



City Council, Successor Agency to the Brea Redevelopment Agency and Brea Arts Corporation Meeting

Tuesday, November 17, 2020

6:00 p.m. - Closed Session

6:15 p.m. - Study Session

7:00 p.m. - General Session

Marty Simonoff, Mayor

Steven Vargas, Mayor Pro Tem

Cecilia Hupp, Council Member

Christine Marick, Council Member

Glenn Parker, Council Member

This agenda contains a brief general description of each item Council will consider. The City Clerk has on file copies of written documentation relating to each item of business on this Agenda available for public inspection. Contact the City Clerk's Office at (714) 990-7756 or view the Agenda and related materials on the City's website at www.cityofbrea.net. Materials related to an item on this agenda submitted to the Council after distribution of the agenda packet are available for public inspection in the City Clerk's Office at 1 Civic Center Circle, Brea, CA during normal business hours. Such documents may also be available on the City's website subject to staff's ability to post documents before the meeting.

Procedures for Addressing the Council

This meeting is being conducted consistent with Governor Newsom's Executive Order N-29-20 dated March 17, 2020, regarding the COVID-19 pandemic.

Written comments may be sent to the City Clerk's Office at cityclerksgroup@cityofbrea.net no later than 12:00 p.m. on Tuesday, November 17, 2020. Any comments received via email will be summarized aloud into the record at the meeting. To provide comments in person, the Council Chambers will be open to a limited number of members from the public in observance of social distancing guidelines. Masks and temperature checks are required. Overflow will be available in the Plaza directly outside of the Council Chambers. Based on capacity, the public may be required to cycle in and out of the Chambers as to provide everyone in attendance an opportunity to address the Council. To provide comments by teleconference (zoom), members of the public must contact City Staff at (714) 990-7756 or cityclerksgroup@cityofbrea.net no later than 12:00 p.m. on Tuesday, November 17, 2020 to obtain the Zoom Meeting ID number and password. Teleconference participants will be muted until recognized at the appropriate time by the Council. The meeting will also be broadcast live at www.cityofbrea.net.

Special Accommodations

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the City Clerk's Office at (714) 990-7757. Notification 48 hours prior to the meeting will enable City staff to make reasonable arrangements to ensure accessibility. (28 CFR 35.102.35.104 ADA Title II)

Important Notice

The City of Brea shows both live broadcasts and replays of City Council Meetings on Brea Cable Channel 3 and over the Internet at www.cityofbrea.net. Your attendance at this public meeting may result in the recording and broadcast of your image and/or voice as previously described.

CLOSED SESSION
6:00 p.m. - Executive Conference Room
Level Three

CALL TO ORDER / ROLL CALL - COUNCIL

1. Public Comment

Closed Session may convene to consider matters of purchase / sale of real property (G. C. §54956.8), pending litigation [G.C. §54956.9(d)(1)], potential litigation [G.C. §54956.9(d)(2)(3) or (4)], liability claims (G. C. §54961) or personnel items (G.C. §54957.6). Records not available for public inspection.

2. Conference with Legal Counsel Pursuant to Government Code Section 54956.9(d)(2) - Anticipated Litigation.

Significant Exposure to Litigation: 1 potential case.

Facts and Circumstances: Kropke Claim.

3. Conference with City's Labor Negotiator Pursuant to Government Code §54957.6 Regarding the Brea Police Association (BPA) - Chris Emeterio, Negotiator, Cindy Russell, Negotiator, and Mario E. Maldonado, Negotiator.

STUDY SESSION
6:15 p.m. - Council Chamber
Plaza Level

CALL TO ORDER / ROLL CALL - COUNCIL

4. Public Comment

5. Clarify Regular Meeting Topics

DISCUSSION ITEMS

6. Discuss Assistance Options for Innovative Housing Opportunities/Acacia Apartments Project

7. Appoint Proxy Holder and Nominate for the Office of Director at the Annual Meeting of Stockholders of Cal Domestic Water Company

REPORT

8. Council Member Report/Requests

GENERAL SESSION
7:00 p.m. - Council Chamber
Plaza Level

CALL TO ORDER/ ROLL CALL - COUNCIL

- 9. **Pledge of Allegiance: Girl Scout Troop 5002**
- 10. **Invocation: Pastor Judy Walker, The Cause Church**
- 11. **Report - Prior Study Session**
- 12. **Community Announcements**

13. **Matters from the Audience**

Written comments may be sent to the City Clerk's Office at cityclerksgroup@cityofbrea.net no later than 12:00 p.m. on Tuesday, November 17, 2020. Any comments received via email will be summarized aloud into the record at the meeting. To provide comments in person, the Council Chambers will be open to a limited number of members from the public in observance of social distancing guidelines. Masks and temperature checks are required. Overflow will be available in the Plaza directly outside of the Council Chambers. Based on capacity, the public may be required to cycle in and out of the Chambers as to provide everyone in attendance an opportunity to address the Council. To provide comments by teleconference (zoom), members of the public must contact City Staff at (714) 990-7756 or cityclerksgroup@cityofbrea.net no later than 12:00 p.m. on Tuesday, November 17, 2020 to obtain the Zoom Meeting ID number and password. Teleconference participants will be muted until recognized at the appropriate time by the Council. The meeting will also be broadcast live at www.cityofbrea.net.

14. **Response to Public Inquiries - Mayor / City Manager**

ADMINISTRATIVE ITEM - *This agenda category is for City Council consideration of a wide variety of topics related to the City's operations. Public comments regarding items in this section should be presented during "Matters from the Audience."*

15. **2020-21 General Fund Budget Update** - Receive and file.

CONSENT CALENDAR - *The City Council/Successor Agency approves all Consent Calendar matters with one motion unless Council/Agency or Staff requests further discussion of a particular item. Items of concern regarding Consent Calendar matters should be presented during "Matters from the Audience."*

CITY COUNCIL - CONSENT

- 16. **October 20, 2020 City Council Regular Meeting Minutes** - Approve.
- 17. **Tiller Reserve Unit Repairs** - Ratify the expenditure of \$51,930.32 for Tiller Reserve Unit repairs to be funded from the Equipment and Vehicle Maintenance Fund (Fund 480) reserves. These costs were not included in the FY 2020-21 Equipment and Vehicle Maintenance Fund (Fund 480) Adopted Budget. A request for appropriation of additional funds will be incorporated into the 1st quarter Quarterly Adjustments. There is no impact to the General Fund.

18. **Lambert Road and Puente Street Intersection Improvement Project, CIP 7276** - Approve revised scope-of-work for Lambert Road and Puente Street Intersection Improvement Project, CIP 7276. The proposed construction cost for these substitute improvements is approximately \$20,000 and Funds are available in CIP 7276.
19. **Amendment No. 3 to Professional Services Agreement with Parsons Transportation Group, Inc. for Construction Support Services for the SR-57 & Lambert Road Interchange Improvements, CIP 7251** - Approve Amendment No. 3 to Professional Services Agreement with Parsons Transportation Group, Inc. in the amount of \$368,150. The Project is fully funded, and there are sufficient competitive Measure M2 funds and Traffic Impact Fees available for the proposed Amendment No. 3. There is no fiscal impact to the General Fund.
20. **Award Contract to Orkin for Pest Control Services at Various City Facilities** - Award contract to Orkin in the amount of \$35,930 for pest control services at various City facilities; and authorize the City Manager to approve contract extensions. Funding is available in Funds 110 and 420 for the services.
21. **Budget Adjustments to the City Operating and Capital Improvement Program Budgets for Fiscal Year 2019-20** - Adopt Resolution Nos. 2020-065 and 2020-066 appropriating funds to adjust the Fiscal Year 2019-20 City Operating and Capital Improvement Program Budget.
22. **Third Amendments to the Hotel and Retail Parcel Ground Subleases with Nesbitt Partners Brea Venture, LTD** - Approve the third amendments to the Ground Subleases between the City of Brea and Nesbitt Partners Brea Venture, LTD for the properties located at 900 E. Birch Street (Hotel Parcel) and 910 E. Birch Street, Brea, CA (Retail Parcel) for rental payments deferred due to the COVID 19 pandemic.
23. **Monthly Report of Cash Investments for the City of Brea for Period Ending September 30, 2020** - Receive and file.
24. **City Disbursement Registers for October 23 & 30 and November 6 & 13, 2020** - Receive and file

CITY/ SUCCESSOR AGENCY - CONSENT

25. **Monthly Report of Cash Investments for the Successor Agency to the Brea Redevelopment Agency for Period Ending September 30, 2020** - Receive and file.
26. **Successor Agency Disbursement Register for October 30, 2020** - Receive and file.

BREA ARTS CORPORATION - CONSENT

27. **Brea Arts Corporation Annual Report for Fiscal Year 2019-20** - Receive and file.

ADMINISTRATIVE ANNOUNCEMENTS

28. **City Manager**
29. **City Attorney**

30. Council Requests

COUNCIL ANNOUNCEMENTS

ADJOURNMENT

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Discuss assistance options for Innovative Housing Opportunities/Acacia Apartments Project and provide direction to staff.

RECOMMENDATION

Discuss and consider assistance options for Innovative Housing Opportunities/Acacia Apartments Project and provide direction to staff.

BACKGROUND/DISCUSSION

In 2007, the Brea Redevelopment Agency (Agency) acquired 16 residential units, known as Acacia Apartments (Project), located at 125, 131, 137, and 211 East Acacia Street. The purchase was part of the City's Neighborhood Enhancement Plan, with the intent of eliminating overcrowded conditions and rehabilitating the 16 units. Between 2007 and 2014, the Agency owned and managed the units, spent \$5.5 million to acquire the Project, temporarily relocated tenants to perform minor rehabilitation of the units, and place 55-year affordability covenants on the property (provided as Attachment No. 1). The Project consists of two-bedroom and three-bedroom units, offered to households in the Very-Low and Low-Income categories. In 2012, the Agency was dissolved and the Project was transferred to the Housing Successor for the Agency (City of Brea, City). The City sold the Project to Innovative Housing Opportunities (IHO) for \$1.9 million in 2014.

IHO financed the purchase of the Acacia Apartments project with the following loans:

1. \$650,000 from the City of Brea Housing Successor Fund - interest rate of 3% due by February 24, 2034 (provided as Attachment No. 2)
2. \$900,000 from the City of Brea Housing Successor Fund - no interest, due by December 8, 2066 (provided as Attachment No. 3)
3. \$350,000 from NeighborWorks Orange County (NHSOC) - interest rate of 5% due February 25, 2024

Before purchasing the Project, IHO commissioned Lane Construction Services in 2013 to assess capital improvement needs at the Project. The Capital Needs Assessment estimated \$640,000 in total rehabilitation which included, but were not limited to: guard railings, paving and surface parking, lighting, new roof, doors, flooring, insulation, exhaust systems, and HVAC. To assist with the immediate repairs, the City also provided IHO with a no-interest \$100,000 Community Development Block Grant (CDBG) loan, due by February 24, 2034 (provided as Attachment No. 4).

Status of IHO Loans

As of November 2020, below is a status of the four loans.

1. \$650,000 from Brea – monthly payments of \$3,605 are current (\$43,260 annually).
2. \$900,000 from Brea – payments are to be made with 50% of residual receipts, none paid to date.
3. \$350,000 from NHSOC – currently making interest-only payments, principal due in 3.5 years.
4. \$100,000 from CDBG – no payments have been made; however the County of Orange has approved amending the terms to a forgivable loan, which would require Council action for City approval.

Improvements and Financial Constraints

IHO has reported they have made improvements and repairs such as: installing energy efficient water heaters, stairwell handrails, carport lighting, repaired plumbing and roof leaks, as well as asbestos remediation in one unit. It should be noted that the major systems in the property have not been replaced since it was built in the 1960s.

Based on 2019 updated figures from Lane Construction, the total cost of needed rehabilitation has increased to \$1,858,000. Improvements include, but are not limited to: parking lot paving, plumbing, electrical, roofing, painting, flooring, windows and doors, insulation, and HVAC.

Since taking over the Project in 2014, IHO has expressed to the City financial constraints they have experienced to include frozen affordable rent increases due to the State income limits not increasing for several years. IHO and the City assumed that rental income and cash flow would increase sufficiently to allow for IHO to refinance the NHSOC loan. Utility and maintenance costs have increased higher than expected, and the Orange County Housing Authority has increased utility allowances by 22-25%, further decreasing affordable rental rates.

The NHSOC loan of \$350,000 will come due in 2024. IHO's request to NHSOC about making modifications to the loan has been declined due to the loan being governed by the State of California Department of Housing and Community Development.

Based on a financial analysis of the Acacia Apartments project (provided as Attachment No. 5), done by the subject matter experts at Keyser Marston Associates (KMA), the net operating income is projected to be negative starting in year 2053 through the end of the affordability restrictions period in 2066. Therefore, IHO has turned to the City of Brea with a proposal for assistance to keep the Project afloat.

IHO Request for Assistance

IHO's proposal consists of both financial assistance from the City, as well as Regulatory Agreement modifications. Below is a summary of their proposal:

Financial Requests

- Additional loan of \$2,083,000 in estimated rehabilitation of the property.
 - \$1,858,000 in capital improvements identified in 2019.
 - \$225,000 in asbestos remediation of remaining 15 units.
 - Terms of loan:
 - 3% simple interest
 - 46-year term (expiring in 2066)
 - 50% residual receipts payments, after City Loans No. 1 and No. 2 are paid in

full.

- Annual principal forgiveness of \$44,319 through 2066 (47 years).
- Modify \$650,000 loan repayments from fixed to residual receipts payments, with no interest.
- Modify Residual Receipts Definition to include IHO loan repayment from cash flow, replenishment of replacement reserve, and reasonable contributions to operating reserve. (Existing definitions for Residual Receipts and Annual Operating Expenses can be found in Attachment No. 3).
- Annual principal forgiveness of all City loans.

Regulatory Agreement Modifications

- Allow annual maximum rent increases to be 5%, instead of current 3%.
- Allow over-income tenants to remain in units and pay increased rent above the current maximum of 'Low.'
- Modify rent calculation so that three-bedroom rents can be increased higher.

KMA's analysis of IHO's proposal to the City is provided in Attachment No. 6.

Options for Council Consideration

Staff has prepared a few options for Council's consideration and asks for direction on how they wish for staff to proceed in negotiations with IHO. For reference, the approximate balances of the Housing Funds are:

Affordable Housing Trust Fund (270) - \$2,695,915

Housing Successor Fund (280) - \$5,379,802

Option No. 1 – 100% of IHO's Requests

Based on IHO's proposal above, the City would need to identify \$2,083,000 in funds from either the Affordable Housing Trust Fund or the Housing Successor Fund, which would place additional requirements on the Project, as well as the City's future use of the funds. The City would also lose guaranteed annual cash payments in the amount of \$43,260 (from Loan No. 1) through the year 2034. The net impact to the City is estimated to be negative \$1,110,000 in net present value terms. However, IHO and the Acacia Apartments project would be in a more secure financial position and not likely to return the units to the City.

Option No. 2 – Partial Financial Assistance and Regulatory Agreement Modifications (KMA Recommendation) Loan Modifications

- Provide \$500,000 loan for immediate rehabilitation needs and asbestos remediation. Add this amount in additional principal to the \$900,000 residual receipts loan and extend the term an additional 55 years. Do not allow annual principal forgiveness.
- Modify Residual Receipts Definition to include:
 - Add \$300 per unit annual Replacement Reserve deposits to Operating Expenses definition.
 - Require Operating Reserve deposits to be funded with IHO's share of Residual Receipts.
 - Restrict the Asset Management Fee to \$7,500.
 - Allow NHSOC loan to be paid off with 100% cash flow.
 - Allow IHO loan to be repaid after NHSOC loan repayment with 100% cash flow.
- Do not change the terms of City Loan No. 1 so that the City will continue to receive \$43,260 annually through year 2034.

- Do not change the terms of City Loan No. 3.
- Do not allow City loans to subordinate to a third-party loan.

Regulatory Agreement Modifications

- Do not change three-bedroom rent calculation.
- Allow maximum annual rent increase to change to 5%.
- Allow IHO to maintain waiting list instead of City.

Option No. 3 – Regulatory Agreement Modifications Only (Staff Recommendation)

- Allow maximum annual rent increase to change to 5%.
- Allow over-income tenants (above Low-income) to remain in the units and pay 30% of their household income, up to market value.
- Allow IHO to maintain waiting list instead of City.

FISCAL IMPACT/SUMMARY

Option No. 1 - 100% of IHO's Requests

If the City were to provide 100% of IHO's requested assistance, this would reduce the Affordable Housing Trust Fund or Housing Successor Fund balance by \$2,083,000. The Housing Successor Fund money has income targeting requirements that need to be met every five years. Use of this money in an amount over \$2 million on this project would require the City to commit a substantial amount of the remaining funds to a future project for extremely-low income units by year 2024.

The City would also lose guaranteed annual cash payments in the amount of \$43,260 (from Loan No. 1) through the year 2034. The net impact to the City is estimated to be negative \$1,110,000 in net present value terms.

Option No. 2 - Partial Financial Assistance and Regulatory Agreement Modifications (KMA Recommendation)

If the City were to provide partial financial assistance, this would reduce the Affordable Housing Trust Fund or Housing Successor Fund balance by \$500,000. As stated above, the Housing Successor Fund money has income targeting requirements that need to be met every five years. Use of this money would require the City to commit future use of these funds on an extremely-low income project by year 2024.

Option No. 3 - Regulatory Agreement Modifications Only (Staff Recommendation)

If the City were to agree to Regulatory Agreement modifications only, there would be no negative impact to the Housing Funds. This option does; however, allow IHO and the Acacia Apartments project to increase their cash flow by allowing a maximum annual rent increase of 5%, plus the ability to raise rent on over-income tenants beyond the Low-Income cap. If this option is selected, staff can revisit the Project in approximately one-year to follow up on the status.

None of the above options results in a negative impact to the General Fund.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Marie Dao, Management Analyst, Community Development

Concurrence: Tracy Steinkruger, Community Development Director

Attachments

Attachment No. 1 - Regulatory Agreement

Attachment No. 2 - Promissory Note - \$650k

Attachment No. 3 - Promissory Note - \$900k

Attachment No. 4 - Promissory - Note \$100k

Attachment No. 5 - KMA Report - History & Status of Project

Attachment No. 6 - KMA Report - IHO Proposal

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

Brea Redevelopment Agency
1 Civic Center Circle
Brea, California 92821
Attention: Executive Director

Recorded in Official Records, Orange County
Tom Daly, Clerk-Recorder

NO FEE

2011000661601 9:30 am 12/19/11

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FREE RECORDING REQUESTED
(Govt. Code Section 6103)

**AGREEMENT CONTAINING COVENANTS AFFECTING REAL PROPERTY
[INCLUDING RENTAL RESTRICTIONS]**

THIS AGREEMENT CONTAINING COVENANTS AFFECTING REAL PROPERTY (this "Regulatory Agreement") is made as of this 8th day of December, 2011, by the BREA REDEVELOPMENT AGENCY, a public body, corporate and politic (the "Agency").

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RECITALS

A. Agency is the owner of that certain land located in the City of Brea, County of Orange, State of California, described on Exhibit "A," attached hereto and incorporated herein by reference and the sixteen (16) apartments ("Apartments") on such land (collectively, the "Property"), commonly known as 125, 131, 137 and 211 East Acacia Street, Brea, California 92821.

B. The Agency desires to effectuate the Redevelopment Plan for Project Area AB by requiring the leasing of the Apartments at rents affordable to very low and low income persons and households.

C. The Redevelopment Plan for Project Area AB (the "Redevelopment Plan") was approved and adopted by the City Council of the City of Brea by Ordinance No. 715 on May 19, 1981, and most recently amended on December 1, 1997 by Ordinance No. 1003. The Redevelopment Plan is a public record on file in the office of the City Clerk of the City of Brea and is incorporated herein by this reference.

NOW, THEREFORE, Agency hereby declares as follows:

1. Term of Agreement. The Regulatory Agreement is effective as of the date of execution by the Executive Director, and shall continue until the date that is fifty-five (55) years thereafter (the "Term"). Except for the covenants contained in Section 6 herein, which shall remain in effect in perpetuity, the covenants contained in this Regulatory Agreement shall remain in full force and effect until the expiration of the Term and any extension thereof.

2. Definitions. The following capitalized terms shall have the following meanings in this Regulatory Agreement.

- a. "Affordable Rent" is defined in Section 4(b) below.
- b. "Apartments" shall mean the sixteen (16) apartment units comprising part of the Property.
- c. "Area Median Income" shall mean the median family income (adjusted for family size) for the Orange County area as annually published by either the State of California Department of Housing and Community Development ("HCD") pursuant to Health and Safety Code Sections 50052.5 and 50093. If HCD ceases annually to publish median incomes, the parties will agree upon an adequate substitute manner for determining Area Median Income.
- d. "Director" shall mean Agency's Executive Director or his or her designee.
- e. "Eligible Household" is defined in Section 4(a) below.
- f. "Low Income" is defined in Section 4(a) below.
- g. "Owner" shall mean any successor in interest of Agency to any part of the Property (and any subsequent successor in interest and infinitum).
- h. "Unit" or "Units" shall mean one or more, as the case may be, of the Apartments on the Property.
- i. "Very Low Income" is defined in Section 4(a) below.

3. Restriction on Use and Rental of the Property.

- a. Owner covenants and agrees, for itself, its successors, assigns, and every successor in interest to the Property or any part thereof, that Owner and its successors and assigns shall devote the Property, or any part thereof, to the uses specified therefore in the Redevelopment Plan and this Regulatory Agreement and shall not devote the Property to any uses which are inconsistent with this Regulatory Agreement and applicable City land-use entitlements.
- b. Owner covenants and agrees that Units shall be rented only to persons and households described in Section 4(a) below at a rental rate that does not exceed the maximum rent permitted by Section 4(b) below.
- c. Owner shall not sell, convey, transfer, lease, sublease, assign, encumber, mortgage, or hypothecate the Property, or enter into agreements to sell, convey, lease, assign, transfer, encumber, mortgage, or hypothecate the

Property, except in compliance with the terms of this Regulatory Agreement.

- d. Any violation or breach of the provisions hereof is prohibited and any lease, rental, sale or transfer in violation hereof shall be null, void and unenforceable, and shall constitute a default hereunder.

4. Use and Rental/Sale of the Property. Owner covenants and agrees for itself, its successors, assigns, and every successor in interest that the Units shall be restricted as provided in this Section 4 for the Term described in Section 1 hereof.

- a. Eligible Households. All of the Units shall be rented to Very Low Income persons or households and Low Income persons or households and only for use by such persons or households as their principal residence. Only such persons or households shall be entitled to occupy the Units.

As used herein, the term "Very Low Income" shall mean an income of less than or equal to fifty percent (50%) of Area Median Income. "Low Income" shall mean an income higher than Very Low Income, but not more than eighty percent (80%) of Area Medium Income.

If upon recertification of a tenant's income, it is determined that a former Eligible Household subsequently now has a gross income that causes it to exceed the qualifying limit, such household shall be permitted to continue its occupancy in the Unit at a rent not to exceed the Low Income Affordable Rent for that Unit, and the Unit shall continue to be classified as a Low Income Unit until such time as the tenant vacates the Unit.

For purposes of the Agency's inclusionary and replacement housing obligations, the Unit shall count as a Low Income Unit once the tenant's income exceeds 50% of the Area Median income, adjusted for family size. A maximum of three (3) Units can be rented to Low Income tenants at any time.

- b. Affordable Rent. The Owner shall rent the Units at a rent that does not exceed the maximum "affordable rent" (including a reasonable utility allowance) that may be charged for Very Low Income or Low Income (as applicable) persons or households, as the case may be, under California Health & Safety Code Section 50053(b)(2) and (3) (as amended from time to time) or its successor statute, as adjusted for a family of a size appropriate to a Unit ("Affordable Rent"). Examples of calculations of maximum permitted rent based on the 2011 Area Median Income are attached hereto as Exhibit "B".

The Owner shall be entitled to increase rents one time per year to an amount equal to the maximum amount of such "affordable rent" (including a reasonable allowance for utilities as established by the Agency) that may be charged for very low and low income persons or

household under California Health & Safety Code Section 50053(b)(2) and (3) (as amended from time to time) or its successor statute, subject to the following requirements. The Owner shall submit a request for an increase in rents to the Agency for review and approval ninety (90) days prior to each anniversary of the date of this Regulatory Agreement. The Agency or its staff shall review the Owner's request and notify the Owner of either of the following actions: (i) the Owner shall be allowed to increase the then-current rental rate of the Units as requested, or (ii) the requested increase exceeds the maximum amount permitted under Health & Safety Code Section 50053(b) (as amended) or its successor statute, in which case the rent shall be adjusted downwards to such maximum amount. The maximum rent increase for any one year period shall be 3%.

- c. No Transient or Commercial Use. The Owner shall not permit any transient use, or permit any commercial use of the Property.
 - d. Leases and Rental Agreements. The Owner shall include in all such leases and rental agreements a clause requiring that the Unit be well maintained, in a decent, safe, and sanitary condition, and in a manner consistent with Owner's obligation (as set forth in Section 11) to maintain the Property. Failure by Owner to enforce the forgoing lease provisions shall constitute a default under this Regulatory Agreement.
 - e. Maximum Occupancy. No more than two (2) persons per bedroom plus one additional person per Unit shall occupy any of the Units, excluding (i) children born after the date of initial occupancy by a household, and (ii) tenants in occupancy as of the date the Owner acquires the Property but only until their existing leases expire (without extensions by amendment). The foregoing occupancy standard shall be included by Owner in each lease document for a Unit, and failure to do so shall constitute a default under this Regulatory Agreement. The Executive Director of the Agency shall have the authority to make further exceptions to the occupancy standard provided the exception is made in writing.
5. Annual Report. Owner covenants and agrees to submit to the Agency an annual report (the "Annual Report") which contains the information required by California Health and Safety Code Section 33418 or its successor statute. The Annual Report shall include for each Unit the rental rate and the income and household size of the occupants. The income information shall be supplied by the tenant in a certified statement on a form provided by the Agency. Owner shall submit the Annual Report as indicated in Section 7c. Owner shall provide for the submission of such information in its leases with tenants.
6. Nondiscrimination Covenants. By Owner's acceptance hereof, Owner agrees, for itself, its successors and assigns, to refrain from restricting the rental, sale or lease of the Property on the basis of race, color, creed, religion, ancestry, sex, marital status, sexual orientation, disability or national origin of any person. All such

deeds and leases entered into with respect to the Property shall contain or be subject to substantially the following nondiscrimination or nonsegregation clauses:

- a. In deeds: "The grantee herein covenants by and for himself or herself, his or her heirs, executors, administrators, and assigns, and all persons claiming under or through them, that there shall be no discrimination against or segregation of, any person or group of persons on account of any basis listed in subdivision (a) or (d) of Section 12955 of the California Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the California Government Code, in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of the premises herein conveyed, nor shall the grantee or any person claiming under or through him or her, establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees, or vendees in the premises herein conveyed. The foregoing covenants shall run with the land.

Notwithstanding the immediately preceding paragraph, with respect to familial status, said paragraph shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the California Government Code. With respect to familial status, nothing in said paragraph shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11, and 799.5 of the California Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the California Civil Code and subdivisions (n), (o) and (p) of Section 12955 of the California Government Code shall apply to said paragraph."

- b. In leases: "The lessee herein covenants by and for himself or herself, his or her heirs, executors, administrators, and assigns, and all persons claiming under or through him or her, and this lease is made and accepted upon and subject to the following condition: That there shall be no discrimination against or segregation of any person or group of persons, on account of any basis listed in subdivision (a) or (d) of Section 12955 of the California Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the California Government Code, in the leasing, subleasing, transferring, use, occupancy, tenure, or enjoyment of the premises herein leased nor shall the lessee himself, or any person claiming under or through him or her, establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use, or occupancy, of tenants, lessees, sublessees, subtenants, or vendees in the premises herein leased.

Notwithstanding the immediately preceding paragraph, with respect to familial status, said paragraph shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the California Government Code. With respect to familial status, nothing in said paragraph shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11, and 799.5 of the California Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the California Civil Code and subdivisions (n), (o) and (p) of Section 12955 of the California Government Code shall apply to said paragraph."

- c. In contracts relating to the sale, transfer or leasing of the Property or any interest therein: "There shall be no discrimination against or segregation of any person or group of persons on account of any basis listed in subdivision (a) or (d) of Section 12955 of the California Government Code, as those bases are defined in Sections 12926, 12926.1, subdivision (m) and paragraph (1) of subdivision (p) of Section 12955, and Section 12955.2 of the California Government Code in the sale, lease, sublease, transfer, use, occupancy, tenure or enjoyment of the land, nor shall the transferee itself or any person claiming under or through it establish or permit any such practice or practices of discrimination or segregation with reference to the selection, location, number, use or occupancy of tenants, lessees, subtenants, sublessees or vendees of the land.

Notwithstanding the immediately preceding paragraph, with respect to familial status, said paragraph shall not be construed to apply to housing for older persons, as defined in Section 12955.9 of the California Government Code. With respect to familial status, nothing in said paragraph shall be construed to affect Sections 51.2, 51.3, 51.4, 51.10, 51.11, and 799.5 of the California Civil Code, relating to housing for senior citizens. Subdivision (d) of Section 51 and Section 1360 of the California Civil Code and subdivisions (n), (o) and (p) of Section 12955 of the California Government Code shall apply to said paragraph."

The foregoing shall be a covenant running with the land for the benefit of, and as a burden upon the Property, and shall remain in effect in perpetuity. Nothing contained herein shall be construed as permitting Owner to rent or lease the Property without the Agency's prior written consent, except as may be otherwise provided in the Agreement.

7. Management. Owner shall manage and operate the Units in accordance with a Management Plan prepared by Owner and approved by the Agency, including such amendments as may be requested by Owner and approved by the Agency from time to time. The Management Plan, including such amendments as are approved by Agency's Executive Director, shall remain in effect for the term of this Agreement. The Management Plan and any of its component plans or agreements may be amended by Developer only with the prior approval of the

Director. The Management Plan shall include, at a minimum, the following components:

- a. Management Agent. The Owner shall manage and operate the sixteen (16) Units as a single integrated development. In the event Owner retains a third party to manage and operate the Units, Owner shall submit the name and qualifications of the proposed Management Agent prior to retaining such proposed Management Agent. The Agency shall approve or disapprove the proposed Management Agent in writing based on the experience and qualifications of the Management Agent, and the Agency shall not unreasonably withhold its approval.
- b. Management Agreement. Owner shall submit a copy of the proposed management agreement specifying the amount of the management fee, and the relationship and division of responsibilities between Owner and Management Agent.
- c. Annual Budget and Projected Cash Flows. Within ninety (90) days after acquiring the Property, and within forty-five (45) days after each anniversary of such acquisition, the Owner shall submit a projected operating budget and cash flow to the Agency, and a report setting forth the rental rate of all Units, the terms of each lease, the income of all occupants of each Unit, and the number of occupants of each Unit. The budget, cash flow and report shall be in a form that is acceptable to the Agency's Executive Director. Within ten (10) days after written request by the Agency's Executive Director, the Owner will provide to the Agency true and complete copies of all leases.
- d. Failure to Comply with Management Agreement by Management Agent. Owner shall change the Management Agent upon written notice from Agency if a Manager Event of Default (as hereinafter defined) occurs and is not cured as provided in this paragraph. Each of the following shall constitute an Event of Default attributable to Manager (a "Manager Event of Default"): (i) if a license required by Management Agent from a governmental authority to operate the Property is suspended (provided, however, that if Management Agent is permitted to operate the Property during such suspension and the suspension is promptly lifted, such suspension shall not constitute a Manager Event of Default) or is revoked; (ii) fraud, misappropriation or embezzlement by Management Agent involving Owner's property or other wrongful acts by Management Agent that impair the goodwill or business of Owner of the Property or that cause damage to Owner's property, goodwill or business; or (iii) if manager fails to perform any other term, provision, or covenant of this Regulatory Agreement for which it is responsible and (x) such failure continues for thirty (30) days after written notice from Owner specifying such failure to perform (unless such failure cannot reasonably be cured within such 30-day period in which case such failure continues for an additional sixty (60)

days, or (y) Manager fails to endeavor vigorously and continuously to attempt to cure such default as promptly as is practicable. The Management Agreement shall provide that it is subject to termination by Owner without penalty, upon thirty (30) days prior written notice, at the direction of the Agency's Executive Director or designee. Within ten (10) days following a direction of the Agency to replace the management agent, Owner shall select another management agent acceptable to the Agency or make other arrangements satisfactory to the Agency for continuing management of the Property.

8. Vacancies. Owner shall notify Agency within fourteen (14) days of a vacancy in any Unit. At that time, Agency will provide Owner with a prioritized waiting list of potential tenants. To the extent permitted by federal and state law, Owner shall grant preference in renting the Unit to qualified applicants from the waiting list.
9. End of Term Notice Requirements. At the end of the Term, tenants in the Units shall be given one hundred and eighty (180) days prior written notice of the termination of the rental restrictions set forth in this Regulatory Agreement.
10. Physical Alterations to Property. Owner shall not make or permit to be made any material structural additions or modifications to the exterior of any of the improvements on the Property (unless required by law) including paint color, exterior materials, landscaping and hardscape, or permit a use other than as set forth herein, without the prior written consent of Agency.
11. Maintenance of the Property/Prohibition Against Waste. Owner shall, throughout the Term hereof, keep and maintain the Property and the improvements thereon in good condition and repair in full compliance with all applicable housing quality standards and local code requirements. Without limiting the foregoing, Owner shall further keep the Property free from any unreasonable accumulation of debris or waste materials and shall maintain any landscaping on the Property in a healthy condition, and shall repair and repaint all cracking, peeling and significantly faded paint, remove all weeds, cut all grass above four inches tall, and repair all cracked or broken windows. If Owner at any time fails to so keep and maintain the Property in such condition and repair, after thirty (30) days notice from the Agency, the Agency shall have a right to enter onto the Property and perform such maintenance, and Owner shall reimburse the Agency for all costs incurred by the Agency in performing such maintenance within ten (10) days after written demand by Agency. Owner shall not commit waste upon the Property. Owner shall not remove or demolish the improvements on the Property.
12. Default. If Owner defaults under any of the provisions of this Regulatory Agreement, the Agency may give written notice of such default upon Owner. If within thirty (30) days after such a notice of default is given, the Owner has not either cured the default or committed in writing to the Agency that the default will be cured in a manner and time acceptable to the Agency in its sole and absolute discretion, then the Owner shall be in default under this Regulatory Agreement

and under the Promissory Note secured by the deed of trust in favor of Agency encumbering the Property. Owner acknowledges that such deed of trust also secures this Regulatory Agreement and sums due by Owner to Agency under this Regulatory Agreement.

The Agency shall also have the right, in the event of any default hereunder at any time during the Term hereof, to obtain specific performance of the Owner's obligations hereunder and pursue any other remedies available to the Agency at law or in equity.

13. Notices. All notices required or permitted hereunder to be delivered to the parties pursuant to the terms hereof shall be in writing and shall be delivered (a) in person, (b) by a nationally recognized overnight courier service, or (c) by registered or certified U.S. Mail, return receipt requested, postage prepaid to the addresses listed below. Any of the following addresses may be changed by written notice from the party whose address(es) is changing given with accordance of this section. If notice is given it shall be deemed effective upon three (3) business days after deposit of same, postage prepaid, in the U.S. Mail, the next business day after deposit with a nationally recognized overnight courier service, or the date of actual receipt as evidenced by personal acknowledgment, return receipt or other comparable means.

If to Owner: At the address(es) agreed to in writing in the
purchase agreement between the Agency
and the initial Owner

If to Agency: Brea Redevelopment Agency
1 Civic Center Circle
Brea, California 92821
Attention: Executive Director

with a copy to:

Richards, Watson & Gershon
1 Civic Center Circle
Brea, California 92821
Attention: Jim Markman, Agency General
Counsel

14. Covenants to Run With the Land. The covenants established in this Regulatory Agreement shall be binding on Owner and any successor in interest of Owner to the Property, and shall be for the benefit and in favor of the Agency and the City of Brea (the "City") and their respective successors and assigns; the covenants shall run with the land in favor of the Agency and shall be a burden upon the Property throughout the term of this Regulatory Agreement. The covenants established in this Regulatory Agreement shall be incorporated by reference in all

deeds conveying all or any portion of the Property. Owner (and each successor in interest, as the case may be) shall furnish a copy of this instrument to any successors in interest. Owner and the successors in interest to Owner named herein shall be liable for performance hereof only during their respective period of ownership of the Property, provided that the transferee Owner has in writing assumed and agreed to perform the transferor Owner's obligations hereunder.

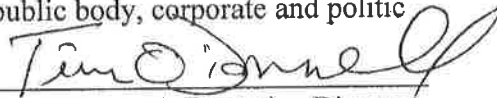
15. Beneficiaries. The Agency and the City are deemed beneficiaries of the terms and provisions of this Regulatory Agreement and each and every covenant herein, both for and in their own right and for the purposes of protecting the interests of the community and other parties, public or private, for whose benefit this Regulatory Agreement running with the land have been provided. The Agency shall have the right if any covenant is breached, to exercise all rights and remedies, and to maintain any actions or suits at law or in equity or other proper proceedings to enforce the curing of such breaches to which it or any other beneficiaries of this Regulatory Agreement and covenants are entitled.
16. Independent and Severable Provisions. If any provision of this instrument is held by a court of competent jurisdiction to be unenforceable or invalid, such holding shall not render unenforceable any other provision hereof, each provision hereof being expressly severable and independently enforceable to the fullest extent permitted by law.
17. Further Assurances and Recordations. Owner covenants that upon request of the Agency, Owner, or its heirs, successors or assigns, will execute, acknowledge and deliver, or cause to be executed, acknowledged and delivered, such further instruments and agreements and do such further acts as may be necessary, desirable or proper to carry out more effectively the purpose of this instrument. At the expiration of the Term, the Agency agrees to provide to Owner an instrument in recordable form that has the effect of confirming the termination of the affordable housing requirements of this instrument.
18. Miscellaneous.
 - a. Amendments. Only the Agency, its successors and assigns, and Owner and the successors and assigns of Owner in and to all or any part of the fee title to the Property shall have the right to consent and agree to changes in, or to eliminate in whole or in part, any of the covenants, easements, or other restrictions contained in this Regulatory Agreement, or to subject the Property to additional covenants, easements or other restrictions.
 - b. Assignment; Successors and Assigns. Owner shall not assign this Regulatory Agreement, whether contractually or by operation of law, without the prior written consent of the Agency's Executive Director. This Regulatory Agreement shall inure to the benefit of the Agency and Owner, and their respective successors, owners and assigns. The terms and provisions hereof shall run with the land and shall be a burden upon

the Property, and shall be binding upon Owner's successors in interest as purchasers of the Property, for the benefit of the Agency.

- c. Attorneys' Fees. In any action brought to declare the rights granted herein or to enforce or to interpret any of the terms of this Regulatory Agreement, the prevailing party shall be entitled to an award of reasonable attorney's fees in an amount determined by the court.
- d. Entire Agreement. The text herein constitutes the entire agreement between the parties concerning its subject matter. Each party to this Regulatory Agreement acknowledges that no representations, inducements, promises or agreements, orally or otherwise, express or implied, have been made by any party, or anyone acting on behalf of any party, which are not embodied herein, and that any other agreement, statement or promise not contained in this Regulatory Agreement shall not be valid or binding.
- e. Captions for Convenience. Captions and paragraph headings used herein are for convenience only and shall not be used in construing this Regulatory Agreement.
- f. No Waiver. No waiver by the Agency of any provision hereof or of any breach by Owner of any covenant, restriction, or condition herein contained shall be effective unless such waiver is in writing, signed by the Agency and delivered to Owner. Any waiver by the Agency of any rights hereunder or of any covenant, restriction, or condition herein contained, or the failure by the Agency to exercise any right or remedy with respect to any breach or breaches, shall not constitute a waiver or relinquishment for the future of any rights regarding subsequent breaches of similar or different nature, or of any such covenant or condition nor bar any right or remedy of the Agency in respect of any subsequent breach.
- g. Effect of Violations. No violation or breach of the covenants, conditions, restrictions, provisions or limitations contained in this Regulatory Agreement shall defeat or render invalid or in any way impair the lien or charge of any mortgage or deed of trust or security interest provided, however, that any subsequent owner of the Property shall be bound by such covenants, conditions, restrictions, limitations, and provisions, whether such owner's title was acquired by foreclosure, deed in lieu of foreclosure, trustee's sale or otherwise.

IN WITNESS WHEREOF, the Agency has executed this Regulatory Agreement
as of the day and year first above written.

BREA REDEVELOPMENT AGENCY,
a public body, corporate and politic


Tim O'Donnell, Executive Director

ATTEST:


Cheryl Balz, Assistant Secretary

APPROVED AS TO FORM:

Richards, Watson & Gershon

By: 
James L. Markman, City Attorney

ACKNOWLEDGMENT

State of California

County of Orange

On Dec. 8, 2011 before me, Christine R. White, notary public
(insert name and title of the officer)

personally appeared Tim O'Donnell

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Christine R. White
Signature of Notary Public

(Seal)



ACKNOWLEDGMENT

State of California

County of Orange

On Dec. 8, 2011 before me, Christine R. White, notary public
(insert name and title of the officer)

personally appeared Cheryl L.R. Balz

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Christine R. White
Signature of Notary Public

(Seal)

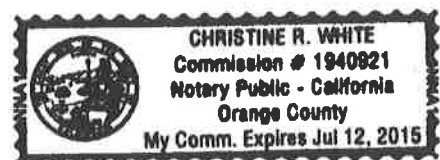


EXHIBIT "A"

LEGAL DESCRIPTION OF LAND

All that certain real property situated in the County of Orange, State of California, described as follows:

Parcel A:

Lot 2 of Tract No. 3491, in the City of Brea, County of Orange, State of California, as per map recorded in Book 219, Page(s) 30 and 31 of Miscellaneous Maps, in the Office of the County Recorder of said County.

Assessor's Parcel Number: **284-311-25**

Parcel B:

Lot 3 of Tract No. 3491, in the City of Brea, County of Orange, State of California, as per map recorded in Book 219, Page (s) 30 and 31 of Miscellaneous Maps, in the Office of the County Recorder of said County.

Assessor's Parcel Number: **284-311-24**

Parcel C:

Lot 4 of Tract No. 3491, in the City of Brea, County of Orange, State of California, as per map recorded in Book 219, Page (s) 30 and 31 of Miscellaneous Maps, in the Office of the County Recorder of said County.

Assessor's Parcel Number: **284-311-23**

Parcel D:

Lot 7 of Tract No. 3491, in the City of Brea, County of Orange, State of California, as per map recorded in Book 219, Page (s) 30 and 31 of Miscellaneous Maps, in the Office of the County Recorder of said County.

Assessor's Parcel Number: **284-311-20**

EXHIBIT "B"

**EXAMPLES OF CALCULATIONS OF MAXIMUM RENT BASED ON 2011
MEDIAN INCOME**

Very Low Income (Based on 50% of median income)

BEDROOM SIZE	# OF UNITS	GROSS RENTAL AMOUNT	LESS UTILITY ALLOWANCE	NET RENTAL AMOUNT
3 bedroom	4	\$1,053	\$64	\$989
2 bedroom/2 bath	4	\$948	\$40	\$908
2 bedroom/1 bath	8	\$948	\$40	\$908

Low Income (Based on 60% of median income)

BEDROOM SIZE	# OF UNITS	GROSS RENTAL AMOUNT	LESS UTILITY ALLOWANCE	NET RENTAL AMOUNT
3 bedroom	4	\$1,263	\$64	\$1,199
2 bedroom/2 bath	4	\$1,137	\$40	\$1,097
2 bedroom/1 bath	8	\$1,137	\$40	\$1,097

Utility Allowance Includes:

- Gas cooking
- Gas heating
- Basic electric

SECURED PROMISSORY NOTE

Loan Amount: \$650,000.00

February 24, 2014

FOR VALUE RECEIVED, the undersigned, ACACIA STREET APARTMENTS LLC, a California limited liability company ("Maker"), hereby promises to pay to the order of the City of Brea, or designee ("Holder"), the principal sum of Six Hundred Fifty Thousand and No/100 Dollars (\$650,000.00) on the terms set forth below.

