

A G E N D A

REGULAR MEETING OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD

TUESDAY, JANUARY 19, 2021, 8:30 AM

ORANGE COUNTY AUDITOR-CONTROLLER OFFICE – via Zoom Webinar
1770 N. Broadway, First Floor, Room 117
Santa Ana, California 92706

ZOOM WEBINAR LINK:

https://us02web.zoom.us/webinar/register/WN_1AkImow_RhG4YU_q0ygMBw

BRIAN PROBOLSKY

Chairman

HON. STEVE JONES

Vice Chairman

CHARLES BARFIELD

Board Member

STEVE FRANKS

Board Member

CHRIS GAARDER

Board Member

DEAN WEST, CPA

Board Member

PHILLIP E. YARBROUGH

Board Member

Staff

Hon. Frank Davies, CPA, Auditor-Controller
Kathy Tavoularis
Zeshaan Younus
Amanda Hernandez

Counsel

Patrick K. Bobko

Clerk of the Board

Kathy Tavoularis

The Orange Countywide Oversight Board welcomes you to this meeting. This agenda contains a brief general description of each item to be considered. The Board encourages your participation. If you wish to speak on an item contained in the agenda, please complete a Speaker Form identifying the item(s) and deposit it in the Speaker Form Return box located next to the Clerk. If you wish to speak on a matter which does not appear on the agenda, you may do so during the Public Comment period at the close of the meeting. Except as otherwise provided by law, no action shall be taken on any item not appearing in the agenda. Speaker Forms are located next to the Speaker Form Return box. When addressing the Board, please state your name for the record prior to providing your comments.

****In compliance with the Americans with Disabilities Act, those requiring accommodation for this meeting should notify the Clerk of the Board 72 hours prior to the meeting at (714) 834-2458****

GUIDANCE FOR PUBLIC ACCESS TO REDUCE RISK OF COVID-19:

On March 12, 2020 and March 18, 2020, Governor Gavin Newsom enacted Executive Orders N-25-20 and N-29-20 authorizing a local legislative body to hold public meetings via teleconferencing and make public meetings accessible telephonically or electronically to all members of the public to promote social distancing due to the state and local State of Emergency resulting from the threat of Novel Coronavirus (COVID-19). Pursuant to Governor Newsom's Executive Orders N2520 and N2920, please be advised that some, or all, of the Orange Countywide Oversight Board may attend this meeting telephonically.

In accordance with Executive Order N-29-20, and in order to ensure the safety of the Board Members and staff and for the purposes of limiting the risk of COVID-19, in-person public participation at public meetings of the Board will not be allowed during the time period covered by the above-referenced Executive Orders.

A G E N D A

In the interest of maintaining appropriate social media distancing, the Orange Countywide Oversight Board encourages the public to participate by submitting emails at kathy.tavoularis@ac.ocgov.com by 7:30 AM the day of the meeting, or calling (714) 834-2458 and leaving a message before 7:30 AM the day of the meeting, if you want to provide comments on agenda items or other subject matters within the Orange Countywide Oversight Board's jurisdiction.

The Orange Countywide Oversight Board and Staff thank you in advance for taking all precautions to prevent spreading the COVID19 virus. If you have any questions, please contact the Orange County Auditor Controller's Office at (714) 834-2458

All supporting documentation is available for public review online at <http://ocauditor.com/ob/> or in person in the office of the Auditor-Controller located at 1770 North Broadway, Santa Ana, California 92706 during regular business hours, 8:00 a.m. - 5:00 p.m., Monday through Friday.

A G E N D A

REGULAR MEETING OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD

8:30 A.M.

1. Call to Order
2. Pledge of Allegiance
3. Approval of the Minutes from September 22, 2020
4. Adopt Resolutions Regarding Requests by Successor Agencies for Annual Recognized Obligation Payment Schedule (ROPS) and Administrative Budget
 - a. City of Orange
 - b. Fountain Valley
 - c. Garden Grove
 - d. Irvine
 - e. Mission Viejo
 - f. Seal Beach
5. Adopt Resolution of the Countywide Oversight Board Approving an Amendment to the Joint Exercise of Power Agreement of the Garden Grove Public Financing Authority
 - a. Garden Grove

COMMENTS & ADJOURNMENT:

PUBLIC COMMENTS:

At this time members of the public may address the Board on any matter not on the agenda but within the jurisdiction of the Board. The Board may limit the length of time each individual may have to address the Board.

STAFF COMMENTS:

- Next Meeting: Tuesday, January 26, 2021- via Zoom Webinar
- Regular Meeting for Amended ROPS, Draft Administrative Budgets (if desired), etc. will be September 21, 2021
- Form 700 is Due April 1

BOARD COMMENTS:

CLOSED SESSION:

ADJOURNMENT

NEXT MEETING:

Regular Meeting January 26, 2021, 8:30 AM

MINUTES

REGULAR MEETING OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD

September 22, 2020, 8:39 a.m. via ZOOM WEBINAR

1. CALL TO ORDER

A regular meeting of the Orange Countywide Oversight Board was called to order at 8:39 a.m. on September 22, 2020 via Zoom Webinar at a publicly available conference room at the Orange County Auditor-Controller's office, 1770 N. Broadway, Santa Ana, California by Chairman Brian Probolsky, presiding officer. He announced that the Board is adhering to the Governor's regulations and orders in conducting today's meeting remotely and mentioned the measures taken by the Oversight Board to remain accessible to the public.

Present:	7	Chairman:	Brian Probolsky
		Vice Chairman:	Steve Jones
		Board Member:	Chris Gaarder
		Board Member:	Charles Barfield
		Board Member:	Dean West
		Board Member:	Steve Franks
		Board Member:	Phil Yarbrough

Absent:	0	Board Member:	N/A
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Also present were Kathy Tavoularis, Staff and Clerk of the Board; Patrick "Kit" Bobko, Legal Counsel; Zeshaan Younus, Consultant; and Amanda Hernandez, Consultant's Administrative Support.

Kathy Tavoularis conducted roll call and noted a quorum as present.

2. PLEDGE OF ALLEGIANCE

Chairman Probolsky excused the Pledge of Allegiance due to the meeting being a webinar.

3. APPROVAL OF MINUTES FROM July 21, 2020

On the motion of Board Member Franks, seconded by Board Member Gaarder the minutes from the July 21, 2020 Board Meeting were approved with a unanimous vote.

4. ELECTION OF BOARD OFFICERS

Board Member Franks moved and Board Member Barfield seconded the continuation of the existing Chairman, Brian Probolsky, and Vice-Chairman, Steve Jones, to serve in their respective roles for the Orange Countywide Oversight Board in 2021.

Board Clerk Tavoularis noted the following votes:

YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough

NO – N/A

Motion carries unanimously.

5. ADOPTION OF THE 2021 MEETING SCHEDULE

Board Member Yarbrough moved and Board Member Gaarder seconded the approval of the 2021 meeting dates for the Orange Countywide Oversight Board.

Board Clerk Tavoularis noted the following votes:

YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough

NO – N/A

Motion carries unanimously.

6. ADOPT RESOLUTION REGARDING APPROVING AMENDMENT TO THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS)

a. Anaheim

Board Member Yarbrough moved and Board Member Gaarder seconded.

Board Clerk Tavoularis noted the following votes:

YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough

NO – N/A

Motion carries unanimously.

7. ADOPT RESOLUTION REGARDING APPROVING THE DISSOLUTION OF THE SUCCESSOR AGENCY TO THE CYPRESS REDEVELOPMENT AGENCY

a. Cypress

Board Counsel Bobko recommended the Board continue this item to the January Meeting to further review with the Cypress Successor Agency and the Auditor-Controller Property Tax staff. Chairman Probolsky announced that Item 7 will be continued.

8. ADOPT RESOLUTION REGARDING APPROVING AMENDMENT TO THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 20-21 (ROPS)

a. Fullerton

Stating an abundance of caution, Board Member Gaarder abstained. Board Member West moved and Board Member Jones seconded.

Board Clerk Tavoularis noted the following votes:
YES – Probolsky, Jones, Barfield, West, Franks, Yarborough
ABSTAINED - Gaarder
NO – N/A

Motion carries.

9. ADOPT RESOLUTION REGARDING APPROVING AMENDMENT TO THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS)

a. Garden Grove

Board Member Gaarder moved and Board Member Barfield seconded.

Board Clerk Tavoularis noted the following votes:
YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough
NO – N/A

Motion carries unanimously.

10. ADOPT RESOLUTION REGARDING APPROVING THE TRANSFER OF CERTAIN REAL PROPERTY

a. Garden Grove

Board Member Gaarder moved and Board Member Yarborough seconded.

Board Clerk Tavoularis noted the following votes:
YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough
NO – N/A

Motion carries unanimously.

11. ADOPT RESOLUTION REGARDING APPROVING THE LAST AND FINAL RECOGNIZED OBLIGATION PAYMENT SCHEDULE (L&F ROPS)

a. La Palma

Board Member Yarborough moved and Board Member Barfield seconded.

Board Clerk Tavoularis noted the following votes:

YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough
NO – N/A

Motion carries unanimously.

12. ADOPT RESOLUTION REGARDING APPROVING AMENDMENT TO THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS)

a. La Palma

Board Member West asked questions regarding the oversight of expenses. Responding, Michael Matsumoto, Interim Administrative Services Manager for the City of La Palma, stated that La Palma has proposed a 50% reduction of administrative costs and that the Department of Finance approved that reduction during the January ROPS. Board Member Barfield moved and Board Member Yarbrough seconded.

Board Clerk Tavoularis noted the following votes:

YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough
NO – N/A

Motion carries unanimously.

13. ADOPT RESOLUTION APPROVING FIRST AMENDMENT TO THE LAST AND FINAL ROPS

a. Stanton

Board Member Yarborough moved and Board Member Gaarder seconded.

Board Clerk Tavoularis noted the following votes:

YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough
NO – N/A

Motion carries unanimously.

14. ADOPT RESOLUTION REGARDING REQUEST APPROVING THE ISSUANCE OF REFUNDING BONDS BY THE SUCCESSOR AGENCY TO THE WESTMINSTER REDEVELOPMENT AGENCY

a. Westminster

Board Member Gaarder offered a motion to add the following language: “in regards to the 2011 Bonds” in the title. Board Member Barfield seconded the motion. Responding, Westminster Community Development Director, Alexa Smittle, announced that the City is fine with adding this language.

Board Clerk Tavoularis noted the following votes:
YES – Probolsky, Jones, Gaarder, Barfield, West, Franks, Yarborough
NO – N/A

Motion carries unanimously.

15. DIRECTION AND STRAW VOTES REGARDING REQUESTS BY SUCCESSOR AGENCIES FOR FY 2021-22 ADMINISTRATIVE BUDGETS (FINAL VOTES WILL OCCUR IN JANUARY ALONGSIDE ROPS ADOPTIONS)

Board Member Franks mentioned that he does not believe a straw vote for administrative budgets are necessary. Chairman Probolsky said that he believes taking them up as one item is appropriate rather than dividing them out. Board Member West commented on a few of the following items.

- a. Anaheim
 - i. No comment
- b. Fountain Valley
 - i. No comment
- c. Fullerton
 - i. Fullerton has made a significant effort to close out many of their items
- d. Huntington Beach
 - i. No comment
- e. Irvine
 - i. Irvine has offered a good example of what winding down items looks like
- f. Placentia
 - i. Placentia has lowered their administrative budget with justification
- g. Santa Ana
 - i. Santa Ana needs to consider lowering their administrative budget as the Department of Finance has stated an excess and is requesting the Oversight Board take action. If no adjustment is made, a granular justification of the current administrative costs along with detail is being requested.

COMMENTS AND ADJOURNMENT:

PUBLIC COMMENTS:

Board Clerk Tavoularis reported there are no public comments.

STAFF COMMENTS:

- Consultant Zeshaan Younus thanked participants for their attendance on the Zoom Webinar and asked that if future Webinars occur that representatives of Successor Agencies please add the name of their cities upon signing in.
- Clerk of the Board Kathy Tavoularis thanked the Board for approving the 2021 Board Meeting dates and mentioned that she will send 2021 calendar reminders out for the

Board and the Successor Agencies. She also mentioned that the location of the meetings would be determined at a later date as COVID-19 continues to have an impact on Board Room and meeting location closures.

- Clerk of the Board Kathy Tavoularis announced that Board Counsel and Staff have drafted and approved new Staff Report and Resolution templates that are now available on the Oversight Board Webpage to help with uniformity and consistent language.

BOARD COMMENTS:

- None

CLOSED SESSION:

Chairman Probolsky noted no closed session was needed.

ADJOURNMENT

Board Member Barfield moved for adjournment with a second from Board Member Yarborough. Chairman Probolsky adjourned the meeting at 9:19 a.m.

BRIAN PROBOLSKY
CHAIRMAN OF THE COUNTYWIDE OVERSIGHT BOARD

KATHY TAVOULARIS
CLERK OF THE BOARD

DATE

Orange Countywide Oversight Board

Date: 1/19/2021

Agenda Item No. 4a

From: Successor Agency to the City of Orange Redevelopment Agency

Subject: Resolution of the Countywide Oversight Board Approving Annual Recognized Obligation Payment Schedule (ROPS) and Administrative Budget

Recommended Action:

Approve resolution approving FY 2021-22 ROPS and Administrative Budget for the City of Orange Successor Agency

The City of Orange Successor Agency requests approval of the Recognized Obligation Payment Schedule (ROPS) and Administrative Budget for Fiscal Year 2021-2022.

The enforceable obligations included in the Annual ROPS are outstanding obligations and debts, for a request of \$5,648,331 from the Redevelopment Property Tax Trust Fund (RPTTF) distribution.

The Administrative Budget is \$51,094.

Resolution No. SAORA-034 was adopted on December 08, 2020 by the Governing Board of the Successor Agency to the Orange Redevelopment Agency. The City Council approved the Recognized Obligation Payment Schedule for the fiscal period covering July 1, 2021 through June 30, 2022 (ROPS 21-22), pursuant to Health and Safety Code Section 34177, and taking certain related actions.

Impact on Taxing Entities

The preparation and submittal of the ROPS 21-22 allows the Successor Agency to pay its enforceable obligations for the period from July 1, 2021 through June 30, 2022. Items listed on the ROPS 21-22 will be included in the City's FY 21-22 Annual Budget. The ROPS 21-22 shall become operative after it is approved by the Oversight Board and the State of California Department of Finance.

Attachments

- Proposed Oversight Board Resolution
- ROPS 21-22 for the July 1, 2021 to June 2022
- Successor Agency Governing Board Resolution No. SAORA-034

RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD
RESOLUTION NO. _____

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH
OVERSIGHT OF THE SUCCESSOR AGENCY TO THE CITY OF ORANGE *APPROVING*
THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE [ROPS] FY 21-22 A-B FOR THE
ANNUAL FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022, INCLUDING THE FY 21-
22 ADMINISTRATIVE BUDGET, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE
STATE DEPARTMENT OF FINANCE [DOF] PURSUANT TO DISSOLUTION LAW, AND
AUTHORIZING POSTING AND TRANSMITTAL THEREOF

WHEREAS, the City of Orange (“Former Agency”) was established as a community redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Orange (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation (“Dissolution Law”); and

WHEREAS, as of February 1, 2012 the Agency was dissolved pursuant to the Dissolution Law, and as a separate public entity, corporate and policy the Successor Agency to the City of Orange (“Successor Agency”) administers the enforcement obligations of the Former Agency and otherwise unwinds the Former Agency’s affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, pursuant to Health and Safety Code Section 34179(j) on July 1, 2018 the Orange Countywide Oversight Board (“Oversight Board”) has jurisdiction over the Successor Agency and all other successor agencies in Orange County; and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Orange Countywide Oversight Board, have fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Law; and

WHEREAS, Section 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, review and approved by the Successor Agency and then reviewed and approved by the Orange Countywide Oversight Board final review and approval by the State Department of Finance (“DOF”); and

WHEREAS, Section 34177(l) and 34177(o) of the Dissolution Law requires that the annual ROPS for the FY 21-22 A-B fiscal period of July 1, 2021 to June 30, 2022 (“ROPS FY 21-22 A-B”) shall be submitted to the DOF by the Successor Agency, after approval by the Orange Countywide Oversight Board, no later than February 1, 2021; and

WHEREAS, the ROPS 21-22, in the form required by DOF, is attached as Exhibit A and the Fiscal Year (“FY”) 21-22 Administrative Budget is attached as Exhibit B, and both attachments are fully incorporated by this reference; and

WHEREAS, the Orange Countywide Oversight Board has reviewed and considered the Successor Agency’s ROPS 21-22 A-B and desires to approve it and authorize and direct the Successor Agency staff to transmit the ROPS 21-22 A-B to the DOF, with copies to the County Executive Officer (“CEO”), County Auditor-Controller (“CAC”), and the State Controller’s Office (“SCO”) as required under the Dissolution Law;

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD:

SECTION 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

SECTION 2. The Orange Countywide Oversight Board hereby approves ROPS 21-22 A-B submitted therewith and incorporated by this reference, including the FY 21-22 administrative budget included herewith.

SECTION 3. The Orange Countywide Oversight Board authorizes transmittal of the ROPS 21-22 A-B to the DOF, with copies to the CEO, the CAC, and the SCO.

SECTION 4. The City of Orange’s [Finance Director/Treasurer] or authorized designee is directed to post this Resolution, including the ROPS 21-22 A-B, on the City/Successor Agency website pursuant to the Dissolution Law.

SECTION 5. Under Section 34179(h), written notice and information about certain actions taken by the Orange Countywide Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF’s choosing. The Orange Countywide Oversight Board’s action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review.

SECTION 6. The Clerk of the Board shall certify to the adoption of this Resolution.

RESOLUTION NO. SAORA-034

A RESOLUTION OF THE GOVERNING BOARD OF THE SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE FISCAL PERIOD FROM JULY 1, 2021 THROUGH JUNE 30, 2022, PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 AND TAKING CERTAIN RELATED ACTIONS.

WHEREAS, pursuant to Health and Safety Code Section 34177(o), the Successor Agency to the Orange Redevelopment Agency (the Successor Agency) must prepare a Recognized Obligation Payment Schedule listing the anticipated payments for enforceable obligations to be made by the Successor Agency during the fiscal period from July 1, 2021 through June 30, 2022 (ROPS 21-22) and submit ROPS 21-22 to the oversight board of the Successor Agency (the Oversight Board) for approval; and

WHEREAS, pursuant to Health and Safety Code Section 34177(1)(2)(B), at the same time that the Successor Agency submits ROPS 21-22 to the Oversight Board for approval, the Successor Agency must submit a copy of such ROPS 21-22 to the State Department of Finance (the DOF), the County administrative officer, and the County Auditor-Controller; and

WHEREAS, pursuant to Health and Safety Code Section 34177(1)(2) and Section 34177 (o)(1), the Successor Agency must: (i) submit the Oversight Board-approved ROPS 21-22 to the DOF, the Office of the State Controller, and the County Auditor-Controller no later than February 1, 2021, and (ii) post a copy of the Oversight Board-approved ROPS 21-22 on the Successor Agency's website.

NOW, THEREFORE, the Governing Board of the Successor Agency to the Orange Redevelopment Agency does hereby find, determine, resolve, and order as follows:

Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. ROPS 21-22, substantially in the form attached hereto as Exhibit A, is hereby approved. The Executive Director of the Successor Agency, in consultation with the Successor Agency's legal counsel, may modify ROPS 21-22 as the Executive Director or the Successor Agency's legal counsel deems necessary or advisable.

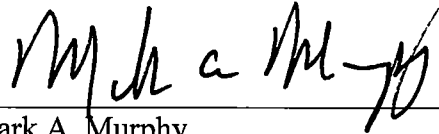
Section 3. Staff is hereby authorized and directed to submit a copy of ROPS 21-22 to the Oversight Board for approval and, at the same time, transmit a copy of ROPS 21-22 to the DOF, the County Auditor-Controller and the County administrative officer as designated by the County.

Section 4. Staff is hereby authorized and directed to submit a copy of Oversight Board-approved ROPS 21-22 to the DOF, the Office of the State Controller, and the County Auditor-Controller. If the Oversight Board has not approved ROPS 21-22 by February 1, 2021, Staff is hereby authorized and directed to transmit ROPS 21-22 to the DOF, the Office of the State Controller, and the County Auditor-Controller by February 1, 2021, with a written notification regarding the status of the Oversight Board's review. Written notice and information regarding the action of the Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF's choosing.

Section 5. Staff is hereby authorized and directed to post a copy of the Oversight Board-approved ROPS 21-22 on the Successor Agency's Internet website (being a page on the Internet website of the City of Orange).

Section 6. The officers and other Staff members of the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution, including but not limited to requesting additional review by the DOF and an opportunity to meet and confer on any disputed items, and making adjustments to ROPS 21-22 pursuant to the DOF's instructions, and any such actions previously taken are hereby ratified and confirmed.

PASSED AND ADOPTED this 8th day of December 2020.



Mark A. Murphy
Chairperson of the Successor Agency

ATTEST:

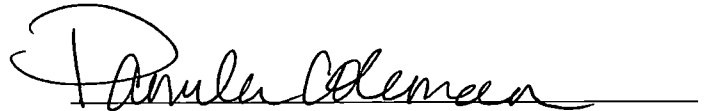


Pamela Coleman
Clerk of the Successor Agency
to the Orange Redevelopment Agency

STATE OF CALIFORNIA)
COUNTY OF ORANGE)
CITY OF ORANGE)

I hereby certify that the foregoing Resolution was duly and regularly adopted by Governing Board of the Successor Agency to the Orange Redevelopment Agency at a regular meeting thereof held on the 8th day of December 2020, by the following vote:

AYES: BOARD MEMBERS: Alvarez, Murphy, Nichols, Monaco, Barrios,
Dumitru, and Gutierrez
NOES: BOARD MEMBERS: None
ABSENT: BOARD MEMBERS: None
ABSTAIN: BOARD MEMBERS: None


Pamela Coleman
Clerk of the Successor Agency
to the Orange Redevelopment Agency

Attachment: Exhibit A

EXHIBIT A

**SUCCESSOR AGENCY TO THE ORANGE REDEVELOPMENT AGENCY
RECOGNIZED OBLIGATION PAYMENT SCHEDULE
(July 1, 2021 – June 30, 2022)**

Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period

Successor Agency: Orange City

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)

21-22A Total 21-22B Total ROPS 21-22
(July - December) (January - June) Total

A Enforceable Obligations Funded as Follows (B+C+D)	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 2,822,125	\$ 2,826,206	\$ 5,648,331
F RPTTF	2,796,578	2,800,659	5,597,237
G Administrative RPTTF	25,547	25,547	51,094
H Current Period Enforceable Obligations (A+E)	\$ 2,822,125	\$ 2,826,206	\$ 5,648,331

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 aboved named successor agency.

_____ Name	_____ Title
_____ Signature	_____ Date

Orange City
 Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail
 July 1, 2021 through June 30, 2022

A Item #	B Project Name	C Obligation Type	D Agreement Execution Date	E Agreement Termination Date	F Payee	G Description	H Project Area	I Total Outstanding Debt or Obligation	J Retired	K ROPS 21-22 Total	L M N O P ROPS 21-22A (Jul - Dec)					Q 21-22A Total	R S T U V ROPS 21-22B (Jan - Jun)					W 21-22B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
2	2008 A&B and 2014A Bonds	Fees	6/1/1997	9/1/2037	US Bank	Fiscal agent fees	Orange Merged	174,165	Y	\$ -	\$ -	\$ -	\$ -	\$ 2,796,578	\$ 25,547	\$ 2,822,125	\$ -	\$ -	\$ -	\$ -	\$ 2,800,659	\$ 25,547	\$ 2,826,206
3	2008 A&B and 2014A Bonds	Fees	6/1/1997	9/1/2037	Willdan	Bond disclosure fee	Orange Merged	172,450	Y	\$ -						\$ -							\$ -
4	2008 A&B and 2014A Bonds	Fees	5/22/2012	9/1/2037	Richards, Watson & Gershon	Bond counsel	Orange Merged	11,500	N	\$ 2,000					1,000	\$ 1,000						1,000	\$ 1,000
8	Orange City Mills	Business Incentive Agreements	9/10/1996	1/20/2019	Mills Limited Partnership	Promissory note based on performance	Orange Merged	0	Y	\$ -						\$ -							\$ -
49	Retirement Cost Obligation	Unfunded Liabilities	8/16/1983	7/5/2039	Cal PERS	Future retirement cost obligation	Orange Merged		Y	\$ -						\$ -							\$ -
60	2008 Tax Allocation Bonds Series A	Bonds Issued On or Before 12/31/10	5/1/2008	5/1/2038	US Bank	To fund Orange Merged & Amended	Orange Merged	0	Y	\$ -						\$ -							\$ -
61	2008 Tax Allocation Bonds Series B	Bonds Issued On or Before 12/31/10	5/1/2008	5/1/2038	US Bank	To fund Orange Merged & Amended	Orange Merged	4,535,269	N	\$ 657,737			327,078			\$ 327,078				330,659			\$ 330,659
70	Successor Agency Administrative Costs	Admin Costs	8/16/1983	7/5/2039	various	Costs for maintaining Successor Agency operations	Orange Merged	250,000	N	\$ 32,794					16,397	\$ 16,397					16,397		\$ 16,397
128	2014 Tax Allocation Refunding Bonds Series A	Bonds Issued After 12/31/10	12/4/2014	9/1/2023	US Bank	2014 Bond Refunding of the 1997 Tax Allocation Parity Bonds, Series A and the 2003 Tax Allocation Refunding Bonds, Series A. DOF approved Resolution No. OB-0055 that authorized the bond refunding	Orange Merged	11,821,750	N	\$ 4,029,500			2,014,500			\$ 2,014,500				2,015,000			\$ 2,015,000
130	2018 Tax Allocation Refunding Bonds Series A	Bonds Issued After 12/31/10	7/12/2018	9/1/2036	US Bank	2018 Bond Refunding of the 2008 Tax Allocation Bonds, Series A. DOF approved Resolution No. OB-0078 that authorized the bond refunding and	Orange Merged	30,025,250	N	\$ 910,000			455,000			\$ 455,000				455,000			\$ 455,000
131	2008B, 2014A, & 2018A Bonds	Fees	6/1/1997	9/1/2036	US Bank	Fiscal agent fees	Orange Merged	80,400	N	\$ 8,300					4,150	\$ 4,150						4,150	\$ 4,150
132	2008B, 2014A, & 2018A Bonds	Fees	6/1/1997	9/1/2036	Willdan	Bonds disclosure/arbitrage fees	Orange Merged	71,400	N	\$ 8,000					4,000	\$ 4,000						4,000	\$ 4,000

Orange City Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
(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. 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	
		Fund Sources						
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF		
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments	
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount	2,630,554	53	2,404,886	998,454	4,062,344	E,F, G =7,465,684	
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller	4,319	1,497		154,744	6,050,882	G2: ROPS 18-19B RPTTF \$4,050,837 + ROPS 19-20A RPTTF \$2,000,045= \$6,050,882	
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)	2,631,952	1,327		214,198	5,849,792	E4+G3+ 50% of 2008B & 2014A \$197,500 + 1,570000 = 8,927,697 = PPA Actual Exp	
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			1,310,405		3,767,545	G4: ROPS 19-20A RPTTF \$2,000,045 + 50% 2008B \$197,500 + 50% 2014A \$1,570,000 (Sept 19)	
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form ubmitted to the CAC	No entry required					495,889	ROPS 18-19 PPA
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$ 2,921	\$ 223	\$ 1,094,481	\$ 939,000	\$ 0		



Transmitted via e-mail

April 10, 2020

Will Kolbow, Finance Director
City of Orange
300 East Chapman Avenue
Orange, CA 92866

2020-21 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Orange Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2020 through June 30, 2021 (ROPS 20-21) to the California Department of Finance (Finance) on January 22, 2020. Finance has completed its review of the ROPS 20-21.

Based on a sample of line items reviewed and application of the law, Finance is approving all of the items listed on the ROPS 20-21 at this time. However, Finance notes the following:

The administrative costs claimed are within the fiscal year administrative cap pursuant to HSC section 34171 (b) (3). However, Finance notes the Oversight Board (OB) has approved an amount that appears excessive, given the number and nature of the obligations listed on the ROPS. HSC section 34179 (i) requires the OB to exercise a fiduciary duty to the taxing entities. Therefore, Finance encourages the OB to apply adequate oversight when evaluating the administrative resources necessary to successfully wind-down the Agency.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations (prior period adjustments) for the July 1, 2017 through June 30, 2018 (ROPS 17-18) period. Reported differences in Redevelopment Property Tax Trust Fund (RPTTF) are used to offset current RPTTF distributions. The amount of RPTTF authorized includes the prior period adjustment (PPA) resulting from the County Auditor-Controller's review of the PPA form submitted by the Agency.

The Agency's maximum approved RPTTF distribution for the reporting period is \$5,451,423, as summarized in the Approved RPTTF Distribution table (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2020 through December 31, 2020 period (ROPS A period), and one distribution for the January 1, 2021 through June 30, 2021 period (ROPS B period), based on Finance's approved amounts. Since this determination is for the entire ROPS 20-21 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

If the Agency disagrees with our determination with respect to any items on the ROPS 20-21, except items which are the subject of litigation disputing our previous or related determinations, the Agency may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available on our website:

http://dof.ca.gov/Programs/Redevelopment/Meet_And_Confer/

The Agency must use the RAD App to complete and submit its Meet and Confer request form.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 20-21. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be deemed denied until the matter is resolved.

The ROPS 20-21 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 20-21 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Anna Kyumba, Supervisor, or Thong Thao, Staff, at (916) 322-2985.

Sincerely,



 JENNIFER WHITAKER
Program Budget Manager

cc: Rick Otto, Assistant City Manager, City of Orange
Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution July 2020 through June 2021			
	ROPS A	ROPS B	ROPS 20-21 Total
RPTTF Requested	\$ 2,792,591	\$ 2,796,578	\$ 5,589,169
Administrative RPTTF Requested	18,670	24,150	42,820
Total RPTTF Requested	2,811,261	2,820,728	5,631,989
RPTTF Authorized	2,792,591	2,796,578	5,589,169
Administrative RPTTF Authorized	18,670	24,150	42,820
ROPS 17-18 prior period adjustment (PPA)	(180,566)	0	(180,566)
Total RPTTF Approved for Distribution	\$ 2,630,695	\$ 2,820,728	\$ 5,451,423

Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period

Successor Agency: Orange City

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)

21-22A Total 21-22B Total ROPS 21-22
(July - December) (January - June) Total

A Enforceable Obligations Funded as Follows (B+C+D)	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 2,822,125	\$ 2,826,206	\$ 5,648,331
F RPTTF	2,796,578	2,800,659	5,597,237
G Administrative RPTTF	25,547	25,547	51,094
H Current Period Enforceable Obligations (A+E)	\$ 2,822,125	\$ 2,826,206	\$ 5,648,331

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 aboved named successor agency.

 Name Title

 Signature Date

Orange City
Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail
July 1, 2021 through June 30, 2022

A	B	C	D	E	F	G	H	I	J	K	L M N O P					Q	R S T U V					W
											ROPS 21-22A (Jul - Dec)						ROPS 21-22B (Jan - Jun)					
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
										\$ 5,648,331	\$ -	\$ -	\$ -	\$ 2,796,578	\$ 25,547	\$ 2,822,125	\$ -	\$ -	\$ -	\$ 2,800,659	\$ 25,547	\$ 2,826,206
2	2008 A&B and 2014A Bonds	Fees	6/1/1997	9/1/2037	US Bank	Fiscal agent fees	Orange Merged	174,165	Y	\$ -						\$ -						\$ -
3	2008 A&B and 2014A Bonds	Fees	6/1/1997	9/1/2037	Willdan	Bond disclosure fee	Orange Merged	172,450	Y	\$ -						\$ -						\$ -
4	2008 A&B and 2014A Bonds	Fees	5/22/2012	9/1/2037	Richards, Watson & Gershon	Bond counsel	Orange Merged	11,500	N	\$ 2,000					1,000	\$ 1,000					1,000	\$ 1,000
8	Orange City Mills	Business Incentive Agreements	9/10/1996	1/20/2019	Mills Limited Partnership	Promissory note based on performance	Orange Merged	0	Y	\$ -						\$ -						\$ -
49	Retirement Cost Obligation	Unfunded Liabilities	8/16/1983	7/5/2039	Cal PERS	Future retirement cost obligation	Orange Merged		Y	\$ -						\$ -						\$ -
60	2008 Tax Allocation Bonds Series A	Bonds Issued On or Before 12/31/10	5/1/2008	5/1/2038	US Bank	To fund Orange Merged & Amended	Orange Merged	0	Y	\$ -						\$ -						\$ -
61	2008 Tax Allocation Bonds Series B	Bonds Issued On or Before 12/31/10	5/1/2008	5/1/2038	US Bank	To fund Orange Merged & Amended	Orange Merged	4,535,269	N	\$ 657,737				327,078		\$ 327,078				330,659		\$ 330,659
70	Successor Agency Administrative Costs	Admin Costs	8/16/1983	7/5/2039	various	Costs for maintaining Successor Agency operations	Orange Merged	250,000	N	\$ 32,794					16,397	\$ 16,397					16,397	\$ 16,397
128	2014 Tax Allocation Refunding Bonds Series A	Bonds Issued After 12/31/10	12/4/2014	9/1/2023	US Bank	2014 Bond Refunding of the 1997 Tax Allocation Parity Bonds, Series A and the 2003 Tax Allocation Refunding Bonds, Series A. DOF approved Resolution No. OB-0055 that authorized the bond refunding	Orange Merged	11,821,750	N	\$ 4,029,500				2,014,500		\$ 2,014,500				2,015,000		\$ 2,015,000
130	2018 Tax Allocation Refunding Bonds Series A	Bonds Issued After 12/31/10	7/12/2018	9/1/2036	US Bank	2018 Bond Refunding of the 2008 Tax Allocation Bonds, Series A. DOF approved Resolution No. OB-0078 that authorized the bond refunding and	Orange Merged	30,025,250	N	\$ 910,000				455,000		\$ 455,000				455,000		\$ 455,000
131	2008B, 2014A, & 2018A Bonds	Fees	6/1/1997	9/1/2036	US Bank	Fiscal agent fees	Orange Merged	80,400	N	\$ 8,300					4,150	\$ 4,150					4,150	\$ 4,150
132	2008B, 2014A, & 2018A Bonds	Fees	6/1/1997	9/1/2036	Willdan	Bonds disclosure/arbitrage fees	Orange Merged	71,400	N	\$ 8,000					4,000	\$ 4,000					4,000	\$ 4,000

Orange City Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
(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. 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	
		Fund Sources						
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF		
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments	
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount	2,630,554	53	2,404,886	998,454	4,062,344	E,F, G □7,465,684	
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller	4,319	1,497		154,744	6,050,882	G2 □ ROPS 18-19B RPTTF \$4,050,837 □ ROPS 19-20A RPTTF \$2,000,045 □ \$6,050,882	
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)	2,631,952	1,327		214,198	5,849,792	E4 □ G3 □ 50% of 2008B & 2014A \$197,500 □ 1,570,000 □ 8,927,697 □ PPA Actual Exp	
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			1,310,405		3,767,545	G4 □ ROPS 19-20A RPTTF \$2,000,045 □ 50% 2008B \$197,500 □ 50% 2014A \$1,570,000 (Sept 19)	
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form ubmitted to the CAC	No entry required					495,889	ROPS 18-19 PPA
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$ 2,921	\$ 223	\$ 1,094,481	\$ 939,000	\$ 0		

Orange City
Recognized Obligation Payment Schedule (ROPS 20-21) - Notes
July 1, 2020 through June 30, 2021

Item #	Notes/Comments
4	
61	
70	
128	
130	
131	
132	

**City of Orange
FY21-22 ROPS
Administrative Budget**

		2008B Bonds 940.9810.52440	2014A Bonds 940.9810.52440	2018A Bonds 940.9810.52440	Total
1	Trustee fee from US Bank	2,700	2,500	3,100	8,300
2	Willdan Annual disclosure Service	1,100	1,100	2,500	4,700
	Willdan Arbitage fee		2,800		2,800
	Willdan ten largarest property tax table pass through fee				400
	Willdan OC appeals database pass through fee				100
					<u>8,000</u>
3	Attorney fees : Richards, Watson & Gershon				2,000
4	Admin Salary (see "Administrative Salary Estimate")				32,794
Total	Administrative Budget for ROPS 20-21				<u>51,094</u>

**City of Orange
Administrative Salary estimate
ROPS FY 21-22**

	Annual	Twice a year	Quarterly	Monthly	One time	Total Annual	Billable Hourly Rate	Amount
City Manager					2	2	173	346.00
Assistant City Manager / Administrator	2		5		6	28	144	4,032.00
Assistant Finance Director	4				2	6	110	660.00
Chief Clerk					3	3	86	258.00
Investment Revenue Officer				3		36	78	2,808.00
Accounting Manager	96	11		3	0	154	79	12,166.00
Senior Accountant	60					60	67	4,020.00
Accountant				3		36	58	2,088.00
Senior Admin Analyst			10			40	73	2,920.00
A/R Senior Finance Clerk				5		60	46	2,760.00
A/P Senior Finance Clerk		8				16	46	736.00
	162	19	15	14	11	441		32,794.00

16,397.00 July to Dec
16,397.00 Jan to June

Staff time notes:

FY21-22

Assistant City Manager / Director of Admin. Svc	-Annual review of ROPS or PPA	2
	-Staff meetings	2
	-Attend oversight board meetings/other one time meetings	24
Assistant Finance Director	-Annual review of Prior Period Adjustr	4
	-Staff meetings	2
Revenue Officer		36
Accounting Manager	-Prior Period Adjustment	40
	-Year end audit schedules/prepare CAFR section/work with auditors	36
	-Staff meetings	2
	-Review and process enforceable obligations for bond payments (twice a year)	10
	-Review and process enforceable obligations for admin fees	10
	-Monthly journal entry to record commercial loan balances (3 hrs monthly)	36
	-Annual ROPS	20
Senior Accountant	-Prior Period Adjustment	40
	-Annual ROPS	20
Accountant	JV	36
City Manager	-Meetings	2
Chief Clerk	-Meetings	3
Aaron	-Review contract and compliance	40
AP Sr Finance Clerk (2 staffs)	-Enter wire for bond payments / -Invoice payment for attorney and bank fee	16
	-Invoice, MR receipts, reconcile commercial loans invoice - 5 hrs monthly	60
A/R Senior Finance Clerk		60

441

City of Orange
Administrative cost estimate for ROPS

	Annual	Twice a year	Quarterly	Monthly	One time	Annual	Billable	
							Hourly Rate	Amount
City Manager					2	2	154	308.00
Assistant City Manager / Administr	2		5		6	28	136	3,808.00
Assistant Finance Director	4				2	6	94	564.00
Chief Clerk					3	3	90	270.00
Investment Revenue Officer					3	36	71	2,556.00
Accounting Manager	72	11		3	0	130	73	9,490.00
Accountant				3		36	56	2,016.00
Senior Admin Analyst			10			40	68	2,720.00
A/R Senior Finance Clerk					5	60	45	2,700.00
A/P Senior Finance Clerk		8				16	45	720.00
	78	19	15	14	11	357		25,152.00
								12,600.00 July to Dec 20
								12,660.00 Jan to June 21

Staff time notes:	Annual Hours	FY20-21	FY21-22	Fy 22-23	FY20-22	FY22-23	23-24	24-25	25-26	26-27	27-28	28-29	29-30	30-31	31-32	32-33	33-34	34-35	35-36	36-37	
Assistant City Manager / Director of Admin. Svc	-Annual review of ROPS or PPA	2	2	2	2	2															
	-Staff meetings	2	2	2	2	2															
	-Attend oversight board meetings/other one time meetings	24	24	24	24	24															
Assistant Finance Director	-Annual review of Prior Period Adjust	4	4	4	4	4															
	-Staff meetings	2	2	2	2	2															
Revenue Officer		36	36	36	36	36															
Accounting Manager	-Prior Period Adjustment	36	36	36	36	36															
	-Year end audit schedules/prepare CAFR section/work with auditors	36	36	36	36	36															
	-Staff meetings	2	2	2	2	2															
	-Review and process enforceable obligations for bond payments (twice a year)	10	10	10	10	10															
	-Review and process enforceable obligations for admin fees	10	10	10	10	10															
	-Monthly journal entry to record commercial loan balances (3 hrs monthly)	36	36	36	36	36															
Accountant	JV	36	36	36	36	36															
City Manager	-Meetings	2	2	2	2	2															
Chief Clerk	-Meetings	3	3	3	3	3															
Aaron	-Review contract and compliance	40	40	40	40	40															
AP Sr Finance Clerk (2 staffs)	-Enter wire for bond payments / -Invoice payment for attorney and bank fee	16	16	16	16	16															
	-Invoice, MR receipts, reconcile commercial loans invoice - 5 hrs monthly	60	60	60	60	60															
A/R Senior Finance Clerk		60	60	60	60	60															
		357	357	357	357	357															
		25,152.00	25,152.00	25,152.00	25,152.00	25,152.00	27225.33369	27769.84	28325.24	28891.74	29469.58	30058.97	30660.15	31273.35	31898.82	32536.79	33187.53	33851.28	34528.31	35218.87	35923.25
	2%	25,655.04	25,655.04	26,168.14	26,691.50	27,225.33369															

Orange Countywide Oversight Board

Agenda Item No. 4b

Date: 1/19/2021

From: Successor Agency to the Fountain Valley Agency for Community Development

Subject: Resolution of the Countywide Oversight Board Approving the Fountain Valley Recognized Obligation Payment Schedule (ROPS) 21-22 A-B

Recommended Action:

Adopt resolution approving the Fountain Valley Successor Agency Recognized Obligation Payment Schedule for the 21-22 A-B Fiscal Period of July 1, 2021 to June 30, 2022 and Administrative Budget for Fiscal Year 21-22.

The Successor Agency to the Fountain Valley Agency for Community Development ("Successor Agency") requests approval of its Recognized Obligation Payment Schedule for the 21-22 A-B annual fiscal period of July 1, 2021 to June 30, 2022 ("ROPS 21-22 A-B") and approval of the administrative budget for Fiscal Year 21-22 ("FY 21-22"), subject to submittal to and review by the State Department of Finance ("DOF").

Under Section 34171(h), the ROPS is "the document setting forth the minimum payment amounts and due dates of payments required by enforceable obligations for each fiscal year as provided in subdivision (o) of Section 34177." Under the mandatory dates in the Dissolution Law, the Successor Agency must submit a copy of the ROPS 21-22 A-B, after approval from the Orange Countywide Oversight Board ("Oversight Board"), and transmittal to the County Administrative Officer ("CAO"), County Auditor-Controller ("CAC"), State Controller's Office ("SCO"), and DOF by February 1, 2021.

The ROPS 21-22 A-B contains the same enforceable obligations listed on the ROPS 20-21 A-B. There are no new line items on the ROPS 21-22 A-B, which include:

- *Owner Participation Agreement - Fry's (Line Item 6):* Item 6 is an enforceable obligation pursuant to an Owner Participation Agreement with Fry's Electronics, Inc. entered into prior to dissolution. This line item will be retired on July 14, 2025, per the agreement;
- *Palm Island Development Agreement (Line Item 9):* Item 9 is an enforceable obligation pursuant to an Owner Participation Agreement with Fountain Valley Senior Housing, LLC entered into prior to dissolution. This line item will be retired on November 16, 2026, per the agreement;
- *Successor Agency Administration (Line Item 10):* Although every successor agency may receive an administrative cost allowance, the formula under the Dissolution Law does not allow funds for this purpose to be distributed in 2021-22.

The administrative allowance is limited to the greater of \$250,000 per year, or three percent (3%) of the Redevelopment Property Tax Trust Fund ("RPTTF") distributed in the prior fiscal

year, excluding the administrative allowance and any City/Former Agency loan repayments. However, the administrative allowance cannot exceed 50 percent (50%) of RPTTF distributed in the prior fiscal year, excluding the administrative allowance and any City/Former Agency loan repayments. In the ROPS 20-21 A-B period, the Successor Agency received \$0 of RPTTF, excluding all administrative allowance. For this reason, no administrative cost allowance will be funded from RPTTF during 2021-22, and the City General Fund would be responsible for these costs, which are not expected to exceed \$14,536.

- The Successor Agency adopted a resolution (copy attached) approving the ROPS 21-22 A-B and FY 21-22 administrative budget at its meeting on December 15, 2020. After review and action by this Oversight Board, if approved, then Successor Agency staff will transmit ROPS 21-22 A-B to the DOF, with copies to the CAO, CAC, and SCO. Upon receipt of an oversight board-approved ROPS, DOF has 45 days to make its determination of the enforceable obligations, including amounts and funding sources. Within five business days of DOF's determination, the Successor Agency may request additional review and an opportunity to meet and confer on disputed items. DOF has until 15 days prior to the date for property tax distribution to make its final decision after the meet and confer. The RPTTF distribution dates for the ROPS 21-22A period and 21-22B period are on or about June 1, 2021 and January 2, 2022, respectively.

Impact on Taxing Entities

The proposed ROPS 21-22 A-B will reduce the RPTTF distribution to all other taxing entities by \$100,000 in the 21-22 A period and by \$20,000 in the 21-22 B period.

Staff Contact

Jennifer Lampman, Finance Director, is the primary staff contact on this item and can be contacted via email at Jennifer.Lampman@fountainvalley.org.

Attachments

1. Orange Countywide Oversight Board Resolution Approving the ROPS 21-22
2. Exhibit A: Recognized Obligation Payment Schedule 21-22 A-B
3. Exhibit B: Fiscal Year 21-22 Administrative Budget
4. Successor Agency Resolution Approving ROPS 21-22 A-B

OVERSIGHT BOARD RESOLUTION NO. ____

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 21-22 A-B FOR THE ANNUAL FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022, INCLUDING THE FY 21-22 ADMINISTRATIVE BUDGET, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE STATE DEPARTMENT OF FINANCE PURSUANT TO DISSOLUTION LAW, AND AUTHORIZING POSTING AND TRANSMITTAL THEREOF

WHEREAS, the Fountain Valley Agency for Community Development (“Former Agency”) was established as a redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Fountain Valley (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation (“Dissolution Law”); and

WHEREAS, as of February 1, 2012 the Agency was dissolved pursuant to the Dissolution Law, and as a separate public entity, corporate and politic the Successor Agency to the Fountain Valley Agency for Community Development (“Successor Agency”) administers the enforceable obligations of the Former Agency and otherwise unwinds the Former Agency’s affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, pursuant to Section 34179(j) of the Dissolution Law, in every California county there shall be only one oversight board that is staffed by the county’s auditor-controller; and

WHEREAS, as of and after July 1, 2018, the Orange Countywide Oversight Board (“Oversight Board”) has jurisdiction over the Successor Agency and all other successor agencies in Orange County; and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Oversight Board, have fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Law; and

WHEREAS, Sections 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, reviewed and approved by the Successor Agency and then reviewed and approved by the Oversight Board before final review and approval by the State Department of Finance (“DOF”); and

WHEREAS, Section 34177(o) of the Dissolution Law requires that the annual ROPS for the 21-22 A-B fiscal period of July 1, 2021 to June 30, 2022 (“ROPS 21-22 A-B”) shall be submitted to the DOF by the Successor Agency, after approval by the Oversight Board, no later than February 1, 2021; and

WHEREAS, the ROPS 21-22, in the form required by DOF, is attached as Exhibit A and the Fiscal Year (“FY”) 21-22 Administrative Budget is attached as Exhibit B, and both attachments are fully incorporated by this reference; and

WHEREAS, the Oversight Board held a regular meeting on January 19, 2021; and

WHEREAS, the Oversight Board has reviewed and considered the Successor Agency’s ROPS 21-22 A-B and desires to approve it and authorize and direct the Successor Agency staff to transmit the ROPS 21-22 A-B to the DOF, with copies to the County Administrative Officer (“CAO”), County Auditor-Controller (“CAC”), and the State Controller’s Office (“SCO”) as required under the Dissolution Law.

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT:

Section 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

Section 2. The Oversight Board hereby approves ROPS 21-22 A-B submitted therewith and incorporated by this reference, including the FY 21-22 administrative budget included herewith.

Section 3. The Oversight Board authorizes transmittal of the ROPS 21-22 A-B to the DOF, with copies to the CAO, the CAC, and the SCO.

Section 4. The City of Fountain Valley’s Finance Director/Treasurer or her authorized designee is directed to post this Resolution, including the ROPS 21-22 A-B, on the City/Successor Agency website pursuant to the Dissolution Law.

Section 5. Under Section 34179(h), written notice and information about certain actions taken by the Orange Countywide Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF’s choosing. The Orange Countywide Oversight Board’s action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review.

Section 6. The Clerk of the Board shall certify to the adoption of this Resolution.

EXHIBIT A

**SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY
DEVELOPMENT RECOGNIZED OBLIGATION PAYMENT SCHEDULE 21-22 A-B**

Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period

Successor Agency: Fountain Valley

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 100,000	\$ 20,000	\$ 120,000
F RPTTF	100,000	20,000	120,000
G Administrative RPTTF	-	-	-
H Current Period Enforceable Obligations (A+E)	\$ 100,000	\$ 20,000	\$ 120,000

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

Fountain Valley
Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail
July 1, 2021 through June 30, 2022

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total
											Fund Sources						Fund Sources					
												Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
								\$3,315,000		\$120,000	\$-	\$-	\$-	\$100,000	\$-	\$100,000	\$-	\$-	\$-	\$20,000	\$-	\$20,000
6	OPA - Fry's	OPA/DDA/ Construction	07/06/ 1993	07/14/2025	Fry's Electronics Inc.	Assistance for development of site	Industrial Area	2,515,000	N	\$20,000	-	-	-	-	-	\$-	-	-	-	20,000	-	\$20,000
9	Palm Island Dev. Agreement	OPA/DDA/ Construction	02/02/ 1999	11/16/2026	Fountain Valley Senior Housing, LLC	Financial assistance for retirement community	Industrial Area	700,000	N	\$100,000	-	-	-	100,000	-	\$100,000	-	-	-	-	-	\$-
10	Successor Agency Administration	Admin Costs	02/01/ 2012	11/16/2026	City, Attorneys, Consultants	Salary, benefits, insurance, contract services	Industrial Area	100,000	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

Fountain Valley
Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
(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.							
A	B	C	D	E	F	G	H
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.	-	-	257,978		535,571	Column E □ Reserve for ROPS 18-19 Items 6&9 (15-16 PPA reclassified to reserves per 18-19 determination letter) Column G □ Reserve for ROPS 19-20 (\$253,104.37 16-17 PPA) and ROPS 20-21 (\$282,466.62 17-18 PPA)
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller				4,966	252,022	Column F □ Interest Revenue Column G □ RPTTF distribution
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)		-	154,789		111,804	Columns E & G □ Actual reported expenditures as reported on 18-19 PPA.
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)					535,571	
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC		No entry required			140,218	18-19 PPA

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.

A	B	C	D	E	F	G	H
	<p align="center">ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)</p>	Fund Sources					Comments
Bond Proceeds			Reserve Balance	Other Funds	RPTTF		
Bonds issued on or before 12/31/10		Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin		
6	<p>Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)</p>	\$-	\$-	\$103,189	\$4,966	\$-	<p>Column E: Remaining reserve available to be spent Column F: Remaining other funds available to be spent Column G: Retained for 19-20 and 20-21</p>

Fountain Valley
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
6	
9	
10	

EXHIBIT B

**SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY
DEVELOPMENT FISCAL YEAR 21-22 ADMINISTRATIVE BUDGET**

**SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT
ADMINISTRATIVE BUDGET FOR FISCAL YEAR 2021-22**

DIRECT PERSONNEL COSTS						
Employee Classification	Department	Annual	Hourly	Successor Agency Hours	Administrative Allocation	
		Cost of Salaries & Benefits			Rate	% Percentage
Finance Director	Finance	\$192,524	\$92.56	19	0.91%	\$1,759
Accounting Manager	Finance	154,796	74.42	34	1.63%	2,530
Budget Analyst	Finance	141,271	67.92	11	0.53%	747
TOTAL DIRECT PERSONNEL COSTS						5,036
<i>Primary Responsibilities:</i>						
<ul style="list-style-type: none"> • Process payments for enforceable obligations • Maintain documentation of Agency financial and other records • Coordinate with consultant to answer questions and provide documentation as requested by Oversight Board, County Auditor-Controller, and Department of Finance • Coordinate with auditors to audit the Successor Agency • Coordinate and hold Successor Agency meetings • Prepare staff reports, resolutions and the administrative budget 						
OTHER DIRECT COSTS						
Contract Services						3,500
<i>Primary Responsibilities:</i>						
<ul style="list-style-type: none"> • Prepare ROPS and PPA • Coordinate with and answer questions for the Oversight Board, County Auditor-Controller, and Department of Finance • Monitor and project cash flow to ensure sufficient revenues for obligations and inform Agency staff of expected revenues 						
Successor Agency Audit Services						3,000
<i>Primary Responsibilities:</i>						
<ul style="list-style-type: none"> • Audit the Successor Agency's financial statements, which is performed by an independent certified public accounting firm in accordance with <i>generally accepted auditing standards</i> and the standards applicable to financial audits contained in <i>Government Auditing Standards</i>, issued by the Comptroller General of the United States 						
Successor Agency Legal Services						3,000
<i>Primary Responsibilities:</i>						
<ul style="list-style-type: none"> • Review staff reports and resolutions • Provide legal services as needed 						
TOTAL OTHER DIRECT COSTS						9,500
TOTAL DRAFT ADMINISTRATIVE BUDGET						\$14,536
TOTAL ALLOWABLE ADMINISTRATIVE ALLOWANCE PER SECTION 34171(b)(4) and (5)						\$0

SUCCESSOR AGENCY RESOLUTION NO. 27

RESOLUTION OF THE SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 21-22 A-B FOR THE ANNUAL FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022, INCLUDING THE FY 21-22 ADMINISTRATIVE BUDGET, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD AND THE STATE DEPARTMENT OF FINANCE PURSUANT TO DISSOLUTION LAW; AUTHORIZING THE POSTING AND TRANSMITTAL THEREOF

WHEREAS, the Fountain Valley Agency for Community Development ("Former Agency") was established as a redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code ("HSC") Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Fountain Valley ("City"); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation, and most recently by Senate Bill 107 (together, the "Dissolution Law"); and

WHEREAS, as of February 1, 2012 the Former Agency was dissolved under the Dissolution Law, and as a separate public entity, corporate and politic the Successor Agency to the Fountain Valley Agency for Community Development ("Successor Agency") administers the enforceable obligations of the Former Agency and otherwise unwinds the Former Agency's affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, pursuant to Section 34179(j) of the Dissolution Law, in every California county there shall be one oversight board that is staffed by the county's auditor-controller; and

WHEREAS, the applicable consolidated oversight board overseeing this Successor Agency is called the Orange Countywide Oversight Board ("Oversight Board"); and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Oversight Board, has fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Law; and

WHEREAS, Sections 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, reviewed and approved by the Successor Agency and then reviewed and approved by the Oversight Board before final review and approval by the State Department of Finance ("DOF"); and

WHEREAS, Section 34177(o) of the Dissolution Law requires that the annual ROPS for the 21-22 A-B fiscal period of July 1, 2021 to June 30, 2022 ("ROPS 21-22 A-B") shall be submitted to the DOF by the Successor Agency, after approval by the Oversight Board, no later than February 1, 2021; and

WHEREAS, Section 34177(j) of the Dissolution Law requires the Successor Agency to prepare an administrative budget and submit it to the Oversight Board for approval; and

WHEREAS, the ROPS 21-22 A-B, in the form required by DOF, is attached as Exhibit A and the Fiscal Year ("FY") 2021-22 Administrative Budget is attached as Exhibit B, and both attachments are fully incorporated by this reference; and

WHEREAS, the Successor Agency has reviewed the ROPS 21-22 A-B along with the FY 2021-22 Administrative Budget and desires to approve this schedule and to authorize and direct Successor Agency staff to transmit the ROPS 21-22 A-B to the Oversight Board, with copies to the Orange County Administrative Officer ("CAO"), Orange County Auditor-Controller ("CAC"), the State Controller's Office ("SCO") and DOF as required by Dissolution Law.

NOW, THEREFORE, BE IT RESOLVED BY THE SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT:

Section 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

Section 2. The Successor Agency hereby approves the ROPS 21-22 A-B including the FY 2021-22 Administrative Budget submitted herewith and fully incorporated by this reference.

Section 3. The Successor Agency hereby authorizes and directs transmittal of the ROPS 21-22 A-B, with the FY 2021-22 Administrative Budget to the Oversight Board and then to the DOF and other bodies as required by law.

Section 4. The Director of Finance/Treasurer of the Successor Agency or her authorized designee is directed to post this Resolution, including the ROPS 21-22 A-B, on the Successor Agency website pursuant to the Dissolution Law, and to take such other actions required under the Dissolution Law, including Sections 34177 and 34179.

Section 5. The Secretary of the Successor Agency shall certify to the adoption of this Resolution.

PASSED, APPROVED AND ADOPTED this 15th day of December 2020, by the following vote:

Ayes: Bui, Constantine, Grandis, harper, Vo
Nays: None
Absent: None
Abstain: None



Michael Vo, Chair
Successor Agency to the Fountain Valley Agency for
Community Development

ATTEST:



Rick Miller, Secretary
Successor Agency to the Fountain Valley Agency for Community Development

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.
CITY OF FOUNTAIN VALLEY)

I, Rick Miller, Secretary of the Successor Agency to the Fountain Valley Agency for Community Development, hereby certify that the foregoing resolution was duly adopted by the Successor Agency at a regular meeting held on the 15th day of December 2020, and that it was so adopted by the following vote:

Ayes: Bui, Constantine, Grandis, harper, Vo
Nays: None
Absent: None
Abstain: None



Rick Miller, Secretary
Successor Agency to the Fountain Valley Agency
for Community Development

(SEAL)

Resolution No. 20-001

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD, WITH OVERSIGHT OF THE SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT, APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 20-21 A-B FOR THE ANNUAL FISCAL PERIOD OF JULY 1, 2020 TO JUNE 30, 2021, INCLUDING THE FY 20-21 ADMINISTRATIVE BUDGET, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE STATE DEPARTMENT OF FINANCE PURSUANT TO DISSOLUTION LAW, AND AUTHORIZING POSTING AND TRANSMITTAL THEREOF

WHEREAS, the Fountain Valley Agency for Community Development (“Former Agency”) was established as a redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Fountain Valley (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation (“Dissolution Law”); and

WHEREAS, as of February 1, 2012 the Agency was dissolved pursuant to the Dissolution Law, and as a separate public entity, corporate and politic the Successor Agency to the Fountain Valley Agency for Community Development (“Successor Agency”) administers the enforceable obligations of the Former Agency and otherwise unwinds the Former Agency’s affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, pursuant to Section 34179(j) of the Dissolution Law, in every California county there shall be only one oversight board that is staffed by the county’s auditor-controller; and

WHEREAS, as of and after July 1, 2018, the Orange Countywide Oversight Board (“Oversight Board”) has jurisdiction over the Successor Agency and all other successor agencies in Orange County; and

WHEREAS, every oversight board, both the prior local oversight board and this Oversight Board, have fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Law; and

WHEREAS, Sections 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, reviewed and approved by the Successor Agency and then reviewed and approved by the

Oversight Board before final review and approval by the State Department of Finance (“DOF”); and

WHEREAS, Section 34177(o) of the Dissolution Law requires that the annual ROPS for the 20-21 A-B fiscal period of July 1, 2020 to June 30, 2021 (“ROPS 20-21 A-B”) shall be submitted to the DOF by the Successor Agency, after approval by the Oversight Board, no later than February 1, 2020; and

WHEREAS, the ROPS 20-21, in the form required by DOF, is attached as Exhibit A and the Fiscal Year (“FY”) 20-21 Administrative Budget is attached as Exhibit B, and both attachments are fully incorporated by this reference; and

WHEREAS, the Oversight Board held a regular meeting on January 21, 2020; and

WHEREAS, the Oversight Board has reviewed and considered the Successor Agency’s ROPS 20-21 A-B and desires to approve it and authorize and direct the Successor Agency staff to transmit the ROPS 20-21 A-B to the DOF, with copies to the County Executive Officer (“CEO”), County Auditor-Controller (“CAC”), and the State Controller’s Office (“SCO”) as required under the Dissolution Law;

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD:

Section 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

Section 2. The Oversight Board hereby approves ROPS 20-21 A-B submitted therewith and incorporated by this reference, including the FY 20-21 administrative budget included herewith.

Section 3. The Oversight Board authorizes transmittal of the ROPS 20-21 A-B to the DOF, with copies to the CEO, the CAC, and the SCO.

Section 4. The City of Fountain Valley’s Finance Director/Treasurer or his authorized designee is directed to post this Resolution, including the ROPS 20-21 A-B, on the City/Successor Agency website pursuant to the Dissolution Law.

Section 5. Under Section 34179(h), written notice and information about certain actions taken by the Orange Countywide Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF’s choosing. The Orange Countywide Oversight Board’s action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review.


Section 6. The Clerk of the Board shall certify to the adoption of this Resolution.

The foregoing was passed and adopted by the following vote of the Orange Countywide Oversight Board on TUESDAY, JANUARY 21, 2020

YES: STEVE FRANKS, CHRIS GAARDER, STEVE JONES,
BRIAN PROBOLSKY, DEAN WEST

NOES:
EXCUSED: CHARLES BARFIELD, PHILLIP E. YARBROUGH,

ABSTAINED:

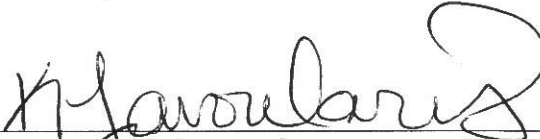


BRIAN PROBOLSKY
CHAIRMAN

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

I, KATHY TAVOULARIS, Clerk of the Orange Countywide Oversight Board, Orange County, California, hereby certify that a copy of this document has been delivered to the Chairman of the Board and that the above and foregoing Resolution was duly and regularly adopted by the Orange Countywide Oversight Board.

IN WITNESS WHEREOF, I have hereto set my hand.



