

A G E N D A

ADMINISTRATIVE COMMITTEE

Monday, April 16, 2007, 3:30 PM

Teleconference Meeting

Locations:

MetroCenter, 101 – 8th Street, Conference Room A, Oakland, CA

City Hall, 34009 Alvarado-Niles Road, Union City, CA

County Center, 400 County Center, Redwood City, CA

City Hall, 333 – 90th Street, Daly City, CA

County Administration Building, 1195 Third Street, Napa, CA

Supervisor Pete McHugh, County Government Center, 70 W. Hedding St,
10th Flr, San Jose, CA

Whitehall Court, Walnut Creek, CA

For additional information, please call
Fred Castro, (510) 464 7913

1. **Call to Order**
2. **Public Comments**
3. **Consent Calendar**

Action. Unless there is a request by a Committee member to take up an item on the consent calendar separately, the calendar will be acted upon in one motion.

- A. **Resolution No. 05-07**** A Resolution of Intention to Levy Reassessments and to Issue Refunding Bonds upon the Security thereof relating to Windemere Ranch Assessment District 1999-1.
- B. **Resolution No. 06-07**** A Resolution Adopting Reassessment Report for Windemere Ranch Reassessment District, Confirming and Ordering the Reassessments Pursuant to Summary Proceedings and Directing Actions with Respect Thereto.
- C. **Resolution No. 07-07**** A Resolution Authorizing Issuance of Refunding Bonds for the Windemere Ranch Reassessment District, Providing for Execution of a Fiscal Agent Agreement and Other Matters with Respect Thereto, and Making Findings with Respect to

**** Indicates attachments.**

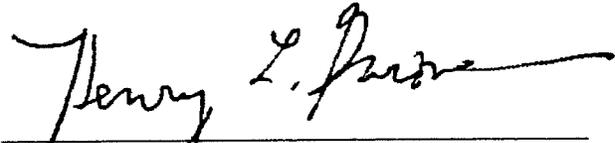
and Approving the Issuance of Bonds by the ABAG Finance Authority for Nonprofit Corporations.

D. Authorization to Enter into Contract with Chevron Environmental Management Company** Authorizes the Executive Director or designee to enter into a contract with Chevron Environmental Management Company to provide online hazardous materials and safety training for the period March 16, 2007 through June 30, 2007, with an amount not to exceed \$45,000.

4. Resolution No. 08-07. San Mateo County Subregion Regional Housing Need Allocation Assignment**

Action. Staff recommends that the Administrative Committee approve the San Mateo Subregion regional housing needs allocation of 15,738 units. Upon approval, staff will submit this allocation to the San Mateo Subregion. This will begin a 30-day comment period. At the close of the public comment period, the San Mateo Subregion, as represented by C/CAG, will allocate the total subregional need to the individual jurisdictions within the San Mateo Subregion.

5. Adjournment



Henry L. Gardner
Secretary-Treasurer

** Indicates attachments.

M E M O

Date: 16 April 2007

To: ABAG Administrative Committee

From: Clarke J. Howatt, ABAG Public Finance Director

Re: **Request Adoption of Reassessment and Authorize Refinancing of the Windemere Ranch Special Assessment District 1999-1**

The Administrative Committee of the ABAG Executive Board is asked to consider a request from Contra Costa County, including **Resolutions 05-07, 06-07, and 07-07**, that would decrease annual property tax assessments in ABAG's Windemere Ranch Special Assessment District in the southern portion of the County. Authorization of this request for reassessment and refinancing would save individual property owners in the development more than \$400 per year.

Background

Since 1993 ABAG has offered its Special Assessment Bond Round-Up ("SABR") Program for the pooled financing and issuance of local assessment district and community facilities district bonds. To date, the Agency has brought ten SABR Program issues to market aggregating nearly \$285 million, including the \$12,880,000 first Special Assessment Bond issue for the Windemere Ranch development in October of 1997 (issued primarily to fund the acquisition of water rights for the project). ABAG also issued \$125 million in Special Assessment Bonds on behalf of the County for Windemere in three series: 1999, 2000, and 2002 respectively (all issued to fund general infrastructure costs). The proposal before the Administrative Committee would facilitate the refinancing of the latter three bond issues at lower rates.

The County has delegated formation and financing of the Windemere taxing district to ABAG primarily because of the need to coordinate the interests of the many various agencies of local government that are either directly or indirectly involved. The Dublin San Ramon Services District, a joint powers authority formed in 1972 whose members include the Counties of Alameda and Contra Costa along with the Cities of San Ramon and Dublin, is the provider of record for water services and reclaimed water services for Windemere. The Contra Costa County Central Sanitary District provides sewer services to the development. And, perhaps most significantly; Windemere lies within what was an unincorporated section of Contra Costa County. The County's annexation agreement with the City of San Ramon requires that the City of San Ramon annex each portion of all the Dougherty Valley developments, including the Windemere Ranch Project, but only after each portion goes to the individual unit permitting

Windemere Ranch Reassessment and Refinancing

Page 2

stage. Thus, the future governmental party at interest for the Windemere Project is the City of San Ramon although the permitting agency has been Contra Costa County. ABAG has served to balance the interests of these various jurisdictions while forming and operating the taxing district in conformance with County policy.

