



**AGENDA  
SUCCESSOR AGENCY  
TO THE MANTECA REDEVELOPMENT AGENCY  
REGULAR MEETING  
OCTOBER 15, 2013  
7:00 P.M.  
CITY COUNCIL CHAMBERS  
1001 W. CENTER STREET**

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**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 August 20, 2013.

**B. EXECUTIVE DIRECTOR**

1. Adopt resolutions of the Successor Agency to the Manteca Redevelopment agency approving the execution of the following bond proceeds funding agreements between the Successor Agency and the City of Manteca:
  - a) Union Road Bridge Widening bond Proceeds Funding Agreement;
  - b) South Area Regional Infrastructure Improvements Bond Proceeds Funding Agreement;
  - c) McKinley/Highway 120 Interchange Improvements Bond Proceeds Funding Agreement;
  - d) Access Road Milo Candini Bond Proceeds Funding Agreement; and
  - e) Community Parks Improvements Bond Proceeds Funding Agreement.

**C. 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.*

#### **D. 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, **November 5, 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 October 10, 2013.**

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

**MINUTES OF THE SUCCESSOR AGENCY  
TO THE MANTECA REDEVELOPMENT AGENCY  
REGULAR MEETING HELD AUGUST 20, 2013**

The regular meeting of the Successor Agency to the Manteca Redevelopment Agency was held August 20, 2013, in the City Council Chambers, 1001 W. Center St., Manteca, California, was called to order by Chairman Weatherford at 7:00 p.m.

Roll Call: Board Members DeBrum, Harris, Hernandez, Moorhead and Weatherford.

**A. CONSENT CALENDAR**

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.

The Mayor pulled Item No. 2 for further discussion.

**ACTION: APPROVE CONSENT CALENDAR ITEMS NOS. 1 AND 3.**

(DeBrum/Hernandez) The motion carried unanimously.

**ACTION: APPROVE CONSENT CALENDAR ITEM NO. 2.** (DeBrum/Hernandez) The motion carried 4-1, Weatherford voting no.

**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 7:12 p.m.

**JOANN TILTON, MMC  
AGENCY SECRETARY**

**WILLIE W. WEATHERFORD  
CHAIRMAN**

Successor Agency Agenda  
October 15, 2013  
Executive Director  
Agenda Item No. B.01

Reviewed by  
City Mgr's office: /KLM

Memo to: Successor Agency to Manteca Redevelopment Agency  
From: Karen L. McLaughlin, Executive Director  
Date: October 3, 2013  
Subject: Adopt a Resolution of the Successor Agency approving Bond Proceeds Funding Agreements Between the Successor Agency and the City of Manteca, and Taking Certain Related Actions

Recommendation:

Adopt a Resolution of the Successor Agency to the Manteca Redevelopment Agency Approving the Execution of the Following Bond Proceeds Funding Agreements Between the Successor Agency and the City of Manteca:

1. Union Road Bridge Widening Bond Proceeds Funding Agreement;
2. South Area Regional Infrastructure Improvements Bond Proceeds Funding Agreement;
3. McKinley/Highway 120 Interchange Improvements Bond Proceeds Funding Agreement;
4. Access Road Milo Candini Bond Proceeds Funding Agreement; and
5. Community Parks Improvements Bond Proceeds Funding Agreement

Background:

In December 2005, the former Manteca Redevelopment Agency issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Refunding Bonds Series 2005 to provide \$50,760,000 in bond proceeds to be used by the Agency to finance ongoing redevelopment activities, including a number of infrastructure projects. Each of these projects was listed both in the Official Statement provided to the bondholders and in the bond's tax certificate.

Prior to the Agency beginning these projects, the Legislature abolished Redevelopment in the State of California, and through these acts, restricted access to the bond funds until completion of certain accounting reviews and issuance from the State Department of Finance (DOF) of a "Finding of Completion" (FOC). On May 31, 2013, the Successor Agency to the Manteca Redevelopment Agency received the FOC, which will now allow for the Agency to have access to the bond proceeds and begin construction on these much-needed projects.

The process required by the DOF to allow the use of the bond proceeds is still being developed. On August 20, 2013, the City and the Successor Agency entered into a Bond Proceeds Funding Agreement for the land purchase related to the San Joaquin South County Government Center Project. The agreement was subsequently approved by the Oversight Board and forwarded to the DOF for review. On September 25, 2013, the Successor Agency was notified that the DOF approved the Bond Proceeds Funding Agreement, and was instructed to include the Agreement on the Agency's Recognized Obligation Payment Schedule (ROPS) 2013-14B. This action appears to set in motion a method by which the Successor Agency can begin to access the previously stranded bond proceeds.

