

Meeting Date:

9/23/13

AGENDA REPORT

Agenda Item #

5B

Oversight Board for Successor Agency
to the City of Santa Clara
Redevelopment Agency



Date: September 12, 2013

To: City Manager/Executive Officer for Oversight Board Action

From: Director of Finance

Subject: A Resolution of the Oversight Board of the Successor Agency for the City of Santa Clara Redevelopment Agency Approving the Recognized Obligation Payment Schedule and an Administrative Budget for the Period January 1, 2014 through June 30, 2014

EXECUTIVE SUMMARY

The California State Legislature enacted Assembly Bill x1 26 (the "Dissolution Act") to dissolve redevelopment agencies formed under the Community Redevelopment Law. The California Supreme Court in its decision in *California Redevelopment Association v. Matosantos*, issued December 29, 2011 (the "Supreme Court Decision"), declared the Dissolution Act to be constitutional. Under the Dissolution Act, all California redevelopment agencies were dissolved effective February 1, 2012, and various actions are now required by successor agencies to unwind the affairs of all former redevelopment agencies. The Dissolution Act was amended by AB 1484, adopted by the Legislature and approved by the Governor on June 27, 2012 as a budget trailer bill. AB 1484 imposes additional obligations on successor agencies with regards to the dissolution and wind down process.

On January 10, 2012, the City Council of the City of Santa Clara (the "City Council") adopted Resolution 12-7897 designating the City as the successor agency (the "Successor Agency") to the Redevelopment Agency of the City of Santa Clara (the "Redevelopment Agency"), acting as a separate public entity.

At this time, it is necessary for the Oversight Board to take certain actions to implement various requirements of the Dissolution Act, as follows:

Approve Recognized Obligation Payment Schedule (ROPS). AB 1484 requires that the ROPS for the period of January 1, 2014 through June 30, 2014 (ROPS 13-14B) be submitted to the Department of Finance (DOF) no later than October 1, 2013. Failure to submit the ROPS in a timely fashion could expose the City to penalties. In accordance with this deadline, staff of the Successor Agency prepared a Draft ROPS 13-14B, covering enforceable obligations of the former Redevelopment Agency from January 1, 2014 through June 30, 2014, and containing other specified information.

Approve Administrative Budget. The Dissolution Act also requires the City as Successor Agency to prepare an administrative budget for each six month period and submit it to the Oversight Board for approval. In connection and coordination with preparation of the ROPS, staff of the Successor Agency has also prepared the required administrative budget for the next six month period. Through the accompanying Resolution, it is recommended that the Oversight Board approve the Successor Agency's administrative budget.

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AB 1484 changed the process for review of the Recognized Obligation Payment Schedule by the County Auditor-Controller. Rather than certifying the ROPS prior to the Oversight Board approval as was required for the first ROPS, Health and Safety Code Section 34182.5 now provides that the County Auditor-Controller may review the ROPS and object to the inclusion of any items that are not demonstrated to be enforceable obligations. The County Auditor-Controller's review can take place before or after the Oversight Board approval and any such objections by the County Auditor-Controller are to be transmitted to the Oversight Board, the DOF and the Successor Agency. If the Oversight Board disputes the findings of the County Auditor-Controller, it may refer the matter to the DOF for a determination of what will be included on the ROPS. The Successor Agency will submit the ROPS to the County Auditor-Controller prior to the Oversight Board meeting. If the Successor Agency receives objections from the County Auditor-Controller prior to the Oversight Board meeting, those objections will be made available to the Oversight Board.

The ROPS includes a line item (item 12) for Oversight Board Outside Counsel costs in the amount of \$50,000. These costs represent the increased contract amount for the contract with Hilda Cantu Montoy as approved by the Oversight Board at its August 16, 2013 meeting (Resolution 2013-08) and primarily represent litigation costs associated with the Forty Niner's litigation.

