

P.1

**OVERSIGHT BOARD
CITY OF PACIFICA AS SUCCESSOR AGENCY
TO THE CITY OF PACIFICA REDEVELOPMENT AGENCY**

CITY COUNCIL CHAMBERS
2212 BEACH BOULEVARD
PACIFICA, CALIFORNIA 94044

April 16, 2012 – Noon
www.cityofpacifica.org

*Off-street parking is allowed by permit for attendance at official public meetings.
Vehicles parked without permits are subject to citation. You should obtain a
permit from the rack in the lobby and place it on the dashboard of your
vehicle in such a manner as is visible to law enforcement personnel.*

AGENDA

1. Roll Call, New Boardmember Pete DeJarnatt and Introductions Chair, Holland
2. Minutes of April 4, 2012
Review and Approve
3. Oversight Board Legal Counsel Chair, Holland
Consider Craig Labadie for Legal Counsel and Authorize Professional Services
Agreement for Legal Services
4. Statement of Organization Staff
Adopt Resolution Authorizing the Clerk of the Board to File A Statement of
Organization with the Secretary of the State and the County of San Mateo
5. Consideration and possible approval of Recognized Obligation Payment Schedule (ROPS)
Motion: Adopt Recognized Obligation Payment Schedule and direct staff to submit to
the Department of Finance (DOF)
6. Public Comments: Note: Speakers are limited to three minutes, unless modified by the
Chairperson. The Board cannot take action on any matter raised under this item.
7. Board Comments
8. Adjourn

The City of Pacifica will provide assistance for disabled citizens upon at least 24 hours advance notice to the City Manager's Office (650) 738-7301, or send request via email to: o'connellk@ci.pacificaca.us If you need sign language assistance or written material printed in a larger font or taped, advance notice is necessary. All meeting rooms are accessible to the disabled.

For those wishing to address the Board on any Item on the Agenda or under Oral Communications, please complete a Speaker Card located at the rear of the Chambers and submit to a staff member as early in the meeting as possible.

Item #1
Appointment

O'Connell, Kathy

From: Peggy Jensen [pjensen@smcgov.org]
Sent: Tuesday, April 10, 2012 2:23 PM
To: DeJarnatt, Pete
Cc: Anne-Marie Despain; Lee Thompson; Rhodes, Stephen
Subject: Appointment to Pacifica RDA Oversight Board

Hello Mr. DeJarnatt,

This morning, the Board of Supervisors approved your appointment to the Pacifica Redevelopment Agency Successor Agency Oversight Board as the representative for the County Free Library. Via this email, we are also notifying the City Manager of your appointment and will also send the Manager a letter of confirmation with a copy to you.

Please contact the City Clerk to learn the date and time of upcoming Oversight Board meetings. Most of the Boards have already started meeting, so sessions may be scheduled for later this week.

Please let me know if you have any questions.

Regards,

Peggy Jensen,
Deputy County Manager

 Save Paper. Think Before You Print.

Item #2
Minutes

**OVERSIGHT BOARD
CITY OF PACIFICA AS SUCCESSOR AGENCY
TO THE CITY OF PACIFICA REDEVELOPMENT AGENCY**

April 4, 2012 – 5:00 PM

MINUTES

1. Roll Call, Welcome and Introductions

MaryAnn Nihart welcomed the members of the Oversight Board. Present at the meeting were MaryAnn Nihart, Steve Rhodes, Penny Bennett, Dave Holland, Raymond Chow and Josie Peterson. City of Pacifica staff present: Ann Ritzma, Administrative Services Director and Michelle Kenyon, City Attorney.

2. Oversight Board Legal Counsel:

Michelle Kenyon informed the Oversight Board that they would need to consider legal counsel as she could not provide that function in her role as the City Attorney. City Attorneys in San Mateo County discussed a variety of options and are recommending that the San Mateo Oversight Boards utilize two attorneys that have redevelopment experience and no conflict of interest. The attorney being recommended for Pacifica is Craig Labadie. Michelle Kenyon introduced Mr. Labadie and shared his resume with the Board. The Board discussed the need for legal advice, the advantage of utilizing the same individual as other Oversight Boards and including the cost of legal counsel in the ROPS. The Board requested that staff provide Mr. Labadie's resume and an agreement for professional services for consideration at the next meeting

3. Review of Oversight Board Role and Responsibilities:

Michelle Kenyon informed the Oversight Board of their role and responsibilities per statute.

4. Discussion of By Laws and appointment of Chair and Vice Chair

Staff introduced the proposed By Laws. Rhodes asked if there was a legal opinion on the appointment of the City Manager as the former RDA employee. Labadie responded that had drafted an opinion on that subject and would share it with the Board. Peterson asked if there was a need for insurance for personal immunity. Labadie responded that City as Successor Agency held the insurance.

After introduction and discussion of the By Laws, it was moved (Bennett) and seconded (Nihart) and pass unanimously to adopt By Laws for the Oversight Board with the following amendment: "Section 1. Annual Meeting shall be held on the 1st Thursday of April at 5:30 pm at the Pacifica City Council Chambers; Section 2. The Board shall meet regularly on the first Thursday of each month, at the hour of 5:30 pm, at Pacifica City Council Chambers and Section 6. Agendas/notices shall be posted at Pacifica City Hall – 170 Santa Maria Avenue, Pacifica, CA"

Nominations were then taken for Board Chair. Bennett nominated Holland for Chair and it was seconded by Peterson. Bennett was unanimously appointed Chair.

Nominations were taken for Vice Chair. Holland nominated Bennett and it was seconded by Chow. Holland was unanimously appointed Vice Chair.

A motion was made by Bennett and seconded by Holland to adopt Resolution 01-2012 By Laws for the Oversight Board for the Successor Agency City of Pacifica and Naming Officers by Resolution. The motion was unanimously approved.

5. Discussion of Conflict of Interest Code

The Board discussed the proposed Conflict of Interest Code and it was moved by Rhodes and seconded by Chow to adopt Resolution 02-2012 Conflict of Interest Code. The motion was unanimously approved. Kathy O'Connell, City of Pacifica City Clerk, handed out FPPC Form 700 packets. The 700 form "assuming office" will need to be completed by all members of the Board and returned to the City Clerk.

6. Consideration and possible approval of Recognized Obligation Payment Schedule (ROPS)

The Board requested additional information:

- Legal counsel – will this be a contract with the City and will charges be paid by the City? Labadie responded that the City would pay for legal counsel through the ROPS.
- County Audit Information – when will this be available? Staff provided the letter from the County stating that audit information would be available on Monday, April 9, 2012 after 5PM.
- Chow requested information on both the City's loan to the former Redevelopment Agency (time frame, term, interest rate) and the Tax Allocation Bond (term, interest rate). Staff did provide the Board with the payment schedule for the General Fund loan and the summary on the Tax Allocation Bond.
- The Board requested documentation for administrative costs in the ROPS.

The Board concurred that additional information was necessary prior to certifying the ROPS and continued this item to the next meeting on Monday, April 16, 2012 at Noon. Labadie reminded the group that the certified ROPS is due to the Department of Finance on Monday, April 16th.

7. Designation of Point of Contact for Department of Finance and City Staff for Clerk

It was moved by Bennett and seconded by Peterson to designate Ann Ritzma as the point of contact for Department of Finance and Clerk for the Board. The motion was unanimously approved.

8. Public Comments: Bernie Sirfy asked if being a Boardmember was a paid position. Labadie responded that the statute did not provide for any compensation.

9. Board Comments: City Clerk, Kathy O'Connell, administered the oath of office to the Boardmembers.

10. The meeting was adjourned at 6:30 p.m. Next meeting scheduled for Monday, April 16th at Noon in the City Council Chambers.