On September 24, 2013, the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency approved both the ROPS 2013-14B and a Bond Proceeds Funding Agreement template. Both have been submitted to the DOF for approval. In anticipation of the approval of the DOF for the first Bond Proceeds Funding Agreement, included on ROPS 13-14B were five of the projects that were to be originally funded with the 2005 bond proceeds. Staff is ready to complete design and begin construction on these projects as soon as approval to use the 2005 bond proceeds is received from the DOF. Following the same procedure that has already been approved once by the DOF, staff is asking that the City and the Agency enter into individual bond funding agreements for each of these projects using the template that has already been approved by the Oversight Board.

Once these agreements have been approved by the City and the Successor Agency, they will be presented to the Oversight Board for approval at its October 22, 2013 meeting. The agreements will then be forwarded to the DOF for final consideration and in support of the ROPS 2013-14B bond requests. In approving these agreements, the City is committing to complying with the terms and conditions contained therein, and also agreeing to comply with the 2005 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 2005 Manteca Redevelopment Bond Issue. Each of the associated projects was one of the 2005 listed projects, and bond funds can be spent for these purposes. 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.

Once the bond funds are received, the City will bring forward additional related contracts and actions required to complete the identified projects.

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE EXECUTION OF AN UNION ROAD BRIDGE WIDENING PROJECT BOND PROCEEDS FUNDING AGREEMENT BETWEEN THE SUCCESSOR AGENCY AND THE CITY OF MANTECA AND TAKING CERTAIN RELATED ACTIONS**

Recitals:

A. On December 13, 2005, the former Manteca Redevelopment Agency (the “Former Agency”) issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the “2005 Bonds”), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the “Indenture”), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Airport Way/120 Area Infrastructure which includes the Union Road Bridge Widening project (the “Project”).

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court’s decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the “Dissolution Act.”

E. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the “2005 Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency’s receipt of a finding of completion (the “Finding of Completion”) issued by the California State Department of Finance (the “DOF”) pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF’s 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule ("ROPS") for each six-month fiscal period ("ROPS Period"). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS ("ROPS 13-14B") for the ROPS Period commencing January 1, 2014 (the "ROPS 13-14B Period"). Included in ROPS 13-14B line no. 48 is the estimated dollar amount (the "Project Estimate") to complete the Project.

M. Because of the limited staffing of the Successor Agency and the City's traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

N. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

O. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the "Oversight Board"), the Successor Agency may enter into agreements with the City.

P. The Successor Agency now desires to use a portion of the 2005 Bond Proceeds to reimburse the City for the cost of the Project and the Successor Agency and the City desire to enter into the Union Road Bridge Widening Project Bond Proceeds Funding Agreement (the "Funding Agreement") to provide for such reimbursement.

Q. 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**

**UNION ROAD BRIDGE WIDENING PROJECT BOND PROCEEDS FUNDING  
AGREEMENT**

(see attached)

**UNION ROAD BRIDGE WIDENING PROJECT  
BOND PROCEEDS FUNDING AGREEMENT**

This UNION ROAD BRIDGE WIDENING 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 13, 2005, the former Manteca Redevelopment Agency (the "Former Agency") issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the "2005 Bonds"), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the "Indenture"), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Union Road Bridge Widening project (the "Project").

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the "Dissolution Act."

E. Pursuant to Section 34175(b) of the California Health and Safety Code ("HSC"), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the "2005 Bond Proceeds"), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency's receipt of a finding of completion (the "Finding of Completion") issued by the California State Department of Finance (the "DOF") pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF's 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule (“ROPS”) for each six-month fiscal period (“ROPS Period”). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. Because of the limited staffing of the Successor Agency and the City’s traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

M. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

N. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the “Oversight Board”), the Successor Agency may enter into agreements with the City.

O. Resolution No. \_\_\_\_ adopted by the Oversight Board on \_\_\_\_\_, 2013 approving the Successor Agency’s execution and delivery of this Agreement was approved [deemed approved] by the DOF pursuant to HSC Section 34179(h) on \_\_\_\_\_, 2013.

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

**Section 1.** Subject to the provisions of this Agreement and with the funding provided pursuant to this Agreement, the City agrees to perform or cause to be performed all work required for the completion of the Project, including but not limited to the preparation of designs, plans and specifications and all demolitions, construction and installations. The City shall perform such work in accordance with all applicable federal, state and local laws, rules and regulations. Subject to the covenants set forth herein, the City shall have the sole discretion with respect to the design, planning, specification and the timing with respect to all components of the Project.

**Section 2.** (a) The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS (“ROPS 13-14B”) covering the period from January 2014 through June 2014 (the “ROPS 13-14B Period”). Included in ROPS 13-14B line no. 48 is the estimated dollar amount (the “ROPS 13-14B Project Estimate”) to be spent for the Project during the ROPS 13-14B Period.