KATHY TAVOULARIS
Clerk
Orange Countywide Oversight Board

Resolution No: 20-001

Agenda Date: Tuesday, January 21, 2020

Item No: 4A

EXHIBIT A

SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY
DEVELOPMENT RECOGNIZED OBLIGATION PAYMENT SCHEDULE 20-21 A-B

Recognized Obligation Payment Schedule (ROPS 20-21) - Summary
Filed for the July 1, 2020 through June 30, 2021 Period

Successor Agency: Fountain Valley

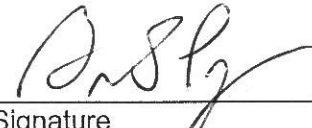
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	20-21A Total (July - December)	20-21B Total (January - June)	ROPS 20-21 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 114,283	\$ 150,000	\$ 264,283
F RPTTF	100,000	150,000	250,000
G Administrative RPTTF	14,283	-	14,283
H Current Period Enforceable Obligations (A+E)	\$ 114,283	\$ 150,000	\$ 264,283

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.

chairman
Brian Probolsky 1-21-2020
 Name Title

/s/  1-21-2020
 Signature Date

Fountain Valley
 Recognized Obligation Payment Schedule (ROPS 20-21) - ROPS Detail
 July 1, 2020 through June 30, 2021

A	B	C	D	E	F	G	H	I	J	K	ROPS 20-21A (Jul - Dec)					Q	ROPS 20-21B (Jan - Jun)					W		
											Fund Sources						20-21A Total	Fund Sources					20-21B Total	
											L	M	N	O	P			R	S	T	U			V
								\$5,508,989		\$264,283	\$-	\$-	\$-	\$100,000	\$14,283	\$114,283	\$-	\$-	\$-	\$150,000	\$-	\$150,000		
6	OPA - Fry's	OPA/DDA/ Construction	07/06/ 1993	07/14/2025	Fry's Electronics Inc.	Assistance for development of site	Industrial Area	2,665,000	N	\$150,000	-	-	-	-	-	\$-	-	-	-	150,000	-	\$150,000		
9	Palm Island Dev. Agreement	OPA/DDA/ Construction	02/02/ 1999	11/16/2026	Fountain Valley Senior Housing, LLC	Financial assistance for retirement community	Industrial Area	800,000	N	\$100,000	-	-	-	100,000	-	\$100,000	-	-	-	-	-	-	\$-	
10	Successor Agency Administration	Admin Costs	02/01/ 2012	11/16/2026	City, Attorneys, Consultants	Salary, benefits, insurance, contract services	Industrial Area	2,043,989	N	\$14,283	-	-	-	-	14,283	\$14,283	-	-	-	-	-	-	\$-	
18	Housing Successor Entity Administrative Cost Allowance	Housing Entity Admin Cost	07/01/ 2015	08/30/2016	Housing Successor Entity	Administrative costs of the Housing Successor Entity	Industrial Area	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-	

Fountain Valley
 Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
 July 1, 2018 through June 30, 2019
 (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 ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Fund Sources					H Comments
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
		Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.	-	-	257,978	22,750	253,104	
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller	-	-	-	-	577,250	
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)	-	-	-	22,750	294,783	
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)	-	-	257,978	-	-	
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC			No entry required		282,467	
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$-	\$-	\$253,104	

Fountain Valley
Recognized Obligation Payment Schedule (ROPS 20-21) - Notes
July 1, 2020 through June 30, 2021

Item #	Notes/Comments
6	
9	
10	
18	

EXHIBIT B

SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY
DEVELOPMENT FISCAL YEAR 20-21 ADMINISTRATIVE BUDGET

SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT
ADMINISTRATIVE BUDGET FOR FISCAL YEAR 2020-21

DIRECT PERSONNEL COSTS						
Employee Classification	Department	Annual	Hourly	Successor	Administrative Allocation	
		Cost of Salaries & Benefits			Rate	Agency Hours
Finance Director	Finance	\$228,845	\$110.02	14	0.67%	\$1,540
Accounting Manager	Finance	150,287	72.25	32	1.54%	2,312
Budget Analyst	Finance	138,384	66.53	14	0.67%	931
TOTAL DIRECT PERSONNEL COSTS						4,783
<u>Primary Responsibilities:</u>						
<ul style="list-style-type: none"> • Process payments for enforceable obligations • Maintain documentation of Agency financial and other records • Coordinate with consultant to answer questions and provide documentation as requested by Oversight Board, County Auditor-Controller, and Department of Finance • Coordinate with auditors to audit the Successor Agency • Coordinate and hold Successor Agency meetings • Prepare staff reports, resolutions and the administrative budget 						
OTHER DIRECT COSTS						
Contract Services						3,000
<u>Primary Responsibilities:</u>						
<ul style="list-style-type: none"> • Prepare ROPS and PPA • Coordinate with and answer questions for the Oversight Board, County Auditor-Controller, and Department of Finance • Monitor and project cash flow to ensure sufficient revenues for obligations and inform Agency staff of expected revenues 						
Successor Agency Audit Services						3,000
<u>Primary Responsibilities:</u>						
<ul style="list-style-type: none"> • Audit the Successor Agency's financial statements, which is performed by an independent certified public accounting firm in accordance with <i>generally accepted auditing standards</i> and the standards applicable to financial audits contained in <i>Government Auditing Standards</i>, issued by the Comptroller General of the United States 						
Successor Agency Legal Services						3,500
<u>Primary Responsibilities:</u>						
<ul style="list-style-type: none"> • Review staff reports and resolutions • Provide legal services as needed 						
TOTAL OTHER DIRECT COSTS						9,500
TOTAL ADMINISTRATIVE BUDGET						\$14,283

Resolution No. 19-005

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH OVERSIGHT OF THE SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 19-20 A-B FOR THE ANNUAL FISCAL PERIOD OF JULY 1, 2019 TO JUNE 30, 2020, INCLUDING THE FY 19-20 ADMINISTRATIVE BUDGET, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE STATE DEPARTMENT OF FINANCE PURSUANT TO DISSOLUTION LAW, AND AUTHORIZING POSTING AND TRANSMITTAL THEREOF

WHEREAS, the Fountain Valley Agency for Community Development (“Former Agency”) was established as a redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Fountain Valley (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation (“Dissolution Law”); and

WHEREAS, as of February 1, 2012 the Agency was dissolved pursuant to the Dissolution Law, and as a separate public entity, corporate and politic the Successor Agency to the Fountain Valley Agency for Community Development (“Successor Agency”) administers the enforceable obligations of the Former Agency and otherwise unwinds the Former Agency’s affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, pursuant to Section 34179(j) of the Dissolution Law, in nearly every California county there shall be only one oversight board that is staffed by the county’s auditor-controller; and

WHEREAS, as of and after July 1, 2018, the Orange Countywide Oversight Board (“Oversight Board”) has jurisdiction over the Successor Agency and all other successor agencies in Orange County; and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Oversight Board, have fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Law; and

WHEREAS, Sections 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, reviewed and approved by the Successor Agency and then reviewed and approved by the Oversight Board before final review and approval by the State Department of Finance (“DOF”); and

WHEREAS, Section 34177(o) of the Dissolution Law requires that the annual ROPS for the 19-20 A-B fiscal period of July 1, 2019 to June 30, 2020 ("ROPS 19-20 A-B") shall be submitted to the DOF by the Successor Agency, after approval by the Oversight Board, no later than February 1, 2019; and

WHEREAS, the ROPS 19-20, in the form required by DOF, is attached as Exhibit A and the Fiscal Year ("FY") 19-20 Administrative Budget is attached as Exhibit B, and both attachments are fully incorporated by this reference; and

WHEREAS, the Oversight Board held a regular meeting on January 22, 2019; and

WHEREAS, the Oversight Board has reviewed and considered the Successor Agency's ROPS 19-20 A-B and desires to approve it and authorize and direct the Successor Agency staff to transmit the ROPS 19-20 A-B to the DOF, with copies to the County Executive Officer ("CEO"), County Auditor-Controller ("CAC"), and the State Controller's Office ("SCO") as required under the Dissolution Law;

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD:

Section 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

Section 2. The Oversight Board hereby approves ROPS 19-20 A-B submitted therewith and incorporated by this reference, including the FY 19-20 administrative budget included herewith.

Section 3. The Oversight Board authorizes transmittal of the ROPS 19-20 A-B to the DOF, with copies to the CEO, the CAC, and the SCO.

Section 4. The City of Fountain Valley's Finance Director/Treasurer or his authorized designee is directed to post this Resolution, including the ROPS 19-20 A-B, on the City/Successor Agency website pursuant to the Dissolution Law.

Section 5. Under Section 34179(h), written notice and information about certain actions taken by the Orange Countywide Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF's choosing. The Orange Countywide Oversight Board's ~~action shall become effective five (5) business days after notice in the manner specified by the~~ DOF unless the DOF requests a review.

Section 6. The Clerk of the Board shall certify to the adoption of this Resolution.

The foregoing was passed and adopted by the following vote of the Orange Countywide Oversight Board on TUESDAY, JANUARY 22, 2019

YES: STEVE FRANKS, CHRIS GAARDER, STEVE JONES,
BRIAN PROBOLSKY, DEAN WEST, PHILLIP E.
YARBROUGH

NOES:
EXCUSED: CHARLES BARFIELD
ABSTAINED:

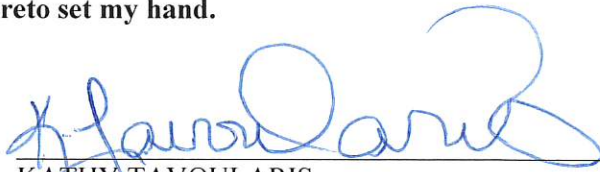


BRIAN PROBOLSKY
CHAIRMAN

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

I, KATHY TAVOULARIS, Clerk of the Orange Countywide Oversight Board, Orange County, California, hereby certify that a copy of this document has been delivered to the Chairman of the Board and that the above and foregoing Resolution was duly and regularly adopted by the Orange Countywide Oversight Board.

IN WITNESS WHEREOF, I have hereto set my hand.



KATHY TAVOULARIS
Clerk
Orange Countywide Oversight Board

Resolution No: 19-005

Agenda Date: Tuesday, January 22, 2019

Item No: 5D

EXHIBIT A

SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY
DEVELOPMENT RECOGNIZED OBLIGATION PAYMENT SCHEDULE 19-20 A-B

Recognized Obligation Payment Schedule (ROPS 19-20) - Summary
Filed for the July 1, 2019 through June 30, 2020 Period

Successor Agency: Fountain Valley
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	19-20A Total (July - December)	19-20B Total (January - June)	ROPS 19-20 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 146,011	\$ 250,000	\$ 396,011
F RPTTF	100,000	250,000	350,000
G Administrative RPTTF	46,011	-	46,011
H Current Period Enforceable Obligations (A+E):	\$ 146,011	\$ 250,000	\$ 396,011

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.

Brian Probolsky, Chairman
Name Title
/s/ [Signature] 1/24/19
Signature Date

Fountain Valley Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	19-20A (July - December)					19-20B (January - June)					W	
											Fund Sources					Fund Sources						
											L	M	N	O	P	Q	R	S	T	U		V
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 19-20 Total	19-20A Total	19-20B Total										
6	OPA - Fry's	OPA/DDA/Construction	7/6/1993	7/14/2025	Fry's Electronics Inc.	Assistance for development of site	Industrial Area	\$ 5,905,000	N	\$ 396,011	\$ -	\$ -										
9	Palm Island Dev. Agreement	OPA/DDA/Construction	2/2/1999	11/16/2026	Fountain Valley Senior Housing, LLC	Financial assistance for retirement community	Industrial Area	2,915,000	N	250,000	0	0										
10	Successor Agency Administration	Admin Costs	2/1/2012	11/16/2026	City, Attorneys, Consultants	Salary, benefits, insurance, contract services	Industrial Area	900,000	N	100,000	100,000	0										
18	Housing Successor Entity Administrative Cost Allowance	Housing Entity Admin Cost	7/1/2015	6/30/2016	Housing Successor Entity	Administrative costs of the Housing Successor Entity	Industrial Area	2,090,000	N	46,011	46,011	0										
19									N	\$ -	\$ -	\$ -										
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Fountain Valley Recognized Obligation Payment Schedule (ROPS 19-20) - Report of Cash Balances
July 1, 2016 through June 30, 2017
(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. 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	
		Fund Sources						
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF		
	ROPS 16-17 Cash Balances (07/01/16 - 06/30/17)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments	
1	Beginning Available Cash Balance (Actual 07/01/16) RPTTF amount should exclude "A" period distribution amount			257,978	22,750		Column E: Prior ROPS RPTTF remaining from ROPS 15-16 period	
2	Revenue/Income (Actual 06/30/17) RPTTF amount should tie to the ROPS 16-17 total distribution from the County Auditor-Controller					1,665,042		
3	Expenditures for ROPS 16-17 Enforceable Obligations (Actual 06/30/17)					1,411,938		
4	Retention of Available Cash Balance (Actual 06/30/17) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			257,978	22,750		Column E: Balance applied to ROPS 18-19 Items 6 and 9. Column F: Other Funds applied to ROPS 17-18 Item 9	
5	ROPS 16-17 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 16-17 PPA form submitted to the CAC	No entry required					253,104	
6	Ending Actual Available Cash Balance (06/30/17) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)							
		\$ 0	\$ 0	\$ 0	\$ 0	\$ 0		

EXHIBIT B

**SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY
DEVELOPMENT FISCAL YEAR 19-20 ADMINISTRATIVE BUDGET**

EXHIBIT B

**SUCCESSOR AGENCY TO THE FOUNTAIN VALLEY AGENCY FOR COMMUNITY DEVELOPMENT
ADMINISTRATIVE BUDGET FISCAL YEAR 2019-20
FOR JULY 1, 2019 to JUNE 30, 2020**

Expense Category	Responsibilities	FY 2019-20 Proposed Budget
Salaries and Wages		
Staff salaries, benefits, and payroll taxes	<ul style="list-style-type: none"> • Process payment of enforceable obligations • Maintain documentation of Agency financial and other records • Coordinate with consultant to answer questions and provide documentation as requested by Oversight Board, County Auditor-Controller, and Department of Finance • Coordinate with auditors to audit Successor Agency fund • Coordinate and hold Successor Agency meetings 	\$28,011
TOTAL		\$28,011
Maintenance and Operations		
Contract services	<ul style="list-style-type: none"> • Prepare ROPS, PPA, staff reports, and resolutions • Coordinate with and answer questions for Oversight Board, County Auditor-Controller, and Department of Finance • Monitor and project cash flow to ensure sufficient revenues for obligations and to inform Agency staff of expected revenues 	\$5,000
Accounting Fees	<ul style="list-style-type: none"> • Prepare the Successor Agency portion of the audited financial statements/CAFR 	\$5,000
Insurance and legal services	<ul style="list-style-type: none"> • Review staff reports and resolutions • Provide legal services as needed 	\$5,000
Operating and overhead costs	<ul style="list-style-type: none"> • Successor Agency share of City Hall overhead and operating costs (supplies, utilities, etc.) 	\$3,000
TOTAL		\$18,000
TOTAL BUDGET		\$46,011



Transmitted via e-mail

March 9, 2020

Jason Al-Imam, Finance Director
City of Fountain Valley
10200 Slater Avenue
Fountain Valley, CA 92708

2020-21 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Fountain Valley Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2020 through June 30, 2021 (ROPS 20-21) to the California Department of Finance (Finance) on January 24, 2020. Finance has completed its review of the ROPS 20-21.

Based on a sample of line items reviewed and application of the law, Finance is approving all of the items listed on the ROPS 20-21 at this time.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations (prior period adjustments) for the July 1, 2017 through June 30, 2018 (ROPS 17-18) period. Reported differences in Redevelopment Property Tax Trust Fund (RPTTF) are used to offset current RPTTF distributions. The amount of RPTTF approved in the table includes the prior period adjustment (PPA) resulting from the County Auditor-Controller's review of the PPA form submitted by the Agency. Total authorized RPTTF is insufficient to allow the entire PPA to be applied this ROPS period, resulting in an excess PPA that should be applied prior to requesting RPTTF on future ROPS.

The Agency's maximum approved RPTTF distribution for the reporting period is \$0 as summarized in the Approved RPTTF Distribution table (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2020 through December 31, 2020 period (ROPS A period), and one distribution for the January 1, 2021 through June 30, 2021 period (ROPS B period) based on Finance's approved amounts. Since this determination is for the entire ROPS 20-21 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 20-21. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be deemed denied until the matter is resolved.

The ROPS 20-21 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 20-21 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Mindy Patterson, Supervisor, or Dylan Newton, Staff, at (916) 322-2985.

Sincerely,



sol
JENNIFER WHITAKER
Program Budget Manager

cc: Alex Lawrence, RSG Consultant, City of Fountain Valley
Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution July 2020 through June 2021			
	ROPS A	ROPS B	ROPS 20-21 Total
RPTTF Requested	\$ 100,000	\$ 150,000	\$ 250,000
Administrative RPTTF Requested	14,283	0	14,283
Total RPTTF Requested	114,283	150,000	264,283
RPTTF Authorized	100,000	150,000	250,000
Administrative RPTTF Authorized	14,283	0	14,283
ROPS 17-18 prior period adjustment (PPA)	(114,283)	(168,184)	(282,467)
Excess PPA	0	18,184	18,184
Total RPTTF Approved for Distribution	\$ 0	\$ 0	\$ 0



March 22, 2019

Mr. Jason Al-Imam, Finance Director
City of Fountain Valley
10200 Slater Avenue
Fountain Valley, CA 92708

Dear Mr. Al-Imam:

Subject: 2019-20 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Fountain Valley Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2019 through June 30, 2020 (ROPS 19-20) to the California Department of Finance (Finance) on January 28, 2019. Finance has completed its review of the ROPS 19-20.

Based on a sample of line items reviewed and application of the law, Finance is approving all of the items listed on the ROPS 19-20 at this time. However, Finance notes the following:

The administrative costs claimed are within the fiscal year administrative cap pursuant to HSC section 34171 (b) (3). However, Finance notes the Oversight Board (OB) has approved an amount that appears excessive, given the number and nature of the obligations listed on the ROPS. HSC section 34179 (i) requires the OB to exercise a fiduciary duty to the taxing entities. Therefore, Finance encourages the OB to apply adequate oversight when evaluating the administrative resources necessary to successfully wind-down the Agency.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations. Reported differences in Redevelopment Property Tax Trust Fund (RPTTF) are used to offset current RPTTF distributions. The amount of RPTTF approved in the table on Page 3 includes the prior period adjustment resulting from the County Auditor-Controller's review of the prior period adjustment form submitted by the Agency.

The Agency's maximum approved RPTTF distribution for the reporting period is \$142,907 as summarized in the Approved RPTTF Distribution table on Page 3 (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1 through December 31 period (ROPS A period), and one distribution for the January 1 through June 30 period (ROPS B period) based on Finance approved amounts. Since this determination is for the entire ROPS 19-20 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Attachment

Approved RPTTF Distribution For the period of July 1, 2019 through June 30, 2020			
	ROPS A Period	ROPS B Period	ROPS 19-20 Total
RPTTF Requested	\$ 100,000	\$ 250,000	\$ 350,000
Administrative RPTTF Requested	46,011	0	46,011
Total RPTTF Requested	146,011	250,000	396,011
RPTTF Authorized	100,000	250,000	350,000
Administrative RPTTF Authorized	46,011	0	46,011
Total RPTTF Authorized for Obligations	146,011	250,000	396,011
Prior Period Adjustment	(146,011)	(107,093)	(253,104)
Total RPTTF Approved for Distribution	\$ 0	\$ 142,907	\$ 142,907

Jun '19

Jan '20

Orange Countywide Oversight Board

Agenda Item No. 4c

Date: 1/19/2021

From: Successor Agency to the Garden Grove Redevelopment Agency

Subject: Resolution of the Countywide Oversight Board Approving Annual Recognized Obligation Payment Schedule (ROPS) and Administrative Budget for FY 21-22 for the Successor Agency to the Garden Grove Redevelopment Agency

Recommended Action:

Approve resolution approving FY 2021-22 ROPS and Administrative Budget for the Garden Grove Successor Agency

The Garden Grove Successor Agency requests approval of the Recognized Obligation Payment Schedule (ROPS) and Administrative Budget for Fiscal Year 2021-22.

The attached Annual Recognized Obligation Payment Schedule (ROPS) is being presented to the Countywide Oversight Board for their approval in regard enforceable obligations of the former Garden Grove Redevelopment Agency, pending final approval by the State Department of Finance and State Controller's Office.

The ROPS 21-22 A-B contains many of the same enforceable obligations listed on the ROPS 20-21 A-B. There are no new line items on the ROPS 21-22 A-B.

Enforceable obligations are explained in further details as follows:

- Line Item No. 6 – Anticipated payment due to Katella Cottages Developer when net tax increment exceeds debt service amount pursuant to Promissory Note.
- Line Items No. 7, 39, and 56 – Constitute all bond and/or loan debt service payment obligations per debt service schedules.
- Line Item No. 16 - Required remediation for soil/groundwater monitoring of Sycamore Walk Residential Project per DDA.
- Line Item No. 18 – Third repayment of outstanding ERAF/SERAF Housing Deficit Fund Obligations per Final Determination Letter from the DOF Dated June 12, 2018 (*See Attachment No. 3*).
- Line Item No. 19 - Request is for TOT differential per section 408, paragraph two, of the First Amended and Restated Disposition and Development Agreement for the Waterpark Hotel. This has a Final and Conclusive Determination Letter approved on February 6, 2013 by the DOF (*See Attachment No. 4*).
- Line Item No. 20 – Anticipated expenses for continued implementation of Site B2 DDA.
- Line Item No. 22 – Anticipated expenses for continued implementation of Brookhurst Triangle DDA totaling \$4,640. Additionally, the DDA requires the Successor Agency to pay to Developer \$6,400,000 at the closing of the Phase II Property from its Housing Set Aside Fund if Developer commits to increase the number of affordable rental units from 60 to 120 in accordance with Section 510 of the DDA. Developer has expressed their commitment to increase the number of affordable units and is requesting the Successor Agency pay Developer \$6,400,000 at the closing of the Phase II Property. Due to the implementation of Assembly Bill x1 26 (“AB x1 26”) added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code and which laws were modified, in part, and determined constitutional by the California Supreme Court in the petition California Redevelopment Association, et al. v. Ana Matosantos, et al., Case No. S194861 (“Matosantos Decision”), all cash balances in the Housing Set Aside Fund were distributed to the

affected taxing entities upon dissolution of the former Agency. Per DOF Letter dated November 1, 2018, regarding OB Resolution No. 18-007, no determination was made and the request is to be submitted via the ROPS. The Successor Agency is now requesting the \$6,400,000 payment due to the Developer required by Section 510 be paid from ROPS 19-20. Due to delays in removal of utilities from the site, the sale and transfer of the property previously scheduled in ROPS 20-21 will now take place in ROPS 21-22. This item was approved in ROPS 19-20 but due to continuing negotiations with the developer, changes in the economy, delayed response from utility companies and COVID-19, we are requesting this item to be disbursed in ROPS 21-22 A-B. (See Attachment No. 5)

- Line Items No. 24 and 37 – Labor cost for continued project coordination of Site B2 (Line No. 20) and Brookhurst Triangle (Line No. 22).
- Line Item No. 27 – Cost associated with maintenance of properties pending development or disposition.
- Line Item No 33 and 34 – Proceed distributions due to Mr. Wang and the City for the disposition of Brookhurst Triangle Phase II per Section 30 of the purchase agreement. These funds come from the developer upon transfer of the property by the Successor Agency and are to be listed as “OTHER FUNDS” as previously directed by the DOF. Due to delays in removal of utilities from the site, the sale and transfer of the property previously scheduled in ROPS 20-21 will now take place in ROPS 21-22.
- Line Items No. 52, 53, 54, and 58 account for trustee and dissemination fees associated to bond and/or loan payments.
- Line Item No. 55 – Attorney’s fees per Judgment Court Ruling. (See Attachment No. 6)

The Successor Agency administrative budget of \$418,000 listed as Line Item No. 31 consists of personnel cost, direct costs, and indirect costs.

- Personnel costs include 16 staff members and 7 council members contributing to the Successor Agency activities in some capacity.
- Direct costs include legal fees, consultants, audit fees, banking fees & services, property tax administration, general liability insurance, fidelity bonds, and property insurance.
- Indirect costs include use of city facility, equipment, including but not limited to computer and telephone cost.

The Garden Grove Successor Agency approved the ROPS 21-22 A-B and attached Resolution as its regularly scheduled meeting on Tuesday, January 12, 2021. Successor Agency approval is subject to submittal to and approval by the Countywide Oversight Board and by the State Department and Finance (DOF). The Successor Agency also requests authorization to post the approved Resolution and ROPS 21-22 A- B to the City’s website and to transmit the ROPS 21-22 A-B to the DOF. Further, the City of Garden Grove’s Assistant City Manager and her designees, in consultation with legal counsel, shall be authorized to make augmentations, modifications, additions or revisions as may be necessary or directed by DOF.

Impact on Taxing Entities

No fiscal impact until approved by DOF. If the DOF approves the ROPS as submitted, the Garden Grove Successor Agency will receive \$19,677,174 which includes \$377,772 for the administrative budget, for the period of July 1, 2021 through June 30, 2022 to pay the Successor Agency’s enforceable obligations.

Staff Contact(s)

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Attachments

- **Attachment No. 1** - Oversight Board Resolution Approving Annual Recognized Obligation Payment Schedule 21-22 A-B and Administrative Budget
 - No. 1a** - Recognized Obligation Payment Schedule 21-22 A-B
 - No. 1b** - ROPS 21-22 A-B Administrative Budget
- **Attachment No. 2** – Placeholder for Approved Garden Grove Successor Agency Resolution No. _____ for Recognized Obligation Payment Schedule 21-22 A-B
- **Attachment No. 3** - DOF Final Determination Letter Regarding Line Item No. 18, Dated June 12, 2018
- **Attachment No. 4** - DOF Final and Conclusive Determination Enforceable Obligation Regarding Line Item No. 19, Dated February 6, 2013
- **Attachment No. 5** - DOF Final Determination Letter Regarding Line Item No. 22, Dated November 1, 2018
- **Attachment No. 6** - Court Judgment for Limon Legal for Line Item No. 55
- **Attachment No. 7** - Recognized Obligation Payment Schedule 20-21 A-B
- **Attachment No. 8** - ROPS 20-21 DOF Determination Letter
- **Attachment No. 9** - Amended Recognized Obligation Payment Schedule 20-21 B
- **Attachment No. 10** - Amended ROPS 20-21 DOF Determination Letter
- **Attachment No. 11** - Recognized Obligation Payment Schedule 19-20 A-B
- **Attachment No. 12** - ROPS 19-20 DOF Determination Letter
- **Attachment No. 13** - Amended Recognized Obligation Payment Schedule 19-20 A-B
- **Attachment No. 14** - Amended ROPS 19-20 DOF Determination Letter

RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD
RESOLUTION NO. _____

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH
OVESIGHT OF THE SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR
COMMUNITY DEVELOPMENT *APPROVING THE RECOGNIZED OBLIGATION*
PAYMENT SCHEDULE [ROPS] 21-22 A-B FOR THE ANNUAL FISCAL PERIOD OF JULY
1, 2021 TO JUNE 30, 2022, INCLUDING THE FY 21-22 ADMINISTRATIVE BUDGET,
SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE STATE DEPARTMENT OF
FINANCE [DOF] PURSUANT TO DISSOLUTION LAW, AND AUTHORIZING POSTING
AND TRANSMITTAL THEREOF

WHEREAS, the Garden Grove Agency for Community Development (“Former Agency”) was established as a community redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Garden Grove (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation (“Dissolution Law”); and

WHEREAS, as of February 1, 2012 the Agency was dissolved pursuant to the Dissolution Law, and as a separate public entity, corporate and politic the Successor Agency to Garden Grove Agency for Community Development (“Successor Agency”) administers the enforcement obligations of the Former Agency and otherwise unwinds the Former Agency’s affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, pursuant to Health and Safety Code Section 34179(j) on July 1, 2018 the Orange Countywide Oversight Board (“Oversight Board”) has jurisdiction over the Successor Agency and all other successor agencies in Orange County; and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Orange Countywide Oversight Board, have fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Law; and

WHEREAS, Section 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, review and approved by the Successor Agency and then reviewed and approved by the Orange Countywide Oversight Board subject to final review and approval by the State Department of Finance (“DOF”); and

WHEREAS, Section 34177(l) and 34177(o) of the Dissolution Law requires that the annual ROPS for the 21-22 A-B fiscal period of July 1, 2021 to June 30, 2022 (“ROPS 21-22 A-B”) shall be submitted to the DOF by the Successor Agency, after approval by the Orange Countywide Oversight Board, no later than February 1, 2021; and

WHEREAS, the ROPS 21-22 A-B, in the form required by DOF, is attached as Exhibit A and the Fiscal Year (“FY”) July 1, 2021 through June 30, 2022 Administrative Budget is attached as Exhibit B, and both attachments are fully incorporated herein by this reference; and

WHEREAS, the Orange Countywide Oversight Board has reviewed and considered the Successor Agency’s ROPS 21-22 A-B and desires to approve it , and to authorize the Successor Agency, to cause posting of ROPS 21-22 A-B on the City of Garden Grove’s website: <http://ggcity.org> and to direct transmittal of such ROPS to the DOF, with copies to the County Executive Officer (“CEO”), County Auditor-Controller (“CAC”), and the State Controller’s Office (“SCO”) as required under the Dissolution Law;

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD:

SECTION 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

SECTION 2. The Orange Countywide Oversight Board hereby approves ROPS 21-22 A-B submitted therewith and incorporated by this reference, including the FY July 1, 2021 through June 30, 2022 Administrative Budget included herewith.

SECTION 3. The Orange Countywide Oversight Board authorizes transmittal of the ROPS 21-22 A-B to the DOF, with copies to the CEO, the CAC, and the SCO.

SECTION 4. The City of Garden Grove’s Assistant City Manager or her authorized designee is directed to post this Resolution, including the ROPS 21-22 A-B, on the City/Successor Agency website pursuant to the Dissolution Law.

SECTION 5. Under Section 34179(h), written notice and information about certain actions taken by the Orange Countywide Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF’s choosing. The Orange Countywide Oversight Board’s action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review.

SECTION 6. The Clerk of the Board shall certify to the adoption of this Resolution.

**ATTACHMENT 1a TO
ORANGE COUNTYWIDE OVERSIGHT BOARD RESOLUTION NO. ____**

**RECOGNIZED OBLIGATION PAYMENT SCHEDULE 21-22 A-B
FOR THE ANNUAL FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022**

(attached)

Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period

Successor Agency: Garden Grove

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 3,311,942	\$ 26,899	\$ 3,338,841
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	3,311,942	26,899	3,338,841
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 13,037,293	\$ 3,301,040	\$ 16,338,333
F RPTTF	12,848,407	3,112,154	15,960,561
G Administrative RPTTF	188,886	188,886	377,772
H Current Period Enforceable Obligations (A+E)	\$ 16,349,235	\$ 3,327,939	\$ 19,677,174

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

Garden Grove
Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail
July 1, 2021 through June 30, 2022

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
							\$100,890,623			\$19,677,174	\$-	\$-	\$3,311,942	\$12,848,407	\$188,886	\$16,349,235	\$-	\$-	\$26,899	\$3,112,154	\$188,886	\$3,327,939
6	Katella Cottages OPA	OPA/DDA/ Construction	06/10/ 2008	10/01/2027	Heritage Village Note Investors (Performance Based)	Land Acquisition and Project Improvements	C.P.A.	3,925,400	N	\$45,000	-	-	-	-	-	\$-	-	-	-	45,000	-	\$45,000
7	Katella Cottages Note	Bonds Issued On or Before 12/ 31/10	06/10/ 2008	10/01/2027	U.S. Bank	Land Acquisition and Project Improvements	C.P.A.	768,950	N	\$177,000	-	-	-	150,300	-	\$150,300	-	-	-	26,700	-	\$26,700
16	Sycamore Walk DDA	Remediation	11/12/ 1996	06/30/2023	Olson Urban Housing	Quarterly Soil/ Ground Water Monitoring Events	C.P.A.	24,699	N	\$20,301	-	-	-	20,301	-	\$20,301	-	-	-	-	-	\$-
18	Housing Fund Deficit	SERAF/ ERAF	02/01/ 2012	12/31/2020	Garden Grove Hsng Auth.	Repayment of Housing Fund from SERAF/ ERAF	n/a	6,054,260	N	\$1,000,000	-	-	-	-	-	\$-	-	-	-	1,000,000	-	\$1,000,000
19	Waterpark Hotel DDA	Business Incentive Agreements	05/12/ 2009	12/31/2031	Garden Grove MXD & Various	Site Assembly/ Project Assistance	C.P.A.	8,146,542	N	\$373,458	-	-	-	-	-	\$-	-	-	-	373,458	-	\$373,458
20	Site B2 DDA	Business Incentive Agreements	06/26/ 2001	06/26/2025	Kam Sang Inc.	Project Assistance & Site Assembly & Preparation Costs	C.P.A.	2,928,570	N	\$371,430	-	-	-	-	-	\$-	-	-	-	371,430	-	\$371,430
22	Brookhurst Triangle DDA	OPA/DDA/ Construction	11/23/ 2010	12/31/2025	New Age Brookhurst, LLC & Various	Site Preparation Costs	C.P.A.	7,200,000	N	\$6,404,640	-	-	-	6,404,640	-	\$6,404,640	-	-	-	-	-	\$-
24	Project Management for Item 20 - Site B2	Project Management Costs	06/26/ 2001	12/31/2025	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	182,334	N	\$59,666	-	-	-	29,833	-	\$29,833	-	-	-	29,833	-	\$29,833
25	Project Legal for Items 19-20	Legal	06/26/ 2001	12/31/2026	SYCR and WSS Firms	Legal Costs Associated with project items 19 & 20	C.P.A.	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
27	Agency Property Maint/	Property Maintenance	02/01/ 2012	12/31/2025	Various	Management and Maintenance	C.P.A.	113,797	N	\$56,899	-	-	30,000	-	-	\$30,000	-	-	26,899	-	-	\$26,899

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	Management					of Successor Agency Owned Property Awaiting Development or Disposal																	
31	Administrative Allowance	Admin Costs	01/01/2014	06/30/2019	City of Garden Grove	Administrative Allowance per AB 1484	n.a.	3,622,230	N	\$377,772	-	-	-	-	188,886	\$188,886	-	-	-	-	188,886	\$188,886	
33	Brookhurst Triangle DDA	Property Dispositions	07/29/2002	12/31/2025	Wang	See Notes.	C.P.A.	1,790,971	N	\$1,790,971	-	-	1,790,971	-	-	\$1,790,971	-	-	-	-	-	-	\$-
34	Brookhurst Triangle DDA	Property Dispositions	07/29/2002	12/31/2025	City of Garden Grove	See Notes.	C.P.A.	1,490,971	N	\$1,490,971	-	-	1,490,971	-	-	\$1,490,971	-	-	-	-	-	-	\$-
37	Project Management for Item 22 - Brookhurst	Project Management Costs	11/23/2010	12/31/2025	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	145,334	N	\$59,666	-	-	-	29,833	-	\$29,833	-	-	-	29,833	-	\$29,833	
39	2014 Tax Allocation Refunding Bonds	Refunding Bonds Issued After 6/27/12	06/26/2014	10/01/2029	U.S. Bank National Association	Refunding of 2003 Tax Allocation Bonds	C.P.A.	21,323,875	N	\$3,875,350	-	-	-	3,419,225	-	\$3,419,225	-	-	-	456,125	-	\$456,125	
40	Limón Law Suit Settlement	Litigation	09/20/2013	06/30/2015	Various	Settlement of Former Agency Lawsuit Associated with Item 19	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
47	Appraisals(s)	Admin Costs	07/01/2015	12/31/2018	TBD	Appraisals for Properties on the Long Range Property Management Plan	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
49	Limón Law Suit Settlement/ Judgement	Litigation	06/05/2015	06/05/2020	Public Counsel	Attorneys Fees per Judgement/ Court Ruling	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
50	Limón Law Suit Settlement/ Judgement	Litigation	06/05/2015	06/05/2020	Various	Replacement Housing Obligation per Judgement/ Court Ruling	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
51	Housing Successor	Admin Costs	01/01/2016	06/30/2016	Garden Grove	Administration of the		-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	Administration				Housing Authority	Housing Successor																	
52	Item 39 Trustee Fee (2014 TARB)	Fees	06/26/2014	10/01/2029	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	148,720	N	\$6,600	-	-	-	3,300	-	\$3,300	-	-	-	3,300	-	\$3,300	
53	Item 19 Trustee Fee (Waterpark Bond)	Fees	05/12/2009	12/31/2026	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	237,320	N	\$4,100	-	-	-	2,050	-	\$2,050	-	-	-	2,050	-	\$2,050	
54	Item 7 Trustee Fee (Katella Cottages Note)	Fees	06/10/2008	10/01/2027	U.S. Bank National Association	Fees associated with Note	C.P.A.	14,400	N	\$1,600	-	-	-	800	-	\$800	-	-	-	800	-	\$800	
55	Successor Agency Legal Fees for Limon Litigation (Item 49 & 50)	Legal	06/05/2015	06/30/2021	SYCR and WSS Firms	Attorneys Fees per Judgement/ Court Ruling	C.P.A.	50,000	N	\$50,000	-	-	-	25,000	-	\$25,000	-	-	-	25,000	-	\$25,000	
56	2016 Tax Allocation Bonds (for Waterpark Hotel, Item 19)	Bonds Issued After 12/31/10	10/01/2016	10/01/2033	U.S. Bank	Refunding Bonds issued associated with project item 19	C.P.A.	42,722,250	N	\$3,511,750	-	-	-	2,763,125	-	\$2,763,125	-	-	-	748,625	-	\$748,625	
57	Project Management for Item 19 - Water Park	Business Incentive Agreements	06/26/2009	12/31/2026	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
58	Item 14 Dissemination Fees	Fees	05/01/2008	06/01/2020	Union Bank of California	Fees associated with loan	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	

Garden Grove
Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
(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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.	175,517	3,881,440	2,912,771	197,517	2,747,247	Reserve balance are unspent funds from the ROPS 15-16 period reserved to be spent on Line#2 of ROPS 18-19 per the April 13, 2018 determination letter. RPTTF balance agrees to the ROPS17-18PPA reported by the CAC.
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller				435,735	13,759,951	
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)			2,912,771	5,204	12,239,565	
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)				197,517		As per determination letter dated April 9, 2020, \$144,018 of other funds will be applied to Line#7 of ROPS 20-21 and \$53,499 will be applied to Line#27.
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC			No entry required		1,933,449	

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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	Comments
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$175,517	\$3,881,440	\$-	\$430,531	\$2,334,184	

Garden Grove
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
6	
7	
16	
18	
19	This item has a Final and Conclusive Determination approved on February 6, 2013 by the DOF. Request is for a TOT differential per Section 408, paragraph two, of the First Amended and Restated Disposition and Development Agreement.
20	Anticipated work for current ROPS delayed due to COVID-19. Will not be completed until ROPS 2021-22. Asking amount previously approved for ROPS 2020-21 be approved for ROPS 2021-22 in order to complete the work.
22	Dry utility planning anticipated in ROPS 2019-20 will continue through ROPS 2021-22. Requesting previously approved ROPS 2019-20 funds to be approved for ROPS 2021-22 to complete the work. DDA requires Successor Agency pay Developer \$6,400,000 at closing of Phase II Property from Housing Set Aside Fund if developer increases number of affordable rental units from 60 to 120 per Section 510 of the DDA. Developer has committed to increase # of affordable units and is requesting Successor Agency pay them \$6,400,000 at closing of Phase II. All cash balances in the Housing Set Aside Fund were distributed to the affected taxing entities upon dissolution of the former Agency. The Successor Agency is requesting the \$6,400,000 payment due to Developer required by Section 510 be paid from ROPS 2021-22 because of unforeseen delays in ROPS 20-21 that included a delayed response in utility companies, continued negotiations with developer, changes in the economy, and COVID-19.
24	
25	
27	
31	
33	This property was acquired in 2002 as part of the Brookhurst Triangle Project. Section 30 of the Purchase and Sale Agreement indicates that any future sales proceeds over the amount initially paid by the Agency to the original seller are to be split 50/50 between the original seller and the City of Garden Grove. Per the DOF Final Determination Letter dated May 17, 2017, the funding source for these items should be "Other Funds". Due to delays related to COVID-19, the sale and transfer of the property previously scheduled in ROPS 2020-21 will now take place in ROPS 2021-22.
34	This property was acquired in 2002 as part of the Brookhurst Triangle Project. Section 30 of the Purchase and Sale Agreement indicates that any future sales proceeds over the amount initially paid by the Agency to the original seller are to be split 50/50 between the original seller and the City of Garden Grove. Per the DOF Final Determination Letter dated May 17, 2017, the funding source for these items should be "Other Funds". Due to delays related to COVID-19, the sale and transfer of the property previously scheduled in ROPS 2020-21 will now take place in ROPS 2021-22.
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Garden Grove
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
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City of Garden Grove Successor Agency
 Administrative Cost Allowance
 FY 21/22

Direct Personnel Cost

Position	Dept/ Div	FY 21/22 Costs	Fully Burdened Hourly Rate	SA Hours	SA	
					Administration Costs	% Time Used in SA
Accounting Supervisor - SA Support, Reporting, Reconciliation	Finance	\$ 181,179	\$ 87.11	292	\$ 25,435	14.0%
Accounting Supervisor - AP, AR, Banking & Payroll	Finance	\$ 181,179	\$ 87.11	26	\$ 2,265	1.3%
Accounting Tech - Payroll Processing	Finance	\$ 145,534	\$ 69.97	26	\$ 1,819	1.3%
Principal & Sr. Account Specialist - AP & AR	Finance	\$ 123,768	\$ 59.50	80	\$ 4,760	3.8%
Sr. Account Specialist	Finance	\$ 112,027	\$ 53.86	-	\$ -	0.0%
Finance Director - Financial Reporting, Budget Review, meetings	Finance	\$ 379,905	\$ 182.65	60	\$ 10,959	2.9%
Budget Manager - Budget Development & Monitoring	Finance	\$ 239,391	\$ 115.09	60	\$ 6,906	2.9%
Sr. Accountant - Budget/ Revenue	Finance	\$ 182,472	\$ 87.73	-	\$ -	0.0%
Risk Management Supervisor - Contract/Insurance Review	Finance	\$ 195,262	\$ 93.88	40	\$ 3,755	1.9%
City Clerk - SA Board meeting, noticing, minutes & record management	City Clerk	\$ 227,810	\$ 109.52	180	\$ 19,714	8.7%
Deputy City Clerk	City Clerk	\$ 149,933	\$ 72.08	-	\$ -	0.0%
Sr. Econ Dev Specialist	Comm & Econ Dev	\$ 200,144	\$ 96.22	416	\$ 40,029	20.0%
Sr. Project Planner	Comm & Econ Dev	\$ 166,803	\$ 80.19	38	\$ 3,047	1.8%
CEDD Director/ Assistant City Manager	Comm & Econ Dev	\$ 379,905	\$ 182.65	200	\$ 36,529	9.6%
Sr. Admin Analyst	Comm & Econ Dev	\$ 164,003	\$ 78.85	12	\$ 946	0.6%
City Manager	City Manager	\$ 479,250	\$ 230.41	49	\$ 11,290	2.4%
Deputy City Manager/ Assistant City Manager	City Manager	\$ 361,478	\$ 173.79	12	\$ 2,085	0.6%
Mayor	City Mayor/Council		per meeting		\$ 334	2.5%
Mayor Pro Temp	City Mayor/Council		per meeting		\$ 287	2.5%
5 Council members	City Mayor/Council		per meeting		\$ 1,434	2.5%
Total Direct Personnel Costs					\$ 171,595	
Other Direct Costs	Legal Fees	\$ 80,000			\$ 80,000	100.0%
	Consultants	\$ 10,000			\$ 10,000	100.0%
	Audit Fee	\$ 56,670			\$ 9,634	17.0%
	Banking Fees & Services	\$ 50,000			\$ 5,200	10.4%
	Property Tax Administration - HDL	\$ 22,500			\$ 675	3.0%
	General Liability Insurance	\$ 559,755			\$ 17,589	3.1%
	Fidelity Bond	\$ 13,514			\$ 425	3.1%
	Property Insurance	\$ 512,653			\$ 16,109	3.1%
Total Other Direct Cost					\$ 139,632	
Other Indirect Costs	Indirect Cost Allocation	\$ 625,144			\$ 62,014	9.9%
	Computer Cost Allocation				\$ 4,130	% of direct labor
	Telephone Cost Allocation				\$ 400	% of direct labor
Total Indirect Cost					\$ 66,544	
Total Successor Agency Admin Cost					\$ 377,771	

GARDEN GROVE SUCCESSOR AGENCY

RESOLUTION NO. 64-21

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY DEVELOPMENT APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 21-22 A-B FOR THE ANNUAL FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD AND THE STATE DEPARTMENT OF FINANCE UNDER CALIFORNIA HEALTH AND SAFETY CODE, DIVISION 24, PART 1.85; AND, AUTHORIZING THE POSTING AND TRANSMITTAL OF THE ROPS

WHEREAS, the Garden Grove Agency for Community Development ("Former Agency") was established as a community redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Sections 33000, **et seq.** ("CRL"), and previously authorized to transact business and exercise the powers of a redevelopment agency pursuant to action of the City Council ("City Council") of the City of Garden Grove ("City");

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation, and most recently by Senate Bill 107 (together, the "Dissolution Law");

WHEREAS, as of February 1, 2012, the Former Agency was dissolved pursuant to the Dissolution Law, and, as a separate public entity, corporate and politic, the Successor Agency to the Garden Grove Agency for Community Development ("Successor Agency") administers the enforceable obligations of the former Agency and otherwise unwinds the Former Agency's affairs, all subject to the review and approval by a seven-member Orange Countywide Oversight Board ("Oversight Board");

WHEREAS, Section 34179 provides that the Oversight Board has fiduciary responsibilities to holders of enforceable obligations and the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of Part 1.85 of the Dissolution Law;

WHEREAS, Sections 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, reviewed, and approved by the Successor Agency and then reviewed and approved by the Oversight Board before final review and approval by the State Department of Finance ("DOF");

WHEREAS, Section 34177(o) of the Dissolution Law requires that the annual ROPS for the 21-22 A-B fiscal period of July 1, 2021, to June 30, 2022 ("ROPS 21-22 A-B") shall be submitted to the DOF by the Successor Agency, after approval by the Oversight Board, no later than February 1, 2021;

WHEREAS, pursuant to Sections 34179.6 and 34177(l)(2)(B), the Successor Agency is required to submit the ROPS to the DOF with copies to the County Administrative Officer, the County Auditor-Controller, and the State Controller's Office at the same time that the Successor Agency submits the ROPS to the Oversight Board for review;

WHEREAS, the Successor Agency has reviewed the draft ROPS 21-22 A-B, and desires to approve the ROPS 21-22 A-B and to authorize the Successor Agency staff to transmit the ROPS to the Oversight Board; and

WHEREAS, the Successor Agency staff is directed to post the ROPS 21-22 A-B on the City/Successor Agency website: <http://ggcity.org/econdev>.

NOW, THEREFORE, BE IT RESOLVED BY THE SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY DEVELOPMENT:

Section 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

Section 2. Pursuant to the Dissolution Law, the Successor Agency approves the ROPS 20-21 A-B, which schedule is incorporated herein by this reference; provided however, that the ROPS 21-22 A-B is approved subject to transmittal of the ROPS to the Oversight Board for review and approval with copies of the ROPS to be sent concurrently to the DOF, the County Administrative Officer, the County Auditor-Controller, and the State Controller's Office. Further, the Community and Economic Development Director, or her designee, in consultation with legal counsel, is hereby authorized to request and complete meet and confer session(s) with the DOF and authorized to make augmentations, modifications, additions or revisions as may be necessary or directed by DOF, and changes, if any, will be reported back to the Successor Agency and the Oversight Board.

Section 3. After approval by the Oversight Board, the Successor Agency authorizes transmittal of the approved ROPS 21-22 A-B to the DOF, the County Administrative Officer, the County Auditor-Controller, and the State Controller's Office.

Section 4. The Community and Economic Development Director, or her designee, is directed to post this Resolution, including the ROPS 21-22 A-B, on the City/Successor Agency website pursuant to the Dissolution Law.

Section 5. The Secretary of the Successor Agency shall certify to the adoption of this Resolution.

Adopted this 12th Day of January 2021.

ATTEST:



SECRETARY



CHAIR

STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS:
CITY OF GARDEN GROVE)

I, TERESA POMEROY, Secretary of The City of Garden Grove as Successor Agency to the Garden Grove Agency for Community Development, do hereby certify that the foregoing Resolution was duly adopted by the Successor Agency, at a meeting held on the 12th day of January 2021, by the following vote:

AYES: MEMBERS: (6) BRIETIGAM, BUI, O'NEILL, NGUYEN D.,
NGUYEN K., JONES
NOES: MEMBERS: (0) NONE
ABSENT: MEMBERS: (1) KLOPFENSTEIN



SECRETARY

ATTACHMENT 1
to Successor Agency Resolution No.
RECOGNIZED OBLIGATION PAYMENT SCHEDULE 21-22 A-B
FOR THE ANNUAL FISCAL PERIOD JULY 1, 2021 TO JUNE 30, 2022

(attached)

**Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
 Filed for the July 1, 2021 through June 30, 2022 Period**

Successor Agency: Garden Grove

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 3,311,942	\$ 26,899	\$ 3,338,841
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	3,311,942	26,899	3,338,841
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 13,037,293	\$ 3,301,040	\$ 16,338,333
F RPTTF	12,848,407	3,112,154	15,960,561
G Administrative RPTTF	188,886	188,886	377,772
H Current Period Enforceable Obligations (A+E)	\$ 16,349,235	\$ 3,327,939	\$ 19,677,174

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

**Garden Grove
Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail
July 1, 2021 through June 30, 2022**

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
								\$100,890,623		\$19,677,174	\$-	\$-	\$3,311,942	\$12,848,407	\$188,886	\$16,349,235	\$-	\$-	\$26,899	\$3,112,154	\$188,886	\$3,327,939
6	Katella Cottages OPA	OPA/DDA/ Construction	06/10/ 2008	10/01/2027	Heritage Village Note Investors (Performance Based)	Land Acquisition and Project Improvements	C.P.A.	3,925,400	N	\$45,000	-	-	-	-	-	\$-	-	-	-	45,000	-	\$45,000
7	Katella Cottages Note	Bonds Issued On or Before 12/ 31/10	06/10/ 2008	10/01/2027	U.S. Bank	Land Acquisition and Project Improvements	C.P.A.	768,950	N	\$177,000	-	-	-	150,300	-	\$150,300	-	-	-	26,700	-	\$26,700
16	Sycamore Walk DDA	Remediation	11/12/ 1996	06/30/2023	Olson Urban Housing	Quarterly Soil/ Ground Water Monitoring Events	C.P.A.	24,699	N	\$20,301	-	-	-	20,301	-	\$20,301	-	-	-	-	-	\$-
18	Housing Fund Deficit	SERAF/ ERAF	02/01/ 2012	12/31/2020	Garden Grove Hsng Auth.	Repayment of Housing Fund from SERAF/ ERAF	n/a	6,054,260	N	\$1,000,000	-	-	-	-	-	\$-	-	-	-	1,000,000	-	\$1,000,000
19	Waterpark Hotel DDA	Business Incentive Agreements	05/12/ 2009	12/31/2031	Garden Grove MXD & Various	Site Assembly/ Project Assistance	C.P.A.	8,146,542	N	\$373,458	-	-	-	-	-	\$-	-	-	-	373,458	-	\$373,458
20	Site B2 DDA	Business Incentive Agreements	06/26/ 2001	06/26/2025	Kam Sang Inc.	Project Assistance & Site Assembly & Preparation Costs	C.P.A.	2,928,570	N	\$371,430	-	-	-	-	-	\$-	-	-	-	371,430	-	\$371,430
22	Brookhurst Triangle DDA	OPA/DDA/ Construction	11/23/ 2010	12/31/2025	New Age Brookhurst, LLC & Various	Site Preparation Costs	C.P.A.	7,200,000	N	\$6,404,640	-	-	-	6,404,640	-	\$6,404,640	-	-	-	-	-	\$-
24	Project Management for Item 20 - Site B2	Project Management Costs	06/26/ 2001	12/31/2025	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	182,334	N	\$59,666	-	-	-	29,833	-	\$29,833	-	-	-	29,833	-	\$29,833
25	Project Legal for Items 19-20	Legal	06/26/ 2001	12/31/2026	SYCR and WSS Firms	Legal Costs Associated with project items 19 & 20	C.P.A.	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
27	Agency Property Maint/	Property Maintenance	02/01/ 2012	12/31/2025	Various	Management and Maintenance	C.P.A.	113,797	N	\$56,899	-	-	30,000	-	-	\$30,000	-	-	26,899	-	-	\$26,899

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	Management					of Successor Agency Owned Property Awaiting Development or Disposal																	
31	Administrative Allowance	Admin Costs	01/01/2014	06/30/2019	City of Garden Grove	Administrative Allowance per AB 1484	n.a.	3,622,230	N	\$377,772	-	-	-	-	188,886	\$188,886	-	-	-	-	-	188,886	\$188,886
33	Brookhurst Triangle DDA	Property Dispositions	07/29/2002	12/31/2025	Wang	See Notes.	C.P.A.	1,790,971	N	\$1,790,971	-	-	1,790,971	-	-	\$1,790,971	-	-	-	-	-	-	\$-
34	Brookhurst Triangle DDA	Property Dispositions	07/29/2002	12/31/2025	City of Garden Grove	See Notes.	C.P.A.	1,490,971	N	\$1,490,971	-	-	1,490,971	-	-	\$1,490,971	-	-	-	-	-	-	\$-
37	Project Management for Item 22 - Brookhurst	Project Management Costs	11/23/2010	12/31/2025	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	145,334	N	\$59,666	-	-	-	29,833	-	\$29,833	-	-	-	29,833	-	-	\$29,833
39	2014 Tax Allocation Refunding Bonds	Refunding Bonds Issued After 6/27/12	06/26/2014	10/01/2029	U.S. Bank National Association	Refunding of 2003 Tax Allocation Bonds	C.P.A.	21,323,875	N	\$3,875,350	-	-	-	3,419,225	-	\$3,419,225	-	-	-	456,125	-	-	\$456,125
40	Limón Law Suit Settlement	Litigation	09/20/2013	06/30/2015	Various	Settlement of Former Agency Lawsuit Associated with Item 19	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
47	Appraisals(s)	Admin Costs	07/01/2015	12/31/2018	TBD	Appraisals for Properties on the Long Range Property Management Plan	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
49	Limón Law Suit Settlement/ Judgement	Litigation	06/05/2015	06/05/2020	Public Counsel	Attorneys Fees per Judgement/ Court Ruling	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
50	Limón Law Suit Settlement/ Judgement	Litigation	06/05/2015	06/05/2020	Various	Replacement Housing Obligation per Judgement/ Court Ruling	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
51	Housing Successor	Admin Costs	01/01/2016	06/30/2016	Garden Grove	Administration of the		-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
	Administration				Housing Authority	Housing Successor																
52	Item 39 Trustee Fee (2014 TARB)	Fees	06/26/2014	10/01/2029	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	148,720	N	\$6,600	-	-	-	3,300	-	\$3,300	-	-	-	3,300	-	\$3,300
53	Item 19 Trustee Fee (Waterpark Bond)	Fees	05/12/2009	12/31/2026	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	237,320	N	\$4,100	-	-	-	2,050	-	\$2,050	-	-	-	2,050	-	\$2,050
54	Item 7 Trustee Fee (Katella Cottages Note)	Fees	06/10/2008	10/01/2027	U.S. Bank National Association	Fees associated with Note	C.P.A.	14,400	N	\$1,600	-	-	-	800	-	\$800	-	-	-	800	-	\$800
55	Successor Agency Legal Fees for Limon Litigation (Item 49 & 50)	Legal	06/05/2015	06/30/2021	SYCR and WSS Firms	Attorneys Fees per Judgement/ Court Ruling	C.P.A.	50,000	N	\$50,000	-	-	-	25,000	-	\$25,000	-	-	-	25,000	-	\$25,000
56	2016 Tax Allocation Bonds (for Waterpark Hotel, Item 19)	Bonds Issued After 12/31/10	10/01/2016	10/01/2033	U.S. Bank	Refunding Bonds issued associated with project item 19	C.P.A.	42,722,250	N	\$3,511,750	-	-	-	2,763,125	-	\$2,763,125	-	-	-	748,625	-	\$748,625
57	Project Management for Item 19 - Water Park	Business Incentive Agreements	06/26/2009	12/31/2026	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
58	Item 14 Dissemination Fees	Fees	05/01/2008	06/01/2020	Union Bank of California	Fees associated with loan	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

Garden Grove
Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
 (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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.	175,517	3,881,440	2,912,771	197,517	2,747,247	Reserve balance are unspent funds from the ROPS 15-16 period reserved to be spent on Line#2 of ROPS 18-19 per the April 13, 2018 determination letter. RPTTF balance agrees to the ROPS17-18PPA reported by the CAC.
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller				435,735	13,759,951	
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)			2,912,771	5,204	12,239,565	
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)				197,517		As per determination letter dated April 9, 2020, \$144,018 of other funds will be applied to Line#7 of ROPS 20-21 and \$53,499 will be applied to Line#27.
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC			No entry required		1,933,449	

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	
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Fund Sources				Comments		
		Bond Proceeds		Reserve Balance	Other Funds			RPTTF
		Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.			Non-Admin and Admin
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$175,517	\$3,881,440	\$-	\$430,531	\$2,334,184		

**Garden Grove
 Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
 July 1, 2021 through June 30, 2022**

Item #	Notes/Comments
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19	This item has a Final and Conclusive Determination approved on February 6, 2013 by the DOF. Request is for a TOT differential per Section 408, paragraph two, of the First Amended and Restated Disposition and Development Agreement.
20	Anticipated work for current ROPS delayed due to COVID-19. Will not be completed until ROPS 2021-22. Asking amount previously approved for ROPS 2020-21 be approved for ROPS 2021-22 in order to complete the work.
22	Dry utility planning anticipated in ROPS 2019-20 will continue through ROPS 2021-22. Requesting previously approved ROPS 2019-20 funds to be approved for ROPS 2021-22 to complete the work. DDA requires Successor Agency pay Developer \$6,400,000 at closing of Phase II Property from Housing Set Aside Fund if developer increases number of affordable rental units from 60 to 120 per Section 510 of the DDA. Developer has committed to increase # of affordable units and is requesting Successor Agency pay them \$6,400,000 at closing of Phase II. All cash balances in the Housing Set Aside Fund were distributed to the affected taxing entities upon dissolution of the former Agency. The Successor Agency is requesting the \$6,400,000 payment due to Developer required by Section 510 be paid from ROPS 2021-22 because of unforeseen delays in ROPS 20-21 that included a delayed response in utility companies, continued negotiations with developer, changes in the economy, and COVID-19.
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33	This property was acquired in 2002 as part of the Brookhurst Triangle Project. Section 30 of the Purchase and Sale Agreement indicates that any future sales proceeds over the amount initially paid by the Agency to the original seller are to be split 50/50 between the original seller and the City of Garden Grove. Per the DOF Final Determination Letter dated May 17, 2017, the funding source for these items should be "Other Funds". Due to delays related to COVID-19, the sale and transfer of the property previously scheduled in ROPS 2020-21 will now take place in ROPS 2021-22.
34	This property was acquired in 2002 as part of the Brookhurst Triangle Project. Section 30 of the Purchase and Sale Agreement indicates that any future sales proceeds over the amount initially paid by the Agency to the original seller are to be split 50/50 between the original seller and the City of Garden Grove. Per the DOF Final Determination Letter dated May 17, 2017, the funding source for these items should be "Other Funds". Due to delays related to COVID-19, the sale and transfer of the property previously scheduled in ROPS 2020-21 will now take place in ROPS 2021-22.
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Garden Grove
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
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June 12, 2018

Ms. Monica L. Covarrubias, Project Manager
City of Garden Grove
11222 Acacia Parkway
Garden Grove, CA 92840

Dear Ms. Covarrubias:

Subject: Approval of Oversight Board Action

The City of Garden Grove Successor Agency (Agency) notified the California Department of Finance (Finance) of its April 25, 2018 Oversight Board (OB) resolution on April 27, 2018. Pursuant to Health and Safety Code (HSC) section 34179 (h), Finance has completed its review of the OB action.

Based on our review and application of the law, OB Resolution No. 58-18, establishing a schedule to repay the Low and Moderate Income Housing Fund (LMIHF) for funds advanced for Educational Revenue Augmentation Fund (ERAF) payments and Supplemental Educational Revenue Augmentation Fund (SERAF) payments pursuant to HSC section 34176 (e) (6) (B), is approved.

This Resolution approves five separate loans from the LMIHF, principal loan amounts totaling \$13,254,260. Of the five loans, three were used to make ERAF payments for fiscal years 2003-04, 2004-05, and 2005-06; principal amounts totaling \$3,721,376. The two remaining loans were used to make the SERAF payments for fiscal years 2009-10 and 2010-11; principal amounts totaling \$9,532,884.

The Agency may now request funding for this item on a subsequent Recognized Obligation Payment Schedule; subject to Finance's review and approval.

This is our determination with respect to the OB action taken.

Please direct inquiries to Nichelle Jackson, Supervisor, or Alexander Watt, Lead Analyst, at (916) 322-2985.

Sincerely,

ERIKA LI
Program Budget Manager

cc: Ms. Lisa Kim, Community and Economic Development Director, City of Garden Grove
Mr. Israel Guevara, Property Tax Manager, Orange County



February 6, 2013

Mr. Jim DellaLonga, Senior Project Manager
City of Garden Grove
11222 Acacia Parkway
Garden Grove, CA 92842

Dear Mr. DellaLonga:

Subject: Approval of Final and Conclusive Enforceable Obligation

On November 20, 2012, the City of Garden Grove Successor Agency (Agency) submitted a petition to the California Department of Finance (Finance) requesting written confirmation that Item No. 19 – Waterpark Hotel Disposition and Development Agreement (DDA) as approved in the Recognized Obligation Payment Schedule for the period of January through June 2013 (ROPS III), is final and conclusive, based on the following criteria set forth in Health and Safety Code (HSC) section 34177.5 (i):

- The enforceable obligation submitted for review provides for an irrevocable commitment of property tax revenue.
- The allocation of the property tax revenue is expected to occur over time.
- The enforceable obligation was approved on a previous ROPS.

Finance has completed its review of your request, which included obtaining clarification and additional supporting documentation. Pursuant to the criteria outlined in HSC section 34177.5 (i), we are pleased to inform you that Item No. 19 – Waterpark Hotel DDA as listed on the approved ROPS III, is final and conclusive. Finance's review of the Waterpark Hotel DDA in future ROPS will be limited to confirming the scheduled payments as required by the obligation.

Finance's review of the property tax revenue is limited to the January through June 2012 ROPS, July through December 2012 ROPS, and ROPS III periods. Consequently, this final and conclusive determination does not guarantee a certain level of funding, nor is it approval for an irrevocable assurance of Redevelopment Property Tax Trust Fund (RPTTF) necessary to satisfy the obligation. The amount available from the RPTTF is not and never was an unlimited funding source. Therefore, the ability to fund any item approved as final and conclusive, as well as other items approved on a ROPS with property tax, is limited to the amount of funding available to the Agency in the RPTTF.

Please be further advised that there may be activities included in the enforceable obligation described in this letter that are permissive that the Agency may no longer have the statutory authority to carry out. This final and conclusive determination neither grants additional authority to the Agency nor does it authorize acts contrary to law. Additionally, any amendments to the above item are not subject to this final and conclusive determination; this final and conclusive determination is only valid for the Waterpark Hotel DDA.

Mr. Jim DellaLonga
February 6, 2013
Page 2

Please direct inquiries to Nichelle Thomas, Supervisor or Alex Watt, Lead Analyst at
(916) 445-1546.

Sincerely,



STEVE SZALAY
Local Government Consultant

cc: Mr. Matthew Fertal, City Manager, City of Garden Grove
Mr. Kingsley Okereke, Director of Finance, City of Garden Grove
Mr. Frank Davies, Property Tax Manager, County of Orange
California State Controller's Office



DEPARTMENT OF
FINANCE

EDMUND G. BROWN JR. ■ GOVERNOR

915 L STREET ■ SACRAMENTO CA ■ 95814-3706 ■ WWW.DOF.CA.GOV

November 1, 2018

Ms. Monica L. Covarrubias, Project Manager
City of Garden Grove
11222 Acacia Parkway
Garden Grove, CA 92840

Dear Ms. Covarrubias:

Subject: Determination of Oversight Board Action

The City of Garden Grove Successor Agency (Agency) notified the California Department of Finance (Finance) of its September 18, 2018 Oversight Board (OB) Resolution No. 18-007 on September 24, 2018. Pursuant to Health and Safety Code (HSC) section 34179 (h), Finance has completed its review of the OB action.

Finance approved the Agency's Long-Range Property Management Plan (LRPMP) on March 7, 2014. Health and Safety Code (HSC) section 34191.5 (f) states actions to implement the disposition of property pursuant to an approved LRPMP shall not require review by Finance. As such, Finance is taking no action on this OB Resolution. It should be noted that, pursuant to HSC section 34191.3, an approved LRPMP shall govern the disposition of property and any OB action taken related to an approved LRPMP should be consistent therewith.

This determination makes no approval of any item as an enforceable obligation. To the extent this OB action results in a request to approve an item on a Recognized Obligation Payment Schedule, Finance reserves the right to review such request in its entirety and such item may not be approved.

Please direct inquiries to Nichelle Jackson, Supervisor, or Alexander Watt, Lead Analyst, at (916) 322-2985.

Sincerely,

ERIKA LI
Program Budget Manager

cc: Ms. Lisa Kim, Community and Economic Development Director, City of Garden Grove
Mr. Israel Guevara, Property Tax Manager, Orange County

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FILED
SUPERIOR COURT OF CALIFORNIA
COUNTY OF ORANGE
CIVIL COMPLEX LITIGATION CENTER

JUN 10 2014

ALAN CARLSON, Clerk of the Court
Alan Carlson
BY B. ZUANICH

ELECTRONICALLY RECEIVED
Superior Court of California,
County of Orange
06/09/2014 at 10:06:50 AM
Clerk of the Superior Court
By Olga Lopez, Deputy Clerk

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF ORANGE

MARINA LIMON, *et al.*,

Plaintiffs and Petitioners,

v.

