

RESOLUTION NO. OB-VVEDA-18-001

RESOLUTION OF THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY ADOPTING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE 18-19 PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 FOR THE PERIOD COMMENCING ON JULY 1, 2018 AND ENDING ON JUNE 30, 2019

WHEREAS, pursuant to Health and Safety Code section 34172, the Victor Valley Economic Development Authority is deemed dissolved; and

WHEREAS, pursuant to Resolution No. 12-002, the Board of Commissioners of the Victor Valley Economic Development Authority confirmed that the Victor Valley Economic Development Authority shall serve as the successor agency to the Victor Valley Economic Development Authority (the "Successor Agency"); and

WHEREAS, pursuant to Health and Safety Code section 34177 ("Section 34177"), a successor agency is required to adopt a Recognized Obligation Payment Schedule that lists all of the obligations that are considered enforceable within the meaning of Health and Safety Code Section 34171(d); and

WHEREAS, pursuant to Health and Safety Code section 34177(a)(3), the Successor Agency is prohibited from making a payment unless it is listed on an adopted Recognized Obligation Payment Schedule; and

WHEREAS, pursuant to Health and Safety Code section 34179(a), each Successor Agency shall have an Oversight Board; and

WHEREAS, pursuant to Health and Safety Code section 34177(l)(2)(B), the Recognized Obligation Payment Schedule must be submitted to and duly approved by the Oversight Board;

NOW, THEREFORE, THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY DOES HEREBY FIND, RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Recitals

The Recitals set forth above are true and correct and incorporated herein by reference.

Section 2. Adoption of Recognized Obligation Payment Schedule

In accordance with Health and Safety Code Section 34177, and based on the Recitals set forth above, the Oversight Board for the Successor Agency (the "Oversight Board") hereby approves and adopts the Recognized Obligation Payment Schedule 18-19 attached hereto as Exhibit "A", and incorporated herein by this reference.

Section 3. Implementation

The Oversight Board hereby authorizes and directs the Successor Agency's Executive Director, or his or her designee, to: (1) post the Recognized Obligation Payment Schedule on the Successor Agency and/or the Victor Valley Economic Development Authority website; (2) submit to, by mail or electronic means to the County Chief Administrative Officer, County Auditor-Controller, the Department of Finance, and the State Controller; and (3) to execute and deliver such documents and instruments and to do such things which may be necessary or proper to effectuate the purposes of this Resolution and to implement the Recognized Obligation Payment Schedule.

Section 4. CEQA

The Oversight Board, under Title 14 of the California Code of Regulations, Section 15378(b)(4), that this Resolution is exempt from the requirements of the California Environmental Quality Act ("CEQA") in that it is not a "project," but instead consists of the continuation of a governmental funding mechanism for potential future projects and programs, and does not commit funds to any specific project or program.

Section 5. Effective Date

This Resolution shall take effect five days after its adoption.

Section 6. Certification

The Oversight Board Secretary shall certify to the passage and adoption of this Resolution; shall enter the same in the book of original Resolutions of the Oversight Board; and shall make a minute of passage and adoption thereof in the records of the proceedings of the Oversight Board, in the minutes of the meeting at which this Resolution is passed and adopted.

PASSED, APPROVED AND ADOPTED this 25th day of January, 2018, by the following vote:

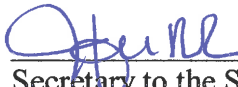
AYES: Ray Johnson, Hoegerman, Lamoreaux, Metzler
NOES: None
ABSENT: Richardson
ABSTAIN: None



Chairman of the Oversight Board for the Successor
Agency to the Victorville Redevelopment Agency

(SEAL)

ATTEST:



Secretary to the Successor Agency to the
Victorville Redevelopment Agency

EXHIBIT "A"

RECOGNIZED OBLIGATION PAYMENT SCHEDULE 18-19

[SEE ATTACHED]

Recognized Obligation Payment Schedule (ROPS 18-19) - Summary
 Filed for the July 1, 2018 through June 30, 2019 Period

