SIERRA MADRE COMMUNITY REDEVELOPMENT AGENCY

ASSET TRANSFER REVIEW

Review Report

January 1, 2011, through January 31, 2012



BETTY T. YEE
California State Controller

July 2015



July 27, 2015

Elaine Aguilar, City Manager City of Sierra Madre Redevelopment/Successor Agency 232 W. Sierra Madre Boulevard Sierra Madre, CA 91024

Dear Ms. Aguilar:

Pursuant to Health and Safety Code section 34167.5, the State Controller's Office (SCO) reviewed all asset transfers made by the Sierra Madre Community Redevelopment Agency (RDA) to the City of Sierra Madre (City) or any other public agency after January 1, 2011. This statutory provision states, "The Legislature hereby finds that a transfer of assets by a redevelopment agency during the period covered in this section is deemed not to be in furtherance of the Community Redevelopment Law and is thereby unauthorized." Therefore, our review included an assessment of whether each asset transfer was allowable and whether the asset should be turned over to the Successor Agency.

Our review applied to all assets including, but not limited to, real and personal property, cash funds, accounts receivable, deeds of trust and mortgages, contract rights, and rights to payment of any kind. We also reviewed and determined whether any unallowable transfers to the City or any other public agency have been reversed.

Our review found that the RDA transferred \$9,267,709 in assets after January 1, 2011, including unallowable transfers to the City totaling \$7,520,848, or 81.15% of transferred assets.

However, as of January 31, 2012, the City turned over \$1,682,998 in Low-and Moderate-Income Fund land held for resale to the Successor Agency, with only the titles remaining in the City's name. In addition, the City made \$808,166 in payments to third parties. Therefore, the remaining \$5,029,684 in unallowable transfers must be turned over to the Successor Agency.

If you have any questions, please contact Elizabeth González, Chief, Local Government Compliance Bureau, by telephone at (916) 324-0622.

Sincerely,

Original signed by

JEFFREY V. BROWNFIELD, CPA Chief, Division of Audits

JVB/as

cc: Marilyn Diaz, Oversight Board Chairperson
City of Sierra Madre/Successor Agency
John Naimo, Acting Auditor-Controller
Los Angeles County
David Botelho, Program Budget Manager
California Department of Finance
Richard J. Chivaro, Chief Legal Counsel
State Controller's Office
Elizabeth González, Bureau Chief
Division of Audits, State Controller's Office
Scott Freesmeier, Audit Manager
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Division of Audits, State Controller's Office

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Asset Transfer Review Report

Summary

The State Controller's Office (SCO) reviewed the asset transfers made by the Sierra Madre Community Redevelopment Agency (RDA) after January 1, 2011. Our review included, but was not limited to, real and personal property, cash funds, accounts receivable, deeds of trust and mortgages, contract rights, and rights to payments of any kind from any source.

Our review found that the RDA transferred \$9,267,709 in assets after January 1, 2011, including unallowable transfers to the City of Sierra Madre (City) totaling \$7,520,848, or 81.15% of transferred assets.

However, as of January 31, 2012, the City turned over \$1,682,998 in Lowand Moderate-Income Fund land held for resale to the Successor Agency, with only the titles remaining in the City's name. In addition, the City made \$808,166 in payments to third parties. Therefore, the remaining \$5,029,684 in unallowable transfers must be turned over to the Successor Agency.

Background

In January of 2011, the Governor of the State of California proposed statewide elimination of redevelopment agencies (RDAs) beginning with the fiscal year (FY) 2011-12 State budget. The Governor's proposal was incorporated into Assembly Bill 26 (ABX1 26, Chapter 5, Statutes of 2011, First Extraordinary Session), which was passed by the Legislature, and signed into law by the Governor on June 28, 2011.

ABX1 26 prohibited RDAs from engaging in new business, established mechanisms and timelines for dissolution of the RDAs, and created RDA successor agencies and oversight boards to oversee dissolution of the RDAs and redistribution of RDA assets.

A California Supreme Court decision on December 28, 2011 (*California Redevelopment Association et al. v. Matosantos*), upheld ABX1 26 and the Legislature's constitutional authority to dissolve the RDAs.

