

CITY OF BRENTWOOD
Oversight Board
Terrace View Room – 2nd floor
Brentwood City Hall
150 City Park Way
Brentwood, CA 94513

A special meeting of the Brentwood Oversight Board is hereby called for:

Wednesday, January 30, 2013

**** 5:00 p.m. ****

Note special start time

Oversight Board Members:

Bill Hill, Chair
Steve Barr
Bob Brockman
Paul Eldredge

Brian Swisher, Vice Chair
Kevin Horan
Eric Volta

MEETING AGENDA

1. Call to Order
2. Public Comment – *At this time the public is permitted to address the Board on items that are **not** on the agenda. Persons addressing the Board are required to limit their remarks to five (5) minutes unless an extension of time is granted by the Board.*
3. Approval of minutes from January 16, 2013 meeting
4. Consideration of a Resolution approving the Independent Accountant's Report on the Due Diligence Review of the Other Funds of the Successor Agency and determining the amount of cash and cash equivalents that are available for disbursement to taxing entities
5. Suggestions for future agenda items
6. Adjournment

Dated: January 25, 2013

NOTICE

In compliance with the Americans with Disabilities Act, the meeting room is wheelchair accessible and disabled parking is available. If you are a person with a disability and you need disability-related modifications or accommodations to participate in this meeting, please contact the City Clerk's Office at (925) 516-5440 or fax (925) 516-5441. Notification 48 hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting. {28 CFR 35.102-35, 104 ADA Title II}

POSTING STATEMENT

On **January 25, 2013** a true and correct copy of this agenda was posted on the City Hall Bulletin Board, outside City Hall, 150 City Park Way, Brentwood, CA 94513.



Oversight Board
January 16, 2013
Brentwood City Hall
Terrace View Conference Room
Meeting Minutes

Present: Steve Barr, Bob Brockman, Bill Hill, Brian Swisher

Absent: Paul Eldredge, Kevin Horan, Eric Volta

1. Call to Order – Chair Bill Hill called the meeting to order at 4:35 p.m.
2. Public Comment – None.
3. Consideration of minutes from December 3, 2012 – M/S/C (Swisher/Brockman) to approve the minutes from the December 3, 2012 meeting. 4-0-3 (Eldredge, Horan and Volta absent)
4. Receive the due diligence review of the other funds of the Successor Agency and hold a public comment session pursuant to Health and Safety Code Section 34179.6.

Assistant Finance Director Kerry Breen reported that the required dissolution of the RDA mandated an audit of all other funds (the Low/Moderate Housing Funds were previously included in another audit). The audit prepared by an outside firm was included in the agenda packet and determined that there were no other funds available for distribution. Kerry added that the County Auditor/Controller had requested some language modification to the report regarding the discrepancy in the true-up payment calculation.

This item will come back to the Oversight Board at the next meeting for consideration of approval. The Board had no questions and opened the public comment period.

5. Suggestions for future agenda items – It was decided that the next Board meeting would be a special meeting on January 30 to consider the approval of the Due Diligence Review of the Other Funds. Bob Brockman asked about the El Cerrito lawsuit regarding the RDA payment. Staff will investigate and will forward information to the Board members.
6. The meeting was adjourned at 4:43 p.m.

CITY OF BRENTWOOD OVERSIGHT BOARD

Meeting Date: January 30, 2013

Subject/Title: Consideration of a Resolution approving the Independent Accountant's Report on the Due Diligence Review of the Other Funds of the Successor Agency and determining the amount of cash and cash equivalents that are available for disbursement to taxing entities

Submitted by: Kerry Breen, Assistant Finance Director

Approved by: Pamela Ehler, Director of Finance and Information Systems

RECOMMENDATION

Adopt a Resolution approving the Independent Accountant's Report on the Due Diligence Review of the Other Funds of the Successor Agency and determining the amount of cash and cash equivalents that are available for disbursement to taxing entities.

PREVIOUS ACTION

On August 15, 2012 the City of Brentwood Oversight Board adopted Resolution 2012-13 approving the Recognized Obligation Payment Schedule of the Successor Agency City of Brentwood for January 1, 2013 – June 30, 2013.

On August 15, 2012 the City of Brentwood Oversight Board adopted Resolution 2012-14 authorizing the City Manager to enter into a contract not to exceed \$50,000 with a licensed accountant or accounting firm approved by the County Auditor-Controller to perform the due diligence reviews required pursuant to Health and Safety Code Section 34179.

On November 26, 2012, the City of Brentwood Oversight Board received the Due Diligence Review of the Low and Moderate Income Housing Fund and held a public comment session pursuant to Health and Safety Code Section 34179.6.

On December 3, 2012, the City of Brentwood Oversight Board adopted Resolution 2012-17 approving the Independent Accountant's Report on the Due Diligence Review of the Low and Moderate Income Housing Fund and determined the amount of cash and cash equivalents that were available for disbursement to taxing entities.

On January 16, 2013 the City of Brentwood Oversight Board received the Due Diligence Review of the Other Funds of the Successor Agency and held a public comment session pursuant to Health and Safety Code Section 34179.6. No comments were made by the public at this meeting.

BACKGROUND

Pursuant to Health and Safety Code Section 34179.5, each successor agency must 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 to determine the unobligated balances available for transfer to taxing entities. The Successor Agency hired the certified public accounting firm of Maze and Associates to conduct the due diligence reviews. The due diligence review of the Low and Moderate Income Housing Fund (LMIHF) was approved by the Oversight Board on December 3, 2012. The due diligence review for the

Other Funds of the Successor Agency ("Other Funds") is being presented for consideration of approval this afternoon.

