# City of Barstow Redevelopment Agency's Successor Agency

City of Barstow, California

Independent Accountant's Report on Applying Agreed-Upon Procedures on the Other RDA Funds of the RDA Successor Agency in Accordance With California Assembly Bill No. 1484





# INDEPENDENT ACCOUNTANT'S REPORT ON APPLYING AGREED-UPON PROCEDURES ON THE OTHER RDA FUNDS OF THE RDA SUCCESSOR AGENCY IN ACCORDANCE WITHCALIFORNIA ASSEMBLY BILL NO. 1484

To the Oversight Board of the City of Barstow Redevelopment Agency's Successor Agency Barstow, California

We have performed the procedures enumerated below, which were agreed to by the City of Barstow Redevelopment Agency's Successor Agency (Successor Agency), solely to assist you in meeting the requirement of the due diligence review of the other RDA Funds of the Successor Agency, as required by the California Assembly Bill No. 1484. The Successor Agency's management is responsible for all schedules and exhibits prepared for this due diligence review. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in the report. Consequently, we make no representation regarding the sufficiency of the procedures described below, either for the purpose for which this report has been requested or for any other purpose.

The procedures performed and our findings are described below:

1. Obtain from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency to the Successor Agency on February 1, 2012. Agree the amounts on this listing to account balances established in the accounting records of the Successor Agency. Identify in the Agreed-Upon Procedures (AUP) report the amount of the assets transferred to the Successor Agency as of that date in Exhibit 1.

Result: No exceptions were noted as a result of our procedures.

- 2. If the State Controller's Office has completed its review of transfers required under both Sections 3416.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. The State Controller's Office review has not occurred, therefore we will perform the following procedures:
  - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to the city, county, or city and county that formed the redevelopment agency for the period from January 1, 2011 through January 31, 2012. For each transfer, determine that the Successor Agency described the purpose of the transfer and described in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. See Exhibit 2 for the listing.

To the Oversight Board of the City of Barstow Redevelopment Agency's Successor Agency Barstow, California Page 2

- B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Successor Agency to the city, county, or city and county that formed the redevelopment agency for the period from February 1, 2012 through June 30, 2012. For each transfer, determine that the Successor Agency described the purpose of the transfer and described in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. See Exhibit 2 for the listing.
- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer.

Result: No exceptions were noted as a result of our procedures.

- 3. If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. The State Controller's Office review has not occurred, therefore we will perform the following procedures:
  - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012. For each transfer the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. See Exhibit 3 for the listing.
  - B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Successor Agency to any other public agency or private parties for the period from February 1, 2012 through June 30, 2012. For each transfer the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements.
  - C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer.

Finding: Per Successor Agency, there were no transfers to any other public agency or private party for the period from February 1, 2012 through June 30, 2012. Procedures are not applicable.

- 4. Perform the following procedures:
  - A. Obtain from the Successor Agency a summary of the financial transactions of the Redevelopment Agency and the Successor Agency for the following periods: June 30, 2010; June 30, 2011; January 31, 2012 and June 30, 2012.
  - B. Ascertain that for each period presented the total of revenues, expenditures, and transfers accounts fully for the changes in equity from the previous fiscal period by comparing these balances to the Successor Agency's accounting records.
  - C. Compare amounts in the schedule relevant to the fiscal year ended June 30, 2010 to the state controller's report filed for the Redevelopment Agency for that period.

To the Oversight Board of the City of Barstow Redevelopment Agency's Successor Agency Barstow, California Page 3

D. Compare amounts in the schedule for the other fiscal periods presented to account balances in the accounting records or other supporting schedules which includes Financial Statements and General Ledger Reports.

Finding: No exceptions were noted as a result of our procedures. See Exhibit 3.

5. Obtain from the Successor Agency a listing of all assets of the other RDA funds as of June 30, 2012, the schedule attached as an exhibit will include only those assets of the other RDA funds that were held by the Successor Agency as of June 30, 2012 and will exclude all assets held by the entity that assumed the housing function previously performed by the former redevelopment agency. Agree the assets so listed to recorded balances reflected in the accounting records of the Successor Agency. See Exhibit 4 for the listing.

Finding: No exceptions were noted as a result of our procedures.

