

WRITTEN CORRESPONDENCE LISTING:

Written correspondence between the Santa Cruz County Redevelopment Successor Agency and State Agencies received during the period January 26, 2013 through February 28, 2013 is on file with the Clerk of the Board, and requires no official action by the Board at this time:

1. Electronic correspondence dated January 18, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1
2. Electronic correspondence dated January 29, 2013 from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: RE: Question regarding 13-14A ROPS form
3. Electronic correspondence dated January 30, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Revised ROPS 13-14A Instructions
4. Electronic correspondence dated January 30, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1
5. Electronic correspondence dated January 30, 2013, from California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
6. Electronic correspondence dated January 30, 2013, from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1 Response 2
7. Electronic correspondence dated January 30, 2013, from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1
8. Electronic correspondence dated January 30, 2013 from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
9. Electronic correspondence dated January 30, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1 Response 4
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23. Electronic correspondence dated January 30, 2013 from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
24. Electronic correspondence dated January 31, 2013 from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Santa Cruz County / DDR – Other Funds / Request for Information #1 Response 10

25. Electronic correspondence dated February 1, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1 Response 11
26. Electronic correspondence dated February 1, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
27. Electronic correspondence dated February 4, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1 Response 12
28. Electronic correspondence dated February 4, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
29. Electronic correspondence dated February 4, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: RE: Santa Cruz County / DDR – Other Funds / Request for Information #1 Response 12
30. Electronic correspondence dated February 11, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: 2-5-13 Oversight Board Resolution approving minutes
31. Electronic correspondence dated February 11, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
32. Electronic correspondence dated February 11, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: 2-5-13 Oversight Board Resolution regarding written correspondence
33. Electronic correspondence dated February 11, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
34. Electronic correspondence dated February 11, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: 2-5-13 Oversight Board Resolution adopting a revised 2013 meeting schedule
35. Electronic correspondence dated February 11, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
36. Electronic correspondence dated February 11, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: 2-5-13 Oversight Board Resolution approving the Admin Budgets Jul-Dec 2013
37. Electronic correspondence dated February 11, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance

38. Electronic correspondence dated February 11, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: 2-5-13 Oversight Board Resolution approving the SERAF loan repayment schedule
39. Electronic correspondence dated February 11, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
40. Electronic correspondence dated February 11, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: 2-5-13 Oversight Board Resolution approving ROPS 13-14A
41. Electronic correspondence dated February 11, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance
42. Electronic correspondence dated February 12, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Santa Cruz County OB Resolution 2-5-13
43. Electronic correspondence dated February 12, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: Santa Cruz County OB Resolution 2-5-13
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46. Electronic correspondence dated February 12, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Santa Cruz County OB Resolution 2-5-13
47. Electronic correspondence dated February 22, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: LRPMP Property Tracking Worksheet
48. Electronic correspondence dated February 28, 2013 from the Santa Cruz County Redevelopment Successor Agency to the California Department of Finance, with the subject line: Santa Cruz County RDA Successor Agency approval of ROPS and Admin Budget for July – December 2013
49. Electronic correspondence dated February 28, 2013, from the California Department of Finance to Santa Cruz County Redevelopment Successor Agency, with the subject line: Automatic Reply from Department of Finance

February 5, 2013

**PROCEEDINGS OF THE
SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY
OVERSIGHT BOARD**

**VOLUME 2013, NUMBER 2
February 5, 2013**

ACTION SUMMARY MINUTES

VOTING KEY:

C = Coonerty
D = Deming
G = Geisreiter
L = Leopold
M = Maxwell
Ro = Rozario
Re = Reece

First Initial indicates maker of motion, second initial indicates the "second"; upper case letter = "yes" vote; lower case letter = "no" vote; () = abstain; // = absent

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1. **Call to Order/Roll Call** - Meeting called to order at 9:00 a.m. Members present: Rozario, Deming, Geisreiter, Maxwell, Reece, Leopold. Absent: Coonerty
 2. **Consideration of Late Additions to the Agenda; additions and deletions to Consent and Regular Agendas**-material submitted to item 10. Staff to provide update on pending litigation at the March 12, 2013 meeting.
 3. **Action on the Consent Agenda**

ReRoDGML/C/
 4. **Oral Communications** – no one addressed the Board.

CONSENT AGENDA

5. **ADOPTED RESOLUTION NO. 4-2013OB** approving the meeting minutes of January 10, 2013
6. **ADOPTED RESOLUTION NO. 5-2013OB** directing staff to prepare a list of written correspondence to be submitted with agenda materials for meetings of the Oversight Board

REGULAR AGENDA

- 7. ADOPTED RESOLUTION NO. 6-2013 adopting a revised meeting schedule for 2013

DRoReGML/C/

- 8. ADOPTED RESOLUTION NO. 7-2013 approving the Administrative Budget for the period of July 1, 2013 through December 31, 2013

GRoReDML/C/

- 9. ADOPTED RESOLUTION NO. 8-2013 approving the SERAF loan repayment schedule

MReRoDGL/C/

- 10. ADOPTED resolution approving the Recognized Obligation Payment Schedule for the period July 1, 2013 through December 31, 2013

MGRoRoDL/C/

Approved: _____
 Chair, Oversight Board

Attest: _____
 Secretary of the Oversight Board

NOTE: This set of Santa Cruz County Redevelopment Successor Agency Oversight Board minutes is scheduled to be approved March 12, 2013



COUNTY OF SANTA CRUZ

OFFICE OF THE COUNTY COUNSEL

701 OCEAN STREET, SUITE 505, SANTA CRUZ, CA 95060-4068 (831) 454-2040 FAX: (831) 454-2115

DANA McRAE, COUNTY COUNSEL

RAHN GARCIA, CHIEF DEPUTY

Assistants

Marie Costa Tamyra Rice Jason M. Heath Betsy L. Allen Sharon Carey-Stronck
Jane M. Scott Shannon M. Sullivan Christopher R. Cheleden Jessica C. Espinoza Jordan Sheinbaum

Special Counsel

Dwight L. Herr

February 28, 2013

March 12, 2013

Oversight Board
Santa Cruz County Redevelopment Successor Agency
701 Ocean Street
Santa Cruz, CA 95060

Re: Resolution of July True-Up Litigation

Dear Members of the Board:

The purpose of this letter is to inform your Board that the "July True-Up" litigation has been resolved. As you know, as of its effective date, AB X1 26, modified by *California Redevelopment Ass'n v. Matosantos* (2011) 53 Cal.4th 231, required the tax increment formerly paid to the former Redevelopment Agency to be deposited into a Redevelopment Property Tax Trust Fund (RPTTF) administered by the Santa Cruz County Auditor-Controller. The Auditor-Controller administers the Trust Fund on behalf of the Successor Agency.

AB X1 26 required the Successor Agency to submit a Recognized Obligation Payment Schedule (ROPS) to the State of California Department of Finance (DOF) identifying obligations the Successor Agency is required to pay during a six-month fiscal period. The Successor Agency submitted its first ROPS (ROPS 1) for the fiscal period January 1, 2012, through June 30, 2012. ROPS 1 assumed that the Successor Agency would use tax increment received before February 1, 2012 (identified on the form as Reserve Balances or LMIH Fund) to pay the former Agency's enforceable obligations due in that fiscal period. The DOF approved ROPS 1 in a letter dated May 26, 2012.

When the Successor Agency submitted ROPS 1, neither the forms nor the procedures available defined tax increment received before February 1, 2012, as RPTTF monies. The first distribution of RPTTF monies was made on May 16, 2012, for the January-June 2012 period covered by ROPS 1. The Auditor- Controller indicated that there were zero funds available for that distribution, since the monies had been distributed before February 1, 2012.

Last year, the California legislature passed, and the Governor signed into law, AB 1484, which went into effect on June 27, 2012. AB 1484 required, among other things, the County Auditor-Controller to adjust the distribution of funds owed to taxing entities for the January

through June fiscal period, ostensibly to accomplish the correct distribution of funds anticipated in AB X1 26. DOF issued specific instructions for a "True-Up Process", and the Auditor-Controller was required to follow them in order to compensate taxing entities for any residual payments they would have received but for the change *Matosantos* made to the deadlines in AB X1 26.

Pursuant to AB 1484 and DOF's instruction, on or about July 2, 2012, the Santa Cruz County Auditor-Controller made the calculation and notified the Successor Agency that unless it revised its ROPS 1, the calculation would incorrectly show that the Successor Agency had received an overpayment in the amount of \$11,568,000.00 for the first fiscal period from January through June 2012. The incorrect overpayment determination resulted from the Successor Agency listing the funding source on the ROPS 1 as "reserve balances" or "LMIH Fund" for enforceable obligations that were payable out of tax increment received before February 1, 2012. Pursuant to AB 1484 and DOF's subsequent instruction, the funding source should have been listed as RPTTF.

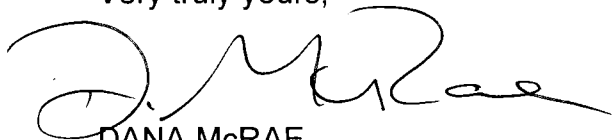
On July 9, 2012, staff prepared a revised ROPS 1 to correct the information that led to the Auditor-Controller's incorrect determination. The corrected ROPS 1 was immediately submitted to DOF. On July 12, 2012, DOF issued a letter to all Redevelopment Successor Agencies refusing to accept revisions to ROPS for which the DOF had already issued approval letters.

Consequently, the Auditor-Controller was legally obligated to make a demand upon the Successor Agency for payment of the \$11,568,000.00 "overpayment", even though she knew that the Successor Agency had not received such an overpayment.

Ultimately, the DOF agreed there was no overpayment. However, the DOF concluded that it did not have express statutory authority to resolve issues such as this at the administrative level. Therefore, the parties entered in to a "friendly" lawsuit asking the Sacramento County Superior Court to issue an order resolving this matter. On February 5, 2013, the Court accepted the parties stipulated judgment and on February 13, 2013, the Court entered a dismissal of the lawsuit. This matter is now completely resolved in favor of the taxing entities. Copies of the Stipulated Judgment and Request for Dismissal are attached.

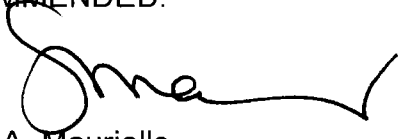
It is therefore recommended that your Board approve the attached resolution accepting and filing this report.

Very truly yours,



DANA McRAE
COUNTY COUNSEL

RECOMMENDED:

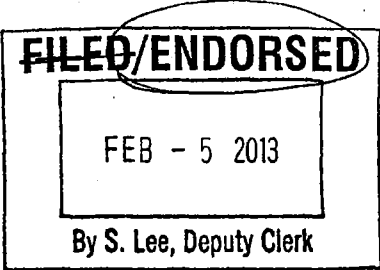


Susan A. Mauriello
County Administrative Officer

Attachments: Stipulation to Entry of Judgement, Request for Dismissal, Resolution

Cc: Redevelopment Successor Agency
CAO
County Counsel
Auditor-Controller
DOF

1 KAMALA D. HARRIS
 Attorney General of California
 2 PETER K. SOUTHWORTH
 Supervising Deputy Attorney General
 3 JEFFREY A. RICH
 Deputy Attorney General
 4 State Bar No. 108589
 1300 I Street, Suite 125
 5 P.O. Box 944255
 Sacramento, CA 94244-2550
 6 Telephone: (916) 324-5154
 Fax: (916) 324-8835
 7 E-mail: Jeffrey.Rich@doj.ca.gov
*Attorneys for Respondents Ana J. Matosantos,
 8 Director of the Department of Finance and
 California State Board of Equalization*
 9



10 SUPERIOR COURT OF THE STATE OF CALIFORNIA
 11 COUNTY OF SACRAMENTO

13 **COUNTY OF SANTA CRUZ, a subdivision**
 14 **of the State of California; SUCCESSOR**
 15 **AGENCY TO THE REDEVELOPMENT**
 16 **AGENCY OF THE COUNTY OF SANTA**
 17 **CRUZ, a public entity,**
 Petitioners,
 18
 v.
 19 **CALIFORNIA DIRECTOR OF FINANCE**
 20 **ANA J. MATOSANTOS, an individual sued**
 21 **in her official capacity; CALIFORNIA**
 22 **STATE BOARD OF EQUALIZATION, an**
 23 **agency of the State of California; SANTA**
 24 **CRUZ COUNTY AUDITOR**
 25 **CONTROLLER MARY JO WALKER, an**
 26 **individual sued in her official capacity,**
 Respondents,
 27
 28 **COUNTY OF SANTA CRUZ; COUNTY**
LIBRARY; COUNTY HIGHWAY SAFETY
SERVICE AREA #9; COUNTY HIGHWAY
SAFETY SERVICE AREA #9A; COUNTY
HIGHWAY SAFETY SERVICE AREA #9B;
COUNTY SERVICE AREA #11; SANTA
CRUZ FLOOD CONTROL & WATER

