AGENDA

Oversight Board

Thursday, January 28, 2016
4:00 p.m. - 5:00 p.m.

City Hall
1017 Middlefield Road
Redwood City, CA 94063
Conference Room 2B - Second Floor
And via Teleconference: San Bruno City Hall
567 El Camino Real, San Bruno, CA 94066

Members:
Mike Roberts, Chair
Alicia Aguirre, Vice Chair
Steve Abbors
Michael Callagy
Barbara Christensen
Deanna La Croix
Enrique Navas

City Staff as Successor Agency Attendees:
Aaron Aknin, Community Development Director
Melissa Stevenson Diaz, City Manager
Alison Freeman, Financial Services Manager
Carolyne Kerans, Senior Accountant
Audrey Ramberg, Finance Director
Veronica Ramirez, Assistant City Attorney
Steven Turner, Planning Manager
Silvia Vonderlinden, City Clerk

Craig Labadie, Counsel to the Oversight Board

1. Call to Order
2. Roll Call
3. Public Comments
   NOTE: Speakers are limited to three minutes, unless modified by the Chairperson. The Board cannot take action on any matter raised under this item.
4. Approval of Minutes – October 29, 2015 Meeting
5. Approval of the Administrative Budget for Annual ROPS FY 2016-17
   • Resolution
6. SERAF and City/ RDA Loan Modification
   • Resolution
   • Loan Agreements
7. Approval of Annual ROPS FY 2016-17
   • Resolution
8. Oral Communications from the Successor Agency Contact
9. Set Date and Agenda for Next Board Meetings

Adjourn

Alternate Agenda Formats: The City Council will provide materials in appropriate alternative formats to comply with the Americans with Disabilities Act. Please send a written request to Silvia Vonderlinden, City Clerk, at 1017 Middlefield Road, Redwood City, CA 94063 or e-mail address svonderlinden@redwoodcity.org including your name, address, phone number and brief description of the requested materials and preferred alternative format or auxiliary aid or service at least seven calendar days before the meeting.
1. **Call to Order** - Acting Chair Aguirre called the meeting to order at 4:01 p.m.

2. **Roll Call** - Roll call is as noted above.

3. **Public Comments** -

   Sheena Kho of MidPen Housing spoke about this action before the Board and in favor.

   NOTE: Speakers are limited to three minutes, unless modified by the Chairperson. The Board cannot take action on any matter raised under this item.

4. **Approval of Minutes - September 24, 2015 Meeting**

   M/S Christensen/Navas to approve the draft minutes as submitted. **Motion carried by unanimous voice vote.**

5. **MidPen - potential City Center Loan Modification**
   - Resolution OB 15-05

   Ms. Coffman presented the staff report, explaining that MidPen is requesting a loan modification to prepay the RDA General portion of its City Center loan. The loan is due in 2028 and prepayment requires consent. Prepayment would allow MidPen to refinance and seek a new tax credit in order to fund capital repairs to the buildings which would help preserve this affordable housing. Staff also noted that new a resolution was being submitted for approval. Ms. Coffman explained how the Oversight Board is the first step of the approval followed by the City Council in 2016 and then the Department of Finance.

   Ms. Ramberg said that per her own analysis there would be only a minimal impact related to foregone future interest given the value of the early payment of the principal.

   Assistant City Attorney Ramirez also provided some details on the matter. M/S Abbors/Christensen to approve the resolution. **Motion carries unanimously by voice vote.**
8. **Oral Communications from the Successor Agency Contact**  
Ms. Ramberg reminded the Oversight Board about new legislation and Attorney Labadie added details.

9. **Set Date and Agenda for Next Board Meetings**  
- Annual ROPS 16-17 due to the DOF by February 1, 2016

The next meeting was set for December 17 at 4 p.m. with a subsequent meeting on January 14, 2016 at 4:00 p.m.

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**Adjourn - The meeting adjourned at 4:20 p.m.**

Respectfully Submitted

Silvia Vonderlinden  
City Clerk

Submitted for approval at the Oversight Board meeting of January 28, 2016.
Agenda Report

To: Oversight Board Members

From: Audrey Seymour Ramberg, Finance Director

Date: January 28, 2016

Re: Administrative Budget for the period of July 1, 2016 through June 30, 2017 for the Successor Agency of the Former Redwood City Redevelopment Agency

RECOMMENDATION
Approve, by resolution, the recommended Successor Agency administrative budget for the period of July 1, 2016 through June 30, 2017.

BACKGROUND
Under AB x1 26 Successor Agencies are required to submit their administrative budget to their Oversight Board for approval for each Recognized Obligation Payment Schedule (ROPS) period. The administrative budget is then placed on the appropriate ROPS for Oversight Board approval. Under Health and Safety Code section 34177, successor agencies are now subject to annual ROPS. Accordingly, the Successor Agency submitted an annual administrative budget that includes two six-month periods.

For the period of June 1, 2016 through June 30, 2017, the Successor Agency administrative budget is comprised of employee costs (salaries and benefits) for those employees who are directly involved in the Successor Agency activities, audit fees, legal fees provided to the Oversight Board, and legal fees related to the litigation regarding the contested Legal Aid Society affordable housing funds (see Exhibit A of the Resolution - Attachment One).

Attachment Two lists the positions and corresponding portions of each position that are included in this budget and the associated projected costs.

Under AB x1 26, the Successor Agency is provided an administrative cost allowance of $250,000 annually and has limited the administrative budget accordingly. The proposed
administrative budget of $127,857 is well below the $250,000 limit for July 1, 2016 through June 30, 2017.

_________________________
Audrey Seymour Ramberg
Finance Director, Successor Agency

ATTACHMENTS
1. Resolution Approving the Successor Agency Administrative Budgets
2. Recommended Administrative Budget Detail for the Successor Agency
RESOLUTION NO. OB-______

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDWOOD CITY REDEVELOPMENT AGENCY APPROVING THE ADMINISTRATIVE BUDGET FOR THE PERIOD OF JULY 1, 2016 THROUGH JUNE 30, 2017 (16-17)

WHEREAS, under AB X1 26, enacted by the California State Legislature and signed by the Governor as part of the 2011-2012 State budget, a new Part 1.85 was added to Division 24 of the California Health and Safety Code (Health and Safety Code Section 34170 et seq., as may be amended, the “Dissolution Act”) and, in accordance therewith, all redevelopment agencies in the State of California, including the Redwood City Redevelopment Agency (“Redevelopment Agency”), were dissolved as of February 1, 2012; and

WHEREAS, in compliance with the Dissolution Act, the City of Redwood City (“City”) determined it would serve as the Successor Agency to the Redwood City Redevelopment Agency (“Successor Agency”) effective February 1, 2012; and

WHEREAS, the Oversight Board of the Successor Agency to the Redwood City Redevelopment Agency (“Oversight Board”) has been established pursuant to Section 34179 of the Dissolution Act to oversee the Successor Agency's actions in winding down the affairs of the Redevelopment Agency in accordance with the Dissolution Act; and

WHEREAS, Section 34177(j) requires the Successor Agency to prepare a proposed administrative budget for each six month ROPS period, and submit the administrative budget to the Oversight Board for approval; and

WHEREAS, Section 34177(k) requires the Successor Agency to provide to the County Auditor-Controller the administrative cost estimated from its approved administrative budget for each ROPS period that are to be paid from property tax revenues deposited into the Redevelopment Property Tax Trust Fund established for the Successor Agency (RPTTF); and

WHEREAS, under Section 34177(o), the Successor Agency shall prepare an annual ROPS commencing with the period of July 1, 2016 through June 30, 2017; and

WHEREAS, the Successor Agency prepared and submitted the proposed administrative budget related to the proposed ROPS for the period of July 1, 2016 through June 30, 2017 (“Administrative Budget 16-17”) to the Oversight Board for approval; and

WHEREAS, the Oversight Board held a public meeting on January 28, 2016 and considered the Administrative Budget 16-17 following the notice required by law.
NOW, THEREFORE, THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDWOOD CITY REDEVELOPMENT AGENCY DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. The recitals set forth above are true and correct and incorporated herein.

Section 2. The Oversight Board hereby approves the Administrative Budget 16-17, attached hereto as Exhibit A and incorporated herein by this reference.

Section 3. This resolution takes effect upon adoption.

*   *   *
## Successor Agency of the Former Redwood City Redevelopment Agency

**Proposed Administrative Budget**

**July 1, 2016 - June 30, 2017**

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<th>Line Item #</th>
<th>Description</th>
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<th>6/30/17</th>
<th>Total</th>
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<td><strong>Litigation Legal Fees</strong></td>
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<td><strong>Line 23 Total Administrative Budget</strong></td>
<td>63,928</td>
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<td>127,857</td>
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**Exhibit A**

5. Administrative Budget Attachment 1
### REDWOOD CITY
**Successor Agency Administrative Budget Employee Costs**

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<tr>
<th>Position</th>
<th>FTEs</th>
<th>Wages</th>
<th>Benefits</th>
<th>Period 16-17A 7/1/16-12/31/16</th>
<th>Period 16-17B 1/1/17-6/30/17</th>
<th>Period 16-17 ROPS 7/1/16-6/30/17</th>
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Agenda Report

To: Oversight Board Members

From: Audrey Seymour Ramberg, Finance Director

Date: January 28, 2016

RE: SERAF and City/RDA Loan Modification

RECOMMENDATION
Approve, by Resolution: 1) Ratification and Amendment to the SERAF Loan and 2) Ratification and Amendment to the City/RDA Loan Agreement and make the required finding that the loans of funds under the SERAF Loan and the City/RDA Loan were for legitimate redevelopment purposes.

DISCUSSION
Pursuant to the provisions of the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.) (“CRL”), the City Council of the City of Redwood City activated the Redevelopment Agency of the City of Redwood City (the “Redevelopment Agency”) in 1971 and subsequently adopted the Redevelopment Plan for the Redwood City Redevelopment Project No. 2 (the “Redevelopment Plan”) in 1982.

