

RESOLUTION NO. 2015- 06

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF HUNTINGTON BEACH APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE PERIOD JANUARY 1, 2016 THROUGH JUNE 30, 2016 (“ROPS 15-16B”)

WHEREAS, pursuant to AB x1 26 (as amended by AB 1484, the “Dissolution Act”), the separate legal entity known as Successor Agency to the Redevelopment Agency of the City of Huntington Beach (“Successor Agency”) must prepare “Recognized Obligation Payment Schedules” (“ROPS”) that enumerate the enforceable obligations and expenses of the Successor Agency for each successive six-month fiscal period until the wind down and disposition of assets of the former Redevelopment Agency of the City of Huntington Beach; and

The Successor Agency staff has prepared a ROPS for the six-month fiscal period commencing on January 1, 2016 and continuing through June 30, 2016 (“ROPS 15-16B”) which is attached hereto as Exhibit A; and

Under the Dissolution Act, ROPS 15-16B must be approved by the Successor Agency’s oversight board (“Oversight Board”); and

After reviewing ROPS 15-16B presented to and recommended for approval to the Oversight Board by Successor Agency staff, and after reviewing any written and oral comments from the public relating thereto, the Oversight Board desires to approve the ROPS 15-16B; and

All of the prerequisites with respect to the approval of this Resolution have been met.

NOW, THEREFORE, the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach does hereby resolve as follows:

1. The Oversight Board hereby finds and determines that the foregoing recitals are true and correct.

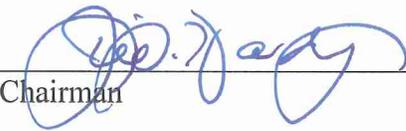
2. The Oversight Board hereby approves ROPS 15-16B in the form presented to the Oversight Board and attached hereto as Exhibit A, and hereby determines that such agreements and obligations constitute “enforceable obligations” and “recognized obligations” for all purposes under the Dissolution Act.

3. The Oversight Board authorizes and directs the Successor Agency staff to: (i) take all actions necessary under the Dissolution Act to post 15-16B on the Successor Agency website; (ii) transmit ROPS 15-16B to the Auditor-Controller and the County Administrator of the County of Orange and to the State Controller and the State Department of Finance (“DOF”); and (iii) to do any and all things and to execute and deliver any and all documents which may be necessary or advisable in order to effectuate the purposes of this Resolution. In addition, the Oversight Board authorizes and directs the Successor Agency staff to make such non-substantive

revisions to ROPS 15-16B as may be necessary to submit ROPS 15-16B in any modified form required by DOF, and ROPS 15-16B as so modified shall thereupon constitute ROPS 15-16B as approved by the Oversight Board pursuant to this Resolution.

4. The Oversight Board does not intend, by adoption of this Resolution, to waive any constitutional, legal and/or equitable rights of the Oversight Board, the Successor Agency or the City of Huntington Beach under law and/or in equity by virtue of the adoption of this Resolution and actions approved and taken pursuant to this Resolution and, therefore, reserves all such rights of the Oversight Board, the Successor Agency and the City of Huntington Beach under law and/or in equity.

PASSED AND ADOPTED by the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach at a special meeting thereof held on the 28th day of September, 2015.

  
\_\_\_\_\_  
Chairman

REVIEWED AND APPROVED:

  
\_\_\_\_\_  
Executive Director

APPROVED AS TO FORM:

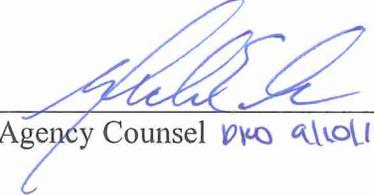
  
\_\_\_\_\_  
Agency Counsel *DKO 9/10/15*

EXHIBIT A

RECOGNIZED OBLIGATION PAYMENT SCHEDULE  
FOR THE PERIOD JANUARY 1, 2016 THROUGH JUNE 30, 2016  
("ROPS 15-16B")

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**Recognized Obligation Payment Schedule (ROPS 15-16B) - Summary**

