STAFF REPORT

CITY OF SAN LEANDRO SUCCESSOR AGENCY OVERSIGHT BOARD

DATE: December 19, 2012

TO: Successor Agency Oversight Board

FROM: Jeff Kay, Administrative Analyst

SUBJECT: Oversight Board Review of Draft Due Diligence Review for the Non-Housing Funds of the Successor Agency

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SUMMARY AND RECOMMENDATION

The City hired a certified public accounting firm, Vavrinek, Trine, Day & Company, LLP (VTD), to conduct a due diligence review to determine the unobligated balances in the non-housing funds of the Successor Agency to the Redevelopment Agency of the City of San Leandro. Staff recommends that the Oversight Board provide comments and solicit public input on the Due Diligence Review for the non-housing funds prepared by VTD (see attached). Staff will compile the comments and make appropriate revisions and bring forward the final Due Diligence Review to the Oversight Board for approval by resolution on January 9, 2013.

BACKGROUND

Under Assembly Bill x1 26 (ABx1 26), the elimination of redevelopment agencies in California became effective on February 1, 2012. AB 1484 was subsequently signed into law on June 27, 2012 and requires successor agencies to hire a licensed and experienced accounting firm approved by the county auditor-controller, to conduct due diligence reviews of both housing and non-housing assets. VTD previously conducted a Due Diligence Review of the Low and Moderate Income Housing Fund (LMIHF), which was approved by the Oversight Board on October 10, 2012.

For this report, VTD reviewed the financial activities for all non-housing funds between January 1, 2011 and June 30, 2012 and prepared the attached Due Diligence Review. The intent of this review is to determine the unobligated fund balance that may be available for distribution to the taxing entities.

Analysis

The key finding from the Due Diligence Review is that the Successor Agency has $438,604 in unobligated non-housing fund balances available for remittance to the taxing entities. This amount represents the unencumbered cash that the Agency had on hand at the time of elimination. The other Successor Agency fund balances detailed in the Due Diligence Review

are not available for redistribution. These include disbursements from the Redevelopment Property Tax Trust Fund which are to be used to pay approved ROPS obligations, real estate assets, bond proceeds which must be spent on capital projects, and loan receivables which are not on-hand at this time.

Next Steps

As required under AB 1484, the Due Diligence Review was submitted to the Oversight Board, by December 17, 2012. Pursuant to AB 1484, the Oversight Board is required to hold a public comment session regarding the Due Diligence Review, to be followed by a meeting at which the Oversight Board makes its determinations regarding the report. The Oversight Board is authorized to request additional information from the Successor Agency to assist in its review, and subject to Department of Finance review and approval, is empowered to authorize the Successor Agency to retain specified assets and funds. If the Oversight Board makes such determination, it must identify to the Department of Finance the amount of the funds authorized for retention, the source of those funds, and the purposes for which the funds are being retained.

The Department of Finance has the authority to reject the determinations of the Oversight Board and to adjust the Due Diligence Report numbers. The Successor Agency may contest Department of Finance findings and request a meet and confer session within five business days of receipt of the Department's determination.

Below are key dates/deadlines for the non-housing Due Diligence Review.

- **December 19, 2012 –** Oversight Board meeting to review Due Diligence Review for non-housing funds and solicit public comments.

- **January 9, 2013 –** Oversight Board meeting for approval of the Due Diligence Review for non-housing funds, by resolution.

- **January 15, 2013 –** Statutory deadline for submittal of approved non-housing Due Diligence Review to the DOF and Alameda County Auditor-Controller.

- **April 1, 2013 –** Deadline for DOF Review of non-housing Due Diligence Review

- **April 5, 2013 –** Successor Agency deadline to remit payment or contest findings.