The ROPS includes three new line items (items 14, 15 and 18) related to the lawsuit filed on February 8, 2013 by the County of Santa Clara, the Santa Clara Unified School District, and the Santa Clara County Office of Education. Items 14 and 15 are for Successor Agency outside legal counsel contracts with Gibson, Dunn and Crutcher LLP and Goldfarb & Lipman LLP to defend itself in this lawsuit. These costs are estimated at \$175,000 and \$153,500 respectively through the end of the next ROPS period. Item 18 is a cash flow loan from the City to the Successor Agency for \$400,000 to cover costs incurred in defending itself in this lawsuit prior to the ROPS 13-14B period and includes costs incurred to-date related to the lawsuit. Of this amount, \$250,000 is being requested for this next ROPS period. The Oversight Board on ROPS 13-14A approved a line item for legal fees, but the DOF rejected the item on the basis that the contracts submitted for the legal fees were with the City and not the Successor Agency. The Successor Agency has now entered into the appropriate contracts.

The ROPS includes one reused line item (item 8) and two new line items (items 16 and 17) related to the Forty Niner's litigation. At the Oversight Board meeting on August 1, 2013, the Oversight Board approved Resolution 2013-05 agreeing that the preconditions in the Cooperation Agreement with StadCo had been met and that renegotiation of the Stadium Agreements was in the best interest of the taxing entities. This negotiation has resulted in a reduction in the interest rate and a specific payment plan which includes a payment of \$12,000,000 during ROPS 13-14B on a total outstanding obligation of \$35,253,985, including principal and interest. The \$12,000,000 will be paid from the funds being held by the County related to ROPS I, II, III and 13-14A as a result of the preliminary injunction issued by the Court. At the Oversight Board meeting on August 16, 2013, the Oversight Board approved Resolution 2013-07 approving a contract with Jones Hall to prepare and submit a request for an IRS private letter ruling on the possible use of the remaining 2011 Tax Allocation Bonds as partial payment on this obligation. Items 16 and 17 are for the obligation with Jones Hall and the cost of the IRS private letter ruling submittal.

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The ROPS includes new line items (items 19 through 30) which are the result of the Low and Moderate Income Housing Fund Due Diligence Review (LMIHF DDR) process. As part of that process, these items were determined to be enforceable obligations, but because they had not appeared on a ROPS, they were not allowed. In consultation with the State Department of Finance (DOF), they have instructed us to include them on the ROPS 13-14B and to show the amounts under the Other Funds column. In this way the Successor Agency will get a credit for \$17,710,542 from the amount determined to be owing on the LMIHF DDR of \$63,179,968.

This ROPS includes a new line item (item 31) for the subleasehold interest of the Sports and Open Space Authority (SOSA) of \$2,027,717. The Other Funds DDR identified that the Interland lease payments transferred through to SOSA from January 1, 2011 through June 30, 2012 were not enforceable and therefore needed to be returned. The DOF issued their initial determination on the Other Funds DDR and did not adjust the amount owing. However, the DOF contacted the Successor Agency on September 3, 2013 and instructed that it put this item on ROPS 13-14B as they make the final determination on whether it could be considered an enforceable obligation if it were included on the ROPS. If approved, the Successor Agency will get a credit for \$2,027,717 from the amount determined to be owing on the Other Funds DDR of \$26,730,410.

ADVANTAGES AND DISADVANTAGES OF ISSUE:

Approval of the ROPS will facilitate the ability of the City as Successor Agency to continue payment of the enforceable obligations of the former Redevelopment Agency and is among the reasonable measures required to be taken to avoid triggering an event of default under any enforceable obligations. Approval of the Successor Agency administrative budget will facilitate the Successor Agency's receipt of the funds to which it is entitled under the Dissolution Act to implement its responsibilities.

No disadvantages have been identified.

ECONOMIC/FISCAL IMPACT:

As shown on the attached ROPS, as of January 1, 2014, the Successor Agency will have a total of about \$245 million of debt or obligations outstanding. Each January 2 and June 1, the County of Santa Clara will allocate revenue from individual Successor Agency trust funds to make payments listed on the ROPS for each six month period.