The due diligence review determines the net balance of Other Funds and specifically the amount of cash and cash equivalents determined to be available for allocation to taxing entities as of June 30, 2012. In summary, such amount is calculated by determining the total value of assets and cash and cash equivalents in the Other Funds, and subtracting the following (Restricted Assets):

- (1) Restricted funds,
- (2) Assets that are not cash or cash equivalents,
- (3) Amounts that are legally or contractually dedicated or restricted for the funding of an enforceable obligation, and
- (4) Amounts that are needed to satisfy obligations that will be put on the Recognized Obligation Payment Schedule (ROPS) for the current fiscal year.

In addition, the amount determined to be available for allocation to taxing entities includes the value of assets, cash and cash equivalents transferred after January 1, 2011, through June 30, 2012, by the former Brentwood Redevelopment Agency or the Successor Agency to the City, another public agency or private person if an enforceable obligation to make that transfer did not exist.

Health and Safety Code Section 34179.6 requires each successor agency to submit the due diligence review to its oversight board for review and approval. Upon receipt of the due diligence review, the oversight board must convene a public comment session to take place at least five business days before the oversight board conducts a vote concerning the approval of the due diligence review. The oversight board must also consider any opinions offered by the County Auditor-Controller regarding the results of the due diligence review.

Staff has also provided a copy of the draft Other Funds of the Successor Agency Due Diligence Review and most recent ROPS to the County Auditor-Controller, County Administrator, State Controller, and the Department of Finance (DOF). As of the date of the submission the only comment received was from the County Auditor-Controller who objected to language used on page 12 (Procedure 8, Footnote A) which described the circumstances of the disputed AB1484 True-Up Payment amount. The language in question in the draft DDR read:

"Per City staff, the County calculated an AB1484 True-up Payment of \$2,056,042. City staff has indicated that the County's calculation contained an error and the City staff recalculated the Payment and remitted a revised amount of \$509,997 to the County in July 2012. The State and County have not made a ruling on whether the Successor Agency is relieved of its obligation to remit the balance to the County, therefore the balance appears to be an enforceable obligation until the issue is resolved."

The language above has been replaced with the following:

"The County calculated an AB1484 True-up Payment of \$2,056,042, while City staff calculated (and remitted to the County in July 2012) a revised amount of \$509,997. Per City staff, the implementation of AB1484 has been subject to multiple interpretations and while the involved parties have attempted to carry out their responsibilities under the statute as they understand them, differing interpretations of the requirements of the statute have resulted in disparate conclusions regarding the determination of the amount of the AB1484 True-Up Payment. Litigation is currently pending between the City and Successor Agency on one side, and the State and Auditor-Controller on the other, about the correct amount of the AB 1484

True-Up Payment. Until the settlement is final and a judgment has been entered, the unpaid balance of the AB1484 True-Up Payment is still a contingent liability of the Successor Agency that appears to be an enforceable obligation because it is an obligation imposed by State law (Health and Safety Code Section 34171(d)(a)(C)).

Any comments received subsequent to the publishing of this staff report will be verbally presented to the Oversight Board during staff's presentation of this item during the Oversight Board meeting and prior to the Board taking action on this item.

Following approval by the Oversight Board, the final approved due diligence review will then be transmitted to the DOF and the County Auditor-Controller. The DOF will then conduct its review and will notify the oversight board and the successor agency if it overturns or modifies any findings, determinations, or authorizations of the oversight board. The Successor Agency then has the option to meet and confer with DOF to discuss any modifications. At the completion of the due diligence review process the county auditor-controller must provide the DOF with a report specifying the amount submitted by each successor agency and specifically noting any successor agency that failed to remit the full required amount.

Upon full payment of 1) the amounts determined in the due diligence reviews from both the LMIHF and the Other Funds 2) the "surplus" tax revenues due (AB 1484 True Up Payment) and 3) any unpaid or underpaid pass through payments owed for fiscal year 2011-12, the DOF will issue the successor agency, within five business days, a Finding of Completion of the requirements of Section 34179.6. A Finding of Completion then allows, amongst other things, the Successor Agency to begin disposing of non-housing properties via an adopted and approved Property Management Plan.

Staff recommends that the Oversight Board approve the due diligence review for the Other Funds of the Successor Agency as prepared by Maze and Associates.

FISCAL IMPACT

The Other Funds due diligence review determined there are no unobligated funds available for remittance to the taxing entities. The Other Funds due diligence review confirms that the June 30, 2012 cash balance was \$2,272,127. Of this amount, \$509,997 was subsequently sent to the County Auditor-Controller for the AB 1484 True Up Payment and \$1,596,088 is obligated through approved enforceable obligations on the July – December 2012 ROPS. The remaining \$166,042 will be applied towards the Agency's enforceable obligations detailed in the Successor Agency's ROPS 3, covering January 2013 – June 2013, which was approved by both the Oversight Board and the Department of Finance.

Attachments

Resolution

Due Diligence Review of Other Funds

OVERSIGHT BOARD RESOLUTION NO.