DRAFT

City of San Leandro
Redevelopment Successor Agency

Independent Accountants' Report on Applying Agreed-Upon Procedures pursuant to AB 1484 (All Other Funds)

June 30, 2012

VAVRINEK, TRINE, DAY
& COMPANY, LLP
Certified Public Accountants

VALUE THE DIFFERENCE

**INDEPENDENT ACCOUNTANTS' REPORT ON
APPLYING AGREED-UPON PROCEDURES**

Oversight Board of the
City of San Leandro Redevelopment Successor Agency
City of San Leandro, California

We have performed the Agreed-Upon Procedures enumerated in Exhibit A, which were agreed to by the California State Controller's Office, the California Department of Finance, the County Auditor-Controller, and the City of San Leandro Redevelopment Successor Agency to determine the Successor Agency All Other Fund's unobligated balances that are available for transfer to taxing entities, solely to assist you in ensuring that the Successor Agency is complying with its statutory requirements with respect to *Health and Safety Code* Section 34179.5. Management of the Successor Agency is responsible for the accounting records pertaining to 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 these procedures is solely the responsibility of those parties specified in the 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.

Exhibit A, B, and Exhibits C through C-5 identify the procedures and findings.

We were not engaged to, and did not conduct an audit, the objective of which would be the expression of an opinion as to the appropriateness of the results summarized in Exhibit A, B and Exhibits C through C-5. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Successor Agency Oversight Board, the Successor Agency, the California State Controller's Office, the California Department of Finance, the County Auditor-Controller, and is not intended to be, and should not be used by anyone other than these specified parties. This restriction is not intended to limit distribution of this report, which is a matter of public record.

Vavrinek, Trine, Day & Co., LLP.

Pleasanton, California
December 15, 2012

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CITY OF SAN LEANDRO REDEVELOPMENT SUCCESSOR AGENCY

EXHIBIT A
AGREED UPON PROCEDURES
PURSUANT TO AB 1484 ALL OTHER FUNDS

Our procedures and findings are as follows:

A. All Other Funds of the Successor Agency

For each Successor Agency Fund, (excluding the Low and Moderate Income Housing Fund) the following procedures were performed:

1. Obtain from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency (RDA) 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.

   Findings – We obtained 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. We agreed the amounts on this listing to account balances established in the accounting records of the Successor Agency noting the total balance of all assets that were transferred to the Successor Agency on February 1, 2012, was $28,726,653 and consisted of cash and investment, receivables, restricted cash and investments, and capital assets. Of the $28,726,653, $11,031,949 of capital assets was originally transferred from the former RDA to the City on March 1, 2011, and subsequently transferred to the Successor Agency on February 1, 2012.

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.

   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.

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.

Findings - The Successor Agency asserted the State Controller's Office has not indicated to the Successor Agency that they have completed a review of transfers required under both Sections 34167.5 and 34178.8.

The Successor Agency asserted that transfers were made from the former RDA to the City and other private parties in the amount of $18,339,997 during the period of January 1, 2011 through January 31, 2012. Of the $18,339,997, a total of $11,013,949 in capital assets was subsequently transferred from the City to the Successor Agency on February 1, 2012. A listing of the transfers for the period January 1, 2011 through June 30, 2012 is included as Exhibit C of the AUP report. We noted the assets transferred to the City included capital assets and cash for the funding of loan payments, bond debt service, and cooperative and reimbursement agreements. Such amounts have not been added to the Summary of Balances Available for Allocation to Affected Taxing Entities.

The Successor Agency asserted no transfers were made from the Successor Agency to the City for the period from February 1, 2012 through June 30, 2012.

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.

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.

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.

Findings - The Successor Agency asserted the State Controller's Office has not indicated to the Successor Agency that they have completed a review of transfers required under both Sections 34167.5 and 34178.8.

