

Memorandum

TO: HONORABLE MAYOR, CITY
COUNCIL, AND REDEVELOPMENT
AGENCY BOARD

FROM: Debra Figone
Richard A. Keit

SUBJECT: SEE BELOW

DATE: January 25, 2012

COUNCIL DISTRICTS: All

**SUBJECT: APPROVAL OF THE SECOND AMENDED ENFORCEABLE
OBLIGATION PAYMENT SCHEDULE AND DECLARATION
REGARDING DEBT FORGIVENESS AS REQUIRED BY STATE LAW**

RECOMMENDATIONS

It is recommended that:

1. The City Council and Agency Board adopt resolutions approving the Second Amended Enforceable Obligation Payment Schedule, which details the obligations of the Redevelopment Agency and the City, as it relates to the Low and Moderate Income Housing Fund, in order to comply with the provisions of Section 34169 of the Health and Safety Code.
2. The Redevelopment Agency Board adopt a resolution declaring that the Redevelopment Agency has not taken any action to forgive the repayment of any loan, advance, or indebtedness owed by the City of San Jose to the Redevelopment Agency of the City or owed by the Agency to the City between January 1, 2010 and December 31, 2011.

OUTCOME

Approval of the recommended actions will:

1. Ensure that the City, in its capacity as the Successor Agency for the Redevelopment Agency of the City of San Jose, can make payments on enforceable obligations for the period of January 1, 2012 to June 30, 2012.
2. Enable the City's Housing Department to continue to make payments on pipeline development projects that are enforceable obligations.
3. Conform with the requirements of State law to declare whether any loans between the City and the Agency have been forgiven in the last two years.

BACKGROUND

On June 28, 2011, the California Legislature adopted AB X1 26, which directed that all Redevelopment Agencies be dissolved. The Supreme Court upheld the constitutionality of the bill, paving the way for the Redevelopment Agency to close its doors effective February 1, 2012. The legislation provides for Successor Agencies and Oversight Boards that are responsible for overseeing the dissolution process and the wind down of redevelopment activity. At its meeting of January 24, 2012, the City Council affirmed its decision to serve as the Successor Agency for the Redevelopment Agency of the City of San Jose.

Since the bill was adopted, the City Council and Redevelopment Agency Board have taken several actions to comply with its requirements. One of these requirements is to develop an Enforceable Obligation Payment Schedule (EOPS), detailing the obligations of the Redevelopment Agency (and in the City of San Jose's case the Low and Moderate Income Housing Fund, which is administered by the City's Housing Department). The EOPS lists the obligations, the amount due on the obligation, and a six month schedule of payments for each obligation. Enforceable obligations include: bonds secured by both the 80% and 20% Fund, loans due to third parties, payments required by law (including pass through payments and intergovernmental agreements), judgments or settlements, contracts and agreements with third parties, administrative costs, and funds borrowed from the 20% Low and Moderate Income Housing Fund. Additionally, the EOPS includes a listing of Agency obligations to the City.

To date, the City Council and Redevelopment Board have taken the following actions with respect to the EOPS requirement:

- (1) On August 23, 2011, the City Council and Redevelopment Agency Board adopted resolutions approving the EOPS for the period covering July 1, 2011 to December 31, 2011.
- (2) On September 23rd, the City Council and Redevelopment Agency Board adopted resolutions approving an amended EOPS.

The EOPS is the basis for paying enforceable obligations until the first Recognized Obligation Payment Schedule (ROPS) is approved. Staff completed a Draft Initial Recognized Obligation Payment Schedule (ROPS), covering the period of January 1, 2012 to June 30, 2012, which was posted to the City's and Agency's web sites on September 30, 2011. Under the timelines modified by the Supreme Court in its decision, the Successor Agency must formally adopt the ROPS by March 1, 2012.

Because the process of preparing, receiving certification from the County-Auditor Controller, and receiving Oversight Board approval of the first ROPS will not be completed for several months, possibly as late as May 1st, there is a gap between the period covered by the EOPS, which went through December 31, 2011, and the approval of the ROPS. To ensure that payments can continue to be made between January 1, 2012 and the operative date of the ROPS, an amended EOPS is needed to cover the period from January 1, 2012 through June 30, 2012. This action must be taken before February 1, 2012.

In September, 2011, the Governor signed Assembly Bill 936, which requires that the Redevelopment Agency or Public Body “adopt a resolution declaring whether it has forgiven the repayment of a loan, advance or indebtedness owed by a public body or an agency to the public body” between January 1, 2010 and December 31, 2011.

ANALYSIS

Changes to EOPS-- Attached to this memorandum is the Second Amended EOPS prepared by Agency and City staff (Attachment A). This schedule details the obligations of the Agency and the City (as it relates to the Low and Moderate Income Housing Fund) for the period of January 1, 2012 to June 30, 2012.

The following outlines the changes made to the Amended EOPS:

- **Payment Schedule** – The payment schedule for all items on the EOPS has been updated to include projected payments from January 1, 2012 to June 30, 2012.
- **Completed Obligations** – Projects that have expired commitments or which were fully disbursed were moved off of the EOPS and onto the Completed Obligations section of the report.
- **Increased Debt Costs Due to Rating Downgrade**—Moody’s Investor Service announced last week that it was downgrading all California tax allocation bonds rated Baa2 and above by one notch. Fitch Ratings followed suit this week by placing all California bonds secured by tax increment revenue on Rating Watch Negative. The Moody’s rating action increased the Housing Department’s and Agency’s variable rate bond costs. It is estimated that this action will increase the Housing Department’s Wells Fargo Private Placement Bond interest costs by \$440,000 per year. In addition, it is estimated that this rating action, along with the November 21, 2011 downgrade by Standard and Poor’s, will increase the Agency’s Letter of Credit (LOC) fees by \$226,000 in the current fiscal year.
- **Transfer to City as Successor Housing Agency** - Previously, the EOPS included projects where all funds had already been disbursed, but for which actions may have still been required. This included various projects where funding had already been provided for site acquisition and predevelopment activity, and where the City entered into a binding commitment to convert acquisition financing into a construction or permanent loan. On January 24, 2012, the City elected to retain all of the Low and Moderate Income Housing Program assets effective February 1, 2012. As a result, fully funded projects are no longer included and only those projects where funds have not been fully disbursed remain on the EOPS.

