

**HAYWARD SUCCESSOR AGENCY OVERSIGHT BOARD
SPECIAL MEETING
MAY 20, 2013
777 B STREET
CONFERENCE ROOM 2A
2:30 PM**

CALL TO ORDER

ROLL CALL

PLEDGE OF ALLEGIANCE

PUBLIC COMMENTS: *(The Public Comment section provides an opportunity to address the Oversight Board on items not listed on the agenda. The Board welcomes your comments and requests that speakers present their remarks in a respectful manner, within established time limits, and focus on issues which directly affect the Board or are within the jurisdiction of the Board. As the Board is prohibited by State law from discussing items not listed on the agenda, your item will be taken under consideration and may be referred to staff.)*

**HAYWARD SUCCESSOR AGENCY OVERSIGHT BOARD SPECIAL MEETING
Conference Room 2A**

1. Approval of Minutes from April 29, 2013
2. Adoption: Due Diligence Review for All Other Former Redevelopment Agency Funds
*Staff Report
Resolution*
3. Approval of Housing Asset Transfer List
Staff Report and Attachments (to be distributed Monday, May 20)
4. Future Meeting Dates and Agenda Items

BOARD MEMBER/STAFF ANNOUNCEMENTS AND REFERRALS

ADJOURNMENT

NEXT MEETING – TO BE DETERMINED

Assistance will be provided to those requiring accommodations for disabilities in compliance with the Americans Disabilities Act of 1990. Interested persons must request the accommodation at least 48 hours in advance of the meeting by contacting the Assistant City Manager at (510) 583-4300 or TDD (510) 247-3340.

**HAYWARD SUCCESSOR AGENCY
OVERSIGHT BOARD
April 29, 2013**

SUMMARY NOTES

BOARD MEMBERS PRESENT: Michael Sweeney; Jesus Armas; Stacey Bristow; Richard Valle; Mark Salinas; Olden Henson; Paul Hodges

BOARD MEMBERS ABSENT: None

STAFF: Kelly McAdoo, Assistant City Manager; Maureen Conneely, Assistant City Attorney; Tracy Vesely, Director of Finance; Cecilia Manzo, Administrative Clerk; Mary Thomas, Human Resources Analyst

PUBLIC: Rafael Yaquian, Goldfarb Lipman Attorneys

Call Meeting to Order: Meeting called to order at 3:05 P.M.

Roll Call: Board members signed in and those in attendance introduced themselves.

Pledge of Allegiance: Those in attendance cited the Pledge of Allegiance.

Public Comments: There were no Public Comments.

1. Approval of Minutes from April 15, 2013 Meeting:

Moved/ Seconded (Valle/ Henson) **APPROVED** by unanimous consensus.

2. PUBLIC HEARING: Review of Due Diligence Review for All Former Redevelopment Agency Funds:

Assistant City Manager Kelly McAdoo explained that this process of approval is going to be similar to the Housing Fund Due Diligence Review. Ms. McAdoo began reviewing the content of the Due Diligence Review (DDR) by noting that it found that, other than the enforceable obligations that the Successor Agency is continuing to pay every six months, the only funds that the Agency needs to retain is around four million dollars of restricted cash for two bond issuances. These funds will be retained with the Successor Agency until the bonds are completely paid off in 2034 and 2036.

Ms. McAdoo went on to explain specific topics on Attachment I. Items included loans receivable, lands held for resale, land, and depreciable capital assets. The Agency will need to create an Asset Management Plan, and this will be presented to the Oversight Board for review sometime this summer.

Board Member Henson asked if the Asset Management Plan will be reviewed by the Department of Finance (DOF), and Ms. McAdoo confirmed that it would need to be presented to the DOF.

Board Member Armas asked for clarification on how the value of the land is recorded in the DDR. Finance Director Tracy Vesely responded that that the properties have not be revalued or assessed since they were acquired and are listed at book value.

Board Member Armas noted for the record that the properties are listed at book value from the time of acquisition as opposed to current value.

Mr. Rafael Yaquian also made note that the Long Range Property Management Plan will reflect both what the agency paid for the land and what the agency expects to sell it for or how they expect to use it.

Ms. McAdoo referenced Attachment B and explained the information and concluded that the City does not owe any money as a result of the audit.

Mayor Sweeney opened the public hearing and then closed the hearing noting no comments made by interested parties.

3. Update on Residual Distributions from the Redevelopment Property Tax Trust

Fund:

Ms. McAdoo presented projections from the County Auditor-Controller for the period of July to December of 2013. Ms. McAdoo explained that the former redevelopment agency would have received 4.89 million dollars in property tax increment for this period. Instead, the City will get 17.9% of the property tax that remains after paying for the County's administrative allowance, passthrough payments, and enforceable obligations.

Mr. Yaquian pointed out that the number for the enforceable obligations may not be correct because of a calculation error. Ms. McAdoo agreed and said that staff would bring an updated handout at a future meeting.

Ms. McAdoo explained that the percentage of residual distribution that each taxing entity will receive, which was listed on the attachment, can be used to calculate future distributions, such as the 2.7 million dollars from the housing audit.

Board Member Armas asked if future residual distributions would be a similar amount to this period. Ms. McAdoo, Mr. Yaquian, and Ms. Vesely responded that it would be, and may go up in future years as obligations are paid off.

Board Member Salinas asked if the distribution for the Community Colleges would go to the Chabot-Las Positas district. Ms. McAdoo explained that it would just go to Chabot because that is the college in the area of the former redevelopment agency. Board Member Salinas asked when the money will be received. Ms. McAdoo responded approximately on May 15.

Board Members Salinas and Hodges asked if the money would go to the general fund of the taxing entity. Ms. McAdoo explained that the money will go to the general fund, and can be set aside for a specific purpose if that is what the entity decides to do with it.

Board Member Henson asked why the County Office of Education is on the list. Mr. Yaquian explained that it is one of the taxing entities in the former redevelopment area.

