



SPECIAL MEETING

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE CITY OF SOUTH SAN FRANCISCO REDEVELOPMENT AGENCY

P.O. Box 711 (City Hall, 400 Grand Avenue)
South San Francisco, California 94083

CITY HALL
LARGE CONFERENCE ROOM, TOP FLOOR
400 GRAND AVENUE

TUESDAY, APRIL 3, 2012
3:00 P.M.

NOTICE IS HEREBY GIVEN, pursuant to Section 54956 of the Government Code of the State of California, the Oversight Board for the Successor Agency to the City of South San Francisco Redevelopment Agency will hold a Special Meeting on Tuesday, the 3rd day of April, 2012, at 3:00 p.m., in the Municipal Services Building, Community Room, 33 Arroyo Drive, South San Francisco, California.

In accordance with California Government Code Section 54957.5, any writing or document that is a public record, relates to an open session agenda item, and is distributed less than 72 hours prior to a regular meeting will be made available for public inspection in the City Clerk's Office located at City Hall. If, however, the document or writing is not distributed until the regular meeting to which it relates, then the document or writing will be made available to the public at the location of the meeting, as listed on this agenda. The address of City Hall is 400 Grand Avenue, South San Francisco, California 94080.

In compliance with Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the South San Francisco City Clerk's Office at (650) 877-8518. Notification 48 hours in advance of the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting.

Board Members:

Mark Addiego
Councilmember, City of South San Francisco

Barry Nagel
City Manager, City of South San Francisco

Barbara Christensen
Director of Community/Government Relations,
San Mateo County Community College District

Selected by:

Mayor of the City of South San Francisco

Mayor of the City of South San Francisco

Chancellor of California Community College

Board Members:

Neil Cullen

Reyna Farrales
Deputy County Manager, San Mateo County

Denise Porterfield
Deputy Superintendent, Fiscal and Operational Services
San Mateo County Office of Education

Paul Scannell

Selected by:

Largest Special District of the type in H&R
Code Section 34188

San Mateo County Board of Supervisors

San Mateo County Superintendent of Schools

San Mateo County Board of Supervisors
(public member)

Advisory:

Marty Van Duyn – Assistant City Manager, City of South San Francisco
Jim Steele – Finance Director, City of South San Francisco
Steve Mattas – City Attorney, City of South San Francisco
Krista Martinelli – City Clerk, City of South San Francisco
Armando Sanchez – Redevelopment Consultant, City of South San Francisco

CALL TO ORDER (Steele)

ROLL CALL

PLEDGE OF ALLEGIANCE

1. Introduction of Board Members (All)
2. Organization of Board
 - a. Call for Nominations for Chairperson (Steele)
 - b. Call for Nominations for Vice Chairperson (Chair)

PUBLIC COMMENTS

Comments from members of the public on items not on this meeting agenda. The Chair may set time limit for speakers. Since these topics are non-agenda items, the Board may briefly respond to statements made or questions posed as allowed by the Brown Act (Government Code Section 54954.2). However, the Board may refer items to staff for attention, or have a matter placed on a future agenda for a more comprehensive action report.

MATTERS FOR CONSIDERATION

3. Consideration of Legal Services Agreement with Craig Labadie. (Mattas)
4. Consideration of Rules of Procedure and Future Meeting Dates. (Farrales/Mattas)
5. Agenda Format/Procedure. (Martinelli)
6. Packet Delivery/Electronic Capability. (Martinelli)
7. Availability of Contact Information/Website. (Martinelli)
8. Presentation and consideration of the Draft Amended Recognized Obligations Payments Schedule (ROPS) for the period January through June 2012. (Sanchez/Steele/Mattas)
9. Consideration of need for Audit/RDA Financial Consulting Assistance. (Christensen/Farrales)
10. Identification of staffing and salaries in connection with the Successor Agency's proposed staffing of the Oversight Board. (Farrales)
11. Consideration of insurance and risk management matters. (Farrales)
12. Discussion of the Composition of the Committee. (Christensen)
13. Future Agenda Items. (Chair)

ADJOURNMENT


City Clerk



South San Francisco Oversight Board Staff Report

DATE: April 3, 2012
TO: Members of the Oversight Board
FROM: Steven Mattas, Legal Counsel to the Successor Agency
SUBJECT: Contract for Independent Legal Services for the Oversight Board

RECOMMENDATION:

Motion to approve the Agreement for Professional Services for Craig Labadie to serve as counsel to the Oversight Board and to authorize the Chairperson to sign the agreement on behalf of the Oversight Board

DISCUSSION:

In an effort to provide independent legal counsel services to the various Oversight Boards within San Mateo County, the City Attorneys and the County Counsel and Chief Deputy County Counsel conducted a conference call during which we concluded that it would be appropriate to retain independent counsel for the various Oversight Boards within San Mateo County. During the call and through subsequent action of a subcommittee which included two City Attorneys (Pamela Thompson of Redwood City and Sean Mason of San Mateo) and Lee Thompson (Chief Deputy County Counsel for the County of San Mateo) it was determined that the services could be most efficiently provided through the retention of two attorneys who would serve all of the Oversight Boards in San Mateo County. The two attorneys included Gary Baum and Craig Labadie. To ensure that either Mr. Labadie or Mr. Baum could attend the initial meetings of the those Oversight Boards that had not yet had their first meeting, the various Oversight Boards within the County were divided between Mr. Labadie and Mr. Baum. The subcommittee also worked with Mr. Labadie and Mr. Baum to develop the attached retention agreement.

Mr. Labadie has been identified as the attorney who would represent the Oversight Board for the former South San Francisco Redevelopment Agency. As indicated in his attached resume, Mr. Labadie has extensive public agency law experience and redevelopment experience.

On Thursday, March 29, the County Counsel suggested that the law firms of Hanson Bridgett and Carr McClellan may also be able to serve as counsel to the Oversight Board. Carr McClellan currently serves as City Attorney to Hillsborough and Hanson Bridgett serves as City Attorney for Millbrae. Both firms also represent special districts. Carr McClellan did not list redevelopment experience on their website. I spoke with Joan Cassman of Hanson Bridgett and she stated that she could serve as counsel and that her hourly rate was \$325 per hour. For Ms. Cassman to serve, the City and a private developer would have to execute a conflict waiver as Hanson Bridgett currently represents a developer in South San Francisco.

Staff Report

Subject: Retention of Legal Counsel

Date: April 3, 2012

Page: 2 of 2

Based on the preliminary work done by the subcommittee and the information set forth herein, I am recommending that that Oversight Board approve the attached agreement retaining Mr. Labadie to serve as independent legal counsel to the Oversight Board.

Mr. Labadie would serve as independent counsel to the Oversight Board pursuant to the attached agreement. Mr. Labadie would be paid \$215 per hour for his services. Pursuant to the attached contract, the cost of general legal advice applicable to all of the Oversight Boards that Mr. Labadie represents would be allocated equally amongst the Oversight Boards. If Mr. Labadie is asked to provide legal advice that is specific to the South San Francisco Oversight Board actions then his costs would be allocated solely to the South San Francisco Successor Agency.



By: _____
Steven Mattas
Legal Counsel to the Successor Agency

Attachments:
Professional Services Agreement
Resume

CRAIG LABADIE

PROFESSIONAL EXPERIENCE

LAW OFFICES OF CRAIG LABADIE
Sole Practitioner

Current

City Attorney for the City of Albany. Special Counsel to the City of Concord on issues pertaining to the reuse planning and property disposition process for the former Concord Naval Weapons Station, a closed military base.

CITY OF CONCORD
City Attorney

2000 - 2011

Served as the chief legal advisor to City Council, Redevelopment Agency, Concord Naval Weapons Station Local Reuse Authority, City Boards and Commissions, and all City Departments. Represented the City and oversaw outside litigation counsel in connection with liability claims and litigation, including municipal code enforcement litigation. Subject matter areas included Brown Act, Public Records Act, Political Reform Act, municipal finance, public works, land use and environmental law, redevelopment, labor and employment, military base closure, law enforcement, and general municipal law.

As an officer and President of the City Attorneys Department within the League of California Cities from 2004-07, I took an active leadership role in numerous educational and advocacy efforts for our membership. Ongoing activities included planning of educational seminars, updating Municipal Law Handbook, and oversight of Legal Advocacy Committee. Special initiatives as President included drafting of *The People's Business: A Guide to the California Public Records Act*, updating of *Open and Public IV: A Guide to the Ralph M. Brown Act*, updating of guidebook on Proposition 218 (limits on local fees, taxes and assessments), and updating of guide to compliance with conflict of interest laws.

