

**Oversight Board Meeting
of the Successor Agency City of Foster City**

REGULAR MEETING

October 10, 2012; 8:00 a.m.

Location:
Council Chambers – Conference Room
City of Foster City
620 Foster City Blvd
Foster City, CA

1. Call to Order
2. Public Comment
 - a. *This is an opportunity for the public to address the Oversight Board on any item that is not on the agenda. Time for public comment may be limited at the discretion of the Chair.*
3. Communications
4. Minute Approval
 - a. August 8, 2012 (Regular Meeting)
 - b. October 3, 2012 (Special Meeting)
5. Reports
 - a. Oral Update on DOF Review of the Recognized Obligation Payment Schedule for the January to June 2013 period
6. Resolutions for Adoption
 - a. A Resolution Approving the Independent Accountants' Report on Applying Agreed-Upon Procedures pursuant to AB 1484 (Low and Moderate Income Housing Fund) as of June 30, 2012
7. Old Business
8. New Business
9. Future Agenda Items
 - a. Quarterly Financial Update (November 2012)
 - b. Approval of Report from Independent Certified Public Accountant of Agreed-Upon Procedures on All Other Fund and Account Balances (January 2013 – due January 15)

- c. Approval of an Administrative Budget for the Period July to December 2013 (February 2013 – due March 1)
- d. Approval of Recognized Obligation Payment Schedule for the Period July to December 2013 (February 2013 – due March 1)

10. Member Statements and Requests

11. Adjournment

Any attendee requiring special accommodations should contact Steve Toler, Assistant City Manager, at 650-286-3214 or SToler@fostercity.org at least 24 hours in advance of the meeting.

Note: Any writings or documents provided to a majority of the Oversight Board regarding any item on this agenda after the agenda packet was distributed will be made available for public inspection at the office of the Assistant City Manager located at Foster City City Hall, 610 Foster City Blvd., Foster City, during normal business hours and also made available in a marked binder at current and future meetings.

**Oversight Board
Successor Agency City of Foster City**

Minutes

Meeting Date:
August 8, 2012, 8:00 a.m.

Foster City Council Chambers Conference Room
620 Foster City Blvd., Foster City, CA 94404

Members Present: **Chair Dick W. Bennett, Vice-Chair Mary McMillan, Members Tina Acree (joined at Item 5b), Jim Keller, Linda Koelling, Elizabeth McManus, Rick Wykoff**

Members Absent: **None**

Staff Present: **Steve Toler (Assistant City Manager / Secretary), Jim Hardy (City Manager), Curtis Banks (Community Development Director), Lin-Lin Cheng (Finance Director), Craig Labadie (Counsel to Oversight Board)**

1. Call to Order – **Meeting was called to order at 8:01 a.m.**
2. Public Comment – **None**
3. Communications – **None**
4. Minute Approval
 - a. June 12, 2012 – **Motion by Member Koelling, second by Member McManus, approving the minutes as presented. MOTION PASSED 5-0-1-1 (McMillan Abstained, Acree Absent)**
5. Reports
 - a. Report from Oversight Board Legal Counsel Craig Labadie regarding Passage of AB 1484 (Redevelopment Trailer Bill) and Impacts on Successor Agency and Oversight Board Actions
 - i. **Mr. Labadie provided an overview of the hard copy information provided to the Oversight Board. No action taken.**
 - b. Update Regarding DOF Rejection of Sinking Fund Items on the July to December 2012 Recognized Obligation Payment Schedule

- i. **Mr. Toler indicated that the DOF rejected the items listed on the July to December 2012 ROPS as coming from Sinking Funds, but that the passage of AB 1484 allows for a loan agreement between the Successor Agency and the City that will facilitate payment of items on the subsequent ROPS, to be further discussed in agenda items listed below. No action taken.**

6. Resolutions for Adoption

- a. A Resolution Approving a Loan Agreement between the City of Foster City and the Successor Agency in Accordance with the Provisions of California Health & Safety Code §34173(h)
 - i. **Mr. Toler delivered the staff report. Discussion ensued. Motion by Vice-Chair McMillan, second by Member McManus, adopting Resolution 2012-010. MOTION PASSED 7-0-0.**
- b. A Resolution Authorizing the Successor Agency to Engage an Independent Certified Public Accountant to Conduct Agreed Upon Procedures on Low Moderate Income Housing Funds and All Other Fund and Account Balances
 - i. **Mr. Toler delivered the staff report. Discussion ensued. Member Wykoff requested that the resolution be amended to reflect that “subject to County Controller approval”, that the agreement with Vavrinek, Trine, Day and Company LLP be approved. Motion by Member Koelling, second by Member Acree, adopting Resolution 2012-011. MOTION PASSED 7-0-0.**
- c. A Resolution Approving an Administrative Budget for the Period January 1, 2013 to June 30, 2013
 - i. **Mr. Toler delivered the staff report. Discussion ensued. Motion by Member Keller, second by Member McManus, adopting Resolution 2012-012. MOTION PASSED 7-0-0.**
- d. A Resolution Approving a Recognized Obligation Payment Schedule for the Period January 1, 2013 to June 30, 2013
 - i. **Mr. Toler delivered the staff report. Discussion ensued. Motion by Member Keller, second by Member McManus, adopting Resolution 2012-012. MOTION PASSED 7-0-0.**

