

**CITY OF ROSEVILLE,
CALIFORNIA**

**Independent Accountant's Report on Applying
Agreed-Upon Procedures on the
Former Redevelopment Agency Funds
Excluding Low and Moderate Income Housing Funds**

**Pursuant to AB 1484
as Prescribed in
California Health and Safety Code Section 34179.5
Community Redevelopment**

City of Roseville, Successor Agency of
the City of Roseville Redevelopment Agency
Roseville, California

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

We have performed the procedures enumerated in Attachment A, which were agreed to by the City of Roseville, California (City), Successor Agency of the City of Roseville Redevelopment Agency (Successor Agency), the California State Controller's Office and the California Department of Finance (collectively referred to as Specified Parties) solely to assist the Specified Parties in determining the balances available for transfer to taxing entities from assets transferred to the Successor Agency, excluding assets transferred from the Low and Moderate Income Housing Funds of the former redevelopment agency, as prescribed in Sections 34179.5 of the California Health and Safety Code (Code). The management of the City, as Successor Agency, is responsible for the accounting records. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the Specified Parties. Consequently, we make no representation regarding the sufficiency of the procedures described below, either for the purpose for which this report has been requested, or for any other purpose.

The scope of this engagement was limited to performing the agreed-upon procedures as set forth in Attachment A, related to the assets transferred to the Successor Agency, excluding assets transferred from the Low and Moderate Income Housing Funds of the former redevelopment agency. Attachment A also identifies the findings noted as a result of the procedures performed.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion on the balances available for transfer to taxing entities from assets transferred to the Successor Agency from the former redevelopment agency, excluding assets transferred from the Low and Moderate Income Housing Funds of the former redevelopment agency, or as to the appropriateness of the other financial information summarized in Attachment A and Exhibits A to G. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Successor Agency, the California State Controller's Office, and the California Department of Finance and is not intended to be, and should not be, used by anyone other than these specified parties.

Maciee Sini & O'Connell LLP

Sacramento, California
March 7, 2013

**CITY OF ROSEVILLE, SUCESSOR AGENCY TO
THE CITY OF ROSEVILLE REDEVELOPMENT AGENCY
Attachment A – Agreed-Upon Procedures and Findings**

Our procedures and findings are as follows:

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

Procedure:

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

Results: We noted the former redevelopment agency transferred assets in the amount of \$13,540,504 from the former redevelopment agency to the Successor Agency, excluding assets transferred from the Low and Moderate Income Housing Fund of the former redevelopment agency, on February 1, 2012.

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

Procedures:

If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:

- A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to the city, county, or city and county that formed the redevelopment agency for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Successor Agency to the city, county, or city and county that formed the redevelopment agency for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

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Results: The State Controller’s Office has not completed its review, and therefore, has not issued its report regarding such review of transfers required under both Sections 34167.5 and 34178.8. Please refer to Exhibit A for transfers from the former redevelopment agency to the City for the period from January 1, 2011 through January 31, 2012, which were repayments of debt balances that were loaned by the City to the former redevelopment agency. Legal documents forming the basis for the underlying enforceable obligation were obtained, however, the total amount transferred was not required by the original agreements, but were authorized under resolution no. 12-01. This resolution authorized a total of \$8,111,836, however only a total of \$7,304,420 was transferred to reimburse the City funds for loans provided to the former redevelopment agency. The only other noted transfers made from the former redevelopment agency excluding the Low and Moderate Income Housing Funds to the City for the period from January 1, 2011 through January 31, 2012 were made under the statutory requirements with respect to Assembly Bill (AB) x1 26. The total amount of these transfers has been identified in procedure 1. It is management’s assertion that there were no other transfers of assets (excluding payments for goods and services) from the former Redevelopment Agency to the County for the period from January 1, 2011 through January 31, 2012 or from the Successor Agency to the City for the period from February 1, 2012 through June 30, 2012.

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

Procedures:

If the State Controller’s Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:

- A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency’s enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) [from the Successor Agency to any other public agency or private parties for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency’s enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Results: The State Controller’s Office has not completed its review, and therefore, has not issued its report regarding such review, of transfers required under both Sections 34167.5 and 34178.8. In addition, there were no transfers of assets (excluding payments for goods and services) from

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the Former Redevelopment Agency excluding the Low and Moderate Income Housing Funds to any other public agency or private parties for the period from January 1, 2011 through January 31, 2012 or from the Successor Agency to any other public agency or private parties for the period from February 1, 2012 through June 30, 2012; therefore these procedures were not applicable.

