



**AGENDA
OVERSIGHT BOARD OF THE
SUCCESSOR AGENCY
TO THE MANTECA REDEVELOPMENT AGENCY
REGULAR MEETING
FEBRUARY 24, 2015
2:00 P.M.
CITY COUNCIL CHAMBERS
1001 W. CENTER STREET**

The Oversight Board has been created pursuant to § 34161 through 34190 of the Health and Safety Code for the sole purpose of overseeing the actions of the Successor Agency to the Manteca Redevelopment Agency. In accordance with Health and Safety Code § 34179(h), all Oversight Board Actions shall not be effective for three business days, pending a request for review by the State Department of Finance (“Department”). In the event that the Department requests a review of a given Oversight Board action, it shall have 10 days from the date of its request to approve the Oversight Board action or return it to the Oversight Board for reconsideration, and such Oversight Board action shall not be effective until approved by the Department. In the event that the Department returns the Oversight Board action to the Oversight Board for reconsideration, the Oversight Board shall resubmit the modified action for Department approval, and the modified Oversight Board action shall not become effective until approved by the State.

Reports and documents relating to each of the following 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.

CALL TO ORDER/ROLL CALL: Chairman Quaresma

A. STAFF REPORTS

1. Approve Oversight Board of Successor Agency to the Manteca Redevelopment Agency regular meeting minutes of September 23, 2014.
2. Adopt a resolution approving a proposed administrative budget for the six-month fiscal period from July 1, 2015 through December 31, 2015 and taking certain related actions.
3. Adopt a resolution approving the Recognized Obligation Payment Schedule (ROPS 15-16A) for the six-month fiscal period from July 1, 2015 through December 31, 2015, and taking certain related actions.

4. Adopt a resolution approving the execution of a Consolidated Non-Housing Bond Proceeds Funding agreement between the Successor Agency and the City of Manteca.
5. Adopt a resolution approving the Revised Long-Range Property Management Plan (the "LRPMP") substantially in the form attached as Exhibit A to the resolution, determining approval of the Revised LRPMP is exempt from the California Environmental Quality Act, and taking certain actions in connection therewith, including the transmission of the resolution to the Department of Finance.

B. ORAL COMMUNICATIONS

Persons who do not have items on the agenda may approach the Oversight Board of 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 Oversight Board of the Successor Agency to the Manteca Redevelopment Agency will adjourn to the next regular meeting of the Board to be held on Tuesday, **March 24, 2015, 2:00 p.m.**, in the City Council Chambers, 1001 W. Center Street, Manteca, California.

This notice of a regular meeting of the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency was posted on the Bulletin Board at City Hall, 1001 W. Center Street, Manteca, California and at the following website <http://www/successoragency/index.html> on February 19, 2015.

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

**MINUTES OF THE OVERSIGHT BOARD OF THE
SUCCESSOR AGENCY TO THE MANTECA
REDEVELOPMENT AGENCY HELD SEPTEMBER 23, 2014**

The regular meeting of the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency held September 23, 2014, in the City Council Chambers, 1001 W. Center St., Manteca, California, was called to order by Chairman Daryll Quaresma at 2:00 p.m.

Roll Call: Board Members Khan, Harris (Alternate), Shields, Thomas, Puentes-Griffith and Quaresma. Absent were Board Members Weatherford and Madison and Alternate Members Foley, Holbrook, and Durrer.

A. STAFF REPORTS

1. Approve Oversight Board of Successor Agency to the Manteca Redevelopment Agency regular meeting minutes of February 25, 2014.

ACTION: APPROVE FEBRUARY 25, 2014 MEETING MINUTES OF THE OVERSIGHT BOARD. (Khan/Puentes-Griffith) The motion carried unanimously.

2. Adopt a resolution approving a proposed administrative budget for the six-month fiscal period from January 1, 2015 through June 30, 2015 and taking certain related actions.

ACTION: ADOPT A RESOLUTION APPROVING A PROPOSED ADMINISTRATIVE BUDGET FOR THE SIX-MONTH FISCAL PERIOD FROM JANUARY 1, 2015 THROUGH JUNE 30, 2015 AND TAKING CERTAIN RELATED ACTIONS. (Shields/Harris) The motion carried unanimously.

3. Adopt a resolution approving the Recognized Obligation Payment Schedule (ROPS 14-15B) for the six-month fiscal period from January 1, 2015 through June 30, 2015, and taking certain related actions.

ACTION: ADOPT A RESOLUTION APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 14-15B) FOR THE SIX-MONTH FISCAL PERIOD FROM JANUARY 1, 2015 THROUGH JUNE 30, 2015, AND TAKING CERTAIN ACTIONS. (Thomas/Shields) The motion carried unanimously.

4. Adopt a resolution approving the execution and delivery of a housing bond proceeds funding agreement in substantial final form and taking certain related actions.

ACTION: ADOPT A RESOLUTION APPROVING THE EXECUTION AND DELIVERY OF A HOUSING BOND PROCEEDS FUNDING AGREEMENT AND TAKING CERTAIN RELATED ACTIONS. (Shields/Khan) The motion carried unanimously.

B. ORAL COMMUNICATIONS – None.

D. ADJOURNMENT

With nothing further to come before the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency, the meeting adjourned at 2:23 p.m., to the next regular meeting of the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency to be held on Tuesday, **October 28, 2014, at 2:00 p.m.**, in the City Council Chambers, 1001 W. Center Street, Manteca, California.

**JOANN TILTON, MMC
AGENCY SECRETARY**

**DARYLL QUARESMA
CHAIRMAN**

Agenda Item No. A.02

OVERSIGHT BOARD OF THE
SUCCESSOR AGENCY
TO THE MANTECA REDEVELOPMENT AGENCY

To: Members of the Oversight Board

From: Suzanne Mallory, Finance Director

Date: February 24, 2015

Subject: Approval of Administrative Budget for July 1, 2015 through
December 31, 2015

Recommendation:

Staff recommends that the Oversight Board for the Successor Agency to the Manteca Redevelopment Agency adopt a Resolution, approving a proposed administrative budget for the six-month fiscal period from July 1, 2015 through December 31, 2015, and taking certain other related actions.

Background:

Pursuant to Part 1.85 of Division 24 of the California Health and Safety Code (the "Redevelopment Dissolution Law"), the Successor Agency must prepare a proposed administrative budget and a Recognized Obligation Payment Schedule ("ROPS") for each six-month fiscal period, both of which must be submitted to the Oversight Board for approval. Each proposed administrative budget must include all of the following: (1) estimated amounts for Successor Agency administrative costs for the applicable six-month fiscal period; (2) proposed sources of payment for the administrative costs; and (3) proposals for arrangements for administrative and operations services provided by the City or other entity.

The Redevelopment Dissolution Law is unclear regarding the required timing for the submission of the proposed administrative budget for the period from July 1, 2015 through December 31, 2015 (*i.e.*, the first half of fiscal year 2015-16) ("Administrative Budget 15-16A") to the Oversight

Board. However, because the Successor's Agency's administrative expenditures also have to be reflected on the ROPS, Administrative Budget 15-16A and the ROPS for the same period ("ROPS 15-16A") should be consistent.

The Successor Agency is required to submit ROPS 15-146A to the Oversight Board for approval and then submit the Oversight Board-approved ROPS 15-16A to the State Department of Finance, State Controller and the County Auditor-Controller no later than March 3, 2015. Staff has prepared a ROPS 15-16A for the Oversight Board's approval at this meeting as a separate agenda item. Staff recommends that the Board approve Administrative Budget 15-16A on the same date as the Board's approval of ROPS 15-16A.

The Oversight Board must take action by resolution and must provide DOF, by electronic means, written notice and information about the Oversight Board's action.

Fiscal Impact:

Under the Redevelopment Dissolution Law, an "Administrative Cost Allowance" is paid to the Successor Agency from property tax revenues allocated by the County Auditor-Controller. The Administrative Cost Allowance is defined as an amount, subject to the approval of the Oversight Board, which is up to 3% of the property tax allocated for enforceable obligations from the Redevelopment Property Tax Trust Fund by the County Auditor-Controller. The amount shall not be less than \$250,000 for any fiscal year unless the Oversight Board reduces this amount. The Administrative Cost Allowance is subject to reduction if there are insufficient funds to pay the enforceable obligations as listed on the ROPS.

Exhibit A*Successor Agency to the Manteca Redevelopment Agency
Administrative Budget**July - December
2015***Estimated Expenditures ⁽¹⁾**

Professional Services	
Legal Services	5,000
Property Dispositions	5,000
Audit	2,500
Arbitrage Services	5,000
Material and Supplies	
Supplies & Postage	100
Printing	100
Legal Publication	250
Computer Lease	7,040
Insurance	2,240
Staffing	
City Management	19,446
Finance	16,172
City Clerk/Legislative	36,044
Economic Development	86,660
Information Technology	9,126
Community Development	107,175
Building Safety	28,977
Engineering	10,775

Total Budget**\$ 341,605****Funding Source**

Redevelopment Property Tax Trust Fund ⁽²⁾	96,835
City Funding	244,770

Total Funding**\$ 341,605**

⁽¹⁾ The items listed above include amounts to be reimbursed by the Successor Agency to the Manteca Redevelopment Agency pursuant to a cooperative agreement for advance and reimbursement of administrative, overhead and other expenses to be entered into by the City of Manteca and the Successor Agency. Pursuant to the cooperative agreement, the Successor Agency will reimburse the City for costs advanced by the City for the administration and operation of the Successor Agency, including but not limited to the value of staff, consultants and

⁽²⁾ Amount based on 3% of RPTTF requested on ROPS 15-16A
If actual receipts are less, amount will be adjusted accordingly.

Agenda Item No. A.03

OVERSIGHT BOARD OF THE
SUCCESSOR AGENCY
TO THE MANTECA REDEVELOPMENT AGENCY

To: Members of the Oversight Board

From: Suzanne Mallory, Finance Director

Date: February 24, 2015

Subject: Approval of ROPS 15-16A for July 1, 2015 through
December 31, 2015.

Recommendation:

Staff recommends that the Oversight Board for the Successor Agency to the Manteca Redevelopment Agency adopt a resolution approving the Recognized Obligation Payment Schedule for the six-month fiscal period from July 1, 2015 through December 31, 2015 and taking certain related actions.

Background:

Pursuant to Part 1.85 of Division 24 of the California Health and Safety Code (the "Redevelopment Dissolution Law"), the Successor Agency must prepare a Recognized Obligation Payment Schedule ("ROPS") for each six-month fiscal period (commencing each January 1 and July 1), listing the payments to be made by the Successor Agency during such period. All ROPS must be approved by the Oversight Board. Furthermore, each Oversight Board-approved ROPS must be submitted to the State Department of Finance ("DOF") for review.

Deadlines for ROPS Submission and Review

The Redevelopment Dissolution Law does not specify a deadline for the Successor Agency to submit the ROPS for July 1 through December 31, 2015 ("ROPS 15-16A") to the Oversight Board for approval. However, the Successor Agency must submit an Oversight Board-approved ROPS 15-16A to the DOF, the Office of the State Controller and the County Auditor-Controller no later than March 3, 2015. The Successor Agency

must submit the ROPS to the DOF electronically in the manner of DOF's choosing. A copy of the Oversight Board-approved ROPS must be posted on the Successor Agency's website.