A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF BRENTWOOD APPROVING THE INDEPENDENT ACCOUNTANT'S REPORT ON THE DUE DILIGENCE REVIEW OF THE OTHER FUNDS OF THE SUCCESSOR AGENCY AND DETERMINING THE AMOUNT OF CASH AND CASH EQUIVALENTS THAT ARE AVAILABLE FOR DISBURSEMENT TO TAXING ENTITIES

WHEREAS, Health and Safety Code Section 34179.5 requires the Successor Agency to employ a licensed accountant, approved by the county auditor-controller, to conduct a due diligence review to determine the unobligated balances available for transfer to taxing entities; and

WHEREAS, Maze and Associates conducted a due diligence review of the Other Funds of the Successor Agency to meet the requirements of Section 34179.5 and has prepared a report documenting the results of this review; and

WHEREAS, Health and Safety Code Section 34179.6 requires the Successor Agency to submit the results of the review conducted pursuant to Section 34179.5 for the Other Funds of the Successor Agency and specifically the amount of cash and cash equivalents determined to be available for allocation to taxing entities via the Other Funds of the Successor Agency due diligence review to the Successor Agency's Oversight Board for the Oversight Board's review and approval; and

WHEREAS, pursuant to Health and Safety Code Sections 34179.6 and 34180(j), the Successor Agency submitted to the Oversight Board, the county administrative officer, the county auditor-controller, the State Controller and the Department of Finance the due diligence review and a copy of the Recognized Obligation Payment Schedule ("ROPS"); and

WHEREAS, in accordance with Health and Safety Code Section 34179.6(b), the Oversight Board held a public comment session (the "Public Comment Session") not less than five days prior to considering the approval of the due diligence review at which time the public has an opportunity to hear and be heard on the results of the due diligence review; and

WHEREAS, the Oversight Board held the Public Comment Session on January 16, 2013 and no public comments were made; and

WHEREAS, a copy of the draft due diligence review and the Successor Agency's most recent ROPS have been provided to the County Auditor Controller, County Administrator, Department of Finance and State Controller's Office for providing those entities with the opportunity to comment on the due diligence review; and

WHEREAS, comments received from the County Auditor-Controller concerning language in the due diligence review have been received and incorporated into the final due diligence review report; and

WHEREAS, Section 34179.6 empowers the Oversight Board to authorize the Successor Agency to retain certain assets or funds to satisfy obligations; and

WHEREAS, an Oversight Board that makes that authorization must identify to the Department of Finance the amount of funds authorized for retention, the source of those funds, and the purposes for which those funds are being retained; and

WHEREAS, the determination and authorization to retain funds and assets is subject to the review and approval of the Department of Finance.

NOW, THEREFORE BE IT RESOLVED AS FOLLOWS:

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

Section 2 - Approval of Retention of Assets and Funds Following its review of the Report on the Other Funds of the Successor Agency Due Diligence Review ("Report"), and the public comments received during the public comment session held in consideration of the Report, and pursuant to Health and Safety Code Section 34179.6(c), the Oversight Board hereby approves and authorizes the Successor Agency to retain those assets and funds identified in Report, attached hereto and incorporated herein by reference. The Oversight Board further approves the purposes for which those funds are being retained, as set forth in the attached Report.

Section 3 - Determination of Cash and Cash Equivalents Available for Disbursement to Taxing Entities The Oversight Board hereby approves the Report, in substantially the form on file with the Secretary of the Oversight Board. Based on the information contained in the Report, the Oversight Board hereby determines that the amount of cash and cash equivalents available for disbursement to the taxing entities is as set forth in the calculation contained in the Report.

Section 4 - Submittal to Department of Finance The Oversight Board hereby directs staff to submit to the Department of Finance and the County Auditor Controller a copy of the Report which documents the information on the cash and assets the Oversight Board has determined should be retained by the Successor Agency and the determination of the amount of cash and cash equivalents that are available for disbursement to taxing entities.

Section 5 – Severability If any provision of this Resolution or the application of any such provision to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this Resolution that can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The Oversight Board declares that the Oversight Board would have adopted this Resolution irrespective of the invalidity of any particular portion of this Resolution.

PASSED, APPROVED AND ADOPTED by the Oversight Board for the Successor Agency City of Brentwood at a regular meeting held on January 30, 2013, by the following vote.

**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)
FOR THE SUCCESSOR AGENCY OF THE
BRENTWOOD 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 Brentwood Redevelopment Agency
Brentwood, California

We have applied the procedures below, which were agreed to by the Successor Agency of the Brentwood 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 Brentwood 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 Attachments 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 Brentwood and agreed the amounts transferred to the Successor Agency on February 1, 2012 to the accounting records without exception.

	Redevelopment Agency Non-Housing Fund Balances January 31, 2012 (Prior to transfer)	Balances transferred to Housing Successor on February 1, 2012	Balances transferred to the Successor Agency on February 1, 2012
ASSETS			
Cash and investments	\$1,936,292		\$1,936,292
Prepays	87		87
Bond issuance costs	238,260		238,260
Total Assets	<u>\$2,174,639</u>	<u>\$0</u>	<u>\$2,174,639</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:

The State Controller's Office has not yet completed its review of transfers. We obtained the listing of transfers from the former Redevelopment Agency to the City, excluding payments for goods and services, from the staff of the City of Brentwood and agreed the amounts transferred to the accounting records without exception. The transfers during the period January 1, 2011 through January 31, 2012, including the purpose of each transfer, were as follows:

Type of Transfer / Purpose	Transfer Dates	Amount	
Transfer Cash (City Park CIP No. 352-52406)	3/8/11, 6/30/11, 1/30/12, 1/31/12	\$424,966.35	(A)
Transfer Cash (Community Center CIP No. 337-37195)	3/8/11, 6/30/11, 8/24/11, 1/31/12	421,284.58	(A)
Transfer Cash (Downtown Infrastructure CIP No. 562-56382)	3/8/11, 1/31/12	1,061,640.35	(A)
Transfer Cash (Downtown Streetscape Ph I & II CIP No. 337-37203)	3/8/11, 1/31/12	5,570,898.03	(A)
Transfer Cash (Civic Center Parking CIP No. 337-37211)	3/8/11, 6/20/11, 8/24/11	7,500,000.00	(A)
Transfer Bond Proceeds (Community Center CIP No. 337-37195)	3/8/11	4,153,422.48	(A)
Transfer Cash at trustee (City Park CIP No. 352-52406)	3/8/11	424,088.00	(A)
Transfer Cash at trustee (Community Center CIP No. 337-37195)	1/20/12	63,051.04	(A)
Transfer Cash (OPEB Liability Payoff)	2/15/11	144,688.00	(B)
Transfers of Land:			
013-232-006 Southeast Corner of Oak & Walnut (Future Right of Way)	3/4/11	219,947.81	(C)
No APN 10' Wide Parcel to South of Oak & Walnut (Future Right of Way)	3/4/11	0.00	(C)
016-010-016 7030 Brentwood Blvd. (Future Right of Way)	3/4/11	1,107,181.45	(C)
No APN NEC of Second St. & Central Blvd. (Future Right of Way)	3/4/11	0.00	(C)
013-110-010 604 First Street (Public Parking Lot - Govt. Purpose)	3/4/11	0.00	(C)
013-100-009 8436 Brentwood Blvd. (Public Parking Lot - Govt. Purpose)	3/4/11	0.00	(C)
017-160-004 1000 Central (not acquired with tax increment funds)	3/4/11	0.00	(C)
No APN County Road #8 (not acquired with tax increment funds)	3/4/11	0.00	(C)
010-160-033 400 Guthrie Lane (not acquired with tax increment funds)	3/4/11	0.00	(C)

(A) City staff indicated that the transfers were for enforceable obligations related to capital projects funded by the Redevelopment Agency. We traced to the reimbursement agreements between the City and Redevelopment Agency for these projects and traced to the contract agreements between the City and vendors for these projects. All reimbursement agreements and contracts appear to be enforceable obligations that were established in February and March 2011. In addition, per review of the project detail for each of the projects, the project expenditures plus outstanding encumbrances appear to exceed the Redevelopment Agency funding as of October 12, 2012, therefore it does not appear that the City is holding Redevelopment Agency project funding that has not been expended or encumbered for these projects as of that date.

(B) We noted that the transfer consisted of a transfer on February 15, 2011 in the amount of \$144,688 to pay the Non Housing Fund's share of the former Redevelopment Agency's Other Post Employment Health Care Benefits (OPEB) Net Obligation as of that date, which appears to be an allowable enforceable obligation under Health and Safety Code Section 34171(d)(1)(A). The City subsequently paid the funds to the CalPERS OPEB Trust on February 16, 2011.

(C) Per documentation provided by the City, these land parcels were each sold to the City for \$10. Per City staff, the City intends to retain the parcels because they are to be used for public purposes. Retention by the City of the last five parcels was approved by Resolution of the Oversight Board in May 2012. However, the transfer of these parcels does not appear to be required by an enforceable obligation

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 this Agreed Upon Procedures report.

Results:

We obtained the following listing of transfers from the Successor Agency to the City, excluding payments for goods and services, from the staff of the City of Brentwood and agreed the amount transferred to the accounting records without exception.

<u>Source of Transfer</u>	<u>Date</u>	<u>Purpose of Transfer</u>	<u>Amount Transferred</u>
First ROPS (Jan - June 2012) Line 2	4/1/2012	2009 Civic Center Bond Debt Service Payment	\$444,040
First ROPS (Jan - June 2012) Line 1	4/12/2012	CIP 2012 Bond Debt Service Payment	425,119
First ROPS (Jan - June 2012) Line 23	5/31/2012	Administrative Cost Allowance	250,000

- 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 obtained documentation for all transfers above and noted that the transfers appear to be enforceable obligations, with the exception of the land parcel transfers noted in Note (C) in Procedure 2A 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 this Agreed Upon Procedures 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 this Agreed Upon Procedures report.

Results:

The State Controller’s Office has not completed its review of transfers. Per City staff, there were no transfers to private parties, other than for goods or services. We obtained the following list of transfers from the former Redevelopment Agency to other public agencies, other than for goods and services, from City staff and agreed the amounts transferred to the accounting records without exception.

Date	Amount	Payee	Purpose
1/26/2011	\$6,625	Knightsen School District	2010-2011 Pass Thru Payment
1/26/2011	69,673	Liberty Union High School District	Pass-Through Agreement Payment
1/26/2011	18,667	Oakley School District	Pass-Through Agreement Payment
1/26/2011	58,622	Brentwood Union School District	Pass-Through Agreement Payment
1/26/2011	2,197	Byron School District	Pass-Through Agreement Payment
6/30/2011	47,903	Brentwood Union School District	2010-2011 Pass Thru Payment
6/30/2011	5,243	Byron, Brentwood & Knightsen	2010-2011 Pass Thru Payment
6/30/2011	1,774	Byron School District	2010-2011 Pass Thru Payment
6/30/2011	15,254	Oakley School District	2010-2011 Pass Thru Payment
6/30/2011	58,317	Contra Costa County Community College	2010-2011 Pass Thru Payment
6/30/2011	5,623	Contra Costa County Flood Control	2010-2011 Pass Thru Payment
6/30/2011	47,919	Contra Costa County Library	2010-2011 Pass Thru Payment
6/30/2011	22,939	Contra Costa County Office Of Education	2010-2011 Pass Thru Payment
6/30/2011	267,430	Contra Costa County	2010-2011 Pass Thru Payment
6/30/2011	44,844	Contra Costa Mosquito Abatement	2010-2011 Pass Thru Payment
6/30/2011	25,077	East Bay Regional Park District	2010-2011 Pass Thru Payment
6/30/2011	208,268	East Contra Costa Fire Protection District	2010-2011 Pass Thru Payment
6/30/2011	5,341	Knightsen School District	2010-2011 Pass Thru Payment
6/30/2011	56,284	Liberty Union High School District	2010-2011 Pass Thru Payment
5/13/2011	540,915	Contra Costa County Auditor Controller	2011 State-required Supplemental Education Revenue Augmentation Fund Payment

- 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 this Agreed Upon Procedures report.

