted continuous level of baseline services for the life of the PBID and 2) the City will provide \$545,000 annually during the life of the PBID. Delivery of the services outlined for this PBID Management District Plan are contingent on both the renewal of Baseline Services Contract No. 17343 and the \$545,000 funding level from the City of Pasadena. (See Appendix 2: Existing City of Pasadena Baseline Services Contract and Appendix 3: City Manager's letter regarding City Support.)

B. City Council Resolution

The Old Pasadena PBID has requested that the Pasadena City Council adopt a Resolution committing the City to establish and maintain base levels of service within the PBIDs. The policy states that "basic service levels" provided to the area must be paid for by the general City revenues, and not subsidized by revenue which the PBID generates for enhanced and supplemented levels of service.

The policy allows for adjustments in the "basic service levels" commensurate with changes in the City's overall financial condition. Citywide service reductions can trigger a proportionate reduction in base levels of service within a PBID.

We have been operating with a Baseline Services Agreement in place since the PBID was established, and expect that the City will be supporting the new PBID with the same degree of support and City services.

BASETINE WERSIUS ENHANCED SERVICES

Type of Service	Baseline Service City of Pasadena	Enhanced Service Old Pasadena Management District
Miles of Curb Swept (annual schedule)	56 m	4745 m Curbs & Alleys Swept Daily, 7 Days / Week. "Second Passes" as needed.
Sq. Ft. of Sidewalk Pressure Washed	0 sq ft	14,414,400 sq ft All sidewalks pressure washed on a regular schedule. "On Call" Pressure washing available daily. Rose Parade Route clean-up completed January 2nd annually.
Traffic & Streetlight Poles Painted	10 ea	156 ea Consistent use of "Tavern Square Green" color on all street furniture. Poles painted within 3 days of placing work order.
Public Trash Cans Emptied	14,300 ea	23,725 ea 68 Trash Cans emptied daily, 7 Days / Week. Trash Cans cleaned & painted as needed. "Old Pasadena" labels replaced as needed.