

STOCKTON SUCCESSOR AGENCY OVERSIGHT BOARD

RESOLUTION APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE AND APPROVING CERTAIN RELATED ACTIONS

The Redevelopment Agency (“Redevelopment Agency”) for the City of Stockton (“City”) was duly created pursuant to the California Community Redevelopment Law (Part 1 [commencing with Section 33000] of Division 24 of the California Health and Safety Code) (“Redevelopment Law”); and

On June 28, 2011, the Governor of California signed into law Assembly Bill x1 26 (“AB x1 26”) and Assembly Bill 27 (“AB 27”) making certain changes to the Redevelopment Law, including adding Part 1.8 (commencing with Section 34161) and Part 1.85 (commencing with Section 34170) (“Part 1.85”) to Division 24 of the California Health and Safety Code (“Health and Safety Code”); and

On December 29, 2011, the Supreme Court upheld AB x1 26 as constitutional and invalidated AB 27 (*California Redevelopment Association, et al. v. Matosantos, et al.*, Case No. S194861) and generally reformed and revised the effective dates and deadlines for performance of obligations under Health and Safety Code Part 1.85; and

As a result of the ruling, on February 1, 2012, all California redevelopment agencies were dissolved and each city or county was allowed to establish itself as the successor agency to its redevelopment agency pursuant to Health and Safety Code section 34173; and

On August 23, 2011, pursuant to Part 1.85, the Stockton City Council adopted Resolution No. 11-0251, allowing the City to serve as the successor agency to the former Redevelopment Agency of the City of Stockton (“Successor Agency”) upon dissolution of the Redevelopment Agency; and

Successor agencies are tasked with paying, performing, and enforcing the enforceable obligations of the former redevelopment agencies and winding down the affairs of the former redevelopment agencies; and

Pursuant to Health and Safety Code section 34177(l)(1), the Successor Agency is required to prepare a Recognized Obligation Payment Schedule (“ROPS”) prior to each six-month fiscal period; and

For each recognized obligation, the ROPS must identify one or more of the following sources of payment: (i) Low and Moderate Income Housing Funds, (ii) bond proceeds, (iii) reserve balances, (iv) administrative cost allowance, and (v) the Redevelopment Property Tax Trust Fund but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation or by the provision of Part 1.85 of AB x1 26; and

On June 27, 2012, the Governor of California signed into law Assembly Bill 1484 ("AB 1484") which imposes new tasks, deadlines, and penalties on successor agencies and their sponsoring City and/or County; and

Pursuant to AB 1484, the ROPS for January 1 through June 30, 2014, must be approved by the Oversight Board and submitted to the County Auditor-Controller, the State Controller's Office, California Department of Finance, and posted online no later than October 1, 2013; and

The Successor Agency's ROPS, which is consistent with the requirements of the Health and Safety Code and other applicable law, is attached to this Resolution as Exhibit "1"; and

This Resolution has been reviewed with respect to applicability of the California Environmental Quality Act ("CEQA"), the State CEQA Guidelines (California Code of Regulations, Title 14, Section 15000 et seq., hereafter the "Guidelines"), and the City's environmental guidelines; and

This Resolution is not a "project" for purposes of CEQA, as that term is defined by Guidelines section 15378, because this Resolution is an organizational or administrative activity that will not result in a direct or indirect physical change in the environment, per section 15378(b)(5) of the Guidelines; and

All of the prerequisites with respect to the approval of this Resolution have been met; now, therefore,

BE IT RESOLVED BY THE STOCKTON SUCCESSOR AGENCY OVERSIGHT BOARD, AS FOLLOWS:

1. The foregoing is true and correct and is a substantive part of this Resolution and all prerequisites to its adoption have occurred.

2. The adoption of this Resolution is not intended to and shall not constitute a waiver by the Successor Agency of any rights the Successor Agency may have to challenge the effectiveness and/or legality of all or any portion of AB x1 26 or AB 1484 through administrative or judicial proceedings.

