

HAYWARD SUCCESSOR AGENCY OVERSIGHT BOARD

RESOLUTION 2013-01

RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE REDEVELOPMENT AGENCY OF THE CITY OF HAYWARD TAKING SPECIFIED ACTIONS WITH RESPECT TO THE HOUSING FUND DUE DILIGENCE REVIEW PURSUANT TO HEALTH AND SAFETY CODE SECTIONS 34179.5 AND 34179.6

WHEREAS, the California state legislature enacted Assembly Bill x1 26 (the “Dissolution Act”) to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code Section 33000 et seq.); and

WHEREAS, pursuant to Health and Safety Code Section 34173, the City Council of the City of Hayward (the “City Council”) declared that the City of Hayward, a charter city (the “City”), would act as successor agency (the “Successor Agency”) for the dissolved Redevelopment Agency of the City of Hayward (the “Dissolved RDA”) effective February 1, 2012; and

WHEREAS, pursuant to AB 1484 (“AB 1484”), enacted June 27, 2012 to amend various provisions of the Dissolution Act, the Successor Agency is now declared to be a separate legal entity from the City; and

WHEREAS, on February 1, 2012, the RDA was dissolved pursuant to Health and Safety Code Section 34172; and

WHEREAS, the Dissolution Act provides for the appointment of an oversight board (the “Oversight Board”) with specific duties to approve certain Successor Agency actions pursuant to Health and Safety Code Section 34180 and to direct the Successor Agency in certain other actions pursuant to Health and Safety Code Section 34181; and

WHEREAS, pursuant to Health and Safety Code Section 34179.5 (as added by AB 1484) the Successor Agency is required to employ a licensed accountant, approved by the County Auditor- Controller for the County of Alameda (the “Auditor-Controller”), to conduct a due diligence review to determine the unobligated balances of the low and moderate income housing fund (the “Housing Fund”) held by the Successor Agency available for transfer to taxing entities as required under AB 1484 and the Dissolution Act; and

WHEREAS, the Successor Agency hired an accountant, approved by the Auditor- Controller, to prepare the due diligence review for the Housing Fund (the “Housing Fund Due Diligence Review”) in conformance with Health and Safety Code Section 34179.5; and

WHEREAS, under the Dissolution Act, the Housing Fund Due Diligence Review has been submitted by the Successor Agency to the Oversight Board for the Oversight Board’s approval and, in accordance with Health and Safety Code Section 34179.6, the Successor

Agency also submitted the Housing Fund Due Diligence Review to the Alameda County Administrative Officer (the "County Administrator"), the Auditor-Controller, the State Controller (the "Controller") and the State Department of Finance (the "DOF"), along with copies of the Successor Agency's recognized obligation payment schedules for the Fiscal Year 2012-13, as approved by the Oversight Board (the "FY 2012-13 ROPSs"); and

WHEREAS, the Oversight Board must review, approve and transmit the Housing Fund Due Diligence Review by October 15, 2012; and

WHEREAS, the accompanying Housing Fund Due Diligence Review and the staff report provides supporting information upon which the actions set forth in this Resolution are based.

NOW, THEREFORE, BE IT RESOLVED that the Oversight Board hereby finds and determines that the foregoing recitals are true and correct, and together with the following documents and information form the basis for the approvals, authorizations, findings, and determinations set forth in this Resolution: (1) the Housing Fund Due Diligence Review; (2) the FY 2012-13 ROPSs; (3) information provided by the Successor Agency staff; and (4) information provided by the public at the public comment session held by the Oversight Board on January 15, 2013 as required under Health and Safety Code Section 34179.6(b).

BE IT FURTHER RESOLVED that in accordance with the Dissolution Act and AB 1484, the Oversight Board hereby approves the Housing Fund Due Diligence Review in the form on file with the Oversight Board's designated communication official.

BE IT FURTHER RESOLVED that the amount of cash and cash equivalents that are available for disbursement to taxing entities as determined according to the method provided in Section 34179.5 and as set forth in the Housing Fund Due Diligence Review is **One Million Three Hundred Eleven Thousand Nine Hundred and Forty-Seven Dollars (\$1,311,947)** (the "Housing Fund Due Diligence Review Payment"), which amount, subject to the DOF's approval of the Housing Fund Due Diligence Review, shall be transmitted to the Auditor-Controller for allocation to affected taxing entities pursuant to the terms of AB 1484 and the Dissolution Act.