MCDONOUGH, HOLLAND & ALLEN, Oakland, California
Shareholder, Public Law Department

1989 - 2000

City Attorney for the Cities of Mill Valley, Sausalito and Hercules
Acting City Attorney for the City of Novato
Special Counsel for numerous Bay Area cities

Founding shareholder of Bay Area office for Sacramento-based firm representing local

public agencies. Areas of specialization included general municipal law, land use and environmental law, open government laws, eminent domain, annexations, development agreements, developer fees and exactions, inverse condemnation, public works, redevelopment, and municipal finance.

Frequent lecturer and author on land use and environmental law topics for various U.C. Extension branches, as well as professional associations such as the League of California Cities, local city attorney associations, and professional organizations for urban planners.

MCCUTCHEN, DOYLE, BROWN & ENERSEN, Walnut Creek 1988 - 1989
Attorney, Land Use and Local Government Group

Represented cities and private sector clients on land use matters and related litigation. Handled litigation involving land use initiatives, CEQA, development agreements, general plans and housing elements. Negotiated development agreements and provided advice concerning CEQA compliance.

LEAGUE OF CALIFORNIA CITIES, Sacramento, California 1985 - 1988
Legislative Attorney

Represented cities before the California Legislature and state agencies on issues pertaining to CEQA, environmental law, hazardous materials, land use, housing, parks and recreation and solid waste. Worked extensively with city council members, planning commissioners, city managers, city attorneys, and planning directors from cities throughout California in connection with the League's legislative and educational efforts. Provided staff support for League Policy Committees, City Attorneys Legislative Committee, and Legal Advocacy Committee.

RUTAN & TUCKER, Costa Mesa, California 1982 - 1985
Attorney, Public Law Department

Assistant City Attorney, City of Laguna Beach
Deputy City Attorney, Cities of San Clemente and Irvine

Provided contract city attorney services and served as special litigation counsel to several Southern California cities. Staffed meetings of City Councils and Planning Commissions. Represented cities in litigation concerning CEQA, land use, housing elements, and hazardous waste cleanup. Assisted in preparing development agreements and redevelopment agreements.

CALIFORNIA SUPREME COURT, Associate Justice Stanley Mosk · 1981 - 1982
Annual Law Clerk

Researched and drafted Supreme Court opinions, evaluated cases presented for hearing, and supervised student externs. Drafted manual for handling appellate writs.

PROFESSIONAL ASSOCIATIONS

LEAGUE OF CALIFORNIA CITIES - CITY ATTORNEYS DEPARTMENT

President (2006-07)
Department Officer (2004-06)
Chair, Legislative Committee (2002-04)
President, Contra Costa County City Attorneys Association (2001)
President, Bay Area City Attorneys Association (1996)
Member, Municipal Law Handbook Committee (1993-95)

CALIFORNIA STATE BAR

Public Law Section, Executive Committee (1989-92)
Editor, *Public Law Journal*
Member, Contra Costa County Bar Association (1988-Present)

CONTINUING EDUCATION OF THE BAR

Chair, Continuing Education of the Bar Governing Committee (1998-99)
Member, Continuing Education of the Bar Governing Committee (1994-97)
Chair, Joint Advisory Committee on Continuing Education of the Bar (1993-94)
Chair, Continuing Education of the Bar Subcommittee on Real Property Law (1991-93)

LEGAL EDUCATION

UNIVERSITY OF CALIFORNIA, DAVIS

Juris Doctor Degree (1981)
Order of the Coif
Editor, U.C. Davis Law Review
Best Brief Award, Environmental Moot Court Competition

AGREEMENT FOR PROFESSIONAL SERVICES

THIS AGREEMENT is made and entered into on March __, 2012, by and between the City of South San Francisco, a municipal corporation, acting as the Successor Agency to the South San Francisco City Redevelopment Agency ("CITY"), organized and existing under the provisions of AB x1 26, enacted June 29, 2011 ("Redevelopment Dissolution Act"), and Craig Labadie, an attorney licensed to practice law in the State of California ("ATTORNEY").

THE PARTIES ENTER THIS AGREEMENT based upon the following facts, understandings and intentions:

City Attorney would provide legal services to the South San Francisco CITY OVERSIGHT BOARD ("OVERSIGHT BOARD") as contemplated pursuant to the Redevelopment Dissolution Act as part of its staffing obligation, but because the City Attorney's Office has a conflict of interest due to its representation of CITY as the Successor Agency, CITY is obtaining the services of special counsel to serve as the legal advisor for the OVERSIGHT BOARD; and

CITY desires to contract with ATTORNEY and ATTORNEY desires to contract with CITY for provision of professional services as further described herein, upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, IN CONSIDERATION of the mutual covenants and promises of the parties herein contained, the parties hereto agree as follows:

1. **Effective Date.** The effective date of this Agreement is March 27, 2012.
2. **Scope of Services.** CITY engages ATTORNEY to provide legal advice and representation to OVERSIGHT BOARD regarding implementation of the Redevelopment Dissolution Act, including but not limited to advice regarding the powers and duties of the OVERSIGHT BOARD under the Act as well as compliance with the requirements of the Brown Act, Public Records Act and Political Reform Act in the performance of such powers and duties. Attorney services shall not include litigation or lobbying services. ATTORNEY shall provide both GENERAL LEGAL SERVICES and CLIENT SPECIFIC LEGAL SERVICES, which are defined in Section 4.
3. **Compensation.** ATTORNEY shall be compensated on hourly basis for services

rendered under Section 2, at the rate of \$215 per hour. Additional hourly rate for services are as follows: Partner Level Attorneys \$215; Associate Level Attorneys \$185; Law Clerks \$75; and Paralegals \$65.

Attorney shall be reimbursed for actual and reasonable out-of-pocket expenses such as mileage, photocopy charges, research-related charges, filing fees, telephone charges, and other costs related to representation. ATTORNEY may submit monthly statements for services rendered. Time will be billed in tenths of an hour (six-minute increments). Travel time shall be charged and paid at fifty percent (50%) of the hourly billing rate.

GENERAL LEGAL SERVICES are those legal services that pertain to generally shared or common issues among San Mateo County Oversight Boards where ATTORNEY's research and advice will be generally applicable to all Oversight Boards ATTORNEY represents such as advice regarding the Brown Act, the Political Reform Act, Public Records Act, and general powers and duties of Oversight Boards. CLIENT SPECIFIC SERVICES are those legal services rendered specifically and exclusively to a particular Oversight Board at its direction such as appearing at Oversight Board to provide legal counsel during its meeting or researching and advising on an issue specifically pertaining to that Board.

Further, for GENERAL LEGAL SERVICES applicable to all OVERSIGHT BOARD's that ATTORNEY represents in San Mateo County, ATTORNEY shall divide the billing for such GENERAL LEGAL SERVICES equally among all OVERSIGHT BOARDS that ATTORNEY represents in San Mateo County. ATTORNEY shall separately bill each OVERSIGHT BOARD for work performed independently and at the direction of that particular OVERSIGHT BOARD. While the OVERSIGHT BOARD shall review the detailed bill of the ATTORNEY, CITY shall receive a summary bill of such services.

It is intended that payment to ATTORNEY will be made by CITY acting as the Successor Agency within thirty (30) days after receipt of each invoice, subject to such work being in compliance both with the scope of services as set forth in this Agreement and within the budget established by the CITY for said services.

4. **Confidential Communications and Information.** CITY acting as the Successor Agency is the contracting entity and the OVERSIGHT BOARD is the client for the purposes of confidential client communications. Confidential communications between the OVERSIGHT BOARD and ATTORNEY are not to be shared with CITY or CITY as the Successor Agency. All documents, communications or other information developed or received by or for ATTORNEY in performance of the Agreement are confidential and not to be disclosed to any person except as authorized by OVERSIGHT BOARD, or as required by law.

5. **Termination.** With the consent of the OVERSIGHT BOARD, CITY may terminate ATTORNEY's employment at any time with or without cause and with no notice. However, CITY agrees to pay ATTORNEY for all legal services rendered by ATTORNEY up to the time of termination, plus all costs advanced and expenses incurred by ATTORNEY in the course of representing CITY. In the event of termination, ATTORNEY will promptly return CITY's papers and property to it.