1. Purchase Agreement. This Secured Promissory Note ("Note") is given under the terms of an "Agreement for Purchase and Sale of Real Property and Joint Escrow Instructions" dated substantially concurrently herewith between Maker and Holder (the "PSA").
2. Interest Rate. The full principal amount of this Promissory Note shall be deemed outstanding as of the date hereof, and all outstanding principal shall bear simple interest at the rate of three percent (3%) per annum; provided, however, that after the outstanding principal becomes due and payable under Section 3 below, interest shall commence accruing on the outstanding principal hereunder at a rate equal to the lesser of: (i) ten percent (10%) per annum; or (ii) the highest rate permitted by law.
3. Maturity Date. All outstanding principal and accrued and unpaid interest shall become due and payable on the earlier of (i) _____, 2034; (ii) the failure to make a monthly payment within five (5) business days after the date it is due, or (iii) the occurrence of an uncured default under that certain Agreement Containing Covenants Affecting Real Property [Including Rental Restrictions] dated December 8, 2011, recorded on December 19, 2011 as Document No. 2011000661601 in the Official Records of Orange County, California.
4. Monthly Payments. Maker shall make equal monthly payments of principal and interest, in advance, on the first business day of each calendar month, in the amount of \$3,605.00 per month, without deduction, offset or demand.
5. Voluntary and Mandatory Prepayments. This Note may be prepaid in whole or in part at any time.
6. Security. Repayment of this Note is secured by a deed of trust (the "Deed of Trust") dated substantially concurrently herewith. Subject to applicable laws, Holder shall reasonably subordinate the lien of such Deed of Trust to one or more deeds of trust securing reasonable acquisition financing (and refinancing thereof that is used to pay such prior financing and reasonable refinancing closing costs).

7. Other Terms of Payment.

- a. All payments due under this Note shall be paid in currency of the United States of America, which at the time of payment is lawful for the payment of public and private debts.
- b. All payments shall be made payable to Holder and mailed or delivered in person to Holder's office at 1 Civic Center Circle, Brea, California 92821-5732, Attn: Community Development Director, or to such other place as Holder may from time to time designate in writing.

8. Waivers.

- a. No extension of time for payment of this Note or any installment hereof made by agreement by Holder with any person now or hereafter liable for the payment of this Note shall operate to release, discharge, modify, change or affect the original liability of Maker under this Note, either in whole or in part.
- b. The obligations of Maker under this Note shall be absolute and Maker waives any and all rights to offset, deduct or withhold any payments or charges due under this Note for any reason whatsoever.

9. Miscellaneous Provisions.

- a. In the event of litigation arising from the enforcement of or a default under this Note, the non-prevailing party promises to pay all reasonable costs and expenses, including reasonable attorneys' fees, incurred by the prevailing party in such litigation.
- b. This Note may be amended only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification or discharge is sought.
- c. This Note shall be governed by and construed in accordance with the laws of the State of California.
- d. The times for the performance of any obligations hereunder shall be strictly construed, time being of the essence.
- e. Maker waives diligence, presentment, protest and demand, and notice of protest, notice of demand and notice of dishonor.

IN WITNESS WHEREOF, the undersigned Maker has caused this Note to be executed by its duly authorized officers and made effective on the day and year first above written.

ACACIA STREET APARTMENTS LLC, a
California limited liability company

By: Innovative Housing Opportunities, Inc.
a California nonprofit public benefit
corporation
Sole Member and Manager

By: 

Patricia C. Whitaker
Chief Executive Officer

SECURED PROMISSORY NOTE

(Evidencing a Loan/Conditional Grant with Required Residual Receipt Payments)

Conditional Grant Amount: \$900,000.00

February 24, 2014

FOR VALUE RECEIVED, the undersigned, ACACIA STREET APARTMENTS LLC, a California limited liability company ("Maker"), hereby conditionally promises to pay to the order of the City of Brea, or designee ("Holder"), the principal sum of Nine Hundred Thousand and No/100 Dollars (\$900,000.00).

1. **Purchase Agreement.** This Secured Promissory Note ("Note") is given under the terms of an "Agreement for Purchase and Sale of Real Property and Joint Escrow Instructions" dated substantially concurrently herewith between Maker and Holder (the "PSA").
2. **Maturity Date; Default Interest Rate.** Subject to Sections 3 and 4 below, the principal outstanding under this Note shall not become due and payable unless and until any of the following occur: (i) a default under or violation of that certain "Agreement Containing Covenants Affecting Real Property" dated December 8, 2011 executed by Holder and recorded on December 19, 2011 as Document No. 2011000661601 in the Official Records of Orange County, California (the "Regulatory Agreement") that is not cured by Maker within the cure period described in Section 12 of the Regulatory Agreement (the "Maturity Date"). The Regulatory Agreement expires on December 8, 2066; consequently, no default thereunder could arise after December 8, 2066; or (ii) a failure to make a payment under Section 4 below which is not cured within five (5) business days after written notice of the default by Holder. Upon the failure to cure such default, interest shall commence accruing on the outstanding principal hereunder at a rate equal to the lesser of: (i) ten percent (10%) per annum; or (ii) the highest rate permitted by law.
3. **Voluntary and Mandatory Prepayments.** This Note may otherwise be prepaid in whole or in part at any time. Payments of principal shall be made prior to the Maturity Date to the extent required in Section 4 below.
4. **Residual Receipts.** Commencing on the earlier of: (i) the ninth (9th) anniversary of the date of this Note, or (ii) the date on which rents or similar payments for three (3) or more dwelling units on the property securing this Note exceed the maximum sums to be paid by the renters thereof under the Regulatory Agreement and such excess payments are due to governmental subsidiaries or assistance (such as Section 8 assistance) so that there is no default under the Regulatory Agreement, fifty percent (50%) of the Residual Receipts shall be paid to Holder on an annual basis within one hundred and twenty (120) days after the end of each calendar year for application to sums outstanding under this Note and on or before such annual deadline, Maker shall deliver to Holder in writing a detailed description of the calculation of the Residual Receipts (or the calculations showing that no such payment is then due). In the event the date described in the preceding item (ii) occurs within five (5) years after the date of this Note, then Maker may use 100% of Residual Receipts to repay to itself the sums set aside in the Maintenance Reserve described in Section 2.4 of the PSA prior to splitting the Residual Receipts with Holder.

Maker shall maintain books and records at 19772 MacArthur Blvd., Suite 110, Irvine, CA 92612, or another location in Orange County specified in advance by Maker in writing to Holder, showing Annual Project Revenue and Annual Operating Expenses for at least 3 years after the end of the applicable year and Holder may inspect and audit the same.

“Annual Project Revenue” means all revenue generated by the Project, including, but not limited to, rent payments, governmental assistance housing payments, laundry and other vending machine and pay telephone income and tenant reimbursements of costs. The Annual Project Revenue shall exclude security deposits (unless and until they are applied to pay obligations of tenants), loan proceeds, grants, capital contributions, insurance proceeds and condemnation awards.

“Annual Operating Expenses” means all regular and customary annual expenses and other bona fide unexpected expenses incurred in relation to the operation of the Project. Said Annual Operating Expenses may include a reasonable property management fee, a reasonable administrative fee, reasonable fees of accountants, attorneys and other professionals reasonably allocable to the Project, periodic repayments of principal and interest on permanent/acquisition loans from third parties for the Project that are in place as of the date hereof (excluding any payments based on a percentage of Project revenue or net revenue, and excluding payments on refinancing loans unless the aggregate principal amounts of such loans do not exceed the principal balances of the permanent/acquisition loans from third parties in place as of the date hereof), utility charges, resident services, operating, maintenance and repair expenses (including capital repairs and replacements to the extent not paid from loan proceeds or required reserves), Project property taxes and assessments and Project insurance premiums. Notwithstanding the foregoing, in no event shall Annual Operating Expenses include any costs, fees, fines, charges, penalties, awards, judgments or expenses (including, but not limited to legal and accounting fees and expenses) which are due to or arising out of the Borrower’s (A) breach or default of the Loan, any Loan Document or any loan document for any other loan secured by the Project or any portion thereof, (B) fraudulent acts or willful misconduct, or (C) breach or default under any other contract, lease or agreement pertaining to the Project. Annual Operating Expenses shall also not include other expenses not related to the Project’s operations such as depreciation, amortization, accrued principal and interest expense on deferred payment debt and expenditures, or indebtedness, for new construction not included in the initial Project.

“Project” means the land described in the PSA and the improvements thereon.

“Residual Receipts” means the Annual Project Revenue less Annual Operating Expenses.

5. Security. Repayment of this Note is secured by a deed of trust (the “Deed of Trust”) dated substantially concurrently herewith. Subject to applicable laws, Holder shall reasonably subordinate the lien of such Deed of Trust to one or more deeds of trust securing reasonable acquisition financing (and refinancing thereof that is used to pay such prior financing and reasonable refinancing closing costs).
6. Terms of Payment.

- a. All payments due under this Note shall be paid in currency of the United States of America, which at the time of payment is lawful for the payment of public and private debts.
- b. All payments shall be made payable to Holder and mailed or delivered in person to Holder's office at 1 Civic Center Circle, Brea, California 92821-5732, Attn: Community Development Director, or to such other place as Holder may from time to time designate in writing.

7. Waivers.

- a. No extension of time for payment of this Note or any installment hereof made by agreement by Holder with any person now or hereafter liable for the payment of this Note shall operate to release, discharge, modify, change or affect the original liability of Maker under this Note, either in whole or in part.
- b. The obligations of Maker under this Note shall be absolute and Maker waives any and all rights to offset, deduct or withhold any payments or charges due under this Note for any reason whatsoever.

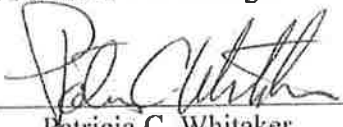
8. Miscellaneous Provisions.

- a. In the event of litigation arising from the enforcement of or a default under this Note, the non-prevailing party promises to pay all reasonable costs and expenses, including reasonable attorneys' fees, incurred by the prevailing party in such litigation.
- b. This Note may be amended only by an agreement in writing signed by the party against whom enforcement of any waiver, change, modification or discharge is sought.
- c. This Note shall be governed by and construed in accordance with the laws of the State of California.
- d. The times for the performance of any obligations hereunder shall be strictly construed, time being of the essence.
- e. Maker waives diligence, presentment, protest and demand, and notice of protest, notice of demand and notice of dishonor.

IN WITNESS WHEREOF, the undersigned Maker has caused this Note to be executed by its duly authorized officers and made effective on the day and year first above written.

ACACIA STREET APARTMENTS LLC, a
California limited liability company

By: Innovative Housing Opportunities, Inc.
a California nonprofit public benefit
corporation
Sole Member and Manager

By: 
Patricia C. Whitaker
Chief Executive Officer

PROMISSORY NOTE

\$100,000.00

BREA, CALIFORNIA

Date: February 24, 2014

FOR VALUE RECEIVED, the undersigned ("Maker") hereby promises to pay to the CITY OF BREA ("Holder"), upon the sale, conveyance, assignment, refinance, hypothecation or other transfer to any party(ies) of any interest of the undersigned in the property described in the Deed of Trust executed this date by the undersigned and referred to below, the principal sum of One Hundred Thousand and No/100 (\$100,000.00) all due and payable twenty (20) years from the date hereof. No payments of principal are required provided that there is no uncured default under that certain Agreement Containing Covenants Affecting Real Property [Including Rental Restrictions] dated December 8, 2011 recorded on December 19, 2011 as Document No. 2011000661601 in the Official Records of the Orange County, California (the "Restrictions") which encumbers the property securing this Promissory Note ("Property") which is to be rehabilitated/improved with proceeds of the loan evidenced by this Promissory Note or failure by Maker to complete the rehabilitation within the time in the Schedule of Performance for the work previously approved by Holder (an "Event of Default").

In the event that Make defaults under the Restrictions and does not cure the default after notice and within the cure period described in Section 12 of the Restrictions, or the Property securing this Promissory Note is sold, conveyed or otherwise transferred, then the entire unpaid balance of the principal then due, shall become immediately due and payable. In the event a loan secured by a deed of trust senior to the deed of trust securing this Promissory Note is refinanced, all proceeds of the refinancing not used to pay closing costs for the refinancing or the obligations being refinanced shall be paid to Holder and applied to the outstanding principal hereunder.

The undersigned may prepay this note, in whole or part, at any time, in lawful money of the United States of America at the office of Holder at One Civic Center Circle, Brea, California 92821 (or such other place as holder may from time to time designate in writing).

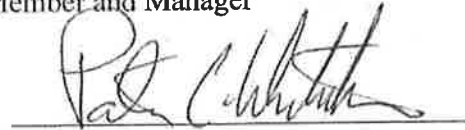
Presentment, demand, protest and notice are hereby expressly waived by the undersigned. Should payment hereof not be made when due, the undersigned further promises to pay all costs of collection, including, without limitation, attorneys' fees, incurred by Holder in connection herewith.

This note shall be governed by and construed in accordance with the laws of the State of California.

ACACIA STREET APARTMENTS LLC,
a California limited liability company

By: Innovative Housing Opportunities, Inc.
a California nonprofit public benefit corporation
Sole Member and Manager

By:



Patricia C. Whitaker
Chief Executive Officer



KEYSER MARSTON ASSOCIATES™
ADVISORS IN PUBLIC/PRIVATE REAL ESTATE DEVELOPMENT

MEMORANDUM

ADVISORS IN:
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Kathleen H. Head
James A. Rabe
Gregory D. Soo-Hoo
Kevin E. Engstrom
Julie L. Romey
Tim R. Bretz

SAN DIEGO
Paul C. Marra

To: Marie Dao, Management Analyst
City of Brea

From: Julie Romey

Date: July 10, 2020

Subject: Acacia Apartments – History & Current Status

At the request of the City of Brea (City), Keyser Marston Associates, Inc. (KMA) prepared a summary of the history of the 16 unit apartment Project located at 125, 131, 137 and 211 East Acacia (Project). The Project is currently owned by Innovative Housing Opportunities (IHO), who has approached the City with several proposals to modify the existing agreements and provide additional funding sources. However, to be able to analyze the proposals, it is pertinent that decision makers understand the history and current status of the Project, which is the purpose of this memorandum.

EXECUTIVE SUMMARY

After spending \$5.50 million to acquiring the Project in 2007, relocating tenants, moderately rehabilitating the Project, and placing long-term affordability restrictions on the Project in 2011, the City sold the Project to IHO for \$1.90 million in 2014. IHO financed the purchase with a \$350,000 third-party loan and two land carry back loans. The City also provided a \$100,000 CDBG Loan to IHO to make immediate repairs identified in a 2013 due diligence report that estimated \$640,000 in total rehabilitation needed at the Project.

Since IHO has purchased the Project, the affordable rents were frozen due to the State income limits not increasing for multiple years beginning in 2013. In addition, utility costs and maintenance cost have increased significantly. Based on a 2019 due diligence report, the total cost of needed rehabilitation for the Project has increased to

approximately \$1.80 million. However, the Project cannot be refinanced to bring in more capital due to the debt already placed on it from the purchase in 2014.

The most imminent issue is that IHO has guaranteed a 3rd Trust Deed Loan on the property that will be due in February 2024. If Project cash flow cannot pay off the \$350,000 balance by then, IHO will need to put more capital into the Project, which it has stated it does not want to do. As such, there is a real risk of IHO returning the Project to the City.

Staff asked KMA to provide a summary of the history of the Project from the time the City acquired the property in 2007 to the current issues. This summary is to provide decision makers with information in order to make decisions about the future of the Project.

PROJECT HISTORY

The four four-plexes were originally constructed in 1965 and by the late 1990s the properties had deteriorated to having deferred maintenance, overcrowding and crime issues. The City's former Redevelopment Agency (Agency) acquired the property in 2006/2007 as part of the City's Neighborhood Enhancement Plan with the intent of eliminating the overcrowded conditions and rehabilitating the 16 units.¹ After the relocation and rehabilitation was completed the Agency planned to transfer the Project to a nonprofit to be operated as long-term affordable housing. In 2014, the Project was sold to the IHO, a non-profit affordable housing developer and operator based in Irvine. The following summarizes the what has taken place since the Agency acquired the Project in 2007.

2007 - 2009	Agency acquired the Project, relocated tenants due to over-crowding, completed rehabilitation, and operated the Project for an estimated \$5,503,000 (Set-Aside Funds).
2010	Agency operated the Project and began negotiations to sell the Project to a non-profit entity.
2011	Agency Placed an Agreement Containing Covenants on Property to restrict the units to 13 Very-Low Income and three (3) Low Income units for a 55 year period.
2012	Agency was dissolved, and Project transferred to the City of Brea Housing Authority Authority), which is the Housing Successor for the Agency.

¹ Building 137 E. Acacia was purchased on April 10, 2016, building 211 E. Acacia was purchased on January 2, 2007 and buildings 125 and 131 E. Acacia were purchased on January 17, 2007

2013	Authority Commissioned an assessment of the Project and \$640,000 of immediate Capital Improvements were identified.
2014	<p>Authority sold the Project to IHO for \$1,900,000 and provided \$100,000 for further rehabilitation.</p> <p>IHO funded the purchase with loans from the Authority, NeighborWorks Orange County (NHSOC) and also provided a \$40,000 loan to the Project to establish a Replacement Reserve fund.</p> <p>City also provided the \$100,000 in CDBG funds for improvements as a loan. Water leak occurred requiring \$25,000 of the CDBG funds to be used for repairs and clean-up, leaving only \$75,000 available for the scope of work.</p>
2015 to 2019	IHO has operated the Project and provided services to the tenants. In addition, IHO has also made capital improvements to the property.

CITY INVESTMENT

When the Agency purchased the Project in 2007, tenants were temporarily and permanently relocated and the following improvements were completed:

- Improvements focused on the property exterior architectural elements, such as landscaping, courtyard improvements, stone veneers, safety lighting and driveway improvements.
- The interior work also included new windows, blinds, flooring, painting, new bath and kitchen fixtures and mold removal.
- It should be noted that the renovation did not include updating any of the major systems, such as roofing, plumbing or structural issues with the carports.

According to the Agency's last Implementation Plan for 2011 to 2014, the Agency spent a total of \$5,503,000 to acquire, relocate and rehabilitate the Project.² An appraisal dated February 16, 2010 valued the property at \$3,200,000 at the highest and best use fair market value.

Regulatory Agreement

The funding source that was used by the Agency, low and moderate income housing set-aside funds (Set-Aside), required the Agency to place long-term affordability restrictions

² The \$5,503,000 was generated from the Agency's Incentive Program (\$4,605,547) and Rehab Program (\$897,735).

on the property. Therefore, in 2011, the Agency placed an Agreement Containing Covenants (Regulatory Agreement) on the property to restrict the Project as follows:

<i>Commencement Date:</i>	December 8, 2011
<i>Term:</i>	55 Years
<i>Expiration Date:</i>	December 8, 2066
<i>Affordability Restrictions</i>	13 Very-Low Income Units 3 Low Income Units Per H&SC Sections 50053, 50079.5 and 50105
<i>Over Income Households.</i>	If a Household's (HH) income increases over Low Income standards, the tenant must be given notice to vacate the premises when the existing lease expires.
<i>Filling Vacancies</i>	Owner is to notify the City within 14 days of a vacancy and then the City is to provide potential tenants per City Waiting List.
<i>Maximum Occupancy</i>	Two people per bedroom plus one period is the maximum household size, not including children born after date of initial occupancy.
<i>Annual Rent Increases</i>	IHO must submit a request to increase the monthly rent to the City for approval 90 days prior to December 19. Rents can only be increased once a year.
<i>Maximum Rent Increases</i>	Maximum increase for any one year period is 3%.
<i>Management Agent</i>	IHO is approved to manage the project. However, if a 3 rd party is to be used, IHO needs to submit the name and qualifications of proposed Agent prior to retaining the Agent. The City has right to approve or reasonably disapprove the Agent.
<i>Annual Report</i>	IHO must submit a Rent Roll, Annual Budget and Cash Flow projection to the City within 45 days of anniversary of the acquisition of the Project.

Disposition Negotiations

The Agency began negotiating with Jamboree Housing Corporation and Neighbor Works Orange County; however, neither non-profit was able to assemble the necessary financing to purchase the Project.

While the Agency was trying to identify a non-profit to transfer the Project to, the State of California eliminated redevelopment agencies and the Agency was dissolved. As such, the Project was transferred to the City of Brea Housing Authority (Authority), which is the Housing Successor for the Agency.

2013 Due Diligence Report

The Authority engaged Lane Construction Services to prepare a Due Diligence Report that outlined the condition of the 16 units. The Report identified approximately \$640,000 in capital improvements and immediate needs. This estimate included \$474,000 in hard costs and \$166,000 in soft costs. The detailed list of identified items is presented below:

Description		Total Budget
Site Improvements	Trash enclosures, guard railings, paving and surface parking, walkways	\$21,000
Building Systems	Garage Lighting / Security	4,800
Building – Roofing	Install New Shingle Roof	52,000
Building Improvements	Doors, Insulation, Laundry Room, Common Areas Flooring	19,200
Dwelling Units	Doors, Flooring, Painting, Finishes, Exhaust Systems, HVAC, Fixtures, Ceiling Fans	203,800
Total Recommended Items		\$473,600
Contractor Fees / General Requirements		66,304
Insurance & Bonds		18,897
Contingency		80,986
Total Capital Improvement Budget (March 2013)		\$639,786

It should be noted that only \$74,900 of the \$473,600 in recommended items were determined to be immediate needs.

City Ownership Summary

In summary, the Agency and Authority operated the Project from 2007 to 2014 and there were several unsuccessful attempts to locate a nonprofit corporation able to finance the acquisition, rehabilitation and operation of the 16 units. During this timeframe, the City spent a total of \$5,603,000 in Set-Aside and CDBG funds to acquire, relocate tenants and rehabilitate the property, or \$350,200 per unit. To date, the City has received approximately \$602,300 in purchase proceeds from the NHSOC Loan and the annual City Loan #1 payments.

IHO INVESTMENT

In 2014, IHO contacted the City with interest in expanding their current inventory of senior units to include family and special needs units. The goal was to acquire

additional properties on Acacia as they came on the market, which has not happened since IHO purchased the Project.

Purchase of Property

IHO purchased the Project in 2014 from the Authority for \$1,900,000, which was the estimated reuse value after the affordability restrictions and deferred maintenance were taken into account. The transaction also included a \$100,000 Rehab Loan to be used to address the immediate improvements that had been identified by Lane Construction Service.

Funding Sources

IHO financed the purchase of the Project with the following funding sources. It should be noted that the Authority and IHO entered into a \$100,000 Rehabilitation Loan (City Loan #3) funded with CDBG funds in order to finish some of unfinished capital improvements.

	City Loan #1	City Loan #2	NHSOC Loan ³	City Loan #3
Loan Amount	\$650,000	\$900,000	\$350,000	\$100,000
Funding Source	Set-Aside	Set-Aside	HCD	CDBG
Start Date	2/24/2014	2/24/2014	2/25/2014	2/24/2014
Term (Years)	20	55	10	20
Expiration Date	2/24/2034	12/8/2066	2/25/2024	2/24/2034
Interest Rate	3.00%	0.00%	5.00%	0.00%
Annual Payments	\$43,260	50% of Residual Receipts	\$17,500 Interest Only	\$0
End of Term	Due & Payable	Principal Forgiven	Due & Payable	Principal Forgiven
Security	1 st Trust Deed	2 nd Trust Deed	3 rd Trust Deed	4 th Trust Deed
Balance as of 1/1/2020	\$498,748	\$900,000	\$350,000	\$100,000

The NHSOC Loan provided the City with \$350,000 in upfront cash and the remainder of the purchase price is to be paid with a combination of the amortizing loan (City Loan #1) and the residual receipts loan (City Loan #2). However, the outstanding principal balance for City Loans #2 and 3 will be forgiven at the end of the term.

³ The NHSOC Loan is guaranteed by IHO.

IHO also loaned the Project \$40,000 to fund the Replacement Reserve fund. While, the particular terms of this Note have not been provided it is understood that this loan, with interest, the following is understood:

- If the City Loan #2 residual receipts payments commence within the first five years of the term, or February 24, 2019, then up to 100% of the residual receipts can be used to repay IHO for the \$40,000 set-aside for the Replacement Reserve.
- This payment is to be deducted and then the net residual receipts are to be split 50/50 between the City and IHO.

In 2014, after the sale transaction closed, the Project experienced a leak in the copper waterline. The repair of the waterline and the resulting water damaged used approximately \$25,000 of the CDBG funds. Therefore, only \$75,000 was available to be used for the identified needed improvements.

The NHSOC Loan will come due in early 2024, when the Project will need to payoff the \$350,000 principal balance. When approached by IHO about making modifications to the loan, NHSCO declined stating that the loan is governed by the State of California Department of Housing and Community Development (HCD). As such, NHSOC has limited options available for debt relief.

Operations

The following provides a summary of Project operations since IHO took ownership:

Property Management Services	IHO has engaged Barker Management to provide property management services while IHO has provided health fairs with free medical, dental and vision services and holiday events to the Acacia neighborhood.
Tenant Turnover	The tenant turnover has been low and IHO has taken advantage of renovating units when a tenant moves out.
Capital Improvements	<ul style="list-style-type: none">▪ Since taking ownership, IHO has completed the following capital improvements with the remaining \$75,000 of the City Loan #3 and Project cash flow.▪ Installation of new energy efficient water heaters;▪ Health and safety issues including seismic shut off valves , carport lighting, stairwell safety handrails and striping; and

	<ul style="list-style-type: none"> ▪ Ongoing plumbing and roof leaks and asphalt driveway repairs. ▪ It should be noted that IHO has also been completing ongoing maintenance and repairs as they come up at the Project, which are increasing over time.
Increasing Maintenance Costs	<ul style="list-style-type: none"> ▪ It has recently been discovered that there is asbestos in the popcorn ceilings in the units. Therefore, it will cost approximately \$25,000 per unit to test, remediate, repair and certify each unit as tenants move out in the future. This first unit was remediated in late 2019 and the process took approximately four months. ▪ It should be noted that the major systems of the Project that were built in the 1960s have not been replaced. In particular, the number of roof leaks have increased and are causing more damage when they occur. Since November 2019, there have been two major leaks in the roof.
Increasing Utilities Costs	Due to rate increases, instead of actual usage, the utility expenses for the property have also been increasing higher than expected.
Property Tax Exemption	IHO is a nonprofit and thus eligible for a property tax exemption. However, there was a delay in receiving the exemption and the Project had to borrow from the Replacement Reserve, funded by IHO, to pay the higher than expected property tax payments in the first two years of the Project. The approximately \$15,000 borrowed from the Replacement Reserve has since been replaced with cash flow.
Minimal Rent Increases	<ul style="list-style-type: none"> ▪ From 2013 through 2017, the Orange County area median income (AMI) as published by HCD did not change. Since the restricted rents are based on the AMI, therefore, the rents during this timeframe have only increased slightly instead of the projected 2.5% annual increase. ▪ In addition, the utility allowance published by the Orange County Housing Authority (OCHA) increased 25% for the two-bedroom units and 22% for the three-bedroom units between 2013 and 2016, further decreasing the restricted rents.
Evicting Over Income Tenants	<ul style="list-style-type: none"> ▪ IHO has experienced several tenants that have increased their annual household income to be over the Low Income restrictions.

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- The Regulatory Agreement and the City’s Legal Counsel indicate that the tenant must be given notice to vacate the premises when their lease expires if they are over income.
 - IHO Legal Counsel states that being over income is “cause” to evict a tenant from a unit. This has been an ongoing issue between the City and IHO Legal Counsel.
-

Identified Capital Improvements

In 2019, IHO and Lane Construction Services have developed a comprehensive list and budget for capital improvements that are necessary to keep the Project financially feasible and operating in a safe manner. The following summarizes the results of the analysis.

As of October 9, 2019	Description	Total Budget
Site Improvements	Fencing, trash enclosures, guard rails, paving and surface parking, garages, walkways and landscaping.	\$61,000
Building Systems	Piping, Sewer, Main Electrical, Wiring, Exterior and Garage Lighting	231,200
Building – Roofing	Reroofing buildings and garages	96,000
Building Improvements	Drainage, Exterior Painting, Siding/Cladding, Masonry, Windows, Framing, Insulation, Laundry Room and Common Area Finishes	491,200
Dwelling Units	Doors, Flooring, Painting, Finishes, Exhaust Systems, HVAC, Fixtures, Ceiling Fans	363,400
Total Recommended Items		\$1,242,800
Pre Construction Scope of Work & Bidding		10,000
General Requirements and Overhead (8%)		99,424
General Contractor Profit (6%)		74,568
Subtotal		\$1,426,792
Insurance & Bonds (3.5%)		49,938
City Fees, Permits (Est. 8%)		114,143
Construction Management		25,000
Subtotal		1,615,873
Contingency (15%)		242,381
Total Capital Improvement Budget		\$1,858,254

2014 – 2019 Cash Flow Analysis (Tables 1 and 2)

It should be noted that both IHO and the Authority assumed that the rental income and cash flow would increase sufficiently to allow for IHO to refinance the NHSOC loan at the end of the 10 year term, or 2024. The only reason that the annual Project income has been increasing for most of the IHO ownership period is that at least two of the tenants have Section 8 vouchers that provide additional income to the Project. The following summarizes the annual cash flow for the Project since IHO has taken ownership. More details for the cash flow are provided in Table 3:

	2014	2015	2016	2017	2018	2019
Annual Project Revenue	\$122,503	\$177,022	\$190,893	\$228,475	\$223,462	\$223,232
(Less) Operating Expenses	(82,527)	(120,960)	(94,095)	(102,040)	(104,954)	(98,290)
Net Operating Income	\$39,976	\$56,062	\$96,798	\$126,432	\$118,508	\$124,942
(Less) City Loan #1	(36,049)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
(Less) NSHOC Loan	(17,500)	(17,500)	(17,500)	(17,500)	(17,500)	(17,500)
(Less) Replacement Reserves	0	(4,000)	0	(11,203)	0	0
(Less) IHO Loan	0	0	0	0	0	0
Add: Replacement Reserve Cash	0	15,191	0	0	0	0
Net Cash Flow	(\$13,573)	\$6,494	\$36,039	\$54,473	\$57,749	\$64,183

From 2014 through 2018, the property only had two Section 8 tenants, and therefore, a residual receipts payment was not required on the City Loan #2. However, in 2019, a third Section 8 tenant moved in, which triggered the requirement for a payment to the City. IHO has not yet made this payment given that they are in the middle of renegotiating the loan terms with City staff. The IHO Loan has also not been paid.

2014 – 2019 Replacement Reserve

The following summarizes the status of the Project's Replacement Reserve Account:

	2014	2015	2016	2017	2018	2019
Beginning Balance	\$0	\$40,007	\$28,785	\$28,794	\$40,007	\$40,019
Deposits into Account	40,000	4,000	0	11,203	0	0
Interest Income (Bank Charges)	7	(31)	9	10	12	12
(Less) Cash Flow Issues	0	(15,191)	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0	0
Ending Balance	\$40,007	\$28,785	\$28,794	\$40,007	\$40,019	\$40,031

None of the improvements made to the property or repairs and maintenance expenditures have been paid for with the Replacement Reserve to date. The \$15,191

“expenditure” was used for a cash flow issue in 2015 from the delay in obtaining the property tax exemption approval. The Replacement Reserve was paid back with cash flow.

2020 – 2066 Cash Flow Projections (Tables 3, 4 and 5)

In Table 3, the 2020 IHO budget for the Project is provided based on the approved 2020 rents. KMA prepared a cash flow projection (Tables 4 and 5) for the Project, assuming the Status Quo, through the end of the affordability and loan terms in 2066. The basic assumptions are as follows:

1. The 2020 income and expense estimates detailed in Table 3 were used for the base year.
2. The annual increases in income are assumed to be as follows:
 - a. One and a half percent (1.5%) per year for base rents, 1.0% for interest and 2.0% for miscellaneous income;⁴
 - b. Three percent (3%) for Section 8 voucher subsidy with a continued number of three voucher tenants per year;⁵ and
 - c. A 6% vacancy and collection allowance. This is a higher than typical vacancy rate; however, given the amount of time needed to turnover a property in order to remediate the asbestos, the vacancy rate will likely increase. In addition, there is risk that the Section 8 tenants could move out and not be replaced.
3. The annual expenses are assumed to increase at 3% except for the following expenses:
 - a. Maintenance and repairs are projected to keep increasing at a higher rate than inflation due to deferred maintenance and age of the building, or 4% per year.

⁴ Since 2001, the AMI has increased by approximately 40% or an average of 1.81% per year. There were eight years with less than a 1% increase, of which five years had no increase, and the last three years have had over 5% annual increases. However, the 3% maximum annual increase of the Regulatory Agreement has limited the increase in Project rents to 30% , or 1.42% per year.

⁵ The Fair Market Rents used for the Section 8 contract rents has increased by 112% over the same period, or an average of 4.88% per year.

- b. It is also assumed that utilities will continue to increase higher than inflation at 4% per year.
 - c. Property taxes are estimated to increase at 2% year
 - d. No unexpected capital requirements are assumed to occur during this timeframe.
4. The residual receipts payments for the City Loan #2 were to commence in 2019. Therefore, a total of \$37,155 needs to be paid to the City in 2020 with future payments based on 50% of the residual receipts until the loan is repaid or the outstanding balance forgiven in 2066.
5. It is assumed that IHO will not use the Project's 50% share of the residual receipts to start paying down the NHSOC Loan in Year 2020. Instead the remaining cash flow will be held in reserve to pay off the loan in total in 2024. It is assumed that IHO will provide additional cash to the Project to pay the balance in February 2024, if necessary. This amount will be added as an IHO Loan to the Project to be repaid before the residual receipt's payment to the City Loan #2 thereafter.
6. No Replacement or Operating Reserve deposits are scheduled.

This analysis is based on information provided by IHO and is summarized as follows:

- 1. The NOI is projected to be negative from 2053 through the end of the affordability restrictions in 2066, totaling \$840,000, or a net present value (NPV) assuming a 6% discount rate of \$73,000 in today's dollars. This could cause difficulty if IHO wishes to obtain a 3rd party lender to refinance the property.
- 2. City Loan #1 is projected to be paid off in 2034, as required by the agreement.
- 3. The NHSOC Loan is projected to be paid in full in 2023. It is anticipated that IHO will not need to inject cash into the Project in 2024 to pay off the Note.
- 4. The IHO Loan for the \$40,000 initial Replacement Reserve deposit is not paid back as there isn't a provision in the Residual Receipts calculation for the payment. Therefore, reimbursement will be paid out of IHO's share of the Residual Receipts.

5. City Loan #2 is projected to receive a residual receipts payment for 2019 (\$32,092) in 2020 and 50% of residual receipts through 2066. No payments are expected in 2053 through 2066. Therefore, the City will forgive approximately \$125,500 in year 2066. The total cash payments to the City are estimated to total \$774,000 in nominal terms and \$350,000 in NPV terms.
6. City Loan #3 is anticipated to be forgiven in 2066 with no payments made to the City.
7. Therefore, the net cash flow that the Project is projected to receive to be used for capital expenditures and negative cash flow during operations is estimated at \$742,000 in nominal terms and \$318,000 in today's dollars.

CURRENT ISSUES

The following itemizes the Projects issues as of July 2020 that need to be addressed :

Need for Capital Improvements	<ul style="list-style-type: none">▪ Since November 2019, the roof has had two leaks, and is causing expensive repairs and maintenance issues, such as mold.▪ None of the major systems have been replaced since the Project was constructed in 1965. It is only a matter of time before a large and expensive component will need to be replaced.▪ In 2013, the Due Diligence Report estimated \$640,000 in improvements were needed, of which only \$75,000 were immediate concerns. By 2019, the cost to rehabilitate the 54 year old buildings has increased to approximately \$1,800,000.▪ Maintenance and repairs costs will continue to increase faster than inflation. At some point, the major systems will likely be broken beyond repair given the age of the buildings causing an unexpected major expenditure and no funding sources.
Other Funding Sources	<ul style="list-style-type: none">▪ The Regulatory Agreement has placed restrictions on the rents that don't allow the maximum very-low and low income rents to be charged. The unsubordinated Regulatory Agreement will prove to be an issue if the Project is refinanced.▪ The Project is not eligible for many of the County and State funding sources due to the project size and no community space for services.

	<ul style="list-style-type: none">▪ The City Loans #1 and 2 are not subordinated to the 3rd party lender. This will make it almost impossible to refinance the property. The NHSOC Loan will need to be paid out of cash flow or a capital contribution from IHO, which is guaranteeing the Loan.
Other Regulatory Agreement Issues	<ul style="list-style-type: none">▪ Disagreement about evictions of Over Income Tenants between IHO and City Legal Counsel needs to be resolved.▪ IHO is required to City involvement to identify potential tenants based on the City's Waiting List, which is no longer being staffed.
Economies of Scale	The original plan was for IHO and the City to acquire additional four-plexes on Acacia to clean up the neighborhood. This would have brought more economies of scale to managing the Project and allow for an onsite manager. However, since IHO has purchased the Project, there have been no sales of adjacent properties.
Imminent Payback of NSHOC Loan	NSHOC Loan needs to be refinanced by February 2024. If cash flow suffers and there isn't enough to pay off the \$350,000 principal balance, it is likely that IHO will walk away from the Project. IHO has made statements that they will not invest any more funds into the Project and has entertained the idea of turning the property back over to the City.
Lack of Reserves	The Project has no operating reserves at this time and minimal replacement reserves. Thus, if there are any unexpected events such as losing the Section 8 tenants, emergency replacement of major systems, future COVID-related nonpayment of rents, etc., the Project will not be able to support itself. Given that negative cash flow is anticipated within 30 years is also a negative mark against the Project. It is likely that IHO would turn the property back to the City instead of investing IHO capital into the Project.

CONCLUSION

While the City has made a significant investment in the Project and IHO has been managing the property in an acceptable manner, between bad luck and lack of funding sources, it is likely that the City will need to provide more funds to the Project or be at risk of owning the Project again. As such, it is recommended that the City and IHO establish a new strategy for the future of the Project.

Attachments

TABLE 1

HISTORICAL CASH FLOW ANALYSIS (2014 - 2019)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year	2014	2015	2016	2017	2018	2019
<u>Annual Project Revenue</u>						
Base Rent Payments	\$120,825	\$169,553	\$163,106	\$175,657	\$184,757	\$187,258
Section 8 Tenant Assistance Payments	0	3,013	24,430	31,777	24,786	32,495
Interest Income	0	3	5	5	5	5
Additional Income	1,678	4,452	3,352	21,036	13,914	3,474
Total Annual Project Revenue	\$122,503	\$177,022	\$190,893	\$228,475	\$223,462	\$223,232
<u>Operating Expenses</u>						
Administration Costs	\$35,460	\$21,492	\$13,768	\$25,585	\$22,646	\$19,666
Property Management Fees	6,707	7,770	8,074	8,493	8,565	8,874
Utilities	15,451	20,953	22,231	30,546	29,958	27,131
Maintenance & Repairs	16,151	32,270	28,565	25,632	34,061	30,818
Elevator Maintenance / Contract	1,349	(1,393)	2,882	3,251	0	0
Insurance	6,775	4,961	4,171	4,732	4,446	4,501
Property Taxes	633	34,907	14,404	3,802	5,279	7,300
Asset Management Fees	0	0	0	0	0	0
Total Operating Expenses	\$82,527	\$120,960	\$94,095	\$102,040	\$104,954	\$98,290
Net Operating Income	\$39,976	\$56,062	\$96,798	\$126,435	\$118,508	\$124,942
<u>Obligated Debt Service Payments</u>						
City Loan #1	\$36,049	\$43,259	\$43,259	\$43,259	\$43,259	\$43,259
NHSOC Loan	17,500	17,500	17,500	17,500	17,500	17,500
IHO Replacement Reserve Loan	0	0	0	0	0	0
Total Obligated Debt Service Payments	\$53,549	\$60,759	\$60,759	\$60,759	\$60,759	\$60,759
<u>Operating & Replacement Reserves</u>						
Operating Reserve Deposits	\$0	\$0	\$0	\$0	\$0	\$0
(Less) Cash from Operating Reserves	0	0	0	0	0	0
Replacement Reserve Deposits	0	4,000	0	11,203	0	0
Capital Improvements Expenditures	0	0	0	0	0	0
(Less) Cash from Replacement Reserves	0	(15,191)	0	0	0	0
Net Reserve Deposits	\$0	(\$11,191)	\$0	\$11,203	\$0	\$0
Net Cash Flow	(\$13,573)	\$6,494	\$36,039	\$54,473	\$57,749	\$64,183
(Less) Undistributed Cash Flow	13,573	(6,494)	(36,039)	(54,473)	(57,749)	(64,183)
Available Residual Receipts	\$0	\$0	\$0	\$0	\$0	\$0

TABLE 2

HISTORICAL ACCOUNT BALANCES (2014 - 2019)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year	2014	2015	2016	2017	2018	2019
Operating Reserve						
Beginning Balance	\$0	(\$13,573)	(\$7,079)	\$28,960	\$83,433	\$141,182
Interest Income	0	0	0	0	0	0
Scheduled Deposits	0	0	0	0	0	0
Deposit from Cash Flow	(13,573)	6,494	36,039	54,473	57,749	64,183
(Less) Negative Cash Flow	0	0	0	0	0	0
Ending Balance	(\$13,573)	(\$7,079)	\$28,960	\$83,433	\$141,182	\$205,366
Replacement Reserve						
Beginning Balance	\$40,000	\$40,007	\$28,785	\$28,794	\$40,007	\$40,019
Interest Income / (Fees)	7	(31)	9	10	12	12
Scheduled Deposits	0	4,000	0	11,203	0	0
Deposit from Cash Flow	0	0	0	0	0	0
(Less) Property Tax Cash Flow Issues	0	(15,191)	0	0	0	0
(Less) Capital Improvement Expenditures	0	0	0	0	0	0
Ending Balance	\$40,007	\$28,785	\$28,794	\$40,007	\$40,019	\$40,031
City Loan #1 (Acquisition)						
Beginning Balance	\$650,000	\$629,977	\$605,280	\$579,832	\$553,609	\$526,590
Interest Expense	16,026	18,562	17,810	17,036	16,239	15,417
(Less) Debt Service Payment	(36,049)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
Ending Balance	\$629,977	\$605,280	\$579,832	\$553,609	\$526,590	\$498,748
NHSOC Loan (Acquisition)						
Beginning Balance	\$350,000	\$350,000	\$350,000	\$350,000	\$350,000	\$350,000
Interest Expense	17,500	17,500	17,500	17,500	17,500	17,500
(Less) Debt Service Payment	(17,500)	(17,500)	(17,500)	(17,500)	(17,500)	(17,500)
Ending Balance	\$350,000	\$350,000	\$350,000	\$350,000	\$350,000	\$350,000
IHO Replacement Reserve Loan						
Beginning Balance	\$40,000	\$40,800	\$41,616	\$42,448	\$43,297	\$44,163
Interest Expense	800	816	832	849	866	883
(Less) Debt Service Payment	0	0	0	0	0	0
Ending Balance	\$40,800	\$41,616	\$42,448	\$43,297	\$44,163	\$45,046
City Loan #2 (Acquisition)						
Beginning Balance	\$900,000	\$900,000	\$900,000	\$900,000	\$900,000	\$900,000
Interest Expense	0	0	0	0	0	0
(Less) Residual Receipts Payment	0	0	0	0	0	0
(Less) Principal Forgiveness	0	0	0	0	0	0
Ending Balance	\$900,000	\$900,000	\$900,000	\$900,000	\$900,000	\$900,000
City Loan #3 (Rehab)						
Beginning Balance	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
Interest Expense	0	0	0	0	0	0
(Less) Principal Forgiveness	0	0	0	0	0	0
Ending Balance	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000

TABLE 3

2020 NET OPERATING INCOME PROJECTION - STATUS QUO
ACACIA APARTMENTS
BREA, CALIFORNIA

I. <u>Potential Gross Income</u>			
A. <u>Very-Low Income Units</u> ¹			
Two-Bedroom Units	12 Units	\$934 /Unit/Mo	\$134,496
Three-Bedroom Units	1 Units	\$1,064 /Unit/Mo	12,768
B. <u>Low Income Units</u> ¹			
Two-Bedroom Units	0 Units	\$1,149 /Unit/Mo	0
Three-Bedroom Units	3 Units	\$1,313 /Unit/Mo	47,268
C. <u>Section 8 Subsidy</u> ²			
Two-Bedroom Units	3 Units	\$1,061 /Unit/Mo	38,196
Three-Bedroom Units	0 Units	\$1,725 /Unit/Mo	0
D. <u>Miscellaneous Income</u> ³			
	16 Units	\$16 /Unit/Mo	3,000
Potential Gross Income	16 Units	\$1,228 /Unit/Mo	\$235,728
(Less) Vacancy & Collection Allowance ³	6% of PGI		<u>(13,813)</u>
Effective Gross Income			\$221,915
II. <u>Operating Expenses</u>			
A. <u>General Operating Expenses</u> ³			
Administrative	16 Units	\$1,289 /Unit	\$20,628
Property Management Fee	16 Units	\$49 /Unit/Mo	9,348
Utilities	16 Units	\$1,793 /Unit	28,692
Maintenance & Operations	16 Units	\$2,592 /Unit	41,472
Insurance	16 Units	\$298 /Unit	4,764
Total General Operating Expenses	16 Units	\$6,557 /Unit	\$104,904
B. <u>Property Taxes</u> ³			
	16 Units	\$250 /Unit	\$3,996
C. <u>City Monitoring Fees</u> ³			
	16 Units	\$0 /Unit	\$0
D. <u>Asset Management Fees</u> ³			
	16 Units	\$625 /Unit	\$9,996
Total Operating Expenses	16 Units	\$7,431 /Unit	\$118,896
III. <u>Net Operating Income</u>			\$103,019
Without Subsidy			\$67,061

¹ Assumes the rent calculation methodology per Regulatory Agreement; current approved rents for 2020; and the following utility allowances are deducted: \$67/2-bdrm units and \$85/3-bdrm units.

