



Date: September 24, 2015

To: City Manager/Executive Officer for Oversight Board Action

From: Director of Finance/Assistant City Manager

Subject: Adoption of 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, 2016 through June 30, 2016

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.

The Dissolution Act requires that each Successor Agency submit a Recognized Obligation Payment Schedule (ROPS) to the Oversight Board for its approval every six months. The ROPS is to set forth the enforceable obligations of the Successor Agency. The Successor Agency can only make payments on those enforceable obligations listed on a ROPS approved by both the Oversight Board and the Department of Finance (DOF). The Successor Agency is not authorized to make any payments for obligations not listed on an approved ROPS.

Once the Oversight Board approves a ROPS it is transmitted by the Successor Agency to the Department of Finance for its review and approval. Each ROPS must be submitted to DOF at least 90 days prior to the commencement of the applicable ROPS period. ROPS 15-16B is due to the DOF no later than October 5, 2015. Failure to submit the ROPS in time can result in penalties of up to \$10,000. The DOF reviews and approves or disapproves each item listed on a ROPS. If the DOF disapproves any item listed on the ROPS approved by the Oversight Board, the Successor Agency may request a meet and confer with the DOF to present additional evidence regarding the disputed item. After the conclusion of the meet and confer, DOF makes a final determination of the approved enforceable obligation. DOF will not consider items for approval on a ROPS unless the item is approved by the Oversight Board.

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 submitted a draft version of the ROPS to the County Auditor-Controller prior to the Oversight Board meeting. The Successor Agency has received a "no objection" letter dated September 22, 2015 from the County Auditor-Controller indicating that the County does not object to any of the items or funding sources listed on the draft version of the ROPS.

Approve Administrative Budget. The Dissolution Act also requires the 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.

ROPS 15-16B

The Successor Agency has prepared the attached ROPS 15-16B. Line items 1-6, 8, and 13 are items that have appeared on prior ROPS and been approved by the Oversight Board and the DOF. Line item 39 is a \$958,871 reimbursement to the City of Santa Clara for the final payment of costs associated with the Tasman Garage. The garage was paid for from 1999 Tax Allocation Bond proceeds pursuant to obligations entered into prior to the dissolution of the former Redevelopment Agency. However, the City paid the final payments to the contractors because the 1999 Bond proceeds were subject to the preliminary injunction. As a result of the preliminary injunction, authority to spend any of the 1999 Bond proceeds (including redemption/defeasance of the bonds) will require separate approval by the parties to the litigation.

FISCAL IMPACT

As shown on the attached ROPS, as of January 1, 2016, the Successor Agency will have a total of about \$167.6 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 to the extent that the Successor Agency is not holding sufficient funds to pay the enforceable obligations. The City of Santa Clara, in compliance with the writ of mandate issued by the Sacramento Superior Court in the litigation Sharma vs. the Successor Agency to the Redevelopment Agency of the City of Santa Clara, returned to the Successor Agency \$33.9 million in lease revenues received from real property assets held by the former Redevelopment Agency and transferred to the City prior to dissolution of the former Redevelopment Agency. In accordance with the approved ROPS 15-16A, \$8.8 million of the \$33.9 million in lease revenues are being used to cover the cost of enforceable obligations for the current ROPS period. The remaining balance, when combined with the remaining 1999 Tax Allocation Bond proceeds, is sufficient to cover the cost of the full redemption of the 1999 Tax Allocation Bonds which are callable on December 1, 2015 (pending adoption of a separate Resolution before the Oversight Board authorizing the expenditure of lease revenues to redeem bonds). The balance of these funds after redeeming the bonds, plus new lease revenues coming into the Successor Agency, are expected to be sufficient to fully cover the cost of enforceable obligations shown on the ROPS 15-16B. Therefore, all property tax monies in the Redevelopment Property Tax Trust Fund (RPTTF) will be distributed out to the taxing entities.

For fiscal year 2015-16, the law allows the Successor Agency to receive an administrative cost allowance based on the greater of 3% of the Successor Agency's allocated property tax or \$250,000 on an annual fiscal year basis. The Successor Agency was approved for the maximum \$250,000 in administrative cost allowance on the ROPS 15-16A and therefore is not eligible to request any administrative cost allowance for the ROPS 15-16B period.

RECOMMENDATION

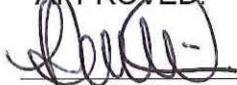
That the Oversight Board adopt a resolution that:

- a) Approves the Recognized Obligation Payment Schedule for the period of January 1, 2016 through June 30, 2016; and
- b) Approves the Successor Agency Administrative Budget for the period of January 1, 2016 through June 30, 2016.