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Item #3
Legal Counsel

Resume
Agreement for Services

CRAIG LABADIE

PROFESSIONAL EXPERIENCE

LAW OFFICES OF CRAIG LABADIE
Sole Practitioner

Current

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

CITY OF CONCORD
City Attorney

2000 – 2011

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

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

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

1989 – 2000

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

Founding shareholder of Bay Area office for Sacramento-based firm representing local public agencies. Areas of specialization included general municipal law, land use and environmental law, open government laws, eminent domain, annexations, development agreements, developer fees and exactions, inverse condemnation, public works, redevelopment, and municipal finance.

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

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

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

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

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

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

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

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

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

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

PROFESSIONAL ASSOCIATIONS

LEAGUE OF CALIFORNIA CITIES - CITY ATTORNEYS DEPARTMENT

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

CALIFORNIA STATE BAR

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

CONTINUING EDUCATION OF THE BAR

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

LEGAL EDUCATION

UNIVERSITY OF CALIFORNIA, DAVIS

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

AGREEMENT FOR PROFESSIONAL SERVICES

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

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

City Attorney would provide legal services to the **OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF PACIFICA (“OVERSIGHT BOARD”)** as contemplated pursuant to the Redevelopment Dissolution Act as part of its staffing obligation, but because the City Attorney’s Office has a conflict of interest due to its representation of CITY as the Successor Agency, CITY is obtaining the services of special counsel to serve as the legal advisor for the **OVERSIGHT BOARD**; and

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

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

1. **Effective Date.** The effective date of this Agreement is March 26, 2012.
2. **Scope of Services.** CITY engages **ATTORNEY** to provide legal advice and representation to **OVERSIGHT BOARD** regarding implementation of the Redevelopment Dissolution Act, including but not limited to advice regarding the powers and duties of the **OVERSIGHT BOARD** under the Act as well as compliance with the requirements of the Brown Act, Public Records Act and Political Reform Act in the performance of such powers and duties. **ATTORNEY** shall provide both **GENERAL LEGAL SERVICES** and **CLIENT SPECIFIC LEGAL SERVICES**, which are defined in Section 4.

3. **Compensation.** ATTORNEY shall be compensated on hourly basis for services rendered under Section 2, at the rate of \$215 per hour. Additional hourly rate for services are as follows: Partner Level Attorneys \$215; Associate Level Attorneys \$185; Law Clerks \$75; and Paralegals \$65.

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

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

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

It is intended that payment to ATTORNEY will be made by CITY acting as the Successor Agency within thirty (30) days after receipt of each invoice, subject to such

work being in compliance both with the scope of services as set forth in this Agreement and within the budget established by the CITY for said services.

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

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

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

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

8. **Ownership and Maintenance of Documents.** All documents furnished by ATTORNEY pursuant to this AGREEMENT are instruments of ATTORNEY'S services in respect to any individual project. They are not intended nor represented to be suitable for reuse by others on extensions of this project or on any other project. Any reuse without specific written verification and adoption by ATTORNEY for the specific

purposes intended will be at user's sole risk and without liability or legal exposure and expenses to ATTORNEY, including attorney's fees arising out of such unauthorized reuse. ATTORNEY'S records pertaining to work performed under this Agreement shall be given to CITY at the completion of the work.

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

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

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

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

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

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

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

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

To CITY:

City of Pacifica
170 Santa Maria Avenue
Pacifica, CA 94044

Attention: _____
Telephone: _____
Facsimile: _____
Email: _____

To ATTORNEY:

Craig Labadie
50 Tara Road
Orinda, CA 94563
Telephone: (925) 250-5424
Facsimile: (925) 253-0891
Email: labadielaw@gmail.com

[signatures to follow]

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

ATTORNEY:

Craig Labadie

CITY:

CITY OF PACIFICA, as successor agency
to the Redevelopment Agency of the City
of Pacifica

By: _____

Name: Pete DeJarnatt

Title: Mayor

CONSENTED TO:

By: _____

Name: _____

Title: Chair, Oversight Board for
City of Pacifica

Item #4
Statement of Organization

Resolution
Statement of Facts

OVERSIGHT BOARD RESOLUTION NO. _____-2012

A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF PACIFICA AUTHORIZING THE CLERK OF THE BOARD TO FILE A STATEMENT OF ORGANIZATION WITH THE SECRETARY OF STATE AND THE COUNTY CLERK OF SAN MATEO COUNTY

WHEREAS, Government Code Section 53051 requires the filing of a statement of organization with the Secretary of State and the county clerk of the county within which a governmental entity is located within seventy (70) days of organization of such entity; and

WHEREAS, the Oversight Board for the Successor Agency City of Pacifica organized itself pursuant to Chapter 4 (commencing with Section 34179) of Part 1.85 of Division 24 of the Health and Safety Code (the "Board");

NOW, THEREFORE, THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF PACIFICA DOES HEREBY RESOLVE that the Clerk of the Oversight Board for the Successor Agency City of Pacifica is hereby authorized and directed to file information concerning said Board with the Secretary of State and the County Clerk of San Mateo County, as set forth in the "Statement of Facts," attached hereto and incorporated herein as Exhibit A.

PASSED AND ADOPTED by the Oversight Board for the Successor Agency City of Pacifica this _____ day of _____, 2012, by the following vote of the members thereof:

AYES: Board Members:

NOES: Board Members:

ABSENT: Board Members:

ABSTAIN: Board Members:

Chair

ATTEST:

Clerk of the Board

EXHIBIT A

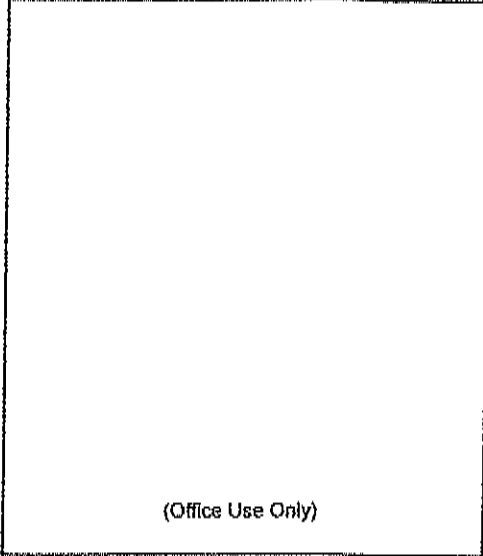
STATEMENT OF FACTS

[To Be Inserted.]



State of California Secretary of State

STATEMENT OF FACTS ROSTER OF PUBLIC AGENCIES FILING (Government Code section 53051)



(Office Use Only)

Instructions:

1. Complete and mail to: Secretary of State,
P.O. Box 942877, Sacramento, CA 94277-0001 (916) 653-3984
2. A street address must be given as the official mailing address or as the address of the presiding officer.
3. Complete addresses as required.
4. If you need additional space, attach information on an 8½" X 11" page, one sided and legible.

