

RESOLUTION 13-02

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY
TO THE FORMER REDEVELOPMENT AGENCY OF THE
CITY OF SANTA CLARITA, CALIFORNIA, APPROVING THE DUE DILIGENCE
REPORT FOR THE NON-HOUSING FUND

WHEREAS, Health and Safety Code Section 34179.5 requires the Successor Agency to employ a licensed accountant to complete two Due Diligence Reviews of the funds of the former Redevelopment Agency.

WHEREAS, the Successor Agency selected Marcum LLP to complete the Due Diligence Reviews. This selection was approved by the Los Angeles County Auditor Controller as required by Health and Safety Code Section 34179.5.

WHEREAS, Health and Safety Code Section 34179.6(a) requires the Successor Agency to provide the results of the Due Diligence Review to the Oversight Board, the County Auditor-Controller, and State Controller, and the Department of Finance by December 15, 2012.

WHEREAS, the Successor Agency provided the Due Diligence Review for Housing to the Oversight Board, the Los Angeles County Auditor Controller, the State Controller, and the Department of Finance on December 14, 2012.

WHEREAS, the Oversight Board convened a public comment session in accordance with Health and Safety Code Section 34179.6 (b) on December 18, 2012.

WHEREAS, a special meeting of the Oversight Board was held on January 9, 2013 to review and approve the findings of the Due Diligence Review for the Non-Housing fund.

WHEREAS, the Oversight Board recognizes that this report was prepared using the Successor Agency's best available data as of December 2012 and acknowledges that based on new information, including the County's revised Redevelopment Property Tax Trust Fund distribution projections and the results of the Department of Finance's review of the Due Diligence Review for Housing, that this report may need to be modified in the future to include that information.

NOW, THEREFORE, the Oversight Board of the Successor Agency to the Former Redevelopment Agency of the City of Santa Clarita does hereby resolve as follows:

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

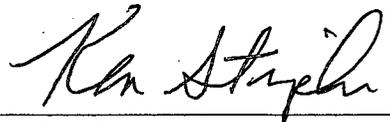
SECTION 2. The Oversight Board hereby adopts the Due Diligence Review for the Non-Housing fund, attached hereto and incorporated by reference herein, with the understanding that Successor Agency staff will likely need to present a revised Due Diligence Review for consideration by the Oversight Board once the Department of Finance has completed their review of the Housing Due Diligence Review.

SECTION 3. Successor Agency staff is directed to transmit notice of this action to the Department of Finance.

SECTION 4. This resolution shall take effect immediately upon its adoption.

SECTION 5. The Oversight Board Meeting Clerk shall certify to the adoption of this Resolution.

PASSED, APPROVED, AND ADOPTED this 9th day of January 2013.



Ken Striplin
Chairman

ATTEST:



Helga Deyo
Oversight Board Meeting Clerk

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.
CITY OF SANTA CLARITA)

I, Helga Deyo, Oversight Board Meeting Clerk, do hereby certify that the foregoing Resolution was duly adopted by the Oversight Board of the Successor Agency to the Former Redevelopment Agency of the City of Santa Clarita at a regular meeting thereof, held on the 9th day of January 2013, by the following vote:

AYES: COLEAL, DORTCH, HERNANDEZ, HOERBER, STRIPLIN, SWARTZ

NOES: NONE

ABSENT: KOEGLE



Oversight Board Meeting Clerk

City of Santa Clarita
(Successor Agency)

**All Other Funds of the Successor Agency
Combined (excluding Low and Moderate
Income Housing Fund)**

*Independent Accountants' Report
on Applying Agreed-Upon Procedures
with respect to AB 1484*

**CITY OF SANTA CLARITA
(SUCCESSOR AGENCY)
ALL OTHER FUNDS COMBINED OF THE SUCCESSOR AGENCY
(EXCLUDING LOW AND MODERATE INCOME HOUSING FUND)**