Gary Ameling
Director of Finance/Assistant City Manager

APPROVED:



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

Documents Related to this Report:

- 1) *Resolution – ROPS 15-16B and Administrative Budget*

RESOLUTION NO. 2015-____ (OVERSIGHT BOARD)

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, 2016 THROUGH JUNE 30, 2016, MAKING RELATED FINDINGS AND DECLARATIONS AND TAKING RELATED ACTIONS IN CONNECTION THEREWITH

BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY OF THE REDEVELOPMENT AGENCY OF THE CITY OF SANTA CLARA AS FOLLOWS

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 15-16B and the Administrative Budget for the period of January 1, 2016 through June 30, 2016 must be submitted to the Oversight Board for the Oversight Board’s approval; and,

WHEREAS, Health and Safety Code Section 34177(a)(4) allows the Successor Agency to make payments of enforceable obligations from sources other than those listed on the ROPS with the approved of the Oversight Board; 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 ROPS 15-16B attached hereto as Attachment 1 (the "Approved ROPS 15-16B"). 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 15-16B 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. Under Health and Safety Code section 34177(j), the Oversight Board must approve the Administrative Budget for the Successor Agency.

SECTION 6. In accordance with the Dissolution Act, the Oversight Board hereby approves the Administrative Budget for the period of January 1, 2016 through June 30, 2016 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 7. The Oversight Board finds that the Administrative Budget supports a distribution of the FY 2015-16 Administrative Cost Allowance to the Successor Agency in the amount of \$250,000 which includes the administrative costs associated with the Administrative Budget for the period of January 1, 2016 through June 30, 2016.

SECTION 8. The Oversight Board Chairperson, Successor Agency Director of Finance, and Oversight Board General Counsel are collectively authorized to make any technical or clerical corrections to the approved ROPS 15-16B prior to filing with DOF. 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 15-16B and the Approved Administrative Budget.

SECTION 9. 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 24th day of September 2015, by the following vote:

AYES: BOARD MEMBERS:
NOES: BOARD MEMBERS:
ABSTAIN: BOARD MEMBERS:
ABSENT: BOARD MEMBERS:

APPROVE:

ATTEST:

Donald F. Gage
Chairperson

Jennifer Yamaguma
Clerk to the Oversight Board

Attachments incorporated by reference:

1. Approved ROPS 15-16B
2. Approved Administrative Budget

J:\CITYMGR\AGENDA\Agen1516\09-24-15 Oversight Board - ROPS 15-16B Resolution.doc

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

Current Period Requested Funding for Outstanding Debt or Obligation	Six-Month Total
Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding	
A Sources (B+C+D):	\$ 8,841,927
B Bond Proceeds Funding (ROPS Detail)	958,871
C Reserve Balance Funding (ROPS Detail)	-
D Other Funding (ROPS Detail)	7,883,056
E Enforceable Obligations Funded with RPTTF Funding (F+G):	\$ -
F Non-Administrative Costs (ROPS Detail)	-
G Administrative Costs (ROPS Detail)	-
H Total Current Period Enforceable Obligations (A+E):	\$ 8,841,927

Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
I Enforceable Obligations funded with RPTTF (E):	-
J Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)	<u>(21,953)</u>
K Adjusted Current Period RPTTF Requested Funding (I-J)	\$ (21,953)

County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
L Enforceable Obligations funded with RPTTF (E):	-
M Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)	-
N Adjusted Current Period RPTTF Requested Funding (L-M)	-

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.

Name	Title
/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)

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	Funding Source					Six-Month Total
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	
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	\$ 167,565,386	N	\$ 958,871	\$ -	\$ 7,883,056	\$ -	\$ -	\$ 8,841,927
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
6	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						\$ -
8	2011 Cooperation and Predevelopment Funding Agreement, as modified by First Amendment thereto	Third-Party Loans	2/22/2011	7/31/2017	Forty Niners SC Stadium Company LLC	Repayment of a loan to assist a publicly owned stadium	Bayshore North	12,846,319	N						\$ -
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		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 LLP/Goldfarb & Lipman LLP	Payment of legal fees to defend lawsuits	All		N						\$ -
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		N						\$ -
32	Martinson Child Development Center, 1350 Hope Drive	Property Maintenance	11/18/2003	11/17/2038	United Fire Safety	Repairs and maintenance for Martinson Child Development Center, 1350 Hope Drive	Bayshore North		N						\$ -
33	Unspent 1999 Bond Proceeds	Bonds Issued On or Before 12/31/10	8/3/1999	6/1/2023	Trustee	Defeas/Redeem Unspent Bond Proceeds	Bayshore North		N						\$ -
34	Unspent 2011 Bond Proceeds	Bonds Issued After 12/31/10	5/11/2011	6/1/2026	Trustee	Defeas/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/Infrastructure	5/24/2011	12/31/2014	City of Santa Clara	1999 Bonds proceeds used to reimburse the City of Santa Clara for final construction costs of the Tasman Garage	Bayshore North	958,871	N	958,871					\$ 958,871
40									N						\$ -
41									N						\$ -
42									N						\$ -
43									N						\$ -
44									N						\$ -
45									N						\$ -
46									N						\$ -
47									N						\$ -
48									N						\$ -
49									N						\$ -
50									N						\$ -
51									N						\$ -
52									N						\$ -
53									N						\$ -
54									N						\$ -
55									N						\$ -
56									N						\$ -
57									N						\$ -
58									N						\$ -
59									N						\$ -

