



CITY OF OAKLAND CALIFORNIA

**OAKLAND SUCCESSOR REDEVELOPMENT AGENCY
(A COMPONENT UNIT OF THE CITY OF OAKLAND)
FOR THE YEAR ENDED JUNE 30, 2019**

**OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
FINANCIAL REPORT**

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OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

(A Component Unit of the City of Oakland, California)

For the Year Ended June 30, 2019

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Independent Auditor's Report

Board of Directors
Oakland Redevelopment Successor Agency
Oakland, California

Report on the Financial Statements

We have audited the accompanying financial statements of the Oakland Redevelopment Successor Agency (Agency), a component unit of the City of Oakland (City), California, as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Agency's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Agency's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the fiduciary net position of the Agency as of June 30, 2019, and the change in its fiduciary net position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis as listed in the table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Agency's basic financial statements. The combining schedules listed as other supplementary information in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The combining schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the other supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 13, 2019, on our consideration of the Agency's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Agency's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control over financial reporting and compliance.



Walnut Creek, California
December 13, 2019

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

(A Component Unit of the City of Oakland, California)

Management's Discussion and Analysis – Unaudited

For the Year Ended June 30, 2019

As management of the Oakland Redevelopment Successor Agency of the City of Oakland (ORSA), we offer readers of the ORSA's basic financial statements this narrative overview and analysis of the financial activities of the ORSA for the year ended June 30, 2019. We encourage readers to consider the information presented here in conjunction with the ORSA's financial statements, which follow this section.

FINANCIAL HIGHLIGHTS

On May 29, 2013, the California Department of Finance (DOF) issued its finding on the ORSA using excess bond proceeds from bonds issued prior to 2011 pursuant to Health and Safety Code (HSC) section 34191.4. Based on DOF's findings, the Oakland Oversight Board approved the ORSA's Bond Expenditure Agreement between the ORSA and the City of Oakland (City) that would transfer current and future excess tax allocation bond proceeds to the City to fund redevelopment projects and programs already in place on July 29, 2013. For the year ended June 30, 2019, the ORSA reported a total transfer of excess tax allocation bond proceeds of \$8.5 million to the City.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the ORSA's basic financial statements. The ORSA's basic financial statements comprise two components: 1) basic financial statements and 2) notes to the basic financial statements. This report also contains other supplementary information in addition to the basic financial statements. These financial statements are prepared on the economic resources measurement focus and the accrual basis of accounting.

FINANCIAL ANALYSIS

Net position may serve over time as a useful indicator of a government's financial position. At the close of June 30, 2019, the ORSA has a negative net position of \$224.7 million. Under the former California Redevelopment Law, the Oakland Redevelopment Agency (the former Agency) issued bonds or incurred long-term debt to finance its redevelopment projects by pledging future tax increment revenues (See Note 6 to the basic financial statements).

In general, the ORSA's assets can only be used to pay enforceable obligations in existence at the date of dissolution (including the completion of any unfinished projects that were subject to legally enforceable contractual commitments). These include public projects such as public parking, street improvements, park improvements, transportation improvements, cultural facilities, and community centers. Once redevelopment projects that were public facilities were completed by the former Agency, the responsibilities for their continued maintenance and operations were transferred to the appropriate public entity such as City of Oakland (City) including the capitalized redevelopment project costs.

In addition, completed projects with private developers were also transferred to the developers in accordance with disposition and development agreements. Although completed public facilities and joint agency-private partnership projects were transferred to the City or private entities, the related debt remained with the former Agency and was transferred to the ORSA.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Management's Discussion and Analysis – Unaudited (Continued)
For the Year Ended June 30, 2019

Shown below is a schedule that summarizes the ORSA's net position held in trust:

Condensed Statements of Fiduciary Net Position
(In thousands)

Assets	June 30, 2019	June 30, 2018	\$ Change
Current and other assets	\$ 73,033	\$ 63,086	\$ 9,947
Restricted investments	11,997	11,870	127
Notes and loans receivable, net	8,359	16,759	(8,400)
Property held for resale	2,818	2,818	-
Total assets	96,207	94,533	1,674
Deferred outflows of resources	13,739	14,473	(734)
Liabilities			
Other liabilities	10,611	11,650	(1,039)
Long-term liabilities	323,656	358,647	(34,991)
Total liabilities	334,267	370,297	(36,030)
Deferred inflows of resources	415	448	(33)
Total net position held in trust	\$ (224,736)	\$ (261,739)	\$ 37,003

At June 30, 2019, the ORSA's liabilities and deferred inflows of resources exceeded its assets and deferred outflows of resources, resulting in a net deficit of \$224.7 million. This represents a \$37.0 million deficit reduction compared to the net position at June 30, 2018. The significant changes in the Statement of Fiduciary Net Position are due to the following:

- Total assets were \$96.2 million, an increase of \$1.7 million compared to \$94.5 million at June 30, 2018. The increase is mainly due to \$13.6 million increase in pooled cash, resulting from \$7.9 million of loan repayment by Rotunda Partners, \$0.5 million of loan repayment by other various borrowers, \$1.7 million increase as the result of reduced overall expenditure payments from pooled cash accounts during fiscal year 2019, and \$2.3 million from the City for repayment of the former Agency's assets transferred to Housing Successor, which included the former Agency's Central District Project Area Fund loan receivable from the City in the amount of \$1.5 million, land sale receivable of \$0.3 as well as the former Agency's Coliseum Project Area Fund loan receivable from the City in the amount of \$0.5 million. These amounts were offset by \$8.4 million and \$2.3 million decreases in the balance of outstanding notes and loan receivable and due from the City, respectively.
- Deferred outflows of resources of \$13.7 million at June 30, 2019 decreased by \$0.7 million when compared to \$14.5 million at June 30, 2018. The decrease is due to scheduled annual amortization of overall accounting loss on debt refundings.
- A \$1.0 million reduction in other liabilities is due to changes in the timing of payments for eligible expenditures.
- The \$35.0 million decrease in long-term liabilities was due to \$33.6 million scheduled debt service payments combined with a net \$1.4 million scheduled reduction in premiums and discounts on long-term debt.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Management's Discussion and Analysis – Unaudited (Continued)
For the Year Ended June 30, 2019