New Filing Update

Legal name of Public Agency: _____

Nature of Update: _____

County: _____

Official Mailing Address: _____

Name and Address of each member of the governing board:

Chairman, President or other Presiding Officer (Indicate Title): _____

Name: _____ Address: _____

Secretary or Clerk (Indicate Title): _____

Name: _____ Address: _____

Members:

Name: _____ Address: _____

Name: _____ Address: _____

Name: _____ Address: _____

Name: _____ Address: _____

Name: _____ Address: _____

RETURN ACKNOWLEDGMENT TO: (Type or Print)

NAME [_____]

_____ Date

ADDRESS

_____ Signature

CITY/STATE/ZIP [_____]

_____ Typed Name and Title

Redevelopment Successor Agency Over Sight Committee Representatives

<u>Name</u>	<u>Representing</u>	<u>Address</u>	<u>Email</u>	<u>Phone</u>
Josie Peterson	K-12 Schools	375 Reina Del Mar, Pacifica 94044	jpeterson@pacificasd.org	650-738-6613
Mary Ann Nihart	City of Pacifica	170 Santa Maria, Pacifica 94044	nihartm@ci.pacificca.ca.us	650-784-9141
Steve Rhodes	City of Pacifica	170 Santa Maria, Pacifica 94044	rhodes@ci.pacificca.ca.us	650-738-7401
Raymond Chow	Community Colleges	3401 CSM Drive, San Mateo 94402	chow@smccd.edu	650-358-6742
Dave Holland	San Mateo County	400 County Center, Redwood City 94063	dholland@smcgov.org	650-363-1999
Debra Penny Bennett	San Mateo County		pennybennett9@gmail.com	
Pete DeJarnatt	County Library JPA	170 Santa Maria, Pacifica 94044	none	650-355-5777
Ann Ritzma	Staff - City of Pacifica	170 Santa Maria, Pacifica 94044	ritzmaa@ci.pacificca.ca.us	650-738-7402
Craig Labadie	Legal Counsel		labadie@ci.pacificca.ca.us	925-250-5424

Item #5
Statement of Organization

- a) Resolution
- b) Revised 4-12-12 ROPS
- c) Draft Letter to DOF, Controller and County
- d) H&S Code Section 34167
- e) County Audit
- f) Administrative Costs
- g) Tax Allocation Bond
- h) Long Term Debit -- Loan from City to Former RDA

OVERSIGHT BOARD RESOLUTION NO. _____-2012

**A RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY
CITY OF PACIFICA APPROVING THE RECOGNIZED OBLIGATION PAYMENT
SCHEDULE OF THE SUCCESSOR AGENCY CITY OF PACIFICA FOR THE
PERIOD JANUARY 1 - JUNE 30, 2012**

WHEREAS, Section 34177 (1)(2) of the Health and Safety Code requires the City of Pacifica as the successor agency to the former Redevelopment Agency of the City of Pacifica ("Successor Agency") to submit to the State Department of Finance ("DOF"), the State Controller, and the San Mateo County Auditor-Controller ("County Auditor") for review, by April 15, 2012, a Recognized Obligation Payment Schedule for the period January 1 through June 30, 2012 (the "ROPS"), that has been certified by the San Mateo County Auditor-Controller as to its accuracy and that has been reviewed and approved by the Oversight Board for the Successor Agency City of Pacifica ("Board"); and

WHEREAS, it is not clear that the San Mateo County Auditor-Controller will be able to complete its review of the ROPS in sufficient time for the Board to review and approve and the Successor Agency to submit it to DOF, the State Controller and the County Auditor prior to the April 15 deadline; and

WHEREAS, in order to facilitate DOF's ability to make timely payments to successor agencies and taxing agency by June 1, 2012, as required by Health and Safety Code Section 34183(a), DOF has advised that where county auditor-controllers are unable to certify draft recognized obligation payment schedules in sufficient time for oversight boards to review and approve them for submittal to DOF, the State Controller and the county auditor-controllers within the applicable deadlines, successor agencies should, within the applicable timelines, submit the uncertified ROPS to their oversight boards for review and approval and submittal to DOF, State Controller and county auditor-controllers.

NOW, THEREFORE, THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF PACIFICA DOES RESOLVE AS FOLLOWS:

Section 1. The Recognized Obligation Payment Schedule for the period January 1 - June 30, 2012, in the form attached to this resolution and incorporated herein by reference, is hereby approved.

Section 2. The staff of the Successor Agency is hereby directed to submit the ROPS to the State Department of Finance, the State Controller and the San Mateo County Auditor-Controller and post the ROPS on the Successor Agency's website in accordance with Health and Safety Code Section 34177(1)(2)(C), and to cooperate with DOF to the extent necessary to obtain DOF's acceptance of the ROPS, including, if necessary, making modifications to the ROPS determined by the Successor Agency's City Manager to be reasonable and financially feasible to meet its legally required financial obligations.

3. Upon the Successor Agency's receipt of the certified ROPS from the County Auditor, and provided the certified ROPS did not require substantial changes from the ROPS approved by this resolution, the Board deems the certified ROPS approved by the Board and the Successor Agency is hereby authorized and directed to submit the certified ROPS to DOF, the State Controller and the County Auditor for review. If the certified ROPS is substantially different from the ROPS approved by this resolution, the Successor Agency is hereby directed to submit the certified ROPS to the Board for review and approval prior to its submittal to DOF, the State Controller and the County Auditor for review.

PASSED AND ADOPTED by the Oversight Board for the Successor Agency City of Pacifica this _____ day of _____, 2012, by the following vote of the members thereof:

- AYES: Board Members:
- NOES: Board Members:
- ABSENT: Board Members:
- ABSTAIN: Board Members:

Chair

ATTEST:

Clerk of the Board

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AB 26 - Section 34177; Revised April 12, 2012

Project Name / Debt Obligation	Payee	H&S Code 34167 Description	Total Outstanding Debt or Obligation as of 1/1/2012	Total Due During Fiscal Year 2011-12	Funding Source	Payments by month (2012)												Total Jan-June
						Jan.	Feb.	March	April	May	June							
2004 Tax Allocation Bonds Series A	Bank of New York Mellon	Bonds issued to refinance activities H&S Code Section 33972	\$2,544,182	\$164,736.13	A	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$62,593.13	\$2,593.13		
Fiscal Agent Fee	Bank of New York	Fiscal Agent Fee - H&S Code Section 34602	\$2,175.00	\$2,175.00	A	\$0.00	\$0.00	\$0.00	\$0.00	\$2,175.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,175.00		
Annual Audit Tax Collection	Mass. Levy and San Mateo County	Annual Audit - H&S 34182(e) Collection of taxes Staff Adm. H&S	\$2,000.00 \$2,400.00	\$2,000.00 \$2,400.00	A A	\$2,000.00 \$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$2,000.00 2,400.00		
Administration Successor Redevelopment Loan from General Fund	City of Pacifica	Loan H&S 34171(3)(b)	\$10,800.00 \$6,149,971.00	\$24,000.00 \$60,000.00	A A	\$1,800.00 \$0.00	\$1,800.00	\$1,800.00	\$3,200.00	\$3,200.00	\$0.00	\$0.00	\$0.00	\$0.00	\$3,200.00	\$15,000.00 0.00		
Administration Successor	City of Pacifica	Legal Staff Adm. H&S 34182(e)	\$21,300.00	\$33,800.00	A	\$2,500.00	\$2,500.00	\$2,500.00	\$4,600.00	\$4,600.00	\$4,600.00	\$4,600.00	\$4,600.00	\$4,600.00	\$4,600.00	21,300.00		
Statutory Payment	North Coast County Water District	CRL 33607.5 and 7	\$88,750.00	\$5,500.00	A	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	2,750.00		
Legal Counsel	City of Pacifica	Administration H&S 34183(a)(3)	\$19,350.00	\$19,350.00	A	\$0.00	\$0.00	\$0.00	\$6,450.00	\$6,450.00	\$6,450.00	\$6,450.00	\$6,450.00	\$6,450.00	\$6,450.00	19,350.00		
Totals - This Page			\$8,820,928.00	\$313,981.13		\$6,300.00	\$4,300.00	\$6,700.00	\$14,250.00	\$19,175.00	\$96,843.13	\$19,175.00	\$96,843.13	\$147,568.13	\$147,568.13			

* Indicates approximate or estimated figures.
 H&S Code Section 34177



Scenic Pacifica

CITY OF PACIFICA

170 Santa Maria Avenue • Pacifica, California 94044-2506

www.cityofpacifica.org

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Peter DeJarnatt

MAYOR PRO TEM
Len Stone

COUNCIL
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Mary Ann Nihart
Ginny Jaquith

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April 16, 2012

State Department of Finance:

Email to: redevelopment_administration@dof.ca.gov

State Controller's Office:

Email to: rda-sdsupport@sco.ca.gov and pmiss@sco.ca.gov

County Auditor-Controller:

Tom Huening, San Mateo County Controller

555 County Center, 4th Floor

Redwood City, CA 94063-1663

RE: Transmission of First Recognized Obligation Payment Schedule pursuant to Health and Safety Code Section 34177

Dear _____:

In accordance with the provisions of Section 34177(l) of the California Health and Safety Code, enclosed is the First Recognized Obligation Payment Schedule for the period January 1 through June 30, 2012 (the "ROPS") approved by the Oversight Board for the Successor Agency City of Pacifica (the successor agency to the Redevelopment Agency of the City of Pacifica).