GARDEN GROVE AGENCY FOR
COMMUNITY DEVELOPMENT, a municipal
entity, *et al.*,

Defendants and Respondents.

GARDEN GROVE MXD, LLC, and
MCWHINNEY REAL ESTATE SERVICES,
and DOES 21 through 40,

Real Parties in Interest.

) Case No. 30-2009-00291597

) **JUDGMENT**

) Complaint Filed: August 10, 2009
) Dept.: CX-102
) Judge: Robert J. Moss

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IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

Judgment is entered in favor of Plaintiff Maria Malta and against Defendants pursuant to the terms stated below.

1. As used herein, the term "Low Income Households" shall have the meaning set forth in Health and Safety Code section 50079.5.

2. As used herein, the term "Very Low Income Households" shall have the meaning set forth in Health and Safety Code section 50105.

3. As used herein, the term "Low Income Rent" shall be rent affordable to lower income households as set forth in Health and Safety Code section 50053(b)(3).

4. As used herein, the term "Very Low Income Rent" shall be rent affordable to very low income households as set forth in Health and Safety Code section 50053(b)(2).

5. Within the timeframe described in Paragraph 9, below, the Successor Agency or, at its discretion, the Housing Successor (hereinafter "Successors"), shall develop replacement housing. Pursuant to this paragraph funds held in the Low and Moderate Income Housing Asset Fund, as defined in Health and Safety Code section 34176, shall be available for development of the replacement housing pursuant to this Judgment. The Successors shall develop or cause to be developed twenty five (25) additional new construction dwelling units as replacement housing for the Travel Country Recreational Vehicle Park ("Park") to address Plaintiff Malta's claims for development of replacement housing pursuant to Health and Safety Code section 33413. No less than twelve (12) of the units developed pursuant to this paragraph shall be covenanted to be leased at Very Low Income Rent and restricted to occupancy by Very Low Income Households; the balance of thirteen (13) units shall be covenanted to be leased at Low Income Rent and restricted to occupancy by Low Income Households.

6. In addition to the dwelling units described in Paragraph 6, within the timeframe described in Paragraph 9, below Successors shall develop or cause to be developed thirteen (13) additional dwelling units, either as new construction or Substantial Rehabilitation (as defined below), as replacement housing for the Park to address Plaintiff Malta's claims for development

1 of replacement housing pursuant to Health and Safety Code section 33413. No less
2 than seven (7) of the units developed pursuant to this paragraph shall be covenanted to be leased
3 at Very Low Income Rent and restricted to occupancy by Very Low Income Households; the
4 balance of six (6) units shall be covenanted to be leased at Low Income Rent and restricted to
5 occupancy by Low Income Households.

6 7. The Successors may reduce the number of dwelling units required to be developed
7 pursuant to Paragraph 7 (but not Paragraph 6) by one dwelling unit for each dwelling unit offered
8 to a household listed on Exhibit A hereto that is rejected by such household provided that a
9 household's rejection of a unit under this section will not disqualify that household from
10 eligibility under Paragraph 11. In order to reduce the unit count, (1) a displaced household must
11 receive an offer of affordable replacement housing after a determination (provided to the
12 displaced household in writing) by the operator of that housing that the displaced household
13 is eligible for occupancy of the replacement housing with respect to all of its qualifications and
14 restrictions, including but not limited to income, family size, rental history and credit score, (2)
15 the offer of affordable housing must be either hand delivered to the displaced household as
16 evidenced by a proof of personal service, or through regular and certified U.S. mail, and (3) the
17 displaced household must be allowed ten (10) business days after receipt of the offer to accept or
18 reject the offer.

19 8. The Successors shall develop, rehabilitate, construct or cause the development,
20 rehabilitation or construction (as applicable) of the dwelling units described in Paragraphs 6 and
21 7 ("Replacement Units") within four years from entry of judgment in this case.

22 9. "Substantial Rehabilitation" shall have the same meaning as contained in Health
23 and Safety Code section 33413.

24 10. In accordance with Health and Safety Code section 33411.3, all residents displaced
25 by the Redevelopment Agency shall have priority in occupancy of the Replacement Units
26 developed pursuant to this Judgment. Successors shall provide for such priority in any agreement
27

1 for development or administration of the Replacement Units, and shall maintain a list of eligible
2 persons and families displaced by the Redevelopment Agency.

3 11. Pursuant to action of the California Legislature in Stats. 2012, Ch. 5 (Assembly
4 Bill No. 26, 2011-2012 1st Ex. Sess.) (the "Dissolution Act"), effective June 29, 2011,
5 redevelopment agencies throughout California began a dissolution process. The Dissolution Act
6 provides that the city "that authorized the creation of each redevelopment agency" became the
7 "successor agency" to that redevelopment agency, by operation of law, unless the designated
8 successor entity elected not to serve as the successor agency. California Health and Safety Code
9 sections 34173(a), (d). The Garden Grove City Council adopted resolutions electing to serve as
10 the Successor Agency to the dissolved Redevelopment Agency pursuant to Health and Safety
11 Code section 34173, and designating the Garden Grove Housing Authority as the Housing
12 Successor pursuant to Health and Safety Code section 34176. City of Garden Grove Resolution
13 Nos. 9072-11 (July 12, 2011) and 9089-12 (Jan 17, 2012). As prescribed by the Dissolution Act,
14 the amounts the Successor Agency is obligated to pay pursuant to the terms of this Judgment shall
15 be included as an enforceable obligation of the Successor Agency on each applicable Recognized
16 Obligation Payment Schedule ("ROPS"), as defined in California Health and Safety Code section
17 34171(h) and in accordance with Health and Safety Code section 34177(l), (m), and as set forth
18 below.

19 12. The Successor Agency shall include in the ROPS due to be completed and
20 approved by the oversight board of the Successor Agency no later than October 3, 2015 (ROPS
21 2015-16B), amounts for Replacement Units that will be expended during the January 1, 2016
22 through June 30, 2016 period. The amounts to be expended during this ROPS 2015-16B period
23 shall be appropriate to complete development of the Replacement Units for occupancy within
24 four years from entry of the Judgment.

25 13. The Successor Agency shall pay \$9,000 in attorneys' fees to counsel for Plaintiff
26 Malta. The entire amount of attorneys' fees shall be placed on the ROPS due to be completed by
27 the oversight board of the Successor Agency no later than October 3, 2014 (ROPS 2014-15B).

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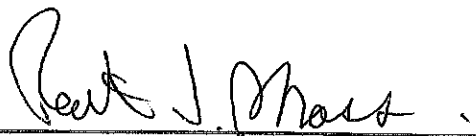
14. The obligations contained herein are obligations of the Garden Grove Agency for Community Development ("Redevelopment Agency"), now dissolved, prior to enactment of the Dissolution Act. The obligations set forth herein are not and under no circumstances shall they be construed as obligations of the City or Garden Grove Housing Authority other than in their roles as Successor Agency and Housing Successor, respectively. Consistent with Health and Safety Code § 34173(e), Successor Agency's liability for amounts owing pursuant to this Judgment shall be limited to the extent of the total sum of property tax revenues the Successor Agency and the Housing Successor receive pursuant to the ROPS process and the value of the assets received by the Successor Agency and the Housing Successor. The Successor Agency shall continue to list the obligations of this Judgment on each ROPS until all obligations required by the Judgment are satisfied.

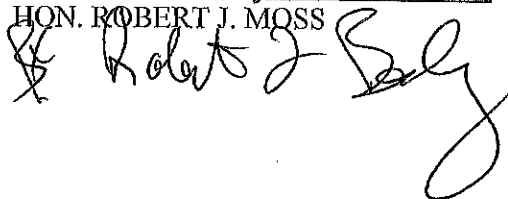
15. The Court shall have continuing jurisdiction to enforce the terms of this settlement and Judgment pursuant to California Code of Civil Procedure section 664.6.

16. This Judgment represents the sole obligation among the parties hereto and all other causes of action and/or claims arising out of this action are dismissed with prejudice and forever waived.

IT IS SO ORDERED.

DATED: 6/10/15



HON. ROBERT J. MOSS


Recognized Obligation Payment Schedule (ROPS 20-21) - Summary
Filed for the July 1, 2020 through June 30, 2021 Period

Successor Agency: Garden Grove

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	20-21A Total (July - December)	20-21B Total (January - June)	ROPS 20-21 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 3,308,691	\$ 26,750	\$ 3,335,441
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	3,308,691	26,750	3,335,441
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 13,045,184	\$ 6,772,765	\$ 19,817,949
F RPTTF	12,788,725	6,516,307	19,305,032
G Administrative RPTTF	256,459	256,458	512,917
H Current Period Enforceable Obligations (A+E)	\$ 16,353,875	\$ 6,799,515	\$ 23,153,390

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

Garden Grove
Recognized Obligation Payment Schedule (ROPS 20-21) - ROPS Detail
July 1, 2020 through June 30, 2021

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
								\$113,892,626		\$23,153,390	\$-	\$-	\$3,308,691	\$12,788,725	\$256,459	\$16,353,875	\$-	\$-	\$26,750	\$6,516,307	\$256,458	\$6,799,515
2	Hyatt Regency OPA	Business Incentive Agreements	06/01/2000	09/01/2018	OPA, LLC (Performance Based)	Cost of Project Improvements	C.P.A.	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
6	Katella Cottages OPA	OPA/DDA/Construction	06/10/2008	10/01/2027	Heritage Village Note Investors (Performance Based)	Land Acquisition and Project Improvements	C.P.A.	3,970,400	N	\$45,000	-	-	-	-	-	\$-	-	-	-	45,000	-	\$45,000
7	Katella Cottages Note	Bonds Issued On or Before 12/31/10	06/10/2008	10/01/2027	U.S. Bank	Land Acquisition and Project Improvements	C.P.A.	945,950	N	\$179,050	-	-	-	148,750	-	\$148,750	-	-	-	30,300	-	\$30,300
9	Coastline Lease Payments	Miscellaneous	03/04/1994	07/31/2017	Coast Community College District	Office Space Rent (Payments in Aug and Feb)	C.P.A.	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
14	Union Bank Loan	Third-Party Loans	05/01/2008	06/01/2020	Union Bank of California	Land Acquisition - Estimated Monthly Payments - Variable Interest	C.P.A.	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
16	Sycamore Walk DDA	Remediation	11/12/1996	06/30/2023	Olson Urban Housing	Quarterly Soil/Ground Water Monitoring Events	C.P.A.	45,000	N	\$15,917	-	-	-	15,917	-	\$15,917	-	-	-	-	-	\$-
18	Housing Fund Deficit	SERAF/ERAF	02/01/2012	12/31/2020	Garden Grove Hsng Auth.	Repayment of Housing Fund from SERAF/ERAF	n/a	10,154,260	N	\$3,100,000	-	-	-	-	-	\$-	-	-	-	3,100,000	-	\$3,100,000
19	Waterpark Hotel DDA	Business Incentive Agreements	05/12/2009	12/31/2026	Garden Grove MXD & Various	Site Assembly/Project Assistance	C.P.A.	8,520,000	N	\$1,580,792	-	-	-	-	-	\$-	-	-	-	1,580,792	-	\$1,580,792
20	Site B2 DDA	Business Incentive Agreements	06/26/2001	06/26/2025	Kam Sang Inc.	Project Assistance & Site Assembly & Preparation Costs	C.P.A.	3,300,000	N	\$360,000	-	-	-	-	-	\$-	-	-	-	360,000	-	\$360,000
22	Brookhurst Triangle DDA	OPA/DDA/Construction	11/23/2010	12/31/2020	New Age Brookhurst, LLC & Various	Site Preparation Costs	C.P.A.	7,200,000	N	\$6,434,945	-	-	-	6,434,945	-	\$6,434,945	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
24	Project Management for Item 20 - Site B2	Project Management Costs	06/26/2001	06/26/2025	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	242,000	N	\$58,210	-	-	-	29,105	-	\$29,105	-	-	-	29,105	-	\$29,105
25	Project Legal for Items 19-20	Legal	06/26/2001	12/31/2026	SYCR and WSS Firms	Legal Costs Associated with project items 19 & 20	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
27	Agency Property Maint/ Management	Property Maintenance	02/01/2012	12/31/2020	Various	Management and Maintenance of Successor Agency Owned Property Awaiting Development or Disposal	C.P.A.	81,501	N	\$53,499	-	-	26,749	-	-	\$26,749	-	-	26,750	-	-	\$26,750
31	Administrative Allowance	Admin Costs	01/01/2014	06/30/2019	City of Garden Grove	Administrative Allowance per AB 1484	n.a.	4,000,000	N	\$512,917	-	-	-	-	256,459	\$256,459	-	-	-	-	256,458	\$256,458
33	Brookhurst Triangle DDA	Property Dispositions	07/29/2002	12/31/2020	Wang	See Notes.	C.P.A.	1,790,971	N	\$1,790,971	-	-	1,790,971	-	-	\$1,790,971	-	-	-	-	-	\$-
34	Brookhurst Triangle DDA	Property Dispositions	07/29/2002	12/31/2020	City of Garden Grove	See Notes.	C.P.A.	1,490,971	N	\$1,490,971	-	-	1,490,971	-	-	\$1,490,971	-	-	-	-	-	\$-
37	Project Management for Item 22 - Brookhurst	Project Management Costs	11/23/2010	12/31/2020	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	205,000	N	\$48,950	-	-	-	24,474	-	\$24,474	-	-	-	24,476	-	\$24,476
39	2014 Tax Allocation Refunding Bonds	Refunding Bonds Issued After 6/27/12	06/26/2014	10/01/2029	U.S. Bank National Association	Refunding of 2003 Tax Allocation Bonds	C.P.A.	25,199,225	N	\$3,879,350	-	-	-	3,365,125	-	\$3,365,125	-	-	-	514,225	-	\$514,225
40	Limón Law Suit Settlement	Litigation	09/20/2013	06/30/2015	Various	Settlement of Former Agency Lawsuit Associated with Item 19	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
47	Appraisals(s)	Admin Costs	07/01/2015	12/31/2018	TBD	Appraisals for Properties on the Long Range Property Management Plan	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
49	Limón Law Suit	Litigation	06/05/2015	06/05/2020	Public Counsel	Attorneys Fees per Judgement/	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	Settlement/Judgement					Court Ruling																	
50	Limon Law Suit Settlement/Judgement	Litigation	06/05/2015	06/05/2020	Various	Replacement Housing Obligation per Judgement/ Court Ruling	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
51	Housing Successor Administration	Admin Costs	01/01/2016	06/30/2016	Garden Grove Housing Authority	Administration of the Housing Successor		-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-
52	Item 39 Trustee Fee (2014 TARB)	Fees	06/26/2014	10/01/2029	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	155,320	N	\$6,680	-	-	-	3,340	-	\$3,340	-	-	-	3,340	-	\$3,340	
53	Item 19 Trustee Fee (Waterpark Bond)	Fees	05/12/2009	12/31/2026	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	241,420	N	\$4,680	-	-	-	2,340	-	\$2,340	-	-	-	2,340	-	\$2,340	
54	Item 7 Trustee Fee (Katella Cottages Note)	Fees	06/10/2008	10/01/2027	U.S. Bank National Association	Fees associated with Note	C.P.A.	16,000	N	\$1,600	-	-	-	800	-	\$800	-	-	-	800	-	\$800	
55	Successor Agency Legal Fees for Limon Litigation (Item 49 & 50)	Legal	06/05/2015	06/05/2020	SYCR and WSS Firms	Attorneys Fees per Judgement/ Court Ruling	C.P.A.	100,000	N	\$75,000	-	-	-	37,500	-	\$37,500	-	-	-	37,500	-	\$37,500	
56	2016 Tax Allocation Bonds (for Waterpark Hotel, Item 19)	Bonds Issued After 12/31/10	10/01/2016	10/01/2033	U.S. Bank	Refunding Bonds issued associated with project item 19	C.P.A.	46,234,000	N	\$3,514,250	-	-	-	2,726,125	-	\$2,726,125	-	-	-	788,125	-	\$788,125	
57	Project Management for Item 19 - Water Park	Business Incentive Agreements	06/26/2009	12/31/2026	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
58	Item 14 Dissemination Fees	Fees	05/01/2008	06/01/2020	Union Bank of California	Fees associated with loan	C.P.A.	608	N	\$608	-	-	-	304	-	\$304	-	-	-	304	-	\$304	
59	Unfunded CalPERS Pension Liabilities 2011-12	Unfunded Liabilities	02/01/2012	06/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities		-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
60	Unfunded CalPERS Pension Liabilities 2012-13	Unfunded Liabilities	07/01/2012	06/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities		-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
61	Unfunded CalPERS Pension Liabilities 2013-14	Unfunded Liabilities	07/01/2013	06/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities		-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
62	Unfunded CalPERS Pension Liabilities 2014-15	Unfunded Liabilities	07/01/2014	06/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities		-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
63	Unfunded CalPERS Pension Liabilities 2015-16	Unfunded Liabilities	07/01/2015	06/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities		-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
64	Unfunded CalPERS Pension Liabilities 2016-17	Unfunded Liabilities	07/01/2016	06/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities		-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
65	Unfunded CalPERS Pension Liabilities 2017-18	Unfunded Liabilities	07/01/2017	10/01/2033	Cal PERS	Unfunded CalPERS Pension Liabilities		-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

Garden Grove
Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
July 1, 2017 through June 30, 2018
(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
	ROPS 17-18 Cash Balances (07/01/17 - 06/30/18)	Fund Sources					Comments
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
		Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	
1	Beginning Available Cash Balance (Actual 07/01/17) RPTTF amount should exclude "A" period distribution amount.	175,517	3,881,440		363,814		
2	Revenue/Income (Actual 06/30/18) RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller				252,140	20,320,118	
3	Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18)				121,659	17,573,228	
4	Retention of Available Cash Balance (Actual 06/30/18) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)				296,778		As per the determination letter dated April 9, 2019, \$296,778 of other funds will be applied to Line #14 on ROPS 19-20
5	ROPS 17-18 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 17-18 PPA form submitted to the CAC		No entry required			2,746,890	
6	Ending Actual Available Cash Balance (06/30/18) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$175,517	\$3,881,440	\$-	\$197,517	\$-	

Garden Grove
Recognized Obligation Payment Schedule (ROPS 20-21) - Notes
July 1, 2020 through June 30, 2021

Item #	Notes/Comments
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19	This item has a Final and Conclusive Determination approved on February 6, 2013 by DOF. Request is for a TOT differential per section 408, paragraph two, of the First Amended and Restated Disposition and Development Agreement.
20	Anticipated work for current ROPS delay and will not be done until ROPS 20-21. Asking amount previously approved for ROPS 19-20 be approved for ROPS 20-21 in order to complete the work.
22	Utility work anticipated in ROPS 19-20 will continue through ROPS 20-21. Requesting previously approved ROPS 19-20 funds to be approved for ROPS 20-21 to complete the work. DDA requires Successor Agency pay Developer \$6,400,000 at closing of Phase II Property from Housing Set Aside Fund if developer increases number of affordable rental units from 60 to 120 per Section 510 of DDA. Developer has committed to increase # of affordable units & is requesting Successor Agency pay them \$6,400,000 at closing of Phase II. All cash balances in the Housing Set Aside Fund were distributed to the affected taxing entities upon dissolution of the former Agency. The Successor Agency is requesting the \$6,400,000 payment due to Developer required by Section 510 be paid from ROPS20-21.
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33	This property was acquired 2002 as part of the Brookhurst Triangle Project. Section 30 of the Purchase and Sale Agreement indicates that any future sales proceeds over the amount initially paid by the Agency to the original seller are to be split 50/50 between the original seller and the City of garden Grove. Per the DOF Final Determination Letter dated May 17, 2017, the funding source for these line items should be "Other Funds". Due to delays in removal of utilities from the site the sale and transfer of property previously scheduled in ROPS 19-20 will now take place in ROPS 20-21.
34	This property was acquired 2002 as part of the Brookhurst Triangle Project. Section 30 of the Purchase and Sale Agreement indicates that any future sales proceeds over the amount initially paid by the Agency to the original seller are to be split 50/50 between the original seller and the City of garden Grove. Per the DOF Final Determination Letter dated May 17, 2017, the funding source for these line items should be "Other Funds". Due to delays in removal of utilities from the site the sale and transfer of property previously scheduled in ROPS 19-20 will now take place in ROPS 20-21.
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Transmitted via e-mail

April 9, 2020

Monica L. Covarrubias, Project Manager
City of Garden Grove
11222 Acacia Parkway
Garden Grove, CA 92840

2020-21 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Garden Grove Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2020 through June 30, 2021 (ROPS 20-21) to the California Department of Finance (Finance) on January 23, 2020. Finance has completed its review of the ROPS 20-21.

Based on a sample of line items reviewed and application of the law, Finance made the following determinations:

- Item No. 6 – Katella Cottages OPA in the total outstanding amount of \$3,970,400 is overstated. Based on our review of documents provided by the Agency, the outstanding amount is \$306,029. Therefore, Finance reduced the outstanding balance on the Agency's ROPS Detail Form by \$3,664,371 to \$306,029. Additionally, Finance is approving \$45,000 requested in Redevelopment Property Tax Trust Fund (RPTTF) funding; and therefore, the outstanding balance on the subsequent ROPS Detail Form should be updated accordingly.
- On the ROPS 20-21 form, the Agency reported cash balances and activity for the period July 1, 2017 through June 30, 2018 (ROPS 17-18). According to our review, the Agency has approximately \$144,018 from Other Funds available to fund enforceable obligations on the ROPS 20-21. HSC section 34177 (l) (1) (E) requires these balances to be used prior to requesting RPTTF funds. This item does not require payment from property tax revenues; therefore, the funding source for the following item has been partially reclassified in the amount specified below:
 - Item No. 7 – Katella Cottages Note in the amount of \$179,050. Finance is approving RPTTF in the amount of \$35,032 and the use of Other Funds in the amount of \$144,018, totaling \$179,050.
- The administrative costs claimed are within the fiscal year administrative cap pursuant to HSC section 34171 (b) (3). However, Finance notes the Oversight Board (OB) has approved an amount that appears excessive, given the number and nature of the obligations listed on the ROPS. HSC section 34179 (i) requires the OB to exercise a fiduciary duty to the taxing entities. Therefore, Finance encourages the OB to apply adequate oversight when evaluating the administrative resources necessary to successfully wind-down the Agency.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations (prior period adjustments) for the ROPS 17-18 period. Reported differences in RPTTF are used to offset current RPTTF distributions. The amount of RPTTF authorized includes the prior period adjustment (PPA) resulting from the County Auditor-Controller's review of the PPA form submitted by the Agency.

The Agency's maximum approved RPTTF distribution for the reporting period is \$16,926,684, as summarized in the Approved RPTTF Distribution table (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2020 through December 31, 2020 period (ROPS A period), and one distribution for the January 1, 2021 through June 30, 2021 period (ROPS B period), based on Finance's approved amounts. Since this determination is for the entire ROPS 20-21 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Except for the items adjusted, Finance is not objecting to the remaining items listed on the ROPS 20-21. If the Agency disagrees with our determination with respect to any items on the ROPS 20-21, except items which are the subject of litigation disputing our previous or related determinations, the Agency may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available on our website:

http://dof.ca.gov/Programs/Redevelopment/Meet_And_Confer/

The Agency must use the RAD App to complete and submit its Meet and Confer request form.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 20-21. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be deemed denied until the matter is resolved.

The ROPS 20-21 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 20-21 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

Monica L. Covarrubias
April 9, 2020
Page 3

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Anna Kyumba, Supervisor, or Satveer Ark, Staff, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Lisa Kim, Assistant City Manager, City of Garden Grove
Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution July 2020 through June 2021			
	ROPS A	ROPS B	ROPS 20-21 Total
RPTTF Requested	\$ 12,788,725	\$ 6,516,307	\$ 19,305,032
Administrative RPTTF Requested	256,459	256,458	512,917
Total RPTTF Requested	13,045,184	6,772,765	19,817,949
RPTTF Requested	12,788,725	6,516,307	19,305,032
<u>Adjustment</u>			
Item No. 7	(144,018)	0	(144,018)
RPTTF Authorized	12,644,707	6,516,307	19,161,014
Administrative RPTTF Authorized	256,459	256,458	512,917
ROPS 17-18 prior period adjustment (PPA)	(2,747,247)	0	(2,747,247)
Total RPTTF Approved for Distribution	\$ 10,153,919	\$ 6,772,765	\$ 16,926,684

**Amended Recognized Obligation Payment Schedule (ROPS 20-21B) - Summary
Filed for the January 1, 2021 through June 30, 2021 Period**

Successor Agency: Garden Grove

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	ROPS 20-21B Authorized Amounts	ROPS 20-21B Requested Adjustments	ROPS 20-21B Amended Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 26,750	\$ -	\$ 26,750
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	26,750	-	26,750
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 6,772,765	\$ 700	\$ 6,773,465
F RPTTF	6,516,307	700	6,517,007
G Administrative RPTTF	256,458	-	256,458
H Current Period Enforceable Obligations (A+E)	\$ 6,799,515	\$ 700	\$ 6,800,215

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

Item #	Project Name	Obligation Type	Total Outstanding Obligation	Authorized Amounts					Total	Requested Adjustments					Total	Notes
				Fund Sources						Fund Sources						
				Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
40	Limon Law Suit Settlement	Litigation	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
47	Appraisals(s)	Admin Costs	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
49	Limon Law Suit Settlement/ Judgement	Litigation	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
50	Limon Law Suit Settlement/ Judgement	Litigation	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
51	Housing Successor Administration	Admin Costs	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
52	Item 39 Trustee Fee (2014 TARB)	Fees	\$155,320	-	-	-	3,340	-	\$3,340	-	-	-	-	-	\$-	
53	Item 19 Trustee Fee (Waterpark Bond)	Fees	\$241,420	-	-	-	2,340	-	\$2,340	-	-	-	-	-	\$-	
54	Item 7 Trustee Fee (Katella Cottages Note)	Fees	\$16,000	-	-	-	800	-	\$800	-	-	-	-	-	\$-	
55	Successor Agency Legal Fees for Limon Litigation (Item 49 & 50)	Legal	\$100,000	-	-	-	37,500	-	\$37,500	-	-	-	-	-	\$-	
56	2016 Tax Allocation Bonds (for Waterpark Hotel, Item 19)	Bonds Issued After 12/31/10	\$46,234,000	-	-	-	788,125	-	\$788,125	-	-	-	-	-	\$-	
57	Project Management for Item 19 - Water Park	Business Incentive Agreements	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
58	Item 14 Dissemination Fees	Fees	\$608	-	-	-	304	-	\$304	-	-	-	-	-	\$-	
59	Unfunded CalPERS Pension Liabilities 2011-12	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
60	Unfunded CalPERS Pension Liabilities 2012-13	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
61	Unfunded CalPERS Pension Liabilities 2013-14	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
62	Unfunded CalPERS Pension Liabilities 2014-15	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
63	Unfunded CalPERS Pension Liabilities 2015-16	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
64	Unfunded CalPERS Pension Liabilities 2016-17	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
65	Unfunded CalPERS Pension Liabilities 2017-18	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	



Transmitted via e-mail

April 9, 2020

Monica L. Covarrubias, Project Manager
City of Garden Grove
11222 Acacia Parkway
Garden Grove, CA 92840

2020-21 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Garden Grove Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2020 through June 30, 2021 (ROPS 20-21) to the California Department of Finance (Finance) on January 23, 2020. Finance has completed its review of the ROPS 20-21.

Based on a sample of line items reviewed and application of the law, Finance made the following determinations:

- Item No. 6 – Katella Cottages OPA in the total outstanding amount of \$3,970,400 is overstated. Based on our review of documents provided by the Agency, the outstanding amount is \$306,029. Therefore, Finance reduced the outstanding balance on the Agency's ROPS Detail Form by \$3,664,371 to \$306,029. Additionally, Finance is approving \$45,000 requested in Redevelopment Property Tax Trust Fund (RPTTF) funding; and therefore, the outstanding balance on the subsequent ROPS Detail Form should be updated accordingly.
- On the ROPS 20-21 form, the Agency reported cash balances and activity for the period July 1, 2017 through June 30, 2018 (ROPS 17-18). According to our review, the Agency has approximately \$144,018 from Other Funds available to fund enforceable obligations on the ROPS 20-21. HSC section 34177 (l) (1) (E) requires these balances to be used prior to requesting RPTTF funds. This item does not require payment from property tax revenues; therefore, the funding source for the following item has been partially reclassified in the amount specified below:
 - Item No. 7 – Katella Cottages Note in the amount of \$179,050. Finance is approving RPTTF in the amount of \$35,032 and the use of Other Funds in the amount of \$144,018, totaling \$179,050.
- The administrative costs claimed are within the fiscal year administrative cap pursuant to HSC section 34171 (b) (3). However, Finance notes the Oversight Board (OB) has approved an amount that appears excessive, given the number and nature of the obligations listed on the ROPS. HSC section 34179 (i) requires the OB to exercise a fiduciary duty to the taxing entities. Therefore, Finance encourages the OB to apply adequate oversight when evaluating the administrative resources necessary to successfully wind-down the Agency.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations (prior period adjustments) for the ROPS 17-18 period. Reported differences in RPTTF are used to offset current RPTTF distributions. The amount of RPTTF authorized includes the prior period adjustment (PPA) resulting from the County Auditor-Controller's review of the PPA form submitted by the Agency.

The Agency's maximum approved RPTTF distribution for the reporting period is \$16,926,684, as summarized in the Approved RPTTF Distribution table (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2020 through December 31, 2020 period (ROPS A period), and one distribution for the January 1, 2021 through June 30, 2021 period (ROPS B period), based on Finance's approved amounts. Since this determination is for the entire ROPS 20-21 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Except for the items adjusted, Finance is not objecting to the remaining items listed on the ROPS 20-21. If the Agency disagrees with our determination with respect to any items on the ROPS 20-21, except items which are the subject of litigation disputing our previous or related determinations, the Agency may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available on our website:

http://dof.ca.gov/Programs/Redevelopment/Meet_And_Confer/

The Agency must use the RAD App to complete and submit its Meet and Confer request form.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 20-21. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be deemed denied until the matter is resolved.

The ROPS 20-21 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 20-21 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

Monica L. Covarrubias
April 9, 2020
Page 3

The amount available from the RPTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTF.

Please direct inquiries to Anna Kyumba, Supervisor, or Satveer Ark, Staff, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Lisa Kim, Assistant City Manager, City of Garden Grove
Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution July 2020 through June 2021			
	ROPS A	ROPS B	ROPS 20-21 Total
RPTTF Requested	\$ 12,788,725	\$ 6,516,307	\$ 19,305,032
Administrative RPTTF Requested	256,459	256,458	512,917
Total RPTTF Requested	13,045,184	6,772,765	19,817,949
RPTTF Requested	12,788,725	6,516,307	19,305,032
<u>Adjustment</u>			
Item No. 7	(144,018)	0	(144,018)
RPTTF Authorized	12,644,707	6,516,307	19,161,014
Administrative RPTTF Authorized	256,459	256,458	512,917
ROPS 17-18 prior period adjustment (PPA)	(2,747,247)	0	(2,747,247)
Total RPTTF Approved for Distribution	\$ 10,153,919	\$ 6,772,765	\$ 16,926,684

Recognized Obligation Payment Schedule (ROPS 19-20) - Summary
Filed for the July 1, 2019 through June 30, 2020 Period

Successor Agency: Garden Grove
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	19-20A Total (July - December)	19-20B Total (January - June)	ROPS 19-20 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ 3,294,271	\$ 12,328	\$ 3,306,599
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	3,294,271	12,328	3,306,599
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 11,551,921	\$ 8,722,601	\$ 20,274,522
F RPTTF	11,354,344	8,525,025	19,879,369
G Administrative RPTTF	197,577	197,576	395,153
H Current Period Enforceable Obligations (A+E):	\$ 14,846,192	\$ 8,734,929	\$ 23,581,121

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

Garden Grove Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	19-20A (July - December)					19-20B (January - June)					W		
											Fund Sources					Fund Sources						19-20A Total	19-20B Total
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF			
2	Hvatt Regency OPA	Business Incentive	6/1/2000	9/1/2018	OPA, LLC (Performance)	Cost of Project Improvements	C.P.A.	\$ 132,234,336	Y	\$ 23,581,121	\$ 0	\$ 0	\$ 3,294,271	\$ 11,354,344	\$ 197,577	\$ 14,846,192	\$ 0	\$ 0	\$ 12,328	\$ 8,525,025	\$ 197,576	\$ 8,734,929	
6	Katella Cottages OPA	OPA/DDA/Construction	6/10/2008	10/1/2027	Heritage Village Note Investors (Performance Based)	Land Acquisition and Project Improvements	C.P.A.	3,015,342	N	\$ 30,000						\$ -				30,000		\$ 30,000	
7	Katella Cottages Note	Bonds Issued On or Before 12/31/10	6/10/2008	10/1/2027	U.S. Bank	Land Acquisition and Project Improvements	C.P.A.	1,125,000	N	\$ 175,650			141,900			\$ 141,900				33,750		\$ 33,750	
9	Coastline Lease Payments	Miscellaneous	3/4/1994	7/31/2017	Coast Community College District	Office Space Rent (Payments in Aug and Feb)	C.P.A.		Y	\$ -						\$ -						\$ -	
14	Union Bank Loan	Third-Party Loans	5/1/2008	6/1/2020	Union Bank of California	Land Acquisition - Estimated Monthly Payments - Variable Interest	C.P.A.	4,066,667	Y	\$ 4,066,667			2,033,334			\$ 2,033,334				2,033,333		\$ 2,033,333	
16	Sycamore Walk DDA	Remediation	11/12/1996	6/30/2023	Olson Urban Housing	Quarterly Soil/Ground Water Monitoring Events	C.P.A.	60,000	N	\$ 15,203			15,203			\$ 15,203						\$ -	
18	Housing Fund Deficit	SERAF/ERAF	2/1/2012	12/31/2020	Garden Grove Hsng Auth.	Repayment of Housing Fund from SERAF/ERAF	n/a	13,254,260	N	\$ 3,100,000						\$ -				3,100,000		\$ 3,100,000	
19	Waterpark Hotel DDA	Business Incentive Agreements	5/12/2009	12/31/2026	Garden Grove MXD & Various	Site Assembly/Project Assistance	C.P.A.	10,100,000	N	\$ 1,179,119						\$ -				1,179,119		\$ 1,179,119	
20	Site B2 DDA	Business Incentive Agreements	6/26/2001	6/26/2025	Kam Sang Inc.	Project Assistance & Site Assembly & Preparation Costs	C.P.A.	3,300,000	N	\$ 450,000						\$ -				450,000		\$ 450,000	
22	Brookhurst Triangle DDA	OPA/DDA/Construction	11/23/2010	12/31/2020	New Age Brookhurst, LLC & Various	Site Preparation Costs	C.P.A.	7,898,000	N	\$ 6,798,055			6,798,055			\$ 6,798,055						\$ -	
24	Project Management for Item 20 - Site B2	Project Management Costs	6/26/2001	6/26/2025	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	300,000	N	\$ 166,430			83,214			\$ 83,214				83,216		\$ 83,216	
25	Project Legal for Items 19-20	Legal	6/26/2001	12/31/2026	SYCR and WSS Firms	Legal Costs Associated with project items 19 & 20	C.P.A.	75,000	N	\$ 50,000			25,000			\$ 25,000				25,000		\$ 25,000	
27	Agency Property Maint/Management	Property Maintenance	2/1/2012	12/31/2020	Various	Management and Maintenance of Successor Agency Owned Property Awaiting Development or Disposal	C.P.A.	135,000	N	\$ 24,657			12,329			\$ 12,329			12,328			\$ 12,328	
31	Administrative Allowance	Admin Costs	1/1/2014	6/30/2019	City of Garden Grove	Administrative Allowance per AB 1484	n.a.	4,500,000	N	\$ 395,153					197,577	\$ 197,577				197,576		\$ 197,576	
33	Brookhurst Triangle DDA	Property Dispositions	7/29/2002	12/31/2020	Wang	See Notes.	C.P.A.	1,790,971	N	\$ 1,790,971			1,790,971			\$ 1,790,971						\$ -	
34	Brookhurst Triangle DDA	Property Dispositions	7/29/2002	12/31/2020	City of Garden Grove	See Notes.	C.P.A.	1,490,971	N	\$ 1,490,971			1,490,971			\$ 1,490,971						\$ -	
37	Project Management for Item 22 - Brookhurst	Project Management Costs	11/23/2010	12/31/2020	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.	250,000	N	\$ 166,430			83,216			\$ 83,216				83,214		\$ 83,214	
39	2014 Tax Allocation Refunding Bonds	Refunding Bonds Issued After 6/27/12	6/26/2014	10/1/2029	U.S. Bank National Association	Refunding of 2003 Tax Allocation Bonds	C.P.A.	29,078,575	N	\$ 2,224,538			1,654,413			\$ 1,654,413				570,125		\$ 570,125	
40	Limón Law Suit Settlement	Litigation	9/20/2013	6/30/2015	Various	Settlement of Former Agency Lawsuit Associated with Item 19	C.P.A.		N	\$ -						\$ -						\$ -	
47	Appraisals(s)	Admin Costs	7/1/2015	12/31/2018	TBD	Appraisals for Properties on the Long Range Property Management Plan	C.P.A.	46,000	N	\$ 4,200						\$ -				4,200		\$ 4,200	
49	Limón Law Suit Settlement/Judgement	Litigation	6/5/2015	6/5/2020	Public Counsel	Attorneys Fees per Judgement/Court Ruling	C.P.A.		N	\$ -						\$ -						\$ -	
50	Limón Law Suit Settlement/Judgement	Litigation	6/5/2015	6/5/2020	Various	Replacement Housing Obligation per Judgement/Court Ruling	C.P.A.		N	\$ -						\$ -						\$ -	
51	Housing Successor Administration	Admin Costs	1/1/2016	6/30/2016	Garden Grove Housing Authority	Administration of the Housing Successor		1,500,000	N	\$ 150,000			75,000			\$ 75,000				75,000		\$ 75,000	
52	Item 39 Trustee Fee (2014 TARF)	Fees	6/26/2014	10/1/2029	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	162,000	N	\$ 6,655			3,328			\$ 3,328				3,327		\$ 3,327	
53	Item 19 Trustee Fee (Waterpark Bond)	Fees	5/12/2009	12/31/2026	U.S. Bank National Association	Fees associated with Bond payment	C.P.A.	246,100	N	\$ 5,055			2,528			\$ 2,528				2,527		\$ 2,527	
54	Item 7 Trustee Fee (Katella Cottages Note)	Fees	6/10/2008	10/1/2027	U.S. Bank National Association	Fees associated with Note	C.P.A.	17,500	N	\$ 1,600			800			\$ 800				800		\$ 800	
55	Successor Agency Legal Fees for Limon Litigation (Item 49 & 50)	Legal	6/5/2015	6/5/2020	SYCR and WSS Firms	Attorneys Fees per Judgement/Court Ruling	C.P.A.	70,000	N	\$ 50,000			25,000			\$ 25,000				25,000		\$ 25,000	
56	2016 Tax Allocation Bonds (for Waterpark Hotel, Item 19)	Bonds Issued After 12/31/10	10/1/2016	10/1/2033	U.S. Bank	Refunding Bonds issued associated with project item 19	C.P.A.	49,748,250	N	\$ 1,239,188			413,063			\$ 413,063				826,125		\$ 826,125	
57	Project Management for Item 19 - Water Park	Business Incentive Agreements	6/26/2009	12/31/2026	City of Garden Grove	Labor associated w/ project coordination / management	C.P.A.		N	\$ -						\$ -						\$ -	
58	Item 14 Dissemination Fees	Fees	5/1/2008	6/1/2020	Union Bank of California	Fees associated with loan	C.P.A.	4,700	N	\$ 579			290			\$ 290				289		\$ 289	
59	Unfunded CalPERS Pension Liabilities 2011-12	Unfunded Liabilities	2/1/2012	6/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities			N	\$ -						\$ -						\$ -	
60	Unfunded CalPERS Pension Liabilities 2012-13	Unfunded Liabilities	7/1/2012	6/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities			N	\$ -						\$ -						\$ -	
61	Unfunded CalPERS Pension Liabilities 2013-14	Unfunded Liabilities	7/1/2013	6/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities			N	\$ -						\$ -						\$ -	
62	Unfunded CalPERS Pension Liabilities 2014-15	Unfunded Liabilities	7/1/2014	6/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities			N	\$ -						\$ -						\$ -	
63	Unfunded CalPERS Pension Liabilities 2015-16	Unfunded Liabilities	7/1/2015	6/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities			N	\$ -						\$ -						\$ -	
64	Unfunded CalPERS Pension Liabilities 2016-17	Unfunded Liabilities	7/1/2016	6/30/2018	City of Garden Grove	Reimbursement of unfunded CalPERS Pension Liabilities			N	\$ -						\$ -						\$ -	
65	Unfunded CalPERS Pension Liabilities 2017-18	Unfunded Liabilities	7/1/2017	10/1/2033	Cal PERS	Unfunded CalPERS Pension Liabilities			N	\$ -						\$ -						\$ -	
66									N	\$ -						\$ -						\$ -	
67									N	\$ -						\$ -						\$ -	
68									N	\$ -						\$ -						\$ -	
69									N	\$ -						\$ -						\$ -	
70									N	\$ -						\$ -						\$ -	
71									N	\$ -						\$ -						\$ -	
72									N	\$ -						\$ -						\$ -	
73									N	\$ -						\$ -						\$ -	
74									N	\$ -						\$ -						\$ -	
75									N	\$ -						\$ -						\$ -	
76									N	\$ -						\$ -						\$ -	
77									N	\$ -						\$ -						\$ -	
78									N	\$ -						\$ -						\$ -	
79									N	\$ -						\$ -						\$ -	
80									N	\$ -						\$ -						\$ -	

Garden Grove Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	19-20A (July - December)					Q	19-20B (January - June)					W	
											Fund Sources						Fund Sources						
											L	M	N	O	P		R	S	T	U	V		
																							Bond Proceeds
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 19-20 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20B Total	
81									N	\$ -						\$ -							\$ -
82									N	\$ -						\$ -							\$ -
83									N	\$ -						\$ -							\$ -
84									N	\$ -						\$ -							\$ -
85									N	\$ -						\$ -							\$ -
86									N	\$ -						\$ -							\$ -
87									N	\$ -						\$ -							\$ -
88									N	\$ -						\$ -							\$ -
89									N	\$ -						\$ -							\$ -
90									N	\$ -						\$ -							\$ -
91									N	\$ -						\$ -							\$ -
92									N	\$ -						\$ -							\$ -
93									N	\$ -						\$ -							\$ -
94									N	\$ -						\$ -							\$ -
95									N	\$ -						\$ -							\$ -
96									N	\$ -						\$ -							\$ -
97									N	\$ -						\$ -							\$ -
98									N	\$ -						\$ -							\$ -
99									N	\$ -						\$ -							\$ -
100									N	\$ -						\$ -							\$ -
101									N	\$ -						\$ -							\$ -
102									N	\$ -						\$ -							\$ -
103									N	\$ -						\$ -							\$ -
104									N	\$ -						\$ -							\$ -
105									N	\$ -						\$ -							\$ -
106									N	\$ -						\$ -							\$ -
107									N	\$ -						\$ -							\$ -
108									N	\$ -						\$ -							\$ -
109									N	\$ -						\$ -							\$ -

Garden Grove Recognized Obligation Payment Schedule (ROPS 19-20) - Report of Cash Balances
July 1, 2016 through June 30, 2017
(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. 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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 16-17 Cash Balances (07/01/16 - 06/30/17)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/16) RPTTF amount should exclude "A" period distribution amount						Beginning balance as per determination letter dated April 13, 2018.
		175,517	3,881,440		99,681	2,912,771	
2	Revenue/Income (Actual 06/30/17) RPTTF amount should tie to the ROPS 16-17 total distribution from the County Auditor-Controller						Other funds collected are from rental income and interest income received.
					397,062	19,384,381	
3	Expenditures for ROPS 16-17 Enforceable Obligations (Actual 06/30/17)						
					33,248	16,155,051	
4	Retention of Available Cash Balance (Actual 06/30/17) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)						This amount represents half of the October 2017 debt service payments due for Line Item #39 of \$1,607,000 and Line Items #56 of \$413,062.
						2,020,062	
5	ROPS 16-17 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 16-17 PPA form submitted to the CAC	No entry required					
						1,659,448	
6	Ending Actual Available Cash Balance (06/30/17) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)						As per the determination letter dated April 13, 2018, \$2,912,771 of the cash balance will be applied to Line #2 on ROPS 18-19.
		\$ 175,517	\$ 3,881,440	\$ 0	\$ 463,495	\$ 2,462,591	



November 13, 2019

Ms. Monica L. Covarrubias, Project Manager
City of Garden Grove
11222 Acacia Parkway
Garden Grove, CA 92840

Dear Ms. Covarrubias:

Subject: Amended Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1) (E), the City of Garden Grove Successor Agency (Agency) submitted an Amended Recognized Obligation Payment Schedule for the period January 1, 2020 through June 30, 2020 (Amended ROPS 19-20B) to the California Department of Finance (Finance) on September 30, 2019. Finance has completed its review of the Amended ROPS 19-20B.

Based on our review, Finance is approving all of the adjustments requested on the Amended ROPS 19-20B.

The Agency's amended maximum approved Redevelopment Property Tax Trust Fund (RPTTF) distribution for the ROPS 19-20B period is \$8,714,866 as summarized in the Approved RPTTF Distribution table (See Attachment).

Please refer to the ROPS 19-20B schedule used to calculate the total RPTTF approved for distribution:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This is Finance's determination related to the funding of enforceable obligations reported on your Amended ROPS 19-20B. Please note there is not a Meet and Confer option for the Amended ROPS process, so Finance's determination is final. This determination is effective for this time period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if it was not denied on this Amended ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution statutes. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax is limited to the amount of funding available to the Agency in the RPTTF.

Ms. Monica L Covarrubias
November 13, 2019
Page 2

Please direct inquiries to Todd Vermillion, Supervisor, or Michael Barr, Lead Analyst, at (916) 322-2985.

Sincerely,

Cheryl R. McCormick

J JENNIFER WHITAKER
Program Budget Manager

cc: Ms. Lisa Kim, Community and Economic Development Director, City of Garden Grove
Mr. Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution January 2020 through June 2020	
Authorized RPTTF on ROPS 19-20B	\$ 8,450,025
Authorized Administrative RPTTF on ROPS 19-20B	197,576
Total Authorized RPTTF on ROPS 19-20B	8,647,601
Authorized 19-20B RPTTF Adjustments	67,265
Total Amended ROPS 19-20B RPTTF approved for distribution	8,714,866

**Amended Recognized Obligation Payment Schedule (ROPS 19-20B) - Summary
Filed for the January 1, 2020 through June 30, 2020 Period**

Successor Agency: Garden Grove

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	ROPS 19-20B Authorized Amounts	ROPS 19-20B Requested Adjustments	ROPS 19-20B Amended Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 12,328	\$ -	\$ 12,328
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	12,328	-	12,328
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 8,647,601	\$ 67,265	\$ 8,714,866
F RPTTF	8,450,025	67,265	8,517,290
G Administrative RPTTF	197,576	-	197,576
H Current Period Enforceable Obligations (A+E)	\$ 8,659,929	\$ 67,265	\$ 8,727,194

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

Garden Grove
Amended Recognized Obligation Payment Schedule (ROPS 19-20B) - ROPS Detail
January 1, 2020 through June 30, 2020

Item #	Project Name	Obligation Type	Total Outstanding Obligation	Authorized Amounts					Total	Requested Adjustments					Total	Notes
				Fund Sources						Fund Sources						
				Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
			\$132,234,336	\$-	\$-	\$12,328	\$8,450,025	\$197,576	\$8,659,929	\$-	\$-	\$-	\$67,265	\$-	\$67,265	
2	Hyatt Regency OPA	Business Incentive Agreements	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
6	Katella Cottages OPA	OPA/DDA/ Construction	\$3,015,342	-	-	-	30,000	-	\$30,000	-	-	-	-	-	\$-	
7	Katella Cottages Note	Bonds Issued On or Before 12/31/10	\$1,125,000	-	-	-	33,750	-	\$33,750	-	-	-	-	-	\$-	
9	Coastline Lease Payments	Miscellaneous	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
14	Union Bank Loan	Third-Party Loans	\$4,066,667	-	-	-	2,033,333	-	\$2,033,333	-	-	-	-	-	\$-	
16	Sycamore Walk DDA	Remediation	\$60,000	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
18	Housing Fund Deficit	SERAF/ERAF	\$13,254,260	-	-	-	3,100,000	-	\$3,100,000	-	-	-	-	-	\$-	
19	Waterpark Hotel DDA	Business Incentive Agreements	\$10,100,000	-	-	-	1,179,119	-	\$1,179,119	-	-	-	-	-	\$-	
20	Site B2 DDA	Business Incentive Agreements	\$3,300,000	-	-	-	450,000	-	\$450,000	-	-	-	-	-	\$-	
22	Brookhurst Triangle DDA	OPA/DDA/ Construction	\$7,898,000	-	-	-	-	-	\$-	-	-	-	28,965	-	\$28,965	Increase in budget to agreement with J&G Industries, Inc., for Project No. S-1232-Brookhurst Triangle Phase II Demolition, due to change orders resulting from unanticipated changes in conditions to the project site.
24	Project Management for Item 20 - Site B2	Project Management Costs	\$300,000	-	-	-	83,216	-	\$83,216	-	-	-	-	-	\$-	
25	Project Legal for Items 19-20	Legal	\$75,000	-	-	-	25,000	-	\$25,000	-	-	-	-	-	\$-	
27	Agency Property Maint/Management	Property Maintenance	\$135,000	-	-	12,328	-	-	\$12,328	-	-	-	-	-	\$-	
31	Administrative Allowance	Admin Costs	\$4,500,000	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
33	Brookhurst Triangle DDA	Property Dispositions	\$1,790,971	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
34	Brookhurst Triangle DDA	Property Dispositions	\$1,490,971	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
37	Project Management for Item 22 -	Project Management	\$250,000	-	-	-	83,214	-	\$83,214	-	-	-	-	-	\$-	

Item #	Project Name	Obligation Type	Total Outstanding Obligation	Authorized Amounts					Total	Requested Adjustments					Total	Notes
				Fund Sources						Fund Sources						
				Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	Brookhurst	Costs														
39	2014 Tax Allocation Refunding Bonds	Refunding Bonds Issued After 6/27/12	\$29,078,575	-	-	-	570,125	-	\$570,125	-	-	-	-	-	\$-	
40	Limon Law Suit Settlement	Litigation	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
47	Appraisals(s)	Admin Costs	\$46,000	-	-	-	4,200	-	\$4,200	-	-	-	13,300	-	\$13,300	Oversight Board is requesting Successor Agency expedite disposition of Successor Agency owned properties. Current approved budget not sufficient to cover the cost of appraisals for all properties owned by the Agency.
49	Limon Law Suit Settlement/ Judgement	Litigation	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
50	Limon Law Suit Settlement/ Judgement	Litigation	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
51	Housing Successor Administration	Admin Costs	\$1,500,000	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
52	Item 39 Trustee Fee (2014 TARB)	Fees	\$162,000	-	-	-	3,327	-	\$3,327	-	-	-	-	-	\$-	
53	Item 19 Trustee Fee (Waterpark Bond)	Fees	\$246,100	-	-	-	2,527	-	\$2,527	-	-	-	-	-	\$-	
54	Item 7 Trustee Fee (Katella Cottages Note)	Fees	\$17,500	-	-	-	800	-	\$800	-	-	-	-	-	\$-	
55	Successor Agency Legal Fees for Limon Litigation (Item 49 & 50)	Legal	\$70,000	-	-	-	25,000	-	\$25,000	-	-	-	25,000	-	\$25,000	Increase due to new demands placed by Limon Judgment Plaintiffs' attorneys and financial issues related to the implementation of the Limon Replacement Housing units at Wesley Village result in a need for additional legal services.
56	2016 Tax Allocation Bonds (for Waterpark Hotel, Item 19)	Bonds Issued After 12/31/10	\$49,748,250	-	-	-	826,125	-	\$826,125	-	-	-	-	-	\$-	
57	Project Management for Item 19 - Water Park	Business Incentive Agreements	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
58	Item 14 Dissemination Fees	Fees	\$4,700	-	-	-	289	-	\$289	-	-	-	-	-	\$-	
59	Unfunded CalPERS Pension Liabilities 2011-12	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
60	Unfunded CalPERS Pension Liabilities 2012-13	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
61	Unfunded CalPERS Pension Liabilities	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	

Item #	Project Name	Obligation Type	Total Outstanding Obligation	Authorized Amounts					Total	Requested Adjustments					Total	Notes
				Fund Sources						Fund Sources						
				Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	2013-14															
62	Unfunded CalPERS Pension Liabilities 2014-15	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
63	Unfunded CalPERS Pension Liabilities 2015-16	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
64	Unfunded CalPERS Pension Liabilities 2016-17	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	
65	Unfunded CalPERS Pension Liabilities 2017-18	Unfunded Liabilities	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-	



November 13, 2019

Ms. Monica L. Covarrubias, Project Manager
City of Garden Grove
11222 Acacia Parkway
Garden Grove, CA 92840

Dear Ms. Covarrubias:

Subject: Amended Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1) (E), the City of Garden Grove Successor Agency (Agency) submitted an Amended Recognized Obligation Payment Schedule for the period January 1, 2020 through June 30, 2020 (Amended ROPS 19-20B) to the California Department of Finance (Finance) on September 30, 2019. Finance has completed its review of the Amended ROPS 19-20B.

Based on our review, Finance is approving all of the adjustments requested on the Amended ROPS 19-20B.

The Agency's amended maximum approved Redevelopment Property Tax Trust Fund (RPTTF) distribution for the ROPS 19-20B period is \$8,714,866 as summarized in the Approved RPTTF Distribution table (See Attachment).

Please refer to the ROPS 19-20B schedule used to calculate the total RPTTF approved for distribution:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This is Finance's determination related to the funding of enforceable obligations reported on your Amended ROPS 19-20B. Please note there is not a Meet and Confer option for the Amended ROPS process, so Finance's determination is final. This determination is effective for this time period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if it was not denied on this Amended ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution statutes. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax is limited to the amount of funding available to the Agency in the RPTTF.

Ms. Monica L Covarrubias
November 13, 2019
Page 2

Please direct inquiries to Todd Vermillion, Supervisor, or Michael Barr, Lead Analyst, at (916) 322-2985.

Sincerely,

Cheryl R. McCormick

J JENNIFER WHITAKER
Program Budget Manager

cc: Ms. Lisa Kim, Community and Economic Development Director, City of Garden Grove
Mr. Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution January 2020 through June 2020	
Authorized RPTTF on ROPS 19-20B	\$ 8,450,025
Authorized Administrative RPTTF on ROPS 19-20B	197,576
Total Authorized RPTTF on ROPS 19-20B	8,647,601
Authorized 19-20B RPTTF Adjustments	67,265
Total Amended ROPS 19-20B RPTTF approved for distribution	8,714,866

Orange Countywide Oversight Board

Agenda Item No. 4d

Date: 1/19/2021

From: Successor Agency to the Irvine Redevelopment Agency

Subject: Resolution of the Countywide Oversight Board Approving Annual Recognized Obligation Payment Schedule (ROPS) and Administrative Budget

Recommended Action:

Approve resolution approving FY 2021-2022 ROPS and Administrative Budget for the Irvine Successor Agency

The Irvine Successor Agency requests approval of the Recognized Obligation Payment Schedule (ROPS) and Administrative Budget for Fiscal Year 2021-2022. Attachment 1 is the proposed Orange County Oversight Board Resolution for Irvine's 2021-2022 ROPS.

Enforceable obligations of the Successor Agency include payments to the County of Orange for Implementation Agreement No. 1 (Attachment 2) for property tax revenues related to the City's annexation of the former military base, Implementation Agreement No. 2 (Attachment 3) for repairs to County-owned property in the project area, and the Stipulated Judgment (Attachment 4) negotiated with the State for \$292 million. The Department of Finance has previously approved all of the requested items.

The ROPS for July 1, 2021 through June 30, 2022 (Attachment 5) requests payment for the balance of the Stipulated Judgment, funding necessary to meet the Successor Agency's obligation related to County Implementation Agreement No. 1 and administrative costs for ongoing Successor Agency operations. The total amount requested for these three enforceable obligations, covering both "A" and "B" periods, is \$178,060,561 million.

The Administrative Budget for the Successor Agency is \$100,000 and includes personnel costs for City employees, audit, consulting and legal fees. (Attachment 6). The draft Administrative Budget for 2021-22 was submitted to the Oversight Board on September 22, 2020 for discussion and a straw vote. No changes have been made to the Administrative Budget that was provided to the Oversight Board in September 2020.

Implementation Agreement No. 1 (Attachment 2)

On March 8, 2005, the City of Irvine and the County of Orange entered into County Implementation Agreement No. 1 to satisfy section 2.2.8 of the 2003 Agreement. Section 2.2.8(ii) of the 2003 Agreement provided that the City and the County enter into an agreement for the (then) Irvine Redevelopment Agency to annually pay to the County an amount equal to 100 percent of the County's share of property taxes generated by property in the Redevelopment Project Area that the County would have received but for the adoption of the Redevelopment Plan. The Implementation Agreement No. 1 obligation due to the County of Orange in July 2021 is estimated to be \$6,510,953 and is included as item #4 on the FY 2021-2022 ROPS.

Stipulated Judgment (Attachment 4)

The City and Successor Agency filed three lawsuits in Sacramento Superior Court seeking to have the following former redevelopment agency contracts upheld as enforceable obligations: the Purchase Sale and Financing Agreement, the Amended and Restated Development Agreement and the Redevelopment Affordable Housing Funds Grant Agreement. The third action was filed jointly with the Irvine Community Land Trust.

On July 9, 2014, the parties to the lawsuits entered into a Settlement Agreement and Release of Claims. The Sacramento Superior Court approved the Stipulated Judgment totaling \$292 million. The terms of the settlement agreement call for the affected taxing entities to receive \$4.38 million in residual property taxes each fiscal year, before the Successor Agency receives payment towards the Stipulated Judgment. The Irvine Successor Agency is requesting payment for the balance of the Stipulated Judgment for \$171,449,608 million and is included as item #18 on the FY 2021-2022 ROPS.

The City Council of the City of Irvine – serving as the Successor Agency’s governing body – approved the FY 2021-2022 ROPS and Administrative Budget at its meeting on November 24, 2020. (Attachment 7)

Additional attachments include:

- Attachment 8 – Orange County Oversight Board Resolution 19-008 for Irvine (ROPS July 2019 – June 2020)
- Attachment 9 – Orange County Oversight Board Resolution 20-006 for Irvine (ROPS July 2020 – June 2021)
- Attachments 10 and 11 – Department of Finance Review Letters for Irvine for FY 2019-20 and 2020-21, respectively
- Attachments 12 and 13 – Irvine’s Two Prior Year’s Approved ROPS Payments for FY 2019-20 and 2020-21, respectively

Impact on Taxing Entities

The terms of the settlement agreement call for the affected taxing entities to receive \$4.38 million in residual property taxes each fiscal year, before the Successor Agency receives payment towards the Stipulated Judgment. This amount is in addition to the payment made pursuant to Implementation Agreement No. 1. The County will receive payment related to Implementation Agreement No. 1 in July 2021.

In accordance with City of Irvine City Council action, the Irvine Community Land Trust (ICLT) receives 10 percent of the Settlement Agreement amount of \$292 million, or \$29.2 million. The Successor Agency to date has received \$120,550,392 million, leaving an outstanding balance of \$171,449,608 million to be paid towards the Settlement Agreement.

Staff Contact(s)

Angie Burgh, Senior Management Analyst, Email – aburgh@cityofirvine.org, Phone – 949-724-6036

Teri Washle, Finance Officer, Email – twashle@cityofirvine.org, Phone – 949-724-6031

Attachments

1. Proposed Oversight Board Resolution No. 2021-____
2. Implementation Agreement No. 1 between the Irvine Redevelopment Agency and the County of Orange dated March 18, 2005
3. Implementation Agreement No. 2 between the Irvine Redevelopment Agency and the County of Orange dated August 17, 2010
4. Executed Settlement Agreement and Release of Claims (Stipulated Judgment) between the City of Irvine, the Successor Agency, the Irvine Community Land Trust and the California Department of Finance dated July 9, 2014
5. Irvine 2021-22 ROPS Schedule
6. Irvine 2021-22 Admin Budget
7. Irvine Successor Agency ROPS Meeting Minutes November 24, 2020
8. Orange County Oversight Board Resolution 19-008 for Irvine (ROPS July 2019 – June 2020)
9. Orange County Oversight Board Resolution 20-006 for Irvine (ROPS July 2020 – June 2021)

10. Department of Finance Review Letter for Irvine ROPS 19-20
11. Department of Finance Review Letter for Irvine ROPS 20-21
12. Irvine Approved ROPS for 19-20 A and B
13. Irvine Approved ROPS for 20-21 A and B

**RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD
RESOLUTION NO. _____**

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH
OVERSIGHT OF THE SUCCESSOR AGENCY TO THE DISSOLVED IRVINE
REDEVELOPMENT AGENCY OF THE CITY OF IRVINE, CALIFORNIA, *APPROVING
THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE [ROPS] 2021-22 A-B* FOR THE
ANNUAL FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022, INCLUDING THE FY
2021-22 ADMINISTRATIVE BUDGET, SUBJECT TO SUBMITTAL TO, AND REVIEW BY
THE STATE DEPARTMENT OF FINANCE [DOF] PURSUANT TO DISSOLUTION LAW,
AND AUTHORIZING POSTING AND TRANSMITTAL THEREOF

WHEREAS, the Irvine Redevelopment Agency (“Former Agency”) was established as a community redevelopment agency that was previously organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Irvine (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation (“Dissolution Law”); and

WHEREAS, as of February 1, 2012 the Agency was dissolved pursuant to the Dissolution Law, and as a separate public entity, corporate and policy the Successor Agency to the Dissolved Irvine Redevelopment Agency (“Successor Agency”) administers the enforcement obligations of the Former Agency and otherwise unwinds the Former Agency’s affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, pursuant to Health and Safety Code Section 34179(j) on July 1, 2018 the Orange Countywide Oversight Board (“Oversight Board”) has jurisdiction over the Successor Agency and all other successor agencies in Orange County; and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Orange Countywide Oversight Board, have fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Law; and

WHEREAS, Section 34177(m), 34177(o) and 34179 provide that each ROPS is submitted to, review and approved by the Successor Agency and then reviewed and approved by the Orange Countywide Oversight Board final review and approval by the State Department of Finance (“DOF”); and

WHEREAS, Section 34177(l) and 34177(o) of the Dissolution Law requires that the annual ROPS for the 2021-22 A-B fiscal period of July 1, 2021 to June 30, 2022 (“ROPS 2021-22 A-B”) shall be submitted to the DOF by the Successor Agency, after approval by the Orange Countywide Oversight Board, no later than February 1, 2021; and

WHEREAS, the ROPS 2021-22, in the form required by DOF, is attached as Exhibit A and the Fiscal Year (“FY”) 2021-22 Administrative Budget is attached as Exhibit B, and both attachments are fully incorporated by this reference; and

WHEREAS, the Orange Countywide Oversight Board has reviewed and considered the Successor Agency’s ROPS 2021-22 A-B and desires to approve it and authorize and direct the Successor Agency staff to transmit the ROPS 2021-22 A-B to the DOF, with copies to the County Executive Officer (“CEO”), County Auditor-Controller (“CAC”), and the State Controller’s Office (“SCO”) as required under the Dissolution Law;

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD:

SECTION 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

SECTION 2. The Orange Countywide Oversight Board hereby approves ROPS 2021-22 A-B submitted therewith and incorporated by this reference, including the FY 2021-22 administrative budget included herewith.

SECTION 3. The Orange Countywide Oversight Board authorizes transmittal of the ROPS 2021-22 A-B to the DOF, with copies to the CEO, the CAC, and the SCO.

SECTION 4. The City of Irvine’s Finance Director or authorized designee is directed to post this Resolution, including the ROPS 2021-22 A-B, on the City/Successor Agency website pursuant to the Dissolution Law.

SECTION 5. Under Section 34179(h), written notice and information about certain actions taken by the Orange Countywide Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF’s choosing. The Orange Countywide Oversight Board’s action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review.

SECTION 6. The Clerk of the Board shall certify to the adoption of this Resolution.