Case No. 34-2012-80001340-CU-WM-GDS
 Assigned to Hon. Michael P. Kenny
 Department 31
STIPULATION TO ENTRY OF
JUDGMENT

1 CONSERVATION ZONE 4; SANTA CRUZ
FLOOD CONTROL & WATER
2 CONSERVATION ZONE 5; SANTA CRUZ
FLOOD CONTROL & WATER
3 CONSERVATION DISTRICT-GENERAL;
CENTRAL FIRE PROTECTION DISTRICT
4 OF SANTA CRUZ COUNTY; OPAL CLIFFS
RECREATION & PARK DISTRICT; SANTA
5 CRUZ COUNTY RESOURCE
CONSERVATION DISTRICT; SANTA
6 CRUZ PORT DISTRICT; LIVE OAK
SCHOOL DISTRICT; SOQUEL UNION
7 ELEMENTARY SCHOOL DISTRICT;
SANTA CRUZ HIGH SCHOOL DISTRICT;
8 CABRILLO COMMUNITY COLLEGE
DISTRICT; COUNTY SCHOOL SERVICE,
9 and ROES 101 through 200, inclusive,
10 Real Parties in Interest,
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1 Petitioners County of Santa Cruz and Successor Agency to the Redevelopment Agency of
 2 the County of Santa Cruz (Successor Agency) on the one hand, and Respondents California
 3 Director of Finance Ana J. Matosantos and California State Board of Equalization (collectively,
 4 the State Respondents), and Santa Cruz County Auditor Controller Mary Jo Walker (Auditor
 5 Controller) on the other hand, stipulate to entry of Judgment as follows:

6 1. On July 9, 2012, the Auditor Controller demanded that the Successor Agency remit
 7 payment in the amount of \$11,568,170.00 under Health and Safety Code Section 34183.5,
 8 subdivision (b)(2)(A).

9 2. On July 12, 2012, the Successor Agency advised the Auditor Controller that the
 10 Successor Agency would remit only \$599,078.65 of the \$11,568,170.00 payment demanded.

11 3. The County and the Successor Agency filed this action seeking, among other things,
 12 invalidation of the Auditor Controller's demand for payment.

13 4. The State Respondents shall not impose any civil penalties pursuant to Health and
 14 Safety Code section 34183.5, subdivision (b) upon the Successor Agency or the County arising
 15 from the Successor Agency's refusal to remit \$10,969,091.35 of the \$11,568,170.00 demanded by
 16 the Auditor Controller.

17 5. The State Respondents shall not order the withholding from the County of any sales
 18 and use tax revenues pursuant to Health and Safety Code section 34183.5, subdivision (b) arising
 19 from the Successor Agency's refusal to remit \$10,969,091.35 of the \$11,568,170.00 demanded by
 20 the Auditor Controller.

21 6. The State Respondents shall not withhold from the County any sales and use tax
 22 revenues pursuant to Health and Safety Code section 34183.5, subdivision (b) arising from the
 23 Successor Agency's refusal to remit \$10,969,091.35 of the \$11,568,170.00 demanded by the
 24 Auditor Controller.

25 7. The State Respondents shall not withhold from the Successor Agency a finding of
 26 completion under Health and Safety Code Section 34179.7 on the ground that the Successor
 27 Agency refused to remit \$10,969,091.35 of the \$11,568,170.00 demanded by the Auditor
 28 Controller.

1 8. The Successor Agency need not remit any amount to the Auditor Controller under
 2 Section 34183.5, subdivision (b)(2)(A), and unless compelled to do so by a court of competent
 3 jurisdiction, the Auditor Controller shall not invoke the procedure in Section 34183.5(b)(3) on the
 4 ground that the Successor Agency refused to remit \$10,969,091.35 of the \$11,568,170.00
 5 demanded by the Auditor Controller and shall have no additional responsibilities pursuant to
 6 Section 34183.5(b)(3) with regard to the \$11,568,170.00 previously demanded.

7 9. The provisions of Health and Safety Code section 34183.5, subdivision (b) (2) (C),
 8 prohibiting the Successor Agency from paying any obligations other than bond debt service, will
 9 not apply to Successor Agency for refusal to remit \$10,969,091.35 of the \$11,568,170.00
 10 demanded by the Auditor Controller.

11 10. The parties to this stipulation expressly preserve and do not waive any claims related
 12 to the enforceability of any obligation relied upon in calculating the payment demanded pursuant
 13 to paragraph 1 above.

14 11. This stipulation does not constitute, nor shall it be construed as, an admission or
 15 concession by any of the parties for any purpose, nor shall it be used in any other legal proceeding
 16 by any party hereto.

17 12. Petitioners shall dismiss this action with prejudice as to all real parties in interest.

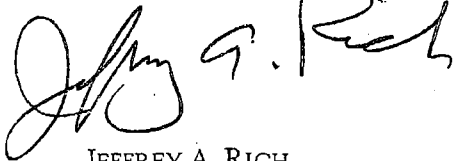
18 13. Petitioners and Respondents shall bear their own costs and attorneys' fees.

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Dated: January 28, 2013

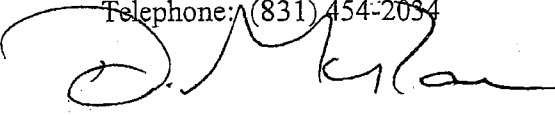
Respectfully Submitted,
KAMALA D. HARRIS
Attorney General of California
PETER K. SOUTHWORTH
Supervising Deputy Attorney General



JEFFREY A. RICH
Deputy Attorney General
Attorneys for Respondents Ana J. Matosantos, Director of the Department of Finance and California State Board of Equalization

Dated: January 24, 2013

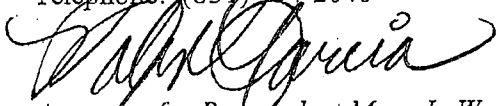
DANA MCRAE (SBN 142231)
County Counsel
701 Ocean Street, Room 505
Santa Cruz, CA 95060
Telephone: (831) 454-2034



Attorneys for Petitioners

Dated: January 24, 2013

RAHN GARCIA (SBN 129825)
Chief Assistant County Counsel
701 Ocean Street, Room 505
Santa Cruz, CA 95060
Telephone: (831) 454-2040



Attorneys for Respondent Mary Jo Walker, Santa Cruz County Auditor Controller

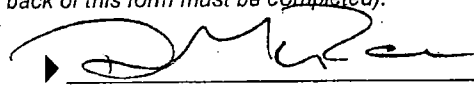
ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, State Bar number, and address): DANA McRAE, COUNTY COUNSEL 142231 Santa Cruz County Counsel 701 Ocean Street, Room 505 Santa Cruz, CA 95060 TELEPHONE NO.: 831-454-2040 FAX NO. (Optional): 831-454-2115 E-MAIL ADDRESS (Optional): ATTORNEY FOR (Name):	FOR COURT USE ONLY <div style="border: 2px solid black; padding: 5px; width: fit-content; margin: auto;"> FILED/ENDORSED <div style="border: 1px solid black; padding: 5px; margin: 5px auto; width: 80%;"> FEB 13 2013 </div> </div> By: <u>A. WOODWARD</u> Deputy Clerk	
SUPERIOR COURT OF CALIFORNIA, COUNTY OF SACRAMENTO STREET ADDRESS: 720 Ninth St. MAILING ADDRESS: 720 Ninth St. CITY AND ZIP CODE: Sacramento, CA 95814-1311 BRANCH NAME:		
PLAINTIFF/PETITIONER: County of Santa Cruz, etc. DEFENDANT/RESPONDENT: CA Director of Finance, et al.		
REQUEST FOR DISMISSAL		CASE NUMBER: 34-2012-80001340-CU-WM-GDS
A conformed copy will not be returned by the clerk unless a method of return is provided with the document.		
This form may not be used for dismissal of a derivative action or a class action or of any party or cause of action in a class action. (Cal. Rules of Court, rules 3.760 and 3.770.)		

1. TO THE CLERK: Please dismiss this action as follows:
- a. (1) With prejudice (2) Without prejudice
 - b. (1) Complaint (2) Petition
 - (3) Cross-complaint filed by (name): _____ on (date): _____
 - (4) Cross-complaint filed by (name): _____ on (date): _____
 - (5) Entire action of all parties and all causes of action
 - (6) Other (specify):* as to only Real Parties in Interest (See Attached) and ROES 101-200, inclusive

2. (Complete in all cases except family law cases.)
 The court did did not waive court fees and costs for a party in this case. (This information may be obtained from the clerk. If court fees and costs were waived, the declaration on the back of this form must be completed.)

Date: February 8, 2013

DANA McRAE _____
 (TYPE OR PRINT NAME OF ATTORNEY PARTY WITHOUT ATTORNEY)



 (SIGNATURE) COUNTY OF SANTA
 CRUZ; SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE
 Plaintiff/Petitioner Defendant/Respondent
 Cross-Complainant COUNTY OF SANTA CRUZ

* If dismissal requested is of specified parties only, of specified causes of action only, or of specified cross-complaints only, so state and identify the parties, causes of action, or cross-complaints to be dismissed.

3. TO THE CLERK: Consent to the above dismissal is hereby given.**
 Date: _____

 (TYPE OR PRINT NAME OF ATTORNEY PARTY WITHOUT ATTORNEY) (SIGNATURE)
 Attorney or party without attorney for:
 Plaintiff/Petitioner Defendant/Respondent
 Cross-Complainant

- (To be completed by clerk)
4. Dismissal entered as requested on (date): **FEB 13 2013**
5. Dismissal entered on (date): _____ as to only (name): _____
6. Dismissal not entered as requested for the following reasons (specify): _____

7. a. Attorney or party without attorney notified on (date): _____
 b. Attorney or party without attorney not notified. Filing party failed to provide
 a copy to be conformed means to return conformed copy
 Date: **FEB 13 2013** Clerk, by A. WOODWARD, Deputy

PLAINTIFF/PETITIONER: COUNTY OF SANTA CRUZ, etc.	CASE NUMBER: 34-2012-80001340-CU-WM-GDS
DEFENDANT/RESPONDENT: CA DIRECTOR OF FINANCE, et al.	

COURT'S RECOVERY OF WAIVED COURT FEES AND COSTS

If a party whose court fees and costs were initially waived has recovered or will recover \$10,000 or more in value by way of settlement, compromise, arbitration award, mediation settlement, or other means, the court has a statutory lien on that recovery. The court may refuse to dismiss the case until the lien is satisfied. (Gov. Code, § 68637.)

Declaration Concerning Waived Court Fees

1. The court waived fees and costs in this action for (name):
2. The person in item 1 is (check one below):
 - a. not recovering anything of value by this action.
 - b. recovering less than \$10,000 in value by this action.
 - c. recovering \$10,000 or more in value by this action. (If item 2c is checked, item 3 must be completed.)
3. All court fees and costs that were waived in this action have been paid to the court (check one): Yes No

I declare under penalty of perjury under the laws of the State of California that the information above is true and correct.

Date: _____

 (TYPE OR PRINT NAME OF ATTORNEY PARTY MAKING DECLARATION)

 (SIGNATURE)

REQUEST FOR DISMISSAL
ADDENDUM TO ITEM 1(6)
REAL PARTIES IN INTEREST

COUNTY OF SANTA CRUZ; COUNTY LIBRARY; COUNTY HIGHWAY SAFETY SERVICE AREA #9; COUNTY HIGHWAY SAFETY SERVICE AREA #9A; COUNTY HIGHWAY SAFETY SERVICE AREA #9B; COUNTY SERVICE AREA #11; SANTA CRUZ FLOOD CONTROL & WATER CONSERVATION ZONE 4; SANTA CRUZ FLOOD CONTROL & WATER CONSERVATION ZONE 5; SANTA CRUZ FLOOD CONTROL & WATER CONSERVATION DISTRICT-GENERAL; CENTRAL FIRE PROTECTION DISTRICT OF SANTA CRUZ COUNTY; OPAL CLIFFS RECREATION & PARK DISTRICT; SANTA CRUZ COUNTY RESOURCE CONSERVATION DISTRICT; SANTA CRUZ PORT DISTRICT; LIVE OAK SCHOOL DISTRICT; SOQUEL UNION ELEMENTARY SCHOOL DISTRICT; SANTA CRUZ HIGH SCHOOL DISTRICT; CABRILLO COMMUNITY COLLEGE DISTRICT; COUNTY SCHOOL SERVICE; and ROES 101-200, inclusive.