6. **Standard of Performance.** ATTORNEY represents to CITY that the services shall be performed in an expeditious manner and with the degree of skill and care that is in conformance with generally accepted professional standards prevailing at the time work is performed.

7. **Performance by Attorney.** ATTORNEY shall not employ other Attorneys or contractors without the prior written approval of the CITY. Unless otherwise expressly agreed by the CITY, ATTORNEY'S representative shall remain responsible for the quality and timeliness of performance of the services, notwithstanding any permitted or approved delegation hereunder.

8. **Ownership and Maintenance of Documents.** All documents furnished by ATTORNEY pursuant to this AGREEMENT are instruments of ATTORNEY'S services in respect to any individual project. They are not intended nor represented to be suitable for reuse by others on extensions of this project or on any other project. Any reuse without specific written verification and adoption by ATTORNEY for the specific purposes intended will be at user's sole risk and without liability or legal exposure and expenses to ATTORNEY, including attorney's fees arising out of such unauthorized reuse. ATTORNEY'S records pertaining to work performed under this Agreement shall be given to CITY at the completion of the work.

9. **Conflict of Interest.** ATTORNEY shall avoid any conflict of interest in the performance of this Agreement. ATTORNEY represents that the ATTORNEY has no existing conflict of interest in representing OVERSIGHT BOARD and will not acquire any such interest, which could interfere with the performance of services required under this Agreement.

10. **Independent Contractor.** In assuming and performing the services, ATTORNEY is an independent contractor and shall not be eligible for any benefits, which the CITY may provide its employees, except as expressly provided for in the AGREEMENT. ATTORNEY shall have responsibility for and control over the means of providing services under this AGREEMENT.

11. **Malpractice Insurance.** Attorney shall maintain a current policy of errors and omissions insurance at all times.

12. **Amendment.** This Agreement may be amended, modified, or changed by the parties subject to mutual consent by execution of a written amendment executed by authorized representatives of CITY and ATTORNEY and as consented to by the OVERSIGHT BOARD.

13. **Compliance with Laws.** ATTORNEY shall comply with all applicable Federal, State, and local laws, rules, and regulations, and shall obtain all applicable licenses and permits for the conduct of its business and the performance of the services.

14. **Severability.** Each portion of this document is severable, so that if one portion is found to be legally invalid, the remaining portion shall remain in effect.

15. **Financial Records.** Records of ATTORNEY'S reimbursable expenses pertaining to this project covered by this AGREEMENT will be made available to OVERSIGHT BOARD and/or CITY if and when required.

16. **Notices.** All notices required hereunder shall be in writing and mailed postage prepaid by Certified or Registered mail, return receipt requested, or by personal delivery to the CITY'S address as shown below, or such other places as CITY or ATTORNEY may, from time to time, respectively, designate in a written notice given to the other. Notice shall be deemed received three (3) days after the date of the mailing thereof or upon personal delivery.

To CITY:

Marty Van Duyn, Assistant City Manager
400 Grand Avenue
South San Francisco, CA 94808
650.877.8504
650.829.6657

To ATTORNEY:

Craig Labadie
50 Tara Road
Orinda, CA 94563
Phone: (925) 250-5424
FAX: (925) 253-0891
E-mail: labadielaw@gmail.com

IN WITNESS WHEREOF, the parties have executed this AGREEMENT in one or more duplicate originals as of the date and year first written above.

By: _____

Name: Craig Labadie
Title: Special Counsel
Address: 50 Tara Road, Orinda, CA 94563
Orinda, CA 95463

Telephone: (925) 250-5424

CONSENTED TO:

Chair, Oversight Board of _____

1830169.1

By: _____

Name: Steven T. Mattas
Title: City Attorney
Address: South San Francisco Successor
Agency
400 Grand Ave,
South San Francisco, CA 94080

Telephone: (650) 877-8515



South San Francisco Oversight Board Staff Report

DATE: April 3, 2012
TO: Members of the Oversight Board
FROM: Marty Van Duyn, Assistant City Manager
SUBJECT: Oversight Board Rules of Procedure

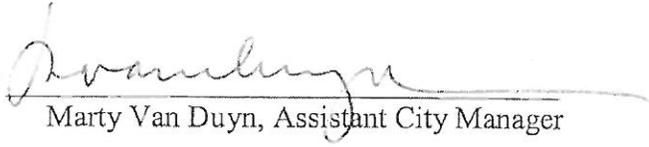
RECOMMENDATION:

That the Oversight Board, by motion, select a regular meeting date, amend the proposed rules if so desired and adopt the attached Rules of Procedure for the Oversight Board.

DISCUSSION:

Attached to this Staff Report are recommended Rules of Procedure for the conduct of meetings of the Oversight Board to the Successor Agency to the South San Francisco Redevelopment Agency ("Oversight Board"). Many oversight boards throughout the state have adopted rules of procedure to ensure orderly and efficient meetings. The attached rules of procedure have been developed after review of other communities' adopted rules of procedure.

The attached rules of procedure include provisions regarding scheduling of meetings, quorum consisting of four Oversight Board members, setting an order of business for meetings as well as ground rules for conducting those meetings and the process for placing items on the agenda. The rules regarding decorum and order include how members and the public should address the Oversight Board, express views on issues and voting procedures. Additionally, the Rules of Procedure establish that official actions shall be by motion, and set forth the procedure for those motions.

By: 
Marty Van Duyn, Assistant City Manager

Attachments: Oversight Board Rules of Procedure

1831709.1

RULES OF PROCEDURE
OVERSIGHT BOARD FOR SUCCESSOR AGENCY TO
THE SOUTH SAN FRANCISCO
REDEVELOPMENT AGENCY

ARTICLE 1 –
MEETINGS

Section 1. Regular Meetings

Regular meetings of the Oversight Board shall be held (to be determined at this Board's first meeting). The meetings will be held in _____, California, or at such other locations as the Oversight Board may from time to time designate by in the notice of call of any special meeting. In the event a day of meeting shall be a legal holiday, said meeting shall be held on the next business day unless otherwise determined by the Oversight Board.

Section 2. Special Meetings

The Chairperson of the Oversight Board may, when he or she deems it necessary, and shall, upon the written request of four members of the Oversight Board, call a special meeting of the Oversight Board for the purpose of transacting the business designated in the call. The means and method for calling such special meeting shall be as set forth in the Ralph M. Brown Act, California Government Code Section 54950 et seq., as it now exists or may hereafter be amended (the "Brown Act").

Section 3. Adjourned Meetings

The board members may adjourn any meeting to a time and place specified in the order of adjournment. When an order of adjournment of any meeting fails to state an hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings. In adjourning any meeting, there shall be compliance with all procedures of the Brown Act.

Section 4. Quorum

Four (4) board members of the Oversight Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Every official act of the Oversight Board shall be adopted by a majority vote except in situations where the law calls for a vote of greater than a majority. A "majority vote" shall mean a majority of the full Board (i.e., four affirmative votes).

Section 5. Order of Business

(a) Agenda The order of business of each meeting shall be as contained in the Agenda prepared by the Clerk of the Board. The Agenda shall be a listing by topic of the subjects which shall be taken up for consideration in the following order:

Call to Order
Roll Call
Pledge of Allegiance
Public Comment
Matters for Consideration
Matters for Future Agendas
Adjournment

(b) Preparation of Agenda The staff of the Successor Agency shall be responsible for the preparation of the Agenda. The Oversight Board, by a majority vote, may direct a matter to be placed upon a future agenda.

(c) Delivery of Agenda The Agenda and related staff reports will ordinarily be delivered to the board members via mail on the Thursday preceding the meeting to which it pertains.

The Agenda and staff reports shall also be available to the general public at the time it is delivered to the board members.

(d) Roll Call Before proceeding with the business of the Oversight Board, the Clerk of the Oversight Board shall call the roll of the board members and the names of those present shall be entered in the minutes. The order of roll call shall be alphabetical with the Chairperson called last.

(e) Approval of Minutes Unless requested by a majority of the Oversight Board, minutes of the previous meeting may be approved without public reading if the Clerk has previously furnished each board member with a copy thereof.

(f) Public Comment Pursuant to Government Code 54954.3, each agenda for a regular meeting shall provide an item entitled "Public Comment." The purpose of such item shall be to provide an opportunity for members of the public to directly address the Oversight Board on items of interest to the public that are within the subject matter jurisdiction of the Oversight Board. In order to assure that the intent of Government Code 54954.3 is carried out, three (3) minutes is the amount of time allocated for each individual speaker. Those members of the public wishing to speak must complete a speaker card and submit to the Clerk of the Board prior to the start of the meeting.