BE IT FURTHER RESOLVED, that the Oversight Board hereby authorizes and directs the Successor Agency staff to take all administrative actions necessary under the Dissolution Act and AB 1484 to file, post, mail or otherwise deliver via electronic mail, internet posting, and/or hardcopy, all notices and transmittals necessary or convenient in connection with the approval of the Housing Fund Due Diligence Review and to take any other actions necessary to ensure the validity of the Housing Fund Due Diligence Review. The Oversight Board acknowledges and agrees that the Successor Agency may invoke the meet and confer process identified in Health and Safety Code Section 34179.6(e) to resolve any disputes regarding the amounts or sources of funds identified by the DOF as eligible to be retained. In addition, the Oversight Board authorizes and directs the Successor Agency staff to make the Housing Fund Due Diligence Review Payment as required under Health and Safety Code Section 34179.6 and pursuant to the terms of this Resolution.

BE IT FURTHER RESOLVED that this Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code Section 34179(h).

HAYWARD, CALIFORNIA, January 25, 2013

ADOPTED BY THE FOLLOWING VOTE:

AYES:	6	BOARD MEMBERS:	Sweeney, Chair Valle Bristow Henson Salinas Armas
NOES:	0	BOARD MEMBERS:	
ABSTAIN:	0	BOARD MEMBERS:	
ABSENT:	0	BOARD MEMBERS:	


Chair of the Oversight Board to
the Hayward Successor Agency

**INDEPENDENT ACCOUNTANT'S REPORT ON
APPLYING AGREED UPON PROCEDURES ON
THE LOW AND MODERATE INCOME HOUSING FUND
ASSOCIATED WITH CALIFORNIA HEALTH AND SAFETY
CODE SECTIONS 34179.5(c)(1) THROUGH 34179.5(c)(3)
AND SECTIONS 34179.5(c)(5) THROUGH 34179.5(c)(6)**

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To the Oversight Board of the Successor Agency of
The Hayward Redevelopment Agency

We have applied the procedures below, which were agreed to by the Successor Agency of the Hayward Redevelopment Agency (Successor Agency), solely to assist you with respect to the procedures required under California Health and Safety Code Sections 34179.5(c)(1) through 34179.5(c)(3) and Sections 34179.5(c)(5) through 34179.5(c)(6) for the Low and Moderate Income Housing Fund of the Successor Agency of the former Hayward Redevelopment Agency (Agency) for the year ended June 30, 2012, also referred to as the Due Diligence Review by the Code. These procedures were suggested by the Governmental Auditing and Accounting Committee, as agreed to by the California State Department of Finance and State Controller's Office. Management of the Successor Agency is responsible for the accounting records, the Attachment and information provided pertaining to the statutory compliance pursuant to Health and Safety Code Section 34179.5. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of the procedures is solely the responsibility of the specified users of this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures you requested us to perform and our findings were as follows:

Citation:

34179.5(c)(1) The dollar value of assets transferred from the former redevelopment agency to the successor agency on or about February 1, 2012.

Suggested Procedure(s):

1. Obtain from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency to the Successor Agency on February 1, 2012. Agree the amounts on this listing to account balances established in the accounting records of the Successor Agency. Identify in the Agreed-Upon Procedures (AUP) report the amount of the assets transferred to the Successor Agency as of that date.

Results:

We obtained the following listing from the staff of the City of Hayward and agreed the amounts, which totaled \$1,071,056 as of February 1, 2012, transferred to the Successor Agency to the accounting records without exception.

	Redevelopment Agency Low and Moderate Income Fund Balances January 31, 2012 (Prior to transfer)	Balances Held by the Housing Successor on February 1, 2012	Balances transferred to the Successor Agency on February 1, 2012
ASSETS			
Current assets:			
Cash and investments	<u>\$6,740,026</u>	<u>\$5,668,970</u>	<u>\$1,071,056</u>
Total current assets	<u>6,740,026</u>	<u>5,668,970</u>	<u>1,071,056</u>
Noncurrent assets:			
Due from Route 238 Settlement Capital Projects Fund	1,477,344	1,477,344	
Due from Successor Agency (SERAF borrowing)	3,876,516	3,876,516	
Loans Receivable	8,001,726	8,001,726	
Land held for resale	<u>707,539</u>	<u>707,539</u>	
Total noncurrent assets	<u>14,063,125</u>	<u>14,063,125</u>	<u>-</u>
TOTAL ASSETS (Transferred)	<u><u>\$20,803,151</u></u>	<u><u>\$19,732,095</u></u>	<u><u>\$1,071,056</u></u>

