



**AGENDA
SUCCESSOR AGENCY
TO THE MANTECA REDEVELOPMENT AGENCY
REGULAR MEETING
AUGUST 20, 2013
7:00 P.M.
CITY COUNCIL CHAMBERS
1001 W. CENTER STREET**

CALL TO ORDER: Chairman Weatherford

ROLL CALL: Board Members DeBrum, Harris, Hernandez, Moorhead and Weatherford

A. CONSENT CALENDAR

It is recommended that the following items be considered simultaneously unless Board members or a member of the audience requests further discussion of an item.

1. Approve the regular meeting minutes of the Successor Agency to the Manteca Redevelopment Agency of March 5, 2013.
2. Adopt a resolution of the Successor Agency to the Manteca Redevelopment Agency, approving the execution of a San Joaquin County South County Government Center Project Bond Proceeds Funding Agreement between the Successor Agency and the City of Manteca and taking certain related actions.
3. Receive report on the status of the issuance of a Finding of Completion relating to the former Redevelopment Agency funds.

B. ORAL COMMUNICATIONS

Persons who do not have items on the agenda may approach the Successor Agency at this time. Please complete the Request to Speak form located next to the agendas in the back of the Council Chambers and give same to the Secretary/ City Clerk prior to the meeting. Those who wish to speak to items not placed on the agenda will be limited to three (3) minutes per speaker. Although the Board encourages the public to participate in the meeting, proper decorum must be assured at all times. Therefore, no personal attacks will be permitted.

C. ADJOURNMENT

This meeting of the Successor Agency to the Manteca Redevelopment Agency will adjourn to the next regular meeting of the Board to be held on Tuesday, **September 3, 2013, 7:00 p.m.**, in the City Council Chambers, 1001 W. Center Street, Manteca, California.

Reports and documents relating to each of the items listed on the agenda, including those received following posting/distribution, are on file in the Office of the Secretary to the Successor Agency to the Manteca Redevelopment Agency/City Clerk and are available for public inspection during normal business hours, Monday – Friday, 7:30 a.m. – 5:30 p.m., closed alternating Fridays, 1001 W. Center Street, Manteca, CA 95337, telephone (209) 456-8017.

Please contact the Office of the Secretary of the Successor Agency to the Manteca Redevelopment Agency, 1001 W. Center Street, Manteca, CA, (209) 456-8017, for assistance with access to any of the agenda, materials, or participation at the meeting.

This notice of a regular meeting of the Successor Agency to the Manteca Redevelopment Agency was posted on the Bulletin Board at City Hall, 1001 W. Center Street, Manteca, California on August 15, 2013.

**JOANN TILTON, MMC
SECRETARY/CITY CLERK**

**MINUTES OF THE SUCCESSOR AGENCY
TO THE MANTECA REDEVELOPMENT AGENCY
REGULAR MEETING HELD MARCH 5, 2013**

The regular meeting of the Successor Agency to the Manteca Redevelopment Agency was held March 5, 2013, in the City Council Chambers, 1001 W. Center St., Manteca, California, was called to order by Chairman Weatherford at 8:17 p.m.

Roll Call: Board Members Harris, Hernandez, Moorhead and Weatherford.
Councilman DeBrum was absent (excused).

A. CONSENT CALENDAR

1. Approve the regular meeting minutes of the Successor Agency to the Manteca Redevelopment Agency of February 19, 2013.
2. Adopt a resolution entitled "A resolution of the Board of Directors of the Successor Agency to the Manteca Redevelopment Agency authorizing an extension to the expiration date of a letter of credit for bonds issues by the Manteca Redevelopment Agency in 2005 and amendments to the reimbursement agreement relating to such letter of credit, and approving, authorizing, and directing certain related actions."

The City Clerk noted Item A.1 should reflect the meeting minutes of February 19, 2013 and Item A.2 has an updated attachment which was provided to Council prior to the meeting.

ACTION: APPROVE CONSENT CALENDAR ITEMS 1 AND 2. (Moorhead/Hernandez)
The motion carried unanimously.

B. ORAL COMMUNICATIONS - None.

C. ADJOURNMENT

With nothing further to come before the Successor Agency to the Manteca Redevelopment Agency, the Vice Chairman adjourned the meeting at 8:21 p.m.

