

REGULAR MEETING

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

AGENDA

Monday, April 13, 2015 at 11:00 AM
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. APPROVAL OF MINUTES

Motion: Approve the Action Minutes for the February 23, 2015 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. REFUNDING OF CERTAIN SUCCESSOR AGENCY BONDS AND NOTES

Motion: Adopt the Resolution directing the commencement of a refunding of certain outstanding bonds and notes to achieve debt service savings and avoid the possibility of default, and approving certain related actions.

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

5. REPORT ON SANTA ANA RIVER TRAIL EASEMENT CONVEYANCE

Briefing: Staff will orally brief the Oversight Board regarding the Successor Agency's current efforts to provide the San Bernardino County Flood Control District with an easement for the County's Santa Ana River Trail project. No formal Oversight Board action is required on this matter.

6. TRANSFER OF 1350 SOUTH "E" STREET TO CITY OF SAN BERNARDINO

Motion: Adopt the Resolution authorizing the Successor Agency to transfer the 1350 South "E" Street property to the City of San Bernardino and approving certain related actions.

7. FUTURE OVERSIGHT BOARD ITEMS:

- Consider authorizing the Successor Agency transfer the Low- and Moderate-Income Housing Fund ["LMIHF"] real property assets to the Successor Housing Agency (i.e., the City of San Bernardino)(proposed for May or June 2015);
- Consider approval of the Long Range Property Management Plan ("LRPMP")(to be scheduled after the Successor Agency receives a Finding of Completion ["FOC"] related to the LMIHF and Other Funds and Accounts ["OFA"] Due Diligence Reviews ["DDR"]); and
- Successor Agency transfer of personal property, including certain motor vehicles to City for governmental purposes (to be reconsidered after receipt of FOC).

8. ADJOURNMENT

The next regular meeting is scheduled for Monday, April 27, 2015, at 11:00 AM, in the Economic Development Agency Board Room at 201 North "E" Street, Suite 301, San Bernardino, CA 92401.

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, February 23, 2015
EDA Board Room

The Regular Meeting of the Oversight Board was called to order by Board Member Morris at 11:05 am, Monday, February 23, 2015, 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 Connor with the following being present: Board Members Morris, Smith, O'Toole, Headrick, Macias-Harrison, and Hill.

Absent: Board Member Longville

Also in attendance: Deputy City Attorney Dimichele; Steven Dukett, Managing Principal, Urban Futures, Inc.; Kathleen Robles, Project Manager, Urban Futures, Inc.; Barbara Lindseth, Financial Consultant, Urban Futures, Inc.; and Tom Clark, Attorney, Stradling, Yocca, Carlson and Rauth.

Conference Call: Matthew T. Summers, Attorney, Colantuono, Highsmith & Whatley, PC

2. PUBLIC COMMENTS (Audio 0:05:58)

There were no public comments.

3. APPROVAL OF MINUTES - DECEMBER 22, 2014 (Audio 0:02:26)

Board Member Headrick 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 December 22, 2014 be approved as submitted in typewritten form as amended.

The motion carried 6-0; Absent: Longville

Please note that Item 8 was taken before Item 4

8. CLOSED SESSION (Audio 0:8:03)

At 11:13 a.m., the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of San Bernardino entered into 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

At 11:27 a.m., the Oversight Board for the Successor Agency to the Redevelopment Agency of the City of San Bernardino returned to open session with no reportable action.

AT 11:28 AM, BOARD MEMBER JOHN LONGVILLE ARRIVED.

4. INTERLOCUTORY JUDGMENT IN CONDEMNATION SAN BERNARDINO COUNTY SUPERIOR COURT CASE NO. CIVDS 1302927 (Audio 0:06:14 & 0:08:13)

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.*

Board Member Macias-Harrison made a motion, seconded by Board Member Smith to adopt Resolution SBOB 2015-01 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.*

Motion carried unanimously 7-0

5. SUCCESSOR AGENCY'S PLAN FOR USE OF ROPS 14-15B RESOURCES (Audio 0:11:39)

After a short discussion, no action was taken and the Oversight Board received and filed the presentation.

6. RECOGNIZED OBLIGATION PAYMENT SCHEDULE 15-16A (JULY THROUGH DECEMBER 2015) (Audio 0:31:55)

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

Mr. Steve Dukett, Urban Futures, provided the Oversight Board with a detailed explanation of the ROPS 15-16A. The Oversight Board asked specific questions regarding certain line items, and Mr. Dukett responded.

AT 12:34 PM, BOARD MEMBER MACIAS-HARRISON LEFT THE MEETING

After a lengthy discussion, Board Member Headrick made a motion, seconded by Board Member Longville to adopt Resolution SBOB 2015-02 approving the Recognized Obligation Payment Schedule 15-16A for the period of July through December 2015 and approving certain related actions.

Motion carried unanimously 6-0; Absent: Board Member Macias-Harrison

7. **SAN BERNARDINO ECONOMIC DEVELOPMENT CORPORATION REAL PROPERTY ASSET TRANSFERS TO THE SUCCESSOR AGENCY** *(Audio 1:31:35)*

After a brief discussion, the Oversight Board requested that this item be continued to the next meeting.

9. **UPCOMING OVERSIGHT BOARD ITEMS/PENDING REQUIREMENTS:** *(Audio 1:35:49)*

- 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.

10. **ADJOURNMENT** *(Audio 1:36:48)*

At 12:56 p.m., the Regular Meeting adjourned. The next regular meeting of the Oversight Board was tentatively scheduled for Monday, March 9th, at 11:00 a.m., in the Economic Development Agency Board Room at 201 North E Street, Suite 301, San Bernardino, California.

By: _____

Lisa Connor, Secretary

DRAFT

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

Meeting Date: April 13, 2015
To: Oversight Board Members
From: Lisa Connor, Oversight Board Secretary
Subject: Initiation of Refunding of Certain Bonds and Notes

RECOMMENDATION: Adopt the attached resolution directing the commencement of a refunding of certain outstanding bonds and notes to achieve debt service savings and avoid the possibility of default, and approving certain related actions

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

Pursuant to HSC § 34177.5, successor agencies may undertake to refund bonds or other indebtedness of its former redevelopment agency subject to certain prerequisites including, but not limited to, the approval and direction of its oversight board. On April 6, 2015, the Successor Agency authorized the commencement of a refunding of enforceable obligations of the Successor Agency, as more particularly described below, to achieve debt service savings, financing debt service spikes, including balloon maturities, so as to avoid the possibility of default on Successor Agency notes, and to approve certain related actions including, but not limited to, requesting Oversight Board concurrence with respect to commencing the proposed refunding of certain outstanding bonds and notes.

An oversight board may only direct such a refunding so long its successor agency is able to recover its related costs in connection with the transaction, including costs of financial advisors, consultants, counsel and staff related to the refunding (the "Financing Team"). A listing of the members of the Successor Agency's Financing Team is included as Exhibit "A" to the attached resolution. In addition, the recovery of such costs in connection with such a refunding transaction shall be supplemental to, and not constrained by, the administrative cost allowance as such allowance is defined in HSC § 34171 (b).