- 6. Obtain from the Successor Agency a listing of asset balances held on June 30, 2012 that are restricted for the following purposes:
  - A. Unspent bond proceeds:
    - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures, amounts set aside for debt service payments, etc.)
    - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation.
    - iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances.
  - B. Grant proceeds and program income that are restricted by third parties:
    - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
    - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation.
  - iii. Obtain from the Successor Agency a copy of the grant agreement that sets forth the restriction pertaining to these balances, and verified the existence of language restricting the use of the balances.
  - C. Other assets considered to be legally restricted:
    - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
    - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation.

- iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances, and verified the existence of language restricting the use of the balances.
- D. Attach the above mentioned Successor Agency prepared schedule(s) as an exhibit to the AUP report. For each restriction identified on these schedules, we indicate in the report the period of time for which the restrictions are in effect. If the restrictions are in effect until the related assets are expended for their intended purpose, this is indicated in the report.

Finding: See Exhibit 5 attached for Procedure C. Procedures A and B were not performed because there were no unspent bond proceeds or grant proceeds that were restricted by third parties. For Procedures D, no exceptions were noted as a result of our procedures.

- 7. Perform the following procedures:
  - A. Obtain from the Successor Agency a listing of assets as of June 30, 2012 that are not liquid or otherwise available for distribution (such as capital assets, land held for resale, long-term receivables, etc.) and ascertain if the values are listed as either purchase cost (based on book value reflected in the accounting records of the Successor Agency) or market value as recently estimated by the Successor Agency.
  - B. If the assets listed at 7(A) are listed at purchase cost, traced the amounts to a previously audited financial statement (or to the accounting records of the Successor Agency) and note any differences.
  - C. For any differences noted in 7(B), inspect evidence of disposal of the asset and ascertain that the proceeds were deposited into the Successor Agency trust fund. If the differences are due to additions (this generally is not expected to occur), inspect the supporting documentation and note the circumstances.
  - D. If the assets listed at 7(A) are listed at recently estimated market values, inspect the evidence (if any) supporting the value and note the methodology used. If no evidence is available to support the value and/or methodology, note the lack of evidence. See Exhibit 6.

Finding: See Exhibit 6 attached. No exceptions were noted as a result of our procedures.

- 8. Perform the following procedures:
  - A. If the Successor Agency believes that asset balances need to be retained to satisfy enforceable obligations, obtain from the Successor Agency an itemized schedule of asset balances (resources) as of June 30, 2012 that are dedicated or restricted for the funding of enforceable obligations and perform the following procedures. The schedule should identify the amount dedicated or restricted, the nature of the dedication or restriction, the specific enforceable obligation to which the dedication or restriction relates, and the language in the legal document that is associated with the enforceable obligation that specifies the dedication of existing asset balances toward payment of that obligation.

- i. Compare all information on the schedule to the legal documents that form the basis for the dedication or restriction of the resource balance in question.
- ii. Compare all current balances to the amounts reported in the accounting records of the Successor Agency or to an alternative computation.
- iii. Compare the specified enforceable obligations to those that were included in the final Recognized Obligation Payment Schedule approved by the California Department of Finance.
- iv. Attach as an exhibit to the report the listing obtained from the Successor Agency. Identify in the report any listed balances for which the Successor Agency was unable to provide appropriate restricting language in the legal document associated with the enforceable obligation.

Finding: Management has represented to us that they do not believe assets balances need to be retained to satisfy enforceable obligations. No procedures performed.

- B. If the Successor Agency believes that future revenues together with balances dedicated or restricted to an enforceable obligation are insufficient to fund future obligation payments and thus retention of current balances is required, obtain from the Successor Agency a schedule of approved enforceable obligations that includes a projection of the annual spending requirements to satisfy each obligation and a projection of the annual revenues available to fund those requirements and perform the following procedures:
  - i. Compare the enforceable obligations to those that were approved by the California Department of Finance. Procedures to accomplish this may include reviewing the letter from the California Department of Finance approving the Recognized Enforceable Obligation Payment Schedules for the six month period from January 1, 2012 through June 30, 2012 and for the six month period July 1, 2012 through December 31, 2012.
  - ii. Compare the forecasted annual spending requirements to the legal document supporting each enforceable obligation.
- iii. Obtain from the Successor Agency its assumptions relating to the forecasted annual spending requirements and disclose in the report major assumptions associated with the projections.
- iv. For the forecasted annual revenues:
  - a. Obtain from the Successor Agency its assumptions for the forecasted annual revenues and disclose in the report major assumptions associated with the projections.

Finding: Management has represented to us that they believe future revenues will be sufficient to fund future obligations. No procedures performed.