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- **Adjustments to Debt Service Payments**—The EOPS has been adjusted to account for cash that is needed to make the August debt service payments. This obligation is now reflected in June to ensure adequate cash availability and avoid any potential for default on the 80% and 20% bonds.
- **Administrative Costs** -- Administrative costs to manage the former Redevelopment Agency's housing activities are not provided for under the legislation. Therefore, the EOPS only includes administrative costs for the dissolution and winding down of the Agency's affairs through January 31, 2012.
- **Casa Feliz Relocation Payments** – On February 14, 2005, the City Council adopted a resolution approving actions related to the sale of Casa Feliz, a 64-unit SRO facility that had been acquired by the City through a foreclosure action in September 2004. The subsequent demolition and rebuild of Casa Feliz resulted in a relocation requirement for 68 tenants living in the original development. Relocation payments made to the tenants assist them in obtaining and maintaining new housing. Currently there are four tenants remaining who are receiving the monthly payments with a total relocation obligation remaining of \$9,670. This amount is now included on the EOPS.
- **Unity Care Construction Project**—The Housing Department entered into a contract with Unity Care to an complete eight-unit acquisition-rehabilitation project in the Roundtable Drive neighborhood. The project is nearing completion, but has \$208,540 remaining to draw down. This amount is now reflected on the EOPS schedule.
- **City/Redevelopment Agency Agreements** – Section H of the EOPS includes a list of agreements between the City and Redevelopment Agency. Although the legislation indicates that these agreements are no longer enforceable, the City Administration finds value in keeping a record of these agreements. The Montague/680, Montague Widening, and North San José Traffic Mitigation – totaling \$30 million – were added to this list. While these items are included on the EOPS, they will not be included on the Recognized Obligation Payment Schedule (ROPS), which must be submitted to the State and the County Auditor Controller by March 1, 2012.
- **Project Services Memoranda**—The Agency entered into more than 30 Project Services Memoranda (PSMs) with the City to complete a variety of capital projects. The EOPS now includes reference to three projects with remaining encumbrances, which are shown in the list of 80% obligations, with the remaining obligations included in the City-Agency debt section of the EOPS. Like the other City/Redevelopment Agency Agreements, the latter are invalidated by the legislation and will not be included on the ROPS.

Western Center on Law and Poverty Demand-- The Western Center on Law and Poverty has taken the position and written to all redevelopment agencies in the State demanding that the EOPS include: 1) all Low and Moderate Income Housing Fund debt through the life of each redevelopment project area; 2) “all deferred tax increment, possible debt “ and other obligations

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owed to the Fund; and 3) any other existing affordable housing obligations pursuant to the most recent 5 Year implementation Plan, as well as the projected amount required to meet future affordable housing obligations..

It is not clear exactly how broadly this demand is to be read. If Western Center is demanding that the entire 20% Housing set aside be continued throughout the term of the redevelopment plans, we do not believe that the law allows this. However, we have included in the EOPS the 20% Tax Allocation Bond Debt, outstanding loan commitments where funds have not been fully disbursed; outstanding replacement housing obligations; and the repayment of funds borrowed from the Low Mod fund for the SERAF Loan.

AB 936 Compliance. AB 936 requires the Agency to declare by resolution, prior to February 1, 2012 whether or not, during the period January 1, 2010 through December 31, 2011, it forgave, or was forgiven loans between the City and the Agency. No such loans have been forgiven during that period, therefore staff recommends that the Board adopt a resolution to that effect.

Agency-Financed Housing Projects. A question was raised at last Tuesday's Joint City Council/Agency Board meeting whether the North San Pedro Project should be included as a housing asset and transferred to the City as successor housing agency. The law is unclear whether a residential project which is assisted with 80% Funds (with no funds from the Low and Moderate Income Fund) is considered a "housing asset" for purposes of ABX1 26. However, after looking into this issue, City and Agency staff recommend for policy reasons that the North San Pedro Project (together with the Miraido, Century Center, and Market Gateway projects, which are also residential projects assisted with 80% Funds but with no funds from the Low and Moderate Income Fund) not be considered a "housing asset" and remain an Agency asset subject to the Oversight Board.

The main reason for recommending that residential projects assisted with 80% Funds not be considered as "housing assets" is the potential impact on the General Fund if these projects and the revenue from the subsequent sale of these projects is not part of the revenue available to pay Agency debt. The loss of these projects as Agency assets could increase the risk that the revenue available to pay down Agency debt and obligations would be less than necessary to fully satisfy Agency obligations. Furthermore, the Miraido Project has an environmental issue that is a potential cause for concern for staff. Although these projects will be subject to the Oversight Committee, given that the North San Pedro Project maximizes the land value as required by ABX1 26, and the Agency previously assigned one-half (1/2) of the sales proceeds from this Project to the County as security for outstanding Agency debt to the County, staff believes that they will be able to work with the Oversight Board to successfully finalize this project.

EVALUATION AND FOLLOW-UP

Staff is working on preparing the Recognized Obligation Payment Schedule, which must be approved by the City, in its capacity as the Successor Agency for the former Redevelopment Agency, by March 1, 2012. The legislation requires that the ROPS be updated and approved every six months.

PUBLIC OUTREACH/INTEREST

- Criterion 1:** Requires Council action on the use of public funds equal to \$1 million or greater. **(Required: Website Posting)**
- Criterion 2:** Adoption of a new or revised policy that may have implications for public health, safety, quality of life, or financial/economic vitality of the City. **(Required: E-mail and Website Posting)**
- Criterion 3:** Consideration of proposed changes to service delivery, programs, staffing that may have impacts to community services and have been identified by staff, Council or a Community group that requires special outreach. **(Required: E-mail, Website Posting, Community Meetings, Notice in appropriate newspapers)**

The action recommended in this report does not meet the criteria mentioned above. However, this report will be posted on the website for the Council's January 31, 2012 meeting.

COORDINATION


This item was coordinated with the Housing Department, the Finance Department, the General Counsel, and the City Attorney.

FISCAL IMPACT

Approval of the Second Amended EOPS ensures that the City, acting in its capacity as the Successor Agency for the Redevelopment Agency, has the ability to pay for enforceable obligations, avoiding the potential for default. Without an EOPS, the City may not have authority to make payments on eligible projects.