Condensed Statements of Changes in Fiduciary Net Position
(In thousands)

	Year Ended June 30, 2019	Year Ended June 30, 2018	\$ Change
Additions			
Redevelopment property tax revenues	\$ 64,140	\$ 62,938	\$ 1,202
Other revenues	2,099	3,325	(1,226)
Total additions	<u>66,239</u>	<u>66,263</u>	<u>(24)</u>
Deductions			
General and administrative	4,163	5,346	(1,183)
Project expenses	1,880	1,878	2
Interest on debt	14,714	19,990	(5,276)
Bond issuance costs	-	565	(565)
Transfer of excess tax allocation bond proceeds to the City, approved by the California Department of Finance	8,479	6,145	2,334
Total deductions	<u>29,236</u>	<u>33,924</u>	<u>(4,688)</u>
Change in net position	37,003	32,339	4,664
Net position held in trust, beginning of year	<u>(261,739)</u>	<u>(294,078)</u>	32,339
Net position held in trust, end of year	<u>\$ (224,736)</u>	<u>\$ (261,739)</u>	<u>\$ 37,003</u>

Key elements of the ORSA's additions and deductions are presented below:

- The ORSA's additions for fiscal year 2019 were \$66.2 million, which was consistent with fiscal year 2018. Redevelopment property tax revenue received from the County increased by \$1.2 million due to increased enforceable debt obligations that required more trustee cash payments. The increase was offset by a \$1.2 million reduction in other revenues compared with FY 2018, which resulted from decreased land rental and service charge revenues.
- The ORSA's deductions for fiscal year 2019 were \$29.2 million compared to \$33.9 million for fiscal year 2018, a decrease of \$4.7 million. The decrease was mainly due to the reduction of \$5.3 million in interest expense on long-term obligations as the result of prior year's bond refinancing activities combined with \$1.3 million of decrease in project expenses from diminished overall operating activities during the fiscal year. The decrease was offset by a \$2.3 million increase in transfer of excess tax allocation bond proceeds to the City from \$6.2 million in fiscal year 2018 to \$8.5 million in fiscal year 2019 as approved by the DOF.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Management's Discussion and Analysis – Unaudited (Continued)
For the Year Ended June 30, 2019

Debt Administration

At June 30, 2019, the ORSA had long-term bond outstanding principal totaling \$315.9 million, a decrease of \$33.6 million from fiscal year 2018 as the result of scheduled debt service payments on outstanding long-term debt, which are backed by redevelopment property tax revenues.

The breakdown of the long-term debt is as follows (in thousands):

	June 30, 2019	June 30, 2018
Long-Term Debt		
Tax allocation bonds	\$ 183,300	\$ 208,130
Subordinated tax allocation refunding bonds	132,610	141,360
Subtotal - Bonds Payable	315,910	349,490
Unamortized amounts		
Premiums and discounts, net	7,746	9,157
Total	\$ 323,656	\$ 358,647

Bond Ratings

Bond ratings reflect the strength of the ORSA's underlying tax base. Credit strengths include the ORSA's large project area, sizable incremental and assessed valuation, solid and improving debt service coverage, and effectively closed lien due to the dissolution of redevelopment.

The table below shows ORSA bond ratings for the outstanding bonds as of June 30, 2019:

Type of Obligation	Moody's	Ratings S&P	Fitch
Tax Allocation Bonds:			
<u>Central District Redevelopment Project</u>			
Subordinated Tax Allocation Bonds, Series 2006T	Baa2*	A+	N/A
Subordinated Tax Allocation Bonds, Series 2009T	N/A	A+	N/A
Subordinated Tax Allocation Refunding Bonds, 2013	N/A	A+	N/A
<u>Coliseum Area Redevelopment Project</u>			
Tax Allocation Bonds, Series 2006B-T	A1	AA-	N/A
<u>Central City East Redevelopment Project</u>			
Tax Allocation Bonds, Series 2006A-T	A1	A+	N/A
<u>Broadway/MacArthur/San Pablo Redevelopment Project</u>			
Tax Allocation Bonds, Series 2006C-T	A1	AA	N/A
Tax Allocation Bonds, Series 2010 T	N/A	AA-	N/A
ORSA Subordinated Tax Allocation Refunding Bonds:			
Series 2018-TE, 2018-T	N/A	AA-	N/A
Series 2015-TE, 2015-T	N/A	AA*/AA-	N/A

* Insured rating

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)
Management's Discussion and Analysis – Unaudited (Continued)
For the Year Ended June 30, 2019

REVENUES AND RECOGNIZED OBLIGATIONS PAYMENT SCHEDULE

Pursuant to State laws and regulations, the ORSA is required to adopt a Recognized Obligations Payment Schedule (ROPS). The ROPS, listing all enforceable obligations due and payable currently in the six-month coverage period, is prepared in a manner provided by the DOF and is the basis for the distribution of property tax revenues from the Redevelopment Property Tax Trust Fund . The ROPS represents the ORSA's annual budget. The semi-annual Administrative Budget for the ORSA is presented and approved by the ORSA governing board and ORSA's Oversight Board, and subsequently approved as part of the ROPS by the DOF.

In September 2015, the State passed the Senate Bill 107, which authorizes successor agencies to submit a Last and Final ROPS, which shall list the remaining enforceable obligations of the successor agency and the total outstanding obligations and a schedule of remaining payments for each enforceable obligation, for approval by the oversight board and the DOF. Upon approval by the DOF, the Last and Final ROPS will establish the maximum amount of property taxes from the Redevelopment Property Tax Trust Fund to be distributed to the ORSA.

REQUEST FOR INFORMATION

This financial report is designed to provide our citizens, taxpayers, customers, investors, and creditors with a general overview of the ORSA's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Finance Department, Controller's Bureau, City of Oakland, 150 Frank H. Ogawa Plaza, Suite 6353, Oakland, California 94612-2093. Additional financial data may also be found on the ORSA's website (www.oaklandca.gov).

