NOTICE OF NO OBJECTION TO ROPS

February 23, 2015

City of Sunnyvale Successor Agency
650 W Olive Avenue
Sunnyvale, CA 94088

City of Sunnyvale Oversight Board
650 W Olive Avenue
Sunnyvale, CA 94088

Department of Finance
915 L Street
Sacramento, CA 95814


Successor Agency: City of Sunnyvale

To the Successor Agency, Oversight Board, and Department of Finance:

Pursuant to Health and Safety Code section 34182.5, our office has reviewed the Recognized Obligation Payment Schedule (ROPS) submitted by the above-noted successor agency for the above-noted period. After reviewing all items and funding sources, the Santa Clara County Auditor-Controller does not object to any items or funding sources on the submitted ROPS.

Please note that items and/or funding sources not questioned during this review are subject to subsequent review if they are included on a future ROPS. We also reserve the right to object to an item and/or funding source (including, but not limited to, the use of fund balance) on a future ROPS, even if no objection was made on a preceding ROPS.

Board of Supervisors: Mike Wasserman, Cindy Chavez, Dave Cortese, Ken Yeager, S. Joseph Simitian
County Executive: Jeffrey V. Smith
Although we did not object to any items or funding sources on the submitted ROPS based on the amounts requested for payment this period, the Successor Agency should not continue listing outstanding balances (Column J) for Item 4 on the ROPS. This item has been repeatedly denied by the Department of Finance on the basis that this is not an enforceable obligation. Therefore, this item should not be included on the ROPS. The County Auditor-Controller's prior objections to this item are reflected on previous ROPS review letters, which are publicly available on our website and are hereby incorporated by reference.\(^1\)

Additionally, pursuant to Health and Safety Code section 34186(a), the County Auditor-Controller may review the prior period payments and the prior period estimated versus actual payments reported on the ROPS. This review is ongoing, and this letter does not apply to the true-up of prior period payments. In addition, my office is continuing its review of the cash balances reported by the successor agency on the ROPS. The results of this review will be transmitted to the Department of Finance as soon as possible.

Sincerely yours,

[Signature]

Alan Minato
Controller-Treasurer
County of Santa Clara

Attachment: ROPS 15-16A as submitted to the County Auditor-Controller by Successor Agency

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\(^1\) Available at: [http://www.sccgov.org/sites/fin/Controller-Treasurer%20Department/ABx126implementation/Pages/default.aspx](http://www.sccgov.org/sites/fin/Controller-Treasurer%20Department/ABx126implementation/Pages/default.aspx)
## Recognized Obligation Payment Schedule (ROPS 15-16A) - Summary

Filed for the July 1, 2015 through December 31, 2015 Period

### Name of Successor Agency:
- Sunnyvale

### Name of County:
- Santa Clara

### Current Period Requested Funding for Outstanding Debt or Obligation

<table>
<thead>
<tr>
<th>A</th>
<th>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding</th>
<th>$</th>
</tr>
</thead>
<tbody>
<tr>
<td>B</td>
<td>Bond Proceeds Funding (ROPS Detail)</td>
<td>-</td>
</tr>
<tr>
<td>C</td>
<td>Reserve Balance Funding (ROPS Detail)</td>
<td>-</td>
</tr>
<tr>
<td>D</td>
<td>Other Funding (ROPS Detail)</td>
<td>-</td>
</tr>
<tr>
<td>E</td>
<td>Enforceable Obligations Funded with RPTTF Funding (F+G):</td>
<td>$847,321</td>
</tr>
<tr>
<td>F</td>
<td>Non-Administrative Costs (ROPS Detail)</td>
<td>722,321</td>
</tr>
<tr>
<td>G</td>
<td>Administrative Costs (ROPS Detail)</td>
<td>125,000</td>
</tr>
<tr>
<td>H</td>
<td>Current Period Enforceable Obligations (A+E):</td>
<td>$847,321</td>
</tr>
</tbody>
</table>

### Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding

| I | Enforceable Obligations funded with RPTTF (E): | 847,321 |
| J | Less Prior Period Adjustment (Report of Prior Period Adjustments Column S) | (144,446) |
| K | Adjusted Current Period RPTTF Requested Funding (I-J) | $702,875 |

