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MEMORANDUM

Department of Financial Services

To: Milpitas Redevelopment Agency Board

Through: Tom Williams, Agency Director, for Agency Board Action

From: Emma C. Karlen, Director of Financial Services

Subject: **Milpitas Redevelopment Agency Fiscal Year 2006-2007 Annual Report**

Date: December 4, 2007

Background:
In compliance with the Community Redevelopment Law and the Milpitas Redevelopment Agency (Agency)'s bylaws, the Milpitas Redevelopment Agency Fiscal Year 2006-2007 Annual Report (Annual Report) is submitted for your review and acceptance.

Pursuant to the Health and Safety Code Section 33080.1, the Agency is also required to report the following activities:

1. A description of the agency's activities in the previous fiscal year that removed affordable housing units and displaced low-income households from their dwelling units.

2. A status report on all the loans made by the Agency that are over $50,000 or more, that in the previous fiscal year were in default, or not in compliance with the terms of the loan approved by the Agency.

3. A description of the total number and nature of the properties that the Agency owns and those properties that the Agency has acquired in the previous fiscal year.

In the previous fiscal year, the Agency did not engage in any activities that removed affordable housing units and displaced low-income households from their dwelling units. There was no outstanding loan over $50,000 that was in default or non-compliant with the terms of the loans approved by the Agency. The Agency did not acquire any new properties during the previous fiscal year.

The State Controller requires the Agency to file the Annual Report in a standard format in order for them to extract the data for comparison with other agencies. The State Controller's Report will be filed and transmitted electronically to the State Controller before December 31, 2007.

Community Redevelopment Law:
Redevelopment financial considerations are cited in various sections of the Community Redevelopment Law (Health & Safety Code Section 33000 et seq.) and are incorporated in the

Redevelopment Plan of Project Area No. 1 and the Great Mall Project Area. A summary of the major points affecting local redevelopment financing is as follows:

1. Tax increment revenue accrues to the Agency from Project Area No. 1, only so long as the Agency has debt to substantiate the needs. The Great Mall Project Area does not generate any tax increment revenue.

2. Tax increment revenue may not be used for maintenance or operating costs other than what is reasonably necessary to pay direct administration and overhead expenses.

3. Agency is required to set side 20% of the tax increment revenues generated and received from Project Area No. 1 in a special Low and Moderate Income Housing Fund.

The Community Redevelopment Law Reform Act of 1993 was enacted with the passage of AB1290 and became effective January 1, 1994. Sections of the Community Redevelopment Law (CRL) were changed to narrow the definition of blight, to set time limits for project areas and for indebtedness; to eliminate future sales tax sharing agreements; to strengthen redevelopment agencies' commitment to provide affordable housing; to eliminate future negotiated pass-through agreements with other agencies by requiring tax increments sharing by statue; and to require agencies to adopt five-year implementation plans, linking blight with the objectives of the programs and expenditures of agencies.

Redevelopment Activities:

Milpitas has two redevelopment project areas: Project Area No. 1 and the Great Mall Redevelopment Project Area. Project Area No. 1 is the only project area that generates tax increment revenue and hence, has tax allocation bonding capacity. The Great Mall Project Area does not generate tax increment revenue. In fiscal 2007, the two projects were merged to provide more flexibility in allocating the tax increment revenue to revitalize both project areas. However, the merger does not affect the respective expiration dates for each redevelopment plan.

With regard to the Great Mall Redevelopment Project, a total of approximately 150 acres have been fully developed which includes an enclosed shopping mall and 450 housing units. The Simon Group, the new owner of the Great Mall, continued its efforts to attract new anchor tenants. Neiman Marcus and Victoria's Secret discount outlets were added in 2006. Other new tenants currently under negotiation will be added next year.

Project Area No. 1 has four project area components. The original Project Area, consisted of 577 acres, was formed in 1976. Amendment No. 1 in 1979 added 483 acres to the project area and Amendment No. 2 in 1982 added another 479 acres. In 2003, the Agency amended the Redevelopment Plan through Amendment No. 8 to add 691 acres in the Midtown Area to Project Area No. 1.