The Development

Windemere Ranch is a 2,300-acre, master-planned development located in the Dougherty Valley area of southern Contra Costa County, near the interchange of interstate highways 580 and 680. The property is entitled for 5,170 residential units and 380,000 square feet of commercial space. The project is being developed in five phases. Current development plans envision 3,280 single-family homes, 597 condominiums and townhomes, and 1,293 apartment units at full build out. The apartment units are expected to fulfill the development's 25% affordable housing requirement arising from the Dougherty Valley Affordable Housing Program.

The property, originally unincorporated County land, is being annexed into the City of San Ramon as development proceeds. (Phases 1, 2, 4, 5A and 5B have already been annexed into the City. Phases 3 and 5C have not yet been annexed.)

Final maps for all Phases have been approved. Phase 1 is completely built out and sold to homeowners. Phase 2 is completely built out and sold to homeowners with the exception of one pending home escrow close. Phase 4 is substantially completed with 685 of 758 homes constructed and 714 home sales in contract of which 677 have closed. Phases 5A and 5B are significantly developed with all lots finished and 205 homes constructed out of 586 total. Phases 3 and 5C have all lots finished and home construction beginning. Overall, development and home sales in Windemere are far ahead of the schedule submitted to the Agency in 1999.

From 1984 through 2000, the property was owned by Windemere Ranch Partners, a California Limited Partnership consisting primarily of Somerset Homes, a United Kingdom real estate development company, and Weyerhaeuser Venture Corporation, a wholly owned subsidiary of The Weyerhaeuser Corporation of the United States.

In 2000, the property was sold to a partnership of three major homebuilders: Lennar, Brookfield, and Centex. This partnership (the "Developer") has taken on construction of the approved residential units as well as the responsibilities under the "Windemere Development Agreement" with Contra Costa County which requires that a single "master developer" always be in place to provide continuity and interface with all parties regarding the entire development.

The property in the district is valued on the County's FY06-07 tax rolls at \$2.4 billion. (Note that the FY07 assessed value reflects development and sales activity as of January 1, 2006 and does not capture the significant new home sales activity within the last 14 months.) Aggregate value-to-lien on the property is estimated at over 15-to-1.

The total cost of public capital improvements for all five phases of the Windemere development are estimated at \$515 million. The Developers and their affiliated merchant builders expect to

Windemere Ranch Reassessment and Refinancing

Page 3

fund the balance of these costs through partner equity contributions and from proceeds of home sales in the District. A prior commercial line of credit on the property has been paid off in full.

The Proposed Refinancing

ABAG issued separate series of bonds to fund a portion of the public capital improvements* in the District in 1999, 2000 and 2002.

The 1999 Bonds (\$22.72 million outstanding) carry interest rates ranging from 5.35% in 2007 to 6.15% in 2029.

The 2000 Bonds (\$70.34 million outstanding) carry interest rates from 6.10% in 2007 to 7.45% in 2030.

The 2002 Bonds (\$23.5 million outstanding) carry rates ranging from 4.70% in 2007 to 6.375% in 2032.

Separately, the ABAG Finance Authority issued one additional series of overlapping Special Tax (Community Facilities District) Bonds for the development in 2004.

The 2004 Bonds (\$29.5 million outstanding) carry rates from 3.75% in 2007 to 6% in 2034.

It is proposed that a pooled refinancing of the above four series be issued by the ABAG Finance Authority. The combined refunding of the outstanding debt under current market conditions would generate net present value savings of approximately \$20 million or 14% of the refunded par. These savings would be fully credited to property owners.

The proposed refunding debt would be issued at a time of historically low rates in the municipal markets. Long-term, tax-exempt interest rates have averaged 5.36% over the last 10 years and roughly 4.90% over the last year.

Security

As with the Agency's debt secured by existing assessments, repayment of the proposed refunding debt would be secured solely by property taxes collected by Contra Costa County on the regular property tax bills sent to property owners/homeowners. The current relatively high assessed value of the property in the District (\$2.4 billion) compared to \$150 million in authorized debt provides the primary basis for the expectation of timely payment of the tax lien by the property owner(s).

As with the outstanding issues, refunding bond proceeds would also establish cash funded debt service reserve funds equal to maximum annual debt service on the financing.

The Official Statement for the proposed issue must carry language having the same effect as the following:

Windemere Ranch Reassessment and Refinancing
Page 4

Neither the faith nor credit of the ABAG, any member of the ABAG, the County, nor any other political subdivision is pledged to the payment of the Bonds. The Bonds are limited obligations payable solely from and secured solely by property taxes constituting liens on the parcels in the District.

The Current Request

The request before the Administrative Committee is for authorization of three Resolutions: **Resolution 05-07** authorizes the reassessment and makes a finding of public benefit from the reduced assessment payments; **Resolution 06-07** fulfills statutory requirements with respect to the reassessments stating that the restructuring of the district will conform to regulation; and **Resolution 07-07** authorizes the refinancing and approves the documents necessary to issue the refunding bonds.

District Administration and Financing Team

The Agency is being assisted in this process by Quint & Thimmig, San Francisco, Bond Counsel for the SABR Program. Stone & Youngberg, San Francisco, is serving as Senior Managing Underwriter for the refinancing bond transaction. Disclosure (Underwriter's) Counsel is Jones Hall, San Francisco. Goodwin Procter, Los Angeles, represents the Developers.

The firm of Goodwin Consulting Group, Sacramento, serves as Special Tax Consultant to the SABR Program. NBS Local Government Solutions is Administrator of the Windemere Ranch Special Assessment District and has prepared the reassessment report. Trustee for the Program is Union Bank of California, San Francisco.

Staff Recommendation

Staff respectfully recommends approval of the enclosed Resolutions facilitating the proposed refinancing.