### County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding

| L | Enforceable Obligations funded with RPTTF (E): | 847,321 |
| M | Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA) | - |
| N | Adjusted Current Period RPTTF Requested Funding (L-M) | 847,321 |

### Certification of Oversight Board Chairman:
Pursuant to Section 34177 (m) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named agency.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tr>
</tbody>
</table>

/s/

Signature

Date
### Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail

**July 1, 2015 through December 31, 2015**

(Report Amounts in Whole Dollars)

| Item # | Project Name / Debt Obligation | Obligation Type | Contract/Agreement Execution Date | Contract/Agreement Termination Date | Payee | Description/Project Scope | Project Area | Total Outstanding Debt or Obligation | Non-Admin | Admin | Bond Proceeds | Reserve Balance | Other Funds | Bond Proceeds | Reserve Balance | Other Funds | Bond Proceeds | Reserve Balance | Other Funds | Bond Proceeds | Reserve Balance | Other Funds | Bond Proceeds | Reserve Balance | Other Funds |
|--------|--------------------------------|----------------|----------------------------------|----------------------------------|-------|---------------------------|-------------|-------------------------------|-----------|-------|--------------|----------------|-------------|--------------|----------------|-------------|--------------|----------------|-------------|--------------|----------------|-------------|--------------|----------------|-------------|--------------|----------------|-------------|--------------|----------------|-------------|--------------|
| 1      | 2003 Tax Allocation Refunding | Bonds Issued On or Before 12/31/10 | 11/6/2003 | 11/6/2003 | U.S. Bank | 1977 Bonds Issued to fund redevelopment projects in the Central Core Project area, refunded in 1990 and 1998. | Central Core | $4,895,275 | N | - | $4,895,275 | - | - | - | - | - | - | - | - | - | - |
| 2      | 1998 Certificates of Participation (Parking Facility Refunding) | Bonds Issued On or Before 12/31/10 | 11/6/2003 | 11/10/2022 | U.S. Bank | Fees for trustee services, rebate analysis, disclosure consulting. | Central Core | $30,304 | N | - | $30,304 | - | - | - | - | - | - | - | - | - | - |
| 3      | Bond Covenants Other Than Principal and Interest Debt Service Payments | 6/22/11 | 12/31/2015 | City of Sunnyvale | Pursuant to the resolution that authorized the issuance of the 1977 Central Core Bonds, the Agency is obligated to use moneys from tax revenue to repay the City, with interest, for all rental payments under the Project Lease and for all other contributions (including transfer of land) which aided in the planning, acquisition, and construction of the Project. | Central Core | $28,210,296 | N | - | $28,210,296 | - | - | - | - | - | - | - | - | - | - |
| 4      | Repayment Obligations-1977 Loan Repayment Agreement | OPA/DDA/Construction Management | 8/2/2010 | 6/30/2026 | Town Center Developer | Annual payment in consideration for the developer constructing and operating the required public improvements. | Central Core | $1,000,494 | N | - | $1,000,494 | - | - | - | - | - | - | - | - | - | - |
| 5      | 2010 Amended Disposition and Development and Owner Participation Agreement Article 8 | OPA/DDA/Construction Management | 8/2/2010 | 6/30/2026 | State Water Resources Control Board, legal fees and environmental work costs. | Central Core | $482,986 | N | - | $482,986 | - | - | - | - | - | - | - | - | - | - |
| 6      | 2010 Amended Disposition and Development and Owner Participation Agreement Article 4 | OPA/DDA/Construction Management | 8/2/2010 | 6/30/2026 | State Water Resources Control Board, legal fees and environmental work costs. | Central Core | $1,568,929 | N | - | $1,568,929 | - | - | - | - | - | - | - | - | - | - |
| 7      | 2010 Amended Disposition and Development and Owner Participation Agreement Management | 8/2/2010 | 6/30/2026 | Agency staff and professional services | To monitor and administer rights and obligations under the ADDOPA | Central Core | $65,000 | N | - | $65,000 | - | - | - | - | - | - | - | - | - | - |
| 8      | RDA Special Projects | Property Dispositions | 7/1/2014 | 12/31/2015 | Professional services | Technical and outside legal counsel services | Central Core | $137,549 | N | - | $137,549 | - | - | - | - | - | - | - | - | - | - |
| 9      | Administration and operation of Successor Agency | Administration and operation of Successor Agency | 7/1/2014 | 12/31/2015 | Agency staff and professional services | Administrative and legal services, audit fees, General Fund in-lieu payments for treasury and accounting support. | Central Core | $125,000 | N | - | $125,000 | - | - | - | - | - | - | - | - | - | - |
| 10     | Amended and Restated Reimbursement Agreement for 1998 Certificates of Participation | OPA/DDA/Construction Management | 7/1/2014 | 6/30/2015 | City of Sunnyvale | Under Section 347/311(a), the Oversight Board authorized the RSA to enter into an existing agreement to repay the City for all Lease Payments paid by the City for the construction of the parking facilities required by the RDA under the TownCenter DDA | Central Core | $125,000 | N | - | $125,000 | - | - | - | - | - | - | - | - | - | - |
| 11     | Legal fees | Legal | 7/1/2014 | 6/30/2015 | Legal fees | Legal | Central Core | $125,000 | N | - | $125,000 | - | - | - | - | - | - | - | - | - | - |