² Based on current Section 8 contract rents.

³ Based on IHO projections.

TABLE 4

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2020	2021	2022	2023	2024	2025	2026	2027	2028
Potential Gross Income										
Base Rent Payments	101.3%	\$194,532	\$197,061	\$199,623	\$202,218	\$204,847	\$207,510	\$210,207	\$212,940	\$215,708
Section 8 Tenant Assistance Payments	103.0%	38,196	39,342	40,522	41,738	42,990	44,280	45,608	46,976	48,386
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,000	3,060	3,121	3,184	3,247	3,312	3,378	3,446	3,515
Total Potential Gross Income		\$235,728	\$239,463	\$243,266	\$247,139	\$251,084	\$255,102	\$259,194	\$263,362	\$267,609
(Less) Vacancy & Collection Allowance	5.9%	(13,813)	(14,032)	(14,255)	(14,482)	(14,713)	(14,948)	(15,188)	(15,432)	(15,681)
Effective Gross Income		\$221,915	\$225,431	\$229,011	\$232,658	\$236,371	\$240,153	\$244,006	\$247,930	\$251,928
Operating Expenses										
Administration Costs	103.0%	\$20,628	\$21,247	\$21,884	\$22,541	\$23,217	\$23,914	\$24,631	\$25,370	\$26,131
Property Management Fees	103.0%	9,348	9,628	9,917	10,215	10,521	10,837	11,162	11,497	11,842
Utilities	104.0%	28,692	29,840	31,033	32,275	33,566	34,908	36,305	37,757	39,267
Maintenance & Repairs	104.0%	41,472	43,131	44,856	46,650	48,516	50,457	52,475	54,574	56,757
Insurance	103.0%	4,764	4,907	5,054	5,206	5,362	5,523	5,688	5,859	6,035
Property Taxes	102.0%	3,996	4,076	4,157	4,241	4,325	4,412	4,500	4,590	4,682
Asset Management Fees	103.0%	9,996	10,296	10,605	10,923	11,251	11,588	11,936	12,294	12,663
Total Operating Expenses		\$118,896	\$123,125	\$127,507	\$132,050	\$136,758	\$141,638	\$146,697	\$151,941	\$157,376
Net Operating Income		\$103,019	\$102,306	\$101,504	\$100,608	\$99,613	\$98,515	\$97,309	\$95,989	\$94,551

TABLE 4

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2029	2030	2031	2032	2033	2034	2035	2036	2037
Potential Gross Income										
Base Rent Payments	101.3%	\$218,512	\$221,353	\$224,231	\$227,146	\$230,099	\$233,090	\$236,120	\$239,190	\$242,299
Section 8 Tenant Assistance Payments	103.0%	49,837	51,332	52,872	54,458	56,092	57,775	59,508	61,293	63,132
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,585	3,657	3,730	3,805	3,881	3,958	4,038	4,118	4,201
Total Potential Gross Income		\$271,935	\$276,342	\$280,833	\$285,409	\$290,071	\$294,823	\$299,666	\$304,601	\$309,632
(Less) Vacancy & Collection Allowance	5.9%	(15,935)	(16,193)	(16,456)	(16,724)	(16,997)	(17,276)	(17,560)	(17,849)	(18,144)
Effective Gross Income		\$256,000	\$260,149	\$264,377	\$268,685	\$273,074	\$277,547	\$282,106	\$286,752	\$291,488
Operating Expenses										
Administration Costs	103.0%	\$26,915	\$27,722	\$28,554	\$29,411	\$30,293	\$31,202	\$32,138	\$33,102	\$34,095
Property Management Fees	103.0%	12,197	12,563	12,940	13,328	13,728	14,140	14,564	15,001	15,451
Utilities	104.0%	40,838	42,471	44,170	45,937	47,774	49,685	51,673	53,740	55,889
Maintenance & Repairs	104.0%	59,028	61,389	63,844	66,398	69,054	71,816	74,689	77,676	80,783
Insurance	103.0%	6,216	6,402	6,594	6,792	6,996	7,206	7,422	7,645	7,874
Property Taxes	102.0%	4,776	4,871	4,969	5,068	5,169	5,273	5,378	5,486	5,595
Asset Management Fees	103.0%	13,043	13,434	13,837	14,252	14,679	15,120	15,573	16,041	16,522
Total Operating Expenses		\$163,011	\$168,852	\$174,908	\$181,186	\$187,694	\$194,441	\$201,437	\$208,690	\$216,210
Net Operating Income		\$92,989	\$91,297	\$89,469	\$87,499	\$85,380	\$83,106	\$80,669	\$78,063	\$75,279

TABLE 4

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2038	2039	2040	2041	2042	2043	2044	2045	2046
Potential Gross Income										
Base Rent Payments	101.3%	\$245,449	\$248,640	\$251,872	\$255,146	\$258,463	\$261,823	\$265,227	\$268,675	\$272,168
Section 8 Tenant Assistance Payments	103.0%	65,026	66,977	68,986	71,056	73,187	75,383	77,645	79,974	82,373
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	4,285	4,370	4,458	4,547	4,638	4,731	4,825	4,922	5,020
Total Potential Gross Income		\$314,760	\$319,987	\$325,316	\$330,749	\$336,289	\$341,937	\$347,697	\$353,571	\$359,561
(Less) Vacancy & Collection Allowance	5.9%	(18,444)	(18,750)	(19,063)	(19,381)	(19,706)	(20,037)	(20,374)	(20,718)	(21,069)
Effective Gross Income		\$296,316	\$301,237	\$306,253	\$311,368	\$316,583	\$321,901	\$327,323	\$332,852	\$338,492
Operating Expenses										
Administration Costs	103.0%	\$35,118	\$36,171	\$37,256	\$38,374	\$39,525	\$40,711	\$41,932	\$43,190	\$44,486
Property Management Fees	103.0%	15,914	16,392	16,884	17,390	17,912	18,449	19,003	19,573	20,160
Utilities	104.0%	58,125	60,450	62,868	65,382	67,998	70,718	73,546	76,488	79,548
Maintenance & Repairs	104.0%	84,015	87,375	90,870	94,505	98,285	102,217	106,305	110,558	114,980
Insurance	103.0%	8,110	8,354	8,604	8,862	9,128	9,402	9,684	9,975	10,274
Property Taxes	102.0%	5,707	5,821	5,938	6,057	6,178	6,301	6,427	6,556	6,687
Asset Management Fees	103.0%	17,018	17,528	18,054	18,596	19,153	19,728	20,320	20,929	21,557
Total Operating Expenses		\$224,007	\$232,091	\$240,474	\$249,166	\$258,180	\$267,526	\$277,218	\$287,269	\$297,692
Net Operating Income		\$72,309	\$69,145	\$65,779	\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800

TABLE 4

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2047	2048	2049	2050	2051	2052	2053	2054	2055
Potential Gross Income										
Base Rent Payments	101.3%	\$275,706	\$279,290	\$282,921	\$286,599	\$290,325	\$294,099	\$297,922	\$301,795	\$305,718
Section 8 Tenant Assistance Payments	103.0%	84,844	87,390	90,011	92,712	95,493	98,358	101,309	104,348	107,478
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	5,121	5,223	5,328	5,434	5,543	5,654	5,767	5,882	6,000
Total Potential Gross Income		\$365,671	\$371,903	\$378,260	\$384,745	\$391,360	\$398,110	\$404,997	\$412,025	\$419,196
(Less) Vacancy & Collection Allowance	5.9%	(21,427)	(21,792)	(22,165)	(22,545)	(22,933)	(23,328)	(23,732)	(24,144)	(24,564)
Effective Gross Income		\$344,244	\$350,110	\$356,095	\$362,200	\$368,428	\$374,782	\$381,266	\$387,881	\$394,633
Operating Expenses										
Administration Costs	103.0%	\$45,821	\$47,195	\$48,611	\$50,070	\$51,572	\$53,119	\$54,712	\$56,354	\$58,044
Property Management Fees	103.0%	20,765	21,388	22,029	22,690	23,371	24,072	24,794	25,538	26,304
Utilities	104.0%	82,730	86,039	89,480	93,060	96,782	100,653	104,679	108,867	113,221
Maintenance & Repairs	104.0%	119,579	124,362	129,337	134,510	139,891	145,486	151,306	157,358	163,652
Insurance	103.0%	10,582	10,900	11,227	11,563	11,910	12,268	12,636	13,015	13,405
Property Taxes	102.0%	6,821	6,957	7,096	7,238	7,383	7,531	7,681	7,835	7,992
Asset Management Fees	103.0%	22,204	22,870	23,556	24,263	24,991	25,741	26,513	27,308	28,127
Total Operating Expenses		\$308,501	\$319,711	\$331,337	\$343,394	\$355,899	\$368,869	\$382,321	\$396,274	\$410,746
Net Operating Income		\$35,743	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	(\$1,055)	(\$8,392)	(\$16,113)

TABLE 4

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2056	2057	2058	2059	2060	2061	2062	2063	2064
Potential Gross Income										
Base Rent Payments	101.3%	\$309,693	\$313,719	\$317,797	\$321,928	\$326,114	\$330,353	\$334,648	\$338,998	\$343,405
Section 8 Tenant Assistance Payments	103.0%	110,703	114,024	117,444	120,968	124,597	128,335	132,185	136,150	140,235
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	6,120	6,242	6,367	6,494	6,624	6,757	6,892	7,030	7,170
Total Potential Gross Income		\$426,515	\$433,985	\$441,608	\$449,390	\$457,334	\$465,444	\$473,724	\$482,178	\$490,810
(Less) Vacancy & Collection Allowance	5.9%	(24,993)	(25,430)	(25,877)	(26,333)	(26,799)	(27,274)	(27,759)	(28,254)	(28,760)
Effective Gross Income		\$401,522	\$408,554	\$415,731	\$423,057	\$430,536	\$438,171	\$445,965	\$453,924	\$462,050
Operating Expenses										
Administration Costs	103.0%	\$59,786	\$61,579	\$63,427	\$65,329	\$67,289	\$69,308	\$71,387	\$73,529	\$75,735
Property Management Fees	103.0%	27,093	27,906	28,743	29,605	30,494	31,408	32,351	33,321	34,321
Utilities	104.0%	117,750	122,460	127,358	132,453	137,751	143,261	148,991	154,951	161,149
Maintenance & Repairs	104.0%	170,198	177,006	184,086	191,450	199,108	207,072	215,355	223,969	232,928
Insurance	103.0%	13,807	14,222	14,648	15,088	15,540	16,007	16,487	16,981	17,491
Property Taxes	102.0%	8,151	8,314	8,481	8,650	8,823	9,000	9,180	9,363	9,551
Asset Management Fees	103.0%	28,971	29,840	30,736	31,658	32,607	33,586	34,593	35,631	36,700
Total Operating Expenses		\$425,757	\$441,328	\$457,479	\$474,233	\$491,613	\$509,641	\$528,344	\$547,746	\$567,874
Net Operating Income		(\$24,235)	(\$32,773)	(\$41,748)	(\$51,176)	(\$61,077)	(\$71,471)	(\$82,379)	(\$93,822)	(\$105,824)

TABLE 4

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2065	2066
Potential Gross Income			
Base Rent Payments	101.3%	\$347,869	\$352,392
Section 8 Tenant Assistance Payments	103.0%	144,442	148,775
Interest Income	101.0%	0	0
Additional Income	102.0%	7,314	7,460
Total Potential Gross Income		\$499,625	\$508,627
(Less) Vacancy & Collection Allowance	5.9%	(29,277)	(29,804)
Effective Gross Income		\$470,348	\$478,822
Operating Expenses			
Administration Costs	103.0%	\$78,007	\$80,347
Property Management Fees	103.0%	35,350	36,411
Utilities	104.0%	167,595	174,299
Maintenance & Repairs	104.0%	242,245	251,935
Insurance	103.0%	18,016	18,556
Property Taxes	102.0%	9,742	9,936
Asset Management Fees	103.0%	37,801	38,935
Total Operating Expenses		\$588,755	\$610,419
Net Operating Income		(\$118,407)	(\$131,597)

TABLE 5

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2020	2021	2022	2023	2024	2025	2026
Net Operating Income		\$103,019	\$102,306	\$101,504	\$100,608	\$99,613	\$98,515	\$97,309
(Less) City Loan #1 Payments		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
(Less) NHSOC Loan Payments		(233,034)	(59,047)	(58,245)	(29,404)	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves		173,274	0	0	0	0	0	0
Net Cash Flow		\$0	\$0	\$0	\$27,945	\$56,354	\$55,256	\$54,050
Residual Receipts		\$0	\$0	\$0	\$27,945	\$56,354	\$55,256	\$54,050
To City Loans	50% of RR	\$0	\$0	\$0	\$13,972	\$28,177	\$27,628	\$27,025
To IHO/Project	50% of RR	\$0	\$0	\$0	\$13,972	\$28,177	\$27,628	\$27,025
City Loan #1		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$498,748	\$470,059	\$440,498	\$410,038	\$378,651	\$346,310	\$312,985
BB for Interest Calculation		498,748	470,059	440,498	410,038	378,651	346,310	312,985
Interest	3.00% Interest	14,570	13,698	12,798	11,872	10,917	9,934	8,920
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	0	0	0	0	0	0	0
(Less) Total Debt Service		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
Ending Balance		\$470,059	\$440,498	\$410,038	\$378,651	\$346,310	\$312,985	\$278,646
City Loan #2		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$900,000	\$867,908	\$867,908	\$867,908	\$853,936	\$825,759	\$798,131
BB for Interest Calculation		900,000	867,908	867,908	867,908	853,936	825,759	798,131
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(32,092)	(0)	(0)	(13,972)	(28,177)	(27,628)	(27,025)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$867,908	\$867,908	\$867,908	\$853,936	\$825,759	\$798,131	\$771,106
City Loan #3		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
BB for Interest Calculation		100,000	100,000	100,000	100,000	100,000	100,000	100,000
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
City Loan #4		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$350,000	\$134,466	\$82,142	\$28,004	(\$0)		
Interest	5.00% Interest	17,500	6,723	4,107	1,400	(0)		
(Less) Principal Reduction		(215,534)	(52,324)	(54,138)	(28,004)	0		
(Less) Interest Payment		(17,500)	(6,723)	(4,107)	(1,400)	0		
Ending Balance		\$134,466	\$82,142	\$28,004	(\$0)	(\$0)		
IHO Reserve Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$45,046	\$45,947	\$46,866	\$47,803	\$48,759		
Interest	2.00% Interest	901	919	937	956	975		
(Less) Payment		0	0	0	0	0		
Ending Balance		\$45,947	\$46,866	\$47,803	\$48,759	\$49,735	\$0	\$0
Operating Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$173,274	\$0	\$0	\$0	\$13,973	\$42,150	\$69,778
Add: Cash Flow Deposits		0	0	0	13,972	28,177	27,628	27,025
(Less) Negative Cash Flow		(173,274)	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$13,973	\$42,150	\$69,778	\$96,803
Replacement Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits		0	0	0	0	0	0	0
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

TABLE 5

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2027	2028	2029	2030	2031	2032	2033
Net Operating Income		\$95,989	\$94,551	\$92,989	\$91,297	\$89,469	\$87,499	\$85,380
(Less) City Loan #1 Payments		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$52,731	\$51,293	\$49,730	\$48,038	\$46,210	\$44,240	\$42,122
Residual Receipts		\$52,731	\$51,293	\$49,730	\$48,038	\$46,210	\$44,240	\$42,122
To City Loans	50% of RR	\$26,365	\$25,646	\$24,865	\$24,019	\$23,105	\$22,120	\$21,061
To IHO/Project	50% of RR	\$26,365	\$25,646	\$24,865	\$24,019	\$23,105	\$22,120	\$21,061
City Loan #1		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$278,646	\$243,263	\$206,804	\$169,236	\$130,525	\$90,637	\$49,535
BB for Interest Calculation		278,646	243,263	206,804	169,236	130,525	90,637	49,535
Interest	3.00% Interest	7,876	6,799	5,690	4,548	3,370	2,157	907
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	0	0	0	0	0	0	0
(Less) Total Debt Service		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
Ending Balance		\$243,263	\$206,804	\$169,236	\$130,525	\$90,637	\$49,535	\$7,183
City Loan #2		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$771,106	\$744,741	\$719,095	\$694,230	\$670,211	\$647,106	\$624,986
BB for Interest Calculation		771,106	744,741	719,095	694,230	670,211	647,106	624,986
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(26,365)	(25,646)	(24,865)	(24,019)	(23,105)	(22,120)	(21,061)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$744,741	\$719,095	\$694,230	\$670,211	\$647,106	\$624,986	\$603,925
City Loan #3		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
BB for Interest Calculation		100,000	100,000	100,000	100,000	100,000	100,000	100,000
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
City Loan #4		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$96,803	\$123,169	\$148,815	\$173,680	\$197,699	\$220,804	\$242,925
Add: Cash Flow Deposits		26,365	25,646	24,865	24,019	23,105	22,120	21,061
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$123,169	\$148,815	\$173,680	\$197,699	\$220,804	\$242,925	\$263,985
Replacement Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits		0	0	0	0	0	0	0
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

TABLE 5

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2034	2035	2036	2037	2038	2039	2040
Net Operating Income		\$83,106	\$80,669	\$78,063	\$75,279	\$72,309	\$69,145	\$65,779
(Less) City Loan #1 Payments		(7,210)	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$75,896	\$80,669	\$78,063	\$75,279	\$72,309	\$69,145	\$65,779
Residual Receipts		\$75,896	\$80,669	\$78,063	\$75,279	\$72,309	\$69,145	\$65,779
To City Loans	50% of RR	\$37,948	\$40,335	\$39,031	\$37,639	\$36,155	\$34,573	\$32,890
To IHO/Project	50% of RR	\$37,948	\$40,335	\$39,031	\$37,639	\$36,155	\$34,573	\$32,890
City Loan #1		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$7,183						
BB for Interest Calculation		7,183						
Interest	3.00% Interest	27						
(Less) Residual Receipts Payment	0% of RR	0						
(Less) Forgiven Principal	15 Years	0						
(Less) Total Debt Service		(7,210)						
Ending Balance		\$0						
City Loan #2		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$603,925	\$565,977	\$525,642	\$486,611	\$448,972	\$412,817	\$378,244
BB for Interest Calculation		603,925	565,977	525,642	486,611	448,972	412,817	378,244
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(37,948)	(40,335)	(39,031)	(37,639)	(36,155)	(34,573)	(32,890)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$565,977	\$525,642	\$486,611	\$448,972	\$412,817	\$378,244	\$345,354
City Loan #3		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$100,000	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		100,000	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	(100,000)	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2034	2035	2036	2037	2038	2039	2040
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2034	2035	2036	2037	2038	2039	2040
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$263,985	\$301,934	\$342,268	\$381,300	\$418,939	\$455,094	\$489,666
Add: Cash Flow Deposits		37,948	40,335	39,031	37,639	36,155	34,573	32,890
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$301,934	\$342,268	\$381,300	\$418,939	\$455,094	\$489,666	\$522,556
Replacement Reserves		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits		0	0	0	0	0	0	0
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

TABLE 5

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2041	2042	2043	2044	2045	2046	2047
Net Operating Income		\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800	\$35,743
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800	\$35,743
Residual Receipts		\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800	\$35,743
To City Loans	50% of RR	\$31,101	\$29,202	\$27,187	\$25,052	\$22,792	\$20,400	\$17,871
To IHO/Project	50% of RR	\$31,101	\$29,202	\$27,187	\$25,052	\$22,792	\$20,400	\$17,871
City Loan #1		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
BB for Interest Calculation								
Interest	3.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	15 Years							
(Less) Total Debt Service								
Ending Balance								
City Loan #2		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$345,354	\$314,253	\$285,051	\$257,864	\$232,812	\$210,020	\$189,620
BB for Interest Calculation		345,354	314,253	285,051	257,864	232,812	210,020	189,620
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(31,101)	(29,202)	(27,187)	(25,052)	(22,792)	(20,400)	(17,871)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$314,253	\$285,051	\$257,864	\$232,812	\$210,020	\$189,620	\$171,749
City Loan #3		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$522,556	\$553,657	\$582,859	\$610,046	\$635,099	\$657,890	\$678,290
Add: Cash Flow Deposits		31,101	29,202	27,187	25,052	22,792	20,400	17,871
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$553,657	\$582,859	\$610,046	\$635,099	\$657,890	\$678,290	\$696,162
Replacement Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits		0	0	0	0	0	0	0
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

TABLE 5

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year	2048	2049	2050	2051	2052	2053	2054
Net Operating Income	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	(\$1,055)	(\$8,392)
(Less) City Loan #1 Payments	0	0	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits \$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves	0	0	0	0	0	1,055	8,392
Net Cash Flow	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	\$0	\$0
Residual Receipts	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	\$0	\$0
To City Loans 50% of RR	\$15,200	\$12,379	\$9,403	\$6,264	\$2,957	\$0	\$0
To IHO/Project 50% of RR	\$15,200	\$12,379	\$9,403	\$6,264	\$2,957	\$0	\$0
City Loan #1	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
BB for Interest Calculation							
Interest 3.00% Interest							
(Less) Residual Receipts Payment 0% of RR							
(Less) Forgiven Principal 15 Years							
(Less) Total Debt Service							
Ending Balance							
City Loan #2	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$171,749	\$156,549	\$144,170	\$134,767	\$128,503	\$125,546	\$125,546
BB for Interest Calculation	171,749	156,549	144,170	134,767	128,503	125,546	125,546
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 50% of RR	(15,200)	(12,379)	(9,403)	(6,264)	(2,957)	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$156,549	\$144,170	\$134,767	\$128,503	\$125,546	\$125,546	\$125,546
City Loan #3	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
Interest 5.00% Interest							
(Less) Principal Reduction							
(Less) Interest Payment							
Ending Balance							
IHO Reserve Loan	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
Interest 2.00% Interest							
(Less) Payment							
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$696,162	\$711,361	\$723,741	\$733,143	\$739,408	\$742,364	\$741,309
Add: Cash Flow Deposits	15,200	12,379	9,403	6,264	2,957	0	0
(Less) Negative Cash Flow	0	0	0	0	0	(1,055)	(8,392)
Ending Balance	\$711,361	\$723,741	\$733,143	\$739,408	\$742,364	\$741,309	\$732,917
Replacement Reserves	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits	0	0	0	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0	0	0
Ending Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

TABLE 5

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year	2055	2056	2057	2058	2059	2060	2061
Net Operating Income	(\$16,113)	(\$24,235)	(\$32,773)	(\$41,748)	(\$51,176)	(\$61,077)	(\$71,471)
(Less) City Loan #1 Payments	0	0	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits \$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves	16,113	24,235	32,773	41,748	51,176	61,077	71,471
Net Cash Flow	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Residual Receipts	\$0	\$0	\$0	\$0	\$0	\$0	\$0
To City Loans 50% of RR	\$0	\$0	\$0	\$0	\$0	\$0	\$0
To IHO/Project 50% of RR	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #1	2055	2056	2057	2058	2059	2060	2061
Beginning Balance							
BB for Interest Calculation							
Interest 3.00% Interest							
(Less) Residual Receipts Payment 0% of RR							
(Less) Forgiven Principal 15 Years							
(Less) Total Debt Service							
Ending Balance							
City Loan #2	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
BB for Interest Calculation	125,546	125,546	125,546	125,546	125,546	125,546	125,546
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
City Loan #3	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2055	2056	2057	2058	2059	2060	2061
Beginning Balance							
Interest 5.00% Interest							
(Less) Principal Reduction							
(Less) Interest Payment							
Ending Balance							
IHO Reserve Loan	2055	2056	2057	2058	2059	2060	2061
Beginning Balance							
Interest 2.00% Interest							
(Less) Payment							
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$732,917	\$716,803	\$692,569	\$659,795	\$618,048	\$566,872	\$505,795
Add: Cash Flow Deposits	0	0	0	0	0	0	0
(Less) Negative Cash Flow	(16,113)	(24,235)	(32,773)	(41,748)	(51,176)	(61,077)	(71,471)
Ending Balance	\$716,803	\$692,569	\$659,795	\$618,048	\$566,872	\$505,795	\$434,324
Replacement Reserves	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits	0	0	0	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0	0	0
Ending Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

TABLE 5

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year	2062	2063	2064	2065	2066
Net Operating Income	(\$82,379)	(\$93,822)	(\$105,824)	(\$118,407)	(\$131,597)
(Less) City Loan #1 Payments	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0
(Less) Replacement Reserve Deposits \$0 /Unit	0	0	0	0	0
Add: Operating Reserves	82,379	93,822	105,824	118,407	33,892
Net Cash Flow	\$0	\$0	\$0	\$0	(\$97,705)
Residual Receipts	\$0	\$0	\$0	\$0	\$0
To City Loans 50% of RR	\$0	\$0	\$0	\$0	\$0
To IHO/Project 50% of RR	\$0	\$0	\$0	\$0	\$0
City Loan #1	2062	2063	2064	2065	2066
Beginning Balance					
BB for Interest Calculation					
Interest 3.00% Interest					
(Less) Residual Receipts Payment 0% of RR					
(Less) Forgiven Principal 15 Years					
(Less) Total Debt Service					
Ending Balance					
City Loan #2	2062	2063	2064	2065	2066
Beginning Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
BB for Interest Calculation	125,546	125,546	125,546	125,546	125,546
Interest 0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment 50% of RR	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0
Ending Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
City Loan #3	2062	2063	2064	2065	2066
Beginning Balance	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0
City Loan #4	2062	2063	2064	2065	2066
Beginning Balance	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2062	2063	2064	2065	2066
Beginning Balance					
Interest 5.00% Interest					
(Less) Principal Reduction					
(Less) Interest Payment					
Ending Balance					
IHO Reserve Loan	2062	2063	2064	2065	2066
Beginning Balance					
Interest 2.00% Interest					
(Less) Payment					
Ending Balance	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2062	2063	2064	2065	2066
Beginning Balance	\$434,324	\$351,946	\$258,123	\$152,299	\$33,892
Add: Cash Flow Deposits	0	0	0	0	0
(Less) Negative Cash Flow	(82,379)	(93,822)	(105,824)	(118,407)	(33,892)
Ending Balance	\$351,946	\$258,123	\$152,299	\$33,892	\$0
Replacement Reserves	2062	2063	2064	2065	2066
Beginning Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits	0	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0
Ending Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031



KEYSER MARSTON ASSOCIATES™
ADVISORS IN PUBLIC/PRIVATE REAL ESTATE DEVELOPMENT

MEMORANDUM

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SAN DIEGO
Paul C. Marra

To: Marie Dao, Management Analyst
City of Brea

From: Julie Romey

Date: July 30, 2020

Subject: Acacia Apartments – IHO Proposal

At the request of the City of Brea (Brea), Keyser Marston Associates, Inc. (KMA) has reviewed the proposal submitted by Innovative Housing Solutions, Inc. (IHO) to enable the 16-unit apartment project located at 125, 131, 137 and 211 East Acacia Street (Project) to remain financially viable into the future. This analysis is in addition to the July 10, 2020 KMA memorandum that provided the history of the Project and the current issues with the property.

EXECUTIVE SUMMARY

The City has previously invested \$5,503,000 into acquiring, relocating tenants and rehabilitating the Project. In 2014, the Project was sold to IHO, with the City carrying back a total of \$5,153,000 in loans and receiving \$350,000 in cash payment. Since 2014, the Project has experienced minimal rent increases and significant maintenance and repair expenses due to the age of the buildings. IHO has a \$350,000 loan that needs to be repaid by 2024 and cannot finance the needed rehabilitation with cash flow. As such, they are considering returning the property to the City. In order to ensure future financial viability of the Project, IHO has proposed the following:

1. IHO requests that the City fund 100% of the \$2,083,000 in estimated rehabilitation of the property. This assistance is in addition to the 5,153,000 net City investment in the Project. The total subsidy would total \$7,236,000, or \$452,250 per unit

2. Allow over income tenants to remain in units and pay increased rents.
3. Allow annual maximum rent increases to be 5% instead of 3%.
4. Modify rent calculation so that three-bedroom rents can be increased.
5. The annual fixed payments on City Loan #1 be changed to a residual receipts loan with no interest.
6. In order for IHO's equity position to increase, IHO requests that annual principal forgiveness be added to the City Loans.

Based on the KMA analysis the impact of the IHO Proposal to the City would be as follows:

1. The City would need to identify \$2,083,000 in funds for the Project. Presumably the funding sources would be either In-Lieu Fees or Low and Moderate Income Housing Asset Fund (LMIHAF) money that would place additional requirements on the Project.
2. The City would lose a guaranteed \$43,259 annual cash payment from City Loan #1 through 2034.
3. Net impact to the City is estimated to be negative \$1,110,000 in net present value terms.
4. IHO and Project will be in a more secure financial position; therefore, IHO will not likely return the property to the City.

Based on KMA's analysis of the IHO Proposal, and with thought that the City does not want to be the owner of the Project, the following counter proposal is recommended:

KMA Recommendations	
Additional Subsidy	\$500,000, which includes the immediate rehabilitation needs and the asbestos remediation.
Loan Modifications	
City Loan #1	No changes so that the City will continue to receive \$43,260 per year through 2034.

City Loan #2	Add \$500,000 in additional principal to the residual receipts loan; do not allow annual principal forgiveness; extend term to 2074 (55 years).
City Loan #3	No Changes
Subordination	Do not allow City Loans to be subordinated to a third party loan.
Residual Receipts Calculation	Add \$300 per unit annual Replacement Reserve deposits to Operating Expense definition Require Operating Reserve deposits to be funded with IHO's share of Residual Receipts Restrict the Asset Management Fee to \$7,500 Allow NHSOC Loan to be paid off with 100% cash flow Allow IHO Loan to be repaid after NHSOC Loan repayment with 100% cash flow
Regulatory Agreement Modifications	
Waiting List	Remove from City responsibilities
Change Household Size for Rent Calculation	Do not allow household size to change to 1.5 times number of bedrooms.
Change Maximum Annual Rent Increase	Allow maximum annual rent increase to change to 5% in order to ensure financial viability in the future given that the Project is 100% rent restricted.
Over Income Tenant Issue	Request that the City and IHO Legal Counsels resolve this issue.

BACKGROUND STATEMENT

Between 2007 and 2014, the City invested \$5,503,000 into acquiring, relocating tenants, and rehabilitating the Project. In 2014, IHO purchased the income restricted Project for \$1,900,000, which was funded with two City loans (City Loan #1 and City Loan #2) plus a \$350,000 interest only loan from NeighborWorks Orange County (NHSOC Loan). The City also provided a \$100,000 CDBG loan (City Loan #3) for repairs and further rehabilitation needs that were itemized in the 2013 Due Diligence Report prepared by Lane Construction Services. Only \$75,000 of the \$640,000 estimated items have been completed by IHO given the lack of Project cash flow.

Over the past two years, the City and IHO have been in discussions over how to modify the current deal structure to enable further financial feasibility of the Project. Lane Construction Services has also updated their 2013 Report and concluded that the

Project needs approximately \$1,858,000 in rehabilitation and IHO has recently discovered that the popcorn ceilings have asbestos and need to be remediated at an estimated cost of an additional \$225,000. As the NHSOC Loan is coming due in 2024 and IHO has guaranteed the \$350,000 principal payment, IHO is concerned about the near-term as well as long-term financial health of the Project.

The following analysis compares the financial situation of the City and IHO/Project assuming the IHO Proposal to the Status Quo analysis included in the July 10, 2020 KMA analysis. KMA also offers a recommended proposal for the City to counter back to IHO. The financial analysis is organized as follows and is located at the end of this analysis:

Appendix A	
Table 1	Budget Capital Improvements Recommendations as of 10/9/2019
Table 2	Comparison of Alternatives

Appendix B – Status Quo Analysis	
Appendix C – IHO Proposal Analysis	
Appendix D – KMA Recommendation Analysis	
Table 1	2020 Net Operating Income Projection
Table 2	Projected NOI (2020 – End of Affordability Restrictions)
Table 3	Cash Flow Analysis (2020 – End of Affordability Restrictions)

IHO PROPOSAL DESCRIPTION (APPENDIX A)

Over the past two years, IHO has submitted several proposals to the City as the Project has faced a lot of maintenance and rent issues. The following summarizes the overall IHO goals in regard to their proposal:

1. Pay off the \$350,000 principal balance of the NHSOC Loan by 2024;
2. Replace roofs on all four buildings and resolve the moisture issues;
3. Resolve the issue regarding eviction of tenants that exceed low income restrictions;
4. Establish replacement and operating reserves for the Project;
5. Adjust the affordable rent calculation; and
6. Increase IHO equity in the Project.

The current IHO proposal that has been submitted for the City’s consideration is discussed below.

Funding Assistance Request

As discussed in the July 10, 2020 KMA memorandum, while the City has invested approximately \$5,600,000 in the Project, none of the major systems have been replaced and the buildings are over 55 years old. In 2013 when the City review of the buildings was prepared, a total of \$640,000 in necessary repairs were identified, of which only approximately \$75,000 of these repairs have taken place due to the lack of funding sources. In particular, the roofs have been leaking every year and causing significant maintenance and repairs expenses and the exhaust repairs that the City made have not solved the moisture/mold issues.

Appendix A - Table 1 itemizes the current list of repairs that need to occur in order to minimize the annual maintenance and repairs expenditures and keep the property in good shape for the future. The total budget for all of these repairs is approximately \$1,858,000. However, since the Lane Construction Services estimate was prepared in October 2019, it was discovered that the popcorn ceilings in all of the units have asbestos. One unit has been remediated of the asbestos and it has cost approximately \$25,000 to test, remediate, repair and certify the remediation. Therefore, the remaining 15 units will also need to go through the same process, which is estimated to cost an additional \$225,000, or \$15,000 per unit.

As such, IHO is proposing that the City provide a fourth loan with the following loan terms (City Loan #4)

Proposed City Loan #4	
Principal Amount	\$2,083,000
Interest Rate	3.00% Simple
Loan Term	46 Years
Expiration Year	2066
Annual Payment	50% of Residual Receipts after City Loans #1 & 2 are paid in full
Residual Receipts Definition	Requested Changes Discussed Below

Annual Principal Forgiveness	\$44,319/Year from 2020 through 2066 (47 Years)
End of Term	Due and Payable
Subordination	Subordinate to City Loans 1-3 and NHSOC Loan
Trust Deed Position	5 th Trust Deed

NHSOC Loan Refinancing

At one point during the negotiations, IHO requested that the \$350,000 NHSOC Loan, which is due and payable in 2024, be allowed to be refinanced with a third party loan up to \$550,000. The new proceeds were to be used to pay off the NHSOC Loan as well as fund \$200,000 in capital improvements to the Project. IHO was also requesting that the City Loans be subordinated to the third party loan.

However, KMA understands that if the other terms of the IHO Proposal are accepted, and the City provides additional funds for rehabilitation purposes, IHO will be able to use Project cash flow to pay off the NHSOC Loan and will not need the City Loans to be subordinated to a third party lender. Since subordination over \$5,500,000 in City Loans to a \$550,000 third party loan, is a non-starter for the City, KMA has not analyzed this deal term.

Proposed Loan Modifications

In order to free up cash flow to fund replacement and operating reserves for future maintenance and potential negative cash flow, IHO has proposed various City Loan modifications. In particular, IHO proposes that in order to increase equity in the Project that can be used to purchase additional Acacia Street properties, periodic forgiveness of principal be added to each loan.

IHO proposes the following modifications to the three existing City Loans.

City Loan #1	Existing Loan Terms	Proposed Modifications
Principal Amount ¹	\$498,748	No Change
Interest Rate	3.00%	0.00%
Loan Term	20 Years	No Change
Expiration Year	2034 (15 Years Left)	No Change
Annual Payment	\$43,260	50% of Residual Receipts
Residual Receipts Definition	Not Applicable	Requested Changes Discussed Below
Annual Principal Forgiveness	None	\$33,250/Year
End of Term	Fully Amortized	No Change
Subordination	None	No Change
Trust Deed Position	1 st Trust Deed	No Change

City Loan #2	Existing Loan Terms	Proposed Modifications
Principal Amount ²	\$900,000	No Change
Interest Rate	0.00%	No Change
Loan Term	55 Years	No Change
Expiration Year	2066 (47 Years Left)	No Change
Annual Payment	50% of Residual Receipts	50% of Residual Receipts once City Loan #1 is Paid Off
Residual Receipts Definition	Definition Discussed Below	Requested Items Discussed Below
2019 Residual Receipts Payment	\$32,092 Due to City ³	Applied to NHSOC Loan Repayment
Annual Principal Forgiveness	None	\$19,149/Year
End of Term	Outstanding Principal Forgiven	No Change
Subordination	To City Loan #1	No Change
Trust Deed Position	2 nd Trust Deed	No Change

¹ Balance as of January 1, 2020.

² Balance as of January 1, 2020.

³ The first year the Project was to make a payment on City Loan #2 was 2019, when there were residual receipts of \$64,183. IHO has not made the payment due to ongoing negotiations with the City.

City Loan #3	Existing Loan Terms	Proposed Modifications
Principal Amount ⁴	\$100,000	No Change
Interest Rate	0.00%	No Change
Loan Term	20 Years	No Change
Expiration Year	2034 (14 Years Left)	No Change
Annual Payment	None	No Change
Annual Principal Forgiveness	None	\$2,128/Year
End of Term	Outstanding Principal Forgiven	No Change
Subordination	To City Loans #1, 2 and NHSOC Loan	No Change
Trust Deed Position	4 th Trust Deed	No Change

Residual Receipts Definition

IHO's Legal Counsel has recommended several changes to the residual receipts definition, which predominantly include clarifying definitions and references. However, the proposed modifications to the Operating Expenses definition for the residual receipts calculation in City Loan #2 are itemized below. IHO proposes that the modified City Loans #1 and 2 will use the redefined residual receipts definition as well as the new City Loan #4.

Operating Expenses	Existing Definition	Proposed Modifications
Reasonable Property Management Fee	Allowed	No Change
Reasonable Administrative Fee	Allowed	No Change
Reasonable Fees for Accountants, Attorneys & Other Professionals Allocable to the Project	Allowed	No Change
Periodic Repayments of Principal & Interest on Permanent/Acquisition Loans from Third Parties	Allowed	No Change
Utility Charges	Allowed	No Change
Resident Services	Allowed	No Change
Operating, Maintenance & Repairs	Allowed	No Change
Capital Repairs not paid from Loan Proceeds or Replacement Reserves	Allowed	No Change
Property Taxes, Assessments & Insurance	Allowed	No Change
IHO Loan Repayment from Cash Flow	Not Included	Proposed
Replenishment of Replacement Reserve	Not Included	Proposed
Reasonable Contributions to Operating Reserve	Not Included	Proposed

⁴ Balance as of January 1, 2020.

Regulatory Agreement Modifications

IHO's Legal Counsel has also provided a redlined version of their requested changes to the City's Regulatory Agreement. In general, there are minor changes to code references and definitions, however, the following summarizes the major proposed amendments to the Regulatory Agreement.

	Existing Terms	Proposed Modifications
Household Sizes for Rent Calculations	Household sizes for rent calculation is based on the State definition of 1 person plus # of bedrooms. Therefore, 2-bdrm units are calculated assuming a 3 person household and a 4 person household for a 3-bdrm unit.	IHO proposes to change the household size to the federal definition of 1.5 persons times the number of bedrooms. There would be no change to 2-bdrm unit rent calculations but the household size for the 3-bdrm rent calculation would increase to 4.5 persons.
Timing of Rent Increases and Annual Reports	90 days prior to July 1	45 days prior to January 1 and City has 15 days to review and approve/deny
Maximum Annual Rent Increases	Regardless to how much the AMI increases, the maximum increase in rents is 3%	Increases maximum to 5%. However, no maximum will apply when tenant changes from a Very-Low income household to a Low income, or Low to Moderate, or Moderate to Market.
Occupancy Limitations	No more than 2 persons / bedroom plus 1 person, excluding children born after date of initial occupancy.	No more than 2 persons / bedroom plus 1 person; No less than 1 person / bedroom.
Increase in Tenant Incomes	Once a tenant's annual income exceeds the Low income restriction, the tenant cannot remain in the unit and must relocate as soon as possible.	Once a tenant's annual income exceeds the Low income restriction, the tenant's rent will adjust to Moderate income rent levels until the household earns more than the Moderate income restrictions. At such time, the tenant will be charged the market rent. Once the over income tenant moves out of the unit, the unit will go back to meeting the original affordability restrictions.

While it was discussed in several meetings between IHO and City Staff, the IHO proposed changes to the Regulatory Agreement does not remove the requirement of the City to provide potential tenants to the Project from a City waiting list. Based on past discussions, the City would like this requirement to be removed and IHO is amenable to this change.