**JOANN TILTON, MMC
AGENCY SECRETARY**

**WILLIE W. WEATHERFORD
CHAIRMAN**

Successor Agency Agenda
August 20, 2013
Consent Calendar
Agenda Item No. A.02

Reviewed by
City Mgr's office: /KLM

Memo to: Manteca City Council

From: Karen L. McLaughlin, Executive Director

Date: August 14, 2013

Subject: Adopt a Resolution of the Successor Agency Approving a Bond Proceeds Funding Agreement Between the Successor Agency and the City of Manteca

Recommendation:

Adopt a Resolution of the Successor Agency to the Manteca Redevelopment Agency, Approving the Execution of a San Joaquin County South County Government Center Project Bond Proceeds Funding Agreement Between the Successor Agency and the City of Manteca.

Background:

On September 8, 2009, the City of Manteca entered into an option agreement with the County of San Joaquin for the purchase of a 10-acre parcel of City-owned land. That parcel is located at the northeast corner of Milo Candini Drive and Daniels Street, across the street from Big League Dreams (BLD). The County's intention was to construct a South County Courthouse and Government Center on that site to serve residents in the southern part of San Joaquin County.

The primary term of the City-County option agreement was for seven years, expiring September 8, 2016, with an automatic extension of 10 years, provided the County begins the process of developing plans for the site by the end of the seven-year term. The option price for the County was \$1.00, with a commitment to pay up to \$1.8 million in development fees as the project was constructed. The City, in turn, agreed to construct, at City expense, a three-acre storm water detention basin on other adjacent City-owned parcel, and install required infrastructure to accommodate the storm drainage needs of the proposed County buildings and parking areas. The current option agreement is still in effect; however, the County has not yet exercised its option to purchase the property.

In February 2012, the City was notified by Lowe's Home Improvement Stores that the firm had decided not to build in Manteca, due to a corporate downsizing and repositioning program. The 12.3-acre Lowe's site on Daniels Street at Highway 120 was immediately put up for sale. City staff assisted Lowe's and its broker in seeking a buyer for the property that would bring commercial development to the site, but no buyer was found.

As City staff further studied the parcel, staff recognized the site might be a more-suitable location for the proposed South County Courthouse and Government Center. The Daniels/Highway 120 site has all improvements in place, including a storm drainage basin, and a new traffic signal installed at Fishback Road in conjunction with the opening of the new McDonald's restaurant. In addition, the site has superior visibility, better traffic circulation and is generally a more prominent and accessible location for the public than the Milo Candini site.

City staff brought the idea to the City Council for consideration and to County staff for review. The non-binding/informal conclusion was that the current option parcel on Milo Candini would still serve the County's purposes, but that the Daniels/Highway 120 site was superior and preferred.

Since the former Lowe's parcel was larger than the 10 acres needed by the County, City staff met with Manteca Development Group (MDG) representatives to determine whether they might be interested in a public-private partnership for the site. A plan was developed calling for MDG to purchase the 12.3-acre site from Lowe's, sell 10 acres to the City and develop a commercial site plan for the remaining property. The 10-acre portion of the property was appraised at \$4 million, and the City reached an agreement with MDG to acquire the parcel for \$3.8 million, with the intention of using former Redevelopment bond funds as the funding source.

However, during the time of negotiations between the City and MDG, access to Redevelopment bond funds was delayed by the California Department of Finance (DOF). City staff became concerned that the parcel could be sold to another party if the City did not act promptly to execute the transaction. When staff presented the dilemma concerning the stranded bond funds to the DOF, the DOF recommendation was to use City funds to purchase the land and be reimbursed later once formal access to bond funds was restored.

Purchase of land for the San Joaquin South County Government Center was a project included for funding in the 2006 Manteca Redevelopment Agency Bond Issue. However, due to the recent demise of Redevelopment in California by acts of the State Legislature, access to the bonds funds was

restricted until completion of certain accounting reviews and issuance from DOF a "Finding of Completion" (FOC). Having recently received the FOC, the Successor Agency is now in the position to execute an agreement to withdraw bond funds to reimburse the City for fronting the funds used to close the original transaction.

Once the City has been reimbursed by the Successor Agency after all approvals have been granted, the City Council will submit an amended option agreement to the County Board of Supervisors under essentially the same terms and conditions, but substituting the Daniels/Highway 120 parcel for the original site. County staff and the Board of Supervisors have informally indicated their endorsement for the new site, and formal approval of the revised option agreement is expected to occur within 30 days of bond fund reimbursement.