Board Member Salinas wondered whether the Community College is aware that this money is coming. Board Member Armas suggested that each taxing entity be sent a letter explaining that the redistribution.

4. Future Meeting Dates and Agenda Items:

Adoption of all Other Funds DDR and update on ROPS items after meet and confer session

Board Member/Staff Announcements and Referrals:

None.

Adjournment: The meeting adjourned at 3:38 P.M.

DATE: May 20, 2013

TO: Chair and Members of Successor Agency Oversight Board

FROM: Assistant City Manager and Director of Finance

SUBJECT: Approval of Due Diligence Review for All Other Funds and Assets of the Dissolved Redevelopment Agency

RECOMMENDATION

That the Oversight Board adopts the attached resolution (Attachment I) approving the All Other Funds and Assets Due Diligence Review (the “Non-Housing DDR”) (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 imposed 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, required 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 separate 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 (the “Department”) 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 Dissolved RDA (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 Non-Housing DDR. The Housing DDR was approved by the Oversight Board on January 25, 2013.

Summary of Key Report Findings:

1. As of June 30, 2012, the Successor Agency held assets totaling \$71,439,633 made up of the following:

	<u>Total</u>
Cash and investments	\$5,432,374
Cash and investments with fiscal agents	4,009,367
Accounts receivable, net	139,736
Loans receivable	33,446,014
Land held for resale	9,565,031
Land	5,277,955
Depreciable capital assets, net	<u>13,569,156</u>
Total Assets	<u><u>\$71,439,633</u></u>

2. Schedule 6C of the Non-Housing DDR identifies that the Successor Agency may retain assets or funds, legally restricted as to their purpose, including but not limited bond proceeds, grant funds or other governmentally restricted funds, under Health and Safety Code Section 34179.5(c)(5)(B) in the amount of Four Million Nine Thousand Three Hundred Sixty-Seven Dollars (\$4,009,367).
3. The schedule provided under Procedure 7.A of the Non-Housing DDR identifies that the Successor Agency is authorized to retain assets or funds, that are not cash or cash equivalent, under Health and Safety Code Section 34179.5(c)(5)(C) in the amount of Sixty-One Million Eight Hundred Fifty-Eight Thousand One Hundred Fifty-Six Dollars (\$61,858,156).
4. Attachment A of the Non-Housing DDR identifies that the Successor Agency is authorized to retain assets or funds to satisfy enforceable obligations on approved recognized obligation payment schedules for the period between July 1, 2012 through June 30, 2013, under Health and Safety Code Section 34179.5(c)(5)(D), in the amount of Seven Million Three Hundred Thirty-Eight Thousand Sixty-Eight Dollars (\$7,338,068). There was one change to Attachment A since the Public Hearing on April 29, 2013. The Non-Housing DDR presented at that meeting did not include \$24,800 of enforceable obligations for maintenance and utilities contracts at Cinema Place for the period of January through June, 2013. The addition of these obligations on items 24 through 28 of Attachment A increased the total assets that the Successor Agency is authorized to retain to satisfy enforceable obligations.

5. 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 Non- Housing DDR is **Zero Dollars (\$0)**.

ECONOMIC AND FISCAL IMPACT

Following final confirmation of the Non-Housing DDR by the Department of Finance, Successor Agency staff will not be required to transmit any fund balances to the County Auditor-Controller for distribution to the taxing entities.

NEXT STEPS

Pursuant to the law, the Non-Housing DDR was to be submitted to the Oversight Board, the County Auditor-Controller, the State Controller and the Department no later than January 15, 2013. 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 Non-Housing DDR submittal would be delayed. Following the Oversight Board's adoption of the resolution on the Non-Housing DDR, staff will then submit the Non-Housing DDR to the Department for review. The Department will have twenty-five days to submit comments on the Non-Housing 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 Department's comments.

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

Approved by:



Fran David, City Manager

Attachments:

- I: Resolution Approving the Non-Housing Due Diligence Review
- II: Non-Housing Fund Due Diligence Review
- III: December 14, 2012 letter regarding delay in submission of the Non-Housing DDR

RESOLUTION. 2013-___

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 ALL OTHER FUNDS AND ASSETS 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, 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 (the “Non-Housing Fund Due Diligence Review”) to determine the unobligated balances from the Dissolved RDA's funds and accounts (exclusive of the low and moderate income 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 Non-Housing Funds (the “Non-Housing Fund Due Diligence Review”) in conformance with Health and Safety Code Section 34179.5; and

WHEREAS, in compliance with Health and Safety Code Section 34179.6, the Non-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 Non-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 ROPs”); and

WHEREAS, the Oversight Board must review, approve and transmit the Non-Housing Fund Due Diligence Review by January 15, 2012 and Successor Agency staff submitted information to the State Department of Finance informing them of the delays in preparing the Non-Housing Fund Due Diligence Review; and

WHEREAS, the accompanying Non-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 Non-Housing Fund Due Diligence Review; (2) the FY 2012-13 ROPs; (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 April 29, 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 Non-Housing Fund Due Diligence Review in the form on file with the Oversight Board’s designated communication official.

BE IT FURTHER RESOLVED that the Oversight Board hereby authorizes the Successor Agency to retain assets or funds, legally restricted as to their purpose, including but not limited to bond proceeds, grant funds or other governmentally restricted funds, under Health and Safety Code Section 34179.5(c)(5)(B) in the amount of Four Million Nine Thousand Three Hundred Sixty-Seven Dollars (\$4,009,367) from the funding source and for the purposes identified in Schedule 6C of the Non-Housing Fund Due Diligence Review, incorporated herein by this reference.

BE IT FURTHER RESOLVED that the Oversight Board hereby authorizes the Successor Agency to retain assets or funds, that are not cash or cash equivalent, under Health and Safety Code Section 34179.5(c)(5)(C) in the amount of Sixty-One Million Eight Hundred Fifty-Eight Thousand One Hundred Fifty-Six Dollars (\$61,858,156) from the funding source and for the purposes identified in the schedule under Procedure 7.A of the Non-Housing Fund Due Diligence Review, incorporated herein by this reference.