7. Old Business – **None**

8. New Business – **None**

9. Future Agenda Items

- a. Update on Status of Agreements Between Third Parties and the Former Agency (Recommended to be removed from future agendas as matter of law) – **Item will be removed from future agendas**
- b. Session to Hear and Consider Public Comment regarding Report from Independent Certified Public Accountant of Agreed-Upon Procedures on Low- and Moderate-Income Housing Funds (October 2012 – after October 1, before October 11, five days prior to Approval of Oversight Board) – **Date set for October 3, 2012, subject to receipt of the report by the accountants in time for publication.**
- c. Approval of Report from Independent Certified Public Accountant of Agreed-Upon Procedures on Low- and Moderate-Income Housing Funds (October 2012 – due October 15) – **To be held at the Regular Meeting on October 10, 2012, subject to receipt of the report by the accountants in time for publication.**
- d. Quarterly Financial Update (November 2012)
- e. Approval of Report from Independent Certified Public Accountant of Agreed-Upon Procedures on All Other Fund and Account Balances (January 2013 – due January 15) – **Public Hearing required on January 2, 2013, and approval of report at the Regular Meeting on January 9, 2013, subject to receipt of the report by the accountants in time for publication.**
- f. Approval of an Administrative Budget for the Period July to December 2013 (February 2013 – due March 1)
- g. Approval of Recognized Obligation Payment Schedule for the Period July to December 2013 (February 2013 – due March 1)

10. Member Statements and Requests

- a. **None**

11. Adjournment – **Meeting was adjourned at 9:05 a.m.**

**Oversight Board
Successor Agency City of Foster City**

Minutes

Special Meeting Date:
October 3, 2012, 8:00 a.m.

Foster City Council Chambers Conference Room
620 Foster City Blvd., Foster City, CA 94404

Members Present: **Vice-Chair Mary McMillan, Members Tina Acree, Jim Keller, Linda Koelling, Elizabeth McManus, Rick Wykoff**

Members Absent: **Chair Dick W. Bennett**

Staff Present: **Jim Hardy (City Manager), Curtis Banks (Community Development Director), Lin-Lin Cheng (Finance Director)**

1. Call to Order – **Meeting was called to order by Vice-Chair McMillan at 8:04 a.m., who presided over the meeting in Chair Bennett’s absence**
2. Public Comment – **None**
3. Public Hearing
 - a. A Public Hearing to Consider Public Comment on the Independent Accountants' Report on Applying Agreed-Upon Procedures pursuant to AB 1484 (Low and Moderate Income Housing Fund) as of June 30, 2012
 - i. **Public hearing was opened by Vice-Chair McMillan. City Manager Jim Hardy provided a brief staff report. One member of the public was present. Nevada Merriman, Project Manager with Mid-Pen Housing Corporation, addressed the Board as an interested party in the final distribution of LMIHF funds to the Estero Municipal Improvement District / City of Foster City as to the potential future funding of the City’s 15-acre site project. She had no comments specifically related to the report.**
 - ii. **Since no other members of the public were present, the public hearing was closed.**
4. Member Statements and Requests
 - a. **None**
5. Adjournment – **Meeting was adjourned at 8:13 a.m.**



Oversight Board of the Successor Agency City of Foster City

Date: October 10, 2012
To: Chair and Members of the Oversight Board
Via: James C. Hardy, City Manager
From: Steve Toler, Assistant City Manager
Lin-Lin Cheng, Finance Director
Subject: A Resolution Approving the Independent Accountants' Report on Applying Agreed-Upon Procedures pursuant to AB 1484 (Low and Moderate Income Housing Fund) as of June 30, 2012

RECOMMENDATION

It is recommended that the Oversight Board adopt the attached resolution approving the Independent Accountants' Report on Applying Agreed-Upon Procedures pursuant to AB 1484 (Low and Moderate Income Housing Fund) as of June 30, 2012 submitted by Vavrinek, Trine, Day and Company, LLP.

EXECUTIVE SUMMARY

The enactment of AB 1484, the Redevelopment Dissolution Bill, created *California Health & Safety Code* §34179.5, which requires the Successor Agency to hire an independent certified public accountant to perform agreed-upon procedures relative to a report on unencumbered balances in the Low and Moderate Income Housing Funds of the Successor Agency as of June 30, 2012. The Oversight Board authorized staff to engage the services of Vavrinek, Trine, Day & Company, LLP ("VTD") to conduct the Due Diligence Review and issue a report thereon. Their report, attached, was received by the Successor Agency on September 28, 2012. A duly notice public hearing was held on October 3, 2012, and public testimony was received by the Oversight Board.