I:\Financial Services\Authority\Transactions\Windemere 07 Refunding\1 ABAG Reassessment Staff Report.doc

**ASSOCIATION OF BAY AREA GOVERNMENTS
ADMINISTRATIVE COMMITTEE**

RESOLUTION NO. 05-07

**A RESOLUTION OF INTENTION TO LEVY REASSESSMENTS AND TO ISSUE
REFUNDING BONDS UPON THE SECURITY THEREOF RELATING TO
WINDEMERE RANCH ASSESSMENT DISTRICT 1999-1**

WHEREAS, the Association of Bay Area Governments (ABAG) is a joint powers agency formed pursuant to the Joint Powers Act, California Government Code §§ 6500, *et seq.*; and

WHEREAS, the Administrative Committee (the "Committee") of the Association of Bay Area Governments (the "Agency") may act for the Executive Board; and

WHEREAS, the Agency has heretofore conducted special assessment proceedings pursuant to Resolution No. 08-99, adopted on May 20, 1999 by the Board of Directors of the Agency, and in said proceedings the Board of Directors of the Agency confirmed unpaid assessments upon the parcels in the Association of Bay Area Governments Windemere Ranch Assessment District 1999-1 (the "Assessment District"), and three series of special assessment bonds, designated Limited Obligation Improvement Bonds Association of Bay Area Governments Windemere Ranch Assessment District Series 1999, Series 2000 and Series 2002, in the initial aggregate principal amount of \$125,000,000 (the "Prior Bonds") were issued and delivered and \$111,865,000 of which are now outstanding and are secured by said unpaid assessments; and

WHEREAS, it is in the public interest that the Prior Bonds now be refunded and the Board intends to accomplish said refunding through the levy of reassessments and the issuance of refunding bonds upon the security thereof.

NOW, THEREFORE, BE IT RESOLVED, that the Administrative Committee acting for the Executive Board of the Association of Bay Area Governments hereby approves and authorizes as follows:

Section 1. The proceedings for the levy and collection of reassessments as security for the issuance and payment of refunding bonds shall be conducted for the Assessment District pursuant to the Refunding Act of 1984 for 1915 Improvement Act Bonds, Division 11.5 (commencing with Section 9500) of the California Streets and Highways Code (the "Act").

Section 2. Said contemplated reassessments and refunding, in the opinion of the Agency, are of more than local or ordinary public benefit, and the costs and

**ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 05-07**

expenses thereof are made chargeable upon the Association of Bay Area Governments Windemere Ranch Reassessment District (the "Reassessment District"), the exterior boundaries of which are shown on a reassessment diagram heretofore filed in the office of the Public Finance Director and to be filed in the office of the County Recorder of the County of Contra Costa, to which reassessment diagram reference is hereby made for further particulars. Said reassessment diagram indicates by a boundary line the extent of the territory included in Reassessment District and shall govern for all details as to the extent thereof.

Section 3. Said reassessments and refunding are hereby referred to NBS Government Finance Group, a qualified firm employed for the purpose hereof, and said firm is hereby directed to make and file with the Public Finance Director a report for the Reassessment District in writing, presenting the following:

(a) A schedule setting forth the unpaid principal and interest on the Prior Bonds and the total amounts thereof.

(b) The total estimated principal amount of the reassessment and of the refunding bonds and the maximum interest rate thereon, together with an estimate of cost of the reassessment and of issuing the refunding bonds, including all costs of issuing the refunding bonds, as defined by subdivision (a) of Section 9600 of the Act.

(c) The auditor's record kept pursuant to Section 8682 of the California Streets and Highways Code showing the schedule of principal installments and interest on all unpaid original assessments and the total amounts thereof.

(d) For the Reassessment District, the estimated amount of each reassessment, identified by reassessment number corresponding to the reassessment number on the reassessment diagram, together with a proposed auditor's record for the reassessment prepared in the manner described in said Section 8682.

(e) A reassessment diagram showing the Reassessment District and the boundaries and dimensions of the subdivisions of land within the Reassessment District. Each subdivision, including each separate condominium interest as defined in Section 783 of the Civil Code, shall be given a separate number upon the diagrams.

When any portion or percentage of the costs and expenses of said refunding and reassessment is to be paid from sources other than reassessments, the amount of such portion or percentage shall first be deducted from the total estimated cost

ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 05-07

and expenses of said refunding and reassessment, and said reassessments shall include only the remainder of the estimated cost and expenses.

Section 4. If any excess shall be realized from the reassessments it shall be used, in such amounts as the Agency may determine, in accordance with the provisions of applicable law, in a manner or in such manners to be provided in these proceedings.

Section 5. Notice is hereby given that serial and/or term bonds to represent the reassessments, and bear interest at the rate of not to exceed twelve percent (12%) per annum, will be issued in the manner provided by the Act, the last installment of which bonds shall mature not to exceed September 2, 2032.

Section 6. The provisions of Part 11.1 of Division 10 of the Streets and Highways Code, providing for an alternative procedure for the advance payment of assessments and the calling of bonds, shall apply to the refunding bonds to be issued pursuant to proceedings under this Resolution.

Section 7. Reference is hereby made to the respective proceedings heretofore had pursuant to Division 4 of the Streets and Highways Code with respect to the Prior Bonds, which are on file in the office of the Secretary.

Section 8. It is the intention of the Agency not to create a separate special reserve fund pursuant to and as authorized by Part 16 of Division 10 of the California Streets and Highways Code with respect to the refunding bonds.