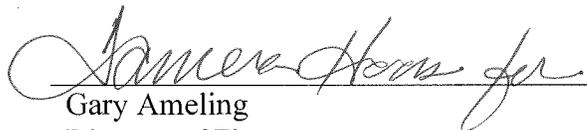
For fiscal year 2013-14, the law allows the Successor Agency to receive an administrative cost allowance based on the greater of 3% of the Successor Agency's enforceable obligations or \$250,000. The estimated administrative costs associated with Successor Agency operations during the January 1, 2014 to June 30, 2014 period total \$893,100. Based on the enforceable obligations included on the proposed ROPS, the 3% administrative cost allowance will yield \$1,314,174. Of this amount, \$592,148 is due to the inclusion of items from the DDR process (new items 19 through 31) resulting in Administrative Cost Allowance that otherwise would have been received in prior ROPS periods had those items been included on the ROPS. In each of the prior ROPS periods, the amount of Administrative Cost Allowance has been substantially below the approved administrative budgets.

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RECOMMENDATION:

That the Oversight Board adopt a resolution that:

- a) Approves the Recognized Obligation Payment Schedule for the period of January 1, 2014 to June 30, 2014; and
- b) Approves the Successor Agency Administrative Budget for the period of January 1, 2014 to June 30, 2014.



Gary Ameling
Director of Finance

APPROVED:



Julio J. Fuentes
City Manager/Executive Officer to Successor Agency

Documents Related to this Report:

- 1) ***Resolution- ROPS 13-14B and Administrative Budget***

RESOLUTION NO. _____

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE AND AN ADMINISTRATIVE BUDGET FOR THE PERIOD JANUARY 1, 2014 THROUGH JUNE 30, 2014, MAKING RELATED FINDINGS AND DECLARATIONS AND TAKING RELATED ACTIONS IN CONNECTION THEREWITH

WHEREAS, the California state legislature enacted Assembly Bill 1x 26 (the “Dissolution Act”) to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code section 33000 et seq.);

WHEREAS, pursuant to Health and Safety Code section 34173, the City Council of the City of Santa Clara (the “City Council”) declared that the City of Santa Clara, a charter city (the “City”), would act as successor agency (the “Successor Agency”) for the dissolved City of Santa Clara Redevelopment Agency (the “Dissolved RDA”) effective February 1, 2012;

WHEREAS, on February 1, 2012, the RDA was dissolved pursuant to Health and Safety Code section 34172;

WHEREAS, the Dissolution Act provides for the appointment of an oversight board (the “Oversight Board”) with specific duties to approve certain Successor Agency actions pursuant to Health and Safety Code section 34180 and to direct the Successor Agency in certain other actions pursuant to Health and Safety Code section 34181;

WHEREAS, pursuant to AB 1484 (“AB 1484”), enacted June 27, 2012, to amend various provisions of the Dissolution Act, the Successor Agency is now declared to be a separate legal entity from the City;

WHEREAS, under the Dissolution Act, the Proposed ROPS 13-14B and the Administrative Budget for the period of January 1, 2014 through June 30, 2014 must be submitted to the Oversight Board for the Oversight Board's approval; and,

WHEREAS, the accompanying staff report provides supporting information upon which the actions set forth in this Resolution are based.

NOW, THEREFORE, BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY AS FOLLOWS:

SECTION 1. The Oversight Board hereby finds, resolves, and determines that the foregoing recitals are true and correct, and, together with information provided by the Successor Agency staff and the public, form the basis for the approvals, findings, resolutions, and determinations set forth below.

SECTION 2. Under Health and Safety Code section 34180(g), the Oversight Board must approve the establishment of the recognized obligation payment schedules of the Successor Agency.

SECTION 3. The Oversight Board hereby approves the Proposed ROPS 13-14B in the form presented to the Oversight Board and attached hereto as Attachment 1 (the "Approved ROPS 13-14B"), including the agreements and obligations described in the Approved ROPS 13-14B, and hereby determines that such agreements and obligations constitute "enforceable obligations" and "recognized obligations" for all purposes of the Dissolution Act. In connection with such approval, the Oversight Board makes the specific findings set forth below.

SECTION 4. The Oversight Board has examined the items on the Approved ROPS 13-14B and finds that each of them is necessary for the continued maintenance and preservation of property

owned by the Successor Agency until disposition in accordance with the Dissolution Act, the continued administration of the ongoing agreements herein approved by the Oversight Board, or the expeditious wind-down of the affairs of the Dissolved RDA by the Successor Agency.

