



**Successor Agency of the Former
Ontario Redevelopment Agency**

**Due Diligence Review
of the Other Redevelopment Agency Funds
Pursuant to Sections 34179.5(c)(1) through 34179.5(c)(6)
of Assembly Bill No. 1484 of 2012**

Lance Soll & Lunghard, LLP

Orange County
Silicon Valley
Temecula Valley

www.lslcpas.com

Successor Agency of the Former
Ontario Redevelopment Agency

Due Diligence Review
of the Other Redevelopment Agency Funds
Pursuant to Sections 34179.5(c)(1) through 34179.5(c)(6)
of Assembly Bill No. 1484 of 2012



CERTIFIED PUBLIC ACCOUNTANTS

- ◊ Brandon W. Burrows, CPA
- ◊ David E. Hale, CPA, CFP
A Professional Corporation
- ◊ Donald G. Slater, CPA
- ◊ Richard K. Kikuchi, CPA
- ◊ Susan F. Matz, CPA
- ◊ Shelly K. Jackley, CPA
- ◊ Bryan S. Gruber, CPA
- ◊ Deborah A. Harper, CPA

INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES

To the Successor Agency of the
Former Ontario Redevelopment Agency
City of Ontario, California

We have performed the procedures enumerated in Attachment A for the Other Redevelopment Agency Funds, which were agreed to by the California State Controller's Office and the State of California Department of Finance (State Agencies) solely to assist you in ensuring that the dissolved redevelopment agency is complying with Assembly Bill 1484, Chapter 26, Section 17's amendment to health and safety code 34179.5. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. Management of the successor agency is responsible for providing all the information obtained in performing these procedures. The sufficiency of these procedures is solely the responsibility of those parties specified in the report. Consequently, we make no representations regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

As stated above, the scope of this engagement was limited to performing the procedures identified in Attachment A, which specified the "List of Procedures for the Due Diligence Review" obtained from the California Department of Finance Website.

The results of the procedures performed are identified in Attachment B1 through B11.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of a certified opinion as to the appropriateness of the results of the procedures performed. 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 the Successor Agency.

This report is intended solely for the information and use of the Successor Agency Oversight Board, the Successor Agency and the applicable State Agencies, and is not intended to be, and should not be used by anyone other than these specified parties. This restriction is not intended to limit distribution of this report, which is a matter of public record.

Lance, Soll & Lunghard, LLP

Brea, California
November 5, 2012

List of Procedures for Due Diligence Review of the Other Redevelopment Agency Funds

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.
2. 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. If this has not yet occurred, 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, 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. Provide this listing as an attachment to the AUP report.
 - 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, 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. Provide this listing as an attachment to the AUP report.
 - c. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.
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. If this has not yet occurred, 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. Provide this listing as an attachment to the AUP report.
 - 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. Provide this listing as an attachment to the AUP report.
 - c. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.
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 in the format set forth in the attached schedule for the fiscal periods indicated in the schedule. For purposes of this summary, the financial transactions should be presented using the modified accrual basis of accounting. End of year balances for capital assets (in total) and long-term liabilities (in total) should be presented at the bottom of this summary schedule for information purposes.

List of Procedures for Due Diligence Review for the Other Redevelopment Agency Funds (Continued)

- 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.
 - 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.
 - d. Compare amounts in the schedule for the other fiscal periods presented to account balances in the accounting records or other supporting schedules. Describe in the report the type of support provided for each fiscal period.
5. Obtain from the Successor Agency a listing of all assets of the Low and Moderate Income Housing Fund as of June 30, 2012 for the report that is due October 1, 2012 and a listing of all assets of all other funds of the Successor Agency as of June 30, 2012 (excluding the previously reported assets of the Low and Moderate Income Housing Fund) for the report that is due December 15, 2012. When this procedure is applied to the Low and Moderate Income Housing Fund, the schedule attached as an exhibit will include only those assets of the Low and Moderate Income Housing Fund 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. The listing should be attached as an exhibit to the appropriate AUP report.
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 (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.
 - 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 (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the grant agreement that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.
 - 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).