The attached agreement is also scheduled to be presented to the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency for approval at its August 27, 2013. The agreement will then be forwarded to the Department of Finance for final consideration. In approving this agreement, the City is committing to complying with the terms and conditions contained therein, and also agreeing to comply with the 2006 bond Indenture, which committed these funds for public purposes.

Fiscal Impact:

In adopting this resolution, the Successor Agency will be withdrawing unspent bond proceeds remaining from the 2006 Manteca Redevelopment Bond Issue. The County Courthouse and Government Center was one of the 2006 listed projects, and bond funds can be spent for this purpose. Additional approvals by the Oversight Board to the Manteca Redevelopment Agency and the California Department of Finance (DOF) will be required to secure access to this funding.

City staff has been in regular contact with staff from the DOF, who indicated via phone, letter and email that they would be amenable to this process. However, final approval still needs to come from the DOF, once the other agencies have granted their approvals. In the event the purchase were to be denied by DOF, or there was some unforeseen obstacle to the sale to the County or the intended development of the site, the City would put the land up for sale and return the proceeds to the original funding source.

Once the bond funds are received, the original City accounts that were drawn upon to fund the transaction will be reimbursed in full. Those funds to be reimbursed include Development Fees Fund Public Facilities Fee

Reserves in the amount of \$3.1 million; and WQCF Phase III Reserves in the amount of \$700,000, to Development Fee Fund.

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE EXECUTION OF A SAN JOAQUIN COUNTY SOUTH COUNTY GOVERNMENT CENTER PROJECT BOND PROCEEDS FUNDING AGREEMENT BETWEEN THE SUCCESSOR AGENCY AND THE CITY OF MANTECA AND TAKING CERTAIN RELATED ACTIONS

Recitals:

A. On December 14, 2006, the Manteca Redevelopment Agency issued its Manteca Redevelopment Agency, Amended Merged Project Area, Subordinate Tax Allocation Bonds, Series 2006 (the “2006 Bonds”), in the principal amount of \$22,675,000, pursuant to an Indenture, dated as of December 1, 2005, by and between the Manteca Redevelopment Agency and U.S. Bank National Association, as trustee (the “Trustee”) and a Second Supplemental Indenture, dated as of December 1, 2006, by and between the Manteca Redevelopment Agency and the Trustee (collectively, the “Indenture”).

B. One of the purposes for which the Manteca Redevelopment Agency issued the 2006 Bonds was to finance the acquisition of the land for the proposed San Joaquin County South County Government Center to serve residents in the southern part of San Joaquin County (the “Property”).

C. Before the Manteca Redevelopment Agency (the “Former Agency”) could acquire the Property, it was dissolved and the Successor Agency was constituted as of February 1, 2012 pursuant to AB X1 26 (which became effective at the end of June 2011, as modified by the California Supreme Court’s decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)). AB 1484 (which became effective at the end of June 2012) amended and supplemented the provisions of AB X1 26 (together with AB 1484, the “Dissolution Act”).

D. Pursuant to the Dissolution Act, all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2006 Bonds (the “2006 Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

E. Pursuant to the Dissolution Act, the Successor Agency was not permitted to use the 2006 Bond Proceeds to acquire the Property prior to receiving a finding of completion from the California State Department of Finance (the “DOF”) pursuant to Health and Safety Code Section 34179.7 (the “Finding of Completion”). However, pursuant to Health and Safety Code Sections 34191.1 and 34191.4(c), after the receipt of the Finding of Completion, the Successor Agency shall use the 2006 Bond Proceeds for the purposes for which the 2006 Bonds were sold, in a manner consistent with the original bond covenants.

F. Because time was of the essence, on March 29, 2013, and prior to the Successor Agency's receipt of a Finding of Completion, and based upon specific direction provided by DOF to the City of Manteca in correspondence dated November 13, 2012, the City purchased the Property, consisting of a 10-acre vacant parcel located at 1880 Daniels Street in the City of Manteca (Assessor's Parcel No. 222-250-060), for a purchase price of \$3,800,000. Because the purchase occurred prior to the Successor Agency's receipt of a Finding of Completion, the City purchased the Property using its own funds, but with the intent of being reimbursed by the Successor Agency from 2006 Bond Proceeds following the Successor Agency's receipt of a Finding of Completion.

G. By its letter, dated May 31, 2013, the DOF informed the Successor Agency that the DOF has issued a Finding of Completion to the Successor Agency.