SECTION 5. The Successor Agency is authorized and directed to enter into any agreements and amendments to agreements necessary to memorialize and implement the agreements and obligations in the Approved ROPS 13-14B and herein approved by the Oversight Board.

SECTION 6. Under Health and Safety Code section 34177(j), the Oversight Board must approve the Administrative Budget for the Successor Agency.

SECTION 7. In accordance with the Dissolution Act, the Oversight Board hereby approves the Proposed Administrative Budget for the period of January 1, 2014 through June 30, 2014 in the form presented to the Oversight Board and attached hereto as Attachment 2 (the "Approved Administrative Budget"), and authorizes the Successor Agency to incur costs for the general administrative activities and functions described in the Administrative Budget.

SECTION 8. The Oversight Board finds that the Administrative Budget supports a distribution of the FY 2013-14 Administrative Cost Allowance to the Successor Agency in the amount of \$1,314,174 which includes the administrative costs associated with the Administrative Budget for the period of January 1, 2014 through June 30, 2014 as well as administrative costs associated with items set forth in the ROPS 13-14 B incurred previously but not included on any prior ROPS.

SECTION 9. The Successor Agency is authorized and directed to enter into any agreements and amendments to agreements necessary to memorialize and implement the agreements and obligations in the approved Administrative Budget herein approved by the Oversight Board.

SECTION 10. The Oversight Board hereby authorizes and directs the Successor Agency staff to take all actions necessary under the Dissolution Act to file, post, mail or otherwise deliver via electronic mail, internet posting, and/or hardcopy, all notices and transmittals necessary or convenient in connection with the approval of the Approved ROPS 13-14B and the Approved Administrative Budget, and to take any other administrative actions necessary to ensure the validity of the ROPS 13-14B and the validity of any enforceable obligation approved by the Oversight Board in this Resolution. In addition, the Oversight Board authorizes and directs the Successor Agency staff to make such non-substantive revisions to the Approved ROPS 13-14B as may be necessary to submit the Approved ROPS 13-14B in any modified form required by the Department of Finance, and the Approved ROPS 13-14B as modified shall thereupon constitute the Proposed ROPS 13-14B as approved by the Oversight Board pursuant to this Resolution.

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SECTION 11. This Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code section 34179(h).

CERTIFICATION

I hereby certify the forgoing to be a true copy of a resolution passed and adopted by the Oversight Board of the Successor Agency for the City of Santa Clara Redevelopment Agency at a regular meeting thereof held on __ day of September 2013, by the following vote:

AYES: BOARD MEMBERS:

NOES: BOARD MEMBERS:

ABSTAIN: BOARD MEMBERS:

ABSENT: BOARD MEMBERS:

APPROVE:

ATTEST:

Don Gage
Chairperson

Jennifer Yamaguma
Clerk to the Oversight Board

Attachments incorporated by reference:

1. Approved ROPS 13-14B
2. Approved Administrative Budget

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Recognized Obligation Payment Schedule (ROPS 13-14B) - Summary

Filed for the January 1, 2014 through June 30, 2014 Period

Name of Successor Agency: <u>Santa Clara</u>			
Name of County: <u>Santa Clara</u>			
Current Period Requested Funding for Outstanding Debt or Obligation			Six-Month Total
A	Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding Sources (B+C+D):		\$ 19,738,259
B	Bond Proceeds Funding (ROPS Detail)		-
C	Reserve Balance Funding (ROPS Detail)		-
D	Other Funding (ROPS Detail)		19,738,259
E	Enforceable Obligations Funded with RPTTF Funding (F+G):		\$ 25,381,727
F	Non-Administrative Costs (ROPS Detail)		24,067,553
G	Administrative Costs (ROPS Detail)		1,314,174
H	Current Period Enforceable Obligations (A+E):		\$ 45,119,986
Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding			
I	Enforceable Obligations funded with RPTTF (E):		25,381,727
J	Less Prior Period Adjustment (Report of Prior Period Adjustments Column U)		(2,930)
K	Adjusted Current Period RPTTF Requested Funding (I-J)		\$ 25,378,797
County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding			
L	Enforceable Obligations funded with RPTTF (E):		25,381,727
M	Less Prior Period Adjustment (Report of Prior Period Adjustments Column AB)		-
N	Adjusted Current Period RPTTF Requested Funding (L-M)		25,381,727
Certification of Oversight Board Chairman: Pursuant to Section 34177(m) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named agency.		Donald F. Gage /s/	Oversight Board Chairperson Date
		Signature	