**CONTRACTS
SCAN SHEET**

CONTRACT NUMBER:	4972
AMENDMENT:	
CONTRACT TYPE:	IMPLEMENTATION
CONTRACT NAME:	IRVINE REDEVELOPMENT AGENCY; CITY OF IRVINE
CONTRACT DATE:	03-08-05
EXPIRATION DATE:	
ENTRY DATE:	
CONTRACT SUBJECT:	IMPLEMENTATION AGREEMENT & ACKNOWLEDGEMENT AND WAIVER
ITEM NUMBER:	CC 3.2; RDA 2.1
CONTRACT AMOUNT:	
MEETING DATE:	03-08-05
COUNCIL ACTION:	APPROVED

IMPLEMENTATION AGREEMENT NO. 1

THIS IMPLEMENTATION AGREEMENT NO. 1 ("Implementation Agreement") is made and entered into as of the 8th day of March, 2005, by and between the IRVINE REDEVELOPMENT AGENCY (the "Agency") and the COUNTY OF ORANGE (the "County"). Agency and County may sometimes individually be referred to herein as a "party" and collectively as the "parties."

RECITALS:

A. Agency, County, and the City of Irvine ("City") entered into that certain Property Tax Transfer and Pre-Annexation Agreement, dated March 4, 2003 (the "2003 Agreement"), regarding the annexation and reuse of the former Marine Corp Air Station El Toro (the "Base").

B. Section 2.2.8(ii) of the 2003 Agreement provides that prior to the City and Agency placing the Base or any part thereof into a redevelopment project area the Agency and County shall enter into an agreement reasonably satisfactory to the County providing for the Agency to annually pay to the County an amount equal to one hundred percent (100%) of the County's share of tax increment paid to the Agency from the Base or portion thereof included within a redevelopment project area for use by the County for legally allowable County infrastructure, facilities, and development needs on or related to the Base, including certain uses identified in Section 2.2.3 of the 2003 Agreement, as determined by the County. The foregoing described agreement is also to include a payment structure for such tax increment that would permit the County to issue bonds that are secured by and paid from such Agency payments of tax increment to the County.

C. Agency and City have initiated proceedings which may lead to adoption of an ordinance approving and adopting a Redevelopment Plan ("Plan") for the Orange County Great Park Redevelopment Project Area ("Project Area"). If such ordinance is adopted, the Project Area would include all of the Base now located within the territorial boundaries of the City, with the exception, due to the existing pattern of assessor parcels, of a portion of the area known as the Habitat Reserve Area.

D. The Parties desire to enter into this Implementation Agreement as the agreement between the Agency and County as described in Section 2.2.8(ii) of the 2003 Agreement.

AGREEMENT:

NOW, THEREFORE, in consideration of the foregoing Recitals and the covenants and promises hereinafter contained, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Recitals Incorporated The foregoing Recitals are incorporated herein and made a part hereof.

2. Definitions. In addition to terms defined elsewhere in this Implementation Agreement, the following definitions shall apply:

2.1 "Auditor-Controller" means the office of the Auditor-Controller of the County.

2.2 "Agency" means the Irvine Redevelopment Agency, a public body, corporate and politic, organized and existing under the CRL.

2.3 "Agency Payments" shall have the meaning ascribed in Section 3.

2.4 "City" means the City of Irvine, a charter city organized and existing under the Constitution of the State of California. City is not a party to this Implementation Agreement and shall have no obligation hereunder.

2.5 "County" means the County of Orange, California, which for purposes of this Implementation Agreement is defined, collectively as the following, each of which levies property taxes on property in the Project Area: (a) County General Fund; (b) County Library; and (c) County Harbors, Beaches, and Parks.

2.6 "County Account" shall mean an account established with the Orange County Treasurer into which the Agency Payments shall be deposited. The County shall establish the County Account prior to the first Agency Payment.

2.7 "County Parcels" shall mean the parcels defined in Section 2.2.3 of the 2003 Agreement.

2.8 "County Tax Increment Portion" means the percentage of the property taxes generated by property in the Project Area that the County would have received but for the adoption of the Plan which are paid to the Agency as Property Tax Increment, as computed by the County Auditor-Controller (subject to the right of Agency to challenge such computation) in accordance with the applicable provisions of the Revenue and Taxation Code. In calculating the County Tax Increment Portion, the percentage shall be the same as the percentage of the property taxes generated by property in the Project Area that the County General Fund, the County Library, and the County Harbor, Beaches and Parks would have received but for the adoption of the Plan.

2.9 "County Share" means the County Tax Increment Portion of the Property Tax Increment less the Statutory Pass-Through Payment.

2.10 "CRL" means the Community Redevelopment Law of the State of California, Part 1 of Division 24 (commencing with Section 33000) of the California Health and Safety Code.

2.11 "Fiscal Year" means the period from July 1 to, and including, the following June 30.

2.12 "Plan" means the Redevelopment Plan for the Orange County Great Park Redevelopment Project Area, adopted or which may be adopted by ordinance of the City.

2.13 "Project Area" means the Orange County Great Park Redevelopment Project Area which is defined in the Plan.

2.14 "Property Tax Increment" means the full amount of property tax revenues generated from within the Project Area that are allocated to and paid to the Agency pursuant to Health and Safety Code Section 33670(b), which amounts are attributable to increases in assessed valuation of property in the Project Area above the valuation shown on the last equalized assessment roll prior to the effective date of the ordinance adopting the Plan. Property Tax Increment refers to those taxes collected as a result of the 1% levy allowed under Article XIII A of the California Constitution and shall not include those taxes levied in excess of the 1% general levy.

2.15 "Statutory Pass-Through Payment" means the payment from Property Tax Increment required to be paid by the Agency to the County (i.e., the County General Fund, County Library, and County Harbors, Beaches and Parks) pursuant to Health and Safety Code Section 33607.5.

3. Agency Payment.

3.1 The Agency Payment for each Fiscal Year shall consist of two components: (a) the County Share and (b) the Statutory Pass-Through Payment.

3.2 Agency, within thirty (30) days after the end of each Fiscal Year, shall calculate and deposit into the County Account or pay to the County, in accordance with this Section 3.2, the following amounts with respect to that Fiscal Year's Property Tax Increment payments to the Agency by the Auditor-Controller: (i) the County Share with respect to that Fiscal Year's Property Tax Increment payment to the Agency by the Auditor-Controller, and (ii) the Statutory Pass-Through Payment with respect to that Fiscal Year's Property Tax Increment payment to the Agency by the Auditor-Controller (the foregoing two components are collectively defined herein as the "Agency Payment"). The County Share portion of the Agency Payment shall be deposited into the County Account. The Statutory Pass-Through Payment portion of the Agency Payment shall be paid to the County, unless the County notifies the Agency in writing that the Statutory Pass-Through Payment portion of the Agency Payment should be deposited into the County Account. At least five (5) days prior to making a deposit to the County Account, the Agency shall notify the County in writing of the amount of the deposit and the expected date of the deposit. The Agency shall, within ten (10) days after it makes the annual deposit into the County Account, notify the County in writing of the deposit to the County Account and provide the County with a detailed written explanation of the calculation of the Agency Payment and the components thereof; provided, however, that Agency's failure to provide such notice or explanation without having received a written request therefor from County shall not be a default of Agency hereunder. The parties acknowledge that, from time to time, lesser or greater Agency Payments may need to be made to reconcile any inadvertent underpayments or overpayments. The parties shall cooperate on periodic audits or reconciliations of the Agency Payments.

3.3 Notwithstanding anything in this Implementation Agreement to the contrary, if the Agency and the County agree to Agency funding, directly or indirectly, from Agency's own Property Tax Increment (which shall not include Agency Payments or funds on deposit in the County Account), pursuant to Health and Safety Code Section 33445, 33445.5, 33445.6, 33446, or any other provision of law other than Health and Safety Code Section 33607.5, for or in connection with the cost of a public facility owned or leased by the County, then the agreement between the Agency and County for that funding may provide that the Agency shall be permitted to withdraw from the County Account, and to deduct from subsequent Agency Payments if the amount withdrawn from the County Account is insufficient to cover all such amounts paid by the Agency.

3.4 The Orange County Treasurer is authorized to invest the funds in the County Account in the same manner that other similar funds established with the Orange County Treasurer are invested. Any interest earned on funds in the County Account shall accrue to the benefit of, and be deposited in, the County Account. Any loss incurred in the County Account incurred as a result of such investment shall not be the responsibility of Agency. If the Treasurer is authorized by law to charge, assess, or levy any fees or other charges for administering the County Account, including but not limited to in connection with the receipt, deposit, custody, investment, payment, or disbursement of funds to or from the County Account, performing any accounting, or issuing any statements or reports, those fees or charges shall be paid from the County Account or by the County. The Agency shall not be responsible for paying such fees and charges.

3.5 The parties acknowledge and agree that (a)(i) all funds payable to the County by application of Health and Safety Code Section 33670(a), and (ii) any funds payable to the County which may result in the future by virtue of the application of Health and Safety Code Section 33607.7, are not subject to this Implementation Agreement, and (b) this Implementation Agreement is not an "agreement" referred to in Health and Safety Code Section 33607.7(b)(1).

3.6 The parties agree that if there is any court or other legal determination that requires the Statutory Pass-Through Payment component of the Agency Payment to be reduced by the amount of the County Share component of the Agency Payment, then this Implementation Agreement shall be deemed amended as follows:

(i) The County, at the County's sole option, may notify the Agency in writing that the Agency shall not be required to make the Statutory Pass-Through Payment with respect to any or all of the County General Fund, County Library, County Harbors, Beaches and Parks. If the County so notifies the Agency, then (1) Agency shall not make, and shall be entitled to retain as its own funds, the Statutory Pass-Through Payment component of the Agency Payment with respect to the County fund specified in the notice and (2) the County Share component of the Agency Payment shall be increased by a corresponding amount.

(ii) Should the court or other legal determination that causes the County to issue the written notice specified in clause (i) of this Section 3.6 not permit the parties to calculate the County Share in the manner specified in clause (i) of this

Section 3.6, the Agency and the County shall meet and confer in good faith in an attempt to resolve the issue in a manner that implements the intent of the parties that the Agency Payment for a Fiscal Year be the sum of the County Share plus the Statutory Pass-Through Payment.

4. Use of County Account.

4.1 After County's written notification to the Agency as required by Section 4.2, the County shall withdraw funds from the County Account to pay for the cost of County infrastructure, facilities, and development needs within the Project Area, or outside the Project Area but serving the Project Area, as determined by the County. As used herein, the term "infrastructure, facilities, and development needs" includes, but is not limited to, buildings, structures, utilities, roadways, sewer lines, and other types of infrastructure needs that are necessary to service one or more of the County Parcels and the uses described in Section 2.2.4 of the 2003 Agreement. At the request of the Agency, the County shall provide to the Agency or cause the Treasurer to provide to the Agency an accounting of the amount in and the withdrawals from the County Account.

4.2 The written notification from the County to the Agency regarding withdrawal of funds from the County Account shall be given at least ten (10) days prior to the expected date of withdrawal and shall specify the amount of funds to be withdrawn and precise payment to be made with such withdrawn funds. Such withdrawn funds from the County Account shall then promptly be paid as specified in the written notification given to the Agency to the contractor or other person as County has directed.

4.3 County acknowledges that prior to making any payments from the County Account, Agency, City, and County may each be required to comply with Health and Safety Code Sections 33445 and 33679 or other provisions of the CRL to the extent applicable. County and Agency agree, and Agency agrees to cooperate in causing City, to act diligently to hold any hearings or take any actions required to comply with Health and Safety Code Sections 33445 and 33679 or other provisions of the CRL to the extent applicable, including, if necessary amendment of the Agency's implementation plan adopted pursuant to Health and Safety Code Section 33490.

4.4 County shall protect, defend, indemnify, and hold harmless Agency and the City and their respective officers, officials, members, employees, agents, and representatives, and each of them, jointly and severally, against and from any and all claims, demands, causes of action, damages, costs, expenses, losses and liabilities, at law or in equity, of every kind or nature whatsoever, and including but not limited to attorneys' fees and expert witness fees, arising out of or in any manner directly or indirectly connected with the disbursement or payment from the County Account as directed by the County.

5. County Bonds. Agency acknowledges that County may wish to pledge the Agency Payments or a portion thereof as security for repayment on bonds to be issued by the County, including for the purposes set forth in Section 2.2.5 of the 2003 Agreement. Agency shall reasonably cooperate with the County in the County's issuance of such bonds, provided: (i) the proceeds of any bonds issued by or on behalf of the County, the repayment of which or the

security for the payment of which shall come from Agency Payments or portion thereof, shall be used for the same purposes that the County Account may be used under this Implementation Agreement; and (ii) if bonds issued by or on behalf of the County are to be repaid from sources in addition to the Agency Payments or portion thereof, or the security for repayment is from sources in addition to the Agency Payments, the proceeds of such bonds to be devoted to the same purposes for which the County Account may be used under this Implementation Agreement shall not be less than the proportional amount the Agency Payments or portion thereof providing repayment or security for the bonds is to the total of all sources of repayment or security for the bonds.

6. Agency Bonds & Other Indebtedness. Nothing in this Implementation Agreement shall be construed to give the County the right to approve any Agency bonded or other indebtedness. Notwithstanding the foregoing, Agency shall not pledge as repayment, or as security for repayment, for any Agency bonded or other indebtedness any Agency Payment or any unused or unencumbered amount in the County Account unless otherwise authorized in writing by the County.

7. Subordination Under Health & Safety Code Section 33607.5(e). Nothing in this Implementation Agreement shall supersede the right of the Agency to request the County subordinate the Statutory Pass-Through Payment portion of the Agency Payment, pursuant to Health and Safety Code Section 33607.5(e).

8. Agreement Is Agency Indebtedness; Tax Increment Limit. Unless otherwise required by law: (a) Agency's obligations under this Implementation Agreement constitute an indebtedness of Agency within the meaning of Health and Safety Code Section 33670(b); and (b) amounts paid by Agency to County under this Implementation Agreement shall not count against the limit on the total number of dollars to be allocated as Property Tax Increment to the Agency under the Plan. The Agency shall claim its obligations under this Implementation Agreement as a debt of the Agency on its statements filed pursuant to Health and Safety Code Section 33675.

9. Covenant Not to Sue.

9.1 County, on behalf of itself and all County-controlled entities, hereby expressly waives any and all causes of action, claims, demands, counts, actions, losses, breaches of equitable duty, claims for equitable relief, and/or complaints, known or unknown, suspected or unsuspected, fixed or contingent, related to, and agrees not to challenge, (i) the validity of the Plan, or (ii) the ordinance(s) adopting the Plan including but not limited to the findings set forth therein, or (iii) the validity of bonds to finance or refinance, in whole or in part, the Plan on the grounds of the invalidity of the Plan, including without limiting the generality of the foregoing clauses (i), (ii) or (iii), the legality and validity of all proceedings taken or in any way connected with the designation of the survey area, the Project Area, findings under Health and Safety Code Section 33492.18, the formulation of the Preliminary Plan, the adoption of the Plan, and the future preparation and certification of the environmental impact report for the redevelopment of the Base pursuant to Health and Safety Code Section 33492.18 and the California Environmental Quality Act. County further agrees not to promote, fund, or assist any other person in any claim or challenge related to any of the foregoing.

9.2 County acknowledges that it is familiar with Civil Code Section 1542 which provides:

“A general release does not extend to claims a creditor does not know or suspect to exist in his favor at the time of executing the release which if known by him must have materially affected his settlement with the debtor.”

County expressly WAIVES any rights it may have under Civil Code Section 1542 with respect to the matters specified in Section 9.1 above. By initialing below, County acknowledges that it has read the above waiver and understands its effect and has been advised by County Counsel regarding its effect, and agrees to it with advice of counsel.

County's Initials _____

Bull Campbell SN

10. City and Agency Obligations. City shall have no financial or other liabilities or obligations by virtue of this Implementation Agreement. Agency shall have no financial or other liabilities by virtue of this Implementation Agreement other than the obligations set forth in this Implementation Agreement.

11. Defaults. Subject to the extensions of time set forth in Section 16, failure or delay by either party to perform any term or provision of this Implementation Agreement constitutes a default under this Implementation Agreement. A party claiming a default shall give written notice of default to the other party, specifying the default complained of and the actions required to correct such default. The claimant shall not institute proceedings against the other party if the other party, within thirty (30) days from receipt of such notice, immediately and with due diligence commences to cure, correct or remedy such failure or delay and completes such cure, correction or remedy as soon as reasonably practicable after receipt of such notice. If the default is not cured or commenced to be cured by the defaulting party within said thirty (30) day period, the defaulting party shall be entitled to pursue whatever remedies at law or in equity to which such party may be entitled.

12. Notices. All notices required to be delivered under this Implementation Agreement or under applicable law shall be personally delivered, or delivered by United States mail, prepaid, certified, return receipt requested, or by reputable document delivery service that provides a receipt showing date and time of delivery. Notices personally delivered or delivered by a document delivery service shall be effective upon receipt. Notices delivered by mail shall be effective as of the earlier of (i) actual receipt, or (ii) Noon on the third business day following dispatch. Notices shall be delivered to the following addresses:

If to Agency: Irvine Redevelopment Agency
Attn: Executive Director
Irvine City Hall
One Civic Center Plaza
Irvine, CA 92623

With copy to: Joel D. Kuperberg
Rutan & Tucker
611 Anton Blvd., Suite 1400
Costa Mesa, CA 92626

If to County: County of Orange
Attn: County Executive Officer
10 Civic Center Plaza
Santa Ana, CA 92701

With copy to: Office of County Counsel
Attn: Benjamin de Mayo, County Counsel
10 Civic Center Plaza
Santa Ana, CA 92701

Such written notices, demands and communications may be sent in the same manner to such other addresses as either party may from time to time designate by mail as provided in this Section.

13. Non-liability of Public Officers and Employees.

13.1 No officer, official, member, employee, agent, or representative of Agency shall be personally liable to County, or any successor or assign of same, in the event of any default or breach by Agency, or for any amount which may become due to County, or any successor or assign of same, or for breach of any obligation of the terms of this Implementation Agreement.

13.2 No officer, official, member, employee, agent, or representative of County shall be personally liable to Agency, or any successor or assign of same, in the event of any default or breach by County, or for any amount which may become due to Agency, or any successor or assign of same, or for breach of any obligation of the terms of this Implementation Agreement.

14. Binding Effect; Assignment Prohibited Without Prior Consent of Other Party. This Implementation Agreement, and all covenants and releases set forth herein, shall be binding upon and shall inure to the benefit of the respective parties and their respective legal representatives, successors and assigns. Neither party to this Implementation Agreement may assign its rights or obligations under this Implementation Agreement without the prior written approval of the other party hereto.

15. Satisfaction of Section 2.2.8 of 2003 Agreement. This Implementation Agreement satisfies in full the requirements set forth in Section 2.2.8 of the 2003 Agreement concerning an agreement to be entered into between the Agency and County with respect to the portion of the Base (as defined in the 2003 Agreement) included in the Project Area. County, on behalf of itself and County-controlled entities, and Agency on behalf of itself and Agency-controlled entities, hereby knowingly, voluntarily, and expressly waive any right to challenge the validity of the 2003 Agreement or this Implementation Agreement. County and Agency, on behalf of themselves and their respective controlled entities, further agree (i) to include in any agreements pertaining to use or development of the Project Area a similar provision whereby the parties to the agreement waive any right to challenge the validity of the 2003 Agreement or this Implementation Agreement, and (ii) not to promote, fund, or assist any other person in any claim or challenge related to any of the foregoing.

16. Enforced Delay. In addition to specific provisions of this Implementation Agreement, performance by either party hereunder shall not be deemed to be in default, and all performance under this Implementation Agreement shall be extended, where delays or defaults are due to war; terrorism; insurrection; strikes; lockouts; riots; floods; earthquakes; fires; casualties; acts of God; acts of the public enemy; epidemics; quarantine restrictions; freight embargoes; lack of transportation; governmental restrictions or priority; litigation; unusually severe weather; inability to secure necessary labor, materials or tools; delays of any contractor; subcontractor or supplier; acts or omissions of the other party; acts or failures to act of any other public or governmental agency or entity other than the Agency or County; or any other causes beyond the control or without the fault of the party claiming an extension of time to perform.

17. Interpretation; Governing Law. This Implementation Agreement shall be construed according to its fair meaning and as if prepared by all of the parties hereto. This Implementation Agreement shall be construed in accordance with the laws of the State of California in effect at the time of the execution of this Implementation Agreement.

18. Rights and Remedies Are Cumulative; Inaction Not Waiver of Default. Except as may otherwise be expressly stated in this Implementation Agreement, the rights and remedies of the parties are cumulative, and the exercise by either party of one or more of such rights or remedies shall not preclude the exercise by it, at the same or different times, of any other rights or remedies for the same default or any other default by the other party. Any failures or delays by either party in asserting any of its rights and remedies as to any default shall not operate as a waiver of any default or of any such rights or remedies, or deprive either such party of its right to institute and maintain any actions or proceedings which it may deem necessary to protect, assert or enforce any such rights or remedies.

19. Further Assurances. Each party hereto agrees, without further consideration, to execute such other and further documents, and to perform such other and further acts, as may be necessary or proper, in order to consummate the transactions set forth in and contemplated by this Implementation Agreement.

20. Representations and Warranties by Parties. Each party represents and warrants to the other that:

20.1 such party has the power and capacity to enter into this Implementation Agreement;

20.2 such party lacks actual knowledge of any agreement that would be violated by such party's entry into this Implementation Agreement;

20.3 such party lacks actual knowledge of any agreement, obligation, pending litigation, or asserted claim that would materially affect such party's obligation to enter into this Implementation Agreement or to perform its obligations hereunder;

20.4 such party has been represented by legal counsel in the preparation and execution of this Implementation Agreement; and

20.5 such party acknowledges and agrees that it enters into this Implementation Agreement based upon its own investigation, knowledge, and voluntary assumption of all of the risks associated with the transactions contemplated hereby, and that such party has read and understands this Implementation Agreement and has been advised by its legal counsel as to its effects.

21. Representations and Warranties by Signatories. Each signatory of a party to this Implementation Agreement represents and warrants to the other party hereto that:

21.1 the signatory has actual authority to execute this Agreement on behalf of the party for which the signatory has signed; and

21.2 the signatory is duly authorized to execute and deliver this Implementation Agreement on behalf of said party for whom the signatory has signed.

22. Conditions to Effectiveness, Effect of Litigation. This Implementation Agreement, even if signed by all the parties hereto, shall not be effective unless and until all of the following have occurred:

(i) The City has adopted an ordinance approving and adopting the Redevelopment Plan for the Orange County Great Park Redevelopment Project Area, and such ordinance has become effective in accordance with applicable law.

(ii) Approval of this Implementation Agreement by the parties and its execution by the parties, and the initialing of Section 9.2 by the County.

(iii) Approval and execution of the attached Acknowledgment and Waiver by the City of Irvine.

If litigation challenging the approval and adoption of the Plan or of the ordinance adopting the Plan is filed, the parties' obligations under this Implementation Agreement shall remain in full force and effect until a final judgment or settlement agreement. If, during the

pendency of such litigation, the Agency receives Property Tax Increment, the terms of this Implementation Agreement shall be implemented but the County shall not withdraw or pledge any funds from the County Account or direct Agency to make any payments from the County Account until the litigation has been resolved or the parties otherwise agree, each in their sole discretion, to the withdrawal. If such litigation results in validation of the Plan, this Implementation Agreement shall remain in full force and effect. If such litigation results in invalidation of the Plan, this Implementation Agreement shall be void *ab initio*, and in such case the parties shall cooperate in good faith to implement Section 2.2.8 of the 2003 Agreement if the City thereafter proposes to adopt a new redevelopment plan, the adoption of which would be subject to the 2003 Agreement.

23. Cooperation in Event of Challenge to Agreement. In the event any third party files any claim or litigation challenging the approval and adoption of this Implementation Agreement, or its validity, the parties hereto agree to cooperate in the defense of such challenge.

24. Inadmissibility of Agreement. In the event this Implementation Agreement fails to become effective, or ceases to be effective, for any reason, then, notwithstanding anything to the contrary in Evidence Code Sections 1152 and 1600, neither this Implementation Agreement nor any prior drafts or negotiations with respect to this Implementation Agreement shall be admissible as evidence in any proceeding or litigation for any purpose, except to prove the terms of this Implementation Agreement.

25. Fees Incurred. Each party shall be responsible for its own costs and fees incurred with the negotiation and preparation of this Implementation Agreement, including but not limited to attorneys fees.

26. Section Headings. The section headings in this Implementation Agreement are included for convenience and reference only. They do not form a part hereof, and do not in any way codify, interpret, or reflect the intent of the parties. Said headings shall not be used to construe or interpret any provision of this Agreement.

27. Entire Agreement. This Implementation Agreement and the 2003 Agreement reflect the entire agreement between the parties with respect to the subject matter hereof, and integrates all of the terms and conditions mentioned herein or incidental hereto, and supersedes all negotiations or previous agreements between the parties or their predecessors in interest with respect to all or any part of the subject matter hereof.

28. Severability. If any section or portion of this Implementation Agreement shall be held, found, or determined by a court of competent jurisdiction to be unenforceable or invalid for any reason, the parties declare that they would have approved this Implementation Agreement without such unenforceable or invalid section or portion and the parties hereto, in such event, agree to take such further actions as may be reasonably necessary, proper, and available to them to effectuate the intent of the parties as to all provisions set forth in this Implementation Agreement.


29. Amendments. This Implementation Agreement may be amended by the parties by written instrument approved and signed by the parties.

30. Counterparts. This Implementation Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together will constitute one and the same agreement.

31. Effective Date. The Effective Date of this Implementation Agreement shall be the latest of the dates set next to the signatures of the parties hereto after both parties hereto have signed this Implementation Agreement. That latest date shall be inserted into the preamble of this Implementation Agreement.

[end—signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and entered into this Implementation Agreement as of the Effective Date.

	IRVINE REDEVELOPMENT AGENCY
DATED: <u>3/18/05</u>	By: <u>[Signature]</u> Chairperson
ATTEST: By: <u>[Signature]</u> Jeri Stately, Agency Secretary	
APPROVED AS TO FORM: RUTAN & TUCKER, LLP By: <u>[Signature]</u> Joel D. Kuperberg Agency General Counsel	 <p>SIGNED AND CERTIFIED THAT A COPY OF THIS DOCUMENT HAS BEEN DELIVERED TO THE CHAIRMAN OF THE BOARD</p> <p>ATTEST: <u>[Signature]</u> DARLENE J. BLOOM CLERK OF THE BOARD OF SUPERVISORS ORANGE COUNTY, CALIFORNIA</p>
	COUNTY OF ORANGE
DATED: _____	By: <u>[Signature]</u> Chairman of the Board of Supervisors
ATTEST: By: _____ Clerk of the Board of Supervisors	
APPROVED AS TO FORM: By: <u>[Signature]</u> Benjamin de Mayo 2/24/05 County Counsel	

ACKNOWLEDGMENT AND WAIVER BY CITY OF IRVINE

The defined terms used hereinbelow shall have the same meaning as set forth in the foregoing Implementation Agreement No. 1 to which this Acknowledgment and Waiver is attached. By action of the City Council of the City of Irvine, taken on March 8, 2005, (i) the City hereby acknowledges the foregoing Implementation Agreement by and between the Agency and the County; (ii) the City, on behalf of itself and its respective controlled entities, knowingly, voluntarily, and expressly waives any right to challenge the validity of the 2003 Agreement or the Implementation Agreement; (iii) the City, on behalf of itself and its respective controlled entities, agrees to include in any agreements pertaining to use or development of the Project Area a similar provision whereby the parties to the agreement waive any right to challenge the validity of the 2003 Agreement or the Implementation Agreement; (iv) the City, on behalf of itself and its respective controlled entities, agrees not to promote, fund, or assist any other person in any claim or challenge related to any of the foregoing; and (v) the City agrees to act diligently to hold any hearings or take any actions required to comply with Health and Safety Code Sections 33445 and 33679 or other provisions of the CRL in connection with any payments or funding from the County Account.

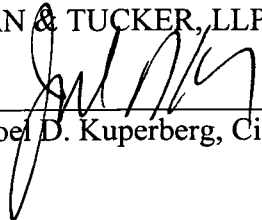
Dated: 3/18, 2005

CITY OF IRVINE
By: 
MAYOR OF THE CITY OF IRVINE

ATTEST:

By: 
Jeri Stately, City Clerk

APPROVED AS TO FORM:
RUTAN & TUCKER, LLP

By: 
Joel D. Kuperberg, City Attorney

Dan Slater
Direct Dial: (714) 641-3437
E-mail: dslater@rutan.com

April 7, 2005

VIA OVERNITE EXPRESS

Ann Fletcher
Senior Deputy County Counsel
County of Orange
County Counsel's Office
10 Civic Center Plaza
Santa Ana, CA 92702

RECEIVED
CITY OF IRVINE
CITY CLERK'S OFFICE
2005 APR 11 AM 11:22

Re: Executed Originals of County-Irvine Implementation Agreement No. 1

Dear Ann:

Enclosed please find the three (3) fully executed originals of Implementation Agreement No. 1, dated as of March 8, 2005, by and between the County of Orange and Irvine Redevelopment Agency, with the signed Acknowledgment and Waiver by the City of Irvine attached to each.

The three originals enclosed are marked in the upper right hand corner of page 1 with, respectively, "Original--Clerk of the Board Orange County," "Duplicate Original--Attorney," and "Duplicate Original--CEO."

Please contact me with any questions or concerns. Thanks again for your assistance and cooperation.

Very truly yours,

RUTAN & TUCKER, LLP



Dan Slater

Encl.

cc: Jeri Stately, City Clerk, City of Irvine (w/o encl)
Tina Christiansen, Executive Director, Irvine Redevelopment Agency (w/o encl)
Joel D. Kuperberg, Esq., City Attorney, City of Irvine (w/o encl)

CONTRACTS SCAN SHEET

CONTRACT NUMBER: 6804

CONTRACT TYPE: AGREEMENT

DEPARTMENT: PUBLIC WORKS
Department initiating contract

CONTRACT DATE: 8/17/2010
As stated in Terms section of Contract

EXPIRATION DATE:
As stated in Terms section of Contract

MEETING DATE: 8/10/2010
Date of meeting where contract was approved

ITEM NUMBER: 3.7
Item number of meeting where contract was approved

CONTRACT AMOUNT:
As stated in Budget section of Contract

CONTRACT NAME: IRVINE REDEVELOPMENT AGENCY;
As stated in 1st paragraph of contract COUNTY OF ORANGE

CONTRACT SUBJECT: IMPLEMENTATION AGREEMENT NO.
As stated in Description of Services section of contract 2 BETWEEN CITY OF IRVINE, IRVINE
REDEVELOPMENT AGENCY AND
COUNTY OF ORANGE

3.6 DEFINED BENEFIT AND DEFINED CONTRIBUTION PENSION PLAN AUDITS FOR THE YEAR ENDED DECEMBER 31, 2009

ACTION:

Received and file the Defined Benefit Pension Plan and the Defined Contribution Pension Plan audits for the year ended December 31, 2009.

3.7 SUBLEASE AGREEMENT WITH THE COUNTY OF ORANGE FOR 100 ACRE PARCEL IN PLANNING AREA 51

ACTION:

- 1) Adopted RESOLUTION NO. 10-90 – A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF IRVINE APPROVING THE POTENTIAL PAYMENT BY THE IRVINE REDEVELOPMENT AGENCY OF CERTAIN COSTS FOR THE POTENTIAL FUTURE RECONSTRUCTION OR REPLACEMENT OF CERTAIN FLOOD CONTROL FACILITIES LOCATED ON CERTAIN REAL PROPERTY LOCATED WITHIN THE REDEVELOPMENT PROJECT AREA, AND MAKING FINDINGS UNDER HEALTH AND SAFETY CODE SECTION 33445 FOR THE EXPENDITURE OF AGENCY FUNDS THEREFOR as amended to include revisions for Exhibit D-1 to include a proposed sewer and reclaimed water easement along the westerly edge of the property and Exhibit D-2 to depict an existing reclaimed water line across the property.
- 2) Authorized the Mayor to execute a Sublease Agreement and Implementation Agreement No. 2 with the County of Orange to provide the County with a 100 acre parcel in accordance with the 2003 Property Tax Transfer and Pre-Annexation Agreement as amended to include revisions for Exhibit D-1 to include a proposed sewer and reclaimed water easement along the westerly edge of the property and Exhibit D-2 to depict an existing reclaimed water line across the property.
- 3) Authorized the Mayor to execute a Reciprocal License Agreement with the County of Orange and Heritage Fields as amended to include revisions for Exhibit D-1 to include a proposed sewer and reclaimed water easement along the westerly edge of the property and Exhibit D-2 to depict an existing reclaimed water line across the property.

3.8 DESIGNATION OF CITY CONSULTANT AS AUTHORIZED CITY REPRESENTATIVE TO EXAMINE SALES AND USE TAX RECORDS

ACTION:

Adopted RESOLUTION NO. 10-91 - A RESOLUTION OF THE CITY

**IMPLEMENTATION AGREEMENT NO. 2
BETWEEN CITY OF IRVINE, IRVINE REDEVELOPMENT AGENCY AND COUNTY
OF ORANGE**

This IMPLEMENTATION AGREEMENT NO. 2 BETWEEN CITY OF IRVINE, IRVINE REDEVELOPMENT AGENCY AND COUNTY OF ORANGE ("Implementation Agreement No. 2") is entered into as of August 17, 2010 (the "Effective Date"), by and between the **City of Irvine**, a California charter city ("City"), the **Irvine Redevelopment Agency** ("Agency") and the **County of Orange**, a political subdivision of the State of California ("County").

RECITALS

A. The City, Agency and County entered into a written "Property Tax Transfer and Pre-Annexation Agreement Regarding the Annexation and Re-Use of Former MCAS El Toro" ("Pre-Annexation Agreement"), dated March 4, 2003, and that agreement titled "Implementation Agreement No.1", ("Implementation Agreement No.1"), dated March 8, 2005, regarding the former United States Marine Corps Air Station El Toro ("El Toro"), which was then located immediately adjacent to but outside the jurisdictional boundaries of the City. A copy of the Pre-Annexation Agreement is attached hereto as **Exhibit "A,"** and a copy of the Implementation Agreement No.1 is attached hereto as **Exhibit "B."** Section 2.2.3 of the Pre-Annexation Agreement provides, among other things, that the City will provide the County with a one hundred (100) acre parcel of property located in the southwesterly corner of El Toro for County's use (the "Premises").

B. In accordance with the Pre-Annexation Agreement, the County and City have entered into a Sublease Agreement, of even date herewith ("Sublease"), attached hereto as **Exhibit "C,"** by which the City has subleased a portion of the Premises (the "Subleased Property") to the County as a precursor to transfer of fee title to the Premises, all as set forth in the Sublease.

C. The County, Agency and City now desire to enter into this Implementation Agreement No. 2 to set forth the agreements among the parties with respect to the long-term development and use of the Premises by the County.

AGREEMENT

NOW, THEREFORE, based upon the foregoing Recitals, which are incorporated herein by this reference, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City, Agency and the County hereby agree as follows:

1. Use and Improvements on Premises

1.1 The terms of the Sublease set forth the terms of the County's use and possession of the Subleased Property during the term of the Sublease, as well as the circumstances of the eventual transfer of the Premises to the County in fee.

1.1.1 The City and County acknowledge and agree that modifications to the precise boundaries of the Subleased Property/Premises may be necessary to accommodate the ultimate alignment of the roadway that ultimately will be used as the primary access road to the Subleased Property/Premises. The current alignment of the roadway is shown on City of Irvine Master Subdivision Map 17008 (as amended) (as amended, the "MSM") and is referred to as Marine Way on said MSM, and is currently designed as a "Primary" four-lane arterial highway ("Primary Access Road"). The parties further acknowledge that the roadway could, and likely will, ultimately undergo a name change, realignment and/or redesign from what is depicted on the MSM. The parties agree that if the roadway is realigned or redesigned from that shown on the MSM, the Subleased Property/Premises shall continue to have access to and abut a roadway along the entire frontage of the Subleased Property/Premises which frontage (and abutment to the Primary Access Road) is conceptually depicted on the attached **Exhibit "D"**. The parties acknowledge that in the event that significant realignment takes place to the Primary Access Road, such that a minor exchange or re-conveyance of property, as set forth more completely in this paragraph, is not feasible, the County may be provided access to portions of the Subleased Property/Premises by a secondary access road ("Secondary Access Road"), such that 100% of the Subleased Property/Premises frontage shall be abutted and have access to either the Primary Access Road or the Secondary Access Road (provided that, at a minimum, no less than approximately 90% of the linear frontage of the Subleased Property/Premises shall abut the Primary Access Road). Said abutment shall be continuous such that no non-County landowners or other non-County land interests (including but not limited to easements, licenses, etc.), other than those reflected on **Exhibit "D"** (as they may be modified or amended to correspond with any realignment or redesign of the Primary Access Road), shall exist between the Subleased Property/Premises and either the Primary Access Road or the Secondary Access Road as the case may be. Should a realignment or redesign of the Primary Access Road occur at any time after conveyance of the Subleased Property/Premises to the County, the parties intend to adjust the boundaries of the Subleased Property/Premises in accordance with the provisions set forth in this paragraph. In doing so, the parties agree to cooperate in good faith to implement the redesign and/or realignment, including an exchange or re-conveyance of property as necessary to effectuate such redesign and/or realignment, provided that the County shall be left with no less, and not materially more, than a 100 acre parcel. The parties agree that no additional consideration shall be required of either party to the other as a result of said boundary line adjustment. The parties further agree that the cost for the design and construction of the Secondary Access Road, should it be required, shall be done at no additional cost to the County other than County's agreed "Fair Share" contribution as is set forth herein and in **Exhibit "E,"** attached hereto.

1.2 . The parties acknowledge that City, through Heritage Fields El Toro LLC, a Delaware limited liability company ("HF" or "Heritage Fields"), intends to construct, or cause to be constructed, certain infrastructure adjacent to or within portions of the Subleased Property and/or the Premises, including Marine Way (including the roadway, parkway, sidewalks, sewer lines, water lines, storm drains, electrical lines, and other utility lines) and the Bee Canyon Channel, as well as certain additional sewer and reclaimed water improvements. The final sewer and final reclaimed water improvements, and Bee Canyon Channel (storm drain) are intended to be constructed beneath the Premises within the "easement areas" generally described on

Exhibit "D" (the parties recognize and acknowledge that interim infrastructure improvements may be constructed partially above ground but shall be relocated or removed at no cost to County if necessary for County use of the Premises as deemed necessary by County in its sole discretion), provided that the City, Agency, and County agree and acknowledge that modifications to the precise boundaries of the easement areas may be necessary to accommodate the technical, logistic and/or design requirements of the applicable infrastructure component and/or the applicable utility provider and easement holder and each such party agrees to reasonably cooperate in effectuating the necessary adjustments to the boundaries of the easement areas as required by such utility providers and easement holders. The Marine Way improvements (i.e., the roadway, parkway, sidewalks, sewer lines, water lines, electrical lines, and other utility lines) will be constructed outside the Premises. The portion of Bee Canyon Channel which crosses the Premises ("County Channel Portion") shall be improved as a reinforced concrete box ("RCB") at no cost to the County (as indicated in that certain Master Plan for Drainage prepared by City and HF and approved by the County pursuant to County's approval letter dated November 25, 2008) capable of withstanding a vehicular parking lot on the surface of the ground, and shall be included within the Premises. Such RCB shall be designed and constructed to Orange County Flood Control District's standards. The cost to construct the RCB on the Premises shall be at HF's cost, with no additional deposit required by the Orange County Flood Control District ("OC Flood") for future repairs or replacement (as part of the backbone infrastructure work described in the Amended MIA, as defined below). The future cost to reconstruct, repair, or replace the RCB shall be paid by the Agency up to a maximum of six hundred and fifty thousand dollars (\$650,000) or its successor, provided the County is still the owner of the Premises at the time, and if not, then the current owner of the Premises at that time according to OC Flood's policy then in effect. When the County Channel Portion is improved as a RCB and the sewer and reclaimed water improvements are made, regardless of who causes and pays for said improvements, County shall be granted the sole and exclusive right to use the surface area over the said County Channel Portion and any easement areas that fall within the boundaries of the Subleased Property/Premises, subject to such rights of access as are required by The Irvine Ranch Water District ("IRWD") and/or the OC Flood for maintenance, repair and other activities for which IRWD and/or OC Flood typically retain access rights. To the extent reasonably possible, and subject to the requirements of the applicable utility providers and easement holders, the City, Agency, and County agree to work together so as to mitigate the size of any required easements on the Premises, provided that the parties agree and acknowledge that modifications to the precise boundaries of the easement areas may be necessary to accommodate the requirements of the applicable utility provider and easement holder and each such party agrees to reasonably cooperate in effectuating the necessary adjustments to the boundaries of the easement areas as required by such utility providers and easement holders. Once the easement areas have been approved by the applicable utility provider and easement holder, then the easements may be recorded, with prior County approval as to the form of such easement documents, which approval shall not be unreasonably withheld, conditioned, or delayed, in the official records so long as the easement areas substantially conform to the areas shown on **Exhibit "D."** Concurrently herewith, the City, County, and Heritage Fields each shall enter into a non-exclusive license for reciprocal access purposes ("Reciprocal License Agreement") for the County, the City, and Heritage Fields, and their respective employees, officials, contractors, representatives, tenants, purchasers, invitees, successors and assigns, and to the non-profit organizations utilizing the "Home 1" and "Home 5" parcels that are adjacent to the

Subleased Property, over the alignment reflected on **Exhibit "1"** to the Reciprocal License Agreement, which is attached hereto as **Exhibit "G."**

1.3 [RESERVED]

1.4 The County hereby grants to the City, HF and/their respective contractors, subcontractors, and agents temporary construction access rights and licenses over portions of the Premises in order to construct Marine Way, Bee Canyon Channel improvements, and the remaining sewer and reclaimed water and other utility improvements, as well as appropriate access rights to allow for the access necessary to install and/or maintain the utility lines in the existing easement areas on the Subleased Property and/or the Premises. As necessary, upon or after conveyance of a deed to the Premises from the City to the County, the County shall convey appropriate utility easements to HF and their respective applicable utility providers in compliance with **Exhibit "D,"** to the extent that such easements have not been granted and recorded prior to such conveyance in accordance with the Section 1.2, above.

1.5 The County acknowledges and agrees that, to the extent that it does, the County shall connect to the roadways, utilities, and other Infrastructure (as that term is defined in Paragraph 2.1) not located on the Subleased Property and/ or the Premises, as well as any utilities, and Infrastructure that crosses the Premises, in a manner that complies with standard City requirements and standards. City shall permit such connection at no additional charge by the City to the County (i.e., no charge beyond that described as the County's fair share contribution in Section 2, below) provided that County shall be solely responsible for any connection fees of any utility provider, and provided further that County shall be responsible for any alterations to the alignment of Infrastructure necessary to accommodate County's site plan(s) for use of the Subleased Property.

1.6 An approved water quality management plan ("WQMP") has been completed that includes the Subleased Property and Premises, and County may use such plan, at no cost to the City, to the extent permitted by applicable regulatory authorities, for development of the Subleased Property and Premises. The City makes no representation, warranty or guaranty that any entity other than the City may use the WQMP, nor does the City make any representation, warranty and/or guaranty concerning whether the County's use of the WQMP will be opposed by any other regulatory or private party or body.

1.7 The County acknowledges that the Premises are adjacent to an entrance to the proposed "Orange County Great Park" to be developed by or on behalf of the City, and that the maintenance of the Subleased Property and the Premises may influence the perception of the "Orange County Great Park" by the public. It is the intention of the parties hereto that the County's future development or use of the Premises (not including interim use of existing facilities or any buildings or improvements that exist on the Premises as of the date of this Implementation Agreement No. 2) will not materially visually detract from the properties that are immediately adjacent to the Premises. To that end, the County has every intention of being a "good neighbor" to the City and the Orange County Great Park. Therefore, in the event City determines that it has a legitimate concern that the County's development or proposed development visually detracts from properties that are immediately adjacent to the County's roadway frontage along the Premises (viewed from Marine Way along said roadway frontage,

and no other elevation), County agrees to meet with the City and discuss City's concerns and take those steps that County deems to be reasonable and necessary to address City's concerns. In addressing City's concerns, County agrees to employ similar types of screening techniques used by properties adjacent to the County's roadway frontage along the Premises. For the purposes of this Section 1.7 only, "City" shall refer to the City Manager or the City Council and no other City staff.

1.8 The County and City mutually acknowledge that the Program EIR (State Clearinghouse No. 2002101020) prepared and certified by the City in connection with the City's annexation of El Toro and the City's approval of a general plan amendment, zone change and adoption of the "Great Park Development Agreement" for the reuse of the Base Property (the "Great Park EIR") analyzes the proposed development of the Base Property by HF and the City at a general plan and zoning level, but does not analyze any specific development plan or project for the Subleased Property and/or the Premises. The County understands and agrees both that it is solely responsible for all compliance with the California Environmental Quality Act, Public Resources Code Section 21000, et seq. ("CEQA") that is necessary in connection with any future uses or improvements within the Subleased Property and/or the Premises. The County and the City shall confer with one another concerning CEQA compliance activities and throughout the CEQA process for uses of County parcels and the Orange County Great Park parcels, and the County's CEQA compliance will be conducted as though the Subleased Property and/or the Premises remained unincorporated. The County acknowledges that it is responsible for any impacts it may cause as a result of the intensification or alteration of uses on the Subleased Property and/or the Premises beyond those studied in the Great Park EIR, and shall mitigate any such impacts in accordance with CEQA. The City reserves its rights to comment on the environmental analysis of such proposed land uses, including but not limited to the impacts of such proposed uses, the thresholds of significance and impact analysis methodology utilized, the execution of the impact analysis methodology utilized, and the sufficiency of the mitigation proposed to address identified impacts. In the event either party intends to prepare and circulate an EIR or amendment to an existing EIR (including addendums or supplements to an existing EIR), that would increase the current average daily trip ("ADT") generation (based on a total of 30,000 ADTs for Marine Way under the City's existing Great Park EIR), said party will give the other party 30 days notice prior to circulating said document(s).

2. Fair Share Formula.

2.1 The County, in accordance with the Fair Share Formula set forth in **Exhibit "E"** of this Implementation Agreement No. 2, shall pay its fair share of the costs ("Fair Share") for developing and installing the infrastructure improvements directly related to servicing the Premises more particularly described in **Exhibit "E-1"** ("Infrastructure"). The parties understand and acknowledge that to the extent additional or expanded infrastructure above and beyond that described in **Exhibit "E-1"** is required to serve the level of development of the Premises described in the Great Park EIR, any additional contribution required by the City of the County toward the costs of that additional and expanded infrastructure shall, as set forth in Section 2.2.5 of the Pre-Annexation Agreement, be limited to costs associated with those utilities, roadways, sewer lines and other types of infrastructure needs that are necessary to service the Premises, if any. The Infrastructure shall be designed and constructed in accordance with applicable City and OC Flood standards. City shall be the lead agency for the development

and installation of the Infrastructure and may provide for the installation of the Infrastructure in the manner set forth in that certain Amended and Restated Master Implementation Agreement by and between the City and HF (“Amended MIA”). County shall not be a member of, nor shall the Premises be subject, while under County ownership, to any assessment through any Community Facility Districts (“CFD”), assessment districts, landowners associations, or similar infrastructure financing or construction programs, and shall not be required to pay dues or assessments for the City’s/Great Park’s or Base maintenance costs other than as specified in this Implementation Agreement No. 2 and the exhibits attached hereto.

2.2 The parties hereto may enter into subsequent agreements on timing, design, costs, construction, and other Infrastructure issues affecting the Premises, and these agreements may include the City, the County, the Orange County Transportation Authority, the OC Flood and HF, as necessary. If the County decides that it is necessary to accelerate the construction of the portion of Marine Way that would access the Premises (“Marine Way Portion”) and/or the County Channel Portion, (*i.e.*, to provide for the installation of the Marine Way Portion and/or the County Channel Portion sooner than it would otherwise be constructed by the City and/or HF) the County may propose an agreement with the City and/or HF, as necessary, designating the County as the lead agency for the construction of such infrastructure and the City shall cooperate with the County to approve such agreement and shall cooperate with the County in attempting to secure the approval of HF, if necessary, as well as the relocation or termination of the temporary road across the Premises (as more fully described in the Reciprocal Access License), as necessary. In the event that the City or HF decides to perform such infrastructure construction on County’s accelerated time-table, County shall agree to the extent that it does not delay the County’s use of the Premises. In the event that the County constructs the Marine Way Portion and/or the County Channel Portion, the City shall credit any amounts spent by the County to construct said infrastructure toward the County’s Fair Share of the County’s Infrastructure costs (such amounts may include County actual administrative costs, including but not limited to actual County charges and overhead, in an amount not to exceed twenty percent (20%) of the costs for any design and construction). In the event the County’s cost to construct the Marine Way Portion and/or the County Channel Portion exceeds County’s Fair Share of the Infrastructure costs, the City and County, prior to commencement of work, will meet and enter into a funding and phased reimbursement plan that will reimburse the County for said excess cost by remitting to the County, with interest, funds that would otherwise have been paid to a third party for Marine Way Portion and/or County Channel Portion construction.

2.3 County’s Fair Share of Infrastructure costs shall be paid from funds deposited in the County Account established pursuant to Implementation Agreement No. 1, a copy of which is attached hereto marked **Exhibit “B,”** unless the County, in its reasonable discretion, chooses to pay such costs with other available funds, and County pursuant to Implementation Agreement No. 1 may, among other things, use the amounts in the County Account to issue bonds or authorize payment by the Agency from said County Account for each invoice submitted by the City within thirty (30) days of receipt of the invoice. In the event there are insufficient funds in the County Account to pay, in full, any invoice when due, then said unpaid invoice(s) or portion thereof, shall – together with interest on the unpaid portion at a rate equal to what the County Treasurer received on its pooled investment for the period said amount(s) remained unpaid, or at the rate of interest City is required to pay on the unpaid amount(s), whichever amount is greater – be deducted from the next available funds deposited

into the County Account, and, in the event the next available funds deposited into the County Account are insufficient to pay said invoice(s), said unpaid amounts with interest shall continue to be deducted in like manner until such time as the full Fair Share amount owing has been recouped by the City, unless the County chooses to pay such outstanding invoices with other County funds. Notwithstanding the foregoing, County agrees, to the degree that sufficient funds are deposited annually into the County Account, to maintain an amount in the County Account sufficient to pay an annual debt service payment on a bond issue of no more than Fifteen Million Six Hundred Thousand Dollars (\$15,600,000) once the construction of Marine Way (as it may be renamed, realigned or redesigned) commences, and until the County's Infrastructure "Fair Share" contribution is paid in full.

2.4 The County's Fair Share responsibility for the maintenance of the existing alignment of Marine Way (also known as "Perimeter Road") shall be as set forth in Reciprocal License Agreement.

3. Indemnification and Release

3.1 County shall indemnify, defend and hold harmless the City, the Orange County Great Park Corporation and the Agency, and each of their respective officers, officials, employees, agents, representatives, contractors, successors and assigns (collectively, the "City-Related Parties") from and against any and all claims, demands, causes of action, obligations, setoffs, liabilities, losses, injuries and damages of any kind or nature whatsoever, whether known or unknown, suspected or unsuspected, foreseen or unforeseen, liquidated or unliquidated (collectively, "Claims") that may be asserted or claimed by any person or entity arising in any way out of the County's activities under this Implementation Agreement No. 2, whether or not there is concurrent passive negligence on the part of the City or any City-Related Party, but excluding such Claims or Liabilities to the extent they arise from the active negligence or willful misconduct of the City or City-Related Party or the acts of independent third parties on the Premises.

3.2 City and the Agency shall indemnify, defend and hold harmless the County and each and its officers, officials, employees, agents, representatives, contractors, successors and assigns ("County-Related Parties") from and against any and all Claims of any kind that may be asserted or claimed by any person or entity arising in any way out of the City's or Agency's activities under this Implementation Agreement No. 2, including liability arising out of any condition, maintenance or repair of the Perimeter Road, whether or not there is concurrent passive negligence on the part of the County or any County-Related Party, but excluding such Claims or Liabilities to the extent they arise from the active negligence or willful misconduct of the County or County-Related Party or the acts of independent third parties on the Premises.

4. Miscellaneous

4.1 Notices. All notices, transmittals of documentation and other writings required or permitted to be delivered or transmitted to either of the parties under this Implementation Agreement No. 2 shall be personally served or deposited in a United States mail depository, first class postage prepaid, and addressed as follows:

If to the City: City of Irvine
One Civic Center Plaza
P.O. Box 19575
Irvine, CA 92623
Attention: City Manager

with copy to: Orange County Great Park Corporation
One Civic Center Plaza
P.O. Box 19575
Irvine, CA 92623
Attention: Chief Executive Officer

If to the County: County of Orange
10 Civic Center Plaza
P.O. Box 1379
Santa Ana, CA 92702
Attention: County Executive Officer

or such other addresses any party may direct to the other party in writing. All such notices and communications shall be deemed to have been duly given when delivered by hand, if personally delivered. Except where service is by registered or certified mail, return receipt requested, service of any instrument or writing shall be deemed completed forty-eight (48) hours after deposit in the United States mail depository.

4.2 Assignment. During the term of this Implementation Agreement No. 2, the County's rights and obligations may be assigned, transferred or otherwise conveyed to any third party upon notice to the City and consistent with and subject to the terms of the Sublease, on condition that such assignee or transferee agrees in writing to assume all of the obligations and requirements of the County as Sub-lessee under this Implementation Agreement No. 2.

4.3 No Third Party Beneficiaries. Nothing expressed or mentioned in this Implementation Agreement No. 2 is intended or shall be construed to give any person, other than the parties hereto and their respective authorized successors and assigns, any legal or equitable right, remedy or claim under or in respect to this Implementation Agreement No. 2 or any of the provisions contained herein. This Implementation Agreement No. 2 and each and every condition and provision hereof are intended to be for the sole and exclusive benefit of the City, Agency and the County, and their respective authorized successors and assigns, and for the benefit of no other person or entity.

4.4 Governing Law. This Implementation Agreement No. 2 shall be governed by and construed in accordance with the laws of the State of California applicable to subleases made and to be performed within the State.

4.5 Waiver; Remedies. No failure on the part of either party hereto to insist upon or demand the strict performance by the other party of any covenant, term, condition or promise of this Implementation Agreement No. 2, or to exercise any right or remedy as a result of any breach of the Implementation Agreement No. 2, shall constitute a continuing waiver of any such

breach or of any such covenant, term, condition, promise, right or remedy. No waiver of any breach shall in any way affect, alter or modify this Implementation Agreement No. 2, but each and every covenant, term, condition and promise of this Implementation Agreement No. 2 shall continue in full force and effect. No single or partial exercise of any right, remedy, power or privilege under this Implementation Agreement No. 2 shall preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege under this Implementation Agreement No. 2.

4.6 Status of the Parties. Nothing in this Implementation Agreement No. 2 shall be construed to make the parties joint venturers or partners, or to create any relationship of principal and agent, and the parties specifically disavow such relationships.

4.7 Interpretation. This Implementation Agreement No. 2 has been negotiated at arms' length between persons sophisticated and knowledgeable in the matters addressed herein, and both parties have had the opportunity to consult with legal counsel of such party's choosing regarding this Sublease. Accordingly, any rule of law (including California Civil Code § 1654) or legal decision that would require interpretation of this Implementation Agreement No. 2 against the drafter hereof is not applicable and is waived.

4.8 Entire Agreement. This Implementation Agreement No. 2, in conjunction with the Pre-Annexation Agreement and Implementation Agreement No. 1, and the Sublease is intended by the parties as a final expression of their agreement and is intended to be a complete and exclusive statement of the agreement and understanding of the parties hereto in respect to the subject matter contained herein. It is not the intention of the parties that this Implementation Agreement No. 2 shall supersede any prior agreement, including the Pre-Annexation Agreement and Implementation Agreement No. 1. There are no restrictions, promises, warranties or undertakings relating to the subject matter of this Implementation Agreement No. 2, other than those set forth or referred to herein and in the Pre-Annexation Agreement. To the extent that there are inconsistencies between the terms of this Implementation Agreement No. 2 and the Pre-Annexation Agreement, this Implementation Agreement No. 2 supersedes the Pre-Annexation Agreement with respect to those inconsistencies, except with respect to: (i) Section 2.2.4 of the Pre-Annexation Agreement; (ii) the portions of Section 2.2.3 of the Pre-Annexation Agreement related to the conveyance of property other than the Premises, the City's statement that it "will also provide for land use designations that will allow for the intended uses indicted on the attached Exhibit [to the Pre-Annexation Agreement]," and Section 2.2.3.1, and (iii) those portions of Section 2.2.5 that limit the County's Fair Share obligation for the Premises to infrastructure (other than the Infrastructure specifically addressed in this Agreement) that is directly related to servicing the Premises. It is the intention of the parties hereto that this Implementation Agreement No. 2 not alter or vary the terms of Implementation Agreement No. 1.

4.9 Warranty of Authority. Each officer of the City and the County affixing his or her signature below thereby warrants and represents that he or she has the full legal authority to bind his or her respective party to all of the terms, conditions and provisions of this Implementation Agreement No. 2; that his or her respective party has the full legal right, power, capacity and authority to enter into this Sublease and perform all the obligations herein; and that no other approvals or consents are necessary in connection therewith.

4.10 Modifications. Neither this Implementation Agreement No. 2 nor any provision hereof may be changed, waived, discharged or terminated orally or in writing, except that any provision of this Implementation Agreement No. 2 may be amended by a writing signed by the parties, in the observance of any provision of the Implementation Agreement No. 2 may be waived (either generally or in a particular instance in either retroactively or prospectively) by a writing signed by the party against whom such waiver is to be asserted.

4.11 Headings. The headings in this Implementation Agreement No. 2 are for convenience of reference only, and shall not limit or otherwise affect the meaning of this Implementation Agreement No. 2.

4.12 Successors and Assigns. Subject to Section 4.2 above, this Implementation Agreement No. 2 shall inure to the benefit of, and be binding upon, the City, the County, and their respective successors and assigns.


4.13 Exhibits. This Implementation Agreement No. 2 contains exhibits, attached hereto and made a part hereof by this reference. Said exhibits are identified as follows:


- A Pre-Annexation Agreement
- B Implementation Agreement No. 1
- C Sublease
- D Encumbrances on Premises
- D-1 Depiction of Proposed Future Encumbrances
- D-2 Depiction of Existing Encumbrances
- E Fair Share Formula
- F [RESERVED]
- G Reciprocal Access License

IN WITNESS WHEREOF, the parties hereto have entered into this Implementation Agreement No. 2 as of the date first written above.

CITY OF IRVINE, a charter municipal corporation


By:  _____
Mayor

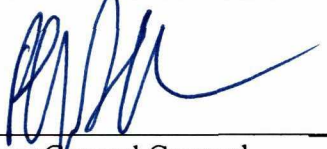
ATTEST:
 _____
City Clerk

APPROVED AS TO FORM:
RUTAN & TUCKER, LLP
 _____
City Attorney, City of Irvine

IRVINE REDEVELOPMENT AGENCY

By:  _____
Chair

ATTEST:
 _____
Agency Secretary

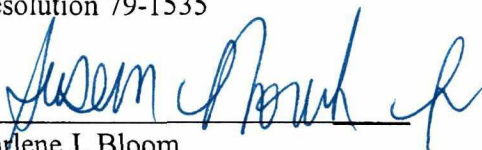
APPROVED AS TO FORM:
 _____
Agency General Counsel

COUNTY OF ORANGE, a political subdivision of
the State of California

By: 
Chair, Board of Supervisors

Signed and certified that a copy of this
document has been delivered to the
Chair of the Board per G.C. Sec. 25103,
Resolution 79-1535




Darlene J. Bloom
Clerk of the Board of Supervisors
Orange County, California

APPROVED AS TO FORM:
COUNTY COUNSEL, COUNTY OF ORANGE


Deputy

**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL
THIS AGREEMENT TO:**

City of Irvine
One Civic Center Plaza
P.O. Box 19575
Irvine, CA 92623
Attention: City Manager

Recorded in Official Records, Orange County
Tom Daly, Clerk-Recorder

 NO FEE

2011000036334 2:31 pm 01/20/11

105 415 A12 10

0.00 0.00 0.00 0.00 27.00 0.00 0.00 30.00

(Space Above for Recorder's Use)

RECIPROCAL LICENSE AGREEMENT

This RECIPROCAL LICENSE AGREEMENT (the "Agreement") is made as of this 17th day of AUGUST, 2010, by, between, and among the City of Irvine ("City"), the County of Orange, a political subdivision of the State of California ("County"), and Heritage Fields, El Toro, LLC, a Delaware limited liability company ("Heritage Fields"). The parties to this Reciprocal License Agreement are hereinafter jointly referred to as "the Parties."

RECITALS

A. City, County, and Heritage Fields each hold certain possessory interests, including fee interests, leasehold interests, and sub-leasehold interests, in certain land located in City of Irvine Planning Area No. 51 which is on and/or adjacent to the former Marine Corps Air Station, El Toro, and which is improved with that certain roadway that is currently referred to as "Perimeter Road" and/or "Old Marine Way" (hereinafter, "Parties' Property"). The current alignment of said roadway is depicted on Exhibit "1" hereto, and is hereinafter referred to as "Perimeter Road."

B. Concurrent with the execution of this Agreement, the City and the County have entered into (i) a "Sublease Between City of Irvine and County of Orange For Institutional Parcel Within El Toro LIFOC Parcel 3," ("Sublease") and (ii) an "Implementation Agreement No. 2 Between City of Irvine, Irvine Redevelopment Agency and County of Orange" ("Implementation Agreement No. 2"). The Sublease and Implementation Agreement No. 2 provide, *inter alia*, for the immediate transfer of a sub-leasehold interest in 100 acres of property to the County ("Subleased County

Property”), followed by the later transfer of fee title to at least 100 acres of property to the County (“**County Property**”).

C. The Sublease and Implementation Agreement No. 2 also contemplate the construction of a primary access road (“**Primary Access Road**”), and potentially a secondary access road (as applicable, the “**Potential Secondary Access Road**”), that will provide vehicular access to, among other properties, the Parties’ Property and the properties currently utilized by the non-profit organizations operating at the “Home 1” and “Home 5” parcels depicted on **Exhibit “1”** (the “**Non-Profits**”).

D. The timing and phasing of the construction of the Primary Access Road and Potential Secondary Access Road is uncertain, and the Parties therefore each recognize the need to preserve the ability to maintain reciprocal rights to access to the properties in which they hold possessory interests from and over the existing Perimeter Road alignment until such time as the Primary Access Road and Potential Secondary Access Road are constructed.

E. The provision of reciprocal access rights over the existing alignment of Perimeter Road is not intended by the parties to be permanent, and is not intended to delay the design, construction, and operation of the Primary Access Road and the Potential Secondary Access Road, subject to the provisions set forth below.

F. Each of the Parties desires to grant to the other Parties, their respective employees, officials, contractors, representatives, tenants, purchasers, invitees, successors and assigns, (collectively “**successors**”), and the Non-Profits a license on and over that portion of Perimeter Road depicted on **Exhibit "1"** attached hereto that is located on each such Parties’ Property for the purpose of accessing, maintaining, and traveling upon such portion of Perimeter Road.

AGREEMENT

NOW, THEREFORE, in consideration of the above Recitals and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and subject to all of the terms and conditions which follow, the Parties hereto agree as follows:

1. Grant of License. Each of the Parties hereby grants to each of the other Parties, their respective Successors, and the Non-Profits a temporary, non-exclusive, uninterrupted license (the “**License**”) upon, over, and along that portion of Perimeter Road depicted on **Exhibit "1"** attached hereto that is located on each such Parties’

Property, as may be required for the purpose of accessing, maintaining, and traveling upon such portion of Perimeter Road. No Party shall install any fence or other barrier that prevents the full access to and use of such portion of Perimeter Road during the term of this License. The reciprocal access rights provided herein do not include the ability to upgrade the existing Perimeter Road, except as may be necessary to facilitate continued access during construction activities related to the new alignment of the Primary Access Road and the Potential Secondary Access Road. The Parties shall not use the reciprocal access rights provided herein as a basis to delay the development of the Primary Access Road and (if applicable) the Potential Secondary Access Road. The Parties acknowledge and agree that nothing contained herein shall require the construction of the Primary Access Road and (if applicable) the Potential Secondary Access Road on any particular time period, given that the timing of the construction of such road shall continue to be governed by the contractual arrangement between the City and Heritage Fields for the construction of backbone infrastructure. The Parties further acknowledge and agree that they may, in their sole and absolute respective discretion and at their sole cost, relocate portions of Perimeter Road located on their respective properties, so long as Perimeter Road continues to connect uninterrupted with those portions of Perimeter Road located on each other Party's property.