The former Redevelopment Agency of the City of San Bernardino (the "Former RDA"), had enforceable obligations (the "Prior Obligations") relating to the following bonds and notes, and had caused the issuance, directly or indirectly, of the following bonds and notes, among others (collectively referred to herein as the "Prior Bonds and Notes"):

- (a) \$8,590,000 original principal amount of San Bernardino Joint Powers Financing Authority Subordinated Tax Allocation Bonds, Series 1998B (the "1998B TABs");
- (b) \$30,330,000 original principal amount of San Bernardino Joint Powers Financing Authority Tax Allocation Refunding Bonds, Series 2002 (the "2002 TABs");
- (c) \$3,635,000 original principal amount of San Bernardino Joint Powers Financing Authority Tax Allocation Refunding Bonds, Series 2002A (the "2002A TABs");
- (d) \$26,665,000 original principal amount of San Bernardino Joint Powers Financing Authority Tax Allocation Bonds, Taxable Series 2006 (the "2006 TABs");
- (e) \$15,000,000 original principal amount of Redevelopment Agency of the City of San Bernardino Tax Exempt Promissory Note, Series 2009A (the "2009A Notes");
- (f) \$8,000,000 original principal amount of Inland Valley Development Agency Revenue Bond Series 2010 (the "2010 Notes"), for which the Redevelopment Agency of the City of San Bernardino is the financially responsible party; and
- (g) \$10,000,000 original principal amount of Redevelopment Agency of the City of San Bernardino Promissory Note, Series 2011 (the "2011 Notes" and, together with the 2009A Notes and the 2010 Notes, the "Notes"); and

Some or all of the Prior Bonds and Notes, and related Prior Obligations, are subject to optional redemption and may be prepaid and refunded on or after: i) July 1, 2008 (for the 1998B TABs); ii) April 1, 2012 (for the 2002 TABs); iii) December 1, 2011 (for the 2002A TABs); iv) May 1, 2016 (for the 2006 TABs); v) October 1, 2013 (for the 2009A Notes); vi) April 1, 2014 (for the 2010 Notes); and vii) July 6, 2015 (for the 2011 Notes).

The Successor Agency's financial advisors (i.e., Urban Futures, Inc.) have reported that there are potential debt service savings that can be achieved, in accordance with the authority provided by HSC § 34177.5 (a) (1), through a prepayment of the Prior Obligations relating to, and the resulting, current refunding of the 1998B TABs, the 2002 TABs and the 2002A TABs and advance refunding of the 2006 TABs. In addition, the Successor Agency's financial advisors have reported that the refunding of the Notes will enable the Successor Agency to avoid the possibility of defaulting on one or more of the 2009A Notes, 2010 Notes and the 2011 Notes.

The Notes are refundable pursuant to the authority provided by HSC § 34177.5 (a) (2), wherein successor agencies are authorized to issue refunding bonds or other indebtedness to finance debt service spikes, including balloon maturities, on existing indebtedness, provided that: i) the existing indebtedness is not accelerated, except to the extent necessary to achieve substantially level debt service; and ii) the principal amount of the bonds or other indebtedness shall not exceed the amount required to finance the debt service spikes, including establishing customary debt service reserves and paying related costs of issuance.

Summary information depicting the potential financial effects of refunding the Prior Obligations relating to or constituting the Prior Bonds and Notes is included within the "Prior Bonds and Notes Refunding Summary", which is included as Exhibit "B" to the attached resolution. An overview of the fiscal reasons supporting the refunding of the 2009A, 2010 and 2011 Notes is included within the "Fiscal Summary Supporting the Refunding of the Notes", which is included as Exhibit "C" to the attached resolution.

Based on the foregoing, it is recommended that the Oversight Board approved the attached resolution that will request that the Successor Agency commence the process required for the refunding of all or a portion of the Prior Obligations relating to or constituting the outstanding Prior Bonds and Notes, and such other

obligations of the Former RDA for the benefit of the Successor Agency as may be hereafter identified, to achieve debt service savings and to avoid the possibility of a default.

The attached Resolution will only to authorize the commencement of the process required for the refunding of all or a portion of the Prior Obligations relating to or constituting the outstanding Prior Bonds and Notes and is not an authorization to issue bonds. The approval of the issuance of refunding bonds to refinance the refunding of the Prior Obligations relating to or constituting the Prior Bonds and Notes, if any, will require a subsequent authorization by the Successor Agency and the Oversight Board.

FISCAL IMPACT: Interest rates are at historically low levels and it is beneficial to all taxing entities to undertake a refunding of the Prior Obligations relating to or constituting the Prior Bonds and Notes conditioned upon the requirements set forth in HSC § 34177.5 (a) (1) being met and the subsequent approval by the Successor Agency and the Oversight Board.

ATTACHMENTS: Resolution.

1 **WHEREAS**, a listing of the members of the Successor Agency’s Financing Team is
2 attached hereto as Exhibit “A”; and

3 **WHEREAS**, the recovery of such costs in connection with such a refunding transaction
4 shall be supplemental to, and not constrained by, the administrative cost allowance as such
5 allowance is defined in HSC § 34171 (b); and

6 **WHEREAS**, the former Redevelopment Agency of the City of San Bernardino (the
7 “Former RDA”), had enforceable obligations (the “Prior Obligations”) relating to the following
8 bonds and notes, and had caused the issuance, directly or indirectly, of the following bonds and
9 notes, among others (collectively referred to herein as the “Prior Bonds and Notes”):

- 10 (a) \$8,590,000 original principal amount of San Bernardino Joint Powers Financing
11 Authority Subordinated Tax Allocation Bonds, Series 1998B (the “1998B
12 TABs”);
- 13 (b) \$30,330,000 original principal amount of San Bernardino Joint Powers Financing
14 Authority Tax Allocation Refunding Bonds, Series 2002 (the “2002 TABs”);
- 15 (c) \$3,635,000 original principal amount of San Bernardino Joint Powers Financing
16 Authority Tax Allocation Refunding Bonds, Series 2002A (the “2002A TABs”);
- 17 (d) \$26,665,000 original principal amount of San Bernardino Joint Powers Financing
18 Authority Tax Allocation Bonds, Taxable Series 2006 (the “2006 TABs”);
- 19 (e) \$15,000,000 original principal amount of Redevelopment Agency of the City of
20 San Bernardino Tax Exempt Promissory Note, Series 2009A (the “2009A
21 Notes”);
- 22 (f) \$8,000,000 original principal amount of Inland Valley Development Agency
23 Revenue Bond Series 2010 (the “2010 Notes”), for which the Redevelopment
24 Agency of the City of San Bernardino is the financially responsible party; and
- 25 (g) \$10,000,000 original principal amount of Redevelopment Agency of the City of
26 San Bernardino Promissory Note, Series 2011 (the “2011 Notes” and, together
27 with the 2009A Notes and the 2010 Notes, the “Notes”); and
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1 **WHEREAS**, some or all of the Prior Bonds and Notes, and related Prior Obligations, are
2 subject to optional redemption and may be prepaid and refunded on or after: i) July 1, 2008 (for the
3 1998B TABs); ii) April 1, 2012 (for the 2002 TABs); iii) December 1, 2011 (for the 2002A TABs);
4 iv) May 1, 2016 (for the 2006 TABs); v) October 1, 2013 (for the 2009A Notes); vi) April 1, 2014
5 (for the 2010 Notes); and vii) July 6, 2015 (for the 2011 Notes); and

6 **WHEREAS**, the Successor Agency's financial advisors have reported that there are
7 potential debt service savings that can be achieved, in accordance with the authority provided by
8 HSC § 34177.5 (a) (1), through a prepayment of the Prior Obligations relating to, and the resulting,
9 current refunding of the 1998B TABs, the 2002 TABs and the 2002A TABs and advance refunding
10 of the 2006 TABs; and

11 **WHEREAS**, the Successor Agency's financial advisors have reported that the refunding
12 of the Notes will enable the Successor Agency to avoid the possibility of defaulting on one or more
13 of the 2009A Notes, 2010 Notes and the 2011 Notes; and

14 **WHEREAS**, the Notes are refundable pursuant to the authority provided by HSC §
15 34177.5 (a) (2), wherein successor agencies are authorized to issue refunding bonds or other
16 indebtedness to finance debt service spikes, including balloon maturities, on existing
17 indebtedness, provided that: i) the existing indebtedness is not accelerated, except to the extent
18 necessary to achieve substantially level debt service; and ii) the principal amount of the bonds or
19 other indebtedness shall not exceed the amount required to finance the debt service spikes,
20 including establishing customary debt service reserves and paying related costs of issuance; and

21 **WHEREAS**, summary information depicting the potential financial effects of refunding
22 the Prior Obligations relating to or constituting the Prior Bonds and Notes is included within the
23 "Prior Bonds and Notes Refunding Summary", attached hereto as Exhibit "B"; and