The report indicates, in essence, that the Successor Agency has complied with and provided all necessary information to VTD in terms of the requirements in AB 1484 in preparing this report. Specifically, the report indicates that a total of \$14.2 million in assets were transferred to the City of Foster City, of which \$6.4 million was transferred to satisfy enforceable obligations, and \$7.8 million in notes receivable were transferred to the City as the successor housing agency (Exhibit B).

The report also indicates that there remains on the Successor Agency's books \$12.6 million that will be remitted to the San Mateo County Controller's Office (Exhibit B-4).

BACKGROUND and ANALYSIS

AB 1484 placed requirements upon the Successor Agency to hire an independent accountant to conduct agreed-upon procedures established by the State Department of Finance and the State Controller's Office on the Low and Moderate Income Housing Fund ("LMIHF") balances on the books of the Successor Agency as of June 30, 2012. This report was required to be completed and submitted to the Oversight Board, the County Controller, and State Department of Finance, and the State Controller's Office by October 1, 2012.

The Successor Agency, with Oversight Board approval, hired VTD to conduct the agreed-upon procedures and issue the required report. VTD conducted their work in September after the Department of Finance issued its required procedures. VTD concluded their work and issued their final report on September 28, 2012, which was immediately forwarded to the required parties on that date.

The report contains the following reports and/or analyses:

- Exhibit A – Agreed Upon Procedures Pursuant to AB 1484 LMIHF (including 11 procedures that were required to be completed)
- Exhibit B – LMIHF Schedule of Asset Transfers to the City, County, or City and County, and Other Public Agencies or Private Parties – January 1, 2011 to January 31, 2012, and February 1, 2012 to June 30, 2012
- Exhibit B-1 – LMIHF Listing of Assets – as of June 30, 2012
- Exhibit B-2 – LMIHF Schedule of Balances for Funding Enforceable Obligations
- Exhibit B-3 – LMIHF June 30, 2012 Cash Balances Needed to Satisfy Obligations for the 2012/2013 Final ROPS
- Exhibit B-4 – LMIHF Summary of Balances Available for Allocation to Affected Taxing Entities as of June 30, 2012

The report identifies the assets that were transferred to the City as of February 1, 2012 for purposes of administering the enforceable obligations of the former redevelopment agency. It also identifies the notes receivable from affordable housing developers that the Successor Agency transferred to the City as the successor housing agency as specified in H&SC 34176(a).¹

The report identifies that there remains a balance of \$12,926,882 in LMIHF cash and investments on the Successor Agency's books. Of these amounts, \$186,500 were pledged for the payment of the enforceable obligation to Prometheus Development

¹ The legislation does not require the Successor Agency to report the eight (8) affordable housing real property units that were transferred to the City, as those assets were accepted by virtue of the City's acceptance of the housing responsibilities as the successor housing agency, and that those assets were reported on previous reports to the Department of Finance.

as identified and approved by the Oversight Board and the DOF in the January to June 2012 ROPS that was not paid until after June 30, 2012. In addition, \$100,000 was identified as existing cash necessary to satisfy obligations that were placed on the January to June 2013 ROPS subject to DOF approval. The result is that an amount totaling \$12,640,382 will be subject to remittance to the County Controller's Office for disbursement to taxing entities. Upon DOF review and issuance of its final audit determination letter to the Successor Agency, the Successor Agency will then have 5 days in which to remit the funds to the County Controller. Assuming that the DOF concurs with the Successor Agency's report, and they issue their final report on or before November 9, 2012 as required by the statute, the Successor Agency will be remitting those funds to the County Controller as early as November 14, 2012.

The Oversight Board held a public hearing at a Special Meeting on October 3, 2012, for the purposes of receiving public testimony in regards to the report. One member of the public – Nevada Merriman, Project Manager with Mid-Pen Housing Corporation – attended the meeting and addressed the Oversight Board as an interested party in the disposition of the final LMIHF balances that would be remitted to taxing entities. No other public testimony was received.

Lin-Lin Cheng, Finance Director, compiled the financial information for the final report and can address any questions the Oversight Board may have in terms of the financial information provided. In addition, AJ Major, Partner with VTD, is scheduled to attend the Oversight Board meeting and can address any questions of the Oversight Board in its review of the attached final report.

Subject to any further public testimony and the Oversight Board's deliberations, it is recommended that the Oversight Board adopt the attached resolution that approves the attached Independent Accountants' report. Upon approval, Successor Agency Staff will submit the resolution and the report to the County Controller, State Department of Finance, and State Controller's Office as required under AB 1484.