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

Procedures:

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

Results: We noted a difference of \$706,693 for the expenditures reported in the state controller’s report filed for the Redevelopment Agency and that reported in the fiscal year ended June 30, 2010 audited financial statements (financial statements). We also noted various classification differences between assets and liabilities reported in the state controller’s report filed for the Redevelopment Agency and that reported in the financial statements. There is \$13,433,044 of Advances from the City reported in the financial statements that was reclassified to long-term liabilities during the fiscal year 2011. This reclassification resulted in a difference of \$13,433,044 in the fund balance amount in the state controller’s report as compared to the financial statements. There is \$816,836 of Advances to other funds reported in the financial statements that is reported as \$816,836 of Other assets in the state controller’s report. Also, the financial statements report \$17,166 of Accrued liabilities, \$739,455 of Due to City, \$1,610,573 of Due to other governments, \$816,836 of Advances from other funds, \$5,557,829 of Deferred revenues, \$5,543,675 of Deferred liabilities, and \$6,606 of Deposits that have been reported as \$14,292,140 of Other liabilities in the state controller’s report. Financial data for the fiscal periods ending June 30, 2010 and 2011 is supported by the audited financial statements. Financial data for the periods ending January 31, 2012 and June 30, 2012 is supported by Successor Agency accounting records. Please refer to Exhibit B for a summary of the financial transactions.

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

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

Procedure:

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

Results: No exceptions were noted as a result of the procedure performed. Please refer to Exhibit C for a listing of all assets of the Successor Agency, excluding the Low and Moderate Income Housing Fund Assets, held by the Successor Agency at June 30, 2012.

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

Procedures:

Obtain from the Successor Agency a listing of asset balances held on June 30, 2012 that are restricted for the following purposes:

A. Unspent bond proceeds:

- i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures, amounts set aside for debt service payments, etc.)
- ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
- iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.

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

Results: No exceptions were noted as a result of the procedure performed. Please refer to Exhibit D.

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

Procedures:

- A. Obtain from the Successor Agency a listing of assets as of June 30, 2012 that are not liquid or otherwise available for distribution (such as capital assets, land held for resale, long-term receivables, etc.) and ascertain if the values are listed at either purchase cost (based on book value reflected in the accounting records of the Successor Agency) or market value as recently estimated by the Successor Agency.
- B. If the assets listed at 7(A) are listed at purchase cost, trace the amounts to a previously audited financial statement (or to the accounting records of the Successor Agency) and note any differences.
- C. For any differences noted in 7(B), inspect evidence of disposal of the asset and ascertain that the proceeds were deposited into the Successor Agency trust fund. If the differences are due

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to additions (this generally is not expected to occur), inspect the supporting documentation and note the circumstances.

- D. If the assets listed at 7(A) are listed at recently estimated market value, inspect the evidence (if any) supporting the value and note the methodology used. If no evidence is available to support the value and/or methodology, note the lack of evidence.

Results: No exceptions were noted as a result of the procedures. Please refer to Exhibit E for the listing of Successor Agency's assets other than cash and cash equivalents, excluding the Low and Moderate Income Housing Fund Assets, held by the Successor Agency at June 30, 2012.

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

Procedures:

- A. If the Successor Agency believes that asset balances need to be retained to satisfy enforceable obligations, obtain from the Successor Agency an itemized schedule of asset balances (resources) as of June 30, 2012 that are dedicated or restricted for the funding of enforceable obligations and perform the following procedures. The schedule should identify the amount dedicated or restricted, the nature of the dedication or restriction, the specific enforceable obligation to which the dedication or restriction relates, and the language in the legal document that is associated with the enforceable obligation that specifies the dedication of existing asset balances toward payment of that obligation.
- i. Compare all information on the schedule to the legal documents that form the basis for the dedication or restriction of the resource balance in question.
 - ii. Compare all current balances to the amounts reported in the accounting records of the Successor Agency or to an alternative computation.
 - iii. Compare the specified enforceable obligations to those that were included in the final Recognized Obligation Payment Schedule approved by the California Department of Finance.
 - iv. Attach as an exhibit to the report the listing obtained from the Successor Agency. Identify in the report any listed balances for which the Successor Agency was unable to provide appropriate restricting language in the legal document associated with the enforceable obligation.