The Successor Agency asserted that transfers were made from the former RDA to the City and other private parties in the amount of $18,339,997 during the period of January 1, 2011 through January 31, 2012. Of the $18,339,997, a total of $11,013,949 in capital assets was subsequently

transferred from the City to the Successor Agency on February 1, 2012. A listing of the transfers for the period January 1, 2011 through June 30, 2012 is included as Exhibit C of the AUP report. We noted the assets transferred to private parties included cash for the funding of loan payments, bond debt service, and cooperative and reimbursement agreements. We found one item in the amount of $50,000 paid to the San Leandro Transportation Management Organization on November 7, 2011 that did not have any supporting source documentation. Such amounts have not been added to the Summary of Balances Available for Allocation to Affected Taxing Entities.

The Successor Agency also asserted no transfers were made from the former redevelopment agency or the Successor Agency to any other public agency or to private parties for the period February 1, 2012 through June 30, 2012.

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 the attached schedule 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.

   Findings - We obtained from the Successor Agency a summary of the financial transactions. We determined through recalculation that the total revenues, expenditures, and transfers fully accounts for the changes in equity form the previous fiscal periods. The amounts in the schedule for June 30, 2010 were agreed to the State Controllers Annual Financial Transactions filed by the Redevelopment Agency noting no exceptions. We agreed the fiscal year ended June 30, 2011 balances per the schedule to the Redevelopment Agency's audited financial statements and noted one exception. There was a prior period adjustment for $6,150,000 related to land purchased in the fiscal year ended June 30, 2009 but was not accurately recorded. This asset was included in the capital assets of $11,031,949 noted in exhibit C which were eventually transferred to the Successor Agency. We agreed the periods ended January 31, 2012 and June 30, 2012 balances to the accounting records of the former Redevelopment Agency and the Successor Agency, respectively, noting no exceptions. The summary of financial transactions is included in Exhibit B of the AUP report.

EXHIBIT A
AGREED UPON PROCEDURES
PURSUANT TO AB 1484 ALL OTHER FUNDS

5. Obtain from the Successor Agency a listing of all assets of other funds 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 All Other Successor Agency Funds, the schedule attached as an exhibit will include only those assets of the All Other Assets Funds 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 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.

   Findings - For the Successor Agency All Other Funds, we agreed the assets listed to the recorded balances reflected in the Successor Agency's accounting records. We noted the asset balance of the Successor Agency All Other Funds as of June 30, 2012 was $27,533,389. See Exhibit C-1 for the listing of these assets.

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.

   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.

   C. Other assets considered to be legally restricted:

      i. 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 Obtain 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.

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.

Findings - The Successor Agency asserted that the assets totaling $11,563,134 were restricted as the assets represented unspent bond proceeds. For the unspent bond proceeds, we traced the balances to the fiscal agent bank statement without exception, except for the $825,000 Plaza Sinking Fund, which we obtained a schedule from the City identifying the calculation of the amount based on the sinking fund requirement as outlined in the official statement. We obtained copies of the official statements relating to the bond issues noted at Exhibit C-2, noting that the bonds were issued to finance redevelopment projects in or for the benefit of the Redevelopment project areas.

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.

Findings - The Successor Agency asserted that the Successor Agency has capital assets, land held for resale, and long term receivables that are considered non-liquid assets. These assets are recorded at cost and have a total book value of $11,745,410. Capital assets with a net book value of $4,881,949 consisted of land, buildings, and improvements net of accumulated depreciation. Long-term receivables consisted of loans receivable issued by the former RDA with a book value of $713,461. We traced all of the non-liquid assets to the Successor Agency accounting records noting no differences. A listing of the non-liquid assets is included at Exhibit C-3.

EXHIBIT A
AGREED UPON PROCEDURES
PURSUANT TO AB 1484 ALL OTHER FUNDS

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 (ROPS) 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.

   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.

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.

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.

   Findings – The Successor Agency asserted that no asset balances need to be retained to satisfy enforceable obligations. Therefore, we did not perform the procedures in step 8.

9. If the Successor Agency believes that cash balances as of June 30, 2012, need to be retained to satisfy obligations on the 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.