24 **WHEREAS**, an overview of the fiscal reasons supporting the refunding of the 2009A,
25 2010 and 2011 Notes is included within the "Fiscal Summary Supporting the Refunding of the
26 Notes", attached hereto as Exhibit "C"; and

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1 **WHEREAS,** interest rates are at historically low levels and it is beneficial to all taxing
2 entities to undertake a refunding of the Prior Obligations relating to or constituting the Prior Bonds
3 and Notes conditioned upon the requirements set forth in HSC § 34177.5 (a) (1) being met and the
4 subsequent approval by the Successor Agency and the Oversight Board; and

5 **WHEREAS,** based on the foregoing, the Oversight Board requests the Successor Agency
6 to commence the process required for the refunding of all or a portion of the Prior Obligations
7 relating to or constituting the outstanding Prior Bonds and Notes, and such other obligations of the
8 Former RDA for the benefit of the Successor Agency as may be hereafter identified, to achieve
9 debt service savings and to avoid the possibility of a default; and

10 **WHEREAS,** the purpose of this Resolution is only to authorize the commencement of the
11 process required for the refunding of all or a portion of the Prior Obligations relating to or
12 constituting the outstanding Prior Bonds and Notes and is not an authorization to issue bonds; and

13 **WHEREAS,** the approval of the issuance of refunding bonds to refinance the refunding of
14 the Prior Obligations relating to or constituting the Prior Bonds and Notes, if any, will require a
15 subsequent authorization by the Successor Agency and the Oversight Board; and

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

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

20 **Section 1. Recitals.** The Recitals set forth above are true and correct and are
21 incorporated into this Resolution by this reference.

22 **Section 2. Request to Initiate Refunding.** Pursuant to HSC § 34177.5 (f), the Oversight
23 Board hereby requests the Successor Agency initiate and prepare to issue bonds (the “Refunding
24 Bonds”), which bonds may be sold at a public or private sale or to a joint powers authority
25 pursuant to the Marks-Roos Local Bond Pooling Act (Article 4 [commencing with § 6584] of
26 Chapter 5 of Division 7 of Title 1 of the Government Code) following a determination by the
27 Successor Agency to refund all or a portion of the Prior Obligations relating to or constituting the
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1 Prior Bonds and Notes; provided that this request shall not offer any assurance that bonds will be
2 sold by the issuer or Successor Agency and provided further that the Successor Agency approves
3 of such refunding at a subsequent meeting. The Successor Agency may also determine to request
4 subordinations permitted pursuant to HSC § 33417.5 (c).

5 **Section 3. Not an Authorization to Issue Bonds.** This Resolution only constitutes
6 direction to the Successor Agency pursuant to HSC § 34177.5 (f). This direction to initiate a
7 process for the Refunding Bonds does not constitute an approval to issue bonds. Therefore, the
8 Successor Agency is further requested to return to the Oversight Board, once the prerequisite
9 documents have been prepared and are ready for consideration, said documents shall be
10 submitted to the Successor Agency and thereafter to the Oversight Board for consideration for
11 approval to issue the Refunding Bonds pursuant to HSC §§ 34180 (b) and 34177.5.

12 **Section 4. Validation Action.** The commencement of a validation proceeding pursuant
13 HSC § 34177.5(d) and § 860 of the Government Code, if the Successor Agency or its counsel
14 determines to initiate such action, is authorized.

15 **Section 5. Recovery of Costs.** The Oversight Board hereby authorizes and approves the
16 Successor Agency to recover its reasonable and related costs incurred in connection with the
17 issuance of the bonds from the proceeds of the Refunding Bonds or, if such bond proceeds are
18 insufficient to cover such costs, by including such costs in a future Recognized Obligation
19 Payment Schedule. The recovery of such costs shall be in addition to and shall not count against
20 any administrative cost allowance of the Successor Agency as such allowance is defined in HSC §
21 34171 (b). The Successor Agency shall provide information and appropriate contractual
22 obligations in connection with the costs of issuance at the time of approval of the documents
23 relating to the refunding.

24 **Section 6. Severability.** If any provision of this Resolution or the application of any
25 such provision to any person or circumstance is held invalid, such invalidity shall not affect other
26 provisions or applications of this Resolution that can be given effect without the invalid provision
27 or application, and to this end the provisions of this Resolution are severable. The Oversight
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1 Board declares that it would have adopted this Resolution irrespective of the invalidity of any
2 particular portion of this Resolution.

3 **Section 7. Effective Date.** Pursuant to HSC § 34179 (h), all actions taken by the
4 Oversight Board may be reviewed by the California Department of Finance and, therefore, this
5 Resolution shall be effective five (5) business days after notice to the Department of Finance
6 unless the Department requests a review of the actions taken in this Resolution, in which case
7 this Resolution will be effective upon approval by the Department of Finance.

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**A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR
 AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN
 BERNARDINO DIRECTING THE COMMENCEMENT OF A
 REFUNDING OF CERTAIN OUTSTANDING BONDS AND NOTES TO
 ACHIEVE DEBT SERVICE SAVINGS, AVOID THE POSSIBILITY OF
 DEFAULT AND APPROVING CERTAIN RELATED ACTIONS**

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PASSED, APPROVED AND ADOPTED THIS 13th day of April 2015, by the following vote:

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

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 Lisa Connor, Secretary

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The foregoing Resolution is hereby approved this 13th day of April 2015.

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

**SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
OF THE CITY OF SAN BERNARDINO**

LISTING OF FINANCING TEAM MEMBERS

SUCCESSOR AGENCY STAFF

Allen J. Parker, City Manager/Executive Director
Bill Manis, Deputy City Manager
Nita McKay, Deputy City Manager

BOND COUNSEL

Orrick, Herrington & Sutcliffe LLP
Los Angeles, California

DISCLOSURE COUNSEL

Stradling Yocca Carlson & Rauth
A Professional Corporation
Newport Beach, California

ISSUER'S COUNSEL

Gary D. Saenz, City Attorney/General Counsel
Office of the City Attorney
City of San Bernardino
San Bernardino, California

TRUSTEE

U.S. Bank National Association
Los Angeles, California

VERIFICATION AGENT

Causey Demgen & Moore P.C.
Denver, Colorado

FINANCIAL ADVISOR AND DISSEMINATION AGENT

Urban Futures, Inc.
Orange, California

UNDERWRITER

Stifel Nicolas & Company, Inc.
Los Angeles, California

SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
OF THE CITY OF SAN BERNARDINO

PRIOR BONDS AND NOTES REFUNDING SUMMARY

The attached spreadsheets depict four (4) refunding scenarios with respect to the Prior Bonds and Notes. These refunding scenarios are as follows:

1. Scenario No. 1 assumes that only the 1998A TABs, 2002 TABs, 2002A TABs and 2006 TABs are refunded. As noted within the Scenario No. 1 spreadsheet, based on the conservative interest rate assumptions used, the cumulative cash-flow savings is projected to be \$5,559,604;
2. Scenario No. 2 is the same as Scenario No. 1 with the addition of the refunding of the 2009A Notes;
3. Scenario No. 3 is the same as Scenario No. 2 with the addition of the refunding of the 2010 Notes; and
4. Scenario No. 4 is the same as Scenario No. 3 with the addition of the refunding of the 2011 Notes.

With respect to the refunding of the Notes, the attached spreadsheets assume that the Notes will be refunded into TABs for which the applicable principal and interest will be paid during the period of December 2015 through December 2031. There are several matters pending before the California Department of Finance that may enable the Successor Agency to apply up to approximately \$5 million of additional current cash to help repay the Notes. This possibility together with the Successor Agency's overall goal of only extending the repayment period for the Notes by the shortest fiscally feasible period of time may result in the portion of the Refunding Bonds related to the Notes requiring fewer fiscal years to repay than are currently projected.