CEQA

Exempt, File No. PP12-008


DEBRA FIGONE
City Manager


RICHARD A. KEIT
Managing Director

For questions please contact NORBERTO DUENAS, Deputy City Manager, at 535-8180 or RICHARD KEIT, Managing Director of the Redevelopment Agency, at 795-1849

Redevelopment Agency of the City of San Jose
Second Amended Enforceable Obligation Payment Schedule
 January - June 2012

Attachment A
 Adopted on January 31, 2012

Project Name	Payee	Description of Work	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE (1)	JAN - JUN TOTAL
(A) Bonds									
Bonds Secured by 80% Funds									
Fixed Rate Senior Obligation									
Series 1993 (Merged Area Refunding)	Union Bank	Represents Agency issued bonds that are secured by 80% of future annual tax increment funds (Tax Allocation Bonds)		545,850				545,850	1,091,700
Series 1997 (Merged Area)	Union Bank			161,585				481,585	643,170
Series 1999 (Merged Area)	Union Bank			306,850				306,850	613,700
Series 2002 (Merged Area)	Union Bank			296,213				296,213	592,426
Series 2003 (Merged Area)	Union Bank			3,114,007				3,114,007	6,228,014
Series 2004A (Merged Area)	Union Bank			4,644,770				29,284,770	33,929,540
Series 2005A (Merged Area)	Union Bank			3,261,399				3,261,399	6,522,798
Series 2005B (Merged Area)	Union Bank			1,676,500				22,221,500	23,898,000
Series 2006A (Taxable) (Merged Area)	Union Bank			375,725				375,275	751,000
Series 2006B (Merged Area)	Union Bank			1,540,750				1,540,750	3,081,500
Series 2006C (Merged Area)	Union Bank			9,568,571				9,568,571	19,137,142
Series 2006D (Merged Area)	Union Bank			6,848,975				7,478,975	14,327,950
Series 2007A (Taxable) (Merged Area)	Union Bank			359,168				2,409,168	2,768,336
Series 2007B (Merged Area)	Union Bank			4,486,263				4,486,263	8,972,526
Series 2008A (Merged Area)	Union Bank			853,853				4,258,853	5,112,706
Series 2008B (Merged Area)	Union Bank			2,667,759				2,667,759	5,335,518
Fiscal Agent Fees									
Series 1993 (Merged Area Refunding)	Union Bank	Fiscal Agent Services	10,190						10,190
Series 1997 (Merged Area)	Union Bank			3,250					3,250
Series 1999 (Merged Area)	Union Bank		3,070						3,070
Series 2002 (Merged Area)	Union Bank			3,785					3,785
Series 2003 (Merged Area)	Union Bank		3,250						3,250
Series 2004A (Merged Area)	Union Bank			3,700					3,700
Series 2005A & B (Merged Area)	Union Bank								0
Series 2006A & B (Taxable) (Merged Area)	Union Bank								0
Series 2006C & D (Merged Area)	Union Bank								0
Series 2007A & B (Taxable) (Merged Area)	Union Bank								0
Series 2008A (Merged Area)	Union Bank								0
Series 2008B (Merged Area)	Union Bank								0
Variable Rate Subordinate Bonds									
Series 1996A (Merged Area) (2)	US Bank	Senior Subordinated Bonds (Tax Allocation Bonds) These bonds are secured by a reimbursement agreement from JP Morgan. See category E. Note: Remaining amount of obligation assumes interest at highest allowed variable rate.	5,755	5,755	5,755	5,754	5,754	1,000,000	1,028,773
Series 1996B (Merged Area) (2)	US Bank		12,032	12,032	12,032	12,032	12,032	1,000,000	1,060,160
Series 2003A (Taxable) (Merged Area) (2)	US Bank		8,724	8,724	8,724	8,724	8,724	650,000	693,620
Series 2003B (Merged Area) (2)	US Bank		3,060	3,060	3,060	3,060	3,060	650,000	665,300
Fiscal Agent Fees - Subordinate Obligations									
LOC Fees	JP Morgan	Letter of Credit Fees including bank counsel fees	184,742		490,000			490,000	1,164,742
Remarketing Fees									0
Series 1996A & B (Merged Area)	Citigroup Global Markets, Inc./Merrill Lynch	Remarketing Fees - Variable Rate Bonds	6,000			6,000			12,000
Series 2003A (Taxable) (Merged Area)	JPMS LLC Cash Management	Remarketing Fees - Variable Rate Bonds	5,350			5,500			10,850
Series 2003B (Merged Area)	Bank of America/Merrill Lynch	Remarketing Fees - Variable Rate Bonds	2,458			2,458			4,915