Health and Safety Code Section 33020 provides, in part, that “‘Redevelopment’ means the planning, development, replanning … reconstruction, or rehabilitation … of all or part of a survey area, and the provision of … public or other structures as may be appropriate or necessary in the interest of the general welfare.” The CRL and the Redevelopment Plan authorize the Redevelopment Agency to finance its redevelopment activities with financial assistance from the City or other public agencies. The Redevelopment Plan also authorized the Redevelopment Agency to obtain advances, borrow funds and create indebtedness and other obligations in carrying out the Redevelopment Plan. The Redevelopment Plan specifically provided that “advances for survey and planning … may come through loans from the City” and “the City may also supply additional assistance
through City loans and grants for various public facilities.”

The Redevelopment Plan also requires the City to aid and cooperate with the Redevelopment Agency in carrying out the Redevelopment Plan, and to take all actions necessary to ensure the continued fulfillment of the purposes of the Redevelopment Plan, including improvements in publicly-owned public utilities within or affecting the Redevelopment Project Area, construction of any public improvements serving the purposes of the Redevelopment Plan, which costs may be reimbursed by the Redevelopment Agency from Redevelopment Project revenues, and the performance of other functions and services relating to public health, safety and physical development.

**SERAF Loan**

Pursuant to Health and Safety Code Section 33690, the Redevelopment Agency was required to make a SERAF payment for fiscal year 2009-10. Because the Redevelopment Agency did not have sufficient funds in its general fund to make the legally required payment, it borrowed funds from the Redevelopment Agency’s Low and Moderate Income Housing Fund in the amount of $2,812,838 (the “SERAF Loan”) to make this SERAF payment.

The Redevelopment Agency by Resolution No. RD 10-03 adopted on April 26, 2010 approved and authorized the SERAF Loan from the Redevelopment Agency’s Low and Moderate Income Housing Fund for the 2009-10 SERAF payment and evidencing the loan repayment schedule.

The SERAF payment was required by law, pursuant to Health and Safety Code Section 33690. Health and Safety Code Section 33020.5 provides that “redevelopment” includes payments to school districts in the fiscal year specified in Section 33690.

The current outstanding balance due to repay the SERAF loan is $1,687,703.

**City/RDA Loan**

On September 8, 2003, the Redwood City City Council and Redevelopment Agency Board conceptually approved a plan to finance various downtown improvements which relied upon bonds being issued by the Agency and a $3 million loan from the City to the Agency. The various downtown improvements included the Courthouse Facade Restoration, the Jefferson Underground Parking Garage, the Block 2 Parking Lot, and Block 2 Land Assembly (“Projects”). These Projects were squarely within the purview of the Redevelopment Agency whose purpose was to eliminate urban blight in the City of Redwood City. The Redevelopment Agency’s primary responsibilities included elimination of slums and blight, revitalization of older neighborhoods, facilitation of additional housing, encouragement of economic development and creation of new employment opportunities. In particular, when the Redevelopment Agency project area was expanded to include downtown Redwood City, the Redevelopment Agency was tasked with, among other things, (1) replanning, redesigning and developing vacant, underutilized and underdeveloped areas which were stagnant or improperly utilized, and (2) providing adequate off-street parking to serve current and future uses within the
downtown. At the time the City Council included the downtown as a redevelopment project area, it made the following determinations:

“1) The existence of buildings and structures used or intended to be used for living, commercial, industrial or other purposes which are unfit or inappropriate to occupy for such purposes due to deterioration and dilapidation, age and obsolescence, mixed character of buildings, shifting uses, faulty interior arrangement and exterior spacing, and defective design and character or physical construction; and

2) The existence of properties which suffer from deterioration and disuse because of: inadequate public improvements, facilities and utilities, which cannot be remedied by private or governmental action without redevelopment, particularly deficiencies in the street and circulation systems; parking facilities; and storm drainage, water and sewer systems; and the existence of parcels that are of irregular form, shape or size for proper usefulness and development; and

3) A prevalence of social maladjustment; and

4) A prevalence of impaired investments and economic maladjustment.

Such conditions are causing and will increasingly cause a reduction and lack of proper utilization of the area to such an extent that it constitutes a serious physical, social and economic burden on the City which cannot reasonably be expected to be reversed or alleviated by private enterprise acting alone, requiring redevelopment in the interest of the health, safety and general welfare of the people of the City and the State. This finding is based on the fact that governmental action available to the City without redevelopment would be insufficient to cause any significant correction of the blighting conditions, and that the nature and costs of the public improvements and facilities and other actions required to correct the blighting conditions are beyond the capacity of the City and cannot be undertaken or borne by private enterprise acting alone or in concert with available governmental action."

The Projects contemplated by the City/RDA loan assisted in eliminating several blighted conditions identified above. The Projects, Jefferson Underground Parking Garage and Block 2 Parking Lot in particular, would assist in providing adequate off-street parking to serve current and future uses in the downtown. Such off-street parking was constructed to minimize on-street parking issues and to allow the streetscapes to become more pedestrian and bicycle friendly, thereby creating safer pedestrian mobility. The Projects were proposed to support development of the many parcels in the area that are too small to accommodate development that includes parking necessary to support such use. Furthermore, the Projects, including the historic Courthouse façade improvements, were a true investment in the heart of downtown, fostering a sense of place, enhancing community pride, and creating a comfortable, inviting “outdoor living room”. Finally, the Projects enabled private investment in the downtown. These Projects, in collaboration with other redevelopment efforts, revived the downtown as the hub for community activities, and assisted in making the downtown the entertainment center for Redwood
City residents, and for the Peninsula.

The Projects contemplated by the City/RDA Loan were consistent with the Redevelopment Plan and Implementation Plan, as the goals and programs provide for the elimination of inadequate public improvements and the provision of public infrastructure of benefit to the Project Area. These public improvements were identified in the Redevelopment Plan, and in the five-year Implementation Plan adopted by the Redevelopment Agency pursuant to Health and Safety Code Section 33490, as public improvement projects to be undertaken by the Redevelopment Agency.

The projects being financed were included in the Redevelopment Agency budget adopted by the Agency Board on August 11, 2003. Pursuant to this Council and Agency Board authorization, Agency bonds were sold in October 2003. And on January 24, 2005, the City Council and Agency Board approved a loan agreement for $3 million to the Agency from the City’s capital projects fund to finance the balance of the Agency’s project budget. Key business terms of the loan included an interest rate of 4.12%, a term of June 2019 or until all outstanding principal and accrued interest was paid and interest only payments until June 2009 at which point principal payments were to begin. Interest payments were made from June 2005 through December 2011 and principal payments were made from June 2009 to December 2011. After this point, the State Department of Finance disallowed future loan repayments pending the issuance of a Finding of Completion and a process to reinstate the loans, as described below. The outstanding principal owed on this City/RDA loan is $2,269,544.

Redevelopment Dissolution Act
Assembly Bill 1X 26 (“AB 26”), enacted in June 2011, as modified by the Supreme Court of the State of California in the matter of California Redevelopment Association, et al. v. Ana Matosantos, et al., Case No. S194861, and as further modified by Assembly Bill 1484, enacted in June 2012, and other subsequently adopted legislation (all collectively, the "Dissolution Act") dissolved and set out procedures for the wind-down of all redevelopment agencies throughout the State effective February 1, 2012.

The Successor Agency to the Redevelopment Agency of the City of Redwood City (the “Successor Agency”) is the successor entity to the former Redevelopment Agency and, pursuant to the Dissolution Act, is responsible for the wind-down of the affairs of the former Redevelopment Agency, including without limitation the performance and repayment of all enforceable obligations of the former Redevelopment Agency.

Pursuant to Health and Safety Code Section 34176, the City elected to retain the housing assets and functions previously performed by the Redevelopment Agency.

Health and Safety Code Section 34171(d)(2) provides, with a few exceptions, that “enforceable obligation” does not include any agreements, contracts, or arrangements between the city, county, or city and county that created the redevelopment agency and the former redevelopment agency.

Health and Safety Code Section 34179.7 provides that upon completion of certain
requirements and payment of certain amounts as required by Sections 34179.6 and 34183.5, the Department of Finance (“DOF”) shall issue, within five business days, a finding of completion of the requirements of Section 34179.6 to the successor agency. Health and Safety Code Section 34191.4 provides in part that, following issuance of a finding of completion by DOF, and upon application by the successor agency and approval by the oversight board, loan agreements entered into between the redevelopment agency and the city, county or city and county that created the redevelopment agency shall be deemed to be enforceable obligations provided that the oversight board makes a finding that the loan was for legitimate redevelopment purposes.

In addition to establishing when a loan agreement will be deemed to be an enforceable obligation, Section 34191.4 further establishes certain restrictions and limitations on the repayment of the loan. If the oversight board finds that the loan is an enforceable obligation, the accumulated interest on the loan shall be recalculated in accordance with Section 34191.4(b)(3).

In addition to the recalculation of interest, Section 34191.4 limits the amounts that can be repaid to the City to one-half of the increase between the amount distributed to taxing entities under Section 34183(a)(4) in the base fiscal year 2012-13 and the amount distributed to the taxing entities in that fiscal year the payment is being made. Further, any repayments received by the City must first be used to repay any amounts borrowed from the Low and Moderate Income Housing Fund (e.g., SERAF loan), and after that twenty percent of any loan repayment shall be deducted from the loan repayment amount and shall be transferred to a Low and Moderate Income Housing Asset Fund.

Ratification and Amendment of Loans
The City and Successor Agency staff have prepared (1) a Ratification and Amendment to SERAF Loan Agreement (“Amendment to SERAF Loan”), and (2) a Ratification and Amendment to the City/RDA Loan (“Amendment to City/RDA Loan”), in order to ratify the existence and validity of the SERAF Loan, and the City/RDA Loan (collectively, the “Loans”), and to establish repayment terms relating to the Loans.

As discussed above, Health and Safety Code Section 34191.4 provides in part that, following issuance of a finding of completion by DOF, and upon application by the successor agency and approval by the oversight board, loan agreements entered into between the redevelopment agency and the city, county or city and county that created the redevelopment agency shall be deemed to be enforceable obligations provided that the oversight board makes a finding that the loan was for legitimate redevelopment purposes.

Provisions of the Dissolution Act provide that, if loans between the City and the former Redevelopment Agency are determined to be enforceable obligations, the repayments terms set forth in Health and Safety Code Section 34191.4(b) require that twenty percent (20%) of any loan repayment shall be deducted from the loan repayment amount and shall be transferred to a Low and Moderate Income housing Asset Fund.
Health and Safety Code Section 34179(h) provides that information about all actions taken by the Oversight Board shall be provided to DOF, and DOF may review all such actions. An action of the Oversight Board becomes effective five (5) business days after submission to DOF unless DOF requests a review.