2. Maintenance of Perimeter Road. During the term of this License, each Party shall be responsible for maintaining that portion of Perimeter Road that crosses the portion of the Parties' Property in which such Party holds a possessory interest; provided, however, that the County shall not be responsible for maintaining Perimeter Road so long as (i) it does not hold fee interest in the County Property, and (ii) the County Subleased Property is neither physically occupied by County personnel on a regular basis (not including routine inspections and provision of security) or its Successors nor undergoing actual physical development by the County or its Successors (the term "physical development" as used herein does not include routine maintenance of weeds or landscaping, pest control, trash removal or improvements made as a result of infrastructure installation not related to the County's development of the County Property). Nothing in this Agreement shall be construed as a modification to any agreement existing between the Parties, or any of them, concerning maintenance responsibilities for Perimeter Road or any other facilities on the Parties' Property. Nor shall anything in this Agreement prohibit the Parties, or any of them, from subcontracting the maintenance responsibilities set forth herein to another person or entity.

3. Termination. This Agreement, and the license provided herein, shall terminate upon the earlier of (i) parties mutual agreement, or (ii) the opening for public access of the Primary Access Road and (as necessary) the Potential Secondary Access Road.

4. Indemnification. In the event that any Party and/or its Successors use any portion of Perimeter Road located on the other Party's property (an "Access Road User") said

Access Road User shall and does hereby agree to indemnify, defend and hold the other Parties and their respective Successors harmless from all costs, expenses, attorneys' fees and court costs, liens, losses, damages, liabilities, claims and demands for property damage or bodily injury or death of any person (collectively, "Loss") arising from such Access Road User's use of Perimeter Road; provided, however, this indemnity shall not apply or extend to any Loss arising with respect to or as a result of another Party's negligence or willful misconduct.

5. Survival of Obligations. The Parties obligations pursuant to Sections 4 shall survive the termination of this Agreement.

6. Notices. No notice, request, demand, instruction or other document to be given hereunder to any party shall be effective for any purpose unless (i) personally delivered to the person at the address set forth below in which event such notice shall be deemed effective only upon delivery, or (ii) delivered by registered or certified mail at the address set forth below, return receipt requested, or (iii) sent by facsimile at the facsimile number set forth below on a business day, during business hours and provided that the original notice shall be sent by overnight courier for arrival the next business day at the address set forth below:

If to the City:

City of Irvine
One Civic Center Plaza
P.O. Box 19575
Irvine, CA 92623
Attention: City Manager

with copy to:

Orange County Great Park Corporation
One Civic Center Plaza
P.O. Box 19575
Irvine, CA 92623
Attention: Chief Executive Officer

If to the County:

County of Orange
10 Civic Center Plaza
P.O. Box 1379
Santa Ana, CA 92702
Attention: County Executive Officer

If to Heritage Fields:

Heritage Fields El Toro LLC
25 Enterprise, Fourth Floor
Aliso Viejo, CA 92656
Attention: Lynn Jochim

With a copy to:

Allen Matkins Leck Gamble Mallory & Natsis LLP
1900 Main Street, Fifth Floor
Irvine, CA 92614-7321
Attention: Michael Alvarado, Esq.

Notices so mailed shall be deemed to have been given seventy-two (72) hours after deposit in the United States Post Office, postage prepaid, and properly addressed, or, if sent by telefacsimile, upon completion of the transmission. The addresses and addressees for the purposes of this section may be changed by giving notice of such change in the manner herein provided for giving notice.

7. Assignment. During the term of this Agreement, the license provided herein shall remain a binding obligation upon, and inure to the benefit of, each of the Parties respective Successors.

8. No Third Party Beneficiaries. Nothing expressed or mentioned in this Agreement is intended or shall be construed to give any person, other than the parties hereto and their respective authorized Successors, any legal or equitable right, remedy or claim under or in respect to this Agreement or any of the provisions contained herein. This Agreement and each and every condition and provision hereof are intended to be for the sole and exclusive benefit of the Parties, and their respective Successors and for the benefit of no other person or entity.

9. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of California.

10. Waiver; Remedies. No failure on the part of any Party hereto to insist upon or demand the strict performance by the other party of any covenant, term, condition or promise of this Agreement, or to exercise any right or remedy as a result of any breach of the Agreement, shall constitute a continuing waiver of any such breach or of any such covenant, term, condition, promise, right or remedy. No waiver of any breach shall in any

way affect, alter or modify this Agreement, but each and every covenant, term, condition and promise of this Agreement shall continue in full force and effect. No single or partial exercise of any right, remedy, power or privilege under this Agreement shall preclude any other or further exercise thereof or the exercise of any other right, remedy, power or privilege under this Agreement.

11. Status of the Parties. Nothing in this Agreement shall be construed to make the parties joint venturers or partners, or to create any relationship of principal and agent, and the parties specifically disavow such relationships.

12. Interpretation. This Agreement has been negotiated at arms' length between persons sophisticated and knowledgeable in the matters addressed herein, and both parties have had the opportunity to consult with legal counsel of such party's choosing regarding this Sublease. Accordingly, any rule of law (including California Civil Code § 1654) or legal decision that would require interpretation of this Agreement against the drafter hereof is not applicable and is waived.

13. Entire Agreement. As between the City and County, this Agreement, in conjunction with the Sublease and Implementation Agreement No. 2, is intended as a final expression of their agreement and is intended to be a complete and exclusive statement of the agreement and understanding of these two Parties hereto in respect to the subject matter contained herein. As among the City, the County and Heritage Fields, this Agreement is intended as a final expression of their agreement and is intended to be a complete and exclusive statement of the agreement and understanding of the three Parties hereto in respect to the subject matter contained herein. It is not the intention of the Parties that this Agreement shall supersede any prior agreement. There are no restrictions, promises, warranties or undertakings relating to the subject matter of this Agreement, other than those set forth or referred to herein.

14. Warranty of Authority. Each Party represents and warrants that each officer or representative of the Parties affixing his or her signature below has the full legal authority to bind his or her respective party to all of the terms, conditions and provisions of this Agreement; that his or her respective party has the full legal right, power, capacity and authority to enter into this Agreement and perform all the obligations herein; and that no other approvals or consents are necessary in connection therewith.

15. Modifications. Neither this Agreement nor any provision hereof may be changed, waived, discharged or terminated orally or in writing, except that any provision of this Agreement may be amended by a writing signed by the Parties, in the observance of any provision of the Agreement may be waived (either generally or in a particular instance in either retroactively or prospectively) by a writing signed by the party against whom such

waiver is to be asserted.

16. Headings. The headings in this Agreement are for convenience of reference only, and shall not limit or otherwise affect the meaning of this Agreement.

17. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which taken together shall constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement the day and year first above written.

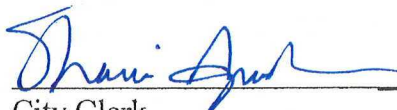
IN WITNESS WHEREOF, the parties hereto have entered into this Implementation Agreement No. 2 as of the date first written above.

**CITY OF IRVINE, a charter municipal
corporation**

By: _____
Mayor



ATTEST:



City Clerk

APPROVED AS TO FORM:
RUTAN & TUCKER, LLP



City Attorney, City of Irvine

COUNTY OF ORANGE, a political subdivision of
the State of California

By: Janet Aquino
Chair, Board of Supervisors

Signed and certified that a copy of this
document has been delivered to the
Chair of the Board per G.C. Sec. 25103,
Resolution 79-1535

Darlene J. Bloom

Darlene J. Bloom
Clerk of the Board of Supervisors
Orange County, California



APPROVED AS TO FORM:
County Counsel, COUNTY of Orange

Thomas A. Mill
Deputy

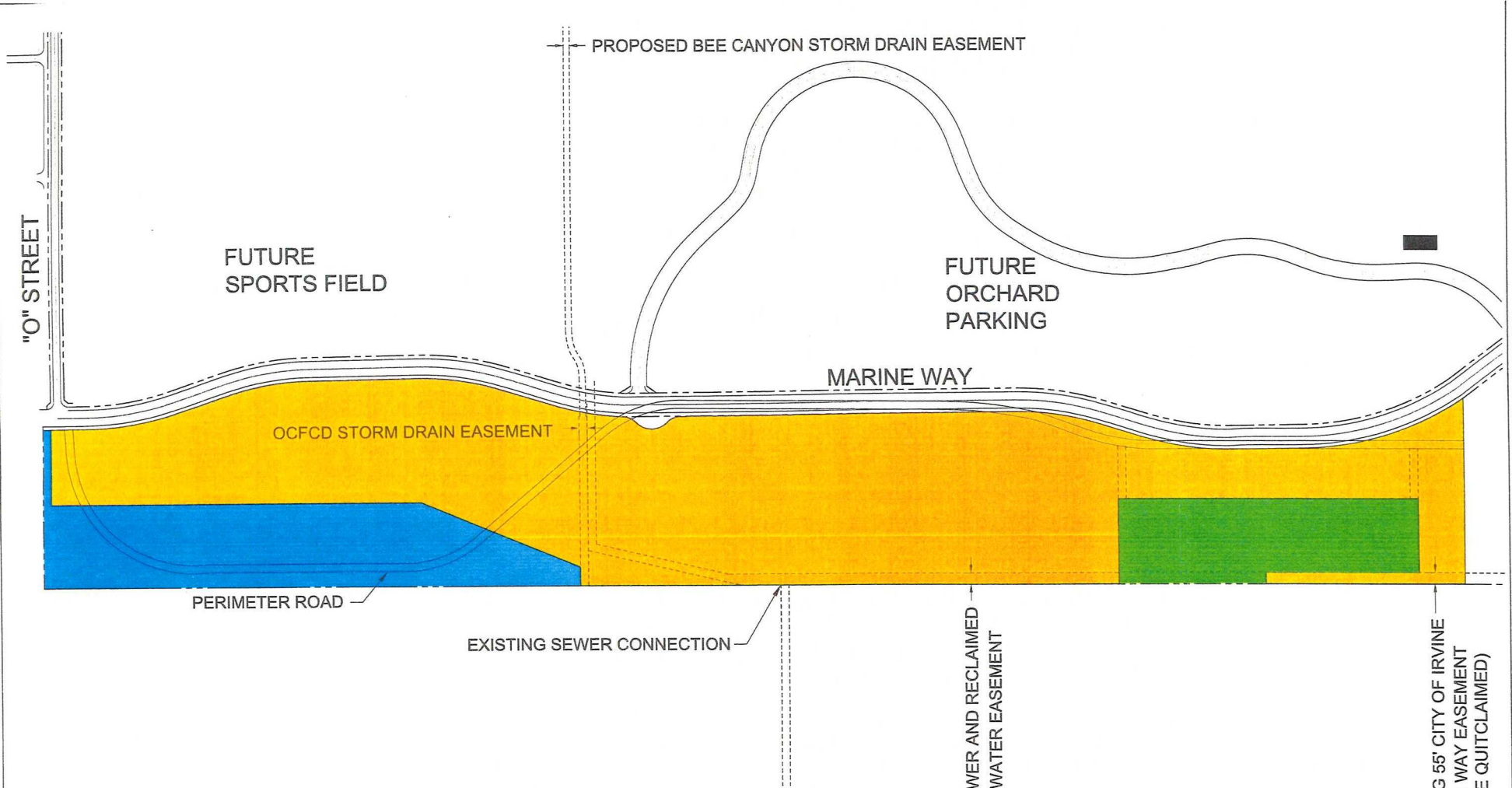
**HERITAGE FIELDS EL TORO, LLC,
a Delaware limited liability company**

**By: Heritage Fields, LLC, a Delaware
limited liability company
Its: Sole Member**

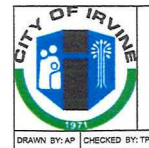
**By: Lennar-LNR Heritage Fields, LLC, a
Delaware limited liability company
Its: Administrative Member**

**By: Lennar Homes of California, Inc., a
California corporation
Its: Managing Member**

By: _____
Name: _____
Title: _____



- LEGEND**
- ORANGE COUNTY PARCEL (100.0 AC)
 - CITY PARCEL
 - HOME 1 AND 5
 - EASEMENT LINE
 - BOUNDARY LINE



**COUNTY PARCEL
EXHIBIT 1**

SETTLEMENT AGREEMENT AND RELEASE OF CLAIMS

This Settlement Agreement and Release of Claims (“**Agreement**”) is made and entered into by and between Petitioners and Plaintiffs City Of Irvine (“**City**”), the Successor Agency to the Dissolved Irvine Redevelopment Agency (“**Successor Agency**”), and the Irvine Community Land Trust (“**Land Trust**”) (collectively, “**Petitioners**”), on the one hand, and, on the other hand Respondents and Defendants California Department Of Finance (“**DOF**”) and Michael Cohen in his official capacity as the Director of the California Department of Finance (collectively, “**Respondents**”). Petitioners and Respondents are sometimes collectively referred to as the “**Parties**.”

RECITALS

A. City, and Successor Agency have filed the following two Sacramento Superior Court actions, both of which remain pending, against Respondents, (1) *City of Irvine v. Cohen*, case no. 34-2013-80001682 (“**Irvine v. Cohen Case**”), (2) *City of Irvine v. Matosantos*, case no. 34-2012-80001161 (“**Irvine v. Matosantos Case**”); in addition, Land Trust, City, and Successor Agency have filed a petition, which remains pending, against Respondents in *Irvine Community Land Trust v. Matosantos*, case no. 34-2013-80001535 (“**Land Trust Case**”) (the *Irvine v. Cohen Case*, the *Irvine v. Matosantos Case*, and the *Land Trust Case* are collectively referred to as the “**Sacramento Actions**”).

B. The Sacramento Actions relate to the wind down of the Irvine Redevelopment Agency (“**RDA**”) pursuant to Assembly Bill 26 of the 2011-12 First Extraordinary Session of the California Legislature (“**AB x1 26**”) in conjunction with the decision of the California Supreme Court in *Community Redevelopment Association v. Matosantos* (2011) 53 Cal.4th 231 (“**CRA v. Matosantos**”), and as amended by Assembly Bill 1484 of the 2011-12 Regular Session of the California Legislature (“**AB 1484**”) (AB x1 26 and AB 1484, collectively the “**Dissolution Act**”).

C. Under AB x1 26, as interpreted by *CRA v. Matosantos*, the RDA was dissolved on February 1, 2012. Following the dissolution of the RDA, the Successor Agency submitted a series of Recognized Obligation Payment Schedules (“**ROPS**”) to Petitioners in accordance with the Dissolution Act. In those ROPS, Petitioners claimed that three separate agreements are enforceable obligations under the Dissolution Act. Respondents’ disapprovals of those three agreements as enforceable obligations under the Dissolution Act are the subjects of the Sacramento Actions.

D. The three separate ROPS items at issue in the Sacramento Actions are: (1) The Purchase and Sale and Financing Agreement (“**PSFA**”), originally dated August 14, 2007 and allegedly reentered on June 12, 2012, by and between the RDA and the City, with an alleged value of approximately Eight Hundred Twelve Million Dollars (\$812,000,000); (2) the Amended and Restated Development Agreement (“**ARDA**”), dated December 27, 2010, which is an alleged obligation of the former RDA to construct the Orange County Great Park with an alleged value of approximately One Billion Four Hundred Million Dollars (\$1,400,000,000); and (3) the Redevelopment Affordable Housing Funds Grant Agreement (“**Land Trust Agreement**”), dated

February 8, 2011, between the RDA and the Land Trust with an alleged value of approximately Seven Hundred Thirty One Million Dollars (\$731,000,000).

E. The City and the Successor Agency allegedly re-entered into the PSFA on June 12, 2012. That action was approved by the Oversight Board to the Successor Agency to the Dissolved Irvine Redevelopment Agency by Resolution 2012-11 on June 14, 2012. DOF claims that as a valid post-finding of completion enforceable obligation pursuant to Health & Safety Code section 34191.4, the One Hundred Thirty Four Million Dollar (\$134,000,000) principal amount on the PSFA loan is entitled to repayment at an interest rate of thirty two one hundredths of one percent (0.32%) per year. Petitioners claim that the PSFA loan should be treated as a valid reentered agreement pursuant to Health & Safety Code section 34178 and should bear interest at nine percent (9%) per year.

F. The Parties have concluded that it would be in their mutual best interests, and in the public interest, to settle all disputes raised in the Sacramento Actions between Petitioners and Respondents according to the terms described in this Agreement, which shall be incorporated fully by reference into a stipulated judgment to be approved by the Court pursuant to Code of Civil Procedure section 664.6. By this Agreement, the Parties intend to fully and completely resolve any and all remaining disputes between the Parties pertaining to, or in any way relating to, the Sacramento Actions.

TERMS OF AGREEMENT

Accordingly, in consideration of the mutual promises contained herein, the Parties agree as follows:

1. City, Successor Agency, and Respondents (the “**Cohen Case Parties**”) will jointly submit a stipulated judgment to the Court for approval in *Irvine v. Cohen Case* (“**Stipulated Judgment**”). This Agreement will be attached to the Stipulated Judgment as Exhibit A, and incorporated fully therein by reference. It is the intent of the Cohen Case Parties, and therefore the Cohen Case Parties shall jointly request to the Court in the *Irvine v. Cohen Case*, that the court retain jurisdiction over the Cohen Case Parties until performance in full of the terms of this settlement (as memorialized in this Agreement and the Stipulated Judgment).

2. The Cohen Case Parties agree to expeditiously jointly submit a motion to the Court for the approval of the Stipulated Judgment in the *Irvine v. Cohen* action, and the Cohen Case Parties shall remain bound to proactively seek (or, in the case of the Land Trust, not oppose) court approval of the Stipulated Judgment *even if* a change in law (by legislation, by promulgation of administrative rules, or by appellate or supreme court precedent) or the dissemination of persuasive authority (by administrative interpretation, release of superior court tentative or final decisions, or release of unpublished appellate decisions, or other statements or comments from superior or appellate court judges) occurs after the execution of this Agreement but prior to Court action on the request for approval of the Stipulated Judgment.

3. If the Court does not enter a Stipulated Judgment pursuant to the terms of this Agreement, this Agreement shall be null and void *ab initio*, without further action of any Party.

Petitioners may then elect not to dismiss the Sacramento Actions and, instead, proceed to prosecute them.

4. If the Court approves the Stipulated Judgment, Respondents shall recognize the Stipulated Judgment as an enforceable obligation with a value of Two Hundred Ninety Two Million Dollars (\$292,000,000), which shall be paid from Redevelopment Property Tax Trust Fund (“RPTTF”) moneys to the Successor Agency. Such funds shall be paid from the Successor Agency to the City in satisfaction of the PSFA loan (the “**Stipulated Judgment Enforceable Obligation**”). DOF shall continue to abide by the Stipulated Judgment Enforceable Obligation, by approving payment by the Orange County auditor-controller of the full amount of RPTTF over to the Successor Agency, less the withholding of Four Million Three Hundred Eighty Thousand Dollars (\$4,380,000) per year described in paragraph 8 below, until such time as the Two Hundred Ninety Two Million Dollars (\$292,000,000) in RPTTF is fully paid over to the Successor Agency for payment to the City on the PSFA loan. No interest shall be paid on this sum. The total amount paid shall be Two Hundred Ninety Two Million Dollars (\$292,000,000) regardless of the time it takes to receive the payments.

5. Petitioners shall never again claim on any future ROPS or otherwise that the PSFA loan is an enforceable obligation of the former RDA; instead, the Stipulated Judgment shall be the item claimed, and recognized by Respondents, on future ROPS. Petitioners shall also never again claim on any future ROPS that the ARDA or Land Trust Agreement is an enforceable obligation of the former RDA.

6. Respondents shall never claim, in response to any future ROPS submission or otherwise, that the Stipulated Judgment is not an enforceable obligation under the Dissolution Act.

7. Petitioners shall request the dismissal with prejudice of the *City of Irvine v. Matosantos Case* in its entirety, and *Land Trust Case* in its entirety, within five (5) business days of the Court signing and entering the Stipulated Judgment in the *City of Irvine v. Cohen Case*.

8. Unless the Successor Agency directs otherwise, all RPTTF shall be applied to the Stipulated Judgment line item on the ROPS until the Stipulated Judgment is fully paid; provided, however, that Four Million Three Hundred Eighty Thousand Dollars (\$4,380,000) of RPTTF funds will be paid over to the taxing entities each fiscal year pursuant to Health & Safety Code section 34183(a)(4) until the Stipulated Judgment Enforceable Obligation is satisfied. Once the Stipulated Judgment Enforceable Obligation is satisfied, the limitation on residual payments to taxing entities will be lifted. The Four Million Three Hundred Eighty Thousand Dollars (\$4,380,000) per year will be sent to the taxing entities from the first RPTTF distribution that occurs each fiscal year (as specified in Paragraph 4, above); if there are insufficient funds in the first RPTTF distribution to send the full Four Million Three Hundred Eighty Thousand Dollars (\$4,380,000) per year from RPTTF to the taxing entities, the necessary remaining funds shall come from the second RPTTF distribution. If in a given year there is less than Four Million Three Hundred Eighty Thousand Dollars (\$4,380,000) available for this distribution of RPTTF payments to the taxing entities, the taxing entities shall receive whatever funds are available, and

the Successor Agency shall not receive any funds toward the satisfaction of the Stipulated Judgment during that year.

9. Upon receipt of RPTTF monies for payment of approved enforceable obligations in each ROPS period, the Successor Agency shall prioritize, pursuant to direction of the City as to any city-RDA loans, repayment of the Two Hundred Ninety Two Million Dollars (\$292,000,000) so that it is paid prior to, following, or concurrent with the other enforceable obligations payable under Health and Safety Code section 34183(a)(2)(C), including those qualifying as enforceable obligations pursuant to section 34191.4.

10. The Successor Agency and City agree that they will not challenge the determination of State Controller's Office in its April 28, 2014 audit with regard to the Five Million Five Hundred Thousand Dollar (\$5,500,000) interest payment made by the RDA to the City in March 2011. The City will return the Five Million Five Hundred Thousand Dollars (\$5,500,000) to the Successor Agency which will then submit it to the county auditor-controller, both of which shall occur within five (5) business days of the Court signing and entering the Stipulated Judgment. The county auditor-controller will thereafter distribute said funds to the taxing entities. Except as stated elsewhere in this paragraph, this Agreement and Stipulated Judgment does not resolve any other possible disputes between Petitioners and the State Controller's Office with respect to the April 28, 2014 audit.

11. The Parties shall each bear their respective attorney fees and costs incurred in the litigation, provided, however, that nothing in this agreement abridges the Successor Agency's rights (if any) to recover its legal fees under the Dissolution Act.

12. The Agreement and Stipulated Judgment do not constitute, nor shall they be construed as, an admission or concession by any of the Parties for any purpose. This Agreement is a compromise settlement of the Sacramento Actions, and by executing this Agreement, none of the Parties admits wrongdoing, liability, or fault in connection with either the Sacramento Actions or the allegations asserted in the Sacramento Actions. Respondents do not admit that Petitioners are entitled to any recovery. This Agreement does not reflect in any way on the merits of the claims asserted by Petitioners or the defenses asserted by the Respondents in the Sacramento Actions.

13. The Parties hereby specifically and mutually release and forever discharge each other, including their respective officers, directors, commission members, trustees, agents, employees, representatives, attorneys, insurers, departments, divisions, sections, successors and assigns, and each of them, from all obligations, damages, costs, expenses, liens, attorney fees of any nature whatsoever, whether known or unknown, suspected or not suspected to exist, claimed or not claimed, disputed or undisputed, pertaining to the Sacramento Actions.

14. The Parties each represent and warrant that they fully understand that if the facts pertaining in any way to the Sacramento Actions are later found to be different from the facts now believed to be true by any Party, each of them expressly accepts and assumes the risk of such possible differences in facts and agrees that this Agreement and Stipulated Judgment shall remain effective notwithstanding such differences in facts.

15. This Agreement and Stipulated Judgment shall be binding upon the Parties' respective officers, directors, commission members, trustees, agents, employees, representatives, attorneys, departments, divisions, sections, successors and assigns, and each of them.

16. The Parties each represent that they know and understand the contents of the Agreement and Stipulated Judgment and that this Agreement and Stipulated Judgment have been executed voluntarily. The Parties each further represent that they have had an opportunity to consult with an attorney of their choosing and that they have been fully advised by the attorney with respect to their rights and obligations and with respect to the execution of this Agreement and the Stipulated Judgment.

17. Except as indicated in the following sentence, no promise, inducement, understanding, or agreement not herein expressed has been made by or on behalf of the Parties, and this Agreement and the Stipulated Judgment contain the entire agreement between the Parties related to the Sacramento Actions. Notwithstanding the foregoing, the Parties acknowledge that the City, Successor Agency, and the Land Trust have entered into, and will abide by, a *Dismissal Agreement In Connection with State of California Department of Finance Settlement Negotiations* ("Dismissal Agreement"), which sets forth certain obligations with regard to the disposition of the funds paid to the Successor Agency pursuant to the Stipulated Judgment; provided, however, that nothing in the Dismissal Agreement is binding upon the Respondents. Additionally, the City, Successor Agency, and Land Trust's obligations under this Agreement and the Stipulated Judgment are separate and distinct from their obligations under the Dismissal Agreement.

18. Each Party represents and warrants that it has not assigned, transferred, or purported to assign or transfer to any person or entity any matter released herein. Petitioners also agree to indemnify and hold harmless Respondents and their successors and assigns against any claims, demands, causes of action, damages, debts, liabilities, costs or expenses, including, but not necessarily limited to, attorney fees, arising out of or in connection with any such transfer, assignment, or purported transfer or assignment.

19. It is expressly understood and agreed that this Agreement and the Stipulated Judgment may not be altered, amended, modified, or otherwise changed in any respect whatsoever except by a writing duly executed by the Parties or by authorized representatives of the Parties. The Parties agree that they will make no claim at any time or place that this Agreement and the Stipulated Judgment have been orally altered or modified or otherwise changed by oral communication of any kind or character.

20. This Agreement and the Stipulated Judgment shall be governed by the laws of the State of California. If any Party to this Agreement or the Stipulated Judgment brings a lawsuit to enforce or interpret this Agreement or the Stipulated Judgment, the lawsuit shall be filed in the Superior Court for the County of Sacramento, California.

21. Each Party represents that they have the authority to enter into and perform the obligations necessary to provide the consideration described in this Agreement and the Stipulated Judgment.

22. Each person signing this Agreement represents and warrants that they have the authority to sign on behalf of the Party for which they sign.

23. The Parties recognize and acknowledge that terminology, the number of ROPS cycles per year, and/or other mechanical aspects of the wind-down of redevelopment pursuant to the Dissolution Act (as it may be amended from time to time), may change during the term of this Agreement. To address those changes, the Parties agree that their intent under this Agreement and the Stipulated Judgment is that the City receive, on an annual basis, all of the available RPTTF (or its functional equivalent), less Four Million Three Hundred Eighty Thousand Dollars (\$4,380,000) per year, until such time as the full Two Hundred Ninety Two Million Dollars (\$292,000,000) has been paid over to the Successor Agency for distribution by the Successor Agency to the City in satisfaction of the PSFA.

24. The Parties agree to take such further actions as are necessary to accomplish the delivery of the consideration provided for under this Agreement. In furtherance of the foregoing, upon the submittal to DOF of a resolution of the Oversight Board to the Successor Agency to the Dissolved Irvine Redevelopment Agency approving this Agreement, DOF shall within five (5) business days approve such resolution. Further, if such resolution has been submitted to DOF prior to the Court's entry of the Stipulated Judgment, the Court's entry of the Stipulated Judgment shall constitute DOF's approval of such resolution. If the Oversight Board does not approve this Agreement within ninety (90) days of the date this Agreement is last signed by any Party, this Agreement shall be null and void *ab initio*, without further action of any Party. Petitioners may then elect not to dismiss the Sacramento Actions and, instead, proceed to prosecute them.

25. If any Party to this Agreement or Stipulated Judgment files a lawsuit to enforce or interpret this Agreement or Stipulated Judgment, the prevailing Party in any such suit shall be entitled to reimbursement for reasonable attorney fees for which the Party was invoiced and that the Party paid.

26. This Agreement may be executed in two or more counterparts, each of which will be an original and all of which shall constitute a part of this Agreement.

This Agreement consists of Recital Paragraphs A - F and Paragraphs 1 – 26.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

CITY OF IRVINE

DATED: July 9, 2014



By: Dr. Steven Choi
Mayor

SUCCESSOR AGENCY TO THE DISSOLVED IRVINE
REDEVELOPMENT AGENCY

DATED: July 9, 2014



By: Dr. Steven Choi
Director

IRVINE COMMUNITY LAND TRUST

DATED: July 9, 2014



By: Mark Asturias
Executive Director

DEPARTMENT OF FINANCE AND MICHAEL COHEN,
AS DIRECTOR OF THE DEPARTMENT OF FINANCE

DATED: _____

By: _____
Kari Krogseng
Assistant Chief Counsel

Approved as to form:

RUTAN & TUCKER, LLP



Jeffrey T. Melching
Attorneys for Petitioners City of Irvine and Successor Agency

[SIGNATURES CONTINUE, AND CONCLUDE, ON FOLLOWING PAGE]

CITY OF IRVINE

DATED: _____

By: _____
Dr. Steven Choi
Mayor

SUCCESSOR AGENCY TO THE DISSOLVED IRVINE
REDEVELOPMENT AGENCY

DATED: _____

By: _____
Dr. Steven Choi
Director

IRVINE COMMUNITY LAND TRUST

DATED: _____

By: _____
Mark Asturias
Executive Director

DEPARTMENT OF FINANCE AND MICHAEL COHEN,
AS DIRECTOR OF THE DEPARTMENT OF FINANCE

DATED: July 9, 2014

By: _____
Kari Krogseng
Kari Krogseng
Assistant Chief Counsel

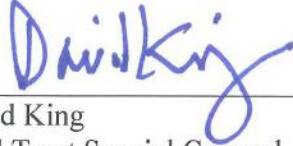
Approved as to form:

RUTAN & TUCKER, LLP

Jeffrey T. Melching
Attorneys for Petitioners City of Irvine and Successor Agency

[SIGNATURES CONTINUE, AND CONCLUDE, ON FOLLOWING PAGE]

HENSLEY LAW GROUP



David King
Land Trust Special Counsel


CALIFORNIA DEPARTMENT OF JUSTICE
OFFICE OF THE ATTORNEY GENERAL

Seth E. Goldstein
Deputy Attorney General
Attorneys for Respondents

HENSLEY LAW GROUP

David King
Land Trust Special Counsel

CALIFORNIA DEPARTMENT OF JUSTICE
OFFICE OF THE ATTORNEY GENERAL



Seth E. Goldstein
Deputy Attorney General
Attorneys for Respondents

Recognized Obligation Payment Schedule (ROPS 21-22) - Summary

Filed for the July 1, 2021 through June 30, 2022 Period

Successor Agency: Irvine
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 92,285,757	\$ 85,774,804	\$ 178,060,561
F RPTTF	92,235,757	85,724,804	177,960,561
G Administrative RPTTF	50,000	50,000	100,000
H Current Period Enforceable Obligations (A+E):	\$ 92,285,757	\$ 85,774,804	\$ 178,060,561

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

Irvine Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail

July 1, 2021 through June 30, 2022

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	21-22A (July - December)					Q	21-22B (January - June)					W	
											Fund Sources						Fund Sources						
											L	M	N	O	P		R	S	T	U	V		
																							Bond Proceeds
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 21-22 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	21-22A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	21-22B Total	
4	Implementation Agreement No. 1	Miscellaneous	3/8/2005	6/30/2052	Orange County	County facility payment	OCCGP	29,929,523	N	6,510,953						6,510,953							
5	Implementation Agreement No. 2	Miscellaneous	8/17/2010	6/30/2052	Orange County	Reconstruct or replace food control facilities	OCCGP	650,000	N	\$ -						\$ -							
12	Cooperation agreement	Admin Costs	3/27/2012	6/30/2014	City of Irvine	Financial, personnel and other	OCCGP	100,000	N	100,000					50,000	50,000						50,000	
15	Re-entered 2007 Purchase and Sale and Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2052	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by AB41 26			N	\$ -						\$ -							\$ -
16	Re-entered 2008 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by AB41 26			N	\$ -						\$ -							\$ -
17	Re-entered 2005 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by AB41 26			N	\$ -						\$ -							\$ -
18	Stipulated Judgment Enforceable Obligation	Miscellaneous	7/9/2014	6/30/2050	City of Irvine	Settlement Agreement and Release of Claims dated July 9, 2014 pending court approval of Stipulated	OCCGP	171,449,608	N	171,449,608			85,724,804			85,724,804				85,724,804			85,724,804
23									N	\$ -						\$ -							\$ -
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Irvine Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
(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. 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	
		Fund Sources							
		Bond Proceeds		Reserve Balance		Other	RPTTF		
	ROPS 18-19 Actuals (07/01/18 - 06/30/19)	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	
1	Beginning Available Cash Balance (Actual 07/01/18)						1,000,858		
2	Revenue/Income (Actual 06/30/19) RPTTF amounts should tie to the ROPS 18-19 total distribution from the County Auditor-Controller						27,615,656		
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)						26,062,798		
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)								
5	ROPS 18-19 RPTTF Balances Remaining	No entry required							
6	Ending Actual Available Cash Balance (06/30/19) C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,553,716		

Irvine Recognized Obligation Payment Schedule (ROPS 18-19) - Notes July 1, 2018 through June 30, 2019

Item #	Notes/Comments

CITY OF IRVINE, AS SUCCESSOR AGENCY
TO THE DISSOLVED IRVINE REDEVELOPMENT AGENCY

Proposed Administrative Budget
July 1, 2021 – June 30, 2022

Estimated Administrative Costs:

Administrative Expenses – staff personnel costs for City employees carrying out the dissolution functions; audit fees and expenses.	\$86,200
Administrative overhead, duplicating, materials, and supplies	\$13,800
<u>Total Proposed Administrative Budget</u>	<u>\$100,000</u>

Proposed Source(s) of Payment:

Administrative cost allowance	\$100,000
<u>Total Proposed Sources of Payment</u>	<u>\$100,000</u>

Proposed arrangement for administrative and operations services provided by the City:

City employees formerly assigned to redevelopment functions will continue to staff the administrative functions associated with the dissolution of the redevelopment agency. Dissolution costs will be recorded within the General Fund, but separately from other City functions. Pursuant to Health and Safety Code Section 34171(b), the Successor Agency is entitled to receive an administrative cost allowance of up to 3% of the money from the Redevelopment Obligation Retirement Fund that is allocated to the Successor Agency for each fiscal year, but in no event less than \$250,000 per fiscal year.

**City of Irvine Successor Agency
Administrative Budget
ROPS 21-22**

Administrative Budget	Description	Estimated Cost
Attorney Fees	Counsel for Successor Agency	\$ 25,000
Consultant Fees	Annual audits for financial statement	\$ 20,000
Administrative Overhead	Share of Civic Center operating costs (e.g., IT technology, utilities, maintenance)	\$ 10,000
Materials and Supplies	Duplicating, postage, printing, office supplies	\$ 3,800
SUBTOTAL:		\$ 58,800

Position	Duties	Salaries and Benefits Estimated Cost
Director of Financial Management and Strategic Planning	Oversees Successor Agency administration	\$ 3,400
Finance Officer	Oversees RPTTF funding distribution per agreements	\$ 5,450
Senior Management Analyst	Develops annual ROPS and administrative budget for submission to County Oversight Board and Dept. of Finance; prepares staff reports for Successor Agency meetings; manages distribution of RPTTF funding per agreements; processes invoices for Successor Agency	\$ 29,600
Treasury Specialist	Tracks RPTTF funding received	\$ 1,400
Administrative Coordinator	Prepares Successor Agency agenda items	\$ 1,350
SUBTOTAL:		\$ 41,200
TOTAL:		\$ 100,000



**CITY OF IRVINE
CITY CLERK'S OFFICE
MINUTE ORDER OF CITY COUNCIL ACTION**

The City Council of the City of Irvine, at a special meeting held on November 24, 2020, took the following action:

4. CONSENT CALENDAR – SUCCESSOR AGENCY

4.3 ADOPTION OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE OF THE FORMER IRVINE REDEVELOPMENT AGENCY AND THE ADMINISTRATIVE BUDGET FOR THE SUCCESSOR AGENCY TO THE DISSOLVED IRVINE REDEVELOPMENT AGENCY, FOR JULY 1, 2021 THROUGH JUNE 30, 2022

ACTION:

- 1) Adopted the Recognized Obligation Payment Schedule of the former Irvine Redevelopment Agency for July 1, 2021 through June 30, 2022, and authorize revisions to the reporting format, if needed, to comply with potential form changes by the State of California Department of Finance.
- 2) Adopted the Administrative Budget for the Successor Agency for July 1, 2021 through June 30, 2022.

The motion carried by the following vote:

AYES:	4	BOARDMEMBERS:	Carroll, Fox, Kuo, and Shea
NOES:	0	BOARDMEMBERS:	None
ABSENT:	1	BOARDMEMBERS:	Khan
ABSTAIN:	0	BOARDMEMBERS:	None

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss
CITY OF IRVINE)

I, Carl Petersen, Assistant City Clerk of the City of Irvine, DO HEREBY CERTIFY that the foregoing is the true and correct action taken at a special meeting of the Irvine City Council held on the 24th day of November, 2020.

Carl Petersen, CMC
Assistant City Clerk

DATE: November 30, 2020

Resolution No. 19-008

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH OVERSIGHT OF THE SUCCESSOR AGENCY TO THE DISSOLVED IRVINE REDEVELOPMENT AGENCY OF THE CITY OF IRVINE, CALIFORNIA, APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE AND THE SUCCESSOR AGENCY ADMINISTRATIVE BUDGET FOR THE PERIOD JULY 1, 2019 THROUGH JUNE 30, 2020

WHEREAS, California Health and Safety Code Section 34179(e) requires all action items of the Orange County Countywide Oversight Board be accomplished by resolution; and

WHEREAS, in accordance with California Health and Safety Code Section 34179(j), the twenty-five oversight boards in place in Orange County have consolidated into one Orange Countywide Oversight Board, effective July 1, 2018; and

WHEREAS, Health and Safety Code Sections 34177(1)(2)(B) and 34180(g) require the approval of the Recognized Obligation Payment Schedule by the Oversight Board; and

WHEREAS, a Recognized Obligation Payment Schedule for the period July 1, 2019 through June 30, 2020, has been prepared; and

WHEREAS, the City Council as Successor Agency to the dissolved Irvine Redevelopment Agency approved the Recognized Obligation Payment Schedule for the period July 1, 2019 through June 30, 2020; and

WHEREAS, the Recognized Obligation Payment Schedule, in the form as substantially approved by the City Council as Successor Agency to the dissolved Irvine Redevelopment Agency, has been presented to the Countywide Oversight Board for its consideration at a regular meeting of the Countywide Oversight Board held on January 22, 2019;

NOW, THEREFORE BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD as follows:

~~SECTION 1. The Countywide Oversight Board, at its regular meeting of January 22, 2019, reviewed and considered the Recognized Obligation Payment Schedule presented by the Successor Agency.~~

SECTION 2. The Recognized Obligation Payment Schedule for the period July 1, 2019 through June 30, 2020, as set forth in Exhibit "A" attached hereto and by this reference incorporated herein, is hereby approved by the Countywide Oversight Board.

SECTION 3. The Successor Agency Administrative Budget for the period July 1, 2019 through June 30, 2020, as set forth in Exhibit "B" attached hereto and by this reference incorporated herein, is hereby approved by the Oversight Board.

SECTION 4. The Irvine Successor Agency staff shall transmit the approved Recognized Obligation Payment Schedule to the Department of Finance, State Controller, and County Auditor-Controller in compliance with the requirements of the Amended Dissolution Act. The staff of the Successor Agency shall take such other and further actions and sign such other and further documents as appropriate to effectuate the intent of this Resolution and to implement the Recognized Obligation Payment Schedule approved hereby on behalf of the Successor Agency. The Countywide Oversight Board further authorizes and directs the Irvine Successor Agency staff to make any technical modifications to the Recognized Obligation Payment Schedule as may be required by the Department of Finance, and/or State Controller, including any formatting or technical changes required by any of the foregoing bodies. Any such modifications or changes shall not require re-approval by the Countywide Oversight Board.


SECTION 5. If any section, subsection, sentence, clause, or phrase of this Resolution is for any reason held by a court of competent jurisdiction to be invalid, such decision shall not affect the validity of the remaining portions of this Resolution. The Countywide Oversight Board hereby declares that it would have adopted this Resolution and each section, subsection, sentence, clause, or phrase thereof irrespective of the fact that any one or more section, subsection, sentence, clause, or phrase be declared invalid.

SECTION 6. The Clerk of the Orange Countywide Oversight Board shall certify to the adoption of this Resolution.

The foregoing was passed and adopted by the following vote of the Orange Countywide Oversight Board on TUESDAY, JANUARY 22, 2019

YES: STEVE FRANKS, CHRIS GAARDER, STEVE JONES,
BRIAN PROBOLSKY, DEAN WEST, PHILLIP E.
YARBROUGH

NOES:
EXCUSED: CHARLES BARFIELD
ABSTAINED:

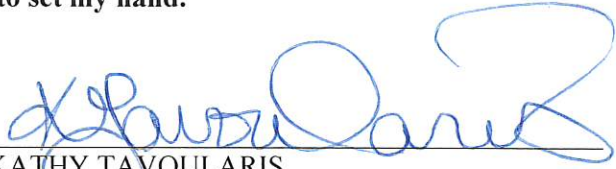


BRIAN PROBOLSKY
CHAIRMAN

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

I, KATHY TAVOULARIS, Clerk of the Orange Countywide Oversight Board, Orange County, California, hereby certify that a copy of this document has been delivered to the Chairman of the Board and that the above and foregoing Resolution was duly and regularly adopted by the Orange Countywide Oversight Board.

IN WITNESS WHEREOF, I have hereto set my hand.



KATHY TAVOULARIS
Clerk
Orange Countywide Oversight Board

Resolution No: 19-008

Agenda Date: Tuesday, January 22, 2019

Item No: 5G

**Recognized Obligation Payment Schedule (ROPS 19-20) - Summary
Filed for the July 1, 2019 through June 30, 2020 Period**

Successor Agency: Irvine
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	19-20A Total (July - December)	19-20B Total (January - June)	ROPS 19-20 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 126,633,868	\$ 118,105,868	\$ 244,739,736
F RPTTF	126,508,868	117,980,868	244,489,736
G Administrative RPTTF	125,000	125,000	250,000
H Current Period Enforceable Obligations (A+E):	\$ 126,633,868	\$ 118,105,868	\$ 244,739,736

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.

Brian Probolsky, Chairman
Name Title
/s/ [Signature] 1/24/19
Signature Date

Irvine Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	19-20A (July - December)					19-20B (January - June)					W		
											Fund Sources					Fund Sources							
											L	M	N	O	P	Q	R	S	T	U		V	
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 19-20 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20B Total	
4	Implementation Agreement No. 1	Miscellaneous	3/8/2005	6/30/2052	Orange County	County facility payment	OCCGP	\$ 270,046,736		\$ 244,739,736	\$ 0	\$ 0	\$ 0	\$ 126,508,868	\$ 125,000	\$ 126,633,868	\$ 0	\$ 0	\$ 0	\$ 117,980,868	\$ 125,000	\$ 118,105,868	
5	Implementation Agreement No. 2	Miscellaneous	8/17/2010	6/30/2052	Orange County	Reconstruct or replace flood control facilities	OCCGP	33,185,000	N	\$ 8,528,000				8,528,000		\$ 8,528,000							\$ -
12	Cooperation agreement	Admin Costs	3/27/2012	6/30/2014	City of Irvine	Financial, personnel and other	OCCGP	250,000	N	\$ 250,000					125,000	\$ 125,000						125,000	\$ 125,000
15	Re-entered 2007 Purchase and Sale and Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2052	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.	OCCGP		N	\$ -						\$ -							\$ -
16	Re-entered 2006 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.	OCCGP		N	\$ -						\$ -							\$ -
17	Re-entered 2005 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.	OCCGP		N	\$ -						\$ -							\$ -
18	Stipulated Judgment Enforceable Obligation	Miscellaneous	7/9/2014	6/30/2050	City of Irvine	Settlement Agreement and Release of Claims dated July 9, 2014 pending court approval of Stipulated	OCCGP	235,961,736	N	\$ 235,961,736				117,980,868		\$ 117,980,868				117,980,868			\$ 117,980,868
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83									N	\$ -						\$ -							\$ -

Irvine Recognized Obligation Payment Schedule (ROPS 19-20) - Report of Cash Balances
July 1, 2016 through June 30, 2017
(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. 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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 16-17 Cash Balances (07/01/16 - 06/30/17)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/16) RPTTF amount should exclude "A" period distribution amount				3,027,626	873,037	Transfer from Irvine Community Land Trust per SCO audit finding
2	Revenue/Income (Actual 06/30/17) RPTTF amount should tie to the ROPS 16-17 total distribution from the County Auditor-Controller					20,514,321	
3	Expenditures for ROPS 16-17 Enforceable Obligations (Actual 06/30/17)					20,414,028	
4	Retention of Available Cash Balance (Actual 06/30/17) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)						
5	ROPS 16-17 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 16-17 PPA form submitted to the CAC	No entry required					
6	Ending Actual Available Cash Balance (06/30/17) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$ 0	\$ 0	\$ 0	\$ 3,027,626	\$ 973,330	

CITY OF IRVINE, AS SUCCESSOR AGENCY
TO THE DISSOLVED IRVINE REDEVELOPMENT AGENCY

Proposed Administrative Budget
July 1, 2019 – June 30, 2020

Estimated Administrative Costs:

Administrative Expenses – staff personnel costs for City employees carrying out the dissolution functions; audit fees and expenses.	\$240,000
Training, duplicating, supplies	\$10,000
Total Proposed Administrative Budget	\$250,000

Proposed Source(s) of Payment:

Administrative cost allowance	\$250,000
Total Proposed Sources of Payment	\$250,000

Proposed arrangement for administrative and operations services provided by the City:

City employees formerly assigned to redevelopment functions will continue to staff the administrative functions associated with the dissolution of the redevelopment agency. Dissolution costs will be recorded within the General Fund, but separately from other City functions. Pursuant to Health and Safety Code Section 34171(b), the Successor Agency is entitled to receive an administrative cost allowance of up to 3% of the money from the Redevelopment Obligation Retirement Fund that is allocated to the Successor Agency for each fiscal year, but in no event less than \$250,000 per fiscal year.

Resolution No. 20-006

A RESOLUTION OF THE ORANGE COUNTYWIDE
OVERSIGHT BOARD WITH OVERSIGHT OF THE
SUCCESSOR AGENCY TO THE DISSOLVED IRVINE
REDEVELOPMENT AGENCY OF THE CITY OF IRVINE,
CALIFORNIA, APPROVING THE RECOGNIZED
OBLIGATION PAYMENT SCHEDULE AND THE
SUCCESSOR AGENCY ADMINISTRATIVE BUDGET FOR
THE PERIOD JULY 1, 2020 THROUGH JUNE 30, 2021

WHEREAS, California Health and Safety Code Section 34179(e) requires all action items of the Orange County Countywide Oversight Board be accomplished by resolution; and

WHEREAS, in accordance with California Health and Safety Code Section 34179(j), the twenty-five oversight boards in place in Orange County have consolidated into one Orange Countywide Oversight Board, effective July 1, 2018; and

WHEREAS, Health and Safety Code Sections 34177(1)(2)(B) and 34180(g) require the approval of the Recognized Obligation Payment Schedule by the Oversight Board; and

WHEREAS, a Recognized Obligation Payment Schedule for the period July 1, 2020 through June 30, 2021, has been prepared; and

WHEREAS, the City Council as Successor Agency to the dissolved Irvine Redevelopment Agency approved the Recognized Obligation Payment Schedule for the period July 1, 2020 through June 30, 2021; and

WHEREAS, the Recognized Obligation Payment Schedule, in the form as substantially approved by the City Council as Successor Agency to the dissolved Irvine Redevelopment Agency, has been presented to the Countywide Oversight Board for its consideration at a regular meeting of the Countywide Oversight Board held on January 21, 2020;

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE
OVERSIGHT BOARD:

SECTION 1. The Countywide Oversight Board, at its regular meeting of January 21, 2020, reviewed and considered the Recognized Obligation Payment Schedule presented by the Successor Agency.

SECTION 2. The Recognized Obligation Payment Schedule for the period July 1, 2020 through June 30, 2021, as set forth in Exhibit "A" attached hereto and by this reference incorporated herein, is hereby approved by the Countywide Oversight Board.

SECTION 3. The Successor Agency Administrative Budget for the period July 1, 2020 through June 30, 2021, as set forth in Exhibit "B" attached hereto and by this reference incorporated herein, is hereby approved by the Oversight Board.

SECTION 4. The Irvine Successor Agency staff shall transmit the approved Recognized Obligation Payment Schedule to the Department of Finance, State Controller, and County Auditor-Controller in compliance with the requirements of the Amended Dissolution Act. The staff of the Successor Agency shall take such other and further actions and sign such other and further documents as appropriate to effectuate the intent of this Resolution and to implement the Recognized Obligation Payment Schedule approved hereby on behalf of the Successor Agency. The Countywide Oversight Board further authorizes and directs the Irvine Successor Agency staff to make any technical modifications to the Recognized Obligation Payment Schedule as may be required by the Department of Finance, and/or State Controller, including any formatting or technical changes required by any of the foregoing bodies. Any such modifications or changes shall not require re-approval by the Countywide Oversight Board.


SECTION 5. If any section, subsection, sentence, clause, or phrase of this Resolution is for any reason held by a court of competent jurisdiction to be invalid, such decision shall not affect the validity of the remaining portions of this Resolution. The Countywide Oversight Board hereby declares that it would have adopted this Resolution and each section, subsection, sentence, clause, or phrase thereof irrespective of the fact that any one or more section, subsection, sentence, clause, or phrase be declared invalid.

SECTION 6. The Clerk of the Orange Countywide Oversight Board shall certify to the adoption of this Resolution.

The foregoing was passed and adopted by the following vote of the Orange Countywide Oversight Board on TUESDAY, JANUARY 21, 2020

YES: STEVE FRANKS, CHRIS GAARDER, STEVE JONES,
BRIAN PROBOLSKY, DEAN WEST

NOES:
EXCUSED:
ABSTAINED: CHARLES BARFIELD, PHILLIP E. YARBROUGH,

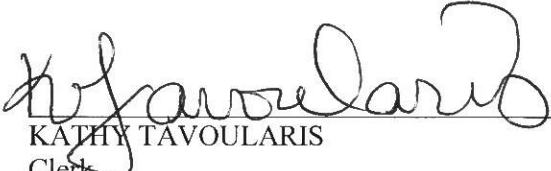


BRIAN PROBOLSKY
CHAIRMAN

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

I, KATHY TAVOULARIS, Clerk of the Orange Countywide Oversight Board, Orange County, California, hereby certify that a copy of this document has been delivered to the Chairman of the Board and that the above and foregoing Resolution was duly and regularly adopted by the Orange Countywide Oversight Board.

IN WITNESS WHEREOF, I have hereto set my hand.



KATHY TAVOULARIS
Clerk
Orange Countywide Oversight Board

Resolution No: 20-006

Agenda Date: Tuesday, January 21, 2020

Item No: 5C

Recognized Obligation Payment Schedule (ROPS 20-21) - Summary
 Filed for the July 1, 2020 through June 30, 2021 Period

Successor Agency: Irvine
 County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)		20-21A Total (July - December)	20-21B Total (January - June)	ROPS 20-21 Total
A	Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B	Bond Proceeds	-	-	-
C	Reserve Balance	-	-	-
D	Other Funds	-	-	-
E	Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 108,816,153	\$ 104,616,153	\$ 213,432,306
F	RPTTF	108,741,153	104,541,153	213,282,306
G	Administrative RPTTF	75,000	75,000	150,000
H	Current Period Enforceable Obligations (A+E):	\$ 108,816,153	\$ 104,616,153	\$ 213,432,306

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.

Brian Probolsky, Chairman
 Name _____ Title _____
 Signature [Signature] Date 1-21-2020

Irvine Recognized Obligation Payment Schedule (ROPS 20-21) - ROPS Detail

July 1, 2020 through June 30, 2021

(Report Amounts in Whole Dollars)

A Item #	B Project Name/Debt Obligation	C Obligation Type	D Contract/Agreement Execution Date	E Contract/Agreement Termination Date	F Payee	G Description/Project Scope	H Project Area	I Total Outstanding Debt or Obligation	J Retired	K ROPS 20-21 Total	L 20-21A (July - December)					Q 20-21A Total	R 20-21B (January - June)					W 20-21B Total
											M Fund Sources						N Fund Sources					
											L Bond Proceeds	M Reserve Balance	N Other Funds	O RPTTF	P Admin RPTTF		R Bond Proceeds	S Reserve Balance	T Other Funds	U RPTTF	V Admin RPTTF	
4	Implementation Agreement No. 1	Miscellaneous	3/8/2005	6/30/2052	Orange County	County facility payment	OCCP	\$ 243,067,306	N	\$ 213,432,306	\$ -	\$ -	\$ -	\$ 108,741,153	\$ 75,000	\$ 108,816,153	\$ -	\$ -	\$ -	\$ 104,541,153	\$ 75,000	\$ 104,616,153
5	Implementation Agreement No. 2	Miscellaneous	8/17/2010	6/30/2052	Orange County	Reconstruct or replace flood control facilities	OCCP	33,185,000	N	\$ 4,200,000				4,200,000		\$ 4,200,000						\$ -
12	Cooperation agreement	Admin Costs	3/27/2012	6/30/2014	City of Irvine	Financial, personnel and other support	OCCP	150,000	N	\$ 150,000					75,000	\$ 75,000					75,000	\$ 75,000
15	Re-entered 2007 Purchase and Sale and Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2052	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.			N	\$ -						\$ -						\$ -
16	Re-entered 2006 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.			N	\$ -						\$ -						\$ -
17	Re-entered 2005 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.			N	\$ -						\$ -						\$ -
18	Stipulated Judgment Enforceable Obligation	Miscellaneous	7/9/2014	6/30/2050	City of Irvine	Settlement Agreement and Release of Claims dated July 9, 2014 pending court approval of Stipulated Judgment.	OCCP	209,082,306	N	\$ 209,082,306				104,541,153		\$ 104,541,153				104,541,153		\$ 104,541,153
23										\$ -						\$ -						\$ -
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Irvine Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
July 1, 2017 through June 30, 2018
(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. 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	
		Fund Sources							
		Bond Proceeds		Reserve Balance		Other	RPTTF		
	ROPS 17-18 Cash Balances (07/01/17 - 06/30/18)	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	
1	Beginning Available Cash Balance (Actual 07/01/17)						19,255		
2	Revenue/Income (Actual 06/30/18) RPTTF amounts should tie to the ROPS 17-18 total distribution from the County Auditor-Controller						24,671,290		
3	Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18)						24,568,644		
4	Retention of Available Cash Balance (Actual 06/30/18) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)								
5	ROPS 17-18 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 17-18 PPA form submitted to the CAC	No entry required							
6	Ending Actual Available Cash Balance (06/30/18) C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 121,901		

CITY OF IRVINE, AS SUCCESSOR AGENCY
TO THE DISSOLVED IRVINE REDEVELOPMENT AGENCY

Proposed Administrative Budget
July 1, 2020 – June 30, 2021

Estimated Administrative Costs:

Administrative Expenses – personnel costs of City employees carrying out dissolution functions; audit fees; and legal expenses.	\$140,000
Training, duplicating, supplies	\$10,000
<u>Total Proposed Administrative Budget</u>	<u>\$150,000</u>

Proposed Source(s) of Payment:

Administrative cost allowance	\$150,000
<u>Total Proposed Sources of Payment</u>	<u>\$150,000</u>

Proposed arrangement for administrative and operations services provided by the City:

City employees formerly assigned to redevelopment functions will continue to staff the administrative functions associated with the dissolution of the redevelopment agency. Pursuant to Health and Safety Code Section 34171(b), the Successor Agency is entitled to receive an administrative cost allowance of up to 3% of the money from the Redevelopment Obligation Retirement Fund that is allocated to the Successor Agency for each fiscal year, but in no event less than \$250,000 per fiscal year. The Successor Agency is requesting less than this maximum allowed amount as wind-down of the former redevelopment agency continues.

City of Irvine Successor Agency
 Administrative Budget
 ROPS 20-21

Administrative Budget	Description	Estimated Cost
Attorney Fees	Counsel for Successor Agency	\$ 50,000
Consultant Fees	Annual audits for financial statement	\$ 20,000
Administrative Overhead	Share of Civic Center operating costs (e.g., IT technology, utilities, maintenance)	\$ 10,000
Materials and Supplies	Duplicating, postage, printing, office supplies	\$ 10,000
SUBTOTAL:		\$ 90,000

Position	Duties	Salaries and Benefits Estimated Cost
Director of Financial Management and Strategic Planning	Oversees Successor Agency administration	\$ 3,400
Manager of Fiscal Services	Manages and directs administration of ROPS and administrative budget	\$ 18,800
Fiscal Services Officer	Oversees RPTTF funding distribution per agreements	\$ 5,450
Senior Management Analyst	Develops annual ROPS and administrative budget for submission to County Oversight Board and Dept. of Finance; prepares staff reports for Successor Agency meetings; manages distribution of RPTTF funding per agreements; processes invoices for Successor Agency	\$ 29,600
Treasury Specialist	Tracks RPTTF funding received	\$ 1,400
Administrative Coordinator	Prepares Successor Agency agenda items	\$ 1,350
SUBTOTAL:		\$ 60,000
TOTAL:		\$ 150,000



March 22, 2019

Ms. Amy Roblyer, Senior Management Analyst
City of Irvine
1 Civic Center Place
Irvine, CA 92623

Dear Ms. Roblyer:

Subject: 2019-20 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Irvine Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2019 through June 30, 2020 (ROPS 19-20) to the California Department of Finance (Finance) on January 30, 2019. Finance has completed its review of the ROPS 19-20.

Based on a sample of line items reviewed and application of the law, Finance is approving all of the items listed on the ROPS 19-20 at this time. However, Finance notes the following:

The administrative costs claimed are within the fiscal year administrative cap pursuant to HSC section 34171 (b) (3). However, Finance notes the Oversight Board (OB) has approved an amount that appears excessive, given the number and nature of the obligations listed on the ROPS. HSC section 34179 (i) requires the OB to exercise a fiduciary duty to the taxing entities. Therefore, Finance encourages the OB to apply adequate oversight when evaluating the administrative resources necessary to successfully wind-down the Agency.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations. Reported differences in Redevelopment Property Tax Trust Fund (RPTTF) are used to offset current RPTTF distributions. The amount of RPTTF approved in the table on Page 3 includes the prior period adjustment resulting from the County Auditor-Controller's review of the prior period adjustment form submitted by the Agency.

If the Agency disagrees with our determination with respect to any items on the ROPS 19-20, except items that are the subject of litigation disputing our previous or related determinations, the Agency may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available on our website:

[http://dof.ca.gov/Programs/Redevelopment/Meet And Confer/](http://dof.ca.gov/Programs/Redevelopment/Meet_And_Confer/)

The Agency's maximum approved RPTTF distribution for the reporting period is \$243,441,443 as summarized in the Approved RPTTF Distribution table on Page 3 (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1 through December 31 period (ROPS A period), and one distribution for the January 1 through June 30 period (ROPS B period) based on Finance approved amounts. Since this determination is for the entire ROPS 19-20 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 19-20. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be denied until the matter is resolved.

The ROPS 19-20 form submitted by the Agency and this determination letter will be posted on our website:

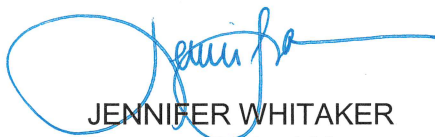
<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 19-20 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Nichelle Jackson, Supervisor, or Alexander Watt, Lead Analyst, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Ms. Teri Washle, Finance Administrator, City of Irvine
Mr. Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution For the period of July 1, 2019 through June 30, 2020			
	ROPS A Period	ROPS B Period	ROPS 19-20 Total
RPTTF Requested	\$ 126,508,868	\$ 117,980,868	\$ 244,489,736
Administrative RPTTF Requested	125,000	125,000	250,000
Total RPTTF Requested	126,633,868	118,105,868	244,739,736
RPTTF Authorized	126,508,868	117,980,868	244,489,736
Administrative RPTTF Authorized	125,000	125,000	250,000
Total RPTTF Authorized for Obligations	126,633,868	118,105,868	244,739,736
Prior Period Adjustment	(1,298,293)	0	(1,298,293)
Total RPTTF Approved for Distribution	\$ 125,335,575	\$ 118,105,868	\$ 243,441,443



Transmitted via e-mail

April 10, 2020

Angie Burgh, Senior Management Analyst
City of Irvine
1 Civic Center Plaza
Irvine, CA 92623

2020-21 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Irvine Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2020 through June 30, 2021 (ROPS 20-21) to the California Department of Finance (Finance) on January 27, 2020. Finance has completed its review of the ROPS 20-21.

Based on a sample of line items reviewed and application of the law, Finance made the following determinations:

- Item No. 4 – Implementation Agreement No. 1 in the amount of \$4,200,000. The Agency requested \$4,200,000 from Redevelopment Property Tax Trust Fund (RPTTF) funds in error. Pursuant to new documents provided by the Agency, the amount requested for the July 1, 2020 through December 31, 2020 period (ROPS 20-21A) should be \$6,653,074. Therefore, to accurately reflect the estimated payment, Finance made an adjustment in the amount of \$2,453,074 to increase the total requested amount of \$4,200,000 to \$6,653,074.
- Item No. 18 – Stipulated Judgment Enforceable Obligation in the amount of \$209,082,306. It is our understanding the reported total outstanding obligation amount of \$209,082,306 did not account for the payment of \$30,098,687 in the period of January 1, 2020 through June 30, 2020 period (ROPS 19-20B). As such, the total outstanding amount is overstated by \$30,098,687. Therefore, to accurately reflect the total outstanding obligation, Finance decreased the total outstanding obligation by \$30,098,687 to \$178,983,619. Further, the requested amounts of \$104,541,153 in both ROPS periods was decreased by \$15,049,343 in ROPS 20-21A to \$89,491,810, and by \$15,049,344 in the January 1, 2021 through June 30, 2021 period (ROPS 20-21B) to \$89,491,809.

- On the ROPS 20-21 form, the Agency reported cash balances and activity for the period July 1, 2017 through June 30, 2018 (ROPS 17-18). According to our review, the Agency has approximately \$867,106 from Other Funds available to fund enforceable obligations on the ROPS 20-21. HSC section 34177 (l) (1) (E) requires these balances to be used prior to requesting RPTTF. This item does not require payment from property tax revenues; therefore, with the Agency's concurrence, the funding source for the following item has been reclassified in the amounts specified below:
 - Item No. 18 – Stipulated Judgment Enforceable Obligation in the amount of \$89,491,810 is partially reclassified. Finance is approving RPTTF in the amount of \$88,624,704 and the use of Other Funds in the amount of \$867,106, totaling \$89,491,810.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations (prior period adjustments) for the ROPS 17-18 period. Reported differences in RPTTF are used to offset current RPTTF distributions. The amount of RPTTF authorized includes the prior period adjustment (PPA) resulting from the County Auditor-Controller's review of the PPA form submitted by the Agency.

The Agency's maximum approved RPTTF distribution for the reporting period is \$184,613,101, as summarized in the Approved RPTTF Distribution table (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2020 through December 31, 2020 period (ROPS A period), and one distribution for the January 1, 2021 through June 30, 2021 period (ROPS B period), based on Finance's approved amounts. Since this determination is for the entire ROPS 20-21 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Except for the items adjusted, Finance is not objecting to the remaining items listed on the ROPS 20-21. If the Agency disagrees with our determination with respect to any items on the ROPS 20-21, except items which are the subject of litigation disputing our previous or related determinations, the Agency may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available on our website:

http://dof.ca.gov/Programs/Redevelopment/Meet_And_Confer/

The Agency must use the RAD App to complete and submit its Meet and Confer request form.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 20-21. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be deemed denied until the matter is resolved.

