

RESOLUTION NO. ___-15-OB

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE REDEVELOPMENT AGENCY OF THE CITY OF SUNNYVALE APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 15-16A AND ADMINISTRATIVE BUDGET FOR THE PERIOD OF JULY 1, 2015 THROUGH DECEMBER 31, 2015, AND MAKING RELATED FINDINGS AND DECLARATIONS AND TAKING RELATED ACTIONS

WHEREAS, the California state legislature enacted Assembly Bill x1 26 (the "Dissolution Act") to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code Section 33000 et seq.); and

WHEREAS, on January 10, 2012 the City Council of the City of Sunnyvale (the "City Council") declared that the City of Sunnyvale (the "City"), would act as successor agency (the "Successor Agency") for the dissolved Redevelopment Agency of the City of Sunnyvale (the "Dissolved RDA") effective February 1, 2012, pursuant to Health and Safety Code Section 34173; and

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

WHEREAS, the Dissolution Act provides for the appointment of an oversight board (the "Oversight Board") with specific duties to approve certain Successor Agency actions, such as approve the establishment of recognized obligation payment schedules of the Successor Agency and to direct the Successor Agency in certain other actions (pursuant to Health and Safety Code Sections 34080 and 34181); and

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; and

WHEREAS, the Successor Agency submitted the Proposed ROPS 15-16A to the Santa Clara County Administrative Officer, the Santa Clara County Auditor-Controller, and the State Department of Finance (pursuant to Health and Safety Code Section 34179.6), and under the Dissolution Act, the Proposed ROPS 15-16A must be submitted to Oversight Board for the Oversight Board's approval.

NOW, THEREFORE, BE IT RESOLVED that 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.

BE IT FURTHER RESOLVED that the Oversight Board has examined the items on the Approved ROPS 15-16A 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.

BE IT FURTHER RESOLVED that the Oversight Board hereby approves the Proposed ROPS 15-16A in the form presented to the Oversight Board and attached hereto as Exhibit A (the “Approved ROPS 15-16A”).

BE IT FURTHER RESOLVED that the Oversight Board must also approve the Administrative Budget for the Successor Agency (Health and Safety Code Section 34177(j).) and that the Oversight Board does hereby approve the Proposed Administrative Budget in the form attached hereto as Exhibit B (the “Administrative Budget”), and further authorizes the Successor Agency to incur costs for the general administrative activities and functions described in the Administrative Budget, provided that the Administrative Cost Allowance to pay such costs shall not exceed the amounts allowed pursuant to Health and Safety Code §34171(b).

BE IT FURTHER RESOLVED that the Oversight Board finds that the Administrative Budget supports a FY 2015-16 Administrative Cost Allowance to the Successor Agency in an amount up to three percent of the property tax allocated or the minimum authorized amount of \$125,000 for the six-month period of July through December 2015.

BE IT FURTHER RESOLVED that 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 Administrative Budget herein approved by the Oversight Board.

BE IT FURTHER RESOLVED that 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 15-16A and the approved Administrative Budget, and to take any other administrative actions necessary to ensure the validity of the ROPS 15-16A 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 15-16A as may be necessary to submit the Approved ROPS 15-16A in any modified form required by the Department of Finance, and the Approved ROPS 15-16A as modified shall thereupon constitute the Approved ROPS 15-16A as approved by the Oversight Board pursuant to this Resolution.

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

Adopted by the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Sunnyvale at a regular meeting held on February 26, 2015, by the following vote:

AYES:
NOES:
ABSTAIN:
ABSENT:

ATTEST:

APPROVED:

By _____
Successor Agency Clerk
[SEAL]

Chair

APPROVED AS TO FORM:

Successor Agency Attorney

Recognized Obligation Payment Schedule (ROPS 15-16A) - Summary

Filed for the July 1, 2015 through December 31, 2015 Period

Name of Successor Agency: Sunnyvale
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): | \$ - |
| B | Bond Proceeds Funding (ROPS Detail) | - |
| C | Reserve Balance Funding (ROPS Detail) | - |
| D | Other Funding (ROPS Detail) | - |
| E | Enforceable Obligations Funded with RPTTF Funding (F+G): | \$ 847,321 |
| F | Non-Administrative Costs (ROPS Detail) | 722,321 |
| G | Administrative Costs (ROPS Detail) | 125,000 |
| H | Current Period Enforceable Obligations (A+E): | \$ 847,321 |

| Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding | | |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------|
| I | Enforceable Obligations funded with RPTTF (E): | 847,321 |
| J | Less Prior Period Adjustment (Report of Prior Period Adjustments Column S) | (144,446) |
| K | Adjusted Current Period RPTTF Requested Funding (I-J) | \$ 702,875 |

| County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding | | |
|-------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|----------------|
| L | Enforceable Obligations funded with RPTTF (E): | 847,321 |
| M | Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA) | - |
| N | Adjusted Current Period RPTTF Requested Funding (L-M) | 847,321 |

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 |

EXHIBIT A

Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail
July 1, 2015 through December 31, 2015
 (Report Amounts in Whole Dollars)

| A | B | C | D | E | F | G | H | I | J | K | | | | | P |
|--------|---------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------|-------------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------------------------------------|---------|-------------------------------------------------------|-----------------|-------------|------------|------------|-----------------|
| | | | | | | | | | | Funding Source | | | | | |
| | | | | | | | | | | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) | | RPTTF | | | |
| 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 | Other Funds | Non-Admin | Admin | Six-Month Total |
| 1 | 2003 Tax Allocation Refunding | Bonds Issued On or Before 12/31/10 | 11/6/2003 | 8/1/2022 | U S Bank | 1977 Bonds issued to fund | Central Core | \$ 49,030,583 | N | \$ - | \$ - | \$ - | \$ 722,321 | \$ 125,000 | \$ 847,321 |
| 2 | 1998 Certificates of Participation (Parking Facility Refunding) | Bonds Issued On or Before 12/31/10 | 3/6/1998 | 10/1/2022 | U S Bank | 1978 Bonds issued to fund redevelopment projects in the Central Core Project area, refunded in 1992 and 1998. | Central Core | 4,809,275 | N | | | | 521,821 | | \$ 521,821 |
| 3 | Bond Covenants Other Than Principal and Interest Debt Service Payments | Bonds Issued On or Before 12/31/10 | 11/6/2003 | 10/1/2022 | Professional services | Fees for trustee services, rebate analysis, disclosure consulting. | Central Core | 30,304 | N | | | | 2,500 | | \$ 2,500 |
| 4 | Repayment Obligations-1977 Loan Repayment Agreement | City/County Loans On or Before 6/27/11 | 5/1/1977 | 12/31/2015 | City of Sunnyvale | Pursuant to the resolution that authorized the issuance of the 1977 Central Core Bonds, the Agency is obligated to use moneys from tax revenue to repay the City, with interest, for all rental payments under the Project Lease and for all other contributions (including transfer of land) which aided in the planning, acquisition, and construction of the Project. | Central Core | 28,210,296 | N | | | | | | \$ - |
| 5 | 2010 Amended Disposition and Development and Owner Participation Agreement Article 8 | OPA/DDA/Construction | 8/2/2010 | 6/30/2026 | Town Center Developer | Annual payment in consideration for the developer constructing and operating the required public improvements. | Central Core | | N | | | | | | \$ - |
| 6 | 2010 Amended Disposition and Development and Owner Participation Agreement Article 4 | OPA/DDA/Construction | 8/2/2010 | 6/30/2026 | State Water Resources Control Board, legal fees and environmental work costs | Investigation and remediation of hazardous materials. | Central Core | 1,000,494 | N | | | | 138,000 | | \$ 138,000 |
| 7 | 2010 Amended Disposition and Development and Owner Participation Agreement Management | Project Management Costs | 8/2/2010 | 6/30/2026 | Agency staff and professional services | To monitor and administer rights and obligations under the ADDOPA | Central Core | 482,986 | N | | | | 60,000 | | \$ 60,000 |
| 8 | RDA Special Projects | Property Dispositions | 7/1/2015 | 12/31/2015 | Professional services | Technical and outside legal counsel services | Central Core | 137,549 | N | | | | | | \$ - |
| 9 | Administration and operation of Successor Agency | Admin Costs | 7/1/2015 | 12/31/2015 | Agency staff and professional services | Administrative and legal services; audit fees; General Fund in-lieu payments for treasury and accounting support. | Central Core | 125,000 | N | | | | | 125,000 | \$ 125,000 |
| 10 | Amended and Restated Reimbursement Agreement for 1998 Certificates of Participation | City/County Loans After 6/27/11 | 4/24/2012 | 10/1/2022 | City of Sunnyvale | Under Section 34176(a), the Oversight Board authorized the RSA to reenter into an existing agreement to repay the City for all Lease Payments paid by the City for the construction of the parking facilities required by the RDA under the TownCenter DDA. | Central Core | | N | | | | | | \$ - |
| 11 | Legal fees | Legal | 7/1/2014 | 6/30/2015 | Goldfarb & Lipman | Litigation regarding enforceable obligations | Central Core | | N | | | | | | \$ - |
| 12 | Low and Moderate Income Housing Fund Deferral Repayment | Miscellaneous | 8/26/1986 | 12/31/2015 | Housing Successor Agency | Under Section 34171(d)(1)(C), deferrals to the Low and Moderate Income Housing Fund are enforceable obligations. Pursuant to 34176(e)(6)(B), the repayment amount is equal to one half of the increase in residual tax revenue over the FY 2012/13 base year. | | 14,234,679 | N | | | | | | \$ - |
| 13 | Amended and Restated Reimbursement Agreement for 1998 Certificates of Participation | City/County Loans After 6/27/11 | 4/24/2012 | 10/1/2022 | City of Sunnyvale | Under Section 34178(a), the Oversight Board authorized the RSA to reenter into an existing agreement to repay the City for all Lease Payments paid by the City for the construction of the parking facilities required by the RDA under the TownCenter DDA. | | | N | | | | | | \$ - |
| 14 | | | | | | | | | N | | | | | | \$ - |
| 15 | | | | | | | | | N | | | | | | \$ - |
| 16 | | | | | | | | | N | | | | | | \$ - |
| 17 | | | | | | | | | N | | | | | | \$ - |
| 18 | | | | | | | | | N | | | | | | \$ - |
| 19 | | | | | | | | | N | | | | | | \$ - |
| 20 | | | | | | | | | N | | | | | | \$ - |
| 21 | | | | | | | | | N | | | | | | \$ - |
| 22 | | | | | | | | | N | | | | | | \$ - |
| 23 | | | | | | | | | N | | | | | | \$ - |
| 24 | | | | | | | | | N | | | | | | \$ - |
| 25 | | | | | | | | | N | | | | | | \$ - |
| 26 | | | | | | | | | N | | | | | | \$ - |
| 27 | | | | | | | | | N | | | | | | \$ - |
| 28 | | | | | | | | | N | | | | | | \$ - |
| 29 | | | | | | | | | N | | | | | | \$ - |

