



# CITY OF SANTA CLARA

www.santaclaraca.gov



## AGENDA

# OVERSIGHT BOARD FOR SUCCESSOR AGENCY TO THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY

A complete agenda packet will be available for public review in the City Hall Council Chambers and the City Clerk's Office at the same time the public records are distributed to the Oversight Board.

**March 05, 2015**

**REVISED**

**REGULAR MEETING**

**12:00 PM in the City Hall Council Chambers**

**1. CALL TO ORDER/ROLL CALL:**

**2. PUBLIC PRESENTATIONS:**

This item is reserved for persons to address the Oversight Board on any matter not on the agenda that is within the subject matter jurisdiction of the City. The law does not permit Oversight Board action on, or extended discussion of, any item not on the agenda except under special circumstances. The Oversight Board, or staff, may briefly respond to statements made or questions posed, and the City Manager may request staff to report back at a subsequent meeting. Although not required, please submit to the City Clerk your name and subject matter on forms available by the door in the Council Chambers.

**3. CONTINUANCE/EXCEPTIONS:**

**4. UNFINISHED BUSINESS:**

**A. Unspent 1999 Bond Proceeds Per Oversight Board Resolution 2015-01.**

1. Resolution Relating to Defeasance/Redemption of 1999 Bond Proceeds.

**OR**

2. Note and file Successor Agency report.

**B. Adoption of a Resolution approving the Recognized Obligation Payment Schedule (ROPS) and an Administrative Budget for the period of July 1, 2015 through December 31, 2015.**

**5. ADJOURNMENT:**

- A. To a date and time to be determined by the Board.

**Agenda - March 05, 2015**

**Page 1 of 1**

3-5-15

4A.1

## AGENDA REPORT

**Date:** February 27, 2015  
**To:** Oversight Board  
**From:** John V. Guthrie, Oversight Board Member  
**Subject:** February 27, 2015 Oversight Board Meeting Agenda Item No. 5A  
Consideration of Draft Resolution Relating to Use of 1999 Bond Issuance  
Proceeds to Redeem/Defease Outstanding Bond Issues

### Requested Action:

Consider Resolution No. 2015-\_\_ (Oversight Board) attached hereto as Exhibit "A," entitled "A Resolution of the Oversight Board of the Successor Agency for the City of Santa Clara Redevelopment Agency Relating to 1999 Bond Issuance Proceeds."

### Discussion:

At its February 2, 2015 meeting, the Oversight Board unanimously approved Resolution No. 2015-01 (Oversight Board) ("Resolution No. 2015-01"). Resolution No. 2015-01 was approved by the State Department of Finance on February 10, 2015. The Agenda Packet for the meeting held on February 2, 2015, including Resolution No. 2015-01 and all supporting documents is incorporated herein by this reference and is available on the Oversight Board's website at: <http://sireweb.santaclaraca.gov/sirepub/mtgviewer.aspx?meetid=1563&doctype=AGENDA>

Resolution No. 2015-01 directed the Successor Agency to prepare defeasance plans for the remaining bond proceeds from the 1999 and 2011 Bonds. The Successor Agency has prepared a defeasance plan for the 1999 Bonds, as indicated in the Agenda Report dated February 26, 2015. The Agenda Report prepared by the Successor Agency states the following benefits:

This [the defeasance plan] would benefit the taxing entities two ways, they would save about \$3.8 million in interest through the call/redemption of the bonds and the concerns raised by Board Member Guthrie would be immediately mitigated.

In light of the significant benefits of the defeasance plan, it is appropriate to implement the defeasance plan immediately. Therefore, a draft Resolution is attached that will accomplish the defeasance of the 1999 Bonds. I recommend that the Oversight Board adopt the attached Resolution.

### Attachment:

Exhibit "A": Draft Resolution No. 2015-\_\_ (Oversight Board)

**RESOLUTION NO. 2015-\_\_ (OVERSIGHT BOARD)**

**A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY  
FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY RELATING TO  
1999 BOND ISSUANCE PROCEEDS**

**WHEREAS**, the California Legislature enacted Part 1.85 of the Health and Safety Code, Sections 34170 *et seq.* (the "Dissolution Law") to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code section 33000 *et seq.*);

**WHEREAS**, pursuant to Health and Safety Code section 34173, the City Council of the City of Santa Clara (the "City Council") declared that the City of Santa Clara, a charter city (the "City"), would act as successor agency (the "Successor Agency") for the dissolved City of Santa Clara Redevelopment Agency (the "RDA") effective February 1, 2012;

**WHEREAS**, on February 1, 2012, the RDA was dissolved pursuant to Health and Safety Code Section 34172;

**WHEREAS**, on March 8, 2011 prior to its dissolution the RDA transferred to the City unspent bond proceeds from the 1999 Series A and Series B Tax Allocation Bonds (the "1999A Bonds" and the "1999B Bonds," respectively, and collectively the "1999 Bonds") in the amount of \$56,900,192;

**WHEREAS**, bond proceeds transferred by the RDA to the City prior to the RDA's dissolution may be subject to clawback by the State Controller's Office ("SCO") pursuant to Health and Safety Code section 34167.5 and the orders of the State Department of Finance ("DOF") pursuant to Health and Safety Code section 34179.6;

**WHEREAS**, the SCO and DOF did order the return of various bond proceeds;

**WHEREAS**, the City has partially complied with the SCO and DOF orders and so has previously returned bond proceeds to the Successor Agency from the 1999 Bonds in the amount of \$11,113,156;

**WHEREAS**, the Dissolution Law provides for the appointment of an oversight board (the “Oversight Board”) with specific duties to approve certain Successor Agency actions pursuant to Health and Safety Code section 34180 and to direct the Successor Agency in certain other actions pursuant to Health and Safety Code section 34181;

**WHEREAS**, the 1999 Bonds constitute “enforceable obligations” pursuant to Health and Safety Code section 34171;

**WHEREAS**, the Dissolution Law imposes certain duties on the Oversight Board, including but not limited to, fiduciary responsibilities to holders of enforceable obligations and the taxing entities that benefit from distributions of property tax and other revenues, pursuant to Health and Safety Code Section 34179(i);

**WHEREAS**, Health and Safety Code Section 34179(c) authorizes the Oversight Board to direct the Successor Agency staff to perform work in furtherance of the Oversight Board’s duties and responsibilities under the Dissolution Law, including but not limited to the Oversight Board’s fiduciary duties to holders of enforceable obligations and the affected taxing entities;

**WHEREAS**, Health and Safety Code section 34171(d)(1)(E) provides in part that “nothing in this act shall prohibit either the successor agency, with the approval or at the direction of the oversight board, or the oversight board itself from terminating any existing agreements or

contracts and providing any necessary and required compensation or remediation for such termination”;

**WHEREAS**, Health and Safety Code section 34181(e) authorizes the Oversight Board to direct the Successor Agency to determine whether any contracts, agreements, or other arrangements between the dissolved RDA and any private parties should be terminated or renegotiated to reduce liabilities and increase net revenues to the taxing entities, and to present such agreements to the Oversight Board for approval. The Board may approve any amendments to or termination of such agreements if it finds that doing so would be in the best interests of the taxing entities;

**WHEREAS**, the dissolved RDA covenanted to the owners of the bonds, in connection with the issuance of the bonds, to take actions to maintain the tax-exempt status of the bonds, and such covenants are now an important obligation of the Successor Agency at a priority level equal to the payment of debt service on the bonds;

**WHEREAS**, the Successor Agency’s Recognized Obligation Payment Schedule (“ROPS”) for July 1, 2014 to December 31, 2014 (“ROPS 14-15A”) approved by the Oversight Board on February 27, 2014 includes, but is not limited to, debt service for the 1999 Bonds;

**WHEREAS**, the Successor Agency’s ROPS for January 1, 2015 to July 1, 2015 (“ROPS 14-15B”) approved by the Department of Finance on November 14, 2014 includes the defeasance/redemption of the unspent bond proceeds for the 1999 Bonds;

**WHEREAS**, as of February 27, 2014, the outstanding debt service obligation on the 1999 Bonds was approximately \$53,925,669. The debt service payment for the six-month period from July 1, 2014 to December 31, 2014 for the 1999 Bonds’ outstanding debt obligation was \$1,131,081.

This debt service payment was paid entirely from the Redevelopment Property Tax Trust Fund ("RPTTF");

**WHEREAS**, pursuant to the Official Statement and the Fiscal Agent Agreement for the 1999 Bonds, the 1999 Bonds are subject to optional redemption at any time in whole or in part from any available source of funds and, if implemented, such a redemption constitutes a partial termination pursuant to Health and Safety Code Section 34181(e);

**WHEREAS**, the Oversight Board has previously been advised publicly that using the unspent proceeds of the bonds to redeem or defease the bonds as soon as possible is a proactive strategy to mitigate any potential tax risk associated with the delayed expenditure of the bond proceeds;

**WHEREAS**, consistent with its fiduciary responsibilities to the taxing entities, the Oversight Board finds that it is prudent to use any bond proceeds currently possessed by the Successor Agency or any future bond proceeds that the Successor Agency subsequently acquires in a manner to minimize to the maximum extent feasible the risks associated with the delayed expenditure of the bond proceeds and to maximize the return of funds to the taxing entities;

**WHEREAS**, as stated above, the 1999 Bonds contain call provisions that authorize the issuer, now the Successor Agency, to redeem/defease the bonds;

**WHEREAS**, the use of unspent bond proceeds reduces liabilities because it results in a proportionate reduction of outstanding principal due, plus a reduction of interest owed;

**WHEREAS**, the use of unspent bond proceeds increases net revenues to the affected taxing entities by reducing the amount of current or future debt service required to be paid on the ROPS from the RPTTF, thereby directly increasing distributions of property tax to the taxing entities;

**WHEREAS**, the Internal Revenue Code of 1986 (“Code”) imposes several requirements on issuers of tax-exempt bonds. These requirements must be met at issuance and throughout the term of the bonds. One of these requirements is that the issuer must have a reasonable expectation of spending 85% of the bond proceeds for qualified purposes within three years from the date of issuance;

**WHEREAS**, the Successor Agency has succeeded to the RDA’s interest as issuer of the bonds. Therefore, if any arbitrage or other penalties are due and payable with respect to the bonds, then the Successor Agency could be potentially obligated to pay these amounts. This, in turn, would reduce the amount of residual redevelopment property tax revenues available for distribution to the taxing entities;

**WHEREAS**, the Successor Agency is required to comply with federal tax law within the bond covenants, therefore, bond proceeds are unable to be spent on new projects according to the bond covenants as they are required for defeasance;

**WHEREAS**, at its February 2, 2015 meeting, the Oversight Board unanimously adopted Resolution No. 2015-01, making certain findings and directing the Successor Agency to prepare a defeasance plan relating to, and including but not limited to, the 1999 Bonds;

**WHEREAS**, the State Department of Finance reviewed and approved Resolution No. 2015-01 on February 10, 2015, including the findings therein;

**WHEREAS**, at the Oversight Board’s February 27, 2015 meeting, the Successor Agency staff presented a defeasance plan for the 1999 Bonds (the “1999 Bonds Defeasance Plan”);

**WHEREAS**, the 1999 Bonds Defeasance Plan concludes that the defeasance of the 1999 Bonds would result in: (1) an estimated \$3.8 million of interest savings generated from the call of the

current bond proceeds of \$11.1 million and (2) would reduce or possibly eliminate the potential tax-related risks discussed at previous Oversight Board meetings and referenced above;

**WHEREAS**, the conclusions of the 1999 Bonds Defeasance Plan are consistent with Health and Safety Code Section 34181(e) as defeasance will reduce liabilities, increase the net revenues, and is in the best interest of the taxing entities;

**WHEREAS**, the record before the Oversight Board, specifically including discussion and materials presented at the July 2013, August 2013, September 19, 2014, February 2, 2015 and February 27, 2015 meetings, provides supporting information upon which the actions set forth in this Resolution are based; and,

**WHEREAS**, the Oversight Board finds that this Resolution is in the best interests of the affected taxing entities.

**NOW, THEREFORE, BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY AS FOLLOWS:**

SECTION 1. The Oversight Board hereby finds, resolves, and determines that the foregoing recitals are true and correct, and, together with information provided by the Successor Agency staff, Oversight Board members, and the public, form the basis for the approvals, findings, resolutions, and determinations set forth below.

SECTION 2. Consistent with Health and Safety Code Sections 34181(e) and 34171(d)(1)(E), and with respect to the 1999 Bonds, the Oversight Board directs the Successor Agency to immediately use whatever bond proceeds from these issuances that the Successor Agency

currently controls and whatever future bond proceeds that it may control immediately to defease/redeem these bond issuances in accordance with the following direction:

for the 1999 Bonds the unspent bond proceeds will be transferred immediately to the fiscal agent for such bonds, and the fiscal agent will be directed to use such proceeds to call and redeem, on the earliest date possible, as many bonds as possible of that issue in accordance with the 1999 Bonds Defeasance Plan; and, any 1999 Bonds Proceeds subsequently received by the Successor Agency shall be immediately transferred to the fiscal agent for such bonds, and the fiscal agent shall be directed to use such proceeds to call and redeem, on the earliest date possible, as many bonds as possible of that issue starting with the latest outstanding maturing of bonds of that issue and progressing in reverse order of maturity.

SECTION 3. The implementation of this defeasance plan is consistent with Health and Safety Code sections 34171(d)(1)(E) and 34181(e) and does reduce liabilities, increases revenues and is in the best interest of the taxing entities.

SECTION 4. This Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code section 34179(h).

SECTION 5. Severability. If any provision or clause of this Resolution or the application thereof is held to be unconstitutional or otherwise invalid by any court of competent jurisdiction, such invalidity shall not affect other provisions or clauses or applications of this Resolution which can be implemented without the invalid provision, clause or application; and to this end, the provisions of this Resolution are declared to be severable.

//

//

SECTION 6. Third Party Beneficiary Enforcement. All taxing entities as defined in Health and Safety Code section 34171(k) affected by the RDA's dissolution are express third party beneficiaries of this Resolution. It is the intent of this Resolution to authorize such taxing entities to the fullest extent authorized under law to enforce this Resolution in a court of competent jurisdiction or otherwise.

CERTIFICATION

I HEREBY CERTIFY THE FORGOING TO BE A TRUE COPY OF A RESOLUTION PASSED AND ADOPTED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY AT A SPECIAL MEETING THEREOF HELD ON \_\_\_ DAY OF \_\_\_\_\_ 2015, BY THE FOLLOWING VOTE:

AYES: BOARD MEMBERS

NOES: BOARD MEMBERS

ABSTAIN: BOARD MEMBERS

ABSENT: BOARD MEMBERS

APPROVE:

\_\_\_\_\_  
Donald F. Gage  
Chairperson

ATTEST:

\_\_\_\_\_  
Jennifer Yamaguma  
Clerk to the Oversight Board

Meeting Date: 3-5-15

# AGENDA REPORT

Agenda Item # 4A.2

Oversight Board for Successor Agency  
to the City of Santa Clara  
Redevelopment Agency



**Date:** March 3, 2015

**To:** City Manager/Executive Officer for Oversight Board Action

**From:** Director of Finance/Assistant City Manager

**Subject:** Unspent 1999 Bond Proceeds – Response to Board Member Guthrie’s Agenda Report and Resolution

## EXECUTIVE SUMMARY

At its September 19, 2014 meeting, the Oversight Board approved Resolution No. 2014-03 directing the Successor Agency to use unspent bond proceeds held by the Successor Agency to defease/redeem outstanding bonds issued by the Redevelopment Agency. The California Department of Finance (DOF) reviewed Resolution No. 2014-03 pursuant to Health and Safety Code Section 34179(h) and did not approve it, specifically stating that it "...did not include the Agency in this process."

On February 2, 2015, the Oversight Board approved Resolution No. 2015-01 addressing the DOF's concerns by directing the Successor Agency to prepare a defeasance plan for Oversight Board review on or before February 27, 2015. The DOF reviewed this resolution and approved it on February 10, 2015.

Staff worked with Financial Advisor (KNN Public Finance) and Bond Counsel (Jones Hall) to prepare a plan for the partial defeasance of the 2011 Tax Allocation Bonds (2011 Bonds) and the possible redemption of a portion of the outstanding 1999 Tax Allocation Bonds (1999 Bonds). The Successor Agency prepared a Resolution regarding the partial defeasance of the 2011 Bonds which was adopted by the Oversight Board at its meeting on February 27, 2015. In the same Agenda Report, the Successor Agency presented its finding that the remaining 1999 Bond proceeds could still be expended for the purposes for which they were issued while indicating that it would be willing to give up its rights to the proceeds if it were to receive a dollar-for-dollar credit toward any monies that it ultimately owes as part of the dissolution process (e.g., as a credit toward the amount owed on the Other Funds Due Diligence Review).

Despite the Successor Agency’s finding that the bond proceeds could still be expended for the purposes for which they were issued, Board Member Guthrie prepared an Agenda Report and Resolution directing the redemption of the remaining 1999 Bond proceeds, thereby taking away the Successor Agency’s rights to bring back requests to enter into enforceable obligations using the unspent proceeds following receipt of a Finding of Completion. The Successor Agency is not willing to give up its rights to request use of these proceeds unless it receives a credit for the amount of proceeds that are redeemed.

## BACKGROUND AND ANALYSIS:

While the 1999 Tax Allocation Bonds are callable and the process to redeem them is fairly simple, pursuant to Health and Safety Code Section 34177(i), bond proceeds are to be used for the purposes for which the bonds were sold unless that purpose can no longer be achieved. Section 34191(c) provides that after a successor agency receives a finding of completion, bond proceeds from bonds issued on or before December

City Manager/Executive Officer for Oversight Board Action

Subject: Unspent 1999 Bond Proceeds – Response to Board Member Guthrie’s Agenda Report and Resolution

March 3, 2015

Page 2

31, 2010 shall be used for the purposes for which the bonds were sold. The Successor Agency has examined whether the purposes for which the bonds were sold can still be achieved and determined that they can. Therefore, the Successor Agency is not willing to give up its rights.

With respect to the proceeds, the Fiscal Agent Agreement relating to the 1999 Bonds specified two broad categories of use for the 1999 Series A Bonds and the 1999 Series B Bonds. For the 1999 Series A Bonds, the proceeds were deposited into a 1999 Series A Redevelopment Fund which was required to be expended for "Public Projects". For the 1999 Series B Bonds, the proceeds were deposited into a 1999 Series B Redevelopment Fund which was required to be expended for the "Theme Park Reserved Parking Project" with the proviso that upon completion of the Theme Park Reserved Parking Project any remaining funds could be transferred to the Series A Redevelopment Fund and expended on Public Projects. The 1999 Series B Bonds were fully expended on the Tasman Garage and only proceeds from the 1999 Series A Bonds remain. The Fiscal Agent Agreement defines Public Projects as follows:

“Public Projects” means any programs, projects and activities of the Agency undertaken pursuant to and in accordance with the Redevelopment Plan and the Redevelopment Law, excluding the Theme Park Reserve Parking Project.

Board Member Guthrie’s Resolution correctly states that one of the requirements of the Internal Revenue Code of 1986 is that the issuer of tax exempt bonds must have reasonable expectation of spending 85% of the bond proceed for qualified purposes within three years from the date of issuance. However, he then incorrectly concludes that since there are proceeds remaining beyond this three year period, that the proceeds are no longer spendable. This is not true.

According to Bond Counsel Jones Hall, the legal documents contain NO LIMITATION on the period of time for expending the bond proceeds. Under federal tax law, the Agency was required to "reasonably expect" to spend at least 85% of the bond proceeds within three years of the bond issuance. It is important to emphasize that this is a requirement which is met at the time the bonds are issued, and the Agency certified its reasonable intentions as to the expenditure of the bond proceeds in the Arbitrage Certificate for the 1999 Bonds. Nothing in the legal documents or in federal tax law prevents the funds from being spent after the three year period has expired.

The Successor Agency continues to be willing to consider the immediate call of bonds using the remaining unencumbered 1999 Bond proceeds if the City would receive a like dollar credit toward any monies that it ultimately owes as part of the dissolution process (e.g., as a credit toward the amount owed on the Other Funds Due Diligence Review). This would benefit the taxing entities two ways, they would save about \$3.8 million in interest through the call/redemption of the bonds and the concerns raised by Board Member Guthrie would be immediately mitigated. The process would be relatively simple, once the City received credit, the Successor Agency would wire the remaining unencumbered bonds to the Fiscal Agent with the direction to call as many bonds as possible. Once called, the amount of annual debt service would be reduced resulting in additional residual monies that would be distributed to all taxing entities.

Absent an agreement giving the City credit for the 1999 Bond proceeds, the Successor Agency cannot support the redemption of the proceeds and will fully exercise its rights to use the proceeds for the purposes for which they were issued.

**ECONOMIC/FISCAL IMPACT:**

For the 1999 Tax Allocation Bonds, the Successor Agency has determined that the purposes for which the bonds were issued can still be achieved. Therefore, the Successor Agency is not willing to use the remaining bond proceeds to call bonds. However, the Successor Agency is willing to give up its right to use the remaining proceeds and immediately call bonds if the City receives a dollar-for-dollar credit for the amount of principal called as part of a compensation or settlement agreement. The taxing entities would benefit from this action in two ways. First there would be an estimated \$3.8 million of interest savings generated from the call of the remaining unencumbered bond proceeds (currently totaling \$11.1 million). Second, the call of the bonds would reduce or possibly eliminate the risks that Board Member Guthrie has raised at previous meetings.

**RECOMMENDATION:**

That the Oversight Board take no action on Board Member Guthrie’s Resolution directing the Successor Agency to redeem the remaining 1999 Bonds and allow the Successor Agency to maintain its rights under the Dissolution Act to use the remaining 1999 Bonds for the purposes for which they were issued.



---

Gary Ameling  
Director of Finance/Assistant City Manager

APPROVED:



---

Julio J. Fuentes  
City Manager/Executive Officer to Successor Agency

***Documents Related to this Report:***

- 1) Relevant pages from the 1999 Tax Allocation Bonds Fiscal Agent Agreement dated August 1, 1999***

## **FISCAL AGENT AGREEMENT**

Dated as of August 1, 1999

by and between the

**REDEVELOPMENT AGENCY OF THE CITY OF  
SANTA CLARA**

and

**BNY WESTERN TRUST COMPANY,**  
*as Fiscal Agent*

Relating to

**\$31,550,000  
Redevelopment Agency of the City of Santa Clara  
Bayshore North Project  
1999 Tax Allocation Bonds, Series A**

and

**\$16,905,000  
Redevelopment Agency of the City of Santa Clara  
Bayshore North Project  
1999 Tax Allocation Bonds, Series B**

---

---

## FISCAL AGENT AGREEMENT

This FISCAL AGENT AGREEMENT (this "Fiscal Agent Agreement") is made and entered into as of August 1, 1999, by and between the REDEVELOPMENT AGENCY OF THE CITY OF SANTA CLARA, a public body corporate and politic duly organized and existing under the laws of the State of California (the "Agency"), and BNY WESTERN TRUST COMPANY, a banking corporation organized and existing under the laws of the State of California, as fiscal agent for the Bonds hereinafter referred to (the "Fiscal Agent");

### WITNESSETH:

**WHEREAS**, the Agency is a public body, corporate and politic, duly established and authorized to transact business and exercise powers under and pursuant to the provisions of Part 1 of Division 24 of the Health and Safety Code of the State of California (the "Redevelopment Law"), and has the power under the Redevelopment Law to issue bonds for any of its corporate purposes; and

**WHEREAS**, a redevelopment plan for the Bayshore North Project (the "Redevelopment Project"), in the City of Santa Clara, California, has been adopted in compliance with all requirements of law;

**WHEREAS**, the Agency has previously issued its \$41,170,000 principal amount of its Bayshore North Project 1987 Tax Allocation and Refunding Bonds (the "1987 Bonds") pursuant to Resolution No. 87-5 (RA), adopted June 16, 1987, as amended (the "1987 Resolution"), and has previously issued its \$74,240,000 principal amount of Bayshore North Project 1992 Tax Allocation Refunding Bonds pursuant to Resolution No. 92-06 (RA), adopted August 25, 1992 (the "1992 Bonds"), on a parity with the 1987 Bonds; and

**WHEREAS**, for the purpose of financing additional projects and activities of the Agency relating to the Redevelopment Project, the Agency has determined to authorize the issuance of its Redevelopment Agency of the City of Santa Clara Bayshore North Redevelopment Project 1999 Tax Allocation Bonds, Series A in the aggregate principal amount of \$31,550,000 (the "1999 Series A Bonds"), and its Redevelopment Agency of the City of Santa Clara Bayshore North Redevelopment Project 1999 Tax Allocation Bonds, Series B in the aggregate principal amount of \$16,905,000 (the "1999 Series B Bonds"), on a parity with the 1987 Bonds and the 1992 Bonds; and

**WHEREAS**, the principal of and interest on the 1987 Bonds, the 1992 Bonds, the 1999 Series A Bonds and the 1999 Series B Bonds, and any bonds or other obligations issued on a parity therewith as provided in the 1987 Resolution, the 1992 Resolution and herein (collectively, the "Bonds"), will be payable from and secured by a pledge of and first lien on the tax increment revenues derived from the Redevelopment Project; and

**WHEREAS**, BNY Western Trust Company acts as fiscal agent for the 1987 Bonds and the 1992 Bonds, and in such capacity will act as fiscal agent for the 1999 Series A Bonds and the 1999 Series B Bonds (collectively, the "1999 Bonds"); and

**WHEREAS**, the Agency has heretofore found and determined that all conditions precedent to the issuance of the 1999 Bonds on a parity with the 1987 Bonds and the 1992 Bonds have been satisfied, and that the 1999 Bonds are permitted at this time to be issued as Additional Bonds pursuant to and in accordance with the provisions of Section 3.06 of the 1987 Resolution; and

**WHEREAS**, in order to provide for the authentication and delivery of the 1999 Bonds, to establish and declare the terms and conditions upon which the 1999 Bonds are to be issued and secured and to secure the payment of the principal thereof and interest and redemption premium (if any) thereon, the Agency has duly authorized the execution and delivery of this Fiscal Agent Agreement; and

**WHEREAS**, the Agency has determined that all acts and proceedings required by law necessary to make the 1999 Bonds, when executed by the Agency, authenticated and delivered by the Fiscal Agent and duly issued, the valid, binding and legal special obligations of the Agency, and to constitute this Fiscal Agent Agreement a valid and binding agreement for the uses and purposes herein set forth in accordance with its terms, have been done or taken;

**NOW, THEREFORE**, in order to secure the payment of the principal of and the interest and redemption premium (if any) on all the Outstanding Bonds under this Fiscal Agent Agreement according to their tenor, and to secure the performance and observance of all the covenants and conditions therein and herein set forth, and to declare the terms and conditions upon and subject to which the 1999 Bonds are to be issued and received, and in consideration of the premises and of the mutual covenants herein contained and of the purchase and acceptance of the 1999 Bonds by the Owners thereof, and for other valuable considerations, the receipt of which is hereby acknowledged, the Agency and the Fiscal Agent do hereby covenant and agree with one another, for the benefit of the respective Owners from time to time of the 1999 Bonds, as follows:

## ARTICLE I

### DEFINITIONS; RULES OF CONSTRUCTION

SECTION 1.01. *Definitions.* Unless the context otherwise requires, the terms defined in this Section 1.01 shall, for all purposes of this Fiscal Agent Agreement, of any Supplemental Agreement, and of any certificate, opinion or other document herein mentioned, have the meanings specified and in the recitals hereof. All capitalized terms used herein and not otherwise defined shall have the respective meanings given such terms in the 1987 Resolution.

"Additional Bonds" means any bonds, notes, loans, advances or other indebtedness issued or incurred by the Agency on a parity with the 1987 Bonds, the 1992 Bonds and the 1999 Bonds pursuant to Section 3.06 of the 1987 Resolution.

"Agency" means the Redevelopment Agency of the City of Santa Clara, a public body corporate and politic duly organized and existing under the Redevelopment Law.

"Bond Counsel" means (a) Jones Hall, A Professional Law Corporation, or (b) any other attorney or firm of attorneys appointed by or acceptable to the Agency of nationally-recognized experience in the issuance of obligations the interest on which is excludable from gross income for federal income tax purposes under the Tax Code.

"Bond Insurance Policy" means Municipal Bond Insurance Policy No. 16679BE issued by the Bond Insurer, which insures the payment when due of principal of and interest on the 1999 Bonds.

"Bond Insurer" means AMBAC Assurance Corporation, a Wisconsin-domiciled stock insurance company, its successors and assigns, as issuer of the Bond Insurance Policy.

such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as appropriate, and (B) which fund is sufficient, as verified by an Independent Accountant, to pay principal of and interest and redemption premium (if any) on the bonds or other obligations described in this paragraph on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to above, as appropriate;

(h) investment agreements approved in writing by the Bond Insurer with notice to S&P; and

(i) other forms of investments approved in writing by the Bond Insurer with notice to S&P.

"Plan Limitations" means the limitations contained or incorporated in the Redevelopment Plan on (a) the aggregate amount of taxes which may be divided and allocated to the Agency pursuant to the Redevelopment Plan, and (b) the period of time for establishing or incurring indebtedness payable from Tax Revenues.

"Principal Account" means the account by that name previously established and held by the Fiscal Agent pursuant to Section 4.03(2) of the 1987 Resolution.

"Project Area" means the project area described in the Redevelopment Plan.

"Public Projects" means any programs, projects and activities of the Agency undertaken pursuant to and in accordance with the Redevelopment Plan and the Redevelopment Law, excluding the Theme Park Reserve Parking Project.

"Qualified Reserve Account Credit Instrument" means an irrevocable standby or direct-pay letter of credit or surety bond issued by a commercial bank or insurance company and deposited with the Fiscal Agent pursuant to Section 4.04(d), provided that such letter of credit or surety bond and the issuer thereof are acceptable to the Bond Insurer, and provided further that all of the following requirements are met at the time of acceptance thereof by the Fiscal Agent: (a) the long-term credit rating of such bank or insurance company is A or better from each rating agency which then maintains a rating on the 1999 Bonds; (b) such letter of credit or surety bond has a term of at least twelve (12) months; (c) such letter of credit or surety bond has a stated amount at least equal to the portion of the 1999 Reserve Requirement with respect to which funds are proposed to be released pursuant to Section 4.04(d); and (d) the Fiscal Agent is authorized pursuant to the terms of such letter of credit or surety bond to draw thereunder an amount equal to any deficiencies which may exist from time to time in the Interest Account, the Principal Account or the 1999 Series A Sinking Account for the purpose of making payments required pursuant to Section 4.04.

"Record Date" means, with respect to any Interest Payment Date, the close of business on the fifteenth (15<sup>th</sup>) calendar day of the month preceding such Interest Payment Date, whether or not such fifteenth (15<sup>th</sup>) calendar day is a Business Day.

"Redevelopment Law" means the Community Redevelopment Law of the State of California, constituting Part 1 of Division 24 of the Health and Safety Code of the State of California, and the acts amendatory thereof and supplemental thereto.

"Redevelopment Plan" means the Redevelopment Plan for the Bayshore North Project Area, entitled "Bayshore North Project", approved by Ordinance No. 1283, enacted by the City

"Theme Park Reserved Parking Project" means the improvements to be constructed by the Agency for use for public parking on a reserved or preferential basis by patrons of the Great America Theme Park in accordance with that certain Ground Lease With Right of First Refusal Purchase Rights dated as of June 1, 1989, by and between the Agency as lessor and Kings Entertainment Company (the successor to which is Paramount Parks Inc.) as lessee, as amended from time to time.

SECTION 1.02. *Rules of Construction.* All references herein to "Articles," "Sections" and other subdivisions are to the corresponding Articles, Sections or subdivisions of this Fiscal Agent Agreement, and the words "herein," "hereof," "hereunder" and other words of similar import refer to this Fiscal Agent Agreement as a whole and not to any particular Article, Section or subdivision hereof.

## ARTICLE II

### AUTHORIZATION AND TERMS OF 1999 BONDS

SECTION 2.01. *Authorization and Purpose of 1999 Bonds.* The Agency has reviewed all proceedings heretofore taken and has found, as a result of such review, and hereby finds and determines that all things, conditions and acts required by law to exist, happen or be performed precedent to and in connection with the issuance of the 1999 Bonds do exist, have happened and have been performed in due time, form and manner as required by law, and the Agency is now duly empowered, pursuant to each and every requirement of law, to issue the 1999 Bonds in the manner and form provided in this Fiscal Agent Agreement.

1999 Series A Bonds in the aggregate principal amount of Thirty-One Million Five Hundred Fifty Thousand Dollars (\$31,550,000) are hereby authorized to be issued by the Agency under the Redevelopment Law for the purposes of providing funds to enable the Agency to provide financing for the Public Projects. The 1999 Series A Bonds shall be authorized and issued under, and shall be subject to the terms of, this Fiscal Agent Agreement and the Redevelopment Law. The 1999 Series A Bonds shall be designated the "Redevelopment Agency of the City of Santa Clara Bayshore North Project 1999 Tax Allocation Bonds, Series A".

1999 Series B Bonds in the aggregate principal amount of Sixteen Million Nine Hundred Five Thousand Dollars (\$16,905,000) are hereby authorized to be issued by the Agency under the Redevelopment Law for the purposes of providing funds to enable the Agency to provide financing for the Theme Park Reserved Parking Project. The 1999 Series B Bonds shall be authorized and issued under, and shall be subject to the terms of, this Fiscal Agent Agreement and the Redevelopment Law. The 1999 Series B Bonds shall be designated the "Redevelopment Agency of the City of Santa Clara Bayshore North Project 1999 Tax Allocation Bonds, Series B".

SECTION 2.02. *Terms of the 1999 Bonds.* The 1999 Bonds shall be issued in fully registered form without coupons in denominations of \$5,000 or any integral multiple thereof, so long as no 1999 Bond shall have more than one maturity date. The 1999 Bonds shall mature on June 1 in the years and in the respective principal amounts, and shall bear interest (calculated on the basis of a 360-day year comprised of twelve 30-day months) at the respective rates per annum, as set forth in the following tables:

## ARTICLE III

### DEPOSIT AND APPLICATION OF PROCEEDS OF 1999 BONDS

SECTION 3.01. *Issuance of 1999 Bonds.* Upon the execution and delivery of this Fiscal Agent Agreement, the Agency shall execute and deliver 1999 Series A Bonds in the aggregate principal amount of Thirty-One Million Five Hundred Fifty Thousand Dollars (\$31,550,000) and 1999 Series B Bonds in the aggregate principal amount of Sixteen Million Nine Hundred Five Thousand Dollars (\$16,905,000). The 1999 Bonds shall be delivered by the Agency to the Fiscal Agent, and the Fiscal Agent shall authenticate and deliver the 1999 Bonds to the Original Purchaser upon receipt of a Request of the Agency therefor.

SECTION 3.02. *Deposit and Application of 1999 Bond Proceeds.*

(a) Application of Proceeds of 1999 Series A Bonds. The proceeds of sale of the 1999 Series A Bonds shall be paid to the Fiscal Agent and deposited by the Fiscal Agent as follows:

(i) On the Closing Date, the Fiscal Agent shall deposit the amount of \$142,405.21 in the Interest Account established for the 1999 Series A Bonds, constituting accrued interest received on the sale of the 1999 Series A Bonds.

(ii) On the Closing Date, the Fiscal Agent shall deposit the amount of \$136,326.20 into the 1999 Series A Costs of Issuance Fund.

(iii) The Fiscal Agent shall transfer the amount of \$30,500,000.00, constituting the remainder of such proceeds, to the Agency for deposit in the 1999 Series A Redevelopment Fund. Such transfer shall be made on the Closing Date or on such later date as shall be requested by the Agency.

(b) Application of Proceeds of 1999 Series B Bonds. The proceeds of sale of the 1999 Series B Bonds shall be paid to the Fiscal Agent and deposited by the Fiscal Agent as follows:

(i) On the Closing Date, the Fiscal Agent shall deposit the amount of \$75,454.69 in the Interest Account established for the 1999 Series B Bonds, constituting accrued interest received on the sale of the 1999 Series B Bonds.

(ii) On the Closing Date, the Fiscal Agent shall deposit the amount of \$33,260.35 in the 1999 Series B Costs of Issuance Fund.

(iii) The Fiscal Agent shall transfer the amount of \$16,250,000.00, constituting the remainder of such proceeds, to the Agency for deposit in the 1999 Series B Redevelopment Fund. Such transfer shall be made on the Closing Date or on such later date as shall be requested by the Agency.

The Fiscal Agent may, in its discretion, establish one or more temporary funds on its books to facilitate any of the transfers and deposits set forth in the preceding provisions of this Section 3.02.

SECTION 3.03. *Costs of Issuance Funds*

(a) 1999 Series A Costs of Issuance Fund. There is hereby established a separate fund to be known as the "1999 Series A Costs of Issuance Fund", which shall be held by the Fiscal Agent in trust. The moneys in the 1999 Series A Costs of Issuance Fund shall be used and

withdrawn by the Fiscal Agent from time to time to pay the Costs of Issuance for the 1999 Series A Bonds upon submission of a Request of the Agency stating (a) the person to whom payment is to be made, (b) the amount to be paid, (c) the purpose for which the obligation was incurred, (d) that such payment is a proper charge against the 1999 Series A Costs of Issuance Fund, and (e) that such amounts have not been the subject of a prior Request of the Agency; in each case together with a statement or invoice for each amount requested thereunder. On the earlier of (i) November 1, 1999, or (ii) the date of receipt by the Fiscal Agent of a Request of the Agency therefor, all amounts (if any) remaining in the 1999 Series A Costs of Issuance Fund shall be transferred by the Fiscal Agent to the Interest Account established for the 1999 Series A Bonds.

(b) 1999 Series B Costs of Issuance Fund. There is hereby established a separate fund to be known as the "1999 Series B Costs of Issuance Fund", which shall be held by the Fiscal Agent in trust. The moneys in the 1999 Series B Costs of Issuance Fund shall be used and withdrawn by the Fiscal Agent from time to time to pay the Costs of Issuance for the 1999 Series B Bonds upon submission of a Request of the Agency stating (a) the person to whom payment is to be made, (b) the amount to be paid, (c) the purpose for which the obligation was incurred, (d) that such payment is a proper charge against the 1999 Series B Costs of Issuance Fund, and (e) that such amounts have not been the subject of a prior Request of the Agency; in each case together with a statement or invoice for each amount requested thereunder. On the earlier of (i) November 1, 1999, or (ii) the date of receipt by the Fiscal Agent of a Request of the Agency therefor, all amounts (if any) remaining in the 1999 Series B Costs of Issuance Fund shall be transferred by the Fiscal Agent to the Interest Account established for the 1999 Series B Bonds.

#### SECTION 3.04. *Redevelopment Funds.*

(a) 1999 Series A Redevelopment Fund. There is hereby established a separate fund to be held by the Agency, to be known as the "1999 Series A Redevelopment Fund." Amounts on deposit in the 1999 Series A Redevelopment Fund shall be derived solely from the proceeds of the 1999 Series A Bonds deposited therein pursuant to Section 3.02(a)(iii), from earnings on the investment and reinvestment of such proceeds, and from amounts (if any) transferred from the 1999 Series B Redevelopment Fund pursuant to subsection (b) of this Section. The moneys in the 1999 Series A Redevelopment Fund shall be used solely in the manner provided by the Redevelopment Law and the Redevelopment Plan to provide financing for the Public Projects, subject to the limitations set forth herein. Upon the completion by the Agency of the purposes for which moneys the 1999 Series A Redevelopment Fund are intended to be applied, the Agency shall transfer any remaining amounts to the Interest Account established for the 1999 Series A Bonds.

(b) 1999 Series B Redevelopment Fund. There is hereby established a separate fund to be held by the Agency, to be known as the "1999 Series B Redevelopment Fund." Amounts on deposit in the 1999 Series B Redevelopment Fund shall be derived solely from the proceeds of the 1999 Series B Bonds deposited therein pursuant to Section 3.02(b)(iii), and from earnings on the investment and reinvestment of such proceeds. The moneys in the 1999 Series B Redevelopment Fund shall be used solely in the manner provided by the Redevelopment Law and the Redevelopment Plan to provide financing for the Theme Park Reserved Parking Project, subject to the limitations set forth herein. Upon the completion by the Agency of the Theme Park Reserved Parking Project, the Agency shall transfer any remaining amounts to either (i) upon prior written notice to Bond Counsel, to the 1999 Series A Redevelopment Fund, or (ii) the Interest Account established for the 1999 Series B Bonds.

SECTION 3.05. *Issuance of Additional Bonds.* In addition to the 1999 Bonds, the Agency may issue or incur Additional Bonds in such principal amount as shall be determined by the

Meeting Date:

3/5/15  
2/27/15

## AGENDA REPORT

Oversight Board for Successor Agency  
to the City of Santa Clara  
Redevelopment Agency

Agenda Item #

4B  
6A



**Date:** February 26, 2015

**To:** City Manager/Executive Officer for Oversight Board Action

**From:** Director of Finance/Assistant City Manager

**Subject:** A Resolution of the Oversight Board of the Successor Agency for the City of Santa Clara Redevelopment Agency Approving the Recognized Obligation Payment Schedule and an Administrative Budget for the Period July 1, 2015 through December 31, 2015

### EXECUTIVE SUMMARY

The California State Legislature enacted Assembly Bill x1 26 (the "Dissolution Act") to dissolve redevelopment agencies formed under the Community Redevelopment Law. The California Supreme Court in its decision in *California Redevelopment Association v. Matosantos*, issued December 29, 2011 (the "Supreme Court Decision"), declared the Dissolution Act to be constitutional. Under the Dissolution Act, all California redevelopment agencies were dissolved effective February 1, 2012, and various actions are now required by successor agencies to unwind the affairs of all former redevelopment agencies. The Dissolution Act was amended by AB 1484, adopted by the Legislature and approved by the Governor on June 27, 2012 as a budget trailer bill. AB 1484 imposes additional obligations on successor agencies with regards to the dissolution and wind down process.

The Dissolution Act requires that each Successor Agency submit a Recognized Obligation Payment Schedule (ROPS) to the Oversight Board for its approval every six months. The ROPS is to set forth the enforceable obligations of Successor Agency. **The Successor Agency can only make payments on those enforceable obligations listed on a ROPS approved by both the Oversight Board and the Department of Finance (DOF).** The Successor Agency is not authorized to make any payments for obligations not listed on an approved ROPS.

Once the Oversight Board approves a ROPS it is transmitted by the Successor Agency to the Department of Finance for its review and approval. Each ROPS must be submitted to DOF at least 90 days prior to the commencement of the applicable ROPS period. ROPS 15-16A is due to the DOF no later than March 3, 2015. Failure to submit the ROPS in time can result in penalties of up to \$10,000. The DOF reviews and approves or disapproves each item listed on a ROPS. If the DOF disapproves any item listed on the ROPS approved by the Oversight Board, the Successor Agency may request a meet and confer with the DOF to present additional evidence regarding the disputed item. After the conclusion of the meet and confer, DOF makes a final determination of the approved enforceable obligation. DOF will not consider items for approval on a ROPS unless the item is approved by the Oversight Board.