List of Procedures for Due Diligence Review for the Other Redevelopment Agency Funds (Continued)

- ii. Obtain from the Successor Agency a copy of the grant agreement that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.
 - d. 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 (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by Successor the Agency as restricted.
 - e. Attach the above mentioned Successor Agency prepared schedule(s) as an exhibit to the AUP report. For each restriction identified on these schedules, 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 should be indicated in the report.
7. Perform the following:
- 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 at 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, trace 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 value, 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.
8. Perform the following:
- 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.

List of Procedures for Due Diligence Review for the Other Redevelopment Agency Funds (Continued)

- 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.
- 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.
 - a. 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.
 - iii. 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.
- c. 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 disclose major assumptions associated with the projections.
 - iii. Obtain the assumptions for the forecasted other general purpose revenues and disclose major assumptions associated with the projections.
- d. 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.

List of Procedures for Due Diligence Review for the Other Redevelopment Agency Funds (Continued)

- 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.
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.
10. Include (or present) a schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities. Amounts included in the calculation should agree to the results of the procedures performed in each section above. The schedule should also include 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 should be agreed to evidence of payment. The attached example summary schedule may be considered for this purpose. Separate schedules should be completed for the Low and Moderate Income Housing Fund and for all other funds combined (excluding the Low and Moderate Income Housing Fund).
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. Included in the representations should be an acknowledgment 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. Management's refusal to sign the representation letter should be noted in the AUP report as required by attestation standards.

Procedure 1

List of Assets Transferred from the Former Redevelopment Agency to the Successor Agency
Other Redevelopment Agency Funds
As of February 1, 2012

ATTACHMENT B1

Asset	Balance at 2/1/2012
Cash	\$ 5,003,293
Accounts Receivable	520,468
Interest Receivable	36,181
Deposits with Others	2,562,051
Cash with Fiscal Agent	2,343,771
Advances to Other Funds	1,600,000
Other Assets	35,754
	Total Assets transferred: \$ 12,101,518

Procedure 2
 Listing of Transfers (Excluding Payments for Goods and Services) to the City
 Other Redevelopment Agency Funds
 For the Period from January 1, 2011 through June 30, 2012

Describe Purpose of Transfer	Enforceable Obligation (EO)/ Other Legal Requirement (LR)	Amount	Legal Documentation Obtained? (Y/N)
From former Redevelopment Agency to City for January 1, 2011 through January 31, 2012			
1/1/11 to 6/30/11 Internal Service Allocation for Equipment Svcs, Information Svcs, Risk Liability and Unemployment Insurance	LR	\$ 187,121	Y
7/1/11 to 1/31/12 Internal Service Allocation for Equipment Svcs, Information Svcs, Risk Liability and Unemployment Insurance	LR	216,383	Y
7/1/11 to 12/31/11 General Fund Overhead Allocation	LR	1,574,090	Y
7/1-1/31/12 Statutory Pass Thru Payment	LR	176,668	Y
7/1-1/31/12 Statutory Pass Thru Payment	LR	80,831	Y
7/1/10 to 6/30/11 Adjusted General Fund Overhead Allocation	LR	308,937	Y
7/1/10 to 6/30/11 General Fund Overhead Allocation	LR	2,255,792	Y
January 2012 Administrative Allowance as approved by DOF on ROPS1 P5 L15	EO	258,457	Y
Project Area #2's portion of the cost of Public Library Improvement as per Promissory Note dated 12/16/03	LR	50,768	Y
Project Area #2's portion of the cost of Public Library Improvement as per Promissory Note dated 12/16/03	LR	50,768	Y
Project Area #2's portion of the cost of Public Library Improvement as per Promissory Note dated 12/16/03	LR	50,297	Y
Principal and Interest repayment by RDA to City re: FY 2010/11 RDA annual administrative costs	LR	6,046,724	Y
Reimbursement to City for lease payments made to the Ontario Redevelopment Financing Authority regarding the 2007 Lease Revenue Bonds.	LR	1,668,741	Y
Reimbursement to City for lease payments made to the Ontario Redevelopment Financing Authority regarding the 2007 Lease Revenue Bonds.	LR	768,250	Y
Reimbursement to City re: Fire Station No. 5	LR	385,829	Y
Reimbursement to City regarding payment of principal and interest for the optional redemption payment of 2001 Lease Revenue Bonds	LR	19,611,973	Y
Reimbursement to City regarding final debt service payment on Police/Fire Facility	LR	262,969	Y
Principal Payment re: Oaks Middle School	LR	3,500,000	Y
Interest Payment re: Oaks Middle School	LR	5,104,167	Y
2/1/11-6/30/11 Interest on Allegiance/Baxter Loan	LR	145,833	Y
2/1/10-1/31/11 Interest on Allegiance/Baxter Loan	LR	350,000	Y
Accrued Interest Payment re: 2001 Subordinated Tax Allocation Bonds	LR	10,218,036	Y
Principal Payment re: 2001 Subordinated Tax Allocation Bonds	LR	6,895,000	Y
FY11 Interest on Oaks Middle School Loan	LR	350,000	Y
FY11 Interest on 2001 Subordinated Tax Allocation Bonds	LR	855,652	Y
Sub-total:		61,373,286	
From Successor Agency to City for February 1, 2012 through June 30, 2012			
2/1 to 6/30/12 Administrative Allowance as approved by DOF on ROPS1 P5 L15	EO	1,823,716	Y
Sub-total:		1,823,716	
		Total Transfers to City for 1/1/2011 through 6/30/2012:	\$63,197,002