Results:

Per inquiry of City staff, the Successor Agency did not make any transfers to any other public agency or to private parties, other than for payments of goods and services, 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:

We obtained documentation for the transfers in 3A without exception and noted that all transfers appear to be enforceable obligations.

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.
 - 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:

We obtained the summary of financial transactions of the Redevelopment Agency and the Successor Agency, including both the Low and Moderate Income Housing Funds and Non-Housing Funds, and agreed amounts in the schedule relevant to June 30, 2010 to the state controller's report for that period. We traced amounts in the schedule for other fiscal periods presented to the City's account balances. Total revenues, expenditures, and transfers appear to account for the changes in equity for each period. See table below:

	(A) Redevelopment Agency 12 Months Ended 6/30/2010	(B) Redevelopment Agency 12 Months Ended 6/30/2011	(C) Redevelopment Agency 7 Months Ended 1/31/2012	(C) Successor Agency 5 Months Ended 6/30/2012
Assets (modified accrual basis)				
Cash and Investments	\$ 20,349,491	\$ 6,407,066	\$ 6,447,623	\$ 2,499,243
Receivables	2,034,844	3,853,459	4,637,475	77
Prepays	2,159	1,416	538	88
Land Held for Resale	2,367,488	1,040,359	1,040,359	-
Total Assets	\$ 24,753,982	\$ 11,302,300	\$ 12,125,995	\$ 2,499,408
Liabilities (modified accrual basis)				
Accounts Payable and Accrued Liabilities	\$ 1,019,653	\$ 829,515	\$ 49,921	\$ 549,159
Deposits Held	5,850	5,850	-	-
Deferred Revenue	2,030,722	3,850,938	4,637,475	-
Total Liabilities	\$ 3,056,225	\$ 4,686,303	\$ 4,687,396	\$ 549,159
Equity	21,697,757	6,615,997	7,438,599	1,950,249
Total Liabilities + Equity	\$ 24,753,982	\$ 11,302,300	\$ 12,125,995	\$ 2,499,408
Total Revenues:	\$ 19,546,867	\$ 6,189,688	\$ 3,183,046	\$ 1,026,327
Total Expenditures:	\$ 7,959,922	\$ 6,946,264	\$ 2,804,484	\$ 1,206,495
Total Transfers:	\$ (14,900,145)	\$ (14,325,184)	\$ 444,040	\$ 227,193 (D)
Net change in equity	\$ (3,313,200)	\$ (15,081,760)	\$ 822,602	\$ 47,025
Beginning Equity:	\$ 25,010,957	\$ 21,697,757	\$ 6,615,997	\$ 1,903,224 (E)
Ending Equity:	\$ 21,697,757	\$ 6,615,997	\$ 7,438,599	\$ 1,950,249
Other Information (show year end balances for all three years presented):				
Capital assets as of end of year	\$ -	\$ -	\$ -	\$ -
Long-term debt as of end of year	30,776,579	30,291,579	36,326,296	36,335,438
Deferred charges	252,020	243,329	238,260	238,260
Net OPEB Obligation	105,941	4,029	4,501	5,857
Accumulated compensated absences	43,344	47,632	3,600	3,285

(A) We agreed amounts in this column to the Redevelopment Agency's June 30, 2010 State Controller's Report and to the June 30, 2010 audited financial statements with only two exceptions. The State Controller's Report did not include the deferred charges or net OPEB obligation

(B) We agreed the amounts in this column to the Redevelopment Agency's June 30, 2011 audited financial statements without exception.

(C) We agreed balances to the City's accounting records without exception.

(D) Includes transfer of \$227,193 from the former Redevelopment Agency Low and Moderate income Housing Fund, as noted in the Low and Moderate Income Housing Due Diligence Review Agreed Upon Procedures Report dated October 12, 2012.

(E) Beginning equity at February 1, 2012 does not agree with the ending equity as of January 31, 2012 due to the transfer of net housing assets of \$5,535,375 to the Housing Successor on January 31, 2012.

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 the listing of assets provided by City staff and noted that the Successor Agency's assets as of June 30, 2012, excluding the assets of the Low and Moderate Income Housing Fund previously reported in that Due Diligence Review Agreed Upon Procedures Report dated October 12, 2012, and noted that the Successor Agency's assets are comprised of the following:

Cash and Investments	\$2,272,050
Receivables	77
Prepays	88
Bond issuance costs (deferred charges)	<u>238,260</u>
Total Assets	<u><u>\$2,510,475</u></u>

We agreed the balances to the accounting records without exception.

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 such assets 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 or program income held by the Successor Agency at June 30, 2012.

- 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:

Per inquiry of City staff, there were no other assets considered to be legally restricted held by the Successor Agency at 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:
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:

We obtained the listing of non liquid assets provided by City staff and agreed to accounting records of the Successor Agency without exception.