Citation:

34179.5(c)(2) The dollar value of assets and cash and cash equivalents transferred after January 1, 2011, through June 30, 2012, by the redevelopment agency or the successor agency to the city, county, or city and county that formed the redevelopment agency and the purpose of each transfer. The review shall provide documentation of any enforceable obligation that required the transfer.

Suggested Procedure(s):

2. If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:
 - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to the city, county, or city and county that formed the redevelopment agency for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.

Results:

Per our inquiries with City staff, during the year ended June 30, 2011, the Agency transferred land held for redevelopment which was acquired by the Agency using funds from its Low and Moderate Income Housing Fund (with a carrying value at \$707,539) to the City under certain cooperation agreements adopted in March 2011. Pursuant to Health and Safety Code section 34167.5, the City reversed these transfers and the land was turned over to the Housing Authority, the Housing Successor to the former Redevelopment Agency effective February 1, 2012.

- B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Successor Agency to the city, county, or city and county that formed the redevelopment agency for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.

Results: Per inquiry of City staff the Agency did not make transfers to the City for the above period.

- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Results: See discussion under 2.A. above.

Citation:

34179.5(c)(3) The dollar value of any cash or cash equivalents transferred after January 1, 2011, through June 30, 2012, by the redevelopment agency or the successor agency to any other public agency or private party and the purpose of each transfer. The review shall provide documentation of any enforceable obligation that required the transfer.

Suggested Procedure(s):

3. If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:
 - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.

Results:

Pursuant to March 2011 cooperation agreements between the Agency and Hayward Housing Authority, a component unit of the City of Hayward, Agency low and moderate income housing fund assets were transferred to the Hayward Housing Authority. As discussed in procedure 3B these assets were subject to review to determine which assets qualified as housing assets and which assets should be turned over to the Successor Agency. The Housing Authority subsequently returned \$1,071,056 to the Successor Agency. See procedure 3B for further details.

- B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Housing Successor Agency to any other public agency or private parties for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.

Results:

Per inquiry of City staff the Agency appointed the Hayward Housing Authority, a component unit of the City of Hayward, as Housing Successor to the former Redevelopment Agency. We also noted that pursuant to cooperation agreements effective March 2011, the Housing Authority agreed to provide housing services to the Agency and prior to June 30, 2011 most housing assets were transferred to the Housing Authority by the Agency. Pursuant to the requirements of 34167.5, staff reviewed these asset transfers to determine which assets qualified as housing assets and which assets should be transferred to the Successor Agency effective February 1, 2012. As a result of staff's analysis, \$1,071,056 was transferred to the Successor Agency effective February 1, 2012.

Per review of documents provided by staff, we noted the following housing assets and encumbered cash retained by the Housing Authority as Housing Successor to the Agency:

Housing Assets Retained by the Housing Authority as Housing Successor		
Purpose	Amount	Qualification
Interfund Receivable Due from Route 238 Settlement Capital Projects Fund	\$1,477,344	Traced to records in financial statement audit. Appears to be housing asset per AB 1484 Sec Section 34176 (e).
Advance to Non-Housing RDA funds (SERAF Borrowing)	3,876,516	Traced to records in financial statement audit. Appears to be housing asset per AB 1484 Sec Section 34176 (e).
Loans receivable (Low-mod housing)	8,001,726	Traced to records in financial statement audit. Appears to be housing asset per AB 1484 Sec Section 34176 (e).
Land held for resale	707,539	Traced to records in financial statement audit. Appears to be housing asset per AB 1484 Sec Section 34176 (e).