If you have any questions on the ROPS, please call contact Ann Ritzma, Administrative Services Director of the City of Pacifica, at 650-738-7402, or email me at ritzmaa@ci.pacificac.ca.us.

By _____

Ann Ritzma, Clerk of the Oversight Board for the Successor Agency City of Pacifica

Attachments: First ROPS

California Health and Safety Code Section 34167

(d) For purposes of this part, "enforceable obligation" means any of the following:

- 1) Bonds, as defined by Section 33602 and bonds issued pursuant to Section 5850 of the Government Code, including the required debt service, reserve set-asides and any other payments required under the indenture or similar documents governing the issuance of the outstanding bonds of the redevelopment agency.
- 2) Loans of moneys borrowed by the redevelopment agency for a lawful purpose, including, but not limited to, moneys borrowed from the Low and Moderate Income Housing Fund, to the extent they are legally required to be repaid pursuant to a required repayment schedule or other mandatory loan terms.
- 3) Payments required by the federal government, preexisting obligations to the state or obligations imposed by state law, other than passthrough payments that are made by the county auditor-controller pursuant to Section 34183, or legally enforceable payments required in connection with the agencies' employees, including, but not limited to, pension payments, pension obligation debt service, and unemployment payments.
- 4) Judgments or settlements entered by a competent court of law or binding arbitration decisions against the former redevelopment agency, other than passthrough payments that are made by the county auditor-controller pursuant to Section 34183. Along with the successor agency, the oversight board shall have the authority and standing to appeal any judgment or to set aside any settlement or arbitration decision.
- 5) Any legally binding and enforceable agreement or contract that is not otherwise void as violating the debt limit or public policy.
- 6) Contracts or agreements necessary for the continued administration or operation of the redevelopment agency to the extent permitted by this part, including, but not limited to, agreements to purchase or rent office space, equipment and supplies, and pay-related expenses pursuant to Section 33127 and for carrying insurance pursuant to Section 33134.

555 County Center, 4th Floor
Redwood City, California 94063-1663
Telephone: (650) 363-4777
Email: Controller@smcgov.org
www.co.sanmateo.ca.us/controller



Bob Adler
Controller

County of San Mateo
Office of the Controller

Kanchan K. Charan
Deputy Controller

April 9, 2012

To: Oversight Board of the Pacifica Redevelopment Agency

Pursuant to California Health and Safety Code Section 34182(a) (H&S §34182(a)), the County Controller's Office is required to conduct an agreed-upon procedures (AUP) engagement by July 1, 2012 for the following purpose:

- To establish each redevelopment agency's (RDA's) assets and liabilities,
- To document and determine each RDA's pass-through payment obligations to other taxing agencies,
- To document and determine both the amount and the terms of any indebtedness incurred by the RDA, and
- To certify the initial Recognized Obligation Payment Schedule (ROPS).

Furthermore, H&S §34177(1)(1)-(3) requires the following sequence of events for the initial ROPS prepared by the Successor Agency:

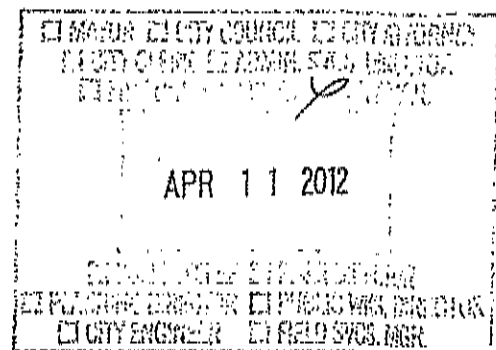
- The initial ROPS shall be certified by the County Controller pursuant to H&S §34182 (as noted above),
- The certified ROPS shall be approved by the Oversight Committee,
- The certified and approved ROPS shall be submitted to the County Controller, State Controller's Office (SCO) and Department of Finance (DOF) by April 15, 2012 by the Successor Agency.

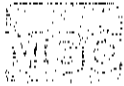
The SCO issued guidance on the minimum procedures the County Controller shall perform in order to comply with H&S §34182. Our office contracted with Macias, Gini & O'Connell LLP (MGO), certified public accountants, to perform the required AUP in accordance with SCO's guidelines in order to comply with H&S §34182. MGO was contracted to comply with H&S §34182(a) in two phases; Phase 1 to "certify" (as set forth in H&S §34182) the initial ROPS and issue a report by April 2, 2012 and Phase 2 to complete the remaining H&S §34182(a)(2) requirements and issue a report by June 29, 2012.

Please find enclosed the *Independent Accountant's Report on Applying Agreed-Upon Procedures* issued by MGO, which represents the SCO's agreed-upon procedures to be performed on the initial ROPS. This memorandum and attached report fulfills my requirement as Auditor-Controller in regards to the initial ROPS pursuant to H&S §34182(a). Please note that the Agreed-Upon Procedures conducted by the Auditor-Controller pursuant to H&S §34182 do not include a legal determination of whether the "obligations" listed by the Successor Agency are properly on the ROPS. This report does, however, identify potential issues that the Oversight Board may wish to consider and further explore before approving the ROPS. Such issues are identified on Attachment E. If, in the course of reviewing the initial ROPS, you have questions, please contact Deputy Controller Kanchan Charan.

Very truly yours,

Bob Adler, Controller
County of San Mateo





Certified Public Accountants.

Sacramento • Walnut Creek • Oakland • Los Angeles/Century City • Newport Beach • San Diego

mgocpa.com

County Auditor-Controller
County of San Mateo
Redwood City, California

**Independent Accountant's Report on
Applying Agreed-Upon Procedures**

We have performed the agreed-upon procedures enumerated in Attachment A which were agreed to by the County of San Mateo (County) Auditor-Controller, solely to assist you in ensuring that the City of Pacifica, California (City), as successor agency to the Pacifica Redevelopment Agency, is complying with certain statutory requirements with respect to ABX1 26. Management of the City and County are responsible for the accounting records pertaining to statutory compliance pursuant to Health and Safety Code section 34182. 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 the party specified in this 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.

The scope of this engagement was limited to performing the select agreed-upon procedures at your direction as set forth in Attachment A.

Attachment B 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 B. 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 County Auditor-Controller, and is not intended to be, and should not be used by anyone other than this specified party. This restriction is not intended to limit distribution of this report, which is a matter of public record.

Macias Gini & Connell LLP

Walnut Creek, California
April 6, 2012

Attachment A

Agreed-Upon Procedures Engagement
Pursuant to ABX1 26, Community Redevelopment Dissolution

Purpose: To assist in the Auditor-Controller's certification of the initial recognized obligation payment schedule pursuant to Health and Safety Code section 34177(1)(2)(A)

Recognized Obligation Payment Schedule (Draft ROPS)

Obtain a copy of the initial draft ROPS from the successor agency.