3. The Oversight Board hereby approves the ROPS, attached hereto as Exhibit 1 and incorporated herein by this reference, to preserve its rights to make payments as authorized under Health and Safety Code section 34177.

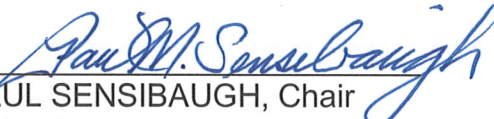
4. The Executive Director, or designee, is hereby authorized and directed to submit the ROPS in accordance with Health and Safety Code section 34177(I)(2) .

5. The Successor Agency determines that this Resolution is not a "project" for purposes of CEQA, as that term is defined by Guidelines section 15378, because this Resolution is an organizational or administrative activity that will not result in a direct or indirect physical change in the environment, per section 15378(b)(5) of the Guidelines.

6. This Resolution shall take effect five (5) business days following the date of its adoption.

7. The Executive Director, or designee, is hereby authorized to take such actions as are necessary and appropriate to comply with Health and Safety Code section 34177 and to carry out the purposes and intent of this Resolution.

PASSED, APPROVED, and ADOPTED September 25, 2013.


PAUL SENSIBAUGH, Chair
of the Stockton Successor Agency
Oversight Board

ATTEST:


BONNIE PAIGE, Secretary
of the Stockton Successor Agency
Oversight Board



Recognized Obligation Payment Schedule (ROPS 13-14B) - Summary

Filed for the January 1, 2014 through June 30, 2014 Period

Name of Successor Agency: Stockton City
 Name of County: San Joaquin

Current Period Requested Funding for Outstanding Debt or Obligation	Six-Month Total
Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding	
A Sources (B+C+D):	\$ 117,126
B Bond Proceeds Funding (ROPS Detail)	-
C Reserve Balance Funding (ROPS Detail)	-
D Other Funding (ROPS Detail)	117,126
E Enforceable Obligations Funded with RPTTF Funding (F+G):	\$ 11,237,303
F Non-Administrative Costs (ROPS Detail)	10,910,003
G Administrative Costs (ROPS Detail)	327,300
H Current Period Enforceable Obligations (A+E):	\$ 11,354,429

Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
I Enforceable Obligations funded with RPTTF (E):	11,237,303
J Less Prior Period Adjustment (Report of Prior Period Adjustments Column U)	-
K Adjusted Current Period RPTTF Requested Funding (I-J)	\$ 11,237,303

County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
L Enforceable Obligations funded with RPTTF (E):	11,237,303
M Less Prior Period Adjustment (Report of Prior Period Adjustments Column AB)	-
N Adjusted Current Period RPTTF Requested Funding (L-M)	11,237,303

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.