H. Pursuant to Health and Safety Code Section 34177(1), the Successor Agency prepared, and the Oversight Board to the Successor Agency approved, a Recognized Obligation Payment Schedule ("ROPS") 13-14A for the six-month fiscal period from July 1, 2013 through December 31, 2013 (the "ROPS 13-14A Period"). The payment for the acquisition of the Property, to be funded with bond proceeds, was listed on ROPS 13-14A as line item no. 35, and the notes for line item no.35 indicate that payment will be contingent upon the DOF's issuance of a Finding of Completion to the Successor Agency and the Oversight Board's approval of a Bonds Proceeds Funding Agreement to be entered into by and between the City and the Successor Agency.

I. The Successor Agency now desires to use a portion of the 2006 Bond Proceeds to reimburse the City for the cost of acquiring the Property and the Successor Agency and the City desire to enter into the San Joaquin County South County Government Center Project Bond Proceeds Funding Agreement (the "Funding Agreement") to provide for such reimbursement.

J. Pursuant to Health and Safety Code Section 34180(h), the execution and delivery of the Funding Agreement by the Successor Agency must first be approved by the Oversight Board.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY, HEREBY FINDS, DETERMINES, RESOLVES, AND ORDERS AS FOLLOWS:

Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. The Funding Agreement, in the form attached hereto as Exhibit A, is hereby approved. Each of the Chair, the Vice Chair and the Executive Director (each, an "Authorized Officer"), acting singly, is hereby authorized to execute and deliver, for and in the name of the Successor Agency, the Funding Agreement, in substantially such form, with changes therein as the Authorized Officer executing the Funding Agreement may approve (such approval to be conclusively evidenced by the Authorized Officer's execution and delivery thereof).

Section 3. This Board hereby requests the Oversight Board to approve the execution and delivery by the Successor Agency of the Funding Agreement. The Secretary of the Successor Agency is hereby directed to transmit this Resolution to the Oversight Board for consideration at the earliest possible date.

Section 4. The Authorized Officers and all other officers of the Successor Agency are hereby authorized, jointly and severally, to execute and deliver any and all necessary documents and instruments and to do all things which they may deem necessary or proper to effectuate the purposes of this Resolution and the Funding Agreement.

PASSED AND ADOPTED this ____ day of _____, 2013.

Chair

ATTEST:

Secretary

EXHIBIT A

**SAN JOAQUIN COUNTY SOUTH COUNTY GOVERNMENT CENTER PROJECT BOND
PROCEEDS FUNDING AGREEMENT**

(see attached)

**SAN JOAQUIN COUNTY SOUTH COUNTY GOVERNMENT CENTER PROJECT
BOND PROCEEDS FUNDING AGREEMENT**

This SAN JOAQUIN COUNTY SOUTH COUNTY GOVERNMENT CENTER PROJECT BOND PROCEEDS FUNDING AGREEMENT (this "Agreement"), dated as of _____, 2013, is entered into by and between the City of Manteca (the "City") and the Successor Agency to the Manteca Redevelopment Agency (the "Successor Agency," and together with the City, the "Parties").

RECITALS:

A. On December 14, 2006, the Manteca Redevelopment Agency issued its Manteca Redevelopment Agency, Amended Merged Project Area, Subordinate Tax Allocation Bonds, Series 2006 (the "2006 Bonds"), in the principal amount of \$22,675,000, pursuant to an Indenture, dated as of December 1, 2005, by and between the Manteca Redevelopment Agency and U.S. Bank National Association, as trustee (the "Trustee") and a Second Supplemental Indenture, dated as of December 1, 2006, by and between the Manteca Redevelopment Agency and the Trustee (collectively, the "Indenture").

B. One of the purposes for which the Manteca Redevelopment Agency issued the 2006 Bonds was to finance the acquisition of the land for the proposed San Joaquin County South County Government Center to serve residents in the southern part of San Joaquin County (the "Property").

C. Before the Manteca Redevelopment Agency (the "Former Agency") could acquire the Property, it was dissolved and the Successor Agency was constituted as of February 1, 2012 pursuant to AB X1 26 (which became effective at the end of June 2011, as modified by the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)). AB 1484 (which became effective at the end of June 2012) amended and supplemented the provisions of AB X1 26 (together with AB 1484, the "Dissolution Act").

D. Pursuant to the Dissolution Act, all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2006 Bonds (the "2006 Bond Proceeds"), transferred to the control of the Successor Agency by operation of law.

