

REVISED

REGULAR MEETING

Oversight Board Meeting
for the
Successor Agency
to the
Redevelopment Agency of the City of San Bernardino

AGENDA

Monday, February 23, 2015 at 11:00 a.m.
Economic Development Agency Board Room
201 North "E" Street, Suite 301, San Bernardino, CA 92401
(909) 663-2279

The Oversight Board recognizes its obligation to provide equal access to those individuals with disabilities. Please contact us at (909) 663-2279 prior to the meeting for any requests for reasonable accommodation that includes interpreters.

CHAIRMAN CALLS MEETING TO ORDER

1. CALL TO ORDER

Jim Morris, City of San Bernardino, Mayor Appointee
Doug Headrick, San Bernardino Valley Municipal Water District, Largest Special District Appointee
Jeff Smith, Representing Former RDA Employees, Mayor Appointee
Mary O'Toole, County of San Bernardino Board of Supervisors Appointee
Gloria Macias-Harrison, County of San Bernardino Member of the Public Appointee
John Longville, Chancellor of the California Community Colleges Appointee
Margaret Hill, County Superintendent of Education Appointee

2. PUBLIC COMMENTS: A three-minute limitation shall apply to each member of the public who wishes to address the Oversight Board with a matter within the jurisdiction of the Oversight Board, whether or not on the agenda. No member of the public shall be permitted to "share" his/her three minutes with any other member of the public. (Usually, any items heard under this heading are referred to Staff for further study, research, completion and/or future Oversight Board action).

3. MINUTES

Approval of the Action Minutes for the December 22, 2014 Meeting of the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of San Bernardino as submitted in typewritten form.

4. INTERLOCUTORY JUDGMENT IN CONDEMNATION SAN BERNARDINO COUNTY SUPERIOR COURT
CASE NO. CIVDS 1302927

Oversight Board Meeting Agenda
February 23, 2015

Revised
Oversight Board Meeting
for the
Successor Agency
to the
Redevelopment Agency of the City of San Bernardino

SBOB 2015-01

Resolution of the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of San Bernardino, Approving a Proposed Interlocutory Judgment in San Bernardino County Superior Court Case No. CIVDS 1302927, *San Bernardino County Transportation Commission Vs. San Bernardino Economic Development Corporation, Et Al.*

5. SUCCESSOR AGENCY'S PLAN FOR USE OF ROPS 14-15B RESOURCES

Motion: That the Oversight Board receive and file the oral presentation from Successor Agency representatives with respect to the Successor Agency's plan for use of ROPS 14-15B resources.

6. RECOGNIZED OBLIGATION PAYMENT SCHEDULE 15-16A (JULY THROUGH DECEMBER 2015)

SBOB 2015-02

Resolution of the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of San Bernardino Approving the Recognized Obligation Payment Schedule 15-16A for the Period of July Through December 2015 and Approving Certain Related Actions

7. SAN BERNARDINO ECONOMIC DEVELOPMENT CORPORATION REAL PROPERTY ASSET TRANSFERS TO THE SUCCESSOR AGENCY

Motion: That the Oversight Board receive and file the oral presentation from Successor Agency representatives with respect to the San Bernardino Economic Development Corporation Real Property Asset Transfers to the Successor Agency to the Redevelopment Agency of the City of San Bernardino in accordance with the Asset Transfer Review Report prepared by the State Controller's Office, dated March 2013.

8. CLOSED SESSION

Conference with legal counsel - pending litigation (Gov. Code, § 54956.9(a) and (d)(1)): *San Bernardino County Transportation Commission v. San Bernardino Economic Development Corporation, et al.* - San Bernardino Superior Court, Case No. CIVDS1302927

9. UPCOMING OVERSIGHT BOARD ITEMS/PENDING REQUIREMENTS (NO BACK-UP):

- Long Range Property Management Plan (Due to DOF within 6 months of receipt of a Finding of Completion for both DDRs); and
- Successor Agency Transfer of vehicles to City for governmental purposes.

10. ADJOURNMENT

The next regular meeting is scheduled for Monday, March 9, 2015, or a later date as determined, at 11:00 a.m., in the Economic Development Agency Board Room at 201 North "E" Street, Suite 301, San Bernardino.

ACTION MINUTES

OVERSIGHT BOARD

For the
City of San Bernardino as Successor Agency
To the
Redevelopment Agency of the City of San Bernardino

REGULAR MEETING

Monday, December 22, 2014
EDA Board Room

The Regular Meeting of the Oversight Board was called to order by Board Member Morris at 11:06 am, Monday, December 22, 2014, in the Economic Development Agency Board Room, 201 North "E" Street, Suite 301, San Bernardino, California.

1. ROLL CALL

Roll call was taken by Secretary Robles with the following being present: Board Members Morris, Smith, O'Toole, Headrick, Macias-Harrison, and Hill.

Absent: Board Member Longville

Also in attendance: Steven Dukett, Managing Principal, Urban Futures, Inc.; Deputy City Attorney Dimichele; Kathleen Robles, Project Manager, Urban Futures; and Vanessa Locklin, Attorney, Stradling, Yocca, Carlson and Rauth.

Conference Call: Teresa L. Highsmith, Attorney, Colantuono & Levin

2. PUBLIC COMMENTS

There were no public comments.

3. APPROVAL OF MINUTES - SEPTEMBER 22 AND SEPTEMBER 30, 2014

Board Member Smith made a motion, seconded by Board Member Hill that the minutes for the Oversight Board for the City of San Bernardino as Successor Agency to the Redevelopment Agency of the City of San Bernardino meeting of September 22, 2014 and September 30, 2014 be approved as submitted in typewritten form as submitted.

The motion carried 5-0 for the minutes of September 22, 2014; Abstain: O'Toole Absent: Longville

The motion carried 5-0 for the minutes of September 30, 2014; Abstain: Headrick Absent: Longville

4. CLOSED SESSION

At 11:12 a.m., the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of San Bernardino entered into closed session.

1. Conference with legal counsel - pending litigation (Gov. Code, § 54956.9(a) and (d)(1)): San Bernardino County Transportation Commission v. San Bernardino Economic Development Corporation, et al. - San Bernardino Superior Court, Case No. CIVDS1302927

At 12:09 p.m., the San Bernardino Economic Development Corporation returned to open session with no reportable action.

REPORTS

Steve Dukett, Managing Principal, Urban Futures, provided the Oversight Board with an overview of the DOF's response to the ROPS 14-15B.

Discussion ensued regarding the DDR's and the Long Range Property Management Plan.

UPCOMING OVERSIGHT BOARD ITEMS/PENDING REQUIREMENTS:

- Long Range Property Management Plan (Due to DOF within 6 months of receipt of a Finding of Completion for both DDRs;
- Agency Transfer of vehicles to City for governmental purposes.

6. ADJOURNMENT

At 12:25 p.m., the Regular Meeting adjourned. The next regular meeting of the Oversight Board was tentatively scheduled for January 12, at 11:00 a.m., in the Economic Development Agency Board Room at 201 North E Street, Suite 301, San Bernardino, California.

By: _____
Kathleen Robles, Secretary

STAFF REPORT

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO

Meeting Date: February 23, 2015

To: Oversight Board Members

From: Lisa Connor, Oversight Board Secretary

Subject: Approval of the Successor Agency's approval of an Interlocutory Judgment in Condemnation in San Bernardino County Superior Court Case No. CIVDS 1302927, *San Bernardino County Transportation Commission v. San Bernardino Economic Development Corporation, et al.*

RECOMMENDATION: It is recommended that the Oversight Board adopt a resolution approving the action of the Successor Agency in approving an Interlocutory Judgment in Condemnation in San Bernardino County Superior Court Case No. CIVDS 1302927, *San Bernardino County Transportation Commission v. San Bernardino Economic Development Corporation, et al.* (the Eminent Domain Proceeding).

BACKGROUND: The San Bernardino County Transportation Commission (Commission) filed the Eminent Domain Proceeding in March 2013, against the San Bernardino Economic Development Corporation (SBEDC), the former Redevelopment Agency of the City of San Bernardino (RDA), the City of San Bernardino, and other defendants. Pursuant to the provisions of the redevelopment dissolution laws, the Successor Agency was substituted as a defendant in place of the RDA.

In the Eminent Domain Proceeding the Commission sought to acquire several parcels of property (the Property) located in the City of San Bernardino for the construction of a transit center. The Property is described in Exhibit A to the attached Resolution and in the Commission's complaint in the Eminent Domain Proceeding, which is attached to this Staff Report.

As explained in the Recitals in the attached Resolution, SBEDC acquired the Property from the RDA in March 2011, and owned the Property at the time the Eminent Domain Proceeding was filed. In December 2014, however, SBEDC transferred the Property to the Successor Agency, in compliance with a March 2013 order of the State Controller finding that the March 2011 transfer from RDA to SBEDC was unauthorized.

In the meantime, the Commission obtained prejudgment possession of the Property by depositing \$1,704,000 with the State Treasurer as probable compensation for taking the Property. The

Successor Agency arranged for an independent review of the certified appraiser's valuation obtained by the Commission, and concluded the deposited amount was reasonable compensation for the Property. The Successor Agency, SBEDC, and the City thereafter agreed with the Commission for the settlement of the Eminent Domain Proceeding on the terms stated in the proposed Interlocutory Judgment in Condemnation that is attached to the attached Resolution.

Under the terms of the settlement, the Successor Agency will receive the entire sum of \$1,704,000, on the condition that the Commission may receive an offset of up to \$870,000 if and to the extent that the Successor Agency, SBEDC, or the City obtains unrestricted use of the deposited funds. (The offset claim is based on a contract entered into by SBEDC, the City, the Commission, and Omnitrans in November 2011, when SBEDC owned the Property. The contract called for SBEDC to convey part of the Property to the Commission in return for the Commission's construction of the transit center on the Property. The Commission's appraiser determined that the part of the Property that SBEDC agreed to convey was worth \$870,000.)

Unrestricted use of the funds, for purposes of the Commission's offset claim, will not be deemed to have occurred if the funds are attached by a creditor of the Successor Agency, SBEDC, or the City, or if DOF declares the funds to be an asset of the Successor Agency to be expended only as approved by DOF. In either of those events, the Commission will waive its offset claim. Conversely, if DOF approves the use of any part of the funds to satisfy SBEDC's obligation to the Commission, the Commission will obtain an offset to that extent.

The Successor Agency, SBEDC, the City, and the Commission have approved the proposed Interlocutory Judgment. The judgment is now being submitted to the Oversight Board for its review. If the Board approves the judgment, the Successor Agency proposes to submit the resolution and judgment to DOF and request that DOF determine whether it will approve the payment of any part of the proceeds of the Eminent Domain Proceeding to the Commission.

FISCAL IMPACT: It is anticipated that if the Oversight Board approves the attached Resolution, DOF will require that the entire sum of \$1,704,000 be disbursed to the Successor Agency and be used only to pay enforceable obligations of the Successor Agency approved by DOF. Conversely, if DOF were to approve the payment of any part of the funds to the Commission, the amount disbursed to the Successor Agency would be reduced commensurately.

ATTACHMENTS: Resolution; Complaint in Eminent Domain Proceeding

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RESOLUTION NO. SBOB/2015-__

RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO, APPROVING A PROPOSED INTERLOCUTORY JUDGMENT IN SAN BERNARDINO COUNTY SUPERIOR COURT CASE NO. CIVDS 1302927, *SAN BERNARDINO COUNTY TRANSPORTATION COMMISSION VS. SAN BERNARDINO ECONOMIC DEVELOPMENT CORPORATION, ET AL.*

RECITALS

WHEREAS:

1. Pursuant to California Health and Safety Code (HSC) section 34172(a)(1), the Redevelopment Agency of the City of San Bernardino (RDA) was dissolved on February 1, 2012.
2. As provided for in the HSC, on January 9, 2012 the Mayor and Common Council of the City of San Bernardino (Council) elected to serve as the Successor Agency to the RDA (Successor Agency).
3. The Oversight Board for the Successor Agency (Oversight Board) has been established pursuant to HSC section 34179 to assist in the wind-down of the dissolved RDA.
4. On March 22, 2013, the San Bernardino County Transportation Commission (Commission) filed an eminent domain proceeding designated as San Bernardino County Superior Court Case No. CIVDS 1302927 (Eminent Domain Proceeding) against the San Bernardino Economic Development Corporation (SBEDC), the RDA, and other defendants.
5. In the Eminent Domain Proceeding, the Commission seeks to acquire title to real property within the City of San Bernardino, described in Exhibit A to this Resolution (the Property).
6. At the time the Commission filed the Eminent Domain Proceeding, SBEDC was the record fee owner of the Property, having acquired title by transfer from the RDA in March 2011.
7. In November 2011, while it was record fee owner of the Property, SBEDC entered into a written agreement with the Commission and other parties, in which SBEDC agreed to convey a portion of the Property (Parcel 57) to the Commission in consideration of the

4-5

1 Commission's construction of the San Bernardino Transit Center on the Property (Transit Center
2 Agreement).

3 8. In March 2013, the California State Controller determined that the RDA's transfer
4 of the Property to SBEDC in March 2011 was unauthorized under the redevelopment dissolution
5 laws as thereafter enacted, and ordered SBEDC to transfer the Property to the Successor Agency.

6 9. On April 5, 2013, as authorized by the eminent domain law, the Commission
7 moved for an order granting it prejudgment possession of the Property, and deposited the sum of
8 \$1,704,000 with the California State Treasurer as probable compensation for the Property.

9 10. The Commission supported its motion for prejudgment possession of the Property
10 with a valuation of the Property by a state-certified appraiser in which the appraiser determined
11 that \$1,704,000 was just compensation for the taking of the Property.