The DOF may eliminate or modify any items on the ROPS before approving the ROPS. The DOF must make its determination regarding the enforceable obligations and the amount and funding source for each enforceable obligation listed on a ROPS no later than 45 days after the ROPS is submitted. Within five business days of the DOF's determination, the Successor Agency may request to "meet and confer" with the DOF on disputed items. The meet and confer period may vary, but an untimely submission of ROPS 15-16A may result in a meet and confer period of less than 30 days.

The County Auditor-Controller may object to the inclusion of any item on the ROPS that is not demonstrated to be an enforceable obligation and may object to the funding source proposed for any item. The County Auditor-Controller must provide notice of its objections to the DOF, the Successor Agency and the Oversight Board within 30 days of the required ROPS submission date.

Penalties for Failure to Make Timely Submission

If the Successor Agency does not submit an Oversight Board-approved ROPS by March 3, 2015, the City of Manteca will be subject to a civil penalty of \$10,000 per day for every day that the ROPS is not submitted to the DOF. The penalty is to be paid to the County Auditor-Controller for distribution to the taxing entities. If the Successor Agency does not timely submit a ROPS, creditors of the successor agency, the DOF, and affected taxing entities may request a writ of mandate to require the Successor Agency to immediately perform this duty. Additionally, if the Successor Agency does not submit a ROPS within 10 days of March 3rd, the Successor Agency's administrative cost allowance for that period will be reduced by 25 percent.

If the Successor Agency fails to submit an Oversight Board-approved ROPS to the DOF within five business days of "the date upon which the ROPS is to be used to determine the amount of property tax allocations", the DOF may determine whether the County Auditor-Controller should distribute any of property tax revenues to the taxing entities, or whether any amount should be withheld for enforceable obligations pending approval of the ROPS. It is not clear what is "the date upon which the ROPS is to be used to determine the amount of property tax allocations."

Fiscal Impact:

The preparation and submittal of ROPS 15-16A is for the purpose of allowing the Successor Agency to pay its enforceable obligations for the period from July 1, 2015 through December 31, 2015.

Recognized Obligation Payment Schedule (ROPS 15-16A) - Summary

Filed for the July 1, 2015 through December 31, 2015 Period

Name of Successor Agency: Manteca
Name of County: San Joaquin

Current Period Requested Funding for Outstanding Debt or Obligation		Six-Month Total
Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding Sources (B+C+D):		\$ 35,103,381
B	Bond Proceeds Funding (ROPS Detail)	29,672,000
C	Reserve Balance Funding (ROPS Detail)	5,372,561
D	Other Funding (ROPS Detail)	58,820
E Enforceable Obligations Funded with RPTTF Funding (F+G):		\$ 3,407,424
F	Non-Administrative Costs (ROPS Detail)	3,310,589
G	Administrative Costs (ROPS Detail)	96,835
H Current Period Enforceable Obligations (A+E):		\$ 38,510,805

Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
I	Enforceable Obligations funded with RPTTF (E):	3,407,424
J	Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)	(82,742)
K Adjusted Current Period RPTTF Requested Funding (I-J)		\$ 3,324,682

County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
L	Enforceable Obligations funded with RPTTF (E):	3,407,424
M	Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)	-
N Adjusted Current Period RPTTF Requested Funding (L-M)		3,407,424

Certification of Oversight Board Chairman:
Pursuant to Section 34177 (m) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named agency.

Name	Title
/s/ _____	
Signature	Date

Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail
July 1, 2015 through December 31, 2015
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K				L	M	N	O	P
										Funding Source								
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)		RPTTF						
Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total													
								\$ 2,560,100			\$ 29,672,000	\$ 5,372,561	\$ 58,820	\$ 3,310,589	\$ 96,835	\$ 38,510,805		
1	2002 Tax Allocation Revenue Bonds	Bonds Issued On or Before	9/12/2002	10/1/2032	US Bank Trust	Bond issue to fund non-housing	Merged - Area 1&2		N		1,290,445	58,820	654			\$ 1,349,919		
2	2004 Merged Area Tax Housing Set Aside Allocation Refund Bonds	Bonds Issued On or Before	11/30/2004	10/1/2034	US Bank Trust	Bond issue to fund housing projects. Interest due October & April. Principal due October	Merged - Area 1&2		N		245,943					\$ 245,943		
3	2004 Housing Trustee Fees	Fees	11/30/2004	10/1/2034	US Bank Trust	Trustee Fees	Merged - Area 1&2		N							\$ -		
4	2004 Merged Area Tax Allocation Refund Bonds	Bonds Issued On or Before	11/30/2004	10/1/2036	US Bank Trust	Bond issue to fund housing projects. Interest due October & April. Principal due October	Merged - Area 1&2		N		1,285,224					\$ 1,285,224		
5	2004 Trustee Fees	Fees	11/30/2004	10/1/2036	US Bank Trust	Trustee Fees	Merged - Area 1&2		N							\$ -		
7	2005 Amended Project Area Variable Rate Refunding Bonds	Bonds Issued On or Before	12/13/2005	10/1/2042	US Bank Trust/Piper Jaffray	SWAP Payment	Merged - Area 1&2		N		820,000					\$ 820,000		
10	2005 Amended Project Area Variable Rate Refunding Bonds	Fees	4/1/2013	5/13/2016	State Street Bank	Letter of Credit Commitment Fees	Merged - Area 1&2		N		560,000					\$ 560,000		
11	2005 Amended Project Area Variable Rate Refunding Bonds	Fees	12/13/2005	10/1/2043	Us Bank Trust/Piper Jaffray	Remarketing Fee	Merged - Area 1&2		N				30,100			\$ 30,100		
12	2005 Amended Project Area Variable Rate Refunding Bonds	Bonds Issued On or Before	12/13/2005	10/1/2042	US Bank Trust	Principal	Merged - Area 1&2		N		745,000		85,000			\$ 830,000		
13	2005 Amended Project Area Variable Rate Refunding Bonds	Fees	12/13/2005	10/1/2042	US Bank Trust	Annual Trustee Fees	Merged - Area 1&2		N							\$ -		
14	2006 Amended Merged Project Area Subordinate Tax Allocation Bonds	Bonds Issued On or Before	12/14/2006	10/1/2042	US Bank Trust	Bonds issue to fund non-housing projects. Interest due October & April. Principal due October	Merged - Area 1&2		N		356,142		589,779			\$ 945,921		
15	2006 Amended Merged Project Area Subordinate Tax Allocation Bonds	Fees	12/14/2006	10/1/2042	US Bank Trust	Annual Trustee Fees	Merged - Area 1&2		N							\$ -		
16	Parking Lot Lease	Miscellaneous	3/1/2011	3/1/2021	Sephos Trust	Lease property for 10 years	Merged - Area 1&2		N				15,000			\$ 15,000		
17	Parking Lot Lease	Miscellaneous	10/16/2006	10/5/2016	FESM	230 & 252 N. Main Street Lease	Merged - Area 1&2		N							\$ -		
18	Mosquito Abatement Assesment	Property Maintenance	1/1/2015	6/30/2014	San Joaquin County Mosquito & Vector Control District	Mosquito abatement assessment for RDA Properties	Merged - Area 1&2		N				50			\$ 50		
19	Property tax on RDA properties	Property Maintenance	1/1/2015	6/30/2014	Shabir Kahn	Annual RD 17 property tax on RDA Properties	Merged - Area 1&2		N				1,150			\$ 1,150		
20	Utilities on RDA properties	Property Maintenance	1/1/2015	6/30/2014	PG&E	PG&E bill for Property owned by RDA	Merged - Area 1&2		N				6,400			\$ 6,400		
21	Supplemental Retirement Benefits	Unfunded Liabilities	1/1/2015	6/30/2014	PARS	Supplemental retirement for prior Executive Director	Merged - Area 1&2		N				8,850			\$ 8,850		
22	Retiree Health Benefits	Unfunded Liabilities	1/1/2015	6/30/2014	PERS/Mid America	Retiree Health Benefits former employees	Merged - Area 1&2		N				8,156			\$ 8,156		
27	Administrative Allowance	Admin Costs	1/1/2015	6/30/2014	City of Manteca	SA Administrative Expenses as approved by OB	Merged - Area 1&2		N					96,835		\$ 96,835		
28	Low/Mod Affordable Housing Developmment	OPA/DDA/Construction	1/1/2015	10/1/2034	TBD	Anticipated use of housing bond proceeds for development of affordable housing projects. Implementing contracts to be awarded.	Merged - Area 1&2		N							\$ -		
29	Low/Mod Downpayment Assistance Grants	Miscellaneous	1/1/2014	10/1/2034	TBD	Anticipated use of housing bond proceeds to provided downpayment assistance to qualified buyers. Recipients to be identified as they qualify and secure housing.	Merged - Area 1&2		N							\$ -		
30	Courts Project	Improvement/Infrastructure	11/1/2013	12/31/2016	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N							\$ -		

Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail
July 1, 2015 through December 31, 2015
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P
										M					
										N					
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	Funding Source			RPTTF		Six-Month Total
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	
31	South Area Regional Infrastructure	Improvement/Infrastructure	11/1/2013	12/31/2016	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
32	McKinley/120 Interchange	Improvement/Infrastructure	11/1/2013	6/30/2017	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
33	Union Road Bridge Widening	Improvement/Infrastructure	11/1/2013	12/31/2016	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
37	Community Center	Improvement/Infrastructure	11/1/2013	12/31/2015	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
38	2002 Trustee Fees	Fees	9/12/2002	10/1/2032	US Bank Trust	Trustee Fees for 2002 Bond Issue	Merged - Area 1&2		N				2,850		\$ 2,850
39	Parking Lot Lease	Miscellaneous	2/1/2004	1/31/2013	MRPS	133 N. Grant Ave	Merged - Area 1&2		N						\$ -
40	Parking Lot Lease	Miscellaneous	2/1/2004	1/31/2013	MRPS	114 N. Grant Ave	Merged - Area 1&2		N		16,046				\$ 16,046
41	Parking Lot Lease	Miscellaneous	7/1/2006	10/7/2012	Nadean Costa and Bonnie Galas	173 E. Yosemite Ave	Merged - Area 1&2		N		53,761				\$ 53,761
43	Low/Mod Affordable Housing Developmment	OPA/DDA/Construction	1/1/2014	10/1/2034	City of Manteca	Anticipated use of housing bond proceeds for development of affordable housing projects. Implementing contracts to be awarded.	Merged - Area 1&2		N						\$ -
44	Low/Mod Downpayment Assistance Grants	Miscellaneous	1/1/2014	10/1/2034	City of Manteca	Anticipated use of housing bond proceeds to provided downpayment assistance to qualified buyers. Recipients to be identified as they qualify and secure housing.	Merged - Area 1&2		N						\$ -
45	Courts Project	Improvement/Infrastructure	11/1/2013	12/31/2016	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
46	South Area Regional Infrastructure	Improvement/Infrastructure	11/1/2013	12/31/2016	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
47	McKinley/120 Interchange	Improvement/Infrastructure	11/1/2013	6/30/2017	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
48	Union Road Bridge Widening	Improvement/Infrastructure	11/1/2013	12/31/2016	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
49	Access Rd Milo Candini	Improvement/Infrastructure	11/1/2013	6/30/2015	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
50	Property Acquisition	Improvement/Infrastructure	11/1/2013	1/1/2014	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
51	Community Park Improvements	Improvement/Infrastructure	11/1/2013	6/30/2015	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
52	Community Center	Improvement/Infrastructure	11/1/2013	12/31/2015	City of Manteca	Defined project per 2005/06 Bond Tax Certificates	Merged - Area 1&2		N						\$ -
53	2002 Tax Allocation Revenue Bonds	Reserves	9/12/2002	10/1/2032	US Bank Trust	Bond issue to fund non-housing projects. Interest due October & April. Principal due October	Merged - Area 1&2		N						\$ -
54	2004 Merged Area Tax Housing Set Aside Allocation Refund Bonds	Reserves	11/30/2004	10/1/2034	US Bank Trust	Bond issue to fund housing projects. Interest due October & April. Principal due October	Merged - Area 1&2		N						\$ -
55	2004 Merged Area Tax Allocation Refund Bonds	Reserves	11/30/2004	10/1/2036	US Bank Trust	Bond issue to fund housing projects. Interest due October & April. Principal due October	Merged - Area 1&2		N						\$ -
56	2005 Amended Project Area Variable Rate Refunding Bonds	Reserves	12/13/2005	10/1/2042	US Bank Trust/Piper Jaffray	SWAP Payment	Merged - Area 1&2		N						\$ -
57	2005 Amended Project Area Variable Rate Refunding Bonds	Reserves	4/1/2013	5/13/2016	State Street Bank	Letter of Credit Commitment Fees	Merged - Area 1&2		N						\$ -
58	2005 Amended Project Area Variable Rate Refunding Bonds	Reserves	12/13/2005	10/1/2042	US Bank Trust	Principal	Merged - Area 1&2		N						\$ -

Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail
July 1, 2015 through December 31, 2015
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	Funding Source					Six-Month Total
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	
59	2006 Amended Merged Project Area Subordinate Tax Allocation Bonds	Reserves	12/14/2006	10/1/2042	US Bank Trust	Bonds issue to fund non-housing projects. Interest due October & April. Principal due October	Merged - Area 1&2		N						\$ -
62	Security for former RDA building	Property Maintenance	7/1/2013	6/30/2014	Bay Alarm	Alarm system for former RDA property.	Merged - Area 1&2		N				2,500		\$ 2,500
63	Roof repair - RDA Property	Property Maintenance	6/30/2007	12/31/2015	City of Manteca	Insurance deductible for roof and damages repair on former RDA property.	Merged - Area 1&2		N						\$ -
64	Admin Allowance from ROPS 13-14A	City/County Loans After 6/27/11	7/1/2013	12/31/2013	City of Manteca	Admin Allowance for ROPS 13-14A	Merged - Area 1&2		Y						\$ -
65	Weed Control - RDA Property	Property Maintenance	1/1/2015	6/30/2015	Grover Landscape Services	Weed abatement/control on vacant RDA land	Merged - Area 1&2		N						\$ -
66	Consolidated Bond Funding Agreement	Improvement/Infrastructure	2/1/2015	12/31/2013	City of Manteca	Projects as defined in 2005/2006 Bond Tax Certificates	Merged - Area 1&2		N	29,672,000					\$ 29,672,000
67	Roof Replacement - RDA Property	Property Maintenance	7/1/2015	12/31/2015	TBD	Roof replacement on former RDA property	Merged - Area 1&2	2,560,100	N				2,560,100		\$ 2,560,100
68									N						\$ -

Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Cash Balances
(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (I), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation. For tips on how to complete the Report of Cash Balances Form, see https://rad.dof.ca.gov/rad-sa/pdf/Cash_Balance_Agency_Tips_Sheet.pdf.

A	B	C	D	E	F	G	H	I	
		Fund Sources							
		Bond Proceeds		Reserve Balance		Other	RPTTF		
	Cash Balance Information by ROPS Period	Bonds Issued on or before 12/31/10	Bonds Issued on or after 01/01/11	Prior ROPS period balances and DDR RPTTF balances retained	Prior ROPS RPTTF distributed as reserve for future period(s)	Rent, Grants, Interest, Etc.	Non-Admin and Admin	Comments	
ROPS 14-15A Actuals (07/01/14 - 12/31/14)									
1	Beginning Available Cash Balance (Actual 07/01/14)	44,454,572		4,653,307	5,904,750				
2	Revenue/Income (Actual 12/31/14) RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014	144,582				5	956,645		
3	Expenditures for ROPS 14-15A Enforceable Obligations (Actual 12/31/14) RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q	108,420			5,211,094		873,903	Includes A/P for 14-15A approved expenditures	
4	Retention of Available Cash Balance (Actual 12/31/14) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)								
5	ROPS 14-15A RPTTF Prior Period Adjustment RPTTF amount should tie to the self-reported ROPS 14-15A PPA in the Report of PPA, Column S	No entry required						82,742	
6	Ending Actual Available Cash Balance C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ 44,490,734	\$ -	\$ 4,653,307	\$ 693,656	\$ 5	\$ -		
ROPS 14-15B Estimate (01/01/15 - 06/30/15)									
7	Beginning Available Cash Balance (Actual 01/01/15) (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)	\$ 44,490,734	\$ -	\$ 4,653,307	\$ 693,656	\$ 5	\$ 82,742		
8	Revenue/Income (Estimate 06/30/15) RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015						4,136,503		
9	Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 06/30/15)	4,689,475			-		4,188,573		
10	Retention of Available Cash Balance (Estimate 06/30/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)	39,801,259		4,653,307	693,656		30,672	Reserved for 15-16A debt service per DOF letter 1	
11	Ending Estimated Available Cash Balance (7 + 8 - 9 - 10)	\$ -	\$ -	\$ -	\$ -	\$ 5	\$ -		

Agenda Item No. A.04

OVERSIGHT BOARD OF THE
SUCCESSOR AGENCY
TO THE MANTECA REDEVELOPMENT AGENCY

To: Members of the Oversight Board

From: Suzanne Mallory, Finance Director

Date: February 24, 2015

Subject: Adopt a Resolution of the Oversight Board approving a Bond Proceeds Funding Agreement Between the Successor Agency and the City of Manteca, and Taking Certain Related Actions

Recommendation:

Adopt a Resolution of the Oversight Board of the Successor Agency to the Manteca Redevelopment Agency Approving the Execution of a Consolidated Non-Housing Bond Proceeds Funding Agreement Between the Successor Agency and the City of Manteca

Background:

The former Manteca Redevelopment Agency issued multiple series of bonds including its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Refunding Bonds Series 2005 in the amount of \$50,760,000 and its Amended Merged Project Area Subordinate Tax Allocation Bonds Series 2006 in the amount of \$22,675,000. The bond proceeds were 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 State 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 allowed for the Agency to have access to the bond proceeds and begin construction on these much needed projects.

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.

On October 15, 2013 the City and the Successor Agency entered into 5 additional Bond Proceeds Funding Agreements:

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

The agreements were approved by the Oversight Board and received final approval of the DOF on December 9, 2013. At the time of approval of the agreements, the process for the use of the bond proceeds was still being developed by the DOF. The original process used by the Successor Agency and approved by the DOF was for the Agency to propose project-specific bond funding agreements and incrementally request funding on following ROPS.

Subsequent to these actions, other Successor Agencies have developed and received approval for a "consolidated" bond proceeds funding agreement. The use of a consolidated agreement streamlines the process with the DOF and provides better and more timely access to unspent bond proceeds. As the design and construction of the listed projects progresses, it is essential to ensure all funds are secured prior to award of contract. As such, staff is proposing the use of a Consolidated Non-Housing Bond Proceeds Funding Agreement. With the approval of the agreement, staff will be able to more effectively access the remaining bond proceeds and expedite the construction of approved projects. In approving this agreement, the City is committing to complying with the

terms and conditions contained therein, and also agreeing to comply with the 2005 and 2006 Bond Indentures, which committed these funds for public purposes.

Concurrent with the approval of this agreement, the Agency has included the request to access the remaining bond proceeds and interest on ROPS 15-16A as item #66.

Fiscal Impact:

In adopting this resolution, the Oversight Board will be authorizing the Successor Agency to have access to the remaining unspent bond proceeds remaining from the 2005 and 2006 Manteca Redevelopment Bond Issues. Additionally the City will be authorized to perform or cause to be performed the work required for the projects identified in the Bond Indentures and tax certificates related to each bond issue. Each of the associated projects and uses was anticipated at the time the bonds were issued and the bond funds can only be spent for these purposes. Additional approval by the California Department of Finance (DOF) will be required to secure access to this funding.

RESOLUTION NO. _____

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE EXECUTION OF A CONSOLIDATED NON-HOUSING BOND PROCEEDS FUNDING AGREEMENT BETWEEN THE SUCCESSOR AGENCY AND THE CITY OF MANTECA

RECITALS:

A. There is attached to this Resolution as Attachment I, the form of a Consolidated Non-Housing Bond Proceeds Funding Agreement (the “Funding Agreement”), proposed to be entered into by and between the Successor Agency to the Manteca Redevelopment Agency (the “Successor Agency”) and the City of Manteca (the “City”)

B. The former Manteca Redevelopment Agency (the “Former Agency”) issued multiple series of bonds, including its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds, Series 2005, in the original principal amount of \$50,760,000 (the “2005 Bonds”), and its Amended Merged Project Area Subordinate Tax Allocation Bonds, Series 2006, in the original principal amount of \$22,675,000 (together with the 2005 Bonds, the “Bonds”).

C. The Bonds were issued pursuant to and are governed by terms of an Indenture, dated as of December 1, 2005, by and between the Former Agency and U.S. Bank National Association (formerly, U.S. Bank Trust National Association), as trustee, as supplemented by supplemental indentures (as supplemented, the “Indenture”).

D. The Bonds were issued to finance and refinance redevelopment projects of benefit to the Former Agency’s Amended Merged Project Area (as defined in the Indenture).

E. Pursuant to AB X1 26 (which became effective 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, the Successor Agency was constituted, and the Oversight Board to the Successor Agency (the “Oversight Board”) was established.

F. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties and contracts of the Former Agency, including unspent proceeds of the Bonds (the “Unspent Non-Housing Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

G. According to HSC Section 34191.4, after the receipt by the Successor Agency 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 Unspent Non-Housing Bond Proceeds shall be used for the purposes for which the Bonds were sold, in a manner consistent with the bond covenants.

H. 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.

I. The Successor Agency desires to use the Unspent Non-Housing Bond Proceeds for the purposes for which the Bonds were sold, namely projects of benefit to the Amended Merged Project Area that are consistent with the bond covenants, including those listed in Exhibit A of the Consolidated Funding Agreement (the “Projects”).