E. Pursuant to the Dissolution Act, the Successor Agency was not permitted to use the 2006 Bond Proceeds to acquire the Property prior to receiving a finding of completion from the California State Department of Finance (the "DOF") pursuant to Health and Safety Code Section 34179.7 (the "Finding of Completion"). However, pursuant to Health and Safety Code Sections 34191.1 and 34191.4(c), after the receipt of the Finding of Completion, the Successor Agency shall use the 2006 Bond Proceeds for the purposes for which the 2006 Bonds were sold, in a manner consistent with the original bond covenants.

F. Because time was of the essence, on January 28, 2013, and prior to the Successor Agency's receipt of a Finding of Completion, the City purchased the Property, consisting of a

10-acre vacant parcel located at 1880 Daniels Street in the City of Manteca (Assessor's Parcel No. 222-250-060), for a purchase price of \$3,800,000. Because the purchase occurred prior to the Successor Agency's receipt of a Finding of Completion, the City purchased the Property using its own funds, but based on the expectation and with the intent of being reimbursed by the Successor Agency from 2006 Bond Proceeds following the Successor Agency's receipt of a Finding of Completion, all in accordance with its understanding with the DOF.

G. By its letter, dated May 31, 2013, the DOF informed the Successor Agency that the DOF has issued a Finding of Completion to the Successor Agency.

H. Pursuant to Health and Safety Code Section 34177(l), the Successor Agency prepared, and the Oversight Board to the Successor Agency approved, a Recognized Obligation Payment Schedule ("ROPS") 13-14A for the six-month fiscal period from July 1, 2013 through December 31, 2013 (the "ROPS 13-14A Period"). The payment for the acquisition of the Property, to be funded with bond proceeds, was listed on ROPS 13-14A as line item no. 35, and the notes for line item no.35 indicate that payment will be contingent upon the DOF's issuance of a Finding of Completion to the Successor Agency and the Oversight Board's approval of a Bonds Proceeds Funding Agreement to be entered into by and between the City and the Successor Agency.

I. The Oversight Board adopted its Resolution No. _____ on _____, 2013 ("Resolution No. ____), approving the Successor Agency's execution and delivery of this Agreement. Resolution No. _____ was submitted to the DOF on _____, 2013 pursuant to Health and Safety code Section 34179(h). Subsequently Resolution No. _____ became effective pursuant to the DOF's [approval][deemed approval] on _____, 2013.

J. The Successor Agency now desires to use a portion of the 2006 Bond Proceeds to reimburse the City for the cost of acquiring the Property and the Parties desire to enter into this Agreement to provide for such reimbursement

NOW, THEREFORE, THE PARTIES DO HEREBY AGREE AS FOLLOWS:

Section 1. The Successor Agency shall transfer to the City from 2006 Bond Proceeds the sum of \$3,800,000 as reimbursement to the City for the cost of acquiring the Property, with such transfer to occur as soon as practicable but in no event later than the conclusion of the ROPS 13-14A Period.

Section 2. The City covenants that it shall only use the Property for transfer to San Joaquin County (the "County") for the installation and construction of the San Joaquin County South County Government Center. Provided, however, in the event the County does not acquire the Property from the City within a reasonable time as determined by the City in its sole discretion, or in the event the County fails to perform in whole or in part under the terms and conditions as prescribed in the option transfer agreement and the property ownership reverts to the City, the City, in its sole discretion, may use or convey the property for a different purpose in a manner consistent with the covenants in the Indenture, including, but not limited to, any covenants regarding the tax-exempt status of interest on the 2006 Bonds under the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

Section 3. Each Party shall maintain books and records regarding the transfer and receipt of 2006 Bond Proceeds pursuant to this Agreement. Such books and records shall be available for inspection by the officers and agents of the other Party at all reasonable times.

Section 4. The Parties agree to take all appropriate steps and execute any documents which may reasonably be necessary or convenient to implement the intent of this Agreement.

Section 5. This Agreement may be amended from time to time by written instrument executed by both Parties.

Section 6. No official, agent, or employee of the Successor Agency or the City, or members of the City Council, or members of the Successor Agency Board of Directors or Oversight Board shall be individually or personally liable for any payment hereunder in the event of any default or breach by the Successor Agency or the City, or for any amount which may otherwise become due to the City or Successor Agency, or successor thereto, or on any obligations under the terms of this Agreement.