Successor Agency: Victor Valley
 County: San Bernardino

| <u>Current Period Requested Funding for Enforceable Obligations (ROPS Detail)</u> | <u>18-19A Total (July - December)</u> | <u>18-19B Total (January - June)</u> | <u>ROPS 18-19 Total</u> |
|---|---|--|-------------------------|
| A Enforceable Obligations Funded as Follows (B+C+D): | \$ - | \$ - | \$ - |
| B Bond Proceeds | - | - | - |
| C Reserve Balance | - | - | - |
| D Other Funds | - | - | - |
| E Redevelopment Property Tax Trust Fund (RPTTF) (F+G): | \$ 43,107,534 | \$ 29,650,792 | \$ 72,758,326 |
| F RPTTF | 42,857,534 | 29,400,792 | 72,258,326 |
| G Administrative RPTTF | 250,000 | 250,000 | 500,000 |
| H Current Period Enforceable Obligations (A+E): | \$ 43,107,534 | \$ 29,650,792 | \$ 72,758,326 |

Certification of Oversight Board Chairman:
 Pursuant to Section 34177 (o) 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 successor agency.

Keith C. Metzler, Chairman
 Name Title
 /s/ [Signature] 1/25/18
 Signature Date

Victor Valley Recognized Obligation Payment Schedule (ROPS 18-19) - ROPS Detail

July 1, 2018 through June 30, 2019

(Report Amounts in Whole Dollars)