   Findings - The Successor Agency asserted that cash balances in the amount of $3,264,652 as of June 30, 2012, need to be retained to satisfy enforceable obligations on the ROPS for the period of July 1, 2012 through December 31, 2012, of the Successor Agency Redevelopment Funds. The cash balance will be retained to fund enforceable obligations approved by the Department of Finance. We inspected a copy of the final approved ROPS schedule. A schedule of the asset balances retained is at Exhibit C-4 of the AUP Report.

EXHIBIT A
AGREED UPON PROCEDURES
PURSUANT TO AB 1484 ALL OTHER FUNDS

10. Include (or present) a schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities. 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).

    Findings - The Successor Agency prepared a schedule detailing the computation of the Summary of Balances Available for Allocation to Affected Taxing Entities. (See Exhibit C-5.)

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 341795) 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.

    Findings - We have obtained management's written representations acknowledging their responsibility as outlined in procedure #11.

City of San Leandro Redevelopment Successor Agency **Exhibit B**
All Other Funds
Summary of Financial Transactions

	Redevelopment Agency 12 Months Ended 6/30/2010 (Modified Accrual)	Redevelopment Agency 12 Months Ended 6/30/2011 (Modified Accrual)	Unaudited Redevelopment Agency 7 Months Ended 1/31/2012 (Modified Accrual)	Unaudited Successor Agency 5 Months Ended 6/30/2012 (Full Accrual)
Assets				
Current assets:				
Cash and investments	$ 10,944,487	$ 10,985,105	$ 7,234,995	$ 5,037,190
Cash and investments with fiscal agent	17,028,013	15,387,132	13,153,164	10,738,134
Receivables:				
Accounts	98,844	129,252	14,791	12,655
Property Taxes	50,974	33,840	-	713,461
Loans	9,607,107	9,585,903	10,238,577	-
Interest	490,401	548,162	25,059	-
Advances to other funds	2,475,000	2,475,000	2,475,000	-
Other Assets	3,395	580	-	-
Capital Assets	-	-	-	11,031,949
Total Assets	$ 40,698,221	$ 39,144,974	$ 33,141,586	$ 27,533,389
Liabilities				
Accounts Payable	$ 116,774	$ 695,243	$ 35,256	$ 1,484,430
Unearned Revenue	10,077,896	10,109,006	10,296,362	707,077
Other liabilities	5,044,494	4,974,133	-	46,842
Advances from City	4,433,639	2,088,908	2,040,768	2,040,768
Advances from other funds	2,475,000	2,475,000	2,475,000	-
Long-term debt	-	-	-	50,962,440
Total Liabilities	$ 22,147,803	$ 20,342,290	$ 14,847,386	$ 55,241,557
Equity	18,550,418	18,802,684	18,294,200	(27,708,168)
Total Liabilities + Equity	$ 40,698,221	$ 39,144,974	$ 33,141,586	$ 27,533,389
Total Revenues:	$ 11,596,579	$ 12,181,879	$ 5,394,411	$ 9,511,542
Total Expenditures:	$ 21,925,719	$ 11,929,613	$ 5,902,895	$ 11,596,418
Total extraordinary items	$ -	$ -	$ -	$ (25,623,292)
Net change in equity	$ (10,329,140)	$ 252,266	$ (508,484)	$ (27,708,168)
Beginning Equity:	$ 28,879,558	$ 18,550,418	$ 18,802,684	$ -
Ending Equity:	$ 18,550,418	$ 18,802,684	$ 18,294,200	$ (27,708,168)

Other Information (show year end balances for all three years presented):

Capital assets as of end of year	$ 8,596,138	$ 14,746,138	$ 15,008,844	$ -
Long-term debt as of end of year	$ 55,431,196	$ 53,803,343	$ 51,539,512	$ -

City of San Leandro Redevelopment Successor Agency
All Other Funds
Schedule of Asset Transfers to the City, County, or City and County, and Other Public Agencies or Private Parties