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- B. If the Successor Agency believes that future revenues together with balances dedicated or restricted to an enforceable obligation are insufficient to fund future obligation payments and thus retention of current balances is required, obtain from the Successor Agency a schedule of approved enforceable obligations that includes a projection of the annual spending requirements to satisfy each obligation and a projection of the annual revenues available to fund those requirements and perform the following procedures:
- i. Compare the enforceable obligations to those that were approved by the California Department of Finance. Procedures to accomplish this may include reviewing the letter from the California Department of Finance approving the Recognized Enforceable Obligation Payment Schedules for the six month period from January 1, 2012 through June 30, 2012 and for the six month period July 1, 2012 through December 31, 2012.
 - ii. Compare the forecasted annual spending requirements to the legal document supporting each enforceable obligation.
 - a. Obtain from the Successor Agency its assumptions relating to the forecasted annual spending requirements and disclose in the report major assumptions associated with the projections.
 - iii. For the forecasted annual revenues:
 - a. Obtain from the Successor Agency its assumptions for the forecasted annual revenues and disclose in the report major assumptions associated with the projections.
- C. If the Successor Agency believes that projected property tax revenues and other general purpose revenues to be received by the Successor Agency are insufficient to pay bond debt service payments (considering both the timing and amount of the related cash flows), obtain from the Successor Agency a schedule demonstrating this insufficiency and apply the following procedures to the information reflected in that schedule.
- i. Compare the timing and amounts of bond debt service payments to the related bond debt service schedules in the bond agreement.
 - ii. Obtain the assumptions for the forecasted property tax revenues and disclose major assumptions associated with the projections.
 - iii. Obtain the assumptions for the forecasted other general purpose revenues and disclose major assumptions associated with the projections.
- D. If procedures A, B, or C were performed, calculate the amount of current unrestricted balances necessary for retention in order to meet the enforceable obligations by performing the following procedures.
- i. Combine the amount of identified current dedicated or restricted balances and the amount of forecasted annual revenues to arrive at the amount of total resources available to fund enforceable obligations.
 - ii. Reduce the amount of total resources available by the amount forecasted for the annual spending requirements. A negative result indicates the amount of current unrestricted balances that needs to be retained.
 - iii. Include the calculation in the AUP report.

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Results: It is management’s assertion that there are no enforceable obligations other than ROPS obligations identified on Exhibit F. There were no assets identified as needing to be retained to satisfy enforceable obligations; therefore these procedures were not applicable.

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

Procedure:

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

Results: Based on our inquiry with management, the Successor Agency believes that \$2,693,164 of the cash balances, excluding the Low and Moderate Income Housing Fund Assets, held by the Successor Agency at June 30, 2012, are needed to satisfy obligations on the ROPS for the period of July 1, 2012 through December 31, 2012. We identified a total of \$454,537 that was previously disallowed by the Department of Finance, citing that loans between the City that created the redevelopment agency (RDA) and the Successor Agency are not enforceable obligations. Please refer to Exhibit F for the results of this procedure.

- 10) **Citation:** *34179.5(c)(6) The review shall total the net balances available after deducting the total amounts described in subparagraphs (B) to (E), inclusive, of paragraph (5). The review shall add any amounts that were transferred as identified in paragraphs (2) and (3) of subdivision (c) if an enforceable obligation to make that transfer did not exist. The resulting sum shall be available for allocation to affected taxing entities pursuant to Section 34179.6. It shall be a rebuttable presumption that cash and cash equivalent balances available to the successor agency are available and sufficient to disburse the amount determined in this paragraph to taxing entities. If the review finds that there are insufficient cash balances to transfer or that cash or cash equivalents are specifically obligated to the purposes described in subparagraphs (B), (D), and (E) of paragraph (5) in such amounts that there is insufficient cash to provide the full amount determined pursuant to this paragraph, that amount shall be demonstrated in an additional itemized schedule.*

Procedure:

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

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purpose. Separate schedules should be completed for the Low and Moderate Income Housing Fund and for all other funds combined (excluding the Low and Moderate Income Housing Fund).

Results: No exceptions were noted as a result of the procedure performed. Please refer to Exhibit G for the results of this procedure.

- 11) Obtain a representation letter from Successor Agency management acknowledging their responsibility for the data provided to the practitioner and the data presented in the report or in any attachments to the report. Included in the representations should be an acknowledgment that management is not aware of any transfers (as defined by Section 34179.5) from either the former redevelopment agency or the Successor Agency to other parties for the period from January 1, 2011 through June 30, 2012 that have not been properly identified in the AUP report and its related exhibits. Management's refusal to sign the representation letter should be noted in the AUP report as required by attestation standards.

