



# City of Rialto

## Legislation Details (With Text)

**File #:** CC-19-135    **Version:** 1    **Name:**  
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**File created:** 1/20/2019    **In control:** City Council  
**On agenda:** 2/12/2019    **Final action:** 2/12/2019  
**Title:** Request City Council to Receive and File the Statement of Income and Expenses related to Airport Escrow Account for December 2018.

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** 1. Exhibit A Airport Escrow Statement of Income and Expense December 31, 2018.pdf, 2. Exhibit B CalTrust and FSB Statements for Airport Escrow December 2018.pdf, 3. Exhibit C Protocol Account Income and Expense Cashflow Statements for City and LHR December 2018.pdf, 4. Exhibit D CalTrust and FSB Statements for Protocol Escrow December 2018.pdf

Date	Ver.	Action By	Action	Result
2/12/2019	1	City Council		

For City Council Meeting [February 12, 2019]

**TO:** Honorable Mayor and City Council

**APPROVAL:** Sean Grayson, Interim City Administrator

**FROM:** Robb R. Steel, Assistant CA/Development Services Director

Request City Council to Receive and File the Statement of Income and Expenses related to Airport Escrow Account for December 2018.

### **BACKGROUND:**

On September 25, 2012, the City Council approved the Second Amended and Restated Contract of Sale for Areas B, C and D (the "Airport Contract") with Lewis-Hillwood Rialto LLC (LHR). A key provision of the Airport Contract required the City to deposit \$30 million into escrow to fund pre-development obligations, including tenant relocation, demolition, remediation and infrastructure (the "Article VI Work" as defined in the Airport Contract).

On January 22, 2013, the City Council approved Joint Escrow Instructions by and among the City of Rialto, LHR, and First American Trust FSB for work related to redevelopment of the Rialto Municipal Airport. On March 14, 2013, the City wired the funds to First American Trust FSB. On April 9, 2013, the City Council adopted Resolution No. 6249 appropriating budget as follows:

Relocation	300-500-4267-2011-130704	12,000,000.00
Demolition	300-500-4267-3001-130704-45	5,100,00.00
Remediation	300-500-4267-3001-130704-55	3,900,00.00
Infrastructure	300-500-4267-3001-130703-05	9,000,000.00
<b>Total Expenditure</b>		<b>30,000,000.00</b>

On October 13, 2015, the City Council reallocated \$3,000,000 from the Demolition budget to the Infrastructure Budget and \$1,000,000 from the Remediation budget to the Infrastructure Budget. On February 23, 2016, the City Council reallocated \$1,278,168 from the Remediation Budget to the Infrastructure Budget and \$30,000 from the Relocation Budget to the new Miscellaneous Expense Budget. The Budget Reports below reflect the adjusted budget.

Since a third party trustee disburses these funds, the financial activities avoid the City's normal financial reporting systems. Because of the substantial size of the expenditures, staff indicated that it would provide a monthly report to the City Council summarizing the income and expenditures related to the Airport Escrow Account.

#### **ANALYSIS/DISCUSSION:**

#### **Expenditures from Airport Escrow Account**

##### Airport Escrow Account Expenditures

Submitted Date	Paid Date	Description/Vendor	Draw No.	Article VI Purpose	Section	Expense
<b>December 2018 Claims</b>						<b>\$ 36,615.72</b>
12/17/18	12/17/18	Relocation Payment #3 (Yancey) REVERSAL		Relocation	6.02	\$ 89,863.00
12/17/18	12/17/18	Relocation Payment #4 (Yancey) REVERSAL		Relocation	6.02	\$ 51,350.00
12/20/18	12/26/18	Rent/Other Reimbursement to City)	2018-006	Relocation	6.02	\$ (52,766.73)
12/20/18	12/26/18	Relocation Payment #4 (Yancey)	2018-007	Relocation	6.02	\$ (51,830.55)

During December 2018, the City had expenditures of \$104,597.28 related to the Yancey Relocation from the Airport Escrow Account. FSB reversed two checks previously issued for the Yancey Relocation for \$141,213.00, producing net activity of \$36,615.72 for the month. A cumulative income and expense report for the month ending December 31, 2018, is attached as **Exhibit A**.