AB 1484 changed the process for review of the Recognized Obligation Payment Schedule by the County Auditor-Controller. Rather than certifying the ROPS prior to the Oversight Board approval as was required for the first ROPS, Health and Safety Code Section 34182.5 now provides that the County Auditor-Controller may review the ROPS and object to the inclusion of any items that are not demonstrated to be enforceable obligations. The County Auditor-Controller's review can take place before or after the Oversight Board approval and any such objections by the County Auditor-Controller are to be transmitted to the

City Manager/Executive Officer for Oversight Board Action

Subject: Recognized Obligation Payment Schedule and Administrative Budget for July 1, 2015 through

December 31, 2015

February 26, 2015

Page 2

Oversight Board, the DOF and the Successor Agency. If the Oversight Board disputes the findings of the County Auditor-Controller, it may refer the matter to the DOF for a determination of what will be included on the ROPS. The Successor Agency submitted a draft version of the ROPS to the County Auditor-Controller prior to the Oversight Board meeting. If the Successor Agency receives objections from the County Auditor-Controller prior to the Oversight Board meeting, those objections will be made available to the Oversight Board.

Approve Administrative Budget. The Dissolution Act also requires the Successor Agency to prepare an administrative budget for each six month period and submit it to the Oversight Board for approval. In connection and coordination with preparation of the ROPS, staff of the Successor Agency has also prepared the required administrative budget for the next six month period. Through the accompanying Resolution, it is recommended that the Oversight Board approve the Successor Agency's administrative budget.

#### ROPS 15-16A

The Successor Agency has prepared the attached ROPS 15-16A. Line items 1-6, 8, and 13 are items that have appeared on prior ROPS and been approved by the Oversight Board and the DOF. Line items 33-34 relate to the defeasance and call of the former RDA 2011 bonds and 1999 bonds. These items are discussed in more detail in a separate Agenda Report.

New line item 35 is for ROPS 2 Redevelopment Property Tax Trust Fund (RPTTF) Funding Shortage. On ROPS 2 it was estimated that there was a funding shortage of \$5.9 million and the City made a loan to the Successor Agency to cover this anticipated shortage (that loan was subsequently paid back as a credit on the Other Funds Due Diligence Review (DDR). However, the actual shortage was \$65,802 higher causing a deficit and this amount has carried forward as a negative beginning balance on each successive ROPS. The DOF has now changed the ROPS format and the Excel spreadsheet no longer allows a negative beginning balance. This item will correct this shortfall. Attached is a copy of the Report of Cash Balances Page from ROPS 14-15B showing that this shortfall has been shown on prior approved ROPS.

The remaining items listed relate to costs and expenses associated with the Convention Center Properties. The County of Santa Clara, the Santa Clara Unified School District and the Santa Clara Office of Education sued the City of Santa Clara and the Successor Agency regarding the dissolution of the former RDA. As part of that suit the County parties sought to require the City to return to the Successor Agency certain former RDA properties that were transferred by the former RDA to the City prior to dissolution. These properties include the Convention Center properties consisting of the property leased for the Hyatt Regency Hotel, the property leased for the Techmart Office Building, the Convention Center Property, and the property that includes the parking structure, surface parking and other common areas serving the Hyatt Regency, the Techmart and the Convention Center. The City and the Successor Agency have filed a cross-petition.

A hearing was held on some of the County parties' causes of action in October 2014, although not on the City's cross petition or the remainder of the County's causes of action. A decision was issued on December 1, 2014. The Court's decision orders the City to take various actions including return to the Successor Agency the properties transferred to it by the former RDA. A Writ of Mandate was entered by the Court on February 17, 2015 directing the City to take certain actions, including return of the property within sixty days

City Manager/Executive Officer for Oversight Board Action

Subject: Recognized Obligation Payment Schedule and Administrative Budget for July 1, 2015 through December 31, 2015

February 26, 2015

Page 3

of receipt of the writ. The City's cross petition and the remainder of the County's causes of action will be heard on April 24, 2015. Depending upon the outcome of these matters, additional appeals may be filed.

Although the litigation is not resolved, based on the issuance of the Writ of Mandate, the City expects to return to the Successor Agency certain properties it received from the former RDA including the Convention Center properties before July 1, 2015, when the ROPS 15-16A period commences. As a result of the return of these properties to the Successor Agency, the Successor Agency will become contractually responsible for certain enforceable obligations related to the Convention Center properties that prior to this time have been assumed by the City as the owner of the property. Of greatest significance are the obligations that arise from the lease with the owner of the Hyatt Regency Hotel. Pursuant to the Hyatt Regency lease, the Successor Agency will now be obligated to maintain the Convention Center in a first class condition and make all necessary repairs to the building and replacements of furniture, fixtures and equipment (FF&E). The Successor Agency will now also be obligated to share with the owner of the Hyatt Regency Hotel and the owner of the Techmart Office Building the costs of operating and maintaining the common areas. Allocation of costs associated with the operation and maintenance of the common areas is set forth in the leases with the owners of the Techmart Office Building and Hyatt Regency Hotel and in accordance with the maintenance assessment district covering the property.

The enforceable obligations created by the Hyatt Regency and Techmart leases result in the following enforceable obligations listed on the ROPS:

Line 36 - Convention Center Management and Operations: The Santa Clara Chamber of Commerce and Convention-Visitors Bureau, Inc. (Chamber) is contracted to manage operations at the Convention Center. Revenues generated from the operations of the Convention Center are used to fund operations, however in most years, the actual costs of operations have exceeded revenues generated. The Chamber has prepared a draft budget for fiscal year 2015-16 of \$6,559,833 and projected operating revenues of \$6,025,248 (a net annual operating shortfall of \$534,585, but a ROPS period shortfall of \$612,338 based on their monthly budget). We have shown the portion of the annual budget estimated for the ROPS period on the ROPS and included the estimated operating revenues in the Other Revenues column. The Convention Center budget is based in part on contracts already entered into with various meeting planners. Previously, the City of Santa Clara has funded operating shortfalls using the rent revenues from the Hyatt Regency and Techmart leases to fund these costs. With the return of the property to the Successor Agency, the Successor Agency will now be responsible for funding all operating shortfalls. As such, Line 36 also includes an emergency operating reserve of \$500,000 to handle any operating revenue shortfalls (as an example, the Convention Center Second Quarter Financial Results dated January 30, 2015 shows a year-to-date revenue shortfall of \$700,130 for 2014-15) or operating expenditure overages. A copy of the monthly budget is attached.

Line 37 - Convention Center Cash Flow Funding: Line 37 includes \$1,639,958 (the amount equal to 25% of the annual operating budget) to cover the cash flow needs of funding Convention Center operations during the year. Cash flow funding for the Convention Center is necessary to address uneven timing between revenue receipts and expenses. The revenues received from convention operations often lag the costs incurred by the operator. The operator does not have any source of revenue to fund those cash flow shortfalls and without cash flow funding would be unable to continue to operate. Again, continuing to operate the Convention Center is required by the Hyatt Regency Lease. Estimating the cash flow needs and

revenue shortfall for the Convention Center is difficult since the actual funds needed depend upon a variety of factors many of which cannot be known at this time. In order to ensure that the Successor Agency has sufficient funds available to operate the Convention Center during the ROPS period, the Successor Agency is proposing the establishment of a 25% cash flow reserve. This represents the amount that the City previously made available to the Chamber of Commerce for convention center operations. These funds will only be used to the extent that operating receipts from the Convention Center are not sufficient to fund operating costs. To the extent that the funds are not necessary, the prior period adjustment schedule on ROPS 16-17A will account for the unspent funds and adjust subsequent distributions to the Successor Agency. Additionally, the County Auditor-Controller and the State Controller, pursuant to Health and Safety Code Section 34186 have the right to audit all accounts to determine the actual costs incurred.

Line 38 - Convention Center Capital Improvements: The Hyatt Regency Lease requires that the Convention Center be maintained in a first class condition. The Chamber of Commerce has submitted a cost estimate of capital improvements that are necessary during the ROPS 15-16A period totaling \$991,000, a copy of which is attached. Additionally, the Chamber has submitted a longer term list of needed repairs and capital improvements that is also attached. The Successor Agency expects to put these additional items on subsequent ROPS. In addition to the \$991,000, an additional \$500,000 contingency reserve has been requested to cover the cost of any emergency repairs that may have to be made. The Successor Agency has reviewed the list of needed repairs and improvements and has determined that the amount listed on the ROPS are necessary to continue to maintain the property in a first class condition as required by the Hyatt Regency Lease.

Line 39 – Convention-Visitors Bureau (CVB) Marketing Agreement: The City has entered into a marketing agreement with the Santa Clara Chamber of Commerce and Convention-Visitors Bureau annually to market the Convention Center including booking conventions. This contract will now be transferred to the Successor Agency. Marketing of the Convention Center is an essential aspect of continued operations. Without marketing, the Convention Center will cease to function since there can be no expectation that meeting planners will continue to book the Convention Center for events. Marketing of the Convention Center cannot be confined solely to the convention center premises as information and material on activities for conventioners after hours are generally considered and required by meeting planners making booking decisions. The cost of the contract is \$982,519 (includes 50% of base request plus 50% of the new budget request for 2015-16 of \$270,000 for additional staffing to market the Convention Center). Their budget request is attached.

Line 40 - Maintenance District Assessment: The Convention Center is subject to a Maintenance District that assesses the owner of the Convention Center and the lessees of the Techmart and Hyatt Regency properties for costs associated with the maintenance and operation of the Common Area. The allocation of costs among the Hyatt Regency owner, the Techmart Owner and the Successor Agency is set forth in the Hyatt Regency and Techmart Leases as well as the formation documents for the Maintenance District. The Successor Agency share of costs is approximately 45% of the total cost of maintaining the common areas. The Maintenance District has not determined the final assessments for fiscal year 2015-16 yet so the amount listed on the ROPS is the Successor Agency's share of the proposed 2015-16 budget. The full annual amount is needed to cover the cash flow needs of the district as the other parties are billed based on property tax due dates (December 10 and April 10). A copy of the proposed budget is attached.

City Manager/Executive Officer for Oversight Board Action

Subject: Recognized Obligation Payment Schedule and Administrative Budget for July 1, 2015 through December 31, 2015

February 26, 2015

Page 5

Line 41 - Property Insurance: While the Convention Center property was held by the City it was insured as part of the City's shared risk pooled insurance program. Upon transfer of the Property to the Successor Agency, the Successor Agency will need to obtain its own separate property insurance. The City's insurance broker recommends including two times the 2014-15 cost as an estimate for 2015-16 which amounts to \$126,472.

Line 42 - Successor Agency Staff Costs: The City estimates that it will expend \$46,000 for minimal contract oversight and financial/accounting services. It should be noted that there is no agreement between the City, the Successor Agency, or the Oversight Board for the City to manage, operate, or expend City resources to fund, backfill, or pay for any operating or capital costs for the Convention Center. It is the City's intent not to provide any funding for the Convention Center once the property is transferred to the Successor Agency. Project related staffing costs are permissible under the Dissolution Act Section 34171(b). A copy of the estimate is attached.

Line 43 - Reimbursement to the City for Costs Incurred: Since the conveyance of the Convention Center to the City by the former RDA, the City has covered all of the shortfall associated with the operation and maintenance of the Convention Center. The City, prior to the issuance of the preliminary injunction obtained by the County requiring that the rents from the Hyatt Regency and Techmart (as well as other rents) be sequestered, relied upon the rents generated by the Hyatt Regency and the Techmart properties to cover the costs associated with the operation and maintenance of the Convention Center and the adjacent parking structure and common areas. The writ also orders the City to return to the Successor Agency all of the rents generated by the Hyatt Regency and Techmart properties since January 1, 2011. During that period, the City has incurred estimated costs related to covering Convention Center shortfalls pursuant to the enforceable obligations totaling \$7,181,417 plus the additional \$576,720 estimated shortfall for 2014-15 projected by the Chamber of Commerce in their most recent quarterly report (attached). These costs directly result from the ownership of the property being returned to the Successor Agency and thus are property costs of the Successor Agency that must be reimbursed to the City. If these amounts are not returned to the City, the taxing entities would be unjustly enriched. Attached to this report is a breakdown of the costs incurred by the City since January 1, 2011 related to the Convention Center by year. The return of these costs to the City can be handled in several ways, it could be paid off through a credit on the amount owed on the Other Funds DDR, a credit against the additional rent claimed as due during the gap period between the DDR period and the time the TRO went into effect (i.e., rent collected between on July 1, 2012 and July 26, 2013), or as a release of rent monies from the TRO account.

### **ECONOMIC/FISCAL IMPACT:**

As shown on the attached ROPS, as of January 1, 2016, the Successor Agency will have a total of about \$210.1 million of debt or obligations outstanding. Each January 2 and June 1, the County of Santa Clara will allocate revenue from individual Successor Agency trust funds to make payments listed on the ROPS for each six month period.

For fiscal year 2015-16, the law allows the Successor Agency to receive an administrative cost allowance based on the greater of 3% of the Successor Agency's enforceable obligations or \$250,000 on an annual

City Manager/Executive Officer for Oversight Board Action

Subject: Recognized Obligation Payment Schedule and Administrative Budget for July 1, 2015 through December 31, 2015

February 26, 2015

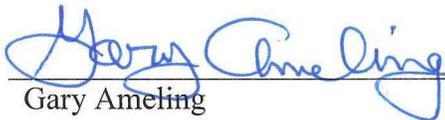
Page 6

fiscal year basis. The estimated administrative costs associated with Successor Agency operations during the July 1, 2015 through December 31, 2015 period total \$265,000. Based on the enforceable obligations included on the proposed ROPS, the 3% administrative cost allowance for this six month period would yield \$439,205. Based on prior Oversight Board direction, the Successor Agency has only requested its estimated administrative costs of \$265,000.

**RECOMMENDATION:**

That the Oversight Board adopt a resolution that:

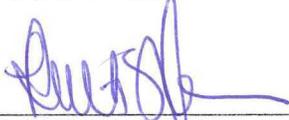
- a) Approves the Recognized Obligation Payment Schedule for the period of July 1, 2015 through December 31, 2015; and
- b) Approves the Successor Agency Administrative Budget for the period of July 1, 2015 through December 31, 2015.



Gary Ameling

Director of Finance/Assistant City Manager

APPROVED:



Julio J. Fuentes

City Manager/Executive Officer to Successor Agency

***Documents Related to this Report:***

- 1) *Resolution- ROPS 15-16A and Administrative Budget*
- 2) *Report of Cash Balances – ROPS 14-15B (supports ROPS line 35)*
- 3) *Convention Center Proposed Monthly Budget for 2015-16 (supports ROPS line 36)*
- 4) *Santa Clara Convention Center Renovation/CIP List (supports ROPS line 38)*
- 5) *Convention-Visitor Bureau Budget – Proposed 2015-16 (supports ROPS line 39)*
- 6) *Convention Center Maintenance District Budget - Proposed 2015-16 (supports ROPS line 40)*
- 7) *Convention Center Minimal Support Budget for ROPS 15-16A (supports ROPS line 42)*
- 8) *Historical Convention Center Revenues and Expenditures 2002-03 to 2013-14 (supports ROPS line 43)*
- 9) *Convention Center and Convention-Visitors Bureau Activity Report for 2014-15 Second Quarter (supports ROPS line 43)*

**RESOLUTION NO. 2015-\_\_\_\_ (OVERSIGHT BOARD)**

**A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE AND AN ADMINSTRATIVE BUDGET FOR THE PERIOD JULY 1, 2015 THROUGH DECEMBER 31, 2015, MAKING RELATED FINDINGS AND DECLARATIONS AND TAKING RELATED ACTIONS IN CONNECTION THEREWITH**

**BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY OF THE REDEVELOPMENT AGENCY OF THE CITY OF SANTA CLARA AS FOLLOWS**

**WHEREAS**, the California state legislature enacted Assembly Bill 1x 26 (the “Dissolution Act”) to dissolve redevelopment agencies formed under the Community Redevelopment Law (Health and Safety Code section 33000 et seq.);

**WHEREAS**, pursuant to Health and Safety Code section 34173, the City Council of the City of Santa Clara (the “City Council”) declared that the City of Santa Clara, a charter city (the “City”), would act as successor agency (the “Successor Agency”) for the dissolved City of Santa Clara Redevelopment Agency (the “Dissolved RDA”) effective February 1, 2012;

**WHEREAS**, on February 1, 2012, the RDA was dissolved pursuant to Health and Safety Code section 34172;

**WHEREAS**, the Dissolution Act provides for the appointment of an oversight board (the “Oversight Board”) with specific duties to approve certain Successor Agency actions pursuant to Health and Safety Code section 34180 and to direct the Successor Agency in certain other actions pursuant to Health and Safety Code section 34181;

**WHEREAS**, pursuant to AB 1484 (“AB 1484”), enacted June 27, 2012, to amend various provisions of the Dissolution Act, the Successor Agency is now declared to be a separate legal entity from the City;

**WHEREAS**, under the Dissolution Act, the Proposed ROPS 15-16A and the Administrative Budget for the period of July 1, 2015 through December 31, 2015 must be submitted to the Oversight Board for the Oversight Board’s approval; and,

**WHEREAS**, Health and Safety Code Section 34177(a)(3) allows the Successor Agency to make payments of enforceable obligations from sources other than those listed on the ROPS with the approved of the Oversight Board; and

**WHEREAS**, portions of costs listed on the ROPS 15-16A related to the Santa Clara Convention Center are expected to be paid from revenues generated by the Convention Center operations; and

**WHEREAS**, the accompanying staff report provides supporting information upon which the actions set forth in this Resolution are based.

**NOW, THEREFORE, BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE CITY OF SANTA CLARA REDEVELOPMENT AGENCY AS FOLLOWS:**

SECTION 1. The Oversight Board hereby finds, resolves, and determines that the foregoing recitals are true and correct, and, together with information provided by the Successor Agency staff and the public, form the basis for the approvals, findings, resolutions, and determinations set forth below.

SECTION 2. Under Health and Safety Code section 34180(g), the Oversight Board must approve the establishment of the recognized obligation payment schedules of the Successor Agency.

SECTION 3. The Oversight Board hereby approves the Proposed ROPS 15-16A in the form presented to the Oversight Board and attached hereto as Attachment 1 (the “Approved ROPS 15-16A”), including the agreements and obligations described in the Approved ROPS 15-16A, and hereby determines that such agreements and obligations constitute “enforceable obligations” and “recognized obligations” for all purposes of the Dissolution Act. In connection with such approval, the Oversight Board makes the specific findings set forth below.

SECTION 4. The Oversight Board has examined the items on the Approved ROPS 15-16A and finds that each of them is necessary for the continued maintenance and preservation of property owned by the Successor Agency until disposition in accordance with the Dissolution Act, the continued administration of the ongoing agreements herein approved by the Oversight Board, or the expeditious wind-down of the affairs of the Dissolved RDA by the Successor Agency.

SECTION 5. In accordance with Health and Safety Code Section 34177(a)(3) the Oversight Board hereby approves the use of Convention Center operating revenues to fund a portion of the operating costs associated with the Convention Center; and

SECTION 6. The Successor Agency is authorized and directed to enter into any agreements and amendments to agreements necessary to memorialize and implement the agreements and obligations in the Approved ROPS 15-16A and herein approved by the Oversight Board.

SECTION 7. Under Health and Safety Code section 34177(j), the Oversight Board must approve the Administrative Budget for the Successor Agency.

SECTION 8. In accordance with the Dissolution Act, the Oversight Board hereby approves the Proposed Administrative Budget for the period of July 1, 2015 through December 31, 2015 in the form presented to the Oversight Board and attached hereto as Attachment 2 (the "Approved Administrative Budget"), and authorizes the Successor Agency to incur costs for the general administrative activities and functions described in the Administrative Budget.

SECTION 9. The Oversight Board finds that the Administrative Budget supports a distribution of the FY 2015-16 Administrative Cost Allowance to the Successor Agency in the amount of \$265,000 which includes the administrative costs associated with the Administrative Budget for the period of July 1, 2015 through December 31, 2015.

SECTION 10. The Successor Agency is authorized and directed to enter into any agreements and amendments to agreements necessary to memorialize and implement the agreements and obligations in the approved Administrative Budget herein approved by the Oversight Board.

SECTION 11. The Oversight Board hereby authorizes and directs the Successor Agency staff to take all actions necessary under the Dissolution Act to file, post, mail or otherwise deliver via electronic mail, internet posting, and/or hardcopy, all notices and transmittals necessary or convenient in connection with the approval of the Approved ROPS 15-16A and the Approved Administrative Budget, and to take any other administrative actions necessary to ensure the validity of the ROPS 15-16A and the validity of any enforceable obligation approved by the Oversight Board in this Resolution. In addition, the Oversight Board authorizes and directs the Successor Agency staff to make such non-substantive revisions to the Approved ROPS 15-16A as may be necessary to submit the Approved ROPS 15-16A in any modified form required by the Department of Finance, and the Approved ROPS 15-16A as modified shall thereupon constitute the Proposed ROPS 15-16A as approved by the Oversight Board pursuant to this Resolution.

//

//

//

SECTION 12. This Resolution shall take effect at the time and in the manner prescribed in Health and Safety Code section 34179(h).

CERTIFICATION

I hereby certify the forgoing to be a true copy of a resolution passed and adopted by the Oversight Board of the Successor Agency for the City of Santa Clara Redevelopment Agency at a regular meeting thereof held on 27<sup>th</sup> day of February 2015, by the following vote:

|          |                |
|----------|----------------|
| AYES:    | BOARD MEMBERS: |
| NOES:    | BOARD MEMBERS: |
| ABSTAIN: | BOARD MEMBERS: |
| ABSENT:  | BOARD MEMBERS: |

APPROVE:

ATTEST:

\_\_\_\_\_  
 Donald F. Gage  
 Chairperson

\_\_\_\_\_  
 Jennifer Yamaguma  
 Clerk to the Oversight Board

- Attachments incorporated by reference:
1. Approved ROPS 15-16A
  2. Approved Administrative Budget

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

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

Name of Successor Agency: Santa Clara  
 Name of County: Santa Clara

| Current Period Requested Funding for Outstanding Debt or Obligation                                  |  | Six-Month Total      |
|--|--|----------------------|
| <b>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding</b> |  |                      |
| <b>A Sources (B+C+D):</b>  |  | <b>\$ 49,258,518</b> |
| B  | Bond Proceeds Funding (ROPS Detail)    | 38,900,000           |
| C  | Reserve Balance Funding (ROPS Detail)  | -                    |
| D  | Other Funding (ROPS Detail)            | 10,358,518           |
| <b>E Enforceable Obligations Funded with RPTTF Funding (F+G):</b>                                    |  | <b>\$ 14,905,179</b> |
| F  | Non-Administrative Costs (ROPS Detail) | 14,640,179           |
| G  | Administrative Costs (ROPS Detail)     | 265,000              |
| <b>H Current Period Enforceable Obligations (A+E):</b>   |  | <b>\$ 64,163,697</b> |

| Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding |  |                      |
|--|--|----------------------|
| I  | Enforceable Obligations funded with RPTTF (E):                             | 14,905,179           |
| J  | Less Prior Period Adjustment (Report of Prior Period Adjustments Column S) | -                    |
| <b>K Adjusted Current Period RPTTF Requested Funding (I-J)</b>                                   |  | <b>\$ 14,905,179</b> |

| County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding |   |                   |
|--|---|-------------------|
| L  | Enforceable Obligations funded with RPTTF (E):                              | 14,905,179        |
| M  | Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA) | -                 |
| <b>N Adjusted Current Period RPTTF Requested Funding (L-M)</b>                                       |   | <b>14,905,179</b> |

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

\_\_\_\_\_  
 Name Title  
 /s/ \_\_\_\_\_  
 Signature Date

**Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail**  
**July 1, 2015 through December 31, 2015**  
 (Report Amounts in Whole Dollars)

| A      | B   | C                                  | D                                 | E                                   | F   | G   | H              | I                                    | J       | K   | L               | M             | N             | O          | P               |
|--------|---|------------------------------------|-----------------------------------|-------------------------------------|---|---|----------------|--------------------------------------|---------|---|-----------------|---------------|---------------|------------|-----------------|
| 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 | Retired | Funding Source  |                 |               |               |            | Six-Month Total |
|        |   |                                    |                                   |                                     |   |   |                |                                      |         | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) |                 |               | RPTTF         |            |                 |
|        |   |                                    |                                   |                                     |   |   |                |                                      |         | Bond Proceeds   | Reserve Balance | Other Funds   | Non-Admin     | Admin      |                 |
|        |   |                                    |                                   |                                     |   |   |                | \$ 210,099,626                       |         | \$ 38,900,000   | \$ -            | \$ 10,358,518 | \$ 14,640,179 | \$ 265,000 | \$ 64,163,697   |
| 1      | 1999 Tax Allocation Bonds Series A  | Bonds Issued On or Before 12/31/10 | 8/3/1999                          | 6/1/2023                            | Bank of New York  | Bond issue to fund non-housing projects   | Bayshore North | 40,953,038                           | N       |   |                 |               | 854,432       |            | \$ 854,432      |
| 2      | 1999 Tax Allocation Bonds Series B  | Bonds Issued On or Before 12/31/10 | 8/18/1999                         | 6/1/2017                            | Bank of New York  | Bond issue to fund non-housing projects   | Bayshore North | 6,795,469                            | N       |   |                 |               | 171,435       |            | \$ 171,435      |
| 4      | 2003 Tax Allocation Bonds   | Bonds Issued On or Before 12/31/10 | 4/30/2003                         | 6/1/2023                            | Bank of New York  | Bond issue to fund non-housing projects   | Bayshore North | 49,685,000                           | N       |   |                 |               | 1,003,875     |            | \$ 1,003,875    |
| 5      | 2011 Tax Allocation Bonds   | Bonds Issued After 12/31/10        | 5/11/2011                         | 6/1/2026                            | Bank of New York  | Bond issue to fund non-housing projects   | Bayshore North | 58,481,737                           | N       |   |                 |               | 325,306       |            | \$ 325,306      |
| 6      | Miscellaneous Bond Costs  | Fees                               | 8/3/1999                          | 6/1/2026                            | Various   | Fiscal Agent Fees, Arbitrage Fees, etc.   | Bayshore North | 164,385                              | N       |   |                 |               | 9,285         |            | \$ 9,285        |
| 7      | 2002 Series B COPS (Agency Share)   | Bonds Issued On or Before 12/31/10 | 3/1/1989                          | 2/1/2014                            | City of Santa Clara                                     | Reimbursement Agreement - Agency/City   | Bayshore North |                                      | N       |   |                 |               |               |            | \$ -            |
| 8      | 2011 Cooperation and Predevelopment Funding Agreement, as modified by First Amendment thereto | Third-Party Loans                  | 2/22/2011                         | 7/31/2017                           | Forty Niners SC Stadium Company LLC                     | Repayment of a loan to assist a publicly owned stadium                                      | Bayshore North | 19,055,652                           | N       |   |                 |               | 6,209,333     |            | \$ 6,209,333    |
| 11     | City ROPS Loan  | City/County Loans After 6/27/11    | 5/22/2012                         | 12/31/9999                          | City of Santa Clara                                     | Cash Flow Loan for ROPS payments  | Bayshore North |                                      | N       |   |                 |               |               |            | \$ -            |
| 12     | Independent Legal Counsel   | Legal                              | 7/17/2012                         | 12/31/9999                          | Hilda Cantu Montoy                                      | Legal Counsel for Oversight Board   | All            |                                      | N       |   |                 |               |               |            | \$ -            |
| 13     | Administrative Cost Allowance   | Admin Costs                        | 7/1/2015                          | 12/31/2015                          | City of Santa Clara                                     | Reimbursement for Administrative Expenses   | All            | 5,256,182                            | N       |   |                 |               |               | 265,000    | \$ 265,000      |
| 14     | Defense of Lawsuit Filed by County  | Legal                              | 1/8/2013                          | 6/30/2014                           | Gibson, Dunn & Crutcher LLP/Goldfarb & Lipman LLP       | Payment of legal fees to defend lawsuits  | All            |                                      | N       |   |                 |               |               |            | \$ -            |
| 31     | Subleasehold Interest - Sports and Open Space Authority (SOSA)                                | Miscellaneous                      | 3/22/1995                         | 3/22/2050                           | City of Santa Clara and Sports and Open Space Authority | Per Other Funds DDR Attachment D, Item 29a and 29b per pre-meet and confer advice from DOF. | Bayshore North |                                      | N       |   |                 |               |               |            | \$ -            |
| 32     | Martinson Child Development Center, 1350 Hope Drive   | Property Maintenance               | 11/18/2003                        | 11/17/2038                          | United Fire Safety                                      | Repairs and maintenance for Martinson Child Development Center, 1350 Hope Drive             | Bayshore North | 4,999                                | N       |   |                 |               |               |            | \$ -            |

**Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail**  
**July 1, 2015 through December 31, 2015**  
 (Report Amounts in Whole Dollars)

| A      | B   | C                                  | D                                 | E                                   | F  | G  | H              | I                                    | J       | K   | L               | M           | N         | O     | P               |
|--------|---|------------------------------------|-----------------------------------|-------------------------------------|--|--|----------------|--------------------------------------|---------|---|-----------------|-------------|-----------|-------|-----------------|
| 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 | Retired | Funding Source  |                 |             |           |       | Six-Month Total |
|        |   |                                    |                                   |                                     |  |  |                |                                      |         | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) |                 |             | RPTTF     |       |                 |
|        |   |                                    |                                   |                                     |  |  |                |                                      |         | Bond Proceeds   | Reserve Balance | Other Funds | Non-Admin | Admin |                 |
| 33     | Unspent 1999 Bond Proceeds  | Bonds Issued On or Before 12/31/10 | 8/3/1999                          | 6/1/2023                            | Trustee  | Defease/Redeem Unspent Bond Proceeds   | Bayshore North |                                      | N       | 12,200,000  |                 |             |           |       | \$ 12,200,000   |
| 34     | Unspent 2011 Bond Proceeds  | Bonds Issued After 12/31/10        | 5/11/2011                         | 6/1/2026                            | Trustee  | Defease/Redeem Unspent Bond Proceeds   | Bayshore North |                                      | N       | 26,700,000  |                 |             |           |       | \$ 26,700,000   |
| 35     | ROPS 2 RPTTF Funding Shortage   | RPTTF Shortfall                    | 12/31/2012                        | 12/31/9999                          | Successor Agency   | ROPS 2 RPTTF Funding Shortage  | Bayshore North | 65,802                               | N       |   |                 |             | 65,802    |       | \$ 65,802       |
| 36     | Convention Center Operations - Hyatt Lease Contract   | Professional Services              | 4/30/1985                         | 4/30/2035                           | Santa Clara Convention Center                                  | Obligations related to the Convention Center and Common Areas  | Bayshore North | 7,059,833                            | N       |   |                 | 2,600,381   | 1,112,338 |       | \$ 3,712,719    |
| 37     | Convention Center Operations - Hyatt Lease Contract   | Professional Services              | 4/30/1985                         | 4/30/2035                           | Santa Clara Convention Center                                  | Obligations related to the Convention Center and Common Areas  | Bayshore North | 1,639,958                            | N       |   |                 |             | 1,639,958 |       | \$ 1,639,958    |
| 38     | Convention Center Capital Improvements - Hyatt Lease Contract   | OPA/DDA/Construction               | 7/1/2015                          | 12/31/9999                          | Santa Clara Convention Center                                  | Maintain appearance, function, and efficiency of the Convention Center   | Bayshore North | 10,439,500                           | N       |   |                 |             | 1,491,000 |       | \$ 1,491,000    |
| 39     | Convention-Visitors Bureau - marketing contract   | Professional Services              | 7/1/2015                          | 6/30/2016                           | Santa Clara Chamber of Commerce and Convention-Visitors Bureau | Operation of the Convention-Visitors Bureau for FY2015-16 - promote tourism and commerce within the City of Santa Clara and marketing services for the Santa Clara Convention Center | Bayshore North | 1,965,038                            | N       |   |                 |             | 982,519   |       | \$ 982,519      |
| 40     | Convention Center Maintenance District Assessment - Hyatt and Techmart Lease Contracts                    | Property Maintenance               | 7/1/2015                          | 6/30/2016                           | Convention Center Maintenance District                         | Approximately 45% of maintenance district costs for common areas   | Bayshore North | 602,424                              | N       |   |                 |             | 602,424   |       | \$ 602,424      |
| 41     | Convention Center - property insurance - Hyatt Lease Contract   | Property Maintenance               | 7/1/2015                          | 6/30/2016                           | Alliant Insurance Services, Inc.                               | Property premium for Convention Center   | Bayshore North | 126,472                              | N       |   |                 |             | 126,472   |       | \$ 126,472      |
| 42     | City of Santa Clara staff costs - Hyatt Lease Contract  | Miscellaneous                      | 1/1/2011                          | 12/31/9999                          | Successor Agency   | Contract management  | Bayshore North | 46,000                               | N       |   |                 |             | 46,000    |       | \$ 46,000       |
| 43     | Net reimbursement of City costs on Convention Center Operations since January 2011 - Hyatt Lease Contract | Miscellaneous                      | 1/1/2011                          | 6/30/2015                           | City of Santa Clara  | TBD  | Bayshore North | 7,758,137                            | N       |   |                 | 7,758,137   |           |       | \$ 7,758,137    |
| 44     |   |                                    |                                   |                                     |  |  |                |                                      | N       |   |                 |             |           |       | \$ -            |
| 45     |   |                                    |                                   |                                     |  |  |                |                                      | N       |   |                 |             |           |       | \$ -            |

**Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Cash Balances**

(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177 (I), 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](https://rad.dof.ca.gov/rad-sa/pdf/Cash_Balance_Agency_Tips_Sheet.pdf).

| A   | B  | C                                  | D                                 | E  | F  | G                            | H                   | I   |  |
|---|--|------------------------------------|-----------------------------------|--|--|------------------------------|---------------------|---|--|
|   |  | <b>Fund Sources</b>                |                                   |  |  |                              |                     |   |  |
|   |  | <b>Bond Proceeds</b>               |                                   | <b>Reserve Balance</b>                                     |  | <b>Other</b>                 | <b>RPTTF</b>        |   |  |
|   | <b>Cash Balance Information by ROPS Period</b>   | Bonds Issued on or before 12/31/10 | Bonds Issued on or after 01/01/11 | Prior ROPS period balances and DDR RPTTF balances retained | Prior ROPS RPTTF distributed as reserve for future period(s) | Rent, Grants, Interest, Etc. | Non-Admin and Admin | <b>Comments</b>   |  |
| <b>ROPS 14-15A Actuals (07/01/14 - 12/31/14)</b>  |  |                                    |                                   |  |  |                              |                     |   |  |
| 1   | <b>Beginning Available Cash Balance (Actual 07/01/14)</b>  | 18,197,977                         | 27,768,419                        | 3,728,175  | -  | -                            |                     | H1) Blocked from entering negative amounts in H1. Actual amount is \$65,802 cash deficit resulting from the RPTTF funding shortage to meet the debt payments approved on ROPS 2.  |  |
| 2   | <b>Revenue/Income (Actual 12/31/14)</b><br>RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014  | 662                                | 7                                 |  |  |                              | 3,235,985           | C2) Restricted interest earnings of \$662. D2) Restricted interest earnings of \$7.   |  |
| 3   | <b>Expenditures for ROPS 14-15A Enforceable Obligations (Actual 12/31/14)</b><br>RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q |                                    |                                   | 3,728,175  |  |                              | 3,237,670           |   |  |
| 4   | <b>Retention of Available Cash Balance (Actual 12/31/14)</b><br>RPTTF amount retained should only include the amounts distributed as reserve for future period(s)                                | 18,198,639                         | 27,768,426                        |  |  |                              |                     | C4) Parity reserve of \$7,084,819. Bond proceeds of \$11,113,820 held for the purposes for which the bonds were issued. D4) Parity reserve of \$2,767,861. Bond proceeds of \$25,000,565 required to be retained until the State issues a Finding of Completion. All funds are subject to the court ordered preliminary injunction. |  |
| 5   | <b>ROPS 14-15A RPTTF Prior Period Adjustment</b><br>RPTTF amount should tie to the self-reported ROPS 14-15A PPA in the Report of PPA, Column S  | No entry required                  |                                   |  |  |                              |                     | -   |  |
| 6   | <b>Ending Actual Available Cash Balance</b><br>C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)   | \$ -                               | \$ -                              | \$ -   | \$ -   | \$ -                         | \$ (1,685)          | H6) Understated by the \$65,802 cash deficit which is the RPTTF funding shortage to meet the debt payments approved on ROPS 2. Blocked from entering negative amounts in H1.  |  |
| <b>ROPS 14-15B Estimate (01/01/15 - 06/30/15)</b> |  |                                    |                                   |  |  |                              |                     |   |  |
| 7   | <b>Beginning Available Cash Balance (Actual 01/01/15)</b><br>(C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)   | \$ 18,198,639                      | \$ 27,768,426                     | \$ -   | \$ -   | \$ -                         | \$ (1,685)          | H7) Understated by the \$65,802 cash deficit which is the RPTTF funding shortage to meet the debt payments approved on ROPS 2. Blocked from entering negative amounts in H1.  |  |
| 8   | <b>Revenue/Income (Estimate 06/30/15)</b><br>RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015                                     |                                    |                                   |  |  |                              | 9,364,638           |   |  |
| 9   | <b>Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 06/30/15)</b>  |                                    |                                   |  |  |                              | 9,364,638           |   |  |
| 10  | <b>Retention of Available Cash Balance (Estimate 06/30/15)</b><br>RPTTF amount retained should only include the amounts distributed as reserve for future period(s)                              | 18,198,639                         | 27,768,426                        |  |  |                              |                     | C10 and D10) See above Comments.  |  |
| 11  | <b>Ending Estimated Available Cash Balance (7 + 8 - 9 -10)</b>   | \$ -                               | \$ -                              | \$ -   | \$ -   | \$ -                         | \$ (1,685)          | H11) Understated by the \$65,802 cash deficit which is the RPTTF funding shortage to meet the debt payments approved on ROPS 2. Blocked from entering negative amounts in H1.   |  |



**Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Prior Period Adjustments**  
 Reported for the ROPS 14-15A (July 1, 2014 through December 31, 2014) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)  
 (Report Amounts in Whole Dollars)

**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.

| A      | B  | C                      | D      | E               | F            | G           | H      | I                  | J   | K                                    | L            | M  | N          | O   | P                                    | Q          | R   | S                    | T  |             |
|--------|--|------------------------|--------|-----------------|--------------|-------------|--------|--------------------|---|--------------------------------------|--------------|--|------------|---|--------------------------------------|------------|---|----------------------|--|-------------|
| Item # | Project Name / Debt Obligation   | Non-RPTTF Expenditures |        |                 |              |             |        | RPTTF Expenditures |   |                                      |              |  |            |   |                                      |            |   |                      | Net SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF) | SA Comments |
|        |  | Bond Proceeds          |        | Reserve Balance |              | Other Funds |        | Non-Admin          |   |                                      |              |  | Admin      |   |                                      |            |   |                      |  |             |
|        |  | Authorized             | Actual | Authorized      | Actual       | Authorized  | Actual | Authorized         | Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14) | Net Lesser of Authorized / Available | Actual       | Difference (If K is less than L, the difference is zero) | Authorized | Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14) | Net Lesser of Authorized / Available | Actual     | Difference (If total actual exceeds total authorized, the total difference is zero) | Net Difference (M+R) |  |             |
|        |  | \$ -                   | \$ -   | \$ 3,728,175    | \$ 3,728,175 | \$ -        | \$ -   | \$ 3,033,145       | \$ 3,033,145  | \$ 3,033,145                         | \$ 3,034,830 | \$ -   | \$ 202,840 | \$ 202,840  | \$ 202,840                           | \$ 202,840 | \$ -  | \$ -                 |  |             |
| 24     | 910-9110 CIP Non-Profit Housing Service Providers-Project Sentinel, Mortgage Default Counseling                            | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
| 25     | 910-9110 CIP Non-Profit Housing Service Providers-Catholic Charities, Housing Search Services                              | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
| 26     | 910-9110 CIP Non-Profit Housing Service Providers-Silicon Valley Independent Living Center, Supported Living Concepts      | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
| 27     | 910-9110 CIP Non-Profit Housing Service Providers-Council on Aging, Senior Case Management                                 | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
| 28     | 910-9110 CIP Non-Profit Housing Service Providers-Next Door, Case Management-HomeSafe SC                                   | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
| 29     | 910-9110 CIP Non-Profit Housing Service Providers-Emergency Housing Consortium, Transitional Housing Supplemental Services | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
| 30     | 910-9110 CIP Non-Profit Housing Service Providers-InnVision, Emergency Rental Assistance                                   | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
| 31     | Subleasehold Interest - Sports and Open Space Authority (SOSA)   | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |  |             |
|        |  |                        |        |                 |              |             |        |                    |   | \$ -                                 |              | \$ -   |            |   |                                      |            |   | \$ -                 |  |             |
|        |  |                        |        |                 |              |             |        |                    |   | \$ -                                 |              | \$ -   |            |   |                                      |            |   | \$ -                 |  |             |
|        |  |                        |        |                 |              |             |        |                    |   | \$ -                                 |              | \$ -   |            |   |                                      |            |   | \$ -                 |  |             |

**Recognized Obligation Payment Schedule (ROPS 15-16A) - Notes**

July 1, 2015 through December 30, 2015

| Item # | Notes/Comments   |
|--------|--|
| All    | Since the form requires that the Contract/Agreement Termination Date be filled in, we have entered 12/31/9999 for line items where no contract or agreement termination date exists.   |
| 6      | Miscellaneous Bond Costs are an estimate which may require a true-up on a future ROPS. For ROPS 15-16A, the amount was increased by \$1,685 for the additional fees incurred during the ROPS 14-15A time period.   |
| 32     | Repairs and maintenance for Martinson Child Development Center, 1350 Hope Drive, can be requested on a future ROPS for reimbursement of \$4,999 after property is transferred to the Successor Agency, per County.   |
| 33     | 1999 TAB Redemption. Amount includes the total estimated remaining bond proceeds plus the anticipated amount of released reserves; rounded up to the next hundred thousand. The Successor Agency would only agree to redeem these bonds if it were to receive a dollar-for-dollar credit towards amounts that it owes or toward a settlement compensation agreement. It would require DOF approval to redeem these bonds before July 1, 2015 to maximize savings.  |
| 34     | 2011 TAB defeasance. Amount includes the total estimated bond proceeds plus the anticipated amount of released reserves; rounded up to next hundred thousand. It would require DOF approval to defease these bonds before July 1, 2015 to maximize savings.  |
| 35     | City ROPS Loan of \$5,900,000 was an estimated rounded amount, which was short by \$65,802 to pay all of the ROPS 2 debt.  |
| 36     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The noted "Outstanding Obligation" is the 2015-16 Convention Center operating budget request in order to continue operation of the Convention Center next fiscal year. In addition to the expense request of \$6,559,833; there includes a request to fund a \$500,000 emergency operating reserve. The revenue from operations of the Convention Center is expected to be \$6,025,248 in 2015-16; with the first six months that amount notated as "Other Funds". The \$1,112,338 is a request to fund the emergency operating reserve and first six months of net expected operating loss of \$612,338.   |
| 37     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The noted "Outstanding Obligation" includes a request to establish and fund an operating cash flow reserve for the Convention Center. This amount is equal to 25% of the 2015-16 Convention Center operating budget request or \$1,639,958.   |
| 38     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center as a first class facility per the Hyatt lease terms. The noted "Outstanding Obligation" of \$9,939,500 is the Convention Center's current list of needed repairs and capital improvement. In addition to the anticipated capital needs, there includes a request to fund a \$500,000 emergency repair reserve to fund emergency repairs and replacement of major equipment. The 2015-16 Capital Improvement Projects request includes \$991,000 in repairs and capital improvement requests deemed critical to maintaining the Convention Center as a first class facility and is expected to be expensed within the first six months of the fiscal year.  |
| 39     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The marketing of the Convention Center has been handled through an agreement with the Convention-Visitors Bureau. The marketing of the Convention Center is critical to operations in generating revenue. The noted "Outstanding Obligation" is the 2015-16 Convention-Visitors Bureau operating budget request in order to continue marketing efforts for the Convention Center next fiscal year. In addition to expense request of \$1,738,088; there includes a request for funding of additional staff to market the Convention Center at a cost of \$270,000.  |
| 40     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes a defined contractual obligation to share in the Maintenance District's assessments for the maintenance and operation of the common area located on Convention Center Properties. The noted "Outstanding Obligation" is approximately 45% of the 2015-16 Maintenance District budget request of \$1,338,721 or \$602,424. The full annual amount is being requested due to timing of cash flows to pay for continued operations.  |
| 41     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes maintaining adequate property insurance for the Convention Center. The noted "Outstanding Obligation" is an estimate of that policy. This was a preliminary quote based on the Special Property Insurance Program, which would be one cost effective way of obtaining coverage as a standalone policy for the Convention Center.  |
| 42     | Transfer of the Convention Center Properties includes minimal management of contractual obligations along with financial and accounting services. The noted "Outstanding Obligation" assumes reimbursement of City of Santa Clara for staff time and expense to assist in management of the Convention Center contracts and provide accounting and treasury services to the Successor Agency.  |
| 43     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The noted "Outstanding Obligation" is the accumulated net operating loss for the Convention Center from January 2011 to the estimated loss expected in the 2014-15 fiscal year. The majority of the loss is due to withholding of lease revenues as required per the preliminary injunction obtained by the County. During this period, the City of Santa Clara funded these losses and is requesting full reimbursement as a credit to amounts due from the Other Funds Due Diligence Review ("DDR"), the amount owed for the gap period between DDR and preliminary injunction, or the release of lease revenues from the injunction account. The full reimbursement request is notated as "Other Funds". |

**Successor Agency of the Redevelopment Agency of the City of Santa Clara  
Administrative Budget for the Period July 1, 2015 to December 31, 2015  
Funding Source: Administrative Cost Allowance**

| <b>Ongoing Administrative Activities</b>             | <b>Estimated<br/>Staff Hours</b> | <b>Estimated<br/>Cost</b> |
|--|----------------------------------|---------------------------|
| County Correspondence/Coordination                   | 40                               | 5,040                     |
| State Controllers Office Correspondence/Coordination | 10                               | 1,260                     |
| Department of Finance Correspondence/Coordination    | 80                               | 10,080                    |
| Preparation of Semi-Annual ROPS                      | 120                              | 15,120                    |
| Preparation of Administrative Budget                 | 20                               | 2,520                     |
| Oversight Board Staff Support                        |                                  |                           |
| Research   | 30                               | 3,780                     |
| Preparation of Reports                               | 60                               | 7,560                     |
| Attendance at Meetings                               | 60                               | 7,560                     |
| Brown Act Requirements                               | 20                               | 2,520                     |
| Management of Dissolution Activities                 | 80                               | 10,080                    |
| Management of Consultants                            | 10                               | 1,260                     |
| <br>   |                                  |                           |
| Creation/Management of New Contracts as Approved     | 40                               | 5,040                     |
| General Accounting/Auditing                          | 160                              | 20,160                    |
| Accounts Payable - Wires/Bill Payment                | 80                               | 10,080                    |
| Debt Management                                      | 120                              | 15,120                    |
| Investment Activities                                | 16                               | 2,016                     |
| Successor Agency Outside Counsel                     |                                  | 50,000                    |
| Independent Legal Counsel                            |                                  | <u>15,000</u>             |
| Subtotal   | 946                              | \$184,196                 |
| <br>   |                                  |                           |
| <b>Operations</b>                                    |                                  |                           |
| Successor Agency Supplies                            |                                  | 100                       |
| Successor Agency Printing/Publications               |                                  | 2,000                     |
| Internet Hosting/Cable Television                    |                                  | 400                       |
| Travel Expenses                                      |                                  | 100                       |
| Subtotal   |                                  | \$2,600                   |
| <br>   |                                  |                           |
| <b>Overhead</b>                                      |                                  |                           |
| Support Services Overhead (65% on Staff Costs Only)  |                                  | \$77,477                  |
| Total for ROPS Period                                |                                  | <u>\$264,273</u>          |
| Total (Rounded)                                      |                                  | <u>\$265,000</u>          |

Assumes average staff hourly rate of \$90 per hour time plus 40% benefits factor

Support Services Overhead covers support from the City Manager's Office, City Attorney's Office, City Clerk's Office, Accounts Payable, Accounts Receivable, General Accounting, Human Resources, IT, Building Maintenance, and Risk Management.