(b) Subject to the approval (and any modification) by the Oversight Board and the DOF of the ROPS 13-14B item described in Section 2(a), at the commencement of the ROPS 13-14B Period, the Successor Agency shall transfer an amount equal to the ROPS 13-14B Project Estimate to the City from the 2005 Bond Proceeds.

**Section 3.** (a) The Parties acknowledge and agree that the 2005 Bond Proceeds shall be the sole source of the Successor Agency's payment for the completion of the Project pursuant to this Agreement.

(b) At any time, if the City determines that the amount previously transferred by the Successor Agency pursuant to this Agreement is insufficient for the completion of the Project, the City's Finance Director shall notify the Successor Agency, specifying the estimated dollar amount necessary for the completion of the Project (the "Additional Funding Amount"). To the extent that sufficient unspent 2005 Bond Proceeds remain available, the Successor Agency shall list the Additional Funding Amount on the ROPS for the next available ROPS Period. Upon obtaining the Oversight Board's and the DOF's approval for such ROPS item, the Successor Agency shall transfer the Additional Funding Amount from 2005 Bond Proceeds to the City as soon as practicable upon the commencement of the applicable ROPS Period.

(c) Before the transfer of any Additional Funding Amount pursuant to Section 3(b) above, the City may, but is not obligated to, advance funds from sources available to City for the work necessary for the Project (each such advance being a "City Advance"). Any Additional Funding Amount transferred by the Successor Agency pursuant to Section 3(b) shall first be used to reimburse the City for outstanding City Advances, and then to pay for other expenditures of the Project.

**Section 4.** To the extent the City still holds unspent 2005 Bond Proceeds transferred pursuant to this Agreement after the completion of the Project (as determined by the legislative body of the City), the City shall return such unspent Bond Proceeds to the Successor Agency within a reasonable time after such determination.

**Section 5.** The City covenants that it shall use the 2005 Bond Proceeds 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 2005 Bonds under the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

**Section 6.** Each Party shall maintain books and records regarding its duties 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 7.** 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 8.** This Agreement may be amended from time to time by written instrument executed by both Parties.

**Section 9.** 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 10.** 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 \_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Secretary

APPROVED:

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

By: \_\_\_\_\_  
Chair

\_\_\_\_\_  
Date

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE EXECUTION OF AN SOUTH AREA REGIONAL INFRASTRUCTURE IMPROVEMENTS PROJECT BOND PROCEEDS FUNDING AGREEMENT BETWEEN THE SUCCESSOR AGENCY AND THE CITY OF MANTECA AND TAKING CERTAIN RELATED ACTIONS**

Recitals:

A. On December 13, 2005, the former Manteca Redevelopment Agency (the “Former Agency”) issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the “2005 Bonds”), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the “Indenture”), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Airport Way/120 Area Infrastructure which includes the South Area Regional Infrastructure Improvements project (the “Project”).

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court’s decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the “Dissolution Act.”

E. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the “2005 Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency’s receipt of a finding of completion (the “Finding of Completion”) issued by the California State Department of Finance (the “DOF”) pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF’s 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule ("ROPS") for each six-month fiscal period ("ROPS Period"). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS ("ROPS 13-14B") for the ROPS Period commencing January 1, 2014 (the "ROPS 13-14B Period"). Included in ROPS 13-14B line no. 46 is the estimated dollar amount (the "Project Estimate") to complete the Project.

M. Because of the limited staffing of the Successor Agency and the City's traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

N. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

O. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the "Oversight Board"), the Successor Agency may enter into agreements with the City.

P. The Successor Agency now desires to use a portion of the 2005 Bond Proceeds to reimburse the City for the cost of the Project and the Successor Agency and the City desire to enter into the South Area Regional Infrastructure Improvements Project Bond Proceeds Funding Agreement (the "Funding Agreement") to provide for such reimbursement.

Q. 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**

**SOUTH AREA REGIONAL INFRASTRUCTURE IMPROVEMENTS PROJECT BOND  
PROCEEDS FUNDING AGREEMENT**

(see attached)

**SOUTH AREA REGIONAL INFRASTRUCTURE IMPROVEMENTS PROJECT  
BOND PROCEEDS FUNDING AGREEMENT**

This SOUTH AREA REGIONAL INFRASTRUCTURE IMPROVEMENTS 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 13, 2005, the former Manteca Redevelopment Agency (the “Former Agency”) issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the “2005 Bonds”), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the “Indenture”), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the South Area Regional Infrastructure Improvements project (the “Project”).

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court’s decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the “Dissolution Act.”

E. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the “2005 Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency’s receipt of a finding of completion (the “Finding of Completion”) issued by the California State Department of Finance (the “DOF”) pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF’s 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency’s accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule (“ROPS”) for each six-month fiscal period (“ROPS Period”). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. Because of the limited staffing of the Successor Agency and the City’s traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

M. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

N. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the “Oversight Board”), the Successor Agency may enter into agreements with the City.

O. Resolution No. \_\_\_\_ adopted by the Oversight Board on \_\_\_\_\_, 2013 approving the Successor Agency’s execution and delivery of this Agreement was approved [deemed approved] by the DOF pursuant to HSC Section 34179(h) on \_\_\_\_\_, 2013.

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

**Section 1.** Subject to the provisions of this Agreement and with the funding provided pursuant to this Agreement, the City agrees to perform or cause to be performed all work required for the completion of the Project, including but not limited to the preparation of designs, plans and specifications and all demolitions, construction and installations. The City shall perform such work in accordance with all applicable federal, state and local laws, rules and regulations. Subject to the covenants set forth herein, the City shall have the sole discretion with respect to the design, planning, specification and the timing with respect to all components of the Project.

**Section 2.** (a) The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS (“ROPS 13-14B”) covering the period from January 2014 through June 2014 (the “ROPS 13-14B Period”). Included in ROPS 13-14B line no. 46 is the estimated dollar amount (the “ROPS 13-14B Project Estimate”) to be spent for the Project during the ROPS 13-14B Period.

(b) Subject to the approval (and any modification) by the Oversight Board and the DOF of the ROPS 13-14B item described in Section 2(a), at the commencement of the ROPS

13-14B Period, the Successor Agency shall transfer an amount equal to the ROPS 13-14B Project Estimate to the City from the 2005 Bond Proceeds.

**Section 3.** (a) The Parties acknowledge and agree that the 2005 Bond Proceeds shall be the sole source of the Successor Agency's payment for the completion of the Project pursuant to this Agreement.

(b) At any time, if the City determines that the amount previously transferred by the Successor Agency pursuant to this Agreement is insufficient for the completion of the Project, the City's Finance Director shall notify the Successor Agency, specifying the estimated dollar amount necessary for the completion of the Project (the "Additional Funding Amount"). To the extent that sufficient unspent 2005 Bond Proceeds remain available, the Successor Agency shall list the Additional Funding Amount on the ROPS for the next available ROPS Period. Upon obtaining the Oversight Board's and the DOF's approval for such ROPS item, the Successor Agency shall transfer the Additional Funding Amount from 2005 Bond Proceeds to the City as soon as practicable upon the commencement of the applicable ROPS Period.

(c) Before the transfer of any Additional Funding Amount pursuant to Section 3(b) above, the City may, but is not obligated to, advance funds from sources available to City for the work necessary for the Project (each such advance being a "City Advance"). Any Additional Funding Amount transferred by the Successor Agency pursuant to Section 3(b) shall first be used to reimburse the City for outstanding City Advances, and then to pay for other expenditures of the Project.

**Section 4.** To the extent the City still holds unspent 2005 Bond Proceeds transferred pursuant to this Agreement after the completion of the Project (as determined by the legislative body of the City), the City shall return such unspent Bond Proceeds to the Successor Agency within a reasonable time after such determination.

**Section 5.** The City covenants that it shall use the 2005 Bond Proceeds 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 2005 Bonds under the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

**Section 6.** Each Party shall maintain books and records regarding its duties 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 7.** 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 8.** This Agreement may be amended from time to time by written instrument executed by both Parties.

**Section 9.** 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 10.** 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 \_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Secretary

APPROVED:

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

By: \_\_\_\_\_  
Chair

\_\_\_\_\_  
Date

RESOLUTION NO. \_\_\_\_\_

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE EXECUTION OF AN MCKINLEY/HIGHWAY 120 INTERCHANGE IMPROVEMENTS PROJECT BOND PROCEEDS FUNDING AGREEMENT BETWEEN THE SUCCESSOR AGENCY AND THE CITY OF MANTECA AND TAKING CERTAIN RELATED ACTIONS**

Recitals:

A. On December 13, 2005, the former Manteca Redevelopment Agency (the “Former Agency”) issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the “2005 Bonds”), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the “Indenture”), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Airport Way/120 Area Infrastructure which includes the McKinley/Highway 120 Interchange Improvements project (the “Project”).

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court’s decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the “Dissolution Act.”

E. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the “2005 Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency’s receipt of a finding of completion (the “Finding of Completion”) issued by the California State Department of Finance (the “DOF”) pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF’s 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule ("ROPS") for each six-month fiscal period ("ROPS Period"). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS ("ROPS 13-14B") for the ROPS Period commencing January 1, 2014 (the "ROPS 13-14B Period"). Included in ROPS 13-14B line no. 47 is the estimated dollar amount (the "Project Estimate") to complete the Project.