BE IT FURTHER RESOLVED that the Oversight Board hereby authorizes the Successor Agency to retain assets or funds, including but not limited to any current balances that are legally or contractually dedicated or restricted for the funding of an enforceable obligation, under Health and Safety Code Section 34179.5(c)(5)(D) in the amount of Seven Million Three Hundred

Thirty-Eight Thousand Sixty-Eight Dollars (\$7,338,068) from the funding source and for the purposes identified in Attachment A of the Non-Housing Fund Due Diligence Review.

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 Non- Housing Fund Due Diligence Review is **Zero Dollars (\$0)** (the “Non-Housing Fund Due Diligence Review Payment”), which amount, subject to the DOF’s approval of the Non-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 Non-Housing Fund Due Diligence Review and to take any other actions necessary to ensure the validity of the Non-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 Non-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, May 20, 2013

ADOPTED BY THE FOLLOWING VOTE:

AYES:	BOARD MEMBERS:
NOES:	BOARD MEMBERS:
ABSTAIN:	BOARD MEMBERS:
ABSENT:	BOARD MEMBERS:

Chairperson of the Oversight Board

ATTEST: _____
Oversight Board Designated
Communication Official

**INDEPENDENT ACCOUNTANT'S REPORT ON
APPLYING AGREED UPON PROCEDURES
ALL FUNDS OTHER THAN THE LOW
AND MODERATE INCOME HOUSING FUND
ASSOCIATED WITH CALIFORNIA HEALTH AND SAFETY
CODE SECTIONS 34179.5(c)(1) THROUGH 34179.5(c)(6)
FOR THE SUCCESSOR AGENCY OF THE
HAYWARD REDEVELOPMENT AGENCY**

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

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

We have applied the procedures below, which were agreed to by the Successor Agency of the Hayward Redevelopment 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)(6) for all funds other than the Low and Moderate Income Housing Fund of the Successor Agency of the Hayward Redevelopment 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 (City staff) and agreed the transferred amounts listed to the Successor Agency's accounting records without exception.

	<u>Balances Transferred to Successor Agency on February 1, 2012</u>
ASSETS	
Current assets:	
Cash and investments	\$ 9,464,524
Cash and investments with fiscal agent	<u>214,096</u>
Total current assets	<u>9,678,620</u>
Noncurrent assets:	
Loans receivable	33,526,981
Land held for resale	9,565,031
Capital assets:	
Land and land improvements	5,277,955
Depreciable capital assets, net	<u>13,726,549</u>
Total noncurrent assets	<u>62,096,516</u>
Total Assets	<u>\$ 71,775,136</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: Not applicable. While the Redevelopment Agency transferred all assets to the City on March 1, 2011, all assets were subsequently transferred back to the Redevelopment Agency and then transferred to the Successor Agency on 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: Not applicable. According to City staff, there were no such transfers that occurred February 1, 2012 through June 30, 2012.

- 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: Not applicable.

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: Per inquiry of City staff, the Redevelopment Agency did not make any transfers from Other Funds to other public agencies or to private parties for the period from January 1, 2011 through January 31, 2012.

- B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the 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 Redevelopment Agency did not make any transfers from Other Funds to other public agencies or to private parties for the period from February 1, 2012 through June 30, 2012.

- 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: Not applicable.

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 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.

Result: See Schedule below:

**REDEVELOPMENT AGENCY
OF THE CITY OF HAYWARD (DISSOLVED AGENCY)
COMPARATIVE ASSET BALANCE LISTING**

	Redevelopment Agency 12 Months Ended <u>6/30/2010</u>	Redevelopment Agency 12 Months Ended <u>6/30/2011</u>	Redevelopment Agency 7 Months Ended <u>1/31/2012</u>	Successor Agency 5 Months Ended <u>6/30/2012</u>
Assets (modified accrual basis)				
Cash and investments	\$ 15,496,928	\$ 4,153,377	\$ 15,133,494	\$ 5,432,374
Cash and investments with fiscal agent	4,009,382	4,249,265	214,096	4,009,367
Accounts receivable	330,419	9,744	-	139,736
Interest receivable	42,952	7,736	-	-
Due from other funds	-	-	1,477,344	-
Loans receivable	41,260,914	33,973,002	41,528,707	33,446,012
Long-Term interfund receivable	3,421,374	3,876,516	3,876,516	-
Land held for redevelopment	10,272,570	-	10,272,570	9,565,031
Total assets	<u>\$ 74,834,539</u>	<u>\$ 46,269,640</u>	<u>\$ 72,502,727</u>	<u>\$ 52,592,520</u>
Liabilities (modified accrual basis)				
Accounts payable	536,663	141,018	4,900	114,699
Accrued liabilities	1,626,068	18,456	-	6,838
Interest payable	-	-	1,028,759	-
Deferred revenue	41,260,914	33,973,002	41,528,707	33,446,012
Advances from other funds	9,144,570	7,789,839	6,989,843	7,016,442
Refundable deposits	919,833	367,896	667,896	128,000
Notes payable-LT interfund payable	5,294,326	3,876,516	3,876,516	3,876,516
Due to other governments	-	984,937	-	-
Total Liabilities	<u>\$ 58,782,374</u>	<u>\$ 47,151,664</u>	<u>\$ 54,096,621</u>	<u>\$ 44,588,507</u>
Equity	<u>16,052,165</u>	<u>(882,025)</u>	<u>18,406,106</u>	<u>8,004,013</u>
Total Liabilities + Equity	<u>\$ 74,834,539</u>	<u>\$ 46,269,640</u>	<u>\$ 72,502,727</u>	<u>\$ 52,592,520</u>
Total Revenues:	11,283,975	11,890,656	4,285,493	2,928,815
Total Expenditures:	(16,969,822)	(14,162,021)	(1,939,613)	(3,358,513)
Total Transfers:	(1,286,228)	(17,890,506)	(429,115)	4,050,957
Net change in equity	<u>\$ (6,972,075)</u>	<u>\$ (20,161,871)</u>	<u>\$ 1,916,765</u>	<u>\$ 3,621,259</u>
Beginning Equity:	22,404,778	16,052,165	(882,025)	- *
Ending Equity:	<u>\$ 16,052,165</u>	<u>\$ (882,025)</u>	<u>\$ 18,406,106</u>	<u>\$ 8,004,013</u>
Other Information (show year end balances for all four periods presented):				
Capital assets as of end of year(Fund 911)	\$ 19,602,999	\$ 19,224,855	\$ 19,004,504	\$ 18,847,111
Long-term debt as of end of year(Fund 921)	51,570,000	50,170,000	50,170,000	48,630,000