**FISCAL IMPACT**
Following approval of the Loans by the Oversight Board, with findings that the loan of funds to the Redevelopment Agency under the SERAF Loan, and the City/RDA Loan were for legitimate redevelopment purposes, each of the Loans will be deemed an enforceable obligation and can be placed on the Recognized Obligation Payment Schedule by the Successor Agency, in order to allow for repayment to the City of the amounts owed under the SERAF Loan and the City/RDA Loan, respectively, subject to the limitations and restrictions set forth in Health and Safety Code Section 34191.4(b). These obligations are included for payment in the proposed 2016-17 ROPS as follows:

- Line 3: SERAF repayment to the Low and Moderate Income Housing Asset Fund in the amount of $1,687,703; which results in this obligation being paid in full.
- Line 5: City/RDA loan repayment in the amount of $828,339 applied toward the principal balance due; with 20% to be transferred to the Low and Moderate Income Housing Asset Fund.

The remaining principal and interest due on the City/RDA loan will be placed on future ROPS.

Audrey Seymour Ramberg  
Finance Director, Successor Agency

**ATTACHMENTS**
1. Oversight Board Resolution approving (a) a Ratification and Amendment to Loan former Redwood City Redevelopment Agency Low and Moderate Income Housing Fund (SERAF Loan Agreement), and (b) a Ratification and Amendment to Loan Agreement between the City of Redwood City and former Redevelopment Agency of the City of Redwood City (City/RDA Loan)

2. Ratification and Amendment to Loan between the City of Redwood City and the former Redevelopment Agency of the City of Redwood City (SERAF Loan Agreement)

3. Ratification and Amendment to the Loan Agreement between the City of Redwood City and former Redevelopment Agency of the City of Redwood City (City/RDA Loan).
4. Agency Resolution No. RD 10-03 and associated staff report dated April 26, 2010 regarding the Loan from the Agency’s Low and Moderate Income Housing Fund to make the required SERAF payment

5. Loan Agreement and associated staff report/minute order dated January 24, 2005 related to the Loan Agreement between the City and the Redevelopment Agency to finance downtown redevelopment projects
RESOLUTION NO. 2016-____

A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDWOOD CITY REDEVELOPMENT AGENCY APPROVING (1) A RATIFICATION AND AMENDMENT TO LOAN AND REPAYMENT OF THE REDWOOD CITY REDEVELOPMENT AGENCY LOW AND MODERATE INCOME HOUSING FUND FOR PAYMENT OF SUPPLEMENTAL EDUCATIONAL REVENUE AUGMENTATION FUND, AND MAKING FINDINGS RELATED THERETO (SERAF LOAN), AND (2) A RATIFICATION AND AMENDMENT TO LOAN AND REPAYMENT AGREEMENT BETWEEN THE CITY OF REDWOOD CITY AND THE REDWOOD CITY REDEVELOPMENT AGENCY, AND MAKING FINDINGS RELATED THERETO (CITY/RDA LOAN)

WHEREAS, pursuant to the provisions of the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.), the City Council of the City of Redwood City activated the Redwood City Redevelopment Agency (the “Redevelopment Agency”); and

WHEREAS, pursuant to Health and Safety Code Section 33690, the Redevelopment Agency was required to make a payment to the Supplemental Educational Revenue Augmentation Fund (“SERAF”) for fiscal year 2009-10; and

WHEREAS, because the Redevelopment Agency did not have sufficient funds to make the payment, it borrowed funds from the Redevelopment Agency’s Low and Moderate Income Housing Fund for the payment of the 2009-10 SERAF (the “SERAF Loan”); and

WHEREAS, the Redevelopment Agency, by Resolution No. RD 10-03, adopted on April 26, 2010, approved and authorized the SERAF Loan from the Redevelopment Agency’s Low and Moderate Income Housing Fund which required the repayment of funds back into the Low and Moderate Income Housing Fund pursuant to a schedule set forth in that resolution; and

WHEREAS, on September 8, 2003, the Redwood City City Council and Redevelopment Agency Board conceptually approved a plan to finance various downtown improvements which relied upon bonds being issued by the Redevelopment Agency and a $3 million loan from the City to the Redevelopment Agency (“City/RDA Loan”). The various downtown improvements included the Courthouse Facade Restoration, the Jefferson Underground Parking Garage, the Block 2 Parking Lot, and Block 2 Land Assembly (“Projects”); and

WHEREAS, the Redevelopment Agency, by Minute Order No. RD 05-01, and the City, by Minute Order No. 05-13, both adopted on January 24, 2005, approved and authorized execution of a Loan and Repayment Agreement (“City/RDA Loan Agreement”) to evidence the loan of funds by the City to the Redevelopment Agency for the Projects; and

WHEREAS, Assembly Bill 1X 26 (“AB 26”), enacted in June 2011, AB 1484 (“AB 1484”), enacted in June 2012, and other subsequently adopted legislation (collectively, the “Dissolution Act”) required the dissolution of redevelopment agencies and established certain

ATTY/RESO.0011/OB RESO SERAF LOAN AGREEMENT

Page 1 of 5

REV: 01-25-16 VR
procedures and requirements for the wind-down of their activities; and

WHEREAS, the Successor Agency to the Redwood City Redevelopment Agency (“Successor Agency”) is the successor entity to the former Redevelopment Agency and, pursuant to the Dissolution Act, is responsible for the wind-down of the affairs of the former Redevelopment Agency, including without limitation the performance and repayment of all enforceable obligations of the former Redevelopment Agency; and

WHEREAS, the Successor Agency to the Redwood City Redevelopment Agency is the successor entity to the former Redevelopment Agency and, pursuant to the Dissolution Act, is responsible for the wind-down of the affairs of the former Redevelopment Agency, including without limitation the performance and repayment of all enforceable obligations of the former Redevelopment Agency; and

WHEREAS, the City of Redwood City is the Housing Successor to the Redwood City Redevelopment Agency with regard to the Low and Moderate Income Housing Fund and any payments receivable to that Fund; and

WHEREAS, Health and Safety Code Section 34171(d)(2) provides, with a few exceptions, that “enforceable obligation” does not include any agreements, contracts, or arrangements between the city, county, or city and county that created the redevelopment agency and the former redevelopment agency; and

WHEREAS, the Dissolution Act further provides that after a successor agency receives a finding of completion from the Department of Finance (“DOF”) pursuant to Health and Safety Code Section 34179.7, loan agreements entered into between the redevelopment agency and the city, county or city and county that created the redevelopment agency may be deemed to be enforceable obligations under certain conditions; and

WHEREAS, the Successor Agency has received a finding of completion from DOF, as evidenced by a letter from DOF, dated December 10, 2015; and

WHEREAS, City and Successor Agency staff have prepared a Ratification and Amendment to Loan and Repayment Agreement Between the City of Redwood City and the Redwood City Redevelopment Agency for the SERAF Loan (“SERAF Loan Agreement”) to ratify the existence and validity of the SERAF Loan and to establish the repayment terms of the SERAF Loan pursuant to the Dissolution Act; and

WHEREAS, City and Successor Agency staff have prepared a Ratification and Amendment to Loan and Repayment Agreement Between the City of Redwood City and the Redwood City Redevelopment Agency for the City/RDA Loan (“City/RDA Loan Agreement”) to ratify the existence and validity of the City/RDA Loan and to establish the repayment terms of the City/RDA Loan pursuant to the Dissolution Act.

NOW, THEREFORE, THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDWOOD CITY REDEVELOPMENT AGENCY DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. Recitals. The Recitals set forth above are true and correct and are incorporated into this Resolution by reference.
Section 2. SERAF Loan Agreement.

a. Finding. The Oversight Board hereby finds and determines that the loan and advance of funds from the Low and Moderate Income Housing Fund for the SERAF payment was for legitimate redevelopment purposes. This finding is based on the following facts:

1. The funds were borrowed from the Low and Moderate Income Housing Fund solely and explicitly to make the required payment into SERAF pursuant to Health and Safety Code Section 33690, which section specifically states in subsection (f) that it was the intent of the Legislature that said payments would directly or indirectly assist in the financing or refinancing, in whole or in part, of the community’s redevelopment projects pursuant to Section 16 of Article XVI of the California Constitution.

2. Health and Safety Code Section 33020.5 provides that “redevelopment” includes payments to school districts in the fiscal year specified in Section 33690.

3. Health and Safety Code Section 33690 authorizes redevelopment agencies to borrow from the Low and Moderate Income Housing fund for the SERAF payment in certain circumstances as provided in Resolution No. RD 10-03.

b. Approval of Ratification and Amendment to SERAF Loan Agreement. The Oversight Board hereby approves the Ratification and Amendment to SERAF Loan and Repayment Agreement between the City and the Successor Agency, in substantially the form currently on file with the Secretary of the Oversight Board, including without limitation the repayment schedule set forth therein. Staff is hereby authorized and directed, in cooperation with City and Successor Agency staff, to provide all information about the adoption of this Resolution and the approvals provided for herein to the Department of Finance, in accordance with Health and Safety Code Section 34179(h).

c. Repayment of SERAF Loan. Notwithstanding any terms and conditions set forth in the SERAF Loan Repayment Agreement, the repayment of amount owing to the City under the SERAF Loan Repayment Agreement shall be subject to the limitations and restrictions set forth in Health and Safety Code Sections 34176(e)(6) and 34191.4(b).

Section 3. City/RDA Loan Agreement.

a. Finding. The Oversight Board hereby finds and determines that the loan and advance of funds from the City for the City/RDA Loan was for legitimate redevelopment purposes. This finding is based on the following facts:

1. Under the City/RDA Loan Agreement, the City (the city that created the former Redeveloper Agency) transferred money to the Redevelopment Agency for use by the Redevelopment Agency for a lawful and legitimate redevelopment purpose, to assisted in the elimination of one or more blighted conditions as identified in the Redevelopment Plan, and the Redevelopment Agency was obligated under the City/RDA Loan Agreement to repay the money it received pursuant to a required repayment schedule set forth in the City/RDA Loan Agreement.
2. The Projects were specifically identified in the Redevelopment Plan, and in the five-year Implementation Plan adopted by the Redevelopment Agency pursuant to Health and Safety Code Section 33490, as a public improvement project to be undertaken by the Redevelopment Agency.