Paul M. Sensibaugh, Chairman

Name	Title
/s/ <u>Paul M. Sensibaugh</u>	<u>9/25/13</u>
Signature	Date

Recognized Obligation Payment Schedule (ROPS) 13-14B - ROPS Detail
January 1, 2014 through June 30, 2014
 (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		
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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total
								\$ 252,515,521		\$ -	\$ -	\$ 117,126	\$ 10,910,003	\$ 327,300	\$ 11,354,429
1	Low/Mod Housing Bonds	Revenue Bonds Issued On or Before 12/31/10	6/1/2003	9/1/2033	Wells Fargo Corporate Trust	2003 Housing COP	Low/Mod	19,936,636	N				310,884		\$ 310,884
2	Low/Mod Housing Bonds	Revenue Bonds Issued On or Before 12/31/10	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series C - Revenue Bond	Low/Mod	47,070,672	N				797,001		\$ 797,001
3	Redevelopment Revenue Bonds	Revenue Bonds Issued On or Before 12/31/10	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond	Midtown	18,821,325	N				291,713		\$ 291,713
4	Redevelopment Revenue Bonds	Revenue Bonds Issued On or Before 12/31/10	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond	South	35,591,288	N				565,769		\$ 565,769
5	Redevelopment Revenue Bonds	Revenue Bonds Issued On or Before 12/31/10	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond	North	33,677,850	N				461,775		\$ 461,775
6	Redevelopment Revenue Bonds	Revenue Bonds Issued On or Before 12/31/10	7/1/2006	9/1/2013	Wells Fargo Corporate Trust	2006 Series B - Revenue Bond	Midtown	-	Y				-		\$ -
7	Redevelopment Revenue Bonds	Revenue Bonds Issued On or Before 12/31/10	7/1/2006	9/1/2012	Wells Fargo Corporate Trust	2006 Series B - Revenue Bond	South	-	Y				-		\$ -
8	Redevelopment Revenue Bonds	Revenue Bonds Issued On or Before 12/31/10	7/1/2006	9/1/2013	Wells Fargo Corporate Trust	2006 Series B - Revenue Bond	North	-	Y				-		\$ -
9	Redevelopment Revenue Bonds	Revenue Bonds Issued On or Before 12/31/10	3/1/2004	9/1/2036	Wells Fargo Corporate Trust	2004 Revenue Bond - Arena	Waterfront	78,171,946	N				1,046,773		\$ 1,046,773
10	Low/Mod Housing Bonds	Reserves	6/1/2003	9/1/2033	Wells Fargo Corporate Trust	2003 Housing COP: Retention for debt service in following period.	Low/Mod		N				685,884		\$ 685,884
11	Low/Mod Housing Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series C - Revenue Bond: Retention for debt service in following period.	Low/Mod		N				1,327,001		\$ 1,327,001
12	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond: Retention for debt service in following period.	Midtown		N				516,713		\$ 516,713
13	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond: Retention for debt service in following period.	South		N				1,500,769		\$ 1,500,769
14	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond: Retention for debt service in following period.	North		N				461,775		\$ 461,775
15	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2013	Wells Fargo Corporate Trust	2006 Series B - Revenue Bond: Retention for debt service in following period.	Midtown		Y				-		\$ -
16	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2013	Wells Fargo Corporate Trust	2006 Series B - Revenue Bond: Retention for debt service in following period.	North		Y				-		\$ -
17	Redevelopment Revenue Bonds	Reserves	3/1/2004	9/1/2036	Wells Fargo Corporate Trust	2004 Revenue Bond - Arena: Retention for debt service in following period.	Waterfront		Y				1,636,773		\$ 1,636,773
18	State Debt	Third-Party Loans	11/15/2001	8/1/2012	State Department of Boating and Waterways	DBAW Planning Loan	Waterfront	34,964	N				-		\$ -
19	Fee Deferral	Fees	11/26/2002	8/12/2058	Public Facility Fees	Development Impact fees for 612 Carlton Ave	Midtown	143,954	N				-		\$ -
20	Fee Deferral - WorkNet Office Bldg	Fees	8/4/2004	8/4/2059	Public Facility Fees	Development Impact fees for Worknet Office Building	Waterfront	166,950	N				-		\$ -
21	Fee Deferral - Cineplex	Fees	8/29/2003	8/29/2013	Public Facility Fees	Development Impact fees for Cineplex project	Waterfront	4,417	N				-		\$ -
22	Agency Vs. Union Oil	Litigation	9/28/2004		Brown & Winters and/or Union Oil	Union Oil Dispute Re: Ground Water Contamination	Waterfront	2,000,000	N				10,000		\$ 10,000