J. Because of the limited staffing of the Successor Agency and the traditional role and the established procedures of the City with respect to the awarding of public works contracts, the Successor Agency and the City entered into the bond proceeds funding agreements listed in Exhibit B of the Consolidated Funding Agreement (the “Prior Agreements”), for the City to perform or cause to be performed all work required to complete a portion of the Projects, with payment therefor to be made from the Unspent Non-Housing Bond Proceeds.

K. The Successor Agency’s execution and delivery of the Prior Agreements were approved by the Oversight Board and the DOF.

L. The Successor Agency and the City desire to enter into the Consolidated Funding Agreement, to consolidate the Prior Agreements and provide for the transfer of the remaining Unspent Non-Housing Bond Proceeds not yet transferred pursuant to the Prior Agreements.

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

N. This Oversight Board has received a copy of Resolution No. _____, adopted by the Board of Directors of the Successor Agency, on _____, 2015, requesting the Oversight Board to approve the Successor Agency’s execution and delivery of the Consolidated Funding Agreement.

NOW, THEREFORE, THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Recitals. The above recitals, and each of them, are true and correct.

Section 2. Consolidated Funding Agreement. This Oversight Board hereby approves the Successor Agency’s execution and delivery of the Consolidated Funding Agreement, substantially in the form attached hereto as Attachment I.

Section 3. Other Acts. The officers and staff 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 Consolidated Funding Agreement.

APPROVED and ADOPTED this ____ day of _____, 2015.

Chair

ATTEST:

Secretary

ATTACHMENT I

Consolidated Non-Housing Bond Proceeds Funding Agreement
(in substantial final form)

(see attached)

CONSOLIDATED NON-HOUSING BOND PROCEEDS FUNDING AGREEMENT

This CONSOLIDATED NON-HOUSING BOND PROCEEDS FUNDING AGREEMENT (this “Agreement”), dated as of _____, 2015, 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. The former Manteca Redevelopment Agency (the “Former Agency”) issued multiple series of bonds, including its Amended Merged Project Area Variable Rate Subordinate Tax Allocation Bonds, Series 2005, in the original principal amount of \$50,760,000 (the “2005 Bonds”), and its Amended Merged Project Area Subordinate Tax Allocation Bonds, Series 2006, in the original principal amount of \$22,675,000 (together with the 2005 Bonds, the “Bonds”).

B. The Bonds were issued pursuant to and are governed by terms of an Indenture, dated as of December 1, 2005, by and between the Former Agency and U.S. Bank National Association (formerly, U.S. Bank Trust National Association), as trustee, as supplemented by supplemental indentures (as supplemented, the “Indenture”).

C. The Bonds were issued to finance and refinance redevelopment projects of benefit to the Former Agency’s Amended Merged Project Area (as defined in the Indenture).

D. Pursuant to AB X1 26 (which became effective 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, the Successor Agency was constituted, and the Oversight Board to the Successor Agency (the “Oversight Board”) was established.

E. Pursuant to Section 34175(b) of the California Health and Safety Code (“HSC”), all assets, properties and contracts of the Former Agency, including unspent proceeds of the Bonds (the “Unspent Non-Housing Bond Proceeds”), transferred to the control of the Successor Agency by operation of law.

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

G. According to HSC Section 34191.4, after the receipt by the Successor Agency 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 Unspent Non-Housing Bond Proceeds shall be used for the purposes for which the Bonds were sold, in a manner consistent with the bond covenants.

H. 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.

I. The Successor Agency desires to use the Unspent Non-Housing Bond Proceeds for the purposes for which the Bonds were sold, namely projects of benefit to the Amended Merged Project Area that are consistent with the bond covenants, including those listed in Exhibit A (the “Projects”).

J. Because of the limited staffing of the Successor Agency and the traditional role and the established procedures of the City with respect to the awarding of public works contracts, the Successor Agency and the City entered into the bond proceeds funding agreements listed in Exhibit B (the “Prior Agreements”), for the City to perform or cause to be performed all work required to complete a portion of the Projects, with payment therefor to be made from the Unspent Non-Housing Bond Proceeds.

K. The Successor Agency’s execution and delivery of the Prior Agreements were approved by the Oversight Board and the DOF.

L. The Successor Agency and the City are entering into this Agreement, to consolidate the Prior Agreements and provide for the transfer of the remaining Unspent Non-Housing Bond Proceeds not yet transferred pursuant to the Prior Agreements (the “Remaining Non-Housing Bond Proceeds”).

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

N. Resolution No. ____ adopted by the Oversight Board on _____, 2015 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 _____, 2015.

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

Section 1. Upon the Parties’ execution of this Agreement, each of Prior Agreements shall be superseded by this Agreement, in their entirety.

Section 2. Subject to the provisions of this Agreement and with the funding provided pursuant hereto, the City agrees to perform or cause to be performed all work required for the completion of the Projects, including but not limited to the preparation of designs, plans and specifications and all acquisitions, 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 Projects.

Section 3. The Parties acknowledge that, pursuant to the Prior Agreements and prior ROPS approved by the Oversight Board and the DOF, the Successor Agency previously transferred a portion of the Unspent Non-Housing Bond Proceeds (the “Prior Transfers”) to the City, for a portion of the Projects specified in the Prior Agreements. The City represents that it has used the Prior Transfers in a manner consistent with the City’s covenants under the Prior Agreements.

Section 4. (a) The Successor Agency has submitted to the Oversight Board and the DOF, a ROPS (“ROPS 15-16A”) for the ROPS Period commencing July 1, 2015 (the “ROPS 15-16A Period”). Included in ROPS 15-16A as Item No. 66 is the transfer to the City of the Remaining Non-Housing Bond Proceeds for the costs of the Projects (which amount includes estimated interest earnings through the date of transfer under Section 3(b)).

(b) At the commencement of the ROPS 15-16A Period, the Successor Agency shall transfer to the City the Remaining Non-Housing Bond Proceeds, subject to any adjustment required by the DOF with respect to ROPS 15-16A.

Section 5. To the extent the City still holds Unspent Non-Housing Bond Proceeds transferred pursuant to this Agreement after the completion of the Projects (as determined by the legislative body of the City), the City shall return such Unspent Non-Housing Bond Proceeds to the Successor Agency within a reasonable time after such determination.

Section 6. The City covenants to use the Unspent Non-Housing Bond Proceeds transferred pursuant to the Prior Agreements and this Agreement in a manner consistent with the covenants in the Indenture and the tax certificates relating to the Bonds, including, but not limited to, any covenants regarding the tax-exempt status of interest on the Bonds under the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder.

Section 7. 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 8. 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 9. This Agreement may be amended from time to time by written instrument executed by both Parties.

Section 10. 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 11. 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 OF THE
SUCCESSOR AGENCY TO THE
MANTECA REDEVELOPMENT
AGENCY**

By _____
Chair

Date: _____

EXHIBIT A

(to Consolidated Non-Housing Bond Proceeds Funding Agreement)

Description of Projects

1. San Joaquin County South County Government Center project
2. Airway/120 Area infrastructures, including the Access Road Milo Candini project
3. Union Road Bridge Widening project
4. South Area Regional Infrastructure Improvements project
5. Community Park Improvements project
6. McKinley/Highway 120 Interchange Improvements project
7. Other or different projects of benefit to the Amended Merged Project Area that are consistent with the covenants of the Bonds, as determined by the City

EXHIBIT B

(to Consolidated Non-Housing Bond Proceeds Funding Agreement)

List of Prior Agreements

Name of Agreement	DOF Approval Letter Date
San Joaquin County South County Government Center Project Bond Proceeds Funding Agreement	09/25/2013
Access Road Milo Candini Project Bond Proceeds Funding Agreement	12/9/2013
Union Road Bridge Widening Project Bond Proceeds Funding Agreement, dated October 15, 2013	12/9/2013
South Area Regional Infrastructure Improvements Project Bond Proceeds Funding Agreement, dated October 15, 2013	12/9/2013
Community Park Improvements Project Bond Proceeds Funding Agreement, dated October 15, 2013	12/9/2013
McKinley/Highway 120 Interchange Improvements Project Bond Proceeds Funding Agreement	12/9/2013

Agenda Item No. A.05

OVERSIGHT BOARD OF THE
SUCCESSOR AGENCY
TO THE MANTECA REDEVELOPMENT AGENCY

To: Members of the Oversight Board
From: Karen McLaughlin, Executive Director
Date: February 24, 2015
Subject: Revised Long-Range Property Management Plan

Recommendation:

Adopt the attached resolution pursuant to Health and Safety Code Section 34191.5, (i) approving the Revised Long-Range Property Management Plan (the “LRPMP”) substantially in the form attached as Exhibit A to the resolution, (ii) finding that approval of the LRPMP is not a project pursuant to the California Environmental Quality Act (CEQA), and (iii) directing the transmittal of the resolution to the Department of Finance.

Background:

Pursuant to Health and Safety Code Section 34175(b) and the California Supreme Court’s decision in California Redevelopment Association, et. al. vs. Ana Matosantos, et. al., (53 Cal.4th 231(2011)), on February 1, 2012, all real properties of the former Manteca Redevelopment Agency (the “Agency”) transferred to the control of the Successor Agency to the Agency by operation of law.

Pursuant to Health and Safety Code Section 34191.5(b), the Successor Agency must prepare a Long-Range Property Management Plan (the “LRPMP”) that addresses the disposition and use of the real properties of the former Agency. The LRPMP must be submitted to the Oversight Board and the Department of Finance (the “DOF”) for approval.

In November 2013, the original LRPMP was approved by the Successor agency and the Oversight Board. That plan included an inventory providing specified information, if applicable, about each of the real

properties, including, among other things, the date of acquisition, the value on the date of acquisition, the estimated current value and a history of previous development proposals. Permissible uses of the properties include the retention of the property for governmental use pursuant to Health and Safety Code Section 34181(a), the retention of the property for future development, the sale of the property or the use of the property to fulfill an enforceable obligation.

After reviewing the LRPMP, the DOF sought clarification on some of the properties, and recommended changes to the Agency's recommendations for disposal of other properties. The DOF has now reviewed this Revised LRPMP and is recommending it be forwarded to the Agency and the Oversight Board for approval. The Revised plan will then be submitted to the DOF for final approval.

The Revised plan identifies six properties that were formerly owned by the Manteca Redevelopment Agency, and now controlled by the Successor Agency. Three are proposed to be sold, and three retained for governmental use. They are described as follows:

Properties to be sold:

- 1115 S. Airport Way: 3.1 acres of vacant land originally purchased for commercial development. The Agency plans to sell this property to a private party for development.
- 682 S. Main St.: 8.1 acres of vacant land originally purchased for development of a court facility. The Agency plans to sell this property to a private party for development.
- 555 Industrial Park Drive: 4.9 acres of developed industrial property originally purchased to be converted to a new police station. The Agency plans to sell this property to a private party for development.