(See Attachment)



Successor Agency to the Redevelopment Agency of the City of San Bernardino
SCENARIO 1: Refunding of the Agency's Outstanding Tax Allocation Bonds
Refunding Results Reflect Market Conditions as of March 13, 2015

Refunded Bonds
 Refunded Par Amount
 Average Coupon of Refunded Bonds
 Avg. Life (Years)
 Tax-Status

Refunding Bonds
 Refunding Type
 Refunding Par Amount
 Refunding Interest Rate (Tax-Exempt)
 Refunding Interest Rate (Taxable)
 Avg. Life (Years)
 Present Value Savings (\$)
 Present Value Savings (%)
 Avg. Annual CF Savings through Maturity
 Approx. Cumulative CF Savings

	SCENARIO 1: SAVINGS SUMMARY					
	2002A TABS	SENIOR LIEN 2006 TABS	Aggregate Senior Lien	JUNIOR LIEN 1998B TABS	2002 Jun TABS	Aggregate Junior Lien
Refunded Par Amount	\$2,780,000	\$17,305,000	\$20,085,000	\$3,330,000	\$17,420,000	\$20,750,000
Average Coupon of Refunded Bonds	6.18%	6.14%	6.15%	6.00%	6.50%	6.44%
Avg. Life (Years)	10.30	5.64	6.29	3.46	5.62	5.27
Tax-Status	Tax-Exempt	Taxable	T-E/Taxable	Tax-Exempt	Tax-Exempt	Tax-Exempt
Refunding Type	Current	Advance	Current/Advance	Current	Current	Current
Refunding Par Amount	\$2,615,000	\$17,840,000	\$20,455,000	\$2,925,000	\$17,110,000	\$20,035,000
Refunding Interest Rate (Tax-Exempt)	3.54%	n.a.	3.54%	2.26%	2.94%	2.87%
Refunding Interest Rate (Taxable)	n.a.	3.80%	3.80%	n.a.	n.a.	n.a.
Avg. Life (Years)	9.92	5.84	6.36	3.90	5.96	5.66
Present Value Savings (\$)	\$530,728	\$672,133	\$1,202,861	\$306,338	\$2,543,549	\$2,849,887
Present Value Savings (%)	19.09%	3.88%	5.99%	9.20%	14.60%	13.73%
Avg. Annual CF Savings through Maturity	\$44,636	\$128,417	\$139,405	\$108,998	\$211,311	\$265,810
Approx. Cumulative CF Savings	\$707,806	\$1,669,426	\$2,369,884	\$653,987	\$2,535,734	\$3,189,720

Notes
 All Numbers are Preliminary; Subject to Change
 Financing Evaluated at Interest Rate Spreads to the Generic AAA MMD Yield Index/US Treasury Yields
 Spreads are Representative of Where 'BBB' Rated Uninsured Credits Have Recently Priced or Traded
 Tax-Exempt Senior Lien Interest Rate Spreads (Starting at 60 bps in 2016; Finishing at 140 bps in 2031) use MMD Levels as of March 12, 2015
 Taxable Senior Lien Interest Rate Spreads (Starting at 65 bps in 2016; Finishing at 335 bps in 2031) use US Treasury Rates as of March 3, 2015
 Junior Lien Interest Rate Spreads (Starting at 85 bps in 2016; Finishing at 165 bps in 2031) use MMD Levels as of March 12, 2015
 Analysis for Indicative Purposes only and Siftel does not Commit to Underwrite at these Levels
 Bonds Structured with Term and Debt Service Profile Consistent with Bonds Being Refunded
 Prior Reserve Fund Balances Taken from Original Official Statements (Need Confirmation from Trustee); Subject to Change



Successor Agency to the Redevelopment Agency of the City of San Bernardino
SCENARIO 2: Refunding of the Agency's Outstanding Tax Allocation Bonds and 2009 Notes
Refunding Results Reflect Market Conditions as of March 13, 2015

Refunded Bonds
 Refunded Par Amount
 Average Coupon of Refunded Bonds
 Avg. Life (Years)
 Tax-Status

Refunding Bonds
 Refunding Type
 Refunding Par Amount
 Refunding Interest Rate (Tax-Exempt)
 Refunding Interest Rate (Taxable)
 Avg. Life (Years)
 Present Value Savings (\$)
 Present Value Savings (%)
 Avg. Annual CF Savings through Maturity
 Approx. Cumulative CF Savings

SCENARIO 2: SAVINGS SUMMARY						
2002M TABS	SENIOR LIEN 2006 TABS	Aggregate Senior Lien	1998B TABS	JUNIOR LIEN 2002 Jun TABS	2009 Notes	Aggregate Junior Lien
\$2,780,000	\$17,305,000	\$20,085,000	\$3,330,000	\$17,420,000	\$15,000,000	\$35,750,000
6.18%	6.14%	6.15%	6.00%	6.50%	5.25%	6.41%
10.30	5.64	6.29	3.46	5.62	0.21	3.15
Tax-Exempt	Taxable	T-E/Taxable	Tax-Exempt	Tax-Exempt	Tax-Exempt	Tax-Exempt
Current \$2,610,000 3.54%	Advance \$17,800,000 n.a. 3.80%	Current/Advance \$20,410,000 3.54% 3.80%	Current \$2,895,000 2.27%	Current \$16,935,000 2.93%	Current \$7,775,000 3.46%	Current \$27,605,000 3.10%
n.a.	5.84	6.37	n.a.	n.a.	n.a.	n.a.
\$536,308	\$709,001	\$1,245,309	\$311,810	\$2,579,822	n.a.	\$2,891,632
19.29%	4.10%	6.20%	9.36%	14.81%	n.a.	8.09%
\$41,942	\$132,187	\$151,055	\$114,584	\$230,138	n.a.	\$287,430
\$713,013	\$1,718,428	\$2,567,941	\$687,502	\$2,761,660	n.a.	\$3,449,163

Notes
 All Numbers are Preliminary; Subject to Change
 Financing Evaluated at Interest Rate Spreads to the Generic 'AAA' MWD Yield Index/US Treasury Yields
 Spreads are Representative of Where 'BBB' Rated Unsecured Credits Have Recently Traded or Traded
 Tax-Exempt Senior Lien Interest Rate Spreads (Starting at 65 bps in 2016; Finishing at 140 bps in 2031) use MMD Levels as of March 12, 2015
 Taxable Senior Lien Interest Rate Spreads (Starting at 65 bps in 2016; Finishing at 335 bps in 2031) use US Treasury Rates as of March 3, 2015
 Junior Lien Interest Rate Spreads (Starting at 85 bps in 2016; Finishing at 165 bps in 2031) use MMD Levels as of March 12, 2015
 Analysis for Indenture Purposes only and Staff does not Commit to Underwrite at these Levels
 Bonds Structured with Term and Debt Service Profile Consistent (Except Notes - Final Maturity Extended to 2031) with Bonds Being Refunded
 Prior Reserve Fund Balances Taken from Original Official Statements (Need Confirmation from Trustee); Subject to Change



Successor Agency to the Redevelopment Agency of the City of San Bernardino
SCENARIO 3: Refunding of the Agency's Outstanding Tax Allocation Bonds, 2009 and 2010 Notes
Refunding Results Reflect Market Conditions as of March 13, 2015