Attachments:

- Resolution
- Successor Agency City of Foster City – Independent Accountants' Report on Applying Agreed-Upon Procedures pursuant to AB 1484 (Low and Moderate Income Housing Fund).

RESOLUTION NO. _____

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY CITY OF FOSTER CITY APPROVING THE INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES PURSUANT TO AB 1484 (LOW AND MODERATE INCOME HOUSING FUND) AS OF JUNE 30, 2012

SUCCESSOR AGENCY CITY OF FOSTER CITY

WHEREAS, *California Health & Safety Code* §34179.5 requires the Successor Agency to hire the services of a licensed accountant, approved by the county auditor-controller and with experience and expertise in local government accounting, to conduct a due diligence review to determine the unobligated balances available for transfer to taxing entities; and,

WHEREAS, on August 8, 2012 the Oversight Board approved a contract with the accounting firm of Vavrinek, Trine, Day and Company, LLP ("VTD") to conduct the agreed-upon procedures as required by law; and,

WHEREAS, the San Mateo County Controller's Office approved the Successor Agency's selection of VTD on August 8, 2012; and,

WHEREAS, VTD has conducted the agreed-upon procedures as developed and issued by the State Department of Finance and the State Controller's Office on the Successor Agency's books and records of its Low and Moderate Income Housing Funds as of June 30, 2012 and issued its report on September 28, 2012; and,

WHEREAS, VTD's report was submitted to the County Controller, State Department of Finance, and State Controller's Office on September 28, 2012 as required by law; and,

WHEREAS, a public hearing was properly noticed on September 19, 2012 and was held at a Special Meeting on October 3, 2012 wherein public testimony was received by the Oversight Board; and,

WHEREAS, the Oversight Board has reviewed the report and has considered public testimony on the report.

NOW, THEREFORE, BE IT RESOLVED by the Oversight Board of the Successor Agency City of Foster City that the Independent Accountants' Report on Applying Agreed-Upon Procedures Pursuant to AB 1484 (Low and Moderate Income Housing Fund) as of June 30, 2012, attached hereto and incorporated herein, is approved.

BE IT FURTHER RESOLVED that the Secretary is ordered to transmit a copy of this resolution and the attached report to the San Mateo County Controller's Office, the State Department of Finance, and the State Controller's Office subsequent to this date but not later than October 15, 2012.

PASSED AND ADOPTED as a resolution of the Oversight Board of the Successor Agency City of Foster City at the Regular Meeting held on the 10th day of October, 2012, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

DICK W. BENNETT, CHAIRPERSON

ATTEST:

STEVE TOLER, SECRETARY

Successor Agency City of Foster City

**Independent Accountants' Report on Applying
Agreed-Upon Procedures pursuant to
AB 1484 (Low and Moderate Income Housing Fund)**

June 30, 2012



VAVRINEK, TRINE, DAY
& COMPANY, LLP
Certified Public Accountants

VALUE THE DIFFERENCE

INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES

Oversight Board of the
Successor Agency City of Foster City
City of Foster City, California

We have performed the Agreed-Upon Procedures enumerated in Exhibit A, which were agreed to by the California State Controller's Office, the California Department of Finance, the County Auditor-Controller, and the Successor Agency City of Foster City to determine the Successor Agency Low and Moderate Income Housing Fund's unobligated balances that are available for transfer to taxing entities, solely to assist you in ensuring that the Successor Agency is complying with its statutory requirements with respect to *Health and Safety Code* Section 34179.5. Management of the Successor Agency is responsible for the accounting records pertaining to statutory compliance pursuant to *Health and Safety Code* Section 34179.5. This Agreed-Upon Procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in the report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

Exhibit A, and Exhibits B through B-4 identify the procedures and findings.

We were not engaged to, and did not conduct an audit, the objective of which would be the expression of an opinion as to the appropriateness of the results summarized in Exhibit A, and Exhibits B through B-4. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Successor Agency Oversight Board, the Successor Agency, the California State Controller's Office, the California Department of Finance, the County Auditor-Controller, and is not intended to be, and should not be used by anyone other than these specified parties. This restriction is not intended to limit distribution of this report, which is a matter of public record.

Vavrinek, Trine, Day & Co., LLP.

Pleasanton, California
September 20, 2012

SUCCESSOR AGENCY CITY OF FOSTER CITY

EXHIBIT A AGREED UPON PROCEDURES PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND

Our procedures and findings are as follows:

A. Low and Moderate Income Housing Fund of the Successor Agency

For the Low and Moderate Income Housing Fund, the following procedures were performed:

1. Obtain from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency (RDA) to the Successor Agency on February 1, 2012. Agree the amounts on this listing to account balances established in the accounting records of the Successor Agency. Identify in the Agreed-Upon Procedures (AUP) report the amount of the assets transferred to the Successor Agency as of that date.