## Summary of Account Status

Summary	Date	Section	Amended Budget	Section Actuals	To Amc
Total Required Expenditures					\$ 30,000
Total Expenditures to Date	12/31/2018				\$ (29,504
Relocation	6.02	11,970,000	11,970,000	11,164,891	(805,109)
Demolition	6.03	2,100,000	2,100,000	1,538,267	(561,733)
Remediation	6.04	1,621,832	1,621,832	1,310,605	(311,227)
Infrastructure	6.05	14,278,168	14,278,168	16,460,540	(2,182,372)
Other	n/a	30,000,000	30,000,000	30,006,171	(6,171)
			30,000,000	29,504,308.53	
Remaining Required Expenditures	12/31/2018				\$ 495,691.47
Available Funds in Escrow Account (NAV)					
Cash with First American Bank	12/31/2018			\$141,719.21	
Cal Trust Portfolio	12/31/2018			\$358,852.68	
Short Term Fund				\$0.00	
Medium Term Fund					\$500,571.89
Potential Excess/(Shortage) of Funds					\$ 4,88
Cumulative Investment Income					\$ 267,8
Cumulative Realized Investment Gains/(Losses)					\$ (79,2)
Cumulative Unrealized Investment Gains/(Losses)					\$ (95)
Net Portfolio Returns					\$ 187,6
Transfer to City General Fund Reserves					\$ (187,6
Balance of Investment Earnings in Escrow Account					\$ 4,88

### Source: Reconciliation of December 31, 2018

The table below summarizes the Airport Escrow Account activity from inception through December 31, 2018:

The City is obligated to expend \$30 million toward Article VI Work. To date, the City has expended/obligated \$29,504,308.53 with remaining required expenditures of \$495,691.47. The table below summarizes the budgeted versus actual expenditures by category - there may be some categorical adjustments once final documentation is processed.

### Investment Returns

## Budget Status Report

Expense	Original Project Budget	All Budget Adjustments	Amended Project Budget	To Date Expenses	Remaining Budget
Relocation	\$12,000,000	(\$30,000)	\$11,970,000	(\$11,164,891)	\$805,109
Demolition	\$5,100,000	(\$3,000,000)	\$2,100,000	(\$1,538,267)	\$561,733
Remediation	\$3,900,000	(\$2,278,168)	\$1,621,832	(\$1,310,605)	\$311,227
Infrastructure	\$9,000,000	(\$5,278,168)	\$3,721,832	(\$6,460,540)	(\$2,738,708)
Other	\$0	\$30,000	\$30,000	(\$30,006)	(\$6)
<b>Totals</b>	<b>\$30,000,000</b>	<b>\$0</b>	<b>\$30,000,000</b>	<b>(\$29,504,309)</b>	<b>\$495,691</b>

On December 31, 2018, the Net Asset Value of the investment portfolio was \$500,571.89. The

cumulative investment income of \$267,821.27 offsets realized losses to the investment portfolio of (\$79,201.24) and unrealized losses of (\$934.17) producing net portfolio returns of \$187,685.86. The City has completed four transfers of investment earnings to the City General Fund Reserve totaling \$182,805.44 resulting in the \$4,880.42 retained surplus.

The City Treasurer invests the portfolio in the CalTrust Short Term Fund at Cal Trust. The latest reported average annual total return for the Fund was approximately 1.90%. The latest monthly statements from Cal Trust and First Savings Bank are attached hereto as **Exhibit B**.

### Land Sales Report

Through August 2017, the City sold nine properties totaling 296 acres as summarized in the table below, representing 68% of the Airport property.

## Summary of Closed Land Sales/Rialto Airport

Closing No.	Buyer	Closing Date	Price	Gross Sales Proceeds	Escrow Agent's Fee	Net Sales Proceeds	City's Share	SBIAA's Share
1	Medline	03/03/17	\$3,419,260	\$3,419,260	\$108,680	\$3,310,580	\$1,655,290	\$1,655,290
2	Phage Corp	03/03/17	\$2,292,800	\$2,292,800	\$74,744	\$2,218,056	\$1,109,028	\$1,109,028
3	Locust & Oak	03/03/17	\$2,500,000	\$2,500,000	\$81,667	\$2,418,333	\$1,209,167	\$1,209,167
4	Warrant	03/03/17	\$1,500,000	\$1,500,000	\$49,500	\$1,450,500	\$725,250	\$725,250
5	LHR Rental	03/03/17	\$1,500,000	\$1,500,000	\$49,500	\$1,450,500	\$725,250	\$725,250
6	Rialto Blue	03/03/17	\$1,500,000	\$1,500,000	\$49,500	\$1,450,500	\$725,250	\$725,250
7	Rialto Blue	03/03/17	\$1,500,000	\$1,500,000	\$49,500	\$1,450,500	\$725,250	\$725,250
8	Rialto Blue	03/03/17	\$1,500,000	\$1,500,000	\$49,500	\$1,450,500	\$725,250	\$725,250
9	Rialto Blue	03/03/17	\$1,500,000	\$1,500,000	\$49,500	\$1,450,500	\$725,250	\$725,250
<b>Totals to Date</b>			<b>\$15,619,260</b>	<b>\$15,619,260</b>	<b>\$518,680</b>	<b>\$15,099,580</b>	<b>\$7,549,790</b>	<b>\$7,549,790</b>
<b>Total Airport</b>			<b>\$15,619,260</b>	<b>\$15,619,260</b>	<b>\$518,680</b>	<b>\$15,099,580</b>	<b>\$7,549,790</b>	<b>\$7,549,790</b>
<b>Percent of Land</b>			<b>68%</b>	<b>68%</b>	<b>68%</b>	<b>68%</b>	<b>68%</b>	<b>68%</b>