#### Funding Source Breakdown
- **Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)**
- **RPTTF**
- **Six-Month Total**
### Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail
July 1, 2015 through December 31, 2015
(Report Amounts in Whole Dollars)

<table>
<thead>
<tr>
<th>Item #</th>
<th>Project Name / Debt Obligation</th>
<th>Obligation Type</th>
<th>Contract/Agreement Execution Date</th>
<th>Contract/Agreement Termination Date</th>
<th>Payee</th>
<th>Description/Project Scope</th>
<th>Project Area</th>
<th>Total Outstanding Debt or Obligation</th>
<th>Retired</th>
<th>Bond Proceeds</th>
<th>Reserve Balance</th>
<th>Other Funds</th>
<th>Non-Admin</th>
<th>Admin</th>
<th>Six-Month Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>10</td>
<td>Low and Moderate Income Housing Fund Deferral Repayment</td>
<td>Miscellaneous</td>
<td>8/26/1986</td>
<td>12/31/2015</td>
<td>Housing Successor Agency</td>
<td>Under Section 34171(d)(1)(B), deferrals to the Low and Moderate Income Housing Fund are enforceable obligations. Pursuant to 34178(a)(3)(B), the repayment amount is equal to one half of the increase in residual tax revenue over the FY 2012/13 base year.</td>
<td>N</td>
<td>14,234,679</td>
<td>N</td>
<td>$ -</td>
<td>$ -</td>
<td>$ -</td>
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<tr>
<td>13</td>
<td>Amended and Restated Reimbursement Agreement for 1998 Certificates of Participation</td>
<td>CityCounty Loans After 6/27/11</td>
<td>4/24/2012</td>
<td>10/1/2022</td>
<td>City of Sunnyvale</td>
<td>Under Section 34178(a), the Oversight Board authorized the RSA to enter into an existing agreement to repay the City for all Lease Payments paid by the City for the construction of the parking facilities required by the RDA under the TownCenter DDA.</td>
<td>N</td>
<td>$ -</td>
<td>$ -</td>
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<td>$ -</td>
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<td>$ -</td>
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</tr>
</tbody>
</table>
Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Cash Balances
(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation. For tips on how to complete the Report of Cash Balances Form, see https://rad.dof.ca.gov/rad-sa/pdf/Cash_Balance_Agency_Tips_Sheet.pdf.

<table>
<thead>
<tr>
<th>A</th>
<th>B</th>
<th>C</th>
<th>D</th>
<th>E</th>
<th>F</th>
<th>G</th>
<th>H</th>
<th>I</th>
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<td>Fund Sources</td>
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<td></td>
<td>Bond Proceeds</td>
<td>Reserve Balance</td>
<td>Other</td>
<td>RPTTF</td>
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<td></td>
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<td></td>
<td></td>
<td>Cash Balance Information by ROPS Period</td>
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<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Bonds Issued on or before 12/31/10</td>
<td>Bonds Issued on or after 01/01/11</td>
<td>Prior ROPS period balances and DDR RPTTF balances retained</td>
<td>Prior ROPS RPTTF distributed as reserve for future period(s)</td>
<td>Rent, Grants, Interest, Etc.</td>
<td>Non-Admin and Admin</td>
<td>Comments</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**ROPS 14-15A Actuals (07/01/14 - 12/31/14)**