Attachment 1

Recognized Obligation Payment Schedule (ROPS) 13-14B - Report of Fund Balances
(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177(l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation.

A	B	C	D	E	F	G	H	I	J	K
Fund Balance Information by ROPS Period		Fund Sources								Comments
		Bond Proceeds		Reserve Balance		Other	RPTTF		Total	
		Bonds Issued on or before 12/31/10	Bonds Issued on or after 01/01/11	Review balances retained for approved enforceable obligations	RPTTF balances retained for bond reserves	Rent, Grants, Interest, Etc.	Non-Admin	Admin		
ROPS III Actuals (01/01/13 - 6/30/13)										
1	Beginning Available Fund Balance (Actual 01/01/13) Note that for the RPTTF, 1 + 2 should tie to columns L and Q in the Report of Prior Period Adjustments (PPAs)								\$ -	
2	Revenue/Income (Actual 06/30/13) Note that the RPTTF amounts should tie to the ROPS III distributions from the County Auditor-Controller						10,139,723	267,759	\$ 10,407,482	
3	Expenditures for ROPS III Enforceable Obligations (Actual 06/30/13) Note that for the RPTTF, 3 + 4 should tie to columns N and S in the Report of PPAs						10,136,793	267,759	\$ 10,404,552	
4	Retention of Available Fund Balance (Actual 06/30/13) Note that the Non-Admin RPTTF amount should only include the retention of reserves for debt service approved in ROPS III								\$ -	
5	ROPS III RPTTF Prior Period Adjustment Note that the net Non-Admin and Admin RPTTF amounts should tie to columns O and T in the Report of PPAs.				No entry required.		2,930	-	\$ 2,930	
6	Ending Actual Available Fund Balance (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
ROPS 13-14A Estimate (07/01/13 - 12/31/13)										
7	Beginning Available Fund Balance (Actual 07/01/13) (C, D, E, G, and I = 4 + 6, F = H4 + F6, and H = 5 + 6)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,930	\$ -	\$ 2,930	
8	Revenue/Income (Estimate 12/31/13) Note that the RPTTF amounts should tie to the ROPS 13-14A distributions from the County Auditor-Controller						2,833,040	125,000	\$ 2,958,040	
9	Expenditures for 13-14A Enforceable Obligations (Estimate 12/31/13)						2,833,040	125,000	\$ 2,958,040	
10	Retention of Available Fund Balance (Estimate 12/31/13) Note that the RPTTF amounts may include the retention of reserves for debt service approved in ROPS 13-14A								\$ -	
11	Ending Estimated Available Fund Balance (7 + 8 - 9 - 10)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,930	\$ -	\$ 2,930	