- E. If the Successor Agency believes that projected property tax revenues and other general purpose revenues to be received by the Successor Agency are insufficient to pay bond debt service payments (considering both the timing and amount of the related cash flows), obtain from the Successor Agency a schedule demonstrating this insufficiency and apply the following procedures to the information reflected in that schedule.
  - i. Compare the timing and amounts of bond debt service payments to the related bond debt service schedules in the bond agreement.

- ii. Obtain the assumptions for the forecasted property tax revenues and disclosed major assumptions associated with the projections as below.
- iii. Obtain the assumptions for the forecasted other general purpose revenues and disclosed major assumptions associated with the projections as below.

Finding: Management has represented to us that projected property tax revenues and other general purpose revenues to be received by the Successor Agency will be sufficient to pay bond debt service payments. Procedures are not applicable.

- F. If procedures A, B, or C were performed, calculate the amount of current unrestricted balances necessary for retention in order to meet the enforceable obligations by performing the following procedures.
  - i. Combine the amount of identified current dedicated or restricted balances and the amount of forecasted annual revenues to arrive at the amount of total resources available to fund enforceable obligations.
  - ii. Reduce the amount of total resources available by the amount forecasted for the annual spending requirements. A negative result indicates the amount of current unrestricted balances that needs to be retained.
  - iii. Include the calculation in the AUP report

Findings: Procedures were not performed because procedures A, B, or C were not applicable.

9. If the Successor Agency believes that cash balances as of June 30, 2012 need to be retained to satisfy obligations on the Recognized Obligation Payment Schedule (ROPS) for the period of July 1, 2012 through June 30, 2013, obtain a copy of the final ROPS for the period of July 1, 2012 through December 31, 2012 and a copy of the final ROPS for the period January 1, 2013 through June 30, 2013. For each obligation listed on the ROPS, the Successor Agency should add columns identifying (1) any dollar amounts of existing cash that are needed to satisfy that obligation and (2) the Successor Agency's explanation as to why the Successor Agency believes that such balances are needed to satisfy the obligation. Include this schedule as an attachment to the AUP report.

Finding: No exceptions were noted as a result of our procedures. See Exhibit 7.

10. Include a schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities. Amounts included in the calculation have been agreed to the results of the procedures performed in each section above. The schedule included a deduction to recognize amounts already paid to the County Auditor-Controller on July 12, 2012 as directed by the California Department of Finance. The amount of this deduction presented has been agreed to evidence of payment. See Exhibit 8 for the schedule.

Finding: No exceptions were noted as a result of our procedures.

To the Oversight Board of the City of Barstow Redevelopment Agency's Successor Agency Barstow, California Page 7

11. Obtain a representation letter from Successor Agency management acknowledging their responsibility for the data provided to the practitioner and the data presented in the report or in any attachments to the report. Verify the Successor Agency management in the representation letter acknowledged that management is not aware of any transfers (as defined by Section 34179.5) from either the former redevelopment agency or the Successor Agency to other parties for the period from January 1, 2011 through June 30, 2012 that have not been properly identified in the AUP report and its related exhibits.

Finding: No exceptions were noted as a result of our procedures.

We were not engaged to and did not conduct an examination, the objective of which would be the expression of an opinion on the accompanying schedules attached to this report. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the State of California Department of Finance, the Successor Agency Oversight Board and management of the Successor Agency and is not intended to be and should not be used by anyone other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

Badanie & Associates

Badawi & Associates Certified Public Accountants Oakland, CA December 14, 2012

# City of Barstow Redevelopment Agency's Successor Agency Exhibit 1-Listing of All Assets Transferred From the Former Redevelopment Agency to the Successor Agency on February 1, 2012

Account	 Amount				
Cash & Investments	\$ 6,712,727				
A/R Golden State Water	3,705				
Odessa Water District Receivable	45,461				
A/R Golf Course	120,000				
Land Held for Resale	4,393,652				
Miscellaneous Receivables	39,284				
Total	\$ 11,314,829				

City of Barstow Redevelopment Agency's Successor Agency

Exhibit 2- Listing of All Assets Transferred from the Former Redevelopment Agency (other funds) to the City of Barstow from January 1, 2011 through January 31, 2012 and February 1, 2012 through June 30,2012

1. List of Transfers from the former RDA( excluding LMIHF ) to the City for the period from January 1, 2011 through January 31, 2012