Procedure 3
 Listing of Transfers (Excluding Payments for Goods and Services) to Other Public Agencies or Private Parties
 Other Redevelopment Agency Funds
 For the Period from January 1, 2011 through June 30, 2012

Describe Purpose of Transfer	Enforceable		Legal Documentation Obtained? (Y/N)
	Obligation (EO)/ Other Legal Requirement (LR)	Amount	
From former Redevelopment Agency to other public agencies or private parties for January 1, 2011 through January 31, 2012			
Debt Service 2002 Revenue Bonds - Center City	LR	\$ 180,184	Y
Debt Service 1993/1995 Tax Allocation Bonds - PA#1	LR	2,937,906	Y
4th Qtr 2010 thru 3rd Qtr 2011 Sales Tax Reimbursement Agreement	LR	1,038,222	Y
Sales Tax Incentive as per 2005 Location Agreement Jan-Mar 2011	LR	305,539	Y
Reimbursement #2 as per June 2010 Owner Participation Agreement	LR	1,111,560	Y
Reimbursement#3 as per June 2010 Owner Participation Agreement	LR	1,117,769	Y
Low/Mod Assistance to pay 2005 Educational Revenue Augmentation Fund (ERAF) / 2005 Resolution	EO	3,007,406	Y
Low/Mod Assistance to pay 2003 Educational Revenue Augmentation Fund (ERAF) / 2003 Resolution	EO	1,012,516	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	267,693	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	7,064	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	50,371	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	36,271	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	176,558	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	2,389	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	174,965	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	17,440	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	1,779	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	10,506	Y
7/1/11 to 6/30/11 Statutory Pass-thru payment	LR	9,888	Y
Debt Service 1992 Revenue Bonds - Police/Fire Headquarters	LR	7,969	Y
Sales Tax Incentive as per 2005 Location Agreement Jul-Sep 2011	LR	314,196	Y
2007 Operating Covenant Agreement Ontario Volvo Expansion	EO	50,000	Y
4th Qtr 2009 thru 3rd Qtr 2010 Sales Tax Reimbursement Agreement	LR	996,699	Y
Annual Payment Covenant re: 2009 Facility Upgrade Loan Agreement - Covenant Year Ending 01/01/11	LR	900,000	Y
Acquisition of 133 Malcolm	LR	154,591	Y
Reimbursement #2 as per June 2010 Owner Participation Agreement	LR	180,892	Y
Supplemental Educational Revenue Augmentation Fund (SERAF) for FY 2010-11	LR	3,375,413	Y
Sales Tax Incentive as per 2005 Location Agreement Oct-Dec 2010	LR	337,844	Y
First Implementation to 2011 Owner Participation Agreement Phase I-Interim Improvements Consideration	EO	604,000	Y
Sub-total:		18,387,630	