Findings – We obtained from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency to the Successor Agency on February 1, 2012. We agreed the amounts on this listing to account balances established in the accounting records of the Successor Agency noting the total balance of all assets that were transferred to the Successor Agency on February 1, 2012, was \$27,026,341, and consisted of cash and cash equivalents and affordable housing assistance loans receivable.

2. If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures.
 - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to the city, county, or city and county that formed the redevelopment agency for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
 - B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Successor Agency to the city, county, or city and county that formed the redevelopment agency for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.

SUCCESSOR AGENCY CITY OF FOSTER CITY

EXHIBIT A

AGREED UPON PROCEDURES

PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND

- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Findings – The Successor Agency asserted the State Controller's Office has not indicated to the Successor Agency that they have completed a review of transfers required under both Sections 34167.5 and 34178.8. The Successor Agency also asserted no transfers were made from the former RDA or the Successor Agency to the city for the period from January 1, 2011 through January 31, 2012.

On February 1, 2012, the Successor Agency Housing Fund transferred the Low and Moderate Income Housing assets to the City of Foster City in accordance with HSC 34176 (a)(1). A listing of the transfers for the period February 1, 2012 through June 30, 2012 is included as Exhibit B of the AUP report. We noted the assets transferred to the City's Low and Moderate Income Housing Fund included cash for funding of approved enforceable obligations and affordable housing assistance loans receivable.

The Successor Agency asserted that the former redevelopment agency's "Project Area One" project area reached its tax increment cap and dissolved in April 2011. The former redevelopment agency board executed three agreements prior to and in anticipation of that project area's dissolution, authorizing the City to 1) continue the affordable housing program, 2) manage the remaining capital improvements scheduled in the project area, and 3) monitor the outstanding obligation of the stipulated judgment with the San Mateo Union High School District by transferring the funds to the City. Those assets were maintained in three separate funds so as to not commingle them amongst one another nor commingle them with any other City assets. As a result of the enactment of ABx1 26 and the subsequent ruling by the California Supreme Court upholding the constitutionality of ABx1 26, these funds were transferred back to the Successor Agency as of February 1, 2012, net of any enforceable obligations that were legally obligated as of June 20, 2011 and paid prior to February 1, 2012. Any subsequent payments from those funds were subject to the Recognize Obligation Payment Schedules subsequently filed with and approved by the California Department of Finance.

For each transfer listed on Exhibit B of the AUP report, we obtained the legal document that formed the basis for the enforceable obligation that required any transfer and the legal documents for non cash housing assets that were transferred. We obtained Resolution No. 2012-2 authorizing the City to retain the housing assets and functions of the former RDA.

3. If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:
 - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.

SUCCESSOR AGENCY CITY OF FOSTER CITY

EXHIBIT A

AGREED UPON PROCEDURES

PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND

- B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Successor Agency to any other public agency or private parties for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Findings – The Successor Agency asserted the State Controller's Office has not indicated to the Successor Agency that they have completed a review of transfers required under both Sections 34167.5 and 34178.8. The Successor Agency also asserted no transfers were made from the former redevelopment agency or the Successor Agency to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012, and the period February 1, 2012 through June 30, 2012, respectively.

4. Perform the following procedures:

- A. Obtain from the Successor Agency a summary of the financial transactions of the Redevelopment Agency and the Successor Agency in the format set forth in the attached schedule for the fiscal periods indicated in the schedule. For purposes of this summary, the financial transactions should be presented using the modified accrual basis of accounting. End of year balances for capital assets (in total) and long-term liabilities (in total) should be presented at the bottom of this summary schedule for information purposes.
- B. Ascertain that for each period presented, the total of revenues, expenditures, and transfers accounts fully for the changes in equity from the previous fiscal period.
- C. Compare amounts in the schedule relevant to the fiscal year ended June 30, 2010, to the State Controller's report filed for the Redevelopment Agency for that period.
- D. Compare amounts in the schedule for the other fiscal periods presented to account balances in the accounting records or other supporting schedules. Describe in the report the type of support provided for each fiscal period.

Findings – Procedure 4 is not applicable to the Low and Moderate Income Housing Fund.

SUCCESSOR AGENCY CITY OF FOSTER CITY

EXHIBIT A

AGREED UPON PROCEDURES

PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND

5. Obtain from the Successor Agency a listing of all assets of the Low and Moderate Income Housing Fund as of June 30, 2012 for the report that is due October 1, 2012 and a listing of all assets of all other funds of the Successor Agency as of June 30, 2012 (excluding the previously reported assets of the Low and Moderate Income Housing Fund) for the report that is due December 15, 2012. When this procedure is applied to the Low and Moderate Income Housing Fund, the schedule attached as an exhibit will include only those assets of the Low and Moderate Income Housing Fund that were held by the Successor Agency as of June 30, 2012 and will exclude all assets held by the entity that assumed the housing function previously performed by the former redevelopment agency. Agree the assets so listed to recorded balances reflected in the accounting records of the Successor Agency. The listings should be attached as an exhibit to the appropriate AUP report.