Properties to be conveyed to the City – Government use:

- 123 S. Grant Ave.: .5 acres of land developed as a parking lot, currently used as public parking. The Agency plans to sell this property to the City of Manteca for continued use as a public parking lot.
- 2260 W. Yosemite Ave.: 1.9 acres of vacant land originally purchased for future extension of Milo Candini – a public street. The Agency plans to sell this property to the City of Manteca, which will enable the road extension to be constructed.

- 2470 Daniels St.: 4.8 acres of land developed as a storm water detention basin within Stadium Center. The Agency plans to convey this property to the City.

Once the Successor Agency adopts the enabling resolution, approving this Revised LRPMP, the Revised plan will be submitted to the Oversight Board of its approval. Pursuant to Health and Safety Code Section 34180(j), at the same time the Successor Agency submits the Revised LRPMP to the Oversight Board, the Successor Agency shall submit the plan to the County Administrative Officer, the County Auditor-Controller and the DOF. The attached resolution approves the Revised LRPMP in substantial form.

Approval of the Revised LRPMP is not a project for purposes of the California Environmental Quality Act (Pub. Res. Code Section 21000 et. seq.) and the CEQA Guidelines (14 Cal Code Regs 15000 et. seq.) because it is an organization or administrative activity of government that will not result in direct or physical changes in the environment (CEQA Guidelines Section 15378(b)(5)). Further, it can be seen with certainty that there is no possibility that the approval of the Revised LRPMP may have a significant effect on the environment, and thus, the action is exempt from CEQA (CEQA Guidelines Section 15061(b)(3)).

Fiscal Impact:

These Federal funds are to be used primarily for the benefit of low- to moderate-income (low-mod) residents. Moffat Boulevard is identified as a low-mod area. Using CDBG funds for this project not only advances the expenditure of these funds, consistent with Federal requirements, it also helps to offset some of the construction costs for the new Community Center site and improve much-needed handicap accessibility along Moffat Boulevard. There is no impact to the General Fund.

RESOLUTION NO. 2015__-OSB

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE MANTECA REDEVELOPMENT AGENCY APPROVING THE REVISED LONG-RANGE PROPERTY MANAGEMENT PLAN PREPARED BY THE SUCCESSOR AGENCY PURSUANT TO HEALTH AND SAFETY CODE SECTION 34191.5, DETERMINING THAT APPROVAL OF THE REVISED LONG-RANGE PROPERTY MANAGEMENT PLAN IS EXEMPT FROM THE CALIFORNIA ENVIRONMENTAL QUALITY ACT, AND TAKING CERTAIN ACTIONS IN CONNECTION THEREWITH

RECITALS:

A. Pursuant to Health and Safety Code Section 34175(b) and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), on February 1, 2012, all assets, properties, contracts, leases, books and records, buildings, and equipment of the former Manteca Redevelopment Agency (the "Agency") transferred to the control of the Successor Agency to the Agency (the "Successor Agency") by operation of law.

B. Pursuant to Health and Safety Code Section 34191.5(b), the Successor Agency must prepare a long-range property management plan which addresses the disposition and use of the real properties of the former Agency, and which must be submitted to the Oversight Board of the Successor Agency (the "Oversight Board") and the Department of Finance (the "DOF") for approval no later than six months following the issuance by DOF to the Successor Agency of a finding of completion pursuant to Health and Safety Code Section 34179.7.

C. Pursuant to Health and Safety Code Section 34179.7, DOF issued a finding of completion to the Successor Agency on May 31, 2013.

D. The staff of the Successor Agency has prepared and submitted, and the Board of the Successor Agency approved the Long-Range Property Management Plan in November 2013. Subsequent to changes proposed by DOF, the staff of the Successor Agency has prepared and hereby submits to the attached hereto as Exhibit A (the "Revised LRPMP"), which Revised LRPMP addresses the disposition and use of the real properties of the former Agency and includes the information required pursuant to Health and Safety Code Section 34191.5(c).

E. Pursuant to Health and Safety Code Section 34180(j), at the same time the Successor Agency submitted the LRPMP to the Oversight Board, the

RESOLUTION NO. 2015-__OSB

PAGE NO. 2

Successor Agency submitted the LRPMP to the County Administrative Officer, the County Auditor-Controller, and DOF.

NOW, THEREFORE, THE OVERSIGHT BOARD 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. This Resolution is adopted pursuant to Health and Safety Code Section 34191.5.

Section 3. The Oversight Board hereby approves the Revised LRPMP substantially in the form attached hereto as Exhibit A. The Executive Director of the Successor Agency, in consultation with the Successor Agency's legal counsel, may modify the Revised LRPMP as the Executive Director or the Successor Agency's legal counsel deems necessary or advisable.

Section 4. Pursuant to Health and Safety Code Section 34180(j), Staff of the Successor Agency is hereby authorized and directed to transmit the Revised LRPMP to the Oversight Board, the County Administrative Officer, the County Auditor-Controller, and DOF.

Section 5. The staff and the Board of the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution and any such actions previously taken are hereby ratified.

Section 6. This Resolution has been reviewed with respect to the applicability of the California Environmental Quality Act (Public Resources Code Section 21000 *et seq.*) ("CEQA"). Pursuant to the State CEQA Guidelines (14 Cal Code Regs 15000 *et seq.*)(the "Guidelines"), the Successor Agency has determined that the approval of the Revised LRPMP is not a project pursuant to CEQA and is exempt therefrom because it is an organizational or administrative activity of government that will not result in direct or indirect physical changes in the environment (Guidelines Section 15378(b)(5)). Further, it can be seen with certainty that there is no possibility that approval of the Revised LRPMP may have a significant effect on the environment, and thus the action is exempt from CEQA (Guidelines Section 15061(b)(3)). Staff of the Successor Agency is hereby directed to prepare and post a notice of exemption pursuant to Guidelines Section 15062.

**RESOLUTION NO. 2015-__OSB
PAGE NO. 3**

DATED:

ROLL CALL:

AYES:

NOES:

ABSENT:

ABSTAIN:

**DARYLL QUARESMA
CHAIRMAN**

ATTEST:

**JOANN TILTON, MMC
AGENCY SECRETARY**

RESOLUTION NO. 2015-__OSB
PAGE NO. 4

EXHIBIT A
Long-Range Property Management Plan



CITY OF MANTECA

Long-Range Property Management Plan

City of Manteca as Successor Agency
to the former
Manteca Redevelopment Agency

REVISED

Approved by Oversight Board on

February 24, 2015

CITY OF MANTECA
SUCCESSOR AGENCY TO THE FORMER REDEVELOPMENT AGENCY
LONG-RANGE PROPERTY MANAGEMENT PLAN

INTRODUCTION

On June 27, 2012, Governor Brown signed into law Assembly Bill 1484 (AB 1484), a budget trailer bill that makes substantial changes to the redevelopment agency dissolution process implemented by Assembly Bill X1 26. One of the key components of AB 1484 is the requirement that all “Successor Agencies” develop a Long-Range Property Management Plan that governs the disposition and use of the former non-housing redevelopment agency properties. This document is the Long-Range Property Management Plan (LRPMP) for the Successor Agency to the former Manteca Redevelopment Agency (RDA).

RESOLUTION OF LONG-RANGE PROPERTY PLAN APPROVAL

Included as Exhibit A is a certified copy of the revised resolution passed by the Successor Agency to the former Manteca Redevelopment Agency approving the Long-Range Property Management Plan (LRPMP).

SUMMARY OF PROPERTIES OWNED

The former Manteca Redevelopment Agency acquired properties in an effort to revitalize blighted portions of the City. There were originally eight (8) properties or parcels owned and controlled by the Successor Agency, but three (3) of those properties have been removed from this revised LRPMP by mutual agreement of the Department of Finance and the City of Manteca. The five (5) remaining properties can currently be broken down into two categories – *Intention to Sell* and *Government Use*.

INTENTION TO SELL

1. **1115 S. Airport Way**: This is vacant land that was originally purchased along with several land parcels which were assembled and transformed into a large retail center, known as Stadium Center. While Stadium Center did get developed, this property remains vacant. The Agency plans to sell this property to a private party for development.
2. **682 S. Main Street**: This land was originally purchased for a proposed court facility. There are currently no City plans for future development of the property. There is no permanent structure located on the property. The Agency plans to sell this property to a private party for development.
3. **555 Industrial Park Drive**: This land was originally purchased to become the site for the city’s new Police Station. There are currently no plans for future development of the property. The building located on the property is currently used for storage, and for Police and Fire training exercises. The building has deteriorated during the long vacancy period, and will need repairs or a discount in the purchase price to convey the property to a private party. The Agency plans to sell this property to a private party for development.

4. **600-800 Moffat Boulevard**: This property has been removed from this revised LRPMP by mutual agreement of the Department of Finance and the City of Manteca.

GOVERNMENT USE – WILL BE CONVEYED TO THE CITY

5. **123 S. Grant Avenue**: This parcel has been a public parking lot since the Redevelopment Agency purchased the property in 1993. It was acquired to help alleviate blight conditions and provide sufficient parking in the downtown area. There is no proposed development for this parcel, and the Agency is proposing to sell this property to the City of Manteca for continued use as a public parking lot.
6. **2260 W. Yosemite Avenue**: This narrow undeveloped vacant parcel was acquired in 2006 for the purpose of extending Milo Candini Drive to a new intersection at Yosemite Avenue, in conformity with the Circulation Element of the City's adopted General Plan. The Agency is proposing to transfer ownership of this property to the City of Manteca which will enable the road extension to be constructed.
7. **2470 Daniels Street**: This property is a storm water detention basin that is located directly behind and serves as the drainage basin for the Stadium Center shopping mall. The Agency plans to convey this property to the City. There is no revenue source for this property, thus it has no private use value.
8. **220 Moffat Boulevard**: This property has been removed from this revised LRPMP by mutual agreement of the Department of Finance and the City of Manteca.

These properties are described in greater detail in the "Inventory" section located below, with a spreadsheet of all 5 properties, a detailed report on each property, which includes aerial photos, Resolutions for the purchase of the properties, and the Grant Deeds for the properties.



LONG-RANGE PROPERTY MANAGEMENT PLAN CHECKLIST

Instructions: Please use this checklist as a guide to ensure you have completed all the required components of your Long-Range Property Management Plan. Upon completion of your Long-Range Property Management Plan, email a PDF version of this document and your plan to:

Redevelopment_Administration@dof.ca.gov

The subject line should state “[Agency Name] Long-Range Property Management Plan”. The Department of Finance (Finance) will contact the requesting agency for any additional information that may be necessary during our review of your Long-Range Property Management Plan. Questions related to the Long-Range Property Management Plan process should be directed to (916) 445-1546 or by email to Redevelopment_Administration@dof.ca.gov.

Pursuant to Health and Safety Code 34191.5, within six months after receiving a Finding of Completion from Finance, the Successor Agency is required to submit for approval to the Oversight Board and Finance a Long-Range Property Management Plan that addresses the disposition and use of the real properties of the former redevelopment agency.