Section 7. This Agreement is made in the State of California under the Constitution and laws of the State of California, and is to be so construed.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their duly authorized officers.

CITY OF MANTECA

By _____
Mayor

ATTEST:

City Clerk

**SUCCESSOR AGENCY TO THE MANTECA
REDEVELOPMENT AGENCY**

By _____
Executive Director

ATTEST:

Secretary
[Signatures Continue]

APPROVED:

**OVERSIGHT BOARD TO THE SUCCESSOR
AGENCY TO THE MANTECA
REDEVELOPMENT AGENCY**

By: _____
Chair

_____ Date

Successor Agency Agenda
August 20, 2013
Consent Calendar
Agenda Item No. A.03

Reviewed by
City Mgr's office: /KLM

Memo to: Successor Agency to Manteca Redevelopment Agency

From: Karen L. McLaughlin, Successor Agency Executive Director
Suzanne Mallory, Finance Director

Date: August 12, 2013

Subject: Finding of Completion Status

Recommendation:

Receive report on the Status of the Issuance of a Finding of Completion relating to Former Redevelopment Agency funds.

Background:

Pursuant to Health and Safety Code (HSC) Section 34179.5, each Successor Agency was required to employ a licensed accountant, approved by the County Auditor-Controller and with experience and expertise in local government accounting. The role of the account was to conduct two due diligence reviews - the Low- and Moderate-Income Housing Fund due diligence review (the "LMIHF DDR") and the Other Funds DDR - to determine the unobligated balances available for transfer to taxing entities.

The Other Funds DDR was a review of the cash and cash equivalents, as of June 30, 2012, in the Successor Agency's funds and accounts, other than the LMIHF, to determine the amount available for disbursement to taxing entities. In summary, such amount was determined to be the total value of assets and cash and cash equivalents in all funds and accounts of the former Redevelopment Agency, excluding the LMIHF, minus 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 fiscal year 2013. Also, the amount determined to be available for allocation to taxing entities included the value of assets, cash and cash equivalents transferred after January 1, 2011 through June 30, 2012 by the former Redevelopment Agency (or the

Successor Agency), or to another public agency or private person if an enforceable obligation to make that transfer did not exist.

On December 17, 2012, the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency approved the Agency's Other Funds DDR and ordered its transmittal to the State Department of Finance "DOF" and County Auditor-Controller.

On April 1, 2013, the Successor Agency received the initial finding from the DOF regarding the Other Funds Available "OFA" balances to be distributed to the affected taxing entities. Based on assumptions and errors contained in the DOF determination letter, Successor Agency staff requested a Meet and Confer session with the DOF. The Meet and Confer session was held on April 23, 2013.

On May 17, 2013, the Successor Agency received the revised letter from the DOF determining an OFA balance of \$10,161,469. The Agency remitted this amount to the County Auditor-Controller's office on May 29, 2013. Concurrent with the remittance of the OFA balance, staff requested a Finding of Completion "FOC" from the DOF. On May 31, 2013, the Agency received the FOC from the DOF. The granting of the FOC allows the Successor Agency to do the following:

- Place loan agreements between the former Redevelopment Agency and sponsoring entity on the ROPS, as an enforceable obligation, provided the Oversight Board makes a finding that the loan was for legitimate Redevelopment purposes per HSC section 34191.4(b)(1).
- Utilize proceeds derived from bonds issued prior to January 1, 2011 in a manner consistent with the original bond covenants per HSC Section 34191.4(c).

Additionally, with the approval of the FOC, the Agency is required to submit a Long-Range Property Management Plan to the DOF for review and approval, per HSC Section 34191.5(b), within six months of the FOC letter date.

Now that the Successor Agency has received the FOC determination, the path has been cleared to access the "stranded" bond proceeds from the Manteca Redevelopment Agency 2005 and 2006 bond issues. Staff will be working with the Successor Agency and Oversight Board to identify projects and an anticipated expenditure plan for use of the bond proceeds. The first expenditure that has been identified for the use of bond proceeds is the reimbursement to the City of Manteca for the purchase of property located at 1842 Daniels St. to be conveyed to the County of San Joaquin as the site for construction of the South San Joaquin County Government Center.

Fiscal Impact:

While there is no direct fiscal impact associated with the issuance of the Finding of Completion by the State Department of Finance, receipt of the FOC provides authorization to the Successor Agency to being to access the unspent bond proceeds from the Manteca Redevelopment Agency 2005 and 2006 bond issues.