**Key staff working directly on dissolution include but are not limited to:**

City Manager  
Assistant City Manager  
Economic Development Officer/Assistant City Manager  
Executive Assistant to the City Manager  
City Attorney  
Director of Finance/Assistant City Manager  
Assistant Director of Finance  
Accounting Manager  
Principal Accountant  
Accountant  
Principal Financial Analyst  
Financial Analyst  
Deputy City Clerk

**Recognized Obligation Payment Schedule (ROPS 14-15B) - 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](https://rad.dof.ca.gov/rad-sa/pdf/Cash_Balance_Agency_Tips_Sheet.pdf).

| A  | B   | C                                  | D                                 | E   | F  | G                            | H                   | I  |  |
|--|---|------------------------------------|-----------------------------------|---|--|------------------------------|---------------------|--|--|
|  |   | Fund Sources                       |                                   |   |  |                              |                     |  |  |
|  |   | Bond Proceeds                      | Reserve Balance                   | Other   | RPTTF  |                              |                     |  |  |
| Cash Balance Information by ROPS Period            |   | Bonds Issued on or before 12/31/10 | Bonds Issued on or after 01/01/11 | period balances and DDR RPTTF balances retained | Prior ROPS RPTTF distributed as reserve for future period(s) | Rent, Grants, Interest, Etc. | Non-Admin and Admin | Comments   |  |
| <b>ROPS 13-14B/Actuals: (01/01/14 - 06/30/14)</b>  |   |                                    |                                   |   |  |                              |                     |  |  |
| 1  | Beginning Available Cash Balance (Actual 01/01/14)  | 12,784,278                         | 27,768,414                        | 3,728,175                                       |  |                              | 204,887             | H1) Consists of: a) \$65,802 cash deficit RPTTF funding shortage to meet the debt payments approved on ROPS 2, b) \$267,759 DOF disallowed Administrative Cost Allowance for ROPS 3, and c) \$2,930 true-up for ROPS 3; a and b used to offset the ROPS 13-14B RPTTF distribution.   |  |
| 2  | Revenue/Income (Actual 06/30/14)<br>RPTTF amounts should tie to the ROPS 13-14B distribution from the County Auditor-Controller during January 2014                                       | 8,000,986                          | 5                                 |   |  |                              | 11,523,027          | C2) Transfer \$8,000,000 pre-2011 bond proceeds from the City to the Successor Agency to hold for settlement of the OFA DDR. Restricted interest earnings of \$986. D2) Restricted interest earnings of \$5.   |  |
| 3  | Expenditures for ROPS 13-14B Enforceable Obligations (Actual 06/30/14)<br>RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q | 2,587,287                          |                                   |   |  |                              | 9,161,466           | C3) Pre-2011 parity reserve of \$2,587,287 was used for final debt service of the 2002 TARBs.  |  |
| 4  | Retention of Available Cash Balance (Actual 06/30/14)<br>RPTTF amount retained should only include the amounts distributed for debt service reserve(s) approved in ROPS 13-14B            | 18,197,977                         | 27,768,419                        | 3,728,175                                       |  |                              |                     | C4) Parity reserve of \$7,084,821. Bond proceeds of \$11,113,156 held for the purposes for which the bonds were issued. D4) Parity reserve of \$2,767,859. Bond proceeds of \$25,000,560 required to be retained until the State issues a Finding of Completion. All funds are subject to the court ordered preliminary injunction. E4) OFA DDR of \$3,728,175 required by the DOF to be used for funding ROPS 14-15A debt payments. |  |
| 5  | ROPS 13-14B RPTTF Prior Period Adjustment<br>RPTTF amount should tie to the self-reported ROPS 13-14B PPA in the Report of PPA, Column S  | No entry required                  |                                   |   |  |                              |                     | 2,632,250  |  |
| 6  | Ending Actual Available Cash Balance<br>C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)   |                                    |                                   |   |  |                              | (65,802)            | H6) \$65,802 cash deficit is the RPTTF funding shortage to meet the debt payments approved on ROPS 2.  |  |
| <b>ROPS 14-15A/Estimate: (07/01/14 - 12/31/14)</b> |   |                                    |                                   |   |  |                              |                     |  |  |
| 7  | Beginning Available Cash Balance (Actual 07/01/14)<br>(C; D, E, G = 4 + 6; F = H4 + F4 + F5; and H = 5 + 6)   | 18,197,977                         | 27,768,419                        | 3,728,175                                       |  |                              | 2,566,448           |  |  |
| 8  | Revenue/Income (Estimate 12/31/14)<br>RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014  |                                    |                                   |   |  |                              | 3,235,985           |  |  |
| 9  | Expenditures for ROPS 14-15A Enforceable Obligations (Estimate 12/31/14)  |                                    |                                   | 3,728,175                                       |  |                              | 3,235,985           | E9) OFA DDR of \$3,728,175 required by the DOF to be used for funding ROPS 14-15A debt payments.   |  |
| 10   | Retention of Available Cash Balance (Estimate 12/31/14)<br>RPTTF amount retained should only include the amount distributed for debt service reserve(s) approved in ROPS 14-15A           | 18,197,977                         | 27,768,419                        |   |  |                              |                     | C10) Parity reserve of \$7,084,821. Bond proceeds of \$11,113,156 held for the purposes for which the bonds were issued. D10) Parity reserve of \$2,767,859. Bond proceeds of \$25,000,560 required to be retained until the State issues a Finding of Completion. All funds are subject to the court ordered preliminary injunction.  |  |
| 11   | Ending Estimated Available Cash Balance (7 + 8 - 9 - 10)  |                                    |                                   |   |  |                              | 2,566,448           |  |  |

| Name                                | Account  | Jul-15              | Aug-15            | Sep-15            | Oct-15            | Nov-15            | Dec-15            | Jan-16            | Feb-16            | Mar-16            | Apr-16            | May-16            | Jun-16            | Y-T-D               |
|-------------------------------------|----------|---------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|---------------------|
| <b>Revenue</b>                      |          |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                     |
| Space Rental - Exhibit Halls        | 4-110-00 | 165,000.00          | 170,300.00        | 177,800.00        | 323,200.00        | 254,500.00        | 104,100.00        | 163,200.00        | 268,600.00        | 227,900.00        | 209,950.00        | 254,250.00        | 181,200.00        | 2,500,000.00        |
| Space Rental - Ballrooms            | 4-120-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 0.00                |
| Space Rental - Meeting Rooms        | 4-130-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 0.00                |
| Space Rental - Great America Wi     | 4-140-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 0.00                |
| Space Rental - Theater              | 4-150-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 0.00                |
| Space Rental - Cancellation         | 4-160-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 0.00                |
| Merchant Fees                       | 4-200-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 0.00                |
| Labor - Miscellaneous               | 4-220-00 | 1,250.00            | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 1,250.00          | 15,000.00           |
| Equipment Rental                    | 4-230-00 | 7,500.00            | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 7,500.00          | 90,000.00           |
| Electrical Commissions              | 4-240-00 | 17,500.00           | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 17,500.00         | 210,000.00          |
| Electrical Service - In House       | 4-250-00 | 11,666.66           | 11,666.67         | 11,666.67         | 11,666.66         | 11,666.67         | 11,666.67         | 11,666.66         | 11,666.67         | 11,666.67         | 11,666.66         | 11,666.67         | 11,666.67         | 140,000.00          |
| Audio Visual Commission             | 4-260-00 | 16,012.32           | 17,437.60         | 46,780.59         | 76,635.96         | 71,863.54         | 74,367.18         | 24,450.16         | 24,604.78         | 93,315.83         | 70,224.64         | 92,389.24         | 71,918.16         | 680,000.00          |
| Services - Miscellaneous            | 4-270-00 | 500.00              | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 6,000.00            |
| Incoming Freight                    | 4-290-00 | 500.00              | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 500.00            | 6,000.00            |
| Cell Site Revenue                   | 4-540-00 | 2,083.34            | 2,083.33          | 2,083.33          | 2,083.34          | 2,083.33          | 2,083.33          | 2,083.34          | 2,083.33          | 2,083.33          | 2,083.34          | 2,083.33          | 2,083.33          | 25,000.00           |
| Telecommunications Commission       | 4-560-00 | 3,535.00            | 10,932.00         | 16,053.74         | 27,520.00         | 47,155.26         | 16,730.00         | 15,456.00         | 16,158.00         | 40,910.00         | 27,910.00         | 26,610.00         | 31,030.00         | 280,000.00          |
| Catering Commission                 | 4-610-00 | (465,069.01)        | (17,916.81)       | 249,804.72        | 318,132.50        | 253,360.54        | 362,435.18        | (41,631.66)       | 190,915.69        | 525,234.55        | 97,618.13         | 218,610.21        | 308,505.98        | 2,000,000.00        |
| Insurance Revenue                   | 4-620-00 | 260.00              | 180.00            | 340.00            | 350.00            | 280.00            | 100.00            | 250.00            | 210.00            | 330.00            | 250.00            | 250.00            | 200.00            | 3,000.00            |
| Interest Revenue                    | 4-630-00 | 900.00              | 900.00            | 900.00            | 900.00            | 900.00            | 900.00            | 900.00            | 900.00            | 900.00            | 900.00            | 900.00            | 900.00            | 10,800.00           |
| Advertisement Commission            | 4-640-00 |                     |                   | 9,000.00          |                   |                   | 9,000.00          |                   |                   | 9,000.00          |                   |                   | 9,000.00          | 36,000.00           |
| Sponsorship Revenue                 | 4-645-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 5,000.00          | 5,000.00            |
| Business Center Commission          | 4-650-00 | 1,027.59            | 855.12            | 1,124.62          | 1,546.33          | 1,101.56          | 645.75            | 987.39            | 1,488.24          | 1,222.30          | 1,102.27          | 1,335.99          | 1,010.88          | 13,448.04           |
| Other Income                        | 4-660-00 | 416.66              | 416.67            | 416.67            | 416.66            | 416.67            | 416.67            | 416.66            | 416.67            | 416.67            | 416.66            | 416.67            | 416.67            | 5,000.00            |
| <b>Revenue Total</b>                |          | <b>(236,917.44)</b> | <b>224,104.58</b> | <b>543,220.34</b> | <b>789,701.45</b> | <b>670,577.57</b> | <b>609,694.78</b> | <b>205,028.55</b> | <b>544,293.38</b> | <b>940,229.35</b> | <b>449,371.70</b> | <b>635,762.11</b> | <b>650,181.69</b> | <b>6,025,248.04</b> |
| <b>Labor Related Expenses</b>       |          |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                     |
| General Management                  | 5-010-00 | 75,953.06           | 70,000.62         | 72,976.84         | 72,976.84         | 70,000.62         | 75,953.06         | 70,000.62         | 70,000.62         | 75,953.06         | 70,000.62         | 72,976.84         | 72,976.84         | 869,769.64          |
| Non-Exempt                          | 5-020-00 | 19,434.94           | 17,853.64         | 18,644.29         | 18,644.29         | 17,853.64         | 19,434.94         | 17,853.64         | 17,853.64         | 19,434.94         | 17,853.64         | 18,644.29         | 18,644.29         | 222,150.20          |
| Facility Engineering                | 5-100-00 | 57,929.16           | 52,891.84         | 55,410.50         | 55,410.50         | 52,891.84         | 57,929.16         | 52,891.84         | 52,891.84         | 57,929.16         | 52,891.84         | 55,410.50         | 55,410.50         | 659,888.71          |
| Facility Eng. OT                    | 5-110-00 | 1,590.31            | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 1,590.31          | 19,083.72           |
| Building Services                   | 5-200-00 | 89,144.67           | 81,392.96         | 85,268.81         | 85,268.81         | 81,392.96         | 89,144.67         | 81,392.96         | 81,392.96         | 89,144.67         | 81,392.96         | 85,268.81         | 85,268.81         | 1,015,474.06        |
| Building Services - OT              | 5-210-00 | 2,195.83            | 2,195.83          | 2,195.84          | 2,195.83          | 2,195.83          | 2,195.84          | 2,195.83          | 2,195.83          | 2,195.84          | 2,195.83          | 2,195.83          | 2,195.84          | 26,350.00           |
| Security                            | 5-400-00 | 33,901.34           | 30,953.40         | 32,427.37         | 32,427.37         | 30,953.40         | 33,901.34         | 30,953.40         | 30,953.40         | 33,901.34         | 30,953.40         | 32,427.37         | 32,427.37         | 386,180.45          |
| Security - OT                       | 5-410-00 | 1,315.50            | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 1,315.50          | 15,786.00           |
| Part-Time Bldg. Svcs/Agency         | 5-520-00 | 13,221.15           | 12,067.30         | 12,644.24         | 13,221.15         | 11,490.39         | 13,221.15         | 12,644.23         | 11,490.39         | 12,644.23         | 12,644.23         | 12,067.30         | 12,644.24         | 150,000.00          |
| Commission Reimbursement            | 5-560-00 | (1,666.67)          | (1,666.66)        | (1,666.67)        | (1,666.67)        | (1,666.66)        | (1,666.67)        | (1,666.67)        | (1,666.66)        | (1,666.67)        | (1,666.67)        | (1,666.66)        | (1,666.67)        | (20,000.00)         |
| Employer Paid Taxes                 | 5-710-00 | 22,653.20           | 20,784.72         | 21,718.96         | 21,763.10         | 20,740.59         | 22,653.20         | 37,328.86         | 29,740.59         | 22,609.07         | 20,828.86         | 21,674.83         | 21,718.96         | 284,214.92          |
| Workers' Comp. Insurance            | 5-730-00 | 22,045.94           | 22,045.94         | 22,045.94         | 22,045.94         | 22,045.94         | 23,809.62         | 25,714.38         | 27,771.54         | 29,993.26         | 32,392.72         | 34,984.14         | 37,782.87         | 322,678.21          |
| Health Net                          | 5-810-00 | 6,042.34            | 6,042.34          | 6,042.34          | 6,042.34          | 6,042.34          | 6,042.34          | 6,948.69          | 6,948.69          | 6,948.69          | 6,948.69          | 6,948.69          | 6,948.69          | 77,946.19           |
| Kaiser                              | 5-820-00 | 21,694.63           | 21,694.63         | 21,694.63         | 21,694.63         | 21,694.63         | 21,694.63         | 24,514.93         | 24,514.93         | 24,514.93         | 24,514.93         | 24,514.93         | 24,514.93         | 277,257.37          |
| Dental                              | 5-830-00 | 2,145.14            | 2,145.14          | 2,145.14          | 2,145.14          | 2,145.14          | 2,145.14          | 2,209.49          | 2,209.49          | 2,209.49          | 2,209.49          | 2,209.49          | 2,209.49          | 26,127.81           |
| Vision                              | 5-840-00 | 357.53              | 357.53            | 357.53            | 357.53            | 357.53            | 357.53            | 357.53            | 357.53            | 357.53            | 357.53            | 357.53            | 357.53            | 4,290.36            |
| Life and LTD Insurance              | 5-860-00 | 515.36              | 515.36            | 515.36            | 515.36            | 515.36            | 515.36            | 515.36            | 515.36            | 515.36            | 515.36            | 515.36            | 515.36            | 6,184.32            |
| Flex Plan Administration            | 5-870-00 |                     |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   |                   | 0.00                |
| Stationary Engineers Local 39       | 5-880-00 | 11,436.00           | 11,436.00         | 11,436.00         | 11,436.00         | 11,436.00         | 11,436.00         | 12,236.52         | 12,236.52         | 12,236.52         | 12,236.52         | 12,236.52         | 12,236.52         | 142,035.12          |
| Engineer Local 39 Pension           | 5-890-00 | 2,612.52            | 2,387.14          | 2,842.03          | 2,360.00          | 2,360.00          | 2,360.00          | 2,597.77          | 2,360.00          | 2,473.28          | 2,531.69          | 2,553.52          | 2,462.07          | 29,900.02           |
| BLGSERV Local 287 Benefits          | 5-895-00 | 34,820.00           | 34,820.00         | 34,820.00         | 34,820.00         | 34,820.00         | 34,820.00         | 37,257.40         | 37,257.40         | 37,257.40         | 37,257.40         | 37,257.40         | 37,257.40         | 432,464.40          |
| BLGSERV Local 287 Pension           | 5-900-00 | 4,417.43            | 4,173.38          | 4,781.85          | 5,141.62          | 3,949.04          | 2,080.49          | 4,554.09          | 4,503.22          | 4,943.78          | 4,635.14          | 5,151.92          | 4,909.20          | 53,241.14           |
| EE Contribution Before Tax          | 5-920-00 | (2,270.00)          | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (2,270.00)        | (27,240.00)         |
| 401K Contribution/Admin Fee         | 5-990-00 | 11,469.70           | 7,679.80          | 9,679.80          | 7,679.80          | 7,679.80          | 9,679.80          | 11,469.70         | 7,679.80          | 9,679.80          | 7,679.80          | 7,679.80          | 9,679.80          | 107,737.40          |
| <b>Total Labor Related Expenses</b> |          | <b>430,959.08</b>   | <b>400,406.72</b> | <b>416,616.62</b> | <b>415,115.39</b> | <b>399,534.20</b> | <b>428,343.40</b> | <b>432,606.38</b> | <b>421,842.89</b> | <b>443,911.49</b> | <b>419,009.79</b> | <b>434,044.23</b> | <b>439,129.86</b> | <b>5,081,520.04</b> |

| Name                            | Account  | Jul-15              | Aug-15              | Sep-15            | Oct-15            | Nov-15            | Dec-15            | Jan-16              | Feb-16            | Mar-16            | Apr-16             | May-16            | Jun-16            | Y-T-D               |
|---------------------------------|----------|---------------------|---------------------|-------------------|-------------------|-------------------|-------------------|---------------------|-------------------|-------------------|--------------------|-------------------|-------------------|---------------------|
| <b>Operating Expenses</b>       |          |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   |                   |                     |
| Other Outside Rentals           | 6-050-00 | 600.00              | 700.00              | 800.00            | 900.00            | 1,000.00          | 1,000.00          | 700.00              | 1,000.00          | 900.00            | 800.00             | 800.00            | 800.00            | 10,000.00           |
| Parking Fees                    | 6-070-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   | 50,000.00         | 50,000.00           |
| Chamber of Commerce Admin. Fee  | 6-100-00 | 4,166.67            | 4,166.67            | 4,166.66          | 4,166.67          | 4,166.67          | 4,166.66          | 4,166.67            | 4,166.67          | 4,166.66          | 4,166.67           | 4,166.67          | 4,166.66          | 50,000.00           |
| Memberships                     | 6-110-00 | 180.00              | 68.00               | 900.00            | 68.00             | 0.00              | 0.00              | 68.00               | 445.00            | 142.00            | 398.00             | 142.00            | 89.00             | 2,500.00            |
| Meetings & Travel               | 6-120-00 | 600.00              | 100.00              | 100.00            | 3,000.00          | 100.00            | 100.00            | 100.00              | 3,500.00          | 100.00            | 500.00             | 1,000.00          | 800.00            | 10,000.00           |
| Printing                        | 6-310-00 |                     |                     | 150.00            |                   | 100.00            |                   | 100.00              | 100.00            | 100.00            | 150.00             | 100.00            | 200.00            | 1,000.00            |
| Promotional Material            | 6-330-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   |                   | 0.00                |
| Local Sales Expense             | 6-340-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   |                   | 0.00                |
| Travel, CVB Support             | 6-360-00 | 0.00                | 0.00                | 0.00              | 0.00              | 0.00              | 0.00              | 0.00                | 0.00              | 0.00              | 500.00             | 0.00              | 0.00              | 500.00              |
| Telephone Fixed Charges         | 6-410-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   |                   | 0.00                |
| Telephone Maintenance           | 6-420-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   |                   | 0.00                |
| Local & Long Distance Calls     | 6-430-00 | 70.00               | 70.00               | 70.00             | 70.00             | 70.00             | 2,070.00          | 70.00               | 70.00             | 70.00             | 70.00              | 70.00             | 2,070.00          | 4,840.00            |
| Office Supplies                 | 6-510-00 | 1,100.00            | 1,200.00            | 1,100.00          | 1,200.00          | 1,100.00          | 1,200.00          | 1,100.00            | 1,000.00          | 1,100.00          | 1,200.00           | 1,000.00          | 1,200.00          | 13,500.00           |
| Postage                         | 6-520-00 | 700.00              | 200.00              | 60.00             | 60.00             | 60.00             | 60.00             | 60.00               | 60.00             | 60.00             | 60.00              | 60.00             | 60.00             | 1,500.00            |
| FedEx, UPS, etc.                | 6-530-00 | 40.00               | 40.00               | 40.00             | 40.00             | 40.00             | 40.00             | 40.00               | 40.00             | 40.00             | 40.00              | 40.00             | 60.00             | 500.00              |
| Copier Lease Expense            | 6-540-00 | 500.00              | 500.00              | 500.00            | 500.00            | 500.00            | 500.00            | 500.00              | 500.00            | 500.00            | 500.00             | 500.00            | 500.00            | 6,000.00            |
| Office Equipment Maintenance    | 6-550-00 |                     |                     |                   |                   | 500.00            |                   |                     |                   |                   |                    |                   | 1,000.00          | 1,500.00            |
| Forms Printing                  | 6-560-00 |                     |                     |                   | 500.00            |                   |                   |                     | 500.00            |                   |                    |                   | 500.00            | 1,500.00            |
| Computer Software/Hardware      | 6-570-00 | 583.34              | 583.33              | 583.33            | 583.34            | 583.33            | 583.33            | 583.34              | 583.33            | 583.33            | 583.34             | 583.33            | 583.33            | 7,000.00            |
| Computer System Support         | 6-590-00 | 1,541.67            | 1,541.66            | 1,541.67          | 1,541.67          | 1,541.66          | 1,541.67          | 1,541.67            | 1,541.66          | 1,541.67          | 1,541.67           | 1,541.66          | 1,541.67          | 18,500.00           |
| Legal                           | 6-610-00 | 5,000.00            | 5,000.00            | 2,000.00          | 2,000.00          | 2,000.00          | 2,000.00          | 2,000.00            | 2,000.00          | 2,000.00          | 2,000.00           | 2,000.00          | 2,000.00          | 30,000.00           |
| Prop. & Bus Interruption        | 6-620-00 | 5,269.67            | 5,269.67            | 5,269.67          | 5,269.67          | 5,269.67          | 5,269.67          | 5,269.67            | 5,269.67          | 5,269.67          | 5,269.67           | 5,269.67          | 5,269.67          | 63,236.04           |
| General Liability/Fidelity Bond | 6-640-00 | 9,202.34            | 9,202.34            | 9,202.34          | 9,202.34          | 10,122.57         | 10,122.57         | 10,122.57           | 10,122.57         | 10,122.57         | 10,122.57          | 10,122.57         | 10,122.57         | 117,789.95          |
| Uniforms                        | 6-720-00 | 1,785.42            | 1,785.42            | 1,785.42          | 1,785.40          | 1,785.42          | 1,785.42          | 1,785.42            | 1,785.42          | 1,785.42          | 1,785.42           | 1,785.42          | 1,785.42          | 21,425.00           |
| Training & Education            | 6-740-00 | 0.00                | 1,500.00            | 1,000.00          | 500.00            | 500.00            | 500.00            | 500.00              | 725.00            | 500.00            | 775.00             | 500.00            | 1,000.00          | 8,000.00            |
| Employment Advertising          | 6-750-00 | 0.00                | 0.00                | 0.00              | 0.00              | 0.00              | 0.00              | 0.00                | 0.00              | 0.00              | 0.00               | 0.00              | 500.00            | 500.00              |
| Payroll Processing (ADP)        | 6-770-00 | 2,320.88            | 2,320.88            | 2,320.88          | 2,320.88          | 2,320.88          | 2,320.88          | 2,320.88            | 2,320.88          | 2,320.88          | 2,320.88           | 2,320.88          | 2,320.88          | 27,850.56           |
| Pre-Employment Expenses         | 6-780-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   | 500.00            | 500.00              |
| Elevator & Escalator Maint.     | 6-810-00 | 4,031.67            | 4,031.67            | 4,031.66          | 4,031.67          | 4,031.67          | 4,031.66          | 4,031.67            | 4,031.67          | 4,031.66          | 4,031.67           | 4,031.67          | 4,031.66          | 48,380.00           |
| Service Contracts               | 6-820-00 | 2,029.16            | 2,029.17            | 2,029.17          | 2,029.16          | 2,029.17          | 2,029.17          | 2,029.16            | 2,029.17          | 2,029.17          | 2,029.17           | 2,029.17          | 2,029.17          | 24,350.01           |
| Maintenance and Supplies        | 6-830-00 | 5,420.84            | 5,420.83            | 5,958.33          | 5,420.84          | 4,883.33          | 8,108.33          | 4,883.34            | 4,883.33          | 5,958.33          | 5,420.84           | 4,883.33          | 4,883.33          | 66,125.00           |
| Interior Landscaping            | 6-840-00 | 552.00              | 552.00              | 552.00            | 552.00            | 552.00            | 552.00            | 552.00              | 552.00            | 552.00            | 552.00             | 552.00            | 552.00            | 6,624.00            |
| Pest Control                    | 6-850-00 | 300.30              | 300.30              | 300.30            | 300.30            | 300.30            | 300.30            | 300.30              | 300.30            | 300.30            | 300.30             | 300.30            | 300.30            | 3,603.60            |
| Paint & Supplies                | 6-870-00 | 262.00              | 272.00              | 273.00            | 273.00            | 272.00            | 273.00            | 273.00              | 272.00            | 273.00            | 273.00             | 272.00            | 262.00            | 3,250.00            |
| Lighting System                 | 6-920-00 | 1,365.00            | 1,365.00            | 1,365.00          | 1,365.00          | 1,365.00          | 1,365.00          | 1,365.00            | 1,365.00          | 1,365.00          | 1,365.00           | 1,365.00          | 1,365.00          | 16,380.00           |
| Damage Claims                   | 6-980-00 | (166.67)            | (166.66)            | (166.67)          | (166.67)          | (166.66)          | (166.67)          | (166.67)            | (166.66)          | (166.67)          | (166.67)           | (166.66)          | (166.67)          | (2,000.00)          |
| Non-Routine Maintenance         | 6-990-00 | 2,293.50            | 2,293.50            | 2,293.50          | 2,293.50          | 2,293.50          | 2,288.00          | 2,293.50            | 2,288.00          | 2,293.50          | 2,288.00           | 2,293.50          | 2,288.00          | 27,500.00           |
| Dumping Fees                    | 7-010-00 | 4,200.00            | 4,200.00            | 4,200.00          | 4,200.00          | 4,200.00          | 4,200.00          | 4,200.00            | 4,200.00          | 4,200.00          | 4,200.00           | 4,200.00          | 4,200.00          | 50,400.00           |
| Paper Supplies                  | 7-020-00 | 3,000.00            | 2,600.00            | 2,800.00          | 2,600.00          | 2,500.00          | 3,000.00          | 2,500.00            | 3,000.00          | 2,300.00          | 3,000.00           | 2,300.00          | 2,400.00          | 32,000.00           |
| Cleaning Chemicals              | 7-030-00 | 1,400.00            | 1,000.00            | 1,200.00          | 1,100.00          | 1,200.00          | 1,200.00          | 1,100.00            | 1,200.00          | 1,100.00          | 1,200.00           | 1,100.00          | 1,200.00          | 14,000.00           |
| Janitorial Supplies             | 7-040-00 | 2,000.00            | 1,500.00            | 1,600.00          | 1,400.00          | 1,500.00          | 1,600.00          | 1,500.00            | 1,400.00          | 1,500.00          | 1,500.00           | 1,700.00          | 1,800.00          | 19,000.00           |
| Window Washing                  | 7-050-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   | 6,000.00          | 6,000.00            |
| Electricity                     | 7-310-00 | 60,678.65           | 65,367.03           | 65,535.99         | 60,208.74         | 52,858.74         | 49,708.74         | 52,858.74           | 60,129.03         | 58,108.74         | 61,262.88          | 61,453.98         | 61,258.74         | 709,430.00          |
| Aramark Utilities               | 7-315-00 | (2,000.00)          | (2,825.00)          | (12,450.00)       | (13,950.00)       | (10,550.00)       | (15,700.00)       | (2,200.00)          | (9,450.00)        | (19,500.00)       | (6,500.00)         | (12,500.00)       | (12,375.00)       | (120,000.00)        |
| Gas                             | 7-320-00 | 10,062.00           | 4,841.00            | 4,944.00          | 5,665.00          | 7,210.00          | 7,725.00          | 7,725.00            | 7,725.00          | 5,768.00          | 5,665.00           | 4,429.00          | 4,429.00          | 76,188.00           |
| Water & Sewer                   | 7-330-00 | 11,030.90           | 3,531.00            | 3,531.00          | 3,424.00          | 3,477.50          | 3,531.00          | 3,317.00            | 3,295.60          | 3,317.00          | 3,424.00           | 3,531.00          | 3,531.00          | 48,941.00           |
| Capitol Additions               | 7-810-00 |                     |                     |                   |                   |                   |                   |                     |                   |                   |                    |                   |                   | 0.00                |
| <b>Total Operating Expenses</b> |          | <b>140,119.34</b>   | <b>130,559.81</b>   | <b>119,587.25</b> | <b>114,454.51</b> | <b>109,716.75</b> | <b>107,305.73</b> | <b>117,590.26</b>   | <b>122,784.64</b> | <b>104,732.21</b> | <b>122,628.41</b>  | <b>113,776.49</b> | <b>175,057.73</b> | <b>1,478,313.16</b> |
| <b>Total Expenses</b>           |          | <b>571,078.42</b>   | <b>530,966.53</b>   | <b>536,203.87</b> | <b>529,569.90</b> | <b>509,250.96</b> | <b>535,649.14</b> | <b>550,196.65</b>   | <b>544,627.54</b> | <b>548,643.70</b> | <b>541,638.20</b>  | <b>547,820.72</b> | <b>614,187.59</b> | <b>6,559,833.20</b> |
| <b>Net Income/(Loss)</b>        |          | <b>(307,955.86)</b> | <b>(306,661.95)</b> | <b>7,016.47</b>   | <b>260,131.55</b> | <b>161,326.61</b> | <b>74,045.64</b>  | <b>(345,168.10)</b> | <b>(324.16)</b>   | <b>391,585.64</b> | <b>(92,266.50)</b> | <b>87,941.39</b>  | <b>35,894.09</b>  | <b>(534,585.17)</b> |

July to December Revenues 2,600,381.27  
 July to December Expenses 3,212,718.80  
 July to December Income/(Loss) (612,337.53)

Santa Clara Convention Center  
Renovation/CIP List  
February 2016

|    |   |                  |  |
|----|---|------------------|--|
| 1  | Theater Step lighting                                       | 20,000           | illumination to create a safe ingress and egress   |
| 2  | Exhibit Hall Concrete floor: Resurface and seal             | 700,000          |  |
| 3  | Exhibit Hall Concrete floor: Rerun electrical to boxes      | 400,000          |  |
| 4  | New Carpet throughout the Building                          | 750,000          |  |
| 5  | New Tile in Main Lobby, Outside Entrances                   | 788,000          | Demo/install/overstock. New steel borders, square inlays, porcelain  |
| 6  | New tile in Atrium Court                                    | 600,000          |  |
| 7  | Resurface Terrace - existing slopes                         | 130,000          | pull tile and resurface with concrete  |
| 8  | Resurface Terrace   | 330,000          | remove existing concrete, install membrane, re-slope and resurface. The deterioration of the infrastructure is creating leaks in the grand ballrooms   |
| 9  | Replace Ceiling tile throughout the building                | 600,000          |  |
| 10 | Replace Airwall System in Grand Ballrooms                   | 900,000          | New Panels, move the lower aluminum trim 4" higher (to protect wall from chair marks) and use denser foam on bottom panels   |
| 11 | New Fabric Walls in the GA wing                             | 90,000           | New Panels, move the lower aluminum trim 4" higher (to protect wall from chair marks) and use denser foam on bottom panels   |
| 12 | New Fabric Walls in 200 Rooms                               | 180,000          | New Panels, similar replacement as described above for GA wing.  |
| 13 | New Theatre Baffles   | 45,000           | Replace acoustical baffles   |
| 14 | New Paint in Main Lobby and Hallways                        | 20,000           |  |
| 15 | New Paint Inside Entire Building                            | 50,000           | in addition to item #14  |
| 16 | Paint Exterior of Building                                  | 275,000          |  |
| 17 | Switch Gear   | 150,000          | Rust collecting on panels, potentially resulting in arc flashing. A switch gear is switching equipment used in the transmission of electricity   |
| 18 | New Chiller   | 320,000          | Chiller #1 is not operational. The factory does not recommend that it be repaired, due to not being able to effectively diagnosing the problem without major deconstruction of the chiller. Repairs could be more than a new, more efficient and more economical unit. |
| 19 | AC - 1  | 150,000          | Unit is old, challenges with airflow and mechanical failures   |
| 20 | HVAC  | 200,000          | The HVAC system consist of 32 air handles and are 29 yrs old.  |
| 21 | New Doors from Main Lobby into Hall A                       | 58,000           | 6 sets of double doors including the frames and hardware   |
| 22 | Replace old/damaged doors                                   | 80,000           | There are 200 doors in the building  |
| 23 | New Furniture   | 100,000          | Rough estimate   |
| 24 | Banquet Chairs  | 227,000          | Replace 2,400 chairs   |
| 25 | Replace Chrome Chairs                                       | 158,000          | Replace 1,500 chairs   |
| 26 | Retrofit Exhibit Hall Lighting                              | 707,000          | LED Lighting (Dimmable)  |
| 27 | New Chandeliers in the White Hallway and GA Wing            | 60,500           | 11 Pendants @ \$5,500.00 each  |
| 28 | Refurbish all Public Restrooms except MCB                   | 300,000          | 24 restrooms which include theater dressing rooms @ 12.5K ea   |
| 29 | Grand Entrance and pathway to the GA entrance               | 250,000          |  |
| 30 | Entrance doors from parking garage to 2 <sup>nd</sup> level | 80,000           |  |
| 31 | New event management software                               | 100,000          | \$100,000 purchase and \$25,000 each year for hosting and tech support   |
| 32 | Large sign on outside of building                           | 40,000           | can, backlit sign 100' x 8' in size  |
| 33 | Technology Upgrades   | 36,000           |  |
| 34 | Exhibit Hall floor scrubber                                 | 65,000           |  |
| 35 | Variable Frequency Drive one chiller                        | 90,000           | Energy efficiency (decrease energy costs)  |
| 36 | Key System  | 40,000           | Entire building  |
| 37 | Replace Airwall Systems in Exhibit Halls A-C                | 850,000          |  |
|    | <b>Total</b>  | <b>9,939,500</b> |  |
|    | <b>FY '15-16</b>  |                  |  |
| 25 | Chrome Chairs (300)   | 60,000           |  |
| 24 | Banquet Chairs (2400)                                       | 227,000          | 200 meeting rooms. GA space  |
| 4  | New Carpet  | 350,000          | meeting rooms/GA space/Theater   |
| 26 | Retrofit Exhibit Hall Lighting (Phase 1 of 2)               | 354,000          | LED/replace fixture/driver   |
|    | <b>FY 15-16 Total</b>                                       | <b>991,000</b>   |  |

2015-2016 Convention-Visitors Bureau Budget  
Proposed 3/5/15

|                              | 2015-16<br>BUDGET<br>PROPOSED | 2014-15<br>BUDGET<br>APPROVED | % CHANGE  |
|------------------------------|-------------------------------|-------------------------------|-----------|
| <b>INCOME</b>                |                               |                               |           |
| Beginning Balance (Audited*) | \$0                           | \$20,064                      | -100%     |
| City of Santa Clara          | \$1,695,038                   | \$1,521,526                   | 11%       |
| Other Income                 | \$43,050                      | \$45,975                      | -6%       |
| <b>INCOME</b>                | <b>\$1,738,088</b>            | <b>\$1,587,565</b>            | <b>9%</b> |

|  | 2015-16<br>BUDGET<br>PROPOSED | 2014-15<br>BUDGET<br>APPROVED | % CHANGE    |
|--|-------------------------------|-------------------------------|-------------|
| <b>EXPENSES</b>  |                               |                               |             |
| Employee Salaries  | \$945,144                     | \$908,793                     | 4%          |
| Inside Santa Clara Newsletter <b>turnover to City to pay</b> | \$8,000                       | \$8,000                       | 0%          |
| Employer Taxes   | \$77,943                      | \$72,100                      | 8%          |
| Employee Benefits  | \$257,419                     | \$237,540                     | 8%          |
| Other Overhead   | \$251,132                     | \$234,432                     | 8%          |
| <b>Total Overhead</b>  | <b>\$1,539,638</b>            | <b>\$1,460,865</b>            | <b>5%</b>   |
| <b>Visitor Advertising</b>                                   | <b>\$19,600</b>               | <b>\$16,550</b>               |             |
| <b>Mineta S.J. Int'l Airport Digital</b>                     | <b>\$2,000</b>                | <b>\$0</b>                    | <b>100%</b> |
| <b>Total Visitor Advertising</b>                             | <b>\$21,600</b>               | <b>\$16,550</b>               | <b>31%</b>  |
| <b>Visitor Marketing &amp; Communications</b>                | <b>\$43,100</b>               | <b>\$49,650</b>               |             |
| <b>Visitor Guide Brochure</b>                                | <b>\$7,000</b>                | <b>\$0</b>                    | <b>100%</b> |
| <b>Total Visitor Marketing &amp; Communications</b>          | <b>\$50,100</b>               | <b>\$49,650</b>               | <b>1%</b>   |
| <b>Convention Services</b>                                   | <b>\$500</b>                  | <b>\$200</b>                  | <b>150%</b> |
| <b>Convention Center Advertising</b>                         | <b>\$4,000</b>                | <b>\$4,000</b>                | <b>0%</b>   |
| <b>Convention Marketing/Sales</b>                            | <b>\$55,400</b>               | <b>\$45,400</b>               |             |
| California State Association                                 | \$16,500                      | \$8,000                       | 100%        |
| Meeting Professionals, Int.                                  | \$19,000                      | \$500                         | 100%        |
| CC/CVB Client Events   | \$13,600                      | \$2,400                       | 100%        |
| PCMA   | \$1,750                       | \$0                           | 100%        |
| Staff Development  | \$4,000                       | \$0                           | 100%        |
| Vision 2030 Planning   | \$2,000                       | \$0                           | 100%        |
| Super Bowl 50 Miscellaneous Expenses                         | \$10,000                      | \$0                           | 100%        |
| <b>Total Convention Marketing/Sales</b>                      | <b>\$122,250</b>              | <b>\$56,300</b>               | <b>86%</b>  |
| <b>TOTAL EXPENSES</b>  | <b>\$1,738,088</b>            | <b>\$1,587,565</b>            | <b>9%</b>   |