PROJECTED IMPACT TO CITY/PROJECT/IHO (APPENDICES B & C)

As illustrated in Tables 1 and 2 of Appendices B and C, KMA has adjusted the Project cash flow for the Status Quo and IHO Proposal scenarios. The assumptions utilized in the Net Operating Income (NOI) projections for the Status Quo and the IHO Proposal are provided in Appendix A – Table 2

Impact to City

The financial impact, in nominal dollars, of the IHO Proposal to the City is below:

(Nominal Dollars)	IHO Proposal	Status Quo	Impact to City
City Loan #1 Proceeds	\$299,000	\$613,000	(\$314,000)
City Loan #2 Proceeds	613,000	774,000	(161,000)
City Loan #3 Proceeds	0	0	0
City Loan #4 Proceeds	1,635,000	0	1,635,000
Total City Loan Proceeds	\$2,547,000	\$1,387,000	\$1,160,000
(Less) Additional City Assistance	(2,083,000)	(0)	(2,083,000)
Net Proceeds to City	\$464,000	\$1,387,000	(\$923,000)

The following summarizes the financial impact, in net present value (NPV) terms assuming a 6% discount rate, of the IHO Proposal to the City:

(NPV Dollars)	IHO Proposal	Status Quo	Impact to City
City Loan #1 Proceeds	\$247,000	\$429,000	(\$182,000)
City Loan #2 Proceeds	344,000	350,000	(6,000)
City Loan #3 Proceeds	0	0	0
City Loan #4 Proceeds	382,000	0	382,000
Total City Loan Proceeds	\$973,000	\$779,000	\$194,000
(Less) Additional City Assistance	(2,083,000)	(0)	(2,083,000)
Net Proceeds to City	(\$1,110,000)	\$779,000	(\$1,889,000)

Additional impacts to the City of the IHO Proposal will be that the affordable rents will increase and be in line with other Brea affordable projects and the Project will be substantially rehabilitated and positioned to remain affordable in the future.

What the financial analysis does not reflect is that under the Status Quo, the Project does not produce enough cash flow to provide funding for the immediate rehabilitation needs of the Project. IHO has stated that they will not invest cash into the Project and would instead return the property to the City. If this were to occur, the management and rehabilitation of the Project would be fully the responsibility of the City.

Impact to Project/IHO

The following summarizes the potential impacts of the IHO Proposal on the Project and IHO:

1. Project cash flow will be diverted from significant maintenance costs for the NHSOC and IHO Loans to be paid off without obtaining a third party loan.
2. Substantial rehabilitation of the Project would be financed by soft loans from the City; therefore, if the Project experienced negative cash flow, the loans would not go into default.
3. IHO would gain substantial equity in the Project over time.

IDENTIFIED ISSUES

While reviewing the IHO Proposal, KMA has identified the following issues that need to be resolved.

Legal Counsel Disagreement

Based on several meetings and conference calls, the City's Legal Counsel does not agree that Health and Safety Code allows over income tenants to remain in the restricted units even if the over income tenant is paying a higher rent. KMA defers to the City's Legal Counsel. IHO's Legal Counsel has stated that if the City won't change this requirement, they will request that the City take on the liability of evicting paying renters.

Potential Funding Source Requirements

KMA is not certain of the City's financial resources that are available to assist this Project. However, the following summarizes the restrictions that go with using two of the City's affordable housing financial resources.

In-Lieu Fees

The City needs to determine whether the Inclusionary Housing Ordinance allows the in-lieu fees to be used to substantially rehabilitate existing affordable housing units. In addition, if these funds are used to rehabilitate the Project, the affordability restrictions and the loan terms need to be extended to 2074 to account for the 55 year affordability restriction requirement.

Low and Moderate Income Housing Asset Fund (LMIHAF)

The LMIHAF money has income targeting requirements that need to be met every five years. In this case, if the City were to provide \$2,083,000 in LMIHAF to this Project, approximately 81% will be attributed to very-low income units and 19% to low income units. However, the income targeting requirements include a minimum of 30% of the LMIHAF expenditures over the 2019 through 2024 period be attributed to extremely-low income units. In order for the City to comply by 2024, the City will need to commit at least \$900,000 towards extremely-low income units in another project.

City Cash Flow Expectations

KMA is unclear on how dependent the City is on the \$43,560 annual payments received from City Loan #1. IHO proposes that this annual debt service payment be converted to a residual receipts payment that will be dependent upon Project cash flow and there will likely be no payments made for the next several years.

Outside Funding Sources / Subordination

It should be noted that a result of not allowing the City Loans and Regulatory Agreement to be subordinated to third-party lenders, is that the ability of IHO finding outside funding source to finance the rehabilitation is severely limited. Also, given the lack of amenities and common area for service providers also restricts IHO's ability to receive funding from the State and/or County. Currently, the preponderance of public funding

sources for affordable housing projects is for new construction and permanent supportive housing (PSH) projects, for which the Project does not qualify.

As previously discussed, any third party financing (public or private) will require the City to subordinate its investment and affordability restrictions to the new funding sources.

Principal Forgiveness

Increasing IHO's equity does not benefit the City unless IHO is able to leverage the Project to purchase additional units in the Acacia neighborhood. However, if this were to occur, the subordination issue would arise also. It should be noted that none of the Acacia neighborhood properties have been placed on the market for sale since before 2014 and none of the property owners have positively responded to IHO inquiries about future purchase of the properties. This is not expected to change in the near term. Therefore, the reason for increasing IHO's equity is not an immediate issue and could be dealt with if and when properties in the neighborhood are placed on the market. It also significantly impacts the potential residual receipts payments to the City.

Affordability Restrictions / Loan Terms

Since 2001, the AMI has increased by approximately 40% or an average of 1.81% per year. There were eight years with less than a 1% increase, of which five years had no increase, and the last three years have had over 5% annual increases. However, the 3% maximum annual increase of the Regulatory Agreement has limited the increase in Project rents to 30% , or 1.42% per year. In comparison, the Fair Market Rents used for the Section 8 contract rents has increased by 112% over the same period, or an average of 4.88% per year.

Property Ownership

If IHO returns the property to the City, the City will have 100% liability of the Project in regard to maintenance, repairs and operations.

KMA RECOMMENDATIONS (APPENDIX D)

Based on the issues previously itemized and discussions with the City and IHO, KMA recommends that the City counter the IHO Proposal with the following proposal:

KMA Recommendations	
Additional Subsidy	\$500,000, which includes the immediate rehabilitation needs and the asbestos remediation.
Loan Modifications	
City Loan #1	No changes so that the City will continue to receive \$43,260 per year through 2034.
City Loan #2	Add \$500,000 in additional principal to the residual receipts loan; do not allow annual principal forgiveness; extend term to 2074 (55 years).
City Loan #3	No Changes
Subordination	Do not allow City Loans to be subordinated to a third party loan.
Residual Receipts Calculation	Add \$300 per unit annual Replacement Reserve deposits to Operating Expense definition Require Operating Reserve deposits to be funded with IHO's share of Residual Receipts Restrict the Asset Management Fee to \$7,500 Allow NHSOC Loan to be paid off with 100% cash flow Allow IHO Loan to be repaid after NHSOC Loan repayment with 100% cash flow
Regulatory Agreement Modifications	
Waiting List	Remove from City responsibilities
Change Household Size for Rent Calculation	Do not allow household size to change to 1.5 times number of bedrooms.
Change Maximum Annual Rent Increase	Allow maximum annual rent increase to change to 5% in order to ensure financial viability in the future given that the Project is 100% rent restricted.
Over Income Tenant Issue	Request that the City and IHO Legal Counsels resolve this issue.

As illustrated in Appendix A - Table 2, the net financial impact to the City of the KMA recommendations, in NPV dollars, is estimated at \$584,000.

This estimate is compared to the Status Quo, IHO and KMA proposals as follows:

(Nominal Dollars)	Status Quo	IHO Proposal	KMA Recommendation
City Loan #1 Proceeds	\$613,000	\$299,000	\$613,000
City Loan #2 Proceeds	774,000	613,000	1,400,000
City Loan #3 Proceeds	0	0	0
City Loan #4 Proceeds	0	1,635,000	0
Total City Loan Proceeds	\$1,387,000	\$2,547,000	\$2,013,000
(Less) Additional City Assistance	0	(2,083,000)	(500,000)
Net Proceeds to City	\$1,387,000	\$464,000	\$1,513,000

The following summarizes the financial impact, in NPV terms assuming a 6% discount rate, of the IHO Proposal to the City:

(NPV Dollars)	Status Quo	IHO Proposal	KMA Recommendation
City Loan #1 Proceeds	\$429,000	\$247,000	\$429,000
City Loan #2 Proceeds	350,000	344,000	655,000
City Loan #3 Proceeds	0	0	0
City Loan #4 Proceeds	0	382,000	0
Total City Loan Proceeds	\$779,000	\$973,000	\$1,084,000
(Less) Additional City Assistance	0	(2,083,000)	(500,000)
Net Proceeds to City	\$779,000	(\$1,110,000)	\$548,000

Attachments

APPENDIX A
SUMMARY TABLES

APPENDIX A - TABLE 1

BUDGET CAPITAL IMPROVEMENT RECOMMENDATIONS AS OF 10/09/2019

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Item	Rating	Recommendation	Estimated Cost
Site			
Fencing	2	Inspect eastern property line wall for stability and grout cracks	\$5,000
Trash Enclosures	0	Install 3 trash enclosures	7,500
Guard Railings	1	Add Accessibility Code required extensions on all guard rails. Extend the length of the rand rail to full length of the stairwell to meet ADA requirements (4).	4,000
Paving & Surface Parking	1	Seal coat the parking lot. Restripe parking areas according to current code.	10,000
Garages	1	Enclose all open framed carport walls.	2,000
Walkways	1	Remove and repour damaged walkways and Unit "A" step as needed.	2,500
Plants, Turf & Gardens	1	Design and install drought tolerant landscape plan with drip irrigation. Install smart irrigation controllers.	30,000
Subtotal Site Costs			\$61,000
Building Systems			
Supply Piping	1	Repiping of main water supply distribution (currently in slab) - 64	\$90,000
Supply Piping	1	Install submetering for each unit wht new AC - 12 units	6,000
Sanitary Sewer	1	Replacement of galvanized waste lines - 64	76,800
Main Electrical	1	Electrical service upgrade - 4	40,000
Wiring & Distribution Subpanel	1	Increase panel capacity - 4	10,000
Exterior Lighting	1	Install energy efficient lighting fixtures	2,000
Garage Lighting	1	Replace all T-12 light fixtures with new LED models. Add protective enclosures. Install timeclock with photocell controls. Add security lights with motion detectors. (16 garages)	6,400
Subtotal Building Sytems Costs			\$231,200
Building			
Roofing Material	0	Install new shingle roof system on all buidlings	\$83,200
Roofing Material	0	Install new roof system on all garages	12,800
Drainage/Gutter & Downspouts	1	Extend downspouts to allow flow outside of planter beds - 4	800
Drainage/Gutter & Downspouts	1	Add roof gutters at carport openings - 16	3,200
Paint, Exterior	1	Paint building exterior - 4	32,000
Siding & Cladding	1	Repair lifting siding sections	1,000
Masonry	1	Eliminate seismically unsafe fireplaces & replace with new architecturally design façade (includings architecture costs) - 4	160,000
Windows	1	Replace all windows with dual glaze Low E retrofit windows - 126 windows	63,000
Sliding Glass Doors	1	Replace all sliding glass doors with dual glaze Low E retrofit models	4,800
Framing & Sheathing	1	Termite treatment and repair	40,000
Insulation - Walls	1	Inject insulation into all exterior walls	120,000
Insulation - Attic	1	Install additional blown-in insulation to raise the overall R-value to R-38	52,000
Laundry Room	1	Design and install new ventilation system for all aundry rooms. Hot water heaters (20) need combustion testing & ADA door compliance and reslope asphalt at entrance.	13,200
Common Area Finishes - Flooring	0	Replace vinyl flooring in all laundry rooms - 4	1,200
Subtotal Building Costs			\$587,200
Dwelling Units			
Closet Doors	1	Install new metal framed sliding closet doors - 20	\$9,000
Flooring - Laminate	0	Replace vinyl flooring - 16 units	48,000
Wall & Ceiling Surface	0	Repair all damaged ceilings in units	8,000
Finishes - Paint	1	Paint all unit walls and ceilings	19,200
Finishes - Window Coverings	1	Install new vertical window blinds in all units - 130	13,000
Kitchen Sink & Faucet	1	Install new stainless steel sinks in all units. Install new Accessibility Code compliant kitchen faucets.	5,600
Kitchen Exhaust	0	Install new code compliant ducting for all kitchen exhaust hoods.	1,600
Toilets	0	Add low flow toilets to comply with City codes and SB 407	9,600
Tub & Shower	2	Replace all fiberglass tub/shower, valves and surrounds	60,000
Bathroom Walls & Ceilings	0	Repair moisture related damage to all bathroom walls and celings. Complete repairs to damaged areas in bathrooms - 24	7,200
Bathroom Lighting	1	Install new high efficiency LED light fixtures in all bathrooms - 24	4,800
Bathroom Exhaust	1	Install new EnergyStar rated two speed exhaust fans with built-in humidistats in all units - 24	10,800
Bathroom Flooring	1	Replace flooring in all unit bathrooms - 24	7,200
Unit HVAC Equipment	1	Install new min-split Heat Pump HVAC units to better cool and heat the units with wall heaters. - 12	96,000
Unit HVAC Equipment	1	Replace forced air furnaces and AC condensers in the 3-bdrm units - 4	32,000
Ceiling Fans	1	Install EngeryStar compliant celing fans in all bedrooms and dining areas - 52	18,200
Smoke/CO Detector	1	Replace all smoke detectors with new combination smoke/CO models - 68	6,800
Indoor Air Quality	1	Add small fresh air vents at exterior walls to improve indoor air quality and reduce humidity - 16	6,400
Subtotal Dwelling Units Costs			\$363,400
Total Recommended Items			\$1,242,800
Pre Construction, Scope of Work & Bidding			10,000
General Requirements & Overhead	8.0%	of Total Recommended Items	99,424
General Contractor Profit	6.0%	of Total Recommended Items	74,568
Subtotal			\$1,426,792
Insurance & Bonds	3.5%	of Subtotal	49,938
City Fees, Pemits (estimate)	8.0%	of Subtotal	114,143
Construction Management			25,000
Subtotal			\$1,615,873
Contingency Allowance	15.0%	of Subtotal	242,381
Total Budget Estimate			\$1,858,254
Immediate Needs (Rank - 0)			
	14%	of Total Recommended Items	\$179,100
Rank 1	80%	of Total Recommended Items	\$998,700
Rank 2	5%	of Total Recommended Items	\$65,000

APPENDIX A - TABLE 2
**COMPARISON OF ALTERNATIVES
ACACIA APARTMENTS
BREA, CALIFORNIA**

	STATUS QUO	IHO PROPOSAL	KMA RECOMMENDATION
Regulatory Agreement			
Over Income Tenants	Once over Low Income, Tenant cannot remain	Once over Low Income, Rent Increases to Moderate then Market	Once over Low Income, Rent Increases to Moderate then Market
Waiting List	City provides list of new applicants	City provides list of new applicants	City is not responsible for providing new applicants
Maximum Annual Rent Increase	3% / Year	5% / Year	5% / Year
HH Size for Rent Calc	1 + # of Bedrooms	1.5 x # of Bedrooms	1 + # of Bedrooms
Maximum Occupancy	No more than 2 persons/bdrm + 1, excluding children born after date of initial occupancy.	No more than 2 persons/bdrm + 1; No less than 1 person/bdrm	No more than 2 persons/bdrm + 1; No less than 1 person/bdrm
Cash Flow Assumptions			
2020 Base Rents	Current Rents (Limited by historic maximum increase of 3%)	2020 Rents assuming 1.5 times # of bedrooms for household size	2020 Rents assuming 1 + # of bedrooms (State)
Vacancy Rate	5.0%	3.0%	5.0%
Annual Increases			
Base Rents	1.3%	1.5%	1.5%
Section 8 Subsidy	3.0%	3.0%	3.0%
Miscellaneous Income	2.0%	2.0%	2.0%
Maintenance Expenses	4.0%	3.0%	3.0%
Utility Expenses	4.0%	4.0%	4.0%
Property Taxes	2.0%	2.0%	2.0%
Other Expenses	3.0%	3.0%	3.0%
NPV of NOI	\$1,185,000	\$2,037,000	\$1,870,000
Time Period	2020 - 2066	2020 - 2066	2020 - 2074
Year NOI is Negative	2053	N/A	2071
Residual Receipts Definition			
Replacement Reserve Deposits	Not Included	Reasonable Amount	\$300/Year
Operating Reserve Deposits	Not Included	Reasonable Amount	Funded by IHO RR
IHO Reserve Loan Payments	Not Included	At NHSOC Loan Repayment	At NHSOC Loan Repayment
NHSOC Principal Payments	Allowed	100% of CF	100% of CF
Asset Management Fee	Allowed	\$10,000/Year	\$7,500/Year
Additional City Assistance	\$0	\$2,083,254	\$500,000
City Loan #1			
2020 Loan Amount	\$498,748	\$498,748	\$498,748
Annual Debt Service Payments	\$43,259	50% Residual Receipts	\$43,259
Annual Principal Forgiveness	None	Yes	None
Expiration Year	2034	2034	2034
Interest Rate	3.00%	0.00%	3.00%
Subordination	1st TD	1st TD	1st TD
NPV of Payments to City	\$429,000	\$247,000	\$429,000
City Loan #2			
2020 Loan Amount	\$900,000	\$900,000	\$1,400,000
Annual Debt Service Payments	50% of Residual Receipts	50% of Residual Receipts	65% of Residual Receipts
Annual Principal Forgiveness	None	Yes	None
Expiration Year	2066	2066	2074
Interest Rate	0.00%	0.00%	0.00%
Subordination	2nd TD	2nd TD	2nd TD
NPV of Payments to City	\$350,000	\$344,000	\$655,000
City Loan #3			
2020 Loan Amount	\$100,000	\$100,000	\$100,000
Annual Debt Service Payments	None	None	None
Annual Principal Forgiveness	End of Term Only	Yes	End of Term Only
Expiration Year	2034	2034	2034
Interest Rate	0.00%	0.00%	0.00%
Subordination	3rd TD	4th TD until NHSOC Loan Paid Off	3rd TD
NPV of Payments to City	\$0	\$0	\$0
City Loan #4			
2020 Loan Amount	\$0	\$2,083,000	\$0
Annual Debt Service Payments	N/A	50% Residual Receipts	N/A
Annual Principal Forgiveness	N/A	Yes	N/A
Expiration Year	N/A	2066	N/A
Interest Rate	N/A	3.00%	N/A
Subordination	N/A	5th TD until NHSOC Loan Paid Off	N/A
NPV of Payments to City	\$0	\$382,000	\$0
NPV of Alternatives	\$779,000	(\$1,110,254)	\$584,000

APPENDIX B

STATUS QUO ANALYSIS

APPENDIX B - TABLE 1

2020 NET OPERATING INCOME PROJECTION - STATUS QUO
ACACIA APARTMENTS
BREA, CALIFORNIA

I. Potential Gross Income			
A. Very-Low Income Units ¹			
Two-Bedroom Units	12 Units	\$934 /Unit/Mo	\$134,496
Three-Bedroom Units	1 Units	\$1,064 /Unit/Mo	12,768
B. Low Income Units ¹			
Two-Bedroom Units	0 Units	\$1,149 /Unit/Mo	0
Three-Bedroom Units	3 Units	\$1,313 /Unit/Mo	47,268
C. Section 8 Subsidy ²			
Two-Bedroom Units	3 Units	\$1,061 /Unit/Mo	38,196
Three-Bedroom Units	0 Units	\$1,725 /Unit/Mo	0
D. Miscellaneous Income ³			
	16 Units	\$16 /Unit/Mo	3,000
Potential Gross Income	16 Units	\$1,228 /Unit/Mo	\$235,728
(Less) Vacancy & Collection Allowance ³	6% of PGI		(13,813)
Effective Gross Income			\$221,915
II. Operating Expenses			
A. General Operating Expenses ³			
Administrative	16 Units	\$1,289 /Unit	\$20,628
Property Management Fee	16 Units	\$49 /Unit/Mo	9,348
Utilities	16 Units	\$1,793 /Unit	28,692
Maintenance & Operations	16 Units	\$2,592 /Unit	41,472
Insurance	16 Units	\$298 /Unit	4,764
Total General Operating Expenses	16 Units	\$6,557 /Unit	\$104,904
B. Property Taxes ³			
	16 Units	\$250 /Unit	\$3,996
C. City Monitoring Fees ³			
	16 Units	\$0 /Unit	\$0
D. Asset Management Fees ³			
	16 Units	\$625 /Unit	\$9,996
Total Operating Expenses	16 Units	\$7,431 /Unit	\$118,896
III. Net Operating Income			\$103,019
Without Subsidy			\$67,061

¹ Assumes the rent calculation methodology per Regulatory Agreement; current approved rents for 2020; and the following utility allowances are deducted: \$67/2-bdrm units and \$85/3-bdrm units.

² Based on current Section 8 contract rents.

³ Based on IHO projections.

APPENDIX B - TABLE 2

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2020	2021	2022	2023	2024	2025	2026	2027	2028
Potential Gross Income										
Base Rent Payments	101.3%	\$194,532	\$197,061	\$199,623	\$202,218	\$204,847	\$207,510	\$210,207	\$212,940	\$215,708
Section 8 Tenant Assistance Payments	103.0%	38,196	39,342	40,522	41,738	42,990	44,280	45,608	46,976	48,386
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,000	3,060	3,121	3,184	3,247	3,312	3,378	3,446	3,515
Total Potential Gross Income		\$235,728	\$239,463	\$243,266	\$247,139	\$251,084	\$255,102	\$259,194	\$263,362	\$267,609
(Less) Vacancy & Collection Allowance	5.9%	(13,813)	(14,032)	(14,255)	(14,482)	(14,713)	(14,948)	(15,188)	(15,432)	(15,681)
Effective Gross Income		\$221,915	\$225,431	\$229,011	\$232,658	\$236,371	\$240,153	\$244,006	\$247,930	\$251,928
Operating Expenses										
Administration Costs	103.0%	\$20,628	\$21,247	\$21,884	\$22,541	\$23,217	\$23,914	\$24,631	\$25,370	\$26,131
Property Management Fees	103.0%	9,348	9,628	9,917	10,215	10,521	10,837	11,162	11,497	11,842
Utilities	104.0%	28,692	29,840	31,033	32,275	33,566	34,908	36,305	37,757	39,267
Maintenance & Repairs	104.0%	41,472	43,131	44,856	46,650	48,516	50,457	52,475	54,574	56,757
Insurance	103.0%	4,764	4,907	5,054	5,206	5,362	5,523	5,688	5,859	6,035
Property Taxes	102.0%	3,996	4,076	4,157	4,241	4,325	4,412	4,500	4,590	4,682
Asset Management Fees	103.0%	9,996	10,296	10,605	10,923	11,251	11,588	11,936	12,294	12,663
Total Operating Expenses		\$118,896	\$123,125	\$127,507	\$132,050	\$136,758	\$141,638	\$146,697	\$151,941	\$157,376
Net Operating Income		\$103,019	\$102,306	\$101,504	\$100,608	\$99,613	\$98,515	\$97,309	\$95,989	\$94,551

APPENDIX B - TABLE 2

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2029	2030	2031	2032	2033	2034	2035	2036	2037
Potential Gross Income										
Base Rent Payments	101.3%	\$218,512	\$221,353	\$224,231	\$227,146	\$230,099	\$233,090	\$236,120	\$239,190	\$242,299
Section 8 Tenant Assistance Payments	103.0%	49,837	51,332	52,872	54,458	56,092	57,775	59,508	61,293	63,132
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,585	3,657	3,730	3,805	3,881	3,958	4,038	4,118	4,201
Total Potential Gross Income		\$271,935	\$276,342	\$280,833	\$285,409	\$290,071	\$294,823	\$299,666	\$304,601	\$309,632
(Less) Vacancy & Collection Allowance	5.9%	(15,935)	(16,193)	(16,456)	(16,724)	(16,997)	(17,276)	(17,560)	(17,849)	(18,144)
Effective Gross Income		\$256,000	\$260,149	\$264,377	\$268,685	\$273,074	\$277,547	\$282,106	\$286,752	\$291,488
Operating Expenses										
Administration Costs	103.0%	\$26,915	\$27,722	\$28,554	\$29,411	\$30,293	\$31,202	\$32,138	\$33,102	\$34,095
Property Management Fees	103.0%	12,197	12,563	12,940	13,328	13,728	14,140	14,564	15,001	15,451
Utilities	104.0%	40,838	42,471	44,170	45,937	47,774	49,685	51,673	53,740	55,889
Maintenance & Repairs	104.0%	59,028	61,389	63,844	66,398	69,054	71,816	74,689	77,676	80,783
Insurance	103.0%	6,216	6,402	6,594	6,792	6,996	7,206	7,422	7,645	7,874
Property Taxes	102.0%	4,776	4,871	4,969	5,068	5,169	5,273	5,378	5,486	5,595
Asset Management Fees	103.0%	13,043	13,434	13,837	14,252	14,679	15,120	15,573	16,041	16,522
Total Operating Expenses		\$163,011	\$168,852	\$174,908	\$181,186	\$187,694	\$194,441	\$201,437	\$208,690	\$216,210
Net Operating Income		\$92,989	\$91,297	\$89,469	\$87,499	\$85,380	\$83,106	\$80,669	\$78,063	\$75,279

APPENDIX B - TABLE 2

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2038	2039	2040	2041	2042	2043	2044	2045	2046
Potential Gross Income										
Base Rent Payments	101.3%	\$245,449	\$248,640	\$251,872	\$255,146	\$258,463	\$261,823	\$265,227	\$268,675	\$272,168
Section 8 Tenant Assistance Payments	103.0%	65,026	66,977	68,986	71,056	73,187	75,383	77,645	79,974	82,373
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	4,285	4,370	4,458	4,547	4,638	4,731	4,825	4,922	5,020
Total Potential Gross Income		\$314,760	\$319,987	\$325,316	\$330,749	\$336,289	\$341,937	\$347,697	\$353,571	\$359,561
(Less) Vacancy & Collection Allowance	5.9%	(18,444)	(18,750)	(19,063)	(19,381)	(19,706)	(20,037)	(20,374)	(20,718)	(21,069)
Effective Gross Income		\$296,316	\$301,237	\$306,253	\$311,368	\$316,583	\$321,901	\$327,323	\$332,852	\$338,492
Operating Expenses										
Administration Costs	103.0%	\$35,118	\$36,171	\$37,256	\$38,374	\$39,525	\$40,711	\$41,932	\$43,190	\$44,486
Property Management Fees	103.0%	15,914	16,392	16,884	17,390	17,912	18,449	19,003	19,573	20,160
Utilities	104.0%	58,125	60,450	62,868	65,382	67,998	70,718	73,546	76,488	79,548
Maintenance & Repairs	104.0%	84,015	87,375	90,870	94,505	98,285	102,217	106,305	110,558	114,980
Insurance	103.0%	8,110	8,354	8,604	8,862	9,128	9,402	9,684	9,975	10,274
Property Taxes	102.0%	5,707	5,821	5,938	6,057	6,178	6,301	6,427	6,556	6,687
Asset Management Fees	103.0%	17,018	17,528	18,054	18,596	19,153	19,728	20,320	20,929	21,557
Total Operating Expenses		\$224,007	\$232,091	\$240,474	\$249,166	\$258,180	\$267,526	\$277,218	\$287,269	\$297,692
Net Operating Income		\$72,309	\$69,145	\$65,779	\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800

APPENDIX B - TABLE 2

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREDA, CALIFORNIA

Calendar Year		2047	2048	2049	2050	2051	2052	2053	2054	2055
Potential Gross Income										
Base Rent Payments	101.3%	\$275,706	\$279,290	\$282,921	\$286,599	\$290,325	\$294,099	\$297,922	\$301,795	\$305,718
Section 8 Tenant Assistance Payments	103.0%	84,844	87,390	90,011	92,712	95,493	98,358	101,309	104,348	107,478
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	5,121	5,223	5,328	5,434	5,543	5,654	5,767	5,882	6,000
Total Potential Gross Income		\$365,671	\$371,903	\$378,260	\$384,745	\$391,360	\$398,110	\$404,997	\$412,025	\$419,196
(Less) Vacancy & Collection Allowance	5.9%	(21,427)	(21,792)	(22,165)	(22,545)	(22,933)	(23,328)	(23,732)	(24,144)	(24,564)
Effective Gross Income		\$344,244	\$350,110	\$356,095	\$362,200	\$368,428	\$374,782	\$381,266	\$387,881	\$394,633
Operating Expenses										
Administration Costs	103.0%	\$45,821	\$47,195	\$48,611	\$50,070	\$51,572	\$53,119	\$54,712	\$56,354	\$58,044
Property Management Fees	103.0%	20,765	21,388	22,029	22,690	23,371	24,072	24,794	25,538	26,304
Utilities	104.0%	82,730	86,039	89,480	93,060	96,782	100,653	104,679	108,867	113,221
Maintenance & Repairs	104.0%	119,579	124,362	129,337	134,510	139,891	145,486	151,306	157,358	163,652
Insurance	103.0%	10,582	10,900	11,227	11,563	11,910	12,268	12,636	13,015	13,405
Property Taxes	102.0%	6,821	6,957	7,096	7,238	7,383	7,531	7,681	7,835	7,992
Asset Management Fees	103.0%	22,204	22,870	23,556	24,263	24,991	25,741	26,513	27,308	28,127
Total Operating Expenses		\$308,501	\$319,711	\$331,337	\$343,394	\$355,899	\$368,869	\$382,321	\$396,274	\$410,746
Net Operating Income		\$35,743	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	(\$1,055)	(\$8,392)	(\$16,113)

APPENDIX B - TABLE 2

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2056	2057	2058	2059	2060	2061	2062	2063	2064
Potential Gross Income										
Base Rent Payments	101.3%	\$309,693	\$313,719	\$317,797	\$321,928	\$326,114	\$330,353	\$334,648	\$338,998	\$343,405
Section 8 Tenant Assistance Payments	103.0%	110,703	114,024	117,444	120,968	124,597	128,335	132,185	136,150	140,235
Interest Income	101.0%	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	6,120	6,242	6,367	6,494	6,624	6,757	6,892	7,030	7,170
Total Potential Gross Income		\$426,515	\$433,985	\$441,608	\$449,390	\$457,334	\$465,444	\$473,724	\$482,178	\$490,810
(Less) Vacancy & Collection Allowance	5.9%	(24,993)	(25,430)	(25,877)	(26,333)	(26,799)	(27,274)	(27,759)	(28,254)	(28,760)
Effective Gross Income		\$401,522	\$408,554	\$415,731	\$423,057	\$430,536	\$438,171	\$445,965	\$453,924	\$462,050
Operating Expenses										
Administration Costs	103.0%	\$59,786	\$61,579	\$63,427	\$65,329	\$67,289	\$69,308	\$71,387	\$73,529	\$75,735
Property Management Fees	103.0%	27,093	27,906	28,743	29,605	30,494	31,408	32,351	33,321	34,321
Utilities	104.0%	117,750	122,460	127,358	132,453	137,751	143,261	148,991	154,951	161,149
Maintenance & Repairs	104.0%	170,198	177,006	184,086	191,450	199,108	207,072	215,355	223,969	232,928
Insurance	103.0%	13,807	14,222	14,648	15,088	15,540	16,007	16,487	16,981	17,491
Property Taxes	102.0%	8,151	8,314	8,481	8,650	8,823	9,000	9,180	9,363	9,551
Asset Management Fees	103.0%	28,971	29,840	30,736	31,658	32,607	33,586	34,593	35,631	36,700
Total Operating Expenses		\$425,757	\$441,328	\$457,479	\$474,233	\$491,613	\$509,641	\$528,344	\$547,746	\$567,874
Net Operating Income		(\$24,235)	(\$32,773)	(\$41,748)	(\$51,176)	(\$61,077)	(\$71,471)	(\$82,379)	(\$93,822)	(\$105,824)

APPENDIX B - TABLE 2

PROJECTED NOI - STATUS QUO (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2065	2066
Potential Gross Income			
Base Rent Payments	101.3%	\$347,869	\$352,392
Section 8 Tenant Assistance Payments	103.0%	144,442	148,775
Interest Income	101.0%	0	0
Additional Income	102.0%	7,314	7,460
Total Potential Gross Income		\$499,625	\$508,627
(Less) Vacancy & Collection Allowance	5.9%	(29,277)	(29,804)
Effective Gross Income		\$470,348	\$478,822
Operating Expenses			
Administration Costs	103.0%	\$78,007	\$80,347
Property Management Fees	103.0%	35,350	36,411
Utilities	104.0%	167,595	174,299
Maintenance & Repairs	104.0%	242,245	251,935
Insurance	103.0%	18,016	18,556
Property Taxes	102.0%	9,742	9,936
Asset Management Fees	103.0%	37,801	38,935
Total Operating Expenses		\$588,755	\$610,419
Net Operating Income		(\$118,407)	(\$131,597)

APPENDIX B - TABLE 3

STATUS QUO ANALYSIS (2020 - 2066)

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Calendar Year		2020	2021	2022	2023	2024	2025	2026
Net Operating Income		\$103,019	\$102,306	\$101,504	\$100,608	\$99,613	\$98,515	\$97,309
(Less) City Loan #1 Payments		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
(Less) NHSOC Loan Payments		(233,034)	(59,047)	(58,245)	(29,404)	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves		173,274	0	0	0	0	0	0
Net Cash Flow		\$0	\$0	\$0	\$27,945	\$56,354	\$55,256	\$54,050
Residual Receipts		\$0	\$0	\$0	\$27,945	\$56,354	\$55,256	\$54,050
To City Loans	50% of RR	\$0	\$0	\$0	\$13,972	\$28,177	\$27,628	\$27,025
To IHO/Project	50% of RR	\$0	\$0	\$0	\$13,972	\$28,177	\$27,628	\$27,025
City Loan #1		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$498,748	\$470,059	\$440,498	\$410,038	\$378,651	\$346,310	\$312,985
BB for Interest Calculation		498,748	470,059	440,498	410,038	378,651	346,310	312,985
Interest	3.00% Interest	14,570	13,698	12,798	11,872	10,917	9,934	8,920
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	0	0	0	0	0	0	0
(Less) Total Debt Service		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
Ending Balance		\$470,059	\$440,498	\$410,038	\$378,651	\$346,310	\$312,985	\$278,646
City Loan #2		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$900,000	\$867,908	\$867,908	\$867,908	\$853,936	\$825,759	\$798,131
BB for Interest Calculation		900,000	867,908	867,908	867,908	853,936	825,759	798,131
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(32,092)	(0)	(0)	(13,972)	(28,177)	(27,628)	(27,025)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$867,908	\$867,908	\$867,908	\$853,936	\$825,759	\$798,131	\$771,106
City Loan #3		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
BB for Interest Calculation		100,000	100,000	100,000	100,000	100,000	100,000	100,000
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
City Loan #4		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$350,000	\$134,466	\$82,142	\$28,004	(\$0)		
Interest	5.00% Interest	17,500	6,723	4,107	1,400	(0)		
(Less) Principal Reduction		(215,534)	(52,324)	(54,138)	(28,004)	0		
(Less) Interest Payment		(17,500)	(6,723)	(4,107)	(1,400)	0		
Ending Balance		\$134,466	\$82,142	\$28,004	(\$0)	(\$0)		
IHO Reserve Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$45,046	\$45,947	\$46,866	\$47,803	\$48,759		
Interest	2.00% Interest	901	919	937	956	975		
(Less) Payment		0	0	0	0	0		
Ending Balance		\$45,947	\$46,866	\$47,803	\$48,759	\$49,735	\$0	\$0
Operating Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$173,274	\$0	\$0	\$0	\$13,973	\$42,150	\$69,778
Add: Cash Flow Deposits		0	0	0	13,972	28,177	27,628	27,025
(Less) Negative Cash Flow		(173,274)	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$13,973	\$42,150	\$69,778	\$96,803
Replacement Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits		0	0	0	0	0	0	0
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

APPENDIX B - TABLE 3

STATUS QUO ANALYSIS (2020 - 2066)

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Calendar Year		2027	2028	2029	2030	2031	2032	2033
Net Operating Income		\$95,989	\$94,551	\$92,989	\$91,297	\$89,469	\$87,499	\$85,380
(Less) City Loan #1 Payments		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$52,731	\$51,293	\$49,730	\$48,038	\$46,210	\$44,240	\$42,122
Residual Receipts		\$52,731	\$51,293	\$49,730	\$48,038	\$46,210	\$44,240	\$42,122
To City Loans	50% of RR	\$26,365	\$25,646	\$24,865	\$24,019	\$23,105	\$22,120	\$21,061
To IHO/Project	50% of RR	\$26,365	\$25,646	\$24,865	\$24,019	\$23,105	\$22,120	\$21,061
City Loan #1		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$278,646	\$243,263	\$206,804	\$169,236	\$130,525	\$90,637	\$49,535
BB for Interest Calculation		278,646	243,263	206,804	169,236	130,525	90,637	49,535
Interest	3.00% Interest	7,876	6,799	5,690	4,548	3,370	2,157	907
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	0	0	0	0	0	0	0
(Less) Total Debt Service		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
Ending Balance		\$243,263	\$206,804	\$169,236	\$130,525	\$90,637	\$49,535	\$7,183
City Loan #2		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$771,106	\$744,741	\$719,095	\$694,230	\$670,211	\$647,106	\$624,986
BB for Interest Calculation		771,106	744,741	719,095	694,230	670,211	647,106	624,986
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(26,365)	(25,646)	(24,865)	(24,019)	(23,105)	(22,120)	(21,061)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$744,741	\$719,095	\$694,230	\$670,211	\$647,106	\$624,986	\$603,925
City Loan #3		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
BB for Interest Calculation		100,000	100,000	100,000	100,000	100,000	100,000	100,000
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
City Loan #4		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$96,803	\$123,169	\$148,815	\$173,680	\$197,699	\$220,804	\$242,925
Add: Cash Flow Deposits		26,365	25,646	24,865	24,019	23,105	22,120	21,061
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$123,169	\$148,815	\$173,680	\$197,699	\$220,804	\$242,925	\$263,985
Replacement Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits		0	0	0	0	0	0	0
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

STATUS QUO ANALYSIS (2020 - 2066)

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Calendar Year	2034	2035	2036	2037	2038	2039	2040
Net Operating Income	\$83,106	\$80,669	\$78,063	\$75,279	\$72,309	\$69,145	\$65,779
(Less) City Loan #1 Payments	(7,210)	0	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits \$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves	0	0	0	0	0	0	0
Net Cash Flow	\$75,896	\$80,669	\$78,063	\$75,279	\$72,309	\$69,145	\$65,779
Residual Receipts	\$75,896	\$80,669	\$78,063	\$75,279	\$72,309	\$69,145	\$65,779
To City Loans 50% of RR	\$37,948	\$40,335	\$39,031	\$37,639	\$36,155	\$34,573	\$32,890
To IHO/Project 50% of RR	\$37,948	\$40,335	\$39,031	\$37,639	\$36,155	\$34,573	\$32,890
City Loan #1	2034	2035	2036	2037	2038	2039	2040
Beginning Balance	\$7,183						
BB for Interest Calculation	7,183						
Interest 3.00% Interest	27						
(Less) Residual Receipts Payment 0% of RR	0						
(Less) Forgiven Principal 15 Years	0						
(Less) Total Debt Service	(7,210)						
Ending Balance	\$0						
City Loan #2	2034	2035	2036	2037	2038	2039	2040
Beginning Balance	\$603,925	\$565,977	\$525,642	\$486,611	\$448,972	\$412,817	\$378,244
BB for Interest Calculation	603,925	565,977	525,642	486,611	448,972	412,817	378,244
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 50% of RR	(37,948)	(40,335)	(39,031)	(37,639)	(36,155)	(34,573)	(32,890)
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$565,977	\$525,642	\$486,611	\$448,972	\$412,817	\$378,244	\$345,354
City Loan #3	2034	2035	2036	2037	2038	2039	2040
Beginning Balance	\$100,000	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	100,000	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	(100,000)	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4	2034	2035	2036	2037	2038	2039	2040
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2034	2035	2036	2037	2038	2039	2040
Beginning Balance							
Interest 5.00% Interest							
(Less) Principal Reduction							
(Less) Interest Payment							
Ending Balance							
IHO Reserve Loan	2034	2035	2036	2037	2038	2039	2040
Beginning Balance							
Interest 2.00% Interest							
(Less) Payment							
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2034	2035	2036	2037	2038	2039	2040
Beginning Balance	\$263,985	\$301,934	\$342,268	\$381,300	\$418,939	\$455,094	\$489,666
Add: Cash Flow Deposits	37,948	40,335	39,031	37,639	36,155	34,573	32,890
(Less) Negative Cash Flow	0	0	0	0	0	0	0
Ending Balance	\$301,934	\$342,268	\$381,300	\$418,939	\$455,094	\$489,666	\$522,556
Replacement Reserves	2034	2035	2036	2037	2038	2039	2040
Beginning Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits	0	0	0	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0	0	0
Ending Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

APPENDIX B - TABLE 3

STATUS QUO ANALYSIS (2020 - 2066)

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Calendar Year		2041	2042	2043	2044	2045	2046	2047
Net Operating Income		\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800	\$35,743
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800	\$35,743
Residual Receipts		\$62,202	\$58,404	\$54,375	\$50,105	\$45,584	\$40,800	\$35,743
To City Loans	50% of RR	\$31,101	\$29,202	\$27,187	\$25,052	\$22,792	\$20,400	\$17,871
To IHO/Project	50% of RR	\$31,101	\$29,202	\$27,187	\$25,052	\$22,792	\$20,400	\$17,871
City Loan #1		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
BB for Interest Calculation								
Interest	3.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	15 Years							
(Less) Total Debt Service								
Ending Balance								
City Loan #2		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$345,354	\$314,253	\$285,051	\$257,864	\$232,812	\$210,020	\$189,620
BB for Interest Calculation		345,354	314,253	285,051	257,864	232,812	210,020	189,620
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(31,101)	(29,202)	(27,187)	(25,052)	(22,792)	(20,400)	(17,871)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$314,253	\$285,051	\$257,864	\$232,812	\$210,020	\$189,620	\$171,749
City Loan #3		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$522,556	\$553,657	\$582,859	\$610,046	\$635,099	\$657,890	\$678,290
Add: Cash Flow Deposits		31,101	29,202	27,187	25,052	22,792	20,400	17,871
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$553,657	\$582,859	\$610,046	\$635,099	\$657,890	\$678,290	\$696,162
Replacement Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits		0	0	0	0	0	0	0
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

APPENDIX B - TABLE 3

STATUS QUO ANALYSIS (2020 - 2066)