(g) Call to Order The meeting of the Oversight Board shall be called to order by the Chairperson, or in his/her absence, by the Vice Chairperson. The person calling meetings to order shall be referred to as the "Presiding Officer." In the absence of both the Chairperson and the Vice Chairperson, the meeting shall be called to order by the Clerk to the Oversight Board and the Board shall select a Temporary Chairperson, who shall serve as the Presiding Officer for the meeting.

(h) Participation of Presiding Officer The Presiding Officer may move, second, and debate, subject only to such limitations of debate as are imposed on all board members, and he or she shall not be deprived of any of the rights and privileges of a board member by reason of his or her acting as Presiding Officer. However, the Presiding Officer is primarily responsible for the conduct of the meeting. If he or she desires to personally engage in extended debate on questions before the Oversight Board, he or she should consider temporarily turning his or her role as Presiding Officer over to another board member.

(i) Maintenance of Order The Presiding Officer is responsible for the maintenance of order and decorum at all times. No person is allowed to speak who has not first been recognized by the Presiding Officer. All questions and remarks shall be addressed to the Presiding Officer.

Section 6. Rules, Decorum and Order

(a) Points of Order The Presiding Officer shall determine all Points of Order subject to the right of any member to appeal to the Oversight Board. If any appeal is taken, the question shall be, "Shall the decision of the Presiding Officer be sustained?" in which event a majority vote shall govern and conclusively determine such question of order.

(b) Decorum and Order - Board Members:

(i) Any board member desiring to speak shall address the Presiding Officer and, upon recognition by the Presiding Officer, shall confine himself or herself to the question under debate.

(ii) A board member, once recognized, shall not be interrupted while speaking unless called to order by the Presiding Officer; unless a Point of Order is raised by another board member; or unless the speaker chooses to yield to questions from another board member.

(iii) Any board member called to order while he or she is speaking shall cease speaking immediately until the question of order is determined. If ruled to be in order, he or she shall be permitted to proceed. If ruled to be not in order, he or she shall remain silent or shall alter his or her remarks so as to comply with rules of the Oversight Board.

(iv) Any board member may move to require the Presiding Officer to enforce the rules and the affirmative vote of a majority of the Oversight Board shall require him or her to so act.

(v) Except where specifically authorized by Oversight Board action, no board member shall make any statement or give the appearance or indicate in any way that he or she is representing the Oversight Board.

(c) Conflict of Interest All board members are subject to the provisions of California Law, such as Chapter 7, Title 9, of the California Government Code, relative to conflicts of interest, and to conflicts of interest codes adopted by the Oversight Board.

(d) Limitation of Debate No board member normally should speak more than once upon any one subject until every other board member choosing to speak thereon has spoken. No member shall speak for a longer time than five minutes each time he or she has the floor, without approval of a majority vote of the Oversight Board.

(e) Dissents and Protests Any board member shall have the right to express dissent from or protest to any action of the Oversight Board and have the reason entered in the minutes. If such dissent or protest is desired to be entered in the minutes, this should be made clear by language such as, "I would like the minutes to show that I am opposed to this action for the following reasons - - - "

(f) Procedures In Absence of Rules In the absence of a rule herein to govern a point or procedure, Robert's Rules of Order, Newly Revised, shall be used as a guide.

(g) Rulings of Presiding Officer Final Unless Overruled In presiding over Oversight Board meetings, the Presiding Officer shall decide all questions of interpretation of these rules, points of order or other questions of procedure requiring rulings. Any such decision or ruling shall be final unless overridden or suspended by a majority vote of the board members present and voting.

Section 7. Addressing the Oversight Board

(a) Manner of Addressing the Oversight Board: Any member of the public desiring to address the Oversight Board shall proceed to the podium and wait to be recognized by the Presiding Officer. After being recognized, he shall state his name and address for the record.

All remarks and questions shall be addressed to the Presiding Officer and not to any individual board member, staff member or other person. No person shall enter into any discussion without being recognized by the Presiding Officer.

(b) Time Limitation For time limitation applicable to public comment, see Article III, Section (5). This limitation shall not apply to any staff presentation.

(c) Addressing the Oversight Board After Motion Is Made After a motion has been made, no member of the public shall address the Oversight Board without first securing permission by a majority vote of the Oversight Board.

(d) Limitations Regarding Public Comments and Reports: The making of oral communications to the Oversight Board by any member of the public during the "Public Comments" portion of the agenda shall be subject to the following limitations:

At any time, before or after the oral communication is commenced, the Presiding Officer may if he or she deems it preferable, direct that the communication be made instead either to the Executive Director or other appropriate staff member during regular business hours, or in writing for subsequent submittal to board members.

Section 8. Motions

(a) Processing of Motions When a motion is made and seconded, it shall be stated by the Presiding Officer before debate. A motion so stated shall not be withdrawn by the mover without the consent of the person seconding it.

(b) Motions Out of Order The Presiding Officer may at any time, by majority consent of the board members, permit a board member to introduce a resolution or motion out of the regular agenda order.

(c) Division of Question If the question contains two or more divisional propositions, the Presiding Officer may, and upon request of a board member shall (unless appealed), divide the same.

(d) Procedure of Motions When a motion is before the Oversight Board, no motion shall be entertained except the following, which shall have precedence in the following order:

- Adjourn
- Fix hour of adjournment
- Table
- Limit or terminate discussion
- Amend
- Postpone

(e) Motion to Fix Hour of Adjournment Such a motion shall be to set a definite time at which to adjourn and shall be debatable and shall be amendable by unanimous vote.

(f) Motion to Table A motion to table shall be used to temporarily by-pass the subject. A motion to table shall be undebatable and shall preclude all amendments or debate of the subject under consideration. If the motion shall prevail, the matter may be "taken from the table" at any time prior to the end of the next regular meeting.

(g) Motion to Limit or Terminate Discussion Such a motion shall be used to limit or close debate on, or further amendment to, the main motion and shall be undebatable. If the motion fails, debate shall be reopened; if the motion passes, a vote shall be taken on the main motion.

(h) Motion to Amend: A motion to amend shall be discussed only as to the amendment. A motion to amend an amendment is possible but no additional motions to further amendments may be made. Any amendment shall relate to the original motion and not introduce a different matter. Amendments shall be voted first, then the main motion as amended. Alternatively, the original maker of the main motion may agree to revise the original motion and if the second agrees to second the revised motion, the Oversight Board may vote on the main motion as revised.

Section 9. Voting Procedure

(a) Voting Procedure In acting upon every motion, the vote shall be taken by roll call vote. The vote on each motion shall then be entered in full upon the record. The order of voting shall be alphabetical with the Chairperson voting last. The Clerk shall call the names of all members seated when a roll call vote is ordered or required. Members shall respond 'aye,' 'no' or 'abstain'. Any action or motion of the board shall require four (4) affirmative votes. Any member may change his or her vote before the next order of business.

(b) Failure to Vote: A board member who abstains due to reasons of conflict shall, for purpose of the item under consideration, be considered as if absent. A board member abstaining for reasons other than conflict shall be counted as present for purposes of a quorum.

(c) Reconsideration: Any board member who voted with the majority may move a reconsideration of any action at the same meeting. If the motion to reconsider passes, then the original item may be reconsidered at that time or agendaized for the next meeting which meets any applicable noticing requirements. After a motion for reconsideration has once been acted upon, no other motion for reconsideration thereof shall be made without unanimous consent of the Oversight Board.

Section 10. Official Actions

(a) Definitions The Actions of the Oversight Board will be in the form of "motion", thereafter recorded by minute entry.

1829692.1



Redevelopment Successor Agency Oversight Board Staff Report

DATE: April 3, 2012

TO: Members of the Oversight Board

FROM: Jim Steele, Finance Director

SUBJECT: CONSIDERATION OF THE AMENDED DRAFT RECOGNIZED OBLIGATIONS
PAYMENT SCHEDULE FOR THE PERIOD JANUARY THROUGH JUNE 2012

RECOMMENDATION

It is recommended that the Oversight Board review the amended draft Recognized Obligations Payment Schedule for the period January through June 2012 as required by Assembly Bill x1 26.

BACKGROUND/DISCUSSION

Assembly Bill x1 26 (AB 26) dissolved redevelopment agencies effective as of February 1, 2012. AB 26 requires successor agencies to the dissolved redevelopment agencies to have prepared a draft Recognized Obligations Payment Schedule (ROPS) no later than March 1, 2012 setting forth the minimum payment amounts and due dates of payments required by enforceable obligations for the period January through June 2012.