Encumbered Cash Retained by the Housing Authority as Housing Successor		
Purpose	Amount	Qualification
Deposit payable	\$300,000	Traced to Tennyson Preservation Partner Agreement.
Consultant services - John DeClercq	157,000	Traced to professional services agreement and Recognized Obligation Payment Schedule-line 48c.
Legal Services - Goldfarb Lipman	100,000	Traced to purchase order and Recognized Obligation Payment Schedule-line 48c.
City Staffing Cost	39,079	Traced to Recognized Obligation Payment Schedule-line 48c, project delivery cost for Eden Housing Loan Agreement.
Eden Housing Loan	3,832,000	Traced to Loan Agreement and Recognized Obligation Payment Schedule-line 48c.
Rt. 238 Homebuyer Loans	1,000,000	Traced to third party agreement and Recognized Obligation Payment Schedule-line 49.
Total Supported Encumbrances	\$5,428,079	

- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Results: We also noted the following additional cash that was not supported by encumbrances which should be transferred to the Successor Agency.

Total Low and Moderate Income Housing Cash	\$6,740,026
Less Amount Equivalent to Supported Encumbrances (per above)	(5,428,079)
Less encumbered Cash Transferred to Successor Agency effective February 1, 2012	(1,071,056)
Additional cash not supported by encumbrances	\$240,891

Citation:

34179.5(c)(4) The review shall provide expenditure and revenue accounting information and identify transfers and funding sources for the 2010–11 and 2011–12 fiscal years that reconciles balances, assets, and liabilities of the successor agency on June 30, 2012 to those reported to the Controller for the 2009–10 fiscal year.

Suggested Procedure(s):

4. Perform the following procedures:
 - A. Obtain from the Housing Successor Agency a summary of the financial transactions of the Redevelopment Agency and the Successor Agency in the format set forth in Attachment A for the fiscal periods indicated in the schedule. For purposes of this summary, the financial transactions should be presented using the modified accrual basis of accounting. End of year balances for capital assets (in total) and long-term liabilities (in total) should be presented at the bottom of this summary schedule for information purposes.
 - B. Ascertain that for each period presented, the total of revenues, expenditures, and transfers accounts fully for the changes in equity from the previous fiscal period.
 - C. Compare amounts in the schedule relevant to the fiscal year ended June 30, 2010 to the state controller's report filed for the Redevelopment Agency for that period.
 - D. Compare amounts in the schedule for the other fiscal periods presented to account balances in the accounting records or other supporting schedules. Describe in the report the type of support provided for each fiscal period.

Results:

Not applicable for the Low and Moderate Income Housing Fund individually. We have been engaged to perform procedures and issue a report on non-housing assets of the Successor Agency and will provide the result of this procedure in that report.

Citation:

34179.5(c)(5) A separate accounting for the balance for the Low and Moderate Income Housing Fund for all other funds and accounts combined shall be made as follows:

(A) A statement of the total value of each fund as of June 30, 2012.

Suggested Procedure(s):

5. Obtain from the Successor Agency a listing of all assets of the Low and Moderate Income Housing Fund as of June 30, 2012 for the report that is due October 1, 2012 and a listing of all assets of all other funds of the Successor Agency as of June 30, 2012 (excluding the previously reported assets of the Low and Moderate Income Housing Fund) for the report that is due December 15, 2012. When this procedure is applied to the Low and Moderate Income Housing Fund, the schedule attached as an exhibit will include only those assets of the Low and Moderate Income Housing Fund that were held by the Successor Agency as of June 30, 2012 and will exclude all assets held by the entity that assumed the housing function previously performed by the former redevelopment agency. Agree the assets so listed to recorded balances reflected in the accounting records of the Successor Agency. The listings should be attached as an exhibit to the appropriate AUP report.

Results:

We obtained Attachment A from City staff of unencumbered funds and agreed the total of assets listed to the accounting records of the Successor Agency except for the additional unencumbered cash noted above in procedure 3C.

Citation:

34179.5(c)(5)(B) An itemized statement listing any amounts that are legally restricted as to purpose and cannot be provided to taxing entities. This could include the proceeds of any bonds, grant funds, or funds provided by other governmental entities that place conditions on their use.

Suggested Procedure(s):

6. Obtain from the Successor Agency a listing of asset balances held on June 30, 2012 that are restricted for the following purposes:

A. Unspent bond proceeds:

- i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures, amounts set aside for debt service payments, etc.)
- ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
- iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.

Results:

Per inquiry of City staff, the Successor Agency did not list any restricted assets held as of June 30, 2012.

