



City of Redwood City
Redwood Shores
Community Facilities District No. 99-1
(Shores Transportation
Improvement Project)

\$10,275,000
Special Tax Refunding Bonds,
Series 2012B

San Mateo, California
Dated: December 20, 2012
Base CUSIP+: 757893

2015/2016 ANNUAL CONTINUING DISCLOSURE
INFORMATION STATEMENT

AS OF MARCH 28, 2017

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**City of Redwood City
Community Facilities District No. 99-1 (Redwood Shores)
District Participants**

AGENCY

Kimbra McCarthy
Assistant City Manager of Administrative Services/Treasurer
1017 Middlefield Road
Redwood City, California 94063
www.redwoodcity.org

**DISTRICT ADMINISTRATION
DISCLOSURE CONSULTANT & DISSEMINATION AGENT**

Willdan Financial Services*
Temecula, California 92590
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UNDERWRITERS

E.J. De La Rosa & Co., Inc.
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BOND COUNSEL

Nossaman LLP
Irvine, California

FISCAL AGENT

US Bank National Association
San Francisco, California

* In its role as Disclosure Consultant and Dissemination Agent, Willdan Financial Services has not passed upon the accuracy, completeness or fairness of the statements contained herein.

I. INTRODUCTION

Pursuant to an Official Statement dated December 11, 2012, the City of Redwood City (the “City”) issued \$10,275,000 Redwood Shores Community Facilities District 99-1 (Shores Transportation Improvement Project) of the City of Redwood City Special Tax Bonds, Series 2012B (the “Bonds”).

The proceeds of the Bonds were used to refund in full and defease the Redwood Shores Community Facilities District No. 99-1 (Shores Transportation Improvement Project) of the City of Redwood City Special Tax Bonds, Series 2001A and Series 2003B (collectively, the “Prior Bonds”), fund a reserve fund for the Bonds, and pay costs of issuing the Bonds and refunding the Prior Bonds.

The Prior Bonds were issued to finance Phase I of the Redwood Shores Traffic Improvement Project, which consisted of the acquisition and construction of certain streets, freeway interchanges and other public improvements to benefit Redwood Shores Community Facilities District 99-1 (the “District”). The 2003B Bonds were issued to finance Phase II of the Redwood Shores Traffic Improvement Project, which consisted of improvements to the US Highway 101 Ralston Avenue/Marine Parkway freeway interchange to benefit the District.

The City is located in San Mateo County and is situated approximately 25 miles south of San Francisco on the west side of San Francisco Bay. The City covers about 34 square miles.

Redwood Shores is a master-planned community located in the northeastern portion of the City. It comprises approximately 1,500 acres, and is surrounded by Highway 101 on the west, San Francisco Bay on the east, Belmont Slough on the north, and Steinberger Slough on the south. The site was originally part of a marshland system that bordered the San Francisco Bay.

The District comprises the commercial portion of Redwood Shores, and consists of 74 fully subdivided Parcels totaling approximately 300.55 acres. Eleven of the 74 Parcels, comprising a total of 16.115 acres, are used as open space, parking areas, or other uses that exclude them from being subject to Special Taxes under the Rate and Method. Sixty-three of the Parcels were initially classified as Taxable Parcels subject to the lien of Special Taxes. Oracle Corporation, the owner or controlling entity of eight of the Parcels in the District, prepaid its Special Taxes prior to the issuance of the Series 2001A Bonds, and such Parcels are not Taxable Parcels.

The Bonds are limited obligations payable by special taxes (the “Special Tax”) levied on the properties in the District, and the interest on and principal of the bonds are payable solely from the proceeds of the Special Tax (including any prepayments and proceeds from the sale of property collected for the delinquency of the Special Tax.) Neither the General Fund nor the full faith and credit of the City are pledged for the payment of the

interest on or principal of the bonds. The Bonds do not constitute an indebtedness of the City.