The Original Project Area No. 1 provided over 740,000 square feet of commercial space in the Town Center plus two hotels totaling 408 rooms and 78,000 square feet in Foothill Square. A 62,000 square foot City Hall in located within this area. Beginning in fiscal year 2006, major redevelopment effort was undertaken by the Town Center developer to revitalize the commercial space in the Town Center. A 54,000 square foot Safeway grocery store was added to service the

neighborhood residents. In addition, the developer will construct 65 new single-family homes behind the Town Center. With the Agency's assistance, at least 20% of these homes will be available at affordable housing costs.

With regard to Project Area No. 1, Amendment Area 1, there is about 3,200,000 square feet of industrial space in the Oak Creek Business Park, as well as two hotels totaling 432 rooms. A 19,000 square foot Main Fire Station is located within this area. In fiscal year 2005, the Agency facilitated the development of KB Homes by acquisition of land from the County pursuant to a Purchase and Sale Agreement. The KB Homes development, consists of 683 housing units that will include single-family detached homes, condominium and town homes will be constructed in phases. A portion of the housing units were already sold and occupied. These housing units will be added to tax roll and generate tax increment revenue in fiscal 2008. Within this Amendment Area 1 and adjacent to the KB Homes are vacant County land that will be leased to Piercey Toyota to develop a 70,000 square foot showroom and a 52-bay service area. The County continues to negotiate with other car dealerships with the goal of leasing their land to one or two more car dealerships.

With regard to Project Area No. 1, Amendment No. 2, four million square feet of building area has been completed in the Milpitas Business Park, including four hotels totaling 642 rooms, two shopping centers totaling 250,000 square feet, a 700 child day care center and a Cisco campus of 1,100,000 square feet. Several major high-tech companies have their headquarters in this area, including Solectron, Linear Technology SanDisk and KLA-Tencor.

In 2003, 691 acres in the Midtown Area were added to Project Area No. 1. The Redevelopment Plan proposes to implement new commercial, residential development and transportation programs to further enhance circulation and access to the Midtown Area. Construction of a new 60,000 square foot library has been approved on the former Senior Center site on North Main Street. A four-story parking garage adjacent to the Library site has been completed. Major infrastructure improvements are also under construction on N. Main Street.

With the Agency's assistance, Mid-Peninsula Housing Coalition, a non-profit housing developer is currently constructing a 103 units senior housing at the historic site of Devries/Smith House. All of the units will be affordable to low-income seniors. In 2006, the Agency also entered into a Disposition and Development Agreement (DDA) with the County to enable the County to develop a 57,000 square foot primary care health center on an adjacent parcel south of the Senior Housing project and a parking structure across the street from the future Health Center. As part of the DDA, the Agency sold one of the eight parcels that it acquired from the City to the County for the development of the health center. In addition, the Agency will lease another parcel of land to the County for the construction of the parking garage.

The aggregation of the development of a new Library, Parking Garage and Senior Housing at the North end of Main Street could serve as an economic catalyst to the Midtown development efforts and redevelop the area into a vibrant and economically vital district. In the southern part of the Project Area, the vision for this area includes high density housing within walking distance to light rail and BART to support the public investment in mass transit and a mixture of housing, shopping, employment, entertainment and recreational opportunities. The Agency developed Phase I of a Transit Sub-Area Land Use Plan that provides development concept for the area

surrounding the future Montague/Capitol BART station and two VTA Light Rail Stations. Phase II of the Plan consists of environmental certification and development of a financing plan is underway.

In addition to the Senior Housing, the Agency is committed to assist three separate development activities in the Midtown area that will add over 700 housing units with at least 20% of those units at affordable housing costs. The development of 464 residential apartment units by D.R. Horton in the Midtown area, south of Great Mall Parkway will provide 93 of these units at affordable housing costs for very low, low, and moderate-income households. The Agency has committed to provide the developer with $370,000 grant and $770,000 second loans to assist very low-income households to purchase these units. The development of 147 residential condominium units by Western Pacific Housing located at South Main Street near Montague Expressway will provide 29 of these units at affordable housing costs for very low and moderate-income households. The Agency has committed to provide $1.2 million second loans to assist very low-income households to purchase these units. In fiscal year 2007, the Agency entered into a Memorandum of Understanding with Mil Aspen Associates to assist their development of 100 units rental housing for extremely low and very-low income households. The Agency's assistances will be in the form of $2.3 million low interest rate loan to the developer.