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BASIC FINANCIAL STATEMENTS

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

(A Component Unit of the City of Oakland, California)

Statement of Fiduciary Net Position

June 30, 2019

(In Thousands)

ASSETS

Current assets:

Cash and investments	\$ 67,951
Accrued interest receivable	632
Due from other governments	2,705
Prepaid expenses	1,745
Restricted investments	11,997
Total current assets	<u>85,030</u>

Noncurrent assets:

Notes and loans receivable (net of allowance for uncollectable of \$46,675)	8,359
Property held for resale	2,818
Total noncurrent assets	<u>11,177</u>
Total assets	<u>96,207</u>

DEFERRED OUTFLOWS OF RESOURCES

Unamortized losses on refunding of debts	<u>13,739</u>
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LIABILITIES

Current liabilities:

Accounts payable and accrued liabilities	959
Accrued interest payable	5,337
Due to the City of Oakland	4,269
Deposits and other liabilities	46
Total current liabilities	<u>10,611</u>

Long-term liabilities:

Due within one year	31,901
Due in more than one year	291,755
Total long-term liabilities	<u>323,656</u>
Total liabilities	<u>334,267</u>

DEFERRED INFLOWS OF RESOURCES

Unamortized gains on refunding of debts	<u>415</u>
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NET POSITION

Restricted for redevelopment	<u>\$ (224,736)</u>
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See accompanying notes to the basic financial statements.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

(A Component Unit of the City of Oakland, California)

Statement of Changes in Fiduciary Net Position

For the Year Ended June 30, 2019

(In Thousands)

ADDITIONS

Redevelopment property tax revenues	\$	64,140
Investment income:		
Interest on investments		1,435
Net appreciation in fair value of investments		191
Federal and State grants		219
Other		254
Total additions		<u>66,239</u>

DEDUCTIONS

General and administrative:		
Salaries, wages and benefits		3,755
Materials, supplies and other services		408
Project expenses		1,880
Interest on debt		14,714
Transfer of excess tax allocation bond proceeds to the City, approved by the California Department of Finance		8,479
Total deductions		<u>29,236</u>

Change in net position

Net position, beginning of year		<u>(261,739)</u>
Net position, ending of year	\$	<u><u>(224,736)</u></u>

See accompanying notes to the basic financial statements.

NOTES TO THE BASIC FINANCIAL STATEMENTS

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 1 – REPORTING ENTITY

The Redevelopment Agency of the City of Oakland (Agency) was established in 1956 by the Oakland City Council as a public entity legally separate from the City. Until June 28, 2011, the Agency had the authority to acquire, rehabilitate, develop, administer, and sell or lease property in a “Redevelopment Area.” Redevelopment projects were developed in cooperation with private developers. Public redevelopment projects were also developed under cooperation agreements between the Agency and the City or other public entity that would own the project.

On June 28, 2011, the State of California enacted Assembly Bill X1 26 (AB X1 26). This legislation is referred to herein as the Redevelopment Dissolution Law. On December 29, 2011, the California Supreme Court upheld the constitutionality of AB X1 26 and all redevelopment agencies in California were dissolved by operation of law effective February 1, 2012. The legislation provides for the successor agencies and oversight boards that are responsible for overseeing the dissolution process and the wind down of redevelopment activity. On January 10, 2012, the Oakland City Council affirmed its decision as part of City Resolution Number 83679 C.M.S. to serve as the Oakland Redevelopment Successor Agency (ORSA) of the City, effective February 1, 2012 as such a component unit of the City. Also upon dissolution, the City Council elected as part of Resolution Number 83680 C.M.S. to retain the housing assets, functions, and powers previously performed by the former Agency.

ORSA was created to serve as a custodian of the assets and to wind down the affairs of the former Agency. ORSA is a separate public entity from the City, subject to the direction of a Countywide Oversight Board. Pursuant to SB 107, as of June 30, 2019, there are seven Countywide Oversight Board members as follows:

- One appointed by the County Board of Supervisors,
- One appointed by the City selection committee,
- One appointed by the independent Special District Selection Committee,
- One appointed by the County Superintendent of Education,
- One appointed by the Chancellor of the California Community Colleges,
- One member of the public, and
- One member appointed by the recognized employee organization representing the largest number of successor agency employees in the County.

In general, ORSA’s assets can only be used to pay enforceable obligations in existence at the date of dissolution (including the completion of any unfinished projects that were subject to legally enforceable contractual commitments). In future fiscal years, ORSA will only be allocated revenue in the amount that is necessary to pay the estimated annual installment payments on enforceable obligations of the former Agency until all enforceable obligations of the former Agency have been paid in full and all assets have been liquidated. Based upon the nature of ORSA’s custodial role, ORSA is reported in a fiduciary fund (private-purpose trust fund) in the City’s financial statements.

In September 2015, the State passed the Senate Bill 107 (the Bill), which contains additional provisions and provides specificity to existing law governing the dissolution of redevelopment agencies and the wind-down of their existing activities and obligations. The Bill includes specific language to ORSA that facilitates the issuance of bonds or other indebtedness for the purposes of low and moderate income housing and various infrastructure in the City, by allowing the pledge of revenues available in the Redevelopment Property Tax Trust Fund that are not otherwise pledged, subject to the approval of the Oversight Board.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 1 – REPORTING ENTITY (CONTINUED)

The Bill declares that the Central District Subordinated Tax Allocation Refunding Bonds Series 2013 are finally and conclusively approved as enforceable obligations. The Bill required that remaining principal amount of any of the loans that were previously unpaid after September 2015 shall be recalculated from the date of origination of the loan at a simple interest rate of 3%.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements are presented in accordance with accounting principles generally accepted in the United States of America (GAAP).

Basis of Accounting

The financial statements are reported using the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place. On an accrual basis, revenue from property taxes is recognized in the fiscal year for which the taxes are levied. Revenues from grants, entitlements, and donations are recognized in the fiscal year in which all eligibility requirements have been satisfied.