Describe Purpose of Transfer	Enforceable Obligation (EO)/ Other Legal Requirement (LR)	Amount	Legal Documentation Obtained? (Y/N)
From Successor Agency to other public agencies or private parties for February 1, 2012 through June 30, 2012			
Apr-Dec 2011 Sales Tax Incentive as per 2005 Location Agreement re: facility and relocation costs	EO	1,039,137	Y
Jan-Mar 2012 Sales Tax Incentive as per 2005 Location Agreement re: facility and relocation costs	EO	294,791	Y
Feb Reimbursement as per 2010 Owners Participation Agreement Grand Central Plaza Mall re: financial assistance for building façade	EO	58,956	Y
Mar Reimbursement as per 2010 Owners Participation Agreement Grand Central Plaza Mall re: financial assistance for building façade	EO	65,988	Y
Annual Payment Covenant re: 2009 Facility Upgrade Loan Agreement - Covenant Year Ending 12/31/11	EO	900,000	Y
Acquisition of 214 E Holt Blvd re: 2011 Purchase and Sale Agreement	EO	303,052	Y
2012 Settlement Agreement re: prior year pass-thru payments	EO	2,100,000	Y
7/1/11-01/31/12 Pass - Thru Payment	EO	472,234	Y
Sub-total:		5,234,158	
		Total Transfers to other public agencies or private parties for 1/1/2011 through 6/30/2012:	\$ 23,621,788

Procedure 4
 Summary of the Financial Transactions of Redevelopment Agency and Successor Agency
 All Funds
 Per schedule attached to List of Procedures for Due Diligence Review

	Redevelopment Agency 12 Months Ended 6/30/2010	Redevelopment Agency 12 Months Ended 6/30/2011	Redevelopment Agency 7 Months Ended 1/31/2012	Successor Agency 5 Months Ended 6/30/2012
Assets (modified accrual basis)				
Cash and investments	\$ 75,574,012	\$ 71,234,941	\$ 19,505,014	\$ 11,485,043
Cash and investments with Trustee	3,896,877	5,985,864	3,279,644	3,279,644
Tax increment receivable	3,030,448	501,641	658,404	-
Accounts receivable	17,223	40,180	931	390
Interest receivable	303,013	232,301	36,181	11,491
Contracts and notes receivable	6,592,338	6,613,397	6,766,239	35,000
Advance to Capital Projects Funds	1,073,093	14,438,056	-	-
Advances to Debt Service Funds	4,019,922	4,019,922	-	-
Advance to other governments	1,792,149	602,603	622,132	-
Due from City	1,749,493	1,700,126	1,600,000	1,600,000
Deposits with others	405,964	12,511,150	10,012,740	2,414,563
Land held for resale	33,205,038	22,092,961	-	302,124
Prepaid costs	24,790	24,356	-	11,219
Total Assets	\$ 131,684,360	\$ 139,997,498	\$ 42,481,285	\$ 19,139,473
Liabilities (modified accrual basis)				
Accounts payable	\$ 6,017,617	\$ 7,247,349	\$ 4,485,108	\$ 5,067,332
Accrued Liabilities	71,877	77,827	-	34,818
Deposits with others	175,395	175,395	175,395	172,500
Advance from Capital Projects Fund	1,073,093	14,438,056	-	-
Deferred Revenue	26,605	21,655	19,333	-
Advances from Low/Mod Housing Fd	4,019,922	4,019,922	-	-
Total Liabilities	11,384,509	25,980,204	4,679,836	5,274,650
Equity	120,299,851	114,017,294	37,801,449	13,864,823
Total Revenues:	\$ 131,684,360	\$ 139,997,498	\$ 42,481,285	\$ 19,139,473
Total Expenditures:	\$ 66,109,600	\$ 58,402,835	\$ 28,795,796	\$ 13,797,906
Total Transfers:	68,909,736	55,963,317	82,918,681	8,658,946
Net change in equity	(2,800,136)	2,439,518	(54,122,885)	8,725,863
Beginning Equity:	123,099,987	120,299,851	114,017,294	-
Restatements:	-	(8,722,075)	(22,092,960)	-
Net Change in Equity	(2,800,136)	2,439,518	(54,122,885)	13,864,823
Ending Equity:	\$ 120,299,851	\$ 114,017,294	\$ 37,801,449	\$ 13,864,823
Other Information (show year end balances for all four periods presented):				
Capital assets as of end of year	\$ 10,107,010	\$ 9,112,137	\$ 118,086	\$ -
Long-term debt as of end of year	114,380,465	111,847,553	81,391,658	82,003,998

