County of Santa Clara

Finance Agency Controller-Treasurer

County Government Center 70 West Hedding Street, East Wing 2nd floor San Jose, California 95110-1705 (408) 299-5206 FAX 287-7629



NOTICE OF NO OBJECTION TO ROPS

September 22, 2015

City of Santa Clara 1500 Warburton Avenue Santa Clara, CA 95050

Successor Agency to the Redevelopment Agency of the City of Santa Clara and Oversight Board 1500 Warburton Avenue Santa Clara, CA 95050

Department of Finance 915 L Street Sacramento, CA 95814

ROPS Period:

ROPS 15-16B (January 1, 2016 – June 30, 2016)

Successor Agency:

City of Santa Clara

To the Successor Agency, Oversight Board, and Department of Finance:

Pursuant to Health and Safety Code section 34182.5, our office has reviewed the Recognized Obligation Payment Schedule (ROPS) submitted by the above-noted successor agency for the above-noted period. After reviewing all items and funding sources, the Santa Clara County Auditor-Controller does not object to any items or funding sources on the submitted ROPS.

Please note that items and/or funding sources not questioned during this review are subject to subsequent review if they are included on a future ROPS. We also reserve the right to object to an item and/or funding source (including, but not limited to, the use of fund balance) on a future ROPS, even if no objection was made on a preceding ROPS.

Successor Agency: City of Santa Clara

Notice of No Objection to ROPS

September 22, 2015

Additionally, pursuant to Health and Safety Code section 34186(a), the County Auditor-Controller may review the prior period payments and the prior period estimated versus actual payments reported on the ROPS. This review is ongoing, and this letter does not apply to the true-up of prior period payments. In addition, my office is continuing its review of the cash balances reported by the successor agency on the ROPS. The results of this review will be transmitted to the Department of Finance as soon as possible.

Sincerely yours,

Emily Harrison

Director of Finance County of Santa Clara

Attachment: ROPS 15-16B as submitted to the County Auditor-Controller by Successor Agency

Recognized Obligation Payment Schedule (ROPS 15-16B) - Summary Filed for the January 1, 2016 through June 30, 2016 Period

Name	of Successor Agency:	Santa Clara			
Name	of County:	Santa Clara			
Currer		nding for Outstanding Debt or Obligat		Six-	Month Tota
Α	Enforceable Obligation Sources (B+C+D):	ons Funded with Non-Redevelopment	Property Tax Trust Fund (RPTTF) Funding	\$	8,841,927
В	Bond Proceeds Fu	nding (ROPS Detail)			958,871
С	Reserve Balance F	unding (ROPS Detail)			-
D	Other Funding (RO	PS Detail)			7,883,056
Е	Enforceable Obligation	ons Funded with RPTTF Funding (F+G	s):	\$	_
F	Non-Administrative	Costs (ROPS Detail)			-
G	Administrative Cos	ts (ROPS Detail)			-
н	Total Current Period	Enforceable Obligations (A+E):		\$	8,841,927
Succe	ssor Agency Self-Repo	rted Prior Period Adjustment to Curre	nt Period RPTTF Requested Funding		
ı	Enforceable Obligation	s funded with RPTTF (E):			-
J	Less Prior Period Adjus	stment (Report of Prior Period Adjustmen	nts Column S)		(21,953
K	Adjusted Current Per	iod RPTTF Requested Funding (I-J)		\$	(21,953
Count	y Auditor Controller Re	ported Prior Period Adjustment to Cu	rrent Period RPTTF Requested Funding		
L		s funded with RPTTF (E):	·		_
М	· ·	stment (Report of Prior Period Adjustme	nts Column AA)		-
N	Adjusted Current Per	iod RPTTF Requested Funding (L-M)			-
	cation of Oversight Board ant to Section 34177 (m)	Chairman: of the Health and Safety code, I	-		
hereby certify that the above is a true and accurate Recognized			Name		Title
Obliga	tion Payment Schedule fo	or the above named agency.	/s/		
			Signature		Date