1. Obtain and attach the initial draft ROPS and inspect evidence that it was prepared by March 1, 2012.
2. Inspect evidence that the draft ROPS includes monthly scheduled payments for each enforceable obligation for the current six-month reporting time period.
3. Trace all enforceable obligations listed on the draft ROPS to the legal document that forms the basis for the obligation.
4. For each obligation stated on the draft ROPS, identify and report the legal section under Health and Safety Code Section 34167(d) that qualifies it for inclusion on the draft ROPS and the date the obligation was incurred. Read the legal document/agreement and determine if the terms of the agreement complies with Health and Safety Code Sections 34161 through 34165.
 - a. If the terms of the legal document/agreement appear not to comply with Health and Safety Code Sections 34161 through 34165, include: change of payments on the ROPS to arrive at the validated payment amounts; change made to the initially submitted ROPS due to errors or oversight; and identify payment and/or obligation amounts that require additional information or other approvals.
 - b. If the terms of the legal document/agreement appear to comply with Health and Safety Code Sections 34161 through 34165, include the payments on the ROPS and categorize the payments as "ROPS Validated Payments", "Non-ROPS Payments for Administrative Costs", and "Non-ROPS Payments for Pass-Throughs" as defined by the County for the period January 1, 2012 through June 30, 2012 and include the total related obligations payable as of January 1, 2012.
5. Obtain and read the written agreement(s) with the sponsoring community and determine whether the agreement complies with Health and Safety Code Section 34178.

Attachment B

Agreed-Upon Procedures Engagement
Pursuant to ABX1 26, Community Redevelopment Dissolution
Results of Procedures Performed

Recognized Obligation Payment Schedule (Draft ROPS)

We obtained a copy of the initial draft ROPS from the successor agency and performed the following.

1. Obtained and attached the initial draft ROPS and inspected evidence that it was prepared by March 1, 2012.

Finding: No exceptions were noted as a result of our procedure. See Attachment C.

2. Inspected evidence that the draft ROPS includes monthly scheduled payments for each enforceable obligation for the current six-month reporting time period.

Finding: No exceptions were noted as a result of our procedure.

3. Traced all enforceable obligations listed on the draft ROPS to the legal document that forms the basis for the obligation.

Finding: See results summarized at Attachment E.

4. For each obligation stated on the draft ROPS, identified and reported the legal section under Health and Safety Code Section 34167(d) that qualifies it for inclusion on the draft ROPS and included the date the obligation was incurred. Read the legal document/agreement and determined if the terms of the agreement complies with Health and Safety Code Sections 34161 through 34165.

- a. If the terms of the legal document/agreement appear to not comply with Health and Safety Code Sections 34161 through 34165, included: change of payments on the ROPS to arrive at the validated payment amounts; change made to the initially submitted ROPS due to errors or oversight; and identified payment and/or obligation amounts that require additional information or other approvals.

- b. If the terms of the legal document/agreement appear to comply with Health and Safety Code Sections 34161 through 34165, include the payments on the ROPS and categorize the payments as "ROPS Validated Payments", "Non-ROPS Payments for Administrative Costs", and "Non-ROPS Payments for Pass-Throughs" as defined by the County for the period January 1, 2012 through June 30, 2012 and include the total related obligations payable as of January 1, 2012.

Finding: See results summarized at Attachments D and E.

5. Obtained and read the written agreement(s) with the sponsoring community and determined whether the agreement(s) complies with Health and Safety Code Section 34178.

Finding: Obtained and read the Redevelopment Loan agreement dated August 11, 1980 (Attachment C, Page 1, Obligation 6). The agreement does not meet the provisions of 34178(b). However, under 34178(a), a successor entity wishing to enter or reenter into agreements with the city that formed the redevelopment agency that it is succeeding may do so upon obtaining the approval of the oversight board.

Our procedures performed above do not provide a legal determination.

Attachment D

Pacifica Redevelopment Agency

SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULES

County of San Mateo Auditor-Controller

(Per AB 26 - Section 34177)

	<u>Total Count</u>	<u>Total Amount</u>
Total Payment per Recognized Obligation Payment Schedule provided by the City of Pacifica, see Attachment C.		
Page 1	8	\$ 77,268
Grand Total	<u>8</u>	<u>\$ 77,268</u>
Total Reduction (Addition) of Payments on ROPS listed in AUP Procedures 4a, see Attachment E.		
Grand Total		<u>\$ 2,175</u>
Total Validated Payments listed in AUP Procedures 4b, see Attachment E.		
ROPS Validated Payments		\$ 42,143
Non-ROPS Payments for Administrative Costs		27,800
Non-ROPS Payments for Pass-Throughs		5,150
Grand Total		<u>\$ 75,093</u>

**Pacifica Redevelopment Agency
Detailed Schedule of Procedures and Findings
County of San Mateo Auditor-Controller
(Per AB 26 - Section 34177)**

Page #	Obligation # on RDP#	Obligation #	Payee	Description	Total Outstanding Obligation as of 1/31/12	AUP Procedure 3		AUP Procedure 4		AUP Procedure 4E			AUP Procedure 4F			
						Findings (Yes/No)	Date of Obligations	WAS Code	Reduction of Payments on RDP# (1/31/12 - 6/30/12)	Amounts that require additional information for other approvals	RDPS Payments on Administrative Costs for the period 1/1/12 - 6/30/12	Non-RDPS Payments on Administrative Costs for the period 7/1/12 - 6/30/12	Non-RDPS Payments on Administrative Costs for the period 7/1/12 - 6/30/12	Trust Obligations Payable as of 1/31/12		
1	1	2008 Year Assessment Bonds Series A	Bank of New York Mellon	Bonds issued to refinance activities	\$ 2,624,325	No	8/11/2008	(1)	\$ -	\$ -	\$ 42,143	\$ -	\$ -	\$ 2,624,325		
1	2	Round Agent Fee	Bank of New York Mellon	Round Agent Fee	2,175	Yes	8/11/2008	(1)	2,175	2,175	-	-	-	-		
1	3	Annual Audit	Mass, Long and Hinchey	Annual Audit	2,000	No	7/11/2011	(5)	-	-	-	2,000	-	2,000		
1	4	Tax Collection	San Mateo County	Collection of taxes	2,420	No	NA	Not Provided	-	-	-	-	2,409	2,409		
1	5	Administrative Successor	City of Pacifica	City Manager - term	19,899	Yes	9	(6)	9,000	-	-	10,899	-	10,899		
1	6	Indebtedness Loan from General Fund	City of Pacifica	Loan	\$,259,971	Yes	8/11/1988	(7)	\$,209,971	-	-	-	-	-		
1	7	Administrative Successor	City of Pacifica	Local Administration	27,500	Yes	9	(6)	12,500	-	-	15,000	-	15,000		
1	8	Statutory Payment	North Coast County Water District	CRF 53107.5 and 7	71,800	Yes	NA	Not Provided	-	-	-	-	2,750	2,750		
					\$ 3,251,971				\$ 2,775	\$ -	\$ 42,143	\$ 27,800	\$ 5,159	\$ 2,655,271		

Notes:
 *1 These are obligations submitted by the City. These amounts may be subsequently adjusted by the Auditor-Controller upon receipt of financial statement results of the former RDA as of end for the period ended January 31, 2012.
 *2 Reductions (additions) of payments on RDP#s are changes made to the initially submitted RDP#s in order to arrive at the validated payment amounts.
 *3 Corrections are changes made to the initially submitted RDP#s due to errors or oversight.
 *4 Validated Payments are changes by the County as Payments that have been made in supporting documentation for completion with applicable health and Safety Code Sections. Obligations should be approved by the Oversight Board. Approvals in this column does not represent a legal determination.
 *5 Non-RDPS Payments for Administrative Costs are defined by the County to be payments subject to the approval of the Oversight Board and subject to statutory max.
 *6 No specific date as the obligation is recognized as services are performed. Administrative costs associated with list items after January 31, 2012 are not considered part of the RDP#.