Before the ROPS can become effective, it must be certified by an external auditor appointed by the County Auditor-Controller, approved by the Oversight Board, and transmitted to the State Department of Finance and the State Controller. The timing provided in the law requires the approved ROPS to be sent to the State Department of Finance and State Controller by April 15, 2012. Guidelines from various professional agencies and the Department of Finance suggest that if either the County Auditor-Controller or the Oversight Board have not yet certified or approved the ROPS, that it still be forwarded to the State by April 15th with a notation of the status of the approval process.

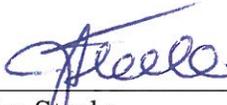
Exhibit A is the first draft ROPS the Successor Agency approved on February 22nd. This draft has now been reviewed by the external audit firm hired by the County Auditor-Controller for compliance with agreed upon procedures. The results of that audit review are expected to be released at any time, but were not available as of the writing of this staff report.

Exhibit B is the amended draft ROPS the Successor Agency approved on March 28th with the items that were amended from the highlighted February 22nd ROPS. The ROPS was amended after additional legal and staff review, and staff recommends the Oversight Board review this amended version. Changes from the original ROPS fall into the following categories:

Category of Payment	6 month Total Change
Housing Related Obligations	-\$4.22 million
Reduction in net estimate of program related staffing costs	-\$0.94 million
Delay of Loan Disbursement until future year	-\$0.75 million
Reduction in overall Administrative cost estimates	-\$0.11 million
All Other Changes	-\$0.23 million
Total Changes Made from February 22, 2012 ROPs	-\$6.25 million

CONCLUSION

The Oversight Board's review of the amended ROPS included as Exhibit B for the period January through June 2012 is required under Health and Safety Code Section 34180(g).

By: 
Jim Steele
Finance Director

Approved: 
Marty Van Duyn
Assistant City Manager and Director of
Economic and Community Development

Attachments: Exhibit A Draft ROPS adopted February 22, 2012
Exhibit B Amended Draft ROPS adopted March 28, 2012
Copy of Letter to Ben Lau Regarding amended ROPS

RECOGNIZED OBLIGATIONS PAYMENT SCHEDULE FOR THE PERIOD JANUARY THROUGH JUNE 2012
Per AB 26 - Section 34167 and 34169

Project Name / Debt Obligation	Funding Source	Payee	Description	Total Remaining Debt or Obligations	Total Due During Fiscal Year	Payments by month						
						Jan	Feb	Mar	April	May	June	Six Month Total
1) 20% Housing Set Aside Obligation	Gross TI	Successor Housing Agcy	Obligation for housing projects 11-12	3,869,487.33	3,869,487.33	3,869,487.33						\$ 3,869,487.33
2) Debt Serv Principal COPs	80% TI	Bank of New York	1999 COPs Conference Center	4,610,000.00	165,000.00			165,000.00				\$ 165,000.00
3) Debt Serv Interest COPs	80% TI	Bank of New York	1999 COPs Conference Center	2,489,750.00	341,625.00			115,250.00			111,125.00	\$ 226,375.00
4) Debt Serv Principal Tax Alloc Bonds	80% TI	Bank of New York	2006 Tax Alloc Bonds (TABs)	64,530,000.00	2,925,000.00						1,490,000.00	\$ 1,490,000.00
5) Debt Serv Interest Tax Alloc Bonds	80% TI	Bank of New York	2006 Tax Alloc Bonds (TABs)	47,617,278.28	4,615,878.14		1,529,059.38				1,529,059.38	\$ 3,058,118.76
6) Debt Serv Principal HUD 108 Loans	80% TI	Bank of New York	HUD 108 Loans	1,490,000.00	224,000.00						112,000.00	\$ 112,000.00
7) Debt Serv Interest HUD 108 Loans	80% TI	Bank of New York	HUD 108 Loans	3,058,118.76	124,906.70	32,580.10					32,580.10	\$ 65,160.20
8) Debt Serv Principal Hsg Rev Bonds	20% TI	Bank of New York	1999 Housing revenue bonds	1,925,000.00	415,000.00						210,000.00	\$ 210,000.00
9) Debt Serv Interest Hsg Rev Bonds	20% TI	Bank of New York	1999 Housing revenue bonds	407,670.00	132,110.00		42,465.00				42,465.00	\$ 84,930.00
0) Bond Reserves COPs	80% TI	Bank of New York	Required by bond covenants	407,461.60	0.00							\$ -
1) Bond Reserves Tax Alloc Bonds	80% TI	Bank of New York	Required by bond covenants	4,723,761.52	0.00							\$ -
2) Bond Reserves Hsg Rev Bonds	20% TI	Bank of New York	Required by bond covenants	318,524.12	0.00							\$ -
3) Bond Admin/Disclosure Costs COPs	80% TI	Bank of New York/Willdan	Costs to administer the bonds	93,600.00	5,200.00			10,950.00	5,200.00			\$ 16,150.00
4) Bond Admin/Disclosure Costs TABs	80% TI	Bank of New York/Willdan	Costs to administer the bonds	262,800.00	10,950.00							\$ -
5) Bond Admin/Disc Costs Hsg Bonds	20% TI	Bank of New York/Willdan	Costs to administer the housing bonds	36,800.00	4,600.00			4,600.00				\$ 4,600.00
6) Bond Proceeds Tax Alloc Bonds	Bonds	Successor Agency	Required by bondholders for projects	6,622,080.12	0.00							\$ -
7) Bond Proceeds Hsg Rev Bonds	Bonds	Successor Housing Agcy	Required by bondholders for projects	2,341,166.91	0.00							\$ -
8) Oyster Point Ventures DDA	80% TI	Oyster Pt Ventures, LLC	Section 3.4.1 of DDA-infrastr. required	29,463,230.00	29,463,230.00		5,000.00	5,000.00	5,000.00	5,000.00	29,443,230.00	\$ 29,463,230.00
9) Oyster Point Ventures DDA	80% TI	Various contractors/staff	Secs. 4.5 clogg/escrow; 5.2 environ indemnification; 5.3 methane monitoring	20,100,000.00	0.00							\$ -
0) Oyster Point Ventures DDA	80% TI	Legal/Staff costs	Soft project management costs	2,407,847.00	129,892.00	9,407.67	12,407.67	12,407.67	12,407.67	12,407.67	14,407.67	\$ 73,446.02
1) Harbor District Agreement	80% TI	Harbor District	Secs. 6.1 imprvmnts; 9 cost reimbrsmt.	2,635,000.00	2,635,000.00		35,000.00				2,600,000.00	\$ 2,635,000.00
2) Harbor District Agreement	80% TI	Harbor District	Secs. 5.0 lease rev; 7.0 temp. office	1,793,248.00	0.00							\$ -
3) Harbor District Agreement	80% TI	Legal/Staff costs	Soft project management costs	1,133,914.00	69,196.00	4,516.33	7,516.33	7,516.33	7,516.33	7,516.33	7,516.33	\$ 42,097.98
4) Miller Parking Structure (pf1012)	80% TI	Various contractors/staff	Finish project and pay retentions	570,568.71	570,568.71	4,785.83	327,850.00	10,000.00	10,000.00	10,000.00	5,213.97	\$ 367,849.80
5) Orange Park Environmental (pf1009)	Bonds	CSS Environmental Servs.	Contracted project work-environmental	15,488.00	15,488.00	11,315.15	4,172.85					\$ 15,488.00
3) 418 Linden Housing Dev. (pf1027)	80% TI	Brookwood Group	Contracted project work	159,169.63	159,169.63	12,753.50	21,391.43	21,391.43	21,391.43	21,391.43	21,391.41	\$ 119,710.63
7) 418 Linden Housing Dev.	80% TI	Legal/Staff costs	Soft project management costs	83,734.00	46,867.00	3,072.25	8,072.25	3,072.25	3,072.25	3,072.25	8,072.25	\$ 28,433.50
3) Train Station Imprvmnts Ph 1(pf1002)	Bonds	TechAccutite/Wisley Ham	Contracted work-site remediation	233,342.52	233,342.52	83,048.82	50,097.90	50,097.90	50,097.90			\$ 233,342.52
3) Train Station Imprvmnts Phase 1	Bonds	Staff Costs	Soft project management costs	0.00	16,759.32	0.00	5,586.44	5,586.44	5,586.44			\$ 16,759.32
2) Train Station Imprvmnts Phase 2	Bonds	Various contractors	Site remediation per Cal Trans Agrmt.	800,000.00	0.00							\$ -
1) Train Station Imprvmnts Phase 2	Bonds	Legal/Staff costs	Soft project management costs	152,841.93	25,000.00						25,000.00	\$ 25,000.00
Totals - This Page				\$ 204,351,882.43	\$ 46,198,270.35	\$ 4,030,966.98	\$ 2,048,619.25	\$ 410,872.02	\$ 120,272.02	\$ 59,387.68	\$ 35,652,061.11	\$ 42,322,179.06
Totals - Page 2				\$ 48,614,959.12	\$ 11,265,275.62	\$ 1,525,591.33	\$ 301,373.25	\$ 301,373.25	\$ 1,427,758.92	\$ 301,373.25	\$ 1,952,036.66	\$ 5,809,506.66
Totals - Page 3				\$ 24,847,763.00	\$ 5,609,961.00	\$ 191,884.43	\$ 191,884.43	\$ 216,884.43	\$ 216,884.43	\$ 266,884.43	\$ 3,535,376.33	\$ 4,619,798.48
Totals - Other Obligations - Page 4				\$ 3,885,225.08	\$ 3,885,225.08	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,885,225.08	\$ 3,885,225.08
Grand total - All Pages				\$ 281,699,829.63	\$ 66,958,732.05	\$ 5,748,442.74	\$ 2,541,876.93	\$ 929,129.70	\$ 1,764,915.37	\$ 627,645.36	\$ 45,024,699.18	\$ 56,636,709.28