3. At the time the City and Redevelopment Agency entered into the City/RDA Loan Agreement, they specifically found and determined that the Projects were of benefit to the Redevelopment Project Area, that no other reasonable means of financing the Projects was available to the community, that the payment of funds for the cost of the Projects would assist in the elimination of one or more blighting conditions inside the Redevelopment Project Area and was consistent with the Implementation Plan, and that the Projects primarily benefit the Redevelopment Project Area, all of which findings and determinations were required under Health and Safety Code Sections 33445 and 33678.

4. The CRL and the Redevelopment Plan authorize the Redevelopment Agency to finance its redevelopment activities with financial assistance from the City or other public agencies. The Redevelopment Plan also authorized the Redevelopment Agency to obtain advances, borrow funds and create indebtedness and other obligations in carrying out the Redevelopment Plan.

b. Approval of Ratification and Amendment to City/RDA Loan Agreement. The Oversight Board hereby approves the Ratification and Amendment to City/RDA Loan and Repayment Agreement between the City and the Successor Agency, in substantially the form currently on file with the Secretary of the Oversight Board, including without limitation the repayment schedule set forth therein. Staff is hereby authorized and directed, in cooperation with City and Successor Agency staff, to provide all information about the adoption of this Resolution and the approvals provided for herein to the Department of Finance, in accordance with Health and Safety Code Section 34179(h).

Section 4. Severability. If any provision of this Resolution or the application of any such provision to any person or circumstance is held invalid, 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 5. Effective Date. This Resolution shall become effective in accordance with Health and Safety Code Section 34179(h), which authorizes the Department of Finance to review all actions taken by the Oversight Board.

APPROVED AND ADOPTED by the Oversight Board for the Successor Agency to the Redwood City Redevelopment Agency at a regular meeting held on the 28th day of January, 2016, by the following vote.

AYES:
NOES:

ABSENT:

________________________________
Chair of the Oversight Board

ATTEST:

________________________________
Secretary to the Oversight Board
RATIFICATION AND AMENDMENT TO LOAN AND REPAYMENT AGREEMENT BETWEEN THE CITY OF REDWOOD CITY AND THE FORMER REDEVELOPMENT AGENCY OF THE CITY OF REDWOOD CITY (2009-10 SERAF LOAN)

THIS RATIFICATION AND AMENDMENT TO LOAN AND REPAYMENT AGREEMENT (this “Amendment”) is entered into this _____ day of ______________, 2016, by and between the CITY OF REDWOOD CITY, a charter city and municipal corporation (the “City”), and the SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF REDWOOD CITY, a public body (the “Successor Agency”).

RECITALS

The City and the Successor Agency (individually, a “Party” and collectively, the “Parties”) enter into this Amendment with reference to the following facts and circumstances:

A. Pursuant to the provisions of the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.) (“CRL”), the City Council of City activated the Redevelopment Agency of the City of Redwood City (the “Redevelopment Agency”) and subsequently adopted the Redevelopment Plan for the Redwood City Redevelopment Project No. 2 in 1982, and amended from time to time (the “Redevelopment Plan”).

B. Pursuant to Health and Safety Code Section 33690, the Redevelopment Agency was required to make a payment to the Supplemental Educational Revenue Augmentation Fund (“SERAF”) for fiscal year 2009-10.

C. Because the Redevelopment Agency did not have sufficient funds to make the payment, it borrowed funds from the Redevelopment Agency’s Low and Moderate Income Housing Fund for the payment of the 2009-10 SERAF (the “SERAF Loan”).

D. The Redevelopment Agency, by Resolution No. RD 10-03, adopted on April 26, 2010, approved and authorized the SERAF Loan from the Redevelopment Agency’s Low and Moderate Income Housing Fund, which required the repayment of funds back into the Low and Moderate Income Housing Fund pursuant to a schedule set forth in that resolution.

E. Assembly Bill 1X 26 (“AB 26”), enacted in June 2011, AB 1484 (“AB 1484”), enacted in June 2012, and other subsequently adopted legislation (collectively, the “Dissolution Act”) required the dissolution of redevelopment agencies and established certain procedures and requirements for the wind-down of their activities.

F. The Successor Agency is the successor entity to the former Redevelopment Agency and, pursuant to the Dissolution Act, is responsible for the wind-down of the affairs of the former Redevelopment Agency, including without limitation the performance and repayment of all enforceable obligations of the former Redevelopment Agency.

G. The City of Redwood City is the Housing Successor to the Redwood City Redevelopment Agency with regard to the Low and Moderate Income Housing Fund and any
payments receivable to that Fund.

H. Health and Safety Code Section 34171(d)(2) provides, with a few exceptions, that “enforceable obligation” does not include any agreements, contracts, or arrangements between the city, county, or city and county that created the redevelopment agency and the former redevelopment agency.

I. The Dissolution Act further provides that after a successor agency receives a finding of completion from the Department of Finance (“DOF”) pursuant to Health and Safety Code Section 34179.7, loan agreements entered into between the redevelopment agency and the city, county or city and county that created the redevelopment agency may be deemed to be enforceable obligations under certain conditions.

J. The Successor Agency has received a finding of completion from DOF, as evidenced by a letter from DOF, dated December 10, 2015.

K. The parties desire to enter into this Amendment in order to ratify the existence and validity of the SERAF Loan, and to establish new repayment terms for the repayment of the Loan pursuant to the Dissolution Act.

**AMENDMENT**

**NOW, THEREFORE,** for good and valuable consideration, including the mutual promises and covenants contained herein, the Parties mutually agree as follows:

1. **Purpose.** The purpose of this Amendment is (a) to ratify the existence and validity of the SERAF Loan, and (b) to establish the repayment terms of the SERAF Loan pursuant to the Dissolution Act.

2. **SERAF Loan Amount.** It is the understanding and agreement of the parties that the total amount of the SERAF Loan owed to the City is $1,687,703.00, plus interest calculated at the rate established under Health and Safety Code Section 34191.4(b)(3).

3. **SERAF Loan was for Legitimate Redevelopment Purposes.** The parties acknowledge and agree that the SERAF Loan amounts due to the City reflect repayment to the City of amounts loaned to or advanced on behalf of the Redevelopment Agency to further the Redevelopment Agency’s redevelopment activities, and was for legitimate redevelopment purposes.

4. **Conditions Precedent to Repayment.** The Parties understand and agree that, pursuant to the Dissolution Act, the SERAF Loan will be deemed to be an “enforceable obligation” only after completion of the following actions:

   a. The Successor Agency shall have been issued a finding of completion by DOF pursuant to Health and Safety Code Section 34179.7. DOF issued a finding of completion to the Successor Agency on December 10, 2015.
b. The Successor Agency shall have applied for and the Oversight Board shall have approved the Loan, and made a finding that the Loan was for legitimate redevelopment purposes.

The Parties acknowledge and agree that DOF has issued a finding of completion to the Successor Agency pursuant to Health and Safety Code Section 34179.7. The Successor Agency and City shall cooperate in providing any documentation and evidence to the Oversight Board as necessary to obtain from the Oversight Board approval of the Loan, together with a finding that the Loan was for legitimate redevelopment purposes.
IN WITNESS WHEREOF, the City and Successor Agency have executed this Amendment as of the date first set forth above.

CITY OF REDWOOD CITY

By: __________________________________________

John D. Seybert, Mayor

SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF REDWOOD CITY

By: __________________________________________

Melissa Stevenson Diaz, Executive Director
RATIFICATION AND AMENDMENT TO LOAN AGREEMENT
BETWEEN THE CITY OF REDWOOD CITY AND THE
FORMER REDEVELOPMENT AGENCY OF THE CITY OF REDWOOD CITY
(CITY/RDA LOAN)

THIS RATIFICATION AND AMENDMENT TO LOAN AGREEMENT (this “Amendment”) is entered into this _____ day of ______________, 2016, by and between the CITY OF REDWOOD CITY, a charter city and municipal corporation (the “City”), and the SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF REDWOOD CITY, a public body (the “Successor Agency”).

RECITALS

The City and the Successor Agency (individually, a “Party” and collectively, the “Parties”) enter into this Amendment with reference to the following facts and circumstances:

A. Pursuant to the provisions of the California Community Redevelopment Law (Health and Safety Code Section 33000 et seq.) (“CRL”), the City Council of City activated the Redevelopment Agency of the City of Redwood City (the “Redevelopment Agency”) and subsequently adopted the Redevelopment Plan for the Redwood City Redevelopment Project No. 2 in 1982, and amended from time to time (the “Redevelopment Plan”).

B. On September 8, 2003, the Redwood City City Council and Redevelopment Agency Board conceptually approved a plan to finance various downtown improvements which relied upon bonds being issued by the Redevelopment Agency and a $3 million loan from the City to the Redevelopment Agency (“Loan”). The various downtown improvements included the Courthouse Facade Restoration, the Jefferson Underground Parking Garage, the Block 2 Parking Lot, and Block 2 Land Assembly (“Projects”).

C. The Redevelopment Agency, by Minute Order No. RD 05-01, and the City, by Minute Order No. 05-13, both adopted on January 24, 2005, approved and authorized execution of a Loan Agreement (“City/RDA Loan Agreement”) to evidence the loan of funds by the City to the Redevelopment Agency for the Projects.

D. Assembly Bill 1X26 ("AB 26"), enacted in June 2011, AB 1484 (“AB 1484”), enacted in June 2012, and other subsequently adopted legislation (collectively, the “Dissolution Act”) required the dissolution of redevelopment agencies and established certain procedures and requirements for the wind-down of their activities.

E. The Successor Agency is the successor entity to the former Redevelopment Agency and, pursuant to the Dissolution Act, is responsible for the wind-down of the affairs of the former Redevelopment Agency, including without limitation the performance and repayment of all enforceable obligations of the former Redevelopment Agency.

F. Health and Safety Code Section 34171(d)(2) provides, with a few exceptions, that “enforceable obligation” does not include any agreements, contracts, or arrangements between the city, county, or city and county that created the redevelopment agency and the former
redevelopment agency.