12 11. Based on an independent review of the supporting documentation submitted by
13 the Commission to establish the amount of just compensation for the Property, and of other data
14 obtained through independent investigation, the Successor Agency has determined that the
15 Commission's determination of just compensation is reasonable.

16 12. On December 3, 2014, in compliance with the order of the Controller, SBEDC
17 transferred all of its interest in the Property to the Successor Agency.

18 13. The Successor Agency's fee ownership of the Property entitles it to receive all of
19 the compensation to be paid by the Commission for the taking of the Property.

20 14. The Commission claims an offset against its obligation to pay just compensation
21 for the taking of the Property, based on the agreement of SBEDC in the Transit Center
22 Agreement to convey Parcel 57 to the Commission. The Commission seeks an offset in the
23 amount of \$870,000, to be paid out of the \$1,704,000 deposit, based on the determination of its
24 appraiser that \$870,000 is the reasonable value of Parcel 57.

25 15. The Commission is willing to waive its claim to an offset on the condition that the
26 Successor Agency, SBEDC, and the City of San Bernardino (collectively, Defendants) do not
27 receive the unrestricted use of any of the proceeds from the Eminent Domain Proceeding. The
28 Commission agrees that Defendants shall not be deemed to have received the unrestricted use of

1 any proceeds that are (1) attached, executed upon, paid to, or otherwise appropriated or diverted
2 by any creditor of any of Defendants to satisfy any claim against Defendants or any of them; or
3 (2) declared by the State of California Department of Finance (Finance), to be an asset of
4 Defendant Successor Agency to be disposed of only as authorized by the DOF. Conversely, if
5 Finance approves the use of any part of the proceeds to satisfy the Commission's claim to an
6 offset, the Commission requires that the approved amount be paid to the Commission out of the
7 deposited funds.

8 16. The Council, acting as the Successor Agency, has determined that it is in the best
9 interests of the Successor Agency to stipulate to an interlocutory judgment under which the
10 Successor Agency would be entitled to receive the entire deposit amount of \$1,704,000, on the
11 conditions stated in the preceding paragraph.

12 17. The Successor Agency and the Commission have approved a proposed
13 Interlocutory Judgment in Condemnation in the Eminent Domain Proceeding, a copy of which is
14 attached as Exhibit A to this Resolution.

15 **NOW, THEREFORE, BE IT RESOLVED** by the Oversight Board for the Successor
16 Agency to the Redevelopment Agency of the City of San Bernardino, as follows:

17 **Section 1.** The foregoing recitals are true and correct and are a substantive part of this
18 Resolution.

19 **Section 2.** The Successor Agency's approval of the proposed Interlocutory Judgment
20 in Condemnation attached to this Resolution as Exhibit A is approved.

21 **Section 3.** On behalf of the Oversight Board, the Successor Agency shall submit this
22 Resolution to Finance and request a written determination from Finance of whether Finance
23 approves the use of any part of the eminent domain proceeds to satisfy the Commission's claim
24 to an offset.

25 **Section 4.** The Successor Agency shall use all of the funds it receives from the
26 Eminent Domain Proceeding for the payment of eligible enforceable obligations approved by the
27 Oversight Board and Finance pursuant to applicable Recognized Obligation Payment Schedules.

28 **Section 5.** This Resolution shall take effect upon the date of its adoption.

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Attorneys for Plaintiff
SAN BERNARDINO COUNTY
TRANSPORTATION COMMISSION

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SAN BERNARDINO

SAN BERNARDINO COUNTY
TRANSPORTATION COMMISSION,

Plaintiff,

vs.

SAN BERNARDINO ECONOMIC
DEVELOPMENT CORPORATION, et al.,

Defendants.

Case No: CIVDS 1302927

ASSIGNED FOR ALL PURPOSES TO:
HON. DONALD ALVAREZ, DEPT. S23J

[PROPOSED] INTERLOCUTORY
JUDGMENT IN CONDEMNATION

[Parcel Nos.: SBPR 57, 58, 68, 74, 75]

Date Action Filed: March 22, 2013

[EXEMPT FROM FILING FEES - GOV.
CODE, § 6103]

**EXHIBIT A TO OVERSIGHT BOARD
RESOLUTION**

4-9

1 Plaintiff San Bernardino County Transportation Commission (the "Commission"), on the
2 one hand, and Defendants San Bernardino Economic Development Corporation, a California
3 non-profit corporation ("SBEDC"), and the City of San Bernardino for itself ("City") and as the
4 successor to the Redevelopment Agency of the City of San Bernardino ("Successor Agency"), on
5 the other (collectively "Defendants"), having previously stipulated to the facts, terms and
6 conditions set forth herein and having requested the Court to make and enter an Interlocutory
7 Judgment in Condemnation consistent with such stipulation with respect to the condemnation by
8 the Commission of the real property or interests in real property as described in Paragraph 1
9 below, and the parties having waived a Statement of Decision, Notice of Entry of Judgment,
10 costs and fees;

11 NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS
12 FOLLOWS:

13 1. **The Property.** The Commission commenced the above entitled eminent domain
14 action to acquire certain property interests in real property located in the County of San
15 Bernardino, more particularly described below, bearing San Bernardino County Assessor's
16 Parcel Numbers 0136-111-14, 0136-111-15, 0136-111-23, and 0136-111-24, designated as
17 Commission Parcels SBPR 57, 58, 68, 74, and 75 (collectively, the "Subject Property"):

18 (a) **COMMISSION PARCEL NUMBER SBPR 57** is a commercial lot
19 located west of "E" Street in the City of San Bernardino, California, and consists of a fee simple
20 interest in Assessor's Parcel Number 0136-111-24;

21 (b) **COMMISSION PARCEL NUMBER SBPR 75** is located at 174 South
22 "E" Street, San Bernardino, California, and consists of a fee simple interest in Assessor's Parcel
23 Number 0136-111-15;

24 (c) **COMMISSION PARCEL NUMBER SBPR 74** is located at 170 South
25 "E" Street, San Bernardino, California, and consists of a fee simple interest in Assessor's Parcel
26 Number 0136-111-14; and

27 (d) **COMMISSION PARCEL NUMBERS SBPR 58 AND 68** are located in
28 the City of San Bernardino, California, and consist of (a) a 1,888 square foot fee simple

1 acquisition; (b) a 43,591 square foot permanent easement; (c) a 87,605 square foot temporary
2 construction easement; (d) a 1,190 square foot permanent easement; (e) a 652 square foot
3 permanent easement; and (f) a 8,814 square foot permanent easement in Assessor's Parcel
4 Number 0136-111-23.

5 These interests in real property are described in the Commission's complaint on file in
6 this matter and in Exhibit A attached to this Judgment.

7 2. **Purpose and Authority for the Taking.** Pursuant to a Resolution of Necessity
8 attached to the complaint on file in this action, the Subject Property is being acquired for a public
9 purpose: the construction and operation of the Downtown San Bernardino Passenger Rail Project
10 ("Project"). The Commission is authorized and entitled to exercise the power of eminent domain
11 for public purposes under Article I, Section 19, of the California Constitution, California Public
12 Utilities Code section 130220.5, and California Code of Civil Procedure sections 1240.010 through
13 1273.050. The use for which the Commission seeks to condemn the Subject Property in
14 connection with the Project is authorized by law and is a public use; the public interest, safety,
15 and necessity require the Project; the Project is planned and located in the manner that will be
16 most compatible with the greatest public good and the least private injury; and the Subject
17 Property is necessary for the Project.

18 3. **Ownership.** One or more Defendants are fee owners of or hold an interest in the
19 Subject Property.

20 4. **Deposit of Compensation and Possession.** On March 21, 2013, the Commission
21 deposited with the State Treasurer \$1,704,000.00 as the probable amount of compensation to be
22 paid for the taking of the Subject Property. Pursuant to the Court's entry of an order for
23 prejudgment possession, the Commission was authorized and empowered to enter upon and take
24 prejudgment possession of the Subject Property for the purposes described in the Commission's
25 Complaint on file in this action.

26 5. **Just Compensation for the Subject Property.** The total sum to be paid as just
27 compensation for the taking of Defendants' interests in the Subject Property shall be One Million
28 Seven Hundred Four Thousand Dollars and 0/100 (\$1,704,000.00), inclusive of attorneys' fees,

1 costs, and interest ("Payment"). Said Payment shall equal the total amount of just compensation
2 to Defendants for the Subject Property and all other claims and damages which Defendants could
3 have as a result of this action, the acquisition of the Subject Property, and the construction of the
4 Project in the manner proposed, including, but not limited to, severance damages, loss of
5 goodwill, loss of or damage to improvements pertaining to the realty, fixtures, equipment, and/or
6 inventory, precondemnation damages, claims for attorneys' fees, litigation expenses, statutory
7 costs, interest, relocation benefits and/or costs, and any and all other kinds of compensation,
8 damage, or other claims arising out of or relating to the taking of the Subject Property. Payment
9 of such sum shall fully and forever discharge and release all claims and causes of action, whether
10 now known or now unknown, which Defendants may have against the Commission in this action.

11 6. **Payment and Interest Earned on Deposit.** The Court shall reserve jurisdiction
12 to determine at a subsequent date the disposition of the sum of \$1,704,000.00 on deposit with the
13 California State Treasurer.

14 7. **Offset Pursuant to Agreement.** Pursuant to the San Bernardino Transit Center
15 (SBTC) Planning, Design, Construction, Operating and Maintenance Agreement dated
16 November 7, 2011, Defendant SBEDC owes the Commission \$870,000.00 as a result of the
17 required land dedication by Defendant SBEDC to the Commission within Sections 4.1 and 4.2 of
18 said Agreement, which amount the Commission has claimed as an offset against the Payment.
19 The Commission is hereby waiving its right to the offset amount on the condition that
20 Defendants do not receive the unrestricted use of any of the proceeds from this eminent domain
21 action. Defendants shall not be deemed to have received the unrestricted use of any proceeds
22 from this eminent domain action to the extent that those proceeds are attached, executed upon,
23 paid to, or otherwise appropriated or diverted by any creditor of any of Defendants to satisfy any
24 claim against Defendants or any of them. In addition, it is assumed by the parties hereto that the
25 State of California Department of Finance (DOF), which has authority over the affairs of
26 Defendant Successor Agency as part of the ongoing winding-down of the former Redevelopment
27 Agency of the City of San Bernardino, will declare the Payment to be an asset of Defendant
28 Successor Agency to be disposed of only as authorized by the DOF, and will not approve the use

1 of any part of the Payment to pay any obligation of Defendant SBEDC, including but not limited
2 to any obligation to the Commission. In the event that the DOF does make such a declaration,
3 Defendants shall not be deemed to have received the unrestricted use of any proceeds from this
4 eminent domain action. In the event that the DOF approves the use of any part of the Payment to
5 satisfy the obligation of Defendant SBEDC to the Commission, the approved amount shall be
6 paid to the Commission out of the Payment.

7 8. Entry of Final Order of Condemnation. Upon addressing all other interests in
8 this action, the Court may, upon application of the Commission and without further notice to
9 Defendants, enter a Final Order of Condemnation which condemns the Subject Property and
10 conveys title to the Subject Property to the Commission.

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12 DATED: _____

JUDGE OF THE SUPERIOR COURT

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2013 APR 11 AM 11:25
FILED

SUPERIOR COURT OF CALIFORNIA
COUNTY OF SAN BERNARDINO
SAN BERNARDINO CIVIL DIVISION

MAR 22 2013

BY Ebonly Shary
EBONY SHARY, DEPUTY

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7 SAN BERNARDINO COUNTY
TRANSPORTATION COMMISSION
8

9
10 SUPERIOR COURT OF THE STATE OF CALIFORNIA
11 FOR THE COUNTY OF SAN BERNARDINO

12
13 SAN BERNARDINO COUNTY
TRANSPORTATION COMMISSION,

14 Plaintiff,

15 vs.

16 SAN BERNARDINO ECONOMIC
17 DEVELOPMENT CORPORATION, a
California non-profit corporation;
18 REDEVELOPMENT AGENCY OF THE CITY
OF SAN BERNARDINO;
19 COUNTY OF SAN BERNARDINO TAX
20 COLLECTOR, a department of the County of
San Bernardino;
21 JOSEPH BROWN, an individual;
HENRIETTA BROWN, an individual;
22 UNION PACIFIC RAILROAD COMPANY,
successor in interest to SOUTHERN PACIFIC
23 COMPANY, a Delaware corporation,
SOUTHERN PACIFIC RAILROAD
24 COMPANY, and SOUTHERN PACIFIC
TRANSPORTATION COMPANY, a Delaware
25 corporation;
26 AFFAITATI, LLC, a California limited liability
company;
27 STATE OF CALIFORNIA EMPLOYMENT
DEVELOPMENT DEPARTMENT;
28

Case No: CIVDS1302927

COMPLAINT FOR:

- (1) EMINENT DOMAIN; AND
- (2) DECLARATORY RELIEF

[Parcel No.: SBPR 57, 58, 68, 74, 75]

[EXEMPT FROM FILING FEES - GOV.
CODE, § 6103]

COPY

1 CITY OF SAN BERNARDINO, a municipal
corporation;
2 REFRIGERATING EQUIPMENT & SUPPLY
COMPANY, LTD., a California corporation;
3 FRED G. WALTER, an individual;
4 MAUDE E. WALTER, an individual;
SOUTHERN CALIFORNIA GAS COMPANY,
5 a California corporation;
BARD DISTRIBUTING COMPANY - SAN
6 BERNARDINO, a California corporation;
GARDEN STATE PAPER COMPANY doing
7 business as GREAT WESTERN FIBRE;
PAUL A. DOBBEL, an individual;
8 DORIS L. DOBBEL, an individual;
9 JOHN A. HARMON, TRUSTEE OF AND FOR
THE JOHN A. AND GEORGIA R. HARMON
10 FAMILY TRUST UNDER DECLARATION
OF TRUST DATED AUGUST 25, 1990;
11 GEORGIA R. HARMON, TRUSTEE OF AND
FOR THE JOHN A. AND GEORGIA R.
12 HARMON FAMILY TRUST UNDER
DECLARATION OF TRUST DATED
13 AUGUST 25, 1990;
MARILYN L. FITZGERALD, an individual;
14 MARCIA A. HANINGER, an individual;
15 BERNARDINE E. DEASON, an individual;
ROGER HARMON, an individual;
16 URBAN CONSERVATION CORPS OF THE
INLAND EMPIRE;
17 JOHN MUIR CHARTER SCHOOLS;
DOES 1 Through 100, Inclusive; and
18 ALL PERSONS UNKNOWN CLAIMING
19 ANY TITLE OR INTEREST IN OR TO THE
PROPERTY DESCRIBED HEREIN,

20 Defendants.

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1 Plaintiff San Bernardino County Transportation Commission ("Commission"), alleges as
2 follows:

3 **FIRST CAUSE OF ACTION**

4 **(For Eminent Domain Against all Defendants)**

5 **Power of Eminent Domain**

6 1. The Commission was created pursuant to California Public Utilities Code sections
7 130050 and 130054.