ABX1 26 was codified in the Health and Safety (H&S) Code beginning with section 34161.

H&S Code section 34167.5 states in part, "... the Controller shall review the activities of redevelopment agencies in the state to determine whether an asset transfer has occurred after January 1, 2011, between the city or county, or city and county that created a redevelopment agency or any other public agency, and the redevelopment agency."

The SCO identified asset transfers that occurred after January 1, 2011, between the RDA, the City and/or any other public agency. By law, the SCO is required to order that such assets, except those that already had been committed to a third party prior to June 28, 2011, the effective date of ABX1 26, be turned over to the Successor Agency. In addition, the SCO may file a legal action to ensure compliance with this order.

Objective, Scope, and Methodology

Our review objective was to determine whether asset transfers that occurred after January 1, 2011, and the date upon which the RDA ceased to operate, or January 31, 2012, whichever was earlier, between the city or county, or city and county that created an RDA, or any other public agency, and the RDA, were appropriate.

We performed the following procedures:

- Interviewed Successor Agency personnel to gain an understanding of the Successor Agency's operations and procedures.
- Reviewed meeting minutes, resolutions, and ordinances of the City, the RDA, the Successor Agency, and the Oversight Board.
- Reviewed accounting records relating to the recording of assets.
- Verified the accuracy of the Asset Transfer Assessment Form. This form was sent to all former RDAs to provide a list of all assets transferred between January 1, 2011, and January 31, 2012.
- Reviewed applicable financial reports to verify assets (capital, cash, property, etc.).

Conclusion

Our review found that the Sierra Madre Community Redevelopment Agency (RDA) transferred \$9,267,709 in assets after January 1, 2011, including unallowable transfers to the City of Sierra Madre (City) totaling \$7,520,848 or 81.15% of transferred assets.

However, as of January 31, 2012, the City turned over \$1,682,998 in Lowand Moderate-Income Fund land held for resale to the Successor Agency, with only the titles remaining in the City's name. In addition, the City made \$808,166 in payments to third parties. Therefore, the remaining \$5,029,684 in unallowable transfers must be turned over to the Successor Agency.

Details of our finding are described in the Finding and Order of the Controller section of this report.

Views of Responsible Officials

We issued a draft report on August 11, 2014. Elaine Aguilar, City Manager, responded by letter dated August 26, 2014. The City's response is included in this final review report as an attachment.

Restricted Use

This report is solely for the information and use of the City of Sierra Madre, the Successor Agency, the Oversight Board, and the SCO; it is not intended to be and should not be used by anyone other than these specified parties. This restriction is not intended to limit distribution of this report, which is a matter of public record when issued final.

Original signed by

JEFFREY V. BROWNFIELD, CPA Chief, Division of Audits July 27, 2015

Finding and Order of the Controller

FINDING— Unallowable asset transfers to the City of Sierra Madre The Sierra Madre Community Redevelopment Agency (RDA) made unallowable asset transfers, totaling \$7,520,848, to the City of Sierra Madre (City). The transfers occurred after January 1, 2011, and the assets were not contractually committed to a third party prior to June 28, 2011.

Unallowable transfers were as follows:

- On various dates, the RDA transferred cash to the City totaling \$708,166 for the Water Main Project. The RDA approved Resolution No. 444 approving the transfers; however, the agreement was signed on June 28, 2011, and is between the City and Stephen Doreck Equipment Rentals.
- On July 1, 2011, the RDA transferred cash totaling \$100,000 to the City's Internal Services Fund (60008). To accomplish this transfer, the City Council approved an agreement on June 28, 2011, between the City and the Planning Center.
- On May 31, 2011, the RDA transferred property deeds totaling \$6,712,682 to the City per Resolution No. 11-40/CRA 441.

Pursuant to Health and Safety (H&S) Code section 34167.5, the RDA may not transfer assets to a city, county, city and county, or any other public agency after January 1, 2011. Any asset transfers by the RDA to a city, county, city and county, or any other public agency after January 1, 2011 must be turned over to the Successor Agency for disposition in accordance with H&S Code sections 34177(d) and (e).

Some of the assets also may be subject to the provisions of H&S Code section 34181(a).