Results: No exceptions were noted as a result of this procedure.

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EXHIBIT A -FORMER REDEVELOPMENT AGENCY, EXCEPT ITS LOW AND MODERATE INCOME HOUSING FUND,
ASSET TRANSFERS TO THE CITY OF ROSEVILLE FOR THE PERIOD JANUARY 1, 2011 THROUGH JANUARY 31, 2012**

	Asset		Date of	Book value of	Describe the purpose of the transfer and specify the enforceable	Finding
	Description	Name of the recipient	Transfer	asset at date of	obligation or other legal requirement requiring such transfer and the	
				transfer	date of such requirement. Also, note whether the asset transfer was	
					reversed and the date of such reversal.	
1	Cash	City of Roseville	1/31/2012	1,050,000	RDA Loan Payoff-General Fund-Vernon Street SS Project - (Bond	Note A
2	Cash	City of Roseville	7/1/2011	50,000	Proceeds Swap transaction)	None
3	Cash	City of Roseville	1/31/2012	5,835,554	Annual Transfer RDA to General Fund-Loan	Note A
4	Cash	City of Roseville	7/1/2011	37,238	RDA Loan Payoff-Strategic Improvement Fund-RCDC, Riverside,	None
5	Cash	City of Roseville	7/1/2011	331,628	Automall (Bond Proceeds Swap transaction)	None
					Annual Transfer RDA 238 Vernon Street to Gen Fund	
					Annual Transfer Flood Fund Loan to General Fund	

Note A Transfer amount was not stipulated in original loan agreement. Resolution No. 12-01 authorized repayment to the City.

**CITY OF ROSEVILLE, SUCCEESSOR AGENCY TO
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EXHIBIT B - COMBINED SUMMARY OF FINANCIAL DATA**

	Redevelopment Agency 12 Months Ending 6/30/2010	Redevelopment Agency 12 Months Ending 6/30/2011	Redevelopment Agency 7 Months Ending 1/31/2012	Successor Agency 5 Months Ending 6/30/2012
Assets:				
Cash and investments	\$ 9,287,524	\$ 11,243,797	\$ 4,730,463	\$ 5,364,561
Restricted cash and investments with fiscal agents	13,447,439	11,499,968	5,938,983	5,945,079
Receivables:				
Accounts	10,583	5,667	9,153	-
Taxes	484,669	21,916	-	-
Accrued interest	59,138	72,451	365,225	104,405
Advances to other funds	816,836	653,469	490,102	-
Notes receivable	7,135,553	7,113,629	10,466,927	5,115,483
Land held for resale	5,205,022	6,281,007	6,281,007	5,419,762
Total Assets	\$ 36,446,764	\$ 36,891,904	\$ 28,281,860	\$ 21,949,290
Liabilities:				
Accounts payable	\$ 559,850	\$ 40,883	\$ 114,709	\$ 1,128,935
Accrued liabilities	17,166	21,059	461	582,747
Due to City	739,455	-	-	-
Due to other governments	1,610,573	-	-	-
Advances from other funds	816,836	653,469	490,102	-
Advances from the City	13,433,044	-	-	-
Deferred revenues	5,557,829	7,159,507	7,345,715	-
Deferred liabilities	5,543,675	91,733	-	-
Deposits	6,606	-	-	-
Total Liabilities	\$ 28,285,034	\$ 7,966,651	\$ 7,950,987	\$ 1,711,682
Equity	\$ 8,161,730	\$ 28,925,253	\$ 20,330,873	\$ 20,237,608
Total Liabilities + Equity	\$ 36,446,764	\$ 36,891,904	\$ 28,281,860	\$ 21,949,290
Total Revenues:	\$ 9,170,530	\$ 6,007,058	\$ 3,515,702	\$ 1,410,535
Total Expenditures/Expenses:	\$ 15,686,667	\$ 8,335,890	\$ 4,557,189	\$ 2,406,805
Total Transfers:	\$ 1,600,809	\$ 5,254,848	\$ (7,552,893)	\$ 21,233,878
Net change in equity	\$ (4,915,328)	\$ 2,926,016	\$ (8,594,380)	\$ 20,237,608
Beginning Equity:	\$ 13,077,058	\$ 25,999,237 [1]	\$ 28,925,253	\$ -
Ending Equity:	\$ 8,161,730	\$ 28,925,253	\$ 20,330,873	\$ 20,237,608
[1] Restatements	\$ -	\$ 17,837,507	\$ -	\$ -
Other Information (show year end balances for all three years presented)				
Capital Assets as of end of year, net	\$ -	\$ 1,762,188		\$ 1,762,188
Long term debt as of end of year	\$ 34,845,000	\$ 67,133,517		\$ 59,122,486