**New Staff + Additional costs for adding new staff**      **\$270,000**      **\$0**      **100%**



# SANTA CLARA

**GROWTH = PROSPERITY= EMPLOYMENT**

**\$50 Million+ NEW Economic Impact**

**TO: Julio Fuentes, City Manager**  
**FROM: Steve Van Dorn, President & CEO**  
**Santa Clara Chamber of Commerce & Convention-Visitors Bureau**  
**DATE: March 3, 2015**

## NEW FUNDING REQUEST

### SALES

Sports & SMERF Sales Manager 40 hours per week \$ 93,400 (Includes Benefits)

### SUPPORT

Convention Services Manager 40 hours \$ 88,200 (Includes Benefits)  
Convention Sales Support Assistant 40 hours per week \$ 42,525 (Includes Benefits)  
Finance & Administrative Assistant 16 hours per week \$ 14,175

### MARKETING

Social Media Coordinator 29 hours per week \$ 31,700

**ESTIMATED COST: \$270,000**

### **By adding the additional hours and full-time positions we estimate will generate:**

- **\$50 Million+ in new economic impact**  
*(Based upon the College Football Championships formula @ 7,500 room nights @ \$50M)*
- **7,500+ hotel sleeping room nights = \$132K+ in additional TOT revenue per year**  
*Note: \$185 (2014 Average Daily Rate) X 9.5% SC Tax = \$15.67 tax @ 7,500 room nights*
- **\$ 1.5 Million+ in new revenue for our hotels**
- **Better production efficiency with the volume of incoming administrative, financial and operational demands of our city, boards, hotels, convention center, meeting planners, visitors and residents**
- **Greater Social Media awareness, equating to more inquiries and tourists visits our city**

**CITY OF SANTA CLARA**  
**Expenditure Budget Estimates for FY1516**

**Tuesday, February 17, 2015 3:45 PM**

Budget Year: **2015-2016**  
Fund: **026 - Convention Cnt Maintenance Dis**  
Program: **All Programs**  
Scenario: **Requested**

|                                       | <b>FY1314<br/>Actual</b> | <b>FY1415<br/>Adopted</b> | <b>FY1415<br/>Jul-Dec</b> | <b>FY1415<br/>Est Final</b> | <b>FY1516<br/>Requested</b> | <b>Increase<br/>Decrease</b> | <b>Percent<br/>Change</b> |
|---------------------------------------|--------------------------|---------------------------|---------------------------|-----------------------------|-----------------------------|------------------------------|---------------------------|
| 87010 - Salary And Wages - Regular    | 9,580                    | 12,184                    | 6,405                     | 12,810                      | 12,710                      | 526                          | 4.32%                     |
| 87016 - Salary Stipend                | 0                        | 0                         | 0                         | 0                           | 159                         | 159                          | 100.00%                   |
| <b>TOTAL SALARY</b>                   | <b>9,580</b>             | <b>12,184</b>             | <b>6,405</b>              | <b>12,810</b>               | <b>12,869</b>               | <b>685</b>                   | <b>5.62%</b>              |
| 87212 - PERS - Misc                   | 0                        | 3,208                     | 1,687                     | 3,373                       | 3,757                       | 549                          | 17.13%                    |
| 87221 - Medicare                      | 622                      | 179                       | 102                       | 203                         | 191                         | 12                           | 6.97%                     |
| 87222 - Social Security               | 2,213                    | 733                       | 308                       | 616                         | 819                         | 86                           | 11.70%                    |
| 87230 - Health Allocation             | 2,777                    | 1,053                     | 498                       | 995                         | 939                         | (114)                        | -10.83%                   |
| 87240 - City Dental                   | 323                      | 116                       | 48                        | 97                          | 0                           | (116)                        | -100.00%                  |
| 87250 - Basic Life Insurance          | 65                       | 23                        | 11                        | 22                          | 17                          | (6)                          | -26.96%                   |
| 87271 - VEBA                          | 168                      | 60                        | 30                        | 60                          | 60                          | 0                            | 0.00%                     |
| 87272 - EAP                           | 22                       | 8                         | 4                         | 8                           | 8                           | 0                            | -2.65%                    |
| 87273 - Professional Development      | 245                      | 70                        | 70                        | 140                         | 0                           | (70)                         | -100.00%                  |
| 87274 - Auto Allowance                | 1,049                    | 0                         | 0                         | 0                           | 240                         | 240                          | 100.00%                   |
| 87275 - Mobile Phone Allowance        | 275                      | 96                        | 48                        | 96                          | 96                          | 0                            | 0.00%                     |
| 87279 - Misc. Other Benefits          | 6                        | 0                         | 1                         | 2                           | 0                           | 0                            | 0.00%                     |
| 87390 - OPEB                          | 272                      | 294                       | 172                       | 343                         | 301                         | 7                            | 2.45%                     |
| <b>TOTAL EMPLOYEE BENEFITS</b>        | <b>8,038</b>             | <b>5,840</b>              | <b>2,978</b>              | <b>5,956</b>                | <b>6,428</b>                | <b>588</b>                   | <b>10.08%</b>             |
| 87500 - Operating Supplies            | 1,992                    | 0                         | 0                         | 0                           | 0                           | 0                            | 0.00%                     |
| 87600 - Maintenance                   | 0                        | 165,000                   | 44,759                    | 89,518                      | 161,000                     | (4,000)                      | -2.42%                    |
| 87810 - Utilities Expenses            | 162,049                  | 172,296                   | 91,922                    | 183,843                     | 186,774                     | 14,478                       | 8.40%                     |
| 87870 - Contractual Serv Not Class    | 1,004,351                | 929,443                   | 508,602                   | 1,017,205                   | 909,063                     | (20,380)                     | -2.19%                    |
| <b>TOTAL MATERIALS, SERV, SUPP</b>    | <b>1,168,392</b>         | <b>1,266,739</b>          | <b>645,283</b>            | <b>1,290,566</b>            | <b>1,256,837</b>            | <b>(9,902)</b>               | <b>-0.78%</b>             |
| 87640 - Vehicle Equipment Maintenance | 3,570                    | 3,250                     | 1,896                     | 3,792                       | 3,115                       | (135)                        | -4.16%                    |
| 87660 - Workers Comp Insurance        | 1,250                    | 216                       | 126                       | 252                         | 252                         | 36                           | 16.67%                    |
| 87680 - Unemployment Insurance        | 50                       | 16                        | 16                        | 32                          | 16                          | 0                            | 0.00%                     |

**CITY OF SANTA CLARA**  
**Expenditure Budget Estimates for FY1516**

Tuesday, February 17, 2015 3:45 PM

Budget Year: 2015-2016  
Fund: 026 - Convention Cnt Maintenance Dis  
Program: All Programs  
Scenario: Requested

|                                    | FY1314<br>Actual | FY1415<br>Adopted | FY1415<br>Jul-Dec | FY1415<br>Est Final | FY1516<br>Requested | Increase<br>Decrease | Percent<br>Change |
|------------------------------------|------------------|-------------------|-------------------|---------------------|---------------------|----------------------|-------------------|
| 87840 - Insurance And Surety Bonds | 49,965           | 55,841            | 50,736            | 101,472             | 59,169              | 3,328                | 5.96%             |
| <b>TOTAL INTERFUND SERVICES</b>    | <b>54,835</b>    | <b>59,323</b>     | <b>52,774</b>     | <b>105,548</b>      | <b>62,552</b>       | <b>3,229</b>         | <b>5.44%</b>      |
| <b>TOTAL</b>                       | <b>1,240,846</b> | <b>1,344,086</b>  | <b>707,441</b>    | <b>1,414,881</b>    | <b>1,338,687</b>    | <b>(5,399)</b>       | <b>-0.40%</b>     |

**Successor Agency of the Redevelopment Agency of the City of Santa Clara  
Convention Center Minimal Support Budget  
July 1, 2015 to December 31, 2015  
Funding Source: RPTTF**

| <b>Ongoing Activities</b>  | <b>Estimated<br/>Staff Hours</b> | <b>Estimated<br/>Cost</b> |
|--|----------------------------------|---------------------------|
| City Manager's Office - Contract Management/Oversight            | 72                               | 9,072                     |
| Finance-Budget & Treasury - Quarterly Reports/Banking/Investment | 36                               | 4,536                     |
| Finance-Budget & Treasury - Budget Dev. (Every Other ROPS)       | 0                                | 0                         |
| Finance-Accounting - Monthly & Yr. End General Accounting        | 36                               | 4,536                     |
| Finance-Accounting - CAFR (Every Other ROPS)                     | 19                               | 2,394                     |
| <br><b>One-Time Set Up Costs</b>                                 |                                  |                           |
| Accounting Set Up  | 40                               | 5,040                     |
| Insurance Selection  | <u>16</u>                        | <u>2,016</u>              |
| Subtotal   | 219                              | \$27,594                  |
| <br><b>Overhead</b>  |                                  |                           |
| Support Services Overhead (65% on Staff Costs Only)              |                                  | \$17,936                  |
| Total for ROPS Period  |                                  | <u>\$45,530</u>           |
| Total (Rounded up to Next Thousand)                              |                                  | <u>\$46,000</u>           |

Assumes average staff hourly rate of \$90 per hour time plus 40% benefits factor

Support Services Overhead covers support from the City Manager's Office, City Attorney's Office, City Clerk's Office, Accounts Payable, Accounts Receivable, General Accounting, Human Resources, IT, Building Maintenance, and Risk Management.

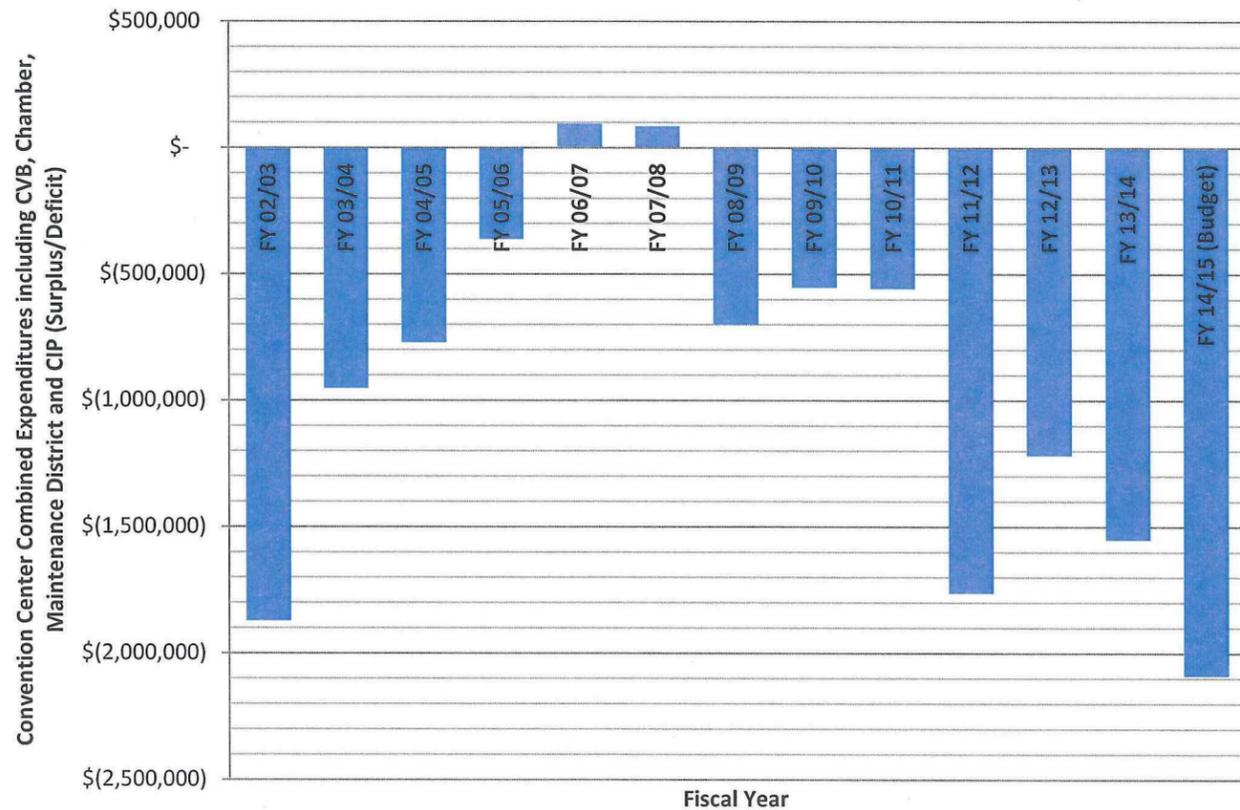
**Key staff working directly on Santa Clara Convention Center include but are not limited to:**

City Manager  
Assistant City Manager  
Economic Development Officer/Assistant City Manager  
Executive Assistant to the City Manager  
City Attorney  
Director of Finance/Assistant City Manager  
Assistant Director of Finance  
Accounting Manager  
Principal Accountant  
Accountant  
Principal Financial Analyst  
Financial Analyst

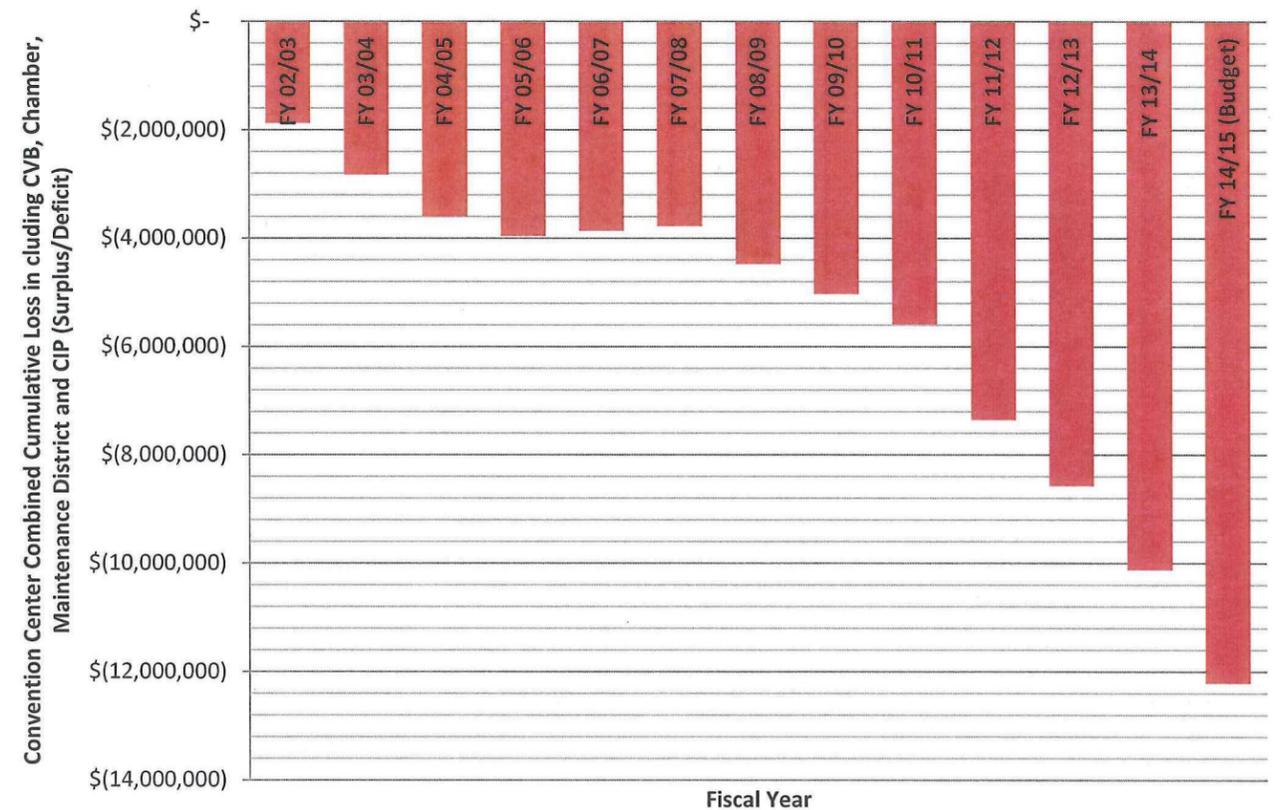
Convention Center from FY 02/03 to FY14/15 (Budget) - Preliminary report for discussion purposes

| Fiscal Year       | Revenues          |                |                              |              |                       | Expenditures      |   |                                       |                        |                      |                           | Totals          |                 |
|-------------------|-------------------|----------------|------------------------------|--------------|-----------------------|-------------------|---|---------------------------------------|------------------------|----------------------|---------------------------|-----------------|-----------------|
|                   | Convention Center | Ballroom Lease | Hyatt Regency Lease Payments | TECHMART     | Annual Revenues Total | Convention Center | Santa Clara Convention Visitor's Bureau - Convention Marketing, Sales & Communication | Capital Expenditures - General Funded | Chamber Management Fee | Maintenance District | Annual Expenditures Total | Total (Net)     | Cumulative      |
| FY 02/03          | \$2,885,818       | \$232,480      | \$924,841                    | \$1,000,000  | \$ 5,043,139          | \$ (4,156,434)    | \$ (1,378,703)  | \$ (807,676)                          | \$ (45,000)            | \$ (528,083)         | \$ (6,915,896)            | \$ (1,872,757)  | \$ (1,872,757)  |
| FY 03/04          | \$3,494,247       | \$232,480      | \$924,696                    | \$1,000,000  | \$ 5,651,423          | \$ (4,174,331)    | \$ (1,323,555)  | \$ (529,945)                          | \$ (45,000)            | \$ (532,028)         | \$ (6,604,859)            | \$ (953,436)    | \$ (2,826,193)  |
| FY 04/05          | \$3,540,422       | \$232,480      | \$928,882                    | \$1,000,000  | \$ 5,701,784          | \$ (4,346,060)    | \$ (1,323,555)  | \$ (227,468)                          | \$ (45,000)            | \$ (532,028)         | \$ (6,474,111)            | \$ (772,327)    | \$ (3,598,520)  |
| FY 05/06          | \$4,092,666       | \$268,614      | \$977,970                    | \$1,000,000  | \$ 6,339,250          | \$ (4,510,544)    | \$ (1,370,561)  | \$ (212,048)                          | \$ (45,000)            | \$ (563,786)         | \$ (6,701,939)            | \$ (362,689)    | \$ (3,961,209)  |
| FY 06/07          | \$4,152,558       | \$268,614      | \$1,116,713                  | \$1,000,000  | \$ 6,537,885          | \$ (4,410,888)    | \$ (1,370,561)  | \$ (84,464)                           | \$ (45,000)            | \$ (532,028)         | \$ (6,442,941)            | \$ 94,944       | \$ (3,866,265)  |
| FY 07/08          | \$4,365,268       | \$268,614      | \$1,197,368                  | \$1,008,333  | \$ 6,839,583          | \$ (4,647,808)    | \$ (1,411,678)  | \$ (82,039)                           | \$ (45,000)            | \$ (567,423)         | \$ (6,753,948)            | \$ 85,635       | \$ (3,780,630)  |
| FY 08/09          | \$3,856,929       | \$333,190      | \$1,037,173                  | \$1,100,000  | \$ 6,327,292          | \$ (4,726,960)    | \$ (1,446,962)  | \$ (222,065)                          | \$ (45,000)            | \$ (585,943)         | \$ (7,026,930)            | \$ (699,638)    | \$ (4,480,268)  |
| FY 09/10          | \$4,135,023       | \$339,060      | \$948,821                    | \$1,100,000  | \$ 6,522,904          | \$ (4,895,774)    | \$ (1,468,526)  | \$ (59,629)                           | \$ (45,000)            | \$ (607,122)         | \$ (7,076,051)            | \$ (553,147)    | \$ (5,033,415)  |
| FY 10/11          | \$5,482,042       | \$169,530      | \$536,162                    | \$550,000    | \$ 6,737,734          | \$ (5,005,580)    | \$ (1,456,526)  | \$ (202,642)                          | \$ (45,000)            | \$ (585,619)         | \$ (7,295,367)            | \$ (557,633)    | \$ (5,591,048)  |
| FY 11/12          | \$5,881,508       | \$0            | \$0                          | \$0          | \$ 5,881,508          | \$ (5,268,299)    | \$ (1,521,526)  | \$ (222,508)                          | \$ (45,000)            | \$ (588,005)         | \$ (7,645,338)            | \$ (1,763,830)  | \$ (7,354,878)  |
| FY 12/13          | \$6,849,158       | \$0            | \$0                          | \$0          | \$ 6,849,158          | \$ (5,738,261)    | \$ (1,521,526)  | \$ (165,059)                          | \$ (45,000)            | \$ (597,776)         | \$ (8,067,622)            | \$ (1,218,464)  | \$ (8,573,342)  |
| FY 13/14          | \$7,254,188       | \$0            | \$0                          | \$0          | \$ 7,254,188          | \$ (6,061,561)    | \$ (1,521,526)  | \$ (573,225)                          | \$ (45,000)            | \$ (604,555)         | \$ (8,805,867)            | \$ (1,551,679)  | \$ (10,125,021) |
| FY 14/15 (Budget) | \$6,751,000       | \$0            | \$0                          | \$0          | \$ 6,751,000          | \$ (6,313,831)    | \$ (1,521,526)  | \$ (357,000)                          | \$ (45,000)            | \$ (603,455)         | \$ (8,840,812)            | \$ (2,089,812)  | \$ (12,214,833) |
| Total             | \$ 62,740,827     | \$ 2,345,062   | \$ 8,592,626                 | \$ 8,758,333 | \$ 82,436,848         | \$ (64,256,331)   | \$ (18,636,731)   | \$ (3,745,768)                        | \$ (585,000)           | \$ (7,427,851)       | \$ (94,651,681)           | \$ (12,214,833) |                 |

Convention Center Net Revenues



Cumulative Deficit Convention Center (Since FY02/03)



Meeting Date: 2-24-15**AGENDA REPORT**Agenda Item # 7A7

City of Santa Clara, California

**Date:** February 10, 2015**To:** City Manager for Council Action**From:** Director of Finance/Assistant City Manager**Subject:** Santa Clara Convention Center and Convention-Visitor's Bureau (SCCC-CVB) Activity Report for Fiscal Year 2014-15 Second Quarter as Submitted by the Santa Clara Chamber of Commerce and Convention-Visitor's Bureau**EXECUTIVE SUMMARY:**

Submitted for City Council review and acceptance in a combined format is the SCCC-CVB Activity Report for Fiscal Year 2014-15 Second Quarter as submitted by the Santa Clara Chamber of Commerce and Convention-Visitor's Bureau. Submission of the report is required under the management agreement for the operation of the Santa Clara Convention Center and the agreement for convention and visitor services.

As mentioned in the attached report, the Second Quarter Financial Results (Results) of the Santa Clara Convention Center (SCCC) show year-to-date revenues at \$700,130 less than budget. Revenues were favorable in the telecommunications, and Space Rental categories, but below budget in the catering, audio-visual and event revenue categories. The Results also show year-to-date expenses at \$123,410 less than the budget. Of the \$123,410 variance, \$162,122 was attributable to labor related expenses being below budget and \$38,712 was attributable to operating expenses being above budget. The above revenue and expense variances combined for a year-to-date SCCC negative budget variance of \$576,720 as of December 31, 2014.

**ADVANTAGES AND DISADVANTAGES OF ISSUE:**

The SCCC-CVB Activity Report for Fiscal Year 2014-15 Second Quarter provides current information on the business activities of the Santa Clara Convention Center and Convention-Visitor's Bureau.

**ECONOMIC/FISCAL IMPACT:**

Acceptance of this report will have no fiscal impact to the City other than administrative staff time and expense.

**RECOMMENDATION:**

That the Council accept the Santa Clara Convention Center and Convention-Visitor's Bureau Activity Report for Fiscal Year 2014-15 Second Quarter as submitted by the Santa Clara Chamber of Commerce and Convention-Visitor's Bureau.

APPROVED:

Gary Ameling  
Director of Finance/Assistant City Manager

Julio J. Fuentes  
City Manager

**Documents Related to this Report:**

1) SCCC-CVB Activity Report for Fiscal Year 2014-15 Second Quarter

I:\Budget & Treasury\Acctnt Analyst\ConventionCenter\Santa Clara Convention Center Quarterly Activity report\FY 14-15\SCCC\_CVB\_AgendaRpt\_2ndQfy1415\SCCC\_CVB\_AgendaRpt\_2ndQfy1415.doc



**CHAMBER OF COMMERCE & CONVENTION – VISITORS BUREAU**

January 30, 2015

The Honorable Mayor and City Council  
City of Santa Clara  
1500 Warburton Avenue  
Santa Clara, CA 95050

Dear Mayor and Council:

The following is the Santa Clara Convention Center and Convention-Visitor's Bureau Activity Report for Fiscal Year 2014-15, Second Quarter, Year-to-Date encompassing the months of October, November, and December.

| <b>SANTA CLARA CONVENTION CENTER</b>           |              |              |                  |  |
|--|--------------|--------------|------------------|--|
| <b>Activity Summary for the Second Quarter</b> |              |              |                  |  |
| <b>TYPE</b>                                    | <b>14/15</b> | <b>13/14</b> | <b>ATTENDEES</b> | <b>EVENTS HELD</b>   |
| Conventions                                    | 14           | 10           | 23,200           | Zend Technologies, CATESOL, Peninsula Pop Warner, MediBistro, Sankara Eye Foundation (2 events), IPS Learning, Printed Electronics, Pop Warner, Faith Formation, Self Help, Linux Foundation, World Financial Group and Yahoo Tech Pulse |
| Trade Shows                                    | 7            | 5            | 7,900            | International Quilt Festival, Arm Techcon, Futton Inc., Santa Clara Realtors, Sys-Con, Conference Concepts and Secure World Expo.  |
| Public Shows                                   | 10           | 10           | 8,800            | Mystique Events, South India Fine Arts, Targeted Job Fairs, Sterling Dance, Shor Media, North Valley Baptist Church, Santa Clara Ballet, Bay Area Christian Church, H&L Productions and Arya Dance Academy                               |
| Meetings                                       | 73           | 72           | 29,980           |  |
| Banquets                                       | 19           | 31           | 16,550           |  |
| <b>Totals</b>                                  | <b>123</b>   | <b>128</b>   | <b>86,430</b>    |  |

| <b>SANTA CLARA CONVENTION CENTER</b>                        |                |                |                            |
|---|----------------|----------------|----------------------------|
| <b>Revenue Summary for the Second Quarter, Year-to-Date</b> |                |                |                            |
| <b>14/15</b>  | <b>13/14</b>   | <b>Budget</b>  | <b>Over (Under) Budget</b> |
| \$2,611,813.98  | \$3,458,381.07 | \$3,311,944.28 | (\$700,130.30)             |

Year-to-date catering revenue is below budget by \$837,501.24. Audio-visual revenues are below budget by \$10,681.42. Telecommunications is above budget by \$36,381.67, and Space Rental is above budget by \$154,196.80. Event Revenue is below budget by \$17,756.40

| <b>SANTA CLARA CONVENTION CENTER</b>                         |                |                |                            |
|--|----------------|----------------|----------------------------|
| <b>Expenses Summary for the Second Quarter, Year-to-Date</b> |                |                |                            |
| <b>Labor Expenses</b>  |                |                |                            |
| <b>14/15</b>   | <b>13/14</b>   | <b>Budget</b>  | <b>Over (Under) Budget</b> |
| \$2,322,336.82   | \$2,458,443.30 | \$2,484,458.69 | (\$162,121.87)             |
| <b>Operating Expenses</b>                                    |                |                |                            |
| <b>14/15</b>   | <b>13/14</b>   | <b>Budget</b>  | <b>Over (Under) Budget</b> |
| \$686,963.83   | \$737,375.20   | \$648,252.26   | \$38,711.57                |
| <b>Total Labor and Operating Expenses</b>                    |                |                |                            |
| <b>14/15</b>   | <b>13/14</b>   | <b>Budget</b>  | <b>Over (Under) Budget</b> |
| \$3,009,300.65   | \$3,195,818.50 | \$3,132,710.95 | (\$123,410.30)             |
| <b>Net Income (Loss)</b>                                     |                |                |                            |
| <b>14/15</b>   | <b>13/14</b>   | <b>Budget</b>  | <b>Over (Under) Budget</b> |
| (\$397,486.57)   | \$262,562.57   | \$179,233.33   | (\$576,720.00) *           |

Second Quarter, Year-to-Date revenues of \$2,611,813.98 and expenses of \$3,009,300.65 have produced a net loss of \$397,486.57 or \$576,720.00 more than the budgeted net profit of \$179,233.33.

Unfortunately, several large catering events were not rebooked from the previous year for the second quarter resulting in the lower than budgeted revenue numbers. Immediate measures are being taken to be sure the convention center ends the fiscal year on budget as originally forecast.

**Projects:** Completed low flow toilet replacement project sponsored by Santa Clara Valley Water District at no cost to Center. Completed weather stripping of pyramid skylights throughout Center. Completed full load generator test. Replaced broken and stained pyramid glass.

#### Fiscal Year 2013-14 Third Quarter Projections

| <b>TYPE</b>  | <b>NUMBER</b> | <b>ATTENDEES</b> | <b>EVENTS SCHEDULED</b>  |
|--------------|---------------|------------------|--|
| Conventions  | 19            | 28,050           | Hollywood Connection, California Kindergarten Assn, Northern CA Volleyball (2 events), National Nameless Luminaries West, ProofPoint, Equipo Vision International, XRX/Stitches, Spirit of the Flame, O'Scale, DECA, Open Networking Foundation, US Department of Commerce, Usenix, Sysopsys, IEEE EMC Symposium, Monsters of Hip Hop, SAP and Freescale Semiconductor |
| Trade Shows  | 2             | 7,700            | The RTC Group and DesignCon  |
| Public Shows | 12            | 17,000           | Wedding Fair, World Fitness, VietET, Federation of Indo-American Assn, NUVO, Travel and Adventure Show, Premiere Productions, Santa Clara Quilt Assn, Center of Persian Language Preservation, GT Sports and Marketing, Friends of Children with Special Needs and South India Fine Arts.  |
| Meetings     | 53            | 27,320           |  |
| Banquets     | 7             | 4,800            |  |
| <b>Total</b> | <b>93</b>     | <b>84,870</b>    |  |



**CONVENTION AND VISITOR'S BUREAU**

**Convention Sales Department:** In the second quarter, convention sales and marketing staff exhibited and/or attended: PCMA, MPINCC, GMIC, ISES, SITE, SPIN, CEMA, TEAMS, HSMIAI, AND CALSAE and made 219 sales calls. The CVB conducted 19 site inspections of the City for future convention business.

|                         | 2nd Qtr<br>14-15 | 2nd Qtr<br>13-14 | %<br>Difference |                         | 2nd Qtr<br>14-15 | 2nd Qtr<br>13-14 | %<br>Difference |
|-------------------------|------------------|------------------|-----------------|-------------------------|------------------|------------------|-----------------|
| <b>Leads</b>            | 107              | 81               | 32%             | <b>Bookings</b>         | 43               | 32               | 34%             |
| <b>Attendees</b>        | 177,008          | 81,363           | 118%            | <b>Attendees</b>        | 59,350           | 140,063          | -58%            |
| <b>Room<br/>Nights*</b> | 61,376           | 41,490           | 48%             | <b>Room<br/>Nights*</b> | 18,656           | 22,820           | -18%            |

The information presented above is for the quarter only.

\*Hotel room nights represent only those hotel rooms that are "blocked" and no projections are made of room nights that come in after the block is cut off by hotels or for those delegates or exhibitors who utilize hotels not included in the blocks.

**Convention Services Department:** The Convention Services Department contacted and serviced 14 upcoming meetings representing 24,300 delegates; compared to 17 meetings representing 18,250 delegates for the same quarter last year.

**Marketing & Communications:** The Marketing & Communications department highlighted Santa Clara visitor attractions and hotels to the Visit California team in Sacramento, launched the Visit Santa Clara Selfie photo contest on Instagram, produced a WrestleMania 31 Accommodations page for the SantaClara.org website, and coordinated several interviews with local media.

The department also attended the eTourism Summit in San Francisco, hosted the Santa Clara Sports Group (SCSG) quarterly meeting, and coordinated a "Time Out" promotion with Santa Clara University Athletics. In addition, V.P. of Marketing & Communications David Andre continued planning the "Super Pep Rally" as part of the City of Santa Clara's Super Celebration event prior to Super Bowl 50.

The department also wrote and distributed several media releases, including "Santa Clara Hotels on Pace for Best Occupancy and Average Daily Rate Ever." Also, Visit Santa Clara combined social media followers grew by 34% to over 27,000 followers. In addition, for the quarter, nearly 73,000 unique users visited the SantaClara.org website.

This concludes our Santa Clara Convention and Visitor's Bureau and Convention Center (CVB-SCCC) Activity Report for Fiscal Year 2014-15, Second Quarter, Year-to-Date. Thank you for your continued support of our activities.

Sincerely,



Steve Van Dorn  
President/CEO



**County of Santa Clara**

Finance Agency  
 Controller-Treasurer

County Government Center  
 70 West Hedding Street, East Wing 2<sup>nd</sup> floor  
 San Jose, California 95110-1705  
 (408) 299-5206 FAX 287-7629

**CONTINUING REVIEW/NOTICE OF OBJECTION TO ROPS**

Wednesday, March 4, 2015

City of Santa Clara  
 1500 Warburton Avenue  
 Santa Clara, CA 95050

Successor Agency to the Redevelopment Agency  
 of the City of Santa Clara and Oversight Board  
 1500 Warburton Avenue  
 Santa Clara, CA 95050

Department of Finance  
 915 L Street  
 Sacramento, CA 95814

**ROPS Period:** ROPS 15-16A (July 1, 2015 – December 31, 2015)  
**Successor Agency:** City of Santa Clara

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

Pursuant to Health and Safety Code section 34182.5,<sup>1</sup> the Santa Clara County Auditor-Controller (Auditor-Controller) has completed a further review of the Recognized Obligation Payment Schedule (ROPS) submitted by the above-noted successor agency for the above-noted period. This letter supplements our prior letter dated February 27, 2015. As indicated in that letter, the Auditor-Controller objects to Items 35-43; the funding sources for all items except Items 13, 33, and 34; and the amounts listed for Items 13 and 35-43. The Successor Agency's ROPS as submitted to the Oversight Board is attached to this letter as "Exhibit A." *Because of the large number of objections to items, amounts, and funding sources, for the convenience of the Oversight Board and other interested parties a version of the ROPS reflecting these adjustments is attached to this letter as "Exhibit B."* Given the limited review time, the volume of new items, and the incomplete nature of the supporting materials provided by the Successor Agency, the Auditor-Controller expressly reserves the right to make additional objections within the statutory timeframe provided by Section 34182.5 and to issue a revised or supplemental version of this letter accordingly.

<sup>1</sup> All statutory references are to the Health and Safety Code, unless otherwise indicated.

**Item 35 – ROPS 2 RPPTF Funding Shortage**

The Successor Agency is requesting \$65,802, purportedly representing a net Redevelopment Property Tax Trust Fund (RPPTF) cash shortfall for ROPS I and II. The request includes amounts spanning multiple ROPS, two Due Diligence Reviews, property tax distributions from Fall 2011 and January 2012, and the July 12, 2012 RPPTF “True-up.” As a result of the various figures and interrelated amounts, clear evidence of the shortfall sources is difficult to ascertain. However, we were able to identify a similar variance amount between the Successor Agency schedule and the July 2012 “True-up” per Section 34183.5.

The following schedule identifies the variance as a combination of a ROPS I item where the actual amount exceeded the authorized amount and the Successor Agency reported beginning/available property tax revenue for ROPS I as less than the amount on the “True-up” calculation per Section 34183.5. The ROPS I property tax revenue variance is not eligible for reimbursement and was calculated in accordance with Section 34183.5; however, the shortfall for ROPS I, Item 6, to the extent it has not been claimed on a preceding ROPS, is eligible for reimbursement. Accordingly, Item 35 should be reduced to \$884.

| Description   | Successor Agency Schedule | Calculation per Health and Safety Code Section 34183.5 | Variance   | Comments  |
|---|---------------------------|--|------------|---|
| ROPS I Non-Admin RPPTF Obligations  | \$10,369,848              | \$10,368,964   | \$(884)    | ROPS I, Item 6 - 2002 Series B COPS (Agency Share) actual amount of \$345,158 exceeded the authorized amount of \$344,273 by \$884. |
| Property Tax revenue advances for January 1, 2012 through June 30, 2012 ROPS (SA Beg. Cash, 20% Housing and City ROPS “Loan”) | \$14,259,210              | \$14,343,205   | \$(83,995) |   |
| SA Interest Income, 2011 Tab Reserves used for debt service   | \$19,078                  | \$0  | \$19,078   |   |
| Net Variance  |                           |  | \$(65,802) |   |

## Items 36-43 – Santa Clara Convention Center Items

### *General Objections*

Successor Agency staff has placed Items 36 through 43 on the ROPS relating to the operations of the Santa Clara Convention Center, title for which is currently held by the City of Santa Clara. On or about February 17, 2015, the Sacramento Superior Court issued a Preemptory Writ of Mandate against the Successor Agency to the Redevelopment Agency of the City of Santa Clara (Successor Agency), the City of Santa Clara (City) and related City parties (collectively, "City"). The Court order commands the City to immediately comply in full with the final order of the State Controller's Office Order issued September 10, 2013 ("SCO Order") and the Other Funds and Accounts Due Diligence Review ("Other Funds DDR") determination letter issued by the Department of Finance on October 10, 2013. The Writ commands the City to report back to the Court under oath within 60 days, or by April 17, 2015, regarding its actions to comply with the Writ.

The Santa Clara Convention Center complex consists of approximately 28.5 acres and includes the Convention Center, the Hyatt Regency Hotel (Hyatt), the Techmart office complex (Techmart), and a common area dedicated primarily to parking. Since the mid-1980's, the former Redevelopment Agency (RDA) and the City have entered into multiple agreements with multiple parties and each other to operate the Convention Center. The interests in the Hyatt and Techmart to be returned to the Successor Agency are the fees subject to long-term ground leases.

As a threshold matter, the majority of the documents regarding the actual operation and management of the Convention Center are between the City and third parties, without including either the RDA or the Successor Agency. Therefore, these contracts do not qualify as enforceable obligations pursuant to Section 34171(d)(1).

In addition, Items 36 through 43 do not appear to have adequate supporting documentation. The Auditor-Controller has made multiple requests for documents supporting the requested amounts and most of the materials received to date are inadequate to support the amounts requested. Moreover, the Successor Agency has not presented any contracts for approval by the Oversight Board to include on the presented ROPS.

In April 1985, the RDA entered into the Hotel Ground Lease, which has been amended multiple times and is now between the Successor Agency and IA Lodging Santa Clara TRS, L.L.C. Within this lease agreement, RDA was purportedly required to keep the Convention Center running as a "first class" facility.<sup>2</sup> However, the Auditor-Controller has grave concerns

---

<sup>2</sup> The Successor Agency makes repeated reference to the lease's use of the term "first class condition" to imply support for a number of expenditures proposed. However, the Hotel Ground Lease defines "first class condition" to mean "that the Conference Center shall be kept in decent, safe and sanitary condition, in compliance with applicable laws, and equal in value, quality and use to the condition of the Conference Center as originally constructed, reasonable wear and tear excepted." (Hotel Ground Lease § 1403.) This is far different from what the Successor Agency implies from its use of the term "first class."

regarding whether the Hotel Ground Lease is a valid enforceable obligation with respect to its language regarding maintenance and operations. Section 33445(b)(3), relating to redevelopment agency payments for public buildings, states:

A redevelopment agency shall not pay for the normal maintenance or operations of buildings, facilities, structures, or other improvements that are publicly owned.

This Section was enacted in 1965, and the paragraph cited above added in substantially the same form in 1969, and, hence, was in effect at the time of the execution of the Hotel Ground Lease. Therefore, the Auditor-Controller questions whether the RDA was legally authorized to take on the operation and maintenance of a public building such as the Convention Center. Contractual obligations in excess of a public agency's statutory authority at the time of execution are *ultra vires* and unenforceable. They would also be contracts that violate public policy, and, as such, would not qualify as enforceable obligations under Section 34171(d)(1)(E). The City could—and, since 1985, did—choose to take on these obligations, but not using RDA funds.

Accordingly, the only authority for the payment of these items can be found in Section 34171(d)(1)(F), which allows successor agencies to fund “the costs of maintaining assets prior to disposition . . . .” This is a narrow provision, but one that allows funding for *some* of the items based on amounts *actually justified and supported* by the Successor Agency. Contracts related to establishing these items will need to be brought forward to the Oversight Board for approval.

### *Specific Objections*

- **Item 36 – Convention Center Operations** – The Successor Agency requested \$2,600,381 in Other Funding sources and \$1,112,338 in RPTTF to fund the operations of the Convention Center. The Auditor-Controller has made multiple requests for documentation supporting these amounts. The contract provided is a contract between the City and the Santa Clara Chamber of Commerce (Chamber), dating to 1984.<sup>3</sup> The RDA is not a party to the contract; therefore, it does not meet the definition of an enforceable obligation pursuant to Section 34171(d)(1). No additional documentation was received to support the requested amount other than the recently-proposed, but not approved, Chamber budget. This budget projects a \$534,585 shortfall for the fiscal year, notwithstanding that prior recent fiscal years have resulted in an operating profit per the City's financial statements and amounts reported in Attachment 8 to the ROPS staff report.