Recognized Obligation Payment Schedule (ROPS) 13-14B - ROPS Detail
January 1, 2014 through June 30, 2014
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					L	M	N	O	P		
										Funding Source											
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)										RPTTF	
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin						Six-Month Total	
								Total Outstanding Debt or Obligation	Retired	\$	\$	\$	\$	\$	\$	\$	\$	\$			
								244,695,365		-	-	19,738,259	24,067,553	1,314,174			45,119,886				
1	1999 Tax Allocation Bonds Series A	Bonds Issued On or Before 12/31/10	8/3/1999	6/1/2023	Bank of New York	Bond issue to fund non-housing projects	Bayshore North	43,516,331	N				854,431				\$ 854,431				
2	1999 Tax Allocation Bonds Series B	Bonds Issued On or Before 12/31/10	8/18/1999	6/1/2017	Bank of New York	Bond issue to fund non-housing projects	Bayshore North	13,383,660	N				2,119,891				\$ 2,119,891				
3	2002 Tax Allocation Refunding Bonds	Bonds Issued On or Before 12/31/10	6/6/2002	6/1/2014	Bank of New York	Bond issue to fund non-housing projects	Bayshore North	5,825,925	N				5,825,925				\$ 5,825,925				
4	2003 Tax Allocation Bonds	Bonds Issued On or Before 12/31/10	4/30/2003	6/1/2023	Bank of New York	Bond issue to fund non-housing projects	Bayshore North	56,787,000	N				1,099,000				\$ 1,099,000				
5	2011 Tax Allocation Bonds	Bonds Issued After 12/31/10	5/11/2011	6/1/2026	Bank of New York	Bond issue to fund non-housing projects	Bayshore North	62,072,656	N				1,490,306				\$ 1,490,306				
6	Miscellaneous Bond Costs	Fees	8/3/1999	6/1/2026	Various	Fiscal Agent Fees, Arbitrage Fees, etc.	Bayshore North	169,000	N				6,500				\$ 6,500				
7	2002 Series B COPS (Agency Share)	Bonds Issued On or Before 12/31/10	3/1/1999	2/1/2014	City of Santa Clara	Reimbursement Agreement - Agency/City	Bayshore North	-	N								\$ -				
8	Settlement Agreement and Judgment Relating to 2011 Cooperation Agreement	Litigation	2/22/2011	7/31/2017	Forty Niners SC Stadium Company LLC	Repayment of a loan to assist a publicly owned stadium	Bayshore North	35,253,985	N					12,000,000			\$ 12,000,000				
11	City ROPS Loan	City/County Loans After 6/27/11	5/22/2012	12/31/9999	City of Santa Clara	Cash Flow Loan for ROPS payments	Bayshore North	-	N								\$ -				
12	Independent Legal Counsel	Legal	7/17/2012	12/31/9999	Hilda Cantu Montoy	Legal Counsel for Oversight Board	All	50,000	N				50,000				\$ 50,000				
13	Administrative Cost Allowance	Admin Costs	1/1/2014	6/30/2014	City of Santa Clara	Reimbursement for Administrative Expenses	All	7,127,049	N						1,314,174		\$ 1,314,174				
14	Defense of Lawsuit Filed by County/Santa Clara Unified School District/County Office of Education	Legal	9/10/2013	12/31/9999	Gibson, Dunn & Crutcher LLP	Payment of legal fees to defend lawsuits	All	175,000	N						175,000		\$ 175,000				
15	Defense of Lawsuit Filed by County/Santa Clara Unified School District/County Office of Education	Legal	9/10/2013	12/31/9999	Goldfarb & Lipman LLP	Payment of legal fees to defend lawsuits	All	153,500	N						153,500		\$ 153,500				
16	Private Letter Ruling and related document preparation	Legal	8/16/2013	12/31/9999	Jones Hall	IRS letter ruling regarding use of 2011 Bond Proceeds	Bayshore North	25,000	N						25,000		\$ 25,000				
17	Ruling request fee required by IRS	Legal	8/16/2013	12/31/9999	IRS	IRS letter ruling fee regarding use of 2011 Bond Proceeds	Bayshore North	18,000	N						18,000		\$ 18,000				
18	Cash Flow Loan from City to pay for the legal fees incurred to date for defense of lawsuit filed by County/Santa Clara Unified School District/County Office of Education	Legal	9/10/2013	12/31/9999	City of Santa Clara	Payment of legal fees to defend against County/SCUSD/County Office of Education lawsuit	All	400,000	N						250,000		\$ 250,000				

