

RESOLUTION NO. OB 2012- 09

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR  
THE DISSOLVED REDEVELOPMENT AGENCY OF THE CITY OF EAST PALO ALTO  
APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE SIX  
MONTH PERIOD JANUARY 1 TO JUNE 30, 2013, AND MAKING RELATED  
FINDINGS AND DECLARATIONS AND TAKING RELATED ACTIONS IN  
CONNECTION THEREWITH

**WHEREAS**, on December 29, 2011, the California Supreme Court delivered its decision in *California Redevelopment Association v. Matosantos*, finding ABx1 26 (the "Dissolution Act") largely constitutional; and

**WHEREAS**, under the Dissolution Act and the California Supreme Court's decision in *California Redevelopment Association v. Matosantos*, all California redevelopment agencies, including the Redevelopment Agency of the City of East Palo Alto (the "Dissolved RDA"), were dissolved on February 1, 2012; and

**WHEREAS**, on January 10, 2012, the City Council (the "City Council") of the City of East Palo Alto (the "City") adopted resolution 4226 accepting for the City the role of Successor Agency to the Dissolved RDA (the "Successor Agency"); and

**WHEREAS**, under the Dissolution Act (as amended by AB 1484), the City, in its capacity as Successor Agency, must prepare a "Recognized Obligation Payment Schedule" ("ROPS") that enumerates the enforceable obligations and expenses of the Successor Agency for each successive six-month period until the wind down and disposition of assets of the dissolved RDA has been completed; and

**WHEREAS**, pursuant to the Dissolution Act, the duly constituted Oversight Board for the Successor Agency met at a duly noticed public meeting on May 9, 2012 to obtain an overview of the Second ROPS to consider specific obligations listed on the Second ROPS and to consider approval of the Second ROPS, among other approvals; and

**WHEREAS**, after reviewing the Second ROPS presented to and recommended for approval to the Oversight Board by Successor Agency staff, and after reviewing written and oral comments from the public relating thereto, the Oversight Board approved the Second ROPS; and

**WHEREAS**, Successor Agency staff transmitted the Second ROPS to the San Mateo County Auditor-Controller, the State Controller, and the State Department of Finance (DOF) on May 10, 2012; and

**WHEREAS**, the DOF reviewed the Second ROPS and disallowed the \$475,200 in local match of the federal earmark grant for Bay Road infrastructure improvements (page 1, item 22) and (b) disallowed the \$126,183 in employee costs for project implementation activities (page 1, item 31 as enforceable obligations; and

**WHEREAS**, the Oversight Board has reconsidered the aforementioned items and finds that such obligations constitute "enforceable obligations" and "recognized obligations" for all purposes of the Dissolution Act, as amended; and

**WHEREAS**, on July 12, 2012, the DOF notified all Successor Agencies that they are no longer accepting requests to reconsider denied items for the Second ROPS and directed requests to reconsider denied or disputed ROPS items be addressed in the January through June 2013 ROPS; and

**WHEREAS**, AB 1484 Section 34171 authorizes a separate line item on the ROPS for staff work on individual projects in addition to the \$250,000 allowed for administrative costs; and

**WHEREAS**, Successor Agency staff has prepared a ROPS for the six-month period commencing on January 1, 2013 and continuing through June 30, 2013 ("ROPS III") and has included the disallowed \$475,200 in local match of the federal earmark grant for Bay Road infrastructure improvements and the disallowed the \$126,183 in employee costs for project implementation activities from the Second ROPS as enforceable obligations; and

**WHEREAS**, under the Dissolution Act, ROPS III must be approved by the Successor Agency's oversight board (the "Oversight Board") to enable the Successor Agency to continue to make payments on enforceable obligations; and

**WHEREAS**, pursuant to the Dissolution Act, the duly constituted Oversight Board for the Successor Agency met at a duly noticed public meeting on August 16, 2012 to consider specific obligations listed on the ROPS III and to consider approval of the ROPS III, among other approvals; and

**WHEREAS**, after reviewing the ROPS III presented to and recommended for approval to the Oversight Board by Successor Agency staff, and after reviewing written and oral comments from the public relating thereto, the Oversight Board desires to approve the ROPS III, and to make the following accompanying findings, resolutions and determinations.

**NOW, THEREFORE, BE IT RESOLVED** that the Oversight Board of the Successor Agency for the Dissolved RDA hereby finds, resolves, and determines as follows:

**SECTION 1.** 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), establishment of a ROPS for the Successor Agency must be approved by the Oversight Board.

