

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

January 19, 2016

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 16-17 (July 1, 2016 – June 30, 2017)

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.

Board of Supervisors: Mike Wasserman, Cindy Chavez, Dave Cortese, Ken Yeager, S. Joseph Simitian
County Executive: Jeffrey V. Smith

Successor Agency: City of Santa Clara
Notice of No Objection to ROPS
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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. Per Health and Safety Code section 34186(c) these reviews will commence on October 1, 2018, and occur each October 1 thereafter and are not included in this letter. 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,



Alan Minato
Controller-Treasurer
County of Santa Clara

Attachment: ROPS 16-17 as submitted to the County Auditor-Controller by Successor Agency

Recognized Obligation Payment Schedule (ROPS 16-17) - Summary

Filed for the July 1, 2016 through June 30, 2017 Period

Successor Agency: Santa Clara
County: Santa Clara

| Current Period Requested Funding for Enforceable Obligations (ROPS Detail) | 16-17A Total | 16-17B Total | ROPS 16-17 Total |
|--|----------------------|----------------------|-------------------------|
| Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding | | | |
| A Sources (B+C+D): | \$ 25,526,188 | \$ 83,370,853 | \$ 108,897,041 |
| B Bond Proceeds Funding | 12,180,337 | 32,741,957 | 44,922,294 |
| C Reserve Balance Funding | - | - | - |
| D Other Funding | 13,345,851 | 50,628,896 | 63,974,747 |
| E Enforceable Obligations Funded with RPTTF Funding (F+G): | \$ - | \$ - | \$ - |
| F Non-Administrative Costs | - | - | - |
| G Administrative Costs | - | - | - |
| H Current Period Enforceable Obligations (A+E): | \$ 25,526,188 | \$ 83,370,853 | \$ 108,897,041 |

Certification of Oversight Board Chairman:
Pursuant to Section 34177 (o) 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 successor agency.

Name Title

/s/ _____
Signature Date

Santa Clara Recognized Obligation Payment Schedule (ROPS 16-17) - ROPS Detail

July 1, 2016 through June 30, 2017

(Report Amounts in Whole Dollars)