In addition, within the requested amount is a \$500,000 emergency operating reserve. This reserve is not described in the Chamber contract, and is therefore unsupported. Moreover, the Successor Agency should only include costs that are expected to be spent

---

<sup>3</sup> It should be noted that the contract requires the *City* to honor all bookings made by the Chamber prior to the termination of the agreement, and termination requires 180 days' notice. In addition, the Chamber agreement for operations includes marketing and maintenance for the Convention Center.

in the applicable six-month period. The only reserve authorized by the Dissolution Law is for uneven bond debt pursuant to Section 34171(d)(1)(A). The Auditor-Controller objects to any funding for a reserve.

Notwithstanding the above, the Auditor-Controller believes Section 34171(d)(1)(F) would allow for the interim operation of the Convention Center pending disposition of the asset. Contingent upon the Successor Agency entering into a contract for service with the Chamber with Oversight Board approval and based upon the proposed budget, \$3,212,718 would be allowed in Other Funds, expressly payable first from operating revenues and, only if needed, subsequently from other lease revenues.

- **Item 37 – Convention Center Operations** – The Successor Agency requested \$1,639,958 in RPTTF, described as cash flow funding, representing an additional 25% of the Chamber-requested budget. There is no provision of the Dissolution Law that allows for holding cash in this manner, where there is no anticipated expenditure and no meaningful supporting documentation. Section 34177(m)(4)(A) provides very limited authority for carrying cash across ROPS periods, only where expressly required by a lender. In addition, no provision of the Chamber contract describes such a funding requirement. The Auditor-Controller objects to any funding for this item.
- **Item 38 – Convention Center Capital Improvements** – The Successor Agency has requested \$1,491,000 in RPTTF to fund capital improvements. These improvements include purchasing additional chairs, carpet, lighting and a \$500,000 reserve. As described above under Item 36, there is no provision allowing for such an unsupported reserve. Moreover, there is no identified enforceable obligation connected with these items. As described earlier in footnote 2, even hypothetically assuming it is enforceable, the Hotel Lease's use of the term "first class" does not require these upgrades based on the documentation provided. No documentation has been provided to show that any of these capital expenditures are needed for health or safety concerns in the facility or to support these expenditures under Section 34171(d)(1)(F).

Furthermore, the Successor Agency has provided no contracts or invoices to support this item as an enforceable obligation or to substantiate required expenditures for this upcoming ROPS period. Accordingly, the Auditor-Controller objects to any funding for this item.

- **Item 39 – Convention-Visitor's Bureau marketing contract** – The Successor Agency has requested \$982,519 in RPTTF to fund marketing services for the Convention Center. The current contract for this item is between the City and the Chamber Visitor's Bureau. The RDA is not a party to the agreement. Therefore, is not eligible for payment from the Successor Agency. In addition, the contract provided covers services outside of the Convention Center, including, but not limited to, operating the City Store, all social media and internet marketing, and marketing for the Levi's Stadium. This is plainly a

general purpose contract for promoting the City's tourism that is not eligible for funding by the Successor Agency. The Auditor-Controller objects to any funding for this item.

- **Item 40 – Convention Center Maintenance District Assessment** – The Successor Agency has requested \$602,424 in RPTTF to fund the Maintenance District assessment. This item can qualify as maintenance under Section 34171(d)(1)(F). However, Section 5 of the Resolution regarding the assessment specifically provides that the assessment shall be collected in the same manner as the *ad valorem* property tax. Accordingly, per the Resolution, payments are due in two installments, and only the semi-annual amount is due at this time. Therefore, only half of the total amount is eligible for funding for this period: \$301,212.
- **Item 41 – Convention Center Property Insurance** – The Successor Agency has requested \$126,472. This six-month request has doubled from the actual amount paid for the prior year based on a “guestimate” from an insurance broker. This item is eligible for funding under Section 34171(d)(1)(F) to the extent it is for insurance required to protect the property and Successor Agency. The Successor Agency should seek competitive bids and must bring an actual insurance contract for approval to the Oversight Board.
- **Item 42 – City of Santa Clara staff costs** – The Successor Agency has requested \$46,000 to cover general staff costs related to the Convention Center. The only supporting documentation (Attachment 7 to the ROPS staff report) shows that the costs are for general contract oversight and financial management inherent in any ROPS item. Such costs are quintessential Successor Agency administrative costs that should already be included in the administrative cost allowance and on the administrative budget. These are not “specific project implementation activities,” such as for a construction project, exempt from the administrative allowance under Section 34171(b). Accordingly, this item should be reclassified to the administrative cost allowance under Item 13.
- **Item 43 – Net Reimbursement of City Costs on Convention Center Operations since January 2011** – The Successor Agency has requested \$7,758,137 in Other Funding sources to reimburse the City for Convention Center operations since January 2011. There is no reimbursement agreement previously approved by the Oversight Board to support any repayment to the City. Pursuant to Section 34180(h), any agreement entered into between the City and the Successor Agency must first be approved by Oversight Board. There was also no direct exchange of funds between the City and the Successor Agency; therefore, this was not a loan from the City, nor does there appear to be any obligation for the Successor Agency to reimburse the City any funds.

Furthermore, many of the costs included in this item relate to City expenses for items that would never have been eligible for funding by the Successor Agency if the Successor Agency had held title to the property during the relevant time period. For example, the general purpose Visitor's Bureau agreement—which funded far more than items related to the Convention Center (see Item 39)—if excluded from the City's calculation would

reduce the purported loss from \$7,758,137 to \$215,508. As described earlier, the RDA was prohibited from incurring any costs associated with operations or maintenance under Section 33445(b)(3). Without other backup documentation, the Auditor-Controller is unable to further examine the purported number; however, it is likely that when recalculated to account for the aforementioned issues and the objections outlined in this Notice, even hypothetically assuming such costs could be reimbursed, there would be no net amount due.

More significantly, the Successor Agency did not have ownership of the property during this period of time. The City refused to return the property to the Successor Agency as instructed by both the SCO and the DOF; by its noncompliance, the City prevented the Successor Agency from moving forward in accordance with a property plan to provide for the disposition of the property. The City voluntarily chose to expend funds for this purpose. There is no basis in the Dissolution Law for any reimbursement of these costs. Accordingly, the Auditor-Controller objects to any funding for this item.

It should also be noted the Writ commands the City to reverse the prior transfer of the Convention Center to the City and return it to the Successor Agency. While the City has indicated its intention to comply with the Writ and return the Convention Center (along with all other properties improperly transferred to the City), as of this writing, the City has not done so. Therefore, any items approved by the Oversight Board for funding this period will not be eligible for funding until the property has been transferred back to the Successor Agency.

#### **All Items, except Items 13, 33, and 34 – Reclassification from RPTTF to Other Funds**

In order to comply with the Writ, it is anticipated the City will be returning all the lease revenues received related to all former RDA properties, including Great America, Hilton Hotel, Gateway Office Park, Hyatt Ground Lease, Techmart Lease, and Ballroom Lease since January 2011. In addition, at least an estimated \$14.1 million per year in additional lease revenues should be received, providing an estimated \$7.05 million in new incoming revenue during this ROPS period. At a minimum, an estimated \$49 million should be available for use during this ROPS period; this estimate accounts for (i.e., deducts) the payment of the amount owed under the Other Funds and Accounts Due Diligence Review.

Those amounts received since July 1, 2012, plus future ongoing receipts, are available for funding enforceable obligations, with the balance to be remitted to the Auditor-Controller for distribution to the taxing entities pursuant to Section 34177(d). Pursuant to Section 34177(d)(1)(E), the Successor Agency is required to use all other available funds prior to requesting RPTTF. As a result of the significant additional funding to be received, the Successor Agency will have sufficient funding in Other Funds to fund all enforceable obligations. Therefore, no RPTTF funding will be necessary. All line items requesting RPTTF should be reclassified to request Other Funding sources, with specific notes regarding the intent to use the available lease revenues.

Successor Agency: City of Santa Clara  
Continued Review/Notice of Objection to ROPS  
Wednesday, March 4, 2015

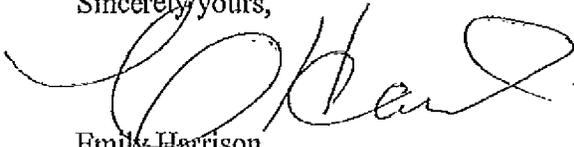
**Item 13 – Administrative Cost Allowance**

The Successor Agency has requested \$265,000 in Administrative RPTTF (Item 13) to cover the items listed in the Administrative Budget. Pursuant to Section 34171(b), the administrative cost allowance is limited to the greater of three percent of the RPTTF distributed or \$250,000 for the fiscal year. Based on the aforementioned objections, the Successor Agency would not be receiving RPTTF for this period, and so the maximum amount is \$250,000 and this item should be revised accordingly.

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.

Additionally, pursuant to Health and Safety Code section 34186(a), the County Auditor-Controller may audit 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.

Sincerely yours,



Emily Harrison  
Director of Finance  
County of Santa Clara

**Exhibits:**

- A. ROPS submitted by the Successor Agency to the Oversight Board on February 26, 2015
- B. ROPS reflective of all Auditor-Controller Objections outlined in this Notice

**Recognized Obligation Payment Schedule (ROPS 15-16A) - Summary**  
 Filed for the July 1, 2015 through December 31, 2015 Period

Name of Successor Agency: Santa Clara  
 Name of County: Santa Clara

| <b>Current Period Requested Funding for Outstanding Debt or Obligation</b>                           |  | <b>Six-Month Total</b> |
|--|--|------------------------|
| <b>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding</b> |  |                        |
| <b>A Sources (B+C+D):</b>  |  | <b>\$ 49,258,518</b>   |
| B Bond Proceeds Funding (ROPS Detail)  |  | 38,900,000             |
| C Reserve Balance Funding (ROPS Detail)  |  | -                      |
| D Other Funding (ROPS Detail)  |  | 10,358,518             |
| <b>E Enforceable Obligations Funded with RPTTF Funding (F+G):</b>                                    |  | <b>\$ 14,905,179</b>   |
| F Non-Administrative Costs (ROPS Detail)   |  | 14,640,179             |
| G Administrative Costs (ROPS Detail)   |  | 265,000                |
| <b>H Current Period Enforceable Obligations (A+E):</b>   |  | <b>\$ 64,163,697</b>   |

| <b>Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</b> |  |                      |
|---|--|----------------------|
| I Enforceable Obligations funded with RPTTF (E):  |  | 14,905,179           |
| J Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)                            |  | -                    |
| <b>K Adjusted Current Period RPTTF Requested Funding (I-J)</b>  |  | <b>\$ 14,905,179</b> |

| <b>County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</b> |  |                   |
|---|--|-------------------|
| L Enforceable Obligations funded with RPTTF (E):  |  | 14,905,179        |
| M Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)                               |  | -                 |
| <b>N Adjusted Current Period RPTTF Requested Funding (L-M)</b>  |  | <b>14,905,179</b> |

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

|           |       |
|-----------|-------|
| _____     | _____ |
| Name      | Title |
| /s/ _____ | _____ |
| Signature | Date  |



Exhibit A

Recognized Obligation Payment Schedule (ROPS 15-16A) - ROPS Detail  
 July 1, 2015 through December 31, 2015  
 (Report Amounts in Whole Dollars)

| A      | B   | C                    | D                                 | E                                   | F                                      | G  | H              | I                                    | J       | K   |                  |             |           |         | P               |              |
|--------|---|----------------------|-----------------------------------|-------------------------------------|--|--|----------------|--------------------------------------|---------|---|------------------|-------------|-----------|---------|-----------------|--------------|
|        |   |                      |                                   |                                     |  |  |                |                                      |         | Funding Source  |                  |             |           |         |                 |              |
|        |   |                      |                                   |                                     |  |  |                |                                      |         | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) |                  | RPTTF       |           |         |                 |              |
| 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 | Retired | Bond Proceeds   | Reserve Balances | Other Funds | Non-Admin | Admin   | Six-Month Total |              |
| 40     | Convention Center Maintenance District Assessment - Hyatt and Techmart Lease Contracts                    | Property Maintenance | 7/1/2015                          | 8/30/2016                           | Convention Center Maintenance District | Approximately 45% of maintenance district costs for common areas | Bayshore North | 602,424                              | N       |   |                  |             |           | 602,424 |                 | \$ 602,424   |
| 41     | Convention Center - property insurance - Hyatt Lease Contract   | Property Maintenance | 7/1/2015                          | 8/30/2016                           | Alliant Insurance Services, Inc.       | Property premium for Convention Center                           | Bayshore North | 126,472                              | N       |   |                  |             |           | 126,472 |                 | \$ 126,472   |
| 42     | City of Santa Clara staff costs - Hyatt Lease Contract  | Miscellaneous        | 1/1/2011                          | 12/31/9999                          | Successor Agency                       | Contract management  | Bayshore North | 46,000                               | N       |   |                  |             |           | 46,000  |                 | \$ 46,000    |
| 43     | Net reimbursement of City costs on Convention Center Operations since January 2011 - Hyatt Lease Contract | Miscellaneous        | 1/1/2011                          | 8/30/2015                           | City of Santa Clara                    | TBD  | Bayshore North | 7,758,137                            | N       |   |                  | 7,758,137   |           |         |                 | \$ 7,758,137 |

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://md.dof.ca.gov/md-ca/pdf/Cash\\_Balance\\_Agency\\_Tips\\_Sheet.pdf](https://md.dof.ca.gov/md-ca/pdf/Cash_Balance_Agency_Tips_Sheet.pdf).

| A   | B   | C                                  | D                                 | E  | F  | G                            | H                   | I   |  |
|---|---|------------------------------------|-----------------------------------|--|--|------------------------------|---------------------|---|--|
| Cash Balance Information by ROPS Period           |   | Fund Sources                       |                                   |  |  |                              |                     | Comments  |  |
|   |   | Bond Proceeds                      |                                   | Reserve Balance  |  | Other                        | RPTTF               |   |  |
|   |   | Bonds Issued on or before 12/31/10 | Bonds Issued on or after 01/01/11 | Prior ROPS per bond balances and DDR RPTTF balances retained | Prior ROPS RPTTF distributed as reserve for future period(s) | Rent, Grants, Interest, Etc. | Non-Admin and Admin |   |  |
| <b>ROPS 14-15A Actuals (07/01/14 - 12/31/14)</b>  |   |                                    |                                   |  |  |                              |                     |   |  |
| 1   | Beginning Available Cash Balance (Actual 07/01/14)  | 18,197,977                         | 27,768,419                        | 3,728,175  | -  | -                            |                     | H1) Blocked from entering negative amounts in H1. Actual amount is \$65,802 cash deficit resulting from the RPTTF funding shortage to meet the debt payments approved on ROPS 2.  |  |
| 2   | Revenue/Income (Actual 12/31/14)<br>RPTTF amounts should tie to the ROPS 14-15A distribution from the County Auditor-Controller during June 2014  | 662                                | 7                                 |  |  |                              | 3,235,985           | C2) Restricted interest earnings of \$662. D2) Restricted interest earnings of \$7.   |  |
| 3   | Expenditures for ROPS 14-15A Enforceable Obligations (Actual 12/31/14)<br>RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q |                                    |                                   | 3,728,175  |  |                              | 3,237,870           |   |  |
| 4   | Retention of Available Cash Balance (Actual 12/31/14)<br>RPTTF amount retained should only include the amounts distributed as reserve for future period(s)                                | 18,198,539                         | 27,768,426                        |  |  |                              |                     | C4) Parity reserve of \$7,094,819. Bond proceeds of \$11,113,820 held for the purposes for which the bonds were issued. D4) Parity reserve of \$2,787,861. Bond proceeds of \$25,000,565 required to be retained until the State issues a Finding of Completion. All funds are subject to the court ordered preliminary injunction. |  |
| 5   | ROPS 14-15A RPTTF Prior Period Adjustment<br>RPTTF amount should tie to the self-reported ROPS 14-15A PPA in the Report of PPA, Column S  | No entry required                  |                                   |  |  |                              |                     |   |  |
| 6   | Ending Actual Available Cash Balance<br>C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)   | \$ -                               | \$ -                              | \$ -   | \$ -   | \$ -                         | \$ (1,685)          | H6) Understated by the \$65,802 cash deficit which is the RPTTF funding shortage to meet the debt payments approved on ROPS 2. Blocked from entering negative amounts in H1.  |  |
| <b>ROPS 14-15B Estimate (01/01/15 - 06/30/15)</b> |   |                                    |                                   |  |  |                              |                     |   |  |
| 7   | Beginning Available Cash Balance (Estimate 01/01/15)<br>(C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)   | \$ 18,198,639                      | \$ 27,768,426                     | \$ -   | \$ -   | \$ -                         | \$ (1,685)          | H7) Understated by the \$65,802 cash deficit which is the RPTTF funding shortage to meet the debt payments approved on ROPS 2. Blocked from entering negative amounts in H1.  |  |
| 8   | Revenue/Income (Estimate 06/30/15)<br>RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015                                     |                                    |                                   |  |  |                              | 9,394,638           |   |  |
| 9   | Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 06/30/15)  |                                    |                                   |  |  |                              | 9,394,638           |   |  |
| 10  | Retention of Available Cash Balance (Estimate 06/30/15)<br>RPTTF amount retained should only include the amounts distributed as reserve for future period(s)                              | 18,198,639                         | 27,768,426                        |  |  |                              |                     | C10 and D10) See above Comments.  |  |
| 11  | Ending Estimated Available Cash Balance (7 + 8 - 9 - 10)  | \$ -                               | \$ -                              | \$ -   | \$ -   | \$ -                         | \$ (1,685)          | H11) Understated by the \$65,802 cash deficit which is the RPTTF funding shortage to meet the debt payments approved on ROPS 2. Blocked from entering negative amounts in H1.   |  |

Exhibit A

Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Prior Period Adjustments  
 Reported for the ROPS 14-15A (July 1, 2014 through December 31, 2014) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)  
 (Report Amounts in Whole Dollars)

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.

| A      | B   | C                      | D      | E               | F            | G           | H      | I                  | J   | K                                    | L            | M  | N          | O   | P                                    | Q          | R   | S                    | T |  |             |
|--------|---|------------------------|--------|-----------------|--------------|-------------|--------|--------------------|---|--------------------------------------|--------------|--|------------|---|--------------------------------------|------------|---|----------------------|---|--|-------------|
| Item # | Project Name / Debt Obligation  | Non-RPTTF Expenditures |        |                 |              |             |        | RPTTF Expenditures |   |                                      |              |  |            |   |                                      |            |   |                      |   | Not SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF) | SA Comments |
|        |   | Bond Proceeds          |        | Reserve Balance |              | Other Funds |        | Non-Admin          |   |                                      |              |  |            | Admin   |                                      |            |   |                      |   |  |             |
|        |   | Authorized             | Actual | Authorized      | Actual       | Authorized  | Actual | Authorized         | Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14) | Net Lesser of Authorized / Available | Actual       | Difference (If K is less than L, the difference is zero) | Authorized | Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14) | Net Lesser of Authorized / Available | Actual     | Difference (if total actual exceeds total authorized, the total difference is zero) | Net Difference (M+R) |   |  |             |
|        |   |                        |        |                 |              |             |        |                    |   |                                      |              |  |            |   |                                      |            |   |                      |   |  |             |
| 1      | 1988 Tax Allocation Bonds Series A  | \$ -                   | \$ -   | \$ 3,728,175    | \$ 3,728,175 | \$ -        | \$ -   | \$ 3,033,145       | \$ 3,033,145  | \$ 3,033,145                         | \$ 3,034,830 | \$ -   | \$ -       | \$ 202,840  | \$ 202,840                           | \$ 202,840 | \$ -  | \$ -                 |   |  |             |
| 2      | 1989 Tax Allocation Bonds Series B  | -                      | -      | -               | -            | -           | -      | 370,650            | 276,650   | \$ 276,650                           | 276,650      | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 3      | 2002 Tax Allocation Refunding Bonds   | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 4      | 2003 Tax Allocation Bonds   | -                      | -      | -               | -            | -           | -      | 1,099,000          | 1,099,000   | \$ 1,099,000                         | 1,099,000    | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 5      | 2011 Tax Allocation Bonds   | -                      | -      | -               | -            | -           | -      | 325,308            | 325,308   | \$ 325,308                           | 325,308      | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 6      | Miscellaneous Bond Costs  | -                      | -      | -               | -            | -           | -      | 7,000              | 7,000   | \$ 7,000                             | 9,265        | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 7      | 2002 Series B CDPS (Agency Share)   | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 8      | 2011 Cooperation and Pradevelopment Funding Agreement, as modified by First Amendment thereto | -                      | -      | 3,728,175       | 3,728,175    | -           | -      | 470,158            | 470,158   | \$ 470,158                           | 470,158      | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 11     | City ROPS Loan  | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 12     | Independent Legal Counsel   | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 13     | Administrative Cost Allowance   | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 14     | Defense of Lawsuit Filed by County  | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 16     | Private Letter Ruling and related document preparation  | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 17     | Huling request fee required by IRS  | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 19     | 910-9180 and 915-9301 CHP BAREC Senior Housing  | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 20     | 910-9182 CHP DE Wilson Center - The Camino Project  | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 21     | 915-9306 CHP 1430 El Camino Real Housing Project Prudic                                       | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |
| 22     | 910-9187 CHP ROLM Senior Housing Project 2525 El Camino Real                                  | -                      | -      | -               | -            | -           | -      | -                  | -   | \$ -                                 | -            | \$ -   | -          | -   | -                                    | -          | -   | -                    |   |  |             |

Exhibit A

Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Prior Period Adjustments  
 Reported for the ROPS 14-15A (July 1, 2014 through December 31, 2014) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)  
 (Report Amounts in Whole Dollars)

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.

| A      | B  | C                      | D      | E               | F            | G           | H      | I                  | J            | K  | L            | M   | N                                    | O          | P   | Q                    | R          | S    | T           |  |
|--------|--|------------------------|--------|-----------------|--------------|-------------|--------|--------------------|--------------|--|--------------|---|--------------------------------------|------------|---|----------------------|------------|------|-------------|--|
| Item # | Project Name / Debt Obligation   | Non-RPTTF Expenditures |        |                 |              |             |        | RPTTF Expenditures |              |  |              |   |                                      |            |   |                      |            |      | SA Comments |  |
|        |  | Bond Proceeds          |        | Reserve Balance |              | Other Funds |        | Non-Admin          |              |  |              |   | Admin                                |            |   |                      |            |      |             | Not SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF) |
|        |  | Authorized             | Actual | Authorized      | Actual       | Authorized  | Actual | Authorized         | Actual       | Difference (If K is less than L, the difference is zero) | Authorized   | Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14) | Net Lesser of Authorized / Available | Actual     | Difference (If total actual exceeds total authorized, the total difference is zero) | Net Difference (M+R) |            |      |             |  |
|        |  |                        |        |                 |              |             |        |                    |              |  |              |   |                                      |            |   |                      |            |      |             |  |
|        |  | \$ -                   | \$ -   | \$ 3,720,175    | \$ 3,720,175 | \$ -        | \$ -   | \$ 3,033,145       | \$ 3,033,145 | \$ -   | \$ 3,034,830 | \$ -  | \$ -                                 | \$ 202,840 | \$ 202,840  | \$ 202,840           | \$ 202,840 | \$ - | \$ -        |  |
| 23     | 010-0110 CIP Non-Profit Housing Service Providers-Project Sentinel, Fair Housing Services                                  |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 24     | 010-0110 CIP Non-Profit Housing Service Providers-Project Sentinel, Mortgage Default Counseling                            |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 25     | 010-0110 CIP Non-Profit Housing Service Providers-Catholic Charities, Housing Search Services                              |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 26     | 010-0110 CIP Non-Profit Housing Service Providers-Silicon Valley Independent Living Center, Supported Living Concepts      |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 27     | 010-0110 CIP Non-Profit Housing Service Providers-Council on Aging, Senior Case Management                                 |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 28     | 010-0110 CIP Non-Profit Housing Service Providers-Next Door, Case Management-HomoSafe SC                                   |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 29     | 010-0110 CIP Non-Profit Housing Service Providers-Emergency Housing Consortium, Transitional Housing Supplemental Services |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 30     | 010-0110 CIP Non-Profit Housing Service Providers-Intervision, Emergency Rental Assistance                                 |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |
| 31     | Subleasehold Interest - Sports and Open Space Authority (SOOSA)  |                        |        |                 |              |             |        |                    |              | \$ -   | \$ -         | \$ -  | \$ -                                 |            |   |                      |            | \$ - |             |  |

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

July 1, 2015 through December 30, 2015

| Item # | Notes/Comments   |
|--------|--|
| All    | Since the form requires that the Contract/Agreement Termination Date be filled in, we have entered 12/31/9999 for line items where no contract or agreement termination date exists.   |
| 6      | Miscellaneous Bond Costs are an estimate which may require a true-up on a future ROPS. For ROPS 15-16A, the amount was increased by \$1,685 for the additional fees incurred during the ROPS 14-15A time period.   |
| 32     | Repairs and maintenance for Martinson Child Development Center, 1350 Hope Drive, can be requested on a future ROPS for reimbursement of \$4,999 after property is transferred to the Successor Agency, per County.   |
| 33     | 1999 TAB Redemption. Amount includes the total estimated remaining bond proceeds plus the anticipated amount of released reserves; rounded up to the next hundred thousand. The Successor Agency would only agree to redeem these bonds if it were to receive a dollar-for-dollar credit towards amounts that it owes or toward a settlement compensation agreement. It would require DOF approval to redeem these bonds before July 1, 2015 to maximize savings.  |
| 34     | 2011 TAB defeasance. Amount includes the total estimated bond proceeds plus the anticipated amount of released reserves; rounded up to next hundred thousand. It would require DOF approval to defease these bonds before July 1, 2015 to maximize savings.  |
| 35     | City ROPS Loan of \$5,900,000 was an estimated rounded amount, which was short by \$65,802 to pay all of the ROPS 2 debt   |
| 36     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The noted "Outstanding Obligation" is the 2015-16 Convention Center operating budget request in order to continue operation of the Convention Center next fiscal year. In addition to the expense request of \$8,559,833; there includes a request to fund a \$500,000 emergency operating reserve. The revenue from operations of the Convention Center is expected to be \$6,025,248 in 2015-16; with the first six months that amount notated as "Other Funds". The \$1,112,338 is a request to fund the emergency operating reserve and first six months of net expected operating loss of \$612,338.   |
| 37     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The noted "Outstanding Obligation" includes a request to establish and fund an operating cash flow reserve for the Convention Center. This amount is equal to 25% of the 2015-16 Convention Center operating budget request or \$1,639,958.   |
| 38     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center as a first class facility per the Hyatt lease terms. The noted "Outstanding Obligation" of \$9,939,500 is the Convention Center's current list of needed repairs and capital improvement. In addition to the anticipated capital needs, there includes a request to fund a \$500,000 emergency repair reserve to fund emergency repairs and replacement of major equipment. The 2015-16 Capital Improvement Projects request includes \$991,000 in repairs and capital improvement requests deemed critical to maintaining the Convention Center as a first class facility and is expected to be expensed within the first six months of the fiscal year.  |
| 39     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The marketing of the Convention Center has been handled through an agreement with the Convention-Visitors Bureau. The marketing of the Convention Center is critical to operations in generating revenue. The noted "Outstanding Obligation" is the 2015-16 Convention-Visitors Bureau operating budget request in order to continue marketing efforts for the Convention Center next fiscal year. In addition to expense request of \$1,738,088; there includes a request for funding of additional staff to market the Convention Center at a cost of \$270,000.  |
| 40     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes a defined contractual obligation to share in the Maintenance District's assessments for the maintenance and operation of the common area located on Convention Center Properties. The noted "Outstanding Obligation" is approximately 45% of the 2015-16 Maintenance District budget request of \$1,338,721 or \$602,424. The full annual amount is being requested due to timing of cash flows to pay for continued operations.  |
| 41     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes maintaining adequate property insurance for the Convention Center. The noted "Outstanding Obligation" is an estimate of that policy. This was a preliminary quote based on the Special Property Insurance Program, which would be one cost effective way of obtaining coverage as a standalone policy for the Convention Center.  |
| 42     | Transfer of the Convention Center Properties includes minimal management of contractual obligations along with financial and accounting services. The noted "Outstanding Obligation" assumes reimbursement of City of Santa Clara for staff time and expense to assist in management of the Convention Center contracts and provide accounting and treasury services to the Successor Agency.  |
| 43     | Transfer of the Convention Center Properties includes contractual obligations. One of those obligations includes the continued operation of the Convention Center per the Hyatt lease terms. The noted "Outstanding Obligation" is the accumulated net operating loss for the Convention Center from January 2011 to the estimated loss expected in the 2014-15 fiscal year. The majority of the loss is due to withholding of lease revenues as required per the preliminary injunction obtained by the County. During this period, the City of Santa Clara funded these losses and is requesting full reimbursement as a credit to amounts due from the Other Funds Due Diligence Review ("DDR"), the amount owed for the gap period between DDR and preliminary injunction, or the release of lease revenues from the injunction account. The full reimbursement request is notated as "Other Funds". |

**Recognized Obligation Payment Schedule (ROPS 15-16A) - Summary**

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

Name of Successor Agency: Santa Clara  
 Name of County: Santa Clara

| <b>Current Period Requested Funding for Outstanding Debt or Obligation</b>  |  | <b>Six-Month Total</b> |
|---|--|------------------------|
| <b>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding Sources (B+C+D):</b> |  | <b>\$ 51,113,952</b>   |
| B   | Bond Proceeds Funding (ROPS Detail)    | 38,900,000             |
| C   | Reserve Balance Funding (ROPS Detail)  | -                      |
| D   | Other Funding (ROPS Detail)            | 12,213,952             |
| <b>E Enforceable Obligations Funded with RPTTF Funding (F+G):</b>   |  | <b>\$ 250,000</b>      |
| F   | Non-Administrative Costs (ROPS Detail) | -                      |
| G   | Administrative Costs (ROPS Detail)     | 250,000                |
| <b>H Current Period Enforceable Obligations (A+E):</b>  |  | <b>\$ 51,363,952</b>   |

| <b>Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</b> |  |                   |
|---|--|-------------------|
| I   | Enforceable Obligations funded with RPTTF (E):                             | 250,000           |
| J   | Less Prior Period Adjustment (Report of Prior Period Adjustments Column S) | -                 |
| <b>K Adjusted Current Period RPTTF Requested Funding (I-J)</b>  |  | <b>\$ 250,000</b> |

| <b>County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</b> |   |                |
|---|---|----------------|
| L   | Enforceable Obligations funded with RPTTF (E):                              | 250,000        |
| M   | Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA) | -              |
| <b>N Adjusted Current Period RPTTF Requested Funding (L-M)</b>  |   | <b>250,000</b> |

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

|           |       |
|-----------|-------|
| _____     |       |
| Name      | Title |
| /s/ _____ |       |
| Signature | Date  |





**Recognized Obligation Payment Schedule (ROPS 15-16A) - Report of Prior Period Adjustments**  
 Reported for the ROPS 14-15A (July 1, 2014 through December 31, 2014) Period Pursuant to Health and Safety Code (HSC) section 34188 (a)  
 (Report Amounts in Whole Dollars)

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.

| A      | B  | C                      | D      | E               | F            | G           | H      | I                  | J   | K                                    | L            | M  | N          | O   | P                                    | Q          | R   | S                    | T |             |  |
|--------|--|------------------------|--------|-----------------|--------------|-------------|--------|--------------------|---|--------------------------------------|--------------|--|------------|---|--------------------------------------|------------|---|----------------------|---|-------------|--|
| Item # | Project Name / Debt Obligation   | Non-RPTTF Expenditures |        |                 |              |             |        | RPTTF Expenditures |   |                                      |              |  |            |   |                                      |            |   |                      |   | SA Comments |  |
|        |  | Bond Proceeds          |        | Reserve Balance |              | Other Funds |        | Non-Admin          |   |                                      |              |  |            | Admin   |                                      |            |   |                      |   |             | Not SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16A Requested RPTTF) |
|        |  | Authorized             | Actual | Authorized      | Actual       | Authorized  | Actual | Authorized         | Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14) | Not Lesser of Authorized / Available | Actual       | Difference (If K is less than L, the difference is zero) | Authorized | Available RPTTF (ROPS 14-15A distributed + all other available as of 07/1/14) | Not Lesser of Authorized / Available | Actual     | Difference (If total actual exceeds total authorized, the total difference is zero) | Not Difference (M+N) |   |             |  |
| 1      | 1999 Tax Allocation Bonds Series A   | \$ -                   | \$ -   | \$ 9,728,175    | \$ 9,728,175 | \$ -        | \$ -   | \$ 3,033,145       | \$ 3,033,145  | \$ 3,033,145                         | \$ 3,034,830 | \$ -   | \$ 202,840 | \$ 202,840  | \$ 202,840                           | \$ 202,840 | \$ -  | \$ -                 |   |             |  |
| 2      | 1999 Tax Allocation Bonds Series B   | -                      | -      | -               | -            | -           | -      | 276,650            | 276,650   | 276,650                              | 276,650      | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 3      | 2002 Tax Allocation Refunding Bonds  | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 4      | 2003 Tax Allocation Bonds  | -                      | -      | -               | -            | -           | -      | 1,000,000          | 1,000,000   | 1,000,000                            | 1,000,000    | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 5      | 2011 Tax Allocation Bonds  | -                      | -      | -               | -            | -           | -      | 325,306            | 325,306   | 325,306                              | 325,306      | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 6      | Miscellaneous Bond Costs   | -                      | -      | -               | -            | -           | -      | 7,600              | 7,600   | 7,600                                | 9,265        | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 7      | 2002 Series B CDPD (Agency Share)  | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 8      | 2011 Cooperation and Redevelopment Funding Agreement, as modified by First Amendment thereto | -                      | -      | 9,728,175       | 9,728,175    | -           | -      | 470,158            | 470,158   | 470,158                              | 470,158      | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 11     | City ROPS Loan   | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 12     | Independent Legal Counsel  | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 13     | Administrative Cost Allowance  | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 14     | Defense of Lawsuit Filed by County   | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 15     | Private Letter Ruling and related document preparation                                       | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 16     | Ruling request fee received by IRS   | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 19     | 910-9100 and 915-8301 CIP BAREC Senior Housing   | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 20     | 910-9162 CIP 881 Wilson Center - The Commons Project   | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 21     | 910-9308 CIP 1430 El Camino Real Housing Project Pralidia                                    | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |
| 22     | 910-0187 CIP ROEM Senior Housing Project 2525 El Camine Real                                 | -                      | -      | -               | -            | -           | -      | -                  | -   | -                                    | -            | \$ -   | -          | -   | -                                    | -          | -   | \$ -                 |   |             |  |



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

July 1, 2015 through December 30, 2015

| Item # | Notes/Comments  |
|--------|---|
| All    | Since the form requires that the Contract/Agreement Termination Date be filled in, we have entered 12/31/9999 for line items where no contract or agreement termination date exists.  |
| 6      | Miscellaneous Bond Costs are an estimate which may require a true-up on a future ROPS. For ROPS 15-16A, the amount was increased by \$1,685 for the additional fees incurred during the ROPS 14-15A time period.  |
| 32     | Repairs and maintenance for Martinson Child Development Center, 1350 Hope Drive, can be requested on a future ROPS for reimbursement of \$4,999 after property is transferred to the Successor Agency, per County.  |
| 33     | 1999 TAB Redemption. Amount includes the total estimated remaining bond proceed plus the anticipated amount of released reserves; rounded up to the next hundred thousand.  |
| 34     | 2011 TAB defeasance in accordance with Oversight Board approved resolution at February 27, 2015 meeting. Amount includes the total estimated bond proceeds plus the anticipated amount of released reserves; rounded up to next hundred thousand.   |
| 35     | ROPS 1 - Over expenditure of Item 6 by \$884  |
| 36     | Contingent upon transfer of the Convention Center property to the Successor Agency, the Successor Agency may enter into a contract with the Chamber for interim operations of the Convention Center pending disposition of the property. The amount requested represents the Chamber proposed budget for July through December 2015 in the amount of \$3,212,718. The requested amount must first be funded by the Convention Center operating revenues. If the operating revenues are not sufficient, then lease revenues may be used to cover the shortfall, but only up to the amount approved, \$3,212,718. The noted "Outstanding Obligation" is the 2015-16 Convention Center operating budget request in order to continue operation of the Convention Center through the next fiscal year. The revenue from operations of the Convention Center is expected to be \$6,025,248 in 2015-16. |
| 37     | Contingent upon transfer of the Convention Center property to the Successor Agency, this item can qualify as maintenance under Section 34171(d)(1)(F) to fund the Maintenance District Assessment. Per the resolution providing for the assessment, payments shall be collected in the same manner as the ad velorem property tax. Accordingly, the amount requested for this item represents the semi-annual amount due at this time, as ad velorem tax payments are due in two annual installments. The noted "Outstanding Obligation" is approximately 45% of the 2015-16 Maintenance District budget request of \$1,338,721 or \$602,424.   |
| 38     | Contingent upon transfer of the Convention Center property to the Successor Agency, this item is eligible for funding under Section 34717(d)(1)(F) to the extent it is for insurance required to protect the property and Successor Agency. The noted "Outstanding Obligation" is an estimate and preliminary quote based on the Special Property Insurance Program. The insurance provider is listed as TBD as the Successor Agency should seek competitive bids and bring an actual insurance contract to the Oversight Board for approval.   |
|        |   |
|        |   |

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

Oversight Board for Successor Agency  
to the City of Santa Clara

March 5, 2015

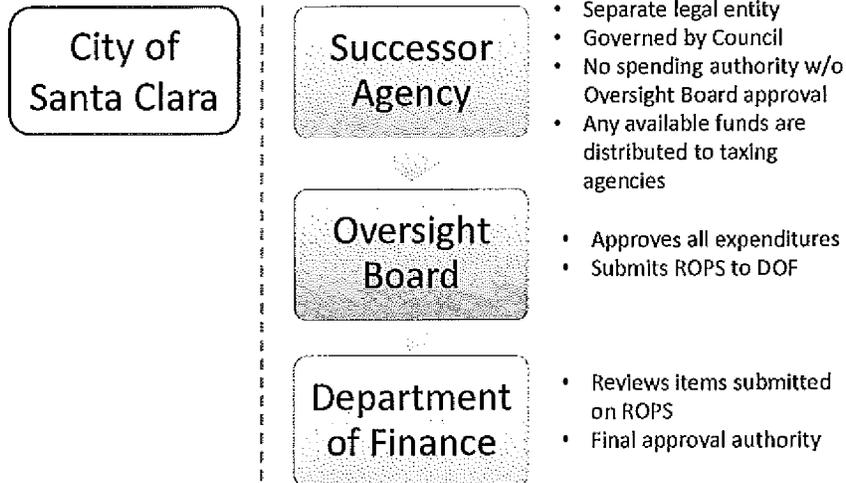
1

## ROPS Process

- ROPS prepared by the Successor Agency
- Successor Agency submits to Oversight Board for approval
- County can file an objection letter to any item on the ROPS
- Successor Agency submits the **Oversight Board approved ROPS** to DOF. Items not approved by Oversight Board do not get submitted to DOF.

2

## City and Successor Agency



3

## Flow of Funds from ROPS

### Income from Property Tax (RPTTF)

### + Income from Other Sources

- Due Diligence Review
- Lease Property Income\*\*

---

### Total Revenue

### Minus Obligations approved on ROPS

- Debt
  - Other Obligations
  - Administrative Allowance
- 

### Equals Amount Distributed to Taxing Agencies

\*\* Amount subject to ongoing litigation

4

## Distribution of Funds

Every six months all funds not needed to pay for obligations are distributed to taxing agencies including:

|                                       |        |
|---------------------------------------|--------|
| Santa Clara Unified School District   | 38%    |
| County of Santa Clara                 | 18.8 % |
| City of Santa Clara                   | 10 %   |
| West Valley Mission Community College | 11.2%  |
| County Office of Education            | 3.9%   |
| Santa Clara Valley Water District     | 2.3%   |
| Other Taxing Agencies                 | 15.6%  |

5

## ROPS 15-16A Overview: Context

- On-going litigation: County of Santa Clara, County Office of Education, SCUSD v. City, Successor Agency and related entities
- Return of the property to the Successor Agency **requires Successor Agency to assume the enforceable obligations associated with the properties**

6

## Hyatt and Techmart Leases

- Hyatt and Techmart Leases are being returned to Successor Agency. They provide:
  - Landlord obligated to share on costs of maintenance and operations of common area
  - Tenant contributes to maintenance district
  - Priority rights over common area parking areas, including parking structure
  - Easements for ingress and egress over main drives

7

## Additional Obligations in Hyatt Lease

- Landlord Obligations (i.e., Successor Agency obligations) re: Convention Center
  - Construct, maintain and operate Convention Center for 50 years
  - Repair any damage to the Convention Center

8

## County Objection Letter

- County Objection letter states “the Auditor-Controller has grave concerns regarding whether the Hotel Ground Lease is a valid enforceable obligation with regard to...maintenance and operations.”

9

## Hotel Lease obligation to operation and maintain Convention Center

Four main areas of financial responsibility:

- A. Daily operation of the facility
- B. Marketing for future conventions
- C. Capital repair/replacement of Convention Center improvements
- D. Maintenance District

10

## A) Daily Operation of the Convention Center

- Line 36 – Convention Center Management  
\$3,712,719 – SA request including \$500k reserves  
County objection letter (deletes reserves but funds a portion of the operational expenses)

### Management Agreement states:

“Services performed by the Chamber shall include, but not limited to the following:

(a) market, advertise, and promote Convention Center...which will include subcontracting with CVB...”

11

## A) Daily Operation of the Convention Center

- Line 37 – Convention Center Cash Flow Funding  
\$1,639,958 – SA request to fund expenses prior to receipt of income  
\$0 – County objection letter

12

## Line 37 – Convention Center Cash Flow Funding (\$1,639,958)

- Addresses uneven timing between revenue and expenditures. Cash flow funding is used when available revenues do not match expenses
- Operator does not have funds to make advances on behalf of owner
- County objection letter (\$0.00).
- Center will not have funds available to pay expenses/payroll of more than 200 people when due, effectively shutting down the Convention Center.