	SCENARIO 3: SAVINGS SUMMARY							
	SENIOR LIEN 2009/2010 TABS	SENIOR LIEN 2009/2010 TABS	Aggregate Senior Lien	SENIOR LIEN 1998B/TABS	SENIOR LIEN 2002 Jun TABS	SENIOR LIEN 2009 Notes	SENIOR LIEN 2010 Notes	Aggregate Junior Lien
Refunded Bonds	\$2,780,000	\$17,305,000	\$20,085,000	\$3,330,000	\$17,420,000	\$15,000,000	\$8,000,000	\$43,750,000
Refunded Par Amount	6.18%	6.14%	6.15%	6.00%	6.50%	5.25%	5.25%	6.32%
Average Coupon of Refunded Bonds	10.30	5.64	6.29	3.46	5.62	0.21	1.21	2.79
Avg. Life (Years)	10.30	5.64	6.29	3.46	5.62	0.21	1.21	2.79
Tax-Status	Tax-Exempt	Taxable	T-E/Taxable	Tax-Exempt	Tax-Exempt	Tax-Exempt	Tax-Exempt	Tax-Exempt
Refunding Bonds								
Refunding Type	Current	Advance	Current/Advance	Current	Current	Current	Current	Current
Refunding Par Amount	\$2,605,000	\$17,770,000	\$20,375,000	\$2,900,000	\$16,955,000	\$7,785,000	\$8,410,000	\$36,050,000
Refunding Interest Rate (Tax-Exempt)	3.54%	n.a.	3.54%	2.26%	2.93%	3.46%	3.68%	3.27%
Refunding Interest Rate (Taxable)	n.a.	3.80%	3.80%	n.a.	n.a.	n.a.	n.a.	n.a.
Avg. Life (Years)	9.93	5.84	6.36	3.90	5.95	9.64	9.65	7.45
Present Value Savings (\$)	\$539,567	\$739,389	\$1,278,956	\$316,094	\$2,604,843	n.a.	n.a.	\$2,920,938
Present Value Savings (%)	19.41%	4.27%	6.37%	9.49%	14.95%	n.a.	n.a.	6.68%
Avg. Annual CF Savings through Maturity	\$42,462	\$135,379	\$145,987	\$113,716	\$228,113	n.a.	n.a.	\$284,971
Approx. Cumulative CF Savings	\$721,857	\$1,759,926	\$2,481,784	\$682,296	\$2,737,358	n.a.	n.a.	\$3,419,654

Notes
 All Numbers are Preliminary, Subject to Change
 Financing Evaluated at Interest Rate Spreads to the Generic AAA MMD Yield Index/US Treasury Yields
 Spreads are Representative of Where BBB Rated Unrated Credits Have Recently Priced or Traded
 Tax-Exempt Senior Lien Interest Rate Spreads (Starting at 60 bps in 2016; Finishing at 140 bps in 2031) use MMD Levels as of March 12, 2015
 Taxable Senior Lien Interest Rate Spreads (Starting at 85 bps in 2016; Finishing at 335 bps in 2031) use US Treasury Rates as of March 3, 2015
 Junior Lien Interest Rate Spreads (Starting at 85 bps in 2016; Finishing at 165 bps in 2031) use MMD Levels as of March 12, 2015
 Analysis for Indenture Purposes only and Staff does not Commit to Underwrite at these Levels
 Bonds Structured with Term and Debt Service Profile Consistent (Except Notes - Final Maturity Extended to 2031) with Bonds Being Refunded
 Prior Reserve Fund Balances Taken from Original Official Statements (Need Confirmation from Trustee); Subject to Change



Successor Agency to the Redevelopment Agency of the City of San Bernardino
SCENARIO 4: Refunding of the Agency's Outstanding Tax Allocation Bonds, 2009, 2010 and 2011 Notes
Refunding Results Reflect Market Conditions as of March 13, 2015

Refunded Bonds
 Refunded Par Amount
 Average Coupon of Refunded Bonds
 Avg. Life (Years)
 Tax-Status

Refunding Bonds
 Refunding Type
 Refunding Par Amount
 Refunding Interest Rate (Tax-Exempt)
 Refunding Interest Rate (Taxable)
 Avg. Life (Years)
 Present Value Savings (\$)
 Present Value Savings (%)
 Avg. Annual CF Savings through Maturity
 Approx. Cumulative CF Savings

	SCENARIO 4: SAVINGS SUMMARY								
	2002A7YRS	20067YRS	Aggregate Senior Liab	1998B7YRS	200210YRS	2009NOTES	2010NOTES	2011NOTES	Aggregate Junior Liab
Refunded Par Amount	\$2,780,000	\$17,305,000	\$20,085,000	\$3,330,000	\$17,420,000	\$15,060,000	\$8,000,000	\$10,000,000	\$53,750,000
Average Coupon of Refunded Bonds	6.18%	6.14%	6.15%	6.00%	6.50%	5.25%	5.25%	5.25%	6.14%
Avg. Life (Years)	10.30	5.64	6.29	3.46	5.62	0.21	1.21	2.46	2.73
Tax-Status	Tax-Exempt	Taxable	T-E/Taxable	Tax-Exempt	Tax-Exempt	Tax-Exempt	Tax-Exempt	Tax-Exempt	Tax-Exempt
Refunding Type	Current	Advance	Current/Advance	Current	Current	Current	Current	Current	Current
Refunding Par Amount	\$2,605,000	\$17,735,000	\$20,340,000	\$2,905,000	\$16,970,000	\$7,795,000	\$8,415,000	\$10,610,000	\$46,695,000
Refunding Interest Rate (Tax-Exempt)	3.54%	n.a.	3.54%	2.26%	2.93%	3.46%	3.68%	3.68%	3.38%
Refunding Interest Rate (Taxable)	n.a.	3.80%	3.80%	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Avg. Life (Years)	9.93	5.83	6.36	3.90	5.95	9.64	9.65	9.65	7.95
Present Value Savings (\$)	\$542,007	\$766,309	\$1,308,317	\$320,057	\$2,627,359	n.a.	n.a.	n.a.	\$2,947,417
Present Value Savings (%)	19.50%	4.43%	6.51%	9.61%	15.08%	n.a.	n.a.	n.a.	5.48%
Avg. Annual CF Savings through Maturity	\$42,462	\$138,842	\$148,635	\$112,803	\$226,480	n.a.	n.a.	n.a.	\$282,882
Approx. Cumulative CF Savings	\$71,857	\$180,945	\$2,526,802	\$67,6320	\$2,717,763	n.a.	n.a.	n.a.	\$3,394,583

Notes
 All Numbers are Preliminary; Subject to Change
 Financing Explanated at Interest Rate Spreads to the Generic AAA MMD Yield Index/US Treasury Yield
 Spreads are Represented as follows: "BB" Rated Uninsured Credits Have Recently Priced or Traded
 Tax-Exempt Senior Lien Interest Rate Spreads (Starting at 60 bps in 2016; Bidding at 140 bps in 2031) use MMD Levels as of March 12, 2011
 Taxable Senior Lien Interest Rate Spreads (Starting at 80 bps in 2016; Bidding at 325 bps in 2031) use US Treasury Rates as of March 3, 2011
 Junior Lien Interest Rate Spreads (Starting at 80 bps in 2016; Bidding at 105 bps in 2031) use MMD Levels as of March 12, 2011
 Analysis for Indicative Purposes only and still does not commit to Underwrite at these Levels
 Bonds Structured with Term and Debt Service Profile Consistent (Except Notes - Final Maturity Extended to 2031) with Bonds Being Refunded
 Prior Reserve Fund Balances Taken from Original Official Statements (Need Confirmation from Trustee); Subject to Change

Disclosure

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SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
OF THE CITY OF SAN BERNARDINO

FISCAL SUMMARY SUPPORTING THE REFUNDING OF THE NOTES

The attached Exhibit C-1 is a cash-flow analysis showing projected costs for payment of debt service, enforceable obligations ("EOs") and administration expenditures and compares those expenditures to the projected receipt of Redevelopment Property Tax Trust Fund ("RPTTF") revenues (formerly known as tax increment) over 17 fiscal years (i.e., 34 ROPS periods). This analysis shows a funding deficit of \$9,395,702 during fiscal years 2015-16 through 2017-18, which is caused by the need to repay the Notes. Further, unless there are other funding sources that become available (e.g., additional cash raised by refunding the Notes), it is possible that the Successor Agency may be facing a default on one or more of the Notes.