Filed for the January 1, 2016 through June 30, 2016 Period

Name of Successor Agency: Huntington Beach  
 Name of County: Orange

<u>Current Period Requested Funding for Outstanding Debt or Obligation</u>		<u>Six-Month Total</u>
<b>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding Sources (B+C+D):</b>		<b>\$ 200,000</b>
A	Bond Proceeds Funding (ROPS Detail)	-
C	Reserve Balance Funding (ROPS Detail)	-
D	Other Funding (ROPS Detail)	200,000
<b>Enforceable Obligations Funded with RPTTF Funding (F+G):</b>		<b>\$ 7,225,105</b>
F	Non-Administrative Costs (ROPS Detail)	6,975,105
G	Administrative Costs (ROPS Detail)	250,000
<b>H Total Current Period Enforceable Obligations (A+E):</b>		<b>\$ 7,425,105</b>

<u>Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</u>		
I	Enforceable Obligations funded with RPTTF (E):	7,225,105
J	Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)	<u>(37,581)</u>
<b>K Adjusted Current Period RPTTF Requested Funding (I-J)</b>		<b>\$ 7,187,524</b>

<u>County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</u>		
L	Enforceable Obligations funded with RPTTF (E):	7,225,105
M	Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)	<u>-</u>
<b>N Adjusted Current Period RPTTF Requested Funding (L-M)</b>		<b>7,225,105</b>

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

Huntington Beach Recognized Obligation Payment Schedule (ROPS 15-16B) - ROPS Detail  
January 1, 2016 through June 30, 2016  
(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P				
										L						M	N	O	
										Funding Source									RPTTF
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)									
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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total				
								\$ 68,276,928		\$ -	\$ -	\$ 200,000	\$ 6,975,105	\$ 250,000	\$ 7,425,105				
1	Land Sale Emerald Cove	City/County Loans	5/18/2009	10/1/2030	COHB Park A & D Fund	Legally Binding Operative Agreement	Merged		N						\$ -				
2	Hyatt Regency Huntington Beach Project	OPA/DDA/Construction	9/14/1998	9/30/2023	PCH Beach Resorts LLC	Disposition and Development Agreement approved on September 14, 1998 for the Waterfront Development	Merged	4,181,335	N				366,294		\$ 366,294				
3	2002 Tax Allocation Refunding Bonds	Bonds Issued On or Before 12/31/10	6/19/2002	8/1/2024	Bank of New York Trust Co.	Tax Allocation Bonds Debt Service Payments	Merged	11,423,000	N				1,644,750		\$ 1,644,750				
4	1999 Tax Allocation Refunding Bonds	Bonds Issued On or Before 12/31/10	1/12/1999	8/1/2024	Bank of New York Trust Co.	Tax Allocation Bonds Debt Service Payments	Merged	5,232,471	N				750,617		\$ 750,617				
5	2002 Tax Allocation Refunding Bonds	Fees	11/17/2010	11/17/2016	Arbitrage Compliance Specialist	Tax Allocation Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged	500	N				500		\$ 500				
6	1999 Tax Allocation Refunding Bonds	Fees	11/17/2010	11/17/2016	Arbitrage Compliance Specialist	Tax Allocation Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged	500	N				500		\$ 500				
8	2002 Tax Allocation Refunding Bonds	Fees	6/19/2002	8/1/2024	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged	1,600	N				1,600		\$ 1,600				
9	1999 Tax Allocation Refunding Bonds	Fees	1/12/1999	8/1/2024	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged	1,600	N				1,600		\$ 1,600				
10	2002 Tax Allocation Refunding Bonds	Fees	1/3/2001	8/1/2016	Harrell & Company Advisors, LLC	Preparation and filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged	700	N				700		\$ 700				
11	1999 Tax Allocation Refunding Bonds	Fees	1/3/2001	8/1/2016	Harrell & Company Advisors, LLC	Preparation and filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged	2,025	N				2,025		\$ 2,025				
12	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds	Bonds Issued On or Before 12/31/10	5/13/2010	9/1/2021	US Bank	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds Debt Service Payments	Merged		N						\$ -				
13	HUD Section 108 Infrastructure Loan for Hyatt/Hilton Properties	Bonds Issued On or Before 12/31/10	7/21/2010	8/1/2019	Bank of New York Mellon	Legally binding and enforceable loan agreement with the U.S. Department of Housing and Urban Development for capital improvements	Merged	2,052,714	N				487,272		\$ 487,272				
14	Strand Hotel and Mixed-Use Project, Parking & Infrastructure	OPA/DDA/Construction	6/17/1999	9/30/2033	CIM Group, LLC and Kane Ballmer and Berkman	Property Tax Sharing Agreement under the Disposition and Development Agreement (DDA) for development of hotel, retail, restaurant, and public parking structure. The Implementation of the DDA and the Sixth Implementation Agreement were entered into from June 1999 to November 2008.	Merged		N						\$ -				
15	Strand Project Additional Parking	OPA/DDA/Construction	1/20/2009	9/30/2033	CIM Group, LLC	Property Tax Sharing Agreement under the Disposition and Development Agreement (DDA) and Sixth Implementation Agreement for the Strand projects parking structure authorized on January 20, 2009.	Merged	406,266	N				49,576		\$ 49,576				
16	Pacific City	OPA/DDA/Construction	10/16/2006	10/16/2026	Makar Properties & Kane Ballmer and Berkman	Owner Participation Agreement approved on October 16, 2006 for future development of a 31-acre site located at Pacific Coast Highway and First Street and financed by property tax allocations.	Merged	5,520,000	N						\$ -				