This Annual Continuing Disclosure Information Statement is being provided pursuant to covenants made by the City for the benefit of the holders of the Bonds and includes the information specified in Continuing Disclosure Certificates. For further information and a more complete description of the City, the District and the Bonds, reference is made to the Official Statement.

The information set forth herein has been furnished by the City and by sources, which are believed to be accurate and reliable but is not guaranteed as to accuracy or completeness. Statements contained in this Annual Continuing Disclosure Information Statement which involve estimates, forecasts, or other matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of fact. Further, the information and expressions of opinion contained herein are subject to change without notice and the delivery of this Annual Continuing Disclosure Information Statement will not, under any circumstances, create any implication that there has been no change in the affairs of the City or any other parties described herein.

THIS REPORT IS OF A FACTUAL NATURE WITHOUT SUBJECTIVE ASSUMPTIONS, OPINIONS, OR VIEWS AND MAY NOT BE RELIED UPON AS ADVICE OR RECOMMENDATION TO PURCHASE OR SELL ANY PRODUCT OR UTILIZE ANY PARTICULAR STRATEGY RELATING TO THE ISSUANCE OF MUNICIPAL SECURITIES OR PURCHASE OF FINANCIAL PRODUCTS. WILLDAN FINANCIAL SERVICES AND ITS EMPLOYEES (COLLECTIVELY "WILLDAN") DO NOT RECOMMEND ANY ACTIONS AND ARE NOT ACTING AS AN ADVISOR TO ANY MUNICIPAL ENTITY, BOARD, OFFICER, AGENT, EMPLOYEE OR OBLIGATED PERSON PURSUANT TO SECTION 15B OF THE EXCHANGE ACT. PRIOR TO ACTING ON ANY INFORMATION OR MATERIAL CONTAINED IN THIS COMMUNICATION, YOU SHOULD DISCUSS IT WITH APPROPRIATE INTERNAL OR EXTERNAL ADVISORS AND EXPERTS AND ONLY RELY UPON THEIR ADVICE.

II. BOND INFORMATION

A. PRINCIPAL OUTSTANDING

Bonds Issued	As of June 30, 2016	As of December 31, 2016
Redwood Shores Community Facilities District No. 99-1, Series 2012B	\$8,975,000	\$8,595,000

B. FUND INFORMATION

Fund	As of June 30, 2016	As of December 31, 2016
Reserve Fund	\$739,447	\$736,383
Reserve Requirement ⁽¹⁾	\$734,400	\$734,400

⁽¹⁾ Pursuant to the Fiscal Agent Agreement, dated December 1, 2012, the Reserve Fund and the Reserve Requirement is equal to the lesser of (i) Maximum Annual Debt Service on the Outstanding Bonds, (ii) one hundred twenty-five percent (125%) of average Annual Debt Service for any Bond Year, or (iii) ten percent (10%) of the original aggregate principal amount of the Bonds. The Reserve Requirement as of September 2, 2016 is \$734,400.00.

III. FINANCIAL INFORMATION

THE CITY'S ANNUAL FINANCIAL STATEMENT IS PROVIDED SOLELY TO COMPLY WITH THE SECURITIES EXCHANGE COMMISSION STAFF'S INTERPRETATION OF RULE 15C2-12 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. NO FUNDS OR ASSETS OF THE CITY ARE REQUIRED TO BE USED TO PAY DEBT SERVICE ON THE BONDS. INVESTORS SHOULD NOT RELY ON THE FINANCIAL CONDITION OF THE CITY IN EVALUATING WHETHER TO BUY, HOLD OR SELL THE BONDS.

The audited financial statements for the City for the Fiscal Year Ended June 30, 2016 will be separately filed through the MSRB's Electronic Municipal Market Access system ("EMMA") and are hereby incorporated by reference into this Annual Continuing Disclosure Information Statement.