H&S Code section 34181(a) states:

The oversight board shall direct the successor agency to do all of the following:

(a) Dispose of all assets and properties of the former redevelopment agency; provided, however, that the oversight board may instead direct the successor agency to transfer ownership of those assets that were constructed and used for a governmental purpose, such as roads, school buildings, parks, police and fire stations, libraries, and local agency administrative buildings, to the appropriate public jurisdiction pursuant to any existing agreements relating to the construction or use of such an asset.

Order of the Controller

Pursuant to H&S Code section 34167.5, the City is ordered to reverse the transfers totaling \$7,520,848, and turn over the assets to the Successor Agency.

However, as of January 31, 2012 the City turned over \$1,685,998 in Lowand Moderate-Income Fund land held for resale to the Successor Agency with only the titles remaining in the City's name. In addition, the City made \$808,166 in payments to third parties. Therefore, the remaining \$5,029,684 in unallowable transfers must be turned over to the Successor Agency.

City's Response

The City provided additional documentation and addressed the following items in its response.

1. Water Main Project Funding by the Community Redevelopment Agency (RDA); and

2. RDA Expenditure of \$100,000 for CEQA Review of General Plan Update.

The City believes that items 1 and 2 are enforceable obligations because the projects had been included in the November 2010 RDA 5-Year Implementation Plan, and subsequently approved as enforceable obligations made by the Oversight Board and the Department of Finance (DOF) during the review of the non-housing Due Diligence Review (DDR). In addition, the City contends that budgeting \$100,000 for the CEQA Review, beginning in the 2007/2008 fiscal year and carrying the budgeted amount each year forward, is an encumbrance.

3. City Hall and Police Complex and adjacent parking lots.

The City states that the City Hall and Police Complex are rightfully the City's properties, despite the fact that the titles to the properties were never transferred from the RDA to the City. The 1975 and 1977 Lease Revenue Bonds were issued by the RDA to construct the City Hall and Police Complex. Upon payment of the terms set forth by the 1975 and 1977 Lease Revenue Bonds, the titles for the City Hall and Police Complex would be turned over to the City. In 1988, the Series 1988 Local Agency Revenue Bonds were issued, and a portion of the proceeds refunded the City's remaining debt to the RDA, and the titles to the City Hall and Police Complex were turned over to the City. The City claims that the 1975 and 1977 Lease Revenue Bonds have been refunded, but transfers of the title were overlooked. In addition, the Successor Agency requested that the Oversight Board ratify and approve the transfer, through Oversight Board Resolution No. 12-003. The DOF did not object to this "governmental purpose" transfer and, therefore, the City believes the transfer is deemed approved.

See Attachment for City's complete response.

SCO's Comments

1. Water Main Project Funding by the Community Redevelopment Agency (CRA); and

2. RDA Expenditure of \$100,000 for the CEQA Review of the General Plan Update.

The SCO reviewed additional documents provided by the City for the Water Main Project Funding and agreed that the actual payment for the project is \$708,166. Therefore, we adjusted the payment finding for the Water Main Project to \$708,166.

Including a project in the RDA 5-Year Implementation Plan and budgeting prior to a formal contractual agreement does not make the plan or the budgeting a contractual commitment. Without a contract agreement with a third party, the RDA cannot transfer, make payments, or encumber funds, contractually, to a third party. In addition, the CRA resolutions and subsequent contracts with the third parties were executed on June 28, 2011. ABX1 26 became effective on June 28, 2011; it prohibits the former RDA from entering into new agreements on and after the effective date. The asset transfer review performed by the SCO is a different and separate review from the DOF's DDR. As such, transfers not identified unallowable through the DDR process may be identified unallowable in the asset transfer review.

However, because the payments were subsequently expended to third parties, no further action is necessary for items 1 and 2.

3. City Hall and Police Complex and adjacent parking lots.

The deeds to the City Hall, Police Complex, and adjacent parking lots were transferred from the RDA to the City, on May 31, 2011. The City could not provide documents showing that the City repaid its debts to the RDA pursuant to the 1975 and 1977 Lease Revenue Bonds in order to permit the transfer of the properties.