The gross land sales proceeds from all transactions are \$51,865,628.00. From the gross sales price, the City paid \$9,032,321.00 to LHR as repayment of the LHR Note, and \$7,760,442.00 to San Bernardino International Airport Authority (SBIAA) pursuant to the City/SBIAA Agreement. The City has realized net sales proceeds of \$35,070,967.00. From the City's net sales proceeds, the Escrow Agent retained the amount of \$4,436,599.00 pursuant to the Protocol Agreement between the City and LHR. LHR matches the City's Protocol Agreement investment and the Escrow Agent holds the combined funds in trust until certain conditions related to the Airport Closure are satisfied. The City received the net amount of \$30,634,368.00 for deposit into the General Fund.

As part of the March 2017 closings, the City and SBIAA each received an early release of Contingent Purchase Price of \$3,000,000. SBIAA has received total FAA Escrow distributions of \$15,448,320 and the City has received total consideration of \$38,070,967 (before Protocol Account allocations). After Protocol Account allocations, the City has netted \$34,084,713.50.

### Contingent Liability/Protocol Account

The latest monthly statements from Cal Trust and First Savings Bank related to the Protocol Agreement are attached hereto as **Exhibit C** (Sub Account A). The City Treasurer invests the funds with CalTrust. LHR established a similar account with FSB (Sub Account B) for an identical deposit. FSB will hold these funds until the City and LHR satisfy the conditions precedent to release.

The total protocol account balance is \$4,075,318.75, consisting of deposits of \$3,986,286.50, net portfolio returns of \$104,065.25, and expenses of (\$15,033.00). LHR's account totals \$4,049,583.77, including deposits of \$3,965,854.00 and investment income of \$83,729.77.

A cumulative income and expense report for both the City and LHR accounts during the month ending December 31, 2018, is included as **Exhibit D**.

#### Return on Investment

### **Return On Investment Report**

	Build Out Forecast	To Date Actuals
<b>Revenues</b>		
Gross Land Sales	\$ 76,000,000	\$ 51,865,628
Contingent Purchase Price	-	\$ 3,000,000
Other Income	\$ -	\$ -
Total Revenues	\$ 76,000,000	\$ 54,865,628
<b>Expenses</b>		
LHR Note Repayment	\$ (12,300,000)	\$ (9,032,310) prior relocation
City Relocation	\$ (12,000,000)	\$ (11,164,891)
City Demolition	\$ (2,100,000)	\$ (1,538,267)
City Remediation	\$ (2,900,000)	\$ (310,605)
City Infrastructure	\$ (13,000,000)	\$ (16,460,540)
City Other	\$ -	\$ (30,006) Trustee Fees
SBI/AA Payment	\$ (16,000,000)	\$ (7,760,442)
Total Expenses	\$ (58,300,000)	\$ (46,297,072)
<b>Net City Realized</b>	<b>\$ 17,700,000</b>	<b>\$ 8,568,556</b>

Through December 31, 2018, the City realized \$54,865,628 in gross land sales proceeds and contingent purchase price allocations, while expending/obligating \$46,297,072, producing a net positive return to the City General Fund of \$8,568,556. At project completion, the City forecasts that it will net approximately \$17,700,000 to the City General Fund (recovery of initial \$30,000,000 investment plus an additional \$17,700,000 for total return of/on investment of \$47,700,000). Staff will adjust this forecast periodically as the project proceeds.

The former Redevelopment Agency invested \$8.4 million for relocation expenses. The table above does not acknowledge these expenses, but they should be considered part of the total cost of relocation for the Airport Redevelopment Project.

#### **ENVIRONMENTAL IMPACT:**

Pursuant to Section 15378 of the California Environmental Quality Act, a "Project" means the whole of an action, which has a potential for resulting in either a direct physical change in the environment, or a reasonably foreseeable indirect physical change in the environment. A Project does not include the creation of government funding mechanisms or other government fiscal activities, which do not involve any commitment to any specific project that may result in a potentially significant physical impact on the environment.

#### **GENERAL PLAN CONSISTENCY:**

The proposed action is consistent with the following Guiding Principle of the General Plan:

“Our City government will lead by example, and will operate in an open, transparent, and responsive manner that meets the needs of the citizens and is a good place to do business.”

**LEGAL REVIEW:**

The City Attorney reviewed and approved the staff report.

**FINANCIAL IMPACT:**

There is no financial impact associated with the approval of this item. The report summarizes various financial transactions of the Airport Escrow Account.

**RECOMMENDATION:**

Staff recommends that the City Council Receive and File the Statement of Income and Expenditures related to the Airport Escrow Account for the month ending December 31, 2018.