Procedure 5
 Listing of All Assets
 Other Redevelopment Agency Funds
 As of June 30, 2012

Assets		Amount
Cash		
11001-139	Cash & Investments	2,652,474
11200-139	Change in Fair Market Value of Investments	28,837
11001-163	Cash & Investments	(7,614,565)
11001-154	Cash & Investments	2,578,403
11001-162	Cash & Investments	(1,478,234)
11001-164	Cash & Investments	1,535,992
11001-159	Cash & Investments	(14,427)
11001-299	Cash & Investments	13,796,564
	TOTAL CASH:	\$ 11,485,044
Cash with fiscal agent		
11338-163	1993 Revenue Bond PA#1 Interest Acct	44,859
11339-163	2002 Housing Set Aside Reserve Acct	1,055,408
11372-163	2002 Tax Allocation Bond PA#1 Reserve Acct	231,068
11373-163	1993 Revenue Bond PA#1 Principal Acct	230
11371-162	2002 Tax Allocation Bond Center City - Reserve Acct	723,481
11375-164	2002 Tax Allocation Bond Cimarron Reserve Acct	288,725
	TOTAL CASH WITH FISCAL AGENT:	2,343,771
Interest receivable		
13301-139	Interest Receivable	10,068
13301-154	Interest Receivable	1,423
	TOTAL INTEREST RECEIVABLE:	11,491
Accounts Receivable		
13406-162	AR - Year End	390
	TOTAL ACCOUNTS RECEIVABLE:	390
Intergovernmental		
16017-163	Advance to Other Funds	1,600,000
	TOTAL INTERGOVERNMENTAL:	1,600,000

Procedure 5
Listing of All Assets
Other Redevelopment Agency Funds
As of June 30, 2012

ATTACHMENT B5

Assets		Amount
Land Held for Resale		
17002-162	Land Inventory	302,124
TOTAL LAND HELD FOR RESALE:		302,124
Loans & Notes Receivable		
13513-162	Pomona Valley Habitat	35,000
TOTAL LOANS RECEIVABLE:		35,000
Deposits with Others		
11306-159	Ontario Airport Towers	2,414,563
TOTAL DEPOSITS WITH OTHERS:		2,414,563
Prepaid		
17505-139	Prepaid Expense	5,975
17505-163	Prepaid Expense	5,244
TOTAL PREPAIDS:		11,219
TOTAL ASSETS AT 6/30/2012:		\$ 18,203,602

Procedure 6
 Listing of Assets that are Restricted
 Other Redevelopment Agency Funds
 As of June 30, 2012