EXHIBIT A

Recognized Obligation Payment Schedule (ROPS 15-16A) - 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 https://rad.dof.ca.gov/rad-sa/pdf/Cash_Balance_Agency_Tips_Sheet.pdf.

| A | B | C | D | E | F | G | H | I |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------------------|------------------------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Fund Sources | | | | | | |
| | | Bond Proceeds | | Reserve Balance | | Other | RPTTF | |
| Cash Balance Information by ROPS Period | | 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 | Comments |
| ROPS 14-15A Actuals (07/01/14 - 12/31/14) | | | | | | | | |
| 1 | Beginning Available Cash Balance (Actual 07/01/14) | 1,935,901 | | | | 63,388 | 575,127 | Col H including ppa \$79,967 |
| 2 | Revenue/Income (Actual 12/31/14) RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014 | 1,511,691 | | | | 747 | 624,413 | \$747 is interest from trust accounts |
| 3 | Expenditures for ROPS 14-15A Enforceable Obligations (Actual 12/31/14) RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q | 1,521,180 | | | | 64,135 | 538,466 | Col G \$64,135=747+63388. Col H has been reduced by such an amount. |
| 4 | Retention of Available Cash Balance (Actual 12/31/14) RPTTF amount retained should only include the amounts distributed as reserve for future period(s) | | | | | | | |
| 5 | ROPS 14-15A RPTTF Prior Period Adjustment RPTTF amount should tie to the self-reported ROPS 14-15A PPA in the Report of PPA, Column S | | | No entry required | | | 144,446 | |
| 6 | Ending Actual Available Cash Balance C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5) | \$ 1,926,412 | \$ - | \$ - | \$ - | \$ - | \$ 516,628 | |
| ROPS 14-15B Estimate (01/01/15 - 06/30/15) | | | | | | | | |
| 7 | Beginning Available Cash Balance (Actual 01/01/15) (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6) | \$ 1,926,412 | \$ - | \$ - | \$ - | \$ - | \$ 661,074 | |
| 8 | Revenue/Income (Estimate 06/30/15) RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015 | | | | | 36,870 | 195,910 | 14-15B RPTTF distribution withheld from RSA \$36,870 (legal fees in 13-14B admin.) General Fund has reimbursed this amount to Fund 315 after receiving the DOF letter dated 12/17/14. |
| 9 | Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 06/30/15) | | | | | | 310,821 | |
| 10 | Retention of Available Cash Balance (Estimate 06/30/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s) | | | | | | 438,657 | deposited into Low & Moderate Income Housing Fund 1/2/15. |
| 11 | Ending Estimated Available Cash Balance (7 + 8 - 9 - 10) | \$ 1,926,412 | \$ - | \$ - | \$ - | \$ 36,870 | \$ 107,506 | |