1. Beginning Available Cash Balance (Actual 07/01/14)
   - 1,935,901
   - 63,388
   - 575,127
   - Col H including ppa $79,967

2. Revenue/Income (Actual 12/31/14)
   - RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014
   - 1,511,691
   - 747
   - 624,413
   - $747 is interest from trust accounts

3. Expenditures for ROPS 14-15A Enforceable Obligations (Actual 12/31/14)
   - RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q
   - 1,521,180
   - 64,135
   - 538,466
   - Col G $64,135=747+63388. Col H has been reduced by such an amount.

4. Retention of Available Cash Balance (Actual 12/31/14)
   - RPTTF amount retained should only include the amounts distributed as reserve for future period(s)
   - 1,926,412
   - -
   - -
   - -
   - -
   - 516,628

5. ROPS 14-15A RPTTF Prior Period Adjustment
   - RPTTF amount should tie to the self-reported ROPS 14-15A PPA in the Report of PPA, Column S
   - No entry required
   - 144,446

6. Ending Actual Available Cash Balance
   - C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)
   - $1,926,412
   - -
   - -
   - -
   - -
   - 516,628

**ROPS 14-15B Estimate (01/01/15 - 06/30/15)**

7. Beginning Available Cash Balance (Actual 01/01/15)
   - (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)
   - $1,926,412
   - -
   - -
   - -
   - -
   - 661,074

8. Revenue/Income (Estimate 06/30/15)
   - RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015
   - 36,870
   - 195,910
   - 14-15B RPTTF distribution withheld from RSA $36,870 (legal fees in 13-14B admin.) General Fund has reimbursed this amount to Fund 315 after receiving the DOF letter dated 12/17/14.

9. Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 06/30/15)
   - RPTTF amount retained should only include the amounts distributed as reserve for future period(s)
   - 310,821
   - -
   - deposited into Low & Moderate Income Housing Fund 1/2/15.
   - 438,657

10. Retention of Available Cash Balance (Estimate 06/30/15)
   - 438,657
   - -
   - -
   - -
   - -
   - 36,870
   - 107,506

11. Ending Estimated Available Cash Balance (7 + 8 - 9 -10)
    - $1,926,412
    - -
    - -
    - -
    - -
    - 36,870
    - 107,506
### Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Prior Period Adjustments


**ROPS 14-15A Successor Agency (SA) Self-reported Prior Period Adjustments (PPA):** Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS 14-15A (July through December 2014) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 15-16A (July through December 2015) period will be offset by the SA’s self-reported ROPS 14-15A prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.

<table>
<thead>
<tr>
<th>Item #</th>
<th>Project Name / Debt Obligation</th>
<th>Non-RPTTF Expenditures</th>
<th>RPTTF Expenditures</th>
<th>Net SA Non-Admin and Admin PPA</th>
<th>SA Comments</th>
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</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Bond Proceeds</td>
<td>Reserve Balance</td>
<td>Other Funds</td>
<td>Available</td>
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<tr>
<td>1</td>
<td>2003 Tax Allocation</td>
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<td>-</td>
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<tr>
<td>2</td>
<td>1998 Certificates of principal and interest debt service payments</td>
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<tr>
<td>3</td>
<td>Bond Conversions Other Than Principal and Interest Debt Service Payments</td>
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<td>4</td>
<td>1977-1997 Bond Covenants Payment</td>
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<tr>
<td>5</td>
<td>2010 Amended Disposition and Development and Owner Participation Agreement Article 4</td>
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<td>6</td>
<td>2010 Amended Disposition and Development and Owner Participation Agreement Article 8</td>
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<td>7</td>
<td>2010 Amended Disposition and Development and Owner Participation Agreement Management</td>
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<td>Non-Special Projects</td>
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<td>9</td>
<td>Administration and operation of the successor agency</td>
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<tr>
<td>10</td>
<td>Administration and Related Reimbursement Agreement for 1998 Certificates of Participation</td>
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<td>Legal Fees</td>
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<tr>
<td>12</td>
<td>Low and Moderate Income Housing Fund Deferral Replacement</td>
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</table>