Recognized Obligation Payment Schedule (ROPS) 13-14B - ROPS Detail
January 1, 2014 through June 30, 2014
 (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			
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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total	
23	Price Vs. City of Stockton	Litigation	1/9/2006	12/31/2010	California Rural Legal Assistance	Tenant relocation assistance \$1,455,000; \$460,652 expended, remaining obligation \$994,348. Replacement of 185 housing units: 146 completed, remaining obligation 39 units @ 30% of AMI (estimated cost \$4M). *Subject to final determination by the parties.	Low/Mod	4,994,348	N							\$ -
24	Civic Partners	Litigation	6/25/2005		Freeman, D'Aiuto, Pierce, Gurev, Keeling & Wolf	Developer Claims RDA Breached Contract (Estimated legal defense costs)	Waterfront	3,000,000	N				10,000		\$ 10,000	
25	Agency vs. BNSF	Litigation	6/27/2005		Brown & Winters	Contamination at Worknet Site & Southpointe (Estimated litigation costs)	Waterfront	750,000	N				10,000		\$ 10,000	
26	Agency vs. BNSF	Litigation	6/27/2005		Barg Coffin Lewis & Trapp LLP	Contamination at Worknet Site & Southpointe Settlement Agreement	Waterfront	64,456	N				64,456		\$ 64,456	
27	Agency vs. State (Caltrans)	Litigation	6/27/2005		Brown & Winters	Coincides with BNSF case, Caltrans is a former owner (Estimated litigation costs)	Waterfront	250,000	N				10,000		\$ 10,000	
28	Agency vs. Colberg	Litigation	6/29/2005		Brown & Winters	Polanco Act corrective action trial (Estimated litigation costs)	Waterfront	2,000,000	N				10,000		\$ 10,000	
29	AT&T Datacomm	OPA/DDA/Construction	4/14/2011	12/1/2012	AT&T Datacomm	Contract for installation of Security Cameras	Midtown	-	Y				-		\$ -	
30	AT&T Datacomm	OPA/DDA/Construction	4/14/2011	12/1/2012	AT&T Datacomm	Contract for installation of Security Cameras	South	-	Y				-		\$ -	
31	AT&T Datacomm	OPA/DDA/Construction	4/14/2011	12/1/2012	AT&T Datacomm	Contract for installation of Security Cameras	North	-	Y				-		\$ -	
32	Vintage	OPA/DDA/Construction	7/1/2010	12/17/2012	Visionary Home Builders	Housing Loan	Low/Mod	-	Y				-		\$ -	
33	Community of All Nations	OPA/DDA/Construction	3/16/2011		Visionary Home Builders	Housing Loan	Low/Mod	-	Y				-		\$ -	
34	Wallace Kuhl & Associates	Professional Services	5/15/2007		Wallace Kuhl & Associates	South Shore	Waterfront	26,955	N				26,955		\$ 26,955	
35	Condor Earth Technologies	Professional Services	1/11/2008	6/30/2012	Condor Earth Technologies	Marina Water Quality Testing	Waterfront	-	Y				-		\$ -	
36	Treadwell and Rollo Inc	Remediation	7/23/2008	6/30/2012	Treadwell and Rollo Inc	Parcel 2A & 24 Remediation	Waterfront	-	Y				-		\$ -	
37	Wallace Kuhl & Associates	Professional Services	8/12/2008	6/30/2012	Wallace Kuhl & Associates	Removal Action Plan for Promenade & South Pointe		-	Y				-		\$ -	
38	D R Jolley Co	Professional Services	7/21/2010	6/30/2012	D R Jolley Co	McKinley Park caretaker Building Asbestos Removal	South	-	Y				-		\$ -	
39	Hotel Stockton	OPA/DDA/Construction	1/18/2005		Hotel Stockton Investors	Renovation of Hotel Stockton - for affordable housing	Low/Mod	69,426	N			69,426			\$ 69,426	
40	Remediation of Areas 24 and 4	Remediation	7/20/2009		City of Stockton	Remediation of lots north and south of Worknet site (Estimated cost of Remediation)	Waterfront	500,000	N				-		\$ -	
41	Downtown Stockton Alliance	Property Maintenance	7/10/2007	12/31/2017	Downtown Stockton Alliance	DSA Assessment of RDA owned properties. PBID expiration is 12/31/2017. (Estimated assessments to be paid at \$50,000 per year for 5 years, may be longer if properties not sold)	Waterfront	200,000	N				50,500		\$ 50,500	
42	Walgreens Project	OPA/DDA/Construction	5/25/2011		Farmington Mariposa Development Co. LLC	Reimbursement Agreement Mariposa Walgreens	South	-	Y				-		\$ -	
43	Property Maintenance	Property Maintenance			City of Stockton/TBD	Maintenance costs of RDA/SA-Owned properties (estimated annual cost)	All	50,000	N				25,000		\$ 25,000	
44	SERAF Payment Loan from Low/Mod	SERAF/ERAF	4/26/2011	6/30/2016	Low/Moderate Income Housing Asset Fund	Repayment of loan from Low/Mod Housing funds to make SERAF payment in 2011	Midtown	944,376	N				-		\$ -	
45	SERAF Payment Loan from Low/Mod	SERAF/ERAF	4/26/2011	6/30/2016	Low/Moderate Income Housing Asset Fund	Repayment of loan from Low/Mod Housing funds to make SERAF payment in 2011	South	944,376	N				-		\$ -	
46	Loan to Waterfront	Miscellaneous			Low/Moderate Income Housing Asset Fund	To cover negative cash position of Agency	Waterfront	1,106,582	N				-		\$ -	