The ROPS 20-21 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 20-21 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Anna Kyumba, Supervisor, or Satveer Ark, Staff, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Michael Solorza, Manager of Fiscal Services, City of Irvine
Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution July 2020 through June 2021			
	ROPS A	ROPS B	ROPS 20-21 Total
RPTTF Requested	\$ 108,741,153	\$ 104,541,153	\$ 213,282,306
Administrative RPTTF Requested	75,000	75,000	150,000
Total RPTTF Requested	108,816,153	104,616,153	\$213,432,306
RPTTF Requested	108,741,153	104,541,153	213,282,306
<u>Adjustments</u>			
Item No. 4	2,453,074	0	2,453,074
Item No. 18*	(15,916,449)	(15,049,344)	(30,965,793)
	(13,463,375)	(15,049,344)	(28,512,719)
RPTTF Authorized	95,277,778	89,491,809	184,769,587
Administrative RPTTF Authorized	75,000	75,000	150,000
ROPS 17-18 prior period adjustment (PPA)	(306,486)	0	(306,486)
Total RPTTF Approved for Distribution	\$ 95,046,292	\$ 89,566,809	\$ 184,613,101

*The figure for the A period reflects the total adjustments of \$15,049,343 and \$867,106.

**Recognized Obligation Payment Schedule (ROPS 19-20) - Summary
Filed for the July 1, 2019 through June 30, 2020 Period**

Successor Agency: Irvine
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	19-20A Total (July - December)	19-20B Total (January - June)	ROPS 19-20 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 126,633,868	\$ 118,105,868	\$ 244,739,736
F RPTTF	126,508,868	117,980,868	244,489,736
G Administrative RPTTF	125,000	125,000	250,000
H Current Period Enforceable Obligations (A+E):	\$ 126,633,868	\$ 118,105,868	\$ 244,739,736

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.

Brian Probolsky, Chairman
Name Title
/s/ [Signature] 1/24/19
Signature Date

Irvine Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	19-20A (July - December)					19-20B (January - June)					W		
											Fund Sources					Fund Sources							
											L	M	N	O	P	Q	R	S	T	U		V	
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 19-20 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20B Total	
4	Implementation Agreement No. 1	Miscellaneous	3/8/2005	6/30/2052	Orange County	County facility payment	OCCGP	\$ 270,046,736		\$ 244,739,736	\$ 0	\$ 0	\$ 0	\$ 126,508,868	\$ 125,000	\$ 126,633,868	\$ 0	\$ 0	\$ 0	\$ 117,980,868	\$ 125,000	\$ 118,105,868	
5	Implementation Agreement No. 2	Miscellaneous	8/17/2010	6/30/2052	Orange County	Reconstruct or replace flood control facilities	OCCGP	33,185,000	N	\$ 8,528,000				8,528,000		\$ 8,528,000							\$ -
12	Cooperation agreement	Admin Costs	3/27/2012	6/30/2014	City of Irvine	Financial, personnel and other	OCCGP	250,000	N	\$ 250,000					125,000	\$ 125,000						125,000	\$ 125,000
15	Re-entered 2007 Purchase and Sale and Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2052	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.	OCCGP		N	\$ -						\$ -							\$ -
16	Re-entered 2006 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.	OCCGP		N	\$ -						\$ -							\$ -
17	Re-entered 2005 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.	OCCGP		N	\$ -						\$ -							\$ -
18	Stipulated Judgment Enforceable Obligation	Miscellaneous	7/9/2014	6/30/2050	City of Irvine	Settlement Agreement and Release of Claims dated July 9, 2014 pending court approval of Stipulated	OCCGP	235,961,736	N	\$ 235,961,736				117,980,868		\$ 117,980,868				117,980,868			\$ 117,980,868
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Irvine Recognized Obligation Payment Schedule (ROPS 19-20) - Report of Cash Balances
July 1, 2016 through June 30, 2017
(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. 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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 16-17 Cash Balances (07/01/16 - 06/30/17)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/16) RPTTF amount should exclude "A" period distribution amount				3,027,626	873,037	Transfer from Irvine Community Land Trust per SCO audit finding
2	Revenue/Income (Actual 06/30/17) RPTTF amount should tie to the ROPS 16-17 total distribution from the County Auditor-Controller					20,514,321	
3	Expenditures for ROPS 16-17 Enforceable Obligations (Actual 06/30/17)					20,414,028	
4	Retention of Available Cash Balance (Actual 06/30/17) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)						
5	ROPS 16-17 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 16-17 PPA form submitted to the CAC	No entry required					
6	Ending Actual Available Cash Balance (06/30/17) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$ 0	\$ 0	\$ 0	\$ 3,027,626	\$ 973,330	

CITY OF IRVINE, AS SUCCESSOR AGENCY
TO THE DISSOLVED IRVINE REDEVELOPMENT AGENCY

Proposed Administrative Budget
July 1, 2019 – June 30, 2020

Estimated Administrative Costs:

Administrative Expenses – staff personnel costs for City employees carrying out the dissolution functions; audit fees and expenses.	\$240,000
Training, duplicating, supplies	\$10,000
Total Proposed Administrative Budget	\$250,000

Proposed Source(s) of Payment:

Administrative cost allowance	\$250,000
Total Proposed Sources of Payment	\$250,000

Proposed arrangement for administrative and operations services provided by the City:

City employees formerly assigned to redevelopment functions will continue to staff the administrative functions associated with the dissolution of the redevelopment agency. Dissolution costs will be recorded within the General Fund, but separately from other City functions. Pursuant to Health and Safety Code Section 34171(b), the Successor Agency is entitled to receive an administrative cost allowance of up to 3% of the money from the Redevelopment Obligation Retirement Fund that is allocated to the Successor Agency for each fiscal year, but in no event less than \$250,000 per fiscal year.

Recognized Obligation Payment Schedule (ROPS 20-21) - Summary
 Filed for the July 1, 2020 through June 30, 2021 Period

Successor Agency: Irvine
 County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)		20-21A Total (July - December)	20-21B Total (January - June)	ROPS 20-21 Total
A	Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B	Bond Proceeds	-	-	-
C	Reserve Balance	-	-	-
D	Other Funds	-	-	-
E	Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 108,816,153	\$ 104,616,153	\$ 213,432,306
F	RPTTF	108,741,153	104,541,153	213,282,306
G	Administrative RPTTF	75,000	75,000	150,000
H	Current Period Enforceable Obligations (A+E):	\$ 108,816,153	\$ 104,616,153	\$ 213,432,306

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.

Brian Probolsky, Chairman
 Name _____ Title _____
 0 [Signature] _____ Date 1-21-2020
 Signature _____ Date _____

Irvine Recognized Obligation Payment Schedule (ROPS 20-21) - ROPS Detail

July 1, 2020 through June 30, 2021

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	20-21A (July - December)					20-21B (January - June)					W			
											Fund Sources					Q	Fund Sources					20-21B Total		
											L	M	N	O	P		R	S	T	U			V	
																								Bond Proceeds
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 20-21 Total														
4	Implementation Agreement No. 1	Miscellaneous	3/8/2005	6/30/2052	Orange County	County facility payment	OCCP	\$ 243,067,306	N	\$ 213,432,306					\$ 108,741,153	\$ 75,000	\$ 108,816,153					\$ 104,541,153	\$ 75,000	\$ 104,616,153
5	Implementation Agreement No. 2	Miscellaneous	8/17/2010	6/30/2052	Orange County	Reconstruct or replace flood control facilities	OCCP	33,185,000	N	\$ 4,200,000					4,200,000		\$ 4,200,000							\$ -
12	Cooperation agreement	Admin Costs	3/27/2012	6/30/2014	City of Irvine	Financial, personnel and other support	OCCP	150,000	N	\$ 150,000						75,000	\$ 75,000						75,000	\$ 75,000
15	Re-entered 2007 Purchase and Sale and Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2052	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.			N	\$ -							\$ -							\$ -
16	Re-entered 2006 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.			N	\$ -							\$ -							\$ -
17	Re-entered 2005 Financing Agreement	City/County Loans After 6/27/11	6/12/2012	6/30/2025	City of Irvine	Re-entered loan approved by the Successor Agency and Oversight Board pursuant to Health and Safety Code Sections 34178(a) and 34180(h) added to California Redevelopment Law by ABx1 26.			N	\$ -							\$ -							\$ -
18	Stipulated Judgment Enforceable Obligation	Miscellaneous	7/9/2014	6/30/2050	City of Irvine	Settlement Agreement and Release of Claims dated July 9, 2014 pending court approval of Stipulated Judgment.	OCCP	209,082,306	N	\$ 209,082,306					104,541,153		\$ 104,541,153					104,541,153		\$ 104,541,153
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Irvine Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
July 1, 2017 through June 30, 2018
(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. 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	
		Fund Sources							
		Bond Proceeds		Reserve Balance		Other	RPTTF		
	ROPS 17-18 Cash Balances (07/01/17 - 06/30/18)	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	
1	Beginning Available Cash Balance (Actual 07/01/17)						19,255		
2	Revenue/Income (Actual 06/30/18) RPTTF amounts should tie to the ROPS 17-18 total distribution from the County Auditor-Controller						24,671,290		
3	Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18)						24,568,644		
4	Retention of Available Cash Balance (Actual 06/30/18) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)								
5	ROPS 17-18 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 17-18 PPA form submitted to the CAC	No entry required							
6	Ending Actual Available Cash Balance (06/30/18) C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 121,901		

CITY OF IRVINE, AS SUCCESSOR AGENCY
TO THE DISSOLVED IRVINE REDEVELOPMENT AGENCY

Proposed Administrative Budget
July 1, 2020 – June 30, 2021

Estimated Administrative Costs:

Administrative Expenses – personnel costs of City employees carrying out dissolution functions; audit fees; and legal expenses.	\$140,000
Training, duplicating, supplies	\$10,000
<u>Total Proposed Administrative Budget</u>	<u>\$150,000</u>

Proposed Source(s) of Payment:

Administrative cost allowance	\$150,000
<u>Total Proposed Sources of Payment</u>	<u>\$150,000</u>

Proposed arrangement for administrative and operations services provided by the City:

City employees formerly assigned to redevelopment functions will continue to staff the administrative functions associated with the dissolution of the redevelopment agency. Pursuant to Health and Safety Code Section 34171(b), the Successor Agency is entitled to receive an administrative cost allowance of up to 3% of the money from the Redevelopment Obligation Retirement Fund that is allocated to the Successor Agency for each fiscal year, but in no event less than \$250,000 per fiscal year. The Successor Agency is requesting less than this maximum allowed amount as wind-down of the former redevelopment agency continues.

City of Irvine Successor Agency
 Administrative Budget
 ROPS 20-21

Administrative Budget	Description	Estimated Cost
Attorney Fees	Counsel for Successor Agency	\$ 50,000
Consultant Fees	Annual audits for financial statement	\$ 20,000
Administrative Overhead	Share of Civic Center operating costs (e.g., IT technology, utilities, maintenance)	\$ 10,000
Materials and Supplies	Duplicating, postage, printing, office supplies	\$ 10,000
SUBTOTAL:		\$ 90,000

Position	Duties	Salaries and Benefits Estimated Cost
Director of Financial Management and Strategic Planning	Oversees Successor Agency administration	\$ 3,400
Manager of Fiscal Services	Manages and directs administration of ROPS and administrative budget	\$ 18,800
Fiscal Services Officer	Oversees RPTTF funding distribution per agreements	\$ 5,450
Senior Management Analyst	Develops annual ROPS and administrative budget for submission to County Oversight Board and Dept. of Finance; prepares staff reports for Successor Agency meetings; manages distribution of RPTTF funding per agreements; processes invoices for Successor Agency	\$ 29,600
Treasury Specialist	Tracks RPTTF funding received	\$ 1,400
Administrative Coordinator	Prepares Successor Agency agenda items	\$ 1,350
SUBTOTAL:		\$ 60,000
TOTAL:		\$ 150,000

Orange Countywide Oversight Board

Agenda Item No. 4e

Date: 1/19/2021

From: Successor Agency to the Mission Viejo Redevelopment Agency

Subject: Resolution of the Countywide Oversight Board Approving Annual Recognized Obligation Payment Schedule (ROPS) and Administrative Budget

Recommended Action:

Approve resolution approving FY 2021-22 ROPS and Administrative Budget for the Mission Viejo Successor Agency

The Mission Viejo Successor Agency requests approval of the Recognized Obligation Payment Schedule (ROPS) and Administrative Budget for Fiscal Year 2021-22.

The Successor Agency to the Community Development Agency of the City of Mission Viejo (Successor Agency) is performing its functions under the Dissolution Law, Division 24, Parts 1.8 and 1.85 of the Health and Safety Code, as amended by Assembly Bill 1484 and other subsequent legislation (together, as amended, the “Dissolution Law”), to administer the enforceable obligations and otherwise unwind the former Agency's affairs, all subject to the review and approval by the seven-member Oversight Board. Under Section 34171(h) of Part 1.85, as amended, the ROPS is “the document setting forth the minimum payment amounts required by enforceable obligations for each fiscal year as provided in subdivision (o) of Section 34177.” Under the dates in the Dissolution Law, the Successor Agency and Oversight Board are required to consider and adopt the ROPS for the 21-22 fiscal period of July 1, 2021 to June 30, 2022, and submit such approved FY 21-22 ROPS to the Department of Finance (DOF) on or before February 1, 2021.

The FY 21-22 ROPS attached to the Oversight Board resolution included with this agenda report sets forth comparable listings of the Enforceable Obligations listed in prior ROPS and include:

Line item no. 1 – Mall Bond debt service payment pledge under the Pledge Agreement between the former redevelopment agency and the Mission Viejo Community Development Financing Authority. The amount requested of \$1,722,651 is equal to the debt service payment required during FY 21-22.

Line item no. 4 – Payments for services of \$16,500 to calculate net tax increment revenue obligated under the Pledge Agreement for debt service payment to the Mall Bond trustee under line item no. 1. This calculation is performed 3 times a year.

Line item no. 58 – Estimated payments of \$7,500 to Mall Bond trustee for annual trustee fees.

Line item no 68 – As part of the ROPS submittal process for FY 2017-18, DOF disallowed line item 4 for \$16,500 as a separate enforceable obligation and directed Mission Viejo to fund the cost related to this line item as part of the annual administrative allowance. This item, along with several other issues were part of a lawsuit filed by the Successor Agency against the Department of Finance (DOF) and other entities. As part of a Settlement Agreement executed in August 2018, DOF agreed to reverse its decision and approve line item 4 as a separate enforceable obligation. This specific stipulation is outlined in 1. (b) of the attached Settlement Agreement. The Successor Agency submitted an amended ROPS during the FY 2018-19 period to receive funds for this obligation, but that amendment was denied by DOF. The Successor Agency then reported the amount on the FY 2017-18 Prior Period Adjustment Report to retain funds from that fiscal period for this line item and DOF denied funding. The City is now creating a line item on the current ROPS for 2021-22 in a third attempt to request that DOF honor the Settlement Agreement.

Also included as part of the ROPS is the FY 21-22 administrative budget of \$250,000 on line item no. 27, an amount allowed under dissolution law. This amount is consistent with the amount requested and approved by all prior Oversight Boards and the Department of Finance (DOF) in each year of redevelopment dissolution. Attached is a line item budget justifying administrative costs. Direct personnel costs are based on time projected to be spent by staff working directly on Successor Agency matters during fiscal year 2021-22. Projected hours by employee have been included as part of the justification to assist the Oversight Board in understanding the City's time commitment to Successor Agency matters. Other direct costs are estimates of costs anticipated during FY 21-22. These will include legal costs, annual audit fees and other miscellaneous expenses. Indirect costs are based on the approved FY 20-21 budget and have a relationship to Successor Agency operations. As an example, in order to conduct Successor Agency business, staff must utilize a wide range of software programs that run on the Information Technology (IT) network, including accounting software, Outlook, Microsoft Office, PDF, agenda preparation software, document imaging software, etc. Therefore, it is necessary to allocate a percentage of cost of the IT program to the Successor Agency. The percentage used to estimate indirect costs for FY 21-22 is 2.4%. This is based on the projected Successor Agency expenditures in relation to total General Fund expenditures.

A request was made to provide Department of Finance (DOF) determination letters that might pertain to the administrative budget discussion. The determination letter for 20-21 contains no language pertaining to the administrative budget; however, the following is included in the determination letter for 19-20:

The administrative costs claimed are within the fiscal year administrative cap pursuant to HSC section 34171 (b)(3). However, Finance notes the Oversight Board (OB) has approved an amount that appears excessive, given the number and nature of the obligations listed on the ROPS. HSC section 34179(i) requires the OB to exercise a fiduciary duty to the taxing entities. Therefore, Finance encourages the OB to apply adequate oversight when evaluating the administrative resources necessary to successfully wind-down the Agency.

The City acknowledges that based on the number of line items remaining on the ROPS, there is an appearance that activity for the Mission Viejo Successor Agency is minimal. However, there are substantive issues that are on-going with former redevelopment agreements related to the Mall Bond issue (ROPS enforceable obligation line items 1,4, 37 and 58) and the Kaleidoscope Center development (previously reported line item 24) that DOF has repeatedly reclassified to the administrative allowance. By denying direct funding for these activities and forcing these activities off the ROPS as separate enforceable obligations, this gives the appearance that there is less going on related to the Successor Agency than there really is. Attached are determination letters for ROPS periods 17-18, 15-16A and 15-16B that demonstrate DOF actions of reclassifying line item requests to the administrative allowance. In summary, DOF reclassified \$71,000 for 15-16A, \$165,000 for 15-16B, and \$96,500 for 17-18. It should also be noted that there is a fixed amount cost associated with general administration that has no nexus to the number of ROPS line items. For example, regardless of whether there is one ROPS line item with a few disbursements each year or 20 ROPS line items with 100 disbursements a year, our agency still has to prepare 12 bank reconciliations and 12 treasurer's reports every year.

To further assist the Oversight Board, an attachment has been provided that summarizes some of the more substantive activities of the Successor Agency that have been re-classified to the administrative allowance by DOF. In summary, the most significant issues expected during FY 21-22 related to the Mall Bond covenants are on-Site improvements for the NCA development, landscaping issues, tenant issues related to a primary pad within the Mall, and misuse of the parking structures by the Mall owners. The most significant issues expected during FY 21-22 related to the Kaleidoscope OPA covenants is landscaping issues, tenant issues, and the on-going efforts to sell the property by the current owners.

The attached ROPS will be presented for approval by the Mission Viejo Successor Agency on January 12, 2021. The deadline to submit this agenda report to the County preceded the January 12 meeting so the Successor Agency resolution has been submitted in draft form. A final signed resolution will be submitted prior to January 19.

The Mission Viejo Successor Agency requests that the Orange Countywide Oversight Board adopt the attached Resolution approving the FY 21-22 ROPS and Administrative Budget for the Mission Viejo Successor Agency.

Impact on Taxing Entities

Amounts approved for distribution from Mission Viejo's Redevelopment Property Tax Trust Fund (RPTTF) for the 2021-22 period in the amount of \$2,013,151 are funds that will not be available for distribution to all other taxing entities. Mission Viejo's taxing entities include: County of Orange, County of Orange Flood Control District, County of Orange Harbors, Beaches & Parks County Service Area #26, Orange County Fire Authority, Orange County Superintendent of Schools, Saddleback Community College District; Capistrano Unified School District, Saddleback Valley Unified School District and the Mission Viejo Library.

Staff Contact(s)

Cheryl Dyas, Director of Administrative Services
cdyas@cityofmissionviejo.org
949-470-3082

Attachments

1. Orange Countywide Oversight Board Resolution
2. Mission Viejo ROPS 21-22
3. Mission Viejo Administrative Budget 21-22
4. Mission Viejo Draft Resolution 21-xx
5. Mission Viejo Settlement Agreement
6. Mission Viejo ROPS 20-21
7. Mission Viejo ROPS 19-20
8. DOF Determination Letter 20-21
9. DOF Determination Letter 19-20
10. DOF Determination Letter 17-18
11. DOF Determination Letter 15-16A
12. DOF Determination Letter 15-16B
13. Supplemental Memo - Activities Reclassed to the Administrative Budget by the Department of Finance

Resolution No. 21-xxx

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH OVERSIGHT OF THE SUCCESSOR AGENCY TO THE MISSION VIEJO REDEVELOPMENT AGENCY APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE 21-22 FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022, SUBJECT TO SUBMITTAL TO, AND REVIEW BY, THE STATE DEPARTMENT OF FINANCE UNDER CALIFORNIA HEALTH AND SAFETY CODE, DIVISION 24, PART 1.85, AND AUTHORIZING THE POSTING AND TRANSMITTAL THEREOF

WHEREAS, the former Community Development Agency of the City of Mission Viejo (“former Agency”) was established as a community redevelopment agency that was organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency by action of the City Council of the City of Mission Viejo (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation, and most recently by Senate Bill 107 (together, as amended, the “Dissolution Law”); and

WHEREAS, as of February 1, 2012 the former Agency was dissolved under the Dissolution Law, and, as a separate public entity, corporate and politic, the Successor Agency to the Community Development Agency of the City of Mission Viejo (“Successor Agency”) administers the enforceable obligations of the former Agency and otherwise unwinds the former Agency’s affairs, all subject to the review and approval by a seven-member oversight board; and

WHEREAS, prior to July 1, 2018 under Dissolution Law, in particular Sections 34179 and 34180, all Mission Viejo Successor Agency actions were subject to the review and approval by a local seven-member oversight board, which oversaw and administered the Mission Viejo Successor Agency activities during the period from dissolution until June 30, 2018; and

WHEREAS, as of, on and after July 1, 2018 under Dissolution Law, in particular Sections 34179(j), in every California county there shall be only one oversight board that is staffed by the county auditor-controller, with certain exceptions that do not apply here; and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Orange Countywide Oversight Board (“Oversight Board”), has fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues under Dissolution Law, in particular Sections 34188; and

WHEREAS, Sections 34177(m), 34177(o) and 34179 provide that each Recognized Obligation Payment Schedule (“ROPS”) is submitted to, reviewed and approved by the Successor

Agency and then reviewed and approved by the Oversight Board before final review and approval by the State of California, Department of Finance (“DOF”); and

WHEREAS, Section 34177(o) of the Dissolution Law requires that the annual ROPS for the 21-22 fiscal period of July 1, 2021 to June 30, 2022 (“ROPS 21-22”) shall be submitted to the DOF by the Successor Agency, after approval by the Oversight Board, no later than February 1, 2021; and

WHEREAS, the Oversight Board has reviewed the ROPS 21-22 presented by the Successor Agency and desires to approve the ROPS 21-22, including the FY 21-22 Administrative Budget included therewith, and to authorize the Successor Agency, to cause posting of ROPS 21-22 on the City’s website: (www.cityofmissionviejo.org) and to direct transmittal of such ROPS to the DOF, with copies to the County Auditor-Controller, and the State Controller’s Office.

NOW, THEREFORE, BE IT RESOLVED THAT THE ORANGE COUNTYWIDE OVERSIGHT BOARD does hereby resolve as follows:

Section 1. The foregoing recitals are hereby incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

Section 2. The Oversight Board hereby approves the ROPS 21-22, along with the Administrative Budget for FY 21-22 that is included therewith as Attachment 1 and 2, and incorporated by this reference, all under the requirements of the Dissolution Law.

Section 3. The Oversight Board authorizes transmittal of ROPS 21-22 to the DOF, with copies to the County Auditor-Controller, and the State Controller’s Office.

Section 4. The Director of Administrative Services of the Successor Agency, or her authorized designee(s), is directed to post this Resolution, including ROPS 21-22, on the City’s website (www.cityofmissionviejo.org) under the Dissolution Law.

Section 5. Under Section 34179(h) written notice and information about all actions taken by the Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF’s choosing. An Oversight Board’s action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review; provided however, that under Section 34177(m) as to each ROPS submitted the DOF shall make its determination of the enforceable obligations and the amounts and funding sources of the enforceable obligations thereon no later than 45 days after submittal.

Section 6. The Clerk of the Oversight Board shall certify to the adoption of this Resolution.

**Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period**

Successor Agency: Mission Viejo

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 1,004,128	\$ 1,009,023	\$ 2,013,151
F RPTTF	879,128	884,023	1,763,151
G Administrative RPTTF	125,000	125,000	250,000
H Current Period Enforceable Obligations (A+E)	\$ 1,004,128	\$ 1,009,023	\$ 2,013,151

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

Mission Viejo
Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail
July 1, 2021 through June 30, 2022

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
								\$13,377,789		\$2,013,151	\$-	\$-	\$-	\$879,128	\$125,000	\$1,004,128	\$-	\$-	\$-	\$884,023	\$125,000	\$1,009,023
1	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Bonds Issued On or Before 12/31/10	05/01/1999	09/01/2028	BNY Mellon Corporate Trust	Bond Pledge	1	12,913,389	N	\$1,722,651	-	-	-	854,378	-	\$854,378	-	-	-	868,273	-	\$868,273
2	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	OPA/DDA/ Construction	02/20/2012	09/01/2028	Stradling Yocca Carlson Rauth	OPA-Bond/ Covenant Compliance	1	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
4	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Fees	07/01/2010	09/01/2028	HdL Coren & Cone	Net Tax Increment Calculations per Pledge Agreement	1	132,000	N	\$16,500	-	-	-	8,250	-	\$8,250	-	-	-	8,250	-	\$8,250
7	Camino Capistrano Bridge Improvements	OPA/DDA/ Construction	02/20/2012	06/30/2033	Stradling Yocca Carlson Rauth	Project Development	1	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
8	Camino Capistrano Bridge Improvements	OPA/DDA/ Construction	09/04/2002	06/30/2033	Davis Company	Economic Planning	1	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
27	Administration	Admin Costs	02/01/2012	06/30/2033	City of Mission Viejo	Administration	1	250,000	N	\$250,000	-	-	-	-	125,000	\$125,000	-	-	-	-	125,000	\$125,000
33	Camino Capistrano Bridge Improvements	Improvement/ Infrastructure	01/27/1993	06/30/2033	Contractor	Construction of Improvements	1	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
37	1999 Variable	Bonds Issued	07/01/	06/30/2028	Arbitrage	Arbitrage	1	5,900	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	On or Before 12/31/10	2014		Compliance Specialists, Inc.	rebate calculation																	
58	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Bonds Issued On or Before 12/31/10	05/01/1999	09/01/2028	BNY Mellon Trust	Bond Trustee fees	1	60,000	N	\$7,500	-	-	-	-	-	\$-	-	-	-	7,500	-	\$7,500	
68	Settlement Agreement-dated August 2018	Litigation	08/18/2018	09/01/2028	Mission Viejo Successor Agency	Reimbursement for costs paid to HdI for ROPS line item 4 during the 17/18 ROPS period.	1	16,500	N	\$16,500	-	-	-	16,500	-	\$16,500	-	-	-	-	-	-	\$-

Mission Viejo
Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
(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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.			730,639	7,100		
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller			13,095		1,651,328	Cell E2. Amount is receipt by the Successor Agency from the City for DOF disallowed costs in 16/17.
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)			119,022	7,100	1,278,995	
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			641,212			\$367,636 is RPTTF from 16-17 distributed to ROPS 19-20 by DOF; and \$273,576 is RPTTF from 17-18 distributed to ROPS 20-21 by DOF
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC			No entry required			
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$(16,500)	\$-	\$372,333	

Mission Viejo
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
1	
2	
4	
7	
8	
27	
33	
37	
58	
68	<p>DOF reclassified item 4 on the 17/18 ROPs to admin. The settlement agreement (section 1.b.) specifically states that DOF agrees to reverse classification and fund as a separate enforceable obligation. City tried to amend the 18/19 ROPS to receive these funds but were denied. City tried to report the amount as an enforceable obligation on the 17/18 PPA, but DOF clawed it back and applied the amount to ROPS period 20/21. City is now requesting the amount as a separate line so DOF will approve funding and honor the settlement agreement.</p>

City of Mission Viejo
FY 21/22
Administrative Allowance Estimated Expenditures

		<u>Fiscal Year</u>				<u>% of Est.</u>
		<u>2021/2022</u>				<u>Time Spent</u>
		<u>Est. Costs</u>	<u>Hourly Rate</u>	<u>Successor</u>	<u>SA</u>	<u>on SA</u>
Direct Personnel Costs	Department			<u>Agency Hours</u>	<u>Administration</u>	<u>Issues</u>
City Manager	City Manager	\$ 363,860	\$ 182.53	24	\$ 4,381	1.15%
Assistant City Manager/Director of Public Services	City Manager	310,135	155.95	12	1,871	0.58%
Senior Executive Assistant	City Manager	121,623	60.91	12	731	0.58%
City Council	City Council	126,640	61.44	4	246	0.19%
City Clerk	City Clerk	250,708	62.67	3	188	0.14%
Director of Administrative Services	Administrative Services	254,947	128.38	125	16,048	6.01%
AS Manager-Treasury	Administrative Services	137,728	69.16	20	1,383	0.96%
Treasury Analyst	Administrative Services	109,799	54.92	91	4,970	4.35%
Administrative Assistant	Administrative Services	68,802	34.47	22	767	1.07%
Total Direct Personnel Costs				313	30,585	
Other Direct Costs						
Attorneys						
Stradling Yocca Carlson & Rauth	SA Attorney				15,000	
Lozano Smith	City Attorney				1,500	
Audit Fees						2,400
Bank Fees/Delivery/Postage/Office Supplies/Meeting costs						200
Total Other Direct Cost						19,100
Indirect Costs (applied at 2.4% of total cost) 2.4%						
Central Service Departments (per 6/2019 cost study)						
Interdepartmental		1,132,198			27,169	
City Council Administration (non-payroll)		60,453			1,451	
Commissions		84,618			2,031	
City Manager Administration (non-payroll)		282,315			6,776	
City Clerk Administration (non-payroll)		11,386			273	
Council Support (non-payroll)		3,600			86	
Elections		73,200			1,757	
Administrative Services Admin (non-payroll)		13,984			336	
Accounting and Payroll		555,521			13,333	
Financial Planning and Budget		70,897			1,702	
Purchasing		114,374			2,745	
Treasury (non-payroll)		86,500			2,076	
Risk Management		291,034			6,985	
Human Resources		334,145			8,019	
Information Technology		3,195,267			76,686	
Fleet Maintenance		169,165			4,060	
Facilities Maintenance		559,467			13,427	
Cable Television		279,467			6,707	
Community Development Admin		212,767			5,106	
Community Development-Current Planning		466,972			11,207	
Community Development-Code Enforcement		349,297			8,383	
Total Indirect Cost						200,315
Total Estimated Cost					\$ 250,000	

**City of Mission Viejo
 FY 21/22
 Administrative Allowance
 Personnel Justification**

<i>Position</i>	<i>Department</i>	<i>Summary of Job Duties Pertaining to Successor Agency</i>	<i>Hours</i>	<i>Frequency</i>	<i>Total</i>
City Manager	City Manager	Oversees the entire dissolution process. Attends SA, OB and Meet and Confer meetings as well as numerous staff meetings regarding SA. Hours include 2 hours per month for non-reported hours.	2	12	<u>24</u>
Total City Manager					24
Assistant City Manager/Director of Public Services	City Manager	Support to City Manager and attendance at SA and OB related meetings. Estimate is equal to 1 hours per month.	1	12	<u>12</u>
Total Assistant City Manager					12
Senior Executive Assistant	City Manager	Direct assistant to the City Manager and Asst City Manager in SA and OB related meetings, transaction processing (i.e. meet and confer related travel requests) and document prep. Estimate is equal to 1 hours per month.	1	12	<u>12</u>
Total Senior Executive Assistant					12
City Council	City Council	Attendance at Successor Agency Meetings for 5 members	1.25	2	2.5
		Attendance at Successor Agency agenda planning mtgs for 2 members	0.5	2	1
		Execution of SA resolutions by Mayor	0.25	2	<u>0.5</u>
Total City Council					4
City Clerk	City Clerk	Preparation of Successor Agency Board meetings, including review of agenda	0.5	2	1
		Attendance at Successor Agency Board meetings	0.25	2	0.5
		Attendance at Successor Agency agenda planning meetings	0.25	2	0.5
		Preparation of minutes of Successor Agency Board meetings	0.25	2	0.5
		Review and execution of SA resolutions	0.25	2	<u>0.5</u>
Total City Clerk					3

City of Mission Viejo
 FY 21/22
 Administrative Allowance
 Personnel Justification

<i>Position</i>	<i>Department</i>	<i>Summary of Job Duties Pertaining to Successor Agency</i>	<i>Hours</i>	<i>Frequency</i>	<i>Total</i>
Director of Administrative Services	Administrative Services	Direct hours reported on timesheet for ROPS preparation, Mall Bond issues, preparation of SA and OB staff reports, attendance at meetings, etc. Based on actual hours on timesheet	125	1	<u>125</u>
Total Director of Admin Services					125
AS Manager-Treasury	Administrative Services	Direct hours reported on timesheet for ROPS preparation, Mall Bond issues, preparation of SA and OB staff reports, attendance at meetings, etc. Based on actual hours on timesheet.	20	1	<u>20</u>
Total Treasury Manager					20
Treasury Analyst	Administrative Services	Review daily cash in bank account on a daily basis and prepare report for review by Treasury Manager and Director	0.25	260	65
		Prepare monthly Treasurer's Report	0.5	12	6
		Bank reconciliation	0.5	12	6
		Quarterly transaction and file maintenance	0.5	4	2
		Processing check requests for a/p invoices	0.25	6	1.5
		Update Mall Bond spreadsheets	1	4	4
		Review update Mall Bond speradsheet quarterly	1.25	4	5
		Set up SA cash and investment accounts/close RDA accounts	0	2	0
		Prepare wire transfer requests and process transactions	0.5	2	<u>1</u>
Total Treasury Analyst		(Total agrees w/ actual hours reported on timesheet)			90.5
Administrative Assistant	Administrative Services	General support to the Director of Administrative Services	1	12	12
		Preparation of Successor Agency staff reports	1	2	2
		Preparation of Oversight Board staff reports	0	6	0
		Preparation of Oversight Board agenda, including delivery	0	0	0
		Preparation/Cleanup of Oversight Board meetings	0	0	0
		Attendance of Oversight Board meetings	0	0	0
		Preparation of minutes of OB meetings	0	0	0
		Processing and execution of OB resolutions	0	6	0
		Posting of OB resolutions, ROPS and other docs on website	0.5	4	2
		Submittal of OB docs to DOF	0.25	4	1
		Processing SA related public requests under the Brown Act	0	0	0
		Scan/attach/code accounts payable invoices into accounting system	0.25	21	<u>5.25</u>
Total Administrative Assistant					22.25
					312.75

SUCCESSOR AGENCY RESOLUTION 21-01

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF MISSION VIEJO APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 21-22 A-B FOR THE ANNUAL FISCAL PERIOD OF JULY 1, 2021 TO JUNE 30, 2022, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD AND THE DEPARTMENT OF FINANCE UNDER THE DIVISION 24, PART 1.85 OF THE CALIFORNIA HEALTH AND SAFETY CODE, AND AUTHORIZING THE POSTING AND TRANSMITTAL THEREOF

WHEREAS, the former Community Development Agency of the City of Mission Viejo (“former Agency”) was established as a community redevelopment agency that was organized and existing under the California Community Redevelopment Law, Health and Safety Code Section 33000, *et seq.*, and previously authorized to transact business and exercise powers of a redevelopment agency by action of the City Council of the City of Mission Viejo (“City”); and

WHEREAS, Assembly Bill x1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health and Safety Code, which caused the dissolution of all redevelopment agencies and wind down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484 and by other subsequent legislation, and most recently by Senate Bill 107 (together, as amended, the “Dissolution Law”); and

WHEREAS, as of February 1, 2012 the former Agency was dissolved under the Dissolution Law, and, as a separate public entity, corporate and politic, the Successor Agency to the Community Development Agency of the City of Mission Viejo (“Successor Agency”) administers the enforceable obligations of the former Agency and otherwise unwinds the former Agency’s affairs, all subject to the review and approval by a seven-member oversight board (“Oversight Board”); and

WHEREAS, prior to July 1, 2018 under Dissolution Law, in particular Sections 34179 and 34180, all Mission Viejo Successor Agency actions were subject to the review and approval by a local seven-member oversight board, which oversaw and administered the Mission Viejo Successor Agency activities during the period from dissolution until June 30, 2018; and

WHEREAS, as of, on and after July 1, 2018 under Dissolution Law, in particular Sections 34179(j), in every California county there shall be only one oversight board that is staffed by the county auditor-controller, with certain exceptions that do not apply here; and

WHEREAS, every oversight board, both the prior local oversight board and this newly established Orange Countywide Oversight Board, has fiduciary responsibilities to the holders of enforceable obligations and to the taxing entities that benefit from distributions of property tax and other revenues under Dissolution Law, in particular Sections 34188; and

WHEREAS, Sections 34177(m), 34177(o) and 34179 provide that each Recognized Obligation Payment Schedule (“ROPS”) is submitted to, reviewed and approved by the Successor Agency and then reviewed and approved by the Oversight Board before final review and approval by the State of California, Department of Finance (“DOF”); and

WHEREAS, Section 34177(o) of the Dissolution Law requires that the annual ROPS for the 21-22 A-B fiscal period of July 1, 2021 to June 30, 2022 (“ROPS 21-22 A-B”) shall be submitted to the DOF by the Successor Agency, after approval by the Oversight Board, no later than February 1, 2021; and to submit a copy of the ROPS 21-22 A-B to the County Auditor-Controller (“CAC”), the State Controller’s Office (“SCO”) and the DOF at the same time that the Successor Agency submits such ROPS to the Oversight Board for review; and

WHEREAS, the Successor Agency has reviewed the draft ROPS 21-22 A-B, including the FY 21-22 administrative budget, and desires to approve the ROPS 21-22 A-B and to authorize the Successor Agency staff to transmit the ROPS to the Oversight Board; and

WHEREAS, the Successor Agency staff is directed to post ROPS 21-22 A-B on the Successor Agency website (www.cityofmissionviejo.org).

NOW, THEREFORE, THE SUCCESSOR AGENCY TO THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF MISSION VIEJO DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The foregoing recitals are hereby incorporated into this Resolution by this reference, and constitute a material part of this Resolution.

SECTION 2. The Successor Agency hereby approves the ROPS 21-22 A-B submitted herewith as Attachment 1, which schedule is incorporated herein by this reference, under the requirements of the Dissolution Law; provided however, ROPS 21-22 A-B is approved subject to transmittal of ROPS 21-22 A-B to the Oversight Board for review and approval and a copy of the ROPS is sent concurrently to the CAC, SCO, and DOF. Further, the Director of Administrative Services or her designee(s), in consultation with legal counsel, is hereby authorized to request and complete meet and confer session(s), if any, with the DOF and authorized to make augmentations, modifications, additions or revisions as may be necessary or directed by DOF, and changes, if any, will be reported back to the Successor Agency.

SECTION 3. After approval by the Oversight Board, the Successor Agency authorizes transmittal of the approved ROPS 21-22 A-B again to the CAC, SCO and DOF.

SECTION 4. The Director of Administrative Services of the Successor Agency, or her authorized designee(s), is directed to post this Resolution, including the ROPS 21-22 A-B, on the Successor Agency website (www.cityofmissionviejo.org) under the Dissolution Law.

SECTION 5. The Secretary of the Successor Agency shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this 12th day of January 2021.



Trish Kelley, Chair
Successor Agency to the Community
Development Agency of the City of Mission Viejo

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.
CITY OF MISSION VIEJO)

I, Kimberly Schmitt, Secretary of the Successor Agency to the Community Development Agency of the City of Mission Viejo, hereby certify that the foregoing resolution was duly adopted by the Successor Agency at a regular meeting held on the 12th day of January 2021, and that it was so adopted by the following vote:

AYES: Bucknum, Goodell, Kelley, Rath, and Sachs
NOES: None
ABSENT: None

ATTEST:



Kimberly Schmitt, Secretary
Successor Agency to the Community
Development Agency of the City of Mission Viejo

**Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period**

Successor Agency: Mission Viejo
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 1,004,128	\$ 1,009,023	\$ 2,013,151
F RPTTF	879,128	884,023	1,763,151
G Administrative RPTTF	125,000	125,000	250,000
H Current Period Enforceable Obligations (A+E)	\$ 1,004,128	\$ 1,009,023	\$ 2,013,151

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

Mission Viejo
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
1	
2	
4	
7	
8	
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33	
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68	<p>DOF reclassified item 4 on the 17/18 ROPs to admin. The settlement agreement (section 1.b.) specifically states that DOF agrees to reverse classification and fund as a separate enforceable obligation. City tried to amend the 18/19 ROPS to receive these funds but were denied. City tried to report the amount as an enforceable obligation on the 17/18 PPA, but DOF clawed it back and applied the amount to ROPS period 20/21. City is now requesting the amount as a separate line so DOF will approve funding and honor the settlement agreement.</p>

**City of Mission Viejo
FY 21/22
Administrative Allowance Estimated Expenditures**

		<u>Fiscal Year</u>		<u>Successor</u>	<u>SA</u>	<u>% of Est.</u>
		<u>2021/2022</u>		<u>Agency Hours</u>	<u>Administration</u>	<u>Time Spent</u>
<i>Direct Personnel Costs</i>	<i>Department</i>	<u>Est. Costs</u>	<u>Hourly Rate</u>			<u>on SA</u>
						<u>Issues</u>
City Manager	City Manager	\$ 363,860	\$ 182.53	24	\$ 4,381	1.15%
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Indirect Costs (applied at 2.4% of total cost) 2.4%						
Central Service Departments (per 6/2019 cost study)						
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Purchasing		114,374			2,745	
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Community Development Admin		212,767			5,106	
Community Development-Current Planning		466,972			11,207	
Community Development-Code Enforcement		349,297			8,383	
Total Indirect Cost					200,315	
Total Estimated Cost					\$ 250,000	

**City of Mission Viejo
 FY 21/22
 Administrative Allowance
 Personnel Justification**

<i>Position</i>	<i>Department</i>	<i>Summary of Job Duties Pertaining to Successor Agency</i>	<i>Hours</i>	<i>Frequency</i>	<i>Total</i>
City Manager	City Manager	Oversees the entire dissolution process. Attends SA, OB and Meet and Confer meetings as well as numerous staff meetings regarding SA. Hours include 2 hours per month for non-reported hours.	2	12	<u>24</u> 24
Total City Manager					
Assistant City Manager/Director of Public Services	City Manager	Support to City Manager and attendance at SA and OB related meetings. Estimate is equal to 1 hours per month.	1	12	<u>12</u> 12
Total Assistant City Manager					
Senior Executive Assistant	City Manager	Direct assistant to the City Manager and Asst City Manager in SA and OB related meetings, transaction processing (i.e. meet and confer related travel requests) and document prep. Estimate is equal to 1 hours per month.	1	12	<u>12</u> 12
Total Senior Executive Assistant					
City Council	City Council	Attendance at Successor Agency Meetings for 5 members	1.25	2	2.5
		Attendance at Successor Agency agenda planning mtgs for 2 members	0.5	2	1
		Execution of SA resolutions by Mayor	0.25	2	<u>0.5</u> 4
Total City Council					
City Clerk	City Clerk	Preparation of Successor Agency Board meetings, including review of agenda	0.5	2	1
		Attendance at Successor Agency Board meetings	0.25	2	0.5
		Attendance at Successor Agency agenda planning meetings	0.25	2	0.5
		Preparation of minutes of Successor Agency Board meetings	0.25	2	0.5
		Review and execution of SA resolutions	0.25	2	<u>0.5</u> 3
Total City Clerk					

**City of Mission Viejo
 FY 21/22
 Administrative Allowance
 Personnel Justification**

<i>Position</i>	<i>Department</i>	<i>Summary of Job Duties Pertaining to Successor Agency</i>	<i>Hours</i>	<i>Frequency</i>	<i>Total</i>
Director of Administrative Services Total Director of Admin Services	Administrative Services	Direct hours reported on timesheet for ROPS preparation, Mail Bond issues, preparation of SA and OB staff reports, attendance at meetings, etc. Based on actual hours on timesheet	125	1	<u>125</u> <u>125</u>
AS Manager-Treasury Total Treasury Manager	Administrative Services	Direct hours reported on timesheet for ROPS preparation, Mail Bond issues, preparation of SA and OB staff reports, attendance at meetings, etc. Based on actual hours on timesheet.	20	1	<u>20</u> <u>20</u>
Treasury Analyst	Administrative Services	Review daily cash in bank account on a daily basis and prepare report for review by Treasury Manager and Director Prepare monthly Treasurer's Report Bank reconciliation Quarterly transaction and file maintenance Processing check requests for a/p invoices Update Mail Bond spreadsheets Review update Mail Bond spreadsheet quarterly Set up SA cash and investment accounts/close RDA accounts Prepare wire transfer requests and process transactions (Total agrees w/ actual hours reported on timesheet)	0.25 0.5 0.5 0.5 0.25 1 1.25 0 0.5	260 12 12 4 6 4 4 2 2	65 6 6 2 1.5 4 4 5 0 1 90.5
Administrative Assistant Total Administrative Assistant	Administrative Services	General support to the Director of Administrative Services Preparation of Successor Agency staff reports Preparation of Oversight Board staff reports Preparation of Oversight Board agenda, including delivery Preparation/Cleanup of Oversight Board meetings Attendance of Oversight Board meetings Preparation of minutes of OB meetings Posting and execution of OB resolutions Posting of OB resolutions, ROPS and other docs on website Submittal of OB docs to DOF Processing SA related public requests under the Brown Act Scan/attach/code accounts payable invoices into accounting system	1 1 0 0 0 0 0 0 0.5 0.25 0.25	12 2 6 0 0 0 0 6 4 4 0 21	12 2 0 0 0 0 0 6 2 1 <u>5.25</u> 22.25

312.75

SETTLEMENT AGREEMENT

City of Mission Viejo, et al. v. State of California, et al.
Sacramento Superior Court, Case No. 34-2016-80002311

PARTIES

This Settlement Agreement (**Agreement**) is entered into by the following parties: (1) City of Mission Viejo (**City**); (2) Successor Agency to the Community Development Agency of the City of Mission Viejo (**Successor Agency**); (3) Michael Cohen, in his official capacity as California State Director of Finance (**Finance**); (4) California State Controller Betty T. Yee, in her official capacity (**Controller**); and (5) Eric H. Woolery, in his official capacity as the Auditor-Controller of the County of Orange (**Auditor-Controller**) (collectively, the **Parties**).

RECITALS

A. The litigation resolved by this Agreement relates to the wind down of the Redevelopment Agency for the City (**RDA**) pursuant to Assembly Bill 26 of the 2011-12 First Extraordinary Session of the California Legislature ("AB x1 26"), Assembly Bill 1484 of the 2011-12 Regular Session of the California Legislature ("AB 1484") and Senate Bill 107 of the 2015-2016 Regular Session of the California Legislature ("SB 107") (AB x1 26, AB 1484 and SB 107, collectively the Dissolution Law).

B. Following the dissolution of the RDA, on September 29, 2015, the Successor Agency submitted to Finance the Recognized Obligation Payment Schedules (**ROPS**) for the period of January 1 – June 30, 2016 (**ROPS 15-16B**). The Successor Agency submitted **ROPS 15-16B** as required by the Dissolution Law. Among the items listed on **ROPS 15-16B** was Item No. 45 for \$30,000 claimed to be an enforceable obligation owed to KNN Financial (**KNN**) for Letter of Credit renewal contract services relating to Mission Viejo Community Development Financing Authority Revenue Bonds, 1999 Series A and Mission Viejo Community Development Financing Authority Revenue Bonds, 1999 Series B for the Mission Viejo Mall Improvement Project (**Mall Bonds**).

C. Finance issued a letter, dated November 9, 2015, which included, among other things, a determination that only \$10,000 of Item No. 45 was payable from the Redevelopment Property Tax Trust Fund (**RPTTF**). Subsequently, a Meet and Confer session concerning Finance's November 9, 2015 determination letter has held. Finance issued a letter, dated December 17, 2015, after the Meet and Confer session, which constituted Finance's final determination for **ROPS 15-16B**. The final determination letter, among other things, denied \$5,000 of Item No. 45 as payable from RPTTF and reclassified the balance of \$25,000 as payable from the Successor's Administrative Cost Allowance (**ACA**).

D. The City and Successor Agency filed a Petition for Writ of Mandate and Complaint for Declaratory Relief and Injunctive Relief on or about March 18, 2016, entitled *City of Mission Viejo, et al. v. State of California, et al.*, Sacramento County Superior Court Case No. 34-2016-80002311 ("**Action**"). On or about July 6, 2016, the City and Successor Agency filed a First Amended and Supplemental Petition for Writ of Mandate and Complaint for

Declaratory Relief and Injunctive Relief in the **Action**.

E. On January 30, 2017, the Successor Agency submitted to Finance the **ROPS** for the period of July 1, 2017 – June 30, 2018 (**ROPS 17-18**). The Successor Agency submitted **ROPS 17-18** as required by the Dissolution Law. Among the items listed on **ROPS 17-18** was Item No. 4 for \$18,000 claimed as an enforceable obligation owed to HdL Coren & Cone (**HdL**) for financial consulting services performed in connection with the Mall Bonds. Finance denied the entire amount because the contract with **HdL** was to terminate on June 30, 2017 by Finance's April 14, 2017 determination letter for **ROPS 17-18**.

F. A meet and confer session was held on May 3, 2017 regarding Finance's April 14, 2017 determination letter for **ROPS 17-18**. Subsequently, Finance issued a superseding determination letter dated May 17, 2017 as a result of the May 3, 2017 meet and confer. Among other things, the May 17, 2017 letter revised its Item No. 4 **ROPS 17-18** determination by finding that payments owed to **HdL** were enforceable obligations up to an annual maximum amount of \$16,500. However, the amounts owed to **HdL** were reclassified as payable from the Successor Agency's **ACA**.

G. On January 29, 2018, the Successor Agency submitted to Finance the **ROPS** for the period of July 1, 2018 – June 30, 2019 (**ROPS 18-19**). The Successor Agency submitted **ROPS 18-19** as required by the Dissolution Law. Among the items listed on **ROPS 18-19** was Item No. 4 for \$16,500 claimed as an enforceable obligation owed to HdL Coren & Cone (**HdL**) for financial consulting services performed in connection with the Mall Bonds. Finance denied the entire amount because the item was subject to ongoing litigation by Finance's April 13, 2018 determination letter for **ROPS 18-19**.

H. Without admission of fault or wrongdoing, the Parties have agreed to completely resolve any and all disputes between the Parties pertaining to, or in any way relating to the **Action**, **ROPS 15-16B, Item No. 45, ROPS 17-18, Item No. 4, and ROPS 18-19, Item No. 4**, by entering into this Agreement.

AGREEMENT

Accordingly, in consideration of the mutual promises contained herein, the Parties agree as follows:

1. Principal Terms: The Parties agree to the following resolution of their disputes relating to the **Action, ROPS 15-16B, Item No. 45, ROPS 17-18, Item No. 4, and ROPS 18-19, Item No. 4** (Settled Matters):

(a) Finance shall reverse its reclassification of the annual maximum enforceable obligation amount of \$25,000 owed to KNN (**ROPS 15-16B, Item No. 45**) as set forth in Finance's May 17, 2017 letter. Finance shall continue to approve Item. 45 as an enforceable obligation so long as the payment requested is required by the Pledge Agreement dated May 1, 1999 to reimburse costs to maintain a letter of credit if required by the 1999 Variable Rate Demand Revenue Bonds so long as such bonds remain outstanding.

(b) Finance shall reverse its reclassification of the annual maximum enforceable obligation amount of \$16,500 owed to **HdL (ROPS 17-18, Item No. 4)** as set forth in Finance's May 17, 2017 letter. Finance shall continue to approve Item. 4 as an enforceable obligation so long as the payment requested is only for the Agency's property tax review required by Section 4.09 of the Pledge Agreement dated May 1, 1999.

(c) Finance shall reverse its reclassification of the annual maximum enforceable obligation amount of \$16,500 owed to **HdL (ROPS 18-19, Item No. 4)** as set forth in Finance's April 13, 2018 letter. Further, Finance shall treat **ROPS 18-19, Item No. 4**, as an approved enforceable obligation for purposes of the amendment process set forth in Health and Safety Code section 34177, subdivision (o)(1)(E). For future ROPS periods, Finance shall continue to approve Item. No. 4 as an enforceable obligation so long as the payment requested is only for the Agency's property tax review required by Section 4.09 of the Pledge Agreement dated May 1, 1999.

(d) The City and Successor Agency shall request dismissal of the entire Action with prejudice within 5 business days after the effective date of this Agreement.

2. Claims Disputed: The Agreement does not constitute, nor shall it be construed as, an admission or concession by any of the Parties for any purpose. This Agreement is a compromise settlement of the Action, and by executing this Agreement, none of the Parties admits wrongdoing, liability, or fault in connection with either the Action or the allegations asserted in the Action.

3. Mutual Release: The Parties specifically and mutually release and discharge each other, including their respective officers, directors, commission members, trustees, agents, employees, representatives, attorneys, insurers, departments, divisions, sections, successors and assigns from all obligations, damages, costs, expenses, liens, and attorneys' fees, of any nature whatsoever, whether known or unknown, suspected or not suspected to exist, claimed or not claimed, disputed or undisputed, pertaining to the Settled Matters.

4. Successors and Assigns: This Agreement shall be binding upon the Parties' respective officers, directors, commission members, trustees, agents, employees, representatives, attorneys, departments, divisions, sections, successors and assigns.

5. Assumption of Risk: The Parties each represent that they fully understand that if the facts pertaining in any way to the Action are later found to be different from the facts now believed to be true by any Party, each of them expressly accepts and assumes the risk of such possible differences in facts and agrees that this Agreement shall remain effective notwithstanding such differences in facts. The Parties also each represent that this Agreement was entered into under the laws current as of the effective date, and agree that this Agreement shall remain effective notwithstanding any future changes in the law.

6. Independent Advice of Counsel: The Parties each represent that they know and understand the contents of the Agreement and that this Agreement has been executed voluntarily. The Parties each further represent that they have had an opportunity to consult with an attorney

of their choosing and that they have been fully advised by the attorney with respect to their rights and obligations and with respect to the execution of this Agreement.

7. Entire Agreement: No promise, inducement, understanding, or agreement not expressed has been made by or on behalf of the Parties, and this Agreement contain the entire agreement between the Parties related to the Action.

8. Indemnity: Each Party represents that it has not assigned, transferred, or purported to assign or transfer to any person or entity any matter released herein. The petitioners in the Action also agree to indemnify and hold harmless the respondents in the Action and their successors and assigns against any claims, demands, causes of action, damages, debts, liabilities, costs or expenses, including, but not necessarily limited to, attorney fees, arising out of or in connection with the Action.

9. Amendments in Writing: This Agreement may not be altered, amended, modified, or otherwise changed in any respect except by a writing duly executed by the Parties. The Parties agree that they will make no claim at any time or place that this Agreement has been orally altered or modified or otherwise changed by oral communication of any kind or character.

10. Construction: The Parties agree that this Agreement is to be construed and interpreted without regard to the identity of the party drafting this Agreement.

11. Additional Acts: The Parties agree to take such actions and to execute such documents as are necessary to carry out the terms and purposes of this Agreement.

12. Attorney Fees: The Parties shall each bear their respective attorney fees and costs incurred in the litigation.

13. Enforcement: If any Party to this Agreement files a lawsuit to enforce or interpret this Agreement, the prevailing Party in any such suit shall be entitled to reimbursement for reasonable attorney fees and costs.

14. Choice of Law and Jurisdiction: This Agreement shall be governed by the laws of the State of California. If any Party to this Agreement brings a lawsuit to enforce or interpret this Agreement, the lawsuit shall be filed in the Superior Court for the County of Sacramento, California.

15. Counterparts: This Agreement may be executed by facsimile and in counterparts, each of which is deemed an original and all of which shall constitute this Agreement.

16. Effective Date: The date on which the last counterpart of this Agreement is executed shall be the effective date of this Agreement.

17. Authority to Execute: Each Party represents that they have the authority to enter into and perform the obligations necessary to provide the consideration described in this Agreement. Each person signing this Agreement represents and warrants that they have the authority to sign on behalf of the Party for which they sign.

18. Approval by City Council; Effective Date. This Agreement shall be executed by the Parties as indicated below, and is subject to the approval by the City Council for the City of Mission Viejo (acting both as the governing board of the City and as the governing board of the Successor Agency under the Dissolution Law). This Agreement shall become binding and effective upon (1) the approval of the City Council for the City of Mission Viejo, and (2) the execution of the Agreement by the Parties.

This Agreement consists of Recital Paragraphs A - H and Paragraphs 1 - 18.

DATED: 7/19/18

CITY OF MISSION VIEJO

By [Signature]

Its City Manager

DATED: 7/19/18

SUCCESSOR AGENCY TO THE COMMUNITY
DEVELOPMENT AGENCY OF THE CITY OF
MISSION VIEJO

By [Signature]

Its Executive Director

DATED: August 13, 2018

MICHAEL COHEN, IN HIS OFFICIAL
CAPACITY AS CALIFORNIA STATE
DIRECTOR OF FINANCE

By Kari Kroger
KARI KROGER
Its CHIEF COUNSEL

DATED: July 31, 2018

BETTY T. YEE, IN HER OFFICIAL CAPACITY
AS CALIFORNIA STATE CONTROLLER

By [Signature]
Its Richard J. Chivara, Chief Counsel

DATED: _____

ERIC H. WOOLERY, IN HIS OFFICIAL
CAPACITY AS THE AUDITOR-CONTROLLER
OF THE COUNTY OF ORANGE

By _____
Its _____

Approved as to Form:

CITY ATTORNEY, CITY OF MISSION VIEJO
LOZANO SMITH

By: _____
Attorneys for Petitioners and Plaintiffs
City of Mission Viejo and Successor Agency to the
Community Development Agency of the City of
Mission Viejo

DATED: _____

MICHAEL COHEN, IN HIS OFFICIAL
CAPACITY AS CALIFORNIA STATE
DIRECTOR OF FINANCE

By _____

Its _____

DATED: July 31, 2018

BETTY T. YEE, IN HER OFFICIAL CAPACITY
AS CALIFORNIA STATE CONTROLLER

By _____

Its Richard J. Chivaro, Chief Counsel

DATED: _____

ERIC H. WOOLERY, IN HIS OFFICIAL
CAPACITY AS THE AUDITOR-CONTROLLER
OF THE COUNTY OF ORANGE

By _____

Its _____

Approved as to Form:

CITY ATTORNEY, CITY OF MISSION VIEJO
LOZANO SMITH

By: _____
Attorneys for Petitioners and Plaintiffs
City of Mission Viejo and Successor Agency to the
Community Development Agency of the City of
Mission Viejo

DATED: _____

MICHAEL COHEN, IN HIS OFFICIAL
CAPACITY AS CALIFORNIA STATE
DIRECTOR OF FINANCE

By _____

Its _____

DATED: _____

BETTY T. YEE, IN HER OFFICIAL CAPACITY
AS CALIFORNIA STATE CONTROLLER

By _____

Its _____

DATED: 7-26-18

ERIC H. WOOLERY, IN HIS OFFICIAL
CAPACITY AS THE AUDITOR-CONTROLLER
OF THE COUNTY OF ORANGE

By E. H. Woolery

Its Auditor-Controller

Approved as to Form:

CITY ATTORNEY, CITY OF MISSION VIEJO
LOZANO SMITH

By: _____
Attorneys for Petitioners and Plaintiffs
City of Mission Viejo and Successor Agency to the
Community Development Agency of the City of
Mission Viejo

DATED: _____

MICHAEL COHEN, IN HIS OFFICIAL
CAPACITY AS CALIFORNIA STATE
DIRECTOR OF FINANCE

By _____

Its _____

DATED: _____

BETTY T. YEE, IN HER OFFICIAL CAPACITY
AS CALIFORNIA STATE CONTROLLER

By _____

Its _____

DATED: _____

ERIC H. WOOLERY, IN HIS OFFICIAL
CAPACITY AS THE AUDITOR-CONTROLLER
OF THE COUNTY OF ORANGE

By _____

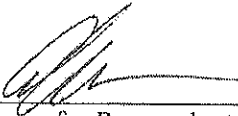
Its _____

Approved as to Form:

CITY ATTORNEY, CITY OF MISSION VIEJO
LOZANO SMITH

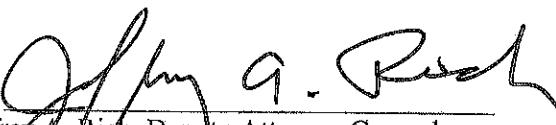
By: Mark Waterman
Attorneys for Petitioners and Plaintiffs
City of Mission Viejo and Successor Agency to the
Community Development Agency of the City of
Mission Viejo

LEON J. PAGE, COUNTY COUNSEL
COUNTY OF ORANGE

By: 

Attorneys for Respondent and Defendant
Auditor-Controller of the County of Orange
Carolyn M. Khouzam, Deputy County Counsel

XAVIER BECERRA
Attorney General of California

By: 

Jeffrey A. Rich, Deputy Attorney General
Attorneys for Respondents and Defendants
California Department of Finance and California
State Controller

**Recognized Obligation Payment Schedule (ROPS 20-21) - Summary
Filed for the July 1, 2020 through June 30, 2021 Period**

Successor Agency: Mission Viejo
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	20-21A Total (July - December)	20-21B Total (January - June)	ROPS 20-21 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 994,672	\$ 1,011,317	\$ 2,005,989
F RPTTF	869,672	886,317	1,755,989
G Administrative RPTTF	125,000	125,000	250,000
H Current Period Enforceable Obligations (A+E)	\$ 994,672	\$ 1,011,317	\$ 2,005,989

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.

Brian Probolsky, chairman
Name Title

BSP 1-28-2020
Signature Date

Mission Viejo
Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
July 1, 2017 through June 30, 2018
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H			
								Fund Sources		
								Bond Proceeds	Reserve Balance	Other Funds
	ROPS 17-18 Cash Balances (07/01/17 - 06/30/18)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	RPTTF Non-Admin and Admin	Comments			
1	Beginning Available Cash Balance (Actual 07/01/17) RPTTF amount should exclude "A" period distribution amount.	-	-	473,564	7,100	-				
2	Revenue/Income (Actual 06/30/18) RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller	-	-	-	-	2,384,516				
3	Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18)	-	-	-	-	2,127,440				
4	Retention of Available Cash Balance (Actual 06/30/18) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)	-	-	473,564	7,100	-				
5	ROPS 17-18 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 17-18 PPA form submitted to the CAC			No entry required		257,076				
6	Ending Actual Available Cash Balance (06/30/18) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$-	\$-	\$-				

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.