13

## B) Marketing for Future Conventions

- Line 39 – CVB Marketing Agreement (\$982,519)
- Marketing and booking of the Convention Center necessary for operations
- Marketing to meeting planners cannot be confined to marketing of convention center premises only - visibility of key venues attracts convention center bookings
- County objection letter (\$0.00)
- Contract represents 17 jobs

14

## C) Capital Repair/Replacement

- Line 38 – Convention Center Capital Improvements (\$1,491,000)
- SA request on ROPS 15-16A:
  - 300 Chrome chairs; 2,400 Banquet chairs; Carpet; Exhibit Hall Lighting (Phase 1) and \$500,000 Emergency Repair/Replacement
- County objection letter (\$0.00)

15

## D) Maintenance District

- Line 40 – (\$602,424)
- Convention Center obligated to participate per leases
- Convention Center has historically paid annual assessment in Q1 for cash flow.
- Tenants (Hyatt and Techmart) billed based on tax due dates (Dec/April)
- County objection letter (\$301,212).
- Not enough funds available to run assessment district through December 2015

16

## Other Items – Line 42

- Successor Agency staff costs - \$46,000
- For work related to Convention Center Properties (administrative contract management; Accounting and Treasury services)
- Dissolution Act allows for project related staff costs outside of administrative budget
- County objection letter (\$0.00)

17

## Other Items – Line 43

- Line 43 - Reimbursement of City costs on Convention Center operation since January 2011 (\$7,758,137)
- All revenues associated with Convention Center Properties ordered to be transferred to Successor Agency
- Obligations associated with the generation of revenue must be accounted for
- City has paid to fulfill obligations associated with property ownership *without* the contractual rental income to avoid any default.

18

## Reimbursement of City Costs

|                     |  |
|---------------------|--|
| \$ 557,633          | • FY 10-11 (partial)   |
| \$ 1,763,830        | • FY 11-12   |
| \$ 1,218,464        | • FY 12-13   |
| \$ 1,551,678        | • FY 13-14   |
| \$ <u>2,666,532</u> | • FY 14-15 (budget updated to include additional \$576,720 shortfall for FY) |
| <br>                |  |
| \$ 7,758,137        | Total General Fund allocation  |

County objection letter (\$0.00)

19

## Summary of Convention Center Lines

- When the property is transferred, City cannot continue to fund obligations
- Governor's Budget Trailer Bill seeks to make loans made by cities to successor agencies retroactively invalid therefore the City cannot step into SA shoes.

20

## Comparison of SA Proposed ROPS and County Alternate ROPS

Total Successor Agency ROPS Request: \$64.2 million

Total County Alternate ROPS: \$51.4 million

Difference Available for Distribution: \$12.8 million

|                            |        |               |
|----------------------------|--------|---------------|
| SCUSD                      | 38%    | \$4.9 million |
| County                     | 18.8 % | \$2.4 million |
| City of Santa Clara        | 10 %   | \$1.2 million |
| WVM Community College      | 11.2%  | \$1.4 million |
| County Office of Education | 3.9%   | \$500k        |
| SCV Water District         | 2.3%   | \$300k        |
| Other Taxing Agencies      | 15.6%  |               |

21

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

Oversight Board for Successor Agency  
to the City of Santa Clara

March 5, 2015

22

**change.org**

Recipient: Ken Yeager

Letter: Greetings,

Save the Santa Clara Convention Center. Please urge Santa Clara County officials to sell the building back to the City of Santa Clara.

# Comments

| Name               | Location        | Date       | Comment  |
|--------------------|-----------------|------------|--|
| Pat Johnson        | Thetford, VT    | 2015-02-25 | I work at the convention center and know that the staff managing the facility is the best equipped to seamlessly maintain the current show schedule and satisfy the needs of the customer.   |
| Sergio Oliveri     | Milpitas, CA    | 2015-02-25 | I might be out of a job come June 1st! The Redevelopment Act proposed by Governor Brown is stripping Santa Clara of the Convention Center and handing the keys to the county who will sell it to the highest bidder (most likely the 49ers who will demolish the center)! This means the city will not fund the Convention & Visitors Bureau (including hundreds of salaries), perhaps as early as June 1st!   |
| Jill Moore         | Santa Clara, CA | 2015-02-25 | 1 - I live in Santa Clara and this is an icon of the city. 2 - I love working here.  |
| Dan Waymire        | Milpitas, CA    | 2015-02-25 | Keep the Santa Clara Convention Center open!!  |
| Sarah Rodriguez    | San Jose, CA    | 2015-02-25 | I have been with the Santa Clara Convention Center for 17 years and consider this my second family with all my co workers and peers. The Santa Clara Convention Center is truly an ICON of the Silicon Valley Industry.  |
| rina Waymire       | Fremont, CA     | 2015-02-25 | It's important not for patrons but for people to have a job.   |
| Ali Terzian        | Sunnyvale, CA   | 2015-02-25 | I am an employee of the convention center and I realize how much money and how many jobs the Convention Center generates. Its Closure will mean millions of dollars in lost revenues to the city of Santa Clara as well as the surrounding cities and their businesses   |
| Jacqueline Moikeha | San Jose, CA    | 2015-02-25 | I'm signing this because I work at the Convention Center and I know what an excellent service we provide the city, the county and visitors to the center. The Convention Center is uniquely positioned to provide incredible opportunities for shows of all types and would be a terrible loss to the community if it were gone.   |
| Ned Nicholas       | Campbell, CA    | 2015-02-25 | My and my family's livelihood depend on it.  |
| Danielle Dennison  | Santa Clara, CA | 2015-02-25 | I believe strongly that the City of Santa Clara should remain in management of the SCCC. As the director of sales, we do not want to see our jobs suffer!!!!   |
| Karen Fitzgerald   | San Jose, CA    | 2015-02-25 | The convention center directly and indirectly supports many jobs, one of which is mine. The current operations are established and valued by many. A convention center is a great draw for visitors to the City and surrounding areas and will continue to provide revenues if allowed to continue current operations.   |
| Michael Mackey     | Livermore, CA   | 2015-02-25 | My company and I work at many events hosted here and this is a gathering place for the tech industry. The events that go on here shape the future not only of Silicon Valley, but the world!   |
| Brooke Hoekstra    | San Jose, CA    | 2015-02-25 | The SCCC builds and promotes local business. The revenue created with the support of the City of Santa Clara goes above and beyond just the revenue from business done in the building. The business done here creates a ripple effect for all surrounding businesses and families. This is a City landmark. Please keep this building in the hands of the City so our community can continue to flourish and local businesses can continue to grow. As an Event Manager for the SCCC, my family and so many other families depend on this to stay in the hands of the City of Santa Clara so future business can be managed correctly and all contracts be fulfilled. |
| Kaleo Cornwell     | San Jose, CA    | 2015-02-25 | I work here and could possibly lose my job after 13 years at this location.  |
| Rapajon Elaine     | Santa Clara, CA | 2015-02-25 | I have worked for the SCCC for over 10 years and I would hate for the thought of this place disappearing. It saddened me that the County is not allowing the City of Santa Clara to buy back the Convention Center.  |

| Name              | Location        | Date       | Comment   |
|-------------------|-----------------|------------|---|
| brionna torres    | san jose, CA    | 2015-02-25 | I'm signing for my Dad and Aunt who have proudly dedicated many years to the Santa Clara Convention Center and still continue to!   |
| Anna Roa          | Santa Clara, CA | 2015-02-25 | <p>The Santa Clara Convention Center is an investment made over 30 years ago by the City of Santa Clara which provided not only great economic impact and revenue to the city but also employment for many dedicated and hardworking Convention Center and Convention/Visitor's Bureau employees. They worked hard for nearly 30 years filling up the Center with great revenue producing Corporate groups, Large Tradeshows, Meetings and Conventions. They also brought tourism dollars to the area. We are no longer thought of as a "city in Mexico" but is now known as Silicon Valley Central, once called Silicon Valley USA.</p> <p>The uncertainty of the current situation makes it difficult for any Sales staff to sell the City of Santa Clara, Convention Center and hotels with enthusiasm and determination to get the business when we do not know what is going to happen tomorrow. Not knowing if the CC will be standing for their events, not knowing if what was contracted and agreed upon for their event will be honored by who the highest bidder will be, not knowing if the Convention Center will even be standing up or will be demolished to accommodate other investment by the new owners. The City of Santa Clara should be allowed to protect their investment and be allowed to "buy back" the Convention Center.</p> |
| Tionna Torres     | San Jose, CA    | 2015-02-25 | My dad has been working there for 25 years.   |
| Athona Garcia     | San Jose, CA    | 2015-02-25 | I'm signing this in support of the Santa Clara Convention Center.   |
| Melanio Lara      | Campbell, CA    | 2015-02-25 | I'm signing because the city needs the convention hall. It is a landmark and the jobs created by the center are invaluable.   |
| Gay Rose          | San Jose, CA    | 2015-02-25 | <p>I hope to celebrate 20 years of service with the Santa Clara Chamber of Commerce &amp; Convention-Visitors Bureau on July 1, 2015. I have witnessed the valuable contributions provided to our local businesses and regional economic impact of visitors from around the globe. I am proud to be associated with the Excellence of our Convention Center Staff. How sad it would be to lose everything accomplished by our organization! Additionally, my mortgage company would love it if I kept my job!</p> <p>Brooke Hoekstra's words explain the role we play in Santa Clara County. Thanks for listening.</p>  |
| Dylan Smallwood   | San Jose, CA    | 2015-02-25 | What's fair, is fair. Let the city decide what to do with its city! Not the county, or state!   |
| manuel delgadillo | Hayward, CA     | 2015-02-25 | I care !!   |
| Malloy Vivian     | Campbell, CA    | 2015-02-25 | We need to continue embracing the needs of the businesses and people of Santa Clara as well as locations outside of Santa Clara by providing a safe, professional and diverse meeting environment such as the Santa Clara Convention Center. Profits have increased significantly over the year at the SCCC because of improved business management. What's the saying? "Why fix it when it ain't broke?"   |
| tim magal         | Sunnyvale, CA   | 2015-02-25 | why should it go to states, and make this place like a ghetto. State does not know how to run a building.   |
| Doreen Waymlre    | Fremont, CA     | 2015-02-25 | I have attended many events at the Convention Center and would hate to see anything change with it.   |
| Yvette Lopez      | Santa Clara, CA | 2015-02-25 | For the people whom are employeed @ Convention center.  |
| Marla Rodriguez   | San Jose, CA    | 2015-02-25 | I want to support all the SCCC employees and hope they DO NOT lose their jobs.  |

| Name              | Location        | Date       | Comment  |
|-------------------|-----------------|------------|--|
| Paris Lazaro      | San Jose, CA    | 2015-02-25 | my father works for the convention center  |
| Janet W           | Menlo Park, CA  | 2015-02-25 | I'm signing due to the excellence and success of this site.  |
| grant bullis      | SF, CA          | 2015-02-25 | i love santa clara!  |
| Linda Angelotfi   | Santa Clara, CA | 2015-02-25 | I believe that the Santa Clara Convention Center belongs to the City of Santa Clara and its people.  |
| George Noble      | Santa Clara, CA | 2015-02-25 | It's the "Santa Clara Convention Center" not the Santa Clara County Convention Center.   |
| Dr Monty Criss    | Irvine, CA      | 2015-02-25 | Because the people and the heart of the Convention Center deserved to be heard and offered the opportunity to buy back the center and consider the jobs that could be lost there and the CVB who has been working for many years promoting the attractions, hotel and more!  |
| Marit Fox         | Santa Clara, CA | 2015-02-25 | I'm signing this petition because I want to keep our convention center our center!   |
| Robles Elena      | San Jose, CA    | 2015-02-25 | Supervisor Yeager, I am a super voter in your district. I am also Chair of several community organizations. We believe the best interest of our county residents lies in returning the ownership of the Santa Clara County Convention center back to the City of Santa Clara. Our economy is in an upswing and we owe it to our taxpayers, who suffered through the down turn just like the local governments did, to reap the benefits of this current, improving economic trend. |
| Dr. Kate Sullivan | San Jose, CA    | 2015-02-25 | There is NO better team to run this center and keep it alive and well as it has been than the City of Santa Clara! I have seen many configurations of mgt. and in my expert opinion, Santa Clara should own these precious 100 acres!!   |
| Joe Gallo         | Santa Clara, CA | 2015-02-25 | I would like to see the continued use of the convention center for promoting local business in Santa Clara   |
| susan roshau      | San Jose, CA    | 2015-02-25 | We need to save it all   |
| Ray Aldrete       | Santa Clara, CA | 2015-02-25 | I want the City of Santa Clara to keep control of the Santa Clara Convention Center. It belongs with the city.   |
| Delicia Niamf     | Santa Clara, CA | 2015-02-25 | The city has done a wonderful job with the convention center, we should keep it in their hands.  |
| Peter Kuo         | Santa Clara, CA | 2015-02-25 | Santa Clara Convention Center is the crown jewel of business in Santa Clara. Let's not fix something which is working great.   |
| steven ernst      | Campbell, CA    | 2015-02-25 | All top metropolitan cities have a Convention Center. The SCC has operated for the benefit of business, the community and Santa Clara for 30 years. Logic must prevail.  |
| Michael Rossi     | Canyon, CA      | 2015-02-26 | The loss of the convention center would be a huge blow to the local economy of Santa Clara as well as a reduction in the current standard of management.   |
| Joe Sieclnski     | Santa Clara, CA | 2015-02-26 | Santa Clara City has earned the right to the Convention Center!  |
| Daniel Kees       | San Jose, CA    | 2015-02-26 | I feel the Convention Center and CVB are critical to business in Santa Clara!  |
| Patricia Morreale | Sunnyvale, CA   | 2015-02-26 | This decision will result in lost business for the hotel community.  |

| Name               | Location        | Date       | Comment  |
|--------------------|-----------------|------------|--|
| Kathleen Watanabe  | santa clara, CA | 2015-02-26 | The Convention Center belongs to Santa Clara. It was purchased and built to bring economic development to Santa Clara. It has been a great venue for many Santa Clarans to showcase what Santa Clara is all about and what makes this a great city. It has provided many jobs and opportunities and is close to public transit which has also helped many employees who didn't have transportation. Allow Santa Clara to "buy back" this asset and disburse those funds to the taxing organizations that need it which includes SCUSD. They'll get the money faster and the property won't be tied up in long-term negotiations. |
| Gabriel Alcantar   | San Jose, CA    | 2015-02-26 | i care   |
| Doreen Sanchez     | San Jose, CA    | 2015-02-26 | This would put alot of people out of jobs and not good for our economy and put people out in street  |
| Enaida Hughes      | Tucson, AZ      | 2015-02-26 | I loved working at the CVB, with all of the wonderful people who work so hard to bring business to Santa Clara! I am hoping for a good outcome.  |
| Kathleen Griffey   | Sunnyvale, CA   | 2015-02-26 | The Convention Center is one of the proud venue's of Santa Clara. Santa Clara should be allowed to purchase it and keep the good standard alive.   |
| Edward Costa       | Santa Clara, CA | 2015-02-26 | Do the right thing. Santa Clara has showed fiscal responsibility in their handling of the RDA funds and their local investments. Santa Clara has improved the lives of its residents and the city itself. It's your turn to be responsible and rule with compassion and thoughtfulness for all that will be effected.  |
| Micaela gonzales   | San Jose, CA    | 2015-02-26 | people need their jobs to feed their family  |
| Debora Steininger  | Saratoga, CA    | 2015-02-26 | Santa Clara has worked hard to build the reputation and the income of the city and the Convention Center is a key ingredient to that effort. It should remain Santa Clara's.   |
| Elaine Tu          | Milpitas, CA    | 2015-02-26 | I don't want my friend and hundreds of others to lose their jobs.  |
| Karley Primrose    | San Jose, CA    | 2015-02-26 | I work at parking garage for convention center   |
| Yvonne Vela        | Gilbert, AZ     | 2015-02-26 | Because thinking of money before the well being of hard working men, women and their families is disgusting!   |
| Derek Bertauche    | Santa Clara, CA | 2015-02-26 | Jerry Brown, the State of California, the County of Santa Clara, and the Oversight Board are common criminals. Stop this theft from the City of Santa Clara, its hard working employees, and its well deserving citizens.  |
| Myron Von Raesfeld | Santa Clara, CA | 2015-02-26 | This and all other lands that the City purchased correctly should not be allowed to be stolen by the County or State.  |
| Margaret Parkin    | Santa Clara, CA | 2015-02-26 | i have attended many functions including my 25 year company dinner at our Santa Clara Center. This is my town's convention center and it has served us well!   |
| Donna Vick         | Los Altos, CA   | 2015-02-26 | I am signing this petition because we need to save the Santa Clara Convention Center that hold such great events as the Bridal Fairs, Job Fairs, Car shows, etc. We also need to save Great America, also.   |
| chan nguyen        | SAN JOSE, CA    | 2015-02-26 | To support all the SCCC employees  |
| Gary Nobile        | Santa Clara, CA | 2015-02-26 | It's important to the community of Santa Clara to maintain integrity and prosperity of the city.   |
| Joann Rodriguez    | Fremont, CA     | 2015-02-26 | IF IT NOT BROKEN DO NOT MESS WITH IT. LET EMPLOYEE KEEP THEIR JOBS   |
| Paul Nakamoto      | San Jose, CA    | 2015-02-26 | I'm signing this because it's unfair for the State of California to take assets purchased with redevelopment agency funds. This could cripple cities.  |

| Name                  | Location        | Date       | Comment   |
|-----------------------|-----------------|------------|---|
| Norman Henry          | Milpitas, CA    | 2015-02-26 | I believe it is unfair for the county to steal the assets of the City of Santa Clara, who did a great job managing their RDA.   |
| María Edmonds-Zedlker | San Jose, CA    | 2015-02-26 | Even though I live in San Jose, much of my business is in Santa Clara. The Convention Center is a jewel. If the City is able to regain control, it is a huge revenue source not only for Santa Clara but for the region. Without the Convention Center, the city has less opportunity to market itself as a travel destination. Jobs will be lost. Businesses will be closed. This is not what anyone in the Valley of Heart's Delight wants to have happen.  |
| Randy Blair           | Santa Clara, CA | 2015-02-26 | Not right for the state to punish forward thinking local governments.   |
| Huong Vuong           | San Jose, CA    | 2015-02-26 | My family member will lose their job  |
| Irene duran           | San Jose, CA    | 2015-02-26 | Risk of losing my job. Been with Ace Parking since 2008.  |
| Bruce Shepherd        | Santa Clara, CA | 2015-02-26 | The Convention Center belongs to the City not the State or County who will tear it down for more high priced vacant condos generating zero revenue to the City. I vote we give the Governor to the County then we have both useless political entities together!  |
| Scott Morso           | Santa Clara, CA | 2015-02-26 | Dissolving the RDA was wrong and never should have been allowed to happen   |
| Rebecca Morales       | San Jose, CA    | 2015-02-26 | I have a family member that works there and I would not want him to lose his job  |
| Taber Price           | Santa Clara, CA | 2015-02-26 | I love and believe in Santa Clara. I trust the City of Santa Clara has a better understanding of what is best for its own city so it should be in the hands of the city and no one else.  |
| Lisa Wilson-barber    | Hayward, CA     | 2015-02-26 | I'm signing this petition because I've been a worker of the Santa Clara convention center for four years now. If it wasn't for the Santa Clara convention center I'm not sure where I'll be today. When I first got hired I was at my lowest, lost my apartment and had no funds in savings. The Santa Clara convention center welcomed me with open arms. Every since then I've had a job and make new family members, this place is my home and more than just work to me. It will hurt me tremendously as I'm sure thousands of others if this convention center was to go down. |
| Brenda manley         | Santa Clara, CA | 2015-02-26 | This is wrong the state should not be taking money or property out of cities that help the state  |
| Danielle Friedman     | Santa Clara, CA | 2015-02-26 | I am a 17 year resident of Santa Clara and I want the Convention Center to be bought back by the City of Santa Clara.   |
| Gina Lundeen          | Menlo Park, CA  | 2015-02-26 | Please save the Santa Clara Convention Center! It is greatly needed!  |
| Michael O'Halloran    | Santa Clara, CA | 2015-02-26 | What the heck is the County going to do with it? It's a Regional benefit that the City of Santa Clara pays (net) for right now. If the County takes it then the City would & should stop paying for it. The other RDA claw backs are rip offs. This one is just stupid (for them to rip off).   |
| Judy Busch            | Santa Clara, CA | 2015-02-26 | This is a piece of City of Santa Clara property and belongs to the City of Santa Clara. period. no ifs, ands or buts about it.  |
| Belinda Rocha         | Scottsdale, AZ  | 2015-02-26 | Its the right thing to do   |
| Oliveri Gio Oliveri   | Morgan Hill, CA | 2015-02-26 | I sign this petition because it is not correct to make people who live in Santa Clara to be robbed of a piece of property and business of attracting visitors for the benefit of an organization (49ers) which don't want call their team Santa Clara 49ers! The mayor and the Council if don't fight for the people of Santa Clara the best thing can do is to resign!   |

| Name                 | Location        | Date       | Comment   |
|----------------------|-----------------|------------|---|
| Barbara Lonsbury     | Campbell, CA    | 2015-02-26 | My daughter had a volleyball tournament at the Center a couple of weeks ago. I've been to tournaments all over. I was really impressed with it and very proud of it.  |
| Angeliki Markolefas  | San Jose, CA    | 2015-02-26 | Because we need the Convention Center for conventions, businesses for hotels and for the revenue!!  |
| Md Borhan Uddin      | Santa Clara, CA | 2015-02-26 | I'm signing because I'm a resident of Santa Clara.  |
| Dustin Martin        | Sunnyvale, CA   | 2015-02-26 | I think the city should keep it.  |
| Michael Govoni       | Santa Clara, CA | 2015-02-26 | I'm an NFL fan but the convention center is WAY more important to Santa Clara than a football team in disarray.   |
| Brian Tamayo         | Santa Clara, CA | 2015-02-26 | It is the staple of the city & companion with Levi's Stadium!   |
| Lakshmi Moorty       | Santa Clara, CA | 2015-02-26 | The Convention is in and belongs to City of Santa Clara. I live in Santa Clara and go to many Conventions in the Convention Center. It is good revenue to the city.   |
| Sandra Dailey        | Santa Clara, CA | 2015-02-26 | Santa Clara deserves it   |
| Laurie Silva         | San Jose, CA    | 2015-02-26 | Sccc, brings a lot of cultures together at enjoyable events and many jobs will be lost.   |
| Marissa Flores-Hodge | Santa Clara, CA | 2015-02-26 | Marlssa Hodge   |
| Linda Sweeney        | Santa Clara, CA | 2015-02-26 | This rightfully belongs to the city of Santa Clara. Do the right thing.   |
| John Vivit           | Santa Clara, CA | 2015-02-26 | This Convention Center has hosted many events that improve the vitality of Santa Clara County residents. Both Cultural and Community events have been held here that serve to bind and strengthen our way of life. To close such a venue would be a great loss to the City and County of Santa Clara.           |
| Joe Sweeney          | Santa Clara, CA | 2015-02-26 | The RDA properties are rightfully Santa Clara's and the SC County is attempting to steal them from us do what is right.   |
| Patrick Wan          | San Jose, CA    | 2015-02-26 | I'm signing because Santa Clara should have a Convention Center to help for developing the small and large business around this area especially all high tech company around here. Also all Hotels and restaurants are reliable for the Convention Center to bring their customers during the world convention. |
| Phuong Luu           | Tahoe Vista, CA | 2015-02-26 | This is a very nice convention center to keep for events, parties, etc...   |
| Diane OHEARN         | Santa Clara, CA | 2015-02-26 | I don't want another State of Ca. "land grab" from any city.  |
| Jim Maggiore         | Santa Clara, CA | 2015-02-26 | I think that it is important to keep the money earned by the convention center to be used to better our city  |
| James Aldana         | Santa Clara, CA | 2015-02-26 | I believe the RDA has been a tremendous part of developing regional economies with smart, actionable, business plans that have responded to local needs. Our past growth was largely due to RDA and would like to be able to continue that growth.  |
| Ramon Ortiz          | Santa Clara, CA | 2015-02-26 | Buy back the Santa Clara Convention Center from the County  |
| Bulmaro Villalon     | Santa Clara, CA | 2015-02-26 | buy back the Santa Clara Convention Center from the County  |
| Adela Ortiz          | San Jose, CA    | 2015-02-26 | Buy back the Santa Clara Convention Center back from the County   |
| Kelly Appice         | georgetown, TX  | 2015-02-26 | I lived in santa clara for over 30 yrs and would love to visit again soon. Please let the city buy the convention center!!!   |
| Chris Carpenter      | San Mateo, CA   | 2015-02-26 | I believe this would be a huge loss to the economic development of Santa Clara and the overall county.  |
| Faafiti Laauli       | Santa Clara, CA | 2015-02-26 | Save the Convention Center and all of its employees   |

| Name                | Location              | Date       | Comment  |
|---------------------|-----------------------|------------|--|
| Eberhard Holweger   | San Jose, CA          | 2015-02-26 | I want the Santa Clara Convention Center to remain in the hands of the city of Santa Clara   |
| Juan Moyoli         | Santa Clara, CA       | 2015-02-26 | you need to sell it back to Santa Clara  |
| Victoria Terzlan    | Coarsegold, CA        | 2015-02-26 | My husband is an employee there at SCCC. This will cause the loss of income to him, the other employees, their families, and our community. This situation is totally avoidable and the oversight board needs to think of the economic impact closing the center will cause. The Convention center is an economic engine that greatly enhances the community and the lives of the hundreds of vendors, exhibitors, and employees that live work and visit our communities. Please sell back the Convention Center to the city and help keep our economy fiscally fit.  |
| Jimmy Nguyen        | Santa Clara, CA       | 2015-02-26 | I want to save the Santa Clara Convention Center and I want it to remain as part of the city of Santa Clara community  |
| Kuldeep Sidhu       | Santa Clara, CA       | 2015-02-26 | This chamber has meant the world to me!  |
| Jean Hassoun        | Campbell, CA          | 2015-02-26 | It would be a shame to lose that important part of the city.   |
| Ken Winland         | Santa Clara, CA       | 2015-02-26 | I care about the convention center   |
| Kayla Masini        | San Jose, CA          | 2015-02-26 | to save the jobs of current employees and allow events to continue to happen at the convention center. Let them build apartments or a shopping center or a parking structure elsewhere.  |
| Yolanda Randall     | Palo Alto, CA         | 2015-02-27 | I want to see Santa Clara Convention Center back in Santa Clara  |
| Douglas Berry       | Santa Clara, CA       | 2015-02-27 | I attend the annual BayCon science-fiction convention at the center, and it is an amazing facility. World class. Save it!  |
| Judi John           | Campbell, CA          | 2015-02-27 | It's a cool building! And we don't need more parking or high rises.  |
| tracl summerlin     | Friant, CA            | 2015-02-27 | It brings revenue to the city  |
| Nathan Emmett       | San Jose, CA          | 2015-02-27 | Coming from the Hospitality Industry, I believe the Convention Center as a facility, and Santa Clara Chamber of Commerce, and Convention Visitors Bureau are very important to the corporate, non-profit, and tourism visitor markets. The City of Santa Clara has been so great at growing city assets (such as the Convention Center), and including area businesses to participate in this great economic impact. The loss of the convention center is just bad for business for everyone, especially those in the hospitality industry.<br><br>Dissolving the Santa Clara Chamber of Commerce, and Convention Visitors Bureau is bad for the hospitality industry, and that is why I am signing this petition. |
| paul Dines          | Santa Clara, CA       | 2015-02-27 | I'm signing because allowing the City of Santa Clara to own and operate the convention center makes THE MOST SENSE.  |
| Darryl Von Rarsfeld | Santa Clara, CA       | 2015-02-27 | I'm signing because I think it is the right thing. Santa Clara abided by RDA guidelines and I believe this unfair action by the State and County.  |
| Cathy Gordon        | Morgan Hill, CA       | 2015-02-27 | Keep the Convention Center   |
| Dorothy Winland     | Santa Clara, CA       | 2015-02-27 | It would be a crying shame to lose this from our city.   |
| Mario Carlos        | falls church, Ecuador | 2015-02-27 | I don't want more homes  |
| Chuck Elderton      | San Jose, CA          | 2015-02-27 | Local Control - local benefit  |
| Kevin Murphy        | San Jose, CA          | 2015-02-27 | I go there every year for BayCon. There's not enough convention space in the Bay Area as it is.  |
| Arturo Gonzalez     | San Jose, CA          | 2015-02-27 | I want to save my job  |
| Jill Barrett        | San Jose, CA          | 2015-02-27 | I believe that we need to control growth and preserve this community for our children.   |

| Name                   | Location        | Date       | Comment   |
|------------------------|-----------------|------------|---|
| Phil Romero            | Santa Clara, CA | 2015-02-27 | I support my city.  |
| Mike Singh             | San Jose, CA    | 2015-02-27 | I care for the local community and the people who would lose their jobs   |
| Wendy Wan              | Saratoga, CA    | 2015-02-27 | there will be lost of jobs if this convention center goes away from the city of Santa Clara.  |
| Anwar Ghazi            | Saratoga, CA    | 2015-02-27 | I care for local economy and concerned about potential loss of jobs if the Convention Center goes away from the City of Santa Clara's ownership.  |
| Roger Idlart           | Santa Clara, CA | 2015-02-27 | I believe the state is robbing local municipalities in taking back RDA assets that cities used to to better their environments.   |
| Kim Messmer            | Santa Clara, CA | 2015-02-27 | I appreciate having this facility in Santa Clara.   |
| richard garcia         | milpitas, CA    | 2015-02-27 | Give it back to the people.   |
| Thomas Heaton Spillers | Santa Clara, CA | 2015-02-27 | Have attended multiple events at this venue for years -- all great, all successful under current management and do not change a thing about it!   |
| Jessa Carmack          | Santa Clara, CA | 2015-02-27 | Don't want to see the convention center go!   |
| Cynthia Chmielewski    | Manor, TX       | 2015-02-27 | I have attended events from out of state and really appreciate this venue for its easy to reach location and safety. Please keep it!  |
| Peggy Kuo              | San Jose, CA    | 2015-02-27 | We need this building   |
| Donna West             | Santa Clara, CA | 2015-02-27 | Santa Clara resident and business owner - Meeting Planner   |
| Nancy Lara             | Florence, OR    | 2015-02-27 | I'm signing this because the Convention Center is very important to the community. I would think for financial reasons alone the Center would remain, to say nothing of the jobs that would be lost. Please, please keep the Santa Clara Convention Center intact, and as a working Center. |
| Valerie Saenz          | Santa Clara, CA | 2015-02-27 | City of Santa Clara has a proven track record of efficiency and financial stability. Local government is what makes America great.  |
| Jerry French           | Santa Clara, CA | 2015-02-27 | I stand with the Chamber that this is not acceptable! Why should Sacramento be able to take away our cities assets? Is it because we are fiscally responsible and they don't have a clue?   |
| Marguerite Padovani    | Los Gatos, CA   | 2015-02-27 | Agreed! Let's stop this now!  |
| Lionel Madamba         | San Jose, CA    | 2015-02-27 | I want to support to Save the Santa Clara Convention Center.  |
| Robert Orner           | Elk Grove, CA   | 2015-02-27 | This is not fair and needs to stay as is.   |
| Sylvia Oliveres        | Santa Clara, CA | 2015-02-27 | I am sick and tired of Government Greed and involvement in matters that rightfully has and should belong to others-In this Case the City of Santa Clara's. Stop this Unfair Action.   |
| Steven Dutra           | Santa Clara, CA | 2015-02-27 | It's just not right to give something then take it back. We should fight this all the way to the Supreme Court!   |
| Kimberly Tucker        | Santa Clara, CA | 2015-02-27 | I have attended many events at the convention center. this is a great venue. We need to keep it functioning as is.  |
| Michael Hyams          | Santa Clara, CA | 2015-02-27 | Sacramento's decision to dissolve the redevelopment agency, have yet again left Santa Clara assets in jeopardy. The SC Citizens need to step manage the convention center   |
| Mary Grizzle           | Santa Clara, CA | 2015-02-27 | I am a resident of Santa Clara and feel strongly that this institution should remain in Santa Clara coffers   |
| John reed              | San Jose, CA    | 2015-02-27 | The center has been a wonderful resource both city and county. It. Runs well because of the lack of manure brought on by politics of local government. It needs to continue to operate for the community at large. No oversight committee is going to care about anyone but themselves.     |

| Name               | Location          | Date       | Comment  |
|--------------------|-------------------|------------|--|
| Debbie Keller      | Santa Clara, CA   | 2015-02-27 | I have worked for the Santa Clara CVB for 10 years selling conventions/trade shows and filling the hotels in this city. We urge all agencies involved in the decision for the land to sell it to our City. Thank you |
| Shui W Au          | Milpitas, CA      | 2015-02-27 | not purchase back , no business  |
| Joe Adamson        | San Jose, CA      | 2015-02-27 | I believe it is unfair to take well deserved revenue from Santa Clara, or any other city in a similar position.  |
| Leaman Steve       | Santa Clara, CA   | 2015-02-27 | This should be part of and under control of Santa Clara  |
| Norman Yeung       | San Jose, CA      | 2015-02-27 | I like to keep the convention center for parties and events  |
| Art Bando          | Santa Clara, CA   | 2015-02-27 | I always go there for functions.   |
| Pauline Vi         | San Jose, CA      | 2015-02-27 | keep Convention Center is nice in events in San Jose   |
| mike brown         | Emeryville, CA    | 2015-02-27 | I care   |
| Lisa Baker         | Milpitas, CA      | 2015-02-27 | I have attended many different events at the Convention Center and I believe it is important for our community to have this. Please save it!   |
| Andy Tran          | San Jose, CA      | 2015-02-27 | Don't want the government takes over this with the price of the workers losing their jobs.   |
| Janet Yamaoka      | Santa Clara, CA   | 2015-02-27 | Santa Clara is the heart of Silicon Valley. The only other convention center in the area is San Jose and much harder to get to and park. Santa Clara needs it's convention center.                                   |
| Joy Sherman        | Arab, AL          | 2015-02-27 | I'm a retired City employee that resided in SC years before moving out of state. I recognize the value of keeping the Convention Center in the City. Please count my vote.   |
| Michelle Mendoza   | Santa Clara, CA   | 2015-02-27 | My office is next to the convention center. I don't want the ownership of this facility to be in the hands of an unknown developer.  |
| Maureen Blackmer   | Santa Clara, CA   | 2015-02-27 | I feel the state should get back their redevelopment monies, but if the city of Santa Clara wishes to buy it back, the city should have first crack at it.   |
| Rebecca Nunez      | Santa Clara, CA   | 2015-02-27 | it belongs to the people of Santa Clara! And I'm one of them!!!  |
| Dan Pfahl          | Santa Clara, CA   | 2015-02-27 | keep the convention center!  |
| Jennifer Kubisz    | San Jose, CA      | 2015-02-27 | I am a small business owner who attends bridal fairs and events at the convention center to further my business. Taking this away would hurt my business and others.   |
| Raghu Yadavalli    | Mountain View, CA | 2015-02-27 | I value the Santa Clara Convention Center very much.   |
| Toigay Karabulut   | Sunnyvale, CA     | 2015-02-27 | I don't want the convention Center to be closed  |
| Marsha Stanton     | Sunnyvale, CA     | 2015-02-27 | Hundreds of Santa Clara jobs that will be lost if we lose the Convention Center. Santa Clara County...make the right decision and sell it back to the City of Santa Clara!   |
| Jenifer Cost       | Santa Clara, CA   | 2015-02-28 | I support all things that benefit my home town.  |
| Melissa Wright     | Tracy, CA         | 2015-02-28 | I believe that local should stay local! We do not need investors to tell us what we need in our area.  |
| Giovanni Foggliato | Morgan Hill, CA   | 2015-02-28 | The City of Santa Clara has the best run convention center in the area. San Jose is very poorly run, Moscone is just a bit better.   |
| Estela Rios        | San Jose, CA      | 2015-02-28 | My husband work for SCCC and he needs the job, we need insurance for our kids and me and my kids depends on him thank you  |

| Name                | Location                | Date       | Comment  |
|---------------------|-------------------------|------------|--|
| Manuel Casas        | South San Francisco, CA | 2015-02-28 | Santa Clara Convention Center is like a historical monument that should not be taken away due to possible redevelopment. It should remain in control on Santa Clara and continue to provide a lively hood for all the business in the area including the convention center.  |
| Irene Kimura-Kern   | Santa Clara, CA         | 2015-02-28 | I'm signing this because it is rightly the property of the City of Santa Clara.  |
| Colleen Williams    | Santa Clara, CA         | 2015-02-28 | I worked for the Santa Clara Chamber of Commerce when the ground was broke and never thought it would be taken from the city. I'm appalled and disgusted that this may happen.   |
| Anna Rico           | San Jose, CA            | 2015-02-28 | City of Santa Clara has been doing a great job and we need to keep employment for our residents as well.   |
| Mistry Mistry       | Cupertino, CA           | 2015-02-28 | The convention center is centrally located.  |
| Cheryl A. Magill    | San Jose, CA            | 2015-02-28 | This wonderful convention center is the horseshoe nail which enabled the development of recreational centers within and around this area of our valley. People put faith in this development. The removal of one horseshoe nail may topple the hopes and ventures riding on this mighty steed. We reserve the right to say no to stupidly. Don't undo all the work that Santa Clarans have done! The whole world will watch next year's Super Bowl because of the people who intllated and managed this convention center. |
| Lynnette Bertucci   | Hudson, MA              | 2015-03-01 | I support the Convention Center and all of the employees whose hard work and dedication has made it the great place that it is.  |
| Lillian Scoyon      | Palo Alto, CA           | 2015-03-01 | Our company works with the visitor market in Silicon Valley and many of the trade shows at the Santa Clara Convention Center.  |
| Christopher Ortiz   | San Jose, CA            | 2015-03-01 | I love attending California Extreme at this venue every year.  |
| Terry Hyde          | Milpitas, CA            | 2015-03-02 | I have been to some amazing events there and it should stay open!  |
| Elizabeth Hangs     | Jackson, CA             | 2015-03-02 | The City should have first rights in purchasing the Convention Center!   |
| amy Kopple          | Castro Valley, CA       | 2015-03-02 | We need skilled employees to bring more business to the area and to make sure visitors are treated in a way that they will come back and spend money in the Bay Area.  |
| Dr. Autumn Terzian  | Corcoran, CA            | 2015-03-02 | It is so vital to keep the Convention Center up and running.   |
| Annette Manhart     | Santa Clara, CA         | 2015-03-02 | Support the Convention Center!   |
| marilyn atleberry   | San Jose, CA            | 2015-03-02 | I'm signing this because I support the Santa Clara Convention Center to prosper and support the financial stability of the city.   |
| Joanne Hirasaki     | Felton, CA              | 2015-03-02 | The Santa Clara Convention & Visitors Bureau & Chamber of Commerce has done an excellent job of booking events and conventions into the Center, generating income and jobs for Santa Clara. They should be allowed to continue to do so.   |
| Donald Von Raesfeld | Santa Clara, CA         | 2015-03-03 | Santa Clara built this Convention Center and they deserve to keep it. I'm tired of the State doing whatever they want when they want. Why don't they learn to live within a budget like all the rest of us? What happens to all the people who work for the Convention Center?   |
| Pamela Barracough   | Gonzales, CA            | 2015-03-03 | I have enjoyed the Santa Clara Convention Center more than any other in Bay Area. Easy access, by bus, car, and light rail. It's out of downtown congestion, close to hotels (attached), Great America, a plus.  |
| Daniel Contreras    | San Jose, CA            | 2015-03-03 | I'm signing because I believe in the convention center. I have been going there since I was a young kid. SAVE TO CC  |
| Rod Brown           | Round Rock, TX          | 2015-03-03 | Of my boy Sergio   |
| Valerie Castelo     | Los Gatos, CA           | 2015-03-03 | We need this great place 4 The people  |

| <b>Name</b>          | <b>Location</b>    | <b>Date</b> | <b>Comment</b>   |
|----------------------|--------------------|-------------|--|
| San Juanita Aguilar  | San Antonio, TX    | 2015-03-03  | San Juanita Aguilar  |
| Kim Campbell         | Santa Clara, CA    | 2015-03-03  | I'm signing this petition because we need to keep the Santa Clara Convention Center in its entirety.   |
| Pam Treder           | Santa Clara, CA    | 2015-03-03  | Because the Santa Clara Convention Center is an intriguing part of our City.   |
| Kymerli Brady        | San Jose, CA       | 2015-03-03  | The city of Santa Clara should maintain the operation of these valuable city assets! If not, hundreds of people could lose their jobs and we could lose this resource...   |
| Jaunell Waldo        | San Jose, CA       | 2015-03-03  | This convention center houses many important gatherings each year and should continue to do so. It is one of the few venues in the valley capable of handling large groups.  |
| Jason Skinner        | Citrus heights, CA | 2015-03-04  | Jason Skinner  |
| Michael Thiel        | Carmichael, CA     | 2015-03-04  | save that!!! It's beautiful place  |
| Georgie Gleim        | Palo Alto, CA      | 2015-03-04  | This would be a tremendous loss to the area, both for loss of jobs and loss of revenue due to lack of space for future conventions   |
| Sheryl Lawson        | San Jose, CA       | 2015-03-04  | The SCCC is a very important venue in my life and would be sorely missed.  |
| Devon Terzian        | Las Vegas, NV      | 2015-03-04  | My wife and I have visited for several events there and really enjoyed ourselves. The community really seems to benefit as well due to the business it brings to the surrounding area. Save the convention center it's a money maker indeed !! |
| Laura Powers-Maloney | Los Altos, CA      | 2015-03-04  | We need spaces like this for business in Silicon Valley!   |
| Florencio Perez      | San Jose, CA       | 2015-03-04  | I don't want the Santa Clara Convention Center demolished for Levi's stadium parking...<br><br>Save the Santa Clara Convention center.   |
| Michael Szewczyk     | San Jose, CA       | 2015-03-04  | I'm signing because I have attended many tech events at the Santa Clara Convention Center and would like to continue to have a great venue for learning about new tech, education and development.   |
| Lynn Wiese           | Santa Clara, CA    | 2015-03-05  | I want the convention center to stay.  |