M. Because of the limited staffing of the Successor Agency and the City's traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

N. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

O. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the "Oversight Board"), the Successor Agency may enter into agreements with the City.

P. The Successor Agency now desires to use a portion of the 2005 Bond Proceeds to reimburse the City for the cost of the Project and the Successor Agency and the City desire to enter into the McKinley/Highway 120 Interchange Improvements Project Bond Proceeds Funding Agreement (the "Funding Agreement") to provide for such reimbursement.

Q. 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**

**MCKINLEY/HIGHWAY 120 INTERCHANGE IMPROVEMENTS PROJECT BOND  
PROCEEDS FUNDING AGREEMENT**

(see attached)

**MCKINLEY/120 INTERCHANGE IMPROVEMENTS PROJECT  
BOND PROCEEDS FUNDING AGREEMENT**

This MCKINLEY/120 INTERCHANGE IMPROVEMENTS 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 13, 2005, the former Manteca Redevelopment Agency (the "Former Agency") issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the "2005 Bonds"), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the "Indenture"), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the McKinley/120 Interchange Improvements project (the "Project").

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the "Dissolution Act."

E. Pursuant to Section 34175(b) of the California Health and Safety Code ("HSC"), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the "2005 Bond Proceeds"), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency's receipt of a finding of completion (the "Finding of Completion") issued by the California State Department of Finance (the "DOF") pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF's 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule (“ROPS”) for each six-month fiscal period (“ROPS Period”). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. Because of the limited staffing of the Successor Agency and the City’s traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

M. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

N. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the “Oversight Board”), the Successor Agency may enter into agreements with the City.

O. Resolution No. \_\_\_\_ adopted by the Oversight Board on \_\_\_\_\_, 2013 approving the Successor Agency’s execution and delivery of this Agreement was approved [deemed approved] by the DOF pursuant to HSC Section 34179(h) on \_\_\_\_\_, 2013.

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

**Section 1.** Subject to the provisions of this Agreement and with the funding provided pursuant to this Agreement, the City agrees to perform or cause to be performed all work required for the completion of the Project, including but not limited to the preparation of designs, plans and specifications and all demolitions, construction and installations. The City shall perform such work in accordance with all applicable federal, state and local laws, rules and regulations. Subject to the covenants set forth herein, the City shall have the sole discretion with respect to the design, planning, specification and the timing with respect to all components of the Project.

**Section 2.** (a) The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS (“ROPS 13-14B”) covering the period from January 2014 through June 2014 (the “ROPS 13-14B Period”). Included in ROPS 13-14B line item no. 47 is the estimated dollar amount (the “ROPS 13-14B Project Estimate”) to be spent for the Project during the ROPS 13-14B Period.

(b) Subject to the approval (and any modification) by the Oversight Board and the DOF of the ROPS 13-14B item described in Section 2(a), at the commencement of the ROPS 13-14B Period, the Successor Agency shall transfer an amount equal to the ROPS 13-14B Project Estimate to the City from the 2005 Bond Proceeds.

**Section 3.** (a) The Parties acknowledge and agree that the 2005 Bond Proceeds shall be the sole source of the Successor Agency's payment for the completion of the Project pursuant to this Agreement.

(b) At any time, if the City determines that the amount previously transferred by the Successor Agency pursuant to this Agreement is insufficient for the completion of the Project, the City's Finance Director shall notify the Successor Agency, specifying the estimated dollar amount necessary for the completion of the Project (the "Additional Funding Amount"). To the extent that sufficient unspent 2005 Bond Proceeds remain available, the Successor Agency shall list the Additional Funding Amount on the ROPS for the next available ROPS Period. Upon obtaining the Oversight Board's and the DOF's approval for such ROPS item, the Successor Agency shall transfer the Additional Funding Amount from 2005 Bond Proceeds to the City as soon as practicable upon the commencement of the applicable ROPS Period.

(c) Before the transfer of any Additional Funding Amount pursuant to Section 3(b) above, the City may, but is not obligated to, advance funds from sources available to City for the work necessary for the Project (each such advance being a "City Advance"). Any Additional Funding Amount transferred by the Successor Agency pursuant to Section 3(b) shall first be used to reimburse the City for outstanding City Advances, and then to pay for other expenditures of the Project.

**Section 4.** To the extent the City still holds unspent 2005 Bond Proceeds transferred pursuant to this Agreement after the completion of the Project (as determined by the legislative body of the City), the City shall return such unspent Bond Proceeds to the Successor Agency within a reasonable time after such determination.

**Section 5.** The City covenants that it shall use the 2005 Bond Proceeds 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 2005 Bonds under the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

**Section 6.** Each Party shall maintain books and records regarding its duties 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 7.** 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 8.** This Agreement may be amended from time to time by written instrument executed by both Parties.