Mission Viejo
Recognized Obligation Payment Schedule (ROPS 20-21) - Notes
July 1, 2020 through June 30, 2021

Item #	Notes/Comments
1	None
2	
4	
7	
8	
27	
33	
37	
58	

**City of Mission Viejo
FY 20/21
Administrative Allowance Budget**

	<i>Department</i>	<u>Fiscal Year</u>	<u>Hourly</u>	<u>Successor</u>	<u>SA</u>	<u>% of Time</u>
		<u>2020/2021</u>	<u>Rate</u>	<u>Agency</u>	<u>Administration</u>	<u>Spent on SA</u>
<i>Direct Personnel Costs</i>		<u>Costs</u>		<u>Hours</u>		<u>Issues</u>
City Manager	City Manager	\$ 379,664	\$ 182.53	36.00	\$ 6,571	1.73%
Assistant City Manager/Director of Public Services	City Manager	324,371	155.95	36.00	5,614	1.73%
Executive Administrator	City Manager	126,700	60.91	12.00	731	0.58%
City Council	City Council	127,805	61.44	7.25	445	0.35%
City Clerk	City Clerk	130,356	62.67	8.00	501	0.38%
Director of Administrative Services	Administrative Services	267,028	128.38	112.00	14,378	5.38%
AS Manager-Treasury	Administrative Services	143,849	69.16	77.00	5,325	3.70%
AS Manager-Accounting	Administrative Services	149,123	71.69	49.00	3,513	2.36%
Treasury Analyst	Administrative Services	114,243	54.92	122.75	6,742	5.90%
Accountant	Administrative Services	89,634	43.09	50.00	2,155	2.40%
Junior Accountant	Administrative Services	88,373	42.49	22.00	935	1.06%
Payroll Technician	Administrative Services	74,202	35.67	39.00	1,391	1.88%
AS Manager-Budget & Purchasing	Administrative Services	143,950	69.21	20.00	1,384	0.96%
AS Analyst	Administrative Services	109,074	52.44	54.25	2,845	2.61%
Administrative Assistant	Administrative Services	71,689	34.47	10.00	345	0.48%
Community Development Director	Community Development	271,988	130.76	18.00	2,354	0.87%
Planning Technician	Community Development	106,803	51.35	13.00	668	0.63%
Section 115 pension trust payment		37,413			748	
Total Direct Personnel Costs					56,645	
Other Direct Costs						
Attorneys						
Stradling Yocca Carlson & Rauth	SA Attorney				15,000	
Lozano Smith	City Attorney				1,000	
Audit Fees					2,400	
Bank Fees/Delivery/Postage/Office Supplies/Meeting costs					200	
Total Other Direct Cost					18,600	
Indirect Costs (applied at 2.0% of total cost)						
Central Service Departments (per 6/19 cost study)						
Interdepartmental		2,093,475			41,870	
City Council Administration (non-payroll)		60,453			1,209	
Commissions		84,618			1,692	
City Manager Administration (non-payroll)		282,315			5,646	
City Clerk Administration (non-payroll)		11,386			228	
Council Support (non-payroll)		3,600			72	
Elections (non-payroll)		73,200			1,464	
Administrative Services Admin (non-payroll)		13,984			280	
Accounting and Payroll (non-payroll)		18,613			372	
Financial Planning and Budget (non-payroll)		2,580			52	
Purchasing (non-payroll)		1,330			27	
Treasury (non-payroll)		86,500			1,730	
Risk Management		291,034			5,821	
Human Resources		434,145			8,683	
Information Technology		3,395,267			67,905	
Fleet Maintenance		169,165			3,383	
Facilities Maintenance		659,467			13,189	
Cable Television		208,592			4,172	
Community Development Admin (non-payroll)		32,904			658	
Community Development-Current Planning		466,972			9,316	
Community Development-Code Enforcement		349,297			6,986	
Total Indirect Cost					174,755	
Total Successor Agency Admin Allowance Cost					\$ 250,000	

Recognized Obligation Payment Schedule (ROPS 19-20) - Summary
 Filed for the July 1, 2019 through June 30, 2020 Period

Successor Agency: Mission Viejo
 County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	19-20A Total (July - December)	19-20B Total (January - June)	ROPS 19-20 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 833,250	\$ 840,750	\$ 1,674,000
F RPTTF	708,250	715,750	1,424,000
G Administrative RPTTF	125,000	125,000	250,000
H Current Period Enforceable Obligations (A+E):	\$ 833,250	\$ 840,750	\$ 1,674,000

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.

Brian Probolsky, Chairman

Name _____ Title _____
 /s/ *[Signature]* _____ Date *1/24/19*
 Signature _____ Date _____

Mission Viejo Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	19-20A (July - December)					19-20B (January - June)					W	
											Fund Sources					Fund Sources						
											L	M	N	O	P	Q	R	S	T	U		V
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 19-20 Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20A Total	Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	19-20B Total
1	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Bonds Issued On or Before	5/1/1999	9/1/2028	BNY Mellon Corporate	Bond Pledge	1	\$ 17,884,989	N	\$ 1,674,000	\$ 0	\$ 0	\$ 0	\$ 708,250	\$ 125,000	\$ 833,250	\$ 0	\$ 0	\$ 0	\$ 715,750	\$ 125,000	\$ 840,750
2	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	OPA/DDA/Construction	2/20/2012	9/1/2028	Stradling Yocca Carlson Rauth	OPA-Bond/Covenant Compliance	1	16,365,037	N	\$ 1,400,000				700,000		\$ 700,000				700,000		\$ 700,000
4	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Fees	7/1/2010	9/1/2028	HdL Coren & Cone	Net Tax Increment Calculations per Pledge Agreement	1	165,000	N	\$ 16,500				8,250		\$ 8,250				8,250		\$ 8,250
7	Camino Capistrano Bridge Improvements	OPA/DDA/Construction	2/20/2012	6/30/2033	Stradling Yocca Carlson Rauth	Project Development	1	50,000	N	\$ -						\$ -						\$ -
8	Camino Capistrano Bridge Improvements	OPA/DDA/Construction	9/4/2002	6/30/2033	Davis Company	Economic Planning	1	50,000	N	\$ -						\$ -						\$ -
24	Owner Participation Agreement - Kaleidoscope	OPA/DDA/Construction	10/30/1995	6/30/2024	Stradling Yocca Carlson Rauth	OPA-Covenant Compliance	1	0	Y	\$ -						\$ -						\$ -
27	Administration	Admin Costs	2/1/2012	6/30/2033	City of Mission Viejo	Administration	1	250,000	N	\$ 250,000					125,000	\$ 125,000					125,000	\$ 125,000
33	Camino Capistrano Bridge Improvements	Improvement/Infrastructure	1/27/1993	6/30/2033	Contractor	Construction of Improvements	1	939,052	N	\$ -						\$ -						\$ -
37	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Bonds Issued On or Before	7/1/2014	6/30/2019	Arbitrage Compliance Specialists, Inc.	Arbitrage rebate calculation	1	5,900	N	\$ -						\$ -						\$ -
45	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Fees	7/1/2014	12/31/2019	City of Mission Viejo/KNN Financial	Variable Rate Bond required Letter of Credit renewal related services and other mall bond consulting services	1	0	Y	\$ -						\$ -						\$ -
58	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Bonds Issued On or Before	5/1/1999	9/1/2028	BNY Mellon Trust	Bond Trustee fees	1	60,000	N	\$ 7,500						\$ -				7,500		\$ 7,500
61	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Bonds Issued On or Before	5/1/1999	9/1/2028	HdL Coren & Cone	Letter of Credit Renewal	1	0	Y	\$ -						\$ -						\$ -
62	1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project)	Bonds Issued On or Before	5/1/1999	9/1/2028	Quint & Thimmig or Successor	Letter of Credit Renewal	1	0	Y	\$ -						\$ -						\$ -
63	Mission Viejo Housing Authority	Housing Entity Admin Cost	2/21/2011	9/1/2028	Mission Viejo Housing Authority	For the ROPS 15-16A and 15-16B periods	1		Y	\$ -						\$ -						\$ -
64	Mission Viejo Housing Authority	Housing Entity Admin Cost	2/21/2011	9/1/2028	Mission Viejo Housing Authority	For the ROPS 14-15A and 14-15B periods	1		Y	\$ -						\$ -						\$ -
65	Mission Viejo Housing Authority	Housing Entity Admin Cost	2/21/2011	9/1/2028	Mission Viejo Housing Authority	For the ROPS 16-17 period	1		Y	\$ -						\$ -						\$ -
66	Mission Viejo Housing Authority	Housing Entity Admin Cost	2/21/2011	9/1/2028	Mission Viejo Housing Authority	For the ROPS 17-18 period	1		Y	\$ -						\$ -						\$ -
67	Litigation Settlement	Litigation	2/1/2018	9/1/2028	City of Mission Viejo	Litigation Settlement	1		Y	\$ -						\$ -						\$ -

Mission Viejo Recognized Obligation Payment Schedule (ROPS 19-20) - Report of Cash Balances
July 1, 2016 through June 30, 2017
(Report Amounts in Whole Dollars)

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	
		Fund Sources						
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF		
	ROPS 16-17 Cash Balances (07/01/16 - 06/30/17)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments	
1	Beginning Available Cash Balance (Actual 07/01/16) RPTTF amount should exclude "A" period distribution amount							
2	Revenue/Income (Actual 06/30/17) RPTTF amount should tie to the ROPS 16-17 total distribution from the County Auditor-Controller					2,336,420		
3	Expenditures for ROPS 16-17 Enforceable Obligations (Actual 06/30/17)					1,968,784		
4	Retention of Available Cash Balance (Actual 06/30/17) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)					0		
5	ROPS 16-17 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 16-17 PPA form submitted to the CAC	No entry required					367,636	
6	Ending Actual Available Cash Balance (06/30/17) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0		

**City of Mission Viejo
FY 19/20
Administrative Allowance Budget**

		<u>Fiscal Year</u> <u>2019/2020</u> <u>Costs</u>	<u>Hourly</u> <u>Rate</u>	<u>Successor</u> <u>Agency</u> <u>Hours</u>	<u>SA</u> <u>Administration</u>	<u>% of Time</u> <u>Spent on</u> <u>SA Issues</u>
Direct Personnel Costs						
	Department					
City Manager	City Manager	\$ 324,864	\$ 156.18	60	\$ 9,371	2.88%
Assistant City Manager/Director of Public Services	City Manager	282,812	135.97	24	3,263	1.15%
Executive Administrator	City Manager	119,486	57.45	24	1,379	1.15%
Senior Executive Assistant	City Manager	35,422	34.06	24	817	1.15%
City Council	City Council	114,435	55.02	5	248	0.22%
City Clerk	City Clerk	243,857	117.24	4	410	0.17%
Deputy City Clerk	City Clerk	125,769	60.47	1	60	0.05%
Records Mangement Coordinator	City Clerk	106,351	51.13	4	205	0.19%
Director of Administrative Services	Administrative Services	250,633	120.50	550	66,273	26.44%
AS Manager-Treasury	Administrative Services	146,592	70.48	150	10,572	7.21%
AS Manager-Accounting	Administrative Services	141,625	68.09	61	4,153	2.93%
Treasury Analyst	Administrative Services	94,453	45.41	337	15,303	16.20%
Junior Accountant	Administrative Services	85,958	41.33	114	4,690	5.46%
Junior Accountant	Administrative Services	86,144	41.42	28	1,160	1.35%
Payroll Technician	Administrative Services	60,278	28.98	78	2,260	3.75%
AS Manager-Budget & Purchasing	Administrative Services	141,204	67.89	30	2,037	1.44%
AS Analyst	Administrative Services	105,070	50.51	36	1,819	1.73%
Accounting Information Specialist	Administrative Services	112,187	67.42	10	657	0.47%
Senior Department Assistant	Administrative Services	90,821	43.66	37	1,594	1.75%
Information Technology Specialist	Information Technology	152,187	73.17	62	4,536	2.98%
Total Direct Personnel Costs					130,808	
Other Direct Costs						
Attorneys						
	Stradling Yocca Carlson & Rauth				15,000	
	Lozano Smith				5,000	
Audit Fees					2,000	
Bank Fees/Delivery/Postage/Office Supplies/Meeting costs					1,000	
Total Other Direct Cost					23,000	
Indirect Costs (applied at 3% of total cost)						
General Liability Insurance		713,698			21,411	
Workers Compensation Insurance		177,573			5,327	
Property Insurance		264,513			7,935	
Employee Fidelity Bonds		8,084			243	
Property Tax Administration		203,000			6,090	
Retiree Insurance Program (allocated at 5.6% of payroll)		-			-	
City Hall Facility Maintenance		558,442			16,753	
City Council Admin (non payroll)		36,808			1,104	
City Clerk Council Support (non payroll)		2,450			74	
City Clerk Records Mgmt (non payroll)		6,175			185	
Admin Service Admin (non payroll)		13,807			414	
Acctg/Payroll (non payroll/excludes audit)		40,907			1,227	
Treasury (non payroll)		84,540			2,536	
Human Resources (non payroll)		127,280			3,818	
Community Development Admin		231,994			6,960	
Community Development-Current Planning		445,889			13,377	
Taping/broadcasting SA meetings		27,120			814	
Maintenance of Document Management System		24,000			720	
Maintenance of Granicus System (on line streaming of meetings)		18,700			561	
Maintenance of Ektron (website content mgmt)		10,000			300	
Maintenance of Accounting System		72,000			2,160	
Maintenance of Misc Systems (Microsoft, Cylance, Trustwave, Maas 360, App		237,500			7,125	
General Office Supplies and maintenance supplies		27,735			832	
Finance Copler/Equipment Maintenance		40,750			1,223	
Total Indirect Cost					101,189	
Total Successor Agency Admin Allowance Cost					\$ 254,997	



Transmitted via e-mail

April 10, 2020

Cheryl Dyas, Director of Administrative Services
City of Mission Viejo
200 Civic Center
Mission Viejo, CA 92691

2020-21 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Mission Viejo Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2020 through June 30, 2021 (ROPS 20-21) to the California Department of Finance (Finance) on January 31, 2020. Finance has completed its review of the ROPS 20-21.

Based on a sample of line items reviewed and application of the law, Finance is approving all of the items listed on the ROPS 20-21 at this time.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations (prior period adjustments) for the July 1, 2017 through June 30, 2018 (ROPS 17-18) period. Reported differences in Redevelopment Property Tax Trust Fund (RPTTF) are used to offset current RPTTF distributions. The amount of RPTTF authorized includes the prior period adjustment (PPA) resulting from the County Auditor-Controller's review of the PPA form submitted by the Agency.

The Agency's maximum approved RPTTF distribution for the reporting period is \$1,732,413, as summarized in the Approved RPTTF Distribution table (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2020 through December 31, 2020 period (ROPS A period), and one distribution for the January 1, 2021 through June 30, 2021 period (ROPS B period), based on Finance's approved amounts. Since this determination is for the entire ROPS 20-21 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 20-21. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be deemed denied until the matter is resolved.

Cheryl Dyas
April 10, 2020
Page 2

The ROPS 20-21 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 20-21 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Anna Kyumba, Supervisor, or Satveer Ark, Analyst, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Sherry Merrifield, Administrative Assistant, City of Mission Viejo
Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution July 2020 through June 2021			
	ROPS A	ROPS B	ROPS 20-21 Total
RPTTF Requested	\$ 869,672	\$ 886,317	\$ 1,755,989
Administrative RPTTF Requested	125,000	125,000	250,000
Total RPTTF Requested	994,672	1,011,317	2,005,989
RPTTF Authorized	869,672	886,317	1,755,989
Administrative RPTTF Authorized	125,000	125,000	250,000
ROPS 17-18 prior period adjustment (PPA)	(273,576)	0	(273,576)
Total RPTTF Approved for Distribution	\$ 721,096	\$ 1,011,317	\$ 1,732,413



April 15, 2019

Ms. Cheryl Dyas, Director of Administrative Services
City of Mission Viejo
200 Civic Center
Mission Viejo, CA 92691

Dear Ms. Dyas:

Subject: 2019-20 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Mission Viejo Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2019 through June 30, 2020 (ROPS 19-20) to the California Department of Finance (Finance) on January 29, 2019. Finance has completed its review of the ROPS 19-20.

Based on a sample of line items reviewed and application of the law, Finance is approving all of the items listed on the ROPS 19-20 at this time. However, Finance notes the following:

- The administrative costs claimed are within the fiscal year administrative cap pursuant to HSC section 34171 (b) (3). However, Finance notes the Oversight Board (OB) has approved an amount that appears excessive, given the number and nature of the obligations listed on the ROPS. HSC section 34179 (i) requires the OB to exercise a fiduciary duty to the taxing entities. Therefore, Finance encourages the OB to apply adequate oversight when evaluating the administrative resources necessary to successfully wind-down the Agency.
- Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations. Reported differences in Redevelopment Property Tax Trust Fund (RPTTF) are used to offset current RPTTF distributions. The amount of RPTTF approved in the table on Page 3 includes the prior period adjustment resulting from the County Auditor-Controller's (CAC) review of the prior period adjustment form submitted by the Agency.

Based on our review of the prior period adjustment, Finance noted the Agency misspent a portion of excess funds. In the ROPS 15-16 period, the Agency calculated it had incurred \$259,867 in administrative costs; however, because the Agency was only authorized up to \$250,000 for administrative costs, the remaining \$9,867 was paid by the Administrative Cost Allowance received for the ROPS 16-17 period. This is \$9,867 in excess of the maximum amount allowed pursuant to HSC section 34171 (b) (3). Further, pursuant to HSC section 34177 (a) (3), only those payments listed on a ROPS may be made by the Agency from the funds and source specified on the ROPS, up to the amount authorized by Finance. Finance reminds the Agency that funds in excess of the amounts authorized on the ROPS cannot be expended. Any excess funds must be either remitted to the CAC or retained and expended once the Agency receives approval for their use on future ROPS.

If the Agency disagrees with our determination with respect to any items on the ROPS 19-20, except items that are the subject of litigation disputing our previous or related determinations, the Agency may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available on our website:

[http://dof.ca.gov/Programs/Redevelopment/Meet And Confer/](http://dof.ca.gov/Programs/Redevelopment/Meet_And_Confer/)

The Agency's maximum approved RPTTF distribution for the reporting period is \$1,306,364 as summarized in the Approved RPTTF Distribution table on Page 3 (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1 through December 31 period (ROPS A period), and one distribution for the January 1 through June 30 period (ROPS B period) based on Finance approved amounts. Since this determination is for the entire ROPS 19-20 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 19-20. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be denied until the matter is resolved.

The ROPS 19-20 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 19-20 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Nichelle Jackson, Supervisor, or Alexander Watt, Lead Analyst, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Ms. Sherry Merrifield, Administrative Assistant, City of Mission Viejo
Mr. Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution			
For the period of July 1, 2019 through June 30, 2020			
	ROPS A Period	ROPS B Period	ROPS 19-20 Total
RPTTF Requested	\$ 708,250	\$ 715,750	\$ 1,424,000
Administrative RPTTF Requested	125,000	125,000	250,000
Total RPTTF Requested	833,250	840,750	1,674,000
RPTTF Authorized	708,250	715,750	1,424,000
Administrative RPTTF Authorized	125,000	125,000	250,000
Total RPTTF Authorized for Obligations	833,250	840,750	1,674,000
Prior Period Adjustment	(367,636)	0	(367,636)
Total RPTTF Approved for Distribution	\$ 465,614	\$ 840,750	\$ 1,306,364



May 17, 2017

Ms. Cheryl Dyas, Director of Administrative Services
City of Mission Viejo
200 Civic Center
Mission Viejo, CA 92691

Dear Ms. Dyas:

Subject: 2017-18 Annual Recognized Obligation Payment Schedule

This letter supersedes the California Department of Finance's (Finance) Recognized Obligation Payment Schedule (ROPS) letter dated April 14, 2017. Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Mission Viejo Successor Agency (Agency) submitted an annual ROPS for the period of July 1, 2017 through June 30, 2018 (ROPS 17-18) to Finance on January 30, 2017. Subsequently, the Agency requested a Meet and Confer on one or more of the determinations made by Finance. The Meet and Confer was held on May 3, 2017.

Based on a review of additional information and documentation provided to Finance during the Meet and Confer, Finance has completed its review of the specific determinations being disputed:

- Item No. 4 – Property Tax Allocation Reporting in the amount of \$195,000. Finance no longer denies this item. Finance initially denied this item because the contract between the Agency and HDL Coren & Cone (HDL) will expire in June 30, 2017 and the Agency has not provided a new or amended contract. During the Meet and Confer, the Agency provided an amendment to the contract between the Agency and HDL, extending the term of the contract to June 30, 2018 for an annual maximum amount of \$16,500. Although enforceable, the types of services requested are considered general administrative costs and are reclassified to the Agency's Administrative Cost Allowance (ACA).

The Agency also contested Item Nos. 2, 24, 45, 57, and 63 through 66 during the Meet and Confer. However, pursuant to HSC section 34177 (m) (1), items that are the subject of litigation disputing Finance's previous or related determination are not eligible for Meet and Confer. As a result, we continue to make the following determinations:

- Item Nos. 63 through 66 – Mission Viejo Housing Authority Housing Entity Administrative Cost Allowance, outstanding obligation amounts totaling \$600,000, is not allowed. Finance continues to deny these items. Pursuant to HSC section 34171 (p), the housing successor administrative cost allowance is applicable only in cases where the city, county, or city and county that authorized the creation of the Redevelopment Agency (RDA) elected to not assume the housing functions.

The housing successor to the former RDA of the City of Mission Viejo (City) is the City-formed Housing Authority and the Authority operates under the control of the City. The Authority is considered the City under dissolution law pursuant to HSC section 34167.10. Therefore, the \$600,000 (\$150,000 + \$150,000 + \$150,000 + \$150,000) of housing successor administrative allowance requested from RPTTF for the ROPS 17-18 period is not allowed.

- The Agency’s claimed administrative costs exceed the allowance by \$96,500. HSC section 34171 (b) (3) limits the fiscal year Administrative Cost Allowance (ACA) to three percent of actual RPTTF distributed in the preceding fiscal year or \$250,000, whichever is greater; not to exceed 50 percent of the RPTTF distributed in the preceding fiscal year. As a result, the Agency’s maximum ACA is \$250,000 for the fiscal year 2017-18.

Although \$250,000 is claimed for ACA, Item Nos. 2, 4, 24, 45, and 57 (\$10,000, \$16,500, \$5,000, \$25,000, and \$40,000, respectively), totaling \$96,500, are considered general and administrative and should be counted toward the cap. Therefore, as noted in the table below, \$96,500 of excess ACA is not allowed:

Administrative Cost Allowance Calculation	
Actual RPTTF distributed for fiscal year 2016-17	\$ 2,821,177
Less distributed Administrative RPTTF	(250,000)
RPTTF distributed for 2016-17 after adjustment	<u>2,571,177</u>
ACA Cap for 2017-18 per HSC section 34171 (b)	250,000
ACA requested for 2017-18	250,000
Plus amount reclassified to ACA	96,500
Total ACA	<u>346,500</u>
ACA in Excess of Cap	<u>\$ (96,500)</u>

Further, Finance continues to reclassify these obligations to the ACA. Under dissolution law, HSC section 34171 (b) allows litigation expenses related to assets or obligations to be funded with property tax outside the administrative cap. The Agency contends these items are project related expenses. However, legal services provided by a third party, or legal services related to the Orange County Auditor-Controller’s calculations do not fall into any of the following categories that are specifically excluded from the administrative cap as defined by HSC section 34171 (b):

- Any litigation expenses related to assets or obligations,
- Settlements and judgments,
- The costs of maintaining assets prior to disposition, and
- Employee costs associated with work on specific project implementation activities, including, but not limited to, construction inspection, project management, or actual construction, shall be considered project-specific costs

To the extent the Agency can provide documentation to demonstrate these costs relate to specific projects, etc., the Agency may be eligible for funding outside the administrative cost cap on a future ROPS.

Except for the items adjusted, Finance is not objecting to the remaining items listed on the ROPS 17-18.

The Agency's maximum approved RPTTF distribution for the reporting period is \$2,369,551 as summarized in the Approved RPTTF Distribution table on Page 5 (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2017 through December 31, 2017 period (ROPS A period), and one distribution for the January 1, 2018 through June 30, 2018 period (ROPS B period) based on Finance's approved amounts. Since Finance's determination is for the entire ROPS 17-18 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

On the ROPS 17-18 form, the Agency reported cash balances and activity for the period of January 1, 2016 through June 30, 2016. Finance reviews the Agency's self-reported cash balances on an ongoing basis. The Agency should be prepared to submit financial records and bridging documents to support the cash balances reported upon request.

The Agency was not required to report the estimated obligations versus actual payments (prior period adjustment) associated with the July 1, 2015 through June 30, 2016 period (ROPS 15-16). The Agency will report actual payments for ROPS 15-16 on ROPS 18-19, pursuant to HSC section 34186 (a) (1). A prior period adjustment may be applied to the Agency's ROPS 18-19 RPTTF distribution. Therefore, the Agency should retain any unexpended ROPS 15-16 RPTTF.

This is Finance's final determination regarding the obligations listed on the ROPS 17-18. This determination only applies to items when funding was requested for the 12-month period.

The ROPS 17-18 form submitted by the Agency and Finance's determination letter will be posted on Finance's website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

Finance's determination is effective for the ROPS 17-18 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Ms. Cheryl Dyas
May 17, 2017
Page 4

Please direct inquiries to Anna Kyumba, Supervisor, or Veronica Zalvidea, Lead Analyst, at (916) 322-2985.

Sincerely,

A handwritten signature in blue ink, appearing to read "Justyn Howard for". The signature is stylized and written over the printed name.

JUSTYN HOWARD
Program Budget Manager

cc: Ms. Josephine Julian, Treasury Manager, City of Mission Viejo
Mr. Frank Davies, Property Tax Manager, Orange County

Attachment

Approved RPTTF Distribution			
For the period of July 2017 through June 2018			
	ROPS A Period	ROPS B Period	ROPS 17-18 Total
RPTTF Requested	\$ 1,872,051	\$ 945,500	\$ 2,817,551
Administrative RPTTF Requested	125,000	125,000	250,000
Total RPTTF Requested	1,997,051	1,070,500	3,067,551
RPTTF Requested	1,872,051	945,500	2,817,551
<u>Adjustments</u>			
Item No. 2	(10,000)	0	(10,000)
Item No. 4	(9,000)	(9,000)	(18,000)
Item No. 24	0	(5,000)	(5,000)
Item No. 45	0	(25,000)	(25,000)
Item No. 57	(20,000)	(20,000)	(40,000)
Item No. 63	(150,000)	0	(150,000)
Item No. 64	(150,000)	0	(150,000)
Item No. 65	(150,000)	0	(150,000)
Item No. 66	(75,000)	(75,000)	(150,000)
	<u>(564,000)</u>	<u>(134,000)</u>	<u>(698,000)</u>
RPTTF Authorized	1,308,051	811,500	2,119,551
Administrative RPTTF Requested	125,000	125,000	250,000
<u>Adjustments</u>			
Item No. 2	10,000	0	10,000
Item No. 4	8,250	8,250	16,500
Item No. 24	0	5,000	5,000
Item No. 45	0	25,000	25,000
Item No. 57	20,000	20,000	40,000
	<u>38,250</u>	<u>58,250</u>	<u>96,500</u>
Adjusted Administrative RPTTF	163,250	183,250	346,500
Excess Administrative Costs	0	(96,500)	(96,500)
Administrative RPTTF Authorized	163,250	86,750	250,000
Total RPTTF Approved for Distribution	\$ 1,471,301	\$ 898,250	\$ 2,369,551



REVISED

May 27, 2015

Ms. Cheryl Dyas, Director of Administrative Services
City of Mission Viejo
200 Civic Center
Mission Viejo, CA 92691

Dear Ms. Dyas:

Subject: Recognized Obligation Payment Schedule

This letter supersedes the California Department of Finance's (Finance) Recognized Obligation Payment Schedule (ROPS) letter dated April 12, 2015. Pursuant to Health and Safety Code (HSC) section 34177 (m), the City of Mission Viejo Successor Agency (Agency) submitted a Recognized Obligation Payment Schedule (ROPS 15-16A) to Finance on February 27, 2015, for the period of July through December 2015. Finance issued a ROPS determination letter on April 12, 2015. Subsequently, the Agency requested a Meet and Confer session on one or more of the determinations made by Finance. The Meet and Confer session was held on April 23, 2015.

Based on a review of additional information and documentation provided to Finance during the Meet and Confer process, Finance has completed its review of the specific determinations being disputed.

- Item No. 24 – Kaleidoscope Owner Participation Agreement in the amount of \$35,000. Finance continues to reclassify this obligation to the Agency's Administrative Cost Allowance. HSC section 34171 (b) allows litigation expenses related to assets or obligations to be funded with property tax outside the administrative cap. However, Finance reclassified this item to the administrative cost allowance because it relates to general legal representation and not specifically to bringing or contesting a legal action in court. During the Meet and Confer process, the Agency contended that this item is a project related expense. However, the legal services provided a third party do not fall into any of the following categories that are specifically excluded from the administrative cap as defined by HSC section 34171 (b):
 - Any litigation expenses related to assets or obligations.
 - Settlements and judgments.
 - The costs of maintaining assets prior to disposition.
 - Employee costs associated with work on specific project implementation activities, including, but not limited to, construction inspection, project management, or actual construction, shall be considered project-specific costs.

Although enforceable, the types of services requested are considered general administrative costs and continue to be reclassified.

- Item Nos. 53 and 55 – Legal costs provided by Stradling, Yocca, Carlson, & Rauth related to incorrect Supplemental Educational Revenue Augmentation Fund (SERAF) and Redevelopment Property Tax Trust Funds (RPTTF) calculations totaling \$20,000. Finance no longer denies these items; however, Finance reclassifies these items to the administrative cost allowance. It was our understanding the Agency retained the services of Lozano Smith, LLP for SERAF and RPTTF calculations. HSC section 34171 (d) (1) (F) states that contracts and agreements necessary for the administration or operation of the Agency, including contracts concerning litigation, are enforceable obligations; however, Finance initially denied these items because the legal services from two separate firms for the same issue appears duplicative and unnecessary.

During the Meet and Confer process, the Agency contended that these items are project related expenses. However, the legal services provided a third party does not fall into any of the following categories that are specifically excluded from the administrative cap as defined by HSC section 34171 (b):

- Any litigation expenses related to assets or obligations.
- Settlements and judgments.
- The costs of maintaining assets prior to disposition.
- Employee costs associated with work on specific project implementation activities, including, but not limited to, construction inspection, project management, or actual construction, shall be considered project-specific costs.

Although enforceable, the types of services requested are considered general administrative costs and are being reclassified.

- Item Nos. 54 and 56 – Legal costs provided by Lozano Smith, LLP totaling \$40,000. Finance continues to reclassify Item No. 56 as an administrative cost; however, Finance no longer reclassifies Item No. 54 as an administrative cost, but instead denies Item No. 54. Finance initially determined that the types of services requested are considered general administrative costs and were reclassified. During the Meet and Confer process, the Agency contended that these items are related to litigation services.

For Item No. 54, the Agency provided an invoice for actual costs incurred by the City under the City's agreement with Lozano Smith, LLP. Based on the invoice provided, all of the costs already incurred were billed to the City, not the Agency. As such, the costs related to the litigation that were billed to the City under the City agreement are not an obligation of the Agency. Therefore, Item No. 54 is not an enforceable obligation and not eligible for funding.

For Item No. 56, based on the description of work to be completed, this item does not appear to be related to litigation services. General legal services provided by a third party do not fall into any of the following categories that are specifically excluded from the administrative cap as defined by HSC section 34171 (b):

- Any litigation expenses related to assets or obligations.
- Settlements and judgments.
- The costs of maintaining assets prior to disposition.

- Employee costs associated with work on specific project implementation activities, including, but not limited to, construction inspection, project management, or actual construction, shall be considered project-specific costs.

Although enforceable, the types of services requested for Item No. 56 are considered general administrative costs and continue to be reclassified.

- Item No. 57 – Legal services provided by Lozano Smith, LLP to properly manage preexisting 1999 Variable Rate Demand Bond contracts in the amount of \$60,000. Finance no longer denies this item; however, Finance reclassifies this item to the administrative cost allowance. Finance initially denied this item because no documentation was provided to support the need for these additional compliance services. During the Meet and Confer process, the Agency contended that this item is a project related expense. However, the legal services provided a third party do not fall into any of the following categories that are specifically excluded from the administrative cap as defined by HSC section 34171 (b):
 - Any litigation expenses related to assets or obligations.
 - Settlements and judgments.
 - The costs of maintaining assets prior to disposition.
 - Employee costs associated with work on specific project implementation activities, including, but not limited to, construction inspection, project management, or actual construction, shall be considered project-specific costs.

Although enforceable, the types of services requested are considered general administrative costs and are being reclassified.

Pursuant to HSC section 34186 (a), successor agencies were required to report on the ROPS 15-16A form the estimated obligations and actual payments (prior period adjustments) associated with the July through December 2014 period. HSC section 34186 (a) also specifies prior period adjustments self-reported by successor agencies are subject to audit by the county auditor-controller (CAC) and the State Controller. The amount of RPTTF approved in the table below includes the prior period adjustment resulting from the CAC's review of the Agency's self-reported prior period adjustment.

Except for the items denied in whole or in part or the items that have been reclassified, Finance is not objecting to the remaining items listed on your ROPS 15-16A. The Agency's maximum approved RPTTF distribution for the reporting period is \$1,450,452 as summarized in the Approved RPTTF Distribution table below:

Approved RPTTF Distribution	
For the period of July through December 2015	
Total RPTTF requested for non-administrative obligations	1,346,263
Total RPTTF requested for administrative obligations	125,000
Total RPTTF requested for obligations on ROPS	\$ 1,471,263
Total RPTTF requested for non-administrative obligations	1,346,263
<u>Denied Items</u>	
Item No. 54	(20,000)
<u>Reclassified Items</u>	
Item No. 24	(1,000)
Item No. 53	(10,000)
Item No. 55	(10,000)
Item No. 56	(20,000)
Item No. 57	(30,000)
	(71,000)
Total RPTTF authorized for non-administrative obligations	\$ 1,255,263
Total RPTTF requested for administrative obligations	125,000
<u>Reclassified Items</u>	
Item No. 24	1,000
Item No. 53	10,000
Item No. 55	10,000
Item No. 56	20,000
Item No. 57	30,000
	71,000
Total RPTTF authorized for administrative obligations	\$ 196,000
Total RPTTF authorized for obligations	\$ 1,451,263
ROPS 14-15A prior period adjustment	(811)
Total RPTTF approved for distribution	\$ 1,450,452

Please refer to the ROPS 15-16A schedule that was used to calculate the approved RPTTF amount:

<http://www.dof.ca.gov/redevelopment/ROPS>

This is Finance's final determination related to the enforceable obligations reported on your ROPS for July 1 through December 31, 2015. This determination only applies to items where funding was requested for the six-month period. Finance's determination is effective for this time period only and should not be conclusively relied upon for future periods. All items listed on a future ROPS are subject to a subsequent review and may be denied even if it was or was not denied on this ROPS or a preceding ROPS. The only exception is for those items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (j). Finance's review of items that have received a Final and Conclusive determination is limited to confirming the scheduled payments as required by the obligation.

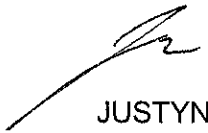
The amount available from the RPTTF is the same as the amount of property tax increment that was available prior to the enactment of ABx1 26 and AB 1484. This amount is not and never was an unlimited funding source. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax is limited to the amount of funding available to the agency in the RPTTF.

Pursuant to HSC section 34177 (a) (3), only those payments listed on an approved ROPS may be made by the successor agency from the funds specified in the ROPS. However, if the Agency needs to make payments for approved obligations from another funding source, HSC section 34177 (a) (4) requires the Agency to first obtain oversight board approval.

To the extent proceeds from bonds issued after December 31, 2010 exist and are not encumbered by an enforceable obligation pursuant to HSC section 34171 (d), HSC section 34191.4 (c) (2) (B) requires these proceeds be used to defease the bonds or to purchase those same outstanding bonds on the open market for cancellation.

Please direct inquiries to Evelyn Suess, Dispute Resolution Supervisor, or Mary Halterman, Analyst, at (916) 445-3274.

Sincerely,



JUSTYN HOWARD
Program Budget Manager

cc: Ms. Josephine Julian, Treasury Manager, City of Mission Viejo
Mr. Frank Davies, Property Tax Manager, Orange County
California State Controller's Office



December 17, 2015

Ms. Cheryl Dyas, Director of Administrative Services
City of Mission Viejo
200 Civic Center
Mission Viejo, CA 92691

Dear Ms. Dyas:

Subject: Recognized Obligation Payment Schedule

This letter supersedes the California Department of Finance's (Finance) Recognized Obligation Payment Schedule (ROPS) letter dated November 9, 2015. Pursuant to Health and Safety Code (HSC) section 34177 (m), the City of Mission Viejo Successor Agency (Agency) submitted a Recognized Obligation Payment Schedule (ROPS 15-16B) to Finance on September 29, 2015, for the period of January 1 through June 30, 2016. Finance issued a ROPS determination letter on November 9, 2015. Subsequently, the Agency requested a Meet and Confer session on one or more of the determinations made by Finance. The Meet and Confer session was held on November 17, 2015.

Based on a review of additional information and documentation provided to Finance during the Meet and Confer process, Finance has completed its review of the specific determinations being disputed.

- Item No. 2 – Stradling, Yocca, Carlson & Rauth Legal Services in the amount of \$80,000 was not allowed. Finance no longer denies this item; however, Finance reclassifies this item as an administrative cost. It was our understanding this item is related to legal services necessary for the administration of the 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) and new development. However, Finance initially denied this item because the Agency was unable to provide sufficient documentation to support the amounts claimed. During the Meet and Confer process, the Agency contended that the legal services to be provided are project costs related to compliance with the Owner Participation Agreement, Mall Bond documents, and Covenants Agreement. However, legal services provided by a third party are not employee costs associated with work on specific project implementation activities, which are specifically excluded from the administrative cap as defined by HSC section 34171 (b) (5). Therefore, the legal services requested are considered general administrative costs and will be reclassified.
- Item No. 45 – City of Mission Viejo (City)/KNN Financial in the amount of \$30,000 was partially allowed. Finance continues to deny \$5,000 of this item and reclassifies \$25,000 as an administrative cost. Finance initially adjusted this item to \$10,000 because only \$25,000 was supported pursuant to the Agreement for Consultant Services (KNN Financial) provided by the Agency and the Agency received \$15,000 in ROPS 15-16A. During the Meet and Confer process, the Agency contended that the amount requested

is \$25,000 for professional services plus \$5,000 for related out-of-pocket expenses. Additionally, the Agency stated that the \$15,000 received in ROPS 15-16A will not be expended and will be included in the prior period adjustment process. Based upon further review of the Agreement, Exhibit B states that "the maximum cumulative fees, expenses, and costs authorized under this Agreement shall not exceed \$25,000." As a result, the out-of-pocket expenses should be included as part of this cumulative amount. Therefore, the excess \$5,000 (\$30,000 - \$25,000) is not eligible for Redevelopment Property Tax Trust Fund (RPTTF) funding.

Additionally, the cost to evaluate alternatives and implement a preferred alternative in connection with the outstanding variable rate debt obligation incurred in 1999 for the Mission Viejo Mall Improvement Project is not required by an enforceable obligation and is not excluded from the administrative cost allowance pursuant to HSC section 34171 (d) (5). Therefore, the financial services requested are considered general administrative costs and \$25,000 will be reclassified.

- Item No. 51 – Project Management Costs in the amount of \$30,000 were not allowed. Finance continues to deny this item. Finance initially denied this item as it was our understanding this item relates to City staff and consultant time associated with the construction of the medical office building, which was not included in the original OPA discussed Item No. 2 and it is not the obligation of the Agency to monitor the project. During the Meet and Confer process, the Agency contended that since the entire Mall Site is covered under the OPA, Mall Bond documents, and Covenants Agreement, all activities (or failures to act) at, on, or about the Mall Site are subject to compliance with these documents while the Mall Bonds are outstanding, including any development undertaken at the Mall Site.

However, pursuant to HSC section 34177.3 (b), except as required by an enforceable obligation, the work of winding down the redevelopment agency (RDA) does not include planning, design, redesign, development, demolition, alteration, construction, construction financing, site remediation, site development or improvement, land clearance, seismic retrofits, and other similar work. As this project was not included in the original OPA, the tasks identified by the Agency in relation to the new development on the Mall Site are not required by an enforceable obligation and are not the work of winding down the former RDA. Therefore, this item is not an enforceable obligation and is not eligible for RPTTF funding in the amount of \$30,000.

- Item Nos. 60 through 62 – Various Bond Administrative Services related to the 1999 Variable Rate Demand Revenue Bonds totaling \$60,000. Finance no longer denies these items; however, Finance reclassifies these items as administrative costs. It is our understanding these items relate to a letter of credit expiring in May 2016. Finance initially denied these items because the Agency was unable to provide sufficient documentation to support the amounts claimed. During the Meet and Confer process, the Agency provided an explanation of the services to be provided are related to the letter of credit renewal for the 1999 Variable Rate Demand Revenue Bonds. However, the services are not required by an enforceable obligation and are not excluded from the administrative cost allowance pursuant to HSC section 34171 (d) (5). Therefore, the financial services requested are considered general administrative costs and will be reclassified.

- Item Nos. 63 through 66 – Additional items not included on the ROPS 15-16B submission. During the Meet and Confer process, the Agency discussed these items and requested that they be approved for funding; however, these items were not submitted by the Agency in their ROPS 15-16B. Since these items were not included in the original submission, Finance cannot review these during the Meet and Confer process, as there is no denial/determinations for these items that would warrant the need to meet and confer. HSC section 34177 (m) provides that the successor agency shall complete the ROPS in the manner provided for by Finance and we only accept the ROPS 15-16B template downloaded from the RAD App for the ROPS 15-16B review.

In addition, per Finance's letter dated November 9, 2015, we continue to make the following determinations not contested by the Agency during the Meet and Confer:

- The Agency's claimed administrative costs exceed the allowance by \$236,000. HSC section 34171 (b) (2) limits the fiscal year 2015-16 administrative expenses to three percent of the RPTTF allocated or \$250,000, whichever is greater. The Orange County Auditor-Controller distributed \$196,000 for administrative costs for the July through December 2015 period, thus leaving a balance of \$54,000 available for the January through June 2016 period. Although \$125,000 is claimed for administrative cost, Finance reclassified Item Nos. 2, 45, and 60 through 62 as administrative costs totaling \$165,000, and only \$54,000 is available pursuant to the cap. Therefore, \$236,000 of excess administrative cost is not allowed.

Finance notes these items contain more than one contract and more than one payee. On future ROPS, the Agency must list each contract as a separate obligation with its own item number and list them in sequential order. Pursuant to HSC section 34177 (m) (1), the Agency is required to complete the ROPS in a manner provided by Finance. Future ROPS not completed in a manner provided by Finance may be rejected in its entirety and returned to the oversight board for reconsideration.

Pursuant to HSC section 34186 (a) (1), the Agency was required to report on the ROPS 15-16B form the estimated obligations versus actual payments (prior period adjustment) associated with the January through June 2015 period (ROPS 14-15B). HSC section 34186 (a) (1) also specifies the prior period adjustment self-reported by the Agency is subject to review by the county auditor-controller (CAC). The amount of RPTTF approved in the table below includes the prior period adjustment resulting from the CAC's review of the Agency's self-reported prior period adjustment.

Except for the items denied in whole or in part, Finance is not objecting to the remaining items listed on your ROPS 15-16B. The Agency's maximum approved RPTTF distribution for the reporting period is \$726,100 as summarized in the Approved RPTTF Distribution table on the next page:

Approved RPTTF Distribution	
For the period of January through June 2016	
Total RPTTF requested for non-administrative obligations	872,100
Total RPTTF requested for administrative obligations	125,000
Total RPTTF requested for obligations on ROPS 15-16B	\$ 997,100
Total RPTTF requested for non-administrative obligations	872,100
<u>Denied Items</u>	
Item No. 45	(5,000)
Item No. 51	(30,000)
	(35,000)
<u>Reclassified Items</u>	
Item No. 2	(80,000)
Item No. 45	(25,000)
Item No. 60	(20,000)
Item No. 61	(20,000)
Item No. 62	(20,000)
	(165,000)
Total RPTTF authorized for non-administrative obligations	\$ 672,100
Total RPTTF requested for administrative obligations	125,000
<u>Reclassified Items</u>	
Item No. 2	80,000
Item No. 45	25,000
Item No. 60	20,000
Item No. 61	20,000
Item No. 62	20,000
	165,000
Administrative costs in excess of the cap (see Admin Cost Cap table below)	(236,000)
Total RPTTF authorized for administrative obligations	\$ 54,000
Total RPTTF authorized for obligations	\$ 726,100
ROPS 14-15B prior period adjustment	0
Total RPTTF approved for distribution	\$ 726,100
Administrative Cost Cap Calculation	
Total RPTTF for 15-16A (July through December 2015)	1,255,263
Total RPTTF for 15-16B (January through June 2016)	672,100
Less approved unfunded obligations from prior periods	0
Total RPTTF for fiscal year 2015-2016	1,927,363
Administrative cost cap for fiscal year 2015-16 (Greater of 3% of Total RPTTF or \$250,000)	250,000
Administrative allowance for ROPS 15-16A (July through December 2015)	(196,000)
Remaining administrative cost cap for ROPS 15-16B	54,000
ROPS 15-16B administrative obligations after Finance adjustments	(290,000)
Administrative costs in excess of the cap	\$ (236,000)

On the ROPS 15-16B form, the Agency reported cash balances and activity for the period January 1 through December 31, 2015. Finance will perform a review of the Agency's self-reported cash balances on an ongoing basis. Please be prepared to submit financial records and bridging documents to support the cash balances reported upon request. If it is determined

the Agency possesses cash balances that are available to pay approved obligations, HSC section 34177 (I) (1) (E) requires these balances be used prior to requesting RPTTF.

Please refer to the ROPS 15-16B schedule used to calculate the total RPTTF approved for distribution:

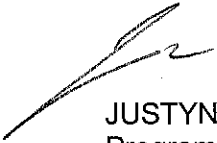
<http://www.dof.ca.gov/redevelopment/ROPS>

This is Finance's final determination related to the enforceable obligations reported on your ROPS for January 1 through June 30, 2016. This determination only applies to items when funding was requested for the six-month period. Finance's determination is effective for this time period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if it was not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution statutes. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Evelyn Suess, Dispute Resolution Supervisor, or Mary Halterman, Analyst, at (916) 445-3274.

Sincerely,



JUSTYN HOWARD
Program Budget Manager

cc: Ms. Josephine Julian, Treasury Manager, City of Mission Viejo
Mr. Frank Davies, Property Tax Manager, Orange County

Orange Countywide Oversight Board

Agenda Item 4e cont...

Date: 1/19/2021

From: Successor Agency to the Mission Viejo Redevelopment Agency

Subject: Summary of Successor Agency Activities Reclassed to the Administrative Budget by the Department of Finance (DOF)

To further assist the Oversight Board, the following is a summary of some of the more substantive activities of the Successor Agency that have been re-classified to the administrative budget by DOF since redevelopment dissolution.

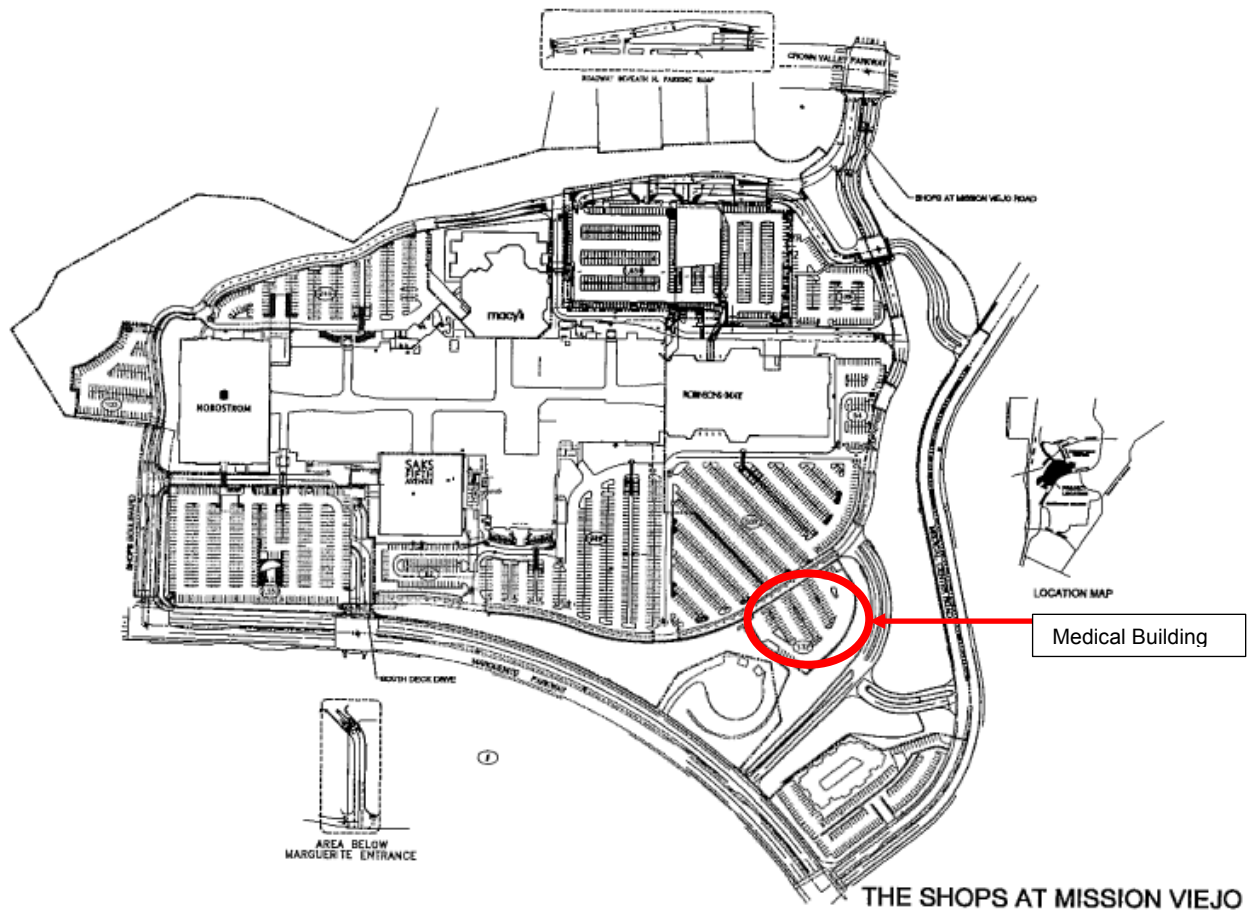
Enforcement of Mall Bond OPA and Covenants Compliance

The former Mission Viejo redevelopment agency (CDA) and Mission Viejo Associates, L.P. (Developer) entered into an Owner Participation Agreement (OPA) dated November 16, 1998. The purpose of the OPA was to implement the provision of the Community Development Plan and the CDA's Implementation Plan for the CDA Project Area pursuant to Section 33490 of the Community Redevelopment Law, both of which state as an objective the redevelopment of existing commercial property in the Project Area, in particular the Mission Viejo Mall, now called The Shops at Mission Viejo (Mall).

The Indenture of Trust (Indenture), dated May 1, 1999, between BNY Western Trust Company (Trustee) and the CDA, authorized the issuance of \$31,100,000 Variable Rate Demand Bonds for the Mission Viejo Mall Improvement Project (Mall Bonds). Also dated May 1, 1999 and as required by the OPA, the CDA and the Developer entered into an Agreement Affecting Real Property (Covenants Agreement), which was subsequently recorded in the County of Orange, California on May 18, 1999 to ensure enforceability of all covenants.

The OPA and the Covenants Agreement are base legal documents in the issuance of the Mall Bonds and the Indenture specifically references that the definitions in the OPA have equal applicability to references in the Indenture. The OPA specifically references the Covenants Agreement. These legal documents are governing documents of all activities at the redeveloped Mall through the year 2028 when the related Mall Bonds mature. The OPA along with the Covenants Agreement set forth the extensive restrictive use, operating, tenancing, management and maintenance covenants, conditions, obligations and other restrictions affecting the Development Parcel (known as the Mall Site) and recorded against the Mall Site in order to ensure long term economic, aesthetic, and community benefits. The purpose of the OPA was to provide the former CDA, and now the Successor Agency, the means to protect the property value and revenue generation of the Mall Site since the ability to meet debt service obligations on the Mall Bonds is dependent on the senior pledge of tax increment generated by the Mall Site. Therefore, the obligation of monitoring and enforcing the OPA covenants is an on-going obligation of the Agency while the Mall Bonds are Outstanding, i.e., until such time that the bonds are fully paid in the year 2028.

The Indenture, OPA and Covenants Agreement identifies the property bound by these legal documents as the "Site" or "Mall Site" and further define the Mall Site to include the Mall Parcels (inclusive of the Development Parcel and the Major Anchor Tenant Parcels) and the Parking Structure Parcels, and includes all the improvements as generally bounded by Crown Valley Parkway to the north, Medical Center Road to the east, Marguerite Parkway to the southeast and Via Curacion to the south, and the San Diego Freeway to the west. The Site map is documented below.



The Mall is owned by Mission Viejo LLC, whose sole member is Mission Viejo Associates, L.P., whose general partner is Simon Property Group, L.P., and whose general partner is Simon Property Group, Inc., (SPG); SPG is an S&P 100 company, the largest REIT in the world, and owner/developer of many hundreds of, the most, regional malls in the U.S. and throughout the world. Uniquely and beneficial to the security for the Mall Bonds, the Covenants Agreement is a senior encumbrance against the Site that requires SPG to use, operate, manage, tenant, and maintain the Mall at the highest tier of all SPG mall properties. Ongoing, the Covenants Agreement must be monitored and enforced to ensure SPG's compliance and the high valuation of the Mall Site thereby generating the high tax increment that, as noted, is the senior, first pledge of revenues securing repayment of the Mall Bonds. If SPG were to not comply with the Covenants Agreement and Mall Bond Documents, with high quality tenant improvements that generate high local revenues, then the security for the Mall Bonds may be compromised.

In addition to the ongoing monitoring to enforce compliance with the Covenants Agreement and Mall Bond Documents for the retail Mall proper, the entire Site is subject to these covenants; so when the owner undertakes new, on-Site improvements, whether retail or non-retail, the Successor Agency is responsible to ensure compliance with all covenants. In other words, any activity that occurs on the Mall Site, whether on-going, a result of previous development, or new development, that is located within the Mall Site, is subject to the Covenants Agreement while the Mall Bonds are Outstanding and due in full in 2028. SPG has entered into a lease agreement with third party that will result in the development of a 110,000 square foot, four-story medical office building and adjacent parking structure. (The project location is highlighted within the Mall Site on the previous map.) Therefore, the Successor Agency is obligated to monitor and enforce compliance by SPG (and its tenants) within the boundaries of the Mall Site to ensure compliance with the covenants of the Covenant Agreements and Mall Bond Documents while the Bonds are Outstanding.

As previously stated, the OPA along with the Covenants Agreement set forth the extensive restrictive use,

operating, tenancing, management and maintenance covenants, conditions, obligations and other restrictions affecting the Mall Site and include: the on-going appearance and maintenance of landscaping; accessibility and quantity of parking spaces; the mix of tenants, both retail and non-retail, allowed on the Mall Site and all improvements and development within the Site. Because the Successor Agency has no staff, the City of Mission Viejo staff and contract staff are used to monitor compliance with the OPA, Covenants Agreement and Mall Bond Documents and legal services provided by the Successor Agency attorney are needed to assist staff with monitoring and enforcing the terms of these agreements.

DOF has repeatedly reclassified ROPS line items for legal and other consulting services provided by a third party and staff time related to these matters as part of the administrative allowance. These costs for outside services and staff time are specifically for the governance of the outstanding Mall Bonds Indenture as well as the Mall OPA and Covenants Agreement and are included in the administrative allowance budget.

The most significant issues expected during FY 21-22 related to the Mall Bond covenants is on-Site improvements for the NCA development, landscaping issues, tenant issues for a primary pad inside the Mall, and misuse of the parking structures by the Mall owners.

Enforcement of Kaleidoscope OPA and Covenants Compliance

The former Agency and original developer entity, Kaleidoscope Partners, L.P., entered into an Owner Participation Agreement dated October 30, 1995 that included long-term CCRs of record against that certain 4.9-acre parcel; these covenants control the uses, types of tenancies, operations, maintenance and management of a large commercial shopping, entertainment, and retail development at the northeast corner of Crown Valley Parkway and the I-5 freeway (Project). The “Covenants” are set forth in that certain Agreement Affecting Real Property recorded in the Official Records, County of Orange as Instrument No. 1999-0507393 as a senior non subordinate encumbrance, including several amendments also of record relating to these “Covenants”.

Over the years, the Project has had numerous operational issues, both pre- and post-dissolution of the redevelopment agency; and, the Project has been transferred to multiple successive owners, each of which requires Mission Viejo’s consent. With each transfer there have been and continue to be legal and other compliance issues related to the uses, tenancies and operations at the Project by the Owner, its agents and property management, and its tenants’, in particular related to enforcing the Owner’s compliance with the Covenants. The current owner is Crown Valley Holdings, LLC, which new ownership too has required ongoing legal services provided by Successor Agency counsel, all related to monitoring and enforcing the Owner’s compliance with the Covenants. The Successor Agency is working on requests to the City by the Owner for improvements and changes of use, which trigger review and compliance work by the Successor Agency related to the Covenants. As with any potential or existing dispute between or among parties, the objective is to not end up in litigation; however, in all instances pre-litigation work to cause enforcement of the Covenants before the Successor Agency has to file a lawsuit, or before having to defend a lawsuit filed by the Owner, legal costs directly related to the enforceable obligation are incurred. Outside legal counsel provide these pre-litigation legal services to the Successor Agency in order to enforce effectively the Covenants and avoid ultimately having to file a lawsuit.

DOF has repeatedly reclassified ROPS line items for legal and other consulting services provided by a third party and staff time related to these matters as part of the administrative allowance. These costs for outside services and staff time are specifically for the governance of the Kaleidoscope OPA and are included in the administrative allowance budget.

The most significant issues expected during FY 21-22 related to the Kaleidoscope OPA covenants is landscaping issues, tenant issues, and the on-going efforts to sell the property.

Orange Countywide Oversight Board

Agenda Item No. 4f

Date: January 19, 2021

From: Successor Agency to the Seal Beach Redevelopment Agency

Subject: Resolution of the Countywide Oversight Board Approving Annual Recognized Obligation Payment Schedule (ROPS) and Administrative Budget for the Fiscal Period from July 1, 2021 through June 30, 2022 for the Successor Agency of the Seal Beach Redevelopment Agency

Recommended Action:

Adopt resolution to approve a Recognized Obligation Payment Schedule for the Fiscal Period from July 1, 2021 through June 30, 2022, of the Successor Agency to the Seal Beach Redevelopment Agency.

Pursuant to Section 34177 of the Health and Safety Code (“HSC”), the Successor Agency must prepare a Recognized Obligation Payment Schedule (“ROPS”) annually, listing the anticipated payments for enforceable obligations to be made from July 1 through the following June 30. All ROPS must be approved by the Oversight Board. Furthermore, each Oversight Board-approved ROPS must be submitted to the DOF for review.

The preparation and submittal of ROPS 21-22 are for the purpose of allowing the Successor Agency to pay its enforceable obligations for the period from July 1, 2021 to June 30, 2022. HSC Section 34177 requires the Successor Agency to submit an Oversight Board-approved ROPS 21-22 to the DOF and to the County Auditor-Controller no later than February 1, 2021.

The DOF may eliminate or modify any item on the ROPS before approving the ROPS. The DOF must make its determination regarding the enforceable obligations and the amount and funding source for each enforceable obligation listed on ROPS 21-22 no later than April 15, 2021. Within five business days of the DOF’s determination, the Successor Agency may request to “meet and confer” with the DOF on disputed items. The DOF will issue its final determination after the meet and confer.

The County Auditor-Controller is required to make RPTTF disbursements to the Successor Agency pursuant to the DOF-approved ROPS 21-22 on June 1, 2021 (to cover enforceable obligation payments from July 1, 2021 through December 31, 2021) and January 3, 2022 (to cover enforceable obligation payments from January 1, 2022 through June 30, 2022).

Successor Agency Requests on ROPS 21-22 and Going Forward

As explained below, for this ROPS 21-22, the Successor Agency is only allowed to request a relatively small amount from the RPTTF to cover administrative expenses. Furthermore, starting fiscal year 2022-23, the Successor Agency may receive no more money from RPTTF disbursements. However, unless there is a change to the current circumstances, the Successor Agency will not be able completely wind-down and may have to continue filing the annual ROPS.

For the past few years, the Successor Agency had few remaining obligations -- primarily related to two series of bonds, both issued by the former Redevelopment Agency in the year 2000: (i) tax allocation bonds (the “Tax Allocation Bonds”), (ii) the Mobilehome Park Revenue Bonds (Seal Beach Mobile Home Park Project) Series 2000A (the “Mobilehome Park Bonds”).

Orange Countywide Oversight Board

With the approval of the Successor Agency Board, the Oversight Board and the DOF, the Successor Agency redeemed and paid off the remaining Tax Allocation Bonds in November.

In contrast, there are still \$4.85 million in principal amount of Mobilehome Park Bonds outstanding. The Mobilehome Park Bonds are “conduit bonds” and were issued as part of a transaction to assist the mobilehome park, now known as Seal Beach Shores (“SBS”). Pursuant to the related bond indenture, the former Redevelopment Agency issued the Mobilehome Park Bonds. Separately, under a loan agreement by and among the former Redevelopment Agency, the bond trustee and the owner of SBS (the “Park Owner”), the Park Owner is obligated to make payments in amounts sufficient to cover the debt service on the Mobilehome Park Bonds. In the normal course, the Park Owner sends moneys directly to the bond trustee, and the bond trustee uses such moneys to pay debt service on the Mobilehome Park Bonds.

As contemplated by the redevelopment dissolution law, the Successor Agency should undertake procedures to wind-down and dissolve once there are no more enforceable obligations. But for the Mobilehome Park Bonds, the Successor Agency can proceed with such wind-down. In the absence of an early redemption, however, the Mobilehome Park Bonds’ final maturity date is December 15, 2035. Staff has communicated with the DOF about this unusual situation. In the DOF’s view, because the Mobilehome Park Bonds remain to be the Successor Agency’s legal obligations, the Successor Agency cannot proceed with dissolution. Until the Mobilehome Park Bonds are paid-off, the Successor Agency should technically continue to file the annual ROPS.

The Mobilehome Park Bonds can be retired early if the Park Owner makes the choice to trigger a redemption. In this past year, the Park Owner indicated that it was going to do so, but to this date, that has not come to fruition.

So long as the Mobilehome Park Bonds are outstanding, time and resources (including staff and legal expenses) will have to be spent in connection with related administrative matters. Unfortunately, an amendment to HSC Section 34171 capped the amount that the Successor Agency may receive annually from the RPTTF for administrative cost allowance -- to no more than 50 percent of the RPTTF moneys disbursed to the Successor Agency for enforceable obligations (excluding administrative costs) for the preceding fiscal year. During Fiscal Year 2020-21, the DOF approved RPTTF disbursement of \$3,116 for enforceable obligations (for professional services related to the Tax Allocation Bonds). Therefore, on ROPS 21-22, the Successor Agency is permitted to request \$1,558 to be disbursed from the RPTTF for the administrative cost allowance. In addition, the Successor Agency has requested to be permitted to use approximately \$2,500 released from the Tax Allocation Bonds funds after their redemption, for administrative expenses. Because the Successor Agency will receive any moneys from the RPTTF for enforceable obligation, other than the \$1,558 for administrative costs, for fiscal year 21-22, the Successor Agency will not be eligible to receive any further RPTTF disbursements starting in fiscal year 2022-23.

Board of Directors of the Successor Agency to Seal Beach Redevelopment Agency approved the ROPS 21-22 A-B and attached Resolution at its regularly scheduled meeting on Monday, December 14, 2020.

Impact on Taxing Entities

The submittal of ROPS 21-22 is for the purpose of allowing the Successor Agency to pay its enforceable obligations for the period from July 1, 2021 to June 30, 2022. The County Auditor-Controller will distribute to the taxing entities residual amounts from the RPTTF after: (i) deduction for County administrative expenses, (ii) pass-through payments, and (iii) enforceable obligations and administrative costs, as approved on the ROPS.

Staff Contact:

Orange Countywide Oversight Board

Kelly Telford, Director of Finance/Treasurer

City of Seal Beach

Phone: (562) 431-2527, ext 1311 | Email: ktelford@sealbeachca.gov

Attachments:

Attachment 1 – Proposed Oversight Board Resolution (with Exhibit A -- ROPS 21-22 and Administrative Budget)

 No. 1A – Recognized Obligation Payment Schedule 21-22

 No. 1B – Administrative Budget FY 21-22

Attachment 2 – Resolution of the Successor Agency

Attachment 3 – DOF Determination Letter for ROPS 20-21

Attachment 4 – ROPS 20-21

Attachment 5 – Administrative Budget FY 20-21

Attachment 6 – DOF Determination Letter for ROPS 19-20

Attachment 7 – ROPS 19-20

Attachment 8 – Administrative Budget FY 19-20

RESOLUTION XX-XX

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD WITH OVERSIGHT OF THE SUCCESSOR AGENCY TO THE SEAL BEACH REDEVELOPMENT AGENCY APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE FISCAL PERIOD FROM JULY 1, 2021 THROUGH JUNE 30, 2022, PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 AND TAKING RELATED ACTIONS

WHEREAS, pursuant to Health and Safety Code Section 34177(o), the Successor Agency to the Seal Beach Redevelopment Agency (the “Successor Agency”) must prepare a Recognized Obligation Payment Schedule listing the anticipated payments for enforceable obligations to be made by the Successor Agency during the fiscal period from July 1, 2021 through June 30, 2022 (“ROPS 21-22”) and submit ROPS 21-22 to the Oversight Board with jurisdiction over the Successor Agency for approval; and

WHEREAS, pursuant to Health and Safety Code Section 34179(j), commencing on and after July 1, 2018, the Orange Countywide Oversight Board (the “Oversight Board”) has jurisdiction over the Successor Agency; and

WHEREAS, pursuant to Health and Safety Code Section 34177(l)(2)(C) and Section 34177(o)(1), the Successor Agency must: (i) submit the Oversight Board-approved ROPS 21-22 to the State Department of Finance (the “DOF”), the Office of the State Controller, and the County Auditor-Controller no later than February 1, 2021, and (ii) post a copy of the Oversight Board-approved ROPS 21-22 on the Successor Agency’s website;

NOW, THEREFORE, BE IT RESOLVED THAT THE ORANGE COUNTYWIDE OVERSIGHT BOARD does hereby resolve as follows:

Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. The Oversight Board hereby approves the proposed ROPS 21-22, substantially in the form attached hereto as Exhibit A. Staff of the Successor Agency is hereby authorized and directed to: (i) submit a copy of Oversight Board-approved ROPS 21-22 to the DOF, the Office of the State Controller, and the County Auditor-Controller and (ii) post a copy of the Oversight Board-approved 21-22 on the Successor Agency’s Internet website (being a page on the Internet website of the City of Seal Beach).