Section 9. This Resolution shall take effect upon its adoption.

The foregoing adopted by the Administrative Committee acting for the Executive Board this 16th day of April, 2007.

Rose Jacobs Gibson
Vice President

ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 05-07

Certification of Administrative Committee Approval

I, the undersigned, the appointed and qualified Secretary-Treasurer of the Association of Bay Area Governments (Association), do hereby certify that the foregoing resolution was adopted by the Administrative Committee of the Association at a duly called meeting held on the 16th day of April, 2007.

Henry L. Gardner
Secretary-Treasurer

Approved as To Legal Form

Kenneth K. Moy
Legal Counsel

ASSOCIATION OF BAY AREA GOVERNMENTS
ADMINISTRATIVE COMMITTEE

RESOLUTION NO. 06-07

A RESOLUTION ADOPTING REASSESSMENT REPORT FOR WINDEMERE
RANCH REASSESSMENT DISTRICT, CONFIRMING AND ORDERING THE
REASSESSMENTS PURSUANT TO SUMMARY PROCEEDINGS AND
DIRECTING ACTIONS WITH RESPECT THERETO

WHEREAS, the Association of Bay Area Governments (ABAG) is a joint powers agency formed pursuant to the Joint Powers Act, California Government Code §§ 6500, *et seq.*; and

WHEREAS, the Administrative Committee (the "Committee") of the Association of Bay Area Governments (the "Agency") may act for the Executive Board; and

WHEREAS, the Agency has adopted a Resolution of Intention to Levy Reassessments and to Issue Refunding Bonds Upon the Security Thereof Relating to Windemere Ranch Assessment District 1999-1 (the "Resolution of Intention"), wherein the Agency directed the making and filing of a reassessment report (the "Report") in accordance with and pursuant to the Refunding Act of 1984 for 1915 Improvement Act Bonds, Division 11.5 of the California Streets and Highways Code (the "Act"); and

WHEREAS, the Agency has determined, with the assistance of consultants to the Agency engaged for such purpose, that it is desirable and that the public interest requires the refunding of the outstanding improvement bonds of the Agency issued for its Windemere Ranch Assessment District 1999-1 (the "Assessment District") and, in furtherance thereof, the establishment of the Association of Bay Area Governments Windemere Ranch Reassessment District (the "Reassessment District") the levy of reassessments therein as security for refunding improvement bonds the proceeds of which will be used to refund such outstanding bonds; and

WHEREAS, the Report was duly made and filed, and duly considered by the Agency and found to be sufficient in every particular, and the Report shall stand for all subsequent proceedings pertaining to the Reassessment District under and pursuant to the Resolution of Intention; and

WHEREAS, the Agency desires to issue refunding bonds (the "Refunding Bonds") for the Reassessment District pursuant to the Act, which Refunding Bonds shall refund the three series of outstanding Limited Obligation Improvement Bonds of the Agency issued for the Assessment District, originally issued in the aggregate principal amount of \$125,000,000 (collectively, the "Prior Bonds").

ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 06-07

NOW, THEREFORE, BE IT RESOLVED, that the Administrative Committee acting for the Executive Board of the Association of Bay Area Governments hereby approves and authorizes as follows:

Section 1. Pursuant to Section 9525 of the Act and based upon the Report, the Committee finds that all of the following conditions are satisfied:

(a) each estimated annual installment of principal and interest on the reassessment, as set forth in the Report, is less than the corresponding annual installment of principal and interest on the portion of the original assessment being superseded and supplanted as also set forth in the Report, by the same percentage for all subdivisions of land with the Reassessment District;

(b) the number of years to maturity of the refunding bonds proposed to be issued under the Resolution of Intention for the Reassessment District is not more than the number of years to the last maturity of the Prior Bonds; and

(c) the principal amount of the reassessment on each subdivision of land within the Reassessment District is less than the unpaid principal amount of the portion of the original assessment being superseded and supplanted by the same percentage for each subdivision of land in the Reassessment District.

For the purpose of this Section 1, "unpaid" shall include installments which are posted to the tax roll for fiscal year 2007-2008.

Section 2. The public interest, convenience and necessity require that said reassessment be made.

Section 3. The Reassessment District benefited by the reassessment on the land therein and to be reassessed to pay the costs and expenses thereof, and the exterior boundaries thereof, are as shown by the reassessment diagram thereof on file in the office of the Secretary, which diagram is made a part hereof by this reference thereto.

Section 4. Pursuant to the findings hereinabove expressed with respect to Section 9525 of the Act, said conditions, and all of them are deemed satisfied and that the following elements of the Report are hereby finally approved and confirmed without further proceedings, including the conduct of a public hearing under the Act, to wit:

ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 06-07

- (a) a schedule setting forth the unpaid principal and interest on the Prior Bonds and the total amounts thereof;
- (b) an estimate of the principal amount of the reassessment and of the Refunding Bonds and the maximum interest rate thereon, together with an estimate of cost of the reassessment and of issuing the Refunding Bonds, including expenses incidental thereto;
- (c) the auditor's record kept pursuant to Section 8682 of the California Streets and Highways Code showing the schedule of principal installments and interest on all unpaid original assessments and the total amounts thereof;
- (d) the estimated amount of each reassessment, identified by reassessment number corresponding to the reassessment number of the reassessment diagram, together with a proposed auditor's record for the reassessment prepared in the manner described in said Section 8682; and
- (e) a reassessment diagram showing the Reassessment District and the boundaries and dimensions of the subdivisions of land therein, assigning a separate number to each such subdivision of land.