Notes:

* Beginning equity is zero because this was a new fund and did not have prior period ending equity.

- 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.

Result: Per review of the schedule above, 4A, it appears that the total of all revenues, expenditures and transfers account fully for changes in equity from the previous 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.

Result: As noted in the above schedule 4A, we traced the amounts in the schedule above to the June 30, 2010 state controllers report without exception.

- 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.

Result: As noted in the above Schedule 4A, for the twelve months ended June 30, 2011, we traced the amounts to the Redevelopment Agency audited financial statements for the fiscal year ended June 30, 2011 without exception. As noted in the above Schedule 4A, for the seven-month period ending January 31, 2012, we traced amounts to the City's accounting records without exception. As noted in the above Schedule 4A, we traced amounts to the City's accounting records for the Successor Agency for the five-month period ending June 30, 2012 without exception.

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):

- 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: See Schedule below prepared by City staff. We agreed the balances of the following assets listed to the accounting records of the Successor Agency without exception.

	<u>Total</u>
Cash and investments	\$5,432,374
Cash and investments with fiscal agents	4,009,367
Accounts receivable, net	139,736
Loans receivable	33,446,014
Land held for resale	9,565,031
Land	5,277,955
Depreciable capital assets, net	13,569,156
Total Assets	<u><u>\$71,439,633</u></u>

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, there were no unspent bond proceeds 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, there were no grant proceeds that were restricted by a third party.

- C. Other assets considered to be legally restricted:
 - 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 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: See Schedule below prepared by City staff. We traced individual components of this computation to the Successor Agency’s accounting records. We also traced these components to legal documents that set forth the restrictions pertaining to these balances.

6C Other Assets Considered to be Legally Restricted			
Asset	Restrictions	Amount	Restricted Period of Time
Restricted Cash	Debt Reserve 2004 TAB Reserve	\$ 3,374,432	Until last debt service payment is made.
Restricted Cash	Debt Reserve 2006 TAB Reserve	634,935	Until last debt service payment is made.
		\$ 4,009,367	

- 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: See Schedule 6C above.

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.

Result: See Schedule below. Per City staff, the balances are listed at purchase costs.

	Non-liquid Assets of the Successor Agency on June 30, 2012
Loans receivable	\$33,446,014
Land held for resale	9,565,031
Land	5,277,955
Depreciable capital assets, net	13,569,156
	<u>\$61,858,156</u>

- 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.

Result: We traced the balances to the audited financial statements without exception.

- 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.

Results: Not applicable.

- 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: Not applicable.

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 Successor Agency. Identify in the report any listed balances for which the Successor Agency was unable to provide appropriate restricting language in the legal document associated with the enforceable obligation.

Results: Not applicable. Except for obligations listed under procedure #9, the City does not believe that additional assets balances need 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 Other Funds did not have any available assets as of June 30, 2012 to be retained for this purpose.

- C. If the Successor Agency believes that projected property tax revenues and other general purpose revenues to be received by the 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 staff believes there are sufficient projected property tax revenues and other general purpose revenues 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: Not applicable, following results of procedures performed at 8.A, 8.B and 8.C above.

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: We obtained a listing that cash balances totaling \$7,338,068 are required to be retained by the Successor Agency to satisfy enforceable obligations on approved recognized obligation payment schedules for the period between July 1, 2012 through June 30, 2013, as detailed in Attachment A provided by the Successor Agency.

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 B. Per City staff the City was not required to make a payment to the County Auditor Controller on July 12, 2012 as directed by the California Department of Finance.

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: Management signed and provided the representation letter dated April 16, 2013 without exception.

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

April 16, 2013

ATTACHMENT A

Name of Redevelopment Agency: Hayward Successor Agency
 Project Area(s): All

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AB 26/AB 1484 - Section 34169 for Period July - December 2012