IV. OPERATING INFORMATION

A. PARCEL ASSESSED VALUES

The following table sets forth the current property owners assessed value and lien information within the District.

Assessor's Parcel Number	Property Owner	2016/17 Assessed Land	2016/17 Assessed Structure	2016/17 Assessed Total	2016/17 MaxTax	2016/17 Special Tax	Bonded Debt ⁽¹⁾	Value to Bonded Debt
095-012-220	WESTPORT OFFICE PARK LLC	\$8,595,735	\$18,839,974	\$27,435,709	\$22,450	\$17,100	\$191,743	143.09
095-012-450	WESTPORT OFFICE PARK LLC	14,071,104	27,082,464	41,153,568	33,675	25,650	287,615	143.09
095-012-460	WESTPORT OFFICE PARK LLC	64,468,044	141,299,830	205,767,874	168,376	128,250	1,438,074	143.09
095-152-080	SHORES CENTER OWNER LLC	19,513,511	8,558,151	28,071,662	12,989	9,894	110,941	253.03
095-152-090	SHORES CENTER OWNER LLC	17,677,289	20,800,685	38,477,974	18,328	13,960	156,536	245.81
095-153-080	MCP PARAGON POINT LLC	15,943,014	34,310,735	50,253,749	55,541	42,305	474,365	105.94
095-220-210	101 REDWOOD SHORES LLC	14,106,890	16,969,829	31,076,719	23,200	17,671	198,147	156.84
095-220-220	THE SOBATO FAMILY FOUNDATION	6,969,580	5,721,297	12,690,877	10,624	8,092	90,736	139.87
095-220-230	THE SOBATO FAMILY FOUNDATION	10,194,312	2,683,808	12,878,120	17,493	13,324	149,407	86.19
095-221-120	HUDSON 555 TWIN DOLPHIN PLAZA LLC	45,549,191	59,570,860	105,120,051	46,400	35,342	396,295	265.26
095-222-270	BAY CLUB PENINSULA LLC	12,471,712	19,917,016	32,388,728	23,220	17,687	198,322	163.31
095-222-280	COLE OF REDWOOD CITY CA LP	14,393,932	23,014,758	37,408,690	14,500	11,044	123,842	302.07
095-222-300	SHA PELL NORCAL RENTAL PROP LLC	7,157,122	19,613,167	26,770,289	28,759	21,905	245,625	108.99
095-222-330	REDWOOD SUITES LLC	3,023,131	10,888,895	13,912,026	13,153	10,018	112,334	123.85
095-232-020	RPPREMA SHORELINE OWNER LLC	15,429,466	8,491,384	23,920,850	17,426	13,274	148,836	160.72
095-233-090	HUDSON SHOREBREEZE LLC	24,061,425	34,382,673	58,444,098	25,520	19,438	217,962	268.14
095-233-150	HUDSON 333 TWIN DOLPHIN PLAZA LLC	41,422,200	53,685,403	95,107,603	42,456	32,338	362,610	262.29
095-233-180	SPUS7 REDWOOD CITY HOTEL OWNER LLC	77,250,000	74,574,993	151,824,993	65,022	49,527	555,344	273.39
095-233-190	HUDSON SHOREBREEZE LLC	24,670,575	34,687,453	59,358,028	25,520	19,438	217,962	272.33
095-233-200	PROVIDENT CENTRAL CREDIT UNION	10,085,191	26,936,011	37,021,202	38,280	29,157	326,943	113.23
095-241-030	MAI SU WUAN TR	1,231,239	3,056,929	4,288,168	3,887	2,961	33,198	129.17
095-242-120	REDWOOD SHORES ASSOCIATES LLC	2,596,422	1,331,496	3,927,918	1,868	1,423	15,955	246.19
095-242-250	BRIDGE PARK CENTER LP	5,582,934	4,803,919	10,386,853	5,843	4,451	49,905	208.13
095-242-260	350 MARINE PARKWAY LLC	11,303,155	5,909,887	17,213,042	7,842	5,973	66,974	257.01