GENERAL INFORMATION:

Agency Name: **City of Manteca as Successor Agency to the former Redevelopment Agency**

Date Finding of Completion Received: May 31, 2013

Date Oversight Board Approved Revised LRPMP: February 24, 2015

Long-Range Property Management Plan Requirements

For each property the plan includes the date of acquisition, value of property at time of acquisition, and an estimate of the current value.

Yes No

For each property the plan includes the purpose for which the property was acquired.

Yes No

For each property the plan includes the parcel data, including address, lot size, and current zoning in the former agency redevelopment plan or specific, community, or general plan.

Yes No

For each property the plan includes an estimate of the current value of the parcel including, if available, any appraisal information.

Yes No

INVENTORY

Section 34191.59(c)(1) of the Health and Safety Code, which was added as part of AB 1484, requires that the Long-Range Property Management Plan include an inventory of all the properties held in the Community Redevelopment Property Trust Fund. For the Manteca Successor Agency, this includes the five (5) parcels referenced in the prior section. As per the statute, each of these properties is described below in the Long-Range Property Management Plan Spreadsheet, along with a detailed report on each property, which includes aerial photos, Resolutions for the purchase of the properties, and the Grant Deeds for the properties.

**PROPERTIES TO BE SOLD
TO
PRIVATE DEVELOPER**

PARCEL #1: 1115 S. AIRPORT WAY

PARCEL INFORMATION

Address: 1115 S. Airport Way

APN: 241-310-22

Acquisition Date: June 2, 2004

Current Zoning: CG – General Commercial

Property Type: Vacant Lot/Land

Lot Size: 3.1 Acre

Purpose of Acquisition: This property was purchased as part of a group of parcels that were assembled and sold to a developer for a retail shopping center. This site was left undeveloped for future expansion of the center.

PERMISSIBLE USE DETAIL

Permissible Use: Sale of Property

Permissible Use Detail: This property will be put up for auction and sold to a private developer. Net proceeds from the sale will be distributed proportionally to the entitled taxing entities in conformity with HSC section 34191.5 (c)(2)(B). Ordinary and conventional seller's costs associated with the real estate transaction will be deducted from the proceeds, along with the cost of an appraisal, prior to distribution of the remaining net proceeds.

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcels including, if available, any appraisal information.

Value at time of Purchase: Purchased as part of a number of land parcels that were then further subdivided for development. The pro rata value of this property at the time of purchase was \$534,743.

Estimated Current Value: \$1,239,630

Value Basis: Estimated current value based on appraisal done for another city-owned property on Daniels Street, conducted in 2012 (included in the appendix). Successor Agency proposes to conduct a new appraisal for this property prior to sale.

Date of Estimated Current Value: September 29, 2012

Value:

Proposed Sale Value: To be auctioned at an estimated sale price of \$1,239,630 (proposed sale price subject to a new appraisal to be completed prior to sale).

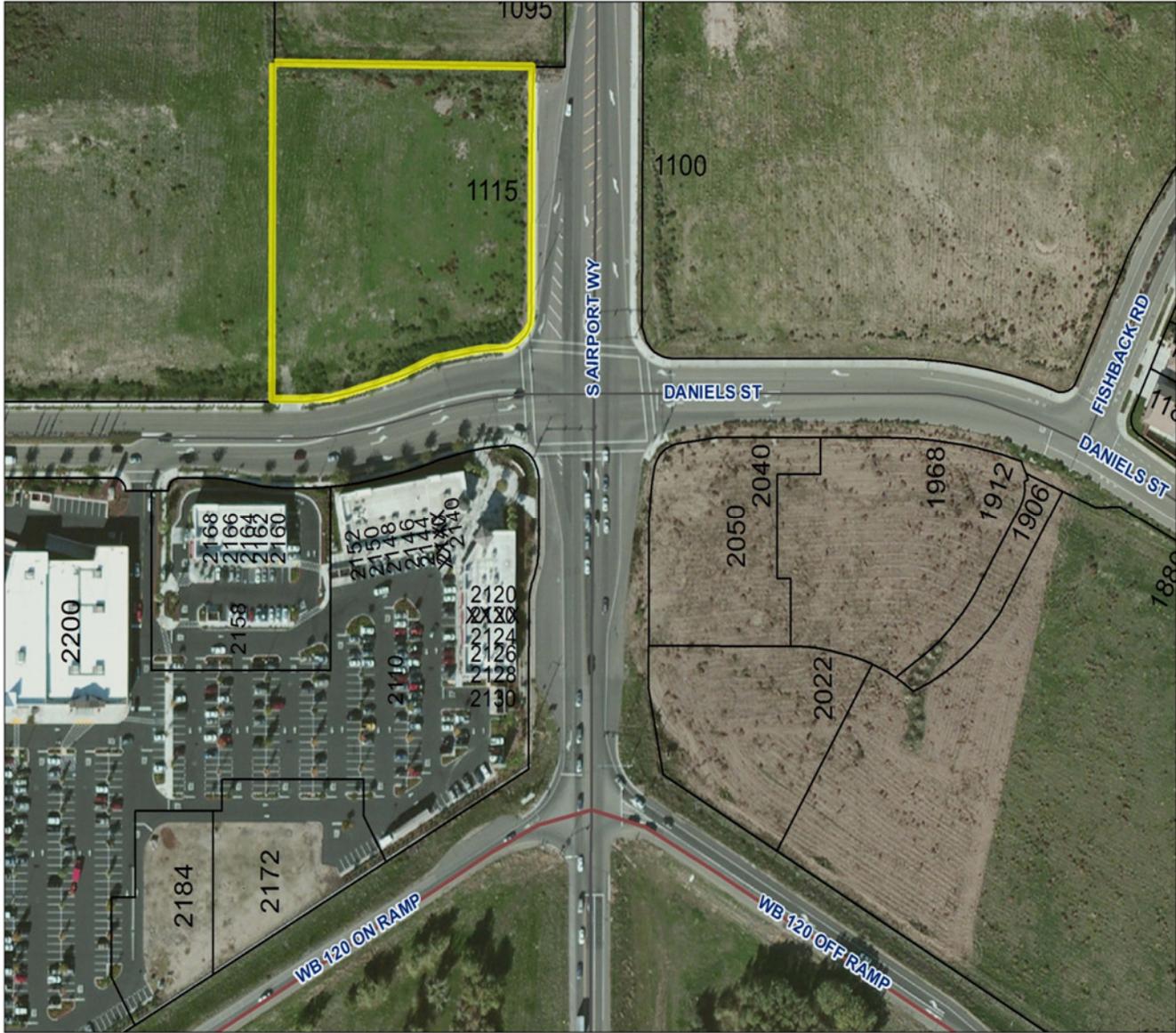
Proposed Sale Date: April 1, 2015

AERIAL PHOTO OF SUBJECT PROPERTY

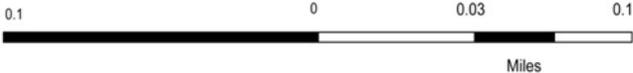


1115 S AIRPORT WY

APN: 241-310-22



Data on this map is intended for general use and informational purposes only. The City of Manteca does not warrant the accuracy, quality, or completeness of data or suitability for any particular purpose. Information on this map is not intended to replace engineering, survey, or other primary research methods.



ESTIMATE OF ANY LEASE, RENTAL OR ANY OTHER REVENUES

Estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Estimate of Revenue from Lease/Rental/Other: None

Source of Income/Revenue: None

Contractual Requirements for use of Income/Revenue: None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Brownfield Status: None

Studies Conducted: Biological Assessment completed by Jones and Stokes–2003.

Phase I Environmental Site Assessment Report completed by Kleinfelder & Associates – 2004.

Environmental Noise Analysis completed by Bollard and Brennen, Inc.– 2004.

Remediation Efforts: The Environmental Initial Study concerns were the effect on biological resources, air quality and the geology/soils. A Mitigated Negative Declaration was prepared to address all concerns. To address the effect on biological resources, a one-time impact fee was paid to the San Joaquin Multi-Species Habitat Conservation and Open Space Plan to satisfy biological environmental native vegetation and wildlife mitigation measures. To address the effect on air quality, the project site was connected to the Citywide bicycle path and public transit system, and “Park and Ride” services are available five days a week to reduce auto emissions. To address impacts on geology and soils, the project was designed to reduce any potential soil impacts to a less-than- significant level.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property.

This property was originally part of a Master Plan for the retail development known as Stadium Center. Stadium Center was developed adjacent to this property, but this property remained vacant with the plan of developing future commercial retail on the property.

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development.

The Circulation Element in the 2023 Manteca General Plan includes a goal to provide Transit-Oriented Development (TOD) in appropriate locations in the City. Higher-intensity residential and commercial developments are encouraged within ¼-mile of existing and potential future high-frequency bus transit corridors, especially in areas where two or more high-frequency transit lines cross.

Construction of the Tidewater Bikeway, including the adoption and implementation of a Bicycle Master Plan, has expanded the potential for transit-oriented development. The Tidewater Bikeway Path is dispersed throughout the central core of the City and connects to the Manteca Transit Center.

Manteca Transit is located in downtown Manteca and provides a public transportation hub to a central area of the City. Manteca Transit offers Dial-A-Ride services for those who are not in the immediate vicinity of a bus stop. There are three routes offered, with approximately 50 different bus stops throughout the City. Manteca Transit connects to San Joaquin County Regional Transit District (SJCRTD), which has two routes that connect the City of Manteca to other cities within the County. Manteca Transit also connects the public to the Altamont Commuter Express (ACE), which is located between the cities of Manteca and Lathrop. ACE connects Manteca citizens to California's Bay Area.

1115 S. Airport Way is located across the street from a Manteca Transit bus stop. It is located in an area permitted for higher-intensity commercial development; therefore, it is conducive to transit-oriented development, however, there are no current plans to develop a transit-oriented project on this property.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the Successor Agency.

This property was purchased with the planning objective of developing it into commercial retail. The location of the property is in close proximity to Highway 120 and highly visible to a large flow of traffic.

Selling this property to a private developer advances the Successor Agency's planning objective of establishing new businesses and promoting commercial retail in the City, as described in the Economic Development Element of the 2023 General Plan and as included in the Manteca RDA 2009-2014 Five Year Implementation Plan. The goal of the Successor Agency is to effectively anticipate and address the type of infrastructure needed for future development. This property is located across the street from a high-intensity commercial development and is visible from Highway 120. It will reach its full potential once it is developed for commercial use.

PARCEL #2: 682 S. MAIN STREET

PARCEL INFORMATION

Address: 682 S. Main Street

APN: 221-050-14

Acquisition Date: April 8, 2005

Current Zoning: CMU – Commercial Mixed Use

Property Type: Mixed-Use

Lot Size: 8.1 Acres

Purpose of Acquisition: Acquired for a proposed court facility. No development has occurred on the site.

PERMISSIBLE USE DETAIL

Permissible Use: Sale of Property

Permissible Use Detail: This property will be put up for auction and sold to a private developer. Net proceeds from the sale will be distributed proportionally to the entitled taxing entities in conformity with HSC section 34191.5 (c)(2)(B). Ordinary and conventional seller's costs associated with the real estate transaction will be deducted from the proceeds, along with the cost of an appraisal, prior to distribution of the remaining net proceeds.