B. Grant proceeds and program income that are restricted by third parties:

- i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
- ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
- iii. Obtain from the Successor Agency a copy of the grant agreement that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.

Results:

Per inquiry of City staff, the Successor Agency did not list any grant proceeds and program income that are restricted by third parties as of June 30, 2012.

C. Other assets considered to be legally restricted:

- i. Obtain the Housing Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).

- ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
- iii. Obtain from the Housing Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by Successor the Agency as restricted.

Results:

Per inquiry of City staff, the Successor Agency did not list any other assets considered to be legally restricted as of June 30, 2012.

- D. Attach the above mentioned Successor Agency prepared schedule(s) as an exhibit to the AUP report. For each restriction identified on these schedules, indicate in the report the period of time for which the restrictions are in effect. If the restrictions are in effect until the related assets are expended for their intended purpose, this should be indicated in the report.

Results:

The procedure is not applicable.

Citation:

34179.5(c)(5)(C) An itemized statement of the values of any assets that are not cash or cash equivalents. This may include physical assets, land, records, and equipment. For the purpose of this accounting, physical assets may be valued at purchase cost or at any recently estimated market value. The statement shall list separately housing-related assets.

Suggested Procedure(s):

- 7. Perform the following procedures:
 - A. Obtain from the Successor Agency a listing of assets as of June 30, 2012 that are not liquid or otherwise available for distribution (such as capital assets, land held for resale, long-term receivables, etc.) and ascertain if the values are listed at either purchase cost (based on book value reflected in the accounting records of the Successor Agency) or market value as recently estimated by the Successor Agency.
 - B. If the assets listed at 7(A) are listed at purchase cost, trace the amounts to a previously audited financial statement (or to the accounting records of the Successor Agency) and note any differences.
 - C. For any differences noted in 7(B), inspect evidence of disposal of the asset and ascertain that the proceeds were deposited into the Successor Agency trust fund. If the differences are due to additions (this generally is not expected to occur), inspect the supporting documentation and note the circumstances.
 - D. If the assets listed at 7(A) are listed at recently estimated market value, inspect the evidence (if any) supporting the value and note the methodology used. If no evidence is available to support the value and/or methodology, note the lack of evidence.

Results:

Per conversation with City staff, the Successor Agency did not list any Low Mod Income Housing assets that are not liquid held by the Successor Agency.

Citation:

34179.5(c)(5)(D) An itemized listing of any current balances that are legally or contractually dedicated or restricted for the funding of an enforceable obligation that identifies the nature of the dedication or restriction and the specific enforceable obligation. In addition, the successor agency shall provide a listing of all approved enforceable obligations that includes a projection of annual spending requirements to satisfy each obligation and a projection of annual revenues available to fund those requirements. If a review finds that future revenues together with dedicated or restricted balances are insufficient to fund future obligations and thus retention of current balances is required, it shall identify the amount of current balances necessary for retention. The review shall also detail the projected property tax revenues and other general purpose revenues to be received by the successor agency, together with both the amount and timing of the bond debt service payments of the successor agency, for the period in which the oversight board anticipates the successor agency will have insufficient property tax revenue to pay the specified obligations.

Suggested Procedure(s):

8. Perform the following procedures:

- A. If the Successor Agency believes that asset balances need to be retained to satisfy enforceable obligations, obtain from the Successor Agency an itemized schedule of asset balances (resources) as of June 30, 2012 that are dedicated or restricted for the funding of enforceable obligations and perform the following procedures. The schedule should identify the amount dedicated or restricted, the nature of the dedication or restriction, the specific enforceable obligation to which the dedication or restriction relates, and the language in the legal document that is associated with the enforceable obligation that specifies the dedication of existing asset balances toward payment of that obligation.
 - i. Compare all information on the schedule to the legal documents that form the basis for the dedication or restriction of the resource balance in question.
 - ii. Compare all current balances to the amounts reported in the accounting records of the Successor Agency or to an alternative computation.
 - iii. Compare the specified enforceable obligations to those that were included in the final Recognized Obligation Payment Schedule approved by the California Department of Finance.
 - iv. Attach as an exhibit to the report the listing obtained from the Housing Successor Agency. Identify in the report any listed balances for which the Housing Successor Agency was unable to provide appropriate restricting language in the legal document associated with the enforceable obligation.