| A | B | C | D | E | F | G | H | I | J | K | 18-19A (July - December) | | | | | 18-19B (January - June) | | | | | W | | |
|--------|---|------------------------------------|-----------------------------------|-------------------------------------|--------------------------------------|---|--------------------|--------------------------------------|---------|-----------------------------|--------------------------|-----------------|-------------|-----------------------------|-------------|-----------------------------|---------------|-----------------|-------------|----------------------------|-------------|----------------------------|---------------|
| | | | | | | | | | | | Fund Sources | | | | | Fund Sources | | | | | | | |
| | | | | | | | | | | | L | M | N | O | P | Q | R | S | T | U | | V | |
| | | | | | | | | | | | | | | | | | | | | | | | Bond Proceeds |
| 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 | ROPS 18-19 Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 18-19A Total | Bond Proceeds | Reserve Balance | Other Funds | RPTTF | Admin RPTTF | 18-19B Total | |
| 2 | Joint Powers Authority Agreement (SCLAA Bonds 1-9) | Bonds Issued On or Before 12/31/10 | 5/23/2000 | 6/23/2052 | City of Victorville/SCLAA | Bonds issued to fund projects | VVEDA Project Area | \$ 949,408,453 680,691,768 | N | \$ 72,758,326 21,489,392 | \$ - | \$ - | \$ - | \$ 42,857,534 13,495,014 | \$ 250,000 | \$ 43,107,534 13,495,014 | \$ - | \$ - | \$ - | \$ 29,400,792 7,994,378 | \$ 250,000 | \$ 29,650,792 7,994,378 | |
| 3 | Joint Powers Authority Agreement (Hesperia portion per JPA) | Miscellaneous | 5/23/2000 | 6/23/2052 | City of Hesperia | Obligation pursuant to Joint Powers Authority Agreement | VVEDA Project Area | 71,197,016 | N | | | | | | | | | | | | | | |
| 4 | Joint Powers Authority Agreement (County portion per JPA) | Miscellaneous | 5/23/2000 | 6/23/2052 | County of San Bernardino | Obligation pursuant to Joint Powers Authority Agreement | VVEDA Project Area | 66,249,815 | N | | | | | | | | | | | | | | |
| 5 | Joint Powers Authority Agreement (Apple Valley Bonds 2005 and 2007) | Bonds Issued On or Before 12/31/10 | 5/23/2000 | 6/23/2052 | Town of Apple Valley | Bonds issued to fund projects | VVEDA Project Area | 20,096,826 | N | \$ 1,057,632 | | | | 308,816 | | \$ 308,816 | | | | | 748,816 | \$ 748,816 | |
| 6 | Joint Powers Authority Agreement (Adelanto portion per JPA) | Miscellaneous | 5/23/2000 | 6/23/2052 | City of Adelanto | Obligation pursuant to Joint Powers Authority Agreement | VVEDA Project Area | 30,196,541 | N | | | | | | | | | | | | | | |
| 7 | Administrative Costs | Admin Costs | 5/29/2000 | 6/23/2052 | Successor Agency | Agency administrative costs | VVEDA Project Area | 16,250,000 | N | \$ 500,000 | | | | | 250,000 | \$ 250,000 | | | | | 250,000 | \$ 250,000 | |
| 18 | Joint Powers Authority Agreement (SCLAA Bond Defaults) | Bonds Issued On or Before 12/31/10 | 5/23/2000 | 6/30/2052 | City of Victorville/SCLAA | Payment of defaulted amounts owed for bonds related to Item #2. | VVEDA Project Area | 6,682,884 | N | \$ 6,682,884 | | | | 6,682,884 | | \$ 6,682,884 | | | | | | | \$ - |
| 19 | Joint Powers Authority Agreement (SCLAA Bond Reserves) | Bonds Issued On or Before 12/31/10 | 5/23/2000 | 6/30/2052 | City of Victorville/SCLAA | Payment of reserve shortfalls related to Item #2. | VVEDA Project Area | 3,667,534 | N | \$ 3,667,534 | | | | 3,667,534 | | \$ 3,667,534 | | | | | | | \$ - |
| 20 | Joint Powers Authority Agreement (SCLAA operational shortfalls) | Miscellaneous | 5/23/2000 | 6/30/2052 | City of Victorville | SCLAA operational shortfalls as provided for in Sections 3, 4(i)(c)(k)(l)(m) and 8 of the JPA | VVEDA Project Area | 13,999,789 | N | 13,999,789 | | | | 6,999,895 | | 6,999,895 | | | | | 6,999,894 | | 6,999,894 |
| 21 | Joint Powers Authority Agreement (SCLAA capital expenditures) | Improvement/Infrastructure | 5/23/2000 | 6/30/2052 | City of Victorville | SCLAA capital expenditures as provided for in Sections 3, 4(i)(c)(k)(l)(m) and 8 of the JPA | VVEDA Project Area | 21,120,815 | N | 21,120,815 | | | | 10,560,408 | | 10,560,408 | | | | | 10,560,407 | | 10,560,407 |
| 22 | Joint Powers Authority Agreement (Adelanto start up costs) | Miscellaneous | 5/23/2000 | 6/30/2052 | VVEDA | Pursuant to Section 34 of the JPA, Adelanto owes this amount to VVEDA for start-up costs | VVEDA Project Area | 673,067 | N | 673,067 | | | | 336,534 | | 336,534 | | | | | 336,533 | | 336,533 |
| 23 | Adelanto-Victorville Cooperative Agreement for Street Improvements | Improvement/Infrastructure | 4/23/2003 | 6/23/2052 | City of Victorville | 4/23/03 Cooperative Agreement related to street improvements at Adelanto Road and Air Expressway, in which Adelanto agreed to pay Victorville for such improvements from its portion of VVEDA tax increment | VVEDA Project Area | 1,555,298 | N | 1,555,298 | | | | 777,649 | | 777,649 | | | | | 777,649 | | 777,649 |
| 24 | SERAF Loan FY 2009-10 | SERAF/ERAF | 5/4/2010 | 6/30/2052 | Victorville Housing Successor Agency | Loan from housing to non-housing funds for the FY 09-10 SERAF payment | VVEDA Project Area | 5,149,540 | N | \$ - | | | | | | \$ - | | | | | | | \$ - |
| 25 | LMIHF Loan | LMIHF Loans | 3/16/2010 | 6/30/2052 | Victorville Housing Successor Agency | Loan from housing to non-housing funds for general RDA activities | VVEDA Project Area | 6,862,243 | N | \$ - | | | | | | \$ - | | | | | | | \$ - |
| 26 | SCLAA Bonds Trustee Fees | Bonds Issued On or Before 12/31/10 | 6/2/2005 | 12/31/2050 | Bank of New York-Mellon | Banking Fees for SCLAA bonds | VVEDA Project Area | 1,927,000 | N | \$ 73,000 | | | | 22,000 | | \$ 22,000 | | | | | 51,000 | | \$ 51,000 |
| 27 | SCLAA Bonds Arbitrage Fees | Bonds Issued On or Before 12/31/10 | 6/2/2005 | 12/31/2050 | BLX Group | Arbitrage fees for SCLAA bonds | VVEDA Project Area | 217,800 | N | \$ 6,600 | | | | | | \$ - | | | | | 6,600 | | \$ 6,600 |
| 28 | SCLAA Continuing Disclosure Costs | Bonds Issued On or Before 12/31/10 | 6/2/2005 | 12/31/2050 | RSG, Inc. | Professional services to fulfill annual requirement of SCLAA bonds | VVEDA Project Area | 659,000 | N | \$ 21,000 | | | | 1,000 | | \$ 1,000 | | | | | 20,000 | | \$ 20,000 |
| 29 | Apple Valley Bonds Fiscal Agent Fees | Bonds Issued On or Before 12/31/10 | 5/25/2005 | 6/30/2037 | US Bank | Banking Fees for Apple Valley bonds | VVEDA Project Area | 116,000 | N | \$ 5,800 | | | | 5,800 | | \$ 5,800 | | | | | | | \$ - |
| 30 | Apple Valley Continuing Disclosure Costs | Bonds Issued On or Before 12/31/10 | 5/25/2005 | 6/30/2037 | Town of Apple Valley, RSG, Inc. | Professional services to fulfill annual requirement of Apple Valley bonds | VVEDA Project Area | 200,000 | N | \$ 10,000 | | | | | | \$ - | | | | | 10,000 | | \$ 10,000 |
| 31 | Reserve for SCLAA Bonds Shortfall | Bonds Issued On or Before 12/31/10 | 5/23/2000 | 6/23/2052 | City of Victorville/SCLAA | Reserve to cover anticipated pledged revenues shortfall in the following period | VVEDA Project Area | 1,895,515 | N | \$ 1,895,515 | | | | | | \$ - | | | | | 1,895,515 | | \$ 1,895,515 |