Santa Clara Recognized Obligation Payment Schedule (ROPS 15-16B) - ROPS Detail January 1, 2016 through June 30, 2016 (Report Amounts in Whole Dollars)

							<u> </u>								
Α	В	С	D	E	F	G	н	I	J	к	L	М	N	o	P
	 											Funding Source			
										Non-Redevi	elopment Property				
											(Non-RPTTF)		RP	TTF	
			Contract/Agreement					Total Outstanding							
Item #	Project Name / Debt Obligation	Obligation Type	Execution Date	Termination Date	Payee	Description/Project Scope	Project Area	Debt or Obligation	Retired	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total
1	1999 Tax Allocation Bonds Series A	Bonds Issued On or	8/3/1999	6/1/2023	Bank of New York	Bond issue to fund non-housing	Bayshore North	\$ 167,565,386 40,098,606	N	\$ 958,871	\$ -	\$ 7,883,056	\$ -	-	\$ 8,841,927
		Before 12/31/10		6, 1, 2020		projects	Dayonoro Moran	, ,	.,						*
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	6,624,034	N						\$ -
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	48,681,125	N			6,122,750			\$ 6,122,750
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	58,156,431	N			1,755,306			\$ 1,755,306
	Miscellaneous Bond Costs	Fees	8/3/1999	6/1/2026	Various	Fiscal Agent Fees, Arbitrage Fees, etc.	Bayshore North	200,000	N			5,000			\$ 5,000
7	2002 Series B COPS (Agency Share)	Bonds Issued On or Before 12/31/10	3/1/1989	2/1/2014	City of Santa Clara	Reimbursement Agreement - Agency/City	Bayshore North		N						\$ -
	2011 Cooperation and	Third-Party Loans	2/22/2011	7/31/2017	Forty Niners SC Stadium	Repayment of a loan to assist a	Bayshore North	12,846,319	N						\$ -
	Predevelopment Funding Agreement, as modified by First				Company LLC	publicly owned stadium									
	Amendment thereto														
		After 6/27/11	5/22/2012	12/31/9999	City of Santa Clara	1,7	Bayshore North		N						\$ -
	Independent Legal Counse	Legal	7/17/2012	12/31/9999	Hilda Cantu Montoy	Legal Counsel for Oversight Board	All		N						\$ -
13	Administrative Cost Allowance	Admin Costs	7/1/2015	12/31/2015	City of Santa Clara	Reimbursement for Administrative Expenses	All		N						\$ -
14	Defense of Lawsuit Filed by County	Legal	1/8/2013	6/30/2014	Gibson, Dunn & Crutcher	Payment of legal fees to defend	All		N						\$ -
					LLP/Goldfarb & Lipman LLP										
	Subleasehold Interest - Sports and Open Space Authority (SOSA)	Miscellaneous	3/22/1995	3/22/2050	City of Santa Clara and Sports and Open Space	Per Other Funds DDR Attachment D, Item 29a and 29b per pre-meet and	Bayshore North		N						\$ -
	Open Space Authority (SOSA)				Authority	confer advice from DOF.									
32	Martinson Child Development	Property	11/18/2003	11/17/2038	United Fire Safety	Repairs and maintenance for	Bayshore North		N						\$ -
	Center, 1350 Hope Drive	Maintenance				Martinson Child Development Center, 1350 Hope Drive									
33	Unspent 1999 Bond Proceeds	Bonds Issued On or Before 12/31/10	8/3/1999	6/1/2023	Trustee	Defease/Redeem Unspent Bond Proceeds	Bayshore North		N						\$ -
34	Unspent 2011 Bond Proceeds	12/31/10	5/11/2011	6/1/2026	Trustee	Defease/Redeem Unspent Bond Proceeds	Bayshore North		N						\$ -
35	ROPS I, Item #6, Shortfall	Bonds Issued On or Before 12/31/10	12/31/2012	12/31/9999	Successor Agency	ROPS I - Item #6 shortfall	Bayshore North		N						\$ -
36	Convention Center Operations	Professional Services	7/1/2015	12/31/2015	Santa Clara Chamber of Commerce	Convention Center operations pending disposition	Bayshore North		N						\$ -
37	Convention Center Maintenance District Assessment	Property Maintenance	7/1/2015	6/30/2016	Convention Center Maintenance District	Approximately 45% of maintenance district costs for common areas	Bayshore North		N						\$ -
38	Convention Center - property insurance	Property Maintenance	7/1/2015	6/30/2016	TBD	Building property insurance for Convention Center	Bayshore North		N						\$ -
39	Tasman Garage Project	Improvement/Infrastr	5/24/2011	4/25/2014	City of Santa Clara	1999 Bonds proceeds used to	Bayshore North	958,871	N	958,871					\$ 958,871
		ucture				reimburse the City of Santa Clara for								1	
						final contruction costs of the Tasman Garage								1	
		II.	1	1	1	Carago	1			l .		ı	1		1