Huntington Beach Recognized Obligation Payment Schedule (ROPS 15-16B) - ROPS Detail  
January 1, 2016 through June 30, 2016  
(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P	
										Funding Source						Six-Month Total
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF			
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	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin		
17	Pacific City - Very Low Income Units	OPA/DDA/Construction	10/16/2006	11/26/2024	Makar Properties	15% affordable housing requirement pursuant to Attachment 5 of the Owner Participation Agreement approved on October 16, 2006. Of the 15% required housing obligation, 5% very-low income housing is to be developed by the Housing Authority. The Developer is required to provide the remaining 10% on site.	Merged		N						\$ -	
20	Repayment of SERAF Debt Obligation 2010	SERAF/ERAF	5/10/2011	11/26/2024	Housing Authority	Legally enforceable obligation for SERAF Loan repayment	Merged		Y						\$ -	
21	Abdelmudi Owner Participation Agreement/Rent Differential Agreement	OPA/DDA/Construction	5/28/1991	12/31/2017	Abdelmudi Development Company	Owner Participation Agreement/Rent Differential Agreement approved on May 28, 1991 for the development of the three story building at the Oceanview Promenade. The Third Implementation Amendment took effect on November 21, 1994.	Merged	10,000	N				10,000		\$ 10,000	
23	Unfunded CalPERS Pension Liabilities	Unfunded Liabilities	6/30/2011	11/26/2026	CalPERS	Unfunded CalPERS pension obligation as per CalPERS actuarial valuation as of June 30, 2012	Merged	2,697,641	N				125,158		\$ 125,158	
24	Unfunded Supplemental Retirement Liabilities	Unfunded Liabilities	9/30/2011	11/26/2026	US Bank	Unfunded actuarial accrued liability as of September 30, 2013 as per actuarial valuation by Bartel Associates, LLC.	Merged	607,550	N				68,920		\$ 68,920	
26	Unfunded OPEB Liabilities	Unfunded Liabilities	6/30/2011	11/26/2024	CalPERS/CERBT	Unfunded actuarial accrued liability as of June 30, 2013 as per Bartel Associates, LLC.	Merged	75,629	N				31,817		\$ 31,817	
27	Obligation for unused employee General Leave earned and vested	Unfunded Liabilities	9/30/2011	11/26/2024	City employees directly involved in Housing and Redevelopment projects and administration	Obligation for unused employee General Leave earned and vested as per MOUs and AB 1X26	Merged	71,171	N				19,405		\$ 19,405	
29	Bella Terra Parking Infrastructure Property Tax Sharing Agreement	OPA/DDA/Construction	10/2/2000	9/30/2025	Bella Terra Associates LLC	Property Tax Sharing Agreement required under the terms of the Owner Participation Agreement (dated 10/2/2000) and Second Implementation Agreement (dated 9/17/2007) for the development of the Huntington Center (Bella Terra). Includes legal requirements to enforce obligation.	Merged		N						\$ -	
30	Bella Terra Phase II Property Tax Sharing Agreement	OPA/DDA/Construction	10/4/2010	7/1/2036	Bella Terra Villas, LLC	Agreement approved on October 4, 2010 for construction of a 467 mixed-use unit project. Construction is complete and financed by property tax allocations. Includes legal requirements to implement obligation.	Merged	16,621,347	N				1,129,511		\$ 1,129,511	
32	Operative Agreement for the Huntington Beach Redevelopment Project	City/County Loans On or Before 6/27/11	6/17/2002	10/1/2030	City of Huntington Beach	Loan repayment for advance made on capital projects in FY 2004/05	Southeast Coastal		N						\$ -	
39	Legal expenses for Successor Agency compliance with AB 1x 26 and AB 1484 pursuant to Health and Safety Code Section 34171(d)(1)(F)	Legal	7/8/2012	7/8/2015	Kane Ballmer & Berkman	Legal expenses to ensure Successor Agency compliance with AB 1x 26 and AB 1484	Merged & Southeast Coastal	75,000	N				75,000		\$ 75,000	