RECOGNIZED OBLIGATIONS PAYMENT SCHEDULE FOR THE PERIOD JANUARY THROUGH JUNE 2012

Per AB 26 - Section 34167 and 34169

Project Name / Debt Obligation	Funding Source	Payee	Description	Total Remaining Debt or Obligations	Total Due During Fiscal Year	Payments by month						Six Month Total
						Jan	Feb	Mar	April	May	June	
32) Two Housing Replacement Units	20% TI	Future Developer	Replacement housing obligation	900,000.00	900,000.00						900,000.00	\$ 900,000.00
33) Two Housing Replacement Units	20% TI	Legal/Staff costs	Soft project management costs	259,767.00	11,988.00	999.00	999.00	999.00	999.00	999.00	999.00	\$ 5,994.00
34) 636 El Camino Project	20% TI	Staff Costs	Soft project management costs	98,312.00	49,156.00	4,096.33	4,096.33	4,096.33	4,096.33	4,096.33	4,096.33	\$ 24,577.98
35) Shearwater/Bay West OPA	80% TI	Staff Costs	Soft project management costs	5,305,603.00	143,395.00	11,949.58	11,949.58	11,949.58	11,949.58	11,949.58	11,949.58	\$ 71,697.48
36) Gateway OPA	80% TI	Staff Costs	Soft project management costs	788,364.00	157,673.00	13,139.42	13,139.42	13,139.42	13,139.42	13,139.42	13,139.42	\$ 78,836.52
37) Affordable Housing Assets	20% TI	Staff Costs	Soft project management costs	7,424,435.00	344,450.00	28,704.17	28,704.17	28,704.17	28,704.17	28,704.17	28,704.17	\$ 172,225.02
38) C.I.D. Housing Access	20% TI	C.I.D. Housing Access	Grant to non-profit	13,500.00	13,500.00	2,250.00	2,250.00	2,250.00	2,250.00	2,250.00	2,250.00	\$ 13,500.00
39) Neigh. Servs. Ctr.(NPNSC) HH	20% TI	Neigh. Servs. Ctr.	Grant to non-profit	20,000.00	20,000.00	3,333.33	3,333.33	3,333.33	3,333.33	3,333.33	3,333.35	\$ 20,000.00
40) Rebliding Together-Pen.-Natl R.Day	20% TI	Rebuilding Together-Pen.	Grant to non-profit	8,000.00	8,000.00	1,333.33	1,333.33	1,333.33	1,333.33	1,333.33	1,333.35	\$ 8,000.00
41) Rebliding Together-Pen.-Safe Home	20% TI	Rebuilding Together-Pen.	Grant to non-profit	15,000.00	15,000.00	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00	\$ 15,000.00
42) HIP Housing-Home Sharing Prog	20% TI	HIP Housing	Grant to non-profit	10,000.00	10,000.00	1,113.01	1,113.01	1,113.01	1,113.01	1,113.01	1,113.03	\$ 6,678.08
43) Shelter Network-Crossroads	20% TI	Shelter Network	Grant to non-profit	18,000.00	18,000.00	2,250.00	2,250.00	2,250.00	2,250.00	2,250.00	2,250.00	\$ 13,500.00
44) Shelter Network-Maple Street	20% TI	Shelter Network	Grant to non-profit	7,500.00	7,500.00	5,625.00						\$ 5,625.00
45) Samaritan House-Safe Harbor	20% TI	Samaritan House	Grant to non-profit from 10-11	1,952.41	1,952.41	325.40	325.40	325.40	325.40	325.40	325.41	\$ 1,952.41
46) Samaritan House-Safe Harbor	20% TI	Samaritan House	Grant to non-profit from 11-12	7,500.00	7,500.00	862.73	862.73	862.73	862.73	862.73	862.70	\$ 5,176.35
47) Sitike Counseling Center	20% TI	Sitike Counseling Center	Grant to non-profit	10,300.00	10,300.00	1,287.50	1,287.50	1,287.50	1,287.50	1,287.50	1,287.50	\$ 7,725.00
48) Mgmt. of grants in rows 37-45 above	20% TI	Staff costs	Soft project management costs	56,839.00	14,210.00	1,184.17	1,184.17	1,184.17	1,184.17	1,184.17	1,184.17	\$ 7,105.02
49) Station Area/Planning LU Program	80% TI	Staff Costs	Match funding for State grant (101102)	150,000.00	32,220.70	313.22	5,937.36	5,937.36	5,937.36	5,937.36	5,937.34	\$ 30,000.00
50) Mid Peninsula Loan	80% TI	Union Bank (for Mid Pen)	Loan for affordable housing project	3,997,891.71	3,997,891.71	1,222,053.82						\$ 1,222,053.82
51) Buon Gusto Ristorante Loan	80% TI	Ristorante Buon Gusto Inc.	Loan for commercial expansion project	750,000.00	750,000.00						750,000.00	\$ 750,000.00
52) Genentech Property Tax Settlement	Gross TI	San Mateo County	Genentech property tax settlement	5,232,413.00	2,479,065.00				1,126,385.67			\$ 1,126,385.67
53) Reserve for Existing Claims	80% TI	Claimants	Reserves for costs for existing litigation	7,300,000.00	100,000.00	12,000.00	20,000.00	20,000.00	20,000.00	20,000.00	8,000.00	\$ 100,000.00
54) Audit Services	80% TI	Maze & Associates	Annual auditing requirements	555,000.00	28,000.00	2,333.33	2,333.33	2,333.33	2,333.33	2,333.33	2,333.35	\$ 14,000.00
55) Financial Analyses-RDA Dissolution	80% TI	Seifel Consulting	Update passthrough model/misc analyses	10,000.00	10,000.00	1,666.67	1,666.67	1,666.67	1,666.67	1,666.67	1,666.65	\$ 10,000.00
56) Local Tax Compliance/Rptg. Services	80% TI	Muni Financial Services	Roll correction; Assmt Appeal/Other Rpt.	27,827.00	22,826.80	10,163.40					12,663.40	\$ 22,826.80
57) Loan Warehousing Services	80% TI	AmeriNational	Loan admin-commercial loans	6,000.00	0.00							\$ -
58) Loan Warehousing Services	20% TI	AmeriNational	Loan admin-housing loans	111,000.00	1,500.00	250.00	250.00	250.00	250.00	250.00	250.00	\$ 1,500.00
59) Maintenance of Non-Hsg Properties	80% TI	Various contractors	Rehab, repair, maintenance, & utilities	4,744,092.00	160,468.00	26,744.67	26,744.67	26,744.67	26,744.67	26,744.67	26,744.65	\$ 160,468.00
60) Maintenance of Non-Hsg Properties	80% TI	Legal/Staff costs	Soft project management costs	3,665,270.00	1,719,324.00	143,277.00	143,277.00	143,277.00	143,277.00	143,277.00	143,277.00	\$ 859,662.00
61) Maintenance of Housing Properties	20% TI	Various contractors	Rehab, repair, maintenance, & utilities	1,554,971.00	78,680.00	13,113.33	13,113.33	13,113.33	13,113.33	13,113.33	13,113.35	\$ 78,680.00
62) Maintenance of Housing Properties	20% TI	Legal/Staff costs	Soft project management costs	5,565,422.00	152,675.00	12,722.92	12,722.92	12,722.92	12,722.92	12,722.92	12,722.91	\$ 76,337.51
												\$ -
												\$ -
Totals - This Page				\$ 48,614,959.12	\$ 11,265,275.62	\$ 1,525,591.33	\$ 301,373.25	\$ 301,373.25	\$ 1,427,758.92	\$ 301,373.25	\$ 1,952,036.66	\$ 5,809,506.66