Findings – For the Successor Agency Low and Moderate Income Housing Fund, we agreed the assets listed to the recorded balances reflected in the Successor Agency's accounting records. We noted the asset balance of the Successor Agency Low and Moderate Income Housing Fund as of June 30, 2012 was \$12,926,882. See Exhibit B-1 for the listing of these assets.

6. Obtain from the Successor Agency a listing of asset balances held on June 30, 2012, that are restricted for the following purposes:
 - A. Unspent bond proceeds:
 - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures, amounts set aside for debt service payments, etc.).
 - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.
 - B. Grant proceeds and program income that are restricted by third parties:
 - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
 - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the grant agreement that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.

SUCCESSOR AGENCY CITY OF FOSTER CITY

EXHIBIT A

AGREED UPON PROCEDURES

PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND

- C. Other assets considered to be legally restricted:
- i. The Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
 - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such Obtain documentation).
 - iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by Successor the Agency as restricted.
- D. Attach the above mentioned Successor Agency prepared schedule(s) as an exhibit to the AUP report. For each restriction identified on these schedules, indicate in the report the period of time for which the restrictions are in effect. If the restrictions are in effect until the related assets are expended for their intended purpose, this should be indicated in the report.

Findings - The Successor Agency asserted that the Successor Agency Low and Moderate Income Housing Fund does not have any restricted balances for unspent bond proceeds, grant proceed or program income, or any other assets restricted by third parties. As such, the procedures in step 6 were not performed.

7. Perform the following procedures:

- A. Obtain from the Successor Agency a listing of assets as of June 30, 2012, that are not liquid or otherwise available for distribution (such as capital assets, land held for resale, long-term receivables, etc.) and ascertain if the values are listed at either purchase cost (based on book value reflected in the accounting records of the Successor Agency) or market value as recently estimated by the Successor Agency.
- B. If the assets listed at 7(A) are listed at purchase cost, trace the amounts to a previously audited financial statement (or to the accounting records of the Successor Agency) and note any differences.
- C. For any differences noted in 7(B), inspect evidence of disposal of the asset and ascertain that the proceeds were deposited into the Successor Agency trust fund. If the differences are due to additions (this generally is not expected to occur), inspect the supporting documentation and note the circumstances.
- D. If the assets listed at 7(A) are listed at recently estimated market value, inspect the evidence (if any) supporting the value and note the methodology used. If no evidence is available to support the value and/or methodology, note the lack of evidence.

Findings – The Successor Agency asserted that the Successor Agency Low and Moderate Income Housing Fund does not have assets that are not liquid or otherwise available for distribution (such as capital assets, land held for resale, long-term receivables, etc.) as of June 30, 2012. As such, the procedures in step 7 were not performed.

SUCCESSOR AGENCY CITY OF FOSTER CITY

EXHIBIT A

AGREED UPON PROCEDURES

PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND

8. Perform the following procedures:
 - A. If the Successor Agency believes that asset balances need to be retained to satisfy enforceable obligations, obtain from the Successor Agency an itemized schedule of asset balances (resources) as of June 30, 2012, that are dedicated or restricted for the funding of enforceable obligations and perform the following procedures. The schedule should identify the amount dedicated or restricted, the nature of the dedication or restriction, the specific enforceable obligation to which the dedication or restriction relates, and the language in the legal document that is associated with the enforceable obligation that specifies the dedication of existing asset balances toward payment of that obligation.
 - i. Compare all information on the schedule to the legal documents that form the basis for the dedication or restriction of the resource balance in question.
 - ii. Compare all current balances to the amounts reported in the accounting records of the Successor Agency or to an alternative computation.
 - iii. Compare the specified enforceable obligations to those that were included in the final Recognized Obligation Payment Schedule (ROPS) approved by the California Department of Finance.
 - iv. Attach as an exhibit to the report the listing obtained from the Successor Agency. Identify in the report any listed balances for which the Successor Agency was unable to provide appropriate restricting language in the legal document associated with the enforceable obligation.
 - B. If the Successor Agency believes that future revenues together with balances dedicated or restricted to an enforceable obligation are insufficient to fund future obligation payments and thus retention of current balances is required, obtain from the Successor Agency a schedule of approved enforceable obligations that includes a projection of the annual spending requirements to satisfy each obligation and a projection of the annual revenues available to fund those requirements and perform the following procedures:
 - i. Compare the enforceable obligations to those that were approved by the California Department of Finance. Procedures to accomplish this may include reviewing the letter from the California Department of Finance approving the Recognized Enforceable Obligation Payment Schedules for the six month period from January 1, 2012 through June 30, 2012, and for the six month period July 1, 2012 through December 31, 2012.
 - ii. Compare the forecasted annual spending requirements to the legal document supporting each enforceable obligation.
 - a. Obtain from the Successor Agency its assumptions relating to the forecasted annual spending requirements and disclose in the report major assumptions associated with the projections.
 - iii. For the forecasted annual revenues:
 - a. Obtain from the Successor Agency its assumptions for the forecasted annual revenues and disclose in the report major assumptions associated with the projections.