Investments

ORSA records investment transactions on the trade date. Investments are reported at fair value or at net asset value. ORSA measures its investments at fair value and categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement, using observable market transactions or available market information. Investment income, including unrealized gains and losses from investments, is recognized as revenue.

ORSA follows the practice of pooling cash of all operating funds for investment. Income or losses arising from the investment of pooled cash are allocated on a monthly basis to the participating funds based on their proportionate share of the average daily cash balance.

Proceeds from debt and other funds which are restricted for the payment of debt or for enforceable obligations in the Recognized Obligations Payment Schedule (ROPS) and held by fiscal agents by agreement are classified as restricted assets.

ORSA follows Governmental Accounting Standards Board (GASB) Statement No. 72 in measuring the fair value of its investments within the fair value hierarchy established by GAAP. The following levels indicate the hierarchy of inputs used to measure fair value and the primary valuation methodologies used for financial instruments measured at fair value on a recurring basis:

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements

For the Year Ended June 30, 2019

(Amounts in Thousands)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments (Continued)

- Level 1 - Investments whose values are based on quoted prices (unadjusted) for identical assets in active markets that a government can access at the measurement date.
- Level 2 - Investments with inputs – other than quoted prices included within Level 1 – that are observable for an asset, either directly or indirectly.
- Level 3 - Investments classified as Level 3 have unobservable inputs for an asset and may require a degree of professional judgment.

Redevelopment Property Tax Trust Fund Revenues

Pursuant to the Redevelopment Dissolution Law, funds that would have been distributed to the former Agency as tax increment, hereafter referred to as redevelopment property tax revenues, are deposited into ORSA’s Redevelopment Property Tax Trust Fund (RPTTF) administered by the County of Alameda’s Auditor-Controller (the County) for the benefit of holders of the former Agency’s enforceable obligations and the taxing entities that receive pass-through payments. After deducting its administrative costs, the County must distribute the collected redevelopment property tax revenue into the ORSA’s RPTTF twice each year as follows:

<u>Distribution Date</u>	<u>Cover ROPS to be Paid *</u>
January 2	January 1 through June 30
June 1	July 1 through December 31

* The amounts distributed for ROPS are forward looking to the next six-month period.

The Redevelopment Dissolution Law requires the County to disburse funds from the RPTTF in the following order: 1. for payments local agencies and schools would have received from the collected revenue before dissolution and for any pass-through payments pursuant to agreement; 2. for payment of the former redevelopment agency’s enforceable obligations; 3. for payment of the ORSA’s administrative expenses; and 4. to local taxing agencies.

If there are insufficient funds available in the RPTTF to pay all enforceable obligations, the Redevelopment Dissolution Law requires the County to reduce or eliminate the above-listed distributions in the following order: 1. to reduce or eliminate distributions to local taxing agencies; 2. to reduce or eliminate payment of the ORSA’s administrative expenses; and 3. to deduct the amount required to meet the former redevelopment agency’s bond debt service from pass-through payments.

The hierarchy of payment for enforceable obligations on the ORSA’s ROPS is as follows: 1. debt service on tax allocation bonds; 2. debt service on revenue bonds; 3. all other obligations; and 4. the ORSA’s administrative costs. The maximum administrative cost allowance is the greater of \$250,000 or three percent of the revenue allocated to the ORSA.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Restricted Assets

Assets are restricted for specified uses by bond debt requirements, grant provisions or other requirements and their use is limited by applicable bond covenants or agreements.

Property Held for Resale

For financial statement presentation, property held for resale is stated at the lower of estimated cost or estimated conveyance value. Estimated conveyance value is management's estimation of net realizable value of each property parcel based on its current use. The ORSA does not depreciate property held for resale, as it is the intention of the ORSA to only hold the property for a period of time until it can be resold for development. California Department of Finance (DOF) has approved ORSA's Long-Range Property Management Plan (LRPMP) of its use or disposition of properties on May 29, 2014, as discussed in Note 5.

Long-term Debt

The former Agency issued Tax Allocation Bonds and Housing Set-Aside Bonds to finance housing and other redevelopment projects. Bonds payable are reported at face value, net of applicable premiums and discounts. The premiums and discounts are amortized as a component of bonds payable on a straight-line basis over the remaining life of the debt instrument. Costs related to the issuance of bonds are reported as an expense. Gains or losses occurring from refunding of debt are reported as deferred outflows of resources or deferred inflows of resources, respectively, and amortized over the shorter of the life of the refunded debt or refunding debt. Amortization of these balances is recorded as a component of interest expense.

Transfer of Excess Bond Proceeds

The transfer of excess bond proceeds to the City as requested by ORSA and approved by DOF pursuant to Health and Safety Code section 34179 (h) fulfills the City's Bond Expenditure Agreement (BEA) with the City. The BEA authorizes the transfers of "excess" or unobligated bond funds from ORSA to the City. In FY 2019, ORSA transferred \$8.5 million of excess bond proceeds to the City upon approval on the current operational ROPS.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New GASB Pronouncements Adopted

During the year ended June 30, 2019, the OSRA implemented the following accounting standards:

- Governmental Accounting Standards Board (GASB) Statement No. 83, *Certain Asset Retirement Obligations*. The statement addresses accounting and financial reporting for certain asset retirement obligations (AROs). An ARO is a legally enforceable liability associated with the retirement of a tangible capital asset. A government that has legal obligations to perform future asset retirement activities related to its tangible capital assets should recognize a liability based on the guidance in this statement. This statement did not have a significant impact to the ORSA’s financial statements.
- GASB Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*. The primary objective of this statement is to improve the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. It also clarifies which liabilities governments should include when disclosing information related to debt. ORSA included the disclosures related to events of default and acceleration clauses pursuant to this statement in Note 6 to the basic financial statements.

The ORSA is currently analyzing its accounting practices to determine the potential impact on the financial statements of certain new accounting standards pronouncements issued by the GASB, including GASB Statement No. 84, *Fiduciary Activities*, GASB Statement No. 87, *Leases*, GASB Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*, GASB Statement No. 90, *Majority Equity Interests—an amendment of GASB Statements No. 14 and No. 61*, and GASB Statement No. 91, *Conduit Debt Obligations*.