8 2. The Commission has authority to acquire real property interests by eminent
9 domain under the authority of Article I, Section 19, of the California Constitution, California Public
10 Utilities Code section 130220.5, and California Code of Civil Procedure sections 1240.010 through
11 1273.050.

12 **The Downtown San Bernardino Passenger Rail Project**

13 3. The Commission seeks to develop and construct the Downtown San Bernardino
14 Passenger Rail Project ("Project"). The Project is a critical component of the region's overall
15 development and expansion of mass transit services throughout San Bernardino County and
16 Southern California generally.

17 4. The Project involves extending service for the Southern California Regional Rail
18 Authority (a.k.a. Metrolink) by one mile from its current terminus located at San Bernardino's
19 historic and restored Santa Fe Depot ("Depot") to the future Downtown San Bernardino Transit
20 Center ("Transit Center"), which will be built as part of the Project and located at the southwest
21 corner of Rialto Avenue and E Street in Downtown San Bernardino. Included within the Project
22 will be the construction of a second track parallel to the existing track, along with grade crossing
23 improvements, rail signalization, roadway closures and drainage improvements. At the Transit
24 Center, a 180-plus space parking lot will be constructed south of the new platforms as well as a
25 lighted pedestrian pathway that connects the new platforms to the San Manuel Stadium where
26 baseball fans can watch the Inland Empire 66ers. The Transit Center will also serve as a major
27 transit hub for San Bernardino County, consolidating over 20 bus routes into a single multi-
28 modal facility supporting local bus, commuter rail, and light rail. It will be the transfer point for

1 the new sbX bus rapid transit system, and it will also be the terminus for the planned Redlands
2 Passenger Rail Project, a nine mile extension of rail service to provide access to the cities of
3 Loma Linda, Redlands and San Bernardino.

4 5. The Project is regionally significant and will serve to improve mobility throughout
5 San Bernardino County and the entire Southern California region. Over 14,000 riders per day are
6 transported between San Bernardino and Los Angeles Union Station on Metrolink's San
7 Bernardino line. With the development and connectivity between commuter rail, local bus and
8 rapid bus, the improvements to mobility throughout Southern California will be greatly
9 enhanced. The Project will have a substantial impact on air quality improvements through the
10 reduction in vehicle miles traveled, and will help alleviate increased roadway congestion and
11 declines in transportation system performance due to San Bernardino's continued population
12 growth.

13 **Description of the Property**

14 6. The real property which the Commission seeks to acquire for the Project is located
15 in the County of San Bernardino, more particularly described below, bearing San Bernardino
16 County Assessor's Parcel Numbers 0136-111-14, 0136-111-15, 0136-111-23, and 0136-111-24,
17 designated as Commission Parcels SBPR 57, 58, 68, 74, and 75 (collectively, the "Property").

18 7. The real property which the Commission seeks to acquire for the Project consists
19 of a fee simple interest in a commercial lot west of "E" Street in the City of San Bernardino,
20 California, bearing San Bernardino County Assessor's Parcel Number 0136-111-24, designated as
21 Commission Parcel SBPR 57.

22 8. The real property which the Commission seeks to acquire for the Project also
23 consists of a fee simple interest in the property located at 174 South "E" Street, San Bernardino,
24 California, bearing San Bernardino County Assessor's Parcel Number 0136-111-15, designated as
25 Commission Parcel SBPR 75.

26 9. The real property which the Commission seeks to acquire for the Project also
27 consists of a fee simple interest in the property located at 170 South "E" Street, San Bernardino,
28

1 California, bearing San Bernardino County Assessor's Parcel Number 0136-111-14, designated as
2 Commission Parcel SBPR 74.

3 10. The real property which the Commission seeks to acquire for the Project also
4 consists of portions of a property located in the City of San Bernardino, California, designated as
5 San Bernardino County Assessor's Parcel Number 0136-111-23. The property, designated as
6 Commission Parcels SBPR 58, and 68, consists of: (a) a 1,888 square foot fee simple
7 acquisition; (b) a 43,591 square foot permanent easement; (c) a 87,605 square foot temporary
8 construction easement; (d) a 1,190 square foot permanent easement; (e) a 652 square foot
9 permanent easement; and (f) a 8,814 square foot permanent easement. The details of the
10 temporary construction easement are set forth more specifically in the Resolution of Necessity, a
11 copy of which is attached hereto as Exhibit 1.

12 **Resolution of Necessity**

13 11. Prior to the commencement of this action and after noticed hearing in compliance
14 with Code of Civil Procedure section 1245.235, a majority of the members of the Commission
15 convened in San Bernardino, California, on March 6, 2013. At that hearing, the Commission,
16 pursuant to Code of Civil Procedure sections 1245.210 through 1245.240, adopted a Resolution
17 of Necessity ("Resolution") by a more than two-thirds vote, declaring that public interest and
18 necessity require the Commission's acquisition of the Property for the purposes of developing
19 and constructing the Project.

20 12. The Commission found and determined, and in the Resolution declared that:

- 21 a. The public interest and necessity require the Project.
- 22 b. The Project is planned and located in the manner that will be most
23 compatible with the greatest public good and the least private injury.
- 24 c. The Property is necessary for the proposed Project.
- 25 d. The offer required by Government Code section 7267.2 had been made to
26 the owner(s) of record or that offer has not been made because the owner(s) cannot be located
27 with reasonable diligence.
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1 e. To the extent that any portion of the Property is presently appropriated to a
2 public use, the purpose for which the acquisition and use of the Property is sought – namely for
3 construction and operation of the Project – either (i) will not unreasonably interfere with or
4 impair the continuance of the public use as it exists or may reasonably be expected to exist in the
5 future, in accordance with Code of Civil Procedure section 1240.510, and/or (ii) qualifies as a
6 more necessary public use, in accordance with Code of Civil Procedure section 1240.610.

7 13. The Resolution is attached as Exhibit “1” to this complaint and is incorporated by
8 this reference. The exhibits to the Resolution detail (a) the properties being acquired as full fee
9 acquisitions (Exhibits “A” through “C” to the Resolution), (b) the larger parcel from which the
10 partial property interests are being acquired (Exhibit “D” to the Resolution), and (c) the partial
11 property interests being acquired (Exhibits “E” through “J” to the Resolution). For the temporary
12 construction easement (Exhibit “G” to the Resolution), the Resolution describes the duration and
13 scope of the temporary construction easement. To the extent there are any limits or conditions on
14 the Commission’s acquisition of the Property, said limits or conditions are also described in the
15 Resolution.

16 **Compatible / More Necessary Public Use**

17 14. To the extent the Property is already devoted to a public use, the Commission
18 alleges in the alternative: (a) that the use for which the Commission is acquiring the Property is a
19 compatible use under Code of Civil Procedure section 1240.510; and/or (b) that the
20 Commission’s use of the Property is a more necessary public use under Code of Civil Procedure
21 section 1240.610.

22 **Defendants**

23 15. The named defendants have occupied the Property, or appear in the records as
24 claiming an interest in the Property, or are known by the Commission to have or to claim an
25 interest in the Property. For the convenience of the Court and parties, and not as allegations to
26 which the Commission intends to be bound, the Commission has set out opposite the name of
27 each defendant a statement of the interest of such defendant in the Property as follows:
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<u>Defendant</u>	<u>Possible Interest</u>
1. SAN BERNARDINO ECONOMIC DEVELOPMENT CORPORATION, a California non-profit corporation	Fee Owner
2. REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO	Fee Owner
3. COUNTY OF SAN BERNARDINO TAX COLLECTOR, a department of the County of San Bernardino	Lien Holder
4. JOSEPH BROWN, an individual	Easement Holder
5. HENRIETTA BROWN, an individual	Easement Holder
6. UNION PACIFIC RAILROAD COMPANY, successor in interest to SOUTHERN PACIFIC COMPANY, a Delaware corporation, SOUTHERN PACIFIC RAILROAD COMPANY, and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation	Easement Holder
7. AFFAITATI, LLC, a California limited liability company	Easement Holder
8. STATE OF CALIFORNIA EMPLOYMENT DEVELOPMENT DEPARTMENT	Lien Holder
9. CITY OF SAN BERNARDINO, a municipal corporation;	Easement Holder
10. REFRIGERATING EQUIPMENT & SUPPLY COMPANY, LTD., a California corporation	Easement Holder
11. FRED G. WALTER, an individual	Easement Holder
12. MAUDE E. WALTER, an individual	Easement Holder

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<u>Defendant</u>	<u>Possible Interest</u>
13. SOUTHERN CALIFORNIA GAS COMPANY, a California corporation	Easement Holder
14. BARD DISTRIBUTING COMPANY - SAN BERNARDINO, a California corporation	Easement Holder
15. GARDEN STATE PAPER COMPANY doing business as GREAT WESTERN FIBRE	Tenant
16. PAUL A. DOBBEL, an individual	Easement Holder
17. DORIS L. DOBBEL, an individual	Easement Holder
18. JOHN A. HARMON, TRUSTEE OF AND FOR THE JOHN A. AND GEORGIA R. HARMON FAMILY TRUST UNDER DECLARATION OF TRUST DATED AUGUST 25, 1990	Lien Holder
19. GEORGIA R. HARMON, TRUSTEE OF AND FOR THE JOHN A. AND GEORGIA R. HARMON FAMILY TRUST UNDER DECLARATION OF TRUST DATED AUGUST 25, 1990	Lien Holder
20. MARILYN L. FITZGERALD, an individual	Lien Holder
21. MARCIA A. HANINGER, an individual	Lien Holder
22. BERNARDINE E. DEASON, an individual	Lien Holder
23. ROGER HARMON, an individual	Lien Holder
24. URBAN CONSERVATION CORPS OF THE INLAND EMPIRE	Tenant
25. JOHN MUIR CHARTER SCHOOLS	Tenant

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1 Commission is informed and believes, and based upon such information and belief, alleges that
2 the EDC believes that it lacks the legal capacity to fulfill its obligation to convey to the
3 Commission Parcel SBPR 57 and, as such, refuses to convey that property to the Commission.
4 The Commission disputes this contention, believing that the EDC is legally obligated to convey
5 Parcel SBPR 57 to the Commission and that it possesses the legal capacity to do so.

6 23. The Commission desires a judicial determination of the EDC's legal capacity to
7 fulfill its obligation under the Agreement to convey Parcel SBPR 57 to the Commission.

8 24. A judicial declaration is necessary and appropriate at this time in order that the
9 Commission and the EDC may ascertain the EDC's legal capacity to comply with the
10 Agreement.

11 **Prayer**

12 **WHEREFORE**, the Commission prays that:

13 1. The Property be condemned to the Commission for the purposes set forth in the
14 Resolution;

15 2. Compensation be ascertained and assessed and the amount of the award for the
16 Property first be determined between the Commission and all defendants claiming an interest in
17 the Property;

18 3. A Judgment in Condemnation be entered in favor of the Commission;

19 4. All liens and encumbrances against the Property be extinguished and the amounts
20 owing therefore be deducted from the judgment;

21 5. Upon making a deposit of probable compensation, the Commission have an order
22 for prejudgment possession of the Property;

23 6. Upon paying just compensation for the Property, a Final Order of Condemnation
24 be entered in favor of the Commission;

25 7. The Court declare that the EDC possesses the legal capacity to fulfill its obligation
26 under the Agreement to convey Parcel SBPR 57 to the Commission; and

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8. The Court allow such other and further relief as may be deemed just and proper.

Dated: March 19, 2013

NOSSAMAN LLP
RICK E. RAYL
BRADFORD B. KUHN

By: 
Rick E. Rayl
Bradford B. Kuhn
Attorneys for Plaintiff SAN BERNARDINO
COUNTY TRANSPORTATION COMMISSION

**OVERSIGHT BOARD
FOR THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO**

Meeting Date: February 23, 2015

To: Oversight Board Members

From: Lisa Connor, Oversight Board Secretary

Subject: Presentation of Successor Agency's Plan for Use of ROPS 14-15B Resources

RECOMMENDATION: That the Oversight Board receive an oral presentation from Successor Agency representatives with respect to the Successor Agency's plan for use of ROPS 14-15B resources.