Item #	Description	Documentation Referenced	Amount	Purpose	Legal Documentation Obtained? (Y/N)
1	Cash with fiscal Agent				
	a) 1993 Revenue Bond PA#1 Interest Acct	11338-163	\$ 44,859	Held in trust by fiduciary per bond restrictions	Y
	b) 2002 Housing Set Aside Reserve Acct	11339-163	1,055,408	Held in trust by fiduciary per bond restrictions	Y
	c) 2002 Tax Allocation Bond PA#1 Reserve Acct	11372-163	231,068	Held in trust by fiduciary per bond restrictions	Y
	d) 1993 Revenue Bond PA#1 Principal Acct	11373-163	230	Held in trust by fiduciary per bond restrictions	Y
	e) 2002 Tax Allocation Bond Center City Reserve Acct	11371-162	723,481	Held in trust by fiduciary per bond restrictions	Y
	f) 2002 Tax Allocation Bond Cimarron Reserve Acct	11375-164	288,725	Held in trust by fiduciary per bond restrictions	Y
2	Cash deposited in Redevelopment Obligation Retirement Fund (RORF)				
	a) Cash & Investment	11001-299	13,796,564	Funds to be used to pay approved enforceable obligations on ROPS2	Y
3	Restricted Cash				
	a) Ontario Airport Towers Escrow	11306-159	2,414,563	Restricted for third party obligation/contract re: Public Infrastructure and Improvements Ontario Airport Towers as per 2007 Owner Participation Agreement; ROPS1 P1 L12	Y
14					
TOTAL:			\$ 18,554,898		

Procedure 7

Listing of Assets That Are Not Liquid or Otherwise Available for Distribution
Other Redevelopment Agency Funds
As of June 30, 2012

ATTACHMENT B7

Item #	Description	Reference	Amount	Value Method	Variance Noted? (Y/N)
1	Land Held for Resale a) 212 - 214 E Holt Blvd	11306-159	\$ 302,124	Cost	N
2	Long-term receivable a) Pomona Valley Habitat Loan b) Advances to Fund 17	13513-162 16017-163	35,000 1,600,000	Cost Cost	N N
3	Prepays a) International Economic Development Council - FY13 Membership b) Industrial Asset Management Council - Fall 2012 Professional Forum c) The Ontario Center Owners Association - July 2012 Assessment	17505-139 17505-163 17505-163	475 5,500 5,244	Cost Cost Cost	N N N
4	Fair Market Value on Investments a) Fair Market Value on Investments - Fund 139	11200-139	28,837	Fair Market Value	N
TOTAL:			\$ 1,977,180		

Procedure 8a
 Listing of Assets (resources) that are dedicated or restricted for the funding of enforceable obligations
 Other Redevelopment Agency Funds
 As of June 30, 2012

Item #	Project Name	Reference	Approved Obligation Amount	Amount Paid in Period Ending June 30, 2012	Amount Restricted for Obligation for June 30, 2012 Balance	Legal Documentation Obtained? (Y/N)
1	KLPM, Inc aka Guillermina Madriles Grand Central Plaza Mall / 2010 Owners Participation Agreement	ROPS1 Pg2 L3	\$ 250,000	\$ 124,944	\$ 125,056	Y
2	Chaffey Community College Statutory Pass-thru	ROPS1 Other L1	27,110	-	27,110	Y
3	Chaffey Joint Union High School District Statutory Pass-thru	ROPS1 Other L2	93,766	-	93,766	Y
4	Chino Basin Water Conservation District Statutory Pass-thru	ROPS1 Other L3	5,753	-	5,753	Y
5	Chino Valley Unified School District Statutory Pass-thru	ROPS1 Other L4	10,183	-	10,183	Y
6	County of San Bernardino Statutory Pass-thru	ROPS1 Other L11	132,461	-	132,461	Y
7	County of San Bernardino Superintendent of Schools	ROPS1 Other L12	3,727	-	3,727	Y
8	Cucamonga School District Statutory Pass-thru	ROPS1 Other L14	15,404	-	15,404	Y
9	Cucamonga School District Pass-thru Agreement	ROPS1 Other L13	1,564,498	-	1,564,498	Y
10	Inland Empire West Resource Conservation District	ROPS1 Other L15	974	-	974	Y
11	Inland Empire Utilities Agency Statutory Pass-thru	ROPS1 Other L19	4,397	-	4,397	Y
12	Mountain View School District Statutory Pass-thru	ROPS1 Other L21	1,433	-	1,433	Y
13	Ontario-Montclair School District Statutory Pass-thru	ROPS1 Other L22	98,536	-	98,536	Y
			\$ 2,208,242	\$ 124,944	\$ 2,083,298	

**Procedure 8b
Listing of Assets (resources) that need to be retained due to insufficient funding for the funding of enforceable obligations
Other Redevelopment Agency Funds
As of June 30, 2012**

No assets need to be retained due to insufficient funding for the funding of enforceable obligations.