Redevelopment Agency of the City of San Jose
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Project Name	Payee	Description of Work	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE (1)	JAN - JUN TOTAL
Series 1996A & B (Merged Area)	Standard & Poors	Annual Analytical Review	1,000					3,500	4,500
Other Subordinate Bonds									
4th and San Fernando - Series 2001A	Wells Fargo	Two Agency Projects, the Convention Center and the 4th Street Garage, were financed by bonds issued by the SJ		1,681,396				1,681,417	3,362,813
4th and San Fernando - Series 2001A	Wells Fargo - Fiscal Agent Fees			2,200					2,200
Convention Center - Series 2001F	US Bank			3,193,475				12,343,475	15,536,950
Convention Center - Series 2001F	US Bank	Fiscal Agent Fees							0
Bonds Secured by 20% Funds									
Senior Obligations									
Series 1997E (AMT) (Merged Area)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bonds		497,356				837,356	1,334,712
Series 2003J (Taxable) (Merged Area)	Wells Fargo Bank			851,803				3,166,804	4,018,607
Series 2003K (Merged Area)	Wells Fargo Bank			123,558				353,558	477,116
Series 2005A (Merged Area)	Wells Fargo Bank			240,793				240,794	481,587
Series 2005B (Taxable) (Merged Area)	Wells Fargo Bank			2,894,835				5,999,836	8,894,671
Series 2010A-1 (Merged Area)	Wells Fargo Bank			1,427,391				1,427,391	2,854,782
Series 2010A-2 (Merged Area)	Wells Fargo Bank			55,575				55,575	111,150
Series 2010B (Taxable) (Merged Area)	Wells Fargo Bank			103,934				1,533,934	1,637,868
Series 2010C (Taxable) (Merged Area)	Wells Fargo Bank	Housing Set-Aside Tax Allocation Bond. Note: Remaining amount of obligation assumes interest at highest allowed variable rate.		1,116,603			1,089,344	2,425,000	4,630,947
Fiscal Agent Fees									
Series 1997E (AMT) (Merged Area)	Wells Fargo Bank (Fiscal Agent)	Fiscal Agent Fees for Housing Set-Aside Tax Allocation Bonds							0
Series 2003J (Taxable) (Merged Area)	Wells Fargo Bank (Fiscal Agent)								0
Series 2003K (Merged Area)	Wells Fargo Bank (Fiscal Agent)								0
Series 2005A/B (Merged Area)	Wells Fargo Bank (Fiscal Agent)								0
Series 2010A (Merged Area)	Wells Fargo Bank (Fiscal Agent)								0
Series 2010B (Taxable) (Merged Area)	Wells Fargo Bank (Fiscal Agent)								0
Series 2010C (Taxable) (Merged Area)	Wells Fargo Bank (Fiscal Agent)								0
Subtotal for Category (A)			245,631	52,937,462	519,571	43,528	1,118,914	126,156,428	181,021,533
(B) Loans									
CSCDA - 2005 ERAF Loan	CSCDA	Debt incurred for payment to the State to fund schools through the Education Revenue Augmentation Fund (ERAF). The State will intercept the City's property tax revenues to the extent that the loan repayment are not made by the Agency.		1,237,989				1,239,186	2,477,175
CSCDA - 2006 ERAF Loan	CSCDA			1,007,258				1,007,342	2,014,600
SERAF Loan	City of San Jose	See details in Section (G) Low Moderate Fund Loans and City/Redevelopment Agency (H) Ice Centre, Sewage Treatment Plant and Park Trust Fund loans.							0
Subtotal for Category (B)			0	2,245,247	0	0	0	2,246,528	4,491,775
(C) Payments Required by Government/Law									
AB1290	County of Santa Clara	Payments to various taxing entities		1,505,622					1,505,622
AB1290	County of Santa Clara	Invoice received for 2011-2012 fiscal year							0
County Tax Collection Admin Fees	County of Santa Clara	Tax Collection Admin Fee					2,318,000		2,318,000
Arena Pass-through	City of San Jose	Reimbursement to City per San José Arena Management Agreement	356,784						356,784
May 2001 Amended & Restated Agreement between The County of Santa Clara and the Agency	County of Santa Clara	Annual formula based on tax increment growth							0
Autumn Street Relocation	City of San Jose	Tenant relocation costs associated with properties transferred to the City in March 2011.						320,000	320,000

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Property-Based Business Improvement District Payments	Property and Business Improvement District	Payment of Downtown San José Property-Based Business Improvement District assessments per the agreement between the City of San José and the San José Downtown Property Owner's Association.				74,142			74,142
Markham Terrace	Charities Housing	Replacement housing obligation						4,335,903	4,335,903
Casa Feliz	Various tenants	Relocation payments to tenants relocated from the Casa Feliz affordable housing complex	1,000	1,000	1,000	1,000	1,000	1,000	6,000
HUD 108 Loans									
HUD Section 108 Note (Masson/Dr. Eu/Security)	Bank of New York	Debt incurred for U.S. Department of Housing and Urban Development (HUD) Section 108 Loans.	1,297	1,267	1,267	1,267	1,267	355,000	361,365
HUD Section 108 Note (CIM Block 3/ Central Place)	Bank of New York		7,373	7,373	7,373	7,373	7,383	600,000	636,875
HUD Section 108 Note (Story/King Retail)	Bank of New York		9,901	9,901	9,901	9,902	9,902	785,000	834,507
HUD 108 Loans	City of San Jose	Escrow funds for repayment of HUD loans (4)							0
Subtotal for Category (C)			376,355	1,525,163	19,541	93,684	2,337,552	6,396,903	10,749,198
(D) Judgments or Settlements									
County of Santa Clara vs San José Redevelopment Agency	County of Santa Clara	Per March 2011 Settlement Agreement							0
San José Redevelopment Agency vs Solis, Torrez dba Patty's Inn	Kenneth F. Solis or Bonnie C. Torrez dba Patty's Inn	Settlement Agreement & General Release	25,000			25,000		100,000	150,000
Subtotal for Category (D)			25,000	0	0	25,000	0	100,000	150,000
(E) Legally Binding and Enforceable Agreements									
80% Fund Obligations									
JP Morgan Reimbursement Agreements (2)	JP Morgan Chase Bank (2)	Supports the \$93,655,000 subordinate debt. See Section A.							0
Civic Auditorium	Garden City Construction, Inc.	Contractor - Civic Auditorium Phase II						225,532	225,532
Adobe-Water Monitoring	AECOM Technical Services, Inc./State Water Resources Control Board	Adobe Water Monitoring Services	5,000	5,000	5,000	5,000	5,000	5,000	30,000
IDT Lease	Integrated Device Technology, Inc.	Parking Covenants-6024 Silver Creek Road							0
IDT Lease	Integrated Device Technology, Inc.	Lease of Riparian Property							0
ACE Charter School	ACE Charter School	OPA - New School Facility Assistance	185,373						185,373
Corporate Expansion Program	Mission West Properties, LP	San Jose BioCenter Lease - 5941 Optical Ct.	32,935	32,935	32,935	32,935	32,935	32,935	197,608
Corporate Expansion Program	SVTC Solar, Inc.	Capital Equipment Acq. Assistance			250,000				250,000
Corporate Expansion Program	SunPower, Inc.	Capital Equipment Acq. Assistance		500,000					500,000
Corporate Expansion Program	Intermolecular, Inc.	Capital Equipment Acq. Assistance						80,000	80,000
Corporate Expansion Program	Shocking Technologies, Inc.	Capital Equipment Acq. Assistance						187,500	187,500
Corporate Expansion Program	Brocade Communications Systems, Inc.	Capital Equipment Acq. Assistance							0
Edenvale Coop Agreement/Hitachi Development Agreement	City of San Jose	Edenvale Capital Improvements and Hellyer/Piercy assessments							0
North San Pedro Housing	Swenson	U.S. Environmental Protection Agency Grant - Construction of infrastructure on a former urban brownfield site in downtown San Jose.							0
North San Pedro Housing	First Community Housing per DDA with Swenson and NSPT	Affordable Housing Project-Construction		420,000	90,000	90,000	90,000	90,000	780,000
Block 3: Central Place Parking	The 88 Master/Residential Association	Garage Cost Sharing - Annual Estimate	20,659	20,659	20,659	20,659	20,659	25,000	128,295