Results:

Per inquiry of City staff, the Successor Agency did not identify any Low and Moderate Income Housing Fund asset balances needed to be retained to satisfy enforceable obligations.

- B. If the Successor Agency believes that future revenues together with balances dedicated or restricted to an enforceable obligation are insufficient to fund future obligation payments and thus retention of current balances is required, obtain from the Successor Agency a schedule of approved enforceable obligations that includes a projection of the annual spending requirements to satisfy each obligation and a projection of the annual revenues available to fund those requirements and perform the following procedures:
- i. Compare the enforceable obligations to those that were approved by the California Department of Finance. Procedures to accomplish this may include reviewing the letter from the California Department of Finance approving the Recognized Enforceable Obligation Payment Schedules for the six month period from January 1, 2012 through June 30, 2012 and for the six month period July 1, 2012 through December 31, 2012.
 - ii. Compare the forecasted annual spending requirements to the legal document supporting each enforceable obligation.
 - a. Obtain from the Successor Agency its assumptions relating to the forecasted annual spending requirements and disclose in the report major assumptions associated with the projections.
 - iii. For the forecasted annual revenues:
 - a. Obtain from the Successor Agency its assumptions for the forecasted annual revenues and disclose in the report major assumptions associated with the projections.

Results:

Per inquiry of City staff, the Successor Agency did not list any asset balances needing to be retained to fund future obligation payments.

- C. If the Successor Agency believes that projected property tax revenues and other general purpose revenues to be received by the Housing Successor Agency are insufficient to pay bond debt service payments (considering both the timing and amount of the related cash flows), obtain from the Successor Agency a schedule demonstrating this insufficiency and apply the following procedures to the information reflected in that schedule.
- i. Compare the timing and amounts of bond debt service payments to the related bond debt service schedules in the bond agreement.
 - ii. Obtain the assumptions for the forecasted property tax revenues and disclose major assumptions associated with the projections.
 - iii. Obtain the assumptions for the forecasted other general purpose revenues and disclose major assumptions associated with the projections.

Results: Per inquiry of City staff, the Successor Agency did not list any asset balances needed to pay bond debt services payments.

- D. If procedures A, B, or C were performed, calculate the amount of current unrestricted balances necessary for retention in order to meet the enforceable obligations by performing the following procedures.
- i. Combine the amount of identified current dedicated or restricted balances and the amount of forecasted annual revenues to arrive at the amount of total resources available to fund enforceable obligations.
 - ii. Reduce the amount of total resources available by the amount forecasted for the annual spending requirements. A negative result indicates the amount of current unrestricted balances that needs to be retained.
 - iii. Include the calculation in the AUP report.

Results:

The procedure is not applicable.

Citation:

34179.5(c)(5)(E) An itemized list and analysis of any amounts of current balances that are needed to satisfy obligations that will be placed on the Recognized Obligation Payment Schedules for the current fiscal year.

Suggested Procedure(s):

9. If the Successor Agency believes that cash balances as of June 30, 2012 need to be retained to satisfy obligations on the Recognized Obligation Payment Schedule (ROPS) for the period of July 1, 2012 through June 30, 2013, obtain a copy of the final ROPS for the period of July 1, 2012 through December 31, 2012 and a copy of the final ROPS for the period January 1, 2013 through June 30, 2013. For each obligation listed on the ROPS, the Successor Agency should add columns identifying (1) any dollar amounts of existing cash that are needed to satisfy that obligation and (2) the Successor Agency's explanation as to why the Successor Agency believes that such balances are needed to satisfy the obligation. Include this schedule as an attachment to the AUP report.

Results:

Per inquiry of City staff, the Successor Agency did not identify cash balances as of June 30, 2012 that need to be retained to satisfy obligations on the Recognized Obligation Payment Schedule for the period of July 1, 2012 through June 30, 2013.

Citation:

34179.5(c)(6) The review shall total the net balances available after deducting the total amounts described in subparagraphs (B) to (E), inclusive, of paragraph (5). The review shall add any amounts that were transferred as identified in paragraphs (2) and (3) of subdivision (c) if an enforceable obligation to make that transfer did not exist. The resulting sum shall be available for allocation to affected taxing entities pursuant to Section 34179.6. It shall be a rebuttable presumption that cash and cash equivalent balances available to the successor agency are available and sufficient to disburse the amount determined in this paragraph to taxing entities. If the review finds that there are insufficient cash balances to transfer or that cash or cash equivalents are specifically obligated to the purposes described in subparagraphs (B), (D), and (E) of paragraph (5) in such amounts that there is insufficient cash to provide the full amount determined pursuant to this paragraph, that amount shall be demonstrated in an additional itemized schedule.