The attached Exhibit C-2 depicts the same measuring categories as provided in Exhibit C-1, but also includes the result of the application of the debt service required by the Refunding Bonds (per Scenario No. 4, i.e., refunding all of the Prior Bonds and Notes), including the deletion of the debt service of the refunded bonds and notes. Although this analysis also shows certain funding deficits (in five ROPS periods), it also shows significant projected surpluses in the ROPS periods immediately preceding each deficit ROPS period. Therefore, the deficits indicated could be fully offset by increasing the amount of RPTTF needed for debt service from the RPTTF surplus years by the amount of the projected deficit in the immediately following ROPS period. This approach would balance the debt service in each affected fiscal year and confirm that the refinancing plan described in Scenario No. 4 is fiscally feasible. In addition, it is important to note that this approach is not feasible in the cash-flow depicted in Exhibit C-1.

(See Attachments)

Schedule of RPTTF -- Expenditures Compared to RPTTF: FY 2015-16 Thru FY 2031-32 (Assuming No Debt Refunding)

Uses:	ROPS 15-16A	ROPS 15-16B	ROPS 16-17A	ROPS 16-17B	ROPS 17-18A	ROPS 17-18B	ROPS 18-19A	ROPS 18-19B	ROPS 19-20A	ROPS 19-20B	ROPS 20-21A
Debt Service	\$ 16,437,163	\$ 12,574,809	\$ 12,546,176	\$ 13,359,637	\$ 13,346,498	\$ 8,100,058	\$ 7,810,993	\$ 7,998,461	\$ 7,411,461	\$ 8,506,456	\$ 7,365,704
EOs	2,022,411	2,351,104	3,087,257	3,310,525	1,815,913	3,780,588	2,568,513	2,611,913	2,577,413	1,403,988	1,389,488
Administration	553,787	447,777	469,003	500,105	454,872	356,419	311,385	318,311	299,666	297,313	262,656
Totals:	\$ 19,013,361	\$ 15,373,690	\$ 16,102,436	\$ 17,170,267	\$ 15,617,283	\$ 12,237,065	\$ 10,690,891	\$ 10,928,685	\$ 10,288,540	\$ 10,207,757	\$ 9,017,848
Projected RPTTF:	\$ 14,470,100	\$ 16,739,474	\$ 13,348,159	\$ 17,074,263	\$ 13,615,122	\$ 17,415,749	\$ 13,887,425	\$ 17,764,064	\$ 14,165,173	\$ 18,119,345	\$ 14,448,477
Suplus/Deficit	\$ (4,543,261)	\$ 1,365,784	\$ (2,754,277)	\$ (96,003)	\$ (2,002,161)	\$ 5,178,683	\$ 3,196,534	\$ 6,835,379	\$ 3,876,633	\$ 7,911,588	\$ 5,430,629

Total Deficits ROPS 15-16A Thru ROPS 17-18A: \$ (9,395,702) Total Surplus to be Distributed ROPS 15-16A Thru ROPS: \$ 366,093,124

Uses:	ROPS 26-27B	ROPS 27-28A	ROPS 27-28B	ROPS 28-29A	ROPS 28-29B	ROPS 29-30A	ROPS 29-30B	ROPS 30-31A	ROPS 30-31B	ROPS 31-32A	ROPS 31-32B
Debt Service	\$ 2,484,621	\$ 293,466	\$ 1,332,731	\$ 259,939	\$ 658,894	\$ 248,632	\$ 692,277	\$ 240,615	\$ 13,795	\$ 458,795	\$ -
EOs	113,500	100,000	113,500	100,000	113,500	105,000	118,500	105,000	118,500	110,000	5,323,500
Administration	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	159,705
Totals:	\$ 2,723,121	\$ 518,466	\$ 1,571,231	\$ 484,939	\$ 897,394	\$ 478,632	\$ 935,777	\$ 470,615	\$ 257,295	\$ 693,795	\$ 5,483,205
RPTTF:	\$ 20,813,432	\$ 16,596,758	\$ 21,229,701	\$ 16,928,693	\$ 21,654,295	\$ 17,267,267	\$ 22,087,380	\$ 17,612,613	\$ 22,529,128	\$ 17,964,865	\$ 22,979,711
Surplus/Deficit	\$ 18,090,311	\$ 16,078,292	\$ 19,658,470	\$ 15,357,462	\$ 20,756,901	\$ 16,788,635	\$ 21,151,603	\$ 17,141,998	\$ 22,271,833	\$ 17,271,070	\$ 17,496,506

Note: All surplus RPTTF will be distributed to the taxing entities per the GTL formula applicable to each TRA.

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ROPS 20-21B	ROPS 21-22A	ROPS 21-22B	ROPS 22-23A	ROPS 22-23B	ROPS 23-24A	ROPS 23-24B	ROPS 24-25A	ROPS 24-25B	ROPS 25-26A	ROPS 25-26B	ROPS 26-27A
\$ 6,515,184	\$ 4,528,765	\$ 3,854,724	\$ 4,534,184	\$ 3,824,812	\$ 4,544,671	\$ 3,814,016	\$ 4,051,078	\$ 3,560,578	\$ 4,053,981	\$ 3,893,206	\$ 360,046
1,405,513	687,013	166,213	687,713	141,225	712,725	130,275	716,775	103,500	95,000	108,500	95,000
237,621	156,473	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000
\$ 8,158,318	\$ 5,372,251	\$ 4,145,937	\$ 5,346,897	\$ 4,091,037	\$ 5,382,396	\$ 4,069,291	\$ 4,892,853	\$ 3,789,078	\$ 4,273,981	\$ 4,126,706	\$ 580,046
\$ 18,481,732	\$ 14,737,446	\$ 18,851,367	\$ 15,032,195	\$ 19,228,394	\$ 15,332,839	\$ 19,612,962	\$ 15,639,496	\$ 20,005,221	\$ 15,952,286	\$ 20,405,325	\$ 16,271,332
\$ 10,323,414	\$ 9,365,195	\$ 14,705,430	\$ 9,685,298	\$ 15,137,357	\$ 9,950,443	\$ 15,543,671	\$ 10,746,643	\$ 16,216,143	\$ 11,678,305	\$ 16,278,619	\$ 15,691,286

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Schedule of RPTTF -- Expenditures Compared to RPTTF: FY 2015-16 Thru FY 2031-32 (Assuming Scenario 4 -- 2015 Refunding Bonds)

Exhibit "C-2"

Page 1 of 2

Uses:	ROPS 15-16A	ROPS 15-16B	ROPS 16-17A	ROPS 16-17B	ROPS 17-18A	ROPS 17-18B	ROPS 18-19A	ROPS 18-19B	ROPS 19-20A	ROPS 19-20B	ROPS 20-21A
Debt Service	\$ 8,753,838	\$ 4,656,716	\$ 13,355,758	\$ 4,490,508	\$ 13,530,566	\$ 4,291,910	\$ 13,453,025	\$ 4,083,169	\$ 13,156,250	\$ 3,862,638	\$ 13,869,623
EOs	2,022,411	2,351,104	3,087,257	3,310,525	1,815,913	3,780,588	2,568,513	2,611,913	2,577,413	1,403,988	1,389,488
Administration	323,287	210,235	493,290	234,031	460,394	242,175	480,646	200,852	472,010	157,999	457,773
Totals:	\$ 11,099,536	\$ 7,218,055	\$ 16,936,305	\$ 8,035,064	\$ 15,806,873	\$ 8,314,673	\$ 16,502,184	\$ 6,895,934	\$ 16,205,673	\$ 5,424,625	\$ 15,716,884
Projected RPTTF:	\$ 14,470,100	\$ 16,739,474	\$ 13,348,159	\$ 17,074,263	\$ 13,615,122	\$ 17,415,749	\$ 13,887,425	\$ 17,764,064	\$ 14,165,173	\$ 18,119,345	\$ 14,448,477
Suplus/Deficit	\$ 3,370,564	\$ 9,521,419	\$ (3,588,146)	\$ 9,039,199	\$ (2,191,751)	\$ 9,101,076	\$ (2,614,759)	\$ 10,868,129	\$ (2,040,500)	\$ 12,694,720	\$ (1,268,408)

Total Deficits ROPS 16-17A Thru ROPS 20-21A:

\$ (11,703,564)

Total Surplus to be Distributed ROPS 15-16A Thru ROPS 31-31B:

\$ 367,748,566

Uses:	ROPS 26-27B	ROPS 27-28A	ROPS 27-28B	ROPS 28-29A	ROPS 28-29B	ROPS 29-30A	ROPS 29-30B	ROPS 30-31A	ROPS 30-31B	ROPS 31-32A	ROPS 31-32B
Debt Service	\$ 1,606,601	\$ 3,374,733	\$ 1,535,216	\$ 2,402,424	\$ 814,049	\$ 2,443,787	\$ 797,662	\$ 2,481,000	\$ 67,125	\$ 2,752,125	\$ -
EOs	113,500	100,000	113,500	100,000	113,500	105,000	118,500	105,000	118,500	110,000	5,323,500
Administration	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	159,705
Totals:	\$ 1,845,101	\$ 3,599,733	\$ 1,773,716	\$ 2,627,424	\$ 1,052,549	\$ 2,673,787	\$ 1,041,162	\$ 2,711,000	\$ 310,625	\$ 2,987,125	\$ 5,483,205
RPTTF:	\$ 20,813,432	\$ 16,596,758	\$ 21,229,701	\$ 16,928,693	\$ 21,654,295	\$ 17,267,267	\$ 22,087,380	\$ 17,612,613	\$ 22,529,128	\$ 17,964,865	\$ 22,979,711
Surplus/Deficit	\$ 18,968,331	\$ 12,997,025	\$ 19,455,985	\$ 15,154,977	\$ 20,601,746	\$ 14,593,480	\$ 21,046,218	\$ 14,901,613	\$ 22,218,503	\$ 14,977,740	\$ 17,496,506

Note: All surplus RPTTF will be distributed to the taxing entities per the GTL formula applicable to each TRA.

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ROPS 20-21B	ROPS 21-22A	ROPS 21-22B	ROPS 22-23A	ROPS 22-23B	ROPS 23-24A	ROPS 23-24B	ROPS 24-25A	ROPS 24-25B	ROPS 25-26A	ROPS 25-26B	ROPS 26-27A
\$ 2,148,073	\$ 10,859,837	\$ 1,991,438	\$ 8,359,209	\$ 1,827,142	\$ 8,509,642	\$ 1,602,548	\$ 8,224,206	\$ 1,477,696	\$ 8,101,140	\$ 1,200,968	\$ 5,017,441
1,405,513	687,013	166,213	687,713	141,225	712,725	130,275	716,775	103,500	95,000	108,500	95,000
106,608	346,406	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000
\$ 3,660,194	\$ 11,893,256	\$ 2,282,651	\$ 9,171,922	\$ 2,093,367	\$ 9,347,367	\$ 1,857,823	\$ 9,065,981	\$ 1,706,196	\$ 8,321,140	\$ 1,434,468	\$ 5,237,441
\$ 18,481,732	\$ 14,737,446	\$ 18,851,367	\$ 15,032,195	\$ 19,228,394	\$ 15,332,839	\$ 19,612,962	\$ 15,639,496	\$ 20,005,221	\$ 15,952,286	\$ 20,405,325	\$ 16,271,332
\$ 14,821,538	\$ 2,844,191	\$ 16,568,716	\$ 5,860,273	\$ 17,135,027	\$ 5,985,472	\$ 17,755,139	\$ 6,573,515	\$ 18,299,025	\$ 7,631,146	\$ 18,970,857	\$ 11,033,891

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

Meeting Date: April 13, 2015
To: Oversight Board Members
From: Lisa Connor, Oversight Board Secretary
Subject: Proposed Transfer of the 1350 South "E" Street property to the City of San Bernardino

RECOMMENDATION: Adopt the attached resolution authorizing the Successor Agency to transfer the 1350 South "E" Street property to the City of San Bernardino and approving certain related actions.

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 § 34181 (a), the Successor Agency may transfer ownership of those assets that were constructed and used for a governmental purpose, such as roads, school buildings, parks, police and fire stations, libraries, and local agency administrative buildings, to the appropriate public jurisdiction (the "Government Use Assets"). Successor agencies may transfer Government Use Assets to the appropriate public jurisdiction pursuant to: i) an Oversight Board-approved Long-Range Property Management Plan (in compliance with HSC § 34191.5); or ii) if a LRPMP has not yet been approved, an Oversight Board-approved resolution relating to the transfer of one or more sites, (in compliance with HSC § 34191.3).

By way of the recordation of a quitclaim deed, on December 3, 2014 the San Bernardino Economic Development Corporation ("SBEDC") transferred all of its ownership rights to 1350 S. "E" Street (the "1350 S. "E" Street Property") to the Successor Agency. The 1350 S. "E" Street Property is a Government Use Asset as it has been acquired, improved and used as a local agency administrative building and will continue to be used for such purposes on a going forward basis. Pertinent background information and history with respect to the 1350 S. "E" Street Property is provided in the Information Summary, which is included as Exhibit "A" to the attached Resolution.

Consistent with the foregoing, the Successor Agency has a commitment from the City's Water Department to reoccupy the property and to fund the costs of repair and renovation, subject to the transfer of the property to the City at no cost. Therefore and consistent with HSC § 34181 (a), the Successor Agency plans to transfer the 1350 S. "E" Street Property to the City for governmental use purposes.

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Per HSC § 34181 (f), all actions taken pursuant to HSC § 34181 (a), shall be approved by resolution of the Oversight Board at a public meeting after at least 10 days' notice to the public of the specific proposed actions. The agenda and back-up documents including, but not limited to this staff report and the Resolution, were distributed to the Oversight Board and posted for public review consistent with the provisions of HSC § 34181 (f) on the same date.

FISCAL IMPACT: None.

ATTACHMENTS: Resolution.

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RESOLUTION NO. SBOB/2015-

A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN BERNARDINO AUTHORIZING THE SUCCESSOR AGENCY TO TRANSFER THE 1350 SOUTH "E" STREET PROPERTY TO THE CITY OF SAN BERNARDINO AND APPROVING CERTAIN RELATED ACTIONS

WHEREAS, pursuant to Health and Safety Code (the "HSC") § 34172 (a)(1), the Redevelopment Agency of the City of San Bernardino was dissolved February 1, 2012; and

WHEREAS, 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 (the "Successor Agency"); and

WHEREAS, the Oversight Board for the Successor Agency (the "Oversight Board") has been established pursuant to HSC § 34179 to assist in the wind-down of the dissolved redevelopment agency; and

WHEREAS, per HSC § 34181 (a), the Successor Agency may transfer ownership of those assets that were constructed and used for a governmental purpose, such as roads, school buildings, parks, police and fire stations, libraries, and local agency administrative buildings, to the appropriate public jurisdiction (the "Government Use Assets"); and

WHEREAS, successor agencies may transfer Government Use Assets to the appropriate public jurisdiction pursuant to: i) an Oversight Board-approved Long-Range Property Management Plan (in compliance with HSC § 34191.5); or ii) if a LRPMP has not yet been approved, an Oversight Board-approved resolution relating to the transfer of one or more sites, (in compliance with HSC § 34191.3); and

WHEREAS, by way of the recordation of a quitclaim deed, on December 3, 2014 the San Bernardino Economic Development Corporation ("SBEDC") transferred all of its ownership rights to 1350 S. "E" Street (the "1350 S. "E" Street Property") to the Successor Agency; and

WHEREAS, the 1350 S. "E" Street Property is a Government Use Asset as it has been acquired, improved and used as a local agency administrative building and will continue to be used for such purposes on a going forward basis; and

1 **WHEREAS**, pertinent background information and history with respect to the 1350 S. "E"
2 Street Property is provided in the Information Summary, attached hereto as Exhibit "A"; and

3 **WHEREAS**, consistent with the foregoing, the Successor Agency has a commitment from the
4 City's Water Department to reoccupy the property and to fund the costs of repair and renovation, subject
5 to the transfer of the property to the City at no cost; and

6 **WHEREAS**, consistent with the foregoing and HSC § 34181 (a), the Successor Agency plans
7 to transfer the 1350 S. "E" Street Property to the City for governmental use purposes; and

8 **WHEREAS**, per HSC § 34181 (f), all actions taken pursuant to HSC § 34181 (a), shall be
9 approved by resolution of the Oversight Board at a public meeting after at least 10 days' notice to the
10 public of the specific proposed actions; and

11 **WHEREAS**, the agenda and back-up documents including, but not limited to this Resolution,
12 were distributed to the Oversight Board and posted for public review consistent with the provisions of
13 HSC § 34181 (f) on the same date; and

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

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

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

20 **Section 2.** The Successor Agency's transfer of the 1350 S. "E" Street Property to the City of
21 San Bernardino at no cost for the purposes described in this Resolution is approved.