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of _____ duly seconded by _____ the following resolution is adopted:

RESOLUTION ACCEPTING AND FILING A REPORT ON THE
JULY TRUE-UP LITIGATION

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34179 (e) requires that all actions taken by the Oversight Board shall be adopted by resolution; and

WHEREAS, the Oversight Board requested a report on the July True-up Litigation on February 5, 2013, and staff has provided a report in the letter attached as Exhibit 1;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The July True-up Litigation report is accepted and filed.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment Successor Agency Oversight Board, this ____th day of _____, 2013 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:


County Counsel

Distribution:

- County Counsel
- Successor Agency
- CAO
- State Department of Finance
- Auditor-Controller



COUNTY OF SANTA CRUZ

OFFICE OF THE COUNTY COUNSEL

701 OCEAN STREET, SUITE 505, SANTA CRUZ, CA 95060-4068 (831) 454-2040 FAX: (831) 454-2115

DANA McRAE, COUNTY COUNSEL

RAHN GARCIA, CHIEF DEPUTY

Assistants

Marie Costa Tamyra Rice Jason M. Heath Betsy L. Allen Sharon Carey-Stronck
Jane M. Scott Shannon M. Sullivan Christopher R. Cheleden Jessica C. Espinoza Jordan Sheinbaum

Special Counsel

Dwight L. Herr

February 28, 2013

March 12, 2013

Oversight Board
Santa Cruz County Redevelopment Successor Agency
701 Ocean Street
Santa Cruz, CA 95060

Re: Resolution of July True-Up Litigation

Dear Members of the Board:

The purpose of this letter is to inform your Board that the "July True-Up" litigation has been resolved. As you know, as of its effective date, AB X1 26, modified by *California Redevelopment Ass'n v. Matosantos* (2011) 53 Cal.4th 231, required the tax increment formerly paid to the former Redevelopment Agency to be deposited into a Redevelopment Property Tax Trust Fund (RPTTF) administered by the Santa Cruz County Auditor-Controller. The Auditor-Controller administers the Trust Fund on behalf of the Successor Agency.

AB X1 26 required the Successor Agency to submit a Recognized Obligation Payment Schedule (ROPS) to the State of California Department of Finance (DOF) identifying obligations the Successor Agency is required to pay during a six-month fiscal period. The Successor Agency submitted its first ROPS (ROPS 1) for the fiscal period January 1, 2012, through June 30, 2012. ROPS 1 assumed that the Successor Agency would use tax increment received before February 1, 2012 (identified on the form as Reserve Balances or LMIH Fund) to pay the former Agency's enforceable obligations due in that fiscal period. The DOF approved ROPS 1 in a letter dated May 26, 2012.

When the Successor Agency submitted ROPS 1, neither the forms nor the procedures available defined tax increment received before February 1, 2012, as RPTTF monies. The first distribution of RPTTF monies was made on May 16, 2012, for the January-June 2012 period covered by ROPS 1. The Auditor-Controller indicated that there were zero funds available for that distribution, since the monies had been distributed before February 1, 2012.

Last year, the California legislature passed, and the Governor signed into law, AB 1484, which went into effect on June 27, 2012. AB 1484 required, among other things, the County Auditor-Controller to adjust the distribution of funds owed to taxing entities for the January

through June fiscal period, ostensibly to accomplish the correct distribution of funds anticipated in AB X1 26. DOF issued specific instructions for a "True-Up Process", and the Auditor-Controller was required to follow them in order to compensate taxing entities for any residual payments they would have received but for the change *Matosantos* made to the deadlines in AB X1 26.

Pursuant to AB 1484 and DOF's instruction, on or about July 2, 2012, the Santa Cruz County Auditor-Controller made the calculation and notified the Successor Agency that unless it revised its ROPS 1, the calculation would incorrectly show that the Successor Agency had received an overpayment in the amount of \$11,568,000.00 for the first fiscal period from January through June 2012. The incorrect overpayment determination resulted from the Successor Agency listing the funding source on the ROPS 1 as "reserve balances" or "LMIH Fund" for enforceable obligations that were payable out of tax increment received before February 1, 2012. Pursuant to AB 1484 and DOF's subsequent instruction, the funding source should have been listed as RPTTF.

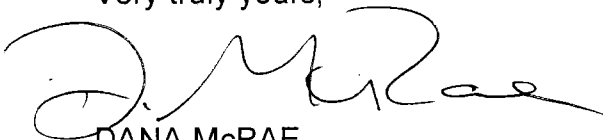
On July 9, 2012, staff prepared a revised ROPS 1 to correct the information that led to the Auditor-Controller's incorrect determination. The corrected ROPS 1 was immediately submitted to DOF. On July 12, 2012, DOF issued a letter to all Redevelopment Successor Agencies refusing to accept revisions to ROPS for which the DOF had already issued approval letters.

Consequently, the Auditor-Controller was legally obligated to make a demand upon the Successor Agency for payment of the \$11,568,000.00 "overpayment", even though she knew that the Successor Agency had not received such an overpayment.

Ultimately, the DOF agreed there was no overpayment. However, the DOF concluded that it did not have express statutory authority to resolve issues such as this at the administrative level. Therefore, the parties entered in to a "friendly" lawsuit asking the Sacramento County Superior Court to issue an order resolving this matter. On February 5, 2013, the Court accepted the parties stipulated judgment and on February 13, 2013, the Court entered a dismissal of the lawsuit. This matter is now completely resolved in favor of the taxing entities. Copies of the Stipulated Judgment and Request for Dismissal are attached.

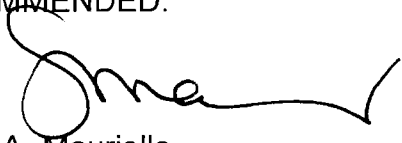
It is therefore recommended that your Board approve the attached resolution accepting and filing this report.

Very truly yours,



DANA McRAE
COUNTY COUNSEL

RECOMMENDED:



Susan A. Mauriello
County Administrative Officer

Attachments: Stipulation to Entry of Judgement, Request for Dismissal, Resolution

Cc: Redevelopment Successor Agency
CAO
County Counsel
Auditor-Controller
DOF



County of Santa Cruz

SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY

701 OCEAN STREET, ROOM 510, SANTA CRUZ, CA 95060-4073

(831) 454-2280 FAX: (831) 454-3420 TDD: (831) 454-2123

February 28, 2013

Agenda: March 12, 2013

Oversight Board
Santa Cruz County Redevelopment Successor Agency
701 Ocean Street
Santa Cruz, CA 95060

Contract for the Provision of Property Management and Disposition Services

Dear Members of the Board:

As your Board is aware, the Redevelopment Successor Agency (RSA) owns fee title to real property in Live Oak and Soquel. California Health and Safety Code Section 34178(a) permits the RSA to enter into an agreement with the County of Santa Cruz for the maintenance and management of real property assets of the RSA with approval of the RSA Oversight Board. An agreement has been prepared which provides for the County to provide property management and disposition services as requested by the RSA and for reimbursement of those services. The County and the RSA approved the agreement on March 5, 2013.

Background

Prior to the enactment of ABx1 26, the "Dissolution Act," the Santa Cruz County Redevelopment Agency (Agency) entered into various agreements with the County of Santa Cruz for the maintenance, management and development of Agency owned real property assets. In March 2011, fee title of real property assets of the Agency were transferred to the County of Santa Cruz. Some of those properties were then encumbered by agreements and have either transferred to third parties or remain in County ownership subject to the terms of those agreements. Then on October 1, 2012, real property assets not previously encumbered by an agreement with a third party were transferred from the County to the RSA in accordance with requirements of ABx1 26, and AB 1484, the clean up legislation to the Dissolution Act. The properties currently owned by the RSA are listed in Exhibit A to the attached agreement.

In addition, on October 2, 2012, your Board approved actions to transfer fee title of those properties with a governmental purpose, including public parking lots and parks, to the County of Santa Cruz. AB 1484 includes time frames for the State Department of Finance review of actions transferring properties with a governmental purpose to the

County. Those time frames have now expired and staff is preparing to bring additional actions to the County Board of Supervisors necessary to accept the transfer of RSA properties with a governmental purpose into County ownership. In the meantime, all of the properties listed on Exhibit A of the attached agreement remain in RSA ownership.

Contract for Property Management and Disposition Services

The RSA owns twenty-one properties and a parking easement (see Exhibit A). Four properties include residential structures which are rented to tenants (one on Chanticleer Park, one on the 7th and Brommer site, and two on the Capitola Road site). As the RSA has only one administrative staff, since October 1, 2012, property maintenance and management services have been provided by the County. Health and Safety Code 34171(b) specifically excludes the cost of maintaining assets prior to disposition from the administrative cost allowance, as such, and as allowed by Health and Safety Code Section 34178(a) the attached agreement has been prepared. The agreement provides for the reimbursement of property maintenance and management costs retroactive to October 1, 2012. The agreement shall terminate at such time as the RSA no longer has fee interest in any of the properties.

Health and Safety Code Section 34191.5 requires the preparation and approval of a Long Range Property Management Plan for those real property assets remaining with the RSA. The disposition of the 7th and Brommer site, Capitola Road site, and a remainder parcel on Commercial Way will be addressed in this plan. It is anticipated that there will be survey and appraisal costs associated with preparation of this plan and other costs associated with the disposition of these properties. The proposed agreement allows the County to provide these services in addition to the property management and maintenance services. An estimate of the cost for the first year of the agreement is included as Exhibit B.

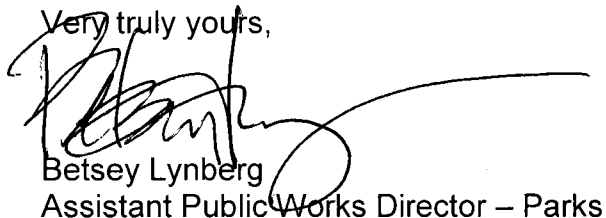
Conclusion and Recommendation

The Redevelopment Successor Agency owns twenty-one properties and a parking easement including four with tenants requiring property maintenance and management services. The attached contract provides the means to use experienced County real property staff to manage and oversee maintenance of these properties until they are transferred or sold. In addition, the contract permits the reimbursement of costs associated with the preparation and implementation of a Long Range Property Management Plan. The Redevelopment Successor Agency will reimburse the County for these services.

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It is therefore recommended that your Board approve the attached resolution approving the Contract for the Provision of Property Management and Disposition Services between the Santa Cruz County Redevelopment Successor Agency and the County of Santa Cruz.

Very truly yours,



Betsey Lynberg
Assistant Public Works Director – Parks

RECOMMENDED:



Susan A. Mauriello
County Administrative Officer

Attachment: Resolution with contract

Cc: Redevelopment Successor Agency
CAO
County Counsel
Auditor-Controller
DPW-Real Property
DOF

7

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of _____ duly seconded by _____ the following resolution is adopted:

RESOLUTION APPROVING CONTRACT FOR THE PROVISION
OF PROPERTY MANAGEMENT AND DISPOSITION SERVICES
BETWEEN THE SANTA CRUZ COUNTY REDEVELOPMENT
SUCCESSOR AGENCY AND THE COUNTY OF SANTA CRUZ

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34179 (e) requires that all actions taken by the Oversight Board shall be adopted by resolution; and

WHEREAS, the Redevelopment Successor Agency owns fee title to real property requiring maintenance and management, including property with residential tenants; and

WHEREAS, Health and Safety Code Section 34191.5 requires the preparation of a long range property management plan for Redevelopment Successor Agency owned properties; and

WHEREAS, Health and Safety Code Section 34178(a) permits the Redevelopment Successor Agency to enter into an agreement with the County of Santa Cruz to provide such services and to reimburse the County for such services; and

WHEREAS, the County of Santa Cruz has staff with property management, maintenance, and disposition experience; and

WHEREAS, a Contract for the Provision of Property Management and Disposition Services between the Santa Cruz County Redevelopment Successor Agency and the County of Santa Cruz has been prepared and is provided as Exhibit 1;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The Contract for the Provision of Property Management and Disposition Services between the Santa Cruz County Redevelopment Successor Agency and the County of Santa Cruz is hereby approved.