Recognized Obligation Payment Schedule (ROPS) 13-14B - ROPS Detail
January 1, 2014 through June 30, 2014
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K				L	M	N	O	P
										Funding Source								
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)		RPTTF						
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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total			
47	Successor Agency Staff, Overhead, & Administrative Costs	Admin Costs			Successor Agency employees through City of Stockton	Salary, benefits, overhead, and administrative costs of the Successor Agency (Fiscal Year budget of \$750,000)	All	750,000	N			47,700		327,300	\$	375,000		
48	Successor Agency Staff, Overhead, & Administrative Costs	Admin Costs			Successor Agency employees through City of Stockton	Salary, benefits, overhead, and administrative costs of the Successor Agency (Other Funding: Subsidy from City of Stockton per adopted budget)	All		Y						\$	-		
49	Pun & McGeedy LLP	Dissolution Audits	6/26/2013	upon completion	Pun & McGeedy LLP	Agreement to perform the due diligence reviews	All	15,000	N				15,000		\$	15,000		
50	Loan from City 12/13	City/County Loans After 6/27/11	8/24/2013		City of Stockton	For operating and administrative costs	All	450,000	N				450,000		\$	450,000		
51	Low/Mod Housing Bonds	Reserves	6/1/2003	9/1/2033	Wells Fargo Corporate Trust	2003 Housing COP; Replenish minimum reserve requirement per loan agreement.	Low/Mod		N				228,212		\$	228,212		
52	Low/Mod Housing Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series C - Revenue Bond: Replenish minimum reserve requirement per loan agreement.	Low/Mod		N				-		\$	-		
53	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond: Replenish minimum reserve requirement per loan agreement.	Midtown		N				25,204		\$	25,204		
54	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond: Replenish minimum reserve requirement per loan agreement.	South		N				-		\$	-		
55	Redevelopment Revenue Bonds	Reserves	7/1/2006	9/1/2037	Wells Fargo Corporate Trust	2006 Series A - Revenue Bond: Replenish minimum reserve requirement per loan agreement.	North		N						\$	-		
56	Redevelopment Revenue Bonds	Reserves	3/1/2004	9/1/2036	Wells Fargo Corporate Trust	2004 Revenue Bond - Arena: Replenish minimum reserve requirement per loan agreement.	Waterfront		N				371,847		\$	371,847		
57	Loan from City 13/14	City/County Loans After 6/27/11	8/24/2013		City of Stockton	For operating and administrative costs	All	750,000	N						\$	-		

Recognized Obligation Payment Schedule 13-14B - Notes

January 1, 2014 through June 30, 2014

Item #	Notes/Comments
1 - 9	Interest earnings on bond reserves used to offset and reduce debt service paid with RPTTF.
10 - 14	Retention of RPTTF for calendar year debt service as required pursuant to bond loan agreements.
51 - 56	Replenishment of minimum reserves as required pursuant to bond loan agreements.