095-441-030	KW REDWOOD SHORES LLC	6,696,549	12,191,742	18,888,291	20,648	15,727	176,351	107.11
095-481-040	ELECTRONIC ARTS INC	8,629,080	61,463,191	70,092,271	85,655	65,243	731,568	95.81
095-481-050	ELECTRONIC ARTS INC	4,287,007	47,066,111	51,353,118	10,823	8,244	92,436	555.55
095-481-070	ELECTRONIC ARTS INC	7,072,656	62,310,794	69,383,450	75,667	57,634	646,256	107.36
095-481-150	HUDSON TOWERS AT SHORE CENTER LLC	35,391,858	86,711,896	122,103,754	45,173	34,408	385,817	316.48
095-481-160	HUDSON TOWERS AT SHORE CENTER LLC	38,077,113	63,074,099	101,151,212	33,707	25,674	287,884	351.36
111-910-010	SAN MATEO CO DENTAL SOCIETY	140,460	150,395	290,855	428	326	3,653	79.63
111-910-020	SHP WESTSHORE LLC	377,255	249,653	626,908	428	326	3,655	171.54
111-910-030	SHP WESTSHORE LLC	299,585	194,173	493,758	340	259	2,901	170.23
111-910-040	SHP WESTSHORE LLC	665,746	410,542	1,076,288	742	565	6,336	169.88
111-910-050	SHP WESTSHORE LLC	382,802	238,557	621,359	431	329	3,684	168.66
111-910-060	SHP WESTSHORE LLC	399,447	260,747	660,194	450	343	3,846	171.67
111-910-070	SHP WESTSHORE LLC	654,650	427,187	1,081,837	738	562	6,304	171.60
111-910-080	SHP WESTSHORE LLC	355,062	238,557	593,619	403	307	3,439	172.60
111-910-090	SHP WESTSHORE LLC	288,489	194,173	482,662	329	250	2,807	171.94
111-910-100	SHP WESTSHORE LLC	527,048	343,967	871,015	596	454	5,088	171.19
111-910-110	SHP WESTSHORE LLC	499,310	327,322	826,632	568	433	4,853	170.34
111-910-120	SHP WESTSHORE LLC	332,871	210,816	543,687	371	283	3,169	171.54
111-910-130	SHP WESTSHORE LLC	554,789	366,159	920,948	630	480	5,380	171.18
111-910-140	SHP WESTSHORE LLC	299,585	194,173	493,758	335	255	2,859	172.73
111-910-150	SHP WESTSHORE LLC	549,240	360,611	909,851	619	471	5,283	172.21
111-910-160	VERTEX MANAGEMENT INC	211,883	211,883	423,766	477	363	4,074	104.03
111-910-170	SHP WESTSHORE LLC	371,707	238,557	610,264	422	322	3,607	169.17
111-910-180	SHP WESTSHORE LLC	421,638	282,940	704,578	476	363	4,065	173.32
111-910-190	SHP WESTSHORE LLC	588,075	343,967	932,042	659	502	5,629	165.58
111-910-200	SHP WESTSHORE LLC	410,542	271,845	682,387	460	350	3,929	173.69
111-910-210	SHP WESTSHORE LLC	404,994	271,845	676,839	461	351	3,937	171.91
111-910-220	SHP WESTSHORE LLC	404,994	266,297	671,291	458	349	3,915	171.46
111-910-230	SHP WESTSHORE LLC	366,159	332,871	699,030	413	315	3,531	197.99
111-910-240	SHP WESTSHORE LLC	493,760	238,557	732,317	555	423	4,738	154.55
111-910-250	SHP WESTSHORE LLC	449,378	282,940	732,318	508	387	4,336	168.88
		\$578,370,906	\$996,858,184	\$1,575,229,090	\$1,006,342	\$766,519	\$8,595,000	183.27

⁽¹⁾ Calculated by dividing individual Max Tax by Total Max Tax and multiplied by the Outstanding Principal.