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EXHIBIT C - SUCCESSOR AGENCY ASSETS EXCLUDING LOW AND MODERATE INCOME
HOUSING FUND ASSETS TRANSFERRED TO THE SUCCESSOR AGENCY**

Assets	Total value as of June 30, 2012
Cash	\$ 3,369,892
Cash with fiscal agent	5,945,079
Unrealized gain/loss-investment	9
Interest Receivable	10
Notes Receivable	35,162
Interest Receivable, Deferred	54,600
Deferred Receivable	5,080,321
Land	
115 Linda Drive	1,229,040
110 Linda Drive	251,783
116 & 120 Pacific Street	206,996
Easements	74,369
Construction Work In Progress	59,121
Land held for resale	
8051 Washington Blvd	3,200,668
330 Vernon Street	2,004,354
133 Church Street	214,740
	214,740
Total Assets	\$ 21,726,144

**CITY OF ROSEVILLE, SUCCESSOR AGENCY TO
THE CITY OF ROSEVILLE REDEVELOPMENT AGENCY
EXHIBIT D - EXCLUDING LOW AND MODERATE INCOME HOUSING FUND RESTRICTED
ASSETS TRANSFERRED TO THE SUCCESSOR AGENCY**

A. Unspent Bond Proceeds

Assets	Total value as of June 30, 2012	Computation of the Restricted Balance	Source of funds	Source for the computation of the restricted balance (i.e. accounting records or other supporting documentation)	Identify the document requiring the restriction. For each restriction identified on these schedules, indicate the period of time for which the restrictions are in effect. Note whether the restrictions are in effect until the related assets are expended for their intended purpose.
Unspent bond proceeds	\$ 5,944,943	Original bond proceeds \$ 6,354,254 Interest earned from inception to June 30, 2012 612,956 Total project expenses from inception to June 30, 2012 <u>(1,022,267)</u> Unspent bond proceeds <u>\$ 5,944,943</u>	Bond proceeds	Accounting records	The Tax Allocation Housing Bonds, Series 2006 H-T Official Statement requires the restriction. The restriction is in effect until all the bond proceeds are expended for their intended purpose.

B. Grant Proceeds and Program Income

Assets	Total value as of June 30, 2012	Computation of the Restricted Balance	Source of funds	Source for the computation of the restricted balance (i.e. accounting records or other supporting documentation)	Identify the document requiring the restriction. For each restriction identified on these schedules, indicate the period of time for which the restrictions are in effect. Note whether the restrictions are in effect until the related assets are expended for their intended purpose.
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No grant proceeds and program income were identified.

C. Other Assets Considered Legally Restricted

Description	Total value as of June 30, 2012	Computation of the Restricted Balance	Source of funds	Source for the computation of the restricted balance (i.e. accounting records or other supporting documentation)	Identify the document requiring the restriction. For each restriction identified on these schedules, indicate the period of time for which the restrictions are in effect. Note whether the restrictions are in effect until the related assets are expended for their intended purpose.
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No other assets considered legally restricted were identified.

**CITY OF ROSEVILLE, SUCCESSOR AGENCY TO
THE CITY OF ROSEVILLE REDEVELOPMENT AGENCY
EXHIBIT E - SUCCESSOR AGENCY ASSETS OTHER THAN CASH AND CASH EQUIVALENTS,
EXCLUDING LOW AND MODERATE INCOME HOUSING FUND ASSETS**