Besides the City Hall and the Main Fire Station, public facilities in the combined project areas include a 19,000 square foot Library, a 19,000 square foot Community Center, Fire Stations No. 3 and 4, seven City Parks, an LRT Park and Ride, and the Elmwood Correctional Facility. Other public facilities that are close by and provide benefits to Project Area No. 1 are the Corporation Yard and Police Facility. The Corporation Yard and Police Building, financed by the Agency, were completed and occupied in 1991. The City, having acquired from the Milpitas Unified School District 34 acres surplus Ayer High School Site, has used redevelopment financing to benefit the project area with additional recreational facilities and open space in a Sports Center.

Financial Activities:

Redevelopment Project Area No. 1 was adopted in four phases: (1) Original Project Area; (2) Amendment No. 1 or Oak Creek; (3) Amendment No. 2 or Peery-Arrillaga (Milpitas Business Park), and (4) Midtown Area, which are one integrated project area. The increases in valuation have produced over $435 million for use of the Milpitas Redevelopment Agency to date. Annual tax increment revenue in 2006-2007 was $29.4 million.

The Original Project Area, sometimes referred to as Town Center, has provided over $157 million of tax increment revenues, which have been used and are being used for implementation of redevelopment in Milpitas. Tax increment revenues have risen from about $144,000 in 1977-78 to about $11.7 million in 2006-2007. The Original Project Area will terminate in 2019.

Amendment No. 1, or Oak Creek, has provided approximately $7.7 million of tax increment revenue in 2006-2007. This area has generated approximately $161 million of tax increment revenues for implementation of redevelopment in Milpitas. Amendment No. 1 will terminate in 2022.

Amendment No. 2, or Peery-Arrillaga (Milpitas Business Park) has provided approximately $9.1 million tax increment revenue in 2006-2007. This amendment has produced approximately $125 million of tax increment revenues for redevelopment in Milpitas. Amendment No. 2 will terminate in 2025.

The Midtown Area was added to the Project Area No. 1 in 2003. This amendment generated about $873,000 tax increment revenue in 2006-07 and $1.3 million in total. The Midtown Area will terminate in 2034.

In compliance with AB1290, the Agency commenced statutory pass-through payments in 2001-2002 to other taxing entities in the Project Area. Total pass-through payments made in fiscal year 2007 was approximately $712,000. Cumulatively, the Agency made over $4.7 million pass-through payments to other taxing entities within the Project Area since fiscal year 2002.

In fiscal year 2004, the Agency issued $200 million in Tax Allocation Bonds to refund previously issued 1997 and 2000 Tax Allocation Bonds and to provide funding for the new Library, Parking garage, Senior Center, County land purchase down payment and other infrastructure construction projects that benefit the Project Area. Approximately $187 million of the 2003 Tax Allocation Bonds remains outstanding. The final maturity on the 2003 Tax Allocation Bonds is in the year 2032.

In fiscal year 2005, the Agency entered into an Agreement with the City for the purchase of eight parcels of land which are located in the Project Area. However, the terms of the purchase were not finalized until August 2007 under the First Amendment to Agreement of Purchase and Sale. Under the terms of the Amended Agreement, the purchase price of the parcels is $20,455,191. The Agency will repay in 40 years. Any unpaid balance will bear simple interest at 10%. At June 30, 2007 the advance from the City including principal and accrued interest was approximately $26.2 million.

The Agency also entered into a non-interest bearing Installment Purchase Agreement with the County for two parcels of land comprising 35 acres surrounding the County Correctional Facility for $135 million payable over eighteen years. The Agency has a recorded liability of $46.8 million at June 30, 2007, representing the present value of future payments discounted at 5% interest rate.

Conclusion:

The Milpitas Redevelopment Agency in entering its 32nd year of operation has provided over $435 million for the City's capital improvements and affordable housing assistance. Redevelopment as a financing tool has provided many community amenities. These community amenities include: Terrace Gardens, a modern corporation yard, police facility, library, fire station and the City Hall. The Agency has helped the School District by acquiring the Ayer site, preserved valuable open space and renovated the Sports Center to provide recreation opportunities and programming for the community. The Agency has, and will continue to provide for major utility and transportation infrastructure, elimination of blight, and economic stability for the community while at the same time fulfills its requirements for the provision of low and moderate-income housing.