

RESOLUTION NO. 106-13-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 AND ADMINISTRATIVE BUDGET FOR THE PERIOD JANUARY THROUGH JUNE 2014, 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 13-14B 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 13-14B 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 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.

BE IT FURTHER RESOLVED that the Oversight Board hereby approves the Proposed ROPS 13-14B in the form presented to the Oversight Board and attached hereto as Exhibit A (the "Approved ROPS 13-14B").

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 2013-14 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 January through June 2014.

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 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 Approved ROPS 13-14B 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 at a regular meeting held on September 11, 2013, by the following vote:

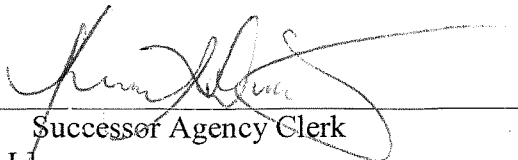
AYES: LEUNG, BRADLEY, MCELROY, PICARD, LEZOTTE

NOES: SNOW, BILICH

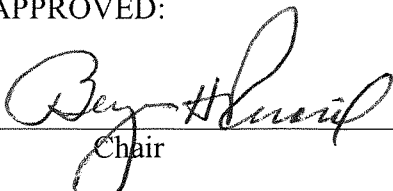
ABSTAIN:

ABSENT:


ATTEST:

By 
Successor Agency Clerk
[SEAL]

APPROVED:


Chair

APPROVED AS TO FORM:


Successor Agency Attorney

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

Filed for the January 1, 2014 through June 30, 2014 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 Sources (B+C+D):		
A	Bond Proceeds Funding (ROPS Detail)	\$ 223,925
B	Reserve Balance Funding (ROPS Detail)	-
C	Other Funding (ROPS Detail)	-
D		223,925
Enforceable Obligations Funded with RPTTF Funding (F+G):		
E	Non-Administrative Costs (ROPS Detail)	\$ 813,281
F	Administrative Costs (ROPS Detail)	688,281
G		125,000
Current Period Enforceable Obligations (A+E):		
H		\$ 1,037,206

Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
I	Enforceable Obligations funded with RPTTF (E):	813,281
J	Less Prior Period Adjustment (Report of Prior Period Adjustments Column U)	(20,006)
Adjusted Current Period RPTTF Requested Funding (I-J)		
K		\$ 793,275

County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
L	Enforceable Obligations funded with RPTTF (E):	813,281
M	Less Prior Period Adjustment (Report of Prior Period Adjustments Column AB)	-
Adjusted Current Period RPTTF Requested Funding (L-M)		
N		813,281

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.

Benjamin H. Picard, Chair Name Title
/s/ Benjamin H. Picard Signature Date
9/12/13

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 Sources						Total	Comments
											Bond Proceeds		Reserve Balance		RPTTF			
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	Other	Non-Admin	Admin	Total	Comments										
Fund Balance Information by ROPS Period																		
ROPS III Actuals (01/01/13 - 6/30/13)																		
	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)						577,029			\$ 577,029								
1	Revenue/Income (Actual 06/30/13) Note that the RPTTF amounts should tie to the ROPS III distributions from the County Auditor-Controller					241,574	138,855	144,780		\$ 525,209								
2	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					241,574	518,446	144,780		\$ 904,800								
3	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									\$ -								
4	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.						20,006			\$ 20,006								
5	Ending Actual Available Fund Balance (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 177,432	\$ -	\$ -	\$ 177,432								
ROPS 13-14A Estimate (07/01/13 - 12/31/13)																		
	Beginning Available Fund Balance (Actual 07/01/13) (C, D, E, G, and I + 4 + 6, F = H4 + F6, and H = 5 + 6)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 197,438	\$ -	\$ -	\$ 197,438								
7	Revenue/Income (Estimate 12/31/13) Note that the RPTTF amounts should tie to the ROPS 13-14A distributions from the County Auditor-Controller						408,758	125,000		\$ 533,758								
8	Expenditures for 13-14A Enforceable Obligations (Estimate 12/31/13)						586,190	125,000		\$ 711,190								
9	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									\$ -								
10	Ending Estimated Available Fund Balance (7 + 8 - 9 - 10)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,006	\$ -	\$ -	\$ 20,006								