Victor Valley Recognized Obligation Payment Schedule (ROPS 18-19) - Report of Cash Balances
July 1, 2015 through June 30, 2016
(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 [Cash Balance Tips Sheet](#)

| A | B | C | D | E | F | G | H | I | | | | | | |
|------------------------------------|---|--|--|------------------------------|---------------------|----------|------------|----|---------------|--|-----------------|--|-------|-------|
| | | | | | | | | | Fund Sources | | | | | |
| | | | | | | | | | Bond Proceeds | | Reserve Balance | | Other | RPTTF |
| Bonds issued on or before 12/31/10 | Bonds issued on or after 01/01/11 | Prior ROPS and DDR RPTTF balances retained | Prior ROPS RPTTF distributed as reserve for future period(s) | Rent, grants, interest, etc. | Non-Admin and Admin | Comments | | | | | | | | |
| 1 | Cash Balance Information for ROPS 15-16 Actuals (07/01/15 - 06/30/16) | | | | | | | | | | | | | |
| 1 | Beginning Available Cash Balance (Actual 07/01/15) | | | | | | | | | | | | | |
| 2 | Revenue/Income (Actual 06/30/16) RPTTF amounts should tie to the ROPS 15-16 total distribution from the County Auditor-Controller during January 2016 and June 2016. | | | 233,619 | | 43,608 | 1,497 | | | | | | | |
| 3 | Expenditures for ROPS 15-16 Enforceable Obligations (Actual 06/30/16) | | | | | 15,733 | 26,626,507 | | | | | | | |
| 4 | Retention of Available Cash Balance (Actual 06/30/16) RPTTF amount retained should only include the amounts distributed as reserve for future period(s) | | | 233,619 | | 43,608 | 25,132,897 | | | | | | | |
| 5 | ROPS 15-16 RPTTF Balances Remaining | | | No entry required | | 15,733 | | | | | | | | |
| 6 | Ending Actual Available Cash Balance (06/30/16) C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5) | \$ | \$ | \$ | \$ | \$ | \$ | \$ | | | | | | |

