



April 1, 2013

Mr. Nick Kimball, Financial Services Manager
City of Culver City
9770 Culver Blvd
Culver City, CA 90232

Dear Mr. Kimball:

Subject: Other Funds and Accounts Due Diligence Review

Pursuant to Health and Safety Code (HSC) section 34179.6 (c), the City of Culver City successor agency (Agency) submitted an oversight board approved Other Funds and Accounts (OFA) Due Diligence Review (DDR) to the California Department of Finance (Finance) on January 10, 2013. The purpose of the review was to determine the amount of cash and cash equivalents available for distribution to the affected taxing entities. Pursuant to HSC section 34179.6 (d), Finance has completed its review of your DDR, which may have included obtaining clarification for various items.

HSC section 34179.6 (d) authorizes Finance to adjust the DDR's stated balance of OFA available for distribution to the taxing entities. Based on our review of your DDR, the following adjustments were made:

- The 2011 Comprehensive Annual Financial Report (CAFR) identified \$119.6 million asset transfers to Culver City. Included in this amount are \$94.2 million pertaining to the OFA DDR process which is disallowed. In addition, \$25.4 million pertain to the Low and Moderate Income Housing Fund (LMIHF) which is also disallowed. It is our understanding the OFA asset transfers are comprised of the following:

OFA Cash

Of the \$94.2 million in transfers, cash totaling \$54.3 million transferred to Culver City (City) pursuant to cooperation agreements dated March 7, 2011 and March 15, 2011. Although the DDR identifies, \$7.3 million of unrestricted cash transfer to the City, it came to our attention, upon clarification with Agency staff; the actual unrestricted cash transfer is \$7.5 million. HSC section 34171 (d) (2) states that agreements, contracts, or arrangements between the city that created the RDA and the former RDA are not enforceable, unless issued within two years of the RDA's creation date or for issuance of indebtedness to third-party investors or bondholders. The terms of the Cooperation Agreements do not meet either of the two criteria therefore, are not enforceable. Therefore, the OFA balance available for distribution to the taxing entities will be adjusted by \$7.5 million.

Also, included in the \$54.3 million transfer is \$46.7 million of bonds transferred to the City. Since bonds are legally restricted and are non-liquid assets, the OFA balance available for distribution to the taxing entities will not be adjusted.

LMIHF Cash

The Agency staff stated of the \$25.4 million LMIHF asset transfers; \$21.1 million of cash transferred to the City. It is our understanding the cash transfer in the amount of \$21.1 million was not captured during Finance's LMIHF DDR review. As such, the OFA balance available for distribution to the taxing entities will be adjusted by an additional \$21.1 million, totaling \$28.6 million.

Property Transfers

Property transfers to the City on March 31, 2011 totaling \$37.8 million per the Cooperation Agreement between the City and the former RDA is not allowed. HSC section 34171 (d) (2) states that agreements, contracts, or arrangements between the city that created the RDA and the former RDA are not enforceable, unless issued within two years of the RDA's creation date or for issuance of indebtedness to third-party investors or bondholders.

The non-liquid assets transferred to the City are subject to the California State Controller's Office review of asset transfers. To the extent these assets that transferred are not for a government purpose or pursuant to an enforceable obligation, these assets should be returned to the Agency and disposed of in a manner consistent to the Agency's Long Range Property Management Plan pursuant to HSC section 34191.5. As these are non-liquid assets, the OFA balance available for distribution to the taxing entities will not be adjusted.

Loan Receivables

A portion of the transfers represents Agency loan receivables in the amount of \$2.2 million. As these are non-liquid assets, the OFA balance available for distribution to the taxing entities will not be adjusted.

Again, HSC section 34171 (d) (2) states that agreements, contracts, or arrangements between the city that created the RDA and the former RDA are not enforceable, unless issued within two years of the RDA's creation date or for issuance of indebtedness to third-party investors or bondholders. The transfers do not meet either of the two criteria therefore, are not enforceable and should be transferred back to the successor. To the extent the cash transfers were to repay City loans, these loan agreements may become enforceable once a Finding of Completion is received pursuant to HSC section 34191.4 (b).

If you disagree with Finance's adjusted amount of OFA balances available for distribution to the taxing entities, you may request a Meet and Confer within five business days of the date of this letter. The Meet and Confer process and guidelines are available at Finance's website below:

http://www.dof.ca.gov/redevelopment/meet_and_confer/

The Agency's OFA balance available for distribution to the affected taxing entities is \$28,605,651 (see table on the next page).

OFA Balances Available For Distribution To Taxing Entities	
Available Balance per DDR:	\$ -
Finance Adjustments	
Add:	
Disallowed cash transfers:	\$ 28,605,651
Total OFA available to be distributed:	\$ 28,605,651

Absent a Meet and Confer request, HSC section 34179.6 (f) requires successor agencies to transmit to the county auditor-controller the amount of funds identified in the above table within five working days, plus any interest those sums accumulated while in the possession of the recipient. Upon submission of payment, please provide proof of payment to Finance within five business days.

If funds identified for transmission are in the possession of the successor agency, and if the successor agency is operated by the city or county that created the former redevelopment agency, then failure to transmit the identified funds may result in offsets to the city's or the county's sales and use tax allocation, as well as its property tax allocation. If funds identified for transmission are in the possession of another taxing entity, the successor agency is required to take diligent efforts to recover such funds. A failure to recover and remit those funds may result in offsets to the other taxing entity's sales and use tax allocation or to its property tax allocation. If funds identified for transmission are in the possession of a private entity, HSC 34179.6 (h) (1) (B) states that any remittance related to unallowable transfers to a private party may also be subject to a 10 percent penalty if not remitted within 60 days.

Failure to transmit the identified funds will also prevent the Agency from being able to receive a finding of completion from Finance. Without a finding of completion, the Agency will be unable to take advantage of the provisions detailed in HSC section 34191.4. Specifically, these provisions allow certain loan agreements between the former redevelopment agency (RDA) and the city, county, or city and county that created the RDA to be considered enforceable obligations. These provisions also allow certain bond proceeds to be used for the purposes in which they were sold and allows for the transfer of real property and interests into the Community Redevelopment Property Trust Fund once Finance approves the Agency's long-range property management plan.

In addition to the consequences above, willful failure to return assets that were deemed an unallowable transfer or failure to remit the funds identified above could expose certain individuals to criminal penalties under existing law.

Pursuant to HSC section 34167.5 and 34178.8, the California State Controller's Office (Controller) has the authority to claw back assets that were inappropriately transferred to the city, county, or any other public agency. Determinations outlined in this letter do not in any way eliminate the Controller's authority.

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Please direct inquiries to Kylie Le, Supervisor or Michael Barr, Lead Analyst at (916) 445-1546.

Sincerely,



STEVE SZALAY
Local Government Consultant

cc: Mr. Jeff Muir, Chief Financial Officer, City of Culver City
Mr. Martin Cole, Assistant City Manager, City of Culver City
Ms. Kristina Burns, Manager, Los Angeles County Department of Auditor-Controller
California State Controller's Office