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Calendar Year	2048	2049	2050	2051	2052	2053	2054
Net Operating Income	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	(\$1,055)	(\$8,392)
(Less) City Loan #1 Payments	0	0	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits \$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves	0	0	0	0	0	1,055	8,392
Net Cash Flow	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	\$0	\$0
Residual Receipts	\$30,399	\$24,758	\$18,806	\$12,529	\$5,913	\$0	\$0
To City Loans 50% of RR	\$15,200	\$12,379	\$9,403	\$6,264	\$2,957	\$0	\$0
To IHO/Project 50% of RR	\$15,200	\$12,379	\$9,403	\$6,264	\$2,957	\$0	\$0
City Loan #1	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
BB for Interest Calculation							
Interest 3.00% Interest							
(Less) Residual Receipts Payment 0% of RR							
(Less) Forgiven Principal 15 Years							
(Less) Total Debt Service							
Ending Balance							
City Loan #2	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$171,749	\$156,549	\$144,170	\$134,767	\$128,503	\$125,546	\$125,546
BB for Interest Calculation	171,749	156,549	144,170	134,767	128,503	125,546	125,546
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 50% of RR	(15,200)	(12,379)	(9,403)	(6,264)	(2,957)	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$156,549	\$144,170	\$134,767	\$128,503	\$125,546	\$125,546	\$125,546
City Loan #3	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
Interest 5.00% Interest							
(Less) Principal Reduction							
(Less) Interest Payment							
Ending Balance							
IHO Reserve Loan	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
Interest 2.00% Interest							
(Less) Payment							
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$696,162	\$711,361	\$723,741	\$733,143	\$739,408	\$742,364	\$741,309
Add: Cash Flow Deposits	15,200	12,379	9,403	6,264	2,957	0	0
(Less) Negative Cash Flow	0	0	0	0	0	(1,055)	(8,392)
Ending Balance	\$711,361	\$723,741	\$733,143	\$739,408	\$742,364	\$741,309	\$732,917
Replacement Reserves	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits	0	0	0	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0	0	0
Ending Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

APPENDIX B - TABLE 3

STATUS QUO ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year	2055	2056	2057	2058	2059	2060	2061
Net Operating Income	(\$16,113)	(\$24,235)	(\$32,773)	(\$41,748)	(\$51,176)	(\$61,077)	(\$71,471)
(Less) City Loan #1 Payments	0	0	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits \$0 /Unit	0	0	0	0	0	0	0
Add: Operating Reserves	16,113	24,235	32,773	41,748	51,176	61,077	71,471
Net Cash Flow	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Residual Receipts	\$0	\$0	\$0	\$0	\$0	\$0	\$0
To City Loans 50% of RR	\$0	\$0	\$0	\$0	\$0	\$0	\$0
To IHO/Project 50% of RR	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #1	2055	2056	2057	2058	2059	2060	2061
Beginning Balance							
BB for Interest Calculation							
Interest 3.00% Interest							
(Less) Residual Receipts Payment 0% of RR							
(Less) Forgiven Principal 15 Years							
(Less) Total Debt Service							
Ending Balance							
City Loan #2	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
BB for Interest Calculation	125,546	125,546	125,546	125,546	125,546	125,546	125,546
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
City Loan #3	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #4	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2055	2056	2057	2058	2059	2060	2061
Beginning Balance							
Interest 5.00% Interest							
(Less) Principal Reduction							
(Less) Interest Payment							
Ending Balance							
IHO Reserve Loan	2055	2056	2057	2058	2059	2060	2061
Beginning Balance							
Interest 2.00% Interest							
(Less) Payment							
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$732,917	\$716,803	\$692,569	\$659,795	\$618,048	\$566,872	\$505,795
Add: Cash Flow Deposits	0	0	0	0	0	0	0
(Less) Negative Cash Flow	(16,113)	(24,235)	(32,773)	(41,748)	(51,176)	(61,077)	(71,471)
Ending Balance	\$716,803	\$692,569	\$659,795	\$618,048	\$566,872	\$505,795	\$434,324
Replacement Reserves	2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits	0	0	0	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0	0	0
Ending Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

APPENDIX B - TABLE 3

STATUS QUO ANALYSIS (2020 - 2066)

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Calendar Year	2062	2063	2064	2065	2066
Net Operating Income	(\$82,379)	(\$93,822)	(\$105,824)	(\$118,407)	(\$131,597)
(Less) City Loan #1 Payments	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0
(Less) Replacement Reserve Deposits \$0 /Unit	0	0	0	0	0
Add: Operating Reserves	82,379	93,822	105,824	118,407	33,892
Net Cash Flow	\$0	\$0	\$0	\$0	(\$97,705)
Residual Receipts	\$0	\$0	\$0	\$0	\$0
To City Loans 50% of RR	\$0	\$0	\$0	\$0	\$0
To IHO/Project 50% of RR	\$0	\$0	\$0	\$0	\$0
City Loan #1	2062	2063	2064	2065	2066
Beginning Balance					
BB for Interest Calculation					
Interest 3.00% Interest					
(Less) Residual Receipts Payment 0% of RR					
(Less) Forgiven Principal 15 Years					
(Less) Total Debt Service					
Ending Balance					
City Loan #2	2062	2063	2064	2065	2066
Beginning Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
BB for Interest Calculation	125,546	125,546	125,546	125,546	125,546
Interest 0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment 50% of RR	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0
Ending Balance	\$125,546	\$125,546	\$125,546	\$125,546	\$125,546
City Loan #3	2062	2063	2064	2065	2066
Beginning Balance	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0
City Loan #4	2062	2063	2064	2065	2066
Beginning Balance	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2062	2063	2064	2065	2066
Beginning Balance					
Interest 5.00% Interest					
(Less) Principal Reduction					
(Less) Interest Payment					
Ending Balance					
IHO Reserve Loan	2062	2063	2064	2065	2066
Beginning Balance					
Interest 2.00% Interest					
(Less) Payment					
Ending Balance	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2062	2063	2064	2065	2066
Beginning Balance	\$434,324	\$351,946	\$258,123	\$152,299	\$33,892
Add: Cash Flow Deposits	0	0	0	0	0
(Less) Negative Cash Flow	(82,379)	(93,822)	(105,824)	(118,407)	(33,892)
Ending Balance	\$351,946	\$258,123	\$152,299	\$33,892	\$0
Replacement Reserves	2062	2063	2064	2065	2066
Beginning Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031
Add: Reserve Deposits	0	0	0	0	0
(Less) Capital Improvements	0	0	0	0	0
Ending Balance	\$40,031	\$40,031	\$40,031	\$40,031	\$40,031

APPENDIX C

IHO PROPOSAL ANALYSIS

APPENDIX C - TABLE 1

2020 NET OPERATING INCOME PROJECTION - IHO PROPOSAL
ACACIA APARTMENTS
BREA, CALIFORNIA

I. Potential Gross Income			
A. Very-Low Income Units ¹			
Two-Bedroom Units	12 Units	\$1,092 /Unit/Mo	\$157,212
Three-Bedroom Units	1 Units	\$1,272 /Unit/Mo	15,265
B. Low Income Units ¹			
Two-Bedroom Units	0 Units	\$1,306 /Unit/Mo	0
Three-Bedroom Units	3 Units	\$1,522 /Unit/Mo	54,788
C. Section 8 Subsidy ²			
Two-Bedroom Units	3 Units	\$903 /Unit/Mo	32,517
Three-Bedroom Units	0 Units	\$1,517 /Unit/Mo	0
D. Miscellaneous Income ³			
	16 Units	\$16 /Unit/Mo	3,000
Potential Gross Income	16 Units	\$1,369 /Unit/Mo	\$262,781
(Less) Vacancy & Collection Allowance ⁴	3% of PGI		(7,883)
Effective Gross Income			\$254,898
II. Operating Expenses			
A. General Operating Expenses ³			
Administrative	16 Units	\$1,289 /Unit	\$20,628
Property Management Fee	16 Units	\$49 /Unit/Mo	9,348
Utilities	16 Units	\$1,793 /Unit	28,692
Maintenance & Operations	16 Units	\$2,592 /Unit	41,472
Insurance	16 Units	\$298 /Unit	4,764
Total General Operating Expenses	16 Units	\$6,557 /Unit	\$104,904
B. Property Taxes ³			
	16 Units	\$250 /Unit	\$3,996
C. City Monitoring Fees ³			
	16 Units	\$0 /Unit	\$0
D. Asset Management Fees ³			
	16 Units	\$625 /Unit	\$9,996
Total Operating Expenses	16 Units	\$7,431 /Unit	\$118,896
III. Net Operating Income			\$136,002
Without Subsidy			\$104,460

¹ Assumes 4.5 person household size for 3-bdrm unit rent calculation; and the following utility allowances are deducted: \$67/2-bdrm units and \$85/3-bdrm units.

² Based on current Section 8 contract rents.

³ Based on IHO projections.

⁴ KMA estimates.

APPENDIX C - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
Potential Gross Income											
Base Rent Payments	101.5%	\$227,264	\$230,673	\$234,133	\$237,645	\$241,210	\$244,828	\$248,501	\$252,228	\$256,011	\$259,852
Section 8 Tenant Assistance Payments	103.0%	32,517	33,493	34,497	35,532	36,598	37,696	38,827	39,992	41,192	42,427
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,000	3,060	3,121	3,184	3,247	3,312	3,378	3,446	3,515	3,585
Total Potential Gross Income		\$262,781	\$267,226	\$271,752	\$276,361	\$281,055	\$285,836	\$290,706	\$295,666	\$300,718	\$305,864
(Less) Vacancy & Collection Allowance	3.0%	(7,883)	(8,017)	(8,153)	(8,291)	(8,432)	(8,575)	(8,721)	(8,870)	(9,022)	(9,176)
Effective Gross Income		\$254,898	\$259,209	\$263,599	\$268,070	\$272,624	\$277,261	\$281,985	\$286,796	\$291,696	\$296,688
Operating Expenses											
Administration Costs	103.0%	\$20,628	\$21,247	\$21,884	\$22,541	\$23,217	\$23,914	\$24,631	\$25,370	\$26,131	\$26,915
Property Management Fees	103.0%	9,348	9,628	9,917	10,215	10,521	10,837	11,162	11,497	11,842	12,197
Utilities	104.0%	28,692	29,840	31,033	32,275	33,566	34,908	36,305	37,757	39,267	40,838
Maintenance & Repairs	103.0%	41,472	42,716	43,998	45,318	46,677	48,077	49,520	51,005	52,535	54,112
Insurance	103.0%	4,764	4,907	5,054	5,206	5,362	5,523	5,688	5,859	6,035	6,216
Property Taxes	102.0%	3,996	4,076	4,157	4,241	4,325	4,412	4,500	4,590	4,682	4,776
Asset Management Fees	103.0%	9,996	10,296	10,605	10,923	11,251	11,588	11,936	12,294	12,663	13,043
Total Operating Expenses		\$118,896	\$122,710	\$126,649	\$130,717	\$134,919	\$139,259	\$143,742	\$148,372	\$153,155	\$158,095
Net Operating Income		\$136,002	\$136,499	\$136,950	\$137,353	\$137,705	\$138,003	\$138,243	\$138,424	\$138,542	\$138,593

APPENDIX C - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2030	2031	2032	2033	2034	2035	2036	2037	2038	2039
Potential Gross Income											
Base Rent Payments	101.5%	\$263,749	\$267,706	\$271,721	\$275,797	\$279,934	\$284,133	\$288,395	\$292,721	\$297,112	\$301,568
Section 8 Tenant Assistance Payments	103.0%	43,700	45,011	46,361	47,752	49,185	50,660	52,180	53,746	55,358	57,019
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,657	3,730	3,805	3,881	3,958	4,038	4,118	4,201	4,285	4,370
Total Potential Gross Income		\$311,107	\$316,447	\$321,887	\$327,430	\$333,077	\$338,831	\$344,694	\$350,667	\$356,755	\$362,958
(Less) Vacancy & Collection Allowance	3.0%	(9,333)	(9,493)	(9,657)	(9,823)	(9,992)	(10,165)	(10,341)	(10,520)	(10,703)	(10,889)
Effective Gross Income		\$301,773	\$306,954	\$312,231	\$317,607	\$323,085	\$328,666	\$334,353	\$340,147	\$346,052	\$352,069
Operating Expenses											
Administration Costs	103.0%	\$27,722	\$28,554	\$29,411	\$30,293	\$31,202	\$32,138	\$33,102	\$34,095	\$35,118	\$36,171
Property Management Fees	103.0%	12,563	12,940	13,328	13,728	14,140	14,564	15,001	15,451	15,914	16,392
Utilities	104.0%	42,471	44,170	45,937	47,774	49,685	51,673	53,740	55,889	58,125	60,450
Maintenance & Repairs	103.0%	55,735	57,407	59,129	60,903	62,730	64,612	66,550	68,547	70,603	72,721
Insurance	103.0%	6,402	6,594	6,792	6,996	7,206	7,422	7,645	7,874	8,110	8,354
Property Taxes	102.0%	4,871	4,969	5,068	5,169	5,273	5,378	5,486	5,595	5,707	5,821
Asset Management Fees	103.0%	13,434	13,837	14,252	14,679	15,120	15,573	16,041	16,522	17,018	17,528
Total Operating Expenses		\$163,199	\$168,471	\$173,917	\$179,543	\$185,355	\$191,360	\$197,564	\$203,973	\$210,595	\$217,437
Net Operating Income		\$138,575	\$138,483	\$138,314	\$138,064	\$137,730	\$137,306	\$136,789	\$136,174	\$135,457	\$134,632

APPENDIX C - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2040	2041	2042	2043	2044	2045	2046	2047	2048	2049
Potential Gross Income											
Base Rent Payments	101.5%	\$306,092	\$310,683	\$315,344	\$320,074	\$324,875	\$329,748	\$334,694	\$339,715	\$344,810	\$349,983
Section 8 Tenant Assistance Payments	103.0%	58,729	60,491	62,306	64,175	66,100	68,083	70,126	72,230	74,397	76,628
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	4,458	4,547	4,638	4,731	4,825	4,922	5,020	5,121	5,223	5,328
Total Potential Gross Income		\$369,279	\$375,722	\$382,287	\$388,980	\$395,801	\$402,753	\$409,840	\$417,065	\$424,430	\$431,938
(Less) Vacancy & Collection Allowance	3.0%	(11,078)	(11,272)	(11,469)	(11,669)	(11,874)	(12,083)	(12,295)	(12,512)	(12,733)	(12,958)
Effective Gross Income		\$358,201	\$364,450	\$370,819	\$377,310	\$383,927	\$390,671	\$397,545	\$404,553	\$411,697	\$418,980
Operating Expenses											
Administration Costs	103.0%	\$37,256	\$38,374	\$39,525	\$40,711	\$41,932	\$43,190	\$44,486	\$45,821	\$47,195	\$48,611
Property Management Fees	103.0%	16,884	17,390	17,912	18,449	19,003	19,573	20,160	20,765	21,388	22,029
Utilities	104.0%	62,868	65,382	67,998	70,718	73,546	76,488	79,548	82,730	86,039	89,480
Maintenance & Repairs	103.0%	74,903	77,150	79,465	81,849	84,304	86,833	89,438	92,121	94,885	97,731
Insurance	103.0%	8,604	8,862	9,128	9,402	9,684	9,975	10,274	10,582	10,900	11,227
Property Taxes	102.0%	5,938	6,057	6,178	6,301	6,427	6,556	6,687	6,821	6,957	7,096
Asset Management Fees	103.0%	18,054	18,596	19,153	19,728	20,320	20,929	21,557	22,204	22,870	23,556
Total Operating Expenses		\$224,507	\$231,811	\$239,359	\$247,158	\$255,217	\$263,544	\$272,150	\$281,043	\$290,234	\$299,731
Net Operating Income		\$133,694	\$132,639	\$131,460	\$130,152	\$128,710	\$127,126	\$125,395	\$123,510	\$121,463	\$119,249

APPENDIX C - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2050	2051	2052	2053	2054	2055	2056	2057	2058	2059
Potential Gross Income											
Base Rent Payments	101.5%	\$355,232	\$360,561	\$365,969	\$371,459	\$377,031	\$382,686	\$388,426	\$394,253	\$400,167	\$406,169
Section 8 Tenant Assistance Payments	103.0%	78,927	81,295	83,734	86,246	88,833	91,498	94,243	97,071	99,983	102,982
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	5,434	5,543	5,654	5,767	5,882	6,000	6,120	6,242	6,367	6,494
Total Potential Gross Income		\$439,594	\$447,399	\$455,357	\$463,471	\$471,746	\$480,184	\$488,789	\$497,565	\$506,516	\$515,645
(Less) Vacancy & Collection Allowance	3.0%	(13,188)	(13,422)	(13,661)	(13,904)	(14,152)	(14,406)	(14,664)	(14,927)	(15,195)	(15,469)
Effective Gross Income		\$426,406	\$433,977	\$441,696	\$449,567	\$457,594	\$465,779	\$474,126	\$482,638	\$491,321	\$500,176
Operating Expenses											
Administration Costs	103.0%	\$50,070	\$51,572	\$53,119	\$54,712	\$56,354	\$58,044	\$59,786	\$61,579	\$63,427	\$65,329
Property Management Fees	103.0%	22,690	23,371	24,072	24,794	25,538	26,304	27,093	27,906	28,743	29,605
Utilities	104.0%	93,060	96,782	100,653	104,679	108,867	113,221	117,750	122,460	127,358	132,453
Maintenance & Repairs	103.0%	100,663	103,683	106,794	109,998	113,298	116,697	120,197	123,803	127,517	131,343
Insurance	103.0%	11,563	11,910	12,268	12,636	13,015	13,405	13,807	14,222	14,648	15,088
Property Taxes	102.0%	7,238	7,383	7,531	7,681	7,835	7,992	8,151	8,314	8,481	8,650
Asset Management Fees	103.0%	24,263	24,991	25,741	26,513	27,308	28,127	28,971	29,840	30,736	31,658
Total Operating Expenses		\$309,547	\$319,692	\$330,177	\$341,013	\$352,213	\$363,790	\$375,756	\$388,125	\$400,910	\$414,126
Net Operating Income		\$116,859	\$114,285	\$111,519	\$108,554	\$105,380	\$101,988	\$98,369	\$94,514	\$90,411	\$86,050

APPENDIX C - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2060	2061	2062	2063	2064	2065	2066
Potential Gross Income								
Base Rent Payments	101.5%	\$412,262	\$418,445	\$424,722	\$431,093	\$437,559	\$444,123	\$450,785
Section 8 Tenant Assistance Payments	103.0%	106,072	109,254	112,531	115,907	119,385	122,966	126,655
Interest Income	101.0%	0	0	0	0	0	0	0
Additional Income	102.0%	6,624	6,757	6,892	7,030	7,170	7,314	7,460
Total Potential Gross Income		\$524,957	\$534,456	\$544,145	\$554,030	\$564,114	\$574,402	\$584,900
(Less) Vacancy & Collection Allowance	3.0%	(15,749)	(16,034)	(16,324)	(16,621)	(16,923)	(17,232)	(17,547)
Effective Gross Income		\$509,209	\$518,422	\$527,821	\$537,409	\$547,191	\$557,170	\$567,353
Operating Expenses								
Administration Costs	103.0%	\$67,289	\$69,308	\$71,387	\$73,529	\$75,735	\$78,007	\$80,347
Property Management Fees	103.0%	30,494	31,408	32,351	33,321	34,321	35,350	36,411
Utilities	104.0%	137,751	143,261	148,991	154,951	161,149	167,595	174,299
Maintenance & Repairs	103.0%	135,283	139,342	143,522	147,828	152,262	156,830	161,535
Insurance	103.0%	15,540	16,007	16,487	16,981	17,491	18,016	18,556
Property Taxes	102.0%	8,823	9,000	9,180	9,363	9,551	9,742	9,936
Asset Management Fees	103.0%	32,607	33,586	34,593	35,631	36,700	37,801	38,935
Total Operating Expenses		\$427,788	\$441,911	\$456,511	\$471,604	\$487,208	\$503,340	\$520,019
Net Operating Income		\$81,421	\$76,511	\$71,310	\$65,805	\$59,982	\$53,830	

APPENDIX C - TABLE 3

IHO PROPOSAL ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2020	2021	2022	2023	2024	2025	2026
Net Operating Income		\$136,002	\$136,499	\$136,950	\$137,353	\$137,705	\$138,003	\$138,243
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		(336,568)	(32,479)	0	0	0	0	0
(Less) IHO Loan Payments		0	(46,866)	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		205,366	0	0	0	0	0	0
Net Cash Flow		(\$0)	\$52,355	\$132,150	\$132,553	\$132,905	\$133,203	\$133,443
Residual Receipts		\$0	\$52,355	\$132,150	\$132,553	\$132,905	\$133,203	\$133,443
To City Loans	50% of RR	\$0	\$26,177	\$66,075	\$66,277	\$66,452	\$66,601	\$74,388
To IHO/Project	50% of RR	\$0	\$26,177	\$66,075	\$66,277	\$66,452	\$66,601	\$59,056
City Loan #1		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$498,748	\$465,498	\$406,071	\$306,746	\$207,219	\$107,517	\$7,666
BB for Interest Calculation		498,748	465,498	406,071	306,746	207,219	107,517	7,666
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	0	(26,177)	(66,075)	(66,277)	(66,452)	(66,601)	(7,666)
(Less) Forgiven Principal	15 Years	(33,250)	(33,250)	(33,250)	(33,250)	(33,250)	(33,250)	0
(Less) Total Debt Service		0	0	0	0	0	0	0
Ending Balance		\$465,498	\$406,071	\$306,746	\$207,219	\$107,517	\$7,666	\$0
City Loan #2		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$900,000	\$880,851	\$861,702	\$842,553	\$823,404	\$804,255	\$785,106
BB for Interest Calculation		900,000	880,851	861,702	842,553	823,404	804,255	785,106
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0	0	(66,722)
(Less) Forgiven Principal	47 Years	(19,149)	(19,149)	(19,149)	(19,149)	(19,149)	(19,149)	(19,149)
Ending Balance		\$880,851	\$861,702	\$842,553	\$823,404	\$804,255	\$785,106	\$699,235
City Loan #3		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$100,000	\$93,333	\$86,666	\$79,999	\$73,332	\$66,665	\$59,998
BB for Interest Calculation		100,000	93,333	86,666	79,999	73,332	66,665	59,998
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	(6,667)	(6,667)	(6,667)	(6,667)	(6,667)	(6,667)	(6,667)
Ending Balance		\$93,333	\$86,666	\$79,999	\$73,332	\$66,665	\$59,998	\$53,331
City Loan #4		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$2,083,254	\$2,101,427	\$2,118,270	\$2,133,784	\$2,147,968	\$2,160,822	\$2,172,346
BB for Interest Calculation		2,083,254	2,038,929	1,994,605	1,950,280	1,905,956	1,861,631	1,817,307
Interest	3.00% Interest	62,498	61,168	59,838	58,508	57,179	55,849	54,519
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	47 Years	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)
Ending Balance		\$2,101,427	\$2,118,270	\$2,133,784	\$2,147,968	\$2,160,822	\$2,172,346	\$2,182,541
NHSOC Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$350,000	\$30,932	\$0	\$0	\$0		
Interest	5.00% Interest	17,500	1,547	0	0	0		
(Less) Principal Reduction		(319,068)	(30,932)	0	0	0		
(Less) Interest Payment		(17,500)	(1,547)	0	0	0		
Ending Balance		\$30,932	\$0	\$0	\$0	\$0		
IHO Reserve Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$45,046	\$45,947	(\$0)	(\$0)	(\$0)		
Interest	2.00% Interest	901	919	(0)	(0)	(0)		
(Less) Payment		0	(46,866)	0	0	0		
Ending Balance		\$45,947	(\$0)	(\$0)	(\$0)	(\$0)	\$0	\$0
Operating Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$205,366	(\$0)	\$26,177	\$92,252	\$158,529	\$224,981	\$291,583
Add: Cash Flow Deposits		0	26,177	66,075	66,277	66,452	66,601	59,056
(Less) Negative Cash Flow		(205,366)	0	0	0	0	0	0
Ending Balance		(\$0)	\$26,177	\$92,252	\$158,529	\$224,981	\$291,583	\$350,638
Replacement Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$40,031	\$44,831	\$49,631	\$54,431	\$59,231	\$64,031	\$68,831
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$44,831	\$49,631	\$54,431	\$59,231	\$64,031	\$68,831	\$73,631

APPENDIX C - TABLE 3

IHO PROPOSAL ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2027	2028	2029	2030	2031	2032	2033
Net Operating Income		\$138,424	\$138,542	\$138,593	\$138,575	\$138,483	\$138,314	\$138,064
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$133,624	\$133,742	\$133,793	\$133,775	\$133,683	\$133,514	\$133,264
Residual Receipts		\$133,624	\$133,742	\$133,793	\$133,775	\$133,683	\$133,514	\$133,264
To City Loans	50% of RR	\$66,812	\$66,871	\$66,897	\$66,887	\$66,841	\$66,757	\$66,632
To IHO/Project	50% of RR	\$66,812	\$66,871	\$66,897	\$66,887	\$66,841	\$66,757	\$66,632
City Loan #1		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	0	0	0	0	0	0	0
(Less) Total Debt Service		0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #2		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$699,235	\$613,274	\$527,254	\$441,208	\$355,172	\$269,182	\$183,276
BB for Interest Calculation		699,235	613,274	527,254	441,208	355,172	269,182	183,276
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(66,812)	(66,871)	(66,897)	(66,887)	(66,841)	(66,757)	(66,632)
(Less) Forgiven Principal	47 Years	(19,149)	(19,149)	(19,149)	(19,149)	(19,149)	(19,149)	(19,149)
Ending Balance		\$613,274	\$527,254	\$441,208	\$355,172	\$269,182	\$183,276	\$97,495
City Loan #3		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$53,331	\$46,664	\$39,997	\$33,330	\$26,663	\$19,996	\$13,329
BB for Interest Calculation		53,331	46,664	39,997	33,330	26,663	19,996	13,329
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	(6,667)	(6,667)	(6,667)	(6,667)	(6,667)	(6,667)	(6,667)
Ending Balance		\$46,664	\$39,997	\$33,330	\$26,663	\$19,996	\$13,329	\$6,662
City Loan #4		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$2,182,541	\$2,191,406	\$2,198,941	\$2,205,147	\$2,210,022	\$2,213,568	\$2,215,784
BB for Interest Calculation		1,772,982	1,728,658	1,684,333	1,640,009	1,595,684	1,551,359	1,507,035
Interest	3.00% Interest	53,189	51,860	50,530	49,200	47,871	46,541	45,211
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	47 Years	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)
Ending Balance		\$2,191,406	\$2,198,941	\$2,205,147	\$2,210,022	\$2,213,568	\$2,215,784	\$2,216,671
NHSOC Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$350,638	\$417,450	\$484,321	\$551,218	\$618,105	\$684,947	\$751,704
Add: Cash Flow Deposits		66,812	66,871	66,897	66,887	66,841	66,757	66,632
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$417,450	\$484,321	\$551,218	\$618,105	\$684,947	\$751,704	\$818,336
Replacement Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$73,631	\$78,431	\$83,231	\$88,031	\$92,831	\$97,631	\$102,431
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$78,431	\$83,231	\$88,031	\$92,831	\$97,631	\$102,431	\$107,231

APPENDIX C - TABLE 3

IHO PROPOSAL ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2034	2035	2036	2037	2038	2039	2040
Net Operating Income		\$137,730	\$137,306	\$136,789	\$136,174	\$135,457	\$134,632	\$133,694
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$132,930	\$132,506	\$131,989	\$131,374	\$130,657	\$129,832	\$128,894
Residual Receipts		\$132,930	\$132,506	\$131,989	\$131,374	\$130,657	\$129,832	\$128,894
To City Loans	50% of RR	\$132,930	\$78,134	\$65,995	\$65,687	\$65,328	\$64,916	\$64,447
To IHO/Project	50% of RR	\$0	\$54,372	\$65,995	\$65,687	\$65,328	\$64,916	\$64,447
City Loan #1		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$0						
BB for Interest Calculation		0						
Interest	0.00% Interest	0						
(Less) Residual Receipts Payment	50% of RR	0						
(Less) Forgiven Principal	15 Years	0						
(Less) Total Debt Service		0						
Ending Balance		\$0						
City Loan #2		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$97,495	\$11,881	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		97,495	11,881	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	(66,465)	(11,881)	0	0	0	0	0
(Less) Forgiven Principal	47 Years	(19,149)	0	0	0	0	0	0
Ending Balance		\$11,881	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #3		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$6,662						
BB for Interest Calculation		6,662						
Interest	0.00% Interest	0						
(Less) Residual Receipts Payment	0% of RR	0						
(Less) Forgiven Principal	15 Years	(6,662)						
Ending Balance		\$0						
City Loan #4		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$2,216,671	\$2,149,763	\$2,081,737	\$2,012,639	\$1,942,520	\$1,871,430	\$1,799,422
BB for Interest Calculation		1,462,710	1,418,386	1,374,061	1,329,737	1,285,412	1,241,088	1,196,763
Interest	3.00% Interest	43,881	42,552	41,222	39,892	38,562	37,233	35,903
(Less) Residual Receipts Payment	50% of RR	(66,465)	(66,253)	(65,995)	(65,687)	(65,328)	(64,916)	(64,447)
(Less) Forgiven Principal	47 Years	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)
Ending Balance		\$2,149,763	\$2,081,737	\$2,012,639	\$1,942,520	\$1,871,430	\$1,799,422	\$1,726,553
NHSOC Loan		2034	2035	2036	2037	2038	2039	2040
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2034	2035	2036	2037	2038	2039	2040
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$818,336	\$818,336	\$872,708	\$938,703	\$1,004,390	\$1,069,718	\$1,134,634
Add: Cash Flow Deposits		0	54,372	65,995	65,687	65,328	64,916	64,447
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$818,336	\$872,708	\$938,703	\$1,004,390	\$1,069,718	\$1,134,634	\$1,199,081
Replacement Reserves		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$107,231	\$112,031	\$116,831	\$121,631	\$126,431	\$131,231	\$136,031
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$112,031	\$116,831	\$121,631	\$126,431	\$131,231	\$136,031	\$140,831

APPENDIX C - TABLE 3

IHO PROPOSAL ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2041	2042	2043	2044	2045	2046	2047
Net Operating Income		\$132,639	\$131,460	\$130,152	\$128,710	\$127,126	\$125,395	\$123,510
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$127,839	\$126,660	\$125,352	\$123,910	\$122,326	\$120,595	\$118,710
Residual Receipts		\$127,839	\$126,660	\$125,352	\$123,910	\$122,326	\$120,595	\$118,710
To City Loans	50% of RR	\$63,919	\$63,330	\$62,676	\$61,955	\$61,163	\$60,298	\$59,355
To IHO/Project	50% of RR	\$63,919	\$63,330	\$62,676	\$61,955	\$61,163	\$60,298	\$59,355
City Loan #1		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	50% of RR							
(Less) Forgiven Principal	15 Years							
(Less) Total Debt Service								
Ending Balance								
City Loan #2		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	47 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #3		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	15 Years							
Ending Balance								
City Loan #4		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$1,726,553	\$1,652,882	\$1,578,471	\$1,503,384	\$1,427,689	\$1,351,455	\$1,274,758
BB for Interest Calculation		1,152,438	1,108,114	1,063,789	1,019,465	975,140	930,816	886,491
Interest	3.00% Interest	34,573	33,243	31,914	30,584	29,254	27,924	26,595
(Less) Residual Receipts Payment	50% of RR	(63,919)	(63,330)	(62,676)	(61,955)	(61,163)	(60,298)	(59,355)
(Less) Forgiven Principal	47 Years	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)
Ending Balance		\$1,652,882	\$1,578,471	\$1,503,384	\$1,427,689	\$1,351,455	\$1,274,758	\$1,197,673
NHSOC Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$1,199,081	\$1,263,000	\$1,326,330	\$1,389,006	\$1,450,961	\$1,512,124	\$1,572,422
Add: Cash Flow Deposits		63,919	63,330	62,676	61,955	61,163	60,298	59,355
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$1,263,000	\$1,326,330	\$1,389,006	\$1,450,961	\$1,512,124	\$1,572,422	\$1,631,777
Replacement Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$140,831	\$145,631	\$150,431	\$155,231	\$160,031	\$164,831	\$169,631
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$145,631	\$150,431	\$155,231	\$160,031	\$164,831	\$169,631	\$174,431

APPENDIX C - TABLE 3

IHO PROPOSAL ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2048	2049	2050	2051	2052	2053	2054
Net Operating Income		\$121,463	\$119,249	\$116,859	\$114,285	\$111,519	\$108,554	\$105,380
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$116,663	\$114,449	\$112,059	\$109,485	\$106,719	\$103,754	\$100,580
Residual Receipts		\$116,663	\$114,449	\$112,059	\$109,485	\$106,719	\$103,754	\$100,580
To City Loans	50% of RR	\$58,332	\$57,224	\$56,029	\$54,742	\$53,360	\$51,877	\$50,290
To IHO/Project	50% of RR	\$58,332	\$57,224	\$56,029	\$54,742	\$53,360	\$51,877	\$50,290
City Loan #1		2048	2049	2050	2051	2052	2053	2054
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	50% of RR							
(Less) Forgiven Principal	15 Years							
(Less) Total Debt Service								
Ending Balance								
City Loan #2		2048	2049	2050	2051	2052	2053	2054
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	47 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #3		2048	2049	2050	2051	2052	2053	2054
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	15 Years							
Ending Balance								
City Loan #4		2048	2049	2050	2051	2052	2053	2054
Beginning Balance		\$1,197,673	\$1,120,282	\$1,042,668	\$964,920	\$887,128	\$809,390	\$731,805
BB for Interest Calculation		842,167	797,842	753,517	709,193	664,868	620,544	576,219
Interest	3.00% Interest	25,265	23,935	22,606	21,276	19,946	18,616	17,287
(Less) Residual Receipts Payment	50% of RR	(58,332)	(57,224)	(56,029)	(54,742)	(53,360)	(51,877)	(50,290)
(Less) Forgiven Principal	47 Years	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)
Ending Balance		\$1,120,282	\$1,042,668	\$964,920	\$887,128	\$809,390	\$731,805	\$654,477
NHSOC Loan		2048	2049	2050	2051	2052	2053	2054
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2048	2049	2050	2051	2052	2053	2054
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2048	2049	2050	2051	2052	2053	2054
Beginning Balance		\$1,631,777	\$1,690,108	\$1,747,333	\$1,803,362	\$1,858,104	\$1,911,464	\$1,963,341
Add: Cash Flow Deposits		58,332	57,224	56,029	54,742	53,360	51,877	50,290
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$1,690,108	\$1,747,333	\$1,803,362	\$1,858,104	\$1,911,464	\$1,963,341	\$2,013,631
Replacement Reserves		2048	2049	2050	2051	2052	2053	2054
Beginning Balance		\$174,431	\$179,231	\$184,031	\$188,831	\$193,631	\$198,431	\$203,231
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$179,231	\$184,031	\$188,831	\$193,631	\$198,431	\$203,231	\$208,031

APPENDIX C - TABLE 3

IHO PROPOSAL ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2055	2056	2057	2058	2059	2060	2061
Net Operating Income		\$101,988	\$98,369	\$94,514	\$90,411	\$86,050	\$81,421	\$76,511
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$97,188	\$93,569	\$89,714	\$85,611	\$81,250	\$76,621	\$71,711
Residual Receipts		\$97,188	\$93,569	\$89,714	\$85,611	\$81,250	\$76,621	\$71,711
To City Loans	50% of RR	\$48,594	\$46,785	\$44,857	\$42,805	\$40,625	\$38,310	\$35,856
To IHO/Project	50% of RR	\$48,594	\$46,785	\$44,857	\$42,805	\$40,625	\$38,310	\$35,856
City Loan #1		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	50% of RR							
(Less) Forgiven Principal	15 Years							
(Less) Total Debt Service								
Ending Balance								
City Loan #2		2055	2056	2057	2058	2059	2060	2061
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	47 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #3		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	15 Years							
Ending Balance								
City Loan #4		2055	2056	2057	2058	2059	2060	2061
Beginning Balance		\$654,477	\$577,515	\$501,033	\$425,149	\$349,987	\$275,537	\$201,168
BB for Interest Calculation		531,895	487,570	443,246	398,921	349,987	275,537	201,168
Interest	3.00% Interest	15,957	14,627	13,297	11,968	10,500	8,266	6,035
(Less) Residual Receipts Payment	50% of RR	(48,594)	(46,785)	(44,857)	(42,805)	(40,625)	(38,310)	(35,856)
(Less) Forgiven Principal	47 Years	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)	(44,325)
Ending Balance		\$577,515	\$501,033	\$425,149	\$349,987	\$275,537	\$201,168	\$127,023
NHSOC Loan		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2055	2056	2057	2058	2059	2060	2061
Beginning Balance		\$2,013,631	\$2,062,225	\$2,109,010	\$2,153,867	\$2,196,672	\$2,237,297	\$2,275,607
Add: Cash Flow Deposits		48,594	46,785	44,857	42,805	40,625	38,310	35,856
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$2,062,225	\$2,109,010	\$2,153,867	\$2,196,672	\$2,237,297	\$2,275,607	\$2,311,463
Replacement Reserves		2055	2056	2057	2058	2059	2060	2061
Beginning Balance		\$208,031	\$212,831	\$217,631	\$222,431	\$227,231	\$232,031	\$236,831
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$212,831	\$217,631	\$222,431	\$227,231	\$232,031	\$236,831	\$241,631

APPENDIX C - TABLE 3

IHO PROPOSAL ANALYSIS (2020 - 2066)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2062	2063	2064	2065	2066
Net Operating Income		\$71,310	\$65,805	\$59,982	\$53,830	
(Less) City Loan #1 Payments		0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	4,800
Net Cash Flow		\$66,510	\$61,005	\$55,182	\$49,030	\$0
Residual Receipts		\$66,510	\$61,005	\$55,182	\$49,030	\$0
To City Loans	50% of RR	\$33,255	\$30,502	\$0	\$0	\$0
To IHO/Project	50% of RR	\$33,255	\$30,502	\$55,182	\$49,030	\$0
City Loan #1		2062	2063	2064	2065	2066
Beginning Balance						
BB for Interest Calculation						
Interest	0.00% Interest					
(Less) Residual Receipts Payment	50% of RR					
(Less) Forgiven Principal	15 Years					
(Less) Total Debt Service						
Ending Balance						
City Loan #2		2062	2063	2064	2065	2066
Beginning Balance		\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment	50% of RR	0	0	0	0	0
(Less) Forgiven Principal	47 Years	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0
City Loan #3		2062	2063	2064	2065	2066
Beginning Balance						
BB for Interest Calculation						
Interest	0.00% Interest					
(Less) Residual Receipts Payment	0% of RR					
(Less) Forgiven Principal	15 Years					
Ending Balance						
City Loan #4		2062	2063	2064	2065	2066
Beginning Balance		\$127,023	\$53,254	\$0	\$0	\$0
BB for Interest Calculation		127,023	53,254	0	0	0
Interest	3.00% Interest	3,811	1,598	0	0	0
(Less) Residual Receipts Payment	50% of RR	(33,255)	(30,502)	0	0	0
(Less) Forgiven Principal	47 Years	(44,325)	(24,349)	0	0	0
Ending Balance		\$53,254	\$0	\$0	\$0	\$0
NHSOC Loan		2062	2063	2064	2065	2066
Beginning Balance						
Interest	5.00% Interest					
(Less) Principal Reduction						
(Less) Interest Payment						
Ending Balance						
IHO Reserve Loan		2062	2063	2064	2065	2066
Beginning Balance						
Interest	2.00% Interest					
(Less) Payment						
Ending Balance		\$0	\$0	\$0	\$0	\$0
Operating Reserves		2062	2063	2064	2065	2066
Beginning Balance		\$2,311,463	\$2,344,718	\$2,375,221	\$2,430,403	\$2,479,433
Add: Cash Flow Deposits		33,255	30,502	55,182	49,030	0
(Less) Negative Cash Flow		0	0	0	0	(4,800)
Ending Balance		\$2,344,718	\$2,375,221	\$2,430,403	\$2,479,433	\$2,474,633
Replacement Reserves		2062	2063	2064	2065	2066
Beginning Balance		\$241,631	\$246,431	\$251,231	\$256,031	\$260,831
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0
Ending Balance		\$246,431	\$251,231	\$256,031	\$260,831	\$265,631

APPENDIX B
KMA RECOMMENDATION ANALYSIS

APPENDIX D - TABLE 1

2020 NET OPERATING INCOME PROJECTION - KMA RECOMMENDATION
ACACIA APARTMENTS
BREA, CALIFORNIA

I. <u>Potential Gross Income</u>			
A. <u>Very-Low Income Units</u> ¹			
Two-Bedroom Units	12 Units	\$1,092 /Unit/Mo	\$157,212
Three-Bedroom Units	1 Units	\$1,221 /Unit/Mo	14,646
B. <u>Low Income Units</u> ¹			
Two-Bedroom Units	0 Units	\$1,306 /Unit/Mo	0
Three-Bedroom Units	3 Units	\$1,460 /Unit/Mo	52,560
C. <u>Section 8 Subsidy</u> ²			
Two-Bedroom Units	3 Units	\$903 /Unit/Mo	32,517
Three-Bedroom Units	0 Units	\$1,569 /Unit/Mo	0
D. <u>Miscellaneous Income</u> ³			
	16 Units	\$16 /Unit/Mo	3,000
Potential Gross Income	16 Units	\$1,354 /Unit/Mo	\$259,935
(Less) Vacancy & Collection Allowance ⁴	5% of PGI		<u>(12,997)</u>
Effective Gross Income			\$246,938
II. <u>Operating Expenses</u>			
A. <u>General Operating Expenses</u> ³			
Administrative	16 Units	\$1,289 /Unit	\$20,628
Property Management Fee	16 Units	\$49 /Unit/Mo	9,348
Utilities	16 Units	\$1,793 /Unit	28,692
Maintenance & Operations	16 Units	\$2,592 /Unit	41,472
Insurance	16 Units	\$298 /Unit	4,764
Total General Operating Expenses	16 Units	\$6,557 /Unit	\$104,904
B. <u>Property Taxes</u> ³			
	16 Units	\$250 /Unit	\$3,996
C. <u>City Monitoring Fees</u> ³			
	16 Units	\$0 /Unit	\$0
D. <u>Asset Management Fees</u> ⁴			
	16 Units	\$469 /Unit	\$7,500
Total Operating Expenses	16 Units	\$7,275 /Unit	\$116,400
III. <u>Net Operating Income</u>			\$130,538
Without Subsidy			\$99,647

¹ Assumes Regulatory Agreement rent calculation methodology; based on maximum 2020 rents; and the following utility allowances are deducted: \$67/2-bdrm units and \$85/3-bdrm units.

² Based on current Section 8 contract rents.

³ Based on IHO projections.

⁴ KMA estimates.