EXHIBIT A

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			
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	Bonds Issued On or Before 12/31/10	11/6/2003	8/1/2022	U S Bank	1977 Bonds issued to fund redevelopment projects in the Central Core Project area, refunded in 1992 and again in 2003.	Central Core	\$ 58,467,731	N	\$ -	\$ -	\$ 223,925	\$ 810,156	\$ 125,000	\$ 1,159,081		
2	1998 Certificates of Participation (Parking Facility Refunding)	Bonds Issued On or Before 12/31/10	3/6/1988	10/1/2022	U S Bank	1978 Bonds issued to fund redevelopment projects in the Central Core Project area, refunded in 1992 and 1988.	Central Core	11,229,750	N			221,125			221,125		
3	Bond Co-tenants Other Than Principal and Interest Debt Service Payments	Bonds Issued On or Before 12/31/10	11/9/2003	10/1/2022	Professional services	Fees for trustee services, rebate analysis, disclosure consulting.	Central Core	40,674	N			2,800			2,800		
4	Repayment Obligations-1977 Loan Repayment Agreement	City/County Loans On or Before 6/27/11	5/1/1977	6/30/2014	City of Sunnyside	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/Construct on	6/2/2010	6/30/2026	Town Center Developer	As 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/Construct on	8/2/2010	6/30/2014	State Water Resources Control Board, legal fees and environmental work costs	Investigation and remediation of hazardous materials.	Central Core	1,336,348	N				342,301		342,301		
7	2010 Amended Disposition and Development and Owner Participation Agreement	Project Management Costs	8/2/2010	6/30/2014	Agency staff and professional services	To monitor and administer rights and obligations under the ADDOPA.	Central Core	515,402	N				12,000		12,000		
8	RDA Special Projects	Professional Services	1/1/2014	6/30/2014	Professional services	Technical and outside legal counsel services.	Central Core	147,430	N				15,000		15,000		
9	Administration and operation of Successor Agency	Admin Costs	1/1/2014	6/30/2014	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	Miscellaneous	4/24/2012	10/1/2022	City of Sunnyside	Under Section 3417(b), 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	11,229,750	N				223,925		223,925		
11	Legal fees	Legal	1/1/2014	6/30/2014	Goldfarb & Lipman	Litigation regarding enforceable obligations	Central Core	121,975	N				121,875		121,875		

Recognized Obligation Payment Schedule 13-14B - Notes

January 1, 2014 through June 30, 2014

Item #	Notes/Comments
1	Tab "ROPS Detail" Item 4. Contract termination date is a place holder until contract is paid in full.
2	Tab "ROPS Detail" Item 6. Contract termination date is a place holder until environmental remediation is complete.
3	Tab "ROPS Detail" Item 7. Contract termination date is a place holder until project management of obligations under the ADDOPA and environmental remediation is complete.
4	Tab "ROPS Detail" Item 8. Contract execution and termination date is a place holder for the appraisal of property as part of the property management plan upon receiving a finding of completion.
5	Tab "ROPS Detail" Item 9. Contract execution and termination date is a place holder for the six month ROPS period for the administration and operation of the Successor Agency.

**EXHIBIT B
REDEVELOPMENT SUCCESSOR AGENCY
CITY OF SUNNYVALE
ROPS 13-14B ADMINISTRATIVE BUDGET
January 1, 2014 – June 30, 2014**

This document constitutes the ROPS 13-14B 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 13-14B Recognized Obligation Payment Schedule (ROPS) prepared pursuant to Health and Safety Code Section 34177(l) for the period January through June 2014.

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, 2014 – June 30, 2014 (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	75	\$12,965
- Prepare Recognized Obligation Payment Schedule (ROPS)	Senior Management Analyst	400	\$41,025
- Correspondence/Coordination with County re: Inquiries/Requests	Principal Accountant	50	\$4,522
- Correspondence/Coordination with State re: Inquiries/Requests	City Clerk	50	\$5,121
- Oversight of property liquidation	Financial Services		\$10,000
Oversight Board Staff Support	Allocations Charges (Space, IT, Supplies, Administrative Support)		\$6,627
- Annual Reporting			
- Annual Audit			
- Due Diligence Review			
- Contract Management and Bill Payment			
750180 – Legal Advice for RSA Issues – ROPS Administration			
- Legal Services Administration	City Attorney	100	\$18,945
	Allocations Charges (Space, IT, Supplies, Administrative Support)		\$1,705
750330 – RSA – ROPS Administration			
- Contract Legal Services to Assist in Winding Down the Former RDA	Legal Services		\$25,000

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		\$11,300
Total Administrative Budget			\$137,210
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 2013/14 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 2014 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.