Asset	Total value as of June 30, 2012	Basis (i.e. Book Value/Fair Market Value)	Description of the records provided supporting the book value listed (i.e. previously audited financial statements or the accounting records) and any differences noted. If differences pertain to disposal of assets, note whether the proceeds were deposited into the Successor Agency.
Land			
110 Linda Drive	\$ 251,783	Book Value	Accounting Records
115 Linda Drive	1,229,040	Book Value	Accounting Records
116 & 120 Pacific Street	206,996	Book Value	Accounting Records
Easements	74,369	Book Value	Accounting Records
Work in Progress Asset	59,121	Book Value	Accounting Records
Land held for resale			
8051 Washington Blvd	3,200,668	Book Value	Accounting Records
133 Church Street	214,740	Book Value	Accounting Records
330 Vernon Street	2,004,354	Book Value	Accounting Records
Unrealized gain/loss-investment	9	Book Value	Accounting Records
Interest Receivable	10	Book Value	Accounting Records
Notes Receivables	35,162	Book Value	Accounting Records
Interest Receivable-Deferred	54,600	Book Value	Accounting Records
Deferred Receivables	5,080,321	Book Value	Accounting Records
Total Assets	\$ 12,411,173		

**CITY OF ROSEVILLE, SUCCESSOR AGENCY TO
THE CITY OF ROSEVILLE REDEVELOPMENT AGENCY
EXHIBIT F - SUCCESSOR AGENCY ASSETS, EXCLUDING LOW AND MODERATE INCOME HOUSING FUND, THAT
ARE NEEDED TO SATISFY OBLIGATIONS ON THE ROPS FOR THE PERIOD JULY 1, 2012 THROUGH JUNE 30, 2013**

Project Name/ Debt Obligation	Item #	Payee	Description	Total Outstanding Debt or Obligation as of June 30, 2012	Total due during the 6-month period ending		Total due for fiscal year ending June 30, 2013	Dollar amount of existing cash needed		Explanation for retaining funds
					ROPS II 12/31/2012	ROPS III 06/30/2013				
City Loan-85671 (1998)	ROPS II, Page 1, Line 5	City of Roseville-GF	General Fund Underpayment of Passthroughs	85,671	85,671	-	85,671	85,671	Note A	Included in fund balance before ROPS II funding was received.
City Loan-7747948 (2002)	ROPS II, Page 1, Line 7	City of Roseville-AR	Auto Replacement Fund Loan for Formation of RDA	5,128,050	440,000	-	440,000	331,628	Note A	Included in fund balance before ROPS II funding was received. Remaining fund balance used to payoff portion of City Loan.
City Loan-1000000 (2005)	ROPS II, Page 1, Line 9	City of Roseville-SIF	Strategic Imp Fund Acq 238 Vernon St	1,248,387	37,238	-	37,238	37,238	Note A	Included in fund balance before ROPS II funding was received.
Tax Allocation Bonds - 2002	ROPS II, Page 1, Line 14 / ROPS III Page 1, Line 14 & Line 20	Bank of New York Mellon	Bonds for Capital Improvement Projects	20,221,380	293,650	590,553	884,203	293,650		Note B
Tax Allocation Bonds - 2006A	ROPS II, Page 1, Line 15 / ROPS III Page 1, Line 15 & Line 21	Bank of New York Mellon	Bonds for Capital Improvement Projects	29,500,562	320,312	530,302	850,614	320,312		Note B
Tax Allocation Bonds - 2006AT	ROPS II, Page 1, Line 16 / ROPS III Page 1, Line 16 & Line 22	Bank of New York Mellon	Bonds for Acq of Property & Comm Loans	4,415,288	78,426	161,281	239,707	78,426		Note B
Tax Allocation Bonds	ROPS III Page 1, Line 18	Bank of New York Mellon	Bonds for CIP-Principal Only-(Sept 2012 Not on ROPS II)	N/A	-	530,000	530,000	530,000		Not included on ROPS II. Needs to be retained to satisfy September 2012 Principal Payment.
Tax Allocation Bonds - 2006HT	ROP II, Page 1, Line 17	Bank of New York Mellon	Bonds for Housing Projects	1,329,491	181,732	-	181,732	181,732		Note B
Fiscal Agent Fees Debt Service	ROPS II, Page 1, Line 18 / ROPS III Page 1, Line 19	Bank of New York Mellon	Annual Fiscal Agent Fees for Bonds	250,623	4,183	11,008	15,191	6,666		Note B
Continuing Disclosure Reports	ROPS II, Page 1, Line 19 / ROPS III, Page 1, Line 24	Consultant	Annual Continuing Disclosure Reports	73,177	-	4,435	4,435	-		
Interfund Loan	ROPS II, Page 1, Line 20	Low/Mod Housing Fund	Repayment for SERAF Loan	558,391	111,676	-	111,676	111,676		Note B
Interfund Loan	ROPS II, Page 1, Line 21	Low/Mod Housing Fund	Repayment for SERAF Loan	258,455	51,689	-	51,689	51,689		Note B
Due Diligence Review	ROPS III, Page 1, Line 28	TBD	Audit Charges for DDR	10,000	-	10,000	10,000	-		
SA Employee Costs	ROPS II, Page 2, Line 1 ROPS III, Page 1, Line 29	City of Roseville	Payroll Costs	223,170	111,588	148,166	259,754	111,588		Note B
Other SA Admin Costs	ROPS II, Page 2, Line 2	City of Roseville	Administrative Costs	26,830	13,416	-	13,416	13,416		Note B
Other SA Admin Costs	ROPS II, Page 4, Line 1	City of Roseville	Administrative Costs	47,306	23,652	-	23,652	23,652		Note B
Passthrough Payments	ROPS II, Page 3, Line 3/ ROPS III, Page 1, Line 30	Roseville Joint Union HS	Negotiated Passthru per former CRL 33401	196,342	196,342	450,000	646,342	196,342		Note B
Passthrough Payments	ROPS II, Page 3, Line 4	Roseville City School Dist	Negotiated Passthru per former CRL 33401	201,888	201,888	-	201,888	201,888		Note B
Passthrough Payments	ROPS II, Page 3, Line 5	Placer County Off of Educ	Negotiated Passthru per former CRL 33401	32,600	32,600	-	32,600	32,600		Note B
Passthrough Payments	ROPS II, Page 3, Line 6	Sierra College	Negotiated Passthru per former CRL 33401	74,488	74,488	-	74,488	74,488		Note B
Landscaping & Lighting	ROPS II, Page 3, Line 10	Vernon St Dist LLDs	Vernon St Dist LLDs	1,400	1,400	-	1,400	1,400		Note B
Landscaping & Lighting	ROPS II, Page 3, Line 11	Historic Dist LLDs	Historic Dist LLDs	3,600	3,600	-	3,600	3,600		Note B
Contract Services	ROPS II, Page 3, Line 14/ ROPS III, Page 1, Line 40	Maze & Associates	Audit Charges	11,000	5,502	5,498	11,000	5,502		Note B
Contract Services	ROPS III, Page 1, Line 33	IES	HVAC Repairs Post Office	9,006	-	9,006	9,006	-		
Contract Services	ROPS III, Page 1, Line 36	Bullard Construction	Ceiling Repairs, Post Office	886	-	886	886	-		
Contract Services	ROPS III, Page 1, Line 37	TBD	Unexpected Maintenance issues on properties	15,000	-	15,000	15,000	-		
Contract Services	ROPS III, Page 1, Line 41	USPS	Relocation Expenses	470,000	-	-	-	-		
				\$ 64,392,991	\$ 2,269,053	\$ 2,466,135	\$ 4,735,188	\$ 2,693,164		