APPENDIX D - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
Potential Gross Income											
Base Rent Payments	101.5%	\$224,418	\$227,784	\$231,201	\$234,669	\$238,189	\$241,762	\$245,388	\$249,069	\$252,805	\$256,597
Section 8 Tenant Assistance Payments	103.0%	32,517	33,493	34,497	35,532	36,598	37,696	38,827	39,992	41,192	42,427
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,000	3,060	3,121	3,184	3,247	3,312	3,378	3,446	3,515	3,585
Total Potential Gross Income		\$259,935	\$264,337	\$268,820	\$273,385	\$278,035	\$282,770	\$287,594	\$292,507	\$297,512	\$302,610
(Less) Vacancy & Collection Allowance	5.0%	(12,997)	(13,217)	(13,441)	(13,669)	(13,902)	(14,139)	(14,380)	(14,625)	(14,876)	(15,130)
Effective Gross Income		\$246,938	\$251,120	\$255,379	\$259,716	\$264,133	\$268,632	\$273,214	\$277,882	\$282,636	\$287,479
Operating Expenses											
Administration Costs	103.0%	\$20,628	\$21,247	\$21,884	\$22,541	\$23,217	\$23,914	\$24,631	\$25,370	\$26,131	\$26,915
Property Management Fees	103.0%	9,348	9,628	9,917	10,215	10,521	10,837	11,162	11,497	11,842	12,197
Utilities	104.0%	28,692	29,840	31,033	32,275	33,566	34,908	36,305	37,757	39,267	40,838
Maintenance & Repairs	103.0%	41,472	42,716	43,998	45,318	46,677	48,077	49,520	51,005	52,535	54,112
Insurance	103.0%	4,764	4,907	5,054	5,206	5,362	5,523	5,688	5,859	6,035	6,216
Property Taxes	102.0%	7,500	7,650	7,803	7,959	8,118	8,281	8,446	8,615	8,787	8,963
Asset Management Fees	103.0%	7,500	7,725	7,957	8,195	8,441	8,695	8,955	9,224	9,501	9,786
Total Operating Expenses		\$119,904	\$123,713	\$127,646	\$131,708	\$135,902	\$140,234	\$144,707	\$149,327	\$154,098	\$159,026
Net Operating Income		\$127,034	\$127,407	\$127,732	\$128,008	\$128,230	\$128,398	\$128,507	\$128,555	\$128,538	\$128,453

APPENDIX D - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2030	2031	2032	2033	2034	2035	2036	2037	2038	2039
Potential Gross Income											
Base Rent Payments	101.5%	\$260,446	\$264,353	\$268,318	\$272,343	\$276,428	\$280,575	\$284,783	\$289,055	\$293,391	\$297,792
Section 8 Tenant Assistance Payments	103.0%	43,700	45,011	46,361	47,752	49,185	50,660	52,180	53,746	55,358	57,019
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	3,657	3,730	3,805	3,881	3,958	4,038	4,118	4,201	4,285	4,370
Total Potential Gross Income		\$307,803	\$313,094	\$318,484	\$323,976	\$329,571	\$335,273	\$341,082	\$347,001	\$353,034	\$359,181
(Less) Vacancy & Collection Allowance	5.0%	(15,390)	(15,655)	(15,924)	(16,199)	(16,479)	(16,764)	(17,054)	(17,350)	(17,652)	(17,959)
Effective Gross Income		\$292,413	\$297,439	\$302,560	\$307,777	\$313,093	\$318,509	\$324,028	\$329,651	\$335,382	\$341,222
Operating Expenses											
Administration Costs	103.0%	\$27,722	\$28,554	\$29,411	\$30,293	\$31,202	\$32,138	\$33,102	\$34,095	\$35,118	\$36,171
Property Management Fees	103.0%	12,563	12,940	13,328	13,728	14,140	14,564	15,001	15,451	15,914	16,392
Utilities	104.0%	42,471	44,170	45,937	47,774	49,685	51,673	53,740	55,889	58,125	60,450
Maintenance & Repairs	103.0%	55,735	57,407	59,129	60,903	62,730	64,612	66,550	68,547	70,603	72,721
Insurance	103.0%	6,402	6,594	6,792	6,996	7,206	7,422	7,645	7,874	8,110	8,354
Property Taxes	102.0%	9,142	9,325	9,512	9,702	9,896	10,094	10,296	10,502	10,712	10,926
Asset Management Fees	103.0%	10,079	10,382	10,693	11,014	11,344	11,685	12,035	12,396	12,768	13,151
Total Operating Expenses		\$164,116	\$169,372	\$174,802	\$180,410	\$186,203	\$192,187	\$198,369	\$204,754	\$211,351	\$218,165
Net Operating Income		\$128,298	\$128,067	\$127,758	\$127,367	\$126,890	\$126,322	\$125,659	\$124,897	\$124,031	\$123,056

APPENDIX D - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2040	2041	2042	2043	2044	2045	2046	2047	2048	2049
Potential Gross Income											
Base Rent Payments	101.5%	\$302,259	\$306,792	\$311,394	\$316,065	\$320,806	\$325,618	\$330,503	\$335,460	\$340,492	\$345,599
Section 8 Tenant Assistance Payments	103.0%	58,729	60,491	62,306	64,175	66,100	68,083	70,126	72,230	74,397	76,628
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	4,458	4,547	4,638	4,731	4,825	4,922	5,020	5,121	5,223	5,328
Total Potential Gross Income		\$365,446	\$371,831	\$378,338	\$384,971	\$391,732	\$398,623	\$405,649	\$412,810	\$420,112	\$427,555
(Less) Vacancy & Collection Allowance	5.0%	(18,272)	(18,592)	(18,917)	(19,249)	(19,587)	(19,931)	(20,282)	(20,641)	(21,006)	(21,378)
Effective Gross Income		\$347,173	\$353,239	\$359,421	\$365,722	\$372,145	\$378,692	\$385,366	\$392,170	\$399,106	\$406,178
Operating Expenses											
Administration Costs	103.0%	\$37,256	\$38,374	\$39,525	\$40,711	\$41,932	\$43,190	\$44,486	\$45,821	\$47,195	\$48,611
Property Management Fees	103.0%	16,884	17,390	17,912	18,449	19,003	19,573	20,160	20,765	21,388	22,029
Utilities	104.0%	62,868	65,382	67,998	70,718	73,546	76,488	79,548	82,730	86,039	89,480
Maintenance & Repairs	103.0%	74,903	77,150	79,465	81,849	84,304	86,833	89,438	92,121	94,885	97,731
Insurance	103.0%	8,604	8,862	9,128	9,402	9,684	9,975	10,274	10,582	10,900	11,227
Property Taxes	102.0%	11,145	11,367	11,595	11,827	12,063	12,305	12,551	12,802	13,058	13,319
Asset Management Fees	103.0%	13,546	13,952	14,371	14,802	15,246	15,703	16,174	16,660	17,159	17,674
Total Operating Expenses		\$225,205	\$232,479	\$239,993	\$247,757	\$255,779	\$264,067	\$272,631	\$281,480	\$290,623	\$300,072
Net Operating Income		\$121,968	\$120,760	\$119,428	\$117,965	\$116,366	\$114,625	\$112,735	\$110,690	\$108,483	\$106,106

APPENDIX D - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2050	2051	2052	2053	2054	2055	2056	2057	2058	2059
Potential Gross Income											
Base Rent Payments	101.5%	\$350,783	\$356,045	\$361,386	\$366,807	\$372,309	\$377,893	\$383,562	\$389,315	\$395,155	\$401,082
Section 8 Tenant Assistance Payments	103.0%	78,927	81,295	83,734	86,246	88,833	91,498	94,243	97,071	99,983	102,982
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	5,434	5,543	5,654	5,767	5,882	6,000	6,120	6,242	6,367	6,494
Total Potential Gross Income		\$435,145	\$442,883	\$450,773	\$458,819	\$467,024	\$475,391	\$483,925	\$492,628	\$501,504	\$510,559
(Less) Vacancy & Collection Allowance	5.0%	(21,757)	(22,144)	(22,539)	(22,941)	(23,351)	(23,770)	(24,196)	(24,631)	(25,075)	(25,528)
Effective Gross Income		\$413,387	\$420,739	\$428,235	\$435,878	\$443,673	\$451,622	\$459,728	\$467,996	\$476,429	\$485,031
Operating Expenses											
Administration Costs	103.0%	\$50,070	\$51,572	\$53,119	\$54,712	\$56,354	\$58,044	\$59,786	\$61,579	\$63,427	\$65,329
Property Management Fees	103.0%	22,690	23,371	24,072	24,794	25,538	26,304	27,093	27,906	28,743	29,605
Utilities	104.0%	93,060	96,782	100,653	104,679	108,867	113,221	117,750	122,460	127,358	132,453
Maintenance & Repairs	103.0%	100,663	103,683	106,794	109,998	113,298	116,697	120,197	123,803	127,517	131,343
Insurance	103.0%	11,563	11,910	12,268	12,636	13,015	13,405	13,807	14,222	14,648	15,088
Property Taxes	102.0%	13,585	13,857	14,134	14,417	14,705	14,999	15,299	15,605	15,917	16,236
Asset Management Fees	103.0%	18,204	18,751	19,313	19,893	20,489	21,104	21,737	22,389	23,061	23,753
Total Operating Expenses		\$309,836	\$319,926	\$330,353	\$341,128	\$352,265	\$363,774	\$375,670	\$387,964	\$400,672	\$413,807
Net Operating Income		\$103,552	\$100,813	\$97,882	\$94,750	\$91,408	\$87,847	\$84,059	\$80,032	\$75,757	\$71,224

APPENDIX D - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2060	2061	2062	2063	2064	2065	2066	2067	2068	2069
Potential Gross Income											
Base Rent Payments	101.5%	\$407,098	\$413,205	\$419,403	\$425,694	\$432,079	\$438,561	\$445,139	\$451,816	\$458,593	\$465,472
Section 8 Tenant Assistance Payments	103.0%	106,072	109,254	112,531	115,907	119,385	122,966	126,655	130,455	134,368	138,399
Interest Income	101.0%	0	0	0	0	0	0	0	0	0	0
Additional Income	102.0%	6,624	6,757	6,892	7,030	7,170	7,314	7,460	7,609	7,761	7,916
Total Potential Gross Income		\$519,794	\$529,215	\$538,826	\$548,631	\$558,634	\$568,840	\$579,254	\$589,880	\$600,723	\$611,788
(Less) Vacancy & Collection Allowance	5.0%	(25,990)	(26,461)	(26,941)	(27,432)	(27,932)	(28,442)	(28,963)	(29,494)	(30,036)	(30,589)
Effective Gross Income		\$493,804	\$502,755	\$511,885	\$521,199	\$530,702	\$540,398	\$550,291	\$560,386	\$570,687	\$581,199
Operating Expenses											
Administration Costs	103.0%	\$67,289	\$69,308	\$71,387	\$73,529	\$75,735	\$78,007	\$80,347	\$82,757	\$85,240	\$87,797
Property Management Fees	103.0%	30,494	31,408	32,351	33,321	34,321	35,350	36,411	37,503	38,628	39,787
Utilities	104.0%	137,751	143,261	148,991	154,951	161,149	167,595	174,299	181,271	188,522	196,062
Maintenance & Repairs	103.0%	135,283	139,342	143,522	147,828	152,262	156,830	161,535	166,381	171,373	176,514
Insurance	103.0%	15,540	16,007	16,487	16,981	17,491	18,016	18,556	19,113	19,686	20,277
Property Taxes	102.0%	16,560	16,892	17,229	17,574	17,925	18,284	18,650	19,023	19,403	19,791
Asset Management Fees	103.0%	24,465	25,199	25,955	26,734	27,536	28,362	29,213	30,089	30,992	31,922
Total Operating Expenses		\$427,383	\$441,416	\$455,922	\$470,918	\$486,419	\$502,444	\$519,010	\$536,137	\$553,844	\$572,150
Net Operating Income		\$66,422	\$61,338	\$55,962	\$50,282	\$44,283	\$37,954	\$31,281	\$24,249	\$16,843	\$9,049

APPENDIX D - TABLE 2

PROJECTED NOI - IHO PROPOSAL (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2070	2071	2072	2073	2074
Potential Gross Income						
Base Rent Payments	101.5%	\$472,454	\$479,541	\$486,734	\$494,035	\$501,446
Section 8 Tenant Assistance Payments	103.0%	142,551	146,828	151,233	155,770	160,443
Interest Income	101.0%	0	0	0	0	0
Additional Income	102.0%	8,075	8,236	8,401	8,569	8,740
Total Potential Gross Income		\$623,081	\$634,605	\$646,368	\$658,374	\$670,629
(Less) Vacancy & Collection Allowance	5.0%	(31,154)	(31,730)	(32,318)	(32,919)	(33,531)
Effective Gross Income		\$591,927	\$602,875	\$614,050	\$625,455	\$637,098
Operating Expenses						
Administration Costs	103.0%	\$90,431	\$93,144	\$95,938	\$98,817	\$101,781
Property Management Fees	103.0%	40,981	42,210	43,476	44,781	46,124
Utilities	104.0%	203,905	212,061	220,544	229,365	238,540
Maintenance & Repairs	103.0%	181,809	187,264	192,882	198,668	204,628
Insurance	103.0%	20,885	21,511	22,157	22,822	23,506
Property Taxes	102.0%	20,187	20,591	21,002	21,423	21,851
Asset Management Fees	103.0%	32,879	33,866	34,882	35,928	37,006
Total Operating Expenses		\$591,077	\$610,647	\$630,881	\$651,803	\$673,436
Net Operating Income		\$849	(\$7,772)	(\$16,831)	(\$26,347)	(\$36,339)

APPENDIX D - TABLE 3
**KMA RECOMMENDATION ANALYSIS (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA**

Calendar Year		2020	2021	2022	2023	2024	2025	2026
Net Operating Income		\$127,034	\$127,407	\$127,732	\$128,008	\$128,230	\$128,398	\$128,507
(Less) City Loan #1 Payments		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
(Less) NHSOC Loan Payments		(284,342)	(79,348)	(8,366)	0	0	0	0
(Less) IHO Loan Payments		0	0	(47,803)	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		205,366	0	0	0	0	0	0
Net Cash Flow		(\$0)	\$0	\$23,504	\$79,949	\$80,172	\$80,339	\$80,448
Residual Receipts		\$0	\$0	\$23,504	\$79,949	\$80,172	\$80,339	\$80,448
To City Loans	65% of RR	\$0	\$0	\$15,278	\$51,967	\$52,112	\$52,220	\$52,291
To IHO/Project	35% of RR	\$0	\$0	\$8,226	\$27,982	\$28,060	\$28,119	\$28,157

City Loan #1		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$498,748	\$470,059	\$440,498	\$410,038	\$378,651	\$346,310	\$312,985
BB for Interest Calculation		498,748	470,059	440,498	410,038	378,651	346,310	312,985
Interest	3.00% Interest	14,570	13,698	12,798	11,872	10,917	9,934	8,920
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
(Less) Total Debt Service		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
Ending Balance		\$470,059	\$440,498	\$410,038	\$378,651	\$346,310	\$312,985	\$278,646

City Loan #2		2020	2021	2022	2023	2024	2025	2026
Beginning Balance	\$500,000 Rehab	\$1,400,000	\$1,400,000	\$1,400,000	\$1,384,722	\$1,332,755	\$1,280,643	\$1,228,423
BB for Interest Calculation		1,400,000	1,400,000	1,400,000	1,384,722	1,332,755	1,280,643	1,228,423
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	65% of RR	0	(0)	(15,278)	(51,967)	(52,112)	(52,220)	(52,291)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$1,400,000	\$1,400,000	\$1,384,722	\$1,332,755	\$1,280,643	\$1,228,423	\$1,176,132

City Loan #3		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
BB for Interest Calculation		100,000	100,000	100,000	100,000	100,000	100,000	100,000
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	0	0	0	0	0	0	0
Ending Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000

City Loan #4		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0

NHSOC Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$350,000	\$83,158	\$7,968	(\$0)	(\$0)		
Interest	5.00% Interest	17,500	4,158	398	(0)	(0)		
(Less) Principal Reduction		(266,842)	(75,190)	(7,968)	0	0		
(Less) Interest Payment		(17,500)	(4,158)	(398)	0	0		
Ending Balance		\$83,158	\$7,968	(\$0)	(\$0)	(\$0)		

IHO Reserve Loan		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$45,046	\$45,947	\$46,866	\$0	\$0		
Interest	2.00% Interest	901	919	937	0	0		
(Less) Payment		0	0	(47,803)	0	0		
Ending Balance		\$45,947	\$46,866	\$0	\$0	\$0	\$0	\$0

Operating Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$205,366	(\$0)	(\$0)	\$8,226	\$36,208	\$64,268	\$92,387
Add: Cash Flow Deposits		0	0	8,226	27,982	28,060	28,119	28,157
(Less) Negative Cash Flow		(205,366)	0	0	0	0	0	0
Ending Balance		(\$0)	(\$0)	\$8,226	\$36,208	\$64,268	\$92,387	\$120,544

Replacement Reserves		2020	2021	2022	2023	2024	2025	2026
Beginning Balance		\$40,031	\$44,831	\$49,631	\$54,431	\$59,231	\$64,031	\$68,831
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$44,831	\$49,631	\$54,431	\$59,231	\$64,031	\$68,831	\$73,631

APPENDIX D - TABLE 3

KMA RECOMMENDATION ANALYSIS (2020 - 2074)
ACACIA STREET APARTMENTS
BREAA, CALIFORNIA

Calendar Year		2027	2028	2029	2030	2031	2032	2033
Net Operating Income		\$128,555	\$128,538	\$128,453	\$128,298	\$128,067	\$127,758	\$127,367
(Less) City Loan #1 Payments		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$80,496	\$80,479	\$80,395	\$80,239	\$80,009	\$79,700	\$79,308
Residual Receipts		\$80,496	\$80,479	\$80,395	\$80,239	\$80,009	\$79,700	\$79,308
To City Loans	65% of RR	\$52,322	\$52,312	\$52,257	\$52,155	\$52,006	\$51,805	\$51,551
To IHO/Project	35% of RR	\$28,174	\$28,168	\$28,138	\$28,084	\$28,003	\$27,895	\$27,758
City Loan #1		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$278,646	\$243,263	\$206,804	\$169,236	\$130,525	\$90,637	\$49,535
BB for Interest Calculation		278,646	243,263	206,804	169,236	130,525	90,637	49,535
Interest	3.00% Interest	7,876	6,799	5,690	4,548	3,370	2,157	907
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
(Less) Total Debt Service		(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)	(43,259)
Ending Balance		\$243,263	\$206,804	\$169,236	\$130,525	\$90,637	\$49,535	\$7,183
City Loan #2		2027	2028	2029	2030	2031	2032	2033
Beginning Balance	\$500,000 Rehab	\$1,176,132	\$1,123,810	\$1,071,498	\$1,019,241	\$967,086	\$915,080	\$863,275
BB for Interest Calculation		1,176,132	1,123,810	1,071,498	1,019,241	967,086	915,080	863,275
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	65% of RR	(52,322)	(52,312)	(52,257)	(52,155)	(52,006)	(51,805)	(51,551)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$1,123,810	\$1,071,498	\$1,019,241	\$967,086	\$915,080	\$863,275	\$811,724
City Loan #3		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
BB for Interest Calculation		100,000	100,000	100,000	100,000	100,000	100,000	100,000
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	15 Years	0	0	0	0	0	0	0
Ending Balance		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
City Loan #4		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2027	2028	2029	2030	2031	2032	2033
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$120,544	\$148,718	\$176,885	\$205,024	\$233,107	\$261,110	\$289,005
Add: Cash Flow Deposits		28,174	28,168	28,138	28,084	28,003	27,895	27,758
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$148,718	\$176,885	\$205,024	\$233,107	\$261,110	\$289,005	\$316,763
Replacement Reserves		2027	2028	2029	2030	2031	2032	2033
Beginning Balance		\$73,631	\$78,431	\$83,231	\$88,031	\$92,831	\$97,631	\$102,431
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$78,431	\$83,231	\$88,031	\$92,831	\$97,631	\$102,431	\$107,231

APPENDIX D - TABLE 3

KMA RECOMMENDATION ANALYSIS (2020 - 2074)
ACACIA STREET APARTMENTS
BREYA, CALIFORNIA

Calendar Year		2034	2035	2036	2037	2038	2039	2040
Net Operating Income		\$126,890	\$126,322	\$125,659	\$124,897	\$124,031	\$123,056	\$121,968
(Less) City Loan #1 Payments		(7,210)	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$114,880	\$121,522	\$120,859	\$120,097	\$119,231	\$118,256	\$117,168
Residual Receipts		\$114,880	\$121,522	\$120,859	\$120,097	\$119,231	\$118,256	\$117,168
To City Loans	65% of RR	\$74,672	\$78,989	\$78,558	\$78,063	\$77,500	\$76,867	\$76,159
To IHO/Project	35% of RR	\$40,208	\$42,533	\$42,301	\$42,034	\$41,731	\$41,390	\$41,009
City Loan #1		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$7,183						
BB for Interest Calculation		7,183						
Interest	3.00% Interest	27						
(Less) Residual Receipts Payment	0% of RR	0						
(Less) Forgiven Principal	0 Years	0						
(Less) Total Debt Service		(7,210)						
Ending Balance		\$0						
City Loan #2		2034	2035	2036	2037	2038	2039	2040
Beginning Balance	\$500,000 Rehab	\$811,724	\$737,052	\$658,063	\$579,505	\$501,442	\$423,942	\$347,075
BB for Interest Calculation		811,724	737,052	658,063	579,505	501,442	423,942	347,075
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	65% of RR	(74,672)	(78,989)	(78,558)	(78,063)	(77,500)	(76,867)	(76,159)
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$737,052	\$658,063	\$579,505	\$501,442	\$423,942	\$347,075	\$270,916
City Loan #3		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$100,000						
BB for Interest Calculation		100,000						
Interest	0.00% Interest	0						
(Less) Residual Receipts Payment	0% of RR	0						
(Less) Forgiven Principal	15 Years	(100,000)						
Ending Balance		\$0						
City Loan #4		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2034	2035	2036	2037	2038	2039	2040
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2034	2035	2036	2037	2038	2039	2040
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$316,763	\$356,971	\$399,504	\$441,804	\$483,838	\$525,569	\$566,959
Add: Cash Flow Deposits		40,208	42,533	42,301	42,034	41,731	41,390	41,009
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$356,971	\$399,504	\$441,804	\$483,838	\$525,569	\$566,959	\$607,968
Replacement Reserves		2034	2035	2036	2037	2038	2039	2040
Beginning Balance		\$107,231	\$112,031	\$116,831	\$121,631	\$126,431	\$131,231	\$136,031
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$112,031	\$116,831	\$121,631	\$126,431	\$131,231	\$136,031	\$140,831

APPENDIX D - TABLE 3

KMA RECOMMENDATION ANALYSIS (2020 - 2074)
ACACIA STREET APARTMENTS
BREYA, CALIFORNIA

Calendar Year		2041	2042	2043	2044	2045	2046	2047
Net Operating Income		\$120,760	\$119,428	\$117,965	\$116,366	\$114,625	\$112,735	\$110,690
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$115,960	\$114,628	\$113,165	\$111,566	\$109,825	\$107,935	\$105,890
Residual Receipts		\$115,960	\$114,628	\$113,165	\$111,566	\$109,825	\$107,935	\$105,890
To City Loans	65% of RR	\$75,374	\$74,508	\$73,557	\$47,477	\$0	\$0	\$0
To IHO/Project	35% of RR	\$40,586	\$40,120	\$39,608	\$64,089	\$109,825	\$107,935	\$105,890
City Loan #1		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
BB for Interest Calculation								
Interest	3.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	0 Years							
(Less) Total Debt Service								
Ending Balance								
City Loan #2		2041	2042	2043	2044	2045	2046	2047
Beginning Balance	\$500,000 Rehab	\$270,916	\$195,542	\$121,034	\$47,477	\$0	\$0	\$0
BB for Interest Calculation		270,916	195,542	121,034	47,477	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	65% of RR	(75,374)	(74,508)	(73,557)	(47,477)	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$195,542	\$121,034	\$47,477	\$0	\$0	\$0	\$0
City Loan #3		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	15 Years							
Ending Balance								
City Loan #4		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								
IHO Reserve Loan		2041	2042	2043	2044	2045	2046	2047
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$607,968	\$648,554	\$688,674	\$728,281	\$792,371	\$902,196	\$1,010,131
Add: Cash Flow Deposits		40,586	40,120	39,608	64,089	109,825	107,935	105,890
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$648,554	\$688,674	\$728,281	\$792,371	\$902,196	\$1,010,131	\$1,116,021
Replacement Reserves		2041	2042	2043	2044	2045	2046	2047
Beginning Balance		\$140,831	\$145,631	\$150,431	\$155,231	\$160,031	\$164,831	\$169,631
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$145,631	\$150,431	\$155,231	\$160,031	\$164,831	\$169,631	\$174,431

APPENDIX D - TABLE 3

KMA RECOMMENDATION ANALYSIS (2020 - 2074)

ACACIA STREET APARTMENTS

BREA, CALIFORNIA

Calendar Year	2048	2049	2050	2051	2052	2053	2054
Net Operating Income	\$108,483	\$106,106	\$103,552	\$100,813	\$97,882	\$94,750	\$91,408
(Less) City Loan #1 Payments	0	0	0	0	0	0	0
(Less) NHSOC Loan Payments	0	0	0	0	0	0	0
(Less) IHO Loan Payments	0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits \$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves	0	0	0	0	0	0	0
Net Cash Flow	\$103,683	\$101,306	\$98,752	\$96,013	\$93,082	\$89,950	\$86,608
Residual Receipts	\$103,683	\$101,306	\$98,752	\$96,013	\$93,082	\$89,950	\$86,608
To City Loans 65% of RR	\$0	\$0	\$0	\$0	\$0	\$0	\$0
To IHO/Project 35% of RR	\$103,683	\$101,306	\$98,752	\$96,013	\$93,082	\$89,950	\$86,608
City Loan #1	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
BB for Interest Calculation							
Interest 3.00% Interest							
(Less) Residual Receipts Payment 0% of RR							
(Less) Forgiven Principal 0 Years							
(Less) Total Debt Service							
Ending Balance							
City Loan #2	2048	2049	2050	2051	2052	2053	2054
Beginning Balance \$500,000 Rehab	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 65% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
City Loan #3	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
BB for Interest Calculation							
Interest 0.00% Interest							
(Less) Residual Receipts Payment 0% of RR							
(Less) Forgiven Principal 15 Years							
Ending Balance							
City Loan #4	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation	0	0	0	0	0	0	0
Interest 0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment 0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal 0 Years	0	0	0	0	0	0	0
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
NHSOC Loan	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
Interest 5.00% Interest							
(Less) Principal Reduction							
(Less) Interest Payment							
Ending Balance							
IHO Reserve Loan	2048	2049	2050	2051	2052	2053	2054
Beginning Balance							
Interest 2.00% Interest							
(Less) Payment							
Ending Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating Reserves	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$1,116,021	\$1,219,704	\$1,321,009	\$1,419,761	\$1,515,774	\$1,608,856	\$1,698,806
Add: Cash Flow Deposits	103,683	101,306	98,752	96,013	93,082	89,950	86,608
(Less) Negative Cash Flow	0	0	0	0	0	0	0
Ending Balance	\$1,219,704	\$1,321,009	\$1,419,761	\$1,515,774	\$1,608,856	\$1,698,806	\$1,785,414
Replacement Reserves	2048	2049	2050	2051	2052	2053	2054
Beginning Balance	\$174,431	\$179,231	\$184,031	\$188,831	\$193,631	\$198,431	\$203,231
Add: Reserve Deposits	4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements	0	0	0	0	0	0	0
Ending Balance	\$179,231	\$184,031	\$188,831	\$193,631	\$198,431	\$203,231	\$208,031

APPENDIX D - TABLE 3

KMA RECOMMENDATION ANALYSIS (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2055	2056	2057	2058	2059	2060	2061
Net Operating Income		\$87,847	\$84,059	\$80,032	\$75,757	\$71,224	\$66,422	\$61,338
(Less) City Loan #1 Payments		0	0	0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0	0	0
Net Cash Flow		\$83,047	\$79,259	\$75,232	\$70,957	\$66,424	\$61,622	\$56,538
Residual Receipts		\$83,047	\$79,259	\$75,232	\$70,957	\$66,424	\$61,622	\$56,538
To City Loans	65% of RR	\$0	\$0	\$0	\$0	\$0	\$0	\$0
To IHO/Project	35% of RR	\$83,047	\$79,259	\$75,232	\$70,957	\$66,424	\$61,622	\$56,538

City Loan #1		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
BB for Interest Calculation								
Interest	3.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	0 Years							
(Less) Total Debt Service								
Ending Balance								

City Loan #2		2055	2056	2057	2058	2059	2060	2061
Beginning Balance	\$500,000 Rehab	\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	65% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0

City Loan #3		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
BB for Interest Calculation								
Interest	0.00% Interest							
(Less) Residual Receipts Payment	0% of RR							
(Less) Forgiven Principal	15 Years							
Ending Balance								

City Loan #4		2055	2056	2057	2058	2059	2060	2061
Beginning Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0

NHSOC Loan		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
Interest	5.00% Interest							
(Less) Principal Reduction								
(Less) Interest Payment								
Ending Balance								

IHO Reserve Loan		2055	2056	2057	2058	2059	2060	2061
Beginning Balance								
Interest	2.00% Interest							
(Less) Payment								
Ending Balance		\$0	\$0	\$0	\$0	\$0	\$0	\$0

Operating Reserves		2055	2056	2057	2058	2059	2060	2061
Beginning Balance		\$1,785,414	\$1,868,462	\$1,947,720	\$2,022,952	\$2,093,909	\$2,160,334	\$2,221,955
Add: Cash Flow Deposits		83,047	79,259	75,232	70,957	66,424	61,622	56,538
(Less) Negative Cash Flow		0	0	0	0	0	0	0
Ending Balance		\$1,868,462	\$1,947,720	\$2,022,952	\$2,093,909	\$2,160,334	\$2,221,955	\$2,278,493

Replacement Reserves		2055	2056	2057	2058	2059	2060	2061
Beginning Balance		\$208,031	\$212,831	\$217,631	\$222,431	\$227,231	\$232,031	\$236,831
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0	0	0
Ending Balance		\$212,831	\$217,631	\$222,431	\$227,231	\$232,031	\$236,831	\$241,631

APPENDIX D - TABLE 3

KMA RECOMMENDATION ANALYSIS (2020 - 2074)
ACACIA STREET APARTMENTS
BREA, CALIFORNIA

Calendar Year		2062	2063	2064	2065	2066
Net Operating Income		\$55,962	\$50,282	\$44,283	\$37,954	\$31,281
(Less) City Loan #1 Payments		0	0	0	0	0
(Less) NHSOC Loan Payments		0	0	0	0	0
(Less) IHO Loan Payments		0	0	0	0	0
(Less) Replacement Reserve Deposits	\$300 /Unit	(4,800)	(4,800)	(4,800)	(4,800)	(4,800)
Add: Operating Reserves		0	0	0	0	0
Net Cash Flow		\$51,162	\$45,482	\$39,483	\$33,154	\$26,481
Residual Receipts		\$51,162	\$45,482	\$39,483	\$33,154	\$26,481
To City Loans	65% of RR	\$0	\$0	\$0	\$0	\$0
To IHO/Project	35% of RR	\$51,162	\$45,482	\$39,483	\$33,154	\$26,481
City Loan #1		2062	2063	2064	2065	2066
Beginning Balance						
BB for Interest Calculation						
Interest	3.00% Interest					
(Less) Residual Receipts Payment	0% of RR					
(Less) Forgiven Principal	0 Years					
(Less) Total Debt Service						
Ending Balance						
City Loan #2		2062	2063	2064	2065	2066
Beginning Balance	\$500,000 Rehab	\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment	65% of RR	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0
City Loan #3		2062	2063	2064	2065	2066
Beginning Balance						
BB for Interest Calculation						
Interest	0.00% Interest					
(Less) Residual Receipts Payment	0% of RR					
(Less) Forgiven Principal	15 Years					
Ending Balance						
City Loan #4		2062	2063	2064	2065	2066
Beginning Balance		\$0	\$0	\$0	\$0	\$0
BB for Interest Calculation		0	0	0	0	0
Interest	0.00% Interest	0	0	0	0	0
(Less) Residual Receipts Payment	0% of RR	0	0	0	0	0
(Less) Forgiven Principal	0 Years	0	0	0	0	0
Ending Balance		\$0	\$0	\$0	\$0	\$0
NHSOC Loan		2062	2063	2064	2065	2066
Beginning Balance						
Interest	5.00% Interest					
(Less) Principal Reduction						
(Less) Interest Payment						
Ending Balance						
IHO Reserve Loan		2062	2063	2064	2065	2066
Beginning Balance						
Interest	2.00% Interest					
(Less) Payment						
Ending Balance		\$0	\$0	\$0	\$0	\$0
Operating Reserves		2062	2063	2064	2065	2066
Beginning Balance		\$2,278,493	\$2,329,656	\$2,375,137	\$2,414,621	\$2,447,775
Add: Cash Flow Deposits		51,162	45,482	39,483	33,154	26,481
(Less) Negative Cash Flow		0	0	0	0	0
Ending Balance		\$2,329,656	\$2,375,137	\$2,414,621	\$2,447,775	\$2,474,256
Replacement Reserves		2062	2063	2064	2065	2066
Beginning Balance		\$241,631	\$246,431	\$251,231	\$256,031	\$260,831
Add: Reserve Deposits		4,800	4,800	4,800	4,800	4,800
(Less) Capital Improvements		0	0	0	0	0
Ending Balance		\$246,431	\$251,231	\$256,031	\$260,831	\$265,631

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Appoint Proxy Holder and Nominate for the Office of Director at the Annual Meeting of Stockholders of Cal Domestic Water Company

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Lillian Harris-Neal, City Clerk

Attachments

Notices



October 16, 2020

Mr. Bill Gallardo, City Manager
City of Brea
1 Civic Center Circle
Brea, Ca 92821-5732

Shareholder(s) of Record:
City of Brea

Number of Shares Owned:
2,208.50

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given upon action of the Board of Directors determining that the Annual Meeting of Shareholders of California Domestic Water Company will be held via,

**ZOOM VIDEO AND AUDIO CONFERENCE
Friday, November 20, 2020 at 9:30 AM**

for the purposes of electing the members of the Board of Directors and transacting any other such business as may properly come before the meeting or any adjournments thereof. If you plan to attend the meeting, please complete the enclosed Registration Form with your current contact information and return it in the self-addressed stamped envelope provided. Prior to the meeting date, you will receive instructions for completing your registration for the Annual Meeting of Shareholders and will subsequently receive the video conference meeting invitation.

In addition, please carefully read the enclosed Proxy Form. **You are urged to mark, sign and promptly return the completed Proxy Form in the self-addressed stamped envelope provided to ensure the presence of a quorum required in order to transact the business of the meeting and to cast the vote of your shares in accordance with your wishes.** The giving of your proxy does not affect your right to vote in person via Zoom in the event you attend the Annual Meeting of Shareholders. Only the shareholders of record as of the close of business on Friday, November 6, 2020 shall be entitled to vote their corresponding shares during the meeting.

CALIFORNIA DOMESTIC WATER COMPANY

A handwritten signature in black ink, appearing to read "Lynda Noriega", is written over a light blue horizontal line.

Lynda Noriega
President



**ANNUAL MEETING OF SHAREHOLDERS TO BE HELD
FRIDAY, NOVEMBER 20, 2020 AT 9:30 AM
VIA ZOOM VIDEO AND CONFERENCE**

MEETING ATTENDANCE REGISTRATION FORM

In order to maintain the integrity of the Annual Meeting of Shareholders, to ensure the privacy of all shareholders and to ensure the efficiency of the meeting, you must indicate your attendance by completing this registration form. In addition, you are asked to provide your **E-MAIL ADDRESS AND PHONE NUMBER** where indicated below so a representative of California Domestic Water Company can contact you to provide further instructions for completing your registration to the Annual Meeting of Shareholders and subsequently provide you with the video conference meeting invitation.

Shareholder(s) of Record: City of Brea

Select one:

- () I/we, as the shareholder(s) listed above, plan to register and attend the Annual Meeting of Shareholders. I/we understand that I/we must provide current contact information in order to join and participate via Zoom in the Annual Meeting of Shareholders. My/Our current contact information to receive further instructions for completing the registration process is:

Email Address:

PLEASE PRINT CLEARLY

Phone Number:

PLEASE PRINT CLEARLY

- () I/we do not plan to attend the Annual Meeting of Shareholders.

Please complete and return this Registration Form along with your completed Proxy Form in the self-addressed postage-paid envelope provided. All forms must be received by our office no later than Wednesday, November 18, 2020 in order to be processed prior to the Annual Meeting of Shareholders.

If you have any questions or need any assistance, please contact us (562) 947-3811.



5533001 | Shares = 2,208.50
City of Brea
1 Civic Center Circle
Brea, Ca 92821-5732

**CALIFORNIA DOMESTIC WATER COMPANY
PROXY FORM FOR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD
FRIDAY, NOVEMBER 20, 2020 AT 9:30 AM
VIA ZOOM VIDEO AND AUDIO CONFERENCE**

Richard Rich, or in his absence, Thomas J. Prenovost, Jr., is hereby authorized to vote all shares of the undersigned in California Domestic Water Company at the Annual Meeting of Shareholders to be held on Friday, November 20, 2020, for purposes of electing the members of the Board of Directors and transacting any other such business as may properly come before the meeting, or any adjournments thereof. Nominees for election to the Board of Directors of California Domestic Water Company include:

Christopher D. Blake

Richard D. Jones

Michael O. Quinn

The three nominees identified above will, if elected, serve a two-year term commencing in November 2020 and ending in November 2022, or until their respective successors are duly qualified and elected.

Instructions for Completion:

Make your selection below by checking one of the boxes. If an appropriate selection is not made, the proxy will vote your respective shares in favor of the nominees listed above.

To be valid, this Proxy Form must be signed by all shareholders of record listed in the mailing header of this form exactly as their names appear above. If signing for estates, trusts, corporations or partnerships, indicate your title or capacity following your signature.

Please return the completed Proxy Form along with the completed Registration Form in the self-addressed postage-paid envelope provided. All forms must be received by our office no later than **Wednesday, November 18, 2020** in order to be processed prior to the Annual Meeting of Shareholders.

I/we instruct my proxy as named above to:

- () To vote for the nominees as listed above.
- () To withhold my/our vote from any nominee whose name I/we have drawn a line through.

Shareholder of Record: **City of Brea**

Signed: _____
Mayor or City Manager

Signed: _____
City Clerk

Executed this _____ day of _____, 2020.

Please submit completed form in duplicate.

**NOTICE OF NOMINATION OF MEMBERS TO THE BOARD OF DIRECTORS
OF CALIFORNIA DOMESTIC WATER COMPANY
TO BE PRESENTED AT ANNUAL MEETING OF SHAREHOLDERS
FRIDAY, NOVEMBER 20, 2020 AT 9:30 AM**

To: Lynda Noriega, President
California Domestic Water Company
15505 Whittier Blvd.
Whittier, CA 90603

Please be advised that the undersigned nominates **Christopher D. Blake** to serve as a member of the Board of Directors for a two-year term commencing in November 2020 and ending in November 2022, or until his respective successor is duly qualified and elected.

By: _____
City of Brea

Date: _____

**CALIFORNIA DOMESTIC WATER COMPANY
ACKNOWLEDGEMENT OF RECEIPT OF NOTICE OF NOMINATION**

I hereby acknowledge receipt of the foregoing Notice of Nomination of Directors to the Board of Directors of California Domestic Water Company at the office of the Company this _____ day of _____, 2020.

By: _____
Lynda Noriega, President

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members
FROM: Bill Gallardo, City Manager
DATE: 11/17/2020
SUBJECT: 2020-21 General Fund Budget Update

RECOMMENDATION

Receive and file presentation.

BACKGROUND/DISCUSSION

On June 16, 2020, the City Council adopted the Fiscal Year 2020-21 Operating Budget and included initial assumptions related to the current Coronavirus (COVID-19) pandemic. This included revenue loss assumptions in sales tax, transient occupancy tax and Community Services revenues. Staff attempted to be objective for both revenues and expenditures, but again, these assumptions were based on very finite information since the full impact of the pandemic was not known at that time. In the short-term, the use of the City's General Fund Excess Reserves in the amount of \$1,560,050 were programmed to maintain service levels to the community as well as assess the longer-term impact of the City's revenue base.

At tonight's budget update, staff will highlight the City's General Fund budget and provide an overview of both revenue and expenditure adjustments since budget adoption, as well as provide an economic outlook on Brea's changing financial landscape. Identifying expenditure reductions was a collective effort from the entire organization, as departments worked together to identify expenditure reductions to offset the additional revenue loss experienced as a result of the current pandemic.

In summary, since budget adoption, departments identified a total of \$2,067,957 expenditure reductions to offset the additional revenue loss of \$1,968,204. This represents a net General Fund decrease in expenditures of \$99,753. These adjustments are included in the first round of quarterly budget adjustments and are highlighted in the attached budget update presentation. Mitigation measures identified include the following:

Staffing/Personnel Expenditures

- Furloughed part time regular employees that have direct cost to cancelled programs and closed facilities
- Programmed vacancy savings due to attrition and recruitment process
- Delayed recruitment of some vacant positions to realize temporary savings
- Repurposed full time Community Services employees impacted by COVID-19 pandemic to cover COVID related duties (reimbursable by the CARES Act)
- Secured CARES Act funding to offset COVID related expenses

Other Operating Expenditures

- Reduced travel, training and meeting expenses as a result of travel restrictions
- Reduced postage and program supplies as a result of cancelled programs and events
- Suspend Brealine Newsletter as a result of cancelled programs and events
- Reduced ActiveNet transaction fees and banking charges as a result of cancelled programs and events
- Removed equipment and software purchases to realize temporary budget savings
- Removed consultant labor negotiation costs
- Programmed savings from School Crossing Guard contract

Though the organization has taken great strides to maintain service levels while adhering to State and County public health orders, the pandemic will continue to have longer-term impact to our budget than originally assumed. Our situation, like the rest of the nation, is evolving and planning for the future will require strategic thinking and new ways of doing business.

Looking ahead, staff will continue to review vacancies strategically, closely monitor revenues and evaluate reductions throughout the organization and commit to providing City Council quarterly budget updates. Staff will also make every effort to review and plan for future capital and operating needs and have it match our new economic reality.

FISCAL IMPACT/SUMMARY

No fiscal impact as this report is a receive and file. The fiscal impact, as described in this report, is reflected on the first quarter budget adjustments for FY 2020-21.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Alicia Brenner, Senior Fiscal Analyst

Reviewed by: Faith Madrazo, Revenue and Budget Manager

Concurrence: Cindy Russell, Administrative Services Director

Attachments

Budget Update Presentation



Budget Update

City Council General Session | *November 17, 2020*

City of **BREA**

Agenda



- **2020-21 Budget Adoption Recap** (June 16, 2020)
- **Economic Outlook**
- **Overview of Major Revenues** (Impacted by COVID-19 Pandemic)
- **Organization's Efforts to Mitigate Financial Impacts**
- **Looking Ahead**

At 2020-21 Budget Adoption

June 16, 2020



- Continuing economic uncertainty as the State and counties respond to the COVID-19 Pandemic
- General Fund Budget prepared based on initial estimated impacts of the pandemic including the following major revenue loss:
 - \$2.67 million decline in Sales Tax revenues
 - \$844,390 decline in Community Service revenues
 - \$316,064 decline in Transient Occupancy Tax revenues
- Programmed General Fund Excess Reserves to close budget gap
 - \$93,468 (FY 2019-20)
 - \$1.56 million (FY 2020-21)

At 2020-21 Budget Adoption

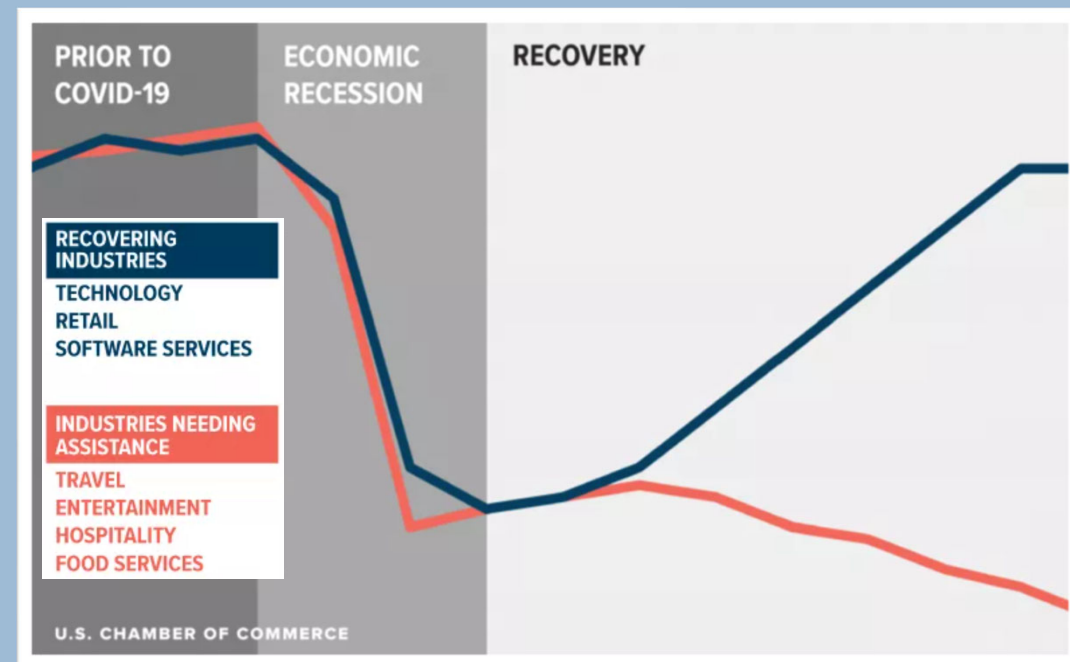
June 16, 2020



- Maintained 25% General Fund Reserves limit
- Assumed Community Service programs and events cancelled or postponed through August 2020
- Removed 2% personnel cost increase assumption
- Maintained Fixed Asset Replacement Program and Community Center Replacement funding
- Programmed non-General Fund decision packages that had a safety enhancement or improvement

Economic Outlook: What has Changed?