Santa Clara Recognized Obligation Payment Schedule (ROPS 15-16B) - Report of Cash Balances (Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (I), 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. For tips on how to complete the Report of Cash Balances Form, see Cash Balances Tips Sheet

pro	perty tax revenues is required by an enforceable obligation. For tip		•		rm, see <u>Cash Bal</u>	ance Tips Sheet		
Α	В	С	D	E	F	G	Н	I
				Fund So				
		Bond P	roceeds		Balance	Other	RPTTF	
				Prior ROPS	Prior ROPS			
				period balances	RPTTF			
				and DDR RPTTF	distributed as	Rent,	Non-Admin	
		Bonds Issued on	Bonds Issued on	balances	reserve for future	Grants,	and	
	Cash Balance Information by ROPS Period	or before 12/31/10	or after 01/01/11	retained	period(s)	Interest, Etc.	Admin	Comments
ROI	PS 14-15B Actuals (01/01/15 - 06/30/15)							
1	Beginning Available Cash Balance (Actual 01/01/15)							
		18,198,639	27,768,426	-	-	-	-	
2	Revenue/Income (Actual 06/30/15)	-,,	,,					C2) Restricted interest earnings of \$653. Release of encumbered
-	RPTTF amounts should tie to the ROPS 14-15B distribution from the							bond proceeds of \$2,052,417 of which \$958,871 is being requested
	County Auditor-Controller during January 2015							as a reimbursement to the City per ROPS line 39. D2) Restricted
	Southly Addition Controller during Surridary 2015	2,053,070	7	_	_	23,002,235	11,996,888	interest earnings of \$7. G3) payment in full of DDR balance.
3	Expenditures for ROPS 14-15B Enforceable Obligations (Actual	2,000,010				20,002,200	11,000,000	paymone in run of BBN Balanco.
"	06/30/15)							
	RPTTF amounts, H3 plus H4 should equal total reported actual							G3) Transfer of DDR Balance paid on 6/24/15 by wire transfer to SC
	expenditures in the Report of PPA, Columns L and Q					23,002,235	11,959,935	
4	Retention of Available Cash Balance (Actual 06/30/15)	-				23,002,233	11,505,500	C4) Parity reserve of \$7,084,816. Bond proceeds of \$13,166,893
4	,							held for the purposes for which the bonds were issued. D4) Parity
	RPTTF amount retained should only include the amounts distributed as							
	reserve for future period(s)	00.054.700	07 700 400					reserve of \$2,767,863. Bond proceeds of \$25,000,570 required to
		20,251,709	27,768,433	-	-	-		be retained until the State issues a Finding of Completion.
5	ROPS 14-15B RPTTF Prior Period Adjustment							
	RPTTF amount should tie to the self-reported ROPS 14-15B PPA in the			No entry required	d			
	Report of PPA, Column S				1	1	21,953	
6	Ending Actual Available Cash Balance				_			
	C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 15,000	
	PS 15-16A Estimate (07/01/15 - 12/31/15)							
7	Beginning Available Cash Balance (Actual 07/01/15)							
	(C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)	\$ 20,251,709	\$ 27,768,433	\$ -	\$ -	\$ -	\$ 36,953	
8	Revenue/Income (Estimate 12/31/15)							
	RPTTF amounts should tie to the ROPS 15-16A distribution from the							G8) Full payment of \$33.9M of post DDR lease revenue and \$7.0M
	County Auditor-Controller during June 2015					40,866,493		of anticpated lease revenus from properties transferred to the SA
9	Expenditures for ROPS 15-16A Enforceable Obligations (Estimate							
L	12/31/15)					40,866,493		
10	Retention of Available Cash Balance (Estimate 12/31/15)							
1	RPTTF amount retained should only include the amounts distributed as							
	reserve for future period(s)	20,251,709	27,768,433					
11	Ending Estimated Available Cash Balance (7 + 8 - 9 -10)			\$ -	\$ -	\$ -	\$ 36,953	
<u> </u>		•	-	•				