**REDEVELOPMENT SUCCESSOR AGENCY
CITY OF SANTA CLARA
ROPS 15-16B ADMINISTRATIVE BUDGET
January 1, 2016 – June 31, 2016**

This document constitutes the Administrative Budget of the Redevelopment Successor Agency of the City of Santa Clara. This Administrative Budget has been prepared by the Redevelopment Successor Agency (RSA) of the City of Santa Clara and submitted to the Santa Clara Oversight Board for approval in accordance with the requirements of Health and Safety Code Section 34177(j). The Administrative Budget accompanies the Recognized Obligation Payment Schedule (ROPS) prepared pursuant to Health and Safety Code Section 34177(l) for the period indicated. This Administrative Budget is prepared in three parts to correspond to the three elements described for the Administrative Budget in Health and Safety Code Section 34177(j) (1), (2), and (3).

1. Estimated Amounts For Successor Agency Administrative Cost (Health and Safety Code Section 34177(j)(1)).

Administrative Activities	Job Classification Services & Expenditures	Estimated Hours	6-month Budget
<u>Successor Agency Administration</u>			
<i>Scope of Services to include but not limited to;</i> preparation of the Recognized Obligation Payment Schedule (ROPS) including the administrative budget, response to inquires or requests from the Santa Clara County and Department of Finance, administration and oversight of property liquidation, administrative support of Oversight Board, preparation of annual audit, administrative contract management and bill payment, and administration and oversight of various lease contracts including billing and review of compliance with lease terms.	City Manager	25	\$ 4,958
	Economic Development Officer / Assistant City Manager	70	\$ 9,453
	Director of Finance / Assistant City Manager	100	\$ 14,304
	Deputy City Manager	10	\$ 1,241
	Assistant Director of Finance	75	\$ 7,435
	Accounting Manager	40	\$ 3,623
	Principal Accountant	20	\$ 1,687
	Financial Analyst	0	\$ -
		340	\$ 42,701

Administrative Activities	Job Classification Services & Expenditures	Estimated Hours	6-month Budget
<u>Legal Advice for RSA Issues – ROPS Administration</u>			
Legal Services Administration	City Attorney	20	\$ 3,179
<u>RSA – ROPS Administration</u>			
Contract of legal services to assist in administration of Successor Agency	Legal Services		\$ 50,000
<u>City Wide Overhead – In Lieu</u>			
City Overhead Charges (general accounting functions, payroll, information technology and office and equipment)	City Overhead Charges	65%	\$ 29,822
Total Administrative Budget			\$ 125,701
Annual Minimum Administrative Cost Allowance (3% of RPTTF allocated or \$250,000 whichever is greater)			\$ 250,000

This Administrative Budget documents that the RSA's "administrative cost allowance", as defined and authorized pursuant to Health and Safety Code Section 24171(b), for Fiscal Year 2015-16 is an amount up to three percent of the property tax allocated or the minimum authorized amount of \$250,000, whichever is greater. As called for in Health and Safety Code Section 34177(k), and as documented in this Administrative Budget and the ROPS 15-16B, the Successor Agency will report to the County Auditor-Controller that its administrative cost allowance to be paid from property taxes deposited in the Redevelopment Property Tax Trust Fund (as further described in Part 2 below) pursuant to Health and Safety Code Section 34183(a)(3) is the amount of \$0 for this six month period. The City received the full minimum administrative cost allowance of \$250,000 on the ROPS 15-16A, therefore is not requesting any funding for this ROPS period. Activities may be added, revised, or deleted from this listing as necessary and appropriate during the course of the Redevelopment Agency wind-down process. Costs shown for each activity are estimates only. Actual costs required for each activity may be higher or lower than the amount shown, not to exceed the aggregate total amount.

2. Proposed Source of Payment For Above-Identified Administrative Costs (Health and Safety Code Section 34177(j)(2)).

As authorized pursuant to Health and Safety Code Section 34183(a)(3), the proposed source of payment for the administrative costs identified in Part 1 above is the Redevelopment Property Tax Trust Fund established and maintained by the County Auditor Controller pursuant to Health and Safety Code Section 34170.5(b).

3. Proposals For Arrangements For Administration and Operations Services (Health and Safety Code Section 34177(j)(3)).

The RSA has arranged with the City of Santa Clara to provide the staff services, office, materials, and equipment to administer the responsibilities of the RSA, and will draw upon services of outside consultants as required to provide special services for the wind-down of the former RDA to the extent City staff lacks the necessary expertise or capacity.