| A | B | C | D | E | F | G | H | I | J | K | 16-17A | | | | 16-17B | | | | | W | | | | |
|--------|---|------------------------------------|-----------------------------------|-------------------------------------|---|---|----------------|--------------------------------------|---------|------------------|---|-----------------|---------------|-----------|--------|---------------|---|-----------------|---------------|-----------|-------|---------------|---------------|-----------------|
| | | | | | | | | | | | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) | | | | RPTTF | | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) | | | | | RPTTF | | |
| | | | | | | | | | | | L | M | N | O | P | Q | R | S | T | | U | V | | |
| | | | | | | | | | | | | | | | | | | | | | | | Bond Proceeds | Reserve Balance |
| 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 | ROPS 16-17 Total | Bond Proceeds | Reserve Balance | Other Funds | Non-Admin | Admin | 16-17A Total | Bond Proceeds | Reserve Balance | Other Funds | Non-Admin | Admin | 16-17B Total | | |
| | | | | | | | | \$ 124,634,174 | | \$ 108,897,041 | \$ 12,180,337 | \$ - | \$ 13,345,851 | \$ - | \$ - | \$ 25,526,188 | \$ 32,741,957 | \$ - | \$ 50,628,896 | \$ - | \$ - | \$ 83,370,853 | | |
| 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 | - | Y | \$ - | | | | | | \$ - | | | | | | \$ - | | |
| 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 | - | Y | \$ - | | | | | | \$ - | | | | | | \$ - | | |
| 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 | 43,562,250 | N | \$ 37,842,000 | 463,857 | | 437,143 | | | \$ 901,000 | 4,615,494 | | 32,325,506 | | | \$ 36,941,000 | | |
| 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 | 56,401,125 | N | \$ 46,685,159 | | | 325,306 | | | \$ 325,306 | 28,126,463 | | 18,233,390 | | | \$ 46,359,853 | | |
| 6 | Miscellaneous Bond Costs | Fees | 8/3/1999 | 6/1/2026 | Various | Fiscal Agent Fees, Arbitrage Fees, etc. | Bayshore North | 108,000 | N | \$ 80,000 | | | 10,000 | | | \$ 10,000 | | | 70,000 | | | \$ 70,000 | | |
| 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 | | Y | | | | | | | | | | | | | | | |
| 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 | \$ 12,573,402 | | | 12,573,402 | | | \$ 12,573,402 | | | | | | | \$ - | |
| 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 | | Y | | | | | | | | | | | | | | | |
| 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 | | Y | | | | | | | | | | | | | | | |
| 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 | | Y | | | | | | | | | | | | | | | |
| 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 | Defeasance/Redeem Unspent Bond Proceeds | Bayshore North | - | Y | \$ - | | | | | | \$ - | | | | | | \$ - | | |
| 34 | Unspent 2011 Bond Proceeds | Bonds Issued After 12/31/10 | 5/11/2011 | 6/1/2026 | Trustee | Defeasance/Redeem Unspent Bond Proceeds | Bayshore North | - | Y | \$ - | | | | | | \$ - | | | | | | \$ - | | |
| 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 | - | Y | \$ - | | | | | | \$ - | | | | | | \$ - | | |
| 36 | Convention Center Operations | Professional Services | 7/1/2015 | 12/31/2015 | Santa Clara Chamber of Commerce | Convention Center operations pending disposition | Bayshore North | | Y | | | | | | | | | | | | | | | |
| 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 | | Y | | | | | | | | | | | | | | | |
| 38 | Convention Center - property insurance | Property Maintenance | 7/1/2015 | 6/30/2016 | TBD | Building property insurance for Convention Center | Bayshore North | | Y | | | | | | | | | | | | | | | |
| 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 | - | Y | \$ - | | | | | | \$ - | | | | | | | \$ - | |
| 40 | Northside Library | Improvement/Infrastructure | 8/3/1999 | 5/31/2012 | Various | 1999 & 2003 Bonds proceeds used for construction of the Northside Library | Bayshore North | 11,716,480 | N | \$ 11,716,480 | 11,716,480 | | | | | \$ 11,716,480 | | | | | | \$ - | | |
| 41 | | | | | | | | | N | \$ - | | | | | | \$ - | | | | | | | \$ - | |