Section 3. The Staff of the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution, including but not limited to requesting additional review by the DOF and an opportunity to meet and confer on any disputed items, and making adjustments to ROPS 21-22 pursuant to the DOF’s instructions, and any such actions previously taken are hereby ratified and confirmed.

EXHIBIT A

**SUCCESSOR AGENCY TO THE SEAL BEACH REDEVELOPMENT AGENCY
RECOGNIZED OBLIGATION PAYMENT SCHEDULE
(July 1, 2020 – June 30, 2021)**

**Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period**

Successor Agency: Seal Beach

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 2,500	\$ -	\$ 2,500
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	2,500	-	2,500
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 1,558	\$ -	\$ 1,558
F RPTTF	1,558	-	1,558
G Administrative RPTTF	-	-	-
H Current Period Enforceable Obligations (A+E)	\$ 4,058	\$ -	\$ 4,058

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

Seal Beach
Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS Detail
July 1, 2021 through June 30, 2022

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 21-22 Total	ROPS 21-22A (Jul - Dec)					21-22A Total	ROPS 21-22B (Jan - Jun)					21-22B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
								\$4,058		\$4,058	\$-	\$-	\$2,500	\$1,558	\$-	\$4,058	\$-	\$-	\$-	\$-	\$-	\$-
1	2000 Tax Allocation Bond A	Bonds Issued On or Before 12/31/10	12/20/2000	12/20/2023	Bond Holders Via Bank of New York	These bonds are due in annual installments and is payable semi-annually on September 1 and March 1. These bonds are collateralized by a first pledge of the incremental tax revenues to be received by the project area. The bonds provided funds for the acquisition and construction of the project.	Riverfront	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
3	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Bank of New York	Estimated Trustee Fees/ Arbitrage Analysis	Riverfront	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
5	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Wildan Financial Services	Estimated Trustee Fees/ Arbitrage Analysis	Riverfront	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-
9	Agreement for Legal Services	Admin Costs	07/01/2007	06/30/2026	Richard Watson & Gershon	Legal services to Successor Agency.	Riverfront	2,500	N	\$2,500	-	-	2,500	-	-	\$2,500	-	-	-	-	-	\$-
15	Successor Agency Staff/ Oversight board	Admin Costs	04/09/2011	06/30/2016	Successor Agency Staff/ Oversight board	Administrative Cost	Riverfront	1,558	N	\$1,558	-	-	-	1,558	-	\$1,558	-	-	-	-	-	\$-
19	Mobile	Bond	08/31/	12/15/2035	Union	RDA issued	Tiverfront	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

Seal Beach
Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
(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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.				-		
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller			61,725	490	1,231,937	
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)			61,725	490	1,231,447	
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)						
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC		No entry required			-	
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$-	\$-	\$490	

Seal Beach
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
1	These bonds were paid off early using fiscal agent cash on hand.
3	These bonds were paid off early using fiscal agent cash on hand.
5	These bonds were paid off early using fiscal agent cash on hand.
9	
15	
19	Although there is no future financial obligation, the DOF has determined that this obligation cannot be removed as there is still a legal obligation related to the regulatory agreement. This obligation will remain in place until the Series 200A Mobile Home Park bonds are redeemed or refinanced.

**SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY
ADMINISTRATIVE BUDGET**

Fiscal Period July 1 - December 31, 2021

CATEGORY I		
<p>The items listed below include amounts to be reimbursed by the Successor Agency to the City of Seal Beach, pursuant to a Cooperative Agreement for Advance and Reimbursement of Administrative, Overhead and other Expenses ("Cooperative Agreement"), by and between the City and the Successor Agency, in the form approved by the Successor Agency Board pursuant to Resolution No. SA 12-10 , adopted on April 9, 2012. Pursuant to the Cooperative Agreement, the Successor Agency reimburses the City for all costs advanced by the City for the administration and operation of the Successor Agency, including but not limited to value of staff, consultants and legal counsel, office space, equipment, supplies, insurance and other services and facilities.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
<u>Staffing for the Successor Agency</u>		
City Manager	298	Administrative Allowance
City Clerk	78	Administrative Allowance
Accountant	33	Administrative Allowance
Accounting Technician - Accounts Payable	50	Administrative Allowance
Accounting Technician - Payroll	24	Administrative Allowance
Finance Manager	49	Administrative Allowance
Director of Finance	1,008	Administrative Allowance
<u>Staffing for the Oversight Board</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Overhead Cost</u>		
Services/Facilities	18	Administrative Allowance
TOTAL	<u>1,558</u>	

**SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY
ADMINISTRATIVE BUDGET**

Fiscal Period January 1 - June 30, 2022

CATEGORY I		
<p>The items listed below include amounts to be reimbursed by the Successor Agency to the City of Seal Beach, pursuant to a Cooperative Agreement for Advance and Reimbursement of Administrative, Overhead and other Expenses ("Cooperative Agreement"), by and between the City and the Successor Agency, in the form approved by the Successor Agency Board pursuant to Resolution No. SA 12-10 , adopted on April 9, 2012. Pursuant to the Cooperative Agreement, the Successor Agency reimburses the City for all costs advanced by the City for the administration and operation of the Successor Agency, including but not limited to value of staff, consultants and legal counsel, office space, equipment, supplies, insurance and other services and facilities.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
<u>Staffing for the Successor Agency</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Accountant	-	Administrative Allowance
Accounting Technician - Accounts Payable	-	Administrative Allowance
Accounting Technician - Payroll	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Staffing for the Oversight Board</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Overhead Cost</u>		
Services/Facilities	-	Administrative Allowance
TOTAL	-	

Exhibit B

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period January 1 - June 30, 2022

CATEGORY II		
<p>Health & Safety Code Section 34177 (k) states: "Provide administrative cost estimates, from its approved administrative budget that are to be paid from property tax revenues deposited in the Redevelopment Property Tax Trust Fund, to the county auditor-controller for each six-month fiscal period." Listed below are the administrative cost items that the Successor Agency anticipates to pay from property tax revenues deposited in the Redevelopment Property Tax Trust Fund. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.</p> <p>Pursuant to Health and Safety Code Section 34177(d)(1)(F), contracts necessary for the administration and operation of the Successor Agency are enforceable obligations. Accordingly, amounts to be paid by the Successor Agency to third party vendors for equipment and supplies necessary for the administration of the Successor Agency and auditors, legal counsel and other consultants for services to the Successor Agency are listed as payments for enforceable obligations on the Recognized Obligation Payment Schedules. The Successor Agency anticipates to pay such costs from property tax revenues deposited in the Redevelopment Property Tax Trust Fund.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Legal counsel	-	Administrative Allowance
Trustee Fees	-	Administrative Allowance
Arbitrage Analysis	-	Administrative Allowance
TOTAL	-	

CATEGORY III		
<p>Costs allocable to particular projects are considered part of the project costs. Listed below are administrative costs that are allocable to projects and not included in the tables above. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Staff	-	RPTTF
Legal counsel	-	RPTTF
Contract Expenses	-	RPTTF
TOTAL	-	

Exhibit A

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period July 1 - December 31, 2021

CATEGORY II		
<p>Health & Safety Code Section 34177 (k) states: "Provide administrative cost estimates, from its approved administrative budget that are to be paid from property tax revenues deposited in the Redevelopment Property Tax Trust Fund, to the county auditor-controller for each six-month fiscal period." Listed below are the administrative cost items that the Successor Agency anticipates to pay from property tax revenues deposited in the Redevelopment Property Tax Trust Fund. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.</p> <p>Pursuant to Health and Safety Code Section 34177(d)(1)(F), contracts necessary for the administration and operation of the Successor Agency are enforceable obligations. Accordingly, amounts to be paid by the Successor Agency to third party vendors for equipment and supplies necessary for the administration of the Successor Agency and auditors, legal counsel and other consultants for services to the Successor Agency are listed as payments for enforceable obligations on the Recognized Obligation Payment Schedules. The Successor Agency anticipates to pay such costs from property tax revenues deposited in the Redevelopment Property Tax Trust Fund.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Legal counsel	2,500	Reserves
Trustee Fees	-	
Arbitrage Analysis	-	
TOTAL	2,500	

CATEGORY III		
<p>Costs allocable to particular projects are considered part of the project costs. Listed below are administrative costs that are allocable to projects and not included in the tables above. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Staff	-	RPTTF
Legal counsel	-	RPTTF
Contract Expenses	-	RPTTF
TOTAL	-	

RESOLUTION SA 20-02

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO SEAL BEACH REDEVELOPMENT AGENCY APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE FISCAL PERIOD FROM JULY 1, 2021 THROUGH JUNE 30, 2022 AND TAKING RELATED ACTIONS

RECITALS:

A. Pursuant to Health and Safety Code Section 34177(o), the Successor Agency to the Seal Beach Redevelopment Agency (the "Successor Agency") must prepare a Recognized Obligation Payment Schedule listing the anticipated payments for enforceable obligations to be made by the Successor Agency during the fiscal period from July 1, 2021 through June 30, 2022 ("ROPS 21-22") and submit ROPS 21-22 to the Oversight Board having jurisdiction over the Successor Agency (the "Oversight Board") for approval; and

B. Pursuant to Health and Safety Code Section 34177(l)(2), the Successor Agency must submit ROPS 21-22 to the Oversight Board of the Successor Agency for approval;

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE SEAL BEACH REDEVELOPMENT AGENCY, HEREBY FINDS, DETERMINES, RESOLVES, AND ORDERS AS FOLLOWS:

Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. ROPS 21-22, substantially in the form attached hereto as Exhibit A, is hereby approved. The Executive Director of the Successor Agency, in consultation with the Successor Agency's legal counsel, may modify ROPS 21-22 as the Executive Director or the Successor Agency's legal counsel deems necessary or advisable.

Section 3. Staff is hereby authorized and directed to post a copy of the Oversight Board-approved ROPS 21-22 on the Successor Agency's Internet website (being a page on the Internet website of the City of Seal Beach).

Section 4. The officers and the other Staff members of the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution, including but not limited to requesting additional review by the DOF and an opportunity to meet and confer on any disputed items, and making adjustments to ROPS 21-22 pursuant to the DOF's instructions, and any such actions previously taken are hereby ratified and confirmed.

Section 5. PASSED, APPROVED and ADOPTED by the Successor Agency to the Seal Beach Redevelopment Agency at a regular meeting held on the 14th day of December, 2020 by the following vote:

AYES: Board Members: Kalmick, Moore, Massa-Lavitt, Sustarsic, Varipapa

NOES: Board Members: None

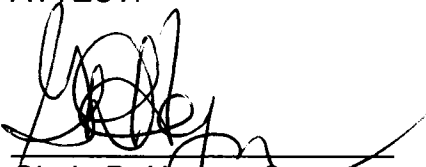
ABSENT: Board Members: None

ABSTAIN: Board Members: None

Schelly Sustarsic

Schelly Sustarsic, Chair

ATTEST:

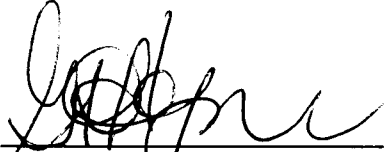


Gloria D. Harper, Secretary

EXHIBIT A
SUCCESSOR AGENCY TO THE SEAL BEACH REDEVELOPMENT AGENCY
RECOGNIZED OBLIGATION PAYMENT SCHEDULE
(July 1, 2020 – June 30, 2021)

STATE OF CALIFORNIA }
COUNTY OF ORANGE } SS
CITY OF SEAL BEACH }

I, Gloria D. Harper, Secretary of the Successor Agency to the Seal Beach Redevelopment Agency, do hereby certify that the foregoing resolution is the original copy of Resolution SA 20-02 on file in the office of the City Clerk of the City of Seal Beach, passed, approved, and adopted by the Successor Agency to the Seal Beach Redevelopment Agency at a regular meeting held on the 14th day of December, 2020.



Gloria D. Harper, Secretary

Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period

Successor Agency: Seal Beach

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 2,500	\$ -	\$ 2,500
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	2,500	-	2,500
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 1,558	\$ -	\$ 1,558
F RPTTF	1,558	-	1,558
G Administrative RPTTF	-	-	-
H Current Period Enforceable Obligations (A+E)	\$ 4,058	\$ -	\$ 4,058

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

Seal Beach

Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS
July 1, 2021 through June 30, 2022

A Item #	B Project Name	C Obligation Type	D Agreement Execution Date	E Agreement Termination Date	F Payee	G Description	H Project Area	I Total Outstanding Obligation	J Retired	K ROPS 21-22 Total	ROPS 21-22		
											L Bond Proceeds	M Reserve Balance	N Fund S
1	2000 Tax Allocation Bond A	Bonds Issued On or Before 12/31/10	12/20/2000	12/20/2023	Bond Holders Via Bank of New York	These bonds are due in annual installments and is payable semi-annually on September 1 and March 1. These bonds are collateralized by a first pledge of the incremental tax revenues to be received by the project area. The bonds provided funds for the acquisition and construction of the project.	Riverfront	\$4,058	-	\$-	\$-	-	
3	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Bank of New York	Estimated Trustee Fees/ Arbitrage Analysis	Riverfront	-	Y	\$-	-	-	
5	2000 Tax Allocation Bond	Professional Services	12/20/2000	12/20/2023	Wildan Financial Services	Estimated Trustee Fees/ Arbitrage Analysis	Riverfront	-	Y	\$-	-	-	

A	B	C	D	E	F	G	H	I	J	K	L	M
	Home Park Revenue Bonds (Seal Beach Mobile Home Park Project) Series 2000A; Regulatory Agreement dated December 1, 2000	Reimbursement Agreements	2005		Bank-Trustee	bonds in 2000 to assist Link Community Development Corporation, a Non-Profit Corporation to purchase a mobile home park within the project area. The Regulatory Agreement obligates the RDA to use tax increment to pay a rental subsidy not to exceed \$180,000 per year, to maintain affordable units.						

Seal Beach
Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
 (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 R funding source is available or when payment from property tax revenues is required by an enforceable obligation.						
A	B	C	D	E	F	G
		Fund Sources				
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF
		Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)					
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.				-	
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller			61,725	490	1,231,937
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)			61,725	490	1,231,447
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)					
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC			No entry required		-
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$-	\$-	\$490

Seal Beach
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
1	These bonds were paid off early using fiscal agent cash on hand.
3	These bonds were paid off early using fiscal agent cash on hand.
5	These bonds were paid off early using fiscal agent cash on hand.
9	
15	
19	Although there is no future financial obligation, the DOF has determined that this obligation cannot be removed as there is still a legal obligation related to the regulatory agreement. This obligation will remain in place until the Series 200A Mobile Home Park bonds are redeemed or refinanced.

Recognized Obligation Payment Schedule (ROPS 21-22) - Summary
Filed for the July 1, 2021 through June 30, 2022 Period

Successor Agency: Seal Beach

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	21-22A Total (July - December)	21-22B Total (January - June)	ROPS 21-22 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 2,500	\$ -	\$ 2,500
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	2,500	-	2,500
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 1,558	\$ -	\$ 1,558
F RPTTF	1,558	-	1,558
G Administrative RPTTF	-	-	-
H Current Period Enforceable Obligations (A+E)	\$ 4,058	\$ -	\$ 4,058

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

Seal Beach

Recognized Obligation Payment Schedule (ROPS 21-22) - ROPS
July 1, 2021 through June 30, 2022

A Item #	B Project Name	C Obligation Type	D Agreement Execution Date	E Agreement Termination Date	F Payee	G Description	H Project Area	I Total Outstanding Obligation	J Retired	K ROPS 21-22 Total	ROPS 21-22		
											L Bond Proceeds	M Reserve Balance	N Fund S
1	2000 Tax Allocation Bond A	Bonds Issued On or Before 12/31/10	12/20/2000	12/20/2023	Bond Holders Via Bank of New York	These bonds are due in annual installments and is payable semi-annually on September 1 and March 1. These bonds are collateralized by a first pledge of the incremental tax revenues to be received by the project area. The bonds provided funds for the acquisition and construction of the project.	Riverfront	\$4,058	-	\$4,058	\$-	\$-	\$-
3	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Bank of New York	Estimated Trustee Fees/ Arbitrage Analysis	Riverfront	-	Y	\$-	-	-	-
5	2000 Tax Allocation Bond	Professional Services	12/20/2000	12/20/2023	Wildan Financial Services	Estimated Trustee Fees/ Arbitrage Analysis	Riverfront	-	Y	\$-	-	-	-

A Item #	B Project Name	C Obligation Type	D Agreement Execution Date	E Agreement Termination Date	F Payee	G Description	H Project Area	I Total Outstanding Obligation	J Retired	K ROPS 21-22 Total	L ROPS 21-22	
											M Bond Proceeds	N Reserve Balance
	Home Park Revenue Bonds (Seal Beach Mobile Home Park Project) Series 2000A; Regulatory Agreement dated December 1, 2000	Reimbursement Agreements	2005		Bank-Trustee	bonds in 2000 to assist Link Community Development Corporation, a Non-Profit Corporation to purchase a mobile home park within the project area. The Regulatory Agreement obligates the RDA to use tax increment to pay a rental subsidy not to exceed \$180,000 per year, to maintain affordable units.						

Seal Beach
Recognized Obligation Payment Schedule (ROPS 21-22) - Report of Cash Balances
July 1, 2018 through June 30, 2019
 (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 R funding source is available or when payment from property tax revenues is required by an enforceable obligation.						
A	B	C	D	E	F	G
		Fund Sources				
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF
		Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin
	ROPS 18-19 Cash Balances (07/01/18 - 06/30/19)					
1	Beginning Available Cash Balance (Actual 07/01/18) RPTTF amount should exclude "A" period distribution amount.				-	
2	Revenue/Income (Actual 06/30/19) RPTTF amount should tie to the ROPS 18-19 total distribution from the County Auditor-Controller			61,725	490	1,231,937
3	Expenditures for ROPS 18-19 Enforceable Obligations (Actual 06/30/19)			61,725	490	1,231,447
4	Retention of Available Cash Balance (Actual 06/30/19) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)					
5	ROPS 18-19 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 18-19 PPA form submitted to the CAC			No entry required		-
6	Ending Actual Available Cash Balance (06/30/19) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$-	\$-	\$490

Seal Beach
Recognized Obligation Payment Schedule (ROPS 21-22) - Notes
July 1, 2021 through June 30, 2022

Item #	Notes/Comments
1	These bonds were paid off early using fiscal agent cash on hand.
3	These bonds were paid off early using fiscal agent cash on hand.
5	These bonds were paid off early using fiscal agent cash on hand.
9	
15	
19	Although there is no future financial obligation, the DOF has determined that this obligation cannot be removed as there is still a legal obligation related to the regulatory agreement. This obligation will remain in place until the Series 200A Mobile Home Park bonds are redeemed or refinanced.

Exhibit A

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period July 1 - December 31, 2021

CATEGORY I

The items listed below include amounts to be reimbursed by the Successor Agency to the City of Seal Beach, pursuant to a Cooperative Agreement for Advance and Reimbursement of Administrative, Overhead and other Expenses ("Cooperative Agreement"), by and between the City and the Successor Agency, in the form approved by the Successor Agency Board pursuant to Resolution No. SA 12-10, adopted on April 9, 2012. Pursuant to the Cooperative Agreement, the Successor Agency reimburses the City for all costs advanced by the City for the administration and operation of the Successor Agency, including but not limited to value of staff, consultants and legal counsel, office space, equipment, supplies, insurance and other services and facilities.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
<u>Staffing for the Successor Agency</u>		
City Manager	298	Administrative Allowance
City Clerk	78	Administrative Allowance
Accountant	33	Administrative Allowance
Accounting Technician - Accounts Payable	50	Administrative Allowance
Accounting Technician - Payroll	24	Administrative Allowance
Finance Manager	49	Administrative Allowance
Director of Finance	1,008	Administrative Allowance
<u>Staffing for the Oversight Board</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Overhead Cost</u>		
Services/Facilities	18	Administrative Allowance
TOTAL	<u><u>1,558</u></u>	

Exhibit A

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period July 1 - December 31, 2021

CATEGORY II

Health & Safety Code Section 34177 (k) states: "Provide administrative cost estimates, from its approved administrative budget that are to be paid from property tax revenues deposited in the Redevelopment Property Tax Trust Fund, to the county auditor-controller for each six-month fiscal period." Listed below are the administrative cost items that the Successor Agency anticipates to pay from property tax revenues deposited in the Redevelopment Property Tax Trust Fund. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

Pursuant to Health and Safety Code Section 34177(d)(1)(F), contracts necessary for the administration and operation of the Successor Agency are enforceable obligations. Accordingly, amounts to be paid by the Successor Agency to third party vendors for equipment and supplies necessary for the administration of the Successor Agency and auditors, legal counsel and other consultants for services to the Successor Agency are listed as payments for enforceable obligations on the Recognized Obligation Payment Schedules. The Successor Agency anticipates to pay such costs from property tax revenues deposited in the Redevelopment Property Tax Trust Fund.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Legal counsel	2,500	Reserves
Trustee Fees	-	
Arbitrage Analysis	-	
TOTAL	2,500	

CATEGORY III

Costs allocable to particular projects are considered part of the project costs. Listed below are administrative costs that are allocable to projects and not included in the tables above. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Staff	-	RPTTF
Legal counsel	-	RPTTF
Contract Expenses	-	RPTTF
TOTAL	-	

Exhibit B

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period January 1 - June 30, 2022

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
CATEGORY I		
<p>The items listed below include amounts to be reimbursed by the Successor Agency to the City of Seal Beach, pursuant to a Cooperative Agreement for Advance and Reimbursement of Administrative, Overhead and other Expenses ("Cooperative Agreement"), by and between the City and the Successor Agency, in the form approved by the Successor Agency Board pursuant to Resolution No. SA 12-10 , adopted on April 9, 2012. Pursuant to the Cooperative Agreement, the Successor Agency reimburses the City for all costs advanced by the City for the administration and operation of the Successor Agency, including but not limited to value of staff, consultants and legal counsel, office space, equipment, supplies, insurance and other services and facilities.</p>		
<u>Staffing for the Successor Agency</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Accountant	-	Administrative Allowance
Accounting Technician - Accounts Payable	-	Administrative Allowance
Accounting Technician - Payroll	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Staffing for the Oversight Board</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Overhead Cost</u>		
Services/Facilities	-	Administrative Allowance
TOTAL	-	

Exhibit B

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period January 1 - June 30, 2022

CATEGORY II

Health & Safety Code Section 34177 (k) states: "Provide administrative cost estimates, from its approved administrative budget that are to be paid from property tax revenues deposited in the Redevelopment Property Tax Trust Fund, to the county auditor-controller for each six-month fiscal period." Listed below are the administrative cost items that the Successor Agency anticipates to pay from property tax revenues deposited in the Redevelopment Property Tax Trust Fund. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

Pursuant to Health and Safety Code Section 34177(d)(1)(F), contracts necessary for the administration and operation of the Successor Agency are enforceable obligations. Accordingly, amounts to be paid by the Successor Agency to third party vendors for equipment and supplies necessary for the administration of the Successor Agency and auditors, legal counsel and other consultants for services to the Successor Agency are listed as payments for enforceable obligations on the Recognized Obligation Payment Schedules. The Successor Agency anticipates to pay such costs from property tax revenues deposited in the Redevelopment Property Tax Trust Fund.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Legal counsel	-	Administrative Allowance
Trustee Fees	-	Administrative Allowance
Arbitrage Analysis	-	Administrative Allowance
	-	Administrative Allowance
TOTAL	-	

CATEGORY III

Costs allocable to particular projects are considered part of the project costs. Listed below are administrative costs that are allocable to projects and not included in the tables above. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Staff	-	RPTTF
Legal counsel	-	RPTTF
Contract Expenses	-	RPTTF
TOTAL	-	



Transmitted via e-mail

March 16, 2020

Alayna Hoang, Interim Director of Finance/City Treasurer
City of Seal Beach
211 Eighth Street
Seal Beach, CA 90740-6379

2020-21 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Seal Beach Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2020 through June 30, 2021 (ROPS 20-21) to the California Department of Finance (Finance) on January 30, 2020. Finance has completed its review of the ROPS 20-21.

Based on a sample of line items reviewed and application of the law, Finance is approving all of the items listed on the ROPS 20-21 at this time.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations (prior period adjustments) for the July 1, 2017 through June 30, 2018 (ROPS 17-18) period. Reported differences in Redevelopment Property Tax Trust Fund (RPTTF) are used to offset current RPTTF distributions. The amount of RPTTF authorized includes the prior period adjustment (PPA) resulting from the County Auditor-Controller's review of the PPA form submitted by the Agency.

The Agency's maximum approved RPTTF distribution for the reporting period is \$35,693, as summarized in the Approved RPTTF Distribution table (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1, 2020 through December 31, 2020 period (ROPS A period), and one distribution for the January 1, 2021 through June 30, 2021 period (ROPS B period), based on Finance's approved amounts. Since this determination is for the entire ROPS 20-21 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 20-21. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be deemed denied until the matter is resolved.

The ROPS 20-21 form submitted by the Agency and this determination letter will be posted on our website:

<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 20-21 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of the redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Anna Kyumba, Supervisor, or Satveer Ark, Staff, at (916) 322-2985.

Sincerely,



 JENNIFER WHITAKER
Program Budget Manager

cc: Patrick Gallegos, Assistant City Manager, City of Seal Beach
Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Approved RPTTF Distribution July 2020 through June 2021			
	ROPS A	ROPS B	ROPS 20-21 Total
RPTTF Requested	\$ 0	\$ 3,116	\$ 3,116
Administrative RPTTF Requested	16,300	16,300	32,600
Total RPTTF Requested	16,300	19,416	35,716
RPTTF Authorized	0	3,116	3,116
Administrative RPTTF Authorized	16,300	16,300	32,600
ROPS 17-18 prior period adjustment (PPA)	(23)	0	(23)
Total RPTTF Approved for Distribution	\$ 16,277	\$ 19,416	\$ 35,693

**Recognized Obligation Payment Schedule (ROPS 20-21) - Summary
Filed for the July 1, 2020 through June 30, 2021 Period**

Successor Agency: Seal Beach

County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	20-21A Total (July - December)	20-21B Total (January - June)	ROPS 20-21 Total
A Enforceable Obligations Funded as Follows (B+C+D)	\$ 178,409	\$ 14,109	\$ 192,518
B Bond Proceeds	178,409	14,109	192,518
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G)	\$ 16,300	\$ 19,416	\$ 35,716
F RPTTF	-	3,116	3,116
G Administrative RPTTF	16,300	16,300	32,600
H Current Period Enforceable Obligations (A+E)	\$ 194,709	\$ 33,525	\$ 228,234

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

Seal Beach
Recognized Obligation Payment Schedule (ROPS 20-21) - ROPS Detail
July 1, 2020 through June 30, 2021

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
								\$228,234		\$228,234	\$178,409	\$-	\$-	\$-	\$16,300	\$194,709	\$14,109	\$-	\$-	\$3,116	\$16,300	\$33,525
1	2000 Tax Allocation Bond A	Bonds Issued On or Before 12/31/10	12/20/2000	12/20/2023	Bond Holders Via Bank of New York	These bonds are due in annual installments and is payable semi-annually on September 1 and March 1. These bonds are collateralized by a first pledge of the incremental tax revenues to be received by the project area. The bonds provided funds for the acquisition and construction of the project.	Riverfront	192,518	N	\$192,518	178,409	-	-	-	-	\$178,409	14,109	-	-	-	-	\$14,109
3	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Bank of New York	FY 17/18 estimated Trustee Fees/ Arbitrage Analysis	Riverfront	1,955	N	\$1,955	-	-	-	-	-	\$-	-	-	-	1,955	-	\$1,955
5	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Wildan Financial Services	FY 17/18 estimated Trustee Fees/ Arbitrage Analysis	Riverfront	1,161	N	\$1,161	-	-	-	-	-	\$-	-	-	-	1,161	-	\$1,161
7	Mobile Home	Bond Reimbursement	08/31/2005	08/31/2025	Union Bank-	RDA issued bonds in 2000	Riverfront	-	N	\$-	-	-	-	-	-	\$-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total	
											Fund Sources						Fund Sources						
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		
	Park Revenue Bonds (Seal Beach Mobile Home Park Project) Series 2000A; Regulatory Agreement dated December 1, 2000	Agreements			Trustee	to assist Link Community Development Corporation, a Non-Profit Corporation to purchase a mobile home park within the project area. The Regulatory Agreement obligates the RDA to use tax increment to pay a rental subsidy not to exceed \$180,000 per year, to maintain affordable units.																	
9	Agreement for Legal Services	Admin Costs	07/01/2007	06/30/2026	Richard Watson & Gershon	Legal services to Successor Agency.	Riverfront	30,000	N	\$30,000	-	-	-	-	15,000	\$15,000	-	-	-	-	15,000	\$15,000	
10	March 16, 2011 Agreement between Developer and RDA under which the RDA is obligated to pay for the acquisition costs of a sewer line	City/County Loan (Prior 06/28/11), Cash exchange	03/16/2011	03/31/2015	City of Seal Beach	The sewer line provides service to property within the project area; the acquisition costs are \$1,200,000; By resolution dated June 27,2011 the City agreed to advance the money to the RDA. Pursuant to	Riverfront	-	Y	\$-	-	-	-	-	-	\$-	-	-	-	-	-	-	\$-

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W
Item #	Project Name	Obligation Type	Agreement Execution Date	Agreement Termination Date	Payee	Description	Project Area	Total Outstanding Obligation	Retired	ROPS 20-21 Total	ROPS 20-21A (Jul - Dec)					20-21A Total	ROPS 20-21B (Jan - Jun)					20-21B Total
											Fund Sources						Fund Sources					
											Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF		Bond Proceeds	Reserve Balance	Other Funds	RPTTF	Admin RPTTF	
						the Resolution, the RDA is obligated to pay 3 equal installments of principal and 6% interest until the advance is paid.																
15	Successor Agency Staff/ Oversight board	Admin Costs	04/09/2011	06/30/2016	Successor Agency Staff/ Oversight board	Administrative Cost	Riverfront	2,600	N	\$2,600	-	-	-	-	1,300	\$1,300	-	-	-	-	1,300	\$1,300

Seal Beach
Recognized Obligation Payment Schedule (ROPS 20-21) - Report of Cash Balances
July 1, 2017 through June 30, 2018
(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
ROPS 17-18 Cash Balances (07/01/17 - 06/30/18)		Fund Sources					Comments
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
		Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, grants, interest, etc.	Non-Admin and Admin	
1	Beginning Available Cash Balance (Actual 07/01/17) RPTTF amount should exclude "A" period distribution amount.				135	-	
2	Revenue/Income (Actual 06/30/18) RPTTF amount should tie to the ROPS 17-18 total distribution from the County Auditor-Controller					1,173,920	
3	Expenditures for ROPS 17-18 Enforceable Obligations (Actual 06/30/18)					1,174,002	
4	Retention of Available Cash Balance (Actual 06/30/18) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)						
5	ROPS 17-18 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 17-18 PPA form submitted to the CAC		No entry required				
6	Ending Actual Available Cash Balance (06/30/18) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$-	\$-	\$-	\$135	\$(82)	

Seal Beach
Recognized Obligation Payment Schedule (ROPS 20-21) - Notes
July 1, 2020 through June 30, 2021

Item #	Notes/Comments
1	
3	
5	
7	
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10	
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**SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY
ADMINISTRATIVE BUDGET**

Fiscal Period January 1 - June 30, 2021

CATEGORY I		
<p>The items listed below include amounts to be reimbursed by the Successor Agency to the City of Seal Beach, pursuant to a Cooperative Agreement for Advance and Reimbursement of Administrative, Overhead and other Expenses ("Cooperative Agreement"), by and between the City and the Successor Agency, in the form approved by the Successor Agency Board pursuant to Resolution No. SA 12-10 , adopted on April 9, 2012. Pursuant to the Cooperative Agreement, the Successor Agency reimburses the City for all costs advanced by the City for the administration and operation of the Successor Agency, including but not limited to value of staff, consultants and legal counsel, office space, equipment, supplies, insurance and other services and facilities.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
<u>Staffing for the Successor Agency</u>		
City Manager	92	Administrative Allowance
City Clerk	39	Administrative Allowance
Accountant	33	Administrative Allowance
Accounting Technician - Accounts Payable	49	Administrative Allowance
Accounting Technician - Payroll	24	Administrative Allowance
Finance Manager	48	Administrative Allowance
Director of Finance	998	Administrative Allowance
<u>Staffing for the Oversight Board</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Overhead Cost</u>		
Services/Facilities	18	Administrative Allowance
TOTAL	<u>1,300</u>	

**SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY
ADMINISTRATIVE BUDGET**

Fiscal Period January 1 - June 30, 2021

CATEGORY II

Health & Safety Code Section 34177 (k) states: "Provide administrative cost estimates, from its approved administrative budget that are to be paid from property tax revenues deposited in the Redevelopment Property Tax Trust Fund, to the county auditor-controller for each six-month fiscal period." Listed below are the administrative cost items that the Successor Agency anticipates to pay from property tax revenues deposited in the Redevelopment Property Tax Trust Fund. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

Pursuant to Health and Safety Code Section 34177(d)(1)(F), contracts necessary for the administration and operation of the Successor Agency are enforceable obligations. Accordingly, amounts to be paid by the Successor Agency to third party vendors for equipment and supplies necessary for the administration of the Successor Agency and auditors, legal counsel and other consultants for services to the Successor Agency are listed as payments for enforceable obligations on the Recognized Obligation Payment Schedules. The Successor Agency anticipates to pay such costs from property tax revenues deposited in the Redevelopment Property Tax Trust Fund.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Legal counsel	15,000	Administrative Allowance
Trustee Fees	3,116	Administrative Allowance
Arbitrage Analysis	-	Administrative Allowance
	-	Administrative Allowance
TOTAL	18,116	

CATEGORY III

Costs allocable to particular projects are considered part of the project costs. Listed below are administrative costs that are allocable to projects and not included in the tables above. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Staff	-	RPTTF
Legal counsel	-	RPTTF
Contract Expenses	-	RPTTF
TOTAL	-	



April 3, 2019

Ms. Victoria L. Beatley, Director of Finance/City Treasurer
City of Seal Beach
211 8th Street
Seal Beach, CA 90740-6379

Dear Ms. Beatley:

Subject: 2019-20 Annual Recognized Obligation Payment Schedule

Pursuant to Health and Safety Code (HSC) section 34177 (o) (1), the City of Seal Beach Successor Agency (Agency) submitted an annual Recognized Obligation Payment Schedule for the period of July 1, 2019 through June 30, 2020 (ROPS 19-20) to the California Department of Finance (Finance) on January 28, 2019. Finance has completed its review of the ROPS 19-20.

Based on a sample of line items reviewed and application of the law, Finance made the following determinations:

- Item No. 1 – 2000 Subordinate Tax Allocation Bonds, Series A, total requested amount of \$658,078. The Agency made the final payment for the 2000 Subordinate Tax Allocation Bonds, Series B (Item No. 2), during the July 1, 2018 through June 30, 2019 period and has cash in its bond reserve account in the amount of \$3,788, which must be used for bond debt service. Therefore, with the Agency's concurrence, Finance is approving Redevelopment Property Tax Trust Fund (RPTTF) funding in the amount of \$654,290 and the use of Reserve Balances in the amount of \$3,788, totaling \$658,078.
- Item Nos. 4 and 6 – Various Professional Services, outstanding obligation amounts totaling \$2,957, are not allowed. Because the 2000 Subordinate Tax Allocation Bonds, Series B, have been paid in full, the related costs (i.e., staff, legal, and other professional services) are also not eligible for funding. Therefore, the requested amount of \$2,957 (\$1,796 + \$1,161) from Administrative RPTTF is not allowed.
- Item No. 7 – Mobile Home Park Revenue Bonds (Seal Beach Mobile Home Park Project) Series 2000 A in the total requested amount of \$180,000. It is our understanding the Agency requested funding from Administrative RPTTF instead of RPTTF in error. Therefore, with the Agency's concurrence, Finance has reclassified the requested amount of \$180,000 from Administrative RPTTF to RPTTF.
- Item No. 10 – City of Seal Beach Loan in the total requested amount of \$230,510. It is our understanding the Agency requested funding from Administrative RPTTF instead of RPTTF in error. Therefore, with the Agency's concurrence, Finance has reclassified the requested amount of \$230,510 from Administrative RPTTF to RPTTF.

Pursuant to HSC section 34186, successor agencies are required to report differences between actual payments and past estimated obligations. Reported differences in RPTTF are used to offset current RPTTF distributions. The County Auditor-Controller's review of the prior period adjustment form submitted by the Agency resulted in no prior period adjustment.

Except for the items adjusted, Finance is not objecting to the remaining items listed on the ROPS 19-20. If the Agency disagrees with our determination with respect to any items on the ROPS 19-20, except items that are the subject of litigation disputing our previous or related determinations, the Agency may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available on our website:

[http://dof.ca.gov/Programs/Redevelopment/Meet And Confer/](http://dof.ca.gov/Programs/Redevelopment/Meet_And_Confer/)

The Agency's maximum approved RPTTF distribution for the reporting period is \$1,100,516 as summarized in the Approved RPTTF Distribution table on Page 3 (see Attachment).

RPTTF distributions occur biannually, one distribution for the July 1 through December 31 period (ROPS A period), and one distribution for the January 1 through June 30 period (ROPS B period) based on Finance approved amounts. Since this determination is for the entire ROPS 19-20 period, the Agency is authorized to receive up to the maximum approved RPTTF through the combined ROPS A and B period distributions.

Absent a Meet and Confer, this is our final determination regarding the obligations listed on the ROPS 19-20. This determination only applies to items when funding was requested for the 12-month period. If a denial by Finance in a previous ROPS is currently the subject of litigation, the item will continue to be denied until the matter is resolved.

The ROPS 19-20 form submitted by the Agency and this determination letter will be posted on our website:

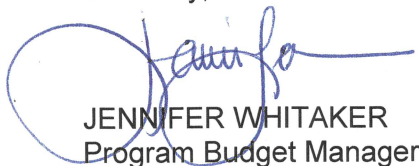
<http://dof.ca.gov/Programs/Redevelopment/ROPS/>

This determination is effective for the ROPS 19-20 period only and should not be conclusively relied upon for future ROPS periods. All items listed on a future ROPS are subject to review and may be denied even if not denied on this ROPS or a preceding ROPS. The only exception is for items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of Final and Conclusive items is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment available prior to the enactment of redevelopment dissolution law. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax increment is limited to the amount of funding available to the Agency in the RPTTF.

Please direct inquiries to Nichelle Jackson, Supervisor, or Veronica Zalvidea, Lead Analyst, at (916) 322-2985.

Sincerely,



JENNIFER WHITAKER
Program Budget Manager

cc: Ms. Alayna Hoang, Finance Manager, City of Seal Beach
Mr. Israel M. Guevara, Administrative Manager, Property Tax Section, Orange County

Attachment

Approved RPTTF Distribution			
For the period of July 1, 2019 through June 30, 2020			
	ROPS A Period	ROPS B Period	ROPS 19-20 Total
RPTTF Requested	\$ 639,669	\$ 18,409	\$ 658,078
Administrative RPTTF Requested	246,810	202,373	449,183
Total RPTTF Requested	886,479	220,782	1,107,261
RPTTF Requested	639,669	18,409	658,078
<u>Adjustments</u>			
Item No. 1	(3,788)	0	(3,788)
Item No. 7	0	180,000	180,000
Item No. 10	230,510	0	230,510
	226,722	180,000	406,722
RPTTF Authorized	866,391	198,409	1,064,800
Administrative RPTTF Requested	246,810	202,373	449,183
<u>Adjustments</u>			
Item No. 4	0	(1,796)	(1,796)
Item No. 6	0	(1,161)	(1,161)
Item No. 7	0	(180,000)	(180,000)
Item No. 10	(230,510)	0	(230,510)
	(230,510)	(182,957)	(413,467)
Administrative RPTTF Authorized	16,300	19,416	35,716
Total RPTTF Authorized for Obligations	882,691	217,825	1,100,516
Prior Period Adjustment	0	0	0
Total RPTTF Approved for Distribution	\$ 882,691	\$ 217,825	\$ 1,100,516

Recognized Obligation Payment Schedule (ROPS 19-20) - Summary
Filed for the July 1, 2019 through June 30, 2020 Period

Successor Agency: Seal Beach
County: Orange

Current Period Requested Funding for Enforceable Obligations (ROPS Detail)	19-20A Total (July - December)	19-20B Total (January - June)	ROPS 19-20 Total
A Enforceable Obligations Funded as Follows (B+C+D):	\$ -	\$ -	\$ -
B Bond Proceeds	-	-	-
C Reserve Balance	-	-	-
D Other Funds	-	-	-
E Redevelopment Property Tax Trust Fund (RPTTF) (F+G):	\$ 961,479	\$ 295,782	\$ 1,257,261
F RPTTF	714,669	93,409	808,078
G Administrative RPTTF	246,810	202,373	449,183
H Current Period Enforceable Obligations (A+E):	\$ 961,479	\$ 295,782	\$ 1,257,261

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

Seal Beach Recognized Obligation Payment Schedule (ROPS 19-20) - ROPS Detail

July 1, 2019 through June 30, 2020

(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	19-20A (July - December)					19-20B (January - June)					W		
											Fund Sources					Fund Sources							
											L	M	N	O	P	Q	R	S	T	U		V	
																							Bond Proceeds
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 19-20 Total						19-20A Total						19-20B Total	
1	2000 Tax Allocation Bond A	Bonds Issued On or Before	12/20/2000	12/20/2023	Bond Holders Via Bank of	These bonds are due in annual	Riverfront	\$ 1,889,183	N	\$ 1,257,261	\$ 0	\$ 0	\$ 0	\$ 714,669	\$ 246,810	\$ 961,479	\$ 0	\$ 0	\$ 0	\$ 93,409	\$ 202,373	\$ 295,782	
2	2000 Tax Allocation Bond B	Bonds Issued On or Before	12/20/2000	12/20/2018	Bond Holders Via Bank of	These bonds are due in annual	Riverfront	1,290,000	Y	\$ 658,078						\$ 639,669				18,409		\$ 18,409	
		12/31/10			New York	installments and is payable semi - annually on September 1 and March 1. These bonds are collateralized by a first pledge of the incremental tax revenues to be received by the project area. The bonds provided funds for the acquisition and construction of the project.																	
3	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Bank of New York	FY 17/18 estimated Trustee Fees/Arbitrage Analysis	Riverfront	1,955	N	\$ 1,955						\$ -					1,955	\$ 1,955	
4	2000 Tax Allocation Bond B	Professional Services	12/20/2000	12/20/2018	Bank of New York	FY 17/18 estimated Trustee Fees/Arbitrage Analysis	Riverfront	1,796	N	\$ 1,796						\$ -					1,796	\$ 1,796	
5	2000 Tax Allocation Bond A	Professional Services	12/20/2000	12/20/2023	Wildan Financial Services	FY 17/18 estimated Trustee Fees/Arbitrage Analysis	Riverfront	1,161	N	\$ 1,161						\$ -					1,161	\$ 1,161	
6	2000 Tax Allocation Bond B	Professional Services	12/20/2000	12/20/2018	Wildan Financial Services	FY 17/18 estimated Trustee Fees/Arbitrage Analysis	Riverfront	1,161	N	\$ 1,161						\$ -					1,161	\$ 1,161	
7	Mobile Home Park Revenue Bonds (Seal Beach Mobile Home Park Project) Series 2000A; Regulatory Agreement dated December 1, 2000	Bond Reimbursement Agreements	8/31/2005	8/31/2025	Union Bank-Trustee	RDA issued bonds in 2000 to assist Link Community Development Corporation, a Non-Profit Corporation to purchase a mobile home park within the project area. The Regulatory Agreement obligates the RDA to use tax increment to pay a rental subsidy not to exceed \$180,000 per year, to maintain affordable units.	Riverfront	180,000	N	\$ 180,000						\$ -					180,000	\$ 180,000	
9	Agreement for Legal Services	Admin Costs	7/1/2007	6/30/2026	Richard Watson & Gershon	Legal services to Successor Agency.	Riverfront	30,000	N	\$ 30,000					15,000	\$ 15,000					15,000	\$ 15,000	
10	March 16, 2011 Agreement between Developer and RDA under which the RDA is obligated to pay for the acquisition costs of a sewer line	City/County Loan (Prior 06/28/11), Cash exchange	3/16/2011	3/31/2015	City of Seal Beach	The sewer line provides service to property within the project area; the acquisition costs are \$1,200,000; By resolution dated June 27,2011 the City agreed to advance the money to the RDA. Pursuant to the Resolution, the RDA is obligated to pay 3 equal installments of principal and 6% interest until the advance is paid.	Riverfront	230,510	N	\$ 230,510					230,510	\$ 230,510							\$ -
15	Successor Agency Staff/Oversight board	Admin Costs	4/9/2011	6/30/2016	Successor Agency Staff/Oversight board	Administrative Cost	Riverfront	2,600	N	\$ 2,600					1,300	\$ 1,300					1,300	\$ 1,300	
18	Housing Entity Administrative Cost Allowance	Miscellaneous	2/18/2014	6/30/2016	County of Orange	Administrative costs for the Successor Agency Housing Authority		150,000	N	\$ 150,000				75,000		\$ 75,000			75,000			\$ 75,000	
19									N	\$ -						\$ -						\$ -	
20									N	\$ -						\$ -						\$ -	
21									N	\$ -						\$ -						\$ -	
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61									N	\$ -						\$ -						\$ -	
62									N	\$ -						\$ -						\$ -	
63									N	\$ -						\$ -						\$ -	

Seal Beach Recognized Obligation Payment Schedule (ROPS 19-20) - Report of Cash Balances
July 1, 2016 through June 30, 2017
(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. 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
		Fund Sources					
		Bond Proceeds		Reserve Balance	Other Funds	RPTTF	
	ROPS 16-17 Cash Balances (07/01/16 - 06/30/17)	Bonds issued on or before 12/31/10	Bonds issued on or after 01/01/11	Prior ROPS RPTTF and Reserve Balances retained for future period(s)	Rent, Grants, Interest, etc.	Non-Admin and Admin	Comments
1	Beginning Available Cash Balance (Actual 07/01/16) RPTTF amount should exclude "A" period distribution amount				0	0	
2	Revenue/Income (Actual 06/30/17) RPTTF amount should tie to the ROPS 16-17 total distribution from the County Auditor-Controller					994,456	
3	Expenditures for ROPS 16-17 Enforceable Obligations (Actual 06/30/17)					1,017,642	
4	Retention of Available Cash Balance (Actual 06/30/17) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)					0	
5	ROPS 16-17 RPTTF Prior Period Adjustment RPTTF amount should tie to the Agency's ROPS 16-17 PPA form submitted to the CAC	No entry required					
6	Ending Actual Available Cash Balance (06/30/17) C to F = (1 + 2 - 3 - 4), G = (1 + 2 - 3 - 4 - 5)	\$ 0	\$ 0	\$ 0	\$ 0	\$ (23,186)	

Exhibit A

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period July 1 - December 31, 2019

CATEGORY I		
<p>The items listed below include amounts to be reimbursed by the Successor Agency to the City of Seal Beach, pursuant to a Cooperative Agreement for Advance and Reimbursement of Administrative, Overhead and other Expenses ("Cooperative Agreement"), by and between the City and the Successor Agency, in the form approved by the Successor Agency Board pursuant to Resolution No. SA 12-10, adopted on April 9, 2012. Pursuant to the Cooperative Agreement, the Successor Agency reimburses the City for all costs advanced by the City for the administration and operation of the Successor Agency, including but not limited to value of staff, consultants and legal counsel, office space, equipment, supplies, insurance and other services and facilities.</p>		
DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
<u>Staffing for the Successor Agency</u>		
City Manager	285	Administrative Allowance
City Clerk	165	Administrative Allowance
Accountant	112	Administrative Allowance
Accounting Technician - Accounts Payable	101	Administrative Allowance
Accounting Technician - Payroll	95	Administrative Allowance
Finance Manager	164	Administrative Allowance
Director of Finance	324	Administrative Allowance
<u>Staffing for the Oversight Board</u>		
City Manager	-	Administrative Allowance
City Clerk	-	Administrative Allowance
Finance Manager	-	Administrative Allowance
Director of Finance	-	Administrative Allowance
<u>Overhead Cost</u>		
Services/Facilities	55	Administrative Allowance
TOTAL	<u>1,300</u>	

Exhibit A

SUCCESSOR AGENCY TO THE CITY OF SEAL BEACH REDEVELOPMENT AGENCY ADMINISTRATIVE BUDGET

Fiscal Period July 1 - December 31, 2019

CATEGORY II

Health & Safety Code Section 34177 (k) states: "Provide administrative cost estimates, from its approved administrative budget that are to be paid from property tax revenues deposited in the Redevelopment Property Tax Trust Fund, to the county auditor-controller for each six-month fiscal period." Listed below are the administrative cost items that the Successor Agency anticipates to pay from property tax revenues deposited in the Redevelopment Property Tax Trust Fund. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

Pursuant to Health and Safety Code Section 34177(d)(1)(F), contracts necessary for the administration and operation of the Successor Agency are enforceable obligations. Accordingly, amounts to be paid by the Successor Agency to third party vendors for equipment and supplies necessary for the administration of the Successor Agency and auditors, legal counsel and other consultants for services to the Successor Agency are listed as payments for enforceable obligations on the Recognized Obligation Payment Schedules. The Successor Agency anticipates to pay such costs from property tax revenues deposited in the Redevelopment Property Tax Trust Fund.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Legal counsel	15,000	Administrative Allowance
Trustee Fees	-	Administrative Allowance
Arbitrage Analysis	-	Administrative Allowance
	-	Administrative Allowance
TOTAL	15,000	

CATEGORY III

Costs allocable to particular projects are considered part of the project costs. Listed below are administrative costs that are allocable to projects and not included in the tables above. These items may include amounts to be reimbursed by the Successor Agency pursuant to the Cooperative Agreement.

DESCRIPTION	PROPOSED ADMINISTRATIVE BUDGET	FUNDING SOURCE
Staff	-	RPTTF
Legal counsel	-	RPTTF
Contract Expenses	-	RPTTF
TOTAL	-	

Orange Countywide Oversight Board

Agenda Item No. 5a

Date: 1/19/2021

From: Successor Agency to the Garden Grove Redevelopment Agency

Subject: Resolution of the Countywide Oversight Board Approving an amendment to the Joint Exercise of Power Agreement of the Garden Grove Public Financing Authority

Recommended Action:

Approve resolution to approve the execution and delivery by the Successor Agency to the Garden Grove Agency for Community Development of an amendment to the Joint Exercise of Powers Agreement of the Garden Grove Public Financing Authority withdrawing the Garden Grove Agency for Community Development from the Agreement.

The Garden Grove Successor Agency requests approval of the execution and delivery by the Successor Agency to the Garden Grove Agency for Community Development of an amendment to the Joint Exercise of Powers Agreement of the Garden Grove Public Financing Authority withdrawing the former redevelopment agency from the joint powers agreement.

The Garden Grove Public Financing Authority was established June 22, 1993 between the City of Garden Grove and the Garden Grove Agency for Community Development (former RDA). In 2006, the joint powers agreement was amended to add the Garden Grove Sanitary District.

Initially, the agreement stipulated that the number of board members is equal the number of elected City Council Members, which at the time were five. The members of the City Council serve as the Board of Directors of the Authority. With the increased number of City Council Members due to the transition to district elections in 2016, the number of Board members was recently recognized by the PFA to be seven. Furthermore, because the Successor Agency is in the process of dissolving the former RDA, the amendment removes the former RDA (and Successor Agency) as a member of the joint powers agreement. A copy of the amendment is attached as an exhibit to the attached Garden Grove Successor Agency Resolution NO. 63-20.

The City Council of the City of Garden Grove, the Board of Directors of the Garden Grove Sanitary District, and the Board of Directors of the Successor Agency to the Garden Grove Agency for Community Development approved the amendment at their respective meetings on November 10, 2020 by unanimous approval.

Impact on Taxing Entities

This action has no impacts on taxing entities.

Staff Contact(s)

Grace Kim, Sr. Economic Development Specialist
Office of Economic Development
City of Garden Grove
Phone: 714-741-5130
gracel@ggcity.org

Attachments

- Attachment No. 1 – Resolution of the Orange Countywide Oversight Board approving the execution and delivery by the Successor Agency to the Garden Grove Agency for Community development of an amendment to the joint exercise of powers agreement of the Garden Grove Public Financing Authority.
- Attachment No. 2 – Garden Grove Successor Agency Resolution No. 63-20.

RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD
RESOLUTION NO. _____

IN THE MATTER OF APPROVING THE EXECUTION AND DELIVERY BY THE
SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY
DEVELOPMENT OF AN AMENDMENT TO THE JOINT EXERCISE OF POWERS
AGREEMENT OF THE GARDEN GROVE PUBLIC FINANCING AUTHORITY

WHEREAS, the Garden Grove Agency for Community Development (the “Former Agency”) was a public body, corporate and politic, that was duly created, established and authorized to transact business and exercise its powers under and pursuant to the provisions of the Community Redevelopment Law (Part 1 of Division 24 of the Health and Safety Code of the State of California); and

WHEREAS, the Former Agency was a member of the Garden Grove Public Financing Authority (the “Authority”), a joint exercise of powers authority that is duly organized and established under a Joint Exercise of Powers Agreement, dated June 22, 1993, by and between the Former Agency and the City of Garden Grove (the “City”), as amended by Amendment No. 1 to Joint Exercise of Powers Agreement, dated March 28, 2006, by and among the City, the Garden Grove Sanitary District (the “District”) and the Former Agency (collectively, the “JPA Agreement”); and

WHEREAS, on June 28, 2011, the California Legislature adopted ABx1 26 (the “Dissolution Act”) and ABx1 27 (the “Opt-in Bill”); and

WHEREAS, the California Supreme Court subsequently upheld the provisions of the Dissolution Act and invalidated the Opt-in Bill, resulting in the dissolution of the Former Agency as of February 1, 2012; and

WHEREAS, the Former Agency, including its redevelopment powers, assets and obligations and its membership in the Authority, was transferred on February 1, 2012 to the Successor Agency to the Garden Grove Agency for Community Development (the “Agency”), a redevelopment successor agency that is duly organized and existing under the Constitution and laws of the State of California (the “State”); and

WHEREAS, the City, the Agency and the District desire to amend the JPA Agreement to reflect the withdrawal of the Agency from the membership of the Authority and to make certain additional and conforming edits; and

WHEREAS, Section 34179(j) of the Health and Safety Code of the State of California provides for the appointment of a countywide oversight board (the “Oversight Board”) with specific duties to approve certain Agency actions pursuant to Section 34180 of the Health and Safety Code and to direct the Agency in certain other actions pursuant to Section 34181 of the Health and Safety Code; and

**NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE
OVERSIGHT BOARD:**

SECTION 1. The Recitals set forth above are true and correct and are incorporated into the Resolution by this reference.

SECTION 2. The execution by the Agency of Amendment No. 2 to the JPA Agreement approved by the Agency by resolution adopted on November __, 2020 (the “Agency Resolution”) is hereby approved. The Agency is hereby authorized to execute and deliver Amendment No. 2 to the JPA Agreement, and to withdraw as a member of the Authority, in accordance with the Agency Resolution. The Chair of the Oversight Board and the other officers and members of staff having responsibility for the affairs of the Oversight Board are hereby authorized and directed to execute such documents and certificates as they determine are necessary or appropriate to assist the Agency in the foregoing matters.

SECTION 3. The Authorized Officers or any other proper officer of the Agency, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by Amendment No. 2 to the JPA Agreement without the need for any further approval from the Oversight Board.

SECTION 4. Unless otherwise defined herein, all terms used herein and not otherwise defined shall have the meanings given such terms in the JPA Agreement unless the context otherwise clearly requires.

SECTION 5. The approval of this Resolution does not commit the Oversight Board to any action that may have a significant effect on the environment. As a result, such action does not constitute a project subject to the requirements of the California Environmental Quality Act.

SECTION 6. If any provision of this Resolution or the application of any such provision to any person or circumstance is held valid, such invalidity shall not affect other provisions or applications of this Resolution that can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The Oversight Board declares that the Oversight Board would have adopted this Resolution irrespective of the invalidity of any particular portion of this Resolution.

SECTION 7. This Resolution shall be effective immediately upon adoption.

SECTION 8. The Clerk of the Oversight Board shall certify to the adoption of this Resolution.

GARDEN GROVE SUCCESSOR AGENCY

RESOLUTION NO. 63-20

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY DEVELOPMENT APPROVING THE EXECUTION AND DELIVERY OF AN AMENDMENT TO THE JOINT EXERCISE OF POWERS AGREEMENT OF THE GARDEN GROVE PUBLIC FINANCING AUTHORITY

WHEREAS, the Successor Agency to the Garden Grove Agency for Community Development (the "**Agency**"), a redevelopment successor agency that is duly organized and existing under the Constitution and laws of the State of California (the "**State**"), is a member of the Garden Grove Public Financing Authority (the "**Authority**"), a joint exercise of powers authority that is duly organized and established under a Joint Exercise of Powers Agreement, dated June 22, 1993, by and between the Agency and the City of Garden Grove (the "**City**"), as amended by Amendment No. 1 to Joint Exercise of Powers Agreement, dated March 28, 2006, by and among the City, the Garden Grove Sanitary District (the "**District**") and the Agency (collectively, the "**JPA Agreement**");

WHEREAS, the City, the Agency and the District desire to amend the JPA Agreement: (i) to clarify an ambiguity with respect to the membership of the Board of Directors of the Authority; (ii) to reflect the withdrawal of the Agency from the membership of the Authority; and (iii) to make certain additional and conforming edits; and

WHEREAS, Section 34179(j) of the Health and Safety Code of the State of California provides for the appointment of a countywide oversight board (the "**Oversight Board**") with specific duties to approve certain Agency actions pursuant to Section 34180 of the Health and Safety Code and to direct the Agency in certain other actions pursuant to Section 34181 of the Health and Safety Code;

NOW, THEREFORE, BE IT RESOLVED BY THE SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY DEVELOPMENT, as follows:

Section 1. Amendment No. 2 to the JPA Agreement in the form attached hereto as Exhibit A is hereby approved. The Chair, the Vice Chair and the Agency Director (each, an "**Authorized Officer**") or the designee thereof is hereby authorized and directed to execute and deliver Amendment No. 2 to the JPA Agreement with such changes, insertions and omissions as may be recommended by the Agency's General Counsel or the law firm of Stradling Yocca Carlson & Rauth, a Professional Corporation ("**Bond Counsel**"), and approved by the officer executing the same, said execution being conclusive evidence of such approval.

Section 2. The Authorized Officers or any other proper officer of the Successor Agency, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the

EXHIBIT A

**AMENDMENT NO. 2 TO JOINT EXERCISE OF POWERS AGREEMENT
GARDEN GROVE PUBLIC FINANCING AUTHORITY**

among

CITY OF GARDEN GROVE

and

**SUCCESSOR AGENCY TO GARDEN GROVE AGENCY FOR COMMUNITY
DEVELOPMENT**

and

GARDEN GROVE SANITARY DISTRICT

Dated as of November 1, 2020

**AMENDMENT NO. 2 TO JOINT EXERCISE OF POWERS AGREEMENT
GARDEN GROVE PUBLIC FINANCING AUTHORITY**

This AMENDMENT NO. 2 TO JOINT EXERCISE OF POWERS AGREEMENT, dated as of November 1, 2020 (this "**Amendment**"), is entered into by and among the CITY OF GARDEN GROVE, a municipal corporation that is duly organized and existing under and by virtue of the laws and the Constitution of the State of California (the "**City**"), the SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY DEVELOPMENT, a public body, corporate and politic and successor-in-interest to the Garden Grove Agency for Community Development (the "**Agency**"), and the GARDEN GROVE SANITARY DISTRICT, a special district that is duly organized and existing under the laws of the State of California (the "**District**").

RECITALS

A. The Garden Grove Public Financing Authority (the "**Authority**") is a public entity that is duly organized and existing under a Joint Exercise of Powers Agreement, dated June 22, 1993, by and between the City and the Agency, as amended by Amendment No. 1 to Joint Exercise of Powers Agreement, dated March 28, 2006, by and among the City, the Agency and the District (collectively, the "**JPA Agreement**").

B. Section 8.05 of the JPA Agreement provides that the JPA Agreement may be amended for any purpose by supplemental agreement executed by the parties to the JPA Agreement.

C. The City, the Agency and the District desire to amend the JPA Agreement: (i) to clarify an ambiguity with respect to the membership of the Board of Directors of the Authority; (ii) to remove the Agency as a member of the Authority; and (iii) to make certain additional and conforming edits.

AGREEMENT

SECTION 1. This Amendment hereby incorporates by reference all terms and conditions of the JPA Agreement unless specifically modified by this Amendment. All terms and conditions of the JPA Agreement which are not specifically modified by this Amendment shall remain in full force and effect.

SECTION 2. Capitalized terms that are used in this Amendment and not otherwise defined have the meanings that are set forth in the JPA Agreement.

SECTION 3. The definition of "Directors" in Section 1.01 of the JPA Agreement is hereby amended to read as follows:

"Directors" means the members of the Board of Directors of the Authority.

SECTION 4. The first sentence of Section 2.03 of the JPA Agreement is hereby deleted in full.

SECTION 5. The definition of "Members" in Section 1.01 of the JPA Agreement, as amended by Section 2 of Amendment No. 1 thereto, is hereby further amended and restated to read as follows:

"Members" means the City and the Garden Grove Sanitary District (the "District"), a subsidiary district of the City of Garden Grove.

SECTION 6. Section 8.01 of the JPA Agreement is hereby amended and restated as follows:

"Notices hereunder shall be in writing and shall be sufficient if delivered to:

City of Garden Grove
11222 Acacia Parkway
Garden Grove, California 92840
Attention: City Manager

Garden Grove Sanitary District
11222 Acacia Parkway
Garden Grove, California 92840
Attention: General Manager."

SECTION 7. The following Section 8.09 is hereby added to the JPA Agreement:

Section 8.09. **Conflict of Interest Code.** The Authority hereby adopts the conflict of interest code of the City, as it may be amended from time to time, as the conflict of interest code of the Authority.

SECTION 8. THIS AMENDMENT SHALL BE CONSTRUED AND GOVERNED IN ACCORDANCE WITH THE LAWS OF THE STATE OF CALIFORNIA.

SECTION 9. This Amendment shall become effective as of the date set forth in the first paragraph hereof, or as soon thereafter as it is fully executed.

SECTION 10. This Amendment may be executed in several counterparts, each of which shall be deemed as an original, all of which shall constitute but one of the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment by their officers thereunto duly authorized as of the day and year first written above.

CITY OF GARDEN GROVE

By: Steve Jones
Mayor

ATTEST:

Jessica Romero
City Clerk

SUCCESSOR AGENCY TO GARDEN GROVE
AGENCY FOR COMMUNITY DEVELOPMENT

By: Steve Jones
Chair

ATTEST:

Jessica Romero
Secretary

GARDEN GROVE SANITARY DISTRICT

By: Mark Brum
President

ATTEST:

Jessica Romero
Secretary