Redevelopment Agency of the City of San Jose
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Attachment A
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Project Name	Payee	Description of Work	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE (1)	JAN - JUN TOTAL
NBD: Façade Improvements	Edwin Bruce Associates	Architectural Services	5,000	6,388					11,388
NBD: Façade Improvements	T&C Corporation	Façade Grant Impvts.-301 East Santa Clara St.					65,000		65,000
NBD: Façade Improvements	Michael P. & Suzette M. Sordello, Joseph B. & Davide B. Vieira & John Peichoto	Façade Grant Impvts.-1440 East Santa Clara St.					60,000		60,000
NBD: Façade Improvements	Michael P. & Suzette M. Sordello, Joseph B. & Davide B. Vieira & John Peichoto	Façade Grant Impvts.-1430 East Santa Clara St.					38,000		38,000
NBD: Façade Improvements	Lena and Alphonese Derose and Anthony Cedolini	Façade Grant Impvts.-1005-1009 Lincoln Avenue					98,000		98,000
NBD: Façade Improvements	Angela Green	Parking Lot & Landscaping Improvements - Owner Participation 3605 Union Avenue				25,000			25,000
Japantown - Parking Lot Lease	Dobashi Kumata Partners	Parking Lot Lease - 575 North Sixth Street	3,714	3,714	3,714	3,714	3,714	3,714	22,285
The Alameda - Parking Lease	Gallo Family Real Estate Partnership	Parking Lot Lease - 173 N. Morrison Avenue							0
The Alameda - Parking Lease	Gillick Family Partnership	Parking Lot Lease - The Alameda & Race St.	743	743	746	765	765	765	4,526
The Alameda - Parking Lease	Westminster Presbyterian Church	Parking Lot Lease - 1100 Shasta Avenue	663	663	683	683	683	683	4,058
Arena Employee Parking	West Coast Parking, Inc.	Parking Lease-W. Santa Clara Under 87	2,800	2,800	2,800	2,800	2,800	2,800	16,800
Arena Employee Parking	Classic Parking, Inc.	Parking Lease-364 W. Santa Clara Street	3,000	3,000	3,000	3,000	3,000	3,000	18,000
The Alameda - Parking Lease	Pro-Sweep, Inc.	Parking Lot Sweeping Services	500	500	500	500	500	500	3,000
Automatic Public Toilets	JCDecaux San Francisco, LLC & Utility Companies	Rental - Seven Automatic Public Toilets	140,717		146,351			146,351	433,419
Asset Management	Hill Enterprises	Handyman Services	2,000	2,000	2,000	2,000	2,000	2,000	12,000
Asset Management	Maniglia Landscape Services, Inc.	Property Maintenance Services	1,250	1,250	1,250	1,250	1,250	1,250	7,500
Asset Management	Flagship Facility Services, Inc.	Property Maintenance Services	2,000	2,000	2,000	2,000	2,000	2,000	12,000
Asset Management	Security Code 3, Inc.	Unarmed Security Services	1,200	1,200	1,200	1,200	1,200	1,200	7,200
Asset Management	CA Window Cleaning	Window Cleaning Services	180						180
Real Estate & Relocation Services	Cornerstone Earth Group, Inc.	Environmental & Geotechnical Services (3)		5,000	5,000	5,000			15,000
Real Estate & Relocation Services	Keyser Marston Associates, Inc.	Real Estate Valuation & Financial Consulting (3)				5,000		5,000	10,000
Miraido	Cornerstone Earth Group, Inc.	Environmental & Testing Services	10,170						10,170
Competitive Art Capital Fund	The Tabard Theatre Company	Property Use - 29 North San Pedro St.	3,000	3,000	3,000	2,500			11,500
Autumn Street Infrastructure	HMH Engineers, Inc.	Surveying & Engineering Services					5,000		5,000
Autumn Street Infrastructure	David J. Powers & Associates, Inc.	NEPA Environmental Assessment	10,768	25,000					35,768
Center for Employment Training Facility Renovation	Artik Art & Architecture	Architectural & Cost Estimating Services		13,600					13,600
Center for Employment Training	Center for Employment Training (CET)	Owner Participation - Agency assistance to match CET's federal grant to rehab and renovate the property at 701 Vine Street				237,500			237,500
San Pedro Square Urban Market	Urban Markets, LLC	Building Rehab & Loan Agreement				600,000			600,000
San Jose Innovation Center	RSTP Investments, LLC	Lease - 100 East Santa Clara Street	39,895	39,895	39,895	39,895	39,895	39,895	239,369
North San Pedro Housing - Prop 1C	Community Towers, LLC	Purchase of APN: 259-34-034			515,706				515,706
North San Pedro Housing - Prop 1C	Legacy Bassett Partners	Purchase of APN: 259-51-006			2,094,191				2,094,191
North San Pedro Housing - Prop 1C	Green Valley Corporation	Purchase of APN: 259-31-073/74/75			151,096				151,096
North San Pedro Housing - Prop 1C	St. James Enterprises, LP	Purchase of APN: 259-32-001/2/3/4			617,514				617,514
4th Street Garage Tenant Improvements	Flames Eatery & Bar	Agency Assistance - Shell Improvements			26,000				26,000
NBD: Marketing	San Jose Silicon Valley Chamber of Commerce	Marketing Services-Promotion of Events				34,717			34,717