Final adoption and approval of the Report as a whole, the estimate of the costs and expenses, the reassessment diagram and the reassessment, as contained in the Report, as hereinabove determined and ordered, is intended to and shall refer and apply to the Report, or any portion thereof, as amended, modified, revised or corrected by, or pursuant to and in accordance with, any resolution or order, if any, heretofore duly adopted or made by the Agency.

Section 5. The reassessment including all costs and expenses thereof, is hereby approved, confirmed and levied. Pursuant to the provisions of the Act, reference is hereby made to the Resolution of Intention for further particulars. The reassessment shall be reduced in the event that Agency Staff determines that to do so is necessary and advisable to further the purposes of this Resolution, and, if such determination is made, Agency Staff is hereby authorized and directed to record said reduced reassessment in the manner set forth in Section 9 hereof, and to take any further actions required to finalize said reduction, without further action of the Agency.

Section 6. The Secretary shall forthwith cause:

- (a) the reassessment to be delivered to the official of the Agency who is the Superintendent of Streets of the Agency, together with the reassessment diagram, as approved and confirmed by the Agency, with a

ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 06-07

certificate of such confirmation and of the date thereof, executed by the Secretary, attached thereto. The Superintendent of Streets shall record each of the reassessments and reassessment diagram in a suitable book to be kept for that purpose, and append thereto a certificate of the date of such recording, and such recordation shall be and constitute the applicable reassessment roll herein;

(b) a copy of the reassessment diagram and a notice of reassessment for the Reassessment District, substantially in the form specified in Section 3114 of the California Streets and Highways Code and executed by the Finance Director, to be filed and recorded, respectively, in the office of the County Recorder of the County of Contra Costa; and

(c) a copy of this Resolution to be provided to the Auditor of the County of Contra Costa.

From the date of recording of said notice of reassessment for the Reassessment District, all persons shall be deemed to have notice of the contents of such reassessment for the Reassessment District, and each of such reassessments shall thereupon be a lien upon the property against which it is made, and, unless sooner discharged, such liens shall so continue for the period of ten (10) years from the date of said recordation, or in the event bonds are issued to represent said reassessments, until the expiration of four (4) years after the due date of the last installment upon said bonds or of the last installment of principal of said bonds.

The appropriate officer or officers of the Agency are hereby authorized to pay any and all fees required by law in connecting with the above.

Section 7. The Finance Director shall keep the record showing the several installments of principal and interest on the reassessments which are to be collected each year during the term of the Refunding Bonds. An annual apportionment of each reassessment, together with annual interest on said reassessment, shall be payable in the same manner and at the same time and in the same installments as the general property taxes and shall be payable and become delinquent at the same time and in the same proportionate amount; provided that any reassessments on possessory interests shall be collected on the unsecured tax roll and shall be payable and become delinquent at the same time as other taxes levied on said unsecured roll. Each year the annual installments shall be submitted to the County of Contra Costa Auditor-Controller for purposes of collection, and the County of Contra Costa Auditor-Controller shall, at the close of the tax collecting period, promptly render to the Finance Director a detailed report showing the amount of such installments, interest, penalties and percentages so collected.

**ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 06-07**

Section 8. The Finance Director hereby authorized and directed (a) to revise the Report to reduce the applicable reassessments, as confirmed pursuant to Section 6 hereof, if and to the extent necessary so that the aggregate amount thereof does not exceed the initial principal amount of the Refunding Bonds, (b) to amend the reassessment and reassessment diagram to reflect such reductions, and (c) to promptly record the reassessment, together with the reassessment diagram, as so amended, in the office of the person acting as the Superintendent of Streets of the Agency. Immediately thereafter, a copy of the reassessment diagram, as so amended, shall be filed in the office of the County Recorder and a Notice of Reassessment, referring to said diagram, shall be recorded in the office of the County Recorder, all pursuant to the provisions of Division 4.5 of the California Streets and Highways Code.

Section 9. This Resolution shall take effect immediately upon its adoption.

The foregoing adopted by the Administrative Committee acting for the Executive Board this 16th day of April, 2007.

Rose Jacobs Gibson
Vice President

Certification of Administrative Committee Approval

I, the undersigned, the appointed and qualified Secretary-Treasurer of the Association of Bay Area Governments (Association), do hereby certify that the foregoing resolution was adopted by the Administrative Committee of the Association at a duly called meeting held on the 16th day of April, 2007.

Henry L. Gardner
Secretary-Treasurer

Approved as To Legal Form

Kenneth K. Moy
Legal Counsel

ASSOCIATION OF BAY AREA GOVERNMENTS
ADMINISTRATIVE COMMITTEE

RESOLUTION NO. 07-07

A RESOLUTION AUTHORIZING ISSUANCE OF REFUNDING BONDS FOR
THE WINDEMERE RANCH REASSESSMENT DISTRICT, PROVIDING FOR
EXECUTION OF A FISCAL AGENT AGREEMENT AND OTHER MATTERS
WITH RESPECT THERETO, AND MAKING FINDINGS WITH RESPECT TO
AND APPROVING THE ISSUANCE OF BONDS BY THE ABAG FINANCE
AUTHORITY FOR NONPROFIT CORPORATIONS

WHEREAS, the Association of Bay Area Governments (ABAG) is a joint powers agency formed pursuant to the Joint Powers Act, California Government Code §§ 6500, *et seq.*; and