Project Name / Debt Obligation	Payee	Description	Source of Funding	Total Outstanding Debt or Obligation	Total Due During Fiscal Year	Payments by month						Unrestricted Cash as of June 30, 2012 Needed to Satisfy Obligations	Explanation of Why Cash is Needed	
						Jul	Aug	Sep	Oct	Nov	Dec			Total ¹
1) 2004 Tax Allocation Bonds	Wells Fargo	Bond issue to fund non-housing projects	Real Property Tax Trust Fund (RPTTF)	36,910,000.00	3,368,981.50		921,990.75					\$ 921,990.75	921,990.75	See Note 3
1a) 2004 TAB Admin Fee FY2012	Wells Fargo	Annual administrative fee for bond issuance	TI Fund Balance	Varies every year - cannot estimate total amount	1,800.00		1,800.00					\$ 1,800.00	1,800.00	See Note 3
1b) 2004 TAB Admin Fee FY2013	Wells Fargo	Annual administrative fee for bond issuance	RPTTF	Varies every year - cannot estimate total amount	1,800.00							\$ -	0.00	See Note 3
1c) 2004 TAB Admin Fee FY2012	Willdan	Annual administrative fee for bond issuance	TI Fund Balance	Varies every year - cannot estimate total amount	5,175.00		5,175.00					\$ 5,175.00	5,175.00	See Note 3
1d) 2004 TAB Admin Fee FY2013	Willdan	Annual administrative fee for bond issuance	RPTTF	Varies every year - cannot estimate total amount	5,175.00							\$ -	0.00	See Note 3
2) 2006 Tax Allocation Bonds	Wells Fargo	Bond issue to fund non-housing projects	RPTTF	11,720,000.00	636,340.00		278,170.00					\$ 278,170.00	278,170.00	See Note 3
2a) 2006 TAB Admin Fee FY2012	Wells Fargo	Annual administrative fee for bond issuance	TI Fund Balance	Varies every year - cannot estimate total amount	2,000.00		2,000.00					\$ 2,000.00	2,000.00	See Note 3
2b) 2006 TAB Admin Fee FY2013	Wells Fargo	Annual administrative fee for bond issuance	RPTTF	Varies every year - cannot estimate total amount	2,000.00							\$ -	0.00	See Note 3
2c) 2006 TAB Admin Fee FY2012	Willdan	Annual administrative fee for bond issuance	TI Fund Balance	Varies every year - cannot estimate total amount	1,120.00		1,120.00					\$ 1,120.00	1,120.00	See Note 3
2d) 2006 TAB Admin Fee FY2013	Willdan	Annual administrative fee for bond issuance	RPTTF	Varies every year - cannot estimate total amount	1,120.00							\$ -	0.00	See Note 3
4) SERAF	Hayward Housing Authority	Loan for SERAF FY10 and FY11 payment	RPTTF	7,016,422.00	800,000.00							\$ -	Denied by DOF	
5) Contract for Restaurant Consulting	Five Star Restaurant	One-on-one restaurant consulting/retail attraction	TI Fund Balance	3,876,516.00	2,584,344.00							\$ -	Denied by DOF	
6) Contract for Restaurant Consulting	Five Star Restaurant	Matching loan funds for property owners along Foothill Blvd for facade improvement program	TI Fund Balance	14,287.50	3,787.50	3,787.50						\$ 3,787.50	3,787.50	See Note 3
8) Foothill Façade Loans	Multiple Property Owners	Project Delivery Costs to Implement Foothill Façade Loan Project	RPTTF	1,108,000.00	1,108,000.00	369,333.00	369,333.00	369,334.00				\$ 1,108,000.00	1,108,000.00	See Note 3
8a) Foothill Façade Loan Project Delivery Costs (Staff Costs/Legal Fees)	Successor Agency	Leave balance payoffs/liability fund deposit for employee leave costs	RPTTF	24,432.00	24,432.00	4,072.00	4,072.00	4,072.00	4,072.00	4,072.00	4,072.00	\$ 24,432.00	24,432.00	See Note 3
10) Employee Leave Liability	Employees of Agency/ Liability Fund	Liability Fund deposit for Agency employee PERS costs	RPTTF	49,175.00	49,175.00	49,175.00						\$ 49,175.00	49,175.00	See Note 3
11) PERS Liability (Note 2)	Liability Fund	Liability Fund deposit for Agency employee OPEB costs	RPTTF	666,235.40	666,235.40	0.00						\$ -	0.00	See Note 3
12) OPEB Liability (Note 2)	Liability Fund	Liability Insurance	RPTTF	177,227.20	177,227.20	0.00						\$ -	0.00	See Note 3
13) Agency insurance costs	City of Hayward	Consultant to prepare specific plan for Mission Blvd corridor	TI Fund Balance	54,042.00	54,042.00	4,503.50	4,503.50	4,503.50	4,503.50	4,503.50	4,503.50	\$ 27,021.00	27,021.00	See Note 3
16) Contract for Mission Blvd Specific Plan	Hall Altimana, Inc/Lamphear Gregory	Per AB126, to cover administrative costs of Successor Agency	RPTTF	213,649.44	182,412.00	15,201.00	15,201.00	15,201.00	15,201.00	15,201.00	15,201.00	\$ 91,206.00	91,206.00	See Note 3
22) Successor Agency Admin Allowance	City of Hayward	Security Patrol Services for Cinema Place garage	RPTTF	250,000.00	250,000.00	20,833.33	20,833.33	20,833.33	20,833.33	20,833.33	20,833.33	\$ 125,000.00	125,000.00	See Note 3
23) Contract for Security Services	ABC Security Services	Alarm Service for Cinema Place garage	RPTTF	68,000.00	68,000.00	5,666.67	5,666.67	5,666.67	5,666.67	5,666.67	5,666.67	\$ 34,000.00	34,000.00	See Note 3
24) Contract for Security Alarm	ADT Security Services	Repair	RPTTF	2,100.00	2,100.00	175.00	175.00	175.00	175.00	175.00	175.00	\$ 1,050.00	1,050.00	See Note 3
25) Contract for Elevator Maint and Repair	Mitsubishi Electric	Cinema Place Elevator	RPTTF	7,000.00	7,000.00	583.33	583.33	583.33	583.33	583.33	583.33	\$ 3,500.00	3,500.00	See Note 3
26) Contract for Sweeping	Montgomery Sweeping Service	Cinema Place Garage Sweeping	RPTTF	12,000.00	12,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00	\$ 6,000.00	6,000.00	See Note 3
27) Utilities	PGE	Cinema Place Garage Utilities	RPTTF	28,000.00	28,000.00	2,333.33	2,333.33	2,333.33	2,333.33	2,333.33	2,333.33	\$ 14,000.00	14,000.00	See Note 3
28) Utilities	City of Hayward	Cinema Place Water Utilities	RPTTF	500.00	500.00	41.67	41.67	41.67	41.67	41.67	41.67	\$ 250.00	250.00	See Note 3
29) Contract for Env Remediation Work	AEDIS Architecture & Planning	Burbank School Env Remediation Work	TI Fund Balance	6,504.54	6,504.54	6,504.54						\$ 6,504.54	6,504.54	See Note 3
30) Contract for Env Remediation Work	TRC	Residual Burbank Site - Removal Action Work	TI Fund Balance	20,000.00	15,626.87	5,208.96	5,208.96	5,208.96				\$ 15,626.87	15,626.87	See Note 3
37) Contract for Env Remediation	TRC	Finalize negotiation and execution of Purchase and Sale Agreement - staff project mgmt costs/legal fees	TI Fund Balance (\$72,882.77) RPTTF (\$255,728)	328,610.00	328,610.00	14,576.55	14,576.55	14,576.55	14,576.55	14,576.55	14,576.55	\$ 72,882.77	72,882.77	See Note 3
39) Project Delivery Costs - Burbank Residual Site	City of Hayward (Successor Agency)	Staff project mgmt costs; legal fees; property mgmt costs; appraisal costs; other associated costs for property disposition	RPTTF	18,863.00	18,863.00	4,643.83	4,643.83	4,643.83	4,643.83	4,643.83	4,643.83	\$ 27,863.00	27,863.00	See Note 3
39) Agency-held properties	City of Hayward (Successor Agency)	Env Remediation - Cinema Place	RPTTF	128,580.00	128,580.00	10,715.00	10,715.00	10,715.00	10,715.00	10,715.00	10,715.00	\$ 64,290.00	64,290.00	See Note 3
40) Contract for Env Remediation	AMEC Geomatrix Inc	Financial Analysis	TI Fund Balance	195,070.82	103,625.06	8,635.42	8,635.42	8,635.42	8,635.42	8,635.42	8,635.42	\$ 51,812.53	51,812.53	See Note 3
42) Contract for Financial Analysis	Keever Marston	Water testing at Cinema Place - monitoring of site	TI Fund Balance	20,000.00	7,720.83	2,573.61	2,573.61	2,573.61				\$ 7,720.83	7,720.83	See Note 3
46) Contract for Water Testing	SWRCB	Audit required by AB 1484 of Low Mod Housing Fund	TI Fund Balance	4,999.94	4,999.94							\$ 4,999.94	4,999.94	See Note 3
50) AB 1484 Audit Expenses	TBD	Per Oversight Board request, funds to pay for outside legal counsel	TI Fund Balance	15,000.00	15,000.00	15,000.00						\$ 15,000.00	15,000.00	See Note 3
51) Oversight Board Legal Counsel	TBD		TI Fund Balance	50,000.00	50,000.00		5,000.00	5,000.00	5,000.00	5,000.00	5,000.00	\$ 20,000.00	20,000.00	See Note 3