*1,000 signature*

| Name               | City        | State          | Zip Code | Country       | Signed On |
|--------------------|-------------|----------------|----------|---------------|-----------|
| Steve Van Dorn     |             |                |          | United States | 2/25/2015 |
| Renee Gama         | Sunnyvale   | California     | 94085    | United States | 2/25/2015 |
| David Andre        | Santa Clara | California     | 95050    | United States | 2/25/2015 |
| Lisa Moreno        | Santa Clara | California     | 95054    | United States | 2/25/2015 |
| Pat Johnson        | Thetford    | Vermont        | 5054     | United States | 2/25/2015 |
| Sergio Oliveri     | Milpitas    | California     | 95035    | United States | 2/25/2015 |
| Bill Benaderet     | Santa Clara | California     | 95050    | United States | 2/25/2015 |
| Jill Moore         | Santa Clara | California     | 95050    | United States | 2/25/2015 |
| Nita M             | Santa Clara | California     | 95050    | United States | 2/25/2015 |
| Dan Waymire        | Milpitas    | California     | 95035    | United States | 2/25/2015 |
| Sarah Rodriguez    | San Jose    | California     | 95121    | United States | 2/25/2015 |
| rina Waymire       | Fremont     | California     | 94538    | United States | 2/25/2015 |
| Brian Verma        | Milpitas    | California     | 95035    | United States | 2/25/2015 |
| Carlie Lehrfeld    | San Martin  | California     | 95046    | United States | 2/25/2015 |
| Ali Terzian        | Sunnyvale   | California     | 94089    | United States | 2/25/2015 |
| Augie Reyes        | Alviso      | California     | 95002    | United States | 2/25/2015 |
| Jacqueline Moikeha | San Jose    | California     | 95128    | United States | 2/25/2015 |
| christina nguyen   | San Jose    | California     | 95111    | United States | 2/25/2015 |
| Sharon Covey       | Oroville    | California     | 95966    | United States | 2/25/2015 |
| Ned Nicholas       | Campbell    | California     | 95008    | United States | 2/25/2015 |
| Mikyel delapaz     | Livermore   | California     | 94551    | United States | 2/25/2015 |
| Brenda Barry       | Kelly       | North Carolina | 28448    | United States | 2/25/2015 |
| shane rhoades      | san bruno   | California     | 94066    | United States | 2/25/2015 |
| Danielle Dennison  | Santa Clara | California     | 95054    | United States | 2/25/2015 |
| Cary Keesecker     | Santa Clara | California     | 95050    | United States | 2/25/2015 |
| Kathryn Nicholas   | Campbell    | California     | 95008    | United States | 2/25/2015 |
| Karen Fitzgerald   | San Jose    | California     | 95125    | United States | 2/25/2015 |
| Veronica Roderick  | Newark      | California     | 94560    | United States | 2/25/2015 |
| Mary Turco         | Santa Clara | California     | 95051    | United States | 2/25/2015 |
| Bertha vasquez     | Emeryville  | California     | 94608    | United States | 2/25/2015 |
| Michael Mackey     | Livermore   | California     | 94550    | United States | 2/25/2015 |
| Brooke Hoekstra    | San Jose    | California     | 95111    | United States | 2/25/2015 |
| Greg Murtha        | Truckee     | California     | 96160    | United States | 2/25/2015 |
| Kaleo Cornwell     | San Jose    | California     | 95123    | United States | 2/25/2015 |
| Barbara Carlisle   | Santa Clara | California     | 95050    | United States | 2/25/2015 |
| Jaime Afawubo      | Los Gatos   | California     | 95030    | United States | 2/25/2015 |
| Rosie Torres       | San Jose    | California     | 95112    | United States | 2/25/2015 |
| Rapajon Elaine     | Santa Clara | California     | 95054    | United States | 2/25/2015 |
| Joel Gonzales      | San Jose    | California     | 95132    | United States | 2/25/2015 |
| marcos mercado     | San Jose    | California     | 95116    | United States | 2/25/2015 |
| Brionna Torres     | San Jose    | California     | 95112    | United States | 2/25/2015 |
| Tarcisio gomez     | Sunnyvale   | California     | 94089    | United States | 2/25/2015 |
| Anna Roa           | Santa Clara | California     | 95050    | United States | 2/25/2015 |
| Dionna Torres      | San Jose    | California     | 95112    | United States | 2/25/2015 |
| Tionna Torres      | San Jose    | California     | 95112    | United States | 2/25/2015 |
| Sam Kabert         | San Martin  | California     | 95046    | United States | 2/25/2015 |

|                     |                   |            |                     |           |
|---------------------|-------------------|------------|---------------------|-----------|
| Elvira Angeles      | Newark            | California | 94560 United States | 2/25/2015 |
| Athena Garcia       | San Jose          | California | 95132 United States | 2/25/2015 |
| Jaspreet Johal      | Santa Clara       | California | 95050 United States | 2/25/2015 |
| Melanie Lara        | Campbell          | California | 95008 United States | 2/25/2015 |
| Denise Harris       | Santa Clara       | California | 95050 United States | 2/25/2015 |
| Gay Rose            | San Jose          | California | 95125 United States | 2/25/2015 |
| Nick Nicholas       | Stockton          | California | 95212 United States | 2/25/2015 |
| Bob Galeski         | Norfolk           | Virginia   | 23503 United States | 2/25/2015 |
| Amanda Hayworth     | Altamonte Springs | Florida    | 32714 United States | 2/25/2015 |
| Angelina Loretto    | Santa Clara       | California | 95052 United States | 2/25/2015 |
| Dylan Smallwood     | San Jose          | California | 95112 United States | 2/25/2015 |
| manuel delgadillo   | Hayward           | California | 94545 United States | 2/25/2015 |
| Malloy Vivian       | Campbell          | California | 95008 United States | 2/25/2015 |
| Danielle dahl       | Fremont           | California | 94539 United States | 2/25/2015 |
| Kimberly Faiola     | San Jose          | California | 95134 United States | 2/25/2015 |
| Scott Stoddard      | San Jose          | California | 95121 United States | 2/25/2015 |
| tim magal           | Sunnyvale         | California | 94087 United States | 2/25/2015 |
| Richard Pine        | San Jose          | California | 95133 United States | 2/25/2015 |
| Doreen Waymire      | Fremont           | California | 94539 United States | 2/25/2015 |
| brianna gonzales    | San Jose          | California | 95132 United States | 2/25/2015 |
| Amber Viado         | San Jose          | California | 95111 United States | 2/25/2015 |
| Sheree Browning     | Santa Clara       | California | 95051 United States | 2/25/2015 |
| Giuseppe Bruno      | Fort Jones        | California | 96032 United States | 2/25/2015 |
| Yvette Lopez        | Santa Clara       | California | 95051 United States | 2/25/2015 |
| Maria Rodriguez     | San Jose          | California | 95125 United States | 2/25/2015 |
| Crystal Uribelozano | San Jose          | California | 95122 United States | 2/25/2015 |
| laura wales         | San Jose          | California | 95112 United States | 2/25/2015 |
| Elise Cuevas        | San Jose          | California | 95131 United States | 2/25/2015 |
| Paris Lazaro        | San Jose          | California | 95131 United States | 2/25/2015 |
| David Davidson      | Paducah           | Kentucky   | 42001 United States | 2/25/2015 |
| Janet W             | Menlo Park        | California | 94025 United States | 2/25/2015 |
| Matthew olivieri    | Santa Clara       | California | 95051 United States | 2/25/2015 |
| grant bullis        | SF                | California | 94107 United States | 2/25/2015 |
| Alexis Lazaro       | San Jose          | California | 95131 United States | 2/25/2015 |
| Anthony Perry       | Santa Clara       | California | 95050 United States | 2/25/2015 |
| Linda Angelotti     | Santa Clara       | California | 95054 United States | 2/25/2015 |
| Michael Ryan        | Santa Clara       | California | 95050 United States | 2/25/2015 |
| George Nobile       | Santa Clara       | California | 95051 United States | 2/25/2015 |
| Dr Monty Criss      | Irvine            | California | 92620 United States | 2/25/2015 |
| Marit Fox           | Santa Clara       | California | 95051 United States | 2/25/2015 |
| Ken Steury          | San Jose          | California | 95124 United States | 2/25/2015 |
| Steve Van Dorn      | Santa Clara       | California | 95050 United States | 2/25/2015 |
| Robles Elena        | San Jose          | California | 95124 United States | 2/25/2015 |
| Dr. Kate Sullivan   | San Jose          | California | 95192 United States | 2/25/2015 |
| Philip Ortega       | Santa Clara       | California | 95054 United States | 2/25/2015 |
| Joe Gallo           | Santa Clara       | California | 95050 United States | 2/25/2015 |
| susan roshau        | San Jose          | California | 95132 United States | 2/25/2015 |

|                       |             |            |                     |           |
|-----------------------|-------------|------------|---------------------|-----------|
| Ray Aldrete           | Santa Clara | California | 95050 United States | 2/25/2015 |
| Iris Valdez           | Santa Clara | California | 95051 United States | 2/25/2015 |
| Delicia Niemi         | Santa Clara | California | 95054 United States | 2/25/2015 |
| Peter Kuo             | Santa Clara | California | 95054 United States | 2/25/2015 |
| Wil Lacro             | San Jose    | California | 95123 United States | 2/25/2015 |
| steven ernst          | Campbell    | California | 95008 United States | 2/25/2015 |
| Fatima Fagundes       | Santa Clara | California | 95050 United States | 2/26/2015 |
| Michael Rossi         | Canyon      | California | 94516 United States | 2/26/2015 |
| Joe Siecinski         | Santa Clara | California | 95051 United States | 2/26/2015 |
| Douglas Street        | San Jose    | California | 95126 United States | 2/26/2015 |
| david trinh           | San Jose    | California | 95135 United States | 2/26/2015 |
| Daniel Kees           | San Jose    | California | 95123 United States | 2/26/2015 |
| Patricia Morreale     | Sunnyvale   | California | 94087 United States | 2/26/2015 |
| Kathleen Watanabe     | santa clara | California | 95054 United States | 2/26/2015 |
| Gabriel Alcantar      | San Jose    | California | 95117 United States | 2/26/2015 |
| Lydia Arroccena       | Los Banos   | California | 93635 United States | 2/26/2015 |
| Gina Garcia           | San Jose    | California | 95116 United States | 2/26/2015 |
| Gabby Garcia          | San Jose    | California | 95118 United States | 2/26/2015 |
| Dorothy Sanchez       | San Jose    | California | 95118 United States | 2/26/2015 |
| Rita Vanderaa         | San Carlos  | California | 94070 United States | 2/26/2015 |
| ANNE HANSEN           | Santa Clara | California | 95050 United States | 2/26/2015 |
| Sahil Keval           | Cupertino   | California | 95014 United States | 2/26/2015 |
| Veronica Wexler       | Santa Clara | California | 95054 United States | 2/26/2015 |
| Gabriel garcia        | San Jose    | California | 95116 United States | 2/26/2015 |
| Ninh Diep             | Pittsburg   | California | 94565 United States | 2/26/2015 |
| Enaida Hughes         | Tucson      | Arizona    | 85747 United States | 2/26/2015 |
| Kassandra Ramirez     | San Jose    | California | 95117 United States | 2/26/2015 |
| Thomas Chan           | Newark      | California | 94560 United States | 2/26/2015 |
| Mary Knott            | San Jose    | California | 95111 United States | 2/26/2015 |
| Blair Nguyen          | San Jose    | California | 95111 United States | 2/26/2015 |
| Mercedes Contreras    | San Jose    | California | 95112 United States | 2/26/2015 |
| Kathleen Griffey      | Sunnyvale   | California | United States       | 2/26/2015 |
| Christopher Feliciano | Orlando     | Florida    | 32829 United States | 2/26/2015 |
| Sami Elamad           | Santa Clara | California | 95051 United States | 2/26/2015 |
| Patricia Keith        | Santa Clara | California | 95054 United States | 2/26/2015 |
| Edward Costa          | Santa Clara | California | 95050 United States | 2/26/2015 |
| Tracy Horton          | Campbell    | California | 95008 United States | 2/26/2015 |
| Patricia Hofrichter   | Santa Clara | California | 95051 United States | 2/26/2015 |
| Tressa Valdez         | Sunnyvale   | California | 94089 United States | 2/26/2015 |
| Moustafa Blaih        | San Jose    | California | 95129 United States | 2/26/2015 |
| Micaela gonzales      | San Jose    | California | 95118 United States | 2/26/2015 |
| Debora Steininger     | Saratoga    | California | 95070 United States | 2/26/2015 |
| Joyce Wilkinson       | Santa Clara | California | 95051 United States | 2/26/2015 |
| Jose Gonzales         | San Jose    | California | 95111 United States | 2/26/2015 |
| Aaron Nguyen          | San Jose    | California | 95122 United States | 2/26/2015 |
| Elaine tu             | Milpitas    | California | 95035 United States | 2/26/2015 |
| Karley Primrose       | San Jose    | California | 95122 United States | 2/26/2015 |

|                       |               |            |                     |           |
|-----------------------|---------------|------------|---------------------|-----------|
| Yvonne Vela           | Gilbert       | Arizona    | 85234 United States | 2/26/2015 |
| Dante Cerrillo        | Billings      | Montana    | 59111 United States | 2/26/2015 |
| jennifer ada          | Cupertino     | California | 95014 United States | 2/26/2015 |
| Rhonda Abbett         | Girard        | Ohio       | 44420 United States | 2/26/2015 |
| Victoria cerrillo     | San Jose      | California | 95111 United States | 2/26/2015 |
| Ruth Lodge            | Santa Clara   | California | 95050 United States | 2/26/2015 |
| scott kane            | Girard        | Ohio       | 44420 United States | 2/26/2015 |
| david abila           | San Jose      | California | 95112 United States | 2/26/2015 |
| Jackson mac           | San Jose      | California | 95118 United States | 2/26/2015 |
| Derek Bertauche       | Santa Clara   | California | 95052 United States | 2/26/2015 |
| Myron Von Raesfeld    | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Ken Toren             | Los Gatos     | California | 95032 United States | 2/26/2015 |
| Peggy Parkin          | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Donna Vick            | Elk Grove     | California | 95759 United States | 2/26/2015 |
| chan nguyen           | San Jose      | California | 95148 United States | 2/26/2015 |
| Gary Nobile           | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Joann Rodriguez       | Fremont       | California | 94538 United States | 2/26/2015 |
| Paul Nakamoto         | San Jose      | California | 95124 United States | 2/26/2015 |
| Ravinder Lal          | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Norman Henry          | Milpitas      | California | 95035 United States | 2/26/2015 |
| Maria Edmonds-Zediker | San Jose      | California | 95111 United States | 2/26/2015 |
| Frank Giacomelli      | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Michael McKain        | Santa Clara   | California | 95054 United States | 2/26/2015 |
| Randy Blair           | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Olga Merzlyakova      | San Jose      | California | 95128 United States | 2/26/2015 |
| Huong Vuong           | San Francisco | California | 94112 United States | 2/26/2015 |
| Connie Tran           | Milpitas      | California | 95035 United States | 2/26/2015 |
| James dang            | San Jose      | California | 95119 United States | 2/26/2015 |
| gail Lillehaug        | Santa Clara   | California | 95055 United States | 2/26/2015 |
| Hung Vuong            | San Jose      | California | 95131 United States | 2/26/2015 |
| David Wiggins         | Mountain View | California | 94043 United States | 2/26/2015 |
| John Dang             | San Jose      | California | 95119 United States | 2/26/2015 |
| Murali kolli          | Santa Clara   | California | 95054 United States | 2/26/2015 |
| Tina Roper            | San Jose      | California | 95123 United States | 2/26/2015 |
| Irene Gomez           | San Jose      | California | 95122 United States | 2/26/2015 |
| Hue vuong             | San Jose      | California | 95131 United States | 2/26/2015 |
| Aj Chahal             | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Bruce Shepherd        | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Scott Morse           | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Nicole Watson         | Rock Island   | Illinois   | 61201 United States | 2/26/2015 |
| Rebecca Morales       | San Jose      | California | 95139 United States | 2/26/2015 |
| Taber Price           | Santa Clara   | California | 95050 United States | 2/26/2015 |
| christine nicholson   | Milpitas      | California | 95035 United States | 2/26/2015 |
| Teresa Tran           | San Jose      | California | 95136 United States | 2/26/2015 |
| Ben Lehrfeld          | San Martin    | California | 95046 United States | 2/26/2015 |
| Sindu Rios            | Ontario       | California | 91761 United States | 2/26/2015 |
| Sabrina Garcia        | San Jose      | California | 95118 United States | 2/26/2015 |

|                     |               |            |                     |           |
|---------------------|---------------|------------|---------------------|-----------|
| Paul keeler         | Nevada City   | California | 95959 United States | 2/26/2015 |
| Lisa Wilson-barber  | Hayward       | California | 94541 United States | 2/26/2015 |
| Isaac Nguyenly      | San Jose      | California | 95121 United States | 2/26/2015 |
| Brenda manley       | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Mai Nguyen          | San Jose      | California | 95123 United States | 2/26/2015 |
| Danielle Friedman   | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Sally Lantz         | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Maria Olson         | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Ryan Ngo            | San Jose      | California | 95148 United States | 2/26/2015 |
| Gina Lundeen        | Menlo Park    | California | 94025 United States | 2/26/2015 |
| Palvinder Jagait    | Sunnyvale     | California | 94085 United States | 2/26/2015 |
| Calvin Gleason      | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Loanne Nguyen       | Elk Grove     | California | 95757 United States | 2/26/2015 |
| Michael Torres      | San Jose      | California | 95112 United States | 2/26/2015 |
| Adam Weber          | Hood River    | Oregon     | 97031 United States | 2/26/2015 |
| Michael O'Halloran  | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Wendy Mosqueda      | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Fernando Hernandez  | Castro Valley | California | 94546 United States | 2/26/2015 |
| Gary Alver          | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Michael Lozano      | Milpitas      | California | 95035 United States | 2/26/2015 |
| Rozelle Cadle       | Santa Clara   | California | 95054 United States | 2/26/2015 |
| Leticia Martinez    | San Jose      | California | 95111 United States | 2/26/2015 |
| Leticia Cervantes   | San Jose      | California | 95111 United States | 2/26/2015 |
| Jeanette guire      | Felton        | California | 95018 United States | 2/26/2015 |
| Judy Busch          | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Jennifer Manley     | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Vanessa Roderick    | Newark        | California | 94560 United States | 2/26/2015 |
| Paul Legrande       | San Jose      | California | 95131 United States | 2/26/2015 |
| Belinda Rocha       | Scottsdale    | Arizona    | 85260 United States | 2/26/2015 |
| Patty Walters       | Santa Cruz    | California | 95060 United States | 2/26/2015 |
| Jason Whitley       | San Jose      | California | 95117 United States | 2/26/2015 |
| Dolly Lara          | Sunnyvale     | California | 94089 United States | 2/26/2015 |
| John Demorest       | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Milton Kubota       | Santa Clara   | California | 95054 United States | 2/26/2015 |
| My-Linh Tran        | San Jose      | California | 95128 United States | 2/26/2015 |
| Joey Rodriguez      | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Nancy Lewis         | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Oliveri Gio Oliveri | Morgan Hill   | California | 95037 United States | 2/26/2015 |
| Amanda Gonzales     | Eureka        | California | 95503 United States | 2/26/2015 |
| Matthew Katawicz    | San Jose      | California | 95118 United States | 2/26/2015 |
| Denise Banholzer    | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Lorie Goulart       | Santa Clara   | California | 95050 United States | 2/26/2015 |
| Rosie Moreno        | San Jose      | California | 95124 United States | 2/26/2015 |
| Eileen Esposito     | Santa Clara   | California | 95054 United States | 2/26/2015 |
| Donna Tobkin        | Santa Clara   | California | 95051 United States | 2/26/2015 |
| Roberta L. Brebeck  | Santa Clara   | California | 95050 United States | 2/26/2015 |
| jesse gonzales      | San Jose      | California | 95121 United States | 2/26/2015 |

|                      |                |                   |                        |           |
|----------------------|----------------|-------------------|------------------------|-----------|
| Barbara Lonsbury     | Campbell       | California        | 95008 United States    | 2/26/2015 |
| Angeliki Markolefas  | San Jose       | California        | 95120 United States    | 2/26/2015 |
| Erik Gomez           | Ceres          | California        | 95307 United States    | 2/26/2015 |
| Rosa Rivera          | San Jose       | California        | 95136 United States    | 2/26/2015 |
| Henry Groth          | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Yvonne Lopez         | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Md Borhan Uddin      | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Dustin Martin        | Sunnyvale      | California        | 94086 United States    | 2/26/2015 |
| Lynnette Vedder      | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Michael Govoni       | Santa Clara    | California        | 95054 United States    | 2/26/2015 |
| Christianne Laroya   | Santa Clara    | California        | 95054 United States    | 2/26/2015 |
| Irene Iefton         | Washington     | District of Colur | 20050 United States    | 2/26/2015 |
| Brian Tamayo         | Santa Clara    | California        | 95054 United States    | 2/26/2015 |
| Lakshmi Moorty       | Santa Clara    | California        | 95050 United States    | 2/26/2015 |
| Nira Singh           | Santa Clara    | California        | 95054 United States    | 2/26/2015 |
| Kevin Moore          | Santa Clara    | California        | 95050 United States    | 2/26/2015 |
| Frank Puller         | San Jose       | California        | 95111 United States    | 2/26/2015 |
| Thora Tam            | San Jose       | California        | 95138 United States    | 2/26/2015 |
| Joseph Picone        | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Sharon Laughlin      | Santa Clara    | California        | 95050 United States    | 2/26/2015 |
| Jill Lee             | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Jessica Murphey      | Santa Clara    | California        | 95050 United States    | 2/26/2015 |
| Es esposo            | Santa Clara    | California        | 95054 United States    | 2/26/2015 |
| Susan Fitzgerald     | San Jose       | California        | 95125 United States    | 2/26/2015 |
| Sarah tran           | Portland       | Oregon            | 97217 United States    | 2/26/2015 |
| Sandra Dailey        | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Colleen Pisaneschi   | Santa Rosa     | California        | 95403 United States    | 2/26/2015 |
| Laurie Silva         | San Jose       | California        | 95148 United States    | 2/26/2015 |
| Marissa Flores-Hodge | Santa Clara    | California        | 95055 United States    | 2/26/2015 |
| Nelson Leonor        | Santa Clara    | California        | 95054 United States    | 2/26/2015 |
| Donovan Shia         | Argyle         | Texas             | 76226 United States    | 2/26/2015 |
| philana lehnert      | Santa Clara    | California        | 95050 United States    | 2/26/2015 |
| Linda Sweeney        | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| San Trinh            | San Jose       | California        | 95123 United States    | 2/26/2015 |
| Emily Falter         | Orlando        | Florida           | 32828 United States    | 2/26/2015 |
| Jo Anne Burton       | Santa Clara    | California        | 95050 United States    | 2/26/2015 |
| John Vivit           | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Joe Sweeney          | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Gloria Kou           | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Patrick Wan          | San Jose       | California        | CA 95129 United States | 2/26/2015 |
| Keith Heavilin       | Corpus Christi | Texas             | 78418 United States    | 2/26/2015 |
| Doug Bartl           | Campbell       | California        | 95008 United States    | 2/26/2015 |
| Todd Oliver          | Santa Clara    | California        | 95051 United States    | 2/26/2015 |
| Ipek Negiz           | Santa Clara    | California        | 95050 United States    | 2/26/2015 |
| Julie Najmeh         | San Jose       | California        | 95120 United States    | 2/26/2015 |
| Sherwin Bajao        | Santa Clara    | California        | 95054 United States    | 2/26/2015 |
| Ofelía Pizarro       | San Jose       | California        | 95111 United States    | 2/26/2015 |

|                    |               |            |                          |           |
|--------------------|---------------|------------|--------------------------|-----------|
| Shengmei Lee       | Milpitas      | California | 95035 United States      | 2/26/2015 |
| Anusha Kuchibhotla | San Jose      | California | San Jose United States   | 2/26/2015 |
| Concerned Citizen  | New City      | New York   | 10956-2406 United States | 2/26/2015 |
| Jay Fozdar         | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Elizabeth Morris   | Santa Clara   | California | 95054 United States      | 2/26/2015 |
| Brian Morris       | Santa Clara   | California | 95054 United States      | 2/26/2015 |
| Phuong Luu         | Tahoe Vista   | California | 96148 United States      | 2/26/2015 |
| Carol Troll        | Santa Clara   | California | 95054 United States      | 2/26/2015 |
| Megan Cooper       | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Bill Spongberg     | Daly City     | California | 94014 United States      | 2/26/2015 |
| Jeff Howard        | San Jose      | California | 95133 United States      | 2/26/2015 |
| kuowei liu         | San Jose      | California | 95129 United States      | 2/26/2015 |
| Michael Neely      | San Francisco | California | 94108 United States      | 2/26/2015 |
| Shawn Hartung      | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Georgia Tsigaris   | Los Altos     | California | 94024 United States      | 2/26/2015 |
| Karen Hennessy     | San Jose      | California | san jose United States   | 2/26/2015 |
| Mary Dickerson     | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Simonetta Maurizi  | Cupertino     | California | 95014 United States      | 2/26/2015 |
| Diane OHEARN       | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| David Chan         | Mountain View | California | 94040 United States      | 2/26/2015 |
| Jim Maggiore       | Santa Clara   | California | 95050 United States      | 2/26/2015 |
| Brian Nagatani     | San Jose      | California | 95138 United States      | 2/26/2015 |
| Larry Shue         | Sunnyvale     | California | 94086 United States      | 2/26/2015 |
| Tom Johnson        | Morgan Hill   | California | 95037 United States      | 2/26/2015 |
| James Aldana       | Santa Clara   | California | 95054 United States      | 2/26/2015 |
| Ellen St John      | Santa Clara   | California | 95050 United States      | 2/26/2015 |
| Colleen Head Kees  | Santa Clara   | California | 95050 United States      | 2/26/2015 |
| Phieu Phun         | San Francisco | California | 94104 United States      | 2/26/2015 |
| Ann Heinlen        | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Ramon Ortiz        | Santa Clara   | California | 95054 United States      | 2/26/2015 |
| Bulmaro Villalon   | Santa Clara   | California | 95054 United States      | 2/26/2015 |
| Adela Ortiz        | San Jose      | California | 95132 United States      | 2/26/2015 |
| Diane Marks        | San Jose      | California | 95120 United States      | 2/26/2015 |
| Albert Villagomez  | Alviso        | California | 95002 United States      | 2/26/2015 |
| Paul King          | Fremont       | California | 94536 United States      | 2/26/2015 |
| Tiffany Lee        | Milpitas      | California | 95035 United States      | 2/26/2015 |
| Anvi parikh        | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Kelly Appice       | georgetown    | Texas      | 78626 United States      | 2/26/2015 |
| Chris Carpenter    | San Mateo     | California | 94403 United States      | 2/26/2015 |
| Emiliano Fernandez | Gilroy        | California | 95020 United States      | 2/26/2015 |
| Dorna Janoski      | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Frank Lin          | San Jose      | California | 95127 United States      | 2/26/2015 |
| maria lopez        | San Jose      | California | 95127 United States      | 2/26/2015 |
| Angela Weilert     | Gilroy        | California | 95020 United States      | 2/26/2015 |
| Liz Kashishian     | Santa Clara   | California | 95051 United States      | 2/26/2015 |
| Faafiti Laauli     | Santa Clara   | California | 95054 United States      | 2/26/2015 |
| Azucena Franklin   | Fremont       | California | 94536 United States      | 2/26/2015 |

|                    |                    |            |                     |           |
|--------------------|--------------------|------------|---------------------|-----------|
| Hanellie Mijares   | Milpitas           | California | 95035 United States | 2/26/2015 |
| edward richards    | Santa Clara        | California | 95050 United States | 2/26/2015 |
| cindee yandow      | Atascadero         | California | 93422 United States | 2/26/2015 |
| Eberhard Holweger  | San Jose           | California | 95124 United States | 2/26/2015 |
| Genessee Ocampo    | Mukilteo           | Washington | 98275 United States | 2/26/2015 |
| Juan Moyoli        | Santa Clara        | California | 95051 United States | 2/26/2015 |
| Victoria Terzian   | Coarsegold         | California | 93614 United States | 2/26/2015 |
| ian rice           | Lake Forest        | California | 92630 United States | 2/26/2015 |
| Bruce Yodis        | Santa Clara        | California | 95054 United States | 2/26/2015 |
| Sergio Perez       | Sunnyvale          | California | 94085 United States | 2/26/2015 |
| DEBORAH RUBY STONE | Santa Clara        | California | 95051 United States | 2/26/2015 |
| Michelle Coufal    | San Jose           | California | 95120 United States | 2/26/2015 |
| Melinda Ebe        | San Jose           | California | 95127 United States | 2/26/2015 |
| dagoberto osuna    | Sunnyvale          | California | 94089 United States | 2/26/2015 |
| Jimmy Nguyen       | Santa Clara        | California | 95051 United States | 2/26/2015 |
| Adela Turi         | San Jose           | California | 95123 United States | 2/26/2015 |
| Jerry Wilburn      | San Jose           | California | 95117 United States | 2/26/2015 |
| Lorie Gross        | Fort Lauderdale    | Florida    | 33321 United States | 2/26/2015 |
| Melinda Bang       | San Carlos         | California | 94070 United States | 2/26/2015 |
| Chris Robertson    | Santa Clara        | California | 95050 United States | 2/26/2015 |
| Kyle frederickson  | Morgan Hill        | California | 95037 United States | 2/26/2015 |
| Kuldeep Sidhu      | Santa Clara        | California | 95050 United States | 2/26/2015 |
| MORI MANDIS        | San Jose           | California | 95129 United States | 2/26/2015 |
| Andy Takara        | Santa Clara        | California | 95054 United States | 2/26/2015 |
| Shirley Anderegg   | Newark             | California | 94560 United States | 2/26/2015 |
| Ricky Chow         | Cupertino          | California | 95014 United States | 2/26/2015 |
| Richard Ramirez    | South San Francisc | California | 94083 United States | 2/26/2015 |
| Jean Hassoun       | Campbell           | California | 95008 United States | 2/26/2015 |
| Ken Winland        | Santa Clara        | California | 95054 United States | 2/26/2015 |
| David DeLozier     | Santa Clara        | California | 95050 United States | 2/26/2015 |
| Shawna Dedrick     | San Jose           | California | 95126 United States | 2/26/2015 |
| Daniel Akin        | Sunnyvale          | California | 94087 United States | 2/26/2015 |
| Larry Schuller     | San Jose           | California | 95128 United States | 2/26/2015 |
| Kayla Masini       | San Jose           | California | 95119 United States | 2/26/2015 |
| Carol` Zimring     | Campbell           | California | 95008 United States | 2/27/2015 |
| Kerem Alkim        | Santa Clara        | California | 95050 United States | 2/27/2015 |
| Matt Keller        | Campbell           | California | 95008 United States | 2/27/2015 |
| Letha moore        | San Anselmo        | California | 94960 United States | 2/27/2015 |
| Yolanda Randall    | Palo Alto          | California | 94301 United States | 2/27/2015 |
| Douglas Berry      | Santa Clara        | California | 95050 United States | 2/27/2015 |
| Jan Wilcox         | Maple Valley       | Washington | 98038 United States | 2/27/2015 |
| Shichung Chu       | Fremont            | California | 94538 United States | 2/27/2015 |
| Judi John          | Campbell           | California | 95008 United States | 2/27/2015 |
| David Harbert      | San Jose           | California | 95111 United States | 2/27/2015 |
| Terry Burtz        | Campbell           | California | 95008 United States | 2/27/2015 |
| Phil Enciso        | Newark             | California | 94560 United States | 2/27/2015 |
| traci summerlin    | Friant             | California | 93626 United States | 2/27/2015 |

|                      |               |            |                     |           |
|----------------------|---------------|------------|---------------------|-----------|
| Nathan Emmett        | San Jose      | California | 95128 United States | 2/27/2015 |
| paul Dines           | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Rob Santillano       | Fremont       | California | 94536 United States | 2/27/2015 |
| Kaye Cabral          | Hamilton City | California | 95951 United States | 2/27/2015 |
| Sheila Ryckewaert    | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Darryl Von Rarsfeld  | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Cathy Gordon         | Morgan Hill   | California | 95037 United States | 2/27/2015 |
| Edelina Phillips     | San Jose      | California | 95126 United States | 2/27/2015 |
| Dorothy Winland      | Santa Clara   | California | 95051 United States | 2/27/2015 |
| brendalyn co         | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Brianna frederickson | Morgan Hill   | California | 95037 United States | 2/27/2015 |
| Shellie Bocanegra    | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Heidi DeLozier       | Santa Clara   | California | 95050 United States | 2/27/2015 |
| ashley garcia        | San Jose      | California | 95133 United States | 2/27/2015 |
| Carlos Mendez        | San Jose      | California | 95116 United States | 2/27/2015 |
| Chris Horton         | San Jose      | California | 95110 United States | 2/27/2015 |
| TJ Wall              | San Jose      | California | 95117 United States | 2/27/2015 |
| Robert Hernandez     | Santa Clara   | California | 95050 United States | 2/27/2015 |
| David Fatland        | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Chuck Elderton       | San Jose      | California | 95148 United States | 2/27/2015 |
| April Acosta         | San Jose      | California | 95125 United States | 2/27/2015 |
| Kevin Murphy         | San Jose      | California | 95120 United States | 2/27/2015 |
| Susan mix            | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Arturo Gonzalez      | San Jose      | California | 95127 United States | 2/27/2015 |
| Jill Barrett         | San Jose      | California | 95124 United States | 2/27/2015 |
| Phil Romero          | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Wendy Doyle          | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Manjit Singh         | San Jose      | California | 95123 United States | 2/27/2015 |
| Maria Singh          | San Jose      | California | 95123 United States | 2/27/2015 |
| Teresa Kambeitz      | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Quentin Polosky      | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Mel Scheerens        | Mountain View | California | 94040 United States | 2/27/2015 |
| Wendy Wan            | Saratoga      | California | 95070 United States | 2/27/2015 |
| Lee Franklin         | Fremont       | California | 94536 United States | 2/27/2015 |
| Michelle Nguyen      | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Lisa Bunnell         | San Jose      | California | 95118 United States | 2/27/2015 |
| Rowena fangonilo     | San Jose      | California | 95158 United States | 2/27/2015 |
| Kunju sridhar        | Santa Clara   | California | 95054 United States | 2/27/2015 |
| Anwar Ghazi          | Saratoga      | California | 95070 United States | 2/27/2015 |
| Shozo Kagoshima      | Campbell      | California | 95008 United States | 2/27/2015 |
| Roger Idiart         | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Katy Kerns           | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Vince navarra        | Campbell      | California | 95008 United States | 2/27/2015 |
| Billie Jo Perez      | Fremont       | California | 94536 United States | 2/27/2015 |
| Kim Messmer          | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Elaine YU            | Santa Clara   | California | 95051 United States | 2/27/2015 |
| sedef ersahin        | Pasadena      | California | 91106 United States | 2/27/2015 |

|                        |             |            |          |                |           |
|------------------------|-------------|------------|----------|----------------|-----------|
| Alam Hume              | EDINBURGH   | Scotland   | EH11 1DR | United Kingdom | 2/27/2015 |
| Aida Oliva             | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| richard garcia         | milpitas    | California | 95035    | United States  | 2/27/2015 |
| Alexander Martinez     | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| Monica Wu              | Santa Clara | California | 95054    | United States  | 2/27/2015 |
| Donna Santistevan      | San Jose    | California | 95110    | United States  | 2/27/2015 |
| Danean Smith           | Morgan Hill | California | 95037    | United States  | 2/27/2015 |
| Julie Sanchez          | San Jose    | California | 95125    | United States  | 2/27/2015 |
| Mary Korting           | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Jannette Knaus         | Fresno      | California | 93711    | United States  | 2/27/2015 |
| Zeina El Ayi           | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Christie Mortensen     | Morgan Hill | California | 95037    | United States  | 2/27/2015 |
| June Suzuki            | Cupertino   | California | 95014    | United States  | 2/27/2015 |
| huyen Nguyen           | Hanoi       | California | 95051    | United States  | 2/27/2015 |
| Thomas Heaton Spitters | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| Adrian Torres          | Santa Clara | California | 95054    | United States  | 2/27/2015 |
| Adrian Rios torres     | San José    | California | 95112    | United States  | 2/27/2015 |
| ivan melendez          | San Jose    | California | 95136    | United States  | 2/27/2015 |
| Jessa Carmack          | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| Alice Martinez         | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Cynthia Chmielewski    | Manor       | Texas      | 78653    | United States  | 2/27/2015 |
| Peggy Kuo              | San Jose    | California | 95110    | United States  | 2/27/2015 |
| Carolina Nicolas       | Santa Clara | California | 95054    | United States  | 2/27/2015 |
| Michelle Iglesia       | Santa Clara | California | CA       | United States  | 2/27/2015 |
| Jon Fleming            | San Jose    | California | 95192    | United States  | 2/27/2015 |
| Laura Callejon         | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Judy Calvo             | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| Donna West             | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| Nancy Lara             | Florence    | Oregon     | 97439    | United States  | 2/27/2015 |
| Valerie Saenz          | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Laura Murtha           | Truckee     | California | 96160    | United States  | 2/27/2015 |
| Laura Gonzalez         | Freedom     | California | 95019    | United States  | 2/27/2015 |
| Jerry French           | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| Joe Robles             | San Jose    | California | 95117    | United States  | 2/27/2015 |
| Damon Blum             | San Jose    | California | 95117    | United States  | 2/27/2015 |
| Kirk Berube            | Santa Clara | California | 95054    | United States  | 2/27/2015 |
| Christine King         | Sutherlin   | Oregon     | 97479    | United States  | 2/27/2015 |
| Marie Lamantia         | San Jose    | California | 95135    | United States  | 2/27/2015 |
| Marguerite Padovani    | Los Gatos   | California | 95030    | United States  | 2/27/2015 |
| Lionel Madamba         | San Jose    | California | 95136    | United States  | 2/27/2015 |
| jonathan bae           | Santa Clara | California | 95051    | United States  | 2/27/2015 |
| Robert Orner           | Elk Grove   | California | 95624    | United States  | 2/27/2015 |
| Starr Contreras        | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Sylvia Oliverez        | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Steven Dutra           | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Kimberly Tucker        | Santa Clara | California | 95050    | United States  | 2/27/2015 |
| Jeff Callo             | Fremont     | California | 94538    | United States  | 2/27/2015 |

|                   |               |            |                     |           |
|-------------------|---------------|------------|---------------------|-----------|
| Elliot Olson      | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Valentin Rosas    | San Jose      | California | 95134 United States | 2/27/2015 |
| Shelby Beddow     | San Jose      | California | 95128 United States | 2/27/2015 |
| Michael Hyams     | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Mary Grizzle      | Santa Clara   | California | 95050 United States | 2/27/2015 |
| John reed         | San Jose      | California | 95123 United States | 2/27/2015 |
| Sandy Turner      | San Jose      | California | 95118 United States | 2/27/2015 |
| Hubert Gotuaco    | Sunnyvale     | California | 94085 United States | 2/27/2015 |
| Debbie Keller     | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Herbert Chiu      | Union City    | California | 94587 United States | 2/27/2015 |
| Cynthia Plough    | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Ronald B Futrell  | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Jennifer Chang    | Fremont       | California | 94539 United States | 2/27/2015 |
| Shuiwah Au        | San Jose      | California | 95129 United States | 2/27/2015 |
| Sandy Barrett     | San Jose      | California | 95128 United States | 2/27/2015 |
| Jennifer Sweeney  | San Francisco | California | 94121 United States | 2/27/2015 |
| Tyrone Moega      | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Joe Adamson       | San Jose      | California | 95126 United States | 2/27/2015 |
| Leaman Steve      | Santa Clara   | California | 95054 United States | 2/27/2015 |
| Alison Jenkin     | Atherton      | California | 94027 United States | 2/27/2015 |
| Norman Yeung      | San Jose      | California | 95148 United States | 2/27/2015 |
| Tanya Ireland     | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Art Bando         | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Chris Cleveland   | Livermore     | California | 94551 United States | 2/27/2015 |
| John Sawtelle     | Los Gatos     | California | 95030 United States | 2/27/2015 |
| joe hughes        | San Jose      | California | 95110 United States | 2/27/2015 |
| andre barocio     | Berkeley      | California | 94702 United States | 2/27/2015 |
| Shannon Irwin     | Ventura       | California | 93003 United States | 2/27/2015 |
| Pauline Vi        | San Jose      | California | 95122 United States | 2/27/2015 |
| mike brown        | Emeryville    | California | 94608 United States | 2/27/2015 |
| Elizabeth Donelan | San Jose      | California | 95131 United States | 2/27/2015 |
| Veronica Olmos    | San Jose      | California | 95112 United States | 2/27/2015 |
| Jen Hung          | San Jose      | California | 95127 United States | 2/27/2015 |
| Nagihan Eroglu    | San Francisco | California | 94114 United States | 2/27/2015 |
| Lisa Baker        | Milpitas      | California | 95035 United States | 2/27/2015 |
| joseph fraley     | Mountain View | California | 94040 United States | 2/27/2015 |
| Andy Tran         | San Jose      | California | 95113 United States | 2/27/2015 |
| Rusty Weekes      | Santa Clara   | California | 95053 United States | 2/27/2015 |
| Stefanie Ochs     | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Bruce Pressman    | Sunnyvale     | California | 94087 United States | 2/27/2015 |
| Janet Yamaoka     | Santa Clara   | California | 95050 United States | 2/27/2015 |
| Steve Tsai        | San Jose      | California | 95124 United States | 2/27/2015 |
| Jinesh jaib       | Santa Clara   | California | 95051 United States | 2/27/2015 |
| Joy Sherman       | Arab          | Alabama    | 35016 United States | 2/27/2015 |
| Luis Tolosa       | Santa Clara   | California | 95054 United States | 2/27/2015 |
| Michelle Gauthier | sunnyvale     | California | 94086 United States | 2/27/2015 |
| Anthony Tran      | San Jose      | California | 95116 United States | 2/27/2015 |