**SECTION 3.** The Oversight Board reviewed ROPS III attached hereto as Exhibit A. The Oversight Board hereby approves ROPS III in the form attached hereto including the agreements and obligations described in Exhibit A, and hereby determines that such agreements and obligations constitute "enforceable obligations" and "recognized

obligations" for all purposes of the Dissolution Act, as amended. In connection with such approval, the Oversight Board makes the specific findings set forth below.

**SECTION 4.** The Oversight Board has examined the items contained on ROPS III and finds that each of them is necessary for the continued maintenance and preservation of property owned by the Successor Agency until disposition and liquidation, 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.** 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 ROPS, included here as Exhibit A, and herein approved by the Oversight Board.

**SECTION 6.** The Oversight Board authorizes and directs the Successor Agency staff to take all actions necessary under the Dissolution Act to post ROPS III on the Successor Agency website, transmit the ROPS III to the Auditor-Controller and County Administrator of the County of San Mateo and to the State Controller and the State Department of Finance, and to take any other actions necessary to ensure the validity of ROPS III 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 ROPS III as may be necessary to correct errors and provide clarifications consistent with the requirements of the State Department of Finance and the intent of this Resolution, and the ROPS III as so modified shall thereupon constitute the ROPS III as approved by the Oversight Board pursuant to this Resolution.

**SECTION 7.** This Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code Section 34179(h).

**ADOPTED** on August 16, 2012 by the Members of the Oversight Board of the Successor Agency for the Redevelopment Agency of the City of East Palo Alto with the following vote, to wit:

AYES: John Doughty, Ruben Abrica, Megan Curtis, Reyna Farroles

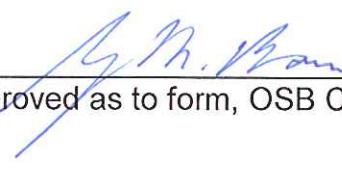
NOES: Michele Brancht

ABSENT: Ray Chow, Nicholas Jellins

ABSTAIN:

Ruben Abrica  
Chair

 8/16/12  
Oversight Board Secretary

 Approved as to form, OSB Counsel

**EXHIBIT "A"**

**Successor Agency Contact Information**

Name of Successor Agency:

City of East Palo Alto

County:

San Mateo

Primary Contact Name:

Edmund Suen

Primary Contact Title:

Finance Director

Address

2415 University Avenue, East Palo Alto,

CA 94303

Contact Phone Number:

650 853-3122

Contact E-Mail Address:

[esuen@cityofepa.org](mailto:esuen@cityofepa.org)

Secondary Contact Name:

Carlos Martinez

Secondary Contact Title:

Economic Development Manager

Secondary Contact Phone Number:

650 853-3195

Secondary Contact E-Mail Address:

[cmartinez@cityofepa.org](mailto:cmartinez@cityofepa.org)

**SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE**  
 Filed for the January 1, 2013 to June 30, 2013 Period

Name of Successor Agency: City of East Palo Alto

Outstanding Debt or Obligation		Total Outstanding Debt or Obligation
Current Period Outstanding Debt or Obligation		Six-Month Total
A Available Revenues Other Than Anticipated RPTTF Funding		\$ -
B Anticipated Enforceable Obligations Funded with RPTTF		\$ 1,783,500
C Anticipated Administrative Allowance Funded with RPTTF		\$ -
D Total RPTTF Funded (B + C = D)		\$ 1,783,500
E Total Current Period Outstanding Debt or Obligation (A + B + C = E) <i>(Should be same amount as ROPS form six-month total)</i>		\$ 1,783,500
F Enter Total Six-Month Anticipated RPTTF Funding ( <i>Obtain from county auditor-controller</i> )		\$ 1,783,500
G Enter Estimated Obligations Funded by RPTTF ( <i>Should be the lesser of Finance's approved RPTTF amount including admin allowance or the actual amount distributed</i> )		\$ 3,048,648
H Enter Actual Obligations Paid with RPTTF		\$ 2,675,028
I Enter Actual Administrative Expenses Paid with RPTTF		\$ 225,076
J Adjustment to Redevelopment Obligation Retirement Fund (G - (H + I) = J)		\$ 148,544
K Adjusted RPTTF ( <i>The total RPTTF requested shall be adjusted if actual obligations paid with RPTTF are less than the estimated obligation amount.</i> )		\$ 1,634,956

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.