BACKGROUND: On September 22, 2014, the Oversight Board adopted Resolution SBOB/2014-07, approving ROPS 14-15B. The ROPS 14-15B included \$21,971,482-worth of enforceable obligations ("EOs") (i.e., \$20,469,740-worth to be funded with RPTTF [i.e., Redevelopment Property Tax Trust Fund ["RPTTF"], formerly tax increment], \$1,352,627-worth to be funded from other funds [i.e., rental income], and \$149,115-worth to be provided from third-party funds [i.e., debt service contributions from third parties]).

Over a ten (10) week period following the filing of ROPS 14-15B, Successor Agency representatives responded to DOF staff inquiries, provided them with supporting information, participated in several conference call meetings and participated in a meet and confer meeting with DOF staff. On December 17, 2014, the DOF issued their final determination letter, a copy of which is attached to this report as Exhibit "A". The DOF's December 17, 2014 letter: i) denied a portion of three (3) EOs worth \$1,294,705 (i.e., EO Nos. 95, 113 and 114 – certain school district prior period pass through payments); ii) reassigned two (2) EOs worth \$45,211 to other funding; iii) denied \$40,197 of the requested administrative allowance; iv) applied \$1,519,467 of prior period adjustments; and v) authorized the distribution of \$17,570,160 of RPTTF to the Successor Agency, of which \$566,009 represents the administrative allowance.

On December 26, 2014, the County Auditor-Controller issued the Successor Agency a check in the amount of \$15,617,533, which was all of the RPTTF then available to the Successor Agency for ROPS 14-15B. In addition to available RPTTF, the Successor Agency is also able to apply \$4,973,836 of additional funding, which consists of: i) \$3,472,094 of prior period adjustment-based RPTTF; ii) \$1,352,627 of other funds (i.e., rental income); and iii) \$149,115 of third-party funds (i.e., debt service contributions from third parties). Therefore, the sum of RPTTF and other funds available for use during ROPS 14-15B equals \$20,591,369, which is sufficient to fund the Successor Agency's enforceable obligations during the period of January through June 2015. Consistent with the foregoing, staff has prepared the Successor Agency's plan for use of ROPS 14-15B resources, a copy of which is attached as Exhibit "B".

ATTACHMENTS: DOF's December 17, 2014 letter, attached as Exhibit "A"; and the Successor Agency's Plan for use of ROPS 14-15B resources, attached as Exhibit "B".



December 17, 2014

Mr. Jim Morris, City Manager's Assistant
San Bernardino City
300 North D Street, 6th Floor
San Bernardino, CA 94218

Dear Mr. Morris:

Subject: Recognized Obligation Payment Schedule

This letter supersedes the California Department of Finance's (Finance) Recognized Obligation Payment Schedule (ROPS) letter dated November 14, 2014. Pursuant to Health and Safety Code (HSC) section 34177 (m), the San Bernardino City Successor Agency (Agency) submitted a Recognized Obligation Payment Schedule (ROPS 14-15B) to Finance on October 1, 2014, for the period of January through June 2015. Finance issued a ROPS determination letter on November 14, 2014. Subsequently, the Agency requested a Meet and Confer session on one or more of the items denied by Finance. The Meet and Confer session was held on December 1, 2014.

Based on a review of additional information and documentation provided to Finance during the Meet and Confer process, Finance has completed its review of the specific items being disputed.

- Item No. 38 – Long Term Property Maintenance costs in the amount of \$6,750,000. Finance no longer denies this item. It was our initial understanding the properties associated with the requested costs were in the possession of the San Bernardino Economic Development Corporation (SBEDC). Therefore, Finance initially denied this item because the maintenance costs for these properties were the obligations of the SBEDC, not the Agency. During the Meet and Confer process, the Agency provided the quitclaim deeds for the properties showing that they have been transferred from the SBEDC to the Agency. Therefore, these costs are eligible for Other Funds.
- Item Nos. 95, 113, and 114 – Unfunded Prior-Year Pass-Through Obligations totaling \$2,897,529 are not allowed. Finance no longer denies \$1,192,547, \$52,172, and \$358,105 of Item Nos. 95, 113, and 114, respectively; however, Finance continues to deny the remainder of these items. Finance initially denied these items as it was our understanding the Agency is not named as a party to the Los Angeles Unified School District (LAUSD) court decision. As a result, the Agency does not have binding obligations to these payments.

During the Meet and Confer process, the Agency contended that a portion of these items is not related to the LAUSD court decision, but miscalculations of the AB 1290

pass-through amounts owed and not paid. The Agency provided a summary of amounts owed, the amounts paid, and the remaining balances to be paid to the San Bernardino City Unified School District, the San Bernardino County Superintendent of Schools, and the San Bernardino Community College District. Therefore, Item Nos. 95, 113, and 114 in the amounts of \$1,192,547, \$52,172, and \$358,105, respectively, are enforceable obligations eligible for Redevelopment Property Tax Trust Fund (RPTTF) funding.

However, as previously stated, the remaining amounts are based on a LAUSD court decision and the Agency was not a named party. Therefore, the remainders of these items are not enforceable obligations and are not eligible for RPTTF funding.

- Item No. 116 – Real Property Security Services in the amount of \$622,252. Finance no longer denies this item. It was our initial understanding the properties associated with the security service costs were in the possession of the SBEDC. Therefore, Finance initially denied this item because the security services performed on these properties were the obligations of the SBEDC, not the Agency. During the Meet and Confer process, the Agency provided the quitclaim deeds for the properties showing that they have been transferred from the SBEDC to the Agency. Therefore, these costs are eligible for Other Funds.

In addition, per Finance's letter dated November 14, 2014, we continue to make the following determinations not contested by the Agency during the Meet and Confer:

- Item Nos. 121 and 122 – Under-Funded Obligations for Glen Aire Mobile Home Park Corporation Litigation and the Watson Owner Participation Agreement totaling \$45,211 are not allowed. Although the Agency incurred more expenditures than Finance authorized, it is our understanding these obligations were paid using Other Funds during ROPS 13-14B period, and currently, there is no outstanding amount due. Additionally, HSC section 34177 (l) (1) (E) requires agencies to use RPTTF only to the extent no other funding source is available. Therefore, these items are not eligible for RPTTF funding.
- Claimed administrative costs exceed the allowance by \$88,282. HSC section 34171 (b) limits the fiscal year 2014-15 administrative expenses to three percent of property tax allocated to the Agency or \$250,000, whichever is greater. As a result, the Agency is eligible for \$985,385. The San Bernardino County Auditor-Controller's Office distributed \$477,461 in administrative costs for the July through December 2014 period, thus leaving a balance of \$507,924 available for the January through June 2015 period. Although \$596,206 is claimed for administrative cost, only \$507,924 is available pursuant to the cap. Therefore, \$88,282 of excess administrative cost is not allowed.

Pursuant to HSC section 34186 (a), successor agencies were required to report on the ROPS 14-15B form the estimated obligations and actual payments (prior period adjustments) associated with the January through June 2014 period. HSC section 34186 (a) also specifies prior period adjustments self-reported by successor agencies are subject to review by the county auditor-controller (CAC) and the State Controller. Proposed CAC adjustments were not received in time for inclusion in this letter; therefore, the amount of RPTTF approved in the table below only reflects the prior period adjustment self-reported by the Agency, as adjusted by Finance.

The Agency self-reported a prior period adjustment in the amount of \$556,964. During our review, Finance determined the Agency neglected to include \$962,503 (the prior period adjustment from ROPS III as listed on the ROPS 13-14B determination) in the Non-Admin RPTTF Available Amount. As a result, Finance adjusted the Non-Admin Available Amount, by \$962,503, which increased the prior period adjustment to \$1,519,467 (\$556,964 + \$962,503). Therefore, to the extent the Agency disagrees with our review, the Agency should work provide suitable documentation to modify the prior period adjustment proposed by Finance.

In addition, Finance noted the following during our review:

- On the ROPS 13-14B Prior Period Adjustment worksheet, the Agency's expenditures exceeded Finance's authorization for the following items:
 - Other Funds totaling \$211,359 – Item No. 9, \$177; Item No. 10, \$110,292; Item No. 12, \$1,936; Item No. 13, \$42,766; Item No. 31, \$10,977; Item No. 36 (listed as Item No. 121 on ROPS 14-15B), \$23,275; Item No. 38, \$278,131, and Item No. 40 (listed as Item No. 122 on ROPS 14-15B), \$21,936.

Per HSC section 34177 (a) (3), only those payments listed on ROPS may be made by the Agency from the funds specified on the ROPS. However, these items were determined to be enforceable obligations for the ROPS 14-15B period. Therefore, Finance is increasing the Agency's authorization for the ROPS 14-15B period to ensure that authorization is consistent with expenditures for the approved enforceable obligations. As these Other Funds were previously expended, the increase in authorization should not result in increased expenditures for the current ROPS period, but should merely allow the Agency to reconcile actual expenditures to the authorization.

HSC sections 34177 (a) (4) and 34173 (h) provide mechanisms when Agency payments must exceed the amounts authorized by Finance. Please ensure the proper expenditure authority is received from your Oversight Board and Finance prior to making payments on enforceable obligations.

Except for items denied in whole or in part, Finance is not objecting to the remaining items listed on your ROPS 14-15B. The Agency's maximum approved RPTTF distribution for the reporting period is \$15,919,251 as summarized in the Approved RPTTF Distribution Table below:

Approved RPTTF Distribution For the period of January through June 2015	
Total RPTTF requested for non-administrative obligations	19,873,534
Total RPTTF requested for administrative obligations	596,206
Total RPTTF requested for obligations on ROPS	\$ 20,469,740
Total RPTTF requested for non-administrative obligations	19,873,534
Denied Items	
Item No. 95	(1,030,851)
Item No. 113	(29,528)
Item No. 114	(234,326)
Item No. 121	(23,275)
Item No. 122	(21,936)
	<u>(1,339,916)</u>
Total RPTTF authorized for non-administrative obligations	\$ 18,533,618
Total RPTTF requested for administrative obligations	596,206
Administrative costs in excess of the cap (see Admin Cost Cap table below)	(40,197)
Total RPTTF authorized for administrative obligations	\$ 556,009
Total RPTTF authorized for obligations	\$ 19,089,627
Self-reported ROPS 13-14B prior period adjustment (PPA)	(556,964)
Finance adjustment to ROPS 13-14B PPA	(962,503)
Total ROPS 13-14B PPA	(1,519,467)
Total RPTTF approved for distribution	\$ 17,570,160

Administrative Cost Cap Calculation	
Total RPTTF for 14-15A (July through December 2014)	15,915,373
Total RPTTF for 14-15B (January through June 2015)	18,533,618
Total RPTTF for fiscal year 2014-2015	34,448,991
Allowable administrative cost for fiscal year 2014-15 (Greater of 3% or \$250,000)	1,033,470
Administrative allowance for 14-15A (July through December 2014)	477,461
Allowable RPTTF distribution for administrative cost for ROPS 14-15B	556,009
Total RPTTF administrative obligations after Finance adjustments	596,206
Administrative costs in excess of the cap	\$ (40,197)

Pursuant to HSC section 34177 (l) (1) (E), agencies are required to use all available funding sources prior to RPTTF for payment of enforceable obligations. During the ROPS 14-15B review, Finance requested financial records to support the cash balances reported by the Agency; however, the Agency was unable to support the amounts reported. As a result, Finance will continue to work with the Agency after the ROPS 14-15B review period, to properly identify the Agency's cash balances. If it is determined the Agency possesses cash balances that are available to pay approved obligations, the Agency should request the use of these cash balances prior to requesting RPTTF in ROPS 15-16A.

Please refer to the ROPS 14-15B schedule that was used to calculate the approved RPTTF amount:

<http://www.dof.ca.gov/redevelopment/ROPS>

Mr. Jim Morris
December 17, 2014
Page 5

This is Finance's final determination related to the enforceable obligations reported on your ROPS for January 1 through June 30, 2015. This determination only applies to items where funding was requested for the six-month period. Finance's determination is effective for this time period only and should not be conclusively relied upon for future periods. All items listed on a future ROPS are subject to a subsequent review and may be denied even if it was or was not denied on this ROPS or a preceding ROPS. The only exception is for those items that have received a Final and Conclusive determination from Finance pursuant to HSC section 34177.5 (i). Finance's review of items that have received a Final and Conclusive determination is limited to confirming the scheduled payments as required by the obligation.

The amount available from the RPTTF is the same as the amount of property tax increment that was available prior to the enactment of ABx1 26 and AB 1484. This amount is not and never was an unlimited funding source. Therefore, as a practical matter, the ability to fund the items on the ROPS with property tax is limited to the amount of funding available to the agency in the RPTTF.

Pursuant to HSC section 34177 (a) (3), only those payments listed on an approved ROPS may be made by the successor agency from the funds specified in the ROPS. However, if for whatever reason the Agency needs to make payments for approved obligations from another funding source, HSC section 34177 (a) (4) requires the Agency to first obtain oversight board approval.

To the extent proceeds from bonds issued after December 31, 2010 exist and are not encumbered by an enforceable obligation pursuant to HSC section 34171 (d), HSC section 34191.4 (c) (2) (B) requires these proceeds be used to defease the bonds or to purchase those same outstanding bonds on the open market for cancellation. Please direct inquiries to Evelyn Suess, Dispute Resolution Supervisor, or Mary Halterman, Analyst, at (916) 445-1546.