CONTENTS

	<u>Page</u>
Independent Accountants' Report on Applying Agreed Upon Procedures	1
Attachment A – Procedures and Findings	2
Exhibits	
Exhibit 2A-01: Listing of transfers from 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.	
Exhibit 4-01: Summary of the financial transactions of the Redevelopment Agency and the Successor Agency.	
Exhibit 5-01: Listing of all assets of all other funds of the Successor Agency as of June 30, 2012.	
Exhibit 6D-01: Listing of asset balances held on June 30, 2012 that are legally restricted.	
Exhibit 7-01: Listing of assets as of June 30, 2012 that are not liquid or otherwise available for distribution.	
Exhibit 9-01: Recognized Obligation Payment Schedule (ROPS) for July 1, 2012 through December 31, 2012 and the cash balances as of June 30, 2012 needed to satisfy the obligations.	
Exhibit 10-1: Summary of Balances Available for Allocation to Affected Taxing Entities.	

**INDEPENDENT ACCOUNTANTS' REPORT ON
APPLYING AGREED-UPON PROCEDURES**

County of Los Angeles
County Auditor-Controller
Los Angeles, California

Oversight Board
City of Santa Clarita (Successor Agency)
Santa Clarita, California

We have performed the agreed-upon procedures enumerated in Attachment A, which were agreed to by the California State Controller's Office, California Department of Finance ("State Agencies") and City of Santa Clarita (Successor Agency) solely to assist you in ensuring that all other funds (excluding the Low and Moderate Income Housing Fund) of the City of Santa Clarita is complying with its statutory requirements with respect to AB 1484. Management of the City of Santa Clarita is responsible for the accounting records pertaining to statutory compliance pursuant to Health and Safety Code Section 34179.5(c)(1) through 34179.5(c)(6). 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 identified below either for the purpose for which this report has been requested or for any other purpose.

The scope of this engagement was limited to performing the agreed-upon procedures as set forth in Attachment A. Attachment A also identifies the findings noted as a result of the procedures performed.

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 Attachment A. 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 City of Santa Clarita and applicable State Agencies, 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.

Marcum LLP

Irvine, California
December 12, 2012

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

CITATION:

Section 34179.5(c)(1)-The dollar value of assets transferred from the former redevelopment agency to the successor agency on or about February 1, 2012.

Procedure 1:

Obtain 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. 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 assets transferred to the Successor Agency as of that date.

Results/Findings:

No exception noted. The total amount of assets transferred to the Successor Agency as of February 1, 2012 was \$1,355,537.

CITATION:

Section 34179.5(c)(2)-The dollar value of assets and cash and cash equivalents transferred after January 1, 2011, through June 30, 2012, by the redevelopment agency or the successor agency to the city, county, or city and county that formed the redevelopment agency and the purpose of each transfer. The review shall provide documentation of any enforceable obligation that required the transfer.

Procedure 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.

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

- 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.

- 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.

Results/Findings:

Procedure 2A

See Exhibit 2A-01 for the listing of transfers (excluding payments for goods and services) from the former redevelopment agency to the City of Santa Clarita for the period from January 1, 2011 through January 31, 2012.

Procedure 2B

Based on the representation of the Successor Agency, there were no transfers (excluding payments for goods and services) from the Successor Agency to the City of Santa Clarita for the period from February 1, 2012 through June 30, 2012.

Procedure 2C

For the transfers made for the period from January 1, 2011 through January 31, 2012, we were provided with the following legal documents which, in the opinion of the Successor Agency, formed the basis for the enforceable obligations that required the transfers.

- 1) City block at Lyons/Main/9th/Railroad Ave: We were provided with the executed real property transfer and cooperative agreement dated March 15, 2011, transferring the assets owned by the former Redevelopment Agency ("RDA") to the City of Santa Clarita. We inspected the signed copy of RDA Resolution no. 11-4 that was passed, approved and adopted on March 15, 2011 that approved the agreement.