Administrative Costs Successor Agency

<u>Staff:</u>	<u>per H&S 34182(e)</u>			
		<u>Hourly rate</u>	<u>Hours per month</u>	<u>Total per month</u>
Administrative Services Director		\$80	40	\$3,200
City Legal		\$230	20	\$4,600
Oversight Board Counsel		\$215	30	\$6,450

Revisions based on projected staff costs and payment schedule for TAB
Changes since 4-4-12

1)	Tax Allocation Bond 2004	\$40,450.13
5)	Admin - Staff	\$4,200.00
7)	Legal - City	\$6,300.00
9)	Legal - Oversight Board	<u>\$1,350.00</u>
		\$52,300.13

NEW ISSUE
FULL BOOK ENTRY

NO RATING
BANK QUALIFIED

(See "MISCELLANEOUS - No Rating" herein)

In the opinion of Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, subject, however, to certain qualifications described herein, under existing law, the interest on the Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; provided, however, that for the purposes of computing the alternative minimum tax imposed on certain corporations such interest is required to be taken into account in determining certain income and earnings, and the Bonds are "qualified tax-exempt obligations" within the meaning of section 265(b)(3) of the Internal Revenue Code of 1986. In the further opinion of Bond Counsel, such interest is exempt from California personal income taxation. See "TAX MATTERS" herein.

\$1,725,000
Redevelopment Agency of the City of Pacifica
Rockaway Beach Redevelopment Project
2004 Tax Allocation Bonds

Dated: Date of Delivery

Due: July 1, as shown below

The captioned Bonds (the "Bonds") are being issued by the Redevelopment Agency of the City of Pacifica (the "Agency") pursuant to the California Community Redevelopment Law, constituting Part 1, Division 24 (commencing with Section 33000) of the California Health and Safety Code (the "Redevelopment Law") and an Indenture of Trust dated as of August 1, 2004 (the "Indenture"), by and between the Agency and BNY Western Trust Company, as trustee (the "Trustee"). The Bonds are being issued to refinance redevelopment activities with respect to the Agency's Rockaway Beach Redevelopment Project (the "Project Area") by repaying a portion of a loan made by the City of Pacifica (the "City") to the Agency (the "City Loan"), to establish a reserve fund for the Bonds and to pay costs of issuance of the Bonds. The Bonds are special obligations of the Agency and are payable primarily from tax increment revenues derived from property in the Project Area and allocated to the Agency pursuant to the Redevelopment Law (the "Tax Revenues"). No funds or properties of the Agency, other than the Tax Revenues are pledged to secure the Bonds. The Agency may issue additional obligations payable on a parity with the Bonds pursuant to the terms of the Indenture.

The Bonds are being issued in fully registered form, and when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York. DTC will act as securities depository for the Bonds. Individual purchases of the Bonds may be made in book-entry form only, in denominations of \$5,000 or any integral multiple thereof. Purchasers of interests in the Bonds will not receive certificates representing their interest in the Bonds purchased.

Interest on the Bonds will be payable semiannually on January 1 and July 1 of each year, commencing January 1, 2005. Payments of principal, premium, if any, and interest on the Bonds will be payable by the Trustee, to DTC, which is obligated in turn to remit such principal, premium, if any, and interest to the DTC Participants for subsequent disbursement to the Beneficial Owners of the Bonds, as more fully described herein.

The Bonds are subject to optional and mandatory redemption prior to maturity as described herein. See "THE BONDS — Redemption of the Bonds" herein.

This cover page contains certain information for general reference only. It is not intended to be a summary of the security or terms of this issue. Investors are advised to read the entire Official Statement to obtain information essential to the making of an informed investment decision. Capitalized terms used and not defined on this cover page shall have the meanings set forth herein.

For a discussion of some of the risks associated with a purchase of the Bonds, see "RISK FACTORS" herein.

Maturity Schedule
Base CUSIP: 695106

Maturity Date (July 1)	Principal Amount	Interest Rate	Price Or Yield	CUSIP	Maturity Date (July 1)	Principal Amount	Interest Rate	Price Or Yield	CUSIP
2006	\$35,000	2.900%	100.000%	AA 2	2014	\$50,000	4.900%	5.000%	AJ 3
2007	35,000	3.500	100.000	AB 0	2015	50,000	5.000	5.100	AK 0
2008	35,000	3.800	100.000	AC 8	2016	55,000	5.200	5.300	AL 8
2009	40,000	4.150	100.000	AD 6	2017	55,000	5.300	5.400	AM 6
2010	40,000	4.200	4.300	AE 4	2018	60,000	5.400	5.500	AN 4
2011	40,000	4.500	4.560	AF 1	2019	60,000	5.500	5.600	AP 9
2012	45,000	4.650	4.750	AG 9	2020	65,000	5.625	5.700	AQ 7
2013	45,000	4.800	4.900	AH 7					

\$300,000 5.700% Term Bonds due July 1, 2024, Priced to yield 5.80%; CUSIP† AU 8
\$715,000 5.750% Term Bonds due July 1, 2031, Priced to yield 5.80%; CUSIP† BB 9

†CUSIP Copyright 2004, American Bankers Association, CUSIP data herein is provided by Standard & Poor's CUSIP Service Bureau, a division of The McGraw Hill Companies, Inc.

The Bonds will be offered when, as and if issued and accepted by the Underwriter, subject to approval as to legality by Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, and subject to certain other conditions. Jones Hall is also acting as Disclosure Counsel. It is anticipated that the Bonds, in book entry form, will be available for delivery in New York, New York, on or about August 26, 2004.

PiperJaffray

Dated: August 11, 2004

Debt Service Schedule

Scheduled debt service on the Bonds, without regard to any optional redemption, is shown in the following table.

Table 1
REDEVELOPMENT AGENCY OF THE CITY OF PACIFICA
Rockaway Beach Redevelopment Project
2004 Tax Allocation Bonds
Debt Service Schedule

Bond Year Ending (July 1)	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2005		\$ 78,025.99	\$ 78,025.99
2006	\$ 35,000	92,096.26	127,096.26
2007	35,000	91,081.26	126,081.26
2008	35,000	89,856.26	124,856.26
2009	40,000	88,526.26	128,526.26
2010	40,000	86,866.26	126,866.26
2011	40,000	85,186.26	125,186.26
2012	45,000	83,386.26	128,386.26
2013	45,000	81,293.76	126,293.76
2014	50,000	79,133.76	129,133.76
2015	50,000	76,683.76	126,683.76
2016	55,000	74,183.76	129,183.76
2017	55,000	71,323.76	126,323.76
2018	60,000	68,408.76	128,408.76
2019	60,000	65,168.76	125,168.76
2020	65,000	61,868.76	126,868.76
2021	70,000	58,212.50	128,212.50
2022	75,000	54,222.50	129,222.50
2023	75,000	49,947.50	124,947.50
2024	80,000	45,672.50	125,672.50
2025	85,000	41,112.50	126,112.50
2026	90,000	36,225.00	126,225.00
2027	95,000	31,050.00	126,050.00
2028	100,000	25,587.50	125,587.50
2029	110,000	19,837.50	129,837.50
2030	115,000	13,512.50	128,512.50
2031	<u>120,000</u>	<u>6,900.00</u>	<u>126,900.00</u>
Total	\$1,725,000	\$1,655,369.89	\$3,380,369.89


**BNY MELLON
CORPORATE TRUST**

The Bank of New York Mellon Trust Company, N.A.
Corporate Trust
100 Pine Street, Suite 3100
San Francisco, CA 94111

Date: December 05, 2011
DB/Loan#: BNYLOANS/PACIFCATAB4
Re: PACIFICA, CITY OF 2004

Ms. Ann Ritzma
Director, Adm Services
City of Pacifica
170 Santa Maria Avenue
PACIFICA, CA 94044

Dear Ms. Ritzma,

Please be advised that payment in the amount of \$41,693.13 is due on 12/28/2011 for PACIFICA, CITY OF 2004. The bondholder payment date is 01/01/2012. The details of the amount due are as follows:

	<i>Amount in Dollars(\$)</i>
Principal	\$0.00
Interest	\$41,693.13
<hr/>	
Collection Amount	\$41,693.13
Total Cash on Hand	(\$0.00)
Total Amount Due	\$41,693.13

In order for us to ensure timely payments to Bondholders, funds must be sent in accordance with the instructions below.