Sincerely,



JUSTYN HOWARD
Acting Program Budget Manager

cc: Ms. Lisa Connor, Project Manager, City of San Bernardino
Ms. Linda Santillano, Property Tax Manager, San Bernardino County
California State Controller's Office

The Successor Agency's Plan for use of ROPS 14-15B Resources (January thru June 2015)

EO #	Obligation	Funding Category	RPTTF ROPS Request	Other Funds ROPS Request	Third Party Funds ROPS Request	RPTTF DOF Approved	Other Funds DOF Approved	Third Party Funds DOF Approved	RPTTF Proposed Use Plan	PPA RPTTF Proposed Use Plan	Other Funds Proposed Use Plan	Third Party Funds Proposed Use Plan	TOTAL Proposed Use Plan
3	1998A TABs	1	\$ 1,247,144	\$ -	\$ -	\$ 1,247,144	\$ -	\$ -	\$ 1,247,144	\$ -	\$ -	\$ -	\$ 1,247,144
4	1998B TABs	1	558,250	-	-	558,250	-	-	558,250	-	-	-	558,250
6	2002A TABs	1	85,425	-	-	85,425	-	-	85,425	-	-	-	85,425
7	2002 TABs	1	1,928,888	-	-	1,928,888	-	-	1,928,888	-	-	-	1,928,888
8	2005A TABs	1	984,220	-	-	984,220	-	-	984,220	-	-	-	984,220
9	2005B TABs	1	367,282	-	-	367,282	-	-	367,282	-	-	-	367,282
10	2010A BABs	1	342,382	-	116,493	342,382	-	116,493	342,382	-	-	116,493	458,875
11	2010B TABs	1	236,800	-	-	236,800	-	-	236,800	-	-	-	236,800
12	1995H Bonds	1	105,486	-	1,452	105,486	-	1,452	105,486	-	-	1,452	106,938
13	1995R Bonds	1	67,024	-	31,170	67,024	-	31,170	67,024	-	-	31,170	98,194
14	EB-5 Note (\$15M - Interest Only)	1	393,750	-	-	393,750	-	-	393,750	-	-	-	393,750
15	EB-5 Note (\$10M - Interest Only)	1	262,500	-	-	262,500	-	-	262,500	-	-	-	262,500
16	EB-5 Note (\$8M - Interest Only)	1	210,000	-	-	210,000	-	-	210,000	-	-	-	210,000
17	Sec. 108 Bonds (Cinema)	1	27,853	-	-	27,853	-	-	27,853	-	-	-	27,853
18	Sec. 108 Bonds (A-G)	4	-	-	-	-	-	-	-	-	-	-	-
19	Hillwood Tax Sharing Agr.	4	-	-	-	-	-	-	-	-	-	-	-
20	BP Cal Tax Sharing Agr.	3	95,129	-	-	95,129	-	-	95,129	-	-	-	95,129
24	Waterman Tax Sharing Agr.	4	-	-	-	-	-	-	-	-	-	-	-
28	2006 TABs (Housing)	1	2,126,559	-	-	2,126,559	-	-	2,126,559	-	-	-	2,126,559
30	PERS Unfunded Liability	4	-	-	-	-	-	-	-	-	-	-	-
31	Retiree Health	3	27,500	-	-	27,500	-	-	27,500	-	-	-	27,500
32	SA Administration	2	596,206	-	-	556,009	-	-	556,009	-	-	-	556,009
38	Property Maintenance	2	-	1,250,000	-	-	1,250,000	-	-	-	1,250,000	-	1,250,000
41	Auto Mall Reader Board	4	-	-	-	-	-	-	-	-	-	-	-
82	DSRF Replenishments	4	-	-	-	-	-	-	-	-	-	-	-
84	Securities Servicing	1	71,089	-	-	71,089	-	-	71,089	-	-	-	71,089
87	Mall Property Taxes	4	-	-	-	-	-	-	-	-	-	-	-
95	SB City USD Pass Thru Pmt.	3	2,223,398	-	-	1,192,547	-	-	1,192,547	-	-	-	1,192,547
96	1999 COPS Reimbursement	3	133,513	-	-	133,513	-	-	133,513	-	-	-	133,513
113	SBCSS Pass Thru Pmt.	3	81,700	-	-	52,172	-	-	52,172	-	-	-	52,172
114	SBCCD Pass Thru Pmt.	3	592,431	-	-	358,105	-	-	358,105	-	-	-	358,105
115	Anticipated Litigation	3	50,000	-	-	50,000	-	-	50,000	-	-	-	50,000
116	Real Property Security Svcs.	3	-	102,627	-	-	102,627	-	-	-	102,627	-	102,627
117	Appraisal Services (Lit.)	3	9,500	-	-	9,500	-	-	9,500	-	-	-	9,500
118	Condemnation Judgment	3	87,000	-	-	87,000	-	-	87,000	-	-	-	87,000
119	EB-5 Note (\$15M Prin. Reduct.)	1	7,500,000	-	-	7,500,000	-	-	4,027,906	3,472,094	-	-	7,500,000
120	Continuing Disclosure	3	13,500	-	-	13,500	-	-	13,500	-	-	-	13,500
121	Litigation Glen Aire MHP	3	23,275	-	-	-	-	-	-	-	-	-	-
122	Infrastructure - Watson OPA	3	21,936	-	-	-	-	-	-	-	-	-	-
TOTAL of EOs			\$ 20,469,740	\$ 1,352,627	\$ 149,115	\$ 19,089,627	\$ 1,352,627	\$ 149,115	\$ 15,617,533	\$ 3,472,094	\$ 1,352,627	\$ 149,115	\$ 20,591,369

RPTTF Received for ROPS 14-15B:	\$ 15,617,533
Other Funds to be Applied During ROPS 14-15B:	1,352,627
Third-Party Funds to be Applied During ROPS 14-15B:	149,115
PPA RPTTF to be Applied During ROPS 14-15B:	3,472,094
TOTAL:	\$ 20,591,369

Funding Categories

- 1 = Debt Service or Debt Service Related
- 2 = Administration
- 3 = Enforceable Obligation
- 4 = No Payment Due During ROPS 14-15AB

- Notes: 1. The \$3,472,094 of PPA RPTTF is funded from the PPA reserve balance.
 2. The SUM of F45 thru H45 equals \$21,971,482 and ties to ROPS 14-15B, as submitted
 3. The SUM of I45 thru K45 equals \$20,591,369, which is the DOF approved amount including all sources.
 4. The proposed use plan calls for funding all approved EOs.

**OVERSIGHT BOARD
FOR THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO**

Meeting Date: February 23, 2015
To: Oversight Board Members
From: Lisa Connor, Oversight Board Secretary
Subject: Recognized Obligation Payment Schedule 15-16A (July through December 2015)

RECOMMENDATION: Adopt the attached resolution approving the establishment of the Recognized Obligation Payment Schedule ("ROPS") 15-16A of the Successor Agency to the Redevelopment Agency of the City of San Bernardino ("Successor Agency"), for the period of July through December 2015.

BACKGROUND: Pursuant to Health and Safety Code ("HSC") § 34172 (a)(1), the Redevelopment Agency of the City of San Bernardino was dissolved February 1, 2012. Consistent with the provisions of the HSC, on January 9, 2012 the Mayor and Common Council of the City of San Bernardino elected to serve in the capacity of the Successor Agency. The Oversight Board for the Successor Agency ("Oversight Board") has been established pursuant to HSC § 34179 to assist in the wind-down of the dissolved redevelopment agency; and

Per HSC § 34177 (l)(1), the Successor Agency is required to prepare a ROPS before each six-month fiscal period, which corresponds to equal halves of a fiscal year (i.e., January through June and July through December). The ROPS is the basis for the Successor Agency's authority to make payments due for enforceable obligations.

The ROPS 15-16A, which consists of several spreadsheets, is appended to the attached Resolution as Exhibit "A". Pursuant to HSC § 34177 (m), an Oversight Board-approved ROPS 15-16A must be submitted to the County Auditor-Controller, County Administrative Officer, the State Controller and the State Department of Finance not later than March 3, 2015. The Successor Agency approved ROPS 15-16A during its meeting of February 17, 2015.

FISCAL IMPACT: Pursuant to HSC § 34177, the Successor Agency is legally required to continue to make payments due for enforceable obligations. The Oversight Board's approval of the establishment of ROPS 15-16A will ensure that the Successor Agency has the authority to continue to pay its enforceable obligations.

ATTACHMENTS: Resolution.

1 **WHEREAS**, the Oversight Board’s approval of the establishment of ROPS 15-16A will
2 ensure that the Successor Agency has the authority to continue to pay its enforceable obligations;
3 and

4 **WHEREAS**, it is proposed that the Oversight Board approve the establishment of the
5 Successor Agency’s ROPS 15-16A, which is attached hereto as Exhibit “A”; and

6 **WHEREAS**, all of the prerequisites with respect to the approval of this Resolution have
7 been met.

8 **NOW, THEREFORE, BE IT RESOLVED** by the Oversight Board for the Successor
9 Agency to the Redevelopment Agency of the City of San Bernardino, as follows:

10 **Section 1.** The foregoing recitals are true and correct and are a substantive part of this
11 Resolution.

12 **Section 2.** The Successor Agency’s ROPS 15-16A for the period of July through
13 December 2015, which is attached hereto as Exhibit “A”, is approved, inclusive of each
14 enforceable obligation.

15 **Section 3.** The City Manager, as the Successor Agency’s Executive Director or
16 designee, is authorized to: i) post that ROPS 15-16A on the City’s website, ii) transmit the ROPS
17 15-16A to the County Auditor-Controller, the County Administrative Officer, the State
18 Controller and the State Department of Finance for their review within the timeframe and in the
19 manner prescribed by the HSC; and iii) make ministerial revisions to ROPS 15-16A, which may
20 include, but are not limited to restating the information included within ROPS 15-16A in any
21 format that may be requested by the State Department of Finance, take such other actions and
22 execute such other documents as are necessary to effectuate the intent of this Resolution, and to
23 implement ROPS 15-16A on behalf of the Successor Agency, including authorizing and causing
24 such payments.

25 **Section 4.** This Resolution shall take effect upon the date of its adoption

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A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 15-16A FOR THE PERIOD OF JULY THROUGH DECEMBER 2015 AND APPROVING CERTAIN RELATED ACTIONS

PASSED, APPROVED AND ADOPTED THIS 23rd day of February 2015, by the following vote:

Board Members	Ayes	Nays	Abstain	Absent
HEADRICK				
HILL				
LONGVILLE				
MACIAS-HARRISON				
MORRIS				
O'TOOLE				
SMITH				

Secretary

The foregoing Resolution is hereby approved this 23rd day of February 2015.

James P. Morris, Chairman
Oversight Board for the
Successor Agency to the Redevelopment
Agency of the City of San Bernardino

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EXHIBIT "A"

**SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
OF THE CITY OF SAN BERNARDINO
RECONGNIZED OBLIGATION PAYMENT SCHEDULE 15-16A
(July through December 2015)**

(See Attachment)

6.36

Recognized Obligation Payment Schedule (ROPS 15-16A) - Summary

Filed for the July 1, 2015 through December 31, 2015 Period

Name of Successor Agency: San Bernardino City
 Name of County: San Bernardino

Current Period Requested Funding for Outstanding Debt or Obligation		Six-Month Total
Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding Sources (B+C+D):		\$ 682,685
B	Bond Proceeds Funding (ROPS Detail)	-
C	Reserve Balance Funding (ROPS Detail)	-
D	Other Funding (ROPS Detail)	682,685
E Enforceable Obligations Funded with RPTTF Funding (F+G):		\$ 20,261,545
F	Non-Administrative Costs (ROPS Detail)	19,671,403
G	Administrative Costs (ROPS Detail)	590,142
H Current Period Enforceable Obligations (A+E):		\$ 20,944,230

Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
I	Enforceable Obligations funded with RPTTF (E):	20,261,545
J	Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)	(42,640)
K Adjusted Current Period RPTTF Requested Funding (I-J)		\$ 20,218,905

County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
L	Enforceable Obligations funded with RPTTF (E):	20,261,545
M	Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)	-
N Adjusted Current Period RPTTF Requested Funding (L-M)		20,261,545

Certification of Oversight Board Chairman:
 Pursuant to Section 34177 (m) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named agency.