SUCCESSOR AGENCY CITY OF FOSTER CITY

EXHIBIT A

AGREED UPON PROCEDURES

PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND

- C. If the Successor Agency believes that projected property tax revenues and other general purpose revenues to be received by the Successor Agency are insufficient to pay bond debt service payments (considering both the timing and amount of the related cash flows), obtain from the Successor Agency a schedule demonstrating this insufficiency and apply the following procedures to the information reflected in that schedule.
- i. Compare the timing and amounts of bond debt service payments to the related bond debt service schedules in the bond agreement.
 - ii. Obtain the assumptions for the forecasted property tax revenues and disclose major assumptions associated with the projections.
 - iii. Obtain the assumptions for the forecasted other general purpose revenues and disclose major assumptions associated with the projections.
- D. If procedures A, B, or C were performed, calculate the amount of current unrestricted balances necessary for retention in order to meet the enforceable obligations by performing the following procedures.
- i. Combine the amount of identified current dedicated or restricted balances and the amount of forecasted annual revenues to arrive at the amount of total resources available to fund enforceable obligations.
 - ii. Reduce the amount of total resources available by the amount forecasted for the annual spending requirements. A negative result indicates the amount of current unrestricted balances that needs to be retained.
 - iii. Include the calculation in the AUP report.

Findings – The Successor Agency asserted that \$186,500 of cash balances as of June 30, 2012, need to be retained to satisfy enforceable obligations of the Successor Agency Low and Moderate Income Housing Fund. See Exhibit B-2 for additional details.

9. If the Successor Agency believes that cash balances as of June 30, 2012, need to be retained to satisfy obligations on the ROPS for the period of July 1, 2012 through June 30, 2013, obtain a copy of the final ROPS for the period of July 1, 2012 through December 31, 2012 and a copy of the final ROPS for the period January 1, 2013 through June 30, 2013. For each obligation listed on the ROPS, the Successor Agency should add columns identifying (1) any dollar amounts of existing cash that are needed to satisfy that obligation, and (2) the Successor Agency's explanation as to why the Successor Agency believes that such balances are needed to satisfy the obligation. Include this schedule as an attachment to the AUP report.

Findings - The Successor Agency asserted that \$100,000 of cash balances needs to be retained to satisfy obligation on the ROPS for the period of July 1, 2012 through June 30, 2013, of the Successor Agency Low and Moderate Income Housing fund as of June 30, 2012. See Exhibit B-3 for additional details.

SUCCESSOR AGENCY CITY OF FOSTER CITY

**EXHIBIT A
AGREED UPON PROCEDURES
PURSUANT TO AB 1484 LOW AND MODERATE INCOME HOUSING FUND**

10. Include (or present) a schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities. Amounts included in the calculation should agree to the results of the procedures performed in each section above. The schedule should also include a deduction to recognize amounts already paid to the County Auditor-Controller on July 12, 2012, as directed by the California Department of Finance. The amount of this deduction presented should be agreed to evidence of payment. The attached example summary schedule may be considered for this purpose. Separate schedules should be completed for the Low and Moderate Income Housing Fund and for all other funds combined (excluding the Low and Moderate Income Housing Fund).

Findings – We have included a schedule detailing the computation of the Summary of Balances Available for Allocation to Affected Taxing Entities. (See Exhibit B-4.)

11. Obtain a representation letter from Successor Agency management acknowledging their responsibility for the data provided to the practitioner and the data presented in the report or in any attachments to the report. Included in the representations should be an acknowledgment that management is not aware of any transfers (as defined by Section 341795) from either the former redevelopment agency or the Successor Agency to other parties for the period from January 1, 2011 through June 30, 2012 that have not been properly identified in the AUP report and its related exhibits. Management’s refusal to sign the representation letter should be noted in the AUP report as required by attestation standards.

Findings - We have obtained management’s written representations acknowledging their responsibility as outlined in procedure #11.