The Oversight Board Resolution No. 12-003 (June 25, 2012) approved the RDA's May 31, 2011 transfer of the properties. However, a recent Superior Court ruling (Successor Agency to the Brea Redevelopment Agency, et al. v. Matosantos, et al.) states:

The redevelopment dissolution laws established oversight boards to supervise the actions of successor agencies, but not to supervise or ratify (after the fact) the actions of former redevelopment agencies. Conversely, the Court has not located any provision of the redevelopment laws that requires or authorizes an oversight board retrospectively to review or ratify an action of a redevelopment agency taken before its dissolution. The Oversight Board thus appears to have no legal authority or mandate to review actions of the RDA.

As such, the Oversight Board did not have legal authority to retroactively approve the transfers.

In addition, the asset transfer review performed by the SCO is a different and separate review from the DOF's DDRs. As such, transfers not identified through the DDR process may be identified in the asset transfer review. The RDA transferred assets to the City after January 1, 2011; therefore, the transfers are unallowable under H&S Code section 34167.5.

The Finding and Order of the Controller remain as stated for this item.

Schedule 1— Unallowable Asset Transfers to the City of Sierra Madre after January 1, 2011

Cash transfers:		
Water Main Project - Various Dates	\$ 708,166	
CEQA Review of the General Plan Update - July 1, 2011	 100,000	808,166
I 11 116 1 M 21 2011		
Land held for resale - May 31, 2011:		
242 W. Sierra Madre (APN 5768-020-906)	-	
232 W. Sierra Madre (APN 5768-020-909)	-	
City Hall Parking Lot (5768-020-910)	-	
242 W. Sierra Madre (APN 5768-020-905)	-	
Portion of Mariposa Parking Lot (APN 5767-023-901)	 	5,029,684
Low- and Moderate-Income land held for resale		
186 W. Highland (5767-021-900)	225,924	
70-84 Esperanza (5767-039-900)	1,457,074	1,682,998
70-04 Esperanza (5707-037-700)	 1,437,074	1,002,770
Total unallowable transfers		7,520,848
T		
Less:		
Expenditures made to third parties for the Water Main Project (after		
June 27, 2011)	(708, 166)	
Expenditures made to third parites for the CEQA Review of the General		
Plan Update (after June 27, 2011)	 (100,000)	(808,166)
Land held for resale turned over to the Successor Agency		(1,682,998)
Total transfers subject to H&S Code section 34167.5		\$5,029,684

Attachment— City's Response to Draft Review Report





August 26, 2014

Elizabeth Gonzalez, Chief Local Government Compliance Bureau State Controller's Office Division of Audits P.O. Box 942850 Sacramento, CA 94250-5874

Re: Draft Audit for City of Sierra Madre

Dear Ms. Gonzalez,

The City received the written Draft Asset Transfer Review on August 19, 2014 and makes this response.

1. Water Main Project Funding by Community Redevelopment Agency ("CRA")

The City objects to the SCO's erroneous findings regarding the transfer of \$860,992 in CRA funding for the Water Main Project. First of all, the accounting of the actual amount of CRA funding is incorrect. The actual amount of CRA funding spent on this project was \$708,165.68 total. Please see the attached Excel Spreadsheet detail report showing the actual funding for this project and all the funding sources.

Moreover, this project was specifically authorized by the CRA prior to June 29, 2011—the date you advised in your March 15, 2012 audit transfer letter by which all commitments of CRA funding must be in place. This information was shared with your on-site auditing team, who apparently ignored it. The Water Main Project was previously identified in the November 2010 CRA 5-Year Implementation Plan as a CRA project to replace a portion of the water main lying within the Redevelopment Project Area. On June 28, 2011, CRA Resolution No. 444 awarded, as a joint project with the City of Sierra Madre, the construction of the project to Stephen Doreck Construction. The total cost of the project was \$1,092.790. Of this total amount, \$750,000 of CRA funds were committed to Stephen Doreck Construction, with the remaining funds coming from non-CRA sources, including the City of Sierra Madre. The City of Sierra Madre entered into the contract with Stephen Doreck Construction in reliance on the commitment of CRA funds

232 W. Sierra Madre Blvd., Sierra Madre, CA 91024 Telephone (626) 355-7135 Fax (626) 355-2251



to the project. There can be no doubt the City—"the government agency that received the assets"--was "contractually committed to a third party" [Stephen Doreck Construction] for the expenditure or encumbrance of those assets," and therefore, this contract falls within the exception specifically stated in Health & Safety Code Section 34167.5. The project actually came in under budget and the actual expenditure of CRA funds was only \$708,165.68—well under the total \$750,000 previously authorized by the CRA.