Exhibit C

DATE OF TRANSFER	DESCRIPTION OF ASSETS	RECIPIENT	$ VALUE OF ASSETS TRANSFERRED	$ VALUE OF ASSETS NOT SUPPORTED	PURPOSE OF TRANSFER	SOURCE DOC BASIS FOR TRANSFER
Period of Jan 1, 2011 through Jan 31, 2012						
Monthly	Cash	Friends of the SL Creek	$ 34,292		Lease Guarantee	Rent Payments and Prop. Tax, ROPS Item 11
Monthly	Cash	SL Chamber of Commerce	39,051		Monthly Lease Payments	Lease/Purchase Agmt, ROPS Item 13
1/10/2011	Cash	Victor Siu	50,000		Façade Impvmt Proj.	Loan Agreement/grant
1/10/2011	Cash	Scandic Springs	5,396		Industrial Comp. Pgm	Loan Agreement/grant
1/21/2011	Cash	City of San Leandro	171,764		Scheduled loan Principal	Plaza Project Loan, Res 2004-011 RDA
1/21/2011	Cash	City of San Leandro	128,236		Scheduled loan Interest	Plaza Project Loan, Res 2004-011 RDA
2/4/2011	Cash	Glesby Wholesale	850		Industrial Comp. Pgm	Loan Agreement/grant
2/4/2011	Cash	Donna Stamm	7,659		Façade Impvmt Proj.	Loan Agreement/grant
2/8/2011	Cash	Natural Capitalism, Inc.	3,000		Industrial Comp. Pgm	Loan Agreement/grant
3/1/2011	Cash	US Bank	371,769		Debt Service, Plaza TABs	Official Statement, ROPS Item 2
3/1/2011	Cash	US Bank	143,794		Debt Service, WSL TABs	Official Statement, ROPS Item 4
3/1/2011	Cash	US Bank	688,969		Debt Service, Joint TABs	Official Statement, ROPS Item 5
3/7/2011	Cash	City of San Leandro	2,137,273		Loan balance repayment	Res 2011-006 RDA
3/7/2012	BUILDING - 14901 EAST 14TH ST	City of San Leandro	390,727		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	1595 WASHINGTON AVE (EBMUD)	City of San Leandro	98,070		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - AUTO MALL SIGN #158	City of San Leandro	-		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - 14901 EAST 14TH ST	City of San Leandro	264,986		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - ALBERTSON'S PARKING LOT	City of San Leandro	6,150,000		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - 268 PARROTT ST.	City of San Leandro	147,059		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	1595 WASHINGTON AVE (EBMUD)	City of San Leandro	350,000		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	BUILDING - 290 DAVIS ST	City of San Leandro	279,480		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	BUILDING - FORMERLY GREAT WESTERN BANK	City of San Leandro	212,508		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND- OPEN SPACE CREEK WALK #6	City of San Leandro	599,760		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND- PEDESTRIAN WALKWAY AT PLAZA #74	City of San Leandro	-		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - PEDESTRIAN WALKWAY AT PLAZA #77	City of San Leandro	-		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - PARKING LOT #72 AT PLAZA	City of San Leandro	35,253		