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Project Name	Payee	Description of Work							
San Jose Downtown Association	San Jose Downtown Association	Marketing/Promotional & Public Space Programming Services	67,440		46,140			36,980	150,560
Small Business Assistance	Hispanic Chamber of Commerce of Silicon Valley	Small Business Assistance - Training, Counseling & Networking					20,000		20,000
NBD Program Operations	East Santa Clara Street Business Association	Promotional & Marketing Activities	4,975					525	5,500
NBD Program Operations	Japantown Business Association	Promotional & Marketing Activities	999					1,538	2,537
NBD Program Operations	North 13th Street Business Association	Promotional & Marketing Activities	5,000					5,000	10,000
NBD Program Operations	Story Road Business Association	Promotional & Marketing Activities						5,000	5,000
NBD Program Operations	The Alameda Business Association	Promotional & Marketing Activities	5,000						5,000
NBD Program Operations	West San Carlos Street Business Association	Promotional & Marketing Activities	1,798					3,202	5,000
NBD Program Operations	Winchester Business Association	Promotional & Marketing Activities						4,422	4,422
Purchase & Sale Agreement	Brandenburg/Green Valley	Estimated closing costs in connection with the sale of Agency property located at 193 East Santa Clara Street, San Jose, CA.		9,975					9,975
Purchase & Sale Agreement	Vendor or Contractor	Escrow funds for CET Properties Environmental Clean-Up (4)							0
Escrow Agreement	Vendor or Contractor	Escrow funds for future San Jose Martin Luther King, Jr. Library Capital Improvements and Upgrades (4)							0
Disposition and Development Agreement	CIM California Urban Real Estate Fund LP	Escrow funds in connection with the Block 3 Project (4)							0
SNI: 13th Street - Watson Park	Joseph J. Albanese, Inc.	Remediation and Phase I Improvements	37,647	37,647	37,647	37,647	37,647	37,647	225,882
SNI: Spartan Keyes Public Art	Marta Thoma	Artwork fabrication and installation	10,666	10,666	10,667	10,667	10,667	10,667	64,000
SNI: Blackford - Underwood Multi-Family Exterior Program	RBF Consulting	Urban planning and landscape design services						1,246	1,246
20% Fund Obligations									
Belovida at Newbury Park - Loan 1	Belovida at Newbury Park, L.P.	Construction loan for 180 unit affordable rental development	2,511,772	143,743	138,369	138,369	138,369	138,369	3,208,991
Roundtable	Unity Care	Acquisition rehabilitation project of an 8-unit rental development	208,540						208,540
Brookwood Terrace Family Apartments (5)	Brookwood Terrace Family Apartments, L.P.	Construction loan for 84 unit affordable rental development						1,034,395	1,034,395
North 4th - Loan 2 (5)	First Community Housing	100 Unit (99 Affordable) Housing Project					3,376,123		3,376,123
Orvieto (5)	ROEM	92 Unit Affordable Housing Project						1,603,455	1,603,455
Ford and Monterey (5)	Eden Housing, Inc.	75 Unit Family Affordable Housing Project	250,000	250,000	240,000	250,000	250,000		1,240,000
Subtotal for Category (E)			3,575,403	1,541,377	4,725,562	1,315,300	4,305,206	3,737,570	19,200,419
(F) Administration of Operation									
Personnel	Personnel Staff	Personnel costs for redevelopment operations	125,000	125,000	125,000	125,000	125,000	125,000	750,000
Personnel - Severance Benefits	Current Staff	Severance payments upon termination of redevelopment	490,800						490,800
Personnel - Unemployment Benefits	Former Staff	Ongoing Unemployment benefits of former staff			170,000			170,000	340,000
City Support Services	City of San José	Legal Services, Human Resources, Finance, City Manager's Office, Agenda Services & Records (7)	58,333	58,333	58,333	58,333	58,333	58,333	349,998
City Hall Lease	City of San José	Leased space -14th Floor Tower (Coop Agmt.)	8,333	8,333	8,333	8,333	8,333	8,333	50,000

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Agency Activities	Kane Ballmer & Berkman	Legal Services on an as-needed basis	3,356	3,356	3,356	3,356	3,356	3,356	20,134
Agency Activities	Best Best & Krieger LLP	Legal Services on an as-needed basis	5,712	5,712	5,712	5,712	5,712	5,712	34,273
Agency Activities	Chang, Ruthenberg & Long PC	Tax Counsel Services on an as-needed basis	4,642	4,642	4,642	4,642	4,642	4,642	27,855
Agency Bond Activities	Jones Hall	Legal Services on an as-needed basis	8,033	8,033	8,033	8,033	8,033	8,033	48,200
Annual Financial Audit	Macias, Gini & O'Connell, LLP	Financial Audit Services					8,000	15,000	38,000
Agency's Operations	Concern: EAP Employee Assistance	Design, implementation and maintenance of an employee assistance program.							0
Agency's Employee Benefit Plan	EFLEXGROUP, Inc.	Administration of Agency's Employee Benefit Plan.	152	152	152	152	152	152	914
Agency's Financial System	Systems Management, Inc.	JD Edward's Technical Support Services	0	2,000	2,000	2,000	2,000	2,000	10,000
Employee Transition Services	Lee Hecht Harrison LLC	Transition employment services for laid off employees.		3,000	3,000	3,000			9,000
Agency's Retirement and Deferred Compensation Plans	Standard Retirement Services, Inc.	Investment administration services	2,078					2,500	4,578
Agency's Retirement and Deferred Compensation Plans	Stancorp Investment Advisers, Inc.	Investment services	4,494					25,000	29,494
Agency's Operations	AT&T Mobility	Monthly service for cell phone usage for designated Agency employees.	223	223	223	223	223	223	1,338
Agency's Operations	ADP, Inc.	Services associated with the processing of the Agency's payroll.	250	250	250	250	250	250	1,500
Agency's Operations	Value Business Products	Office supplies/equipment on an as-needed basis.	500	500	500	500	500	500	3,000
Agency's Operations	CDW-Government, Inc.	Computer and printer supplies on an as-needed basis.	1,000	500	500	500	500	500	3,500
Agency's Operations	Progent Corporation	Information technology network system assessment in connection with the Agency's IT environment.		2,500	2,500	2,500	2,500	2,500	12,500
Agency's Operations	Urban Analytics, LLC	Fiscal consultant services including analysis of tax increment data.	21,075					8,925	30,000
Agency's Operations	Canon Business Solutions/CBS Newcal, Inc.	Monthly lease and usage of copiers	2,000	2,000	2,000	2,000	2,000	2,000	12,000
Agency's Operations	Pitney Bowes Global Financial	Lease of postage meter machine			800			800	1,600
Agency's Operations	Oracle America, Inc.	JD Edward's Software Update License & Support	8,900				8,900		17,800
Agency's Operations	Rosenow Spevacek Group, Inc.	Financial analyses, including AB1290, in connection with tax increment assessment and reporting documentation.				5,000			5,000
Agency's Operations	Ross Financial	Financial advisor		65,000				45,000	110,000
Agency's Operations	Misc Vendors	Travel, training, communications	2,500	2,500	2,500	2,500	2,500	2,500	15,000
Agency's Lease Obligations/Asset Management (6)	Misc Vendors	Utilities, Security, Insurance, Maintenance for Agency Properties	5,500	5,500	5,500	5,500	5,500	5,500	33,000
Subtotal for Category (F)			752,882	297,535	403,335	245,535	253,435	496,760	2,449,484
(G) Amounts Borrowed from 20%									
Low Moderate Income Fund Loan 1	City of San Jose	SERAF Loan Agreement (8) Principle amount is \$40 million	125,863	125,863	125,863	125,863	125,863	125,863	755,178
Low Moderate Income Fund Loan 2	City of San Jose	SERAF Loan Agreement (8) Principle amount is \$12.8 million	4,000	4,000	4,000	4,000	4,000	4,000	24,000
SERAF Loan Monitoring Fee	City of San Jose	SERAF Loan Agreement							0
Subtotal for Category (G)			129,863	129,863	129,863	129,863	129,863	129,863	779,178
Total Enforceable Obligations			5,105,133	58,676,647	5,797,872	1,852,910	8,144,971	139,264,052	218,841,586
(H) City/Redevelopment Agency Agreements			Remaining Obligations						