Procedure 8c
Listing of Assets (resources) that need to be retained due to projected insufficient property tax revenues for bond debt payments
Other Redevelopment Agency Funds
As of June 30, 2012

ATTACHMENT B8c

No assets need to be retained due to projected insufficient property tax revenues for bond debt payments.

Procedure 9

Listing of Assets (resources) that need to be retained due to projected insufficient property tax revenues for future ROPS
Other Redevelopment Agency Funds
As of June 30, 2012

ATTACHMENT B9

No assets need to be retained due to projected insufficient property tax revenues for future ROPS.

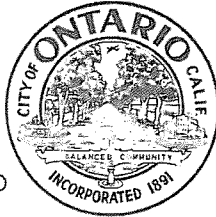
Procedure 10

Summary of Other Redevelopment Agency Funds Available for Allocation to Affected Taxing Entities

Total amount of assets held by the successor agency as of June 30, 2012 (procedure 5)	\$	18,203,602	
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)			-
			-
			To City
			To other parties
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6)		(18,554,898)	
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)		(1,977,180)	
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)		(2,083,298)	
Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9)		-	
Less the amount of payments made on July 12, 2012 to the County Auditor/Controller as directed by the California Department of Finance		-	
Amount to be remitted to county for disbursement to taxing entities	\$	<u>(4,411,774)</u>	A

A. Amount to be remitted to County for disbursement to taxing entities is zero. Projects to be funded with reserves exceed reserves available.

CITY OF



ONTARIO

303 EAST "B" STREET, CIVIC CENTER

ONTARIO

CALIFORNIA 91764-4105

(909) 395-2000

FAX (909) 395-2070

PAUL S. LEON
MAYOR

CHRIS HUGHES
CITY MANAGER

SHEILA MAUTZ
MAYOR PRO TEM

MARY E. WIRTES, MMC
CITY CLERK

ALAN D. WAPNER
JIM W. BOWMAN
DEBRA DORST-PORADA
COUNCIL MEMBERS

JAMES R. MILHISER
TREASURER

November 5, 2012

Lance, Soll & Lunghard, LLP
Certified Public Accountants
203 North Brea Boulevard, Suite 203
Brea, CA 92821-4056

We are providing this letter in connection with your performance of the Due Diligence Review of the Other Redevelopment Agency Funds in accordance with Assembly Bill 1484 for the Successor Agency of the former Ontario Redevelopment Agency. We confirm that we are responsible for the complete and fair presentation of the previously mentioned review in conformity with the listed procedures of the Assembly Bill 1484 Due Diligence Review as published by the State Department of Finance on August 27, 2012. We are also responsible for adopting sound accounting policies, establishing and maintaining effective internal control over financial reporting, and preventing and detecting fraud.

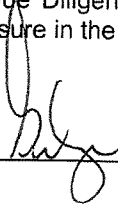
We confirm, to the best of our knowledge and belief, as of the date of this letter, the following representations made to you during your review:

1. We have made available to you:
 - a. In accordance with 34179.5(c)(1), the dollar value of all assets transferred from the former redevelopment agency to the successor agency on or about February 1, 2012.
 - b. In accordance with 34179.5(c)(2), the dollar value of all assets and cash and cash equivalents transferred after January 1, 2011, through June 30, 2012, by the redevelopment agency or the successor agency to the city, county, or city and county that formed the redevelopment agency and the purpose of each transfer. We have also provided the documentation of any enforceable obligation that required the transfer.
 - c. In accordance with 34179.5(c)(3), the dollar value of any cash or cash equivalents transferred after January 1, 2011, through June 30, 2012, by the redevelopment agency or the successor agency to any other public agency or private party and the purpose of each transfer. We have also provided documentation of any enforceable obligation that required the transfer.
 - d. In accordance with 34179.5(c)(4), the expenditure and revenue accounting information and have identified transfers and funding sources for the 2010–11 and 2011–12 fiscal years that reconciles balances, assets, and liabilities of the successor agency on June 30, 2012 to those reported to the Controller for the 2009–10 fiscal year.