Victor Valley Recognized Obligation Payment Schedule (ROPS 18-19) - Notes July 1, 2018 through June 30, 2019

| Item # | Notes/Comments |
|-----------|---|
| 2 | <p>The amounts requested for this item represent SCLA debt service amounts due during the ROPS 18-19 period, July 1, 2018 to June 30, 2019.</p> <p>18-19A requested amount totaling \$13,495,014 includes the following debt service payments due December 1, 2018:</p> <ul style="list-style-type: none"> \$1,407,651.25 for the Tax Allocation Parity Bonds, Series 2005A \$1,414,475.00 for the Taxable Tax Allocation Revenue Parity Bonds, Series 2006 \$2,286,231.25 for the Tax Allocation Revenue Parity Bonds, Refunding Series 2006 \$1,492,803.75 for the Taxable Tax Allocation Revenue Parity Forward Bonds, 2006 \$2,672,443.75 for the Taxable Subordinate Tax Allocation Revenue Bonds, Series 2006 \$1,737,330.00 for the Subordinate Tax Allocation Revenue Bonds, Series 2007 \$246,562.50 for the Subordinate Tax Allocation Revenue Bonds, Series 2008A \$614,248.75 for the Tax Allocation Revenue Parity Refunding Housing Bonds 2006, and \$1,623,267.50 for the Taxable Housing Set-Aside Revenue Parity Bonds, Series 2007 <p>18-19B requested amount totaling \$8,130,014 includes the following debt service payments due June 1, 2019</p> <ul style="list-style-type: none"> \$361,510.63 for the Tax Allocation Parity Bonds, Series 2005A \$1,275,357.50 for the Taxable Tax Allocation Revenue Parity Bonds, Series 2006 \$1,203,706.25 for the Tax Allocation Revenue Parity Bonds, Refunding Series 2006 \$966,811.25 for the Taxable Tax Allocation Revenue Parity Forward Bonds, 2006 \$1,688,555.00 for the Taxable Subordinate Tax Allocation Revenue Bonds, Series 2006 \$1,064,726.88 for the Subordinate Tax Allocation Revenue Bonds, Series 2007 \$154,312.50 for the Subordinate Tax Allocation Revenue Bonds, Series 2008A \$323,192.50 for the Tax Allocation Revenue Parity Refunding Housing Bonds 2006, and \$956,205.00 for the Taxable Housing Set-Aside Revenue Parity Bonds, Series 2007 |
| 2, 18, 19 | <p>These items will be paid only from the portion of RP TTF revenue that corresponds to tax increment pledged for the SCLA bonds, including tax increment revenues generated on the parcels comprising the Airport and tax increment revenues pledged by the VVEDA Members from the VVEDA Project Area (100% from Victorville, 50% from all other VVEDA Members). This is in accordance with the definition of "Pledged Tax Revenues" as defined in the Bond Indentures pursuant to which the SCLA Bonds were issued. Please also see the letter dated January 21, 2016 from Norton Rose Fulbright, bond counsel in connection with the issuance of all of the currently outstanding SCLA Bonds.</p> |
| 22, 23 | <p>These items will be paid only from the portion of RP TTF revenue that corresponds to tax increment generated by the Adelanto portion of the VVEDA Project Area, excluding the 50% thereof pledged to SCLA Bonds. These items are valid funds owed from tax increment generated by the Adelanto portion of the VVEDA Project Area in accordance with Section 34 of the VVEDA JPA and a 4/23/2003 Cooperative Agreement pledging tax increment generated by the Adelanto portion of the VVEDA Project Area.</p> |
| 31 | <p>Based on a cash flow projection, the VVEDA Successor Agency will be able to repay defaults and replenish reserves for the SCLA Bonds in the ROPS 18-19B period. However, the projection indicates that there will be a shortfall in pledged tax increment revenues (pledged RP TTF) in the ROPS 19-20A period. Therefore, the Agency is requesting this item as a reserve from ROPS 18-19B set aside to cover the expected shortfall.</p> |