**Santa Clara Recognized Obligation Payment Schedule (ROPS 16-17) - 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 BALANCE TIPS SHEET | | | | | | | | | |
|--|--|------------------------------------|-----------------------------------|--|--|------------------------------|---------------------|---|--|
| A | B | C | D | E | F | G | H | I | |
| Cash Balance Information by ROPS Period | | Fund Sources | | | | | | Comments | |
| | | Bond Proceeds | | Reserve Balance | | Other | RPTTF | | |
| | | Bonds issued on or before 12/31/10 | Bonds issued on or after 01/01/11 | Prior ROPS period balances and DDR RPTTF balances retained | Prior ROPS RPTTF distributed as reserve for future period(s) | Rent, grants, interest, etc. | Non-Admin and Admin | | |
| ROPS 15-16A Actuals (07/01/15 - 12/31/15) | | | | | | | | | |
| 1 | Beginning Available Cash Balance (Actual 07/01/15) | 20,251,709 | 27,768,433 | - | - | - | 36,953 | | |
| 2 | Revenue/Income (Actual 12/31/15) RPTTF amounts should tie to the ROPS 15-16A distribution from the County Auditor-Controller during June 2015 | 979 | 1,542 | | | 40,755,218 | - | C2) Restricted interest earnings of \$979. D2) Restricted interest earnings of \$1,542. G3) Receipt of \$245,925 in DDR interest balance. Receipt of \$33,866,493 of post DDR lease revenues. Receipt of current lease revenues. | |
| 3 | Expenditures for ROPS 15-16A Enforceable Obligations (Actual 12/31/15) | 12,564,936 | (356,488) | | | 34,747,056 | - | C3) 1999 Bond proceeds of \$12,208,448 used to defease bonds D3) Ajustment of parity reserve balance after 1999 Bonds defeasense G3) Payment of available lease revenues of \$26,692,418 for defeasance of 1999 Bonds. DDR interest of \$245,925 distributed to County. Payment of approved ROPS items. | |
| 4 | Retention of Available Cash Balance (Actual 12/31/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s) | 4,615,494 | 28,126,463 | | | | - | C4) Parity reserve of \$6,728,822. 1999 Bond proceeds of \$958,871 as reimbursement due to the City. D4) Parity reserve of \$3,124,351. 2011 Bond proceeds of \$25,000,570 plus interest held for defeasance of bonds. | |
| 5 | ROPS 15-16A RPTTF Balances Remaining | No entry required | | | | | | 36,953 | |
| 6 | Ending Actual Available Cash Balance C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5) | \$ 3,072,258 | \$ - | \$ - | \$ - | \$ 6,008,162 | \$ - | | |
| ROPS 15-16B Estimate (01/01/16 - 06/30/16) | | | | | | | | | |
| 7 | Beginning Available Cash Balance (Actual 01/01/16) (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6) | \$ 7,687,752 | \$ 28,126,463 | \$ - | \$ - | \$ 6,008,162 | \$ 36,953 | | |
| 8 | Revenue/Income (Estimate 06/30/16) RPTTF amounts should tie to the ROPS 15-16B distribution from the County Auditor-Controller during January 2016 | | | | | 27,089,534 | | G8) Receipt of \$19,759,355 from "Settle Agreement" with County and other Parties, including Convention Center purchase. Estimate of lease revenues. | |
| 9 | Expenditures for ROPS 15-16B Enforceable Obligations (Estimate 06/30/16) | 2,608,401 | | 5,229,651 | | 12,451,394 | | C9) \$958,871 to reimburse City per ROPS 15-16B Item 39 and \$1,649,530 available reserve parity to be used for 2003 and 2001 debt interest payment. G9) \$7,221,743 library distribution to taxing entities and \$5,229,651 ROPS 15-16B Enforable Obligations | |
| 10 | Retention of Available Cash Balance (Estimate 06/30/16) RPTTF amount retained should only include the amounts distributed as reserve for future period(s) | 4,615,494 | 28,126,463 | | | 12,573,402 | | G10) July 1st debt payment on the 2011 Cooperation and Predevelopment Funding Agreement plus remainig principl balance | |
| 11 | Ending Estimated Available Cash Balance (7 + 8 - 9 -10) | \$ 463,857 | \$ - | \$ (5,229,651) | \$ - | \$ 8,072,900 | \$ 36,953 | | |

Santa Clara Recognized Obligation Payment Schedule (ROPS 16-17) - Notes July 1, 2016 through June 30, 2017

| Item # | Notes/Comments |
|--------|--|
| 4 | With approval of the Long Range Property Management Plan, the Successor Agency fully expects that land sale proceeds would be sufficient to fully redeem these bonds no later than the call date of 06/01/2017. The difference in the "Total Outstanding Debt or Obligation" and "ROPS 16-17 Total" is the anticipated interest savings. |
| 5 | With approval of the Long Range Property Management Plan, the Successor Agency fully expects that land sale proceeds would be sufficient to defease these bonds no later than the call date of 06/01/2017. The difference in the "Total Outstanding Debt or Obligation" and "ROPS 16-17 Total" is the anticipated interest savings. |
| 6 | Additional anticipated miscellaneous bond costs related to redemption/defeasance of all agency debt |
| 8 | Should the OB and DOF approve a resolution to use current cash balance of the Successor Agency, then this debt will be fully paid off prior to the ROPS 16-17, but since that approval will not occur until after submission, the debt is shown on the ROPS 16-17 with an assumption of full payment in 16-17. |
| 40 | Per terms of "Settlement Agreement" between City, County and other Parties, this line item was added to validate bond funds previously expended for construction of the Northside Branch Library. No actual funds will be expended in the ROPS 16-17 period as this expense has already occurred. |
| | |
| | |
| | |
| | |
| | |