Successor Agency City of Foster City
 Low and Moderate Income Housing Fund
 Schedule of Asset Transfers to the City, County, or City and County, and Other Public Agencies or Private Parties

Exhibit B

DATE OF TRANSFER	DESCRIPTION OF ASSETS	RECIPIENT	\$ VALUE OF ASSETS TRANSFERRED	\$ VALUE OF ASSETS NOT SUPPORTED	PURPOSE OF TRANSFER	SOURCE DOC BASIS FOR TRANSFER
<i>Period of Jan 1, 2011 through Jan 31, 2012</i>						
None						
<i>Period of Feb 1, 2012 through June 30, 2012</i>						
2/1/2012	Cash and cash equivalents	Foster City- Housing Assets Fund	\$ 6,406,350	\$ -	- In accordance with Section 34176(a) (1); Resolution 2012-2	Approved ROPS Jan. Thru June 2012
2/1/2012	Notes Receivable-Senior Housing Loan	Foster City- Housing Assets Fund	5,917,695	-	- In accordance with Section 34176(a) (1); Resolution 2012-2	Loan agreements
2/1/2012	Notes Receivable-Interest of Senior Housing Loan	Foster City- Housing Assets Fund	608,629	-	- In accordance with Section 34176(a) (1); Resolution 2012-2	Loan agreements
2/1/2012	Notes Receivable-1st Time Homebuyer Loan	Foster City- Housing Assets Fund	1,266,682	-	- In accordance with Section 34176(a) (1); Resolution 2012-2	Loan agreements
TOTAL			<u>\$ 14,199,356</u>	<u>\$ -</u>		

**Successor Agency City of Foster City
Low and Moderate Income Housing Fund - Listing of Assets
As of June 30, 2012 - Unaudited**

Note: Excludes all assets held by the entity that assumed the housing function of the former RDA

Assets

Cash and investments			
<i>CFC/EMID</i>	Marlin Cove	\$	7,314
<i>CFC/EMID</i>	Hillsdale/Gull		206,441
<i>CFC/EMID</i>	Housing Trust		12,713,126
	Total Cash		<u>\$ 12,926,882</u>
	TOTAL ASSETS AT 6/30/2012:	\$	<u>12,926,882</u>

Successor Agency City of Foster City
 Low and Moderate Income Housing Fund
 Schedule of Balances for Funding Enforceable Obligations

Exhibit B-2

ITEM	PROJECT NAME/DEBT OBLIGATION	ROPS LINE NO.	OBLIGATION AMOUNT AS APPROVED BY DOF	AMOUNT PAID IN PERIOD ENDING JUNE 30, 2012	AMOUNT FROM JUNE 30, 2012 BALANCE DEDICATED / RESTRICTED FOR FUNDING THE OBLIGATION	NATURE OF DEDICATION / RESTRICTION	LANGUAGE IN THE LEGAL DOC
<i>Note: Schedule should list only those assets that are dedicated or restricted for the funding of an enforceable obligation (example - funds have been received but enforceable obligation has not been paid)</i>							
1	Prometheus Development		\$ 186,500	\$ -	\$ 186,500	Redevelopment law	Disposition and Development Agreement
			\$ 186,500	\$ -	\$ 186,500		

Successor Agency City of Foster City
 Low and Moderate Income Housing Fund
 June 30, 2012 Cash Balances Needed to Satisfy Obligations for the 2012/2013 FINAL ROPS

Exhibit B-3

ITEM	PROJECT NAME	ROPS LINE ITEM	APPROVED OBLIGATION AMOUNT	EXISTING CASH NEEDED TO SATISFY OBLIGATION	SUCCESSOR AGENCY EXPLANATION
<i>Note: List only those obligations for which current balances are needed to satisfy obligations that will be placed on the ROPS for the 2012/13 fiscal year</i>					
1	Marlin Cove	2	\$ 110,000	\$ 25,000	Agency grants & subsidies obligations are due once a year. However, RPTTF are distributed every 6-mo base on the ROPS schedule. 50% of the annual RPTTF distribution will not be enough to cover the full year obligations.
2	Marlin Cove	3	173,000	25,000	same as above
3	Marlin Cove	4	45,000	25,000	same as above
4	Hillsdale/Gull	6	191,000	25,000	same as above
			\$ 519,000	\$ 100,000	

**Successor Agency City of Foster City
 Low and Moderate Income Housing Fund
 Summary of Balances Available for Allocation to Affected Taxing Entities**

Exhibit B-4

		<u>Reference:</u>
Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5)	\$ 12,926,882	Exhibit B-1
Add the amount of any assets transferred to the city or other parties for which an enforceable obligation with a third party requiring such transfer and obligating the use of the transferred assets did not exist (procedures 2 and 3)	-	None
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6)	-	None
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)	-	None
Less balances that are legally restricted for the funding of an enforceable obligation (net of projected annual revenues available to fund those obligations) - (procedure 8)	(186,500)	Exhibit B-4
Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9)	(100,000)	Exhibit B-5
Less the amount of payments made on July 12, 2012 to the County Auditor-Controller as directed by the California Department of Finance	<u>-</u>	NONE
Amount to be remitted to county for disbursement to taxing entities	<u>\$ 12,640,382</u>	