City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A

- 2) Old Town Newhall Public Library Properties: We were provided with the signed copy of RDA Resolution no. 11-5 that was passed, approved, and adopted on March 15, 2011, authorizing the transfer of real property from the RDA to the City, for the purpose of constructing and completing the Old Town Newhall Library project in the amount of \$6,512,231. The amount is higher than the \$6,453,047 listed on the schedule. The difference of \$59,184 represents costs for the acquisition of a billboard that was on the property.
- 3) 24158 Newhall Road formerly San Fernando Rd: We were provided with the executed real property transfer and cooperative agreement dated March 15, 2011, transferring the assets owned by the RDA to the City of Santa Clarita. We inspected the signed copy of RDA Resolution no. 11-4 that was passed, approved and adopted on March 15, 2011 that approved the agreement. However, the City of Santa Clarita received a letter from the State Controller's Office requesting the return of this property to the Successor Agency. We were provided with a copy of the October 1, 2012 minutes of the Oversight Board meeting wherein the Oversight Board approved the transfer of this property back to the Successor Agency. We were also provided with a copy of the quitclaim deed that was recorded on November 28, 2012 transferring this property to the Successor Agency.
- 4) Loan payment to City on March 8, 2011: We were provided with the signed copy of RDA Resolution no. 11-2 that was passed, approved, and adopted on March 8, 2011, that authorizes the repayment of a portion of the 2008 note to the City of Santa Clarita. We also reviewed amended and restated loan agreement dated March 8, 2011 between RDA and the City of Santa Clarita. We were also provided with the executed promissory note dated June 27, 2006 for \$ 5 million.
- 5) Bond proceeds transferred to the City on March 16, 2011: On December 14, 2010, the Santa Clarita City Council and Redevelopment Agency Board authorized the use of Agency funds and gave the authority to enter into construction contracts for the construction of the Old Town Newhall Library. We were provided with the signed Santa Clarita City Council resolution no. 10-97 and RDA resolution no. 10-13 wherein the Santa Clarita City Council and Redevelopment Agency Board authorized the use of Agency's funds to pay for the project. The resolutions were passed, approved and adopted on December 14, 2010. We were also provided with the executed contract dated January 13, 2011 between the City of Santa Clarita and Tobo Construction, Inc. for the construction of the Old Town Newhall Library. We were also provided with the signed copy of RDA Resolution no. 11-5 that was passed, approved, and adopted on March 15, 2011, authorizing the transfer of bond proceeds to the City, for the purpose of constructing and completing Old Town Newhall Library project in the amount not to exceed \$17,133,352. The amount is higher than the \$16,603,312 on the schedule provided.

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

- 6) Construction in progress transferred to the City: We were provided with the signed copy of RDA Resolution no. 11-5 that was passed, approved, and adopted on March 15, 2011, authorizing the transfer of real property from RDA to the City, for the purpose of constructing and completing the Old Town Newhall Library project.

CITATION:

Section 34179.5(c)(3)-The dollar value of any cash or cash equivalents transferred after January 1, 2011, through June 30, 2012, by the redevelopment agency or the successor agency to any other public agency or private party and the purpose of each transfer. The review shall provide documentation of any enforceable obligation that required the transfer.

Procedure 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.
- 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.

City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A

Results/Findings:

Procedure 3A

Based on the representation by the Successor Agency, there were no 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.

Procedure 3B

Based on the representation by the Successor Agency, there were no transfers (excluding payments for goods and services) from the Successor Agency to any other public agency or to private parties for the period from February 1, 2012 through June 30, 2012.

Procedure 3C

There were no transfers per procedures 3A and 3B above. Therefore, this procedure is not applicable.

CITATION:

Section 34179.5(c)(4)-The review shall provide expenditure and revenue accounting information and identify transfers and funding sources for the 2010-11 and 2011-12 fiscal years that reconciles balances, assets and liabilities of the successor agency on June 30, 2012 to those reported to the Controller for the 2009-10 fiscal year.

Procedure 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.

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

(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.

Results/Findings:

Procedure 4A

See Exhibit 4-01 for the summary of the financial transactions of the Redevelopment Agency and the Successor Agency in the suggested format.

Procedure 4B

No exceptions noted.

Procedure 4C

No exceptions noted.

Procedure 4D

No exceptions noted. For the year ended June 30, 2011, the audited financial statement of the former Redevelopment Agency was the support provided. For the seven months ended January 31, 2012 and for the year ended June 30, 2012, we were provided with the balance sheets by fund, Revenue and Expenditure Status Reports by Funds.