- Assumed a V-Shape economic recovery but will look more like a K-Shape economic recovery
- Longer recovery than initially anticipated
- Shift in consumer spending
- Increasing online sales



Economic Outlook: What has Changed?



Local Economy

- Development has continued and construction has been a bright spot for our local sales tax base in comparison to other sectors
- Home improvement phenomenon
- Golf course revenues are keeping pace with expenditures
- Fire life and safety inspections have been suspended through December
- September unemployment rate down from prior month

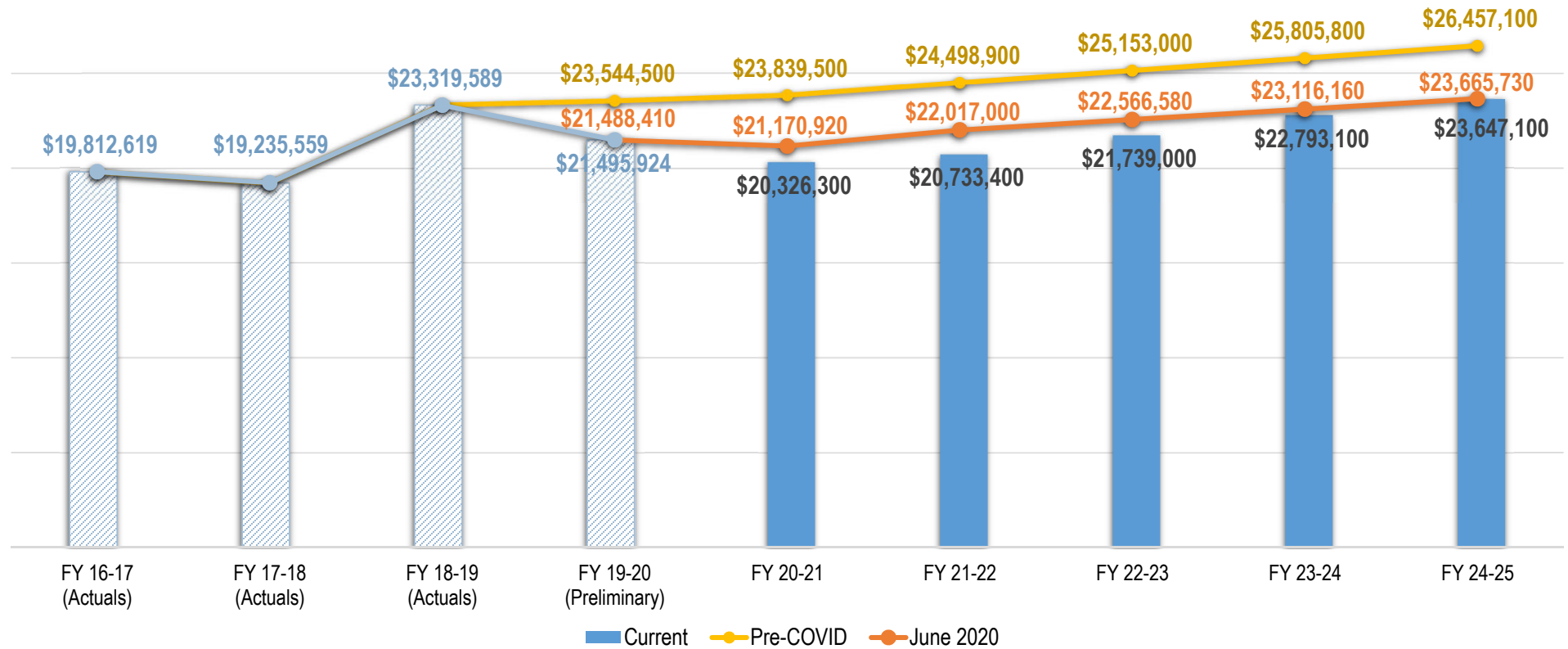
General Fund Revenues by Category



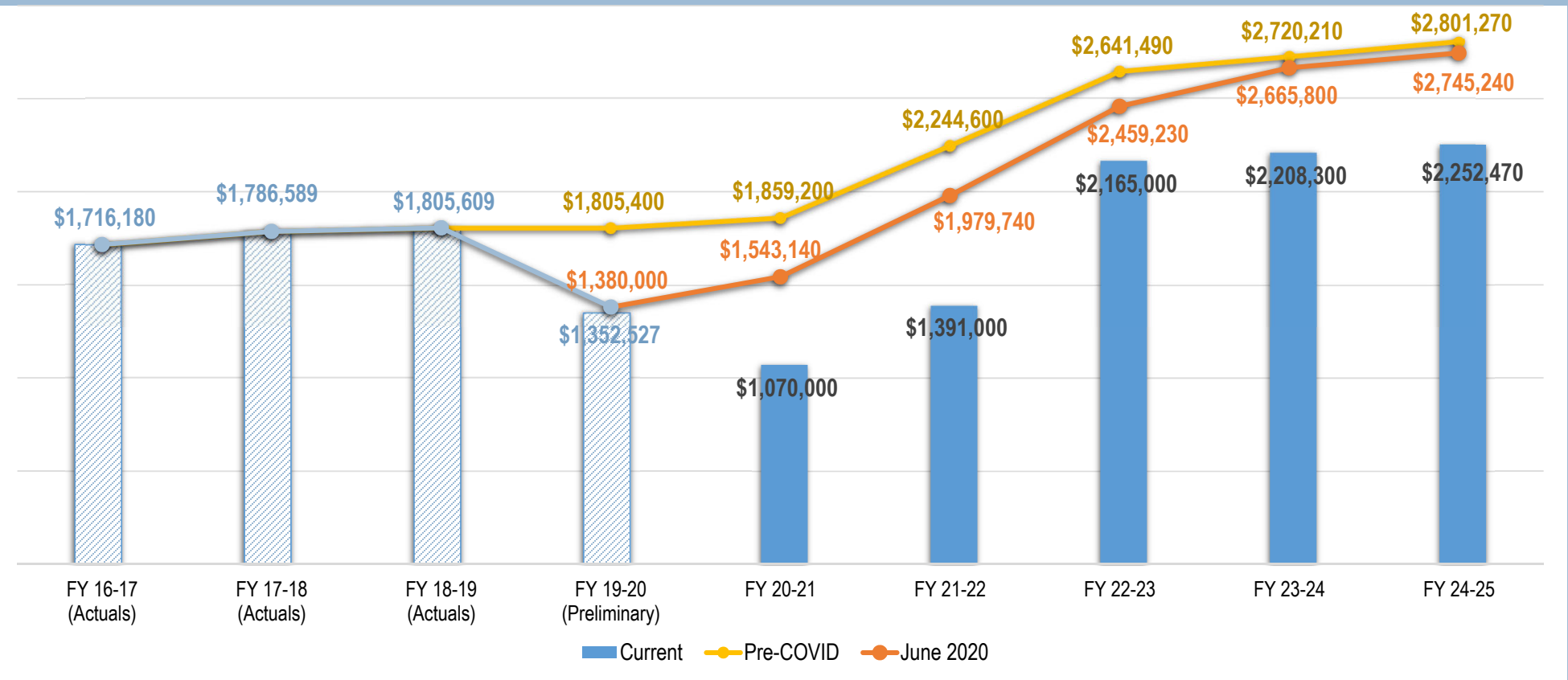
Revenue Category	Adopted Budget*		Amended Budget*		Change
Sales Tax	\$	21,170,918	\$	20,326,300	\$ (844,618)
Property Taxes		12,317,300		12,317,300	-
MVLF Fees		4,693,010		4,693,010	-
Franchise Tax		2,602,300		2,545,700	(56,600)
Community Services		2,513,323		1,853,065	(660,258)
Business License Tax		1,100,000		1,100,000	-
Transient Occupancy Tax		1,543,136		1,070,000	(473,156)
Licenses & Permits		520,746		605,076	(84,330)
All Other		8,435,495		8,453,397	(17,902)
General Fund Reserves		\$1,560,050		\$1,560,050	-
TOTAL	\$	56,456,278	\$	54,523,898	\$ (1,968,204)

* Excludes Transfer-Ins

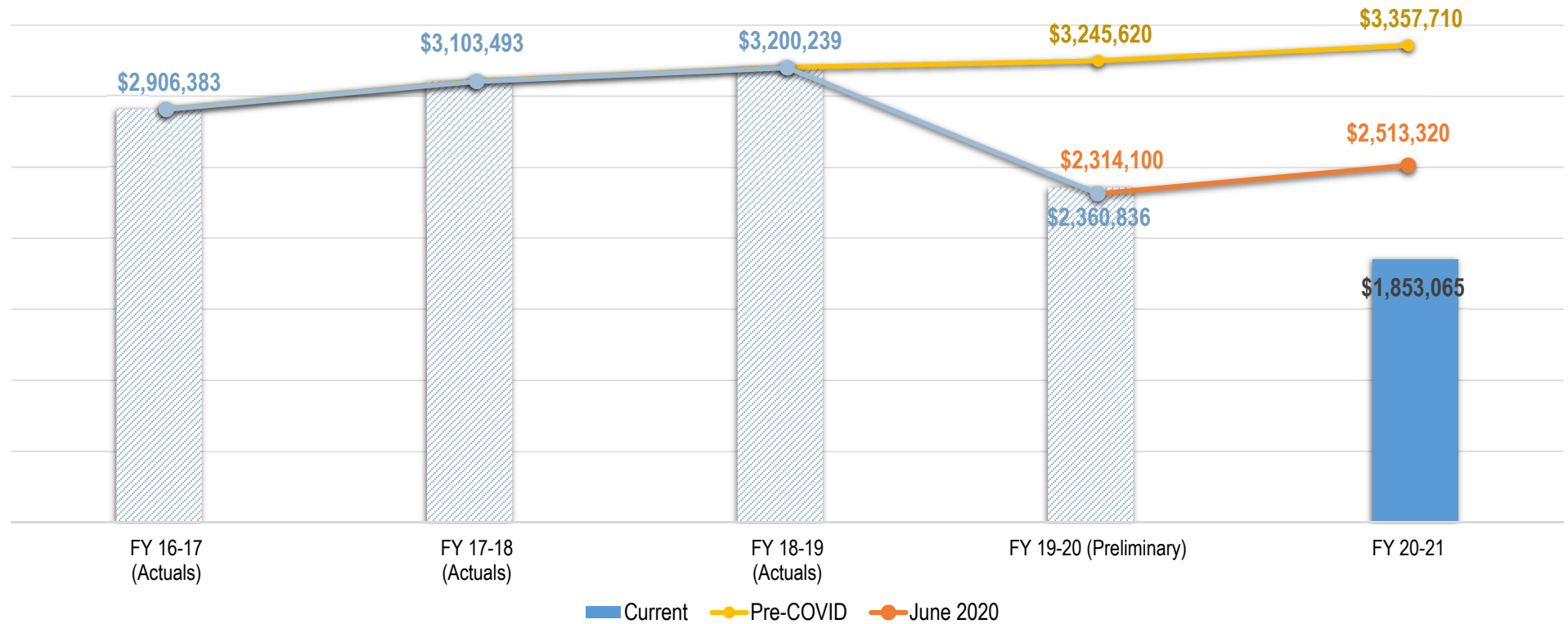
SALES TAX PROJECTIONS



TRANSIENT OCCUPANCY TAX PROJECTIONS



COMMUNITY SERVICE REVENUES



Organization's Efforts to Mitigate Financial Impacts

Expenditure Category		Reductions
Staffing/Personnel		\$ (1,626,233)
Other Operating		
Travel, training & meeting expenses	\$	(120,988)
Program supplies, special events & awards		(110,213)
Professional, legal & other services		(43,924)
Equipment & building service repairs		(43,500)
Postage		(40,980)
Financial expense & banking charges		(36,300)
Joint use facility lease & equipment leases		(18,124)
Food & clothing		(10,658)
Advertising		(7,585)
Miscellaneous expenses		(6,178)
Memberships, subscriptions, & manuals		(3,274)
TOTAL	\$	(2,067,957)

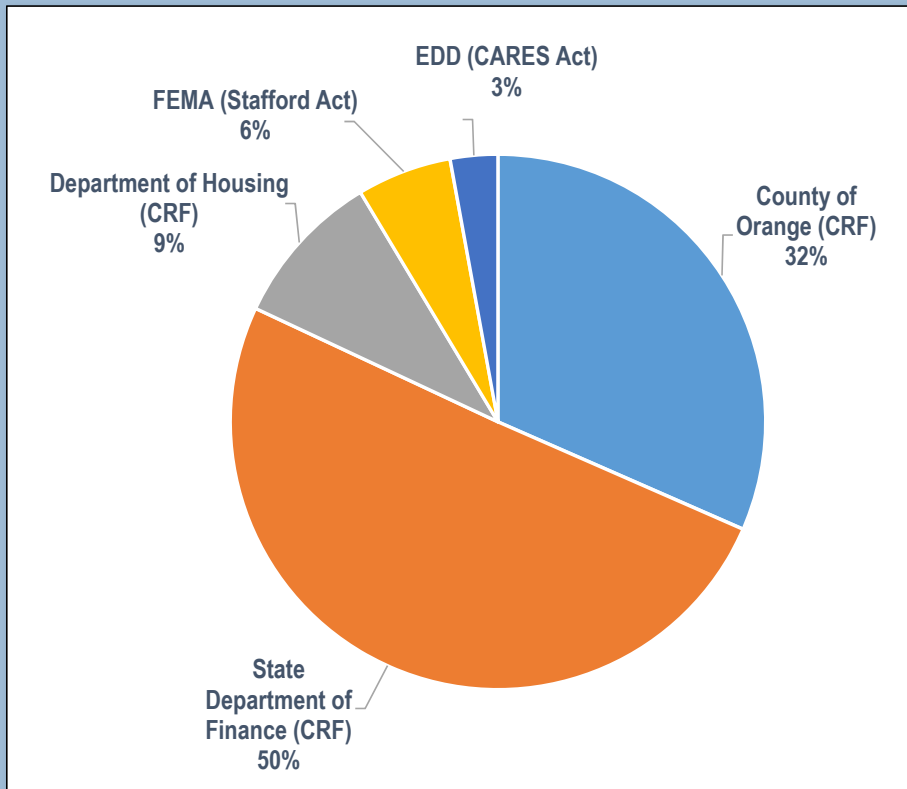
Organization's Efforts to Mitigate Financial Impacts



Staffing/Personnel

- Furloughed part-time regular employees that have direct cost to cancelled programs and closed facilities
- Programmed vacancy savings due to attrition and recruitment process
- Delayed recruitment of some vacant positions to realize temporary savings
- Re-purposed full-time Community Services employees impacted by COVID-19 pandemic to cover COVID related duties (reimbursable by the CARES Act)
- Secured CARES Act funding to offset COVID related expenses

Total COVID Mitigation Funding



Source	Amount
State Department of Finance (CRF)	563,387
County of Orange (CRF)	352,859
Department of Housing (CRF)	105,507
FEMA (Stafford Act)	63,940
EDD (CARES Act)	32,081
TOTAL	\$ 1,117,774

CRF – Corona Relief Fund established by CARES Act

Organization's Efforts to Mitigate Financial Impacts



Other Operating

- Reduced travel, training and meeting expenses as a result of travel restrictions
- Reduced postage and program supplies as a result of cancelled programs and events
- Suspend Brealine Newsletter as a result of cancelled programs and events
- Reduced *ActiveNet* transaction fees and banking charges as a result of cancelled programs and events
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- Removed consultant labor negotiation costs
- Programmed savings from School Crossing Guard contract

Organization's Efforts to Mitigate Financial Impacts



Other Operating

- Reduced travel, training and meeting expenses as a result of travel restrictions
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- Removed equipment and software purchases to realize temporary budget savings
- Removed consultant labor negotiation costs
- Programmed savings from School Crossing Guard contract

Summary

2020-21 General Fund Amended Budget

Revenues over Expenditures* (as of June 16, 2020)	\$	-
Revenue Loss		(1,968,204)
Expenditure Reductions		2,067,957
Revised Revenues over Expenditures	\$	99,753

**General Fund Excess Reserves of \$1,560,050 was programmed to close budget gap*

Looking Ahead



- Continue reviewing vacancies to identify budget savings
- Continue monitoring revenues and evaluating operating reductions through the organization
- Review and plan for future capital and operational needs
- Commit to quarterly City Council budget updates – Next update February 2021

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members
FROM: Bill Gallardo, City Manager
DATE: 11/17/2020
SUBJECT: October 20, 2020 City Council Regular Meeting Minutes

RECOMMENDATION

Approve.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager
Prepared by: Victoria Popescu, Deputy City Clerk
Concurrence: Lillian Harris-Neal, City Clerk

Attachments

Draft Minutes

DRAFT

BREA CITY COUNCIL SUCCESSOR AGENCY TO THE BREA REDEVELOPMENT AGENCY MEETING

MINUTES October 20, 2020

STUDY SESSION 6:30 p.m. - Council Chamber Plaza Level

CALL TO ORDER / ROLL CALL - COUNCIL

Mayor Simonoff called the Study Session to order at 6:31 p.m. Mayor Simonoff, Mayor Pro Tem Vargas and Councilmembers Hupp and Marick were present in the Council Chambers; and Councilmember Parker was present via teleconference.

Present: Marick, Simonoff, Hupp, Parker, Vargas

1. **Public Comment**
None.
2. **Clarify Regular Meeting Topics**
Regarding Study Session Item 3, 2020-2021 City Council Priorities and Projects Updates, Council Member Marick requested that item 9 on the list be changed to read that the City and County may or may not reach a consensus.

DISCUSSION ITEMS

3. **2020-2021 City Council Priorities and Projects Updates**
City Manager Gallardo reported that the priorities were from the Council workshop in January.

Council Member Parker suggested that item 2 on the list be worded as pension modernization instead of pension reform. He discussed his desire for all of the cities to work together towards legislation success as it relates to recycling.
4. **California Citizens FOR Local Control**
Council Member Parker expressed support for joining the California Citizens FOR Local Control.

Council Member Marick stated that she would like to learn more information about the group and noted that there are efforts from other groups with the same mission.

Council Member Hupp stated that the League of California Cities is working on similar mandates. She also would like to know what other cities joined the California Citizens FOR Local Control.

REPORT

5. Council Member Report/Requests

Mayor Pro Tem Vargas requested that a wreath be placed at the Brea War Memorial in honor of Veterans Day.

Mayor Simonoff indicated that staff is currently planning a tribute for Veterans Day.

Mayor Simonoff adjourned the Study Session at 6:42 p.m.

GENERAL SESSION 7:00 p.m. - Council Chamber Plaza Level

CALL TO ORDER/ ROLL CALL - COUNCIL

Mayor Simonoff called the General Session to order at 7:01 p.m. Mayor Simonoff, Mayor Pro Tem Vargas and Councilmembers Hupp and Marick were present in the Council Chambers; and Councilmember Parker was present via teleconference.

6. Pledge of Allegiance

Girl Scout Troop 6000 led the Pledge of Allegiance via zoom.

7. Invocation

Pastor John Reeve, The Cause Church, delivered the Invocation.

8. Proclamation: Arbor Day

Mayor Simonoff presented a Proclamation to the Public Works Department observing Arbor Day in the City of Brea.

9. Report - Prior Study Session

City Manager Gallardo provided the prior Study Session report.

10. Community Announcements

Councilmember Hupp announced that voting for the 2020 Presidential Election has begun and every registered voter in California should have already received their vote-by-mail ballot. She explained the three (3) different ways voters may return their ballots this year and spoke about the California Secretary of State's new "Where's My Ballot?" tool, which is a new way for voters to track and receive notifications on the status of their vote-by-mail ballot.

Councilmember Marick announced that the Brea Historical Society is turning 50 this year. She invited the community to join them on Saturday, October 31st, from 10 a.m. to 5 p.m. at the Brea Museum, as they kick-off a yearlong Golden Anniversary celebration and noted there will be prizes and members only gifts.

Mayor Pro Tem Vargas announced that this year's Virtual Veterans Day Ceremony includes a special recognition to honor all of the local Veterans. He invited all veterans or active duty service members to submit a photograph to be recognized during the event and indicated that the deadline has been extended to October 25th. He invited the community to view the Virtual Veterans Day Ceremony on Wednesday, November 11, at 10 a.m. on BreaTV, online at cityofbrea.net and on the City's YouTube channel.

11. Matters from the Audience

Lee Squire spoke about Veterans Day and requested a wreath be placed at the Veterans Memorial in honor of Veterans Day.

Dwight Manley spoke in opposition to Proposition 15 and increasing taxes.

Heidi Gallegos, CEO, Brea Chamber of Commerce, indicated that the Chamber of Commerce has taken a stance against Proposition 15 and thanked the Council for also taking a position against Proposition 15. She also indicated that the Chamber of Commerce has taken a position to support Proposition 22.

Tyler Cowan encouraged the community to review the California Voter Guide prior to voting.

Keith Fullington spoke about the clocks in the Council Chambers and holiday decorations in the Downtown.

Bev Perry encouraged the community to review the California Voter Guide, spoke about the City's investment program and the City's guiding principles for investing.

12. Response to Public Inquiries - Mayor / City Manager

City Manager Gallardo indicated that at the September 15, 2020 City Council Meeting, the Council took a position 5-0 to oppose Proposition 15.

ADMINISTRATIVE ITEM - *This agenda category is for City Council consideration of a wide variety of topics related to the City's operations. Public comments regarding items in this section should be presented during "Matters from the Audience."*

13. Legislative Update from Townsend Public Affairs

Cori Takkinen, Townsend Public Affairs, spoke about the 2020 Legislative Session; 2020 hot topics; COVID response related to stimulus funding and legislation; public safety reform; housing; federal update on COVID relief; and 2020 ballot measures.

Mayor Simonoff inquired if there is any indication on how the new legislative session will begin.

Cori Takkinen indicated that there are rumors at this point, however the Assembly is taking steps to continue remote work, but there is no word on what the Senate will be doing.

Mayor Simonoff inquired if the remote format will slow efforts, similar to what was experienced this past session.

Cori Takkinen indicated that the legislature is trying to figure out how to get more work done without being physically present and indicated there was a significant stall between the months of March and May. She also added that they are doing better, but that she still anticipates future challenges.

Councilmember Marick requested clarification on where the HEROES Act and HEROES 2.0 were stalled.

Cori Takkinen corrected the slide in the presentation and indicated that both Acts passed the House and stalled in the Senate.

CONSENT CALENDAR - *The City Council/Successor Agency approves all Consent Calendar matters with one motion unless Council/Agency or Staff requests further discussion of a particular item. Items of concern regarding Consent Calendar matters should be presented during "Matters from the Audience."*

CITY COUNCIL - CONSENT

14. October 6, 2020 City Council Regular Meeting Minutes

The City Council approved the October 6, 2020 City Council Regular Meeting Minutes as written.

15. **Additional Appropriation for Alley Rehabilitation Projects (Project Nos. 7319, 7320 and 7321)**
The City Council adopted Resolution No. 2020-059 appropriating an additional \$185,000 from the Measure M Fund (260); and increased construction contingency from 10% to 45% for unforeseen conditions to the roadway and underground utilities.
16. **Adopt Resolutions Authorizing Submission of Applications to OCTA for Competitive M2 Funding under the Comprehensive Transportation Funding Program**
The City Council adopted Resolution Nos. 2020-060 and 2020-061, approving the submittal of two (2) applications to the Orange County Transportation Authority (OCTA) for funding under the competitive M2 Regional Capacity Program.
17. **Access Easement Agreements Between Santa 365, LLC & Antoine R. Gadpaille, Trustee of The David W. Ensminger Revocable Living Trust**
The City Council approved the Access Easement Agreement with Santa 365, LLC; and approved the Access Easement Agreement with Antoine R. Gadpaille, Trustee of the David W. Ensminger Revocable Living Trust, Dated September 2, 2018.
18. **Budget Adjustments to the City Operating and Capital Improvement Program Budgets for Fiscal Year 2019-20**
The City Council adopted Resolution Nos. 2020-063 and 2020-064, appropriating funds to adjust the Fiscal Year 2019-20 City Operating and Capital Improvement Program Budgets.
19. **Monthly Report of Cash Investments for the City of Brea for Period Ending August 31, 2020**
The City Council received and filed the Monthly Report of Cash Investments for the City of Brea for Period Ending August 31, 2020.
20. **Outgoing Payment Log and City Disbursement Registers for October 9 and 16, 2020**
The City Council received and filed the Outgoing Payment Log and City Disbursement Registers for October 9 and 16, 2020.

Motion was made by Mayor Pro Tem Vargas, seconded by Council Member Hupp to approve City Council Consent Items 14 - 20.

AYES: Council Member Marick, Mayor Simonoff, Council Member Hupp, Council Member Parker, Mayor Pro Tem Vargas

Passed

CITY/ SUCCESSOR AGENCY - CONSENT

21. **Monthly Report of Cash Investments for the Successor Agency to the Brea Redevelopment Agency for Period Ending August 31, 2020**
The City Council, as the Successor Agency, received and filed the Monthly Report of Cash Investments for the Successor Agency to the Brea Redevelopment Agency for Period Ending August 31, 2020.

Motion was made by Council Member Hupp, seconded by Mayor Pro Tem Vargas to approve City/Successor Agency Item 21.

AYES: Council Member Marick, Mayor Simonoff, Council Member Hupp, Council Member Parker, Mayor Pro Tem Vargas

Passed

ADMINISTRATIVE ANNOUNCEMENTS

22. City Manager
None.

23. City Attorney
None.

24. Council Requests
None.

COUNCIL ANNOUNCEMENTS

Councilmember Hupp announced that West Nile Virus has been detected in the City, as well as one (1) positive case of West Nile Virus and spoke inspection services and resources available to the residents by the Orange County Mosquito and Vector Control District.

Mayor Simonoff encouraged the Community to vote.

ADJOURNMENT

Mayor Pro Tem Vargas requested the meeting be adjourned Wayne "Wayno" Vasquez, 40 year member of Sons of American Legion Post 181, Brea Veterans Club and Placentia Post 277.

Mayor Simonoff adjourned the General Session at 7:51 p.m.

Respectfully submitted,

The foregoing minutes are hereby
approved this 17th day of November, 2020.

Lillian Harris-Neal, City Clerk

Marty Simonoff, Mayor

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members
FROM: Bill Gallardo, City Manager
DATE: 11/17/2020
SUBJECT: Tiller Reserve Unit Repairs

RECOMMENDATION

Ratify the expenditure of \$51,930.32 for Tiller Reserve Unit repairs to be funded from the Equipment and Vehicle Maintenance Fund (Fund 480) reserves.

BACKGROUND/DISCUSSION

In 2018, the City of Brea purchased a used Tiller Reserve Unit (Ladder Reserve) to serve as a reserve unit to the front line ladder truck that has been in service since its purchase in 2007. The used Ladder Reserve was purchased from the City of Vernon for \$50,000 and was found to be in good condition at the time, considering it was 20 years old and had very low miles. For perspective, a new ladder truck in 2020 would cost approximately \$2 million.

After heavier use during the last two years, some performance issues were observed. The vehicle was sent to Performance Truck Repair, Inc. for an evaluation to get the unit back in service. Upon a thorough inspection of the unit, multiple critical repairs were noted and needed to be corrected immediately. Some of the critical repairs included:

- Aerial turntable stopped moving intermittently during rotation.
- The outrigger deployment was not uniform during the extension of the outriggers, which caused the unit to be destabilized.
- New electrical wiring due to damaged wires.
- Hydraulic system had deterioration and O-rings were leaking.
- All the cylinders and PTO pump required a complete overhaul.

This unit was out of service for an extended period of time due to the fifth wheel pedestal which had to be removed and separated, and lifted away from the truck. Performance Truck Repair, Inc. was utilized for these necessary repairs because they were the only shop that can fabricate a pedestal repair in-house.

COMMISSION/COMMITTEE RECOMMENDATION

The Finance Committee reviewed staff's recommendation at their November 10, 2020 meeting and recommended to proceed.

FISCAL IMPACT/SUMMARY

These costs were not included in the FY 2020-21 Equipment and Vehicle Maintenance Fund (Fund 480) Adopted Budget. A request for appropriation of additional funds will be incorporated into the 1st quarter Quarterly Adjustments. There is no impact to the General Fund.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Rudy Correa, Superintendent

Concurrence: Tony Olmos, P.E., Public Works Director

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Lambert Road and Puente Street Intersection Improvement Project, CIP 7276

RECOMMENDATION

Approve revised scope-of-work for Lambert Road and Puente Street Intersection Improvement Project, CIP 7276

BACKGROUND/DISCUSSION

At the December 6, 2011 City Council meeting, the City Council adopted a resolution approving revised traffic impact fees based upon the Transportation Improvements Nexus Program 2011 Update. The purpose of the Nexus Program Update was to analyze traffic impacts related to development projects associated with vehicle trips generated. As part of the Nexus Program Update, over 31 signalized intersections were analyzed to measure the efficiency and operations needed to maintain Level-of-Service (LOS) standards. Based on the results of the LOS at each intersection, the Nexus Program Update recommended 11 improvement projects. One of the 11 projects recommended a westbound right-turn lane at the intersection of Lambert Road and Puente Street. The project is CIP 7276 in the approved Capital Improvement Program.

As identified in the Transportation Improvement Nexus Program, improvements at the intersection of Puente Street and Lambert Road include widening Lambert Road to construct a westbound right-turn lane. Attachment A presents the conceptual improvement plan for these improvements. These improvements will require the relocation of one (1) Southern California Edison (SCE) power pole. Due to the significant construction costs of over \$200,000, as well as the construction delays associated with the relocation of the SCE power poles, staff researched if the project could be designed another way, to achieve comparable traffic benefits and meet LOS goals.

As a result, staff developed an alternative improvement that consists of restriping both the north and south approaches of the intersection to provide exclusive right-turn lanes (no widening required) and modifying the traffic signal operations to include a northbound right-turn overlap phase to enhance and improve signal operations. Attachment B presents the conceptual improvement plan for the proposed project alternative. The estimated construction cost to implement the proposed alternative improvement is approximately \$20,000, which is significantly less than the project budget.

When compared to the intersection improvements identified in the Transportation Improvement Nexus Program Update, the proposed alternative is more cost effective; does not require additional widening; and would not result in any construction delays as a result of SCE power

pole relocation. In addition, since this alternative improvement is within the boundary of the Puente Street Rehabilitation Project (CIP 7311) currently under construction, the work can be completed as part of this project via a Contract Change Order.

COMMISSION/COMMITTEE RECOMMENDATION

The Finance Committee reviewed staff’s recommendation at their November 10, 2020 meeting. A concern was raised regarding the potential impact the alternative improvement would have on trucks making the right-turn since the width of the northbound and southbound outside lanes would be reduced. In response, the alternative improvement would also add a new northbound right-turn arrow to the signal to allow the heavier northbound truck traffic to safely turn and utilize all three eastbound lanes to complete the turn without any conflicting movements.

FISCAL IMPACT/SUMMARY

The Transportation Improvements Nexus Program 2011 Update recommended a new westbound right-turn lane at the intersection of Lambert Road and Puente Street. The construction would require a SCE power pole to be relocated resulting in a significant construction cost of over \$200,000. Staff has identified a substitute improvement project that has the same traffic flow benefits. This alternative improvement project includes re-striping both the north and south legs of the intersection with exclusive right-turn lanes, and modifying the traffic signal to include a northbound right-turn overlap phase. The proposed construction cost for these substitute improvements is approximately \$20,000, and is less costly and less impactful on project schedule in comparison to the original improvements identified in the Transportation Improvement Nexus Program. Additionally, the level of service analysis indicates that the substitute improvements are more beneficial to the intersection’s overall operations when compared to the original improvements.

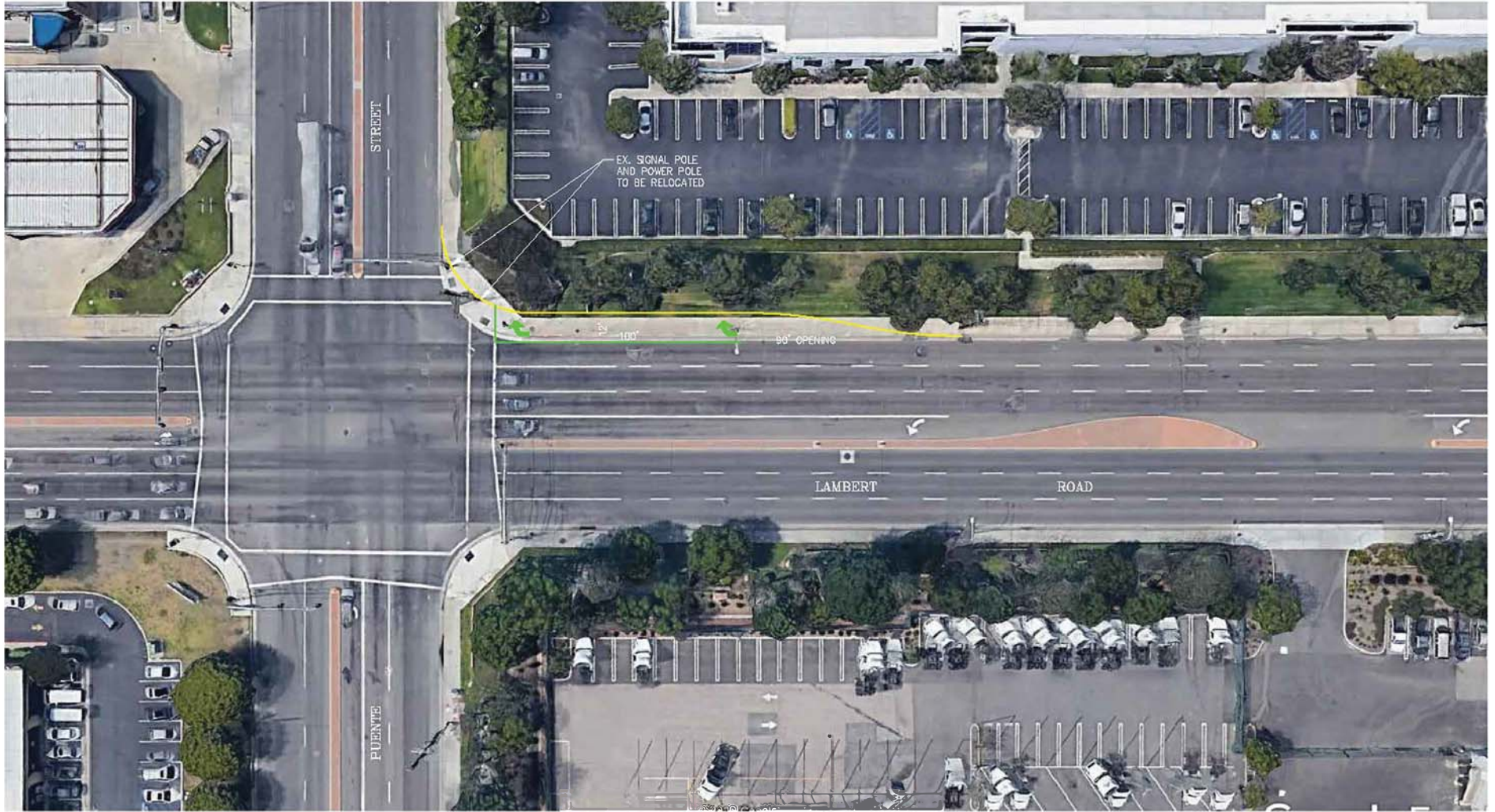
Funds are available in CIP 7276. The remaining project funds will be allocated to fund other projects listed in the Transportation Improvement Nexus Program.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager
Prepared by: Michael Ho, P.E., Deputy Director of Public Works/City Engineer
Concurrence: Tony Olmos, P.E., Public Works Director

Attachments

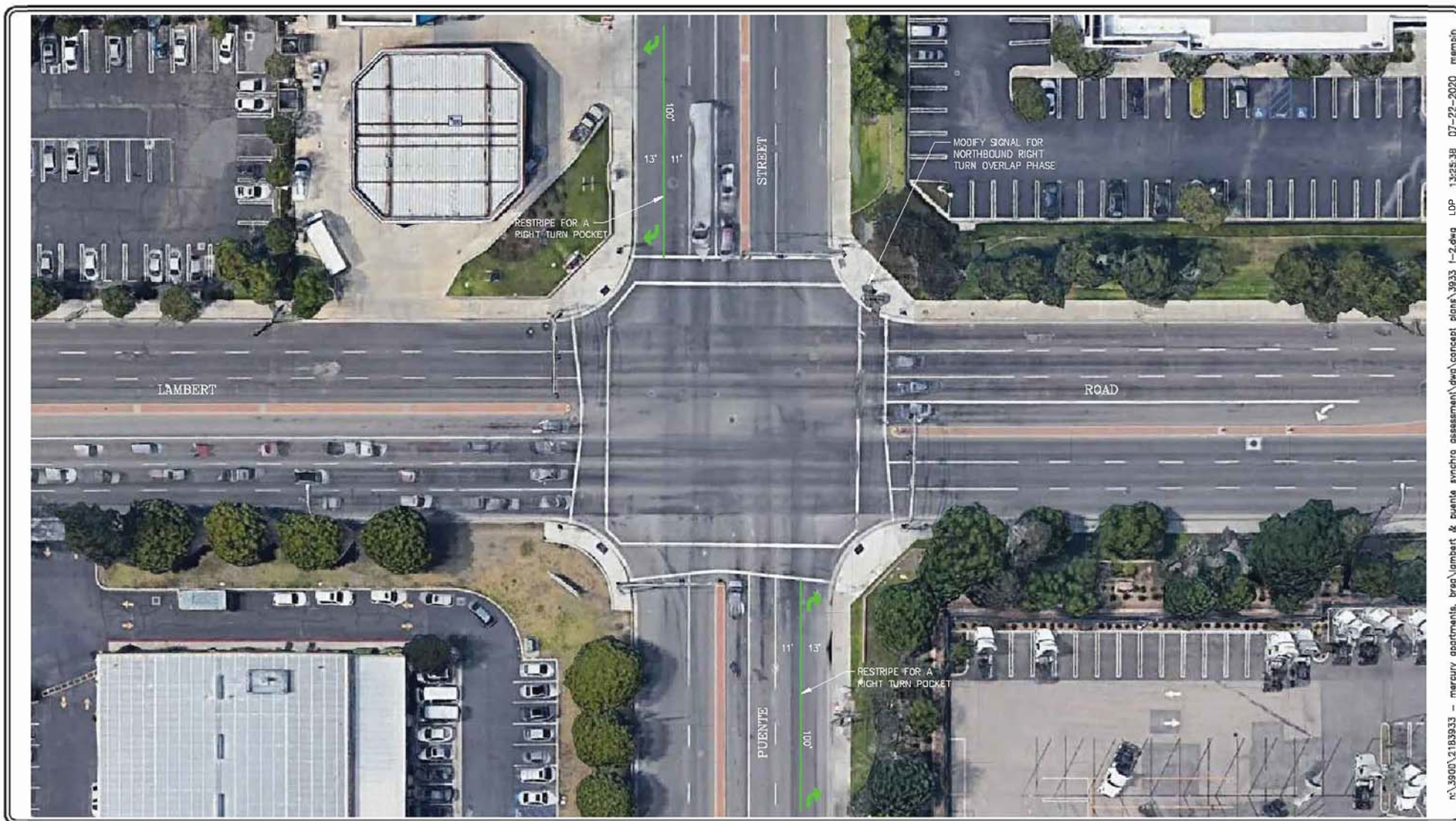
Original Plan
Proposed Plan



SCALE: 1"=40'

Attachment A

ORIGINAL IMPROVEMENTS (TRANSPORTATION IMPROVEMENTS NEXUS PROGRAM)
PUENTE STREET AT LAMBERT ROAD SUBSTITUTE IMPROVEMENTS, BREA



n:\3900\2183933 - mercury apartments, brea\lambert & puente synchro assessment\dwg\concept plans\3933 1-2.dwg LOP 1:25=38 07-22-2020 memshin



Attachment B

SUBSTITUTE IMPROVEMENTS

PUENTE STREET AT LAMBERT ROAD SUBSTITUTE IMPROVEMENTS, BREA

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Amendment No. 3 to Professional Services Agreement with Parsons Transportation Group, Inc. for Construction Support Services for the SR-57 & Lambert Road Interchange Improvements, CIP 7251

RECOMMENDATION

Approve Amendment No. 3 to Professional Services Agreement with Parsons Transportation Group, Inc. in the amount of \$368,150

BACKGROUND/DISCUSSION

The SR-57 and Lambert Road Interchange Improvement, Project 7251 ("Project") has been programmed within the Capital Improvement Program ("CIP") for over 10 years. The Project is adding a northbound loop on-ramp and realigning the northbound off-ramp; providing a separate bridge structure for the northbound loop on-ramp, widening the southbound on-ramp and bridge adjacent to the old railroad undercrossing; converting the southbound off-ramp to a two (2) lane exit and widening eastbound Lambert Road from State College to the southbound on-ramp; widening the existing SR-57 bridge; and widening westbound Lambert Road near Point Drive to the northbound on-ramp.

Original Contract (\$3.42M)

On June 16, 2015, the City Council approved a Professional Services Agreement ("PSA") with Parsons Transportation Group, Inc. ("Parsons") to complete the Plans, Specifications, and Estimate Phase ("PS&E Phase") for the Project in the amount of \$3,320,000, with a \$100,000 contingency, for a total PSA amount of \$3,420,000. The original scope of work for this PSA included completing the PS&E for the preferred project alternative. In December 2016, the 65% PS&E was completed for the preferred project alternative with some modifications to the design, which included additional widening of the existing Lambert Road bridge to accommodate a future Caltrans truck climbing lane. Soon thereafter, the Project was separated into four (4) phases due to construction funding constraints, with the focus on completing the PS&E Phase for the Phase 1 Project. Phase 1 Project construction would add the northbound loop on-ramp, realign northbound off-ramp, and modify the existing northbound on-ramp north of Lambert Road (East of SR-57). The PS&E for the Phase 1 Project was completed to 90% in late 2017

Amendment No. 1 (\$2.15M)

In early 2018, with the award of SB1 funds for project construction, staff recommended completing the final PS&E for the entire project under an accelerated schedule to avoid the possibility of losing SB1 funding if a voter referendum was passed in November 2018. This required considerable additional work with very tight deadlines, and required additional

resources. At the March 20, 2018 City Council meeting, Council approved Amendment No. 1 to the Parsons PSA for an additional not-to-exceed fee of \$2.15 million. This amended fee would bring the total PSA for the Project to \$5.57 million. In August of 2018, Parsons delivered the final PS&E for the entire project to Caltrans on time in order to request the allocation of funding from the California Transportation Commission (CTC) at their October 2018 meeting. At this meeting, the CTC allocated \$65.7M to the City of Brea and Caltrans, whereby the Project was considered fully funded.