- e. In accordance with 34179.5(c)(5), a listing of all assets of the Low and Moderate Income Housing Fund as of June 30, 2012 for the report that is due October 1, 2012 and a listing of all assets of all other funds of the Successor Agency as of June 30, 2012 (excluding the previously reported assets of the Low and Moderate Income Housing Fund) for the report that is due December 15, 2012.
 - f. In accordance with 34179.5(c)(5)(B), an itemized statement listing any amounts that are legally restricted as to purpose and cannot be provided to taxing entities. This could include the proceeds of any bonds, grant funds, or funds provided by other governmental entities that place conditions on their use.
 - g. In accordance with 34179.5(c)(5)(C), an itemized statement of the values of any assets that are not cash or cash equivalents. This may include physical assets, land, records, and equipment. For the purpose of this accounting, physical assets may be valued at purchase cost or at any recently estimated market value.
 - h. In accordance with 34179.5(c)(5)(D), an itemized listing of any current balances that are legally or contractually dedicated or restricted for the funding of an enforceable obligation that identifies the nature of the dedication or restriction and the specific enforceable obligation. In addition, we have provided a listing of all approved enforceable obligations that includes a projection of annual spending requirements to satisfy each obligation and a projection of annual revenues available to fund those requirements.
 - i. In accordance with 34179.5(c)(5)(E), an itemized list and analysis of any amounts of current balances that are needed to satisfy obligations that will be placed on the Recognized Obligation Payment Schedules for the current fiscal year.
2. There are no material transactions that have not been properly recorded in the accounting records underlying this Due Diligence Review.
 3. Management is not aware of any transfers (as defined by Section 34179.5) from either the former Redevelopment Agency or the Successor Agency to the City, other agencies or private parties for the period January 1, 2011 through June 30, 2012 that have not been identified in this report and related exhibits.
 4. We acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud.
 5. We have no knowledge of any fraud or suspected fraud affecting this Due Diligence Review involving:
 - a. Management,
 - b. Employees who have significant roles in internal control, or
 - c. Others where the fraud could have a material effect on this Due Diligence Review.
 6. We have no knowledge of any allegations of fraud or suspected fraud affecting the entity received in communications from employees, former employees, analysts, regulators, or others.
 7. When applicable, we have taken timely and appropriate steps to remedy fraud, illegal acts, violations of provisions of contracts or grant agreements, or abuse that you have reported to us.

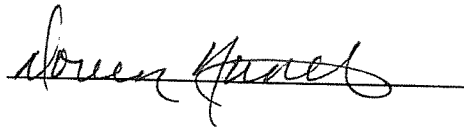
8. We have identified to you any previous audits, attestation engagements, performance audits, state controller reports or other studies related to the objectives of this Due Diligence Review and whether related recommendations have been implemented.
9. The Successor Agency of the former Ontario Redevelopment Agency has no plans or intentions that may materially affect the carrying value or classification of assets, liabilities, or fund equity.
10. We are responsible for compliance with the laws, regulations, provisions of contracts and grant agreements applicable to us, and all provisions related to the dissolution of the Redevelopment Agency in accordance with ABx1 26 and AB 1484.
11. There are no known violations of:
 - a. Laws and regulations,
 - b. Provisions of contracts and grant agreements,
 - c. Provisions related to the dissolution of the Redevelopment Agency in ABx1 26 and AB 1484 whose effects should be considered for disclosure in this Due Diligence Review.
12. All bank accounts and investments associated with this review have been properly reflected in the general ledger accounting records.
13. No events, including instances of noncompliance, have occurred subsequent to the performance of this Due Diligence Review and through the date of this letter that would require adjustment to or disclosure in the aforementioned Due Diligence Review.

Signed: _____



Title: Administrative Services/Finance Director

Signed: _____



Title: Fiscal Services Director