Recognized Obligation Payment Schedule (ROPS) 13-14B - ROPS Detail
January 1, 2014 through June 30, 2014
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P	
										Funding Source						
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	Bond Proceeds	Reserve Balance	Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)		RPTTF		Six-Month Total
												Other Funds	Non-Admin	Admin		
19	910-9160 and 915-9301 CIP BAREC Senior Housing	OPA/DDA/Construction	7/5/2005	1/5/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #3, Obligation and expenditures subject to inclusion on future ROPS	Bayshore North	11,666,211	N			11,666,211				\$ 11,666,211
20	910-9182 CIP Bill Wilson Center - The Commons Project	OPA/DDA/Construction	4/14/2007	4/25/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #6, Obligation and expenditures subject to inclusion on future ROPS. Remaining undistributed loan commitment is considered an enforceable obligation.	Bayshore North	1,258,497	N			1,258,497				\$ 1,258,497
21	915-9306 CIP 1430 El Camino Real Housing Project Presidio	OPA/DDA/Construction	5/11/2010	10/19/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #14, Obligation and expenditures subject to inclusion on future ROPS. Remaining undistributed encumbrance is included and is considered an enforceable obligation.	Bayshore North	4,455,636	N			4,455,636				\$ 4,455,636
22	910-9187 CIP ROEM Senior Housing Project 2525 El Camino Real	OPA/DDA/Construction	4/19/2011	7/12/2011	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #9, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	157,091	N			157,091				\$ 157,091

Recognized Obligation Payment Schedule (ROPS) 13-14B - ROPS Detail
January 1, 2014 through June 30, 2014
 (Report Amounts In Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					L	M	N	O	P							
										Funding Source										Retired	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF													
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payer	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation																		
23	910-9110 CIP Non-Profit Housing Service Providers-Project Sentinel, Fair Housing Services	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	19,026	N				19,026					\$	19,026							
24	910-9110 CIP Non-Profit Housing Service Providers-Project Sentinel, Mortgage Default Counseling	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	14,060	N				14,060					\$	14,060							
25	910-9110 CIP Non-Profit Housing Service Providers-Catholic Charities, Housing Search Services	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	6,712	N				6,712					\$	6,712							
26	910-9110 CIP Non-Profit Housing Service Providers-Silicon Valley Independent Living Center, Supported Living Concepts	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	21,335	N				21,335					\$	21,335							
27	910-9110 CIP Non-Profit Housing Service Providers-Council on Aging, Senior Case Management	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	5,013	N				5,013					\$	5,013							
28	910-9110 CIP Non-Profit Housing Service Providers-Next Door, Case Management-HomeSafe SC	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	19,527	N				19,527					\$	19,527							
29	910-9110 CIP Non-Profit Housing Service Providers-Emergency Housing Consortium, Transitional Housing Supplemental Services	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	16,792	N				16,792					\$	16,792							
30	910-9110 CIP Non-Profit Housing Service Providers-InnVision, Emergency Rental Assistance	Miscellaneous	11/1/2010	6/30/2012	City of Santa Clara Housing Authority	Per LMIHF DDR Attachment C1, Item #1, Obligation and expenditures subject to inclusion on future ROPS.	Bayshore North	70,642	N				70,642					\$	70,642							
31	Subleasehold Interest - Sports and Open Space Authority (SOSA)	Miscellaneous	3/22/1995	3/22/2050	City of Santa Clara and Sports and Open Space Authority	Per Other Funds DDR Attachment D, Item 29a and 29b per pre-meet and confer advice from DOF.	Bayshore North	2,027,717	N				2,027,717					\$	2,027,717							
																		\$	-							
																		\$	-							
																		\$	-							
																		\$	-							