Use of Estimates

The preparation of basic financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 3 – CASH AND INVESTMENTS

The ORSA’s cash and investments consist of the following at June 30, 2019:

Unrestricted cash and investments:		
Demand deposits	\$	4,550
Investments		63,401
Total unrestricted cash and investments		<u>67,951</u>
Restricted investments		<u>11,997</u>
Total cash and investments	\$	<u><u>79,948</u></u>

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

Investments

The ORSA follows the City’s Investment Policy, which is governed by provisions of the California Government Code 53600 and the City’s Municipal Code. The ORSA also has investments subject to provisions of the bond indentures of the former Agency’s various bond issues. According to the Investment Policy and bond indentures, the ORSA is permitted to invest in the State of California Local Agency Investment Fund (LAIF), obligations of the U.S. Treasury or U.S. government agencies, time deposits, money market mutual funds invested in U.S. government securities, along with various other permitted investments. Under the provisions of the bond indentures, certain accounts with trustees were established for repayment of debt, amounts required to be held in reserve, and temporary investments for unexpended bond proceeds.

The ORSA categorizes its fair value measurements within the fair value hierarchy established by GAAP. The hierarchy is based on the valuation inputs used to measure fair value of the assets. Level 1 inputs are quoted prices in an active market for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs. At June 30, 2019, the ORSA does not have any of its investments using Level 1 and 3 inputs. The ORSA has the following recurring fair value measurements as of June 30, 2019:

	Significant other observable inputs (Level 2)	Investments measured at the net asset value (NAV)
Unrestricted investments:		
U.S. Government Agency Securities (Coupon)	\$ 2,997	\$ -
U.S. Government Agency Securities (Discount)	52,904	
Money Market Mutual Funds	-	7,500
Restricted investments:		
U.S. Government Agency Securities (Coupon)	6,013	-
Money Market Mutual Funds	-	5,984
Total investments	\$ 61,914	\$ 13,484

Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, ORSA will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, ORSA will not be able to recover the value of the investment or collateral securities that are in the possession of another party.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

Custodial Credit Risk (Continued)

The California Government Code requires that a financial institution secure its deposits made by State or local governmental units by pledging securities in an undivided collateral pool held by the depository regulated under State law (unless so waived by the governmental unit). The market value of the pledged governmental securities and/or first trust deed mortgage notes held in the collateral pool must be at least 110% and 150% of ORSA's deposits, respectively. The collateral is held by the pledging financial institution's trust department and is held in the ORSA's name.

As of June 30, 2019, the carrying amount of the ORSA's deposits was \$4.6 million. The deposits are insured by the Federal Deposit Insurance Corporation (FDIC) insurance coverage limit of \$0.2 million, and the remaining bank balance of \$4.4 million is collateralized with securities held by the pledging financial institutions as required by Section 53652 of the California Government Code.

ORSA invests in individual investments. Individual investments are evidenced by specific identifiable securities instruments, or by an electronic entry registering the owner in the records of the institution issuing the security, called the book entry system. In order to increase security, the ORSA employs the trust department of a bank or trustee as the custodian of certain ORSA investments, regardless of their form.

Credit Risk

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This risk is measured by the assignment of a rating by the nationally recognized statistical rating organizations. The ORSA's Investment Policy has mitigated credit risk by limiting investments to the safest types of securities, by prequalifying financial institutions, by diversifying the portfolio and by establishing monitoring procedures.

Interest Rate Risk

Interest rate risk is the risk that changes in market rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market rates. ORSA Investment Policy has mitigated interest rate risk by establishing policies over liquidity.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 3 – CASH AND INVESTMENTS (CONTINUED)

Interest Rate Risk (Continued)

As of June 30, 2019, ORSA had the following investments, credit risk ratings, and maturities:

<u>Type of Investment</u>	<u>Current Yield (%)</u>	<u>Credit Ratings (S&P)</u>	<u>Maturities Less than 1 Year</u>
Unrestricted investments:			
U.S. Government Agency Securities (Coupon)	2.22	AA	\$ 2,997
U.S. Government Agency Securities (Discount)	2.20 - 2.22	AA	52,904
Money Market Mutual Funds	2.30	AAA	7,500
Total unrestricted investments			<u>\$ 63,401</u>
Restricted investments:			
U.S. Government Agency Securities (Coupon)	1.85 - 1.98	AA	\$ 6,013
Money Market Mutual Funds	2.25 - 2.26	AAA	5,984
Total restricted investments			<u>\$ 11,997</u>

Concentration of Credit Risk

Concentration of credit risk is the risk that the failure of any one issuer would place an undue financial burden on ORSA. Investments issued by or explicitly guaranteed by the U.S. government and investments in mutual funds, external investment pools, and other pooled investments are exempt from this requirement, as they are normally diversified themselves. The following table shows ORSA's investments in one issuer that exceed 5% of ORSA's investment portfolios at June 30, 2019:

<u>Type of Investment/Issuer</u>	<u>Amount</u>	<u>% of Unrestricted Portfolio</u>
U.S. Government Agency Securities		
Federal Home Loan Bank	\$ 52,904	83.4%
<u>Type of Investment/Issuer</u>	<u>Amount</u>	<u>% of Restricted Portfolio</u>
U.S. Government Agency Securities		
Federal Farm Credit Bank	\$ 6,013	50.1%

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 4 – LOANS RECEIVABLE

ORSA inherited loans from the former Agency. The loans are secured by the project the borrower obligated with the former Agency, do not bear interest and mature on various dates up until May 2070. A loan is deemed uncollectible when the property securing the loan is foreclosed by senior lien holder and there is insufficient equity to pay the loan. Composition of loans receivable as of June 30, 2019 is as follows:

Housing development project loans	\$	1,463
Economic development loans		53,571
Gross notes and loans receivable		55,034
Allowance for uncollectible		(46,675)
Total notes and loans receivable, net	\$	8,359

NOTE 5 – PROPERTY HELD FOR RESALE

As of June 30, 2019, ORSA has a total \$2.8 million for properties recorded at the lower of cost or estimated conveyance value. On May 29, 2014, pursuant to HSC Section 34191.4, the DOF approved the ORSA's LRPMP addressing the disposition and use of former Agency properties and authorizing the disposition of properties pursuant to the plan.