If paying by wire, please include your GLA and TAS/DDA numbers on your wire transfer legend.

If paying by check, please include your TAS/DDA number on your check.

Wire Payment Instructions:
The Bank of New York Mellon
ABA#: 021000018
GLA#: 111-565
Type Account No.
TAS 870166
Attention: Wade Winkler

Check Payment Address:
The Bank of New York Mellon Trust Company, N.A.
ATTENTION: Wade Winkler
Corporate Trust
100 Pine Street, Suite 3100
San Francisco, CA 94111

Wire Payments must be received by BNY Mellon before 12:00 E.S.T. on 12/28/2011.
Check payments must be received by BNY Mellon 5 business days prior to 01/01/2012.

Comments

RE: REDEVELOPMENT AGENCY OF THE CITY OF PACIFICA ROCKAWAY BEACH REDEVELOPMENT 2004 TAX ALLOCATION BONDS. EMAIL TO: RITZMAA@CI.PACIFICA.CA.US AND MCCLELLANS@CI.PACIFICA.CA.US

If you are not in agreement with the information detailed on this bill, please contact me at (415)263-2439 or email me at wade.winkler@bnymellon.com.

Thank you,

Wade Winkler
Corporate Trust



**BNY MELLON
CORPORATE TRUST**

The Bank of New York Mellon Trust Company, N.A.
Corporate Trust
550 Kearny Street, Suite 600
San Francisco, CA 94108

Date: June 7, 2011
DB/Loan#: BNYLOANS/PAFICATAB4
Re: PACIFICA, CITY OF 2004

Ms. Ann Ritzma
Director, Adm Services
City of Pacifica
170 Santa Maria Avenue
PACIFICA, CA 94044

*mailed on
6/2/11*

Dear Ms. Ritzma,

Please be advised that payment in the amount of \$82,593.13 is due on 06/27/2011 for PACIFICA, CITY OF 2004. The bondholder payment date is 07/01/2011. The details of the amount due are as follows:

	<i>Amount In Dollars(\$)</i>
Principal	\$40,000.00
Interest	\$42,593.13
<hr/>	
Collection Amount	\$82,593.13
Total Cash on Hand	(\$0.00)
Total Amount Due	\$82,593.13

In order for us to ensure timely payments to Bondholders, funds must be sent in accordance with the instructions below.

If paying by wire, please include your GLA and TAS/DDA numbers on your wire transfer legend.

If paying by check, please include your TAS/DDA number on your check.

Wire Payment Instructions:
The Bank of New York Mellon
ABA#: 021000018
GLA#: 111-565
Type Account No.
TAS 870166
Attention: Wade Winkler

Check Payment Address:
The Bank of New York Mellon Trust Company, N.A.
ATTENTION: Wade Winkler
Corporate Trust
550 Kearny Street, Suite 600
San Francisco, CA 94108

Wire Payments must be received by BNY Mellon before 12:00 E.S.T. on 06/27/2011.
Check payments must be received by BNY Mellon 5 business days prior to 07/01/2011.

Comments
RE: REDEVELOPMENT AGENCY OF THE CITY OF PACIFICA ROCKAWAY BEACH REDEVELOPMENT 2004 TAX ALLOCATION BONDS.

If you are not in agreement with the information detailed on this bill, please contact me at (415)263-2439 or email me at wade.winkler@bnymellon.com.

Thank you,

Wade Winkler
Corporate Trust

PACIFICA REDEVELOPMENT AGENCY
NOTES TO BASIC FINANCIAL STATEMENTS
June 30, 2011

NOTE 5 – CAPITAL ASSETS

The Agency's land and improvements at June 30, 2011, consist of several land parcels currently used as parking lots and community areas in the Rockaway Beach Area. Activity for the fiscal year ended June 30, 2011 was as follows:

	Balance July 1, 2010	Additions	Deletions	Balance June 30, 2011
Land developed as parking lots	\$ 814,845	\$ -	\$ -	\$ 814,845
Land used as community areas	20,430			20,430
	<u>\$ 835,275</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 835,275</u>

NOTE 6 – LONG-TERM DEBT

The Agency generally incurs debt to finance projects or purchase assets. The Agency's debt issues and transactions are summarized below and discussed in detail subsequently.

	Balance July 1, 2010	Additions	Retirements	Balance June 30, 2011	Due in One year
2004 Tax allocation bonds	\$ 1,580,000	\$ -	\$ (40,000)	\$ 1,540,000	\$ 40,000
Advances from the City of Pacifica	5,993,040	216,931		6,209,971	
Totals	<u>\$ 7,573,040</u>	<u>\$ 216,931</u>	<u>\$ (40,000)</u>	<u>\$ 7,749,971</u>	<u>\$ 40,000</u>

2004 Tax Allocation Bonds: During August 2004, the Redevelopment Agency of the City of Pacifica issued \$1,725,000 in Rockaway Beach Redevelopment Project 2004 Tax Allocation Bonds at interest rates varying from 2.9% to 5.75%. The net proceeds of the bonds were issued to refinance redevelopment activities by repaying a portion of the loan made by the City to the Agency and to establish a reserve fund. Interest on the bonds will be payable semiannually on January 1 and July 1 each year, commencing January 1, 2005. The bonds mature on July 1, 2031.

Annual debt service requirements, to maturity, for the 2004 Tax Allocation Bonds are as follows:

Fiscal Year Ended June 30,	2004 Tax Allocation Bonds		
	Principal	Interest	Total
2012	\$ 40,000	\$ 84,286	\$ 124,286
2013	45,000	82,340	127,340
2014	45,000	80,214	125,214
2015	50,000	77,909	127,909
2016	50,000	75,434	125,434
2017-2021	295,000	332,973	627,973
2022-2026	385,000	238,180	623,180
2027-2031	510,000	111,553	621,553
2032	120,000	3,436	123,436
	<u>\$ 1,540,000</u>	<u>\$ 1,086,325</u>	<u>\$ 2,626,325</u>

PACIFICA REDEVELOPMENT AGENCY
 NOTES TO BASIC FINANCIAL STATEMENTS
 June 30, 2011

NOTE 6 -- LONG-TERM DEBT (Continued)

Advances payable to the City of Pacifica consist of the following:

	Balance July 1, 2010	Additions	Retirements	Balance June 30, 2011
General Fund:				
Principal	\$ 2,341,185	\$ -	\$ -	\$ 2,341,185
Interest	3,395,713	199,001		3,594,714
	<u>5,736,898</u>	<u>199,001</u>		<u>5,935,899</u>
Special Revenue Fund:				
Principal	175,190			175,190
Interest	80,952	17,930		98,882
	<u>256,142</u>	<u>17,930</u>		<u>274,072</u>
	<u>\$ 5,993,040</u>	<u>\$ 216,931</u>	<u>\$ -</u>	<u>\$ 6,209,971</u>

The City of Pacifica loans money to the Agency to be used for any expense necessary or incidental to carrying out the Redevelopment Plan. At June 30, 2011, outstanding loans of \$5,935,899 including accrued interest have been made by the General Fund and are to be repaid to the City from incremental tax revenues of the project area and sales of redevelopment property, when available.