23

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment
Successor Agency Oversight Board, this ____th day of _____, 2013 by the following vote:

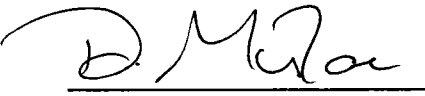
AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:



County Counsel

Exhibit 1 – Contract for the Provision of Property Management and Disposition Services
between the Santa Cruz County Redevelopment Successor Agency and the County of Santa
Cruz

- Distribution:
- County Counsel
 - Successor Agency
 - CAO
 - State Department of Finance
 - Auditor-Controller
 - DPW-Real Property

2

**CONTRACT FOR THE PROVISION OF
PROPERTY MANAGEMENT AND DISPOSITION SERVICES**

THIS AGREEMENT FOR THE PROVISION OF PROPERTY MANAGEMENT AND DISPOSITION SERVICES ("Agreement") is made and entered this ____ day of _____, 2013 ("Agreement Date"), by and between the SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY, a public body, corporate and politic ("Successor Agency"), and the COUNTY OF SANTA CRUZ, a political subdivision of the State of California ("County"). Successor Agency and County are hereinafter periodically referred to individually as a "party" and collectively as the "parties."

RECITALS

A. County and the former Santa Cruz County Redevelopment Agency ("Agency") entered into to an Amended and Restated Cooperation Agreement on February 15, 2011, pursuant to which the County agreed to cooperate with and assist the Agency with various Agency tasks and projects (the "Initial Cooperation Agreement"). In furtherance of the Initial Cooperation Agreement, and in accordance with the Agency's then five-year implementation plan and the Community Redevelopment Law (Health and Safety Code Section 33000, et seq.), on or around March, 2011, the Agency transferred to the County all parcels of real property then-owned by the Agency that were not encumbered by an agreement between the Agency and a third party (the "Former Agency Property"). In connection with said transfer, the Agency and County entered into a Cooperation Agreement Between the County of Santa Cruz and the Redevelopment Agency of the County of Santa Cruz for Funding of Specified Property Management and Development Costs (the "Property Cooperation Agreement"), pursuant to which the County provided to the Agency certain property management and development assistance with respect to the Former Agency Property, and the Agency reimbursed the County for the costs incurred by County in carrying out the same.

B. Pursuant to Assembly Bill 26 from the 2011-12 First Extraordinary Session of the California Legislature, which was signed by the Governor on June 28, 2011 ("ABx1 26"), all redevelopment agency activities, except continued performance of "enforceable obligations," were immediately suspended. A lawsuit was filed, challenging the constitutionality of ABx1 26 and companion bill ABx1 27 (which would have allowed redevelopment agencies to remain in existence and continue redevelopment, if the legislative bodies that established the agencies elected to participate in a "voluntary alternative redevelopment program" and make certain remittance payments). The California Supreme Court upheld the constitutionality of ABx1 26, revising the effective dates of certain provisions, and struck down as unconstitutional ABx1 27. (*California Redevelopment Assn. v. Matosantos* (2011) 53 Cal.4th 231 (the "CRA Case")). ABx1 26 is chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 (suspension provisions) and Part 1.85 (dissolution provisions) ("Part 1.85") of Division 24 of the Health and Safety Code. Under the CRA Case, all redevelopment agencies dissolved February 1, 2012. On June 27, 2012, the California Legislature passed, and the Governor signed, Assembly Bill 1484 ("AB 1484"), which, among other things, made certain revisions to certain of the statutes added by ABx1 26, and added Chapter 9 to Part 1.85. Pursuant to Health and Safety Code Section 34173, added by ABx1 26, Successor Agency is the successor entity to the Agency.

C. Pursuant to an order by the California State Controller made pursuant to Health and Safety Code Section 34167.5, added by ABx1 26, on October 1, 2012, the County transferred to the Successor Agency all of the Former Agency Property then owned by the County for which the County was not contractually committed to a third party (collectively, the "Successor Agency Property"). A list of the Successor Agency Property is attached hereto and incorporated herein as Exhibit "A".

D. Successor Agency wishes to have County provide, and County agrees to provide, certain property management and disposition services with respect to Successor Agency Property, pursuant to the terms and conditions set forth herein.

A G R E E M E N T

NOW, THEREFORE, based on the foregoing Recitals, which are incorporated herein by this reference, and for good and valuable consideration, the receipt and sufficiency of which is acknowledged by both parties, Successor Agency and County hereby agree as follows:

1. Provision of Property Management Services. County hereby agrees to provide property management services with respect to the Successor Agency Property (the "Property Management Services"). The Property Management Services shall include, but not be limited to, the following services: procuring property insurance, paying property and/or possessory interest taxes, paying utility costs, conducting demolition work, repairs and maintenance, managing leased properties, including all services directly and incidentally required in connection therewith, performing operating services, removing graffiti, litter, and weeds, watering, trimming trees and bushes, mowing grass, and purchasing any supplies necessary in connection with any of the same. With respect to any particular parcel that comprises a portion of the Successor Agency Property, County shall provide Property Management Services for such parcel only during such time that Successor Agency owns the parcel, and upon Successor Agency's sale or other disposition of the parcel, County shall no longer provide Property Management Services to Successor Agency with respect to the parcel.

2. Provision of Property Disposition Services. County hereby agrees to provide property disposition services with respect to the Successor Agency Property (the "Property Disposition Services"). The Property Disposition Services shall include, but not be limited to, the following services: preparation of a long range property management plan with respect to portions of the Successor Agency Property (the "Non-Governmental Use Portions") in accordance with California Health and Safety Code Section 34191.5 (the "Plan"), performance of and payment for all services and actions reasonably determined by Successor Agency to be necessary to facilitate and effect the sale or other transfer of portions of the Non-Governmental Use Portions in accordance with the Plan, including, without limitation, the payment for appraisals, surveys, studies, title reports, title insurance, and broker's fees and commissions, and the costs to negotiate, draft, and implement conveyance agreements and other instruments, and performance of and payment for all services and actions reasonably determined by Successor Agency to be necessary to facilitate and effect the transfer of the portions of Successor Agency Property that do not constitute Non-Governmental Use Portions to appropriate governmental entities.



3. Term. Unless earlier terminated by Successor Agency or County, this Agreement shall remain in effect as long as Successor Agency has a fee interest in any of the parcels that comprise the Successor Agency Property, and all costs incurred by the County hereunder have been fully reimbursed.

4. Reimbursement. Successor Agency shall reimburse County for all of the actual and reasonable costs incurred by County in County's provision of the Property Management Services and Property Disposition Services (collectively, the "Property Services"). Time spent by County personnel in providing, or in administering the provision of, the Property Services, shall be reimbursed at the hourly rate of such personnel, plus the department overhead allocated to such personnel (if any), plus the division overhead allocated to such personnel (if any). The costs of supplies and equipment (including the costs of maintaining and repairing such equipment) that are used to perform Property Services and similar services with respect to real property owned by the County shall be proportionately reimbursed by Successor Agency. Notwithstanding the foregoing reimbursement structure, Successor Agency may pay for any of the costs associated with the Property Services directly, in lieu of reimbursing the County for such costs. Upon Successor Agency's receipt of an invoice from County for a reimbursement payment pursuant to this Section, Successor Agency shall promptly provide such payment to County.

Successor Agency and County acknowledge and agree that notwithstanding the Agreement Date, County has provided Property Management Services with respect to the Successor Agency Property since October 1, 2012. Within forty-five (45) days after the Agreement Date, and provided County has provided a written invoice to Successor Agency therefor, Successor Agency shall reimburse the County for all costs incurred by the County between October 1, 2012 and the Agreement Date in providing Property Management Services.

Estimates of the costs to be reimbursed hereunder for County's provision of Property Services during the "First Year" (as defined below) are set forth in Exhibit "B", which is attached hereto and incorporated herein by this reference (the "First Year Estimates"). Notwithstanding the foregoing, however, County and Successor Agency acknowledge and agree that (i) the First Year Estimates reflect County's and Successor Agency's reasonable estimation of the amounts of the costs to provide the Property Services during the First Year, based on information available to County and Successor Agency as of the Agreement Date, (ii) the actual costs incurred by County to provide the Property Services during the First Year may be higher or lower than the First Year Estimates, and (iii) the amounts to be reimbursed hereunder shall be the actual costs incurred by County in providing the Property Services during the First Year, and not the First Year Estimates, should such costs differ. As used herein, the term "First Year" shall mean and refer to the period commencing on October 1, 2012 and ending on June 30, 2013.

5. Rent. All rents received by County in connection with the rental or lease of Successor Agency Property shall be deposited into Successor Agency Account No. 610115 (the "SA Account"). Upon the sale or other transfer of any Successor Agency Property for which rental or lease payments are required to be paid, such rental payments shall be prorated, such that any portion of the payments attributable to the period during which the Successor Agency owned the parcel shall be deposited into the SA Account, and any portion of the payments attributable

to the period during which the County or other governmental agency owned the parcel shall be the property of the County or such other governmental agency.

6. Subordination. Successor Agency’s funding obligations set forth in this Agreement shall, until paid by Successor Agency to the County, be junior and subordinate to (i) all tax allocation bonds issued by the former Agency or other indebtedness of the former Agency which is now indebtedness of Successor Agency, and all pledges by the former Agency of tax increments for tax allocation bonds or other indebtedness of the former Agency which is now a pledge of Successor Agency, (ii) financial agreements and other contractual obligations of the former Agency to which Successor Agency has succeeded, and (iii) any contingent obligations of the former Agency to which Successor Agency has succeeded.

8. Termination. Either of Successor Agency or County may terminate this Agreement by providing thirty (30) days written notice of termination to the other party.

9. Amendment. This Agreement may be amended only by an instrument in writing signed by each of the parties hereto after approval by each of such party’s governing authorities.

10. Interpretation and Severability. The interpretation and enforcement of this Agreement shall be governed by the law of the State of California without regard to conflict of law principles. If any term, provision, covenant, or condition of this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, the remaining provisions of this Agreement shall be deemed severable and the same shall remain enforceable and valid to the fullest extent permitted by law.

11. Headings. The headings used in this Agreement are inserted for reference purposes only and do not affect the interpretation of the terms and conditions thereof.

12. Authority. The person(s) executing this Agreement on behalf of the parties hereto warrant that (i) such party is duly organized and existing, (ii) they are duly authorized to execute and deliver this Agreement on behalf of said party, and (iii) by so executing this Agreement, such party is formally bound to the provisions of this Agreement.

13. No Third Party Beneficiaries; Binding on Successors and Assigns. There are no third party beneficiaries under this Agreement. No person or entity other than County and Successor Agency and their respective successors and assigns shall have any rights or any right of action hereunder. To the maximum extent permitted by law, this Agreement is intended to be binding upon the voluntary and involuntary successors and assigns of County and Successor Agency.

14. Non-Liability of Members, Officials, Employees, and Agents; Non-Recourse Obligation. No member, official, employee, or agent of County or Successor Agency shall be personally liable for performance by County or Successor Agency hereunder, for breach or default by County or Successor Agency hereunder, for any amounts which may be payable or become due hereunder, or for any judgment or execution thereon entered in any action.

15. Entire Agreement. This Agreement shall constitute the entire agreement of the parties hereto concerning the subject matter addressed herein.



16. Counterparts. This Agreement may be executed in several counterparts, and all so executed shall constitute one agreement binding on all parties hereto, notwithstanding that all of the parties hereto are not signatories to the original or the same counterpart.

[Signatures on next page]



IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the Effective Date.