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - PARKING LOT AT PLAZA #73	City of San Leandro	27,372		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - PARKING LOT AT PLAZA #75	City of San Leandro	115,881		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - PARKING LOT AT PLAZA #76	City of San Leandro	111,482		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - EASEMENT ENTRANCE AT DAVIS #117	City of San Leandro	80,622		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - 290 DAVIS STREET	City of San Leandro	156,876		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND -1199 EAST 14TH ST	City of San Leandro	484,500		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - CURB LANDSCAPE-HAYS/W JUANA #62	City of San Leandro	14,284		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - PARKING LOT	City of San Leandro	180,000		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	FIRE STATION #11(FORMER)- BUILDING	City of San Leandro	19,199		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	BUILDING - 2512 DAVIS ST	City of San Leandro	443,892		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	FORMER FIRE STATION #11- LAND	City of San Leandro	65,000		Transfer to City	Dispos. And Dev. Agreement
3/7/2012	LAND - 2512 DAVIS ST	City of San Leandro	805,000		Transfer to City	Dispos. And Dev. Agreement
4/14/2011	Cash	Anthony A. Batarse	22,019		Sales Tax Rebate, OPA	Res 2002-3 RDA
4/14/2011	Cash	Deborah Cabral-Halliday	19,616		Façade Impvmt Proj.	Loan Agreement/grant
6/1/2011	Cash	US Bank	92,379		Debt Service, Joint COPs	Official Statement, ROPS Item 1
6/16/2011	Cash	Deborah Cabral-Halliday	3,013		Façade Impvmt Proj.	Loan Agreement/grant
6/9/2011	Cash	San Leandro USD	160,000		Financing Agreement	ROPS Item 14
7/8/2011	Cash	M & H Senna Trust	3,750		Façade Impvmt Proj.	Loan Agreement/grant
9/1/2011	Cash	US Bank	976,769		Debt Service, Plaza TABs	Official Statement, ROPS Item 2
9/1/2011	Cash	US Bank	253,794		Debt Service, WSL TABs	Official Statement, ROPS Item 4
9/1/2011	Cash	US Bank	1,183,969		Debt Service, JointTABs	Official Statement, ROPS Item 5
10/12/2011	Cash	Bayfair Development	250,000		Scheduled Reimb. Payment	Reimb. Agmt., ROPS Item 8
10/19/2011	Cash	Ford Store	79,832		Sales Tax Rebate	OPA, ROPS Item 10
11/7/2011	Cash	SL Transportation Mgmt. Org.	50,000	$ 50,000	LINKS Shuttle operations	None. Re-occuring, budgeted subsidy
12/1/2011	Cash	US Bank	257,379		Debt Service, Joint COPs	Official Statement, ROPS Item 1
1/23/2012	Cash	City of San Leandro	48,141		Scheduled loan Principal	Loan Agreement, ROPS Item 9
1/23/2012	Cash	City of San Leandro	125,336		Scheduled loan Interest	Loan Agreement, ROPS Item 9
Period of Feb 1, 2012 through June 30, 2012						
	TOTAL		$ 18,339,997	$ 50,000		