Santa Clara Recognized Obligation Payment Schedule (ROPS 15-16B) - Report of Prior Period Adjustments
Reported for the ROPS 14-15B (January 1, 2015 through June 30, 2015) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)
(Report Amounts in Whole Dollars)

ROPS 14-15B Successor Agency (SA) Self-reported Prior Period Adjustments (PPA): Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS 14-15B (January through June 2015) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 15-16B (January through June 2016) period will be offset by the SA's self-reported ROPS 14-15B prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller. С В D s Т Non-RPTTF Expenditures **RPTTF Expenditures** Net SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16B **Bond Proceeds** Reserve Balance Other Funds Non-Admin Admin Requested RPTTF) Difference Available Available (If total actual RPTTF (ROPS 14-15B Difference exceeds total (ROPS 14-15B Net Lesser of (If K is less than L Net Lesser of authorized, the distributed + all other distributed + all other Project Name / available as of Authorized / the difference is available as of Authorized / total difference is Net Difference **Debt Obligation** Authorized Actual Authorized Actual Authorized Actual Authorized Available zero) Authorized 01/1/15) Available Actual zero) (M+R) SA Comments 250,000 \$ 36.113.716 11.731.888 11.731.888 11,731,888 11,727,138 \$ 4.750 \$ 265,000 250.000 232.797 \$ 17.203 21.953 854,431 4,191,650 1 1999 Tax Allocation 854,431 4,191,650 854,431 \$ 854,431 \$ 4,191,650 4,191,650 2 1999 Tax Allocation 4 2003 Tax Allocation 4.904.000 4.904.000 4.904.000 4.904.000 \$ Bonds 5 2011 Tax Allocation 1,775,307 1,775,307 1,775,307 1,775,307 Bonds 6.500 6.500 6.500 1,750 \$ 4.750 6 Miscellaneous Bond Costs 2002 Series B COPS (Agency Share) 8 2011 Cooperation Predevelopment Funding Agreement as modified by First 11 City ROPS Loan 12 Independent Legal 250,000 232,797 13 Administrative Cos 14 Defense of Lawsui Filed by County Private Letter Ruling and related document preparation Ruling request fee required by IRS 31 Subleasehold Interest - Sports and Open Space Authority (SOSA) 32 Martinson Child Development Center, 1350 Hope 33 Unspent 1999 Bond Proceeds 34 Unspent 2011 Bor Proceeds

	Santa Clara Recognized Obligation Payment Schedule (ROPS 15-16B) - Notes January 1, 2016 through June 30, 2016
Item #	Notes/Comments
39	Reimbursement to the City of Santa Clara for the final payment of costs associated with the Tasman Garage construction, which was the amount paid by the City because the bond proceeds were subject to the preliminary injunction.