CITATION:

Section 34179.5(c)(5)-A separate accounting for the balance for the Low and Moderate Income Housing Fund for all other funds and accounts combined shall be made as follows:

(A) A Statement of the total value of each fund as of June 30, 2012.

Procedure 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. When this procedure is applied to the Low and Moderate Income Housing Fund, the schedule attached as an exhibit will only include those assets of the Low and Moderate 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.

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

Results/Findings:

See Exhibit 5-01 for a listing of all assets of all other Funds as of June 30, 2012. No exceptions noted.

CITATION:

Section 34179.5(c)(5)(B)-An itemized statement listing any amounts that are legally restricted as to purpose and cannot be provided to taxing entities. This could include the proceeds of any bonds, grant funds, or funds provided by other governmental entities that place conditions on their use.

Procedure 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.

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

C. Other assets considered to be legally restricted:

- 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 legal 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.

D. Attach the above mentioned Successor Agency prepared schedule (s) as an exhibit to the AUP in 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.

Results/Findings:

Procedure 6A

Based on the representation of the Successor Agency, there were no asset balances held on June 30, 2012 that are restricted because the assets were unspent bond proceeds.

Procedure 6B

Based on the representation of the Successor Agency, there were no asset balances held on June 30, 2012 that are restricted because the assets were from grant proceeds or program income that are restricted by third parties.

Procedure 6C

We were provided by the Successor Agency a computation of the restricted balance (Exhibit 6D-01). We traced the amount to the trial balance as of June 30, 2012. We compared all information on the schedule to a copy of the official statement of the City of Santa Clarita Redevelopment Agency Tax Allocation Bond Series 2008. In the opinion of the Successor Agency, the bond document formed the basis for the restriction of this balance.

City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A

Procedure 6D:

See Exhibit 6D-01 for the schedule of other assets considered to be legally restricted. The restriction of the bond reserve is in effect until the final debt service payment is due on October 1, 2042.

CITATION:

Section 34179.5(c)(5)(C)-An itemized statement of the values of any assets that are not cash or cash equivalents. This may include physical assets, land, records, and equipment. For the purpose of this accounting, physical assets may be valued at purchase cost or at any recently estimated market value. The statement shall list separately housing-related assets.

Procedure 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 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.

Results/Findings:

Procedure 7A

See Exhibit 7-01 for a listing of assets as of June 30, 2012 that are not liquid or otherwise available for distribution. Based on representation of the Successor Agency, the values are listed at purchase cost or book value.

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

Procedure 7B

No exceptions noted.

Procedure 7C

This procedure is not applicable. There is no difference noted in Procedure 7B.

Procedure 7D

This procedure is not applicable. The asset listing on Exhibit 7-01 is listed at purchase cost or book value and not at recently estimated market value.

CITATION:

Section 34179.5(c)(5)(D)-An itemized listing of any current balances that are legally or contractually dedicated or restricted for the funding of an enforceable obligation that identifies the nature of the dedication or restriction and the specific enforceable obligation. In addition, the successor agency shall provide a listing of all approved enforceable obligations that includes a projection of annual spending requirements to satisfy each obligation and a projection of annual revenues available to fund those requirements. If a review finds that future revenues together with dedicated balances are insufficient to fund future obligations and thus retention of current balance is required, it shall identify the amount of current balances necessary for retention. The review shall also detail the projected property tax revenues and other general purpose revenues to be received by the Successor Agency, together with both the amount and timing of the bond debt service payments of the successor agency, for the period in which the oversight board anticipates the successor agency will have insufficient property tax revenue to pay the specified obligations.

Procedure 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 balance toward payment of that obligation.

City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A

- 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 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 the 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.

City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A

- 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.

Results/Findings:

Procedure 8A

This procedure is not applicable. The Successor Agency does not believe that asset balances at June 30, 2012 need to be retained to satisfy enforceable obligations.

Procedure 8B

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

**City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A**

balances is required. The amount needed to be retained is included in Exhibit 9-01 for procedure 9. Therefore, this procedure is not applicable.