RUBEN ABRICAT Chair, Oversight Board  
 Name \_\_\_\_\_  
Ruben Abricat Signature \_\_\_\_\_  
 Title \_\_\_\_\_  
 8/20/12 Date \_\_\_\_\_

Name of Successor Agency:

City of East Palo Alto

San Mateo

County:

Gateway (G); University Circle (UC); Ravenswood (R) Merged Project Areas

Oversight Board Approval Date: 8/16/2012

**RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)**  
**January 1, 2013 through June 30, 2013**

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source				
								LMI-HF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF
<b>Grand Total:</b>												
1	Repayment Agreement (06/19/99)	6/19/1989	upon full payment	City of East Palo Alto	Loan for Operation Advances	R	5,932,122	-	-	-	-	-
2	Repayment Agreement (06/19/99)	6/19/1989	upon full payment	City of East Palo Alto	Infrastructure Improvements	G.U.C.R	38,208,712	-	-	-	-	-
3	Repayment Agreement (02/21/95)	2/21/1995	upon full payment	City of East Palo Alto	Debt for Land Sold to Agency	G	6,036,452	-	-	-	-	-
4	Bay Road Infrastructure Improve	2005	Upon completion of project	City of East Palo Alto	Local match for Bay Road Infrastructure Improvements	G.U.C.R	1,900,000	475,200				475,200
5	2003 Tax Allocation Refunding Bonds, Series A	2003		2032	Wells Fargo Bank Trust	G.U.C	9,696,525	263,850				124,275
6	2003 Tax Allocation Refunding Bonds, Series B	2003		2032	Wells Fargo Bank Trust	G.U.C	5,547,226	266,276				94,622
7	2005 Revenue Bonds, Series A	2005		2029	Wells Fargo Bank Trust	G.U.C	25,262,860	1,414,454				391,492
8	Post Audit of Financial Transaction	TBD	Maze and Associates		post audit of financial transactions as required under AB 1484 section 34177 (n)	G.U.C.R	undetermined	8,200				8,200
9	Employee Costs for project implementation activities	2012	Upon completion of project activities	Employees of Agency	Payroll and Payroll-related Costs	G.U.C.R	undetermined	82,328				82,328
10	Due Diligence Review as mandated by AB 1484	8/13/2012	12/31/2012	CPA firm to be determined	Due diligence review performed by licensed accountant	G.U.C.R	6,000	6,000				6,000
11	Operating Subsidy Loan	5/4/2004	2026	Bay Road Housing LP	Court/ard Affordable Housing	R	840,000	60,000				
12	Bank Charges for Bond Fiscal Agent Management	1999	2032	Wells Fargo Bank Trust	Trustee administrative charges	G.U.C.R	152,150	6,550				
13	Bay Road Infrastructure Improvements	2005	Upon completion of project	City of East Palo Alto	Local match for Bay Road Infrastructure Improvements	G.U.C.R	not applicable; amount already included in line 4	475,200				475,200
14	Employee Costs for project implementation activities	2012	Upon completion of project activities	Employees of Agency	Payroll and Payroll-related Costs	G.U.C.R	undetermined	126,183				126,183

Name of Successor Agency:  
County:

City of East Palo Alto  
San Mateo

**RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) – Notes (Optional)**

January 1, 2013 through June 30, 2013

Item #	Notes/Comments
1	This obligation is evidenced by a repayment agreement between the City of East Palo Alto (City) and the East Palo Alto Redevelopment Agency (RDA) whereby the City advanced cash to provide operating funds for the Ravenswood Project Area to implement its redevelopment plan and to reduce blight. No payment is due for fiscal year 2012-13 pending receipt of a Certificate of Compliance from the State Dept of Finance. Upon receipt of the Certificate of Compliance, repayment is anticipated to resume in fiscal year 2013-14 as permitted under AB 1484.
2	This obligation is evidenced by an amendment to the 1989 repayment agreement between the City of East Palo Alto (City) and the East Palo Alto Redevelopment Agency (RDA) whereby the RDA would reimburse the City for infrastructure improvements obligations in the Ravenswood Project Area necessary to implement its redevelopment plan. No payment is due for fiscal year 2012-13 pending receipt of a Certificate of Compliance from the State Dept of Finance. Upon receipt of the Certificate of Compliance, repayment is anticipated to resume in fiscal year 2013-14 as permitted under AB 1484.
3	This obligation is for land sold from the City of East Palo Alto (City) to the East Palo Alto Redevelopment Agency (RDA) for which the City entered into a long term loan agreement whereby the RDA would repay the City over time. No payment is due for fiscal year 2012-13 pending receipt of a Certificate of Compliance, repayment is anticipated to resume in fiscal year 2013-14 as permitted under AB 1484.
4	This obligation represents the local match requirement of a federal earmark grant received in 2005 for the Bay Road Infrastructure Improvement Project. The project is for the design and construction of major infrastructure improvements on Bay Road from University Avenue to terminus at Cooley Landing in the Ravenswood Project Area. Congresswoman Anna Eshoo, with the support of our California delegation, secured Federal "earmark" grants for the project totaling \$10.8 million. A 20% local match of approximately \$2.7 million was required for the total cost of the project. The source of funding for the local match was intended to be tax increment funds from the Redevelopment Agency. Phase I of the project has been completed. Effective for the period of January 1 to June 30, 2012 (1st ROPS), Phases II and III of the project began with an estimated to cost \$11,879,000 of which \$9,503,000 is grant funded and the remaining \$2,376,000 is an enforceable obligation to be funded by RP-TTF over an approximate time frame of 2.5 years. As a result, \$475,200 has been identified as an enforceable obligation for each 6 month ROPS period (\$2,376,000 / 5 ROPS periods).
8	"Post audit of financial transactions" as required under AB 1484 section 34177 (n). Our auditor has indicated that they will need clarification from the DOF on scope of a "post audit". As a result, this is only an estimate and the total obligation cannot be determined at this time.
9	Project implementation activities performed by staff and approved by the Oversight Board. These costs are enforceable obligations that do not constitute administrative costs and specifically permitted under AB 1484 section 34177 (b).
10	Due diligence review as mandated by AB 1484. We have contacted several County approved CPA firm. Several of whom have declined to do the work due capacity constraints. The CPA profession has also indicated their reluctance to provide a firm quote to perform the work given the uncertainty in the procedures that are pending an approval by the State Dept of Finance (DOF). As a result, the amount of the obligation is an estimate.
11	Operating subsidy obligation based on loan agreement with developer of multi-family affordable rental housing project.
12	Fiscal Agent fees for administration of bond indebtedness
13	This enforceable obligation is for a local match for a federal earmark grant was included in the 2nd ROPS and disallowed items on the 2nd ROPS may be addressed in the 3rd ROPS. The Oversight Board has reconsidered this item and reapproved it for inclusion in the current ROPS. See note 4 for details of this obligation as well as the May 22, 2012 correspondence to the DOF regarding this enforceable obligation.
14	This term represents project implementation activities performed by staff and was included in the 2nd ROPS as an enforceable obligation as permitted under AB X126 (as amended by AB 1484). Nevertheless, it was disallowed by the DOF. Per the July 12 DOF notice, disallowed items on the 2nd ROPS may be addressed in the 3rd ROPS. The Oversight Board has reconsidered this item and reapproved it for inclusion in the current ROPS III. See note 9 for further explanation of these project implementation costs as well as the May 22, 2012 correspondence to the DOF regarding this enforceable obligation.
<b>Notes regarding Prior Period Estimated Obligations vs. Actual Payments for ROPS I, January 1, 2012 through June 30, 2012:</b>	
1-9	These are developer advances expended during the ROP I period. They are not funded by RP-TTF and have since been excluded in future ROPS starting with ROPS II.
10	The amount reported as "actual" represents accrued sick leave for the City's former RDA employees as of January 31, 2012. No payments have been made to these former RDA employees during the ROPS I period as each has been reassigned to work for the City.
11	The \$58,084 amount reported as "actual" represents accrued vacation leave for the City's former RDA employees as of January 31, 2012. The city has reassigned these former RDA employees to work for the City and paid out \$26,769 to them, leaving an unpaid obligation of \$31,295.
13a	This obligation represents the local match requirement of a federal earmark grant received in 2005 for the Bay Road Infrastructure Improvement Project. Since the City of East Palo Successor Agency did not receive the DOF approval letter until June 29, 2012, no payments were made for this obligation.
18	This item represents a toxic remediation obligation under an owner participation agreement. Since the City of East Palo Successor Agency did not receive the DOF approval letter until June 29, 2012, no payments were made for this obligation.
22	This obligation is funded by a grant and not RP-TTF. The \$150,000 amount reported as "actual" includes all obligations paid as well as billings not yet received from the vendor(s). However, it is included as "actual" in order to retain the funding for expected payments due during the period of July 1, 2012 to December 31, 2012.

Name of Successor Agency:  
County:  
Gateway (G); University Circle (UC); Ravenswood (R) Merged Project Areas  
City of East Palo Alto  
San Mateo

Pursuant to Health and Safety Code section 34186 (a)  
PRIOR PERIOD ESTIMATED OBLIGATIONS VS. ACTUAL PAYMENTS  
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS I)  
January 1, 2012 through June 30, 2012