“SUCCESSOR AGENCY”

SANTA CRUZ COUNTY REDEVELOPMENT
SUCCESSOR AGENCY, a public body, corporate
and politic

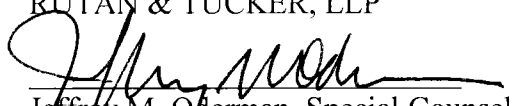
By: _____

Its: County Administrative Officer

ATTEST:

Secretary

APPROVED AS TO FORM:
RUTAN & TUCKER, LLP


Jeffrey M. Oderman, Special Counsel

“COUNTY”

COUNTY OF SANTA CRUZ, a political
subdivision of the State of California

By: _____

Its: Director of Public Works

ATTEST:

County Clerk

APPROVED AS TO FORM:
RUTAN & TUCKER, LLP

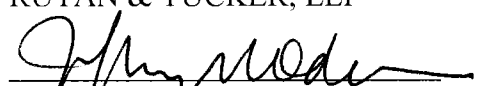

Jeffrey M. Oderman, Special Counsel

EXHIBIT "A"
SUCCESSOR AGENCY PROPERTY

[See Attached]

Redevelopment Successor Agency Properties

Soquel Drive Public Parking Lot

APN 030-071-08 Soquel Drive at Daubenbiss Avenue, Soquel
APN 030-081-17 Soquel Drive at Daubenbiss Avenue, Soquel

Daubenbiss Public Parking Lot

APN 030-142-18 Daubenbiss Public Parking Lot, Soquel
APN 030-142-32 Daubenbiss Public Parking Lot, Soquel
APN 030-142-33 Daubenbiss Public Parking Lot, Soquel

APN 030-153-08 Parking Easement - 2880 Porter Street, Soquel

The Farm Park

APN 037-101-58 The Farm Park - 5555 Soquel Drive, Soquel
APN 037-101-59 The Farm Park- 5540 Tee Street, Soquel

Chanticleer Avenue Park

APN 029-071-38 Chanticleer Avenue Park - 1965-1975-1985 Chanticleer Avenue, Santa Cruz
APN 029-071-68 Chanticleer Avenue Park - 1925 Chanticleer Avenue, Santa Cruz

East Cliff Parkway

APN 032-251-07 East Cliff Parkway - East Cliff Drive between 37th Ave/Manzanita, Santa Cruz

APN 029-302-04 Moran Lake Park and Butterfly Habitat - 40 Moran Way, Santa Cruz

Heart of Soquel and Soquel Creek Linear Park

APN 030-153-24 Heart of Soquel and Soquel Creek Linear Park - 4740-4744 Soquel Drive, Soquel
APN 030-153-10 Soquel Creek Linear Park - southeast of Soquel Drive/Porter Street intersection, Soquel

7th Avenue Site

APN 026-261-13 855 7th Avenue, Santa Cruz
APN 026-261-16 901 7th Avenue, Santa Cruz
APN 026-261-17 905 7th Avenue, Santa Cruz

Capitola Road Site

APN 026-741-12 1412 Capitola Road, Santa Cruz
APN 026-741-13 1438 Capitola Road, Santa Cruz
APN 026-741-14 1500 Capitola Road, Santa Cruz
APN 026-741-15 1514 Capitola Road, Santa Cruz

APN 025-084-28 Commercial Way at Commercial Crossing, S.C.



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EXHIBIT "B"
FIRST YEAR ESTIMATES

[See Attached]



Estimated Costs for Fiscal Year 2012-13
(for the period October 1, 2012 through June 30, 2013)

Estimated Property Management Costs	\$	43,805
Estimated Long Range Property Management Plan Preparation Costs		12,195
Total Estimated Costs for Fiscal Year 2012-13		56,000





County of Santa Cruz

SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY

701 OCEAN STREET, ROOM 510, SANTA CRUZ, CA 95060-4073

(831) 454-2280 FAX: (831) 454-3420 TDD: (831) 454-2123

February 28, 2013

Agenda: March 12, 2013

Oversight Board
Santa Cruz County Redevelopment Successor Agency
701 Ocean Street
Santa Cruz, CA 95060

Redevelopment Dissolution Status Report and Approval of a Cooperation Agreement for Capital Improvement Projects

Dear Members of the Board:

The purpose of this report is to provide your Board with an update on recent activity regarding the dissolution of the former Santa Cruz County Redevelopment Agency and to recommend additional actions necessary to complete the final agency funded capital improvement projects.

Background

On February 15, 2011, the Santa Cruz County Redevelopment Agency entered into a Restated and Amended Cooperation Agreement with the County of Santa Cruz. That agreement included an extensive list of capital improvement projects and low and moderate income housing projects and programs prepared as part of the Agency's 2009 Five Year Implementation Plan. Under this agreement these projects were to be funded by the Redevelopment Agency and implemented by the County. Funding was then approved for a short list of projects, funds were transferred to the County, and the County entered into various agreements with third parties to implement these projects.

On June 28, 2011, Governor Brown signed into law AB x1 26, "the Dissolution Act." Ultimately and upon final ruling by the California Supreme Court, all redevelopment agencies statewide were dissolved as of February 1, 2012, and the Amended and Restated Cooperation Agreement of 2011, by the act of law was no longer valid. The County became the Housing Successor and all housing assets were transferred to the County. Also in June 2012, AB 1484, clean up legislation to ABx1 26, was adopted which further defined requirements for the shut-down of redevelopment agencies and distribution of unencumbered property taxes to taxing entities, including issuance of a Finding of Completion by the State Department of Finance (DOF). AB 1484 also clarified that with issuance of a Finding of Completion, redevelopment successor agencies could, with approval of the Oversight Board and DOF, spend unencumbered bond proceeds obtained prior to 2011, consistent with the original bond covenants.

Also on June 28, 2011, the County entered into an agreement with Vanir Construction Management in the amount of \$7,172,000 for the design and construction of three public

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improvement projects, Upper Porter Street, Heart of Soquel and Twin Lakes Beachfront, and work began. The DOF has taken the position that due to the date of the agreement, the redevelopment bond funds were not encumbered in a valid enforceable obligation by the County prior to enactment of AB x1 26. While the County's position is that the agreement was signed prior to the Governor signing the legislation and the bond funds were encumbered in an enforceable obligation, rather than take legal action against the State, the Board of Supervisors in December 2012 approved staff recommendations that the most efficient and cost effective means to complete these projects would be to return the bond funds to the Redevelopment Successor Agency (RSA) pending the issuance of the Finding of Completion.

Status of Actions Required for Issuance of the Finding of Completion

Issuance of the Finding of Completion requires 1) DOF acceptance of the Due Diligence Review (DDR) for Low and Moderate Income Housing and associated payment of property taxes to taxing entities, 2) DOF acceptance of the Due Diligence Review for All Other Funds Combined, excluding the Low and Moderate Income Housing Fund, and associated payment of property taxes to taxing entities, and 3) resolution of the July 2012 "True-Up" and payment of property taxes to taxing entities. The Low and Moderate Income Housing DDR was approved by the DOF and payment is complete. In addition Sacramento Superior Court recently ruled in favor of the Santa Cruz County Redevelopment Successor Agency, concluding that the RSA July 2012 "True-Up" payment has been resolved and no further payment is due to the State. Finally the non-housing DDR has been submitted and is under review by the DOF. With these accomplishments, staff anticipates that a Finding of Completion may be issued before the end of the 2012-13 fiscal year, thereby freeing unencumbered bond funds for the capital improvement projects included in the Vanir agreement.

Cooperation Agreement

As explained, the Vanir agreement is with the County of Santa Cruz, not the Redevelopment Successor Agency. Yet in order to spend the capital project bond proceeds, an agreement with the Successor Agency must be listed on an approved ROPS. Staff has concluded that the most efficient method of expending the unencumbered bond funds for these projects would be to enter into a new cooperation agreement between the RSA and the County of Santa Cruz. With this approach the RSA provides the County with the funds for the three projects originally included in the Vanir agreement in the amount of \$7,172,000, and County staff, in cooperation with Vanir, manage the completion of the projects.

California Health and Safety Code section 34178(a) permits the County and the RSA to enter into a cooperation agreement with approval of the Oversight Board.

With the concurrence of County Counsel, an agreement was prepared which provides for the County of Santa Cruz to manage the design and construction of the final three public improvement projects in the Live Oak-Soquel Redevelopment Project Area. The funding of the agreement is contingent upon the issuance of the Finding of Completion by the DOF. The RSA and the County approved the Cooperation Agreement on March 5, 2012.

Due to the statutory deadline in AB 1484, the earliest possible date the DOF can issue a Finding of Completion is in April 2013. The next ROPS on which Cooperation Agreement could be included is the ROPS 13-14A, for the July-December 2013 time period. However, the ROPS 13-

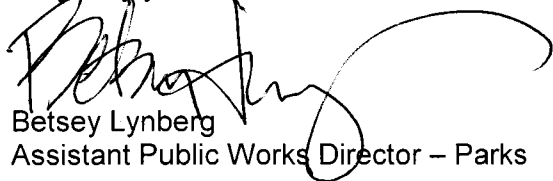
14A was due to the DOF by March 1, 2013. In order to avoid further delays in the projects and in accordance with special instructions from the DOF, the proposed Cooperation Agreement was listed on the ROPS 13-14A, for the July-December 2013 time period, which your Board already approved on February 5, 2013, with the expectation that the Cooperation Agreement would be considered by your Board on March 12, 2013.

Conclusion and Recommendation

The attached Cooperation Agreement will permit unencumbered bond proceeds to be used to fund three final capital improvement projects once a Finding of Completion is issued by the State Department of Finance. Approving the agreement at this time, pending the DOF's approval of it on the ROPS 13-14A, will permit the projects to proceed in July 2013, in the most timely manner possible and minimize disruption to the funding and completion of these projects.


It is therefore recommended that your Board approve the attached resolution approving the Cooperation Agreement between the County of Santa Cruz and the Santa Cruz County Redevelopment Successor Agency for Funding of Certain Capital Improvement Projects and Related Administrative and Professional Services.

Very truly yours,



Betsey Lynberg
Assistant Public Works Director – Parks

RECOMMENDED:



Susan A. Mauriello
County Administrative Officer

Attachments: Resolution with agreement
ROPS 13-14A

Cc: Redevelopment Successor Agency
Public Works
CAO
County Counsel
Auditor-Controller

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of _____ duly seconded by _____ the following resolution is adopted:

RESOLUTION APPROVING COOPERATION AGREEMENT
BETWEEN THE COUNTY OF SANTA CRUZ AND THE SANTA
CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY
FOR FUNDING OF CERTAIN CAPITAL IMPROVEMENT
PROJECTS AND RELATED ADMINISTRATIVE AND
PROFESSIONAL SERVICES

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34179 (e) requires that all actions taken by the Oversight Board shall be adopted by resolution; and

WHEREAS, on February 15, 2011, the Santa Cruz County Redevelopment Agency entered into a Restated and Amended Cooperation Agreement with the County of Santa Cruz, including an extensive list of capital improvement projects and low and moderate income housing projects and programs prepared as part of the Agency's 2009 Five Year Implementation Plan, and funds were transferred to the County for a short list of those projects; and

WHEREAS, on June 28, 2011, the County entered into an agreement with Vanir Construction Management in the amount of \$7,172,000 for the design and construction of three public improvement projects, Upper Porter Street, Heart of Soquel and Twin Lakes Beachfront, with 2009 A bond funds issued for capital projects, which were transferred from the Santa Cruz County Redevelopment Agency per the Restated and Amended Cooperation Agreement; and

WHEREAS, also on June 28, 2011, Governor Brown signed into law AB x1 26, "the Dissolution Act." Ultimately and upon final ruling by the California Supreme Court, all redevelopment agencies statewide were dissolved as of February 1, 2012, and the Amended and Restated Cooperation Agreement of 2011, by the act of law was no longer valid; and

WHEREAS, the California Department of Finance has taken the position that, due to the date of the Vanir Construction Management agreement, the redevelopment bond funds were not encumbered in a valid enforceable obligation by the County prior to enactment of AB x1 26, but the County's position is that the agreement was signed prior to the Governor signing the legislation and the bond funds were encumbered in an enforceable obligation; and

WHEREAS, in June 2012, AB 1484, clean up legislation to ABx1 26, was adopted which further defined requirements for the shut-down of redevelopment agencies and distribution of unencumbered property taxes to taxing entities, including issuance of a Finding of Completion by the California Department of Finance. AB 1484 also clarified that, with issuance of a Finding of Completion, redevelopment successor agencies could, with approval of the Oversight Board and California Department of Finance, spend unencumbered bond proceeds obtained prior to 2011, consistent with the original bond covenants; and

WHEREAS, the Board of Supervisors in December 2012 approved staff recommendations to return the \$7,172,000 in 2009A bond funds to the Redevelopment Successor Agency (RSA) as the most efficient and cost effective means to complete these projects, pending the issuance of the Finding of Completion; and

WHEREAS, Health and Safety Code Section 34178(a) permits the Redevelopment Successor Agency to enter into an agreement with the County of Santa Cruz to provide services and to reimburse the County for such services, with the approval of the Oversight Board; and

WHEREAS, the County of Santa Cruz has staff with capital project management experience; and

WHEREAS, a Cooperation Agreement between the County of Santa Cruz and the Santa Cruz County Redevelopment Successor Agency for Funding of Certain Capital Improvement Projects and Related Administrative and Professional Services, for the funding of County services relating to the design and construction of three public improvement projects, Upper Porter Street, Heart of Soquel and Twin Lakes Beachfront, has been prepared and is provided as Exhibit 1; and