Huntington Beach Recognized Obligation Payment Schedule (ROPS 15-16B) - ROPS Detail  
January 1, 2016 through June 30, 2016  
(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P
										Funding Source					
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
										Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	
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						
40	Economic Analysis services related to Successor Agency compliance with AB 1x 26 and AB 1484 pursuant to Health and Safety Code Section 34171(d)(1)(F)	Professional Services	6/15/2010	6/15/2015	Keyser Marston	Economic Analysis consulting services to ensure Successor Agency compliance with AB 1x 26 and AB 1484	Merged & Southeast Coastal	50,000	N				50,000		\$ 50,000
41	Huntington Center Redevelopment Plan development	City/County Loans On or Before 6/27/11	6/9/2005	10/1/2030	Successor Agency	Land and Right-of-way acquisition costs connected with the Gothard-Hoover Extension project and development of a public storage facility	Merged		N						\$ -
42	Main-Pier Redevelopment Project Phase II	City/County Loans On or Before 6/27/11	6/10/2005	10/1/2030	Successor Agency	Costs incurred to acquire land within the Main-Pier project area for Phase II development projects	Merged		N						\$ -
43	Development of Downtown Main-Pier project area	City/County Loans On or Before 6/27/11	6/4/1990	10/1/2030	Successor Agency	Costs incurred to acquire land within the Main-Pier project area to implement the construction of parking facilities within the Downtown Main-Pier area	Merged		N						\$ -
44	Third Block West commercial/residential project	City/County Loans On or Before 6/27/11	6/18/2005	10/1/2030	Successor Agency	Relocation, property acquisition, and other project costs associated with the Third Block West Condominium/Retail/Office project in the Main-Pier Redevelopment project area	Merged		N						\$ -
45	Second Block Alley and Street Improvement Project	Bonds Issued On or Before 12/31/10	6/10/2005	10/1/2030	Successor Agency	Property acquisition cost associated with the Second Block alley and street improvement project	Merged		N						\$ -
46	Strand Project	City/County Loans On or Before	6/18/2005	10/1/2030	Successor Agency	Relocation costs paid to Wind and Sea Surf Shop	Merged		N						\$ -
47	Pierside Hotel/Retail/Parking Structure Project	City/County Loans On or Before	5/15/1992	10/1/2030	Successor Agency	Relocation costs paid to Terry's Coffee Shop and First Interstate Bank	Merged		N						\$ -
48	Waterfront Commercial Master Site Plan	City/County Loans On or Before 6/27/11	3/1/1989	10/1/2030	Successor Agency	Costs related to the relocation, buyout, and demolition of Driftwood and Pacific Mobile Home Parks related to the Waterfront Commercial Master Site Plan	Merged		N						\$ -
49	Strand Project	City/County Loans On or Before	10/19/1992	10/1/2030	Successor Agency	Property acquisition costs associated with the Strand Project	Merged		N						\$ -
50	Enforcement of Successor Agency dissolution compliance and monitoring per AB 1X26 and AB1484	Admin Costs	2/1/2012	11/26/2024	Successor Agency, Kane Ballmer, Keyser Marston, and Macias Gini & O'Connell LLP et al	Successor Agency administrative obligations relating to maintaining payments on enforceable obligations and other activities as required by AB 1X26	Merged & Southeast Coastal		N			200,000		250,000	\$ 450,000
51	Successor Agency Property Maintenance Fencing	Property Dispositions	11/1/2010	11/26/2024	S & S Fencing, A1 Fence Co., American Fence Company	Fencing to secure Successor Agency Property	Merged	3,500	N				3,500		\$ 3,500
52	Successor Agency Property Maintenance - weed control	Property Maintenance	11/1/2010	11/26/2024	TruGreen	As needed weed abatement for Agency property	Merged	4,000	N				4,000		\$ 4,000
53	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds	Bonds Issued On or Before 12/31/10	5/30/2010	9/1/2021	US Bank	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds Debt Service Payments	Merged		N						\$ -
54	Pacific City - Very Low Income Units	OPA/DDA/Construction	10/16/2006	11/26/2024	Housing Authority	Statutory housing obligation for Pacific City Project	Merged		N						\$ -
57	Bella Terra I Project Management Costs	Project Management Costs	2/1/2012	11/26/2024	City of Huntington Beach	Project management direct cost for overseeing Bella Terra I	Merged		N						\$ -
58	Bella Terra II Project Management Costs	Project Management Costs	2/1/2012	11/26/2024	City of Huntington Beach	Project management direct cost for overseeing Bella Terra 2	Merged		N						\$ -