_____	_____
Name	Title
/s/ _____	_____
Signature	Date

Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail
July 1, 2015 through December 31, 2015
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P	
										Funding Source						
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF			
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin		Six-Month Total
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired							
								\$ 226,624,484			\$ -	\$ -	\$ 682,685	\$ 19,671,403	\$ 590,142	\$ 20,944,230
3	1998A TABs	Bonds Issued On or Before 12/31/10	3/2/1998	7/1/2020	US Bank	Central City RDA Projects	M/CC	7,503,599	N				177,244		\$ 177,244	
4	1998B TABs	Bonds Issued On or Before 12/31/10	3/2/1998	7/1/2020	US Bank	Central City RDA Projects	M/CC	4,142,249	N				99,900		\$ 99,900	
6	2002A TABs	Bonds Issued On or Before 12/31/10	3/4/2002	2/1/2031	US Bank	Mt Vernon Project Area	MTV	4,740,240	N				175,425		\$ 175,425	
7	2002 TABs	Bonds Issued On or Before 12/31/10	11/19/2001	4/1/2026	US Bank	SC, CCN, SEIP, NW, TRI, UP and SV Projects	SC,CCN,SEIP,NW,T RI,UP,SV	24,708,046	N				553,838		\$ 553,838	
8	2005A TABs	Bonds Issued On or Before 12/31/10	9/22/2005	10/1/2025	US Bank	SC, CCN, SEIP, NW, TRI, UP and SV Projects	SC,CCN,SEIP,NW,T RI,UP,SV	48,275,294	N				4,108,697		\$ 4,108,697	
9	2005B TABs	Bonds Issued On or Before 12/31/10	9/22/2005	10/1/2025	US Bank	SC, CCN, SEIP, NW, TRI, UP and SV Projects	SC,CCN,SEIP,NW,T RI,UP,SV	17,965,037	N				1,573,183		\$ 1,573,183	
10	2010A RECOVERY ZONE	Bonds Issued On or Before 12/31/10	12/6/2010	4/1/2030	US Bank	Recovery Zone Projects	CCN,M/CC,NW	11,046,699	N		216,214		37,161		\$ 253,375	
11	2010B TABs	Bonds Issued On or Before 12/31/10	12/6/2010	4/1/2028	US Bank	Northwest Project Area	NW	4,115,910	N				82,300		\$ 82,300	
12	1995H Highland Lutheran SR Housing	Revenue Bonds Issued On or Before 12/31/10	6/19/1995	7/1/2025	US Bank	Sr Housing Complex	IVDA	1,565,171	N		1,693		37,767		\$ 39,460	
13	1995R Casa Ramona Sr Housing	Revenue Bonds Issued On or Before 12/31/10	6/19/1995	7/1/2025	US Bank	Ramona Sr Housing Complex	MTV	1,446,588	N		14,778		21,054		\$ 35,832	
14	CMB-Export \$15,000,000 Notes	Third-Party Loans	10/5/2009	9/1/2015	CMB Export Infrastructure Group	Various construction projects per agreement	SC,UP,CCN,CCS, SEIP,TRI	7,893,750	N				7,893,750		\$ 7,893,750	
15	CMB-Export \$10,000,000 Notes	Third-Party Loans	3/8/2011	12/1/2017	CMB Export Infrastructure Group	Various construction projects per agreement	CCE,CCS,CCN, M/CC	11,312,500	N				262,500		\$ 262,500	
16	CMB-Export \$8,000,000 Notes	Third-Party Loans	9/1/2010	10/1/2016	CMB Export Infrastructure Group	Various construction projects per agreement	IVDA	8,630,000	N				210,000		\$ 210,000	
17	Cinema Section 108 Bonds	Bonds Issued On or Before 12/31/10	6/15/1998	8/1/2018	Bank of New York	Cinema Star Project	CCN,M/CC,NW	2,197,592	N				557,853		\$ 557,853	
18	Arden-Guthrie Sec. 108 Bonds	Bonds Issued On or Before 12/31/10	7/24/2006	8/1/2025	Bank of New York	North Arden/Guthrie Project -- Subordinate Credit to CDBG	IVDA	8,144,437	N						\$ -	
19	Hillwood-DDA TI Reimbursement	OPA/DDA/Construction	9/18/2006	4/27/2021	Hillwood Properties	Tax Sharing Agreement - Warehouse Facility	SC	3,001,561	N						\$ -	
20	BP CA - Site Remediation	OPA/DDA/Construction	10/7/2002	9/30/2018	BP Cal	Tax Sharing Agreement - Site Remediation	TRI	402,126	N				190,651		\$ 190,651	
24	SB County Transitional Assistance Department (TAD) Leased Building	OPA/DDA/Construction	8/16/2004	2/2/2020	Waterman Holdings	Tax Sharing Agreement - New Construction	CCE	244,399	N				46,206		\$ 46,206	
28	2006 TABs	Bonds Issued On or Before 12/31/10	3/20/2006	5/1/2027	US Bank	LMIHF Projects/Programs	CCN	24,134,935	N				527,824		\$ 527,824	
30	PERS - Unfunded Pension Liability	Unfunded Liabilities	6/30/2010	8/10/2045	CalPERS	The Unfunded Pension Balance is estimated. Ultimately, CalPERS will provide a final calculation once the wind-down is completed	ALL	5,200,000	N						\$ -	
31	Retiree Health Benefit	Miscellaneous	6/23/2005	8/10/2045	Various Retired Employees	Retiree Supplemental Health Benefit per Agency Policy	ALL	852,500	N				27,500		\$ 27,500	
32	Successor Agency Admin.	Admin Costs	2/1/2012	4/1/2030	Various Employees & Vendors	Various admin activities in support of the dissolution of the former RDA (equals 3% of excel Cell N-6)	ALL	7,400,000	N					590,142	\$ 590,142	
38	Long Term Property Maintenance	Property Maintenance	6/28/2011	8/10/2045	Various Vendors	Maintenance of former RDA properties in accordance with AB 1484	ALL	5,500,000	N		450,000		800,000		\$ 1,250,000	
41	Auto Plaza - Reader Board	OPA/DDA/Construction	5/17/2010	4/1/2030	Citizens Business Bank	Loan Guarantee Only	SEIP	714,413	N						\$ -	
82	HSC 34171 (d)(1)(A) Reserve	Bonds Issued On or Before 12/31/10	3/2/1998	4/1/2030	US Bank	Replenishment of DSR Draws -- Deferred Due to Insufficient RPTTF	ALL	5,110,819	N						\$ -	
84	Securities Servicing	Fees	3/2/1998	4/1/2030	US Bank	Securities Servicing of all Bonds	ALL	756,171	N				30,000		\$ 30,000	
87	Carousel Mall Past Due Prop. Tax	Miscellaneous	7/1/2010	4/1/2030	SB County Tax Collector	Prop. Taxes Assumed at Foreclosure - Deferred Due to Insufficient Projected RPTTF	ALL	869,691	N						\$ -	

Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail
July 1, 2015 through December 31, 2015
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P
										Funding Source					
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired						
88	ACAA Limited Partnership Purchase Money Note	Third-Party Loans	5/19/2011	6/1/2012	ACAA Limited Partnership	ACAA Limited Partnership Purchase Money Note	ALL	1	N						\$ -
90	Discounted settlement of lawsuit to foreclose mechanics lien against former RDA property	Property Maintenance	3/3/2011	4/1/2030	San Bernardino Economic Development Corp. for payment to Allison Mechanical	Settlement of Case # CIVDS1211891	ALL	1	Y						\$ -
91	Discounted settlement of lawsuit to foreclose mechanics lien against former RDA property	OPA/DDA/Construction	3/3/2011	4/1/2030	San Bernardino Economic Development Corp. for payment to Regal Entertainment Group, as successor in interest to Aspen Builders, Inc.	Settlement of Case # CIVDS1210338	ALL	1	Y						\$ -
92	Discounted settlement of lawsuit to foreclose mechanics lien against former RDA property	OPA/DDA/Construction	3/3/2011	4/1/2030	San Bernardino Economic Development Corp. for payments to L. A. Engineering, Inc.	Settlement of Case # CIVDS1210197	ALL	1	Y						\$ -
95	Unfunded Statutory Prior-Year Pass-	Miscellaneous	2/12/2014	4/1/2030	San Bernardino City Unified School District	Unfunded Statutory Prior-Year Pass-Through Obligations, Pre-RDA Dissolution	ALL	1,030,851	N				1,030,851		\$ 1,030,851
96	Reimbursement Agreement for Debt Service on 1999 COPs	Bonds Issued On or Before 12/31/10	9/29/1999	9/1/2024	City of San Bernardino	Reimbursement for Debt Service for 1999 COPs (201 Bldg. & South Valle)	ALL	6,306,046	N				514,000		\$ 514,000
113	Unfunded Statutory Prior-Year Pass-Through Obligations, Pre-RDA Dissolution	Miscellaneous	2/12/2014	4/1/2030	San Bernardino County Superintendent of Schools	Unfunded Statutory Prior-Year Pass-Through Obligations, Pre-RDA Dissolution		29,528	N				29,528		\$ 29,528
114	Unfunded Statutory Prior-Year Pass-Through Obligations, Pre-RDA Dissolution	Miscellaneous	9/12/2013	4/1/2030	San Bernardino Community College Dist.	Unfunded Statutory Prior-Year Pass-Through Obligations, Pre-RDA Dissolution		234,326	N				234,326		\$ 234,326
115	Third-Party Related Litigation	Litigation	2/1/2012	4/1/2030	Special Counsel	Third-Party Related Litigation; Ongoing and Anticipated.		50,000	N				50,000		\$ 50,000
116	Real Property Security Services	Property Maintenance	9/15/2014	6/30/2017	Platinum Security, Inc.	Night-time Mobile Security Guard Services - After Business Hours		416,997	N				103,845		\$ 103,845
117	Appraisal Services - Litigation	Litigation	10/6/2014	6/30/2015	Integra Realty Resources, Inc.	Appraisal for SANBAG Eminent Domain Lawsuit Defense		1	Y						\$ -
118	Condemnation Judgment	Litigation	12/14/2010	6/30/2015	Estate of William R. Bland	Unpaid Judgment and Final Order of Condemnation		1	Y						\$ -
119	CMB-Export \$15,000,000 Note Principal Reduction Payment	Third-Party Loans	10/5/2009	9/1/2015	CMB Export Infrastructure Group	One-Half of principal reduction payment due on 9/1/2015 for EO # 14 (HSC 34171 (d)(1)(A) Reserve)		1	Y						\$ -
120	Continuing Disclosure Services	Professional Services	10/1/2012	9/30/2017	Urban Futures, Inc.	Continuing Disclosure Services for 2002, 2002A, 2005A, 2005B, 2006, 2010A and 2010B TABs - ROPS "B" Cycle Only		216,000	N						\$ -
121	Litigation - Glen Aire MHP Corp	Litigation	3/5/2012	4/1/2030	Endeman Lincoln Turek Heater	The amount requested is to correct the budget under-estimate for ROPS 13-14B. See EO # 36 on PPA Form.		1	Y						\$ -
122	Infrastructure - Watson OPA	OPA/DDA/Construction	12/20/2010	7/31/2013	University Parkway Promenade	The amount requested is to correct the budget under-estimate for ROPS 13-14B. See EO # 40 on PPA Form.		1	Y						\$ -
123	Real Property Security Services	Property Maintenance	1/5/2015	6/30/2017	Capital Protection, Inc.	Theater Square Security Services - During Business Hours	ALL	226,000	N				55,000		\$ 55,000
124	Phase II Soil Remediation Plan for former TBA Site at Carousel Mall	Remediation	7/20/2015	12/31/2015	To be Selected	Phase II Soil Remediation Plan for former TBA Site at Carousel Mall	ALL	241,000	N				241,000		\$ 241,000
125									N						\$ -
126									N						\$ -
127									N						\$ -
128									N						\$ -
129									N						\$ -
130									N						\$ -

6-39

Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Cash Balances

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								
A	B	C	D	E	F	G	H	I
	Cash Balance Information by ROPS Period	Bond Proceeds		Fund Sources Reserve Balance		Other	RPTTF	Comments
		Bonds Issued on or before 12/31/10	Bonds Issued on or after 01/01/11	Prior ROPS period balances and DDR RPTTF balances retained	Prior ROPS RPTTF distributed as reserve for future period(s)	Rent, Grants, Interest, Etc.	Non-Admin and Admin	
ROPS 14-15A Actuals (07/01/14 - 12/31/14)								
1	Beginning Available Cash Balance (Actual 07/01/14)	24,450,462		9,956,939		752,396		The amount in Cell C-1 is the sum of \$10,664,933 of DSRF, \$5,020,382 of 2005 TABs supplemental DSRF, and \$8,765,147 of unspent pre-2011 bond proceeds available for projects post-FOC. The sum of the amounts in Cells E-1 and G-1 equals \$10,709,335, which is the Ending Actual Available Cash Balance on 06-30-14, as reported in Cell G-6 of the Cash Balance Report for ROPS 14-15A. See Notes Page for details on the amounts reported in Cells E-1 and G-1, and for details on the amounts reported in Column E.
2	Revenue/Income (Actual 12/31/14) RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014					574,578	10,533,920	Cell G-2 consists of \$450,000 of estimated rental income and \$140,729 of 3rd party funds for EO Nos. 10, 12 & 13.
3	Expenditures for ROPS 14-15A Enforceable Obligations (Actual 12/31/14) RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q			5,858,914		140,729	10,491,280	Cell E-3 is the PPA amount from ROPS 13-14A that was applied by DOF to ROPS 14-15A. The sum of the amounts in Cells E-3, G-3 and H-3 equals \$16,490,923, which matches the sum of Cells H-7, L-7 and Q-7 on the PPA Form.
4	Retention of Available Cash Balance (Actual 12/31/14) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)	24,450,462						
5	ROPS 14-15A RPTTF Prior Period Adjustment RPTTF amount should tie to the self-reported ROPS 14-15A PPA in the Report of PPA, Column S			No entry required			42,640	
6	Ending Actual Available Cash Balance C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ 4,098,025	\$ -	\$ 1,186,245	\$ -	
ROPS 14-15B Estimate (01/01/15 - 06/30/15)								
7	Beginning Available Cash Balance (Actual 01/01/15) (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)	\$ 24,450,462	\$ -	\$ 4,098,025	\$ -	\$ 1,186,245	\$ -	
8	Revenue/Income (Estimate 06/30/15) RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015					599,115	15,617,533	Cell G-8 consists of \$450,000 of estimated rental income and \$149,115 of 3rd party funds for EO Nos. 10, 12 & 13. See Notes Page for further details on estimated revenues.
9	Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 06/30/15)			1,519,467		1,785,360	15,617,533	Cell E-9 is the PPA amount from ROPS 13-14B that was applied by DOF to ROPS 14-15B and will be spent by the Successor Agency. The sum of the amounts in Cells E-9, G-9 and H-9 equals \$18,922,360. The total obligations approved by DOF for ROPS 14-15B is \$19,089,627 (per DOF letter of 12-17-14). The Successor Agency is facing a funding shortfall of \$167,267 for ROPS 14-15B, but the shortfall will be eliminated by DOF's approval of the Successor Agency's written request to retain DDR RPTTF balances. The Successor Agency's request was submitted to DOF on 01-30-15.
10	Retention of Available Cash Balance (Estimate 06/30/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)	24,450,462		2,578,558				The amount in Cell E-10 is the sum of the \$714,413 on deposit in the collateral loan account, plus the \$1,864,145 of DDR RPTTF retained balances (per Successor Agency's written request to DOF on 01-30-15). See Notes Page for details on expected funding shortfall for ROPS 15-16A and the need to retain the full amount of the Available Cash Balance reported in Cell E-10.
11	Ending Estimated Available Cash Balance (7 + 8 - 9 -10)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	

Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Prior Period Adjustments
 Reported for the ROPS 14-15A (July 1, 2014 through December 31, 2014) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)
 (Report Amounts in Whole Dollars)

ROPS 14-15A Successor Agency (SA) Self-reported Prior Period Adjustments (PPA): Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS 14-15A (July through December 2014) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 15-16A (July through December 2015) period will be offset by the SA's self-reported ROPS 14-15A prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.