WHEREAS, the County of Santa Cruz and the Santa Cruz County Redevelopment Successor Agency approved the Cooperation Agreement on March 5, 2012; and

WHEREAS, the funding of the Cooperation Agreement is contingent upon the issuance of a Finding of Completion by the California Department of Finance;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The Cooperation Agreement between the County of Santa Cruz and the Santa Cruz County Redevelopment Successor Agency for Funding of Certain Capital Improvement Projects and Related Administrative and Professional Services is hereby approved.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment Successor Agency Oversight Board, this ____th day of _____, 2013 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:



County Counsel

Exhibit 1 – Cooperation Agreement between the County of Santa Cruz and the Santa Cruz
County Redevelopment Successor Agency for Funding of Certain Capital Improvement Projects
and Related Administrative and Professional Services

Distribution:

- County Counsel
- Successor Agency
- CAO
- State Department of Finance
- Auditor-Controller
- DPW-Real Property

COOPERATION AGREEMENT BETWEEN THE COUNTY OF SANTA CRUZ AND THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY FOR FUNDING OF CERTAIN CAPITAL IMPROVEMENT PROJECTS AND RELATED ADMINISTRATIVE AND PROFESSIONAL SERVICES

THIS COOPERATION AGREEMENT BETWEEN THE COUNTY OF SANTA CRUZ AND THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY FOR FUNDING OF CERTAIN CAPITAL IMPROVEMENT PROJECTS AND RELATED ADMINISTRATIVE AND PROFESSIONAL SERVICES (the "Agreement") is dated for reference purposes as of the ___ day of _____, 2013 (the "Agreement Date"), and is being entered into by and between the COUNTY OF SANTA CRUZ, a political subdivision of the State of California ("County"), and the SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY, a public body, corporate and politic ("Successor Agency").

RECITALS:

A. On or about February 12, 2009, the former Santa Cruz County Redevelopment Agency ("Agency") issued Tax Allocation Bonds, 2009 Series A (Live Oak/Soquel Community Improvement Project Area) in the amount of Fifty-Five Million Nine Hundred Seventy Thousand Dollars (\$55,970,000), the proceeds of which (the "Bond Proceeds") are expressly stated to be for the following uses: (i) to finance improvements of benefit to the Live Oak/Soquel Community Improvement Project Area (the "Project Area"), (ii) to satisfy the reserve requirement for the bonds, and (iii) to provide for the costs of issuing the bonds.

B. County and the Agency had intended to use portions of the Bond Proceeds to fund the public improvement projects commonly known as the "Heart of Soquel," "Twin Lakes Beachfront," and "Upper Porter Street" projects (collectively, the "Projects"), each of which are located within or contiguous to the Project Area. The Projects are described in Exhibit "A" hereto, which is incorporated herein by this reference. On February 11, 2011, County and the Agency (i) entered into that certain Amended and Restated Cooperation Agreement Between the County of Santa Cruz and the Redevelopment Agency of the County of Santa Cruz for Funding of Various Ongoing Capital Improvement Projects, Affordable Housing Projects and Programs, Graffiti Removal Services, and Related Administrative and Professional Services (the "Cooperation Agreement"), pursuant to which the County agreed to assist the Agency with various projects and tasks, including the Projects (collectively, the "Agency Activities"), and the Agency agreed to pay the costs for the same; and (ii) took all additional actions, and made all findings and determinations, required by the Community Redevelopment Law (Health and Safety Code Section 33000 et seq.) to provide for the completion of the Agency Activities by County and the funding of the costs to complete the Agency Activities by the Agency.

C. On June 28, 2011, the Governor signed Assembly Bill 26 from the 2011-12 First Extraordinary Session of the California Legislature ("ABx1 26"), pursuant to which all redevelopment agency activities, except continued performance of "enforceable obligations," were immediately suspended. A lawsuit was filed, challenging the constitutionality of ABx1 26

and companion bill ABx1 27 (which would have allowed redevelopment agencies to remain in existence and continue redevelopment, if the legislative bodies that established the agencies elected to participate in a "voluntary alternative redevelopment program" and make certain remittance payments). The California Supreme Court upheld the constitutionality of ABx1 26, revising the effective dates of certain provisions, and struck down as unconstitutional ABx1 27. (*California Redevelopment Assn. v. Matosantos* (2011) 53 Cal.4th 231 (the "CRA Case"). ABx1 26 is chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 (suspension provisions) and Part 1.85 (dissolution provisions) ("Part 1.85") of Division 24 of the Health and Safety Code. Under the CRA Case, on February 1, 2012, (i) all redevelopment agencies dissolved, and (ii) all agreements between a redevelopment agency and its host city or county, including the Cooperation Agreement, became invalid, pursuant to Health and Safety Code section 34178(a), added by Part 1.85.

D. Pursuant to Health and Safety Code section 34178(a), the Successor Agency may enter or reenter into agreements with the County upon obtaining the approval of its oversight board. The provisions of ABx1 26 are ambiguous, however, as to whether the provisions of Health and Safety Code Section 34177(i) permit the Successor Agency to enter into new contractual agreements that provide for the expenditure of the Bond Proceeds for the development of capital improvement projects benefiting the Project Area, or whether the Bond Proceeds are subject to the requirements of Health and Safety Code section 34177(d), added by Part 1.85, which obligates the Successor Agency to remit to the Santa Cruz County Auditor-Controller "unencumbered balances of redevelopment agency funds" for allocation and distribution to the "taxing entities" (as that term is defined in Health and Safety Code Section 34171, added by Part 1.85).

E. On June 27, 2012, the California Legislature passed, and the Governor signed, Assembly Bill 1484 ("AB 1484"). AB 1484, among other things, added certain new statutes to Part 1.85, and made certain revisions to certain of the statutes added by ABx1 26. AB 1484 added Health and Safety Code section 34191.4(c), which permits a successor agency that has received a "finding of completion" from the Department of Finance pursuant to Health and Safety Code section 34179.7, added by AB 1484 (a "Finding of Completion"), to use bond proceeds issued on or before December 31, 2010 that are not needed to satisfy approved "enforceable obligations" (as defined in Health and Safety Code section 34171(d)), in a manner consistent with the bond covenants.

F. County and Successor Agency desire to enter into this Agreement to provide for County to implement and complete, and Successor Agency to fund, such portions of the Projects as requested by Successor Agency, upon Successor Agency's receipt of a Finding of Completion.

A G R E E M E N T:

NOW, THEREFORE, based on the foregoing Recitals, which are incorporated herein by this reference, and for good and valuable consideration, the receipt and sufficiency of which is acknowledged by both parties, County and Successor Agency hereby agree as follows:

1. County Completion of Projects. Upon written request by Successor Agency, County hereby agrees to perform any and all tasks necessary to complete the design and development of the Projects, or any portion thereof, as requested by Successor Agency.

2. Successor Agency Funding. Within thirty (30) days after the Successor Agency receives a Finding of Completion, Successor Agency shall deliver to County a portion of the Bond Proceeds in the amount of Seven Million One Hundred Seventy-Two Thousand Dollars (\$7,172,000) (the "Allocated Bond Proceeds"). County shall draw down portions of the Allocated Bond Proceeds to pay the actual and reasonable costs incurred by County in County's performance of the design and development work requested by Successor Agency pursuant to Section 1 above, including, without limitation, the administrative and professional services costs relating thereto, estimates of all of which are identified in Exhibit "A", with the understanding that actual costs may differ from estimated costs and this Agreement is intended to cover all actual and reasonable costs incurred by County in completing the design and development of such portions of the Projects, up to the amount of the Allocated Bond Proceeds, regardless of whether such actual and reasonable costs are higher or lower than estimated herein. County shall expend portions of the Allocated Bond Proceeds only for the identified Projects, as the same may be modified from time to time consistent with the limitations set forth herein. Upon Successor Agency's request, County shall account to Successor Agency for all County costs and expenditures hereunder. Within sixty (60) days after the last Project is completed, County shall deliver any unexpended Allocated Bond Proceeds to Successor Agency.

3. Effectiveness. Notwithstanding anything herein to the contrary, the terms of this Agreement shall not be effective until such time as the Successor Agency receives a Finding of Completion.

4. Subordination. Successor Agency's funding obligations set forth in this Agreement shall, until paid by Successor Agency to the County, be junior and subordinate to (i) all tax allocation bonds issued by the former Agency or other indebtedness of the former Agency which is now indebtedness of Successor Agency, and all pledges by the former Agency of tax increments for tax allocation bonds or other indebtedness of the former Agency which is now a pledge of Successor Agency, (ii) financial agreements and other contractual obligations of the former Agency to which Successor Agency has succeeded, and (iii) any contingent obligations of the former Agency to which Successor Agency has succeeded.

5. No Third Party Beneficiaries; Binding on Successors and Assigns. There are no third party beneficiaries under this Agreement. No person or entity other than County and Successor Agency and their respective successors and assigns shall have any rights or and right of action hereunder. To the maximum extent permitted by law, this Agreement is intended to be binding upon the voluntary and involuntary successors and assigns of County and Successor Agency.

6. Severability. Each provision of this Agreement shall be severable from the whole, and if any provision of this Agreement shall be found contrary to law, the remainder of this Agreement shall remain in full force and effect.

7. Non-Liability of Members, Officials, Employees, and Agents; Non-Recourse Obligation. No member, official, employee, or agent of County or Successor Agency shall be personally liable for performance by County or Successor Agency hereunder, for breach or default by County or Successor Agency hereunder, for any amounts which may payable or become due hereunder, or for any judgment or execution thereon entered in any action.

8. Entire Agreement; Amendment. This Agreement shall constitute the entire agreement of the parties hereto concerning the subject matter addressed herein. This Agreement may be amended or modified only by an agreement in writing signed by the authorized representatives of the parties, after any and all required actions by the parties' governing boards.

[End – Signature page follows]

IN WITNESS WHEREOF, County and Successor Agency have entered into this Agreement to be effective as of the Agreement Date.

COUNTY OF SANTA CRUZ, a political subdivision of the State of California

By: _____
Its: Chairperson, Board of Supervisors

ATTEST:

Clerk of the Board

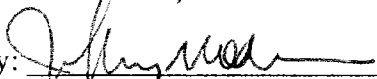
SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR
AGENCY, a public body, corporate and politic

By: _____
Its: County Administrative Officer

ATTEST:

Clerk of the Board

APPROVED AS TO FORM:
Rutan & Tucker, LLP

By: 

Jeffrey M. Oderman, Esq., Special Counsel
to County and Successor Agency

EXHIBIT "A"

Description and Estimated Costs of the Projects

Heart of Soquel Project

Public parking, park, trail, drainage, and habitat enhancement improvements on County owned property and easements known as the Heart of Soquel and Soquel Creek Linear Park in Soquel Village, Soquel.

Estimated cost: \$1,472,000

Twin Lakes Beachfront Project

Pedestrian, bicycle, roadside, roadway, drainage, beach access, coastal protection structures, and public parking adjacent to and along East Cliff Drive from 5th to 7th Avenues in Live Oak.

Estimated cost: \$4,500,000

Upper Porter Street

Pedestrian, bicycle, traffic, roadside, roadway & drainage improvements providing a pedestrian connection on the west side of Soquel/San Jose Road between Soquel Village and the intersection at the entrance to Soquel High School in Soquel.