The expenditure of these funds was shown on the non-housing DDR as an enforceable obligation and approved by the Oversight Board and the Department of Finance. The State Controller's Office also received a copy of that document. Given the overwhelming written record on the lawful use of redevelopment funds y the CRA for this redevelopment project, there is absolutely no basis in law or fact for the SCO to attempt to "claw back" the \$708,165.68 paid to Stephen Doreck Construction. We request that your findings on this matter be reversed.

2. CRA Expenditure of \$100,000 for CEQA Review of General Plan Update

Similar to the Water Main Project described above, the CRA authorized up to \$100,000 to be spent on a shared City of Sierra Madre project updating the City's General Plan, which included the Redevelopment Project Area. The CRA budgeted and encumbered \$100,000 for this purpose in 2007/2008 fiscal year and this encumbrance of funds was carried over each year and readopted/reapproved until there was sufficient total funding to enable this shared City of Sierra Madre/CRA project to go forward. The actual contract for this shared project was awarded to The Planning Center. Also on June 28, 2011, the CRA adopted Resolution No 11-060 specifically re-appropriating and committing \$100,000 to this project. In reliance on the CRA action, on June 28, 2011 the City of Sierra Madre entered into the contract with The Planning Center for an amount not to exceed \$219,913; this total amount was inclusive of the \$100,000 in CRA funds committed to the project and reaffirmed on the same evening. Once again, -"the government agency [City of Sierra Madre] that received the assets"--was "contractually committed to a third party" [The Planning Center] for the expenditure or encumbrance of those assets," and therefore, this contract falls within the exception specifically stated in Health & Safety Code Section 34167.5. The expenditure of these CRA funds was also shown on the nonhousing DDR as an enforceable obligation and approved by the Oversight Board and the Department of Finance. The State Controller's Office also received a copy of that document. There is no basis for the SCO to attempt to "claw back" the \$100,000 paid to The Planning Center. We request that your findings on this matter be reversed.



3. <u>City Hall and Police Complex and adjacent parking lots</u>

Finally, we are frankly incredulous that the SCO is taking the position that Sierra Madre City Hall, the Police Complex building and the adjacent parking lots serving these facilities must to transferred back to the Successor Agency for disposal. This draft "finding" is not only absurd but is unsupported by the written evidence which was shown to your on-site auditing team.

Both City Hall and the Police Complex building, including the adjoining parking lots serving both facilities were built using CRA bonds in the 1970's. Debt service on the bonds (both the Series A 1975 City Hall Facilities Lease Revenue Bonds and the Series A 1977 Public Safety Facilities Lease Revenue Bonds) was paid by the lease revenue stream paid to the CRA by the City of Sierra Madre. In order to secure the bonds and provide for the "lease back" structure, both City Hall and the Police Complex and adjoining parking were titled to the CRA and leased back to the City of Sierra Madre. Upon the complete defeasance of the bonds, both City Hall and the Police Complex were to be deeded back to the City of Sierra Madre.

The Series A 1975 City Hall Facilities Lease Revenue Bonds and the Series A 1977 Public Safety Facilities Lease Revenue Bonds were both advance refunded in 1988 with the issuance of the Local Agency Revenue Bonds, Series 1988, in the amount of \$8,410,000. The Local Agency Revenue Bonds, Series 1988 was issued predominantly for the purpose of funding improvements to the City of Sierra Madre water system, with defeasance of the remaining approximately \$1,000,000 from the original 1975 and 1977 Lease Revenue Bonds. The debt service for the Series 1988 bonds was secured by and payable from water revenues collected by the City and tax increment revenues from the CRA. All bond documentation, including the Official Statement, Indenture of Trust and excerpts from the CRA annual audited financial statements from 1987 and 1988 reflect this information and were provided to SCO staff during the on-site audit for review.