NOTE 6 – LONG-TERM DEBT

The following is a summary of long-term debt as of June 30, 2019:

Type of Obligation	Original Issued Amount	Issued Year	Maturity Fiscal Year	Interest Rate Range	Principal Balance
Tax Allocation Bonds:					
<u>Central District Redevelopment Project</u>					
Subordinated Tax Allocation Bonds, Series 2006T	\$ 33,135	2006	2022	5.41%	\$ 8,795
Subordinated Tax Allocation Bonds, Series 2009T	38,755	2009	2021	8.50%	12,240
Subordinated Tax Allocation Refunding Bonds, 2013	102,960	2013	2023	5.00%	45,905
<u>Coliseum Area Redevelopment Project</u>					
Tax Allocation Bonds, Series 2006B-T	73,820	2006	2036	5.54%	56,170
<u>Central City East Redevelopment Project</u>					
Tax Allocation Bonds, Series 2006A-T	62,520	2006	2035	5.54%	44,835
<u>Broadway/MacArthur/San Pablo Redevelopment Project</u>					
Tax Allocation Bonds, Series 2006C-T	12,325	2006	2033	5.28% - 5.59%	8,340
Tax Allocation Bonds, Series 2010 T	7,390	2010	2041	7.20% - 7.40%	7,015
Subtotal	330,905				183,300
ORSA Subordinated Tax Allocation Refunding Bonds:					
Series 2015-TE	22,510	2015	2037	5.00%	22,510
Series 2015-T(Federally Taxable)	66,675	2015	2036	2.76% - 4.92%	57,470
Series 2018-TE	15,190	2018	2032	5.00%	15,190
Series 2018-T(Federally Taxable)	41,765	2018	2040	3.00% - 4.00%	37,440
Subtotal	146,140				132,610
Total Long-Term Debt	\$ 477,045				\$ 315,910

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 6 – LONG-TERM DEBT (CONTINUED)

A summary of the changes in long-term debt for the year ended June 30, 2019 follows (in thousands):

	July 1, 2018	Additions	Deductions	June 30, 2019	Due within One Year
Bonds Payable:					
Tax allocation bonds	\$ 208,130	\$ -	\$ (24,830)	\$ 183,300	\$ 25,975
Subordinated tax allocation refunding bonds	141,360	-	(8,750)	132,610	4,515
Subtotal	349,490	-	(33,580)	315,910	30,490
Less unamortized amounts:					
Issuance premiums	10,246	-	(1,523)	8,723	1,523
Issuance discount	(1,089)	-	112	(977)	(112)
Total	\$ 358,647	\$ -	\$ (34,991)	\$ 323,656	\$ 31,901

Tax Allocation Bonds

The Tax Allocation Bonds (TABs), which are comprised of Series 2006T, Series 2009T, Series 2013 , Series 2006B-T, Series 2006A-T, Series 2006C-T, and Series 2010T Bonds are issued primarily to finance redevelopment projects and are all secured by pledge of redevelopment property tax revenues (i.e. former tax increment), consisting of a portion of taxes levied upon all taxable properties within each of the tax increment generating redevelopment project areas, and are equally and ratably secured on a parity with each TABs series.

As of June 30, 2019, the total principal and interest remaining on these TABs was estimated at \$254.2 million and the property tax revenues are pledged until the year 2041, the final maturity date of the bonds. The former Agency’s debt service payments are requested through the ROPS as enforceable obligations until the debt obligations have been satisfied.

Subordinate Tax Allocation Refunding Bonds

The Subordinate Tax Allocation Refunding Bonds are comprised of Series 2015-TE and Series 2015-T Bonds (the Series 2015 Bonds), and Series 2018-TE and Series 2018-T Bonds (the Series 2018 Bonds.) These Bonds are limited obligations of the ORSA and payable from and secured by pledged tax revenues. Pledged tax revenues are tax increment revenues that were eligible for allocation to the former Agency and are allocated to the ORSA, excluding (i) tax revenues required to pay debt service on the existing bonds, (ii) certain amounts required to be paid under the Uptown Ground Lease and the 17th Street Garage Disposition and Development Agreement, and (iii) amounts required to be paid to taxing entities pursuant to the Dissolution Act, unless such payments are subordinated.

As of June 30, 2019, the total principal and interest remaining on Series 2015 Bonds and Series 2018 Bonds was estimated at \$203.3 million and the property tax revenues are pledged until the fiscal year 2040, the final maturity date of the bonds. The ORSA’s debt service payments are requested through the ROPS as enforceable obligations until the debt obligations have been satisfied.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 6 – LONG-TERM DEBT (CONTINUED)

Events of Default and Acceleration Clauses

ORSA is considered to be in default if ORSA fails to pay the principal or redemption price of or sinking fund installment for, or interest on, any outstanding bond, when and as the same will become due and payable, whether on the interest payment date, at maturity, by call redemption, or otherwise. If ORSA defaults on its obligations under the bond indenture, the trustee has the right to accelerate the bonds. Each bond insurer will be entitled to control and direct the enforcement of all rights and remedies granted to the bond owners. In the event the maturity of a bond is accelerated, the bond insurer, in its sole discretion, may elect to pay accelerated principal and interest accrued, on such principal to the date of acceleration (to the extent unpaid by ORSA) and the trustee shall be required to accept such amounts. Upon payment of such accelerated principal and interest accrued to the acceleration date, the bond insurer's obligations under the insurance policy with respect to the bond shall be fully discharged. However, in the event of a default and such acceleration, there can be no assurance that the trustee will have sufficient moneys available for payment of the bonds.