ROPS 14-15A CAC PPA: To be completed by the CAC upon submittal of the ROPS 15-16A by the SA to Finance and the CAC. Note that CACs will need to enter their own formulas at the line item level pursuant to the manner in which they calculate the PPA. Also note that the Admin amounts do not need to be listed at the line item level and may be entered as a lump sum.

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X	Y	Z	AA	AB	
Item #	Project Name / Debt Obligation	Non-RPTTF Expenditures						RPTTF Expenditures										Net SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF)	RPTTF Expenditures						Net CAC Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF)	CAC Comments		
		Bond Proceeds		Reserve Balance		Other Funds		Non-Admin				Admin				Non-Admin CAC			Admin CAC		Net Difference							
		Authorized	Actual	Authorized	Actual	Authorized	Actual	Authorized	Actual	Difference (If K is less than L, the difference is zero)	Authorized	Actual	Difference (If total actual exceeds total authorized, the total difference is zero)	Net Difference (M+R)	Net Lesser of Authorized / Available	Actual	Difference		Net Lesser of Authorized / Available	Actual		Difference	Net Difference					
		\$ -	\$ -	\$ -	\$ -	\$ 4,990,557	\$ 140,729	\$ 15,915,373	\$ 15,915,373	\$ 15,915,373	\$ 15,872,733	\$ 42,640	\$ 477,461	\$ 477,461	\$ 477,461	\$ 477,461	\$ -	\$ 42,640										
3	1998A TABs	-	-	-	-	-	-	207,144	207,144	207,144	207,144	-	-	-	-	-	-	-	-									
4	1998B TABs	-	-	-	-	-	-	125,588	125,588	125,588	125,588	-	-	-	-	-	-	-	-									
6	2002A TABs	-	-	-	-	-	-	172,975	172,975	172,975	172,975	-	-	-	-	-	-	-	-									
7	2002 TABs	-	-	-	-	-	-	593,838	593,838	593,838	593,838	-	-	-	-	-	-	-	-									
8	2005A TABs	-	-	-	-	-	-	4,023,753	4,023,753	4,023,753	4,023,753	-	-	-	-	-	-	-	-									
9	2005B TABs	-	-	-	-	-	-	1,540,393	1,540,393	1,540,393	1,540,393	-	-	-	-	-	-	-	-									
10	2010A RECOVERY ZONE	-	-	-	-	108,107	108,107	150,768	150,768	150,768	150,768	-	-	-	-	-	-	-	-									
11	2010B TABs	-	-	-	-	-	-	66,800	66,800	66,800	66,800	-	-	-	-	-	-	-	-									
12	1995H Highland Lutheran SR Housing	-	-	-	-	1,452	1,452	40,488	40,488	40,488	40,488	-	-	-	-	-	-	-	-									
13	1995R Casa Ramona Sr Housing	-	-	-	-	31,170	31,170	7,024	7,024	7,024	7,024	-	-	-	-	-	-	-	-									
14	CMB-Export \$15,000,000 Notes	-	-	-	-	-	-	393,750	393,750	393,750	393,750	-	-	-	-	-	-	-	-									
15	CMB-Export \$10,000,000 Notes	-	-	-	-	-	-	262,500	262,500	262,500	262,500	-	-	-	-	-	-	-	-									
16	CMB-Export \$8,000,000 Notes	-	-	-	-	-	-	210,000	210,000	210,000	210,000	-	-	-	-	-	-	-	-									
17	Cinema Section 108 Bonds	-	-	-	-	-	-	590,290	590,290	590,290	590,290	-	-	-	-	-	-	-	-									
18	Arden-Guthrie Sec 108 Bonds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
19	Hilwood-DDA TI Reimbursement	-	-	-	-	-	-	245,439	245,439	245,439	245,439	-	-	-	-	-	-	-	-									
20	BP CA - Site Remedation	-	-	-	-	-	-	65,127	65,127	65,127	65,127	-	-	-	-	-	-	-	-									
22	Young Electric Sign Company OPA	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
23	Perris Campus Plaza DDA	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
24	SB County Transitional Assistance Department (TAD) Leased Building	-	-	-	-	-	-	11,052	11,052	11,052	11,052	-	-	-	-	-	-	-	-									
25	Maple	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
28	2008 TABs	-	-	-	-	-	-	571,559	571,559	571,559	571,559	-	-	-	-	-	-	-	-									
30	FERS - Unfunded Pension Liability	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
31	Retiree Health Benefit	-	-	-	-	-	-	14,850	14,850	14,850	14,850	-	-	-	-	-	-	-	-									
32	Successor Agency Admin	-	-	-	-	-	-	-	-	-	-	-	477,461	477,461	477,461	477,461	477,461	477,461	-									
33	Litigation - Carousel Mall (Placo)	-	-	-	-	-	-	283	283	283	283	-	-	-	-	-	-	-	-									
34	Litigation - Peart v. City of San Bernardino	-	-	-	-	-	-	9,085	9,085	9,085	9,085	-	-	-	-	-	-	-	-									
36	Litigation - Glen Aire MHP Corp	-	-	-	-	-	-	23,357	23,357	23,357	12,410	10,947	-	-	-	-	-	-	-									
38	Long Term Property Maintenance	-	-	-	-	-	-	1,385,200	1,385,200	1,385,200	1,385,200	-	-	-	-	-	-	-	-									
40	Influenza - Watson OPA	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
41	Auto Plaza - Reader Board	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
82	HSC 34171 (d)(1)(A) Reserve	-	-	-	-	4,849,838	-	-	-	-	-	-	-	-	-	-	-	-	-									
84	Securities Servicing	-	-	-	-	-	-	71,089	71,089	71,089	48,123	22,966	-	-	-	-	-	-	-									
85	Unfunded Prior-Year Pass-Through Payment Obligations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
86	Bond DSRF Investment Services	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
87	Carousel Mall Past Due Prop. Tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
88	ACAA Limited Partnership Purchase Money Note	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
89	CAC Under Payment ROPS 13-14A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
90	Discounted settlement of lawsuit to foreclose mechanics lien against former RDA property	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
91	Discounted settlement of lawsuit to foreclose mechanics lien against former RDA property	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									
92	Discounted settlement of lawsuit to foreclose mechanics lien against former RDA property	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-									

Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Prior Period Adjustments
 Reported for the ROPS 14-15A (July 1, 2014 through December 31, 2014) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)
 (Report Amounts in Whole Dollars)

ROPS 14-15A Successor Agency (SA) Self-reported Prior Period Adjustments (PPA): Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS 14-15A (July through December 2014) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 15-16A (July through December 2015) period will be offset by the SA's self-reported ROPS 14-15A prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.																		ROPS 14-15A CAC PPA: To be completed by the CAC upon submittal of the ROPS 15-16A by the SA to Finance and the CAC. Note that CACs will need to enter their own formulas at the line item level pursuant to the manner in which they calculate the PPA. Also note that the Admin amounts do not need to be listed at the line item level and may be entered as a lump sum.										
A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X	Y	Z	AA	AB	
Item #	Project Name / Debt Obligation	Non-RPTTF Expenditures						RPTTF Expenditures										Net SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF)	RPTTF Expenditures						Net CAC Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF)	CAC Comments		
		Bond Proceeds		Reserve Balance		Other Funds		Non-Admin					Admin						Non-Admin CAC			Admin CAC						
		Authorized	Actual	Authorized	Actual	Authorized	Actual	Authorized	Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14)	Net Lesser of Authorized / Available	Actual	Difference (If K is less than L, the difference is zero)	Authorized	Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14)	Net Lesser of Authorized / Available	Actual	Difference (If total actual exceeds total authorized, the total difference is zero)		Net Difference (M+R)	SA Comments	Net Lesser of Authorized / Available	Actual	Difference	Net Lesser of Authorized / Available			Actual	Difference
		\$ -	\$ -	\$ -	\$ -	\$ 4,990,567	\$ 140,729	\$ 15,915,373	\$ 15,915,373	\$ 15,915,373	\$ 15,872,733	\$ 42,640	\$ 477,461	\$ 477,461	\$ 477,461	\$ 477,461	\$ -	\$ 42,640										
93	Discounted settlement of lawsuit to foreclose mechanics lien against former RDA property																											
94	Unfunded Prior-Year Pass-Through Payment Obligations							42,742	42,742	42,742	42,742																	
95	Unfunded Prior-Year Pass-Through Payment Obligations																											
96	Reimbursement Agreement for Debt Service on 1999 COPs							1,139,588	1,139,588	1,139,588	1,139,588																	
97	1998A TABs							685,000	685,000	685,000	685,000																	
98	1998B TABs							420,000	420,000	420,000	420,000																	
99	1995H Highland Lutheran SR Housing							58,307	58,307	58,307	58,307																	
100	1995R Casa Ramona Sr Housing							15,691	15,691	15,691	15,691																	
101	2006 TABs							1,470,000	1,470,000	1,470,000	1,470,000																	
102	1997A TABs																											
103	2005B TABs							219	219	219	219																	
104	CMB-Export \$10,000,000 Notes							900	900	900	900																	
105	Woolworth Bldg							8,333	8,333	8,333	8,333																	
106	Litigation - Carousell Mall (Plazo)							67,119	67,119	67,119	67,119																	
107	Long Term Property Maintenance							844,503	844,503	844,503	844,503																	
108	Neighborhood Housing Services, Inc. Unpaid ROPS I Invoice							17,238	17,238	17,238	17,238																	
109	2005A TABs Interest ROPS 13-14A							711	711	711	711																	
110	2005B TABs Interest ROPS 13-14A							1,721	1,721	1,721	1,721																	
111	1995R Bonds Interest ROPS 13-14A							1	1	1	1																	
112	CMB-Export \$10,000,000 Notes Interest ROPS 13-14A							900	900	900	900																	
113	Unfunded Prior-Year Pass-Through Payment Obligations																											
114	Unfunded Prior-Year Pass-Through Payment Obligations																											
115	Third-Party Related Litigation							10,000	10,000	10,000	1,273	8,727						8,727										

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Recognized Obligation Payment Schedule (ROPS 15-16A) - Notes