ATTACHMENT A

Name of Redevelopment Agency: Hayward Successor Agency
 Project Area(s) All

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AB 26/AB 1484 - Section 34169 for Period July - December 2012

				Varies every year depending on actual maintenance expenses - cannot estimate total amount														
52)	Cinema Place Maintenance Expense Repayment	Blake Hunt Ventures	Reimbursement of overpaid funds on deposit for annual maintenance expenses to holder of Cinema Place ground lease	TI Fund Balance	6,300.00										\$ 6,300.00	6,300.00	See Note 3	
53)	Cinema Place Maintenance Reserve FY 12 Payment	City of Hayward (Successor Agency)	Per requirements of ground lease, annual payment into capital maintenance reserve for Cinema Place pkng structure	TI Fund Balance	92,132.00	2,972.00									\$ 2,972.00	2,972.00	See Note 3	
53)	Cinema Place Maintenance Reserve FY 13 Payment	City of Hayward (Successor Agency)	Per requirements of ground lease, annual payment into capital maintenance reserve for Cinema Place pkng structure	RPTTF	89,160.00	2,972.00									\$ -	0.00		
Totals - This Page					\$ 63,166,506.84	\$ 8,150,736.84	\$ 513,482.10	\$ 1,711,128.50	\$ 475,097.21	\$ 97,980.64	\$ 97,980.64	\$ 97,980.64	\$ 2,993,649.73	\$ 2,993,649.73				

Note 1: This total only reflects payments required between 7/1/2012 and 12/31/2012 and not the total outstanding obligation.
 Note 2: Payment of these two line items deferred to future ROPS period.
 Note 3: The balance as of June 30, 2012 is inclusive of the RPTTF funds allocated to the Successor Agency to fund enforceable obligations for the ROPS II period (July to December 2012). Funds were allocated to the Successor Agency specifically for the purpose of funding the obligations listed on ROPS II and payable from RPTTF. Use of these funds for enforceable obligations is entirely consistent with the ROPS II as approved by the oversight board and DOF. The Successor Agency does not have any other source of funds for these obligations and many of the obligations have already been paid using funds available as of June 30, 2012.

ATTACHMENT A

Name of Successor Agency: Hayward Successor Agency
 County: Alameda

RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)
 January 1, 2013 through June 30, 2013