Note A - City loans previously not allowed by the Department of Finance as enforceable obligations

Note B - All ROPS II funding is included in the cash balance as of June 30, 2012 and must be retained to satisfy ROPS II (July through December 2012) obligations

**CITY OF ROSEVILLE, SUCCESSOR AGENCY TO
THE CITY OF ROSEVILLE REDEVELOPMENT AGENCY
EXHIBIT G - SUCCESSOR AGENCY ASSETS, EXCLUDING LOW
AND MODERATE INCOME HOUSING FUND THAT ARE AVAILABLE
TO DISTRIBUTE TO AFFECTED TAXING ENTITIES**

SUMMARY OF BALANCES AVAILABLE FOR ALLOCATION TO AFFECTED TAXING ENTITIES

Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5)	Exhibit C	\$ 21,726,144
Add the amount of any assets transferred to the city or other parties for which an enforceable obligation with a third party requiring such transfer and obligating the use of the transferred assets did not exist (procedures 2 and 3)		-
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6)	Exhibit D	5,944,943
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)	Exhibit E	12,411,173
Less balances that are legally restricted for the funding of an enforceable obligation (net of projected annual revenues available to fund those obligations) - (procedure 8)		-
Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9)	Exhibit F	2,693,164
Less the amount of payments made on July 12, 2012 to the County Auditor-Controller as directed by the California Department of Finance		<u>995,870</u>
Amount to be remitted to county for disbursement to taxing entities		<u><u>\$ -</u></u>

Note A - Total is less than zero, however a negative balance cannot be distributed to taxing entities.