**Huntington Beach Recognized Obligation Payment Schedule (ROPS 15-16B) - Report of Cash Balances  
(Report Amounts in Whole Dollars)**

Pursuant to Health and Safety Code section 34177 (l), 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 <a href="#">[ INSERT URL LINK TO CASH BALANCE TIPS SHEET ]</a>								
A	B	C	D	E	F	G	H	I
		<b>Fund Sources</b>						
		<b>Bond Proceeds</b>		<b>Reserve Balance</b>		<b>Other</b>	<b>RPTTF</b>	
	<b>Cash Balance Information by ROPS Period</b>	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	<b>Comments</b>
<b>ROPS 14-15B Actuals (01/01/15 - 06/30/15)</b>								
1	Beginning Available Cash Balance (Actual 01/01/15)			5,510,671	411,579	1,264,914		
2	Revenue/Income (Actual 06/30/15) RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015					659,849	2,624,879	
3	Expenditures for ROPS 14-15B Enforceable Obligations (Actual 06/30/15) RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q			3,769,583	98,652	1,379,343	2,587,298	
4	Retention of Available Cash Balance (Actual 06/30/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)			-				
5	ROPS 14-15B RPTTF Prior Period Adjustment RPTTF amount should tie to the self-reported ROPS 14-15B PPA in the Report of PPA, Column S			No entry required			37,581	
6	Ending Actual Available Cash Balance C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ 1,741,088	\$ 312,927	\$ 545,420	\$ -	
<b>ROPS 15-16A Estimate (07/01/15 - 12/31/15)</b>								
7	Beginning Available Cash Balance (Actual 07/01/15) (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)	\$ -	\$ -	\$ 1,741,088	\$ 312,927	\$ 545,420	\$ 37,581	
8	Revenue/Income (Estimate 12/31/15) RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during June 2015					30,000	4,068,883	
9	Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 12/31/15)			1,740,130	312,927	375,000	4,105,063	
10	Retention of Available Cash Balance (Estimate 12/31/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)							
11	Ending Estimated Available Cash Balance (7 + 8 - 9 - 10)	\$ -	\$ -	\$ 958	\$ -	\$ 200,420	\$ 1,401	







STATE OF CALIFORNIA )  
COUNTY OF ORANGE )  
CITY OF HUNTINGTON BEACH )

I, JOAN FLYNN, Secretary of the Huntington Beach Oversight Board of the Successor Agency of the Former City of Huntington Beach Redevelopment Agency, Huntington Beach, California DO HEREBY CERTIFY that the foregoing resolution was duly adopted by the Huntington Beach Oversight Board of the Successor Agency of the Former City of Huntington Beach Redevelopment Agency at a meeting held on **September 28, 2015** and that it was so adopted by the following vote:

- AYES: Board Members: Delgado, L. Dunn, Fritzal, Hardy
- NOES: Board Members: None
- ABSENT: Board Members: Bone, A. Dunn, Katapodis
- ABSTAIN: Board Members: None

  
 \_\_\_\_\_  
 Secretary of the Huntington Beach Oversight Board of the Successor Agency of the Former City of Huntington Beach Redevelopment Agency, Huntington Beach, California