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Hillview Playground	City of San Jose	Repayment of loan for Hillview Playground renovation	200,000						
Deferred Parkland Fee	City of San Jose	Park impact fee payments for affordable housing projects							
- Reach V of the Los Gatos Creek Trail	City of San Jose	Final link of the Los Gatos Creek Trail to downtown	1,281,000						
- Spartan Keyes Parkland Reserve	City of San Jose	Funds would be pooled with others to purchase parkland in the Spartan Keyes community	1,533,000						
- Rincon South/Rosemary Garden Parkland Reserve	City of San Jose	Funds would be pooled with others to purchase parkland in the Rincon South/Rosemary Garden area	285,600						
- Antonio Balermino Park	City of San José	Development of the Antonio Balermino Park, which is currently vacant undeveloped park land	2,341,500						
- Three Creeks Trail	City of San Jose	Purchase of property for the alignment of the Three Creeks Trail	2,190,300						
- Park Infrastructure Repair (District 4)	City of San Jose	General park infrastructure repair in District 4	138,050						
		Remaining Obligations							
- Park Infrastructure Repair (District 5)	City of San Jose	General park infrastructure repair in District 5	191,100						
- Park Infrastructure Repair (District 9)	City of San Jose	General park infrastructure repair in District 9	99,050						
Parking Fund Loan	City of San José (8)	Loans to Agency for various redevelopment purposes including debt service payments on 4th Street Garage	6,800,000						
Parking Fund Loan II	City of San José (8)		6,728,394						
Montague/680	City of San José	Commitment between City and Agency as a part of the North San José settlement agreement with Santa Clara County	11,000,000						
Montague Widening	City of San José		4,000,000						
North San José Contribution for Phase III, IV Transportation Mitigations	City of San José	Agency commitment to the North San José mitigation package	15,000,000						
Fund 450 Projects/Programs	City of San José	Agency funds transferred to City Departments for services identified in Project Services Memorandums	1,177,623						
Japantown Corp Yard Agreement	City of San Jose	Agreement requires that project savings be refunded to the City	168,205						
Autumn Street Extension Project	City of San Jose	Conveyance of real property located at 406 N. Autumn Street	630,000						
HUD 108 Loan	City of San José - Community Development Block Grant Program	Loan to the Agency to cover debt service payments on Section 108 loans	1,805,587						
SERAF Loan	City of San Jose/Ice Centre Revenue Fund (8)		2,012,128						
SERAF Loan	City of San Jose/Sewage Treatment Plant Connection Fee Fund (8)		5,030,320						
SERAF Loan	City of San Jose/Subdivision Park Trust Fund (8)		3,018,192						
Total : City/Redevelopment Agency Agreements			65,630,049						
Footnotes									
(1) Debt payments in the month of June reflect the cash need to cover the cost of August payments.									
(2) On October 24, 2011 JP Morgan Chase Bank agreed to extend the 2003 and 1996 Letters of Credit to July 1, 2012 without changing the terms of the reimbursement agreements in effect. If the extension of the letter of credit is not granted, \$93,655,000 would be due in full.									
(3) Master contract for services related to disposition of Agency-owned properties.									
(4) Includes interest earned as of December 31, 2011. Additional interest will be accrued based on escrow agreement.									
(5) The Financing Authority owns the land on this property.									
(6) Insurance and maintenance obligations for properties owned or leased by the Agency, and City as follows:									
Agency as Lessor:									
(a) San Jose Stage: 490 South First Street, San Jose, CA									
(b) Bio Center (Contents): 5941 Optical Court, Suite 200, San Jose, CA									
(c) Pacific Carwash: 21 North First Street, San Jose, CA									
(d) Comedy Club: 62 South Second Street, San Jose, CA									