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						Unrestricted Cash as of June 30, 2012 Needed to Satisfy Obligations	Explanation of Why Cash is Needed		
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other			Six-Month Total	
1	2004 Tax Allocation Bonds	5/1/2004	5/1/2034	Wells Fargo	Bond issue to fund non-housing projects	Hayward Downtown	36910000	3368881.5							2,446,991	2,446,991	2,446,991.00	See Note 1
1a)	2004 TAB Admin Fee FY2012	5/1/2004	5/1/2034	Wells Fargo	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	1,800.00										
1b)	2004 TAB Admin Fee FY2013	5/1/2004	5/1/2034	Wells Fargo	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	1,800.00				1,800				1,800	1,800.00	See Note 1
1c)	2004 TAB Admin Fee FY2012	5/1/2004	5/1/2034	Willdan	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	5,175.00										
1d)	2004 TAB Admin Fee FY2013	5/1/2004	5/1/2034	Willdan	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	5,175.00					5,175			5,175	5,175.00	See Note 1
2	2009 Tax Allocation Bonds	6/1/2009	6/1/2036	Wells Fargo	Bond issue to fund non-housing projects	Hayward Downtown	11,720,000.00	636,340.00							358,170.00	358,170	358,170.00	See Note 1
2a)	2009 TAB Admin Fee FY2012	6/1/2009	6/1/2036	Wells Fargo	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	2,000.00										
2b)	2009 TAB Admin Fee FY2013	6/1/2009	6/1/2036	Wells Fargo	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	2,000.00					2,000.00			2,000	2,000.00	See Note 1
2c)	2009 TAB Admin Fee FY2012	6/1/2009	6/1/2036	Willdan	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	1,120.00										
2d)	2009 TAB Admin Fee FY2013	6/1/2009	6/1/2036	Willdan	Annual administrative fee for bond issuance	Hayward Downtown	Varies every year - cannot estimate total amount	1,120.00					1,120.00			1,120	1,120.00	See Note 1
3	Repayment Agreement with City of Hayward	9/23/1975	When paid off	City of Hayward	To fund start-up costs of Hayward Redevelopment Project Area	Hayward Downtown	7,016,422.00											Denied by DCF
4	SERAF	8/3/2011	When paid off	Hayward Housing Authority	Loan for SERAF FY10 and FY11 payments	Hayward Downtown	3,876,516.00											Denied by DCF
6	Contract for Restaurant Consulting	10/12/2010	12/30/2011	Five Star Restaurant	One-on-one restaurant consulting/retail attraction	Hayward Downtown	14,287.50											
8	Foothill Facade Loans	3/9/2011	When property owner work is complete	Multiple Property Owners	Matching loan funds for property owners along Foothill Blvd for facade improvement program	Hayward Downtown	1,108,000.00	1,108,000.00										
9a)	Foothill Facade Loan Project Delivery Costs (Staff Costs/Legal Fees)	N/A	N/A	Successor Agency	Project Delivery Costs to Implement Foothill Facade Loan Project	Hayward Downtown	24,432.00	24,432.00									24,432	24,432.00
10	Employee Leave Liability	2/1/2012	N/A	Employees of Agency/ Liability Fund	Leave balance periodically fund deposit for employee leave	Hayward Downtown	49,175.00											
11	PERS Liability	2/1/2012	N/A	Liability Fund	Liability Fund deposit for Agency employee PERS costs	Hayward Downtown	666,235.40	666,235.40									666,235.00	See Note 1
12	CPFB Liability	2/1/2012	N/A	Liability Fund	Liability Fund deposit for Agency employee CPFB costs	Hayward Downtown	177,227.00	177,227.00									177,227.00	See Note 1
13	Agency insurance costs	7/1/2011	Annual Agreement	City of Hayward	Liability Insurance	Hayward Downtown	54,642.00											Denied by DCF
16	Contract for Mission Blvd Specific Plan	11/17/2009	5/31/2013	Hill Altimira, Inc/Lampier Gregory	Consultant to prepare specific plan for Mission Blvd corridor	Hayward Downtown	213,649.44	182,412.00			91,206					91,206	91,206.00	See Note 1
22	Successor Agency Admin Allowance	2/1/2012	N/A	City of Hayward	Per AB17 26, to cover administrative costs of Successor Agency	Hayward Downtown	250,000.00	250,000.00				125,000				125,000	125,000.00	See Note 1
23	Contract for Security Services (See Notes page)	7/1/2012	Annual Agreement	ABC Security Services	Security Patrol Services for Cinema Place garage	Hayward Downtown	68,000.00											Denied by DCF
24	Contract for Security Alarm (See Notes page)	7/1/2012	Annual Agreement	Tyco Integrated Security LLC	Alarm Service for Cinema Place garage	Hayward Downtown	1,050.00							1,050		1,050	1,050.00	See Note 1
25	Contract for Elevator Maint and Repair (See Notes page)	7/1/2012	Annual Agreement	Mitsubishi Electric	Cinema Place Elevator	Hayward Downtown	3,500.00							3,500		3,500	3,500.00	See Note 1
26	Contract for Sweeping (See Notes page)	7/1/2012	Annual Agreement	Montgomery Sweeping Service	Cinema Place Garage Sweeping	Hayward Downtown	6,000.00							6,000		6,000	6,000.00	See Note 1
27	Utilities (See Notes page)	7/1/2012	Annual Agreement	PGE	Cinema Place Garage Utilities	Hayward Downtown	14,000.00							14,000		14,000	14,000.00	See Note 1
28	Utilities (See Notes page)	7/1/2012	Annual Agreement	City of Hayward	Cinema Place Water Utilities	Hayward Downtown	250.00							250		250	250.00	See Note 1
29	Contract for Env Remediation Work (see Notes page)	7/20/2007	2/7/2007	AEDS Architecture & Planning	Burbank School Env Remediation Work	Hayward Downtown	6,504.54	6,504.54										
30	Contract for Env Remediation Work (see Notes page)	2/4/2005	6/10/2008	TRC	Burbank School Env Remediation Work	Hayward Downtown	20,000.00	15,626.87										
37	Contract for Env Remediation Work (see Notes page)	8/5/2011	9/9/2013	TRC	Residual Burbank Site - Removal Action Work	Hayward Downtown	328,610.00	328,610.00						255,728		255,728	255,728.00	See Note 1
38	Project Delivery Costs - Burbank Residual Site	N/A	N/A	City of Hayward (Successor Agency)	Finalize registration and execution of Purchase and Sale Agreement - staff project mgmt costs/legal fees	Hayward Downtown	38,883.00	38,883.00						18,432		18,432	18,431.50	See Note 1
39	Property Disposition Costs - former Agency-held properties	N/A	N/A	City of Hayward (Successor Agency)	Staff project mgmt costs, legal fees, property mgmt costs, appraisal costs, other associated costs for property disposition	Hayward Downtown	128,580.00	128,580.00						64,290		64,290	64,290.00	See Note 1
40	Contract for Env Remediation (see Notes page)	6/25/2009	8/30/2012	AMEC Geomatrix Inc	Env Remediation - Cinema Place	Hayward Downtown	195,070.82	103,625.06			51,813					51,813	51,813.53	See Note 1
42	Contract for Financial Analysis	7/1/2011	N/A	Kemper Marston	Financial Analysis	Hayward Downtown	20,000.00	7,720.83										
46	Contract for Water Testing	6/15/2012	Once monitoring complete	SWRCB	Water testing at Cinema Place - monitoring of site	Hayward Downtown	4,999.94	4,999.94										
50	AB1484 Audit Expenses	N/A	N/A	Maze and Associates	Audit required by AB1484	Hayward Downtown	15,000.00	15,000.00										See Note 1
51	Oversight Board Legal Counsel	N/A	N/A	TBD	Per Oversight Board request, funds to pay for outside legal counsel	Hayward Downtown	50,000.00	50,000.00						30,000		30,000	30,000.00	See Note 1
52	Cinema Place Maintenance Expense Repayment	7/1/2007	Until 2042	Blake Hunt Ventures	Reimbursement of overpaid funds on deposit for annual maintenance expenses to holder of Cinema Place ground lease	Hayward Downtown	Varies every year depending on actual maintenance expenses - cannot estimate total amount											Denied by DCF
53	Cinema Place Maintenance Reserve FY12 Payment	7/1/2007	Until 2042	City of Hayward (Successor Agency)	Per requirements of Ground Lease, annual payment into capital maintenance reserve for Cinema Place plug structure until 2042	Hayward Downtown	92,132.00											Denied by DCF
54	Cinema Place Maintenance Reserve FY13 Payment	7/1/2007	Until 2042	City of Hayward (Successor Agency)	Per requirements of Ground Lease, annual payment into capital maintenance reserve for Cinema Place plug structure until 2042	Hayward Downtown	89,160.00											Denied by DCF
Grand Total							\$ 63,159,707	\$ 7,104,311	\$ -	\$ -	\$ 143,019	\$ 125,000	\$ 4,076,400	\$ -	\$ -	\$ 4,344,418	4,344,418.03	