Procedure 8C

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). The amount needed to be retained is included in Exhibit 9-01 for procedure 9. Therefore, this procedure is not applicable.

Procedure 8D

Procedures 8A, 8B and 8C were not performed. Therefore, this procedure is not applicable.

CITATION:

Section 34179.5(c)(5)(E)-An itemized list and analysis of any amounts of current balances that are needed to satisfy obligations that will be placed on the Recognized Obligation Payment Schedules for the current fiscal year.

Procedure 9:

If the Successor Agency believes that cash balances as of June 30, 2012 need to be retained to satisfy obligations on the Recognized Obligation Payment Schedule (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.

Results/Findings:

See Exhibit 9-01 for the ROPS for the period of July 1, 2012 through December 31, 2012.

CITATION:

Section 34179.5(c)(6)-The review shall total the net balances available after deducting the total amounts described in subparagraphs (B) to (E), inclusive, of paragraph (5). The review shall add any amounts that were transferred as identified in paragraphs (2) and (3) of subdivision (c) if an enforceable obligation to make that transfer did not exist. The resulting sum shall be available for allocation to affected taxing authorities pursuant to Section 34179.6. It shall be a rebuttable presumption that cash and cash equivalent balances available to the Successor Agency are available and sufficient to disburse

City of Santa Clarita (Successor Agency)
All Other Funds Combined
(Excluding Low and Moderate Income Housing Fund)
Agreed-Upon Procedures with Respect to AB 1484
Attachment A

the amount determined in this paragraph to taxing entities. If the review finds that there are insufficient cash balances to transfer or that cash or cash equivalents are specifically obligated to the purposes described in subparagraphs (B), (D), and (E) of paragraph (5) in such amounts that there is insufficient cash to provide the full amount determined pursuant to this paragraph, that amount shall be demonstrated in an additional itemized schedule.

Procedure 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).

Results/Findings:

See attached Exhibit 10-01 for the schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities

Procedure 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 acknowledgement that management is not aware of any transfers (as defined by Section 34179.5) from either the former redevelopment agency or the Successor Agency to other period from January 1, 2011 through June 30, 2012 that may not have 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.

Result/Findings:

Said management representation letter was received. No exceptions noted.

City of Santa Clarita (Successor Agency)
 Listing of Transfers from the former Redevelopment Agency to the City
 For the period from January 1, 2011 through January 31, 2012