22 **Section 3.** The City Manager, as Executive Director of the Successor Agency, or designee,
23 is hereby authorized and directed to: i) notify the State Department of Finance concerning this Resolution,
24 in accordance with the applicable provisions of the HSC; and ii) take such other actions and execute such
25 other documents as are necessary to effectuate the intent of this Resolution.

26 **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 AUTHORIZING THE SUCCESSOR AGENCY TO TRANSFER THE 1350 SOUTH "E" STREET PROPERTY TO THE CITY OF SAN BERNARDINO AND APPROVING CERTAIN RELATED ACTIONS

PASSED, APPROVED AND ADOPTED THIS 13th day of April 2015, by the following vote:

<u>Board Members</u>	<u>Ayes</u>	<u>Nays</u>	<u>Abstain</u>	<u>Absent</u>
HEADRICK	_____	_____	_____	_____
HILL	_____	_____	_____	_____
LONGVILLE	_____	_____	_____	_____
MACIAS-HARRISON	_____	_____	_____	_____
MORRIS	_____	_____	_____	_____
O'TOOLE	_____	_____	_____	_____
SMITH	_____	_____	_____	_____

Secretary

The foregoing Resolution is hereby approved this 13th day of April 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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SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
OF THE CITY OF SAN BERNARDINO
1350 S. "E" STREET PROPERTY
LOCAL AGENCY ADMINISTRATIVE BUILDING
INFORMATION SUMMARY

A. Permissible Use (HSC 34191.5(c)(2)):

The 1350 S. "E" Street Property (the "1350 S. "E" Street Property") is to be retained for governmental use pursuant to HSC 34181(a) as a local agency administrative building by the City of San Bernardino.

B. Acquisition of Property (HSC 34191.5(c)(1)(A) and 34191.5(c)(1)(B)):

Property records indicate that the 1350 S. "E" Street Property was acquired by the Agency during August 2008, and has a book value of \$2,506,800. The 1350 S. "E" Street Property was acquired by the Agency in order to meet the revitalization goals of the City and the Agency to alleviate the existence and spread of physical and economic blight. The estimated current value (the "ECV") of the 1350 S. "E" Street Property is approximately \$1.00.

C. Site Information (HSC 34191.5(c)(1)(C)):

The 1350 S. "E" Street Property consists of two (2) parcels (APNs 0141-252-04, -06), which on a combined basis totals 3.08 acres. The 1350 S. "E" Street Property contains one single-story 7,045 square foot administrative building and two single-story ancillary buildings (i.e., one consisting of 2,600 square feet that has been used for administrative purposes and the other consisting of 1,660 square feet that has been used for storage and workshop purposes). The property is zoned Commercial General (CG-1) in the City's General Plan. The purpose of the CG-1 zone is to provide for the continued use, enhancement, and new development of retail, personal service, entertainment, office, and related commercial uses along major transportation corridors and intersections to service the needs of the residents; reinforcing existing commercial corridors and centers and establishing new locations as residential growth occurs. The CG-1 zone is compatible with a local agency administrative office building use.

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1 **D. Estimated Current Value (HSC 34191.5(c)(1)(D)):**

2 ECV of the 1350 S. "E" Street Property is based on the property's use as a local government
3 administrative office building. It is for the reason stated above that the ECV of the 1350 S. "E"
4 Street Property is estimated at approximately \$1.00.

5 **E. Site Revenues (HSC 34191.5(c)(1)(E)):**

6 There are no site revenues generated from the 1350 S. "E" Street Property.

7 **F. History of Environmental Contamination (HSC 34191.5(c)(1)(F)):**

8 There is no known history of environmental contamination.¹

9 **G. Potential for Transit Oriented Development (TOD) and the Advancement of Planning**
10 **Objectives of the Successor Agency (HSC 34191.5(c)(1)(G)):**

11 There is no potential for Transit Oriented Development in conjunction with the 1350 S. "E" Street
12 Property. The retention of the 1350 S. "E" Street Property for a local agency administrative office
13 building use (in this case by the City) advances the planning objectives of the City and the
14 Successor Agency.

15 **H. History of Previous Development Proposals and Activity (HSC 34191.5(c)(1)(H)):**

16 On February 15, 1960, the City purchased one parcel of land consisting of approximately 3.55
17 acres or 154,638 square feet (identified as 1350 S. "E" Street - APN 0141-252-02) from the City
18 of Riverside for water system-related purposes. On May 23, 1966, pursuant to Resolution No.
19 8184, a 50-year lease with the San Bernardino Valley Municipal Water District ("SBVMWD")
20 was approved. Per the terms of the lease, the SBVMWD was to construct an administrative office
21 building for SBVMWD's use. During July 1969, the SBVMWD also constructed a storage and
22 workshop building. Pursuant to Resolution No. 94-380, on December 19, 1994 the City of San
23 Bernardino sold approximately 133,200 square feet of APN 0141-252-02, inclusive of all
24 structures and appurtenances, to the SBVMWD for \$190,000. This sale had the effect of creating
25 APN 0141-252-04, which is somewhat horseshoe shaped. The City retained the balance of the
26 site, which is in the center of the street frontage, for a sewer lift station. Thereafter, the City
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28 ¹ <http://geotracker.waterboards.ca.gov/map/?CMD=runreport&myaddress=1350+S+E+street+san+bernardi+o>

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1 fenced off the lift station leaving an excess of 2.25 feet on the west and 6 feet on the south of the
2 property, or a total of 965 square feet. In 1998, the SBVMWD purchased this excess property,
3 which had the effect of creating APN 0141-252-06. The combination of APNs 0141-252-04 and
4 06 constitute the 1350 S. "E" Street Property.

5 Having outgrown their facilities at 1350 S. "E" Street, during 2008 the SBVMWD relocated their
6 administrative headquarters to 380 E. Vanderbilt Way, San Bernardino. During August of 2008
7 the SBVMWD sold the 1350 S. "E" Street Property to the former redevelopment agency. Shortly
8 after acquisition, the property was re-occupied and used by the City of San Bernardino's
9 Department of Parks and Recreation. Due to several severe physical plant failures and
10 deficiencies (i.e., most notably, plumbing and HVAC system failures) with respect to the
11 administrative office building together with the Successor Agency's shortfall in funding for
12 property maintenance, during 2013 it was necessary that the City of San Bernardino's Department
13 of Parks and Recreation vacate the property. Further, during the period of vacancy, the property
14 has suffered from significant amounts of vandalism that together with the previously deferred
15 maintenance have made the 1350 S. "E" Street Property uninhabitable. Most recently, the City's
16 Water Department has committed to reoccupy the property and to fund the costs of repair and
17 renovation, subject to the transfer of the property to the City.

18 *I. Sale of Property:*

19 The 1350 S. "E" Street Property is proposed to be transferred to the City at no cost and retained
20 for governmental use pursuant to HSC 34181(a), in this instance a local agency administrative
21 function.

22 *J. Implementation of Transfer:*

23 The transfer of the 1350 S. "E" Street Property to the City of San Bernardino will take place upon
24 the earlier occurrence of: i) DOF's approval of the LRPMP; or ii) DOF's approval of a resolution
25 specifically authorizing the transfer. The transfer will occur at no cost to the City.
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