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(e) Flames: 88 South Fourth Street, San Jose, CA									
(f) San Jose Credit Union: 88 South Fourth Street, San Jose, CA									
(g) Two Fish Design: 366 South First Street, San Jose, CA									
(h) FedEx Office: 93 East San Carlos Street, San Jose, CA									
(i) Camera 3: 288 South Second Street, San Jose, CA									
Agency Property Use Agreement:									
(a) Downtown Association (Kaliel Art Gallery): 88 South Fourth Street, San Jose, CA									
Agency as Lessee:									
(a) Landlord: City of San Jose: 93 East San Carlos Street, San Jose, CA (2nd/San Carlos Street Garage)									
(b) Landlord: City of San Jose: 88 South Fourth Street, San Jose, CA									
(c) City Hall (Contents): 200 East Santa Clara Street 14th Floor, San Jose, CA									
(d) Landlord: Dobashi Family: 575 North 6th Street, San Jose, CA (Japantown Parking Lot)									
(e) Landlord: Gillick Family: Race-Alameda Parking Lot, San Jose, CA									
(f) Landlord: Gallo Family: 173 North Morrison Street, San Jose, CA									
City of San José Housing Department as Owner:									
(a) Sycamore Terrace									
(b) Willow Glen Woods									
(c) Ford and Monterey									
(d) Vermont House									
(e) The Haven									
(f) Japantown									
(7) Salaries, benefits including pension obligations.									
(8) Includes principal and interest earned to date. Additional interest will be accrued based on loan agreement.									
Completed Obligations									
80% Fund Obligations:									
Hoffman Via Monte Community Center	Almaden Recreation Club, Inc.	Settlement Agreement & Release (HOA) - 5647 Gallup Drive & 1171 Mesa Drive							
Autumn Street Infrastructure	Civil Engineering Associates	Civil Engineering Services							
NBD Program Operations	New City America, Inc.	Establishment of the proposed West San Carlos Community Benefit Improvement District							
Asset Management	Bill's Tree Care and Landscape	Professional Tree Care Services							
Asset Management	Gutter Cleaning Roofing Services	Roofing Services							
Corporate Expansion Program	Berg & Berg Developers, LLP	Capital Equipment Acq. Assistance							
Real Estate & Relocation Services	Fawzy Ismail	Relocation - 545 W. San Fernando Street							
Real Estate & Relocation Services	Hulberg & Associates, Inc.	Appraisal Services (2)							
Real Estate & Relocation Services	Associated Right of Way Services, Inc.	Relocation Consulting Services (2)							
Real Estate & Relocation Services	Keyser Marston Associates, Inc.	Real Estate Transaction Services (2)							
Real Estate & Relocation Services	Carneghi-Blum & Partners, Inc	Appraisal Services (2)							
Real Estate & Relocation Services	Colliers Parrish International, Inc.	Appraisal Services (2)							
Civic Auditorium	BCI Builders, Inc.	Contractor - Civic Auditorium Phase I Impts.							
Civic Auditorium	Buccaneer Demolition	Contractor - Civic Auditorium Phase II Impts.							
San Jose Municipal Stadium	Devcon Construction, Inc.	Contractor - Transformer Replacement							
Downtown Office & Retail Recruitment	Almaden Press, Inc.	Printing Services							
NID: Landscape Improvement	Anderson's Tree Care Specialists, Inc.	Tree Establishment Services							
NBD: Façade Improvements	Tucker Construction, Inc.	Façade Grant Impts.: 215-221 Jackson Street							

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NBD: Façade Improvements	Tucker Construction, Inc.	Façade Grant Impvts.: 1710-1720 Ocala Avenue							
African American Community Center	African American Cultural Center LLC	Design, site selection & acquisition costs							
Purchase & Sale Agreement	Sobrato	Closing costs in connection with the sale of Agency property located at 150 South Second Street, San Jose, CA.							
Purchase & Sale Agreement	Next Realty	Closing costs in connection with the sale of Agency property located at 35 South Second Street, San Jose, CA.							
Corporate Expansion Program	Maxim Integrated Products, Inc.	Capital Equipment Acq. Assistance							
Corporate Expansion Program	SunPods, Inc.	Capital Equipment Acq. Assistance							
NBD Program Operations	Alum Rock Village Business Association	Promotional & Marketing Activities							
NBD Program Operations	Calle Willow Business Association	Promotional & Marketing Activities							
Agency's Operations	Iron Mountain	Permanent storage of Agency's records.							
Agency's Operations	ARC	Scanning and blueprinting services on an as-needed basis.							
Administration of the Enterprise Zone	State of California Housing & Community Development Department	Implementation of the Enterprise Zone areas located within redevelopment project areas							
20% Fund Obligations:									
Paragon Partners	Paragon Partners	Relocation services							
North 4th - Loan 1	First Community Housing	100 Unit (99 Affordable) Housing Project							
Belovida at Newbury Park - Loan 2	Belovida at Newbury Park, L.P.	Bridge loan for 180 unit affordable rental development							
San Carlos Bowl Town Homes	San Carlos Bowl Town Homes	32 For-sale Units - 16 Affordable Units							
Kings Crossing	Charities Housing	94 Unit Affordable Housing Project							
Archer Studios	Charities Housing	41 affordable units for special needs individuals							
Rosemary Family Apartments	First and Rosemary Family Housing	182 affordable units for families							
Rosemary Senior Apartments	First and Rosemary Senior Housing	103 affordable units for seniors							
Unity Care - Roundtable	Unity Care Group	8 Units affordable to emancipated youth							
Cheryl Sutton Design	Cheryl Sutton Design	Public Outreach & Marketing Services							
NHSSV	NHSSV	Homebuyer Education							
NHSSV	NHSSV	Homebuyer Education							
San José Family Shelter	Family Supportive Housing	35 shelter beds for homeless families							
Julian/Lucretia Repayment	Affordable housing grantee	Expenditures of tax exempt bond proceeds per bond covenants							
Rehabilitation Program Loans and Grants	Amerinational	Funding for Rehabilitation Program Loans and Grants							
McCreery Courtyards	San José Pacific Associates, L.P.	Construction financing							
San Carlos Seniors	San Carlos Willard Associates	95 Unit Senior Project							
Homebuyer Loan	Christopher Andrews	Teacher Homebuyer Loan							
Cornerstone at Japantown	CORE/EAH	52 affordable family units							
20% Fund Obligations Transferred to the City as Successor Housing Agency:									
Amerinational	Amerinational	Loan servicing and monitoring							
Associated Right of Way	Associated Right of Way	Relocation services							
California Housing Partnership	California Housing Partnership	Consultant for MF project refinancing							
Carneghi-Blum	Carneghi-Blum	Real Estate Appraisals for MF projects							
CB Richard Ellis	CB Richard Ellis	Real Estate Appraisals for MF projects							
Daniel Lopez	Daniel Lopez	MF Project Underwriting Consultant							
Hulberg & Associates	Hulberg & Associates	Real Estate Appraisals for MF projects							
Keyser Marston	Keyser Marston	Consultant for Inclusionary Obligation							
Project Sentinel	Project Sentinel	Homebuyer Education							
Ross Financial	Ross Financial	Bond Consultant - MF projects							

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Associated Right of Way	Associated Right of Way	Relocation services							
Buis Construction	Buis Construction	Construction oversight of MF projects							
Keyser Marston	Keyser Marston	DDA and 33433 Consultant							
Affordable Housing - Planning and Admin	City of San José	Housing Department staffing costs							
Affordable Housing - Program Implementation	City of San José	Housing Department staffing costs							
Housing Department Asset Management	Misc Vendors	Property insurance and maintenance							
Housing Department Rent	City of San José	Payments to City for office space							
Ricoh	Ricoh	Copier/scanner							
MK Partners	MK Partners	MF (multifamily) database development							
Salesforce	Salesforce	Software licensing							