Date	Amount	Purposes	Describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements
6/30/2011	\$ 4,393,652	Transfers of RDA owned land to City of Barstow	RDA Reso 200-2011 (returned to RDA 1/31/2012)
1/31/2012	(4,393,652)	Return Property Held for Resale to RDA (excl CNG/LNG Station property)	Returned per AB-1X-26 excluding CNG/LNG Fueling Station property valued at \$64,795.20; CNG/LNG Station was constructed with AQMD and other City funds on land acquired by RDA.
1/31/2012	222,905	Overhead cost allocation	Cost allocation to each fund based on the City's budget
Total	\$ 222,905		

# 2. List of Transfers from the Successor Agency ( Other Funds ) to the City for the period from February 1, 2012 through June 30, 2012

Date	Date Amount Purposes			Describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements
6/30/2012	\$	191,061	Overhead cost allocation	Cost allocation to each fund based on the City's budget. Allocation agrees to the administrative cost allowance on ROPS I
Total	\$	191,061		

# City of Barstow Redevelopment Agency's Successor Agency Exhibit 3- Summary of the Financial Transaction of the Redevelopment Agency and the Successor Agency

	Redevelopment Agency 12 Months Ended 6/30/2010		Redevelopment Agency 12 Months Ended 6/30/2011		7 N	development Agency Nonths Ended 1/31/2012	Successor Agency 5 Months Ended 6/30/2012		
Assets (modified accrual basis)									
Cash & Investments	\$	6,052,207	\$	6,339,228	\$	6,712,727	\$	6,341,086	
A/R Golden State Water		6,762		3,705		3,705		648	
Odessa Water District Receivable		-		-		45,461		45,461	
A/R Golf Course		-		-		120,000		120,000	
Due From Other Funds		1,112,346		-		-		-	
Loans and Notes Receivable		190,461		170,461		-		-	
Land Held for Resale		4,393,652		-		4,393,652		4,393,652	
Miscellaneous Receivables		75,270		100,288		39,284		37,438	
Total Assets	\$	11,830,698	\$	6,613,682	\$	11,314,829	\$	10,938,285	
Liabilities (modified accrual basis)									
Accounts Payable	\$	219,767	\$	138,876	\$	249,890	\$	4,166	
Due to Other Funds		1,112,346		-		-		-	
Advances From Other Funds (LMIHF)		1,613,231		1,513,231		1,413,231		1,413,231	
Deferred Revenue		6,762		3,705		3,705		648	
Total Liabilities	\$	2,952,106	\$	1,655,812	\$	1,666,826	\$	1,418,044	
Equity	\$	8,878,592	\$	4,957,870	\$	9,648,003	\$	9,520,241	
Total Liabilities + Equity	\$	11,830,698	\$	6,613,682	\$	11,314,829	\$	10,845,129	
Total Revenues:	\$	4,024,539	\$	3,619,423		2,382,658		263,055	
Total Expenditures:	\$	4,570,523	\$	7,749,014	\$	1,863,273	\$	199,756	
Total Transfers:	\$	-	\$	208,869	\$	4,170,748	\$	9,456,941	
Net change in equity	\$	(322,222)	\$	(3,920,722)	\$	4,690,133	\$	9,520,240	
Beginning Equity:	\$	9,200,812	\$	8,878,592	\$	4,957,870	\$	-	
Ending Equity:	\$ \$	8,878,592	\$	4,957,870	\$	9,648,003	\$	9,520,240	

Other Information (show year end balances for all four periods presented):

Long-term debt as of end of year	\$	11,816,152	\$	11,063,021	\$	11,063,021	\$	10,174,102
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# City of Barstow Redevelopment Agency's Successor Agency Exhibit 4- Listing of All Assests of the other RDA funds as of June 30, 2012

Date	Account	Amount		
June 30,2012	Cash and Investments	\$ 6,341,086		
June 30,2012	A/R Golden State Water	648		
June 30,2012	A/R Odessa Water District	45,461		
June 30,2012	A/R Golf Course	120,000		
June 30,2012	Land Held for Resale	4,393,652		
June 30,2012	Miscellaneous Revenuces	37,438		
Total		\$ 10,938,285		

	Description	 Amount	Period Restricted
Other Res	tricted Assets		
	County Tax Increment Distribution	\$ 190,117	Tax increment sent by the County on June 1, 2012 to satisfy ROPS II from July 1, 2012 through December 31, 2012.
	County Tax Increment Distribution	531,581	Unspent tax increment distribution from ROPS I was applied by the County to satisfy obligations on ROPS III from January 1, 2013 through June 30, 2013.
	Total:	\$ 721,698	