Source: San Mateo County, 2016/17 Secured Property Roll, as compiled by Willdan Financial Services.

B. DELINQUENCY SUMMARY

There are currently no delinquent parcels in the District.

Fiscal Year	Number of Parcels	Parcels Delinquent	Annual Assessment	Amount Delinquent ⁽¹⁾	Percent Delinquent
2016/17	55	0	\$766,519	\$0	0.00%

⁽¹⁾ Amount delinquent as of May 16, 2016.

Source: San Mateo County as compiled by Willdan Financial Services.

C. FORECLOSURE PROCEEDINGS

There are currently no foreclosure proceedings within the District.

D. DELINQUENT PROPERTY OWNERS

There are currently no delinquent tax payers obligated for more than 5% of the annual Special Tax levy.

E. RATE AND METHOD OF APPORTIONMENT AMENDMENTS

There have not been any changes to the Rate and Method of Apportionment since the last annual report.

F. TEETER PLAN

There have not been any changes in the application of the County's Teeter Plan.

G. CALIFORNIA DEBT INVESTMENT ADVISORY COMMISSION (CDIAC) REPORT

See Appendix A for the CDIAC report.

APPENDIX A

STATE OF CALIFORNIA

**MELLO-ROOS COMMUNITY FACILITIES DISTRICT (CFD)
YEARLY FISCAL STATUS REPORT**

Submitted:
Wednesday, October 26, 2016
8:26:04AM
CDIAC #: 2012-2093

California Debt and Investment Advisory Commission
915 Capitol Mall, Room 400, Sacramento, CA 95814
P.O. Box 942809, Sacramento, CA 94209-0001
(916) 653-3269 Fax (916) 654-7440

For Office Use Only
Fiscal Year _____

I. GENERAL INFORMATION

A. Issuer Redwood Shores CFD No 99-1

B. Project Name Series B

C. Name/ Title/ Series of Bond Issue 2012 Spec Tax Ref Bonds

D. Date of Bond Issue 12/11/2012

E. Original Principal Amount of Bonds \$10,275,000.00

F. Reserve Fund Minimum Balance Required Yes Amount \$734,400.00 No

II. FUND BALANCE FISCAL STATUS

Balances Reported as of: 6/30/2016

A. Principal Amount of Bonds Outstanding \$8,975,000.00

B. Bond Reserve Fund \$739,446.91

C. Capitalized Interest Fund \$0.00

D. Construction Fund(s) \$0.00

III. ASSESSED VALUE OF ALL PARCELS IN CFD SUBJECT TO SPECIAL TAX

A. Assessed or Appraised Value Reported as of: 7/1/2016

From Equalized Tax Roll

From Appraisal of Property
(Use only in first year or before annual tax roll billing commences)

B. Total Assessed Value of All Parcels \$1,575,229,090.00

IV. TAX COLLECTION INFORMATION

A. Total Amount of Special Taxes Due Annually \$763,446.14

B. Total Amount of Unpaid Special Taxes Annually \$0.00

C. Taxes are Paid Under the County's Teeter Plan? Y

V. DELINQUENT REPORTING INFORMATION

Delinquent Parcel Information Reported as of Equalized Tax Roll of: 5/16/2016

A. Total Number of Delinquent Parcels: 0

B. Total Amount of Taxes Due on Delinquent Parcels: \$0.00
(Do not include penalties, penalty interest, etc.)

VI. FORECLOSURE INFORMATION FOR FISCAL YEAR

(Aggregate totals, if foreclosure commenced on same date) *(Attach additional sheets if necessary.)*

Date Foreclosure Commenced	Total Number of Foreclosure Parcels	Total Amount of Tax Due on Foreclosure Parcels
		\$0.00
		\$0.00
		\$0.00
		\$0.00
		\$0.00