**Section 9.** 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 10.** 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 \_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Secretary

APPROVED:

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

By: \_\_\_\_\_  
Chair

\_\_\_\_\_  
Date

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE EXECUTION OF AN ACCESS ROAD MILO CANDINI PROJECT BOND PROCEEDS FUNDING AGREEMENT BETWEEN THE SUCCESSOR AGENCY AND THE CITY OF MANTECA AND TAKING CERTAIN RELATED ACTIONS**

Recitals:

A. On December 13, 2005, the former Manteca Redevelopment Agency (the “Former Agency”) issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the “2005 Bonds”), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the “Indenture”), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Airport Way/120 Area Infrastructure which includes the Access Road Milo Candini project (the “Project”).

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court’s decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the “Dissolution Act.”

E. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the “2005 Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency’s receipt of a finding of completion (the “Finding of Completion”) issued by the California State Department of Finance (the “DOF”) pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF’s 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule ("ROPS") for each six-month fiscal period ("ROPS Period"). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS ("ROPS 13-14B") for the ROPS Period commencing January 1, 2014 (the "ROPS 13-14B Period"). Included in ROPS 13-14B line no. 49 is the estimated dollar amount (the "Project Estimate") to complete the Project.

M. Because of the limited staffing of the Successor Agency and the City's traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

N. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

O. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the "Oversight Board"), the Successor Agency may enter into agreements with the City.

P. The Successor Agency now desires to use a portion of the 2005 Bond Proceeds to reimburse the City for the cost of the Project and the Successor Agency and the City desire to enter into the Access Road Milo Candini Project Bond Proceeds Funding Agreement (the "Funding Agreement") to provide for such reimbursement.

Q. 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**

**ACCESS ROAD MILO CANDINI PROJECT BOND PROCEEDS FUNDING AGREEMENT**

(see attached)

**ACCESS ROAD MILO CANDINI PROJECT  
BOND PROCEEDS FUNDING AGREEMENT**

This ACCESS ROAD MILO CANDINI 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 13, 2005, the former Manteca Redevelopment Agency (the "Former Agency") issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the "2005 Bonds"), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the "Indenture"), by and between the Former Agency and U.S. Bank, National Association, as trustee.
- B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Airport Way/120 Area Infrastructure which includes the Access Road Milo Candini project (the "Project").
- C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.
- D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the "Dissolution Act."
- E. Pursuant to Section 34175(b) of the California Health and Safety Code ("HSC"), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the "2005 Bond Proceeds"), transferred to the control of the Successor Agency by operation of law.
- F. According to HSC Section 34191.4, after the Successor Agency's receipt of a finding of completion (the "Finding of Completion") issued by the California State Department of Finance (the "DOF") pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.
- G. By DOF's 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule (“ROPS”) for each six-month fiscal period (“ROPS Period”). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. Because of the limited staffing of the Successor Agency and the City’s traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

M. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

N. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the “Oversight Board”), the Successor Agency may enter into agreements with the City.

O. Resolution No. \_\_\_\_ adopted by the Oversight Board on \_\_\_\_\_, 2013 approving the Successor Agency’s execution and delivery of this Agreement was approved [deemed approved] by the DOF pursuant to HSC Section 34179(h) on \_\_\_\_\_, 2013.

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

**Section 1.** Subject to the provisions of this Agreement and with the funding provided pursuant to this Agreement, the City agrees to perform or cause to be performed all work required for the completion of the Project, including but not limited to the preparation of designs, plans and specifications and all demolitions, construction and installations. The City shall perform such work in accordance with all applicable federal, state and local laws, rules and regulations. Subject to the covenants set forth herein, the City shall have the sole discretion with respect to the design, planning, specification and the timing with respect to all components of the Project.

**Section 2.** (a) The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS (“ROPS 13-14B”) for the ROPS Period commencing January 1, 2014 (the “ROPS 13-14B Period”). Included in ROPS 13-14B line no. 49 is the estimated dollar amount (the “Project Estimate”) to complete the Project.

(b) Subject to the approval (and any modification) by the Oversight Board and the DOF of the ROPS 13-14B item described in Section 2(a), at the commencement of the ROPS 13-14B Period, the Successor Agency shall transfer an amount equal to the Project Estimate to the City from the 2005 Bond Proceeds.

**Section 3.** (a) The Parties acknowledge and agree that the 2005 Bond Proceeds shall be the sole source of the Successor Agency's payment for the completion of the Project pursuant to this Agreement.