July 1, 2015 through December 30, 2015

Item #	Notes/Comments
	ROPS DETAIL FORM
10	For the 2010A BABs, the Federal Direct Payment is calculated at 45% of the interest payment. From time-to-time, the Federal Government either under-pays or is delayed in paying its obligation due to their sequestration procedure, which if implemented during a ROPS cycle will cause an increase the Successor Agency's payment amount. During ROPS 14-15A, the Federal Government was late in remitting its co-payment for the 2010A BABs. As a result, the Successor Agency was required to use Other Funds to cover the deficiency. The Federal Government's late co-payment was ultimately received by the bond trustee and is now being held in trust to be applied to the ROPS 15-16A period on a one-time only basis, thus explaining the increase in the Federal Direct payment during the ROPS 15-16A period.
12	For the 1995H Bonds, the owner's contribution is equal to the estimated amount applicable during the current ROPS cycle.
13	For the 1995R Bonds, the owner's contribution is equal to the estimated amount applicable during the current ROPS cycle.
18	The Arden-Guthrie Section 108 (CDBG) Loan has an RDA stand-by guaranty that may only be called upon if the CDBG funds during any year are insufficient to make debt service. Since CDBG revenue is projected to be sufficient during ROPS 14-15A, no current payment is needed from RPTTF
19	The payments for all tax sharing agreements are conditioned upon the recipient meeting certain prerequisites with respect to the payment of current property taxes. To the extent that such preconditions are projected to be accomplished during a ROPS cycle, a current payment allocation will be requested. If it is projected that the necessary prerequisites will not be accomplished during a ROPS cycle, then payments pursuant to the obligating agreement will be deferred to a future ROPS cycle.
20	The payments for all tax sharing agreements are conditioned upon the recipient meeting certain prerequisites with respect to the payment of current property taxes. To the extent that such preconditions are projected to be accomplished during a ROPS cycle, a current payment allocation will be requested. If it is projected that the necessary prerequisites will not be accomplished during a ROPS cycle, then payments pursuant to the obligating agreement will be deferred to a future ROPS cycle.
24	The payments for all tax sharing agreements are conditioned upon the recipient meeting certain prerequisites with respect to the payment of current property taxes. To the extent that such preconditions are projected to be accomplished during a ROPS cycle, a current payment allocation will be requested. If it is projected that the necessary prerequisites will not be accomplished during a ROPS cycle, then payments pursuant to the obligating agreement will be deferred to a future ROPS cycle.
30	The Unfunded Pension Balance is estimated. Ultimately, CalPERS will provide a final calculation once the wind-down is completed. It is estimated that the amount due will be deferred until the final ROPS.
41	The Auto Plaza Reader Board Loan Guaranty may only be called on if the San Bernardino Auto Center Association, Inc. fails to make a debt service payment to Citizens Business Bank (CBB). No such payment failure is anticipated during ROPS 15-16A. If a default occurs, the Successor Agency has a collateral loan account (Certificate of Deposit Account No. 2459956614) with CBB that will be used satisfy the default. The amount on deposit in the collateral loan account is \$714,413 as is reported as part of the Successor Agency retained balances under Column E on the Cash Balance Report.
82	Due to the receipt of insufficient RPTTF, the Successor Agency is holding in abeyance its funding request for EO # 82 for a later ROPS period when projected RPTTF is sufficient.
87	DOF denied this item based in part on its belief that some the unpaid property taxes on the Carousel Mall were incurred after the property was transferred from the RDA to the SBEDC. However, the item represents only taxes incurred before the RDA acquired the Carousel Mall. These taxes became an obligation of the RDA when it acquired the Carousel Mall by foreclosure in February 2011. These obligations became an obligation of the Successor Agency when, as directed by DOF, the Successor Agency recovered the Carousel Mall site from the SBEDC on December 17, 2014. However, due to insufficient projected RPTTF, the Successor Agency is deferring a request for current RPTTF until a future ROPS period.
88	The Successor Agency is holding in abeyance its funding request for EO # 88 at this time. The Successor Agency may reconsider this matter in the future.
95	This item consists of unfunded Prior-Year Pass-Through Payment Obligations. The SBCUSD has asked for DOF reconsideration of this EO.
113	This item consists of unfunded Prior-Year Pass-Through Payment Obligations. The SBCSS has asked for DOF reconsideration of this EO.
114	This item consists of unfunded Prior-Year Pass-Through Payment Obligations. The SBCCD has asked for DOF reconsideration of this EO.
116	EO No. 116 relates to EO No. 38, the budget for which has been reduced by the approximate amount of EO No. 116. EO No. 116 was created at DOF's suggestion that the Successor Agency refine its property maintenance budget by including, to the extent possible, separate contracts/enforceable obligations for services rendered for property maintenance purposes.
123	EO No. 123 relates to EO No. 38, the budget for which has been reduced by the approximate amount of EO No. 123. EO No. 123 was created at DOF's suggestion that the Successor Agency refine its property maintenance budget by including, to the extent possible, separate contracts/enforceable obligations for services rendered for property maintenance purposes.

Recognized Obligation Payment Schedule (ROPS 15-16A) - Notes

July 1, 2015 through December 30, 2015

Item #	Notes/Comments
124	As directed by DOF, on December 17, 2014, the Successor Agency recovered the Carousel Mall site from the SBEDC. The former Tire Battery and Accessories (TBA) portion of the Site requires a Phase II Soil Remediation Plan. The budget for this plan is based on an engineer's estimate of the costs for soil sampling and for preparing the plan. A qualified consultant will be selected subsequent to the approval of ROPS 15-16A and a determination that there is sufficient RPTTF to fund this EO. In the event the funding is insufficient, then the project will be continued to a later ROPS.
PRIOR PERIOD ADJUSTMENT FORM	
82	The Successor Agency was unable to fund EO # 82 due to insufficient resources during ROPS 14-15A. The Successor Agency is holding in abeyance its funding request for EO # 82 for a later ROPS period when projected RPTTF is sufficient.
REPORT OF CASH BALANCES FORM	
Row 1	The sum of the amounts in Cells E-1 and G-1 is \$10,709,335, which ties to the Ending Actual Available Cash Balance on 06-30-14 (\$10,709,335), as reported in Cell G-6 on the Cash Balances Report for ROPS 14-15A. Please note, in the Cash Balance Report for ROPS 14-15A, the Successor Agency incorrectly reported all of its cash balances (\$10,709,335) under Column G ("Other"). Based on input and advice received from the DOF in telephone conversations and emails from DOF on 11-13-14, the cash balances of the Successor Agency that are applicable to PPAs and DDR RPTTF balances retained are now being correctly reported under Column E ("Prior ROPS period balances and DDR RPTTF balances retained"); and the cash balances applicable to prior revenues received from rents on properties of the Successor Agency are now being correctly reported under Column G ("Rent, Grants, Interest, Etc."). See Note below on Column E for details on the amount reported in Cell E-1, and the subsequent accounting for all cash balances applicable to PPAs and DDR RPTTF balances retained.
Column E	<p>The amount reported in Cell E-1 is the sum of the following amounts: (1) the \$5,858,914 PPA from ROPS 13-14A applied by DOF to ROPS 14-15A (see DOF letter dated 05-16-14); (2) the \$1,519,467 PPA from ROPS 13-14B applied by DOF to ROPS 14-15B (see DOF letter dated 12-17-14); (3) the \$714,413 deposit in Collateral Loan Account No. 2459956614 with Citizen's Business Bank; and (4) the \$1,864,145 in DDR RPTTF balances retained, per the Successor's Agency written request to the DOF dated 01-30-15.</p> <p>Cell E-3 reports that the \$5,858,914 PPA from ROPS 13-14A, applied by DOF to ROPS 14-15A, was fully expended on approved obligations by the Successor Agency during ROPS 14-15A. Cell E-9 reports that the \$1,519,467 PPA from ROPS 13-14B, applied by DOF to ROPS 14-15B, will be fully expended on approved obligations by the Successor Agency by the end of ROPS 14-15B. Thus, at the end of ROPS 14-15B (June 30, 2015), the Successor Agency will have fully applied and satisfied the PPAs from ROPS 13-14A and 13-14B as directed by DOF.</p> <p>Cell E-10 reports that the Available Cash Balance of the Successor Agency as on June 30, 2015 is estimated to be \$2,578,558. This amount is the sum of the \$714,413 deposit in the Collateral Loan Account and the \$1,864,145 in DDR RPTTF balances retained requested by the Successor Agency. As fully discussed below in the Note on Row 10, the Successor Agency needs to retain the full amount of Available Cash Balance reported in Cell E-10 to help satisfy the Successor Agency's obligations during ROPS 15-16A.</p>
Row 8	With respect to projected program income, the rental receipts portion is based on an annual projection of \$900,000, or \$450,000 per ROPS period. The balance of the program income consists of third party payments related to the 2010A BABs and the 1995H and 1995R housing bonds, all three of which vary each ROPS cycle.
Row 10	Per the County Auditor-Controller, the potential RPTTF available to the Successor Agency for ROPS 14-15A was \$13,107,897 (DOF authorized the distribution of \$10,533,920). Based on a 2% growth factor, the Successor Agency is projecting the potential RPTTF available to the Successor Agency for ROPS 15-16A will be approximately \$13,400,000 (i.e., the ROPS 14-15A amount plus about 2%). As set forth in the Summary Sheet, the Successor Agency has requested \$20,261,545 for enforceable obligations due during ROPS 15-16A. As such, the Successor Agency is anticipating an approximately \$6.86 million shortfall in funding for ROPS 15-16A. The only funds available to help the Successor Agency make-up the funding shortfall in ROPS 15-16A, is the \$2,578,558 in "Prior ROPS period balances and DDR RPTTF balances retained" reported in Cell E-10 (all balances from "Rents, Grants, Etc." will have been spent by end of ROPS 14-15B). Thus, the Successor Agency is requesting to retain the full amount of the estimated available balance reported in Cell E-10 to apply to enforceable obligations due and payable during ROPS 15-16A. Even with this retained balance, the Successor Agency anticipates a \$4.29 million funding shortfall in ROPS 15-16A, necessitating the Successor Agency quickly evaluate refinancing options to avoid defaults on critical obligations. The Successor Agency will confer with DOF in the near future regarding the potential refinancing opportunities.

**OVERSIGHT BOARD
FOR THE SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO**

Meeting Date: February 23, 2015

To: Oversight Board Members

From: Lisa Connor, Oversight Board Secretary

Subject: San Bernardino Economic Development Corporation Real Property Asset Transfers to the Successor Agency to the Redevelopment Agency of the City of San Bernardino in accordance with the Asset Transfer Review Report prepared by the State Controller's Office, dated March 2013

RECOMMENDATION: None is required, as this is an information only item.

BACKGROUND: On March 17, 2011, the former Redevelopment Agency of the City of San Bernardino ("Former Agency") authorized the transfer of certain assets of the Former Agency to the San Bernardino Economic Development Corporation ("SBEDC") in connection with the approval of that certain Project Funding Agreement between the Former Agency and the SBEDC, dated March 3, 2011.

On June 28, 2011, Assembly Bill 1x 26 was enacted, which made certain changes to the Health and Safety Code ("HSC") causing the dissolution of all redevelopment agencies. Subsequently, the Redevelopment Agency of the City of San Bernardino was dissolved on February 1, 2012. Consistent with the provisions of the HSC, on January 9, 2012 the Mayor and Common Council of the City of San Bernardino elected to serve in the capacity of the Successor Agency to the Redevelopment Agency of the City of San Bernardino ("Successor Agency").

Pursuant to the authority set forth in HSC § 34167.5, the California State Controller's Office ("SCO") conducted a review of all asset transfers of the Former Agency that occurred on or after January 1, 2011 and issued its Asset Transfer Review Report ("ATR Report") dated March 6, 2012, to the Successor Agency. Per the ATR Report, the SCO ordered the SBEDC "to reverse the transfers of assets...and turn over the assets with any outstanding related liabilities to the Successor Agency."

In compliance with the SCO's order, between December 3, 2014 and December 17, 2014, the SBEDC, quitclaimed to the Successor Agency its interest in 229 parcels of land, which consisted of all real property previously transferred to it by the Former Agency, except one site. In addition, on January 7, 2015, the Successor Agency hand delivered to the County Auditor-Controller-Recorder a letter (copy attached) requesting that the 229 parcels of land quitclaimed to the Successor Agency be removed from the tax rolls and any related tax bills be cancelled that are applicable to the term of the SBEDC's ownership.

With respect to the retained site (commonly known as the Arden-Guthrie site), it has not been included in the above described transfer process because a deed of trust lien has been placed on the property by the

U. S. Department of Housing and Urban Development ("HUD"). In that regard, HUD has requested that the property not be transferred to the Successor Agency until HUD has the opportunity to discuss its deed of trust lien with DOF. The HUD deed of trust lien secures the City of San Bernardino's repayment of a HUD Section 108 loan that was used to help acquire and improve the property. Therefore, HUD is requesting that the Arden-Guthrie property be transferred from the SBEDC to the City. Further, redevelopment funds were not used by the Former Agency to acquire or improve the Arden-Guthrie property, and RPPTF has not been or will be used to maintain the property (the City is responsible for these costs and is solely responsible for repayment of the Section 108 loan). The ultimate disposition of the Arden-Guthrie property is pending resolution of the above noted process.

FISCAL IMPACT: The action does not cause any new financial obligations.

ATTACHMENTS: January 7, 2015, letter to Auditor-Controller-Recorder.



OFFICE OF THE CITY MANAGER
ALLEN PARKER — CITY MANAGER

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January 7, 2015

The Honorable Larry Walker
Auditor-Controller/Treasurer/Tax Collector
County of San Bernardino
Property Tax Section
222 West Hospitality Lane
San Bernardino, California 92415-0018

**Re: REQUEST FOR REMOVAL OF 229 PARCELS FROM TAX ROLLS AND
CANCELLATION OF TAX BILLS RELATED TO SUCH PARCELS**

Dear Mr. Walker:

Pursuant to the March 6, 2013 order of the California State Controller's Office (the "SCO"), during the period between December 3, 2014 and December 17, 2014, the San Bernardino Economic Development Corporation, a California non-profit corporation (the "SBEDC"), quitclaimed its interest in 229 parcels of land, consisting of 51 multi-parcel sites, to the Successor Agency to the Redevelopment Agency of the City of San Bernardino, a public body corporate and politic (the "Successor Agency").

Copies of the 51 quitclaim deeds that the Successor Agency received that include all of the aforementioned 229 parcels are attached. As noted in the SCO's Asset Transfer Review (the "ATR"), the SCO determined that the SBEDC was an entity of the City of San Bernardino (the "City"). A copy of the ATR is also attached. Consistent with the ATR, throughout the period of time that the 229 parcels were owned by the SBEDC (i.e., March 2011 thru December 2014), the SCO has determined such ownership was effectively held by the City. The SCO's order that the Successor Agency recover the 229 parcels is a prerequisite to the Successor Agency's later disposition of the parcels in accordance with a Long-Range Property Management Plan that will be submitted to the California Department of Finance for approval in the future.

Therefore, the purpose of this letter is to request that the office of the Auditor-Controller/Treasurer/Tax Collector do the following:

1. Remove the 229 affected parcels from the San Bernardino County tax rolls consistent with authority granted by Section 4986 of the California Revenue and Taxation Code; and

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2. Cancel the real property taxes levied by your office on the 229 parcels that are applicable to the period of time that the SBEDC held title to such properties consistent with the order and determination of the SCO as delineated in the ATR.

The cooperation of your office in taking the requested actions will be appreciated. If there are any questions, please ask your staff to contact James P. Morris, Successor Agency Manager, at (909) 384-5122.

Sincerely,



ALLEN J. PARKER
City Manager/Executive Director

AJP:ntr

Attachments (51 quitclaim deeds and SCO ATR)

cc: James P. Morris, Successor Agency Manager
Lisa Connor, Successor Agency Project Manager