With the defeasance of the 1975 and 1977 Lease Revenue Bonds in 1988, title to City Hall, the Police Complex and adjacent parking lots was required to pass to the City of Sierra Madre. In fact, title to these facilities was not carried on the CRA's books after 1988, as reflected in the 1989 audited financial statement of the CRA. In spite of this fact, the important administrative action of deeding the properties from the CRA to the City was overlooked at the time, and for several years thereafter.

In 2010 and 2011, it came to the City's attention that the property had never been transferred to the City of Sierra Madre, and an administrative action to correct this oversight was taken in the spring of 2011. Further, in order to assure the Department of Finance and the State Controller's Office that this transfer was authorized and appropriate, the Successor Agency requested that the



Oversight Board ratify the 2011 transfer as a "governmental purpose" transfer under the authority of Health & Safety Code Section 34181(a). A "governmental purpose" property includes "local agency administrative buildings" and "police and fire stations," as expressly stated in the statute. It is beyond argument that the City Hall, Police Complex and the adjoining parking lots serving both qualify as "governmental purpose" property. The Oversight Board so found and ratified and approved the transfer, through Oversight Board Resolution No. 12-003. The Department of Finance did not object to this "governmental purpose" transfer, and therefore, the matter is deemed approved. This documentation was also provided to SCO staff during the on-site audit for review.

We request that the SCO reverse its findings on this matter. In addition to the documentation showing the this property was required to be transferred to the City upon the 1988 defeasance of the bonds, the Successor Agency has also previously taken all "corrective" action possible to ratify the transfer as a legitimate "governmental purpose" transfer. A governmental purpose transfer is exempt from the requirements of the Long Range Property Management Plan under Health & Safety Code Section 34191.3, and therefore, there are no additional procedures required regarding this property, in any event. Even if the Successor Agency had not previously transferred the City Hall, Police Complex and adjoining parking lots to the City, the only action it would take or be required to take would be to seek Oversight Board approval of a "governmental purpose" transfer—an action which has already occurred and which has already by approved. Any further proceedings would be futile and are not required by law.

Respectfully submitted,

Elaine Aguilar City Manager

City of Sierra Madre

Attachment

cc:

Teresa L. Highsmith, City Attorney

CITY OF SIERRA MADRE SIERRA MADRE BLVD. WATER MAIN REPLACEMENT PROJECT STEPHEN DORECK EQUIPMENT RENTALS

Amount	21,581.16 12,596.97 34,178.13	523,495.56 -145,448.88 129,046.22 -7,377.52 208,450.30	60,638.53 145,448.88 37,539.76 -2,147.11
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TOTAL 983,823.87

Detail Report Account Detail Date Range: 07/01/2011 - 06/30/2012

Foding Balance		212,192.51	Running Balance	18,384.30	36,377.22	65,405.87	99,041.75	112,470.93	156,554.90	206,937.48	211,504.85	212,192.51	053 644 40	89.9101CC0	KUNIMING BARANCE	721 045 78	774 568 76	853,614.48	82 AF7 29	Running Balance	95,734.58	-145 448 88	Running Balance	-145,448.84(3)	116,092.69
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	Fund: 33001 - CRA NONHOUSING PROJECT FUND	.56002	A DOLUMENT	APPICTORS 94	APPKT00637	APPKT00637	APPKT00653	APPKT00675	APPKT00688	APPKT00705	APPK100/46	GLPK102203	56011	Packet Number	APPKT00617	APPKT00688	APPKT00738	APPKT00746	56013	Packet Number	APPKT00653	56015	Packet Number	GLPA1020/0	
Account	Fund: 33001 -	33001.85000.56002	1100/20/30	08/23/2011	09/27/2011	1102/22/2011	10/11/2011	10/25/2011	11/08/2011	1102/27/11	1102/12/21	7107/16/10	33001 85000.56011	Post Date	09/13/2011	11/08/2011	12/27/2011	12/27/2011	33001.85000.56013	Post Date	10/11/2011	33001.85000.56015	Post Date	1707/01/21	

Ending Balance: 1,016,092.69

Activity: 1,016,092.69

Grand Totals: Beginning Balance: 0.00

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