APN	Amount	Description/Notes	Purpose of Transfer
<p>Transfers to City 1/1/11 - 1/31/12 City block at Lyons/Main/Railroad Ave. (transferred 03/15/11) \$ 2,850,000 APNs 2831-007-900, 2831-007-901, 2831-007-902, 2831-007-903, 2831-007-904, 2831-007-905, 2831-007-906, 2831-007-907, and 2831-007-908; this property is mainly vacant with one standing commercial building (24406 Lyons Avenue; APN 2831-007-900) currently housing a tenant with an active lease.</p>	2,850,000	<p>This property was purchased in 2009 with 89% RDA low- and moderate-income housing funds and 11% City funds. In anticipation of an affordable housing development on another property, \$2,850,000 in funds were transferred from the RDA non-housing fund to the RDA low- and moderate-income housing fund in February 22, 2011. After this transfer, the property's funding distribution is 43% from RDA low- and moderate-income housing funds, 46% from RDA non-housing funds, and 11% from City funds.</p>	<p>This property was transferred pursuant to Health and Safety Code section 34176 (as originally drafted and enacted in ABx 126) in order to continue redevelopment activities in accordance with Health and Safety Code Section 33220. The transfer is consistent both with the law in effect at the time they were made and with the amended requirements of Section 34176 (as modified by AB 1484). This property, in addition to the lease rental revenue from the existing tenant, was listed on the Housing Asset Form as required by the Department of Finance. The Housing Asset Form was approved by the Department of Finance and therefore a portion of this property (46%) and the lease rental revenue belong to the City, as Housing Successor Agency. Because the Successor Agency does have interest in the property (43%), this property will be included in the Long Range Asset Management Plan.</p>
<p>Transferred to the City of Santa Clarita 03/15/11 APNs 2831-006-900, 2831-006-904, 2831-006-905, 2831-006-003, 2831-006-901, 2831-006-028, 2831-006-902, 2831-006-903, 2831-006-906</p>	6,453,047	Old Town Newhall Public Library properties	<p>Site for construction of Old Town Newhall Public Library. This property houses a municipal public library and pursuant to Health and Safety Code Section 34181(a), is considered a governmental purpose property.</p>
<p>24158 Newhall Road (APN 2831-019-030) formerly San Fernando Rd</p>	763,436	<p>This property was originally purchased by the City in 2005 and subsequently, in 2006, transferred to the Agency for redevelopment purposes with the contemplation that public purposes might be the final use of the site. The property was transferred in 2011 from the Agency back to the City for the completion of the roundabout. Staff began the design work for the roundabout in 2009 to create a southern gateway in to Old Town Newhall and serve to connect Hart Park with Main Street. The benefit of the roundabout at this particular location was that the City already owned the property and did not need to purchase additional property or right-of-way to construct the public roadway improvement project.</p>	<p>The State Controller's Office has requested the return of the property to the Successor Agency, which the Successor Agency is proposing to fulfill by bringing an item to the joint City Council and Successor Agency Board meeting on November 13, 2012 that would transfer the property back to the Successor Agency while allowing the City to maintain the portion required for the construction of the roundabout. This was presented to the Oversight Board on October 1, 2012 and the Oversight Board unanimously approved this action. Pursuant to the redevelopment dissolution law (AB 1X26 and AB 1484), notice of the Oversight Board's action was provided to the Department of Finance for their approval. When notice of an action is provided by the Successor Agency to the DOF, the DOF has five days to request additional review time for this action. If no additional time for review is requested by the DOF, the action of the Oversight Board is considered valid. After noticing the DOF of the Oversight Board's action, the Successor Agency did not receive a request for additional review time, thus, the action is valid.</p>
<p>Loan payment made to the City on 3/08/11</p>	7,700,000	<p>Payment on advances made to the former Redevelopment Agency by the City of Santa Clarita.</p>	<p>On November 13, 2012, this transaction was finalized by the City Council and the Successor Agency Board. This property was transferred and recorded by Los Angeles County on November 28, 2012. The remainder of the parcel became a part of the Long Range Asset Management Plan after the completion of the Due Diligence Review.</p>
			<p>Includes payoff of \$5,313,971 for a loan made to the former redevelopment agency in May 2008 for future projects that were never implemented and therefore the funds were not expended and transferred back to the City. The remainder of the payment of \$2,386,029 was applied to a \$5,000,000 loan made to the Agency in 2006.</p>

City of Santa Clarita (Successor Agency)
 Listing of Transfers from the former Redevelopment Agency to the City
 For the period from January 1, 2011 through January 31, 2012

	Amount	Description/Notes	Purpose of Transfer
Bond proceeds transferred to the City on 3/16/11	16,603,312	City of Santa Clarita Redevelopment Agency Tax Allocation Bonds Series 2008	On December 14, 2010, the City Council and Redevelopment Agency Board authorized the use of Agency funds and gave the authority to enter into construction contracts for the construction of the Old Town Newhall Library. The unspent bond proceeds of \$16.6M were transferred to the City's Public Library Fund for the construction costs of the Old Town Newhall Public Library. As of November 30, 2012, \$14.3M of the transferred bond proceeds have been spent on the library construction. The remaining balance of \$2.3M in unspent bond proceeds is committed to the completion of the library. The library opened to the public on September 29, 2012.
Construction in progress transferred to the City	5,285,933	Construction costs of Old Town Newhall Public Library (as reported in RDA Financial statements for YE 6/30/11)	Construction cost of Old Town Newhall Public Library
	<u>\$ 39,655,728</u>		