Prepays	\$88
Bond issuance costs (deferred charges)	<u>238,260</u>
Total Assets	<u><u>\$238,348</u></u>

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:

Per City staff, the Successor Agency believes asset balances at June 30, 2012 need to be retained to satisfy enforceable obligations. We obtained the schedule of assets and obligations from City Staff. We agreed the asset balances to the accounting records without exception. For each obligation, we traced to legal documentation without exception. For obligations listed on the Recognized Obligation Payment Schedules (ROPS), we traced to the ROPS approved by the California Department of Finance. See the table below:

		<u>Total Assets to be Retained</u>
Cash and investments		\$2,272,050
Accounts receivable		<u>77</u>
Total assets to be retained		<u><u>\$2,272,127</u></u>
		<u>Total Obligations to be Fulfilled</u>
AB 1484 Payment	(A)	\$509,997
Enforceable Obligations:		
Potential Additional AB 1484 Payment	(A)	1,546,045
July - Dec 2012 (See ROPS 2 - Attachment A)	(B)	<u>1,596,088</u>
Total obligations to be fulfilled		<u><u>\$3,652,130</u></u>

- (A) The County calculated an AB1484 True-up Payment of \$2,056,042, while City staff calculated (and remitted to the County in July 2012) a revised amount of \$509,997. Per City staff, the implementation of AB1484 has been subject to multiple interpretations and while the involved parties have attempted to carry out their responsibilities under the statute as they understand them, differing interpretations of the requirements of the statute have resulted in disparate conclusions regarding the determination of the amount of the AB1484 True-Up Payment. Litigation is currently pending between the City and Successor Agency on one side, and the State and Auditor-Controller on the other, about the correct amount of the AB 1484 True-Up Payment. Until the settlement is final and a judgment has been entered, the unpaid balance of the AB1484 True-Up Payment is still a contingent liability of the Successor Agency that appears to be an enforceable obligation because it is an obligation imposed by State law (Health and Safety Code Section 34171(d)(a)(C)).
- (B) City staff has indicated that revenues are not available to pay enforceable obligations under the ROPS for the period July 2012 to December 2012. See Attachment A for the specific enforceable obligations included in the \$1,596,088.

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.
 1. 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:
 - 1. 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 have any available assets as of June 30, 2012 to be retained for this purpose. At June 30, 2012, all assets of the Successor Agency were restricted as identified on Procedures 7 and 8A. However, if the Successor Agency is not required to make the additional AB1484 Payment, the Successor Agency does believe 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 would be required. We obtained the schedule of projected annual revenues and projected spending requirements for January 2013 to June 2013 as follows:

January 2013 RPTTF Allocation for the January to June ROPs	\$2,277,416
Enforceable Obligations:	
January - June 2013 (See ROPS 3 - Attachment B)	(2,480,949)
Shortfall (assets to be retained)	(\$203,533)

We agreed the revenue projection to the County’s original estimate of property tax revenues for distribution January 2, 2013 and the County’s amendment to that projection on November 30, 2012. For obligations listed on the ROPS, we traced to the ROPS approved by the California Department of Finance and the schedule of additional adjustments made by the County Auditor-Controller. We also traced to the legal documents supporting each enforceable obligation.

- 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 City staff, the Successor Agency believes that projected property tax revenues and other general purpose revenues are sufficient to pay bond debt service 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:

See calculation below:

Cash and investments	\$2,272,050
Accounts receivable	77
January 2013 RPTTF Allocation for the January to June ROPs	<u>2,277,416</u>
Total resources available to fund enforceable obligations	4,549,543
Less forecasted annual spending requirements:	
AB 1484 Payment	(509,997)
Enforceable Obligations:	
Potential Additional AB 1484 Payment	(1,546,045)
July - Dec 2012 (See ROPS 2 - Attachment A)	(1,596,088)
January - June 2013 (See ROPS 3 - Attachment B)	<u>(2,480,949)</u>
Negative amount indicates current unrestricted balances need to be retained	<u>(\$1,583,536)</u>

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 the copy of the ROPS for the period July 1, 2012 through December 31, 2012 (Attachment A). See column "Dollar amounts of existing cash needed to satisfy obligations" on Attachment A for the amounts proposed to be retained by the Successor Agency totaling \$1,596,088. We also obtained the copy of the final ROPS for the period of January 1, 2013 through June 30, 2013 (Attachment B). See column "Dollar amounts of existing cash needed to satisfy obligations" on Attachment B for the amounts proposed to be retained by the Successor Agency totaling \$203,533. Per inquiry of City staff, the Successor Agency has no other revenue sources and as such has no other means by which to pay the enforceable obligations.

The amount proposed to be retained by the Successor Agency for the ROPS July 1, 2012 through December 31, 2012 is included in Procedure 8A above. The amount proposed to be retained for the January 1, 2013 through June 30, 2013 ROPS is contingent upon the resolution of the AB 1484 Payment discussed in Procedure 8A above. Therefore, the Successor Agency does not propose to retain the existing cash of \$203,533 for the January 1, 2013 through June 30, 2013 ROPS, because there are no additional funds available for retention. However, if the Successor Agency is not required to make the additional AB 1484 Payment, then the Successor Agency does propose to retain the cash.

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 C). 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 C.

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 December 10, 2012 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 solely for the information and use of management and the Oversight Board, the State Department of Finance and the State Controller's Office; however, this restriction is not intended to limit the distribution of this report, which is a matter of public record.