Debt Service Requirements

The debt service requirements for all debt are based upon a fixed rate of interest. The annual requirements to amortize outstanding tax allocation bonds outstanding as of June 30, 2019, including mandatory sinking fund payments, are as follows:

Year Ending June 30:	Tax Allocation Bonds		Subordinate Refunding Tax Allocation Bonds	
	Principal	Interest	Principal	Interest
2020	\$ 25,975	\$ 9,618	\$ 4,515	\$ 5,694
2021	27,425	8,034	4,645	5,558
2022	23,545	6,607	4,795	5,401
2023	9,365	5,747	8,030	5,178
2024	5,530	5,344	4,495	4,960
2025 - 2029	32,540	21,621	23,695	21,811
2030 - 2034	42,175	11,297	26,470	15,941
2035 - 2039	13,905	2,435	50,320	6,050
2040 - 2041	2,840	212	5,645	113
Total	<u>\$ 183,300</u>	<u>\$ 70,915</u>	<u>\$ 132,610</u>	<u>\$ 70,706</u>

Outstanding Defeased Bonds

For financial reporting purposes, the former Agency's advance-refunded debt is considered defeased and therefore removed as a liability from ORSA's statement of fiduciary net position. The remaining outstanding balance for the defeased bonds was \$40.3 million at June 30, 2019.

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)

Notes to the Basic Financial Statements
For the Year Ended June 30, 2019
(Amounts in Thousands)

NOTE 7 – TRANSACTIONS WITH THE CITY

City Expenses

In FY 2019, ORSA incurred a total of \$4.2 million expense in general administrative and project-related overhead. Of this amount, \$2.0 million reimbursed the City for general and administrative overhead and \$2.2 million paid for project-related overhead and operational costs for support services provided by designated City employees.

Due to the City

At June 30, 2019, ORSA has a payable to the City in the amount of \$4.3 million, which included the former Agency's Low and Moderate Housing Fund loan of \$1.6 million to the Central City East Project Funds where the Low and Moderate Housing Funds Assets were transferred to the Housing Successor and a loan of \$2.7 million from the Capital Project Fund to the West Oakland Project for public improvements.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

Encumbrances

As of June 30, 2019, the ORSA had encumbered \$646.8 million for contracted obligations, per the ROPS covering the July 1, 2019 through June 30, 2020 period, which was approved by the DOF on April 15, 2019.

NOTE 9 – LITIGATION

Litigation/Unpaid Claims

The ORSA is subject to various claims and from time to time is involved in lawsuits in which damages are sought. As litigation is subject to many uncertainties and as the outcome of litigated matters cannot be predicted with certainty, it is reasonably possible that some of these legal actions could be decided unfavorably against the ORSA. In the opinion of the City Attorney's Office for the ORSA, none of these claims are expected to have a significant impact on the financial position or changes in financial position of the ORSA.

OTHER SUPPLEMENTARY INFORMATION

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

(A Component Unit of the City of Oakland, California)

Combining Schedule of Fiduciary Net Position

June 30, 2019

(In Thousands)

	Redevelopment Obligation Retirement Fund	Planning Fund	Capital Project Funds	Federal and State Grants	Debt Service	Elimination	Total
ASSETS							
Current assets:							
Cash and investments	\$ 29,229	\$ 9,900	\$ 26,562	\$ 1,517	\$ 743	\$ -	\$ 67,951
Accrued interest receivable	227	105	281	13	6	-	632
Due from other funds	4,762	-	-	-	-	(4,762)	-
Due from other governments	-	-	2,705	-	-	-	2,705
Prepaid expenses	-	-	-	-	1,745	-	1,745
Restricted investments	-	-	2,281	-	9,716	-	11,997
Total current assets	34,218	10,005	31,829	1,530	12,210	(4,762)	85,030
Noncurrent assets:							
Notes and loans receivable (net of allowance for uncollectable of \$46,675)	-	35	8,324	-	-	-	8,359
Property held for resale	-	-	2,818	-	-	-	2,818
Total noncurrent assets	-	35	11,142	-	-	-	11,177
Total assets	34,218	10,040	42,971	1,530	12,210	(4,762)	96,207
DEFERRED OUTFLOWS OF RESOURCES							
Unamortized losses on refunding of debts	-	-	-	-	13,739	-	13,739
LIABILITIES							
Current liabilities:							
Accounts payable and accrued liabilities	-	612	347	-	-	-	959
Accrued interest payable	-	-	-	-	5,337	-	5,337
Due to other funds	-	-	4,762	-	-	(4,762)	-
Due to the City of Oakland	-	-	4,269	-	-	-	4,269
Deposits and other liabilities	-	6	40	-	-	-	46
Total current liabilities	-	618	9,418	-	5,337	(4,762)	10,611
Long-term liabilities:							
Due within one year	-	-	-	-	31,901	-	31,901
Due in more than one year	-	-	-	-	291,755	-	291,755
Total long-term liabilities	-	-	-	-	323,656	-	323,656
Total liabilities	-	618	9,418	-	328,993	(4,762)	334,267
DEFERRED INFLOWS OF RESOURCES							
Unamortized gains on refunding of debts	-	-	-	-	415	-	415
NET POSITION							
Restricted for redevelopment	\$ 34,218	\$ 9,422	\$ 33,553	\$ 1,530	\$ (303,459)	\$ -	\$ (224,736)

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

(A Component Unit of the City of Oakland, California)

Combining Schedule of Changes in Fiduciary Net Position

For the Year Ended June 30, 2019

(In Thousands)