G. The Dissolution Act further provides that after a successor agency receives a finding of completion from the Department of Finance ("DOF") pursuant to Health and Safety Code Section 34179.7, loan agreements entered into between the redevelopment agency and the city, county or city and county that created the redevelopment agency may be deemed to be enforceable obligations under certain conditions.

H. The Successor Agency has received a finding of completion from DOF, as evidenced by a letter from DOF, dated December 10, 2015.

I. The parties desire to enter into this Amendment in order to ratify the existence and validity of the Loan, and to establish repayment terms for the repayment of the Loan pursuant to the Dissolution Act.

**AMENDMENT**

NOW, THEREFORE, for good and valuable consideration, including the mutual promises and covenants contained herein, the Parties mutually agree as follows:

1. **Purpose.** The purpose of this Amendment is (a) to ratify the existence and validity of the Loan, and (b) to establish the repayment terms of the Loan pursuant to the Dissolution Act.

2. **Loan Amount.** It is the understanding and agreement of the parties that the total amount of the Loan owed to the City is $2,269,544.00, plus interest calculated at the rate established under Health and Safety Code Section 34191.4(b)(3).

3. **Loan was for Legitimate Redevelopment Purposes.** The parties acknowledge and agree that the Loan amounts due to the City reflect repayment to the City of amounts loaned to or advanced on behalf of the Redevelopment Agency to further the Redevelopment Agency’s redevelopment activities, and was for legitimate redevelopment purposes.

4. **Conditions Precedent to Repayment.** The Parties understand and agree that, pursuant to the Dissolution Act, the Loan will be deemed to be an “enforceable obligation” only after completion of the following actions:

   a. The Successor Agency shall have been issued a finding of completion by DOF pursuant to Health and Safety Code Section 34179.7. DOF issued a finding of completion to the Successor Agency on December 10, 2015.

   b. The Successor Agency shall have applied for and the Oversight Board shall have approved the Loan, and made a finding that the Loan was for legitimate redevelopment purposes.

The Parties acknowledge and agree that DOF has issued a finding of completion to the Successor Agency pursuant to Health and Safety Code Section 34179.7. The Successor Agency and City shall cooperate in providing any documentation and evidence to the Oversight...
Board as necessary to obtain from the Oversight Board approval of the Loan, together with a finding that the Loan was for legitimate redevelopment purposes.
IN WITNESS WHEREOF, the City and Successor Agency have executed this Amendment as of the date first set forth above.

CITY OF REDWOOD CITY

By:________________________________________
    John D. Seybert, Mayor

SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE
CITY OF REDWOOD CITY

By:________________________________________
    Melissa Stevenson Diaz, Executive Director
AGENCY RESOLUTION NO. RD 10-03


WHEREAS, pursuant to AB 26 4x, redevelopment agencies are required to make payments totaling $2.05 billion statewide to their respective county Supplemental Educational Revenue Augmentation Fund ("SERAF") in fiscal years 2009/10 and 2010/11; and

WHEREAS, the Redwood City Redevelopment Agency ("Agency") has been notified by the State Department of Finance that its FY 2009/10 SERAF payment will be $3,562,576, which is due May 10, 2010 to the County Auditor/Controller; and

WHEREAS, the legality of the SERAF payment provision in AB 26 4x has been challenged, but no decision has been issued; and

WHEREAS, any SERAF payment shall be made under protest and only if and to the extent such SERAF payment is required by law; and

WHEREAS, Health and Safety Code section 33690(c) provides that if an agency is unable to make its full SERAF payment for FY 2009/10, the Agency may borrow from its Low and Moderate Income Housing Fund (LMIHF) provided that the Agency makes findings that there are insufficient other moneys to make the required payment; and

WHEREAS, the Agency has available $749,738 in its general fund to make the SERAF payment without affecting its debt obligations, personnel staffing, and existing programs and projects; and

WHEREAS, there is no available funds to make the rest of the SERAF payment without affecting the Agency's debt obligation payments, existing programs and projects, and staff level, thus the Agency requests the borrowing of $2,812,838 from the projected LMIHF set-aside allocated for FY 09/10; and

WHEREAS, any funds borrowed from the LMIHF to make the SERAF payment shall be repaid in full on or before June 30, 2015;

NOW, THEREFORE, THE REDEVELOPMENT AGENCY OF THE CITY OF REDWOOD CITY DOES HEREBY RESOLVE AS follows:

Section 1. The Agency finds that it does not have sufficient unencumbered funds in its Agency general fund to make the required SERAF payment for FY 2009/10.

ATTY/RESO.2002
040610
#RD10-03
MUFF # 404
The revenue to be received by the Agency in FY 2009/10 is required for the payment of Agency debt service, Agency administration, and existing programs and projects, and therefore, it not available to make the entire SERAF payment.

Section 2. The Agency has no other funds in its general fund that can be used to make the allocation required by Health and Safety Code Section 33690 (c).

Section 3. The Agency hereby finds that no existing executed contracts will be impaired if, in accordance with this resolution, the Agency reduces the amount allocated to the LMIHF or the amount of moneys in the fund, or both.

Section 4. The Agency’s hereby authorizes a loan of $2,812,838 from the LMIHF for the sole purpose of making the SERAF payment for FY 2009/10. The loan shall not be made until such time that the Agency is required to pay the SERAF payment into the County of San Mateo SERAF account.

Section 5. The Agency hereby declares that the LMIHF funds borrowed pursuant to Section 33690(c) shall be repaid annually in an amount of $562,567.60 to the LMIHF (Fund 806) on or before June 30, 2015. The LMIHF loan shall bear no interest. If directed by the Executive Director, the loan may be repaid to the LMIHF in part or in full at anytime within the five year period so as long as the total amount borrowed is repaid by the deadline.
Passed and adopted by the Council of the City of Redwood City at a Joint City Council and Redevelopment Agency Board Meeting thereof held on the 26th day of April, 2010 by the following votes:

A YES, and in favor of the passage and adoption of the foregoing resolution,

Council members: Aguirre, Bain, Foust, Gee, Pierce, Seybert and Mayor Ira

NOES: None
ABSTAIN: None
ABSENT: None

JEFF IRA
Chairperson
Redevelopment Agency

Attest:
Sylvia Vonderlinden
Redevelopment Agency Secretary

I hereby approve the foregoing resolution this 27th day of April, 2010.

JEFF IRA
Mayor of the City of Redwood City
MINUTE ORDER
CITY COUNCIL MEETING

January 24, 2005
MO. 05-13

CITY CLERK DEPARTMENT
Redwood City

DATE: January 25, 2005

Attention: City Attorney
Redevelopment Agency
Finance Department

SUBJECT: Loan Agreement between the City of Redwood City and the Redevelopment Agency

AGENDA ITEM: 7 A (405)

Meeting of the Council of the City of Redwood City on January 24, 2005.

Present: Council Member Bain, Foust, Hartnett, Howard, Pierce, and Mayor Ira

Absent: None

The following motion was made, carried and entered on the Minutes

M/S Foust/Howard To approve a loan agreement under which the City will lend the Redwood City Redevelopment Agency (Agency) $3,000,000.00 to finance various downtown improvements.

The motion passed by a unanimous voice vote by all those present.

[Signature]

Patricia S. Howe
City Clerk
January 24, 2005

**Subject**
Loan Agreement between the City of Redwood City and the Redevelopment Agency

**Recommendation**
It is recommended that the City Council and Agency Board approve a loan agreement under which the City will lend the Redwood City Redevelopment Agency (Agency) $3,000,000 to finance various downtown improvements.

**Background**
At the September 8, 2003 Council meeting, the City Council and the Agency board conceptually approved a plan to finance various downtown improvements which relied upon bonds being issued by the Agency and a loan ($3 million) from the City to the Agency. The projects being financed were included in the budget which the Agency board approved on August 11, 2003. (See Attachment I – Downtown Funding Plan.)

On October 15, 2003 pursuant to City Council and Agency board authorization, staff sold Agency bonds which resulted in the Agency obtaining $32.625 million in net proceeds to fund the Agency’s projects. The balance ($3 million) will be loaned from the City’s capital projects fund to the Agency as conceptually approved by Council.

This loan will not cause the delay or cancellation of any capital projects as sufficient funds are available in the City’s capital projects fund to finance this loan and all current projects included in the FY 2004/05 budget.

**Terms of the Loan**
The following are the key business terms of this proposed loan:
- Interest rate - 4.12%
- Term – June 2019 or until all outstanding principal, including accrued interest is paid
- Prepayment option – the Agency has the ability to pay all or a portion of the outstanding principal (including any accrued interest) at the Agency’s option without incurring any prepayment penalties or fees.
- Payments will be made semi-annually on December 31 and June 30.
- Only interest payments will be made until June 2009 when principal payments will begin.

**Alternative**
The Council may elect not to enter into this loan agreement. Doing so will require the Agency to either reduce its approved list of projects or identify an alternate source of funds. This latter option may be very difficult to accomplish as the Agency presently has very limited capacity to issue additional debt.
Fiscal Impact

The source of the funds being loaned will be from the unappropriated fund balance in the City's capital projects fund. The payment of principal and interest will be from the Agency's general fund. The payment of this interest may however be deferred until future years when the Agency has the financial capacity to make these payments.

Susan Moeller
Redevelopment Manager

Joel Patterson
Community Development Director

Brian J. Ponty
Director of Finance and Financial Planning

Ed Everett
City Manager

Attachments
Attachment I – Downtown Funding Plan
Attachment II – Loan Agreement
Downtown Funding Plan

The implementation of the Council/Agency Board priorities and actions regarding the Retail/Cinema Project, the Courthouse Facade Restoration and Plaza Project, and the implementation planning for the Downtown Plan are incorporated into a multi-year Capital Budget or “Downtown Funding Plan” summarized as follows:

**Parking Improvements** $19,175,000
Estimated soft costs and construction costs for the underground public parking structure on Block 1; parking control equipment for parking management throughout the downtown; as well as costs for expanding and re-stripping Block 2 parking lot.

**Land Assembly** $2,000,000
Remaining net land assembly costs to be funded for parking obligations pursuant to the DDA for the Retail/Cinema Project, including Block 1 and Block 2. This amount is net of the developer’s $7.5M payment for the air rights to construct the Retail/Cinema project over the parking structure, as well as the monies allocated in the 2002-03 “Current Capital Projects for parking.