Mane & Associates

December 10, 2012

ATTACHMENT A

Name of Redevelopment Agency:
 Project Area(s)
 Pamela Ehler, Agency Treasurer

Brentwood Redevelopment Agency
 Brentwood Merged Redevelopment Project Area
 925-516-5109

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AB 26 - Section 34167 and 34169

Project Name / Debt Obligation	Payee	Description	Total Outstanding Debt or Obligation	Source of Payment	Total Due During Fiscal Year	Payments by month		Dollar amounts of existing cash needed to satisfy obligations	Successor Agency's explanation as to why it believes that balances are needed to satisfy obligations.
						July	Dec		
1) 2001 Tax Allocation Bonds***	U.S. Bank	Refund 1990 TAB and Fund Reserve	27,127,150.00	5	1,364,082.00		\$ 800,119.00	Resources other than cash on hand are not available for payment of the obligation.	
2) 2001 Tax Allocation Bonds***	U.S. Bank	Refund 1990 TAB and Fund Reserve		3			\$ 150,000.00	Resources other than cash on hand are not available for payment of the obligation.	
3) 2009 Revenue Bonds	U.S. Bank	2009 Bonds Debt Service	28,778,123.52	5	1,050,087.00		\$ 608,514.00	Resources other than cash on hand are not available for payment of the obligation.	
4) Bond Debt Admin	City of Brentwood	Debt Service Expense	81,480.00	5	2,910.00		\$ 1,455.00	Resources other than cash on hand are not available for payment of the obligation.	
5) Administrative Allowance	City of Brentwood	Administrative Cost Allowance	7,000,000.00	5	250,000.00		\$ 142,217.36	Resources other than cash on hand are not available for payment of the obligation.	
6) Professional/Special Legal Services	Various	Legal/Audit/ER/Prop Tax Admin/Proj Serv	2,016,000.00	5	72,000.00		\$ 36,000.00	Resources other than cash on hand are not available for payment of the obligation.	
7) City Park CIP Project	Various	Projects per Agmnts/Proj Mgmt	1,299,825.65	5	1,299,825.65				
8) Community Center	Various	Projects per Agmnts/Proj Mgmt	2,162,929.90	5	0.00				
9) Downtown Infrastructure	Various	Projects per Agmnts/Proj Mgmt	2,216,385.65	5	0.00				
10) Downtown Streetscapes	Various	Projects per Agmnts/Proj Mgmt	860,995.97	5	0.00				
11) Housing Monitoring & Compliance	Various	Professional Legal/Office expenses	2,406,376.00	1	85,942.00		\$ 42,984.00	Resources other than cash on hand are not available for payment of the obligation.	
12) Pension Obligations	City of Brentwood	Unfunded pension obligations	598,850.00	5	0.00				
13) Pension Obligations	City of Brentwood	Unfunded pension obligations	128,901.00	1	0.00				
14) Bond Reserve Funds *	U.S. Bank	2001 CIP Bond Reserve Funds	1,392,000.00	6	0.00				
15) The Grove at Sunset Court **	Grove Sunset, L.P. (Metz)	Low/Mod Agrmt Loan/Proj Mgmt	3,989,500.00	1	3,989,500.00		\$ 3,989,500.00	Resources other than cash on hand are not available for payment of the obligation.	
16) Personnel Services	City of Brentwood	Low Mod Compliance/Monitoring Staff	5,993,756.00	1	214,062.00		\$ 107,031.00	Resources other than cash on hand are not available for payment of the obligation.	
17)									
18)									
19)									
20)									
21)									
22)									
23)									
24)									
25)									
26)									
27)									
28)									
29)									
Totals - This Page			\$ 66,041,533.69		\$ 8,328,406.65		\$ 5,877,820.36		
Totals - Other Obligations Page 1			\$ 83,660,200.00		\$ 1,063,045.00		\$ 1,093,045.00		
Totals - Other Obligations Page 2			\$ 39,194,000.00		\$ 453,000.00		\$ 453,000.00		
Grand total - All Pages			\$ 188,895,733.69		\$ 9,874,453.65		\$ 7,423,865.36		

Exhibit B
 NOTE - Detail of payments by Month has been omitted from this Attachment

Total amount of existing cash needed to satisfy obligations:
\$1,596,088.00

* Required by the bond covenants but not required to receive payment from Trust Fund at this time.
 ** Timing of payment is uncertain - payment may be made in June 2012 and is on the June 2012 ROPS
 *** The debt payment due in October is expected to be split between reserves and the Property Tax Trust Fund.