CITY OF PACIFICA
 JOINT CITY COUNCIL AND
 REDEVELOPMENT AGENDA SUMMARY REPORT
 March 9, 2011

Agenda Item No.

SUBJECT:

Adoption of Resolutions for the Approval of Amended and Restated Loan and Repayment Agreement Between the City of Pacifica and the Redevelopment Agency of the City of Pacifica

ORIGINATED BY:

City Attorney
 Director of Administrative Services

DISCUSSION:

Recent developments related to the California budget have raised the possibility that the State of California may act to dissolve redevelopment agencies within days or weeks. In the event the State does act to dissolve redevelopment agencies, it is possible that the City or another successor entity may be required to use all unencumbered Redevelopment Agency funds for the accelerated repayment of Agency debts.

Between 1985 and 1994, pursuant to a Loan and Repayment Agreement ("Original Agreement") dated November 25, 1985, the City advanced to the Agency funds cumulatively totaling \$3,237,150. Such loan funds were used for administrative costs and expenses, including consultant costs, incurred by the Agency in the formulation, coordination, administration and implementation of the Redevelopment Plan for the Rockaway Beach Project Area.

The annual loan amounts advanced from the City to the Agency were as shown below:

Year	Amount
1985	\$62,150
1986	\$175,000
1987	\$300,000
1988	\$500,000
1989	\$475,000
1990	\$500,000
1991	\$500,000
1992	\$250,000
1993	\$300,000

1994	\$175,000
Total	\$3,237,150

The Original Agreement provided for the loan to bear interest at the rate of one percent above the prime interest rate. Including accrued interest, and subtracting payments already made by the Agency, the current balance of the loan is \$5,751,419.31.

Although the Original Agreement provided for the loan amounts to be repaid in full, it did not set forth specific terms for such repayment. The proposed Amended and Restated Loan and Repayment Agreement ("Amended Agreement") would more clearly set forth the terms for repayment of the City loan, providing for interest to accrue on the current balance at a fixed rate of three percent per year, and for the balance of loan principal and interest to be paid off in eighteen equal annual installments between the years of 2014 and 2031.

In the event that the Agency does not have tax increment funds available in any year to make the payments required by the Amended Agreement, the Agreement provides for the unpaid amount to be added to the then-outstanding balance on the loan and for the full amount then owing to be re-amortized over the remaining years of the repayment term.

The Agreement further provides for execution by the Agency of a promissory note to further evidence its obligation to repay the City loans pursuant to the terms of the Amended Agreement.

The attached Resolutions approve the Amended Agreement and authorize representatives of the City and Agency to execute the Amended Agreement, the promissory note, and other documents as may be necessary to give effect to the intent of the resolutions.

FISCAL IMPACT:

The attached Resolutions and Amended Agreement document an existing obligation of the Agency and thus will not result in any additional financial obligations for the Agency. Over time, changing the interest from the variable rate established in the Original Agreement to the fixed three percent rate provided in the Amended Agreement may result in the loan accruing somewhat less in annual interest than the loan has accrued heretofore pursuant to the variable rate, resulting in savings to the Agency. To the extent that the Amended Agreement and attached note may assist City in asserting its claims to future tax increment to repay the loan, in the event of dissolution of the Agency, adoption of the resolutions and execution of the Amended Agreement and note could help safeguard the City's interest in repayment of principal and interest currently totaling \$5,751,419.31.

ATTACHMENTS:

City and Agency Resolutions Approving the Amended and Restated Loan and Repayment Agreement Between the City of Pacifica and the Redevelopment Agency of the City of Pacifica

COUNCIL/AGENCY ACTION REQUESTED:

1. Adopt Resolution of the City Council of the City of Pacifica approving the amended and restated loan and repayment agreement between the City of Pacifica and the Redevelopment Agency of the City of Pacifica.

2. Adopt Resolution of the Redevelopment Agency of the City of Pacifica approving the amended and restated loan and repayment agreement between the City of Pacifica and the Redevelopment Agency of the City of Pacifica

RDA loans - from GF

Compound Period : Annual

Nominal Annual Rate : 3.000 %

CASH FLOW DATA

Event	Date	Amount	Number	Period	End Date
1 Loan	07/01/2010	5,751,419.31	1		
2 Payment	06/30/2014	456,918.14	18	Annual	06/30/2031
3 Payment	06/30/2032	0.00	1		

AMORTIZATION SCHEDULE - Normal Amortization

Date	Payment	Interest	Principal	Balance
Loan 07/01/2010				5,751,419.31
2010 Totals	0.00	0.00	0.00	
1 06/30/2014	456,918.14	721,337.24	264,419.10-	6,015,838.41
2014 Totals	456,918.14	721,337.24	264,419.10-	
2 06/30/2015	456,918.14	180,475.15	276,442.99	5,739,395.42
2015 Totals	456,918.14	180,475.15	276,442.99	
3 06/30/2016	456,918.14	172,181.86	284,736.28	5,454,659.14
2016 Totals	456,918.14	172,181.86	284,736.28	
4 06/30/2017	456,918.14	163,639.77	293,278.37	5,161,380.77
2017 Totals	456,918.14	163,639.77	293,278.37	
5 06/30/2018	456,918.14	154,841.42	302,076.72	4,859,304.05
2018 Totals	456,918.14	154,841.42	302,076.72	
6 06/30/2019	456,918.14	145,779.12	311,139.02	4,548,165.03
2019 Totals	456,918.14	145,779.12	311,139.02	
7 06/30/2020	456,918.14	136,444.95	320,473.19	4,227,691.84
2020 Totals	456,918.14	136,444.95	320,473.19	
8 06/30/2021	456,918.14	126,830.76	330,087.38	3,897,604.46
2021 Totals	456,918.14	126,830.76	330,087.38	
9 06/30/2022	456,918.14	116,928.13	339,990.01	3,557,614.45
2022 Totals	456,918.14	116,928.13	339,990.01	
10 06/30/2023	456,918.14	106,728.43	350,189.71	3,207,424.74
2023 Totals	456,918.14	106,728.43	350,189.71	
11 06/30/2024	456,918.14	96,222.74	360,695.40	2,846,729.34
2024 Totals	456,918.14	96,222.74	360,695.40	

RDA loans - from GF

Date	Payment	Interest	Principal	Balance
12 06/30/2025	456,918.14	85,401.88	371,516.26	2,475,213.08
2025 Totals	456,918.14	85,401.88	371,516.26	
13 06/30/2026	456,918.14	74,256.39	382,661.75	2,092,551.33
2026 Totals	456,918.14	74,256.39	382,661.75	
14 06/30/2027	456,918.14	62,776.54	394,141.60	1,698,409.73
2027 Totals	456,918.14	62,776.54	394,141.60	
15 06/30/2028	456,918.14	50,952.29	405,965.85	1,292,443.88
2028 Totals	456,918.14	50,952.29	405,965.85	
16 06/30/2029	456,918.14	38,773.32	418,144.82	874,299.06
2029 Totals	456,918.14	38,773.32	418,144.82	
17 06/30/2030	456,918.14	26,228.97	430,689.17	443,609.89
2030 Totals	456,918.14	26,228.97	430,689.17	
18 06/30/2031	456,918.14	13,308.30	443,609.84	0.05
2031 Totals	456,918.14	13,308.30	443,609.84	
19 06/30/2032	0.00	0.05-	0.05	0.00
2032 Totals	0.00	0.05-	0.05	
Grand Totals	8,224,526.52	2,473,107.21	5,751,419.31	