	Redevelopment Obligation Retirement Fund	Planning Fund	Capital Project Funds	Federal and State Grants	Debt Service	Elimination	Total
ADDITIONS							
Redevelopment property tax revenues	\$ 64,140	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 64,140
Investment income:							
Interest on investments	252	225	724	28	206	-	1,435
Net appreciation in fair value of investments	62	20	57	3	49	-	191
Federal and state grants	-	-	-	-	219	-	219
Other	-	-	254	-	-	-	254
Total additions	64,454	245	1,035	31	474	-	66,239
DEDUCTIONS							
General and administrative:							
Salaries, wages and benefits	-	1,769	1,986	-	-	-	3,755
Materials, supplies and other services	-	190	218	-	-	-	408
Project expenses	-	6	1,874	-	-	-	1,880
Transfer of excess tax allocation bond proceeds to the City, approved by the California Department of Finance	-	-	8,479	-	-	-	8,479
Interest on debt	-	-	-	-	14,714	-	14,714
Total deductions	-	1,965	12,557	-	14,714	-	29,236
Net increase (decrease) before other financing sources (uses)	64,454	(1,720)	(11,522)	31	(14,240)	-	37,003
OTHER FINANCING SOURCES (USES):							
Transfers in	-	2,012	11,067	-	49,668	(62,747)	-
Transfers out	(62,747)	-	-	-	-	62,747	-
Total other financing sources (uses)	(62,747)	2,012	11,067	-	49,668	-	-
Change in net position	1,707	292	(455)	31	35,428	-	37,003
Net position, beginning of year	32,511	9,130	34,008	1,499	(338,887)	-	(261,739)
Net position, ending of year	\$ 34,218	\$ 9,422	\$ 33,553	\$ 1,530	\$ (303,459)	\$ -	\$ (224,736)

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)
Combining Schedule of Fiduciary Net Position for Capital Project Sub-Funds
June 30, 2019
(In Thousands)

	Central District	Coliseum	Central City East	Low and Moderate Housing	Broadway MacArthur San Pablo	Oakland Army Base	Other Projects	Total Capital Project Funds
ASSETS								
Current assets:								
Cash and investments	\$ -	\$ 9,774	\$ 8,740	\$ 5,263	\$ 745	\$ -	\$ 2,040	\$ 26,562
Accrued interest receivable	-	82	75	101	6	-	17	281
Due from other governments	-	-	-	-	-	-	2,705	2,705
Restricted investments	-	-	64	2,183	34	-	-	2,281
Total current assets	<u>-</u>	<u>9,856</u>	<u>8,879</u>	<u>7,547</u>	<u>785</u>	<u>-</u>	<u>4,762</u>	<u>31,829</u>
Noncurrent assets:								
Notes and loans receivable (net of allowance for uncollectable of \$46,675)	6,238	633	-	-	820	-	633	8,324
Property held for resale	2,818	-	-	-	-	-	-	2,818
Total noncurrent assets	<u>9,056</u>	<u>633</u>	<u>-</u>	<u>-</u>	<u>820</u>	<u>-</u>	<u>633</u>	<u>11,142</u>
Total assets	<u>9,056</u>	<u>10,489</u>	<u>8,879</u>	<u>7,547</u>	<u>1,605</u>	<u>-</u>	<u>5,395</u>	<u>42,971</u>
LIABILITIES								
Current liabilities:								
Accounts payable and accrued liabilities	255	70	2	(6)	26	-	-	347
Due to other funds	2,346	-	-	-	-	2,416	-	4,762
Due to the City of Oakland	-	-	1,437	-	-	127	2,705	4,269
Deposits and other liabilities	3	-	-	-	25	-	12	40
Total liabilities	<u>2,604</u>	<u>70</u>	<u>1,439</u>	<u>(6)</u>	<u>51</u>	<u>2,543</u>	<u>2,717</u>	<u>9,418</u>
NET POSITION								
Restricted for development	<u>\$ 6,452</u>	<u>\$ 10,419</u>	<u>\$ 7,440</u>	<u>\$ 7,553</u>	<u>\$ 1,554</u>	<u>\$ (2,543)</u>	<u>\$ 2,678</u>	<u>\$ 33,553</u>

OAKLAND REDEVELOPMENT SUCCESSOR AGENCY
(A Component Unit of the City of Oakland, California)
Combining Schedule of Changes in Fiduciary Net Position for Capital Project Sub-Funds
For the Year Ended June 30, 2019
(In Thousands)

	Central District	Coliseum	Central City East	Low and Moderate Housing	Broadway MacArthur San Pablo	Oakland Army Base	Other Projects	Total Capital Project Funds
ADDITIONS								
Investment income:								
Interest on investments	\$ 139	\$ 175	\$ 165	\$ 235	\$ 17	\$ (45)	\$ 38	\$ 724
Net change in fair value of investments	11	19	15	10	2	(4)	4	57
Other	254	-	-	-	-	-	-	254
Total additions	404	194	180	245	19	(49)	42	1,035
DEDUCTIONS								
General and administrative:								
Salaries, wages and benefits	1,257	538	-	-	191	-	-	1,986
Materials, supplies and other services	138	59	-	-	21	-	-	218
Project expenses	1,865	2	2	1	4	-	-	1,874
Transfer of excess tax allocation bond proceeds to the City, approved by the California Department of Finance	950	-	4	7,400	125	-	-	8,479
Total deductions	4,210	599	6	7,401	341	-	-	12,557
Net increase (decrease) before other financing sources	(3,806)	(405)	174	(7,156)	(322)	(49)	42	(11,522)
OTHER FINANCING SOURCES								
Transfers in	2,718	613	6	7,506	224	-	-	11,067
Change in net position	(1,088)	208	180	350	(98)	(49)	42	(455)
Net position, beginning of year	7,540	10,211	7,260	7,203	1,652	(2,494)	2,636	34,008
Net position, ending of year	\$ 6,452	\$ 10,419	\$ 7,440	\$ 7,553	\$ 1,554	\$ (2,543)	\$ 2,678	\$ 33,553



**Independent Auditor’s Report on Internal Control Over Financial Reporting
and on Compliance and Other Matters Based on an Audit of Financial Statements
Performed in Accordance With *Government Auditing Standards***

Board of Directors
Oakland Redevelopment Successor Agency
Oakland, California

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Oakland Redevelopment Successor Agency (Agency), a component unit of the City of Oakland (City), California, as of and for the year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Agency’s basic financial statements, and have issued our report thereon dated December 13, 2019.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Agency’s internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Agency’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Agency’s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. *A material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity’s financial statements will not be prevented, or detected and corrected on a timely basis. *A significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Agency’s financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Agency's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Macias Gini & O'Connell LLP

Walnut Creek, California
December 13, 2019