City of San Leandro Redevelopment Successor Agency **Exhibit C-1**
All Other Funds - Listing of Assets
As of June 30, 2012 - Unaudited

Note: Excludes all assets held by the entity that assumed the housing function of the former RDA

Assets

Cash and investments					
98-101-1011*	*Cash & Investments*		$ 1,433,603		
			3,603,587		
			-		
		Total		$	5,037,190
Capital Assets					
*908-180-**	*Capital Assets*		$ 11,031,949		
			-		
			-		
		Total		$	11,031,949
Cash/investments w/ Fiscal Agent					
98-103-1031*	*Cash With Fiscal Agent*		$ 10,738,134		
			-		
			-		
		Total		$	10,738,134
Other (break-out / delineate as appropriate)					
98-125-1255*	*Loans Receivable*		$ 713,461		
	Miscellaneous Receivable		12,655		
			-		
		Total		$	726,116
		TOTAL ASSETS AT 6/30/2012:		**$**	**27,533,389**

City of San Leandro Redevelopment Successor Agency
All Other Funds
Legally Restricted Amounts

Exhibit C-2

ITEM	DESCRIPTION	ACCOUNT	AMOUNT	PURPOSE/DOC SOURCE/LEGAL DOCUMENT	PERIOD OF RESTRICTION
A	Unspent Bond Proceeds				
	a 2004 WSL TABS	984-103-1045	$ 30	Capital Impv/Official Statement	Unknown, length of project determines period
	b 2002 Plaza TABS	981-103-1041	311,766	Capital Impv/Official Statement	Unknown, length of project determines period
	c 2008 JPA TABS	982-103-1049	6,619,204	Capital Impv/Official Statement	Unknown, length of project determines period
	d. 2002 Plaza TABS - Debt Reserve	970-103-1041	1,178,777	Reserve Requirement/Official Statement	End of Term/2032
	e 2001 JPA COP - Debt Reserve	970-103-1042	350,853	Reserve Requirement/Official Statement	End of Term/2026
	f 2004 WSL TABS - Debt Reserve	970-103-1045	400,817	Reserve Requirement/Official Statement	End of Term/2034
	g 2008 JPA TABS - Debt Reserve	970-103-1049	1,876,687	Reserve Requirement/Official Statement	End of Term/2038
	h Plaza Sinking Fund	970-290-2900	825,000	Reserve Requirement/Official Statement	End of Term/2032
B	Grant proceeds and program income		-		
C	Other assets		-		
		Total	$ 11,563,134		

City of San Leandro Redevelopment Successor Agency **Exhibit C-3**
All Other Funds
Non Liquid Assets - All Other Funds

ITEM	DESCRIPTION	GL ACCT NO	AMOUNT	VALUE METHOD (COST OR MARKET)	REFERENCE
A	Capital Assets				
	a Land	998-180-1801	$ 3,438,075	Cost	
	b Buildings	998-180-1810/1851	1,443,874	Cost	
			-		
B	Land Held for Resale	998-180-1811	6,150,000	Cost	
C	Long Term Receivables	98*-125-1196 ; 98*-125-1254	713,461	Outstanding Principal Due	
D	(List other non liquid assets as needed)		-		
		Total	$ 11,745,410		

City of San Leandro Redevelopment Successor Agency **Exhibit C-4**

All Other Funds

June 30, 2012 Cash Balances Needed to Satisfy Obligations for the 2012/2013 FINAL ROPS

ITEM	PROJECT NAME	ROPS LINE ITEM (ROPS II)	APPROVED OBLIGATION AMOUNT	EXISTING CASH NEEDED TO SATISFY OBLIGATION	SUCCESSOR AGENCY EXPLANATION
Note: List only those obligations for which current balances are needed to satisfy obligations that will be placed on the ROPS for the 2012/13 fiscal year					
1	2001 Joint COPs	1	$ 258,996.25	$ 258,996.25	
2	2002 Plaza TABs	2	991,643.75	991,643.75	
3	2004 WSL TABs	4	255,631.25	255,631.25	
4	2008 Joint TABs	5	1,186,593.75	1,186,593.75	
5	Urban Analytics Contin. Disc.	6	5,000.00	5,000.00	
6	HUD Section 108 Loan	7	68,597.85	68,597.85	
7	Ford Store Sales Tax Rebate	10	95,000.00	95,000.00	
8	Friends of SL Creek - Lease	11	16,888.79	16,888.79	
9	San Leandro Chamber Lease	13	24,500.00	24,500.00	
10	King Ground Lease Legal Fees	16	30,000.00	30,000.00	
11	Successor Agency Legal	17	30,000.00	30,000.00	
12	Successor Agency Admin Allowance	18	125,000.00	125,000.00	
13	Regency Centers CAM Agreement	19	16,800.00	16,800.00	
14	Alameda Housing Associates	24	160,000.00	160,000.00	
			$ 3,264,651.64	**$ 3,264,651.64**	

Does not include $160,000 in costs allocated to Alameda Housing Associates - assigned to housing.

Does not include project funded with bond funds (cash with fiscal agent) which seem to be separately covered by C-2.

City of San Leandro Redevelopment Successor Agency
All Other Funds
Summary of Balances Available for Allocation to Affected Taxing Entities

Exhibit C-5

			Reference:
Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5)	$	27,533,389	Exhibit C-1
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)		(11,563,134)	Exhibit C-2
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)		(11,745,410)	Exhibit C-3
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)		(3,264,652)	Exhibit C-4
Less the amount of payments made on July 12, 2012 to the County Auditor-Controller as directed by the California Department of Finance		(521,589)	
Amount to be remitted to county for disbursement to taxing entities	$	438,604	