|                      |                  |            |                          |           |
|----------------------|------------------|------------|--------------------------|-----------|
| Lidia blair          | Cupertino        | California | 95014 United States      | 2/27/2015 |
| Michelle Mendoza     | Santa Clara      | California | 95054 United States      | 2/27/2015 |
| Kathy Hughes         | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Deborah Moody        | San Jose         | California | 95130 United States      | 2/27/2015 |
| Hao Liu              | Santa Clara      | California | 95050 United States      | 2/27/2015 |
| Sandra Watkins       | San Jose         | California | 95124 United States      | 2/27/2015 |
| Teddy Kiang          | Saratoga         | California | 95070 United States      | 2/27/2015 |
| Teresa Montes de Oca | San Jose         | California | 95111 United States      | 2/27/2015 |
| Amber Garcia         | San Jose         | California | 95133 United States      | 2/27/2015 |
| ann lai              | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Doron Noyman         | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Carolyn Bouza        | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Maureen Blackmer     | Santa Clara      | California | 95050 United States      | 2/27/2015 |
| Bill Keller          | San Jose         | California | 95120 United States      | 2/27/2015 |
| Vivian Rapp          | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Regina Sanchez       | San Jose         | California | 95125 United States      | 2/27/2015 |
| Sandra Agonoy        | Sunnyvale        | California | 94086 United States      | 2/27/2015 |
| Natalie Kessinger    | San Jose         | California | 95112 United States      | 2/27/2015 |
| robert lozano        | San Jose         | California | 95111 United States      | 2/27/2015 |
| Rebecca Nunez        | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Dan Pfahl            | Santa Clara      | California | 95050 United States      | 2/27/2015 |
| jennifer kubisz      | San Jose         | California | 95124 United States      | 2/27/2015 |
| Odette Getty         | Santa Clara      | California | 95054 United States      | 2/27/2015 |
| Denise High          | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Andrew Colombo       | Santa Clara      | California | 95050 United States      | 2/27/2015 |
| Victor Ventura       | Santa Clara      | California | 95050 United States      | 2/27/2015 |
| Raghu Yadavalli      | Mountain View    | California | 94043 United States      | 2/27/2015 |
| Diane Ajluni         | San Jose         | California | 95125 United States      | 2/27/2015 |
| Johnn Schweizer      | San Jose         | California | 95128 United States      | 2/27/2015 |
| Tolgay Karabulut     | Sunnyvale        | California | 94087 United States      | 2/27/2015 |
| Emir Kocaballi       | Palm Desert      | California | 92255 United States      | 2/27/2015 |
| Zeynep Mulayim       | Sunnyvale        | California | 94085 United States      | 2/27/2015 |
| Marsha Stanton       | Sunnyvale        | California | 94089 United States      | 2/27/2015 |
| Sandeep Sharma       | Cupertino        | California | 95014 United States      | 2/27/2015 |
| Allan Andersen       | CAMPELL          | California | 95011-0241 United States | 2/27/2015 |
| Mary Thomas          | Los Altos        | California | 94022 United States      | 2/27/2015 |
| yogesh patil         | Santa Clara      | California | 95051 United States      | 2/27/2015 |
| Lia Mukhar           | Santa Clara      | California | 95054 United States      | 2/27/2015 |
| Ricky Wan            | Central District |            | Hong Kong                | 2/27/2015 |
| Clifford Yamaoka     | Santa Clara      | California | 95050 United States      | 2/28/2015 |
| Gabriela Soto-Galvan | San Jose         | California | 95125 United States      | 2/28/2015 |
| Amelia Clark         | Santa Clara      | California | 95050 United States      | 2/28/2015 |
| Paul Parker          | Longmont         | Colorado   | 80501 United States      | 2/28/2015 |
| Naira Masri          | San Jose         | California | 95117 United States      | 2/28/2015 |
| Jenifer Cost         | Santa Clara      | California | 95050 United States      | 2/28/2015 |
| Tammy parvin         | San Jose         | California | 95124 United States      | 2/28/2015 |
| Marianne Doyle       | Santa Clara      | California | 95050 United States      | 2/28/2015 |

|                       |                    |               |                          |           |
|-----------------------|--------------------|---------------|--------------------------|-----------|
| Melissa Wright        | Pleasanton         | California    | 94588 United States      | 2/28/2015 |
| Crystal Lequang       | San Jose           | California    | 95136 United States      | 2/28/2015 |
| Charles Hu            | Milpitas           | California    | 95035 United States      | 2/28/2015 |
| Giovanni Foggiato     | Morgan Hill        | California    | 95037 United States      | 2/28/2015 |
| Tatiana Guertin       | San Diego          | California    | 92104 United States      | 2/28/2015 |
| Estela Rios           | San Jose           | California    | 95112 United States      | 2/28/2015 |
| M J MITCHEM           | San Jose           | California    | 95118 United States      | 2/28/2015 |
| Paul Doyle            | Santa Clara        | California    | 95050 United States      | 2/28/2015 |
| Amjid4c Malik         | Santa Clara        | California    | 95050 United States      | 2/28/2015 |
| Manuel Casas          | South San Francisc | California    | 94080 United States      | 2/28/2015 |
| Maria Isabel guerrero | San Jose           | California    | 95124 United States      | 2/28/2015 |
| tracy Davis           | Oakland            | California    | 94603 United States      | 2/28/2015 |
| William Getty         | Santa Clara        | California    | 95054 United States      | 2/28/2015 |
| Leigh slade           | Sunnyvale          | California    | 94087 United States      | 2/28/2015 |
| Roxanna Ramos         | Uvalde             | Texas         | 78801 United States      | 2/28/2015 |
| Jennifer Jaciw        | Milpitas           | California    | 95035 United States      | 2/28/2015 |
| Lesley Budd           | Tampa              | Florida       | 33616 United States      | 2/28/2015 |
| Tara Tretter          | Independence       | Missouri      | 64055 United States      | 2/28/2015 |
| Tiffany Page          | Dayton             | Ohio          | 45440 United States      | 2/28/2015 |
| Irene Kimura-Kern     | Santa Clara        | California    | 95054 United States      | 2/28/2015 |
| Steven Yip            | Alameda            | California    | 94502 United States      | 2/28/2015 |
| Wei-ting Lin          | San Jose           | California    | 95134 United States      | 2/28/2015 |
| Lora Glaser-Miller    | Santa Clara        | California    | 95050 United States      | 2/28/2015 |
| Colleen Williams      | Santa Clara        | California    | 95050 United States      | 2/28/2015 |
| Kevin S               | Santa Clara        | California    | 95054 United States      | 2/28/2015 |
| Hung-Cheng Chang      | Knightsen          | California    | 94548 United States      | 2/28/2015 |
| Andrea Yip            | Santa Clara        | California    | 95054 United States      | 2/28/2015 |
| Jacob Waymire         | Milpitas           | California    | 95035 United States      | 2/28/2015 |
| Anna Rico             | San Jose           | California    | 95127 United States      | 2/28/2015 |
| Simone Getty          | Santa Clara        | California    | 95054 United States      | 2/28/2015 |
| MARK O BAGULA         | Morgan Hill        | California    | 95037 United States      | 2/28/2015 |
| marquese scott        | Gardena            | California    | 90247 United States      | 2/28/2015 |
| Michael Watson        | Somerdale          | New Jersey    | 8083 United States       | 2/28/2015 |
| Enzo Cappellini       | San Jose           | California    | 95110 United States      | 2/28/2015 |
| Mistry Mistry         | Cupertino          | California    | 95014 United States      | 2/28/2015 |
| Cheryl A. Magill      | San Jose           | California    | 95125 United States      | 2/28/2015 |
| Nicole Harris         | San Jose           | California    | 95129-2928 United States | 3/1/2015  |
| Lynnette Bertucci     | Westford           | Massachusetts | 1886 United States       | 3/1/2015  |
| David Bertucci        | Hudson             | Massachusetts | 1749 United States       | 3/1/2015  |
| Michael Bertucci      | Hudson             | Massachusetts | 1749 United States       | 3/1/2015  |
| jennifer just         | San Jose           | California    | 95117 United States      | 3/1/2015  |
| Donna Tanaka          | San Jose           | California    | 95120 United States      | 3/1/2015  |
| Eva Tang              | Santa Clara        | California    | 95051 United States      | 3/1/2015  |
| Tom Brown             | Santa Clara        | California    | 95050 United States      | 3/1/2015  |
| Lillian Scoyen        | Palo Alto          | California    | 94303 United States      | 3/1/2015  |
| Kiet Dsng             | Milpitas           | California    | 95035 United States      | 3/1/2015  |
| bill stebbins         | San Jose           | California    | 95110 United States      | 3/1/2015  |

|                     |                    |                      |                          |          |
|---------------------|--------------------|----------------------|--------------------------|----------|
| C.J. Evenhuis       | Mountain View      | California           | 940434548 United States  | 3/1/2015 |
| Drew Andre          | Tempe              | Arizona              | 85287 United States      | 3/1/2015 |
| Christopher Ortez   | San Jose           | California           | 95126 United States      | 3/1/2015 |
| Terry Hyde          | Milpitas           | California           | 95035 United States      | 3/2/2015 |
| Elaine Henderson    | San Jose           | California           | 95139 United States      | 3/2/2015 |
| Sara Scher          | Santa Clara        | California           | 95054 United States      | 3/2/2015 |
| Karen Velez         | Suwanee            | Georgia              | 30024 United States      | 3/2/2015 |
| Marguerite Hillman  | solana beach       | California           | 92075 United States      | 3/2/2015 |
| Elizabeth Hangs     | Jackson            | California           | 95642 United States      | 3/2/2015 |
| Ruth Stergiou       | San Carlos         | California           | 94070 United States      | 3/2/2015 |
| amy Kopple          | Castro Valley      | California           | 94552 United States      | 3/2/2015 |
| Autumn Terzian      | Corcoran           | California           | 93212 United States      | 3/2/2015 |
| Loretta English     | Castro Valley      | California           | 94546 United States      | 3/2/2015 |
| Mary Lynn Brubaker  | Santa Clara        | California           | 95054 United States      | 3/2/2015 |
| Rosita Fox          | Port Saint Lucie   | Florida              | 34952 United States      | 3/2/2015 |
| Annette Manhart     | Santa Clara        | California           | 95050 United States      | 3/2/2015 |
| Anne Hausler        | Santa Clara        | California           | 95051 United States      | 3/2/2015 |
| Lori Anderson       | San Jose           | California           | 95113 United States      | 3/2/2015 |
| Tina Firestone      | Woodland Hills     | California           | 91367 United States      | 3/2/2015 |
| eyy Imso            | manassas           | Virginia             | 22012 United States      | 3/2/2015 |
| Cynthia Murphy      | Yuma               | Arizona              | 85364 United States      | 3/2/2015 |
| Ellen Eisenstein    | San Rafael         | California           | 94901 United States      | 3/2/2015 |
| Gregory Evert       | Garfield Hts.      | Ohio                 | 44125 United States      | 3/2/2015 |
| Janet Potenza       | Pompano Beach      | Florida              | 33063 United States      | 3/2/2015 |
| marilyn atteberry   | San Jose           | California           | 95130 United States      | 3/2/2015 |
| Joanne Hirasaki     | Felton             | California           | 95018 United States      | 3/2/2015 |
| Barbara Ratcliffe   | Santa Clara        | California           | 95054 United States      | 3/3/2015 |
| Rachelle Francisco  | Fort Lauderdale    | Florida              | 33309 United States      | 3/3/2015 |
| Kim Timoteo         | San Jose           | California           | 95136 United States      | 3/3/2015 |
| Niki Canotas        | San Jose           | California           | 95128 United States      | 3/3/2015 |
| Miranda Quintero    | North Miami Beac   | Florida              | 33160 United States      | 3/3/2015 |
| Jack Doble          | Raleigh            | North Carolina       | 27540 United States      | 3/3/2015 |
| Anne Nguyen         | Santa Clara        | California           | 95050 United States      | 3/3/2015 |
| Donald Von Raesfeld | Santa Clara        | California           | 95050 United States      | 3/3/2015 |
| anthony navarro     | Santa Clara        | California           | 95054 United States      | 3/3/2015 |
| Aimee Ball          | Jupiter            | Florida              | 33469 United States      | 3/3/2015 |
| Darlene Dynega      | Bayonne            | New Jersey           | 7002 United States       | 3/3/2015 |
| Debbie Rauth        | Charleston         | South Carolina       | 29412 United States      | 3/3/2015 |
| kari kidde          | Bellingham         | Washington           | 98225 United States      | 3/3/2015 |
| Lucas Mitchell      | Russellville       | Alabama              | 35653 United States      | 3/3/2015 |
| Connie Colvin       | Jackson Heights, N | New York             | 11369-2137 United States | 3/3/2015 |
| Phyllis Van Leuven  | Las Vegas          | Nevada               | 89131 United States      | 3/3/2015 |
| Mr. & Mrs Mills     | Albany             | New York             | 12206 United States      | 3/3/2015 |
| Malcolm Harlan      | Decatur            | Texas                | 76234 United States      | 3/3/2015 |
| Zenon Stepkowski    | Vernon Canada      | Armed Forces Av0e2g0 | United States            | 3/3/2015 |
| Belinda Matson      |                    |                      | 2541 Australia           | 3/3/2015 |
| Marie Rosales       | Yucaipa            | California           | 92399 United States      | 3/3/2015 |

|                    |                    |                |            |               |          |
|--------------------|--------------------|----------------|------------|---------------|----------|
| eric purkall       | Monmouth Junctio   | New Jersey     | 8852       | United States | 3/3/2015 |
| Howard ng          | San Jose           | California     | 95132      | United States | 3/3/2015 |
| Weesa David        | Reston             | Virginia       | 20190      | United States | 3/3/2015 |
| Rick Sparks        | Toluca Lake        | California     | 91602      | United States | 3/3/2015 |
| karen aycock       | elm city           | North Carolina | 27822      | United States | 3/3/2015 |
| Alice McGough      | Mashpee            | Massachusetts  | 2649       | United States | 3/3/2015 |
| Daniel Rust        | Willow Springs     | Missouri       | 65793      | United States | 3/3/2015 |
| Christina Geno     | Banning            | California     | 92220      | United States | 3/3/2015 |
| Paul Markillie     | Grand Blanc Town   | Michigan       | 48439      | United States | 3/3/2015 |
| Eric Serxner       | Brooklyn           | New York       | 11235-4439 | United States | 3/3/2015 |
| Sandra Dominguez   | Bakersfield        | California     | 93304      | United States | 3/3/2015 |
| Julie Plutowski    | Daytona Beach      | Florida        | 32117      | United States | 3/3/2015 |
| yeniffer ramos     | Hialeah            | Florida        | 33012      | United States | 3/3/2015 |
| Mandi ~ Gayle T.   | Saratoga           | California     | 95070      | United States | 3/3/2015 |
| Kayleigh Roman     | Henderson          | Nevada         | 89074      | United States | 3/3/2015 |
| heather mcgimsey   | Maryville          | Tennessee      | 37803      | United States | 3/3/2015 |
| Tara Atkins        | Bristow            | Virginia       | 20136      | United States | 3/3/2015 |
| Pamela Barraclough | Gonzales           | California     | 93926      | United States | 3/3/2015 |
| Daniel Contreras   | San Jose           | California     | 95124      | United States | 3/3/2015 |
| Rod Brown          | Round Rock         | Texas          | 78665      | United States | 3/3/2015 |
| Richard Estacio    | Milpitas           | California     | 95035-6759 | United States | 3/3/2015 |
| George Petrisko    | Montgomeryville    | Pennsylvania   | 18936      | United States | 3/3/2015 |
| Troy Johnson       | Portland           | Oregon         | 97229      | United States | 3/3/2015 |
| Carlyn Mcknight    | Darien             | Illinois       | 60561      | United States | 3/3/2015 |
| tyler anderson     | Covington          | Georgia        | 30014      | United States | 3/3/2015 |
| Isabel Sangabriell | sabelS Shelbyville | Kentucky       | 40066      | United States | 3/3/2015 |
| natalie varela     | Fountain Hills     | Arizona        | 85268      | United States | 3/3/2015 |
| J H                | Whiting            | New Jersey     | 8759       | United States | 3/3/2015 |
| Glenn Bouthillette | Jackson            | New Jersey     | 8527       | United States | 3/3/2015 |
| Christa Booth      | Indianapolis       | Indiana        | 46239      | United States | 3/3/2015 |
| Jay Arnaud         | New Orleans        | Louisiana      | 70126      | United States | 3/3/2015 |
| Robert Milby       | Florida            | New York       | 10921      | United States | 3/3/2015 |
| Richard Heinlein   | Trevor             | Wisconsin      | 53179      | United States | 3/3/2015 |
| Shayna Bowman      | Portsmouth         | Virginia       | 23704      | United States | 3/3/2015 |
| diana guzman       | Clayton            | North Carolina | 27520      | United States | 3/3/2015 |
| Karen Gottlieb     | Brighton           | Massachusetts  | 2135       | United States | 3/3/2015 |
| joseph mach        | moore              | Oklahoma       | 73160      | United States | 3/3/2015 |
| Amy Styles         | Muscle Shoals      | Alabama        | 35661      | United States | 3/3/2015 |
| Usman Siddiqui     | Downingtown        | Pennsylvania   | 19335      | United States | 3/3/2015 |
| brenna bain        | liberty            | Indiana        | 37453      | United States | 3/3/2015 |
| Noeline Coore      | West Palm Beach    | Florida        | 33409      | United States | 3/3/2015 |
| Barbara Stamp      | Bloomington        | Minnesota      | 55438      | United States | 3/3/2015 |
| Vera Lima          | Aberdeen           | Maryland       | 21001      | United States | 3/3/2015 |
| nathaniel Bruce    | Natick             | Massachusetts  | 1760       | United States | 3/3/2015 |
| Bill Johnson       | Spring City        | Pennsylvania   | 19475      | United States | 3/3/2015 |
| Kyme Rathke        | Sheboygan          | Wisconsin      | 53081      | United States | 3/3/2015 |
| Veronica Btown     | Miami              | Florida        | 33169      | United States | 3/3/2015 |

|                          |                   |                |                     |          |
|--------------------------|-------------------|----------------|---------------------|----------|
| gina okolisan            | Roseville         | Michigan       | 48066 United States | 3/3/2015 |
| Allan Alexander          | Tucson            | Arizona        | 85716 United States | 3/3/2015 |
| Glen Dunlap              | Charleston        | South Carolina | 29414 United States | 3/3/2015 |
| Joe smith-risk           | Otsego            | Michigan       | 49078 United States | 3/3/2015 |
| Elsa Serrano             | Sunny Isles Beach | Florida        | 33160 United States | 3/3/2015 |
| Benjamin Tuazon          | Woodside          | New York       | 11377 United States | 3/3/2015 |
| Alex Gillie              | Minneapolis       | Minnesota      | 55407 United States | 3/3/2015 |
| jesus muñoz valero       | barcelona         | Massachusetts  | 8980 United States  | 3/3/2015 |
| Christine Aguilar        | Aurora            | Colorado       | 80013 United States | 3/3/2015 |
| Jodi rodar               | Springfield       | Massachusetts  | 1108 United States  | 3/3/2015 |
| Andres Palomo            | Arlington         | Texas          | 76010 United States | 3/3/2015 |
| Karina paredes           | Cape Coral        | Florida        | 33990 United States | 3/3/2015 |
| Tracy Tice               | Wrightsville      | Pennsylvania   | 17368 United States | 3/3/2015 |
| Dawn Gilcrease           | Houma             | Louisiana      | 70360 United States | 3/3/2015 |
| MAJ Christopher Bonds    | Chicago           | Illinois       | 60643 United States | 3/3/2015 |
| kris vazquez             | indianapolis      | Indiana        | 46260 United States | 3/3/2015 |
| Karen Nicks              | San Francisco     | California     | 94109 United States | 3/3/2015 |
| Elliss Ratchford         | Richmond          | Virginia       | 23223 United States | 3/3/2015 |
| Marcus Lewis             | Hawthorne         | California     | 90250 United States | 3/3/2015 |
| Victor Escobar           | Midlothian        | Virginia       | 23113 United States | 3/3/2015 |
| ray nicholas             | Lena              | Illinois       | 61048 United States | 3/3/2015 |
| derek dathe              | franklin square   | New York       | 11010 United States | 3/3/2015 |
| Craig Dyer               | Ashtabula         | Ohio           | 44004 United States | 3/3/2015 |
| Kezi Williams            | New Brunswick     | New Jersey     | 8901 United States  | 3/3/2015 |
| medha Dommaraju          | Bordentown        | New Jersey     | 8505 United States  | 3/3/2015 |
| samia salem              | clifton           | New Jersey     | 7011 United States  | 3/3/2015 |
| Kym Jackson              | Stamford          | Connecticut    | 6902 United States  | 3/3/2015 |
| Arisleidy Fuchu          | NEw York          | New York       | 10040 United States | 3/3/2015 |
| Jody Gibson              | Des Moines        | Iowa           | 50315 United States | 3/3/2015 |
| Shervenia Pettigrew      | Louisville        | Kentucky       | 40202 United States | 3/3/2015 |
| Anne Marie Matzko        | Hampden           | Massachusetts  | 1036 United States  | 3/3/2015 |
| Marie Mohan              | South Ozone Park  | New York       | 11420 United States | 3/3/2015 |
| Xiomara Santos           | new york city     | New York       | 10034 United States | 3/3/2015 |
| Beth Bell                | Santa Cruz        | California     | 95062 United States | 3/3/2015 |
| Stephanie Silk Says      | Montclair         | New Jersey     | 7042 United States  | 3/3/2015 |
| Toni Mabry               | Griffin           | Georgia        | 30223 United States | 3/3/2015 |
| gloricel grajeda         | Santa Ana         | California     | 92702 United States | 3/3/2015 |
| Toral Fadia              | Atlanta           | Georgia        | 30363 United States | 3/3/2015 |
| Ely Gonzalez             | Manassas          | Virginia       | 20109 United States | 3/3/2015 |
| Bianca Vayna             | Cincinnati        | Ohio           | 45209 United States | 3/3/2015 |
| nina Pope                | Georgetown        | Texas          | 78633 United States | 3/3/2015 |
| Lorna Wallach            | boynton beach     | Florida        | 33437 United States | 3/3/2015 |
| tracy wesp               | Wittmann          | Arizona        | 85361 United States | 3/3/2015 |
| sri sivani charan yalama | Memphis           | Tennessee      | 38111 United States | 3/3/2015 |
| Francine Milewski        | Cape Coral        | Florida        | 33990 United States | 3/3/2015 |
| Phillip Gooden           | Worthington       | West Virginia  | 26591 United States | 3/3/2015 |
| Jacqueline Thompson      | The Colony        | Texas          | 75056 United States | 3/3/2015 |

|                       |                   |                |                          |          |
|-----------------------|-------------------|----------------|--------------------------|----------|
| Emily Cannon          | SLC               | Utah           | 84106 United States      | 3/3/2015 |
| Oscar Sanchez         | Hayward           | California     | 94541 United States      | 3/3/2015 |
| Cynthia Mahlin        | Lincoln           | Nebraska       | 68523 United States      | 3/3/2015 |
| Anthony Hoffman       | Bellingham        | Washington     | 98229 United States      | 3/3/2015 |
| Joanne Parker         | Philadelphia      | Pennsylvania   | 19131 United States      | 3/3/2015 |
| georgia andria        | Excelsior         | Minnesota      | 55331 United States      | 3/3/2015 |
| eddie maldonado       | farmington        | Michigan       | 48331 United States      | 3/3/2015 |
| Kimberly Bristol      | Melbourne         | Florida        | 32934 United States      | 3/3/2015 |
| LAURA ENNIS           | BALTIMORE         | Maryland       | 21211 United States      | 3/3/2015 |
| Tasha Rodriguez       | Allentown         | Pennsylvania   | 18102 United States      | 3/3/2015 |
| debra rhoades         | Reno              | Nevada         | 89512 United States      | 3/3/2015 |
| Sabrina Baker         | Metairie          | Louisiana      | 70003 United States      | 3/3/2015 |
| Jose Felix            | San Juan Bautista | California     | 95045 United States      | 3/3/2015 |
| irena kleiner         | SCHWEIZ           | South Carolina | 8867 United States       | 3/3/2015 |
| Michael Petronio      | Jersey City       | New Jersey     | 7307 United States       | 3/3/2015 |
| Katelyn Nettles       | Dripping Springs  | Texas          | 78620 United States      | 3/3/2015 |
| Jillian Saint Germain | Nokomis           | Florida        | 34275 United States      | 3/3/2015 |
| robert turano         | Los Angeles       | California     | 91405 United States      | 3/3/2015 |
| Antowan Jones         | Miami             | Florida        | 33137 United States      | 3/3/2015 |
| Tito Pezo             | mc lean           | Virginia       | 22102 United States      | 3/3/2015 |
| Mary Carroll          | Ridgewood         | New Jersey     | 7450 United States       | 3/3/2015 |
| Linda Chung           | Bellevue          | Washington     | 98004 United States      | 3/3/2015 |
| SUMMER MASON          | kirksville        | Missouri       | 63459 United States      | 3/3/2015 |
| Amara Wallace         | Arlington         | Texas          | 76017 United States      | 3/3/2015 |
| Rick Brown            | Pinole            | California     | 94564 United States      | 3/3/2015 |
| Steve Reynolds        | Broomall          | Pennsylvania   | 19008 United States      | 3/3/2015 |
| Brenna McFann         | Gibsonville       | North Carolina | 27249 United States      | 3/3/2015 |
| Karen Guilliams       | Port Saint Lucie  | Florida        | 34983 United States      | 3/3/2015 |
| Nancy Yarosis         | Benson            | North Carolina | 27504 United States      | 3/3/2015 |
| Chris watts           | Elkridge          | Maryland       | 21075 United States      | 3/3/2015 |
| CARLOS ESPINOZA       | LOS ANGELES       | California     | 90032 United States      | 3/3/2015 |
| Omar Ramos            | Brooklyn          | New York       | 11218 United States      | 3/3/2015 |
| Wanda Anderson Moor   | Bartlett          | Tennessee      | 38135 United States      | 3/3/2015 |
| Lisbet Stahrenberg    | Herfolge          | Maryland       | 46811 United States      | 3/3/2015 |
| gay broaddus          | arlington         | Texas          | 76017 United States      | 3/3/2015 |
| pamela cullen         | salisbury         | Maryland       | 21804 United States      | 3/3/2015 |
| Warren Scandrick      | Villa Rica        | Georgia        | 30180 United States      | 3/3/2015 |
| Steven Kostis         | Warren            | New Jersey     | 7059 United States       | 3/3/2015 |
| Ana g                 | Hollywood         | Florida        | 33023 United States      | 3/3/2015 |
| Arthur Rosson,Jr.     | Las Vegas         | Nevada         | 89119 United States      | 3/3/2015 |
| Suelin Jenkins        | Portland          | Oregon         | 97266 United States      | 3/3/2015 |
| Virginia Rallis       | Jamaica           | New York       | 11435 United States      | 3/3/2015 |
| chris capinaris       | brentwood         | California     | 94513 United States      | 3/3/2015 |
| Lucia Delgado         | carlsbad          | California     | 92008 United States      | 3/3/2015 |
| John Kim              | Lynnwood          | Washington     | 98036 United States      | 3/3/2015 |
| Andrew James          | Chandler          | Arizona        | 85225 United States      | 3/3/2015 |
| Pat Penn              | Tucson            | Arizona        | 85719-4343 United States | 3/3/2015 |

|                         |                   |                |                          |          |
|-------------------------|-------------------|----------------|--------------------------|----------|
| Dana Freeman            | Antioch           | California     | 94509 United States      | 3/3/2015 |
| Blaine Neuhard          | Roaring Branch    | Pennsylvania   | 17765 United States      | 3/3/2015 |
| KAROL PRICE             | Detroit           | Michigan       | 48228 United States      | 3/3/2015 |
| Regan Talleh            | Los Angeles       | California     | 90068 United States      | 3/3/2015 |
| ENRIQUE CARRILLO        | LONG BEACH        | California     | 90813 United States      | 3/3/2015 |
| Tami Barrios            | Rialto            | California     | 92376-4672 United States | 3/3/2015 |
| Erma Gates              | St. Louis         | Missouri       | 63115 United States      | 3/3/2015 |
| Mitchell Mead           | Tomball           | Texas          | 77375 United States      | 3/3/2015 |
| Jonny Martindale        | Canton            | Michigan       | 48188 United States      | 3/3/2015 |
| Maria Snyder            | Baltimore         | Maryland       | 21222 United States      | 3/3/2015 |
| Linda McCurry           | Wichita           | Kansas         | 67203 United States      | 3/3/2015 |
| Tiffanie Leach          | Bolingbrook       | Illinois       | 60440 United States      | 3/3/2015 |
| Deborah Crump           | Florissant        | Missouri       | 63031 United States      | 3/3/2015 |
| Andrea Lacariere        | San Jose          | California     | 95134 United States      | 3/3/2015 |
| Dotty Myers             | San Jose          | California     | 95123 United States      | 3/3/2015 |
| Emilisa Robles          | Queens Park       | New York       | 11434 United States      | 3/3/2015 |
| maggie melum            | berlin            | Wisconsin      | 54923 United States      | 3/3/2015 |
| holly brenkus           | Austinburg        | Ohio           | 44010 United States      | 3/3/2015 |
| Blake D                 | Campbell          | California     | 95008 United States      | 3/3/2015 |
| Taylor Bunch            | Elizabeth         | Colorado       | 80107 United States      | 3/3/2015 |
| Brandy Davis            | Oceanside         | California     | 92057 United States      | 3/3/2015 |
| Cheryl Farinha          | Petaluma          | California     | 94954 United States      | 3/3/2015 |
| Isabella Broskie        | Columbus          | Ohio           | 43219 United States      | 3/3/2015 |
| emma thomas             | Itasca            | Illinois       | 60143 United States      | 3/3/2015 |
| Roy Miles               | Brisbane          | California     | 94005 United States      | 3/3/2015 |
| Jack Weaver             | Summerville       | South Carolina | 29483 United States      | 3/3/2015 |
| Heather Gilmore         | Wilmington        | North Carolina | 28401 United States      | 3/3/2015 |
| Irmgard Cooper          | Muskegon          | Michigan       | 49441 United States      | 3/3/2015 |
| Julia Wade              | Arlington Heights | Illinois       | 60004 United States      | 3/3/2015 |
| Diane Boone             | Kankakee          | Illinois       | 60901 United States      | 3/3/2015 |
| Clsudia Rodriguez       | Santa Clara       | California     | 95050 United States      | 3/3/2015 |
| raquel maartel          | santa monica      | California     | 90404 United States      | 3/3/2015 |
| David Park              | New York City     | New York       | 10003 United States      | 3/3/2015 |
| Mark kerlin             | Denver            | Colorado       | 80260 United States      | 3/3/2015 |
| Maya Skalmer            | Flushing          | New York       | 11367 United States      | 3/3/2015 |
| cleo carriere           | GRETNA            | Louisiana      | 70056 United States      | 3/3/2015 |
| antonio robinson        | sarasota          | Florida        | 34234 United States      | 3/3/2015 |
| Giny Lonser             | Anchorage         | Alaska         | 99508 United States      | 3/3/2015 |
| janel Anderson          | Troy              | New York       | 12182 United States      | 3/3/2015 |
| michelle Zarate Velasqu | Lompoc            | California     | 93436 United States      | 3/3/2015 |
| Todd Snyder             | San Francisco     | California     | 94115 United States      | 3/3/2015 |
| ramsey nijmeh           | San Jose          | California     | 95110 United States      | 3/3/2015 |
| Deborah Hill            | Knoxville         | Tennessee      | 37920 United States      | 3/3/2015 |
| Kimberley Combs         | Middletown        | Ohio           | 45042 United States      | 3/3/2015 |
| Michael Hart            | Las Vegas         | Nevada         | 89119 United States      | 3/3/2015 |
| samantha grover         | Pacifica          | California     | 94044 United States      | 3/3/2015 |
| Alycia Mora             | Fort Myers        | Florida        | 33913 United States      | 3/3/2015 |

|                    |                    |                         |                          |          |
|--------------------|--------------------|-------------------------|--------------------------|----------|
| Suzanne Barnes     | Ashland            | Oregon                  | 97520 United States      | 3/3/2015 |
| Charlotte Lundemo  | Jackson            | Mississippi             | 39216 United States      | 3/3/2015 |
| Sneha Samant       | Piscataway Towns   | New Jersey              | 8854 United States       | 3/3/2015 |
| Adrienne Lewis     | Staten Island      | New York                | 10302 United States      | 3/3/2015 |
| miklos bosarge     | cincinnati         | Ohio                    | 45239 United States      | 3/3/2015 |
| Soi Amor           | Miami Beach        | Florida                 | 33139 United States      | 3/3/2015 |
| Mayra Gomez        | Houston            | Texas                   | 77022 United States      | 3/3/2015 |
| Karen Johnson      | Minneapolis        | Minnesota               | 55433 United States      | 3/3/2015 |
| Magdalen Hellmer   | Redford charter Tc | Michigan                | 48239 United States      | 3/3/2015 |
| Zara Iacono        | Aspen              | Colorado                | 81611 United States      | 3/3/2015 |
| Noel Checo         | Torrington         | Connecticut             | 6790 United States       | 3/3/2015 |
| Christina Espinosa | La Puente          | California              | 91744 United States      | 3/3/2015 |
| Michele Hood       | Chatsworth         | California              | 91311 United States      | 3/3/2015 |
| animosh ojibwe     | Bentonville        | Arkansas                | 72712 United States      | 3/3/2015 |
| steven malia       | salt lake city     | Utah                    | 84116 United States      | 3/3/2015 |
| Thomas Frazier     | Thornton           | Colorado                | 80233 United States      | 3/3/2015 |
| Lee McFarlane      | Preston            | Armed Forces F PR25 3DQ | United States            | 3/3/2015 |
| Sheri Sentelle     | Orlando            | Florida                 | 32820 United States      | 3/3/2015 |
| Judith Grezaffi    | Palm Springs       | California              | 92262 United States      | 3/3/2015 |
| Jessica Pierre     | Airway Heights     | Washington              | 99001 United States      | 3/3/2015 |
| Jack Lusk          | Zion               | Illinois                | 60099 United States      | 3/3/2015 |
| Nicole Ihler       | Kingdom            | Missouri                | 65251 United States      | 3/3/2015 |
| Kimberly Smith     | San Francisco      | California              | 94115 United States      | 3/3/2015 |
| Diana pereira      | Santa Clara        | California              | 95051 United States      | 3/3/2015 |
| Joseph Comanda     | San Jose           | California              | 95119 United States      | 3/3/2015 |
| Marina malimban    | Castro Valley      | California              | 94546 United States      | 3/3/2015 |
| MERCEDES DIMAIO    | TAMPA              | Florida                 | 33607 United States      | 3/3/2015 |
| Angel Simmons      | Ypsilanti          | Michigan                | 48197 United States      | 3/3/2015 |
| Pamela Ashford     | Los Gatos          | California              | 95033 United States      | 3/3/2015 |
| Mel Kunz           | Shorewood          | Illinois                | 60404 United States      | 3/3/2015 |
| Mario Jimenez      | Baldwin Park       | California              | 91706 United States      | 3/3/2015 |
| Jennifer Kilgrow   | Salt Lake City     | Utah                    | 84118 United States      | 3/3/2015 |
| Emily Rousell      | Ann Arbor          | Michigan                | 48103 United States      | 3/3/2015 |
| Anna Allyn         | Elgin              | Texas                   | 78621 United States      | 3/3/2015 |
| Lydia Fowler       | Seattle            | Washington              | 98102 United States      | 3/3/2015 |
| mary rey           | hallandale         | Florida                 | 33009 United States      | 3/3/2015 |
| Leonelle Lund      | Santa Clara        | California              | 95050 United States      | 3/3/2015 |
| Annette Ahlander   | Albuquerque        | New Mexico              | 87108 United States      | 3/3/2015 |
| Susie Maldonado    | Santa Clara        | California              | 95051 United States      | 3/3/2015 |
| Annalee Rhinehart  | Walnut Creek       | California              | 94597 United States      | 3/3/2015 |
| Julieen lara       | Santa Clara        | California              | 95051 United States      | 3/3/2015 |
| Monina Wright      | San Jose           | California              | 95110 United States      | 3/3/2015 |
| michael slade      | Gainesville        | Florida                 | 32609 United States      | 3/3/2015 |
| Marie Scott        | San Francisco      | California              | 94117 United States      | 3/3/2015 |
| Aaron Flores       | Simi Valley        | California              | 93065 United States      | 3/3/2015 |
| faith hurd         | Milford            | Delaware                | 19963 United States      | 3/3/2015 |
| Deanna Comeau      | Chanute            | Kansas                  | 66720-2921 United States | 3/3/2015 |

|                        |                    |            |                          |          |
|------------------------|--------------------|------------|--------------------------|----------|
| lisa messina           | Portola Valley     | California | 94028 United States      | 3/3/2015 |
| Valerie Castelo        | Los Gatos          | California | 95032 United States      | 3/3/2015 |
| Shirley Reyes          | San Jose           | California | 95123 United States      | 3/3/2015 |
| Brittany Rhymes        | Pasadena           | Texas      | 77505 United States      | 3/3/2015 |
| Yolanda Negron         | Thonotosassa       | Florida    | 33592 United States      | 3/3/2015 |
| Jailene Feenandez      | Miami              | Florida    | 33179 United States      | 3/3/2015 |
| MariaEugenia Pereira Q | Pompano Beach      | Florida    | 33065 United States      | 3/3/2015 |
| Kimberly Wiley         | Rochester          | New York   | 14612 United States      | 3/3/2015 |
| cynhtia thomas         | colo spgs          | Colorado   | 80919 United States      | 3/3/2015 |
| Amanda kozak           | San Jose           | California | 95124 United States      | 3/3/2015 |
| Tracy Brittingham      | Millsboro          | Delaware   | 19966 United States      | 3/3/2015 |
| Gail Dvorchak          | Wood River         | Illinois   | 62095 United States      | 3/3/2015 |
| Judith Bodie           | Bloomington        | Illinois   | 60108-1906 United States | 3/3/2015 |
| Diane Andrews          | Santa Clara        | California | 95051 United States      | 3/3/2015 |
| Claudia Sanchez        | Albany             | California | 94706 United States      | 3/3/2015 |
| Marie Takada           | Evanston           | Illinois   | 60202 United States      | 3/3/2015 |
| noenoe barney-campbe   | honolulu           | Hawaii     | 96813 United States      | 3/3/2015 |
| San Juanita Aguilar    | San Antonio        | Texas      | 78221 United States      | 3/3/2015 |
| julio wilches          | Aventura           | Florida    | 33160-4991 United States | 3/3/2015 |
| Abdi Osman             | Zzzzx              | Minnesota  | 5679 United States       | 3/3/2015 |
| Rich Welch             | Desert Hot Springs | California | 92241 United States      | 3/3/2015 |
| Nolan Joseph           | Staten Island      | New York   | 10314 United States      | 3/3/2015 |
| Cathleen Mrasek        | Flower Mound       | Texas      | 75028 United States      | 3/3/2015 |
| Rebecca Byer           | Sunnyvale          | California | 94087 United States      | 3/3/2015 |
| Amador Leal            | Gilroy             | California | 95021 United States      | 3/3/2015 |
| Chris Wall             | Milpitas           | California | 95035 United States      | 3/3/2015 |
| Rudy Raquedan          | San Jose           | California | 95127 United States      | 3/3/2015 |
| Kelly Kremer           | Sunnyvale          | California | 94089 United States      | 3/3/2015 |
| Pamela Treder          | Santa Clara        | California | 95051 United States      | 3/3/2015 |
| DEEANNE TARP           | Fresno             | California | 93704 United States      | 3/3/2015 |
| Lynn Gross-Cerf        | San Jose           | California | 95129 United States      | 3/3/2015 |
| Ewa Malachowski        | Santa Clara        | California | 95050 United States      | 3/3/2015 |
| Krystle Chipman        | San Jose           | California | 95148 United States      | 3/3/2015 |
| Ann Webb               | San Jose           | California | 95112 United States      | 3/3/2015 |
| Patrick Walker         | Los Gatos          | California | 95032 United States      | 3/3/2015 |
| Kymerli Brady          | San Jose           | California | 95110 United States      | 3/3/2015 |
| Paticia nunez          | San Jose           | California | 95128 United States      | 3/3/2015 |
| Armando Gomez          | Milpitas           | California | 95035 United States      | 3/3/2015 |
| Clyde Lerner           | Sunnyvale          | California | 94087 United States      | 3/3/2015 |
| John Mlnarik           | Santa Clara        | California | 95050 United States      | 3/3/2015 |
| Sandra balmonte        | San Jose           | California | 95127 United States      | 3/3/2015 |
| Louise Beshir          | Fremont            | California | 94536 United States      | 3/3/2015 |
| cindy carey            | San Jose           | California | 95118 United States      | 3/3/2015 |
| Daniel Peoples         | Monterey           | California | 93955 United States      | 3/3/2015 |
| Wyatt Gaylor           | Sloughhouse        | California | 95683 United States      | 3/3/2015 |
| Emanuele Codispoti     |                    |            | 88060 Italy              | 3/3/2015 |
| Abreeanah Shock        | Boise              | Idaho      | 83703 United States      | 3/3/2015 |

|                         |                |            |                     |          |
|-------------------------|----------------|------------|---------------------|----------|
| Fiona sytema            | tauranga       |            | New Zealand         | 3/3/2015 |
| Jaunell Waldo           | San Jose       | California | 95125 United States | 3/3/2015 |
| Susan Bianchi           | Saratoga       | California | 95070 United States | 3/4/2015 |
| Jason skinner           | Citrus Heights | California | 95610 United States | 3/4/2015 |
| Michael thiel           | Carmichael     | California | 95608 United States | 3/4/2015 |
| Margaret Roberge        | Sunnyvale      | California | 94089 United States | 3/4/2015 |
| Judy Haccou             | Santa Clara    | California | 95051 United States | 3/4/2015 |
| Molly Carbajal          | Santa Clara    | California | 95051 United States | 3/4/2015 |
| Sarah Iaffoday          | Roseville      | California | 95747 United States | 3/4/2015 |
| Georgie Gleim           | Palo Alto      | California | 94301 United States | 3/4/2015 |
| Sheryl Lawson           | San Jose       | California | 95132 United States | 3/4/2015 |
| Deven Terzian           | Las Vegas      | Nevada     | 89108 United States | 3/4/2015 |
| Laura Powers-Maloney    | Los Altos      | California | 94022 United States | 3/4/2015 |
| Kathleen Schneider      | Santa Clara    | California | 95050 United States | 3/4/2015 |
| Charles DeYoung         | Santa Clara    | California | 95050 United States | 3/4/2015 |
| brianne nolasco         | Santa Clara    | California | 95054 United States | 3/4/2015 |
| Florencio Perez         | San Jose       | California | 95112 United States | 3/4/2015 |
| veronica sanchez        | San Jose       | California | 95125 United States | 3/4/2015 |
| John Parkinson          | Santa Clara    | California | 95050 United States | 3/4/2015 |
| elizabeth velando       | Santa Clara    | California | 95054 United States | 3/4/2015 |
| Lupe Aguilar            | San Jose       | California | 95132 United States | 3/4/2015 |
| Karen Gentile           | Santa Clara    | California | 95050 United States | 3/4/2015 |
| Julie Fry               | San Jose       | California | 95113 United States | 3/4/2015 |
| Michael Szewczyk        | San Jose       | California | 95110 United States | 3/4/2015 |
| Reena Prasad            | Campbell       | California | 95008 United States | 3/4/2015 |
| Ray Wright              | Modesto        | California | 95351 United States | 3/4/2015 |
| Elena Bychkovskikh      | Sunnyvale      | California | 94086 United States | 3/4/2015 |
| Nancy Gutierrez         | Modestp        | California | 95356 United States | 3/4/2015 |
| Nahid Maiwand           | Broomfield     | Colorado   | 80021 United States | 3/4/2015 |
| Salvador De Los Angeles | Santa Clara    | California | 95050 United States | 3/5/2015 |
| Josh Hires              | San Jose       | California | 95112 United States | 3/5/2015 |
| Linda Zazzara           | Santa Clara    | California | 95051 United States | 3/5/2015 |
| Sue Speed               | Santa Clara    | California | 95051 United States | 3/5/2015 |
| Frank Lemmon            | Santa Clara    | California | 95054 United States | 3/5/2015 |
| Daniel Connors          | Santa Clara    | California | 95051 United States | 3/5/2015 |
| Lynn Wiese              | Santa Clara    | California | 95051 United States | 3/5/2015 |