WHEREAS, the Administrative Committee (the "Committee") of the Association of Bay Area Governments (the "Agency") may act for the Executive Board; and

WHEREAS, the Agency has adopted a Resolution of Intention (the "Resolution of Intention") relating to the levy and collection of reassessments as security for the issuance and payment of a series of refunding bonds for the Agency's Windemere Ranch Reassessment District (the "Reassessment District"), and in the Resolution of Intention the Agency provided that serial and/or term bonds would be issued thereunder pursuant to the provisions of the Refunding Act of 1984 for 1915 Act Improvement Bonds, Division 11.5 of the California Streets and Highways Code (the "Refunding Act"), for the Reassessment District, and reference to the Resolution of Intention is hereby expressly made for further particulars; and

WHEREAS, a list of all reassessments which remain unpaid in the Reassessment District has been filed with the Secretary of the Authority; and

WHEREAS, the Agency has duly considered said list and has determined that the same was an accurate statement thereof; and

WHEREAS, the Agency has determined that due to favorable interest rates, it is in the best interests of the owners of land in the Reassessment District that bonds be issued secured by the reassessments to refund the three series of outstanding bonds (collectively, the "Prior Bonds") of the Association of Bay Area Governments Windemere Ranch Assessment District 1999-1 (the "Assessment District"); and

**ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 07-07**

WHEREAS, there has been filed with the Public Finance Director an agreement (the "Fiscal Agent Agreement") providing for the issuance of refunding bonds of the Agency (the "Bonds"), for the Reassessment District, and the Committee now desires to approve the Fiscal Agent Agreement and the issuance of the Bonds; and

WHEREAS, there has been filed with the Public Finance Director three separate escrow agreements (collectively, the "Escrow Agreements"), which will be used to refund and redeem the Prior Bonds and the Committee now desires to approve such agreements in connection with the refunding of the Prior Bonds; and

WHEREAS, the Agency proposes to sell the Bonds to the ABAG Finance Authority For Nonprofit Corporations (the "Finance Authority") as described in a Bond Purchase Agreement (the "Bond Purchase Agreement") by and between the Finance Authority and Stone & Youngberg LLC (the "Underwriter"), and the Finance Authority proposes to purchase the Bonds with the proceeds of two series of its bonds (collectively, the "Authority Bonds") and to sell the Authority Bonds to the Underwriter by means of a preliminary official statement (the "Preliminary Official Statement"); and

WHEREAS, each of said documents and instruments which are now on file with the Public Finance Director in appropriate form is an appropriate document or instrument to be executed and delivered for the purpose intended; and

WHEREAS, on April 17, 2007, the Board of Supervisors of the County of Contra Costa is expected to hold a duly noticed public hearing, as required by Section 6586.5(a) of the California Government Code, on the refinancing of the improvements that were financed with proceeds of the Prior Bonds (collectively, the "Improvements"), said refinancing to occur by reason of the purchase of the Bonds with the proceeds of the Authority Bonds; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Bonds as contemplated by this Resolution and the documents referred to herein exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Refunding Act.

NOW, THEREFORE, BE IT RESOLVED, that the Administrative Committee acting for the Executive Board of the Association of Bay Area Governments hereby approves and authorizes as follows:

Section 1. The Committee hereby finds that significant public benefits will arise from the refinancing of the Improvements and the refunding of the Prior Bonds by means of the purchase of the Bonds with the proceeds of the Authority

ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 07-07

Bonds, all in accordance with Section 6586 of the California Government Code, in that the refinancing will result in demonstrable savings in effective interest rates, bond preparation, bond underwriting and bond issuance costs.

Section 2. The reassessments for the Reassessment District now remaining unpaid are as shown on said List of Unpaid Reassessments for the Reassessment District (the "Reassessments"); the aggregate amount thereof is \$109,725,000; and for a particular description of the lots or parcels of land bearing the respective reassessment numbers set forth in said list, reference is hereby made to the reassessment and to the diagram, and any amendments thereto, recorded in the office of the person acting as the Superintendent of Streets of the Agency.

Section 3. The Bonds shall be issued in the aggregate principal amount of not to exceed \$109,725,000 upon the security of the unpaid Reassessments and the proceedings heretofore taken with respect to the Resolution of Intention. The Bonds shall be issued at such rate or rates of interest, in such form or forms, at such maturities and upon such provisions, covenants and conditions, all of which shall be as specified pursuant to the terms of the Fiscal Agent Agreement; provided, however, no such Bonds shall be authorized in excess of the total aggregate amount of the unpaid Reassessments hereinabove specified.

Section 4. The Fiscal Agent Agreement, in the form on file with the Public Finance Director, is hereby approved. The Finance Director is hereby authorized and directed to execute the Fiscal Agent Agreement on behalf of the Agency, with such changes thereto as may be approved by the Finance Director upon consultation with Bond Counsel, the approval of such changes to be conclusively evidenced by the execution and delivery of the Fiscal Agent Agreement by the Agency.

The Committee hereby approves the refunding of the Prior Bonds with the proceeds of the Bonds, in accordance with the provisions of the documents pursuant to which such Prior Bonds were sold and delivered, and pursuant to the Escrow Agreements, each between the Agency and the Fiscal Agent for the Prior Bonds, as escrow bank thereunder. The Committee hereby approves the Escrow Agreements in the respective forms on file with the Public Finance Director. The Committee hereby authorizes and directs the Finance Director to execute and deliver the Escrow Agreements for and in the name and on behalf of the Agency in such forms, together with any changes therein or additions thereto deemed advisable by the Finance Director upon consultation with Bond Counsel. The Committee hereby authorizes the delivery and performance by the Agency of the Escrow Agreements.