DRAFT RECOGNIZED OBLIGATIONS PAYMENT SCHEDULE FOR THE PERIOD JANUARY THROUGH JUNE 2012

Per Health and Safety Code Section 34177
Amending the Draft ROPS Adopted February 22, 2012

Project Name / Debt Obligation	Six Month Payment Source	Payee	Description	Total Remaining Debt or Obligations	Total Due During Fiscal Year	Payments by month						Six Month Total
						Jan	Feb	Mar	April	May	June	
1) Item removed												\$ -
2) Debt Serv Principal COPs	Reserves	Bank of New York	1999 COPs Conference Center	4,610,000.00	165,000.00			165,000.00				\$ 165,000.00
3) Debt Serv Interest COPs	Reserves	Bank of New York	1999 COPs Conference Center	2,489,750.00	341,625.00			115,250.00			111,125.00	\$ 226,375.00
4) Debt Serv Principal Tax Alloc Bonds	Reserves	Bank of New York	2006 Tax Alloc Bonds (TABs)	64,530,000.00	2,925,000.00						1,490,000.00	\$ 1,490,000.00
5) Debt Serv Interest Tax Alloc Bonds	Reserves	Bank of New York	2006 Tax Alloc Bonds (TABs)	47,617,278.28	4,615,878.14		1,529,059.38				1,529,059.38	\$ 3,058,118.76
6) Debt Serv Principal HUD 108 Loans	Reserves	Bank of New York	HUD 108 Loans	1,166,000.00	224,000.00						112,000.00	\$ 112,000.00
7) Debt Serv Interest HUD 108 Loans	Reserves	Bank of New York	HUD 108 Loans	383,303.70	100,906.70	32,580.10					32,580.10	\$ 65,160.20
8) Debt Serv Principal Hsg Rev Bonds	LMIHF	Bank of New York	1999 Housing revenue bonds	1,925,000.00	415,000.00						210,000.00	\$ 210,000.00
9) Debt Serv Interest Hsg Rev Bonds	LMIHF	Bank of New York	1999 Housing revenue bonds	407,670.00	132,110.00		42,465.00				42,465.00	\$ 84,930.00
0) Bond Reserves COPs	n/a	Bank of New York	Required by bond covenants	407,461.60	0.00							\$ -
1) Bond Reserves Tax Alloc Bonds	n/a	Bank of New York	Required by bond covenants	4,723,761.52	0.00							\$ -
2) Bond Reserves Hsg Rev Bonds	n/a	Bank of New York	Required by bond covenants	318,524.12	0.00							\$ -
3) Bond Admin/Disclosure Costs COPs	Reserves	Bank of New York/Willdan	Costs to administer the bonds	93,600.00	5,200.00				5,200.00			\$ 5,200.00
4) Bond Admin/Disclosure Costs TABs	Reserves	Bank of New York/Willdan	Costs to administer the bonds	262,800.00	10,950.00			10,950.00				\$ 10,950.00
5) Bond Admin/Disc Costs Hsg Bonds	LMIHF	Bank of New York/Willdan	Costs to administer the housing bonds	36,800.00	4,600.00			4,600.00				\$ 4,600.00
6) Bond Proceeds Tax Alloc Bonds	n/a	Successor Agency	Required by bondholders for projects	6,481,680.20	0.00							\$ -
7) Bond Proceeds Hsg Rev Bonds	n/a	Successor Housing Agcy	Required by bondholders for projects	2,341,166.91	0.00							\$ -
8) Oyster Point Ventures DDA	Reserves	Oyster Pt Ventures, LLC	Section 3.4.1 of DDA-infrastr. required	29,463,230.00	29,463,230.00						29,463,230.00	\$ 29,463,230.00
9) Oyster Point Ventures DDA	n/a	Various contractors/staff	Secs. 4.5 clog/escrow; 5.2 environ indemnification; 5.3 methane monitoring	20,100,000.00	0.00							\$ -
0) Oyster Point Ventures DDA	Reserves	Legal/Staff costs	Soft project management costs	1,417,375.00	113,173.00			11,000.00	37,724.33	37,724.33	26,724.34	\$ 113,173.00
1) Harbor District Agreement	Reserves	Harbor District	Secs. 6.1 imprvmnts; 9 cost reimbrsmt.	2,635,000.00	2,635,000.00			35,000.00			2,600,000.00	\$ 2,635,000.00
2) Harbor District Agreement	n/a	Harbor District	Secs. 5.0 lease rev; 7.0 temp. office	1,793,248.00	0.00							\$ -
3) Harbor District Agreement	Reserves	Legal/Staff costs	Soft project management costs	862,935.00	69,196.00	4,516.33	7,516.33	7,516.33	7,516.33	7,516.33	7,516.33	\$ 42,097.98
4) Miller Parking Structure (pf1012)	Bonds	Various contractors/staff	Finish project and pay retentions	570,568.71	570,568.71	4,785.83	2,873.10	6,000.00	338,976.90	10,000.00	5,213.97	\$ 367,849.80
5) Item removed												\$ -
6) 418 Linden Housing Dev. (pf1027)	Reserves	Brookwood Group	Contracted project work	159,169.63	159,169.63	12,753.50	17,131.46	22,456.42	22,456.42	22,456.42	22,456.41	\$ 119,710.63
7) 418 Linden Housing Dev.	Reserves	Legal/Staff costs	Soft project management costs	83,734.00	46,867.00	3,072.25	8,072.25	3,072.25	3,072.25	3,072.25	8,072.25	\$ 28,433.50
8) Train Station Imprvmnts Ph 1(pf1002)	Bonds	TechAccutite/Wisley Ham	Contracted work-site remediation	233,342.52	233,342.52	83,048.82		31,039.00	39,751.57	39,751.57	39,751.56	\$ 233,342.52
9) Train Station Imprvmnts Phase 1	Bonds	Staff Costs	Soft project management costs	16,759.32	16,759.32			5,586.44	5,586.44		5,586.44	\$ 16,759.32
0) Train Station Imprvmnts Phase 2	n/a	Various contractors	Site remediation per Cal Trans Agrmt.	800,000.00	0.00							\$ -
1) Train Station Imprvmnts Phase 2	Bonds	Legal/Staff costs	Soft project management costs	152,841.93	25,000.00						25,000.00	\$ 25,000.00
Note 1: Staff costs include payroll, benefits, and retirement costs												
Note 2: Payment sources for six month period include Low Moderate Income Housing Fund (LMIHF), Bond Proceeds (Bonds), Reserves, Administrative Cost Allowance (Adm Allow), and where no payment required, Not Applicable (n/a)												
Totals - This Page				\$ 196,083,000.44	\$ 42,272,576.02	\$ 140,756.83	\$ 1,607,117.52	\$ 411,884.00	\$ 460,284.24	\$ 126,107.34	\$ 35,730,780.78	\$ 38,476,930.71
Totals - Page 2				\$ 26,771,167.31	\$ 8,114,222.01	\$ 1,269,347.36	\$ 87,749.48	\$ 96,413.92	\$ 1,277,696.70	\$ 149,645.56	\$ 1,063,808.96	\$ 3,944,661.98
Totals - Page 3				\$ 13,974,006.78	\$ 4,738,187.27	\$ 85,434.40	\$ 85,434.40	\$ 85,434.40	\$ 183,071.40	\$ 183,071.40	\$ 3,451,563.39	\$ 4,074,009.39
Totals - Other Obligations - Page 4				\$ 3,885,225.00	\$ 3,885,225.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,885,225.00	\$ 3,885,225.00
Grand total - All Pages				\$ 240,713,399.53	\$ 59,010,210.30	\$ 1,495,538.59	\$ 1,780,301.40	\$ 593,732.32	\$ 1,921,052.34	\$ 458,824.30	\$ 44,131,378.13	\$ 50,380,827.08