ATTACHMENT B

Name of Successor Agency: City of Brentwood
 County: Contra Costa County

NOTE: Columns that did not contain data were removed for this Attachment

Oversight Board Approval Date: 08/15/12

RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS II)
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	LMIHF	Reserve Balance	Admin Allowance	RPTTF	Six-Month Total	Dollar amounts of existing cash that are needed to satisfy obligations	Explanation as to why the Successor Agency balances are needed to satisfy obligations
Grand Total							\$ 777,869,792	\$ 8,379,414	\$ 4,094,140	\$ 152,741	\$ 250,000	\$ 2,105,937	\$ 6,027,718		
1	Bonds - Debt Service	9/27/2001	Completion of Debt Service	U.S. Bank	2001 CIP Bond Reserve Funds	Miscel	1,382,301.00	0.00							
2	Bonds - Debt Service	9/27/2001	Completion of Debt Service	U.S. Bank	2001/2012 Tax Allocation Bond Debt Service	Miscel	27,124,500.00	1,384,081.25					425,119		
3	Bonds - Debt Service (See Note RE: payment source)	10/1/2009	Completion of Debt Service	U.S. Bank	2009 Lease Revenue Bond Debt Service	Miscel	28,176,123.92	1,650,086.65					444,040		
4	Enforceable Agreements - Debt Service Processing	8/27/1981	Completion of Debt Service	City of Brentwood	Bond Debt Service Administration	Miscel	81,480.00	210.00		152,741		291,299	444,040		
5	Legally Binding - Administrative Cost Allowance	See Notes	N/A - Allowed by law	City of Brentwood	2012/13 Administrative Cost Allowance	Miscel	225,417.00	225,417.00			225,417	1,455	225,417		
6	Contracts for Administration of Agency - General Need	Ongoing	Completion of Winddown	Various	General Office/Insurance/Outsourcing	Miscel	980,000.00	35,000.00	7,500			10,000	17,500		
7	Enforceable Contracts - Prof Serv for Housing/Projects/Gen	7/19/2012	6/30/2014	Safe Consulting	Prof Assistance with Housing/Projects/General	Miscel	50,000.00	50,000.00	2,500		5,000	10,000	12,500		
8	Enforceable Contracts - Legal Serv for Housing/Projects/Gen	7/19/2012	6/30/2013	Burke, Williams & Somersan	Legal Assistance with Housing/Projects/General	Miscel	50,000.00	16,667.00	5,000		10,000	10,000	25,000		
9	Enforceable Contracts - Legal Serv for Housing/Projects/Gen	7/19/2012	6/30/2015	Best, Best and Kleiser	Legal Assistance - Construction / PM Law	Miscel	50,000.00	16,667.00	1,687		3,333	3,333	8,333		
10	Enforceable Contracts - Legal Serv for Public Works/Law	7/19/2012	6/30/2014	Best, Best and Kleiser	Legal Assistance - Construction / PM Law	Miscel	50,000.00	25,000.00			6,250	6,250	12,500		
11	Payments - Recieved by State (annual audit)	2/8/2010	Completion of Services	Merrill and Associates	Annual Independent Audit	Miscel	7,615.00	7,615.00	762			3,046	3,046		
12	Payments - Recieved by State (quarterly audits)	7/10 (See Note)	Completion of Services	Learned Accountant/Ch	Sweldt Aides BCUSA required by AS 1484	Miscel	50,000.00	50,000.00	15,000			35,000	50,000		
13	Enforceable Contracts - Community Center CIP	Completion of Project	US Bank/City of Brentwood	Various	City Park Project per Admin/Proj Mgmt	Miscel	1,289,825.65	515,000.00				515,000	515,000		
14	Enforceable Contracts - Community Center CIP	Completion of Project	Completion of Project	Various	Community Center Project per Admin/Proj Mgmt	Miscel	2,162,259.99	685,456.00				685,455	685,455		
15	Enforceable Contracts - Downtown Infrastructure CIP	See Notes	Completion of Project	Various	Downtown Infrastructure Project per Admin/Proj Mgmt	Miscel	2,162,259.99	685,456.00							
16	Enforceable Contracts - Downtown Infrastructure CIP	See Notes	Completion of Project	Various	Downtown Infrastructure Project per Admin/Proj Mgmt	Miscel	890,959.97	600.00							
17	Enforceable Agreements - Press Throughs Owed	9/14/1991	NA (See Notes)	BBC Union Cemetery	NY 2011/12 Press Throughs Owed	Miscel	9,000.00	6,000.00				6,000	6,000		
18	Enforceable Agreements - Press Throughs Owed	9/22/1991	NA (See Notes)	City of Brentwood	NY 2011/12 Press Throughs Owed	Miscel	70,000.00	70,000.00				70,000	70,000		
19	Loans or Money Borrowed by Agency (Confluent Loan)	See Notes	Completion of Winddown	CHPERS / City of Brentwood	Unfunded pension obligations	Miscel	1,546,045.00	0.00							
20	Payments - Pension Obligations	See Notes	Completion of Winddown	CHPERS / City of Brentwood	Unfunded pension obligations	Miscel	727,487.00	0.00							
21	Payments - Staff for government compliance and monitoring	See Notes	Completion of Winddown	EDD	Unemployment for staff benefit	Miscel	5,992,756.00	214,065.00	4,680			15,380	21,060		
22	Enforceable Contracts - Meth Housing Funding	See Notes	Completion of Winddown	City of Brentwood /Mets	Low/Med Compliance/Monitoring Staff	Miscel	3,950,000.00	3,950,000.00	3,950,000				3,950,000		
23	Enforceable Contracts - Legal Serv for Oversight Board	See Notes	6/30/2013	TBD - Legal Counsel	Legal Counsel requested by Oversight Board	Miscel	48,000.00	48,000.00				22,500	22,500		
24	Enforceable Contracts - Legal Serv for Oversight Board	See Notes	Completion of Winddown	City of Brentwood	Compensated Absences and OPEB Liability	Miscel	37,656.48								
25	Payments - Accrued Employee Benefits	Ongoing	Completion of Winddown	City of Brentwood	Compensated Absences and OPEB Liability	Miscel	37,656.48								

Total Enforceable Obligations for the Period: **\$6,602,716.00**
 Less LMIHF Funded: **(4,094,140.00)**
Enforceable Obligations to be Funded by RPTTF: \$2,480,949.00

Total amount of existing cash needed to satisfy obligations: **\$203,533.00**

ATTACHMENT C

SUCCESSOR AGENCY TO THE BRENTWOOD 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)	\$	2,510,475
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)		1,327,129
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 2A)		(1,327,129)
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)		(238,348)
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)		(1,762,130) (A)
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		<u>(509,997)</u>
Amount to be remitted to county for disbursement to taxing entities	\$	<u><u>-</u></u>

(A) Amount reported in Procedure 8A is \$2,272,127, but amount reported here is net of the \$509,997 payment made on July 12, 2012 to the County Auditor-Controller noted below.

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