**Cuvert** $3,800,000
Estimated cost to relocate the cuvert so the underground public parking structure can be built.

**Streetscape Improvements** $1,675,000
Estimated cost to construct improvements for “Theater Way” between Broadway and Winslow, and modifications to Broadway for proposed protected drop-off for Cinema and Fox Theater. This concept was approved by the City Council/Agency Board in the Joint Study Session in March, 2003.

**Courthouse Plaza** $6,483,190
Estimated hard and soft costs associated with the demolition of the Annex on Broadway, the restoration of the façade of the Courthouse, and the construction of the proposed new plaza.

**Miscellaneous Downtown Projects** $650,000
Estimated costs to Theater Way 2 (Middlefield between Broadway and Veteran’s Blvd); gateway improvements and directional signage for downtown; enhanced public open spaces; Winslow realignment; and improvements to redirect traffic back unto Broadway. These improvements help implement the Downtown Plan and reflect direction received in the Joint Study Sessions with the Council/Agency Board, Planning Commission and the Architectural Review Committee. Money originally budgeted to fund a fountain in the plaza between City Hall and City Center Plaza will be redirected to this project.
**Development Incentives/Contingency** $3,067,000

Estimated costs for offsite reimbursements for the Franklin Street Apartments; downtown precise plan; possible incentives for private development projects; and contingency for unforeseen opportunities and expenses.

These projects total almost $37M. The plan for funding these projects includes $1.5M in existing Agency resources, approximately $31M in Agency bonds, and an estimated $4.5M in a loan from the City. This funding plan is detailed below.

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<th>Downtown Funding Plan</th>
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**Estimated Unappropriated Fund Balance**

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<th>Additional Funding Needed</th>
<th>1,495,814</th>
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</thead>
</table>

**BOND FINANCING PLAN**

| Net Bond Proceeds | 30,894,376 |
| City/Agency Loan  | 4,460,000  |
| Total Additional Funding | 35,354,376 |

*Actual unappropriated fund balance is $2,695,814. $1,200,000 is being held in reserve for operating expense.

The financing plan includes: (1) tax allocation bonds sold by the Agency and secured by tax increment, and (2) a loan from the general fund that will be funded through the refinancing of the City’s 1991 Public Financing Authority (PFA) Lease Revenue Bonds.

The sale of tax allocation bonds secured by tax increment (the Agency’s property tax revenue) is the primary funding vehicle used by redevelopment agencies to finance redevelopment activities. No vote of the electorate is required. The bonds are a limited...
obligation of the Agency only, with no recourse by bondholders against the City's
general fund in the event tax increment declines and is insufficient to pay debt service
on the bonds. The Agency issued tax allocation bonds in 1991 to finance various
capital projects. These bonds were refinanced in 1997 to save the Agency money as a
result of declines in interest rates.

In determining the size of the bond issue, the City's financial advisor has matched
principal and interest payments of the new bonds to projected available tax increment
revenue to allow the Agency to provide approximately $31 million for the Agency's
projects. The bond issue will be structured to allow the release of the money held in a
debt service reserve fund for the Agency's outstanding 1997 tax allocation bonds, which
will add an additional $1.5 million to available net proceeds. The bond structure uses all
available tax increment and anticipates very conservative, sustained growth of 2% in the
Agency's assessed valuation base (in addition to projects now under way). In
approximately 15 years the City Council and Agency Board will need to review the funds
available for debt service and may need to make changes to the Agency's operating
budgets to provide funds needed pay the principal and interest on these bonds or
alternatively, identify a source of additional funds.

The proposed loan of $4.460 million to the Agency via the refunding of the 1991 PFA
bonds takes advantage of the current low interest rates available in the market. The City
is currently paying approximately $1.2 million annually on its $6.725 million outstanding
1991 Public Financing Authority (PFA) Lease Revenue Bonds. The bonds bear interest
at 5.5%. The debt service on these bonds, which runs through FY 2011/12, is paid with
utility users tax revenue. The City can reduce its interest cost to approximately 3.8% by
refinancing the bonds and realize substantial debt service savings. This refinancing is
very similar to that undertaken by a homeowner who desires to reduce his/her monthly
mortgage payment and obtain funds to improve the home. By extending the debt
maturity out to 2019 and adding a new money component to the refunding, the City can
loan sufficient funds to the Agency to allow the Agency to complete its projects and
nevertheless realize total annual debt service savings through 2012.

The foregoing amounts may change as the financing plan is further refined and as
interest rates change. The financing options will be brought back to the Agency for
more in-depth review and analysis as part of the review and actions required for the
issuance of the bonds.
LOAN AGREEMENT

CITY OF REDWOOD CITY/REDWOOD CITY REDEVELOPMENT AGENCY

This LOAN AGREEMENT (the "Loan Agreement") dated January 1, 2005, is between the REDWOOD CITY REDEVELOPMENT AGENCY, a public body, corporate and politic, duly organized and existing under the laws of the State of California (the "Agency"), and the CITY OF REDWOOD CITY, a charter city and municipal corporation, (the "City") (collectively, the "Parties").

RECITALS

WHEREAS, the Agency is authorized to transact business and exercise powers under and pursuant to the provisions of Part 1 of Division 24 of the Health and Safety Code of the State of California (the "Redevelopment Law"), and has the power under Section 33601 of the Redevelopment Law to borrow money for any of its corporate purposes; and

WHEREAS, a Redevelopment Plan for the Redwood City Redevelopment Project Area in the City (the "Redevelopment Project"), has been adopted and, from time to time, amended in compliance with all requirements of the Redevelopment Law; and

WHEREAS, pursuant to the Redevelopment Plan for the Redevelopment Project and the provisions of Section 33670 of the Health and Safety Code, the Agency is entitled to receive certain allocations of tax increment revenues ("Tax Revenues"); and

WHEREAS, in order to assist in financing needs for the Redevelopment Project, the City has previously loaned funds to the Agency and the Agency has repaid such loaned funds from tax increment revenues derived from the Redevelopment Project; and

WHEREAS, the Agency has a plan in place for downtown development projects which is to be funded in part with existing funds as well as the issuance of bonds; and

WHEREAS, to ensure the existence of adequate funds for the Downtown Development Plan the Parties desire to enter into this Loan Agreement whereby the City will loan the Agency Three Million Dollars ($3,000,000); and

WHEREAS, all acts and proceedings required by law necessary to make this Loan Agreement, when executed by the Parties, the valid, binding and legal obligations of the Parties, and to constitute this Loan Agreement as a valid and binding agreement for the uses and purposes herein set forth in accordance with its terms, have been done and taken, and the execution and delivery of this Loan Agreement have been in all respects duly authorized.
NOW, THEREFORE, in consideration of the promises and the mutual agreements herein contained, the Parties hereby agree as follows:

1. **Amount of Loan.** The City agrees to loan the Agency the amount of Three Million Dollars ($3,000,000) (the “Loan”) to be taken from the City’s Capital Projects’ Fund (Fund No. 357).

2. **Acknowledgement of Loan.** The Parties hereby agree that as of the date that the Loan is made from the City to the Agency, the Agency owes the City the amount of Three Million Dollars ($3,000,000) and that the Loan and any accrued unpaid interest constitutes the aggregate amount of this Loan Agreement.

3. **Interest.** Interest on the unpaid principal balance of the Loan will accrue from the date first written hereinabove at the rate of 4.12% per annum as shown in the Debt Service Schedule which is attached hereto and incorporated herein by reference as Exhibit "A". Amounts deferred pursuant to Section 4 hereof shall bear interest, compounded semi-annually, at the rate of 4.12% per annum. Notwithstanding Section 4 of this Agreement, interest will be payable semi-annually on each August 1 and February 1, commencing August 1, 2005. Interest will be calculated based on a thirty (30) day month and three hundred sixty (360) day year basis.

4. **Repayment of Loan.** The Agency will repay the principal of the Loan, together with interest thereon at the rate set forth in Section 3 of this Loan Agreement, pursuant to Exhibit A, the Debt Service Schedule. At the beginning of each Fiscal Year, the City may allow the Agency to defer, for that Fiscal Year, all or a portion of the scheduled loan payments (both interest and principal) upon written request of the Agency’s Redevelopment Manager. Deferred amounts and interest thereon shall be payable upon demand by the City. In no event will the Loan be deferred or extend beyond July 1, 2037.

5. **Optional Prepayment of the Loan.** The Agency has the right to prepay the unpaid principal balance of the Loan, together with accrued unpaid interest thereon, in whole or in part on any date, without penalty or premium.

6. **Security for the Loan.** The Loan constitutes an obligation and indebtedness of the Agency, secured by a pledge of the Tax Revenues. Payment of the Loan from Tax Revenues is subordinate to the payment of the principal of and interest on any other notes, bonds or other indebtedness of the Agency, or which is otherwise expressly issued on a senior lien basis to the Loan.

7. **Maintenance of Tax Revenues.** Agency will comply with all requirements of the Redevelopment Law to insure the allocation and payment to it of the Tax Revenues, including without limitation, the timely filing of any necessary statements of indebtedness with appropriate officials of the County of San Mateo and (in the case of supplemental revenues and other amounts payable by the State of California)
appropriate officials of the State of California. The Agency will not amend the Redevelopment Plan, or enter into any agreement with the County or any other governmental or private entity, which would have the effect of reducing the amount of Tax Revenues otherwise available to the Agency for payment of the Loan.

8. **Further Assurances.** Along with the attached Promissory Note, the Agency will adopt, make, execute and deliver any and all such further resolutions, instruments and assurances as may be reasonably necessary or proper to carry out the intention or to facilitate the performance of this Loan Agreement and for the better assuring and confirming unto the City of the rights and benefits provided in this Loan Agreement.

9. **Entire Agreement.** This Agreement, together with any other written document referred to or contemplated by it, embody the entire Agreement and understanding between the parties relating to the subject matter of it. Neither this Agreement nor any of its provisions may be amended, modified, waived or discharged except in a writing signed by both parties. The City Manager and Redevelopment Manager are authorized to approve, on behalf of their respective Party, non-material written amendments to this Agreement or any of its Exhibits.