(b) At any time, if the City determines that the amount previously transferred by the Successor Agency pursuant to this Agreement is insufficient for the completion of the Project, the City's Finance Director shall notify the Successor Agency, specifying the estimated dollar amount necessary for the completion of the Project (the "Additional Funding Amount"). To the extent that sufficient unspent 2005 Bond Proceeds remain available, the Successor Agency shall list the Additional Funding Amount on the ROPS for the next available ROPS Period. Upon obtaining the Oversight Board's and the DOF's approval for such ROPS item, the Successor Agency shall transfer the Additional Funding Amount from 2005 Bond Proceeds to the City as soon as practicable upon the commencement of the applicable ROPS Period.

(c) Before the transfer of any Additional Funding Amount pursuant to Section 3(b) above, the City may, but is not obligated to, advance funds from sources available to City for the work necessary for the Project (each such advance being a "City Advance"). Any Additional Funding Amount transferred by the Successor Agency pursuant to Section 3(b) shall first be used to reimburse the City for outstanding City Advances, and then to pay for other expenditures of the Project.

**Section 4.** To the extent the City still holds unspent 2005 Bond Proceeds transferred pursuant to this Agreement after the completion of the Project (as determined by the legislative body of the City), the City shall return such unspent Bond Proceeds to the Successor Agency within a reasonable time after such determination.

**Section 5.** The City covenants that it shall use the 2005 Bond Proceeds 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 2005 Bonds under the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

**Section 6.** Each Party shall maintain books and records regarding its duties 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 7.** 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 8.** This Agreement may be amended from time to time by written instrument executed by both Parties.

**Section 9.** 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 10.** 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 \_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Secretary

APPROVED:

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

By: \_\_\_\_\_  
Chair

\_\_\_\_\_  
Date

**RESOLUTION NO. \_\_\_\_\_**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE EXECUTION OF AN COMMUNITY PARK IMPROVEMENTS PROJECT BOND PROCEEDS FUNDING AGREEMENT BETWEEN THE SUCCESSOR AGENCY AND THE CITY OF MANTECA AND TAKING CERTAIN RELATED ACTIONS**

Recitals:

A. On December 13, 2005, the former Manteca Redevelopment Agency (the “Former Agency”) issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the “2005 Bonds”), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the “Indenture”), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Airport Way/120 Area Infrastructure which includes the Community Park Improvements project (the “Project”).

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court’s decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the “Dissolution Act.”

E. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the “2005 Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency’s receipt of a finding of completion (the “Finding of Completion”) issued by the California State Department of Finance (the “DOF”) pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF’s 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule ("ROPS") for each six-month fiscal period ("ROPS Period"). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS ("ROPS 13-14B") for the ROPS Period commencing January 1, 2014 (the "ROPS 13-14B Period"). Included in ROPS 13-14B line no. 51 is the estimated dollar amount (the "Project Estimate") to complete the Project.

M. Because of the limited staffing of the Successor Agency and the City's traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

N. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

O. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the "Oversight Board"), the Successor Agency may enter into agreements with the City.

P. The Successor Agency now desires to use a portion of the 2005 Bond Proceeds to reimburse the City for the cost of the Project and the Successor Agency and the City desire to enter into the Community Park Improvements Project Bond Proceeds Funding Agreement (the "Funding Agreement") to provide for such reimbursement.

Q. 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**

**COMMUNITY PARK IMPROVEMENTS PROJECT BOND PROCEEDS FUNDING  
AGREEMENT**

(see attached)

**COMMUNITY PARK IMPROVEMENTS PROJECT  
BOND PROCEEDS FUNDING AGREEMENT**

This COMMUNITY PARK IMPROVEMENTS 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 13, 2005, the former Manteca Redevelopment Agency (the "Former Agency") issued its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds (the "2005 Bonds"), in the principal amount of \$50,760,000, pursuant to an Indenture, dated as of December 1, 2005 (the "Indenture"), by and between the Former Agency and U.S. Bank, National Association, as trustee.

B. One of the purposes for which the 2005 Bonds were issued is the financing of a project known as the Community Park Improvements project (the "Project").

C. Pursuant to AB X1 26, which was enacted in June 2011, and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), the Former Agency was dissolved as of February 1, 2012, and the Successor Agency was constituted.

D. AB 1484, which was enacted in June 2012, amended and supplemented the provisions of AB X1 26. Together, AB X1 26 and AB 1484 are referred to herein as the "Dissolution Act."

E. Pursuant to Section 34175(b) of the California Health and Safety Code ("HSC"), all assets, properties, contracts, leases, books and records, buildings, and equipment of the Former Agency, including the unspent proceeds of the 2005 Bonds (the "2005 Bond Proceeds"), transferred to the control of the Successor Agency by operation of law.

F. According to HSC Section 34191.4, after the Successor Agency's receipt of a finding of completion (the "Finding of Completion") issued by the California State Department of Finance (the "DOF") pursuant to HSC Section 34179.7, the 2005 Bond Proceeds shall be used for the purposes for which the 2005 Bonds were sold, in a manner consistent with the bond covenants.