Note 1: The balance as of June 30, 2012 is inclusive of the RPTTF funds allocated to the Successor Agency to fund enforceable obligations for the ROPS III period (January to July 2013). Funds were allocated to the Successor Agency specifically for the purpose of funding the obligations listed on ROPS III and payable from RPTTF. Use of these funds for enforceable obligations is entirely consistent with the ROPS III as approved by the oversight board and DOF. The Successor Agency does not have any other source of funds for these obligations and many of the obligations have already been paid using funds available as of June 30, 2012.

Attachment B

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

Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5)	\$71,439,633
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)	-
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6)	(4,009,367)
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)	(61,858,156)
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)	(7,338,068)
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	<u><u>(\$1,765,958)</u></u>

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CITY OF
HAYWARD
HEART OF THE BAY

December 14, 2012

Members of the Oversight Board for the Hayward Successor Agency

Ana Matosantos, Director
Steve Szalay, Local Government Consultant
Department of Finance
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Sacramento, CA 95814-3706
redvelopment_administration@dof.ca.gov

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Susan Muranishi, County Administrator
County of Alameda
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Re: Notice Regarding Delay in Transmittal of All Other Funds Due Diligence Review for the Successor Agency of the City of Hayward

To whom it may concern:

I write on behalf of the Successor Agency of the former Redevelopment Agency of the City of Hayward, a separate legal entity (the "Successor Agency"), in fulfillment of Health and Safety Code Sections 34179.5 and 34179.6.

Pursuant to Health and Safety Code Section 34179.5, the Successor Agency is required to employ a licensed accountant, approved by the County Auditor-Controller for the County of

OFFICE OF THE CITY MANAGER

777 B STREET, HAYWARD, CA 94541-5007

TEL: 510/583-4300 • FAX: 510/583-3601 • TDD: 510/247-3340

Alameda (the "Auditor-Controller"), to conduct a due diligence review (the "All Other Funds Due Diligence Review") to determine the unobligated balances from the dissolved redevelopment agency's non-housing funds held by the Successor Agency available for transfer to taxing entities.

Under Health and Safety Code Section 34179.6(a), by December 15, 2012 the Successor Agency is required to provide its Oversight Board, the County Administrator Officer for the County of Alameda (the "County Administrator"), the Auditor-Controller, the State Controller's Office (the "Controller"), and the Department of Finance (the "DOF") the results of the All Other Funds Due Diligence Review.

While the Successor Agency made its best efforts to meet the December 15, 2012 deadline, because of delays associated with the adoption of the agreed upon procedures for the due diligence review and the resulting inability to contract with a qualified accountant to timely conduct the Housing Fund Due Diligence Review and the All Other Funds Due Diligence Review, the Successor Agency is hereby informing its Oversight Board, the County Administrator, the Auditor-Controller, the DOF, and the Controller that there will be a delay in the submission of the results of the All Other Funds Due Diligence Review. The Successor Agency is still working to complete the Housing Fund Due Diligence Review, which will likely be completed in early January 2013. This will be followed by the All Other Funds Due Diligence Review, which will likely be completed by late February 2013, and will be submitted to you and the Oversight Board at that time.

For further information about the matters set forth in this notice or about the Successor Agency and the Oversight Board in general, inquiries may be directed to the undersigned, as Designated Contact Official of the Oversight Board, at:

Phone Number: (510) 583-4305
E-mail Address: Kelly.mcadoo@hayward-ca.gov

Sincerely,



Kelly McAdoo (formerly Morariu)
Designated Contact Official
for the Hayward Oversight Board

Approval of Housing Asset Transfer List

Staff Report and Attachments will be distributed and available on the City's website on Monday, May 20, 2013