Suggested Procedure(s):

10. Include (or present) a schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities (Attachment A). Amounts included in the calculation should agree to the results of the procedures performed in each section above. The schedule should also include a deduction to recognize amounts already paid to the County Auditor-Controller on July 12, 2012 as directed by the California Department of Finance. The amount of this deduction presented should be agreed to evidence of payment. The attached example summary schedule may be considered for this purpose. Separate schedules should be completed for the Low and Moderate Income Housing Fund and for all other funds combined (excluding the Low and Moderate Income Housing Fund).

Results: See Attachment A.

Suggested Procedure(s):

11. Obtain a representation letter from Successor Agency management acknowledging their responsibility for the data provided to the practitioner and the data presented in the report or in any attachments to the report. Included in the representations should be an acknowledgment that management is not aware of any transfers (as defined by Section 34179.5) from either the former redevelopment agency or the Successor Agency to other parties for the period from January 1, 2011 through June 30, 2012 that have not been properly identified in the AUP report and its related exhibits. Management's refusal to sign the representation letter should be noted in the AUP report as required by attestation standards.

Results:

We obtained a signed management representation letter before the issuance of the report and have it on file.

We were not engaged to, and did not, conduct an audit, the objective of which would be the expression of an opinion on the information provided for the purposes of the agreed-upon procedures and the Attachment. Accordingly, we do not express such an opinion. Had we performed additional procedures or had we performed an audit of the information provided for the purposes of the agreed-upon procedures and the Attachment, matters might have come to our attention which would have been reported to you. This report is intended for the information of management and the Oversight Board, the State Department of Finance and State Controller's Office; however, this restriction is not intended to limit the distribution of this report, which is a matter of public record.

Maze & Associates

January 14, 2013

**SUCCESSOR AGENCY TO THE HAYWARD REDEVELOPMENT AGENCY
SUMMARY OF LOW AND MODERATE INCOME HOUSING FUND
BALANCES AVAILABLE FOR ALLOCATION TO AFFECTED TAXING ENTITIES**

Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5)	\$1,071,056
Add the amount of any assets transferred to the city or other parties for which an enforceable obligation with a third party requiring such transfer and obligating the use of the transferred assets did not exist (procedures 2 and 3)	240,891
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6)	-
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)	-
Less balances that are legally restricted for the funding of an enforceable obligation (net of projected annual revenues available to fund those obligations) - (procedure 8)	-
Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9)	-
Less the amount of payments made on July 12, 2012 to the County Auditor-Controller as directed by the California Department of Finance	-
Amount to be remitted to county for disbursement to taxing entities	\$1,311,947

DATE: January 25, 2013

TO: Chair and Members of Hayward Redevelopment Oversight Board

FROM: Assistant City Manager and Director of Finance

SUBJECT: Approval of Due Diligence Review for the Low Moderate Income Housing Fund

RECOMMENDATION

That the Oversight Board adopts the attached resolution (Attachment I) approving the Due Diligence Review (DDR) for the Low Moderate Income Housing Fund (Attachment II).

BACKGROUND

The California State Legislature enacted Assembly Bill x1 26 (the "Dissolution Act") to dissolve redevelopment agencies formed under the Community Redevelopment Law in June of 2011. The California Supreme Court in its decision in *California Redevelopment Association v. Matosantos*, issued December 29, 2011, declared the Dissolution Act to be constitutional. Under the Dissolution Act, all California redevelopment agencies, including the Redevelopment Agency of the City of Hayward (the "Dissolved RDA") were dissolved effective February 1, 2012, and various actions are now required by successor agencies to unwind the affairs of all former redevelopment agencies.