	Redevelopment Agency 12 Months Ended 6/30/2010	Redevelopment Agency 12 Months Ended 6/30/2011	Redevelopment Agency 7 Months Ended 1/31/2012	Successor Agency 5 Months Ended 6/30/2012
Assets (modified accrual basis)				
Cash and investments	\$ 41,309,037	\$ 9,679,744	\$ 9,341,041	\$ 8,833,529
Cash and investments with fiscal agents	1,165,418	1,165,418	1,165,418	1,165,418
Receivables	183,395	141,622	-	16,796
Land held for resale	763,436	-	-	-
Total Assets	\$ 43,421,286	\$ 10,986,784	\$ 10,506,459	\$ 10,015,743
Liabilities (modified accrual basis)				
Accounts payable and accrued liabilities	\$ 363,706	\$ 249,246	\$ 26,880	\$ 564,454
Deferred revenues		22,394		14,608
Deposits payable		9,438		
Due to other agencies	799,128	426,428	569,923	569,923
Advances from other funds	-	-	-	-
Total Liabilities	1,162,834	707,506	596,803	1,148,985
Equity	42,258,452	10,279,278	9,909,656	8,866,758
Total Liabilities + Equity	\$ 43,421,286	\$ 10,986,784	\$ 10,506,459	\$ 10,015,743
Total Revenues:	\$ 10,674,040	\$ 2,900,265	\$ 2,213,399	\$ 80,459
Total Expenditures:	17,970,310	11,143,678	2,599,821	1,123,357
Total Transfers:	(1,411,699)	(23,735,761)	16,800	-
Net change in equity	(8,707,969)	(31,979,174)	(369,622)	(1,042,898)
Beginning Equity:	50,966,421	42,258,452	10,279,278	9,909,656
Ending Equity:	\$ 42,258,452	\$ 10,279,278	\$ 9,909,656	\$ 8,866,758
Other Information (show year end balances for all three years presented):				
Capital assets as of end of year	\$ 15,832,788	\$ 3,628,587		\$ 3,796,693
Long-term debt as of end of year	\$ 62,238,962	\$ 55,261,138		\$ 50,403,896

City of Santa Clarita (Successor Agency)
Listing of All Assets of All Other Funds of the Successor Agency
(Excluding Low and Moderate Income Housing Fund)
As of June 30, 2012

	Amount
Assets of RORF as of 6/30/12 (Non-housing)	
Cash	\$ 212,763
Debt Service - Reserve	896,539
Debt Service - Cash	26,674
Interest receivable	<u>16,796</u>
TOTAL	<u>\$ 1,152,772</u>

**City of Santa Clarita (Successor Agency)
Other Assets that are Legally Restricted
As of June 30, 2012**

	Amount	Description/Notes
City of Santa Clarita Redevelopment Agency Tax Allocation Bonds, Series 2008 Reserve Account balance as of 6/30/12:	896,539	Reserve balance as required by bond indenture. Funds held by BNY Mellon.
TOTAL	<u>\$ 896,539</u>	

City of Santa Clarita (Successor Agency)
Listing of Non-liquid Assets

	Amount
24158 Newhall Road (APN 2831-019-030) formerly San Fernando Rd	\$ 763,436

**This property was transferred to the City in March 2011 but will be returned to the Successor Agency as ordered by the State Controllers Office. See Exhibit 2A-01 for more details.

SUMMARY OF BALANCES AVAILABLE FOR ALLOCATION TO AFFECTED TAXING ENTITIES

Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5) (Exhibit 5-01)	\$	1,152,772
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) (Exhibit 2A-01)		763,436
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6) (Exhibit 6D-01)		(896,539)
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7) (Exhibit 7-01)		(763,436)
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)		-
Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9) (Exhibit 9-01)		(339,565)
Less the amount of payments made on July 12, 2012 to the County Auditor-Controller as directed by the California Department of Finance		-
Amount to be remitted to county for disbursement to taxing entities	\$	<u>(83,332)</u>

Note that separate computations are required for the Low and Moderate Income Housing Fund held by the Successor Agency and for all other funds held by the Successor Agency.

NOTES: For each line shown above, an exhibit should be attached showing the composition of the summarized amount.

If the review finds that there are insufficient funds available to provide the full amount due, the cause of the insufficiency should be demonstrated in a separate schedule.