Estimated cost: \$1,200,000

SUCCESSOR AGENCY CONTACT INFORMATION

Successor Agency

ID: 339
County: Santa Cruz
Successor Agency: Santa Cruz County

Primary Contact

Honorific (Ms, Mr, Mrs) Ms.
First Name Kim
Last Name Namba
Title Administrative Services Manager
Address 701 Ocean Street, Room 520

City Santa Cruz
State CA
Zip 95060
Phone Number 831-454-2214
Email Address red015@co.santa-cruz.ca.us

Secondary Contact

Honorific (Ms, Mr, Mrs) Ms.
First Name Carol
Last Name Kelly
Title Assistant CAO
Phone Number 831-454-2100
Email Address cao007@co.santa-cruz.ca.us



SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE

Filed for the July 1, 2013 to December 31, 2013 Period

Name of Successor Agency: **SANTA CRUZ COUNTY (SANTA CRUZ)**

Outstanding Debt or Obligation	Total
Total Outstanding Debt or Obligation	\$452,976,995

Current Period Outstanding Debt or Obligation	Six-Month Total
A Available Revenues Other Than Anticipated RPTTF Funding	\$12,651,999
B Enforceable Obligations Funded with RPTTF	\$7,845,559
C Administrative Allowance Funded with RPTTF	\$235,366
D Total RPTTF Funded (B + C = D)	\$8,080,925
E Total Current Period Outstanding Debt or Obligation (A + B + C = E) <i>Should be same amount as ROPS form six-month total</i>	\$20,732,924
F Enter Total Six-Month Anticipated RPTTF Funding	\$9,149,573
G Variance (F - D = G) <i>Maximum RPTTF Allowable should not exceed Total Anticipated RPTTF Funding</i>	\$1,068,648

Prior Period (July 1, 2012 through December 31, 2012) Estimated vs. Actual Payments (as required in HSC section 34186 (a))

H Enter Estimated Obligations Funded by RPTTF <i>(lesser of Finance's approved RPTTF amount including admin allowance or the actual amount distributed)</i>	\$8,371,878
I Enter Actual Obligations Paid with RPTTF	\$7,829,240
J Enter Actual Administrative Expenses Paid with RPTTF	\$242,567
K Adjustment to Redevelopment Obligation Retirement Fund (H - (I + J) = K)	\$300,071
L Adjustment to RPTTF (D - K = L)	\$7,780,854

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



Oversight Board Approval Date: February 5, 2013

SANTA CRUZ COUNTY (SANTA CRUZ)
 RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A)
 July 1, 2013 through December 31, 2013

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2013-14	Funding Source					Six-Month Total
									Bond Proceeds	Reserve Balance	Admin Allowance	RPTIF	Other	
							\$452,976,995	\$20,809,078	\$7,727,937	\$4,897,017	\$235,366	\$7,845,559	\$32,050	\$20,732,924
1	2000 Refunding TAB / Bonds	8/29/2000	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel	2,644,447	266,194	0	217,536	0	0	0	217,536
2	2000 Refunding TAB / Bonds	8/29/2000	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel	10,577,786	1,064,774	0	870,142	0	0	0	870,142
3	2000 TAB, Series A / Bonds	12/5/2000	9/1/2030	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	42,971,201	1,572,000	0	904,019	0	0	0	904,019
4	2003 Refunding TAB / Bonds	8/28/2003	9/1/2024	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel	8,251,991	717,406	0	581,063	0	0	0	581,063
5	2003 Refunding TAB / Bonds	8/28/2003	9/1/2024	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel	33,007,864	2,869,624	0	2,324,252	0	0	0	2,324,252
6	2005 TAB, Series A / Bonds	11/17/2005	9/1/2035	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	92,567,691	2,346,657	0	0	0	1,173,329	0	1,173,329
7	2005 TAB, Series B / Bonds	11/17/2005	9/1/2035	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel	36,825,263	1,342,220	0	0	0	812,048	0	812,048
8	2007 Taxable Housing Ref TAB / Bonds	5/8/2007	9/1/2030	BNY Mellon Trust Co	Refunding bonds for housing projects	Live Oak/Soquel	17,437,624	650,989	0	0	0	374,232	0	374,232
9	2007 Refunding TAB, Series A / Bonds	11/7/2007	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel	1,722,316	172,893	0	0	0	145,383	0	145,383
10	2007 Refunding TAB, Series A / Bonds	11/7/2007	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel	4,835,391	485,395	0	0	0	408,162	0	408,162
11	2009 TAB, Series A / Bonds	2/12/2009	9/1/2036	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	123,800,546	4,129,948	0	0	0	2,279,594	0	2,279,594
12	2010 Taxable Housing TAB / Bonds	7/22/2010	9/1/2036	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel	42,923,981	1,471,206	0	0	0	816,991	0	816,991
13	2011 Taxable TAB, Series A / Bonds	3/9/2011	9/1/2027	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	19,177,443	1,297,645	0	0	0	873,247	0	873,247
14	2011 Taxable Hsg TAB, Series B / Bonds	3/9/2011	9/1/2027	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel	19,327,898	562,419	0	0	0	324,564	0	324,564
15	2000 Refunding TAB / Bonds	8/29/2000	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
16	2000 Refunding TAB / Bonds	8/29/2000	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
17	2000 TAB, Series A / Bonds	12/5/2000	9/1/2030	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
18	2003 Refunding TAB / Bonds	8/28/2003	9/1/2024	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
19	2003 Refunding TAB / Bonds	8/28/2003	9/1/2024	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
20	2005 TAB, Series A / Bonds	11/17/2005	9/1/2035	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
21	2005 TAB, Series B / Bonds	11/17/2005	9/1/2035	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
22	2007 Taxable Hsg Ref TAB / Bonds	5/8/2007	9/1/2030	BNY Mellon Trust Co	Refunding bonds for housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
23	2007 Ref TAB, Series A / Bonds	11/7/2007	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
24	2007 Ref TAB, Series A / Bonds	11/7/2007	9/1/2022	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
25	2009 TAB, Series A / Bonds	2/12/2009	9/1/2036	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
26	2010 Taxable Hsg TAB / Bonds	7/22/2010	9/1/2036	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
27	2011 Taxable TAB, Series A / Bonds	3/9/2011	9/1/2027	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
28	2011 Taxable Hsg TAB, Series B / Bonds	3/9/2011	9/1/2027	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel	same as above	same as above	0	0	0	0	0	0
29	Fiscal agent fees / Bonds	8/29/2000	9/1/2036	Live Oak/Soquel	Annual bond account administration fees	Live Oak/Soquel	Re-occurring annually	36,100	0	0	22,100	0	0	22,100
30	Annual Continuing Disclosure / Bonds	8/29/2000	4/1/2037	Harrell and Company	Continuing Disclosure fees	Live Oak/Soquel	Re-occurring annually	5,000	0	0	0	0	0	0
31	Annual Audit / Bonds	8/29/2000	12/31/2037	Capricci & Larson, Inc.	audit services	Live Oak/Soquel	Re-occurring annually	10,175	0	0	10,175	0	0	10,175
32	Periodic Arbitrage Services / Bonds	8/29/2000	1/1/2036	BLX Group, LLC	Arbitrage services	Live Oak/Soquel	Re-occurring periodically	6,000	0	0	0	0	0	6,000
33	1240 Rodriguez Street relocation / Payment	5/12/2005		Krist Tull	relocation payments	Live Oak/Soquel	0	0	0	0	0	0	0	0
34	LION Program / Contract	12/7/2010	Until Completion	Community Bridges	Contract for professional services	Live Oak/Soquel	0	0	0	0	0	0	0	0
35	LION Program / Contract	5/3/2011	Until Completion	Community Bridges	Contract for professional services	Live Oak/Soquel	0	0	0	0	0	0	0	0
36	Farm Park Project / Contract	3/11/2008	Until Completion	Moore, Jacolano & Goltsman	Contract for design services	Live Oak/Soquel	1,814	1,814	1,814	0	0	0	0	1,814
37	Farm Park Project / Contract	3/18/2008	Until Completion	Davis Langdon	Contract for professional services	Live Oak/Soquel	9,458	9,458	9,458	0	0	0	0	9,458
38	East Cliff Parkway Project / Contract	5/24/2011	Until Completion	PAXX Construction	Contract for construction services	Live Oak/Soquel	433,764	433,764	433,764	0	0	0	0	433,764
39	Twin Lake Beachfront Project / Contract	8/11/2009	Until Completion	RRM Design Group	Contract for design services	Live Oak/Soquel	2,702	2,702	2,702	0	0	0	0	2,702
40	East Cliff Bluff Stabilization Project / Contract	5/3/2011	Until Completion	ESA PWA	Contract for professional services	Live Oak/Soquel	22,592	22,592	22,592	0	0	0	0	22,592
41	Live Oak Resource Center Project / Contract	6/23/2009	Until Completion	Gilbane Building Company	Contract for professional services	Live Oak/Soquel	0	0	0	0	0	0	0	0
42	St. Stephens Senior Housing project / Contract	6/16/2011	Until Completion	MidPen Housing Corporation	Loan for housing development	Live Oak/Soquel	80,607	80,607	80,607	0	0	0	0	80,607
43	Felt Street Park/ Pending Contract Claim / Settlement	9/14/2010		Elise Larkins Lang/Mediator, etc.	Pending claim - construction contract/associated costs	Live Oak/Soquel	0	0	0	0	0	0	0	0
44	Property Management costs / Contracts for operation	Re-occurring annually	Re-occurring annually	Various (PG&E, Water, etc.)	Property Management	Live Oak/Soquel	Re-occurring annually	200,000	0	0	0	135,900	32,050	167,950
45	Administrative Budget Jul-Dec / Contracts for operation	Re-occurring annually	Re-occurring annually	Various (County, Employees, Vendors)	Salaries/Benefits and Services/Supplies	Live Oak/Soquel	Re-occurring annually	587,662	0	0	235,366	0	0	235,366
46	Purchase Order for professional services	7/1/2011	6/30/2012	Snug Harbor	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0
47	Purchase Order for professional services	7/1/2011	6/30/2012	Experian	credit checks	Live Oak/Soquel	0	0	0	0	0	0	0	0
48	Purchase Order for professional services	7/1/2011	6/30/2012	Santa Cruz Record	Property records	Live Oak/Soquel	0	0	0	0	0	0	0	0
49	Purchase Order for professional services	7/1/2011	6/30/2012	Boone, Low, Ratliff Architects, Inc	Gemma House remodel project design services	Live Oak/Soquel	0	0	0	0	0	0	0	0
50	Purchase Order for professional services	7/1/2011	6/30/2012	The Watsonville Law Center	legal services	Live Oak/Soquel	0	0	0	0	0	0	0	0
51	Contract for professional services	7/1/2011	6/30/2012	Nicholson and Company	appraisal services	Live Oak/Soquel	0	0	0	0	0	0	0	0
52	Purchase Order for professional services	7/1/2011	6/30/2012	George H. Wilson Inc	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0
53	Purchase Order for professional services	7/1/2011	6/30/2012	Fall Creek Engineering Inc	Gemma House remodel project	Live Oak/Soquel	0	0	0	0	0	0	0	0
54	Purchase Order for professional services	7/1/2011	6/30/2012	Landscape Acquisition Co	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0
55	Purchase Order for professional services	7/1/2011	6/30/2012	Arroyo Verde Homeowners Association	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0
56	Purchase Order for professional services	7/1/2011	6/30/2012	Cabrillo Commons Homeowners	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0
57	Purchase Order for professional services	7/1/2011	6/30/2012	Corralitos Creek Homeowners	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0
58	Purchase Order for professional services	7/1/2011	6/30/2012	Swan Lake Gardens of Santa Cruz	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0

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Oversight Board Approval Date: February 5, 2013

SANTA CRUZ COUNTY (SANTA CRUZ)
 RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A)
 July 1, 2013 through December 31, 2013

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2013-14	Funding Source					Six-Month Total	
									Bond Proceeds	Reserve Balance	Admin Allowance	RPTIF	Other		
59	Purchase Order for professional services	7/1/2011	6/30/2012	Westbrook Owners Association	Property Management	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
60	Contract for construction services	6/20/2011	6/30/2012	R.C. Benson & Sons Inc	Remodel of Gemma House	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
61	Associated Property Mgmt Costs		6/30/2012	Various (PG&E, Water, etc.)	Property Management-LMIH	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
62	Purchase Order for professional services	7/1/2011	6/30/2012	San Jose Blue	Office Administration Expense	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
63	Purchase Order for professional services	7/1/2011	6/30/2012	Express Messenger Systems Inc	Office Administration Expense	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
64	Purchase Order for professional services	7/1/2011	6/30/2012	Staples	Office Administration Expense	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
65	Purchase Order for equipment lease	7/1/2011	6/30/2012	Caltronics Business Systems	equipment lease	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
66	Soquel Ave. Impr. Pending Contract Claim	6/22/2010	6/30/2012	Payee/Mediator, etc.	Pending claim on construction contract/associated costs	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
67	Cooperation Agreement	2/8/2011	1/31/2012	County of Santa Cruz	Project design/construction services	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
68	Property Mgmt Cooperation Agreement	2/15/2011	1/31/2012	County of Santa Cruz	Property Management services	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
69	1514 Capitola Road relocation	7/1/1994	6/30/2012	Sandy Loskuroff	relocation payments	Live Oak/Soquel	0	0	0	0	0	0	0	0	0
70	2010-11 SERAF Loan	3/8/2011	Until Completion	County of Santa Cruz	Loan for 2010-11 SERAF Payment from the LMIH Fund	Live Oak/Soquel	2,245,594.00	355,000	0	0	0	355,000	0	0	355,000
71	2000 Refunding TAB / Bonds Reserve	8/29/2000	9/1/2022	BNY Mellon Trust Co	Fully fund reserve requirement for the bond issue	Live Oak/Soquel	66,416.00	66,416	0	0	0	66,416	0	0	66,416
72	2000 TAB, Series A / Bonds Reserve	12/5/2000	9/1/2035	BNY Mellon Trust Co	Fully fund reserve requirement for the bond issue	Live Oak/Soquel	42,418.00	42,418	0	0	0	42,418	0	0	42,418
73	Heart of Soquel, Upper Porter Street, and Twin Lakes Beachfront Projects	3/5/2013	Until Completion	County of Santa Cruz	Contract for capital improvements services	Live Oak/Soquel			7,172,000						7,172,000