**REDEVELOPMENT SUCCESSOR AGENCY
CITY OF SUNNYVALE
ROPS 15-16A ADMINISTRATIVE BUDGET
July 1, 2015 – December 31, 2015**

This document constitutes the ROPS 15-16A Administrative Budget of the Redevelopment Successor Agency of the City of Sunnyvale. This Administrative Budget has been prepared by the Redevelopment Successor Agency (RSA) of the City of Sunnyvale and submitted to the Sunnyvale Oversight Board for approval in accordance with the requirements of Health and Safety Code Section 34177(j). The Administrative Budget accompanies the 15-16A Recognized Obligation Payment Schedule (ROPS) prepared pursuant to Health and Safety Code Section 34177(l) for the period January through June 2015.

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 For January 1, 2015 – June 30, 2015 (Health and Safety Code Section 34177(j)(1).

| Administrative Activities | Job Classification Services & Expenditures | Hours | 6-month Budget |
|--------------------------------------------------------------------|-------------------------------------------------------------------|-------|-------------------|
| 705320/706250/723125 – Successor Agency Administration | | | |
| - Prepare Administrative Budget | Director of Finance | 25 | \$4,801 |
| - Prepare Recognized Obligation Payment Schedule (ROPS) | Senior Management Analyst | 475 | \$53,609 |
| - Correspondence/Coordination with County re: Inquiries/Requests | Principal Accountant | 100 | \$9,751 |
| - Correspondence/coordination with State re: Inquiries/Requests | City Clerk | 10 | \$1,184 |
| - Oversight of property liquidation | Financial Services | | \$6,000 |
| - Oversight Board Staff Support | Allocations Charges (Space, IT, Supplies, Administrative Support) | | \$6,781 |
| - Annual Reporting | | | |
| - Annual Audit | | | |
| - Contract Management and Bill Payment | | | |
| 750510 – Legal Advice for RSA Issues – ROPS Administration | | | |
| - Legal Services Administration | City Attorney | 50 | \$10,518 |
| | Allocations Charges (Space, IT, Supplies, Administrative Support) | | \$947 |
| 750510 – RSA – ROPS Administration | | | |
| - Contract Legal Services to Assist in Winding Down the Former RDA | Legal Services | 100 | \$27,500 |

EXHIBIT B

| Administrative Activities (Continued) | Job Classification Services & Expenditures | Hours | 6-month Budget |
|---------------------------------------------------------------------------------------------------|-----------------------------------------------|-------|-------------------|
| City Wide Overhead – In Lieu | | | |
| - City Overhead Charges (Human Resources, Office of City Manager, Liability & Property Insurance) | City Overhead Charges | | \$12,333 |
| Total Administrative Budget | | | \$133,424 |
| Minimum Administrative Cost Allowance (3% of RPTTF allocated or \$125,000 whichever is greater). | | | \$125,000 |

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 2014/15 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 January – June 2015 ROPS, 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 \$125,000 for this six month 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 Sunnyvale to provide the staff services and office materials and equipment to administer the responsibilities of the RSA, and will draw upon services of outside legal and financial consultants (Goldfarb & Lipman LLP and Keyser Marston Associates), to provide special services for the wind-down of the former RDA to the extent City staff lacks the necessary expertise or capacity.