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcels including, if available, any appraisal information.

Value at time of Purchase: \$2,600,000

Estimated Current Value: \$3,200,000

Value Basis: Estimated current value based on appraisal done for another vacant city-owned property on Daniels Street, conducted in 2012. Successor Agency proposes to conduct a new appraisal for this property prior to sale.

Date of Estimated Current

Value: September 29, 2012

Proposed Sale Value: To be auctioned at a minimum bid price to be established by an additional appraisal.

Proposed Sale Date: June 1, 2015

AERIAL PHOTO OF SUBJECT PROPERTY



ESTIMATE OF ANY LEASE, RENTAL OR ANY OTHER REVENUES

Estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Estimate of Revenue from Lease/Rental/Other: \$330,000 over a five-year period. Property does not currently generate revenue.

Source of Income/Revenue: This property was leased to American Modular Systems Inc. from 2005-2010.

Contractual Requirements for use of Income/Revenue: None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Brownfield Status: None

Studies Conducted: Phase I Environmental Assessment Report completed by Kleinfelder & Associates – 2004

Soil Assessment Chemical Analysis completed by Kleinfelder & Associates – 2004

Phase II Environmental Assessment Report completed by Kleinfelder & Associates – 2005

Remediation Efforts: No significant environmental impacts were found and no remediation efforts have been needed to date.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property.

This property was originally purchased to be a proposed court facility. There are currently no plans for future development of this property. This property was leased to American Modular for the storage of its modular units from 2005 to 2010. There are no permanent structures on this property.

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development.

682 S. Main Street is located in a business industrial section of the City of Manteca. It is located just 0.2 miles from the Manteca Transit Center. There are no current plans for transit oriented development on this property.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the Successor Agency.

This property was acquired to become a proposed court facility. This plan is no longer in effect.

The Successor Agency would like to sell this property to a developer in order to meet the objective of expanding Manteca's Industrial Park. A private developer will be able to eliminate the blight of the property and bring more infrastructure to the park, which is a goal described in the Economic Development Element of the 2023 General Plan, and as included in the Manteca RDA 2009-2014 Five Year Implementation Plan.

PARCEL #3: 555 INDUSTRIAL PARK DRIVE

PARCEL INFORMATION

Address: 555 Industrial Park Drive

APN: 221-190-36

Acquisition Date: May 11, 2006

Current Zoning: M1 – Light Industrial

Property Type: Light Industrial

Lot Size: 4.9 Acres

Purpose of Acquisition: Acquired to be a proposed police station. Design for the facility was completed, but no development has occurred, The project has been cancelled.

PERMISSIBLE USE DETAIL

Permissible Use: Sale of property

Permissible Use Detail: This property has a dilapidated building on site that will need to be assessed for necessary improvements. The property will be put up for auction once it is determined safe to do so, or sold at a discount due to the poor condition, subject to approval. Net proceeds from the sale will be distributed proportionally to the entitled taxing entities in conformity with HSC section 34191.5 (c)(2)(B). Ordinary and conventional seller's costs associated with the real estate transaction will be deducted from the proceeds, along with the cost of an appraisal, prior to distribution of the remaining net proceeds.

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcels including, if available, any appraisal information.

Value at time of Purchase: \$3,695,000

Estimated Current Value: \$1,500,000

Value Basis: Comparative market analysis by local industrial broker in 2010, including a discount for repairs needed to bring the building up to code.

Date of Estimated Current Value: 2010

Proposed Sale Value: To be auctioned at a minimum bid price to be established by an additional appraisal.

Proposed Sale Date: June 1, 2015

ESTIMATE OF ANY LEASE, RENTAL OR ANY OTHER REVENUES

Estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Estimate of Revenue from Lease/Rental/Other: None

Source of Income/Revenue: None

Contractual Requirements for use of Income/Revenue: None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Brownfield Status: None

Studies Conducted: Inspection of Asbestos completed by Hazardous Materials Associates, Inc. – 1988

Phase I Environmental Assessment Report completed by Certified Earth Metrics – 1993

Facility Inspection of Asbestos completed by Enviro Solutions, Inc. – 1997

Phase I Environmental Assessment Report completed by Geologica, Inc. – 2003

Facility Inspection of Asbestos done by JW Mack Consulting- 2004

San Joaquin Valley Air Pollution District Report – 2004

Remediation Efforts: No potential environmental issues were discovered through the environmental assessment reports. No significant amount of asbestos was detected. No remediation efforts have been needed to date.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property.

This property was previously owned by Qualex Inc. The land was originally purchased by the Redevelopment Agency to become the City's new police station. It was considered an ideal location for the Police Department due to the large abandoned building on the property, which could be used to house the station. Further building inspections showed unforeseen expenses to bring the building up to code with current building standards. There are currently no plans for future development of the property. The building located on the property is used for storage, and for Police and Fire personnel training exercises. The City is planning on selling the property to a private developer.

TRANSIT ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development.

555 Industrial Park Drive is located in an industrial park that is in a centralized area of the city, with a variety of other land uses in the vicinity including residential and commercial. This property is not conducive to transit-oriented development due to its close proximity to the city's transit station.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the Successor Agency.

This property was purchased to become the new police station. The intention was to remove the blight of the dilapidated abandoned building located on the property and help improve the surrounding property values. The property was also purchased to provide the Police Department with more-adequate working conditions. The advancement of these goals were not met due to unforeseen expenses to bring the abandoned building up to code.

The Successor Agency would like to sell this property to a developer in order to meet the objective of expanding Manteca's Industrial Park, a goal described in the Economic Development Element of the 2023 General Plan, and as included in the Manteca RDA 2009-2014 Five Year Implementation Plan.

A private developer will be able to eliminate the blight of the property, providing better public safety through the rehabilitation of the dilapidated building. A private developer will also bring more infrastructure to the industrial park. All of these outcomes will advance the planning objectives of the Successor Agency.

PARCEL #4: 600-800 MOFFAT BOULEVARD

PARCEL INFORMATION

Address: 600-800 Moffat Boulevard

APN: 221.040.61

Acquisition Date: October 7, 1996

Current Zoning: P – Park

Property Type: Public Park

Lot Size: 7.6 Acres

Purpose of Acquisition: This property was acquired with the intention of eliminating blight by eventually selling the property to a private developer and stimulating economic growth in the downtown area.

PERMISSIBLE USE DETAIL

This Property is owned by the City of Manteca, and has been deleted from this revised LRPMP by mutual agreement of the Department of Finance and the City of Manteca. A copy of the deed is included as Exhibit A.

**PROPERTIES TO BE CONVEYED
FROM
THE SUCCESSOR AGENCY
TO
THE CITY OF MANTECA**

PARCEL #5: 123 S. GRANT AVENUE

PARCEL INFORMATION

Address: 123 S. Grant Avenue

APN: 221.020.35

Acquisition Date: April 21, 1993

Current Zoning: CBD – Commercial Business District

Property Type: Parking Lot/Structure

Lot Size: .5 Acres

Purpose of Acquisition: This property was acquired to be a public parking lot to serve the downtown area to help relive the blight condition of insufficient available parking.

PERMISSIBLE USE DETAIL

Permissible Use: Sale of Property

Permissible Use Detail: This property will be sold to City to ensure it remains a public parking facility in the downtown area, or sold to the public at auction if sufficient City funds are not available to execute the purchase. Net proceeds from the sale will be distributed proportionally to the entitled taxing entities in conformity with HSC section 34191.5 (c)(2)(B).

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcels including, if available, any appraisal information.

Value at time of Purchase: \$151,030

Estimated Current Value: \$185,000

Value Basis: Determined by comparative market analysis from local broker data.

Date of Current Value: October 2013

Proposed Sale Value: Proposed to be sold to City at a price to be determined by an updated comparative market analysis from local broker data.

Proposed Sale Date: April 1, 2015

AERIAL PHOTO OF SUBJECT PROPERTY



ESTIMATE OF ANY LEASE, RENTAL OR ANY OTHER REVENUES

Estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Estimate of Revenue from Lease/Rental/Other: None

Source of Income/Revenue: None

Contractual Requirements for use of Income/Revenue: None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Brownfield Status: None

Studies Conducted: No records of studies have been found for this site.

Remediation Efforts: None

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property.

This property was purchased in 1993 to be used as public parking in the downtown area. This site has been utilized for public parking since acquired, with no proposed development plans.

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development.

123 S. Grant Avenue is located within two blocks of a Manteca Transit bus station, reducing the need for transit-oriented development on this site. The property is located in the Central Business District – the heart of downtown, in an area not conducive to high-intensity commercial development. There are no plans to develop a transit-oriented project on this site.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the Successor Agency.

This property was purchased with the planning objective of utilizing it for public parking in the downtown area. Continued use of this property as a public parking lot advances the goal of the Successor Agency to provide easy public access to the downtown area in order to stimulate economic growth and eliminate the potential for blight.

One goal of the Economic Development Element of the 2023 General Plan is to enhance the commercial environment of the downtown area and meet the demand for public parking. This improves property values and increases circulation in the downtown area.

The Economic Development Element also describes the goal of supporting downtown merchants by providing solutions to problems specific to the downtown area. The Successor Agency is meeting this objective by addressing the lack of parking in the downtown area and providing a public parking lot as a solution.

The 2001 Manteca Downtown Improvement Plan also describes the goal of meeting parking supply and demand with the objective of parking being available no more than four blocks from shopping and office space. The Successor Agency is meeting this planning objective through this strategically placed public parking lot, located in the “core” downtown area.

Selling this property to the City of Manteca will ensure that this property remains a public parking facility and continues to meet the objectives described above. In the event that the City of Manteca is unable to execute the purchase, the property will be put up for sale, with the proceeds proportionally distributed to the various taxing entities, as described above.

PARCEL #6: 2260 W. YOSEMITE AVENUE

PARCEL INFORMATION

Address: 2260 W. Yosemite Avenue

APN: 241.300.06

Acquisition Date: December 26, 2006

Current Zoning: M1 – Light Industrial

Property Type: Vacant Lot/Land

Lot Size: 1.9 Acres

Purpose of Acquisition: Property was acquired to extend Milo Candini Drive north to Yosemite Avenue, a major traffic corridor through the City.

PERMISSIBLE USE DETAIL

Permissible Use: Governmental Use

Permissible Use Detail: This property will be conveyed from the Agency to the City for construction of a public roadway.

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcels including, if available, any appraisal information.

Value at time of Purchase: \$751,351

Estimated Current Value: \$70,000

Value Basis: Determined by comparative market analysis from local broker data, and assessed valuation of an adjacent vacant parcel of similar size, dimension and zoning.

Date of Current Value: October 2013

Proposed Sale Value: Proposed to be transferred to City

Proposed Sale Date: April 1, 2015

AERIAL PHOTO OF SUBJECT PROPERTY



ESTIMATE OF ANY LEASE, RENTAL OR ANY OTHER REVENUES

Estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Estimate of Revenue from None
Lease/Rental/Other:
Source of Income/Revenue: None
Contractual Requirements for use of None
Income/Revenue:

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Brownfield Status: None

Studies Conducted: No records of studies have been found for this site.