DRAFT RECOGNIZED OBLIGATIONS PAYMENT SCHEDULE FOR THE PERIOD JANUARY THROUGH JUNE 2012

**Per Health and Safety Code Section 34177
 Amending the Draft ROPS Adopted February 22, 2012**

Project Name / Debt Obligation	Six Month Payment Source	Payee	Description	Total Remaining Debt or Obligations	Total Due During Fiscal Year	Payments by month						Six Month Total
						Jan	Feb	Mar	April	May	June	
32) Two Housing Replacement Units	LMIHF	Future Developer	Replacement housing obligation	900,000.00	900,000.00						900,000.00	\$ 900,000.00
33) Two Housing Replacement Units	LMIHF	Legal/Staff costs	Soft project management costs	259,767.00	11,988.00	999.00	999.00	999.00	999.00	999.00	999.00	\$ 5,994.00
34) Item removed												\$ -
35) Shearwater/Bay West OPA	Reserves	Staff Costs	Soft project management costs	2,173,473.00	58,743.00				19,581.00	19,581.00	19,581.00	\$ 58,743.00
36) Gateway OPA	Reserves	Staff Costs	Soft project management costs	293,713.00	58,743.00				19,581.00	19,581.00	19,581.00	\$ 58,743.00
37) Item removed												\$ -
38) C.I.D. Housing Access	LMIHF	C.I.D. Housing Access	Grant to non-profit	13,500.00	13,500.00			3,375.00	3,375.00	3,375.00	3,375.00	\$ 13,500.00
39) Neigh. Servs. Ctr.(NPNSC) HH	LMIHF	Neigh. Servs. Ctr.	Grant to non-profit	20,000.00	20,000.00			5,000.00	5,000.00	5,000.00	5,000.00	\$ 20,000.00
40) Rebliding Together-Pen.-Natl R.Day	LMIHF	Rebuilding Together-Pen.	Grant to non-profit	8,000.00	8,000.00				4,000.00	4,000.00		\$ 8,000.00
41) Rebliding Together-Pen.-Safe Home	LMIHF	Rebuilding Together-Pen.	Grant to non-profit	15,000.00	15,000.00			922.48	4,077.52	5,000.00	5,000.00	\$ 15,000.00
42) HIP Housing-Home Sharing Prog	LMIHF	HIP Housing	Grant to non-profit	10,000.00	10,000.00		2,406.10		1,423.99	1,423.99	1,424.00	\$ 6,678.08
43) Shelter Network-Crossroads	LMIHF	Shelter Network	Grant to non-profit	18,000.00	18,000.00	1,323.17			4,058.94	4,058.94	4,058.95	\$ 13,500.00
44) Shelter Network-Maple Street	LMIHF	Shelter Network	Grant to non-profit	7,500.00	7,500.00	5,625.00						\$ 5,625.00
45) Samaritan House-Safe Harbor	LMIHF	Samaritan House	Grant to non-profit from 10-11	1,952.41	1,952.41			1,952.41				\$ 1,952.41
46) Samaritan House-Safe Harbor	LMIHF	Samaritan House	Grant to non-profit from 11-12	7,500.00	7,500.00			2,588.40	2,587.95			\$ 5,176.35
47) Sitike Counseling Center	LMIHF	Sitike Counseling Center	Grant to non-profit	10,300.00	10,300.00		2,575.00		1,716.67	1,716.67	1,716.66	\$ 7,725.00
48) Mgmt. of grants in rows 38-47 above	LMIHF	Staff costs	Soft project management costs	56,839.00	14,210.00	1,184.17	1,184.17	1,184.17	1,184.17	1,184.17	1,184.17	\$ 7,105.02
49) Station Area/Planning LU Program	Reserves	Staff Costs	Match funding for State grant (101102)	150,000.00	32,220.70	313.22	5,937.36	5,937.36	5,937.36	5,937.36	5,937.34	\$ 30,000.00
50) Mid Peninsula Loan	Reserves	Union Bank (for Mid Pen)	Loan for affordable housing project	3,997,891.71	3,997,891.71	1,222,053.82						\$ 1,222,053.82
51) Buon Gusto Ristorante Loan	n/a	Ristorante Buon Gusto Inc.	Loan for commercial expansion project	750,000.00	0.00							\$ -
52) Genentech Property Tax Settlement	Reserves	San Mateo County	Genentech property tax settlement	5,232,413.00	2,479,065.00				1,126,385.67			\$ 1,126,385.67
53) Reserve for Existing Claims	Reserves	Claimants	Reserves for costs for existing litigation	7,300,000.00	100,000.00	12,000.00	20,000.00	20,000.00	20,000.00	20,000.00	8,000.00	\$ 100,000.00
54) Audit Services	Reserves	Maze & Associates	Annual auditing requirements	32,322.39	32,322.39	1,002.08	192.75				20,000.00	\$ 21,194.83
55) Financial Analyses-RDA Dissolution	Reserves	Seifel Consulting	Update passthrough model/misc analyses	10,000.00	10,000.00				3,333.33	3,333.33	3,333.34	\$ 10,000.00
56) Local Tax Compliance/Rptg. Services	Reserves	Muni Financial Services	Contracted roll correction work	20,326.80	20,326.80	10,163.40					10,163.40	\$ 20,326.80
57) Item removed												\$ -
58) Item removed												\$ -
59) Maintenance of Non-Hsg Properties	Reserves	Various contractors	Rehab, repair, maintenance, & utilities	3,848,056.00	88,101.00	14,683.50	14,683.50	14,683.50	14,683.50	14,683.50	14,683.50	\$ 88,101.00
60) Maintenance of Non-Hsg Properties	Reserves	Legal/Staff costs	Soft project management costs	1,634,613.00	198,858.00		39,771.60	39,771.60	39,771.60	39,771.60	39,771.60	\$ 198,858.00
61) Item removed												\$ -
62) Item removed												\$ -
Note 1: Staff costs include payroll, benefits, and retirement costs												
Note 2: Payment sources for six month period include Low Moderate Income Housing Fund (LMIHF), Bond Proceeds (Bonds), Reserves, Administrative Cost Allowance (Adm Allow), and where no payment required, Not Applicable (n/a)												
Totals - This Page				\$ 26,771,167.31	\$ 8,114,222.01	\$ 1,269,347.36	\$ 87,749.48	\$ 96,413.92	\$ 1,277,696.70	\$ 149,645.56	\$ 1,063,808.96	\$ 3,944,661.98



CITY COUNCIL 2012

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BARRY M. NAGEL, CITY MANAGER

DIRECTOR OF FINANCE
650 877-8511

March 29, 2012

Mr. Ben Lau
Macias Gini & O'Connell, LLP
2121 N. California Blvd., Suite 750
Walnut Creek, CA 94596

Dear. Mr. Lau:

In the process of working with your staff auditor recently as part of the audit of our Recognized Obligations Payment Schedule (ROPS), our City staff reviewed costs and line items on the ROPS as well. Based on our review, staff proposed and the Successor Agency approved last evening a revised ROPS. The major changes to the ROPS are summarized below.

Category of Expense	6 month Total Change
Housing Related Obligations	-\$4.22 million
Reduction in net estimate of program related staffing costs	-\$0.94 million
Delay of Loan Disbursement until future year	-\$0.75 million
Reduction in overall Administrative cost estimates	-\$0.11 million
All Other Changes	-\$0.23 million
Total Changes Made from February 22, 2012 ROPs	-\$6.25 million

The revised ROPS as approved on March 28 is therefore attached, with highlighted changes in yellow. We have also enclosed the original February 22 ROPS that was audited by your office for your reference. We are submitting this amended ROPS to the County Auditor/Controller, to the State Department of Finance, as well as to our Oversight Board next week.

We look forward to getting your office's comments through the County Auditor/Controller's Office in the near future.

Sincerely yours,



Jim Steele
Finance Director

Attachments: DRAFT Amended ROPS dated March 23, 2012 (approved by the City Council
March 28, 2012)
DRAFT Amended ROPS dated February 16, 2012 (approved by the City Council
February 22, 2012)

Cc: Honorable City Council, City of South San Francisco
Mr. Robert Adler, County of San Mateo Auditor/Controller
Mr. Randy Enriquez, State of California Department of Finance
Mr. Kanchan Charan, County of San Mateo Deputy Auditor/Controller