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SANTA CRUZ COUNTY (SANTA CRUZ)
Pursuant to Health and Safety Code section 34186 (a)
PRIOR PERIOD ESTIMATED OBLIGATIONS vs. ACTUAL PAYMENTS
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS II)
July 1, 2012 through December 31, 2012

Item #	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
					Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
					\$0	\$0	\$7,920,637	\$472,159	\$306,844	\$16,263	\$249,841	\$242,567	\$8,128,037	\$7,829,240	\$0	\$0
A-1	2000 Refunding TAB (1)	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel									0	0		
A-2	2000 Refunding TAB (1)	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel									0	0		
A-3	2000 TAB, Series A (1)	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel									638,825	638,820		
A-4	2003 Refunding TAB (1)	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel									0	0		
A-5	2003 Refunding TAB (1)	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel									2,288,725	2,288,717		
A-6	2005 TAB, Series A (1)	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel									1,173,329	1,173,319		
A-7	2005 TAB, Series B (1)	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel									0	0		
A-8	2007 Taxable Housing Refunding TAB (1)	BNY Mellon Trust Co	Refunding bonds for housing projects	Live Oak/Soquel									0	0		
A-9	2007 Refunding TAB, Series A (1)	BNY Mellon Trust Co	Refunding Bonds - Housing portion	Live Oak/Soquel									0	0		
A-10	2007 Refunding TAB, Series A (1)	BNY Mellon Trust Co	Refunding Bonds - Non-housing portion	Live Oak/Soquel									403,369	403,368		
A-11	2009 TAB, Series A (1)	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel									2,278,204	2,278,189		
A-12	2010 Taxable Housing TAB (1)	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel									0	0		
A-13	2011 Taxable TAB, Series A (1)	BNY Mellon Trust Co	Bonds for non-housing projects	Live Oak/Soquel									869,910	869,906		
A-14	2011 Taxable Housing TAB, Series B (1)	BNY Mellon Trust Co	Bonds for housing projects	Live Oak/Soquel									0	0		
A-15	Fiscal agent fees (4)	BNY Mellon Trust Co	Annual bond account administration fees	Live Oak/Soquel									28,800	16,746		
A-16	Annual Continuing Disclosure (4)	Harrell and Company	Continuing Disclosure fees	Live Oak/Soquel									0	0		
A-17	Annual Audit (4)	Caporicci & Larson, Inc.	audit services	Live Oak/Soquel									10,175	10,175		
A-18	Periodic Arbitrage Services (4)	BLX Group, LLC	Arbitrage services	Live Oak/Soquel									6,000	0		
A-19	2010-11 SERAF Loan	County of Santa Cruz	Loan for 2010-11 SERAF payment	Live Oak/Soquel									280,700	0		
A-20	1240 Rodriguez Street relocation	Kristi Taul	relocation payments	Live Oak/Soquel									150,000	150,000		
B-1	LION Program	Community Bridges	Contract for professional services	Live Oak/Soquel				28,877	16,263							
B-2	LION Program	Community Bridges	Contract for professional services	Live Oak/Soquel			10,000	5,800								
B-3	Farm Park Project	Micare, Iacofano & Goltzman	Contract for design services	Live Oak/Soquel			31,444	3,498								
B-4	Farm Park Project	Davis Langdon	Contract for professional services	Live Oak/Soquel			9,458	0								
B-5	East Cliff Parkway Project	Pavex Construction	Contract for construction services	Live Oak/Soquel			2,186,296	172,785								
B-6	Twin Lake Beachfront Project	RRM Design Group	Contract for design services	Live Oak/Soquel			11,123	7,103								
B-7	East Cliff Bluff Stabilization Project	ESA PWA	Contract for professional services	Live Oak/Soquel			54,412	12,934								
B-8	Live Oak Resource Center Project	Gilbane Building Company	Contract for professional services	Live Oak/Soquel			22,027	0								
B-9	St. Stephens Senior Housing project	MidPen Housing Corporation	Loan for housing development	Live Oak/Soquel			331,284	117,039								
B-10	Felt Street Park Pending Contract Claim	Elite Landscaping/Mediator, etc.	Pending claim on construction contract/associated costs	Live Oak/Soquel			246,599	153,000								
B-11	Soquel Ave. Impr. Pending Contract Claim	Pavex/Mediator, etc.	Pending claim on construction contract/associated costs	Live Oak/Soquel			17,994	0								
B-12	Soquel Ave. Impr. Pending Contract Claim	Pavex/Mediator, etc.	Pending claim on construction contract/associated costs	Live Oak/Soquel					277,967	0						
C-1	Administrative Budget Jul-Dec	Various (County, Employees, Vendors)	Salaries/Benefits and Services/Supplies	Live Oak/Soquel							249,841	242,567				

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SANTA CRUZ COUNTY (SANTA CRUZ)
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A) -- Notes (Optional)
July 1, 2013 through December 31, 2013

Item #	Project Name / Debt Obligation	Notes/Comments
1	2000 Refunding TAB / Bonds	Original funding source is RPTTF funds reserved on ROPS III (ROPS 12-13B or Jan-June 2013) for fall 2013 bond debt service.
2	2000 Refunding TAB / Bonds	Original funding source is RPTTF funds reserved on ROPS III (ROPS 12-13B or Jan-June 2013) for fall 2013 bond debt service.
3	2000 TAB, Series A / Bonds	Original funding source is RPTTF funds reserved on ROPS III (ROPS 12-13B or Jan-June 2013) for fall 2013 bond debt service.
4	2003 Refunding TAB / Bonds	Original funding source is RPTTF funds reserved on ROPS III (ROPS 12-13B or Jan-June 2013) for fall 2013 bond debt service.
5	2003 Refunding TAB / Bonds	Original funding source is RPTTF funds reserved on ROPS III (ROPS 12-13B or Jan-June 2013) for fall 2013 bond debt service.
6	2005 TAB, Series A / Bonds	
7	2005 TAB, Series B / Bonds	
8	2007 Taxable Housing Ref TAB / Bonds	
9	2007 Refunding TAB, Series A / Bonds	
10	2007 Refunding TAB, Series A / Bonds	
11	2009 TAB, Series A / Bonds	
12	2010 Taxable Housing TAB / Bonds	
13	2011 Taxable TAB, Series A / Bonds	
14	2011 Taxable Hsg TAB, Series B / Bonds	
15	2000 Refunding TAB / Bonds	No amount reserved in this period for the ROPS 13-14B period.
16	2000 Refunding TAB / Bonds	No amount reserved in this period for the ROPS 13-14B period.
17	2000 TAB, Series A / Bonds	No amount reserved in this period for the ROPS 13-14B period.
18	2003 Refunding TAB / Bonds	No amount reserved in this period for the ROPS 13-14B period.
19	2003 Refunding TAB / Bonds	No amount reserved in this period for the ROPS 13-14B period.
20	2005 TAB, Series A / Bonds	No amount reserved in this period for the ROPS 13-14B period.
21	2005 TAB, Series B / Bonds	No amount reserved in this period for the ROPS 13-14B period.
22	2007 Taxable Hsg Ref TAB / Bonds	No amount reserved in this period for the ROPS 13-14B period.
23	2007 Ref TAB, Series A / Bonds	No amount reserved in this period for the ROPS 13-14B period.
24	2007 Ref TAB, Series A / Bonds	No amount reserved in this period for the ROPS 13-14B period.
25	2009 TAB, Series A / Bonds	No amount reserved in this period for the ROPS 13-14B period.
26	2010 Taxable Hsg TAB / Bonds	No amount reserved in this period for the ROPS 13-14B period.
27	2011 Taxable TAB, Series A / Bonds	No amount reserved in this period for the ROPS 13-14B period.
28	2011 Taxable Hsg TAB, Series B / Bonds	No amount reserved in this period for the ROPS 13-14B period.
29	Fiscal agent fees / Bonds	
30	Annual Continuing Disclosure / Bonds	
31	Annual Audit / Bonds	
32	Periodic Arbitrage Services / Bonds	
33	1240 Rodriguez Street relocation / Payment	
34	LION Program / Contract	Obligation completed or paid in full by June 30, 2013 (ROPS 12-13B or ROPS III).
35	LION Program / Contract	Obligation completed or paid in full by June 30, 2013 (ROPS 12-13B or ROPS III).
36	Farm Park Project / Contract	
37	Farm Park Project / Contract	



SANTA CRUZ COUNTY (SANTA CRUZ)
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A) -- Notes (Optional)
July 1, 2013 through December 31, 2013

Item #	Project Name / Debt Obligation	Notes/Comments
38	East Cliff Parkway Project / Contract	
39	Twin Lake Beachfront Project / Contract	
40	East Cliff Bluff Stabilization Project / Contract	
41	Live Oak Resource Center Project / Contract	Obligation completed or paid in full by June 30, 2013 (ROPS 12-13B or ROPS III).
42	St. Stephens Senior Housing project / Contract	
43	Felt Street Park Pending Contract Claim / Settlement	
44	Property Management costs / Contracts for operation	Includes cost of preparing a long-range property management plan.
45	Administrative Budget Jul-Dec / Contracts for operation	
46	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
47	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
48	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
49	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
50	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
51	Contract for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
52	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
53	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
54	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
55	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
56	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
57	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
58	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
59	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
60	Contract for construction services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
61	Associated Property Mgmt Costs	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
62	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
63	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
64	Purchase Order for professional services	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
65	Purchase Order for equipment lease	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
66	Soquel Ave. Impr. Pending Contract Claim	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
67	Cooperation Agreement	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
68	Property Mgmt Cooperation Agreement	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
69	1514 Capitola Road relocation	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).

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SANTA CRUZ COUNTY (SANTA CRUZ)
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A) -- Notes (Optional)
July 1, 2013 through December 31, 2013

Item #	Project Name / Debt Obligation	Notes/Comments
70	2010-11 SERAF Loan	New: Pre-existing obligation to LMIH Fund (now transferred to County) could not begin to be paid off until fiscal year 2013-14 per H&S Code Section 34176(e)(6)(B).
71	2000 Refunding TAB / Bonds Reserve	New: Trustee notified us of shortfall in bond reserve account 9/19/12, too late to be included in the ROPS 12-13B (or ROPS III).
72	2000 TAB, Series A / Bonds Reserve	New: Trustee notified us of shortfall in bond reserve account 9/19/12, too late to be included in the ROPS 12-13B (or ROPS III).
73	Heart of Soquel and Twin Lakes Beachfront Projects	New: Pre-2011 capital project bond funds encumbered by County with Vanir on 6/28/11 have been returned to the Successor Agency. Pending the Finding of Completion, and approval of the new Successor Agency - County agreement on 3/5/13, with Oversight Board approval on 3/12/13, the projects will proceed.
PRIOR PERIOD PAYMENTS NOTES		
B-1)	LION Program	Original funding source is Capital Project Tax Increment reserves held in the Administration account. Obligation completed or paid in full by December 31, 2012 (ROPS 12-13A or ROPS II).
B-2)	LION Program	Obligation completed or paid in full by December 31, 2012 (ROPS 12-13A or ROPS II).
B-10)	Felt Street Park Pending Contract Claim	Obligation completed or paid in full by December 31, 2012 (ROPS 12-13A or ROPS II).
B-11)	Soquel Ave. Impr. Pending Contract Claim	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
B-12)	Soquel Ave. Impr. Pending Contract Claim	Obligation completed or paid in full by June 30, 2012 (ROPS 11-12B or ROPS I).
C-1)	Administrative Budget Jul-Dec	Included are \$76,923 in costs for July-December 2012 services which were not paid until after December 2012.