The Committee hereby authorizes the establishment of a reserve fund or account related to the Bonds, which shall be held and administered under the indenture of trust for the Authority Bonds, as described in the Preliminary Official Statement approved in Section 8 below.

**ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 07-07**

Section 5. Union Bank of California, N.A. is hereby designated to act as the Fiscal Agent for the Bonds and to perform the actions and duties required of the Fiscal Agent under the Fiscal Agent Agreement, including those for the authentication, transfer, registration, and payment of the Bonds. The Finance Director is hereby authorized enter into an agreement with the Fiscal Agent in furtherance of the actions and duties of the Fiscal Agent under the Fiscal Agent Agreement.

Section 6. The form of the Bond Purchase Contract between the Finance Authority and the Underwriter, in the form on file with the Public Finance Director is hereby approved. The Finance Director is hereby authorized and directed to take all actions described in the Bond Purchase Contract for the acquisition, with the proceeds of the Authority Bonds, of the Bonds in the form hereby approved. The Committee hereby approves the issuance of the Authority Bonds by the Finance Authority.

Section 7. The Bonds, when executed, shall be delivered to the Fiscal Agent for authentication. The Fiscal Agent is hereby requested and directed to authenticate the Bonds by executing the Fiscal Agent's certificate of authentication and registration appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the trustee for the Authority Bonds in accordance with the Bond Purchase Contract, upon payment of the purchase price therefor.

Section 8. The form of the Preliminary Official Statement for the Authority Bonds on file with the Public Finance Director is hereby approved and the Underwriter is hereby authorized to distribute the Preliminary Official Statement to prospective purchasers of the Authority Bonds in the form hereby approved, together with such additions thereto and changes therein as are determined necessary or desirable by the Finance Director to make such Preliminary Official Statement final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission. The Finance Director is hereby authorized to execute a final Official Statement in the form of the Preliminary Official Statement, together with such changes as are determined necessary by the Finance Director to make such Official Statement complete and accurate as of its date. The Underwriter is further authorized to distribute the final Official Statement for the Authority Bonds and any supplement thereto to the purchasers of the Authority Bonds.

Section 9. The President, Vice President, Finance Director, Public Finance Director, and Secretary of the Agency and any other officers or staff of the Agency are hereby authorized and directed to take any actions and execute and deliver any and all documents (including, but not limited to, a Continuing Disclosure Agreement referenced in the Fiscal Agent Agreement) as are necessary to accomplish the issuance, sale and delivery of the Bonds and the refunding of the

ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 07-07

Prior Bonds in accordance with the provisions of this Resolution and the fulfillment of the purposes of the Bonds as described in the Fiscal Agent Agreement and the Escrow Agreements.

Section 10. The firm of Quint & Thimmig LLP is hereby designated as Bond Counsel to the Agency with respect to the Reassessment District and the Bonds.

Section 11. This Resolution shall take effect immediately upon its adoption.

The foregoing adopted by the Administrative Committee acting for the Executive Board this 16th day of April, 2007.

Rose Jacobs Gibson
Vice President

Certification of Administrative Committee Approval

I, the undersigned, the appointed and qualified Secretary-Treasurer of the Association of Bay Area Governments (Association), do hereby certify that the foregoing resolution was adopted by the Administrative Committee of the Association at a duly called meeting held on the 16th day of April, 2007.

Henry L. Gardner
Secretary-Treasurer

Approved as To Legal Form

Kenneth K. Moy
Legal Counsel

ASSOCIATION OF BAY AREA GOVERNMENTS

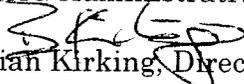
Representing City and County Governments of the San Francisco Bay Area



M E M O

Date: April 9, 2007

To: ABAG Administrative Committee

From:  Brian Kirking, Director of Information Services

Subject: **Authorization to Enter into Contract with Chevron Environmental Management Company**

Since 1999, the ABAG Training Center has been providing online hazardous materials and safety training through the Hazmat School, www.hazmatschool.com. To date, over 18,000 students from government agencies and private industry have utilized this training. Most students come to us individually or in small groups and pay with a credit card. No special contract is involved.

However, we do have some large clients, where a contract is appropriate. Examples are the Massachusetts Department of Environmental Protection and Cal Trans. A new client – the subject of this memo – is Chevron Environmental Management Company. Individuals from Chevron have taken our courses over the past couple of years and have recommended to their management that the Hazmat School be used more widely for hazardous materials training within the company. The \$45,000 contract covers approximately 600 employees. Fees are calculated based on the number of students, using a fixed price per student. Approximately half of the revenues of the Hazmat School go to our instructor partner, Safety and Compliance Management (SCM) of San Ramon.

Training under this contract will be completed by June 30, 2007. A similar contract may follow in subsequent years for training of new/additional employees and for refresher courses.

Recommendation: Authorize the Executive Director or designee to enter into a contract with Chevron Environmental Management Company, for the period March 16, 2007 through June 30, 2007, with an amount not to exceed \$45,000.