On June 27, 2012, as part of the state budget package, the California legislature passed AB 1484 ("AB 1484"). As a budget trailer bill, AB 1484 became effective immediately upon signature by the Governor, which occurred that same day. The main objective of AB 1484 was to amend the Dissolution Act. AB 1484 imposes some significant new obligations on successor agencies and oversight boards of dissolved redevelopment agencies. Health and Safety Code Section 34179.5, added by AB 1484, requires each successor agency to employ a licensed accountant, approved by the county auditor-controller and with experience and expertise in local government accounting, to conduct a due diligence review for the Dissolved RDA's housing fund (the "Housing DDR") and a due diligence review for all other funds of the Dissolved RDA (the "Non-Housing DDR") to determine the unobligated balances available for transfer to taxing entities. The Housing DDR and the Non-Housing DDR are hereinafter collectively referred to as the "DDRs."

Once the Housing and Non-Housing DDRs are complete and the Successor Agency pays the appropriate fund balances to the County Auditor-Controller, the Department of Finance (DOF) will issue a Finding of Completion (FOC). The benefits of receiving a FOC include: 1) the ability to develop a property management and disposition plan to allow for the more prudent disposition of the former Redevelopment Agency's land assets and 2) the potential repayment of the General Fund loan owed by the former Redevelopment Agency (current balance of \$7.7 million).

DISCUSSION

The Successor Agency hired Maze & Associates to conduct both the Housing and Non-Housing DDRs. This report only covers the Housing DDR. The review of the Non-Housing DDR will be completed in the near future.

Summary of Key Report Findings:

1. As of January 31, 2012, the Housing Fund had assets totaling \$20,803,151 made up of cash (\$6,740,026) and non-cash housing assets including land and loans/other receivables (\$14,063,125). Of the cash balances, the Housing DDR identified \$5,428,079 encumbered housing assets traced to the payment of enforceable obligations. The remaining cash balance of unencumbered housing assets was determined to be \$1,311,947 of which \$1,071,056 was transferred to the Successor Agency on February 1, 2012 and the remaining balance of \$240,891 should be transferred to the Successor Agency.
2. The Housing Successor Agency has two key enforceable obligations previously identified on approved Recognized Obligation Payment Schedules for the period January through June 2012: a) Eden Housing loan for South Hayward BART project and associated project delivery costs (line item 48c) and b) RT 238 Homebuyer loans (line item 49) (See Suggested Procedure 3B for a listing of these costs).
3. The Housing DDR identifies that the total unencumbered housing fund cash balance of \$1,311,947 is available to be remitted to the County Auditor-Controller for distribution to the taxing entities (See Attachment A of the review).

Successor Agency Staff Notes:

1. The non-cash housing balances (\$14,063,125) were transferred to the Housing Successor pursuant to Health and Safety Code Section 34176 and were the subject of the Housing Asset Transfer List submitted to the DOF for its review.
2. Payments on the enforceable obligations identified in the Housing DDR were approved by the DOF on the Successor Agency's ROPS for goods and services and are thus not technically considered transfers under the Health and Safety Code.

ECONOMIC AND FISCAL IMPACT

Following final confirmation of the Housing DDR by the Department of Finance, Successor Agency staff will transmit the appropriate Housing Fund balance to the County Auditor-Controller for distribution to the taxing entities. The current estimate of this balance is \$1,311,947.

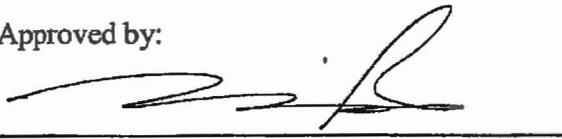
NEXT STEPS

Pursuant to the law, the Housing DDR was to be submitted to the Oversight Board, the County Auditor-Controller, the State Controller and the DOF no later than October 1, 2012. Due to

scheduling issues previously identified for the Oversight Board, Successor Agency staff submitted the attached letter (Attachment III) to those entities indicating that Hayward's Housing DDR submittal would be delayed. Following this meeting and the Oversight Board's adoption of the resolution on the Housing DDR, staff will then submit the DDR to the DOF for review. The DOF will have twenty-five days to submit comments on the DDR or the Oversight Board's findings, after which the Successor Agency will have five business days to request a meet and confer session to contest the DOF comments.

Prepared and Recommended by: Tracy Vesely, Director of Finance
Kelly McAdoo, Assistant City Manager

Approved by:



Fran David, City Manager

Attachments:

- I: Resolution Approving the Housing Due Diligence Review
- II: Housing Fund Due Diligence Review
- III: October 1, 2012 letter regarding Housing DDR review