Remediation Efforts: With no plans to begin development on the property, no environmental assessments have been completed on the property to date, thus no remediation efforts have been needed.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property.

This parcel is vacant remnant property that was acquired with the intention of extending Milo Candini Drive, located to the south of the property, north to West Yosemite Avenue. This road extension is part of the plan to develop higher-intensity commercial and recreational uses along Highway 120. The extension of the road is intended to help alleviate traffic impacts as this development occurs.

This property was acquired at the time of a road widening project on West Yosemite Avenue, and the acquisition assisted in that project as well. This 1.9 acre industrially-zoned parcel is only 75' wide, which severely limits development potential and impacts the value of the land.

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development.

2260 W. Yosemite Avenue was acquired with the intention of extending Milo Candini Drive to West Yosemite Avenue, a major traffic corridor through the City of Manteca. The extension of this road will alleviate high traffic volumes if high-intensity commercial and recreational development occurs along Highway 120. There are otherwise no plans for transit-oriented development.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the Successor Agency.

This property was acquired to meet future infrastructure needs. The purchase of the property assisted with widening West Yosemite Avenue, a major traffic corridor of the City. The property was also acquired in anticipation of needing to extend Milo Candini Drive north to West Yosemite Avenue. This is necessary as high-intensity commercial and recreational development occurs to the south of West Yosemite Avenue along Highway 120.

Conveying this property to the City meets Successor Agency planning objectives laid out in the Economic Development Element of the 2023 General Plan because the purchase of the property was in anticipation of future infrastructure needs. It also meets the goal of providing adequate public infrastructure to serve for planned economic growth, which was also included in the Manteca RDA 2009-2014 Five Year Implementation Plan.

PARCEL #7 - 2470 DANIELS STREET

PARCEL INFORMATION

Address: 2470 Daniels Street

APN: 241.530.03

Acquisition Date: May 28, 2004

Current Zoning: CG – General Commercial

Property Type: Other

Lot Size: 4.8 Acres

Purpose of Acquisition: This property was purchased along with several land parcels which were assembled and transformed into a large retail center, known as Stadium Center. As part of the project, the City and the RDA entered into a Stormwater Basin Agreement with the developer, which was recorded on title and commits the City to perpetually operating this facility.

PERMISSIBLE USE DETAIL

Permissible Use: Governmental Use

Permissible Use Detail: This property will be conveyed from the Agency to the City to ensure it remains a storm water detention basin that continues to meet essential public infrastructure requirements. There is no revenue source for this property, thus it has no private use value. The City funded materials and construction costs for the basin, thus it is an equitable obligation of the Redevelopment Agency to convey this property to the City.

ESTIMATE OF CURRENT PROPERTY VALUE

Estimate of current value of the parcels including, if available, any appraisal information.

Value at time of Purchase: \$827,988

Estimated Current Value: \$0

Value Basis: Since the property serves as a storm water detention basin, it has no development potential. Development value is \$0

Date of Current Value: October 2013

Proposed Sale Value: This property is proposed to be transferred to City.

Proposed Sale Date: May 1, 2015

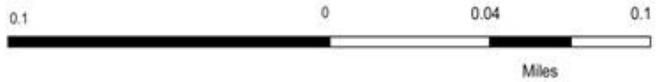
AERIAL PHOTO OF SUBJECT PROPERTY



2470 DANIELS ST
APN: 241-530-03



Data on this map is intended for general use and informational purposes only. The City of Manteca does not warrant the accuracy, quality, or completeness of data or suitability for any particular purpose. Information on this map is not intended to replace engineering, survey, or other primary research methods.



ESTIMATE OF ANY LEASE, RENTAL OR ANY OTHER REVENUES

Estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.

Estimate of Revenue from Lease/Rental/Other: None

Source of Income/Revenue: None

Contractual Requirements for use of Income/Revenue: None

ENVIRONMENTAL CONTAMINATION HISTORY

History of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts.

Brownfield Status: None

Studies Conducted: Biological Assessment completed by Jones and Stokes – 2003

Phase I Environmental Site Assessment Report completed by Kleinfelder & Associates– 2004

Environmental Noise Analysis done by Bollard & Brennen, Inc. – 2004

Remediation Efforts: The Environmental Initial Study concerns were the effect on biological resources, air quality, and the geology/soils. A Mitigated Negative Declaration was prepared to address all concerns. To address the effect on biological resources, a one-time impact fee was paid to the San Joaquin Multi-Species Habitat Conservation and Open Space Plan to satisfy biological environmental native vegetation and wildlife mitigation measures. To address the effect on air quality, the project site was connected to the Citywide bicycle path and public transit system, and “Park and Ride” services are available five days a week to reduce auto emissions. To address geology and soils impacts, the project was designed to reduce any potential soil impacts to a less-than- significant level.

HISTORY OF DEVELOPMENT PROPOSALS AND ACTIVITIES

Brief history of previous development proposals and activity, including the rental or lease of the property.

2470 Daniels Street was originally part of a master plan for a large retail development project known as Stadium Center. After Stadium Center was developed, this property became a storm water detention basin, per the Development Agreement for Stadium Center. No other development proposals have been received for this property.

TRANSIT-ORIENTED DEVELOPMENT POTENTIAL

Description of the property's potential for transit-oriented development.

This property currently serves as a storm water detention basin and there are no plans for transit-oriented development.

PLANNING OBJECTIVES OF SUCCESSOR AGENCY

Description of the advancement of the planning objectives of the Successor Agency.

This property was intended to be a storm water basin, as part of the Development Agreement between the developers of Stadium Center and the Redevelopment Agency.

This property meets the planning objective of the Successor Agency to adequately plan for necessary public infrastructure. This property meets an important need to the City by capturing excess storm water and preventing flooding and as included in the Manteca RDA 2009-2014 Five Year Implementation Plan. Conveying this property to the City will help ensure this property remains a storm water basin.

PARCEL #8 - 220 MOFFAT BOULEVARD

PARCEL INFORMATION

Address: 220 Moffat Boulevard

APN: 221-030-25

Acquisition Date: August 17, 2010

Current Zoning: CBD – Central Business Overlay

Property Type: Public Building

Lot Size: 3.28 Acres

Purpose of Acquisition: Three adjoining properties were originally acquired by the RDA in 2008 and 2010. The parcels were assembled into one parcel with the intent of conveying the property to the City for development of a multimodal transit center, in compliance with grant requirements.

PERMISSIBLE USE DETAIL

This Property is owned by the City of Manteca, and has been deleted from this revised LRPMP by mutual agreement of the Department of Finance and the City of Manteca. A copy of the deed is included as Exhibit C.

APPENDIX

Exhibit A. Grant Deed for Parcel #4: 600-800 Moffat Blvd., APN: 221-040-61

Exhibit B. Grant Deed for Parcel #6: 2260 W. Yosemite Ave., APN: 241-300-06

Exhibit C. Grant Deed for Parcel #8: 220 Moffat Blvd., APN: 221-030-25

Exhibit D. Resolution passed by the Successor Agency to the former Manteca Redevelopment Agency approving the Revised Long-Range Property Management Plan (LRPMP).

Exhibit A

Grant Deed for Parcel #4: 600-800 Moffat Boulevard

APN: 221-040-61

Exhibit B

Grant Deed for Parcel #6: 2260 W. Yosemite Avenue

APN: 241-300-06

RECORDING REQUESTED BY:

Old Republic Title Company

DOC # 2006-267969

12/26/2006 07:33A Fee:NC

Page 1 of 3

Recorded in Official Records

County of San Joaquin

GARY W. FREEMAN

Assessor-Recorder-County Clerk

Paid by OLD REPUBLIC TITLE CO



ORDER #: 1211012540-DC
APN #: 241-300-06

Same as Parcel #6 in
the Manteca LRPMP

WHEN RECORDED MAIL TO

City of Manteca Redevelopment Agency
1001 West Center Street
Manteca, CA 95337

SPACE ABOVE THIS LINE FOR RECORDERS USE

Grant Deed

Monument Preservation Fee is _____

The undersigned grantor(s) declare(s):

Documentary transfer tax is R & T 11922 Governmental Agency acquiring

(X) computed on full value of property conveyed, or

() computed on full value less of liens and encumbrances remaining at time of sale.

() Unincorporated area: (X) City of Manteca

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,
Richard S. Mendoza and Darlene S. Mendoza, his wife, as Joint Tenants

hereby GRANT(S) to

City of Manteca Redevelopment Agency, a public body, corporate and politic

that property in City of Manteca, San Joaquin County, State of California, described as:

See "Exhibit A" attached hereto and made a part hereof.

Mail Tax Statements to Grantee at address above

Date November 21, 2006

Richard S. Mendoza
Richard S. Mendoza

State of California

County of San Joaquin

Darlene S. Mendoza
Darlene S. Mendoza

On 12-20-06 before me,
Michelle A. Brooks

a Notary Public in and for said State, personally appeared Richard S. Mendoza and Darlene S. Mendoza, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
Signature *Michelle A. Brooks*
Name Michelle A. Brooks
(typed or printed)

ORDER NO. : 1211012540-DC

EXHIBIT A

The land referred to is situated in the County of San Joaquin, City of Manteca, State of California, and is described as follows:

A portion of the Northeast Quarter of Section 1, Township 2 South, Range 6 East, Mount Diablo Base and Meridian, described as follows:

Commencing at a point that is South 70 feet from the Northeast corner of said Section 1; thence West 558 feet; thence South 60 feet; thence West 604 feet to point of beginning; thence South 799 feet; thence East 116 feet; thence North 799 feet; thence West 116 feet to the point of beginning.

Excepting therefrom an undivided 1/2 interest in all oil, gas and minerals in and under said land, together with all easements and rights of way necessary for the production of same, as reserved by California lands, Inc., by Deed recorded March 11, 1937 in Book of Official Records, Volume 570, Page 35, San Joaquin County Records.

Also except the North 231 feet of the Westerly 38 feet 4 inches as conveyed to Ruth Oxondine, a married woman, by Deed recorded June 8, 1956 in Official Records, Volume 1874, Page 540, San Joaquin County Records.

APN: 241-300-06

CERTIFICATE OF ACCEPTANCE

This is to certify that the interest in real property conveyed by the within deed dated November 21, 2006, from RICHARD S. MENDOZA AND DARLENE S. MENDOZA, his wife, as Joint Tenants, (collectively, the "grantor") to CITY OF MANTECA REDEVELOPMENT AGENCY, a public body, corporate and politic (the "Grantee") is hereby accepted by order of the Manteca Redevelopment Agency, on November 20, 2006, and the Grantee consents to recordation thereof by its duly authorized officer.

DATED: December 15, 2006



JOANN TILTON, CITY CLERK

Exhibit C

Grant Deed for Parcel #8: 220 Moffat Boulevard

APN: 221-030-25

Exhibit D

Resolution passed by the Successor Agency
to the former Manteca Redevelopment Agency
approving the
Revised Long-Range Property Management Plan
(LRPMP)