MEMO

To: ABAG Administrative Committee
 From: Paul Fassinger, ABAG Research Director
 Date: April 10, 2007
 Subject: San Mateo County Subregion Regional Housing Need Allocation Assignment

Overview

For the 4th Regional Housing Needs Allocation (RHNA) cycle, state legislation allowed for the formation of subregion’s within each metropolitan region, as represented by a Council of Governments. In the Bay Area, one subregion formed between the County of San Mateo and its twenty cities. The San Mateo Subregion is represented by the City/County Association of Governments of San Mateo County (C/CAG). Since its formation, the San Mateo Subregion has been responsible for developing its own housing need allocation methodology, independent of the region-wide method, for use in allocating its share of the region’s total housing need. The San Mateo Subregion adopted an allocation methodology on March 22, 2007.

Upon the state’s determination of the total regional housing need, by income category, ABAG is responsible for assigning to the San Mateo Subregion its regional share of the total housing need, by income category. The subregional share is based on household growth during the 2007-2014 RHNA period. Income shares are determined by the regional average distribution of income. After a 30-day comment period, the subregion is to then allocate its total subregional need, by income category, to individual jurisdictions in the subregion. The allocation is to be done using the subregion’s adopted methodology.

This memo serves to assign to the San Mateo Subregion its share of the region’s total housing need, by income category.

Subregion Assignment of Regional Need

On April 6, 2007, HCD determined a range for the Bay Area’s total regional housing need, including the need for income-based units. This range was 214,500 – 227,500 units. Therefore, at a minimum, the region must plan for 214,500 units in the 2007-2014 period.

San Mateo County’s household growth during the RHNA period, 2007-2014, is estimated to be 12,184 households. Household growth in the region over the same period is estimated at 166,060. Therefore, San Mateo County’s regional share of household growth is 7.3 percent. Applying this percent to the total regional housing need, gives San Mateo County a minimum subregional housing need assignment of 15,738 units, or 7.3 percent of the total regional need of 214,500 units. The regional average income distribution, and therefore, San Mateo Subregional allocation by income category is:

Minimum Regional Need		214,500 units
Minimum Subregional Need		15,738 units
Very Low	22.8 Percent	3,588
Low	16.4	2,581
Moderate	19.3	3,038
Above Moderate	41.5	6,531

Staff Recommendation & Next Steps

Staff recommends that the Administrative Committee approve the San Mateo Subregion regional housing needs allocation of 15,738 units. Upon approval, staff will submit this allocation to the San Mateo Subregion. This will begin a 30-day comment period. At the close of the public comment period, the San Mateo Subregion, as represented by C/CAG, will allocate the total subregional need to the individual jurisdictions within the San Mateo Subregion.

ASSOCIATION OF BAY AREA GOVERNMENTS
ADMINISTRATIVE COMMITTEE

RESOLUTION NO. 08-07

RESOLUTION AUTHORIZING RELEASE OF THE ALLOCATION
OF A SHARE OF REGIONAL HOUSING NEED TO SAN MATEO
SUBREGION FOR PUBLIC COMMENT AND REVIEW

WHEREAS, the Association of Bay Area Governments (ABAG) is a joint powers agency formed pursuant to the agreement of its members and California Government Code §§ 6500, *et seq.*, and is the council of governments (COG) for the San Francisco Bay Area; and

WHEREAS, pursuant to the Housing Element Law (“Act”) at California Government Code §§ 65580, *et seq.*, each COG and the California Department of Housing and Community Development (HCD) are required to determine the existing and projected housing needs in the COG’s region; and

WHEREAS, under the Act, ABAG determines each city’s and county’s share of the regional housing need through the regional housing need allocation process (RHNA); and

WHEREAS, in this 4th revision of RHNA, local governments have the option of forming a RHNA subregion to allocate a share of the regional housing need among themselves; and

WHEREAS, on September 21, 2006, ABAG acknowledged the formation of a RHNA subregion comprised of the County of San Mateo and the twenty (20) cities in the county (San Mateo Subregion) which is functionally represented by the City/County Association of Governments of San Mateo County (C/CAG); and

WHEREAS, by letter dated April 6, 2007, HCD has determined a range for the Regional Housing Need (RHN), including the need for income-based units, and staff has elected to use the lowest numbers in the range; and

WHEREAS, the Act requires ABAG to assign a share of the RHN, including income-based units, to the San Mateo Subregion; and

WHEREAS, the Act requires that ABAG release the proposed subregion share of the RHN for a thirty (30) day public review and comment period and conduct a public hearing to receive written and oral comments; and

**ASSOCIATION OF BAY AREA GOVERNMENTS
RESOLUTION NO. 08-07**

WHEREAS, staff recommends that the San Mateo subregion's share of the RHN as described in the attached staff memorandum be released for public review and comment.

NOW, THEREFORE, BE IT RESOLVED that the Administrative Committee to the Executive Board of the Association of Bay Area Governments hereby:

- (a) Authorizes staff to release the proposed subregional share of the RHN for the San Mateo subregion for public review and comment and to provide notification of such release to the general public and to all cities, counties and any city and county; and
- (b) Authorizes staff to conduct a public hearing on the proposed subregional share on May 17, 2007; and
- (c) Directs staff to coordinate receipt and review of all comments for presentation to the Executive Board at its May 2007 meeting.

The foregoing adopted by the Administrative Committee acting for the Executive Board this 16th day of April, 2007.

Rose Jacobs Gibson
Vice President

Certification of Administrative Committee Approval

I, the undersigned, the appointed and qualified Secretary-Treasurer of the Association of Bay Area Governments (Association), do hereby certify that the foregoing resolution was adopted by the Administrative Committee of the Association at a duly called meeting held on the 16th day of April, 2007.

Henry L. Gardner
Secretary-Treasurer

Approved as To Legal Form

Kenneth K. Moy
Legal Counsel