10. **Governing Law.** This Loan Agreement will be construed and governed in accordance with the laws of the State of California.
IN WITNESS WHEREOF, the REDWOOD CITY REDEVELOPMENT AGENCY and the CITY OF REDWOOD CITY have caused this Loan Agreement to be signed by their respective officers, all as of the day and year first above written.

REDWOOD CITY REDEVELOPMENT AGENCY, a public body, corporate and politic

By

Susan F. Moeller
Redevelopment Manager

Attest:

Patricia Howe, Agency Secretary

CITY OF REDWOOD CITY, a charter city and municipal corporation of the State of California

By

Ed Everett, City Manager

Attest:

Patricia Howe, City Clerk
PROMISSORY NOTE

$3,000,000

Redwood City, California January 1, 2005

The Redwood City Redevelopment Agency, a public body, corporate and politic (the "Agency"), for value received, promises to pay to the City of Redwood City, a charter city and municipal corporation (the "City"), the principal sum of $3,000,000 plus interest as provided in the Loan Agreement between Agency and City dated January 1, 2005. The principal amount of $3,000,000 plus all accrued interest is to be repaid pursuant to the Debt Service Schedule which is attached hereto and incorporated herein by reference as Exhibit A. This Promissory Note will be subordinate to the payment of the principal of and interest on any other notes, bonds or other indebtedness of the Agency, or which is otherwise expressly issued on a senior lien basis to the loan. The Promissory Note is executed in compliance with and all terms shall have the same meaning as those contained in the Loan Agreement.

REDWOOD CITY REDEVELOPMENT AGENCY

By: ____________________________
   Susan F. Moeller, Redevelopment Manager

Attest:

______________________________
Patricia Howe, Agency Secretary
## Exhibit A
### Debt Service Schedule

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<th>Loan Payment Date</th>
<th>Principal</th>
<th>Coupon</th>
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Agenda Report

To: Oversight Board Members
From: Audrey Seymou Ramberg, Finance Director
Date: January 28, 2016
Re: Review and Approval by Resolution of the Annual ROPS 2016-17

RECOMMENDATION
Approve, by resolution, the Recognized Obligation Payment Schedule 2016-17 which covers the period of July 1, 2016 through June 30, 2017.

DISCUSSION
As required under AB x1 26 and AB 1484 the Successor Agency to the Redwood City Redevelopment Agency submits its Recognized Obligation Payment Schedule (ROPS) 16-17 for Oversight Board approval. Pursuant to Health and Safety Code (HSC) Section 34177(o), commencing with the ROPS covering the period from July 1, 2016 to June 30, 2017 and thereafter, agencies shall submit an oversi ght board approved annual ROPS to the State Department of Finance (DOF) and the County Auditor-Controller by February 1, 2016 and each February 1 thereafter.

The DOF approved each of the items on the ROPS 15-16B, which was approved by the Oversight Board at the September 24, 2015 meeting.

The funding for the items on the ROPS 16-17 will come from the April 2016 property tax apportionment which the County Controller is required to make to the Successor Agency by June 1, 2016.

Recognized Obligation Payment Schedule
For ease of reference, the line number will be cited to the ROPS attached to this report:

Lines 1-2: Tax Allocation Bonds are solely the debt of the former Redevelopment Agency and are now assumed by the Successor Agency. Funds to cover the interest payment of $1,731,085 and principal of $1,773,916, which are due July 15, 2017, are requested in this ROPS. Total payments of approximately $3.5 million will continue annually until these bonds are retired in July 2032.
Line 3: The SERAF repayment to the Low and Moderate Housing fund has been listed in previous ROPS but no funds were requested since the Successor Agency had not yet received its Finding of Completion (FOC). The DOF granted the Successor Agency’s FOC on December 10, 2015. Accordingly, this $1,687,703 obligation is now included for repayment in the 2016-17 ROPS as provided for by HSC Section 34191.4.

Lines 5-6: Repayment to the City for principal and interest is due for funds loaned by the City to the Redevelopment Agency for Downtown projects. This is an existing agreement prior to January 1, 2011, and is an enforceable obligation under the legislation (HSC Section 34171(d)(2)) as it is supported by a loan agreement between the City and the Redevelopment Agency for legitimate redevelopment purposes. Although the DOF previously denied the request for payment of this item, the Successor Agency has continued to view this loan as an enforceable obligation. Now that the Successor Agency has received its FOC, HSC Section 34191.4 provides that loans meeting certain criteria can be reinstated with 20% of the loan repayment amount to be transferred to the Low and Moderate Income Housing Asset Fund. The findings regarding this loan as an enforceable obligation are detailed in a separate staff report for this same Oversight Board agenda. The repayment amount and schedule for this reinstated obligation are subject to terms specified by the DOF regarding the interest rate, the maximum repayment authorized per fiscal year and the prioritization within this maximum to repay the SERAF loan to the Low and Moderate Income Housing Asset Fund. The findings regarding this loan as an enforceable obligation are detailed in a separate staff report for this same Oversight Board agenda. The repayment amount and schedule for this reinstated obligation are subject to terms specified by the DOF regarding the interest rate, the maximum repayment authorized per fiscal year and the prioritization within this maximum to repay the SERAF loan to the Low and Moderate Income Housing Asset Fund. Following the DOF’s formula, the payment requested in the 2016-17 ROPS for the City/RDA loan (Line 5) is $828,339, which will be applied to principal per DOF requirements. Twenty percent of this loan payment will be transferred to the Low and Moderate Income Housing Asset Fund. Repayment of the remaining principal and accrued interest will be placed on future ROPS.

Line 7: Fees for arbitrage rebate calculations, fiscal agent fees and annual disclosure fees in connection with the 2003 Tax Allocation Bonds in the amount of $4,500.

Lines 17-20: The unfunded pension and retiree medical obligations attributable to employees who provided services to the former Redevelopment Agency. At the December 5th 2012 meeting the Board approved this agreement. The DOF subsequently confirmed that these are valid obligations. The agreement calls for semi-annual payments of $208,681 to be made until FY 2017-18; these line items represent the seventh and eighth of ten payments ($417,362 total in this ROPS period).

Line 22: As part of the financing arrangement for this Low and Moderate Income Housing project located at 1540 El Camino Real, funds were provided from three sources: the Redevelopment Agency Low and Moderate Income Housing fund ($1,927,000), Community Development Block Grant funds ($200,000), and the County of San Mateo ($500,000). The loan agreement requires the developer to make payments to the Redevelopment Agency which in turn is required to remit amounts due back to the County. Repayments are not expected until December 1, 2045. This item was added as a place holder for these future repayments; accordingly, no funds are being requested on this ROPS.

Line 23: The statutory administrative cost allowance provided by HSC Section 34171(b) is $250,000 per fiscal year. The proposed administrative cost for the ROPS 16-17 is $127,857.

Lines 25: AB1290 pass through payment owed to taxing agency, City of Redwood City, was denied by the DOF. No funds are being requested.
Line 39:  Legal services costs relating to the DOF’s denial of City/Agency Loan (lines 5-6) above. No funds are being requested on this ROPS period.

Audrey Seymour Ramberg
Finance Director, Successor Agency

ATTACHMENTS
1. Resolution approving the Recognized Obligation Payment Schedule 2016-17 (including the Recommended Annual ROPS 16-17)
RESOLUTION NO. OB-___

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDWOOD CITY REDEVELOPMENT AGENCY APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE PERIOD JULY 1, 2016 THROUGH JUNE 30, 2017.

WHEREAS, under AB X1 26, enacted by the California State Legislature and signed by the Governor as part of the 2011-2012 State budget, a new Part 1.85 was added to Division 24 of the California Health and Safety Code (Health and Safety Code Section 34170 et seq., as may be amended, the “Dissolution Act”) and, in accordance therewith, all redevelopment agencies in the State of California, including the Redwood City Redevelopment Agency (“Redevelopment Agency”), were dissolved as of February 1, 2012; and

WHEREAS, in compliance with the Dissolution Act, the City of Redwood City (“City”) determined it would serve as the Successor Agency to the Redwood City Redevelopment Agency (“Successor Agency”) effective February 1, 2012; and

WHEREAS, the Oversight Board of the Successor Agency to the Redwood City Redevelopment Agency (“Oversight Board”) has been established pursuant to Section 34179 of the Dissolution Act to oversee the Successor Agency’s actions in winding down the affairs of the Redevelopment Agency in accordance with the Dissolution Act; and

WHEREAS, the Successor Agency prepared a draft of the Recognized Obligation Payment Schedule for the period July 1, 2016 through June 30, 2017 for the enforceable obligations of the Successor Agency (“ROPS 16-17”); and

WHEREAS, Section 34177 and 34180 require the approval of the ROPS 16-17 by the Oversight Board; and

WHEREAS, the Successor Agency submitted a copy of the ROPS 16-17 to the County Administrative Officer, the County Auditor-Controller, and the State Department of Finance at the same time that the Successor Agency submitted the ROPS 16-17 to the Oversight Board for approval; and

WHEREAS, the Oversight Board held a public meeting on January 28, 2016, and considered the ROPS 16-17 following the notice required by law.
NOW, THEREFORE, THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDWOOD CITY REDEVELOPMENT AGENCY DOES HEREBY RESOLVE AS FOLLOWS:

**Section 1.** The recitals set forth above are true and correct and incorporated herein.

**Section 2.** The Oversight Board hereby approves the ROPS 16-17, attached hereto as Exhibit A and incorporated herein by this reference, and hereby authorizes and directs the City Manager to make necessary revisions or amendments to the ROPS form based upon new direction or guidance from the State Department of Finance.

**Section 3.** The Oversight Board hereby authorizes and directs the City Clerk to transmit the approved ROPS 16-17, by mail or electronic means, to the San Mateo County Auditor-Controller, the State Controller and the State Department of Finance by February 1, 2016.

**Section 4.** The City Clerk is hereby authorized and directed to post a copy of the approved ROPS on the Successor Agency’s website by February 1, 2016.