# City of Barstow Agency's Successor Agency Exhibit 6- Listing of Non-liquid assets as of June 30, 2012

# Non-Liquid Assets

Description		Amount	Asset Valuation
Golden State Water	\$	648	Book Value
Odessa Water District Recievable		45,461	Book Value
Golf Course Receivable		120,000	Book Value
Land held for resale		4,393,652	Book Value
Miscellaneous Receivable		37,438	Book Value
	\$	4,597,199	

### City of Barstow Redevelopment Agency's Successor Agency Exhibit 7- Approved Recognized Obligations Payment Schedule for the Period July Through December 2012

	Contract/Agreement			Area/Agency Code Account		Total Due During				Payable from Other Revenue Sources Payments by month				Cash to be	Reasons balances neede	
Project Name / Debt Obligation	Execution Date	Payee	Description	Code(RR01- RG01)	Total Outstanding Debt or Obligation	Fiscal Year 2011-2012**	Source	Jul-12	Aug-12	Sep 2012	Oct 2012	Nov 2012	Dec 2012	Total	Retained	to be Retained
Legal Services - Est Payments		Colontuono & Levin; Oth Vendors as regd	Legal fees/costs (including appraisals)for dissolution of RDA and liquidation of assets	RR06	N/A	100,000.00	OTHER	8,333.33	8,333.33	8,333.33	8,333.33	8,333.33	8,333.33	\$ 50,000.00	50,000.00	Tax increments were not sufficient to cover legal fees related to the successor agency.ROPS II has been approved by DOF on May 2 2012
July 1, 2004	US Bank	Bonds Issued to Partially ref. 1994 TABS Ser A	Semiannual Portion funded by FY 11-12 Tax Increment collected thru 1/31/2012	RR06	8,747,453.00	536,502.50	OTHER		536,502.50					\$ 536,502.50	536,502.50	Tax increments were not sufficient to bond payments related to the successor agency.ROPS II has been approved by DOF on May 2012
) May 1, 1994	US Bank	Bonds Issued to fund Non Housing Projects	Semiannual Portion funded by FY 11-12 Tax Increment collected thru 1/31/2013	RR06	520,750.00	161,450.00	OTHER		161,450.00					\$ 161,450.00	161,450.00	Tax increments were not sufficient to bond payment related to the successor agency.ROPS II has been approved by DOF on May 2012
October 17, 1975	City of Barstow	Repayment of Swimming Pool Loan as amended 9/2001	Semiannual Portion funded by FY 11-12 Tax Increment collected thru 1/31/2014	RR06	2,839,102.00	572,000.00	OTHER						572,000.00	\$ 572,000.00	572,000.00	Tax increments were not sufficient to coverloan repayments related to the successor agency.ROPS II been approved by DOF on 25, 2012
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Totals - OTHER		1	L.		N/A	\$ 1,269,952.50	Other	\$-	\$ 706,285.83	\$ 8,333.33	\$ 8,333.33	\$ 8,333.33	\$ 580,333.33	\$ 1,319,952.50	1,319,952.50	
Totals - Bond Proceeds							071155				• • • • • • • •		a	\$0.00		-
Totals - Other					N/A	\$ 100,000.00	OTHER	\$ 8,333.33	\$ 8,333.33	\$ 8,333.33	\$ 8,333.33	\$ 8,333.33	\$ 8,333.33	\$ 50,000.00		1

# City of Barstow Redevelopment Agency's Successor Agency Exhibit 8- Summary of Balances Available for Allocation to Affected Taxing Entities Period ended June 30, 2012

## SUMMARY OF BALANCES AVAILABLE FOR ALLOCATION TO AFFECTED TAXING ENTITIES

Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5)	\$	10,938,285
Add the amount of any assets transferred to the city or other parties for which an enforceable obligation with a third party requiring such transfer and obligating the use of the transferred assets did not exist (procedures 2 and 3)		-
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other		
governments (procedure 6)		(721,698)
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)		(4,597,199)
Less balances that are legally restricted for the funding of an enforceable obligation (net of projected annual revenues available to fund those obligations) - (procedure	8)	
Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9)		(1,319,953)
Less the amount of payments made on July 12, 2012 to the County Auditor-Controller as directed by the California Department of Finance		(1,098,213)
Amount to be remitted to county for disbursement to taxing entities	\$	3,201,222

Note that separate computations are required for the Low and Moderate Income Housing Fund held by the Successor Agency and for all other funds held by the Successor Agency.