Recognized Obligation Payment Schedule 13-14B - Notes

January 1, 2014 through June 30, 2014

Item #	Notes/Comments
1-5	Tax Allocation Bond debt service payments.
6	Miscellaneous Bond Costs of \$6,500 for 13-14B is an estimate which may require a true-up in subsequent ROPS periods.
7	2002 Series B COPS (Agency Share) was previously denied by DOF. Therefore, no amount was entered.
8	Reused line item related to Forty Niner's litigation. Oversight Board on 8/1/2013 approved Resolution 2013-05 agreeing that the preconditions in the Cooperation Agreement with StadCo had been met and that renegotiation of the Stadium Agreements was in the best interest of the taxing entities. Amount included per Section 2.2 of the First Amendment to Cooperation Agreement to Assist Publicly-Owned Stadium and First Amendment to Predevelopment Funding Agreement.
9-10	Items removed by Oversight Board during prior ROPS period.
11	City ROPS Loan of \$5,900,000 was previously denied by DOF. Therefore, no amount was entered.
12	Independent Legal Counsel contract of 7/17/2012 was amended on 2/22/2013 and 8/16/2013. This contract is primarily related to litigation costs associated with the Forty Niner's litigation.
13	Administrative Cost Allowance calculated as 3% of the Successor Agency's enforceable obligations or \$125,000, whichever is greater.
14-15	Outside legal contracts for the Successor Agency to defend itself in the the lawsuit filed on February 8, 2013 by the County of Santa Clara, the Santa Clara Unified School District, and the Santa Clara County Office of Education.
16-17	Costs associated with filing for an IRS private letter ruling regarding use of 2011 Tax Allocation Bond proceeds per Oversight Board Resolution No. 2013-07 on August 16, 2013 as approved by DOF.
18	Cash flow loan from the City to the Successor Agency to cover costs incurred in defending itself in the lawsuit filed by the County of Santa Clara, the Santa Clara Unified School District, and the Santa Clara County Office of Education prior to the ROPS 13-14B period and includes costs incurred to-date related to the lawsuit.
19-30	Per the Housing Due Diligence Review. Amounts listed have already been paid from the Low and Moderate Income Housing Funds (LMIHF).
31	Subleasehold Interest SOSA per the Other Funds Due Diligence Review Attachment D, Items 29a and 29b. DOF instructed Successor Agency to place this on ROPS 13-14B during a pre-meet and confer conversation. Amount listed has already been paid to SOSA.
All	Since the form requires that the Contract/Agreement Termination Date be filled in, we have entered 12/31/9999 for line items where no contract or agreement termination date exists.

**Successor Agency of the Redevelopment Agency of the City of Santa Clara
Administrative Budget for the Period January 1, 2014 to June 30, 2014
Funding Source: Administrative Cost Allowance**

	<u>Estimated Staff Hours</u>	<u>Estimated Cost</u>
Ongoing Administrative Activities		
County Correspondence/Coordination	40	5,040
State Controllers Office Correspondence/Coordination	20	2,520
Department of Finance Correspondence/Coordination	160	20,160
Preparation of Semi-Annual ROPS	160	20,160
Preparation of Administrative Budget	40	5,040
Oversight Board Staff Support		
Research	60	7,560
Preparation of Reports	120	15,120
Attendance at Meetings	72	9,072
Brown Act Requirements	40	5,040
Management of Dissolution Activities	80	10,080
Management of Consultants	10	1,260
Creation/Management of New Contracts as Approved	40	5,040
General Accounting/Auditing	160	20,160
Accounts Payable - Wires/Bill Payment	80	10,080
Debt Management	120	15,120
Investment Activities	16	2,016
Successor Agency Outside Counsel (Excludes Legal Defense)		<u>50,000</u>
Subtotal	1,218	\$203,468
Legal Activities Related to Lawsuits		
Staff Support for Legal Actions	400	50,400
Successor Agency Outside Counsel		<u>500,000</u>
Subtotal	400	\$550,400
Operations		
Successor Agency Supplies		500
Successor Agency Printing/Publications		5,000
Internet Hosting/Cable Television		1,000
Travel Expenses		200
Subtotal		\$6,700
Overhead		
Support Services Overhead (65% on Staff Costs Only)		\$132,514
Total for ROPS Period		<u>\$893,082</u>
Total (Rounded)		<u>\$893,100</u>

Assumes average staff hourly rate of \$90 per hour time plus 40% benefits factor

Support Services Overhead covers support from the City Manager's Office, City Attorney's Office, City Clerk's Office, Accounts Payable, Accounts Receivable, General Accounting, Human Resources, IT, Building Maintenance, and Risk Management.

Key staff working directly on dissolution include but are not limited to:

City Manager
Assistant City Manager (2)
Executive Assistant to the City Manager
City Attorney
Director of Finance
Assistant Director of Finance
Accounting Manager
Principal Accountant
Accountant
Principal Financial Analyst
Financial Analyst
Deputy City Clerk