**Section 5.** This resolution takes effect upon adoption.

*   *   *
### Redwood City Recognized Obligation Payment Schedule (ROPS 16-17) - ROPS Detail

July 1, 2016 through June 30, 2017

(Report Amounts in Whole Dollars)

| A | B | C | D | E | F | G | H | I | J | K | L | M | N | O | P | Q | R | S | T | U | V | W |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |

**Note:**
- **A** - Project Name/Debt Obligation
- **B** - Obligation Type
- **C** - Contract/Agreement Execution Date
- **D** - Contract/Agreement Termination Date
- **E** - Phase
- **F** - Description/Project Phase
- **G** - Project/Build
- **H** - Total Outstanding Debt or Obligation
- **I** - Total Outstanding Debt or Obligation
- **J** - Total Outstanding Debt or Obligation
- **K** - Total Outstanding Debt or Obligation
- **L** - Total Outstanding Debt or Obligation
- **M** - Total Outstanding Debt or Obligation
- **N** - Total Outstanding Debt or Obligation
- **O** - Total Outstanding Debt or Obligation
- **P** - Total Outstanding Debt or Obligation
- **Q** - Total Outstanding Debt or Obligation
- **R** - Total Outstanding Debt or Obligation
- **S** - Total Outstanding Debt or Obligation
- **T** - Total Outstanding Debt or Obligation
- **U** - Total Outstanding Debt or Obligation
- **V** - Total Outstanding Debt or Obligation
- **W** - Total Outstanding Debt or Obligation

### 16-17A

- Non-Re Redevelopment Property Tax Trust Fund (RPP TF)

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |

#### Notes:
- **A** - Project Name/Debt Obligation
- **B** - Obligation Type
- **C** - Contract/Agreement Execution Date
- **D** - Contract/Agreement Termination Date
- **E** - Phase
- **F** - Description/Project Phase
- **G** - Project/Build
- **H** - Total Outstanding Debt or Obligation
- **I** - Total Outstanding Debt or Obligation
- **J** - Total Outstanding Debt or Obligation
- **K** - Total Outstanding Debt or Obligation
- **L** - Total Outstanding Debt or Obligation
- **M** - Total Outstanding Debt or Obligation
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- **O** - Total Outstanding Debt or Obligation
- **P** - Total Outstanding Debt or Obligation
- **Q** - Total Outstanding Debt or Obligation
- **R** - Total Outstanding Debt or Obligation
- **S** - Total Outstanding Debt or Obligation
- **T** - Total Outstanding Debt or Obligation
- **U** - Total Outstanding Debt or Obligation
- **V** - Total Outstanding Debt or Obligation
- **W** - Total Outstanding Debt or Obligation

### 16-17B

- Non-Re Redevelopment Property Tax Trust Fund (RPP TF)

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |

#### Notes:
- **A** - Project Name/Debt Obligation
- **B** - Obligation Type
- **C** - Contract/Agreement Execution Date
- **D** - Contract/Agreement Termination Date
- **E** - Phase
- **F** - Description/Project Phase
- **G** - Project/Build
- **H** - Total Outstanding Debt or Obligation
- **I** - Total Outstanding Debt or Obligation
- **J** - Total Outstanding Debt or Obligation
- **K** - Total Outstanding Debt or Obligation
- **L** - Total Outstanding Debt or Obligation
- **M** - Total Outstanding Debt or Obligation
- **N** - Total Outstanding Debt or Obligation
- **O** - Total Outstanding Debt or Obligation
- **P** - Total Outstanding Debt or Obligation
- **Q** - Total Outstanding Debt or Obligation
- **R** - Total Outstanding Debt or Obligation
- **S** - Total Outstanding Debt or Obligation
- **T** - Total Outstanding Debt or Obligation
- **U** - Total Outstanding Debt or Obligation
- **V** - Total Outstanding Debt or Obligation
- **W** - Total Outstanding Debt or Obligation
| A | B | C | D | E | F | G | H | I | J | K | L | M | N | O | P | Q | R | S | T | U | V | W |
| | 16-17A | 16-17B | | | | | | | | | | | | | | | | | | | | |
| 16-17A | Total Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) | | | | | | | | | | | | | | | | | | | | | |

### Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)

| Item # | Payee | Description/Project Scope | Project Area | Total Outstanding Debt or Obligation Retired | ROPS 16-17 Total Debt or Obligation Retired | Bond Proceeds Reserve Balance Other Funds Non-Admin Admin | Bond Proceeds Reserve Balance Other Funds Non-Admin Admin |
|---|---|---|---|---|---|---|---|---|---|
| 16-17A | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) | | | | | | | | |
| 16-17B | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) | | | | | | | | |
Recognized Obligation Payment Schedule (ROPS 16-17) - Summary
Filed for the July 1, 2016 through June 30, 2017 Period

<table>
<thead>
<tr>
<th>Successor Agency:</th>
<th>Redwood City</th>
</tr>
</thead>
<tbody>
<tr>
<td>County:</td>
<td>San Mateo</td>
</tr>
</tbody>
</table>

### Current Period Requested Funding for Enforceable Obligations (ROPS Detail)

<table>
<thead>
<tr>
<th>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding</th>
<th>16-17A Total</th>
<th>16-17B Total</th>
<th>ROPS 16-17 Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>A Sources (B+C+D):</td>
<td>$ 73,835</td>
<td>$ -</td>
<td>$ 73,835</td>
</tr>
<tr>
<td>B Bond Proceeds Funding</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>C Reserve Balance Funding</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>D Other Funding</td>
<td>73,835</td>
<td>-</td>
<td>73,835</td>
</tr>
<tr>
<td>E Enforceable Obligations Funded with RPTTF Funding (F+G):</td>
<td>$ 1,459,194</td>
<td>$ 5,037,733</td>
<td>$ 6,496,927</td>
</tr>
<tr>
<td>F Non-Administrative Costs</td>
<td>1,395,266</td>
<td>4,973,804</td>
<td>6,369,070</td>
</tr>
<tr>
<td>G Administrative Costs</td>
<td>63,928</td>
<td>63,929</td>
<td>127,857</td>
</tr>
<tr>
<td>H Current Period Enforceable Obligations (A+E):</td>
<td>$ 1,533,029</td>
<td>$ 5,037,733</td>
<td>$ 6,570,762</td>
</tr>
</tbody>
</table>

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
Redwood City Recognized Obligation Payment Schedule (ROPS 16-17) - Report of Cash Balances
(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation. For tips on how to complete the Report of Cash Balances Form, see CASH BALANCE TIPS SHEET.

<table>
<thead>
<tr>
<th>A</th>
<th>B</th>
<th>C</th>
<th>D</th>
<th>E</th>
<th>F</th>
<th>G</th>
<th>H</th>
<th>I</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Bonds issued on or before 12/31/10</td>
<td>Bonds issued on or after 01/01/11</td>
<td>Prior ROPS period balances and DDR RPTTF balances retained</td>
<td>Prior ROPS RPTTF distributed as reserve for future period(s)</td>
<td>Rent, grants, interest, etc.</td>
<td>Non-Admin and Admin</td>
<td>Comments</td>
</tr>
<tr>
<td>Fund Sources</td>
<td>Bond Proceeds</td>
<td>Reserve Balance</td>
<td>Other</td>
<td>RPTTF</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ROPS 15-16A Actuals (07/01/15 - 12/31/15)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 Beginning Available Cash Balance (Actual 07/01/15)</td>
<td>$1,669,848</td>
<td>-</td>
<td>$56,344</td>
<td>42</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Revenue/Income (Actual 12/31/15)</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>RPTTF amounts should tie to the ROPS 15-16A distribution from the County Auditor-Controller during June 2015</td>
<td></td>
<td></td>
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<tr>
<td>3 Expenditures for ROPS 15-16A Enforceable Obligations (Actual 12/31/15)</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td>73,835</td>
<td>235,919</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>4 Retention of Available Cash Balance (Actual 12/31/15)</td>
<td></td>
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</tr>
<tr>
<td>RPTTF amount retained should only include the amounts distributed as reserve for future period(s)</td>
<td></td>
<td></td>
<td>33,874</td>
<td>235,919</td>
<td>269793</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>5 ROPS 15-16A RPTTF Balances Remaining</td>
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<td></td>
<td>1,560,939</td>
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<tr>
<td>6 Ending Actual Available Cash Balance</td>
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<td></td>
</tr>
<tr>
<td>C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)</td>
<td>$108,909</td>
<td>-</td>
<td>$</td>
<td>-</td>
<td>$</td>
<td>-</td>
<td>$96,305</td>
<td>42</td>
</tr>
<tr>
<td>ROPS 15-16B Estimate (01/01/16 - 06/30/16)</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>7 Beginning Available Cash Balance (Actual 01/01/16) (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)</td>
<td>$1,669,848</td>
<td>-</td>
<td>$</td>
<td>-</td>
<td>$</td>
<td>-</td>
<td>$96,305</td>
<td>42</td>
</tr>
<tr>
<td>8 Revenue/Income (Estimate 06/30/16)</td>
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<tr>
<td>RPTTF amounts should tie to the ROPS 15-16B distribution from the County Auditor-Controller during January 2016</td>
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<tr>
<td>9 Expenditures for ROPS 15-16B Enforceable Obligations (Estimate 06/30/16)</td>
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<td></td>
<td>3,752,014</td>
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<tr>
<td>10 Retention of Available Cash Balance (Estimate 06/30/16)</td>
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<tr>
<td>RPTTF amount retained should only include the amounts distributed as reserve for future period(s)</td>
<td></td>
<td></td>
<td>22,470</td>
<td>3,752,056</td>
<td></td>
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<tr>
<td>11 Ending Estimated Available Cash Balance (7 + 8 - 9 -10)</td>
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<td></td>
<td></td>
<td></td>
<td>$108,909</td>
<td>-</td>
<td>$</td>
<td>-</td>
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<td>Item #</td>
<td>Notes/Comments</td>
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<tr>
<td>5 &amp; 6</td>
<td>Loan between City / Agency - Loan origination date was June 2005. From loan origination through December 2011, interest was calculated and paid annually. There was no unpaid interest after December 2011. Beginning in 2009, principal was paid in semi-annual installments through December 2011, at which time the principal balance was $2,269,544. A Finding of Completion was received in December 2015, allowing the Oversight Board to approve re-instatement of the loan principal balance. Per the Health and Safety Code, interest has been calculated from December 2011 through the estimated final payoff of June 2018 at a simple interest rate of 3%.</td>
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### Redwood City Recognized Obligation Payment Schedule (ROPs 16-17) - Notes July 1, 2016 through June 30, 2017

<table>
<thead>
<tr>
<th>Item #</th>
<th>Notes/Comments</th>
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