G. By DOF's 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. There remains a balance of 2005 Bond Proceeds in the Successor Agency's accounts (which was \$43,670,205 at October 1, 2013).

I. The Successor Agency desires to proceed with the use of the 2005 Bond Proceeds for the purposes for which the 2005 Bonds were sold, including the financing of the Project.

J. Pursuant to HSC Section 34177(l), the Successor Agency must prepare a Recognized Obligation Payment Schedule (“ROPS”) for each six-month fiscal period (“ROPS Period”). The ROPS must be submitted to the Oversight Board of the Successor Agency and the DOF for approval.

K. Pursuant to HSC Section 34191.4(c)(2), the expenditure of 2005 Bond Proceeds for an obligation must be listed on a ROPS.

L. Because of the limited staffing of the Successor Agency and the City’s traditional role and established procedures with respect to the awarding of public works contracts, the Successor Agency desires to enter into this Agreement with the City, for the City to perform or cause to be performed all work required to complete the Project, with payment therefor to be made from 2005 Bond Proceeds.

M. This Agreement provides for the transfer of 2005 Bond Proceeds to the City for the City to perform or cause to be performed all work required to complete the Project.

N. Pursuant to HSC Sections 34178(a) and 34180(h), with the approval of the Oversight Board of the Successor Agency (the “Oversight Board”), the Successor Agency may enter into agreements with the City.

O. Resolution No. \_\_\_\_ adopted by the Oversight Board on \_\_\_\_\_, 2013 approving the Successor Agency’s execution and delivery of this Agreement was approved [deemed approved] by the DOF pursuant to HSC Section 34179(h) on \_\_\_\_\_, 2013.

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

**Section 1.** Subject to the provisions of this Agreement and with the funding provided pursuant to this Agreement, the City agrees to perform or cause to be performed all work required for the completion of the Project, including but not limited to the preparation of designs, plans and specifications and all demolitions, construction and installations. The City shall perform such work in accordance with all applicable federal, state and local laws, rules and regulations. Subject to the covenants set forth herein, the City shall have the sole discretion with respect to the design, planning, specification and the timing with respect to all components of the Project.

**Section 2.** (a) The Successor Agency has prepared and submitted to the Oversight Board and the DOF, a ROPS (“ROPS 13-14B”) for the ROPS Period commencing January 1, 2014 (the “ROPS 13-14B Period”). Included in ROPS 13-14B line no. 51 is the estimated dollar amount (the “Project Estimate”) to complete the Project.

(b) Subject to the approval (and any modification) by the Oversight Board and the DOF of the ROPS 13-14B item described in Section 2(a), at the commencement of the ROPS 13-14B Period, the Successor Agency shall transfer an amount equal to the Project Estimate to the City from the 2005 Bond Proceeds.

**Section 3.** (a) The Parties acknowledge and agree that the 2005 Bond Proceeds shall be the sole source of the Successor Agency's payment for the completion of the Project pursuant to this Agreement.

(b) At any time, if the City determines that the amount previously transferred by the Successor Agency pursuant to this Agreement is insufficient for the completion of the Project, the City's Finance Director shall notify the Successor Agency, specifying the estimated dollar amount necessary for the completion of the Project (the "Additional Funding Amount"). To the extent that sufficient unspent 2005 Bond Proceeds remain available, the Successor Agency shall list the Additional Funding Amount on the ROPS for the next available ROPS Period. Upon obtaining the Oversight Board's and the DOF's approval for such ROPS item, the Successor Agency shall transfer the Additional Funding Amount from 2005 Bond Proceeds to the City as soon as practicable upon the commencement of the applicable ROPS Period.

(c) Before the transfer of any Additional Funding Amount pursuant to Section 3(b) above, the City may, but is not obligated to, advance funds from sources available to City for the work necessary for the Project (each such advance being a "City Advance"). Any Additional Funding Amount transferred by the Successor Agency pursuant to Section 3(b) shall first be used to reimburse the City for outstanding City Advances, and then to pay for other expenditures of the Project.

**Section 4.** To the extent the City still holds unspent 2005 Bond Proceeds transferred pursuant to this Agreement after the completion of the Project (as determined by the legislative body of the City), the City shall return such unspent Bond Proceeds to the Successor Agency within a reasonable time after such determination.

**Section 5.** The City covenants that it shall use the 2005 Bond Proceeds 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 2005 Bonds under the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

**Section 6.** Each Party shall maintain books and records regarding its duties 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 7.** 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 8.** This Agreement may be amended from time to time by written instrument executed by both Parties.

**Section 9.** 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 10.** 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 \_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Secretary

APPROVED:

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

By: \_\_\_\_\_  
Chair

\_\_\_\_\_  
Date