Amendment No. 2 (\$507,920)

The Project was advertised for bids in late November 2018. However, prior to advertisement, there were two outstanding design elements that required additional design services from Parsons. The first involved the re-design of the soundwall along the southbound on-ramp to increase the height from 12 foot - 4 inches to 16 foot. The second design change required the transparent glass within the soundwall at the El Torito Restaurant to be reduced by three feet, pursuant to the property owner's request. Both of these re-design items required an additional scope of work, which required a second Amendment to the PSA. Furthermore, as part of the construction oversight requirements from Caltrans, Parsons, as the Engineer of Record, was required to be retained during this Phase to provide construction engineering support. On November 26, 2018, Parsons provided a proposal for the soundwall re-design work (\$207,920) and construction engineering support (\$300,000) totaling to \$507,920, which was reviewed by staff and incorporated as Amendment No. 2 to the PSA.

Parsons estimated the construction support cost based on a 500-working day contract that was anticipated to start in April of 2019 with anticipated completion in March of 2021 without taking into consideration possible weather or construction delays. City staff then conservatively estimated said delays and shared a completion date of December 2021 with the public at that time. The City Council approved Amendment No. 2 on December 4, 2018.

Amendment No. 3 (\$368,150)

Caltrans awarded the construction contract to Security Paving, Inc. in April 2019 and actual construction started in August 2019. As of November 2020, construction is considered 48% complete. However, during the first year, there were several construction schedule impacts, including weather and COVID-19 delays that have now officially pushed the anticipated construction completion of the interchange improvements to December 31, 2021 as conceptually expected.

All the aforementioned construction schedule impacts require extensions to the City and Caltrans construction inspection and design oversight responsibilities associated with the Project. Therefore, in a proactive effort, the City staff coordinated with Parsons to request a proposal for the additional scope required to cover the extended construction duration. Based on the request, Parsons responded with a proposal to cover the City-directed scope changes that were integral to the delivery of the Project (see Attachment A – Parsons Proposal). Parsons' proposal, in the amount of \$368,150 (additional scope), was reviewed by staff and was considered reasonable to cover the remaining construction engineering support services as well as the City added scope to the anticipated completion of the Project. This proposed scope change also includes the amended completion date for Parsons services to April of 2022, which allows them to complete the contract close-out responsibilities after the construction is completed in December 2021.

Therefore, attached is Amendment No. 3 to the PSA that amends the scope of work related to the construction engineering support services during construction pursuant to Parsons' proposal (see Attachment B - Amendment No. 3). The City Attorney has reviewed Amendment No. 3 and

approves as to form. All work associated with the design scope within the original PSA, Amendment No. 1, and Amendment No. 2 has been completed. Therefore, the only remaining task within this PSA is the construction engineering support services during construction.

COMMISSION/COMMITTEE RECOMMENDATION

The Finance Committee reviewed staff's recommendation at their November 10, 2020 meeting and recommended to proceed.

FISCAL IMPACT/SUMMARY

The Project is currently in the second year of the construction phase and 48% complete as of November 2020. However, due to various schedule impacts during the first year of construction, the project completion for the interchange improvements has been pushed out to December 31, 2021. This extension of the construction duration, coupled with several City requests for added work associated with the Project, required the construction engineering support services with Parsons to be amended. Parsons provided staff with a proposal to capture the additional services required. Staff, with City Attorney's consultation, prepared Amendment No. 3 to the Parsons PSA to reflect the proposed scope changes. In the current project budget, the project is fully funded, and there are sufficient funds allocated from the Measure M2 grant for the proposed Amendment No. 3 and no additional funding is needed. Therefore, there will be no impact to the General Fund and staff recommends the City Council consider approving Amendment No. 3.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Michael Ho, P.E., Deputy Director of Public Works / City Engineer

Concurrence: Tony Olmos, P.E., Public Works Director

Attachments

Parson's Proposal

Amendment No. 3

October 26, 2020

Michael Ho
Public Works Department – Engineering Division
City of Brea
1 Civic Center Circle
Brea, CA 92821

City Project No: 7251
Caltrans EA No: 0C1104
Parsons Project No.: 648305/649405

Subject: Amendment #3, Revised Services for SR 57 & Lambert Road Interchange Improvements Project

Dear Michael,

Pursuant to recent discussions, transmitted herewith is Parsons proposal for an amendment to provide additional management, design, and engineering support during construction services for the SR 57&Lambert Road Interchange Improvements Project (Project).

Parsons original Professional Services Agreement (PSA) and Amendment #1 and #2 contract scope of work and fee included delivery of the Full Interchange AAA-ready PS&E in October 2018, and to increase the southbound on-ramp soundwall height to sixteen feet. Additionally, engineering support during construction (ESDC) was identified in the original and Amendment #1 and #2 contract scope.

The Amendment #2 cost estimate for the construction support was \$300,000. This was based on starting the pre-construction work in March 2019 with an anticipated construction start date of July 2019, 500 working days, and construction completion in March 2021. Unfortunately, the Project encountered various schedule delays during the construction phase, which extended the start date to August 28, 2019, with an updated anticipated completion date of January 2022 due to following issues:

- Certain material order by Contractor had a lead time from order to deliver date which caused delay in start of construction
- COVID-19 caused delays starting in March 2020
- Added working days based on several Contract Change Orders

These delays have impacted the original construction completion date of March 2021, and the revised schedule to complete the final contract close-out/Record Drawings work is now estimated to be April 2022. As of October 20, 2020, construction is 46% complete with additional 17 months of remaining construction. In addition, 33 Contract Change Orders (CCO) and 56 Requests for Information (RFI's) have been processed so far. The CCOs were issued as a result of unforeseen and change field conditions, utility companies requesting revisions, Standard CCOs Caltrans issues for projects, changes requested by city for extending height of soundwall, incorporate Caltrans new guidelines to the design and three plan design issues. Additionally, there have been some added scope to assist the City with the SCE pole relocation work surveying, the Olen Property TCE pavement rehabilitation work, and Right-of-Way work for the new SCE Easement and Joint Utility Agreement in the amount of \$33,650.

Based on the aforementioned, we are currently estimating an additional ESDC in the amount of \$368,150.00 would be required to complete the Project, which includes the added City scope of work. The ESDC will be billed on a Time & Materials basis pursuant to the conditions set-forth in Amendment #2. This would bring the total for ESDC to \$668,150 for the Project as part of the PSA.

The additional scope of services is shown as Attachment "A-1", and the revised budget for the additional services is shown on Attachment "B-1".

Thank you for your consideration and we look forward to successfully delivering the SR 57 & Lambert Interchange Improvements Project to the City of Brea.

Sincerely,



Pija Ansari, P.E., PMP
Project Manager / Parsons

EXHIBIT “A-1”

Amendment #3 Scope of Work for Engineering Design Support Services for the SR 57 & Lambert Road Interchange Improvements Project

Work will be performed according to the scope discussed in the following paragraphs.

3.7 Task 7 Project Management and Design Support During Construction

Upon award of the construction contract, CONSULTANT shall proceed with the Construction Support Phase services. Drawings and change orders which are required due to the actions of the CITY and/or Caltrans, which are beyond the scope of the ENGINEER's responsibilities, shall be considered extra services, subject to the amount of \$368,150. Task 7 will be invoiced on a Time & Materials basis. All requested design support services considered extra work as defined herein from Caltrans shall be submitted to the CITY for review and approval prior to initiating the work. Phone conversations and emails between CONSULTANT and Caltrans, which do not require extra work and are for purposes of clarifications regarding the Plans and Specifications may be relayed to the CITY concurrently or subsequently to said correspondence. All extra work and associated costs completed without prior authorization from the CITY and work and associated costs that are considered part of the ENGINEER's responsibilities will not be paid, therefore.

3.7-1 Roadway Design Support

CONSULTANT shall be available to visit to the jobsite for on-site review of construction and other visits to the jobsite as requested by the CITY and/or Caltrans to resolve any discrepancies in the contract documents. CONSULTANT shall bring to the attention of the Resident Engineer any defects or deficiencies in the work by the construction contractor which the CONSULTANT may observe. CONSULTANT shall have no authority to issue instructions on behalf of the CITY and/or Caltrans or to deputize another to do so. CONSULTANT shall furnish all necessary drawings for corrections and change orders required by errors and omissions CONSULTANT. The original tracing(s) of the drawings and contract wording for change orders shall be submitted to the CITY and/or Caltrans for duplication and distribution. Drawings and change orders required due to actions of the CITY and/or Caltrans, which are beyond the scope of CONSULTANT's responsibilities, shall be considered extra services. CONSULTANT shall be available to visit the job site for on-site review of construction, as requested by the CITY and/or Caltrans to resolve discrepancies in the contract documents.

Deliverable: CONSULTANT shall provide roadway design support as described above.

3.7-2 Shop Drawing Review

CONSULTANT shall review and approve submittals and shop plan drawings requested by the resident engineer.

Deliverable: CONSULTANT shall review shop drawings as described above.

3.7-3 Geotechnical Design Support

CONSULTANT shall be available to clarify geotechnical information and answer questions during the construction of the project.

Deliverable: CONSULTANT shall provide geotechnical design support as described above.

3.7-4 Electrical Design Support

CONSULTANT shall be available to clarify electrical design information and answer questions during the construction of the project.

Deliverable: CONSULTANT shall provide electrical design support as described above.

3.7-5 Pre-construction Meeting

CONSULTANT shall attend the pre-construction meeting with the successful construction contractor.

3.7-6 “As-built” Plans

CONSULTANT shall, using ‘red-lined’ drawings from the Resident Engineer prepare and deliver to the CITY and/or Caltrans, within two months of completion of project construction, the final “As-Built” plans in electronic format.

Deliverable: CONSULTANT shall prepare and deliver to the CITY and/or Caltrans final “As-Built” plans in electronic format.

Task 9 – Project Schedule

The project schedule is revised as follows:

- A. Notice to Proceed Amendment #3
- B. Complete Construction Support

Execution Date of Amendment #3
April 2022

EXHIBIT “B-1”

Amendment #3 Cost Proposal for Engineering Design Support Services for the SR 57 & Lambert Road Interchange Improvements Project

Additional budget to incorporate the Attachment “A-1” scope items is requested below:

Task 1 – Project Management	\$	0
Task 2 – 35% PS&E	\$	0
Task 3 – 65% PS&E	\$	0
Task 4 – 95% PS&E	\$	0
Task 5 – Final PS&E (100 Percent) Submittal	\$	0
Task 6 – Construction Bidding Phase	\$	0
Task 7 – Construction Support Phase	\$	368,150
• 3.7 Task 7 Project Management	\$	62,400
• 3.7-1 Roadway Design Support	\$	144,000
• 3.7-3 Geotechnical Design Support (allowance)	\$	7,500
• 3.7-4 Electrical Design Support	\$	18,000
• 3.7-6 “As-built” Plans (791 sheets, used 600 Sheets)	\$	84,600
• 3.11 Task 11 PS&E Previously Approved CCOs	\$	33,650
<u>Approved CCOs date and amount</u>		
➤ Survey for SCE easement 11/8/2019	\$	8,000
➤ Survey 6 SCE Poles 5/18/2020,	\$	2,960
➤ Olen Property Design & Survey 6/3/2020	\$	22,690
Task 8 – Project Closeout	\$	TBD
Task 9 – Project Schedule	\$	0
Task 10 – Supplemental PR and ED	\$	0
<u>Task 11 – PS&E Contract Change Order</u>	\$	0
Total Amendment 3	\$	368,150

AMENDMENT NO. 3 TO PROFESSIONAL SERVICES AGREEMENT

This Amendment No. 3 ("Third Amendment") to the June 16, 2015 Professional Services Agreement ("Agreement") executed by **Parsons Transportation Group Inc.** ("Consultant") and the **CITY OF BREA** ("City") is dated November 17, 2020 for reference purposes.

A. Recitals.

(i) The parties executed the Agreement to provide for Consultant's performance of professional services with respect to the preparation of Plans, Specifications, and Estimate for the SR-57 & Lambert Road Interchange Improvements project ("Project").

(ii) The parties have executed the following amendments (collectively, "Prior Amendments") to the Agreement:

(a) A March 20, 2018 Amendment No. 1 to amend the scope of work, increase the contract amount, and amend the project schedule.

(b) A December 4, 2018, Amendment No. 2 to further amend the scope of work, increase the contract amount (from \$5,570,000 to \$6,077,920), and amend the project schedule for the design change order work in connection with soundwall height revisions and engineering design support services for the Project.

(iii) The parties desire to further amend the scope of work, increase the contract amount (from \$6,077,920 to 6,446,070), and amend the project schedule in connection with additional engineering design support services for the Project.

B. Amendment.

NOW, THEREFORE, it is agreed by and between CITY and CONSULTANT as follows:

1. Notwithstanding any provision of the Agreement, the Scope of Work is amended by adding the work described in the attached Exhibit "A-1".
2. Notwithstanding any provision of the Agreement, the Project Schedule is amended as set forth in the attached Exhibit "A-1".
3. Notwithstanding any provision of the Agreement, the total contract amount is a total, Not-To-Exceed amount of \$6,446,070, as more fully described in the attached Exhibit "B-1".
4. The attached Exhibits A-1 and B-1 are incorporated herein by reference.
5. Except as amended by this Third Amendment, all terms and conditions of the Agreement (as amended by the Prior Amendments) remain unchanged and in full force and effect.
6. The persons executing this Third Amendment warrant that, on behalf of their respective parties, they are authorized to execute this Third Amendment, and that this Third Amendment is binding on the parties hereto.

TO EXECUTE THIS THIRD AMENDMENT, the parties have caused their duly authorized representatives to sign below.

CITY OF BREA
A California municipal corporation

**PARSONS TRANSPORTATION GROUP,
INC.**
An Illinois corporation


Marty Simonoff, Mayor

 VP

☐ Chairperson ☐ President ☐ Vice President
10/20/2020

ATTEST:

Lillian Harris-Neal, City Clerk

 V.P.

☐ Secretary ☐ Asst. Secretary
☐ Chief Finance Officer ☐ Asst. Treasurer

[Pursuant to California Corporations Code Section 313, both signature lines must be executed unless the signatory holds at least one of the offices designated on each line.]

EXHIBIT “A-1”
Amended Scope of Work

(attached)

EXHIBIT "A-1"

Amendment #3 Scope of Work for Engineering Design Support Services for the SR 57 & Lambert Road Interchange Improvements Project

Work will be performed according to the scope discussed in the following paragraphs.

3.7 Task 7 Project Management and Design Support During Construction

Upon award of the construction contract, CONSULTANT shall proceed with the Construction Support Phase services. Drawings and change orders which are required due to the actions of the CITY and/or Caltrans, which are beyond the scope of the ENGINEER's responsibilities, shall be considered extra services, subject to the amount of \$368,150. Task 7 will be invoiced on a Time & Materials basis. All requested design support services considered extra work as defined herein from Caltrans shall be submitted to the CITY for review and approval prior to initiating the work. Phone conversations and emails between CONSULTANT and Caltrans, which do not require extra work and are for purposes of clarifications regarding the Plans and Specifications may be relayed to the CITY concurrently or subsequently to said correspondence. All extra work and associated costs completed without prior authorization from the CITY and work and associated costs that are considered part of the ENGINEER's responsibilities will not be paid, therefore.

3.7-1 Roadway Design Support

CONSULTANT shall be available to visit to the jobsite for on-site review of construction and other visits to the jobsite as requested by the CITY and/or Caltrans to resolve any discrepancies in the contract documents. CONSULTANT shall bring to the attention of the Resident Engineer any defects or deficiencies in the work by the construction contractor which the CONSULTANT may observe. CONSULTANT shall have no authority to issue instructions on behalf of the CITY and/or Caltrans or to deputize another to do so. CONSULTANT shall furnish all necessary drawings for corrections and change orders required by errors and omissions CONSULTANT. The original tracing(s) of the drawings and contract wording for change orders shall be submitted to the CITY and/or Caltrans for duplication and distribution. Drawings and change orders required due to actions of the CITY and/or Caltrans, which are beyond the scope of CONSULTANT's responsibilities, shall be considered extra services. CONSULTANT shall be available to visit the job site for on-site review of construction, as requested by the CITY and/or Caltrans to resolve discrepancies in the contract documents.

Deliverable: CONSULTANT shall provide roadway design support as described above.

3.7-2 Shop Drawing Review

CONSULTANT shall review and approve submittals and shop plan drawings requested by the resident engineer.

Deliverable: CONSULTANT shall review shop drawings as described above.

3.7-3 Geotechnical Design Support

CONSULTANT shall be available to clarify geotechnical information and answer questions during the construction of the project.

Deliverable: CONSULTANT shall provide geotechnical design support as described above.

3.7-4 Electrical Design Support

CONSULTANT shall be available to clarify electrical design information and answer questions during the construction of the project.

Deliverable: CONSULTANT shall provide electrical design support as described above.

3.7-5 Pre-construction Meeting

CONSULTANT shall attend the pre-construction meeting with the successful construction contractor.

3.7-6 “As-built” Plans

CONSULTANT shall, using ‘red-lined’ drawings from the Resident Engineer prepare and deliver to the CITY and/or Caltrans, within two months of completion of project construction, the final “As-Built” plans in electronic format.

Deliverable: CONSULTANT shall prepare and deliver to the CITY and/or Caltrans final “As-Built” plans in electronic format.

Task 9 – Project Schedule

The project schedule is revised as follows:

- A. Notice to Proceed Amendment #3
- B. Complete Construction Support

Execution Date of Amendment #3
April 2022

EXHIBIT “B-1”
Amended Project Costs

(attached)

EXHIBIT “B-1”

Amendment #3 Cost Proposal for Engineering Design Support Services for the SR 57 & Lambert Road Interchange Improvements Project

Additional budget to incorporate the Attachment “A-1” scope items is requested below:

Task 1 – Project Management	\$	0
Task 2 – 35% PS&E	\$	0
Task 3 – 65% PS&E	\$	0
Task 4 – 95% PS&E	\$	0
Task 5 – Final PS&E (100 Percent) Submittal	\$	0
Task 6 – Construction Bidding Phase	\$	0
Task 7 – Construction Support Phase	\$	368,150
• 3.7 Task 7 Project Management	\$	62,400
• 3.7-1 Roadway Design Support	\$	144,000
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<u>Approved CCOs date and amount</u>		
➤ Survey for SCE easement 11/8/2019	\$	8,000
➤ Survey 6 SCE Poles 5/18/2020,	\$	2,960
➤ Olen Property Design & Survey 6/3/2020	\$	22,690
Task 8 – Project Closeout	\$	TBD
Task 9 – Project Schedule	\$	0
Task 10 – Supplemental PR and ED	\$	0
Task 11 – PS&E Contract Change Order	\$	0
Total Amendment 3	\$	368,150

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members
FROM: Bill Gallardo, City Manager
DATE: 11/17/2020
SUBJECT: Award Contract to Orkin for Pest Control Services at Various City Facilities

RECOMMENDATION

1. Award contract to Orkin in the amount of \$35,930 for pest control services at various City facilities; and
2. Authorize City Manager to approve contract extensions

BACKGROUND/DISCUSSION

Public Works uses pest control services at City facilities, reservoirs, parks and landscape areas. The current contract with Exterminetics was set to expire on June 30, 2020, but was extended for six months pending procurement for a new contract for these services.

Staff received informal bids from Exterminetics, Orkin and Animal Pest Management Services. Of the three informal bids, Orkin was the lowest at \$35,930 over the initial 18-month contract period from January 1, 2021 to June 30, 2022. After the initial 18-months, the annual contract amount is \$23,940. The contract will have four possible one-year extensions upon the mutual consent of the both parties. Contract services include the treatment of the interior/exterior of buildings for crawling insects and for rodent and squirrel control. Orkin's services and pricing are available through the National Joint Powers Alliance (NJPA) that is now Sourcewell. Any potential CPI increases would be reviewed and approved by the Finance Committee.

COMMISSION/COMMITTEE RECOMMENDATION

The Finance Committee reviewed this item at their meeting on November 10, 2020. There was a question on the timing of the Consumer Price Index (CPI) increase. The language in the agreement will be modified to indicate a December CPI calculation before final execution. The Committee recommended this for City Council approval.

FISCAL IMPACT/SUMMARY

The current contract for pest management services was extended for six months past its expiration to explore a new vendor. Orkin's pest control services and pricing are available through a cooperative agreement with Sourcewell. Staff recommends awarding the contract to Orkin in the amount of \$35,930.

Funding is available in Funds 110 and 420 for the services.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Bill Bowlus, Public Works Superintendent

Concurrence: Tony Olmos, P.E., Director of Public Works

Attachments

Agreement

Approved Insurance

PEST CONTROL AGREEMENT

THIS PEST CONTROL AGREEMENT ("Agreement") is dated November 17, 2020 for reference purposes and is made and entered into, in duplicate, by and between Orkin, LLC, a Delaware limited liability company ("Contractor") and the City of Brea, a California municipal corporation ("City").

RECITALS

A. City selected Contractor's proposal for pest control services at City facilities.

B. City has authorized the City Clerk and Mayor to enter into a written contract with Contractor for furnishing labor, equipment, and material for the performance of pest control services at City facilities.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, it is agreed:

1. GENERAL SCOPE OF WORK:

A. Contractor shall furnish all necessary labor, tools, materials, appliances, and equipment for and do the work for the performance of pest control services at the City facilities set forth in the attached Exhibit B. Such work to be performed in accordance with: (i) the specifications set forth in the attached Exhibit A; (ii) Contractor's proposal set forth in the attached Exhibit D; (iii) standards on file in the office of the Director of Public Works; (iv) bid prices hereinafter mentioned; and (v) the instruction of the Director of Public Works. Unless this Agreement is extended or earlier terminated as provided herein, the services shall be performed for the following period ("Base Period"):

January 1, 2021 – June 30, 2022.

B. The prices quoted with the proposal shall be in effect for one and one half (1.5) years, at which time this Agreement will be subject to review. City and Contractor shall have the option of extending the term of this Agreement, by mutual consent of the parties, four (4) times for periods of one year each. Should this Agreement be extended, the contract prices shall be adjusted as set forth in Section 14 below.

2. INCORPORATED DOCUMENTS TO BE CONSIDERED COMPLEMENTARY:

The aforesaid general provisions, specifications and standards are incorporated herein by reference hereto and made a part hereof with like force and effect as if all of such documents were set forth in full herein. Such documents, together with this written agreement, shall constitute the contract between the parties. This contract is intended to require complete and finished piece of work and anything necessary to complete the work properly and in accordance with the law and lawful governmental regulations shall be performed by Contractor whether set out specifically in the contract or not. Should it

be ascertained that any inconsistency exists between the aforesaid documents and this written agreement, the provisions of this written agreement shall control. Notwithstanding anything to the contrary, all Termite, Bed Bug and VitalClean™ services (if any) shall require, and be governed by, a separate agreement as different service terms apply to such specialty services.

3. CONTRACTOR'S CUSTOMER CARE: Contractor, while fulfilling the terms of this Agreement, is performing as a representative of City and shall provide exceptional Customer Care. Any negative contact with City staff, residents/citizens, businesses, visitors or other contractors shall be reported by Contractor immediately to City. Contractor's management and supervisory personnel shall intercede to resolve or mitigate the negative contact in conjunction with City staff. City and Contractor may agree in advance to a single person contact, a representative of City or Contractor, for the investigation and response to complaints.

4. INSURANCE: Contractor shall not commence work under this contract until it has obtained all insurance required hereunder in a company or companies acceptable to City nor shall Contractor allow any subcontractor to commence work on its subcontract until all insurance required of the subcontractor has been obtained. Contractor shall take out and maintain at all times during the life of this contract the following policies of insurance:

A. Compensation Insurance: Before beginning work, Contractor shall furnish to the Director of Public Works a certificate of insurance as proof that it has taken out full compensation insurance for all persons whom it may employ directly or through subcontractors in carrying out the work specified herein, in accordance with the laws of the State of California. Such insurance shall be maintained in full force and effect during the period covered by this contract. Further, such policy of insurance shall provide that the insurer waives all rights of subrogation against City and its elected officials, officers, employees and agents.

B. In accordance with the provisions of Section 3700 of the California Labor Code, every contractor shall secure the payment of compensation to its employees. Contractor, prior to commencing work, shall sign and file with the City a certification as follows:

"I am aware of the provisions of Section 3700 of the Labor Code which require every employer to be insured against liability for workers' compensation or to undertake self-insurance in accordance with the provisions of that code, and I will comply with such provisions before commencing the performance of the work of this contract."

C. For all operations of Contractor or any subcontractor in performing the work provided for herein, insurance with the following minimum limits and coverage:

(1) Commercial General Liability (occurrence) – for bodily injury, death and property damage for products/completed operations and any and all other activities

undertaken by Contractor in the performance of this Agreement – – or – –:

(2) (Alternative to Commercial General Liability) – Comprehensive, broad form General Public Liability (occurrence) – for bodily injury, death and property damage arising out of any activities undertaken by Contractor in the performance of this Agreement.

(3) Comprehensive Automobile Liability (occurrence) – for bodily injury, death and property damage insuring against all liability arising out of the use of any vehicle.

(4) [Intentionally deleted.]

(5) Other required insurance, endorsements or exclusions as required by the plans and specifications.

(6) The policies of insurance required in this paragraph C shall have no less than the following limits of coverage:

- (i) \$2,000,000 (Two Million Dollars) for bodily injury or death;
- (ii) \$2,000,000 (Two Million Dollars) for property damage;
- (iii) The total of the limits specified in subsections (i) and (ii), above, where a combined single limit is provided.

D. Each such policy of insurance required in paragraph C shall:

(1) Be subject to no deductible amount unless otherwise provided, or approved in writing by City;

(2) Be issued by an insurance company approved in writing by City, which is admitted and licensed to do business in the State of California and which is rated A / VII or better according to the most recent A.M. Best Co. Rating Guide;

(3) Name as additional insured City, its elected officials, officers, employees, attorneys and agents, and any other parties, including subcontractors, specified by City to be included;

(4) Specify that it acts as primary insurance and that no insurance held or owned by the designated additional insured shall be called upon to cover a loss under such policy;

(5) Specify that it applies separately to each insured against whom claim is made or suit is brought, except with respect to the limits of the insurer's liability;

(6) Contain a clause substantially in the following words:

"It is hereby understood and agreed that this policy may not be canceled nor the amount of coverage thereof reduced until thirty (30) days after receipt by City of written notice of such cancellation or reduction of coverage as evidenced by receipt of a registered letter."

(7) Specify that any failure to comply with reporting or other provisions of the required policy, including breaches of warranty, shall not affect the coverage required to be provided;

(8) Specify that the insurer waives all rights of subrogation against any of the named additional insured; and

(9) Specify that any and all costs of adjusting and/or defending any claim against any insured, including court costs and attorneys' fees, shall be paid in addition to and shall not deplete any policy limits.

(10) Otherwise be in form satisfactory to City.

E. Prior to commencing performance under this Agreement, Contractor shall furnish City with original endorsements, or copies of each required policy, effecting and evidencing the insurance coverage required by this Agreement. The endorsements shall be signed by a person authorized by the insurer(s) to bind coverage on its behalf. All endorsements or policies shall be received and approved by City before Contractor commences performance. If performance of this Agreement shall extend beyond one (1) year, Contractor shall provide City with the required policies or endorsements evidencing renewal of the required policies of insurance prior to the expiration of any required policies of insurance.

5. LABOR CODE COMPLIANCE: Contractor acknowledges that the services are a "public work" within the scope of the Prevailing Wage Law (Labor Code Section 1720 et seq.). Contractor shall comply with the Labor Code requirements set forth in the attached Exhibit C.

6. PERS COMPLIANCE: Contractor acknowledges that City is a local agency member of PERS and has certain pension reporting and contribution obligations to PERS on behalf of qualifying employees. In providing its employees and any other personnel to City to perform the services, Contractor shall assure compliance with the Public Employees' Retirement Law (Government Code Section 20000 et seq.) and the Public Employees' Pension Reform Act of 2013 (Government Code Section 7522 et seq.). Contractor shall assure compliance with regard to personnel who have active or inactive membership in PERS and those who are retired annuitants. Contractor shall not assign or utilize any of personnel in a manner that will cause City to be in violation of applicable retirement laws and regulations.

7. CONTRACTOR'S LIABILITY:

A. The City of Brea and its officers, agents and employees shall not be answerable or accountable in any manner for any loss or damage that may happen to

the work or any part thereof, or for any of the materials or other things used or employed in performing the work; or for injury or damage to any person or persons, either workmen, employees of Contractor or its subcontractors or the public, or for damage to adjoining or other property from any cause whatsoever, but only to the extent arising out of or in connection with the wrongful or negligent performance of the work. Contractor shall be responsible for any damage or injury to any person or property resulting from defects or obstructions or from any cause whatsoever, except the sole negligence or willful misconduct of City, its employees, servants, or independent contractors who are directly responsible to City during the progress of the work or at any time before its completion and final acceptance.

B. Contractor will indemnify City against and will hold and save City harmless from any and all actions, claims, damages to persons or property, penalties, obligations, or liabilities that may be asserted or claimed by any person, firm, entity, corporation, political subdivision, or other organization arising out of or in connection with the work, operation, or activities of Contractor, its agents, employees, subcontractors, or invitees provided for herein, whether or not there is concurrent passive or active negligence on the part of City, but excluding such actions, claims, damages to persons or property, penalties, obligations, or liabilities to the extent arising from the negligence or willful misconduct of City, its employees, servants, or independent contractors who are directly responsible to City, and in connection therewith:

(1) Contractor will defend any action or actions filed in connection with any of such claims, damages, penalties, obligations, or liabilities and will pay all costs and expenses, including reasonable attorneys' fees incurred in connection therewith.

(2) Contractor will promptly pay any judgment rendered against Contractor or City covering such claims, damages, penalties, obligations, and liabilities arising out of or in connection with such work, operations, or activities of the Contractor hereunder, and Contractor agrees to save and hold City harmless therefrom.

(3) In the event City is made a party to any action or proceeding filed or prosecuted against Contractor for damages or other claims arising out of or in connection with the work, operation, or activities of Contractor hereunder, Contractor agrees to pay to City any and all costs and expenses incurred by City in such action or proceeding together with reasonable attorneys' fee.

C. So much of the money due to the Contractor under and by virtue of the contract as shall be considered necessary by City may be retained by City until disposition has been made of such actions or claims for damage as aforesaid.

D. City expressly releases Contractor from liability for any claim whatsoever including, but not limited to, personal injury (including stings or bites from fire ants, spiders, or any other pests) or property damage (to include the structure and its contents), unless caused by the wrongful or negligent performance of Contractor.

E. IN NO EVENT SHALL EITHER PARTY BE LIABLE TO THE OTHER

PARTY OR ANY OTHER PERSON FOR ANY INDIRECT, INCIDENTAL, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES RELATED TO THIS AGREEMENT OR THE SERVICES PERFORMED HEREUNDER INCLUDING, BUT NOT LIMITED TO, LOSS OF USE OR ANTICIPATED PROFITS, PRODUCTION DELAYS, BUSINESS INTERRUPTION, OR LOSS OF REPUTATION OR GOODWILL.

8. **NON-DISCRIMINATION:** No discrimination shall be made in the employment of persons upon public works because of the race, color, or religion of such persons, and every contractor for public works violating this section is subject to all the penalties imposed for a violation of Division 2, Part 7, Chapter 1 of the Labor Code in accordance with the provisions of Section 1735 of such Code.

9. **CONTRACT PRICE AND PAYMENT:** Contract Price is valued at **\$35,930** for the Base Term. City shall pay to Contractor for furnishing material and doing the prescribed work the unit price set forth in accordance with Contractor's proposal dated **July 27, 2020**.

10. **LABOR AND MATERIALS BOND:** Prior to commencing work hereunder, the CONTRACTOR shall provide a labor and materials bond in the amount of 100% of the contract price herein. The payment bond shall remain in force until expiration of the time within which the California Labor Commissioner may serve a civil wage and penalty assessment against the principal, any of its subcontractors, or both the principal and its subcontractors pursuant to Labor Code Section 1741, and until the expiration of the time within which a joint labor management committee may commence an action against the principal, any of its subcontractors, or both the principal and its subcontractors pursuant to Labor Code Section 1771.2.

11. **CONTRACT RENEWAL NOTIFICATION:** Contractor must request, in writing at least thirty (30) days prior to then-applicable expiration date, Contractor's desire to extend this Agreement and Contractor's desire for an adjustment in the rates of compensation as set forth in Section 14 below.

12. **NOTICES:** All notices required or permitted hereunder shall be deemed delivered to the party to whom notice is sent upon personal delivery thereof at the addresses set forth upon which such notice is placed, postage pre-paid, in the United States mail and addressed as follows:

CONTRACTOR:

Orkin, LLC
Attn: Customer Care Dept.
2170 Piedmont Road NE
Atlanta, GA 30324-4135

CITY:

City of Brea
Attn: Public Works Superintendent
Bill Bowlus
45 N. Berry Street
Brea, CA 92821

With a copy to:

Rollins, Inc. — Law Department
2170 Piedmont Road NE

Atlanta, GA 30324-4135
Attn: Asst. General Counsel

13. SUPERVISOR DESIGNATION: Contractor shall provide to City's Director of Public Works, upon execution of this Agreement, the name of the individual employed by Contractor designated as Contractor's primary representative for the supervision and prosecution of the work. Said designated person shall be available, upon 30 minutes notice, to respond personally or by telephone to requests for information or instructions concerning the prosecution of the work from City's authorized representatives.

14. CONTRACT PRICE ADJUSTMENT:

A. CPI Adjustment: Subject to paragraph B below, starting July 1, 2022, and on an annual basis thereafter, the unit price shall be adjusted using the Consumer Price index for all Urban Consumers for the Los Angeles, Riverside, Anaheim Metropolitan Area (CPI-U) for the most recent twelve (12) months ending on December 31st prior to the July 1 rate adjustment based on data available from the United States Bureau of Labor Statistics. The rate adjustment shall not exceed 3% annually.

B. Council Approval Requirement. The unit price shall not be revised during the term of this Agreement (including any extension periods) without prior approval by the City Council.

15. TERMINATION OR ABANDONMENT: This Agreement may be terminated by City without cause, upon the giving of a written "Notice of Termination" to Contractor at least sixty (60) days prior to the termination date specified in such notice. Contractor may terminate this agreement only for cause.

16. ATTORNEYS' FEES: In the event that any action or proceeding is brought by either party to enforce any term or provision of this Agreement, the prevailing party shall recover its reasonable attorneys' fees and costs incurred with respect thereto.

17. CUSTOMER COOPERATION: City agrees to extend all reasonably necessary cooperation to achieve successful pest services, including access to the area(s) to be serviced, appropriate sanitation, necessary structural repairs and corrective measures in order to maintain eligibility for Orkin's Satisfaction Guarantee. City agrees that Contractor may withhold any and all refunds or future service until its recommendations have been completed by City. City is responsible for communicating with all persons in the premises about the treatments and the nature of services offered, and City acknowledges that (i) it has no information about persons present upon the City's premises who have any medical condition or sensitivity which may be affected by the services provided by Contractor; or (ii) if has any such information, City shall communicate it in writing to Contractor to the extent permitted by law.

18. EXHIBITS: Exhibits A through D are incorporated into this Agreement by reference. In the event of any material discrepancy between the express provisions of this Agreement and the provisions of an Exhibit, the provisions of this Agreement shall

prevail.

19. ENTIRE AGREEMENT: This Agreement (and the attached Exhibits) represents the entire and integrated contract between the parties regarding the services. This Agreement supersedes all prior oral or written negotiations, representations and contracts related to the services. This Agreement may not be amended, nor any provision or breach waived, except in a writing that is signed by the parties and that expressly refers to this Agreement.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF: the parties hereto have caused these presents to be duly executed with all the formalities required by law on the respective dates set forth opposite their signatures.

CONTRACTOR: Orkin Services of California, Inc. (a wholly-owned subsidiary of Orkin, LLC)
State of California Contractor's
License No.

Date: _____

By: _____
Signature Title

By: _____
Signature Title (two corporate signatures required)

Contractor's Business Phone: _____

Emergency phone where Contractor can be reached at any
time: _____

CITY OF BREA, CALIFORNIA

By: _____
Marty Simonoff, Mayor

By: _____
Lillian Harris-Neal, City Clerk

Date: _____

EXHIBIT A
City of Brea Pest Control Specifications

Comprehensive Insect Control at City Facilities

Treat interior and exterior of buildings monthly for various insects including cockroaches, common ants, house spiders, beetles, centipedes, slugs, etc. Inspect buildings weekly for covered pests and provide any additional treatments based on inspection results if necessary at no extra cost.**

**Please see Exhibit D for specific pest coverage.

Rodent Control at City Facilities (Rats/mice)

Maintain a supply of weatherproof and tamper-resistant anchored in place rodent bait stations around the exterior of the facility in locations such as fence lines, building perimeters and other areas likely to be attractive to rodents. The stations will be inspected regularly to monitor for rodent activity and to ensure that rodent bait remains fresh and contractor will dispose of any rodent remains. This includes Berry St. Reservoir.

Total of 50 rodent bait stations spread over specified facilities on site list.

Squirrel Control at 4 Parks

Maintain a supply of weatherproof and tamper-resistant anchored in place squirrel bait stations at specific areas in the park where there is high squirrel presence. The stations will be inspected regularly to monitor for squirrel activity and to ensure that squirrel bait remains fresh and contractor will dispose of any squirrel remains.

Total of 9 squirrel bait stations spread over specified parks on site list.

EXHIBIT B
City of Brea Pest Control Locations

Community Center Comprehensive	
Community Center Exterior Rodent Control (3)	695 E Madison
Community Center Playground Comprehensive	
Civic Center Comprehensive	
Civic Center West Parking Lot Exterior Rodent Control (3)	1 Civic Center Circle
Civic Center Underground Parking Rodent Control (3)	
Curtis Theater Comprehensive	
Senior Center Comprehensive	
Senior Center Exterior Rodent Control (3)	500 S. Sievers
Pioneer Hall Comprehensive	
Boy Scout Building City Hall Park Exterior Rodent Control (3)	401 S. Brea
Brea Museum City Hall Park Comprehensive	
Brea Museum City Hall Park Exterior Rodent Control (3)	495 S. Brea Blvd.
City Service Center Berry St. Comprehensive	545 N. Berry
Fire Station #1 Comprehensive	555 N. Berry
Fire Station #2 Comprehensive	200 N. Brea
Fire Station #3 Comprehensive	
Fire Station #3 Exterior Rodent Control (4)	2600 Santa Fe
Fire Station #4 Comprehensive	
Fire Station #4 Exterior Rodent Control (4)	198 Olinda
Olinda Oil Museum Exterior Rodent Control (3)	4025 Santa Fe
Downtown Parking Structure #1 Exterior Rodent Control (3)	
Downtown Parking Structure #1 Comprehensive	101 S. Brea
Downtown Parking Structure #2 Exterior Rodent Control (3)	
Downtown Parking Structure #2 Comprehensive	175 Madrona
Downtown Parking Structure #3 Exterior Rodent Control (4)	
Downtown Parking Structure #3 Comprehensive	235 S. Orange

Arovista Park Squirrel Bait Stations (2)	500 W. Imperial
Tamarack Park Squirrel Bait Stations (3)	520 Tamarack
City Hall Park Squirrel Bait Stations (2)	401 S. Brea
Olinda Ranch Park Squirrel Bait Stations (2)	4055 Carbon Cyn
Berry St. Reservoir Rodent Bait Stations (5)	545 N. Berry
City Service Center Berry St. North Parking Rodent Bait Stations (6)	545 N. Berry

EXHIBIT C
Labor Code Requirements

1. Pursuant to Labor Code Section 1773.2, copies of the prevailing rate of per diem wages for each craft, classification, or type of worker needed to perform the services are on file at City Hall and will be made available to any interested party on request. By initiating any Work, Contractor acknowledges receipt of a copy of the DIR determination of such prevailing rate of per diem wages, and Contractor shall post such rates at each job site covered by these Contract Documents.
2. Contractor shall comply with and be bound by the provisions of Labor Code Sections 1774 and 1775 concerning the payment of prevailing rates of wages to workers and the penalties for failure to pay prevailing wages. Contractor shall, as a penalty paid to the City, forfeit \$200 for each calendar day, or portion thereof, for each worker paid less than the prevailing rates as determined by the DIR for the work or craft in which the worker is employed for any public work done pursuant to these Contract Documents by Contractor or by any subcontractor.
3. Contractor shall comply with and be bound by the provisions of Labor Code Section 1776, which requires Contractor and each subcontractor to (1) keep accurate payroll records and verify such records in writing under penalty of perjury, as specified in Section 1776, (2) certify and make such payroll records available for inspection as provided by Section 1776, and (3) inform the City of the location of the records. Contractor has 10 days in which to comply subsequent to receipt of a written notice requesting these records, or as a penalty to the City, Contractor shall forfeit \$100 for each day, or portion thereof, for each worker, until strict compliance is effectuated. Upon the request of the Division of Labor Standards Enforcement, these penalties shall be withheld from progress payments then due.
4. Contractor and each subcontractor shall comply with and be bound by the provisions of Labor Code Section 1771.4(a)(3), which requires that each contractor and each subcontractor shall furnish the records specified in Section 1776 directly to the Labor Commissioner at least monthly, in a format prescribed by the Labor Commissioner.
5. Contractor acknowledges that eight hours labor constitutes a legal day's work. Contractor shall comply with and be bound by Labor Code Section 1810. Contractor shall comply with and be bound by the provisions of Labor Code Section 1813 concerning penalties for workers who work excess hours. Contractor shall, as a penalty paid to the City, forfeit \$25 for each worker employed in the performance of the services by Contractor or by any subcontractor for each calendar day during which such worker is required or permitted to work more than eight hours in any one calendar day and 40 hours in any one calendar week in violation of the provisions of Division 2, Part 7, Chapter

1, Article 3 of the Labor Code. Pursuant to Labor Code Section 1815, work performed by employees of the Contractor in excess of eight hours per day, and 40 hours during any one week shall be permitted upon public work upon compensation for all hours worked in excess of eight hours per day at not less than 1.5 times the basic rate of pay.

6. Contractor shall comply with and be bound by the provisions of Labor Code Sections 1777.5, 1777.6 and 1777.7 and California Code of Regulations Title 8, Section 200 et seq. concerning the employment of apprentices on public works projects. Contractor shall be responsible for compliance with these Sections for all apprenticeable occupations. Before commencing the services, Contractor shall provide the City with a copy of the information submitted to any applicable apprenticeship program. Within 60 days after concluding work, Contractor and each of its subcontractors shall submit to the City a verified statement of the journeyman and apprentice hours performed under this Agreement.
7. Contractor shall not perform work with any subcontractor that has been debarred or suspended pursuant to California Labor Code Section 1777.1 or any other federal or state law providing for the debarment of contractors from public works. Contractor and subcontractors shall not be debarred or suspended throughout the duration of this Agreement pursuant to Labor Code Section 1777.1 or any other federal or state law providing for the debarment of contractors from public works. If Contractor or any subcontractor becomes debarred or suspended during the duration of this Agreement, Contractor shall immediately notify the City.
8. In accordance with Labor Code Sections 1725.5 and 1771.1, no contractor or subcontractor shall be qualified to bid on, be listed in a bid, subject to the requirements of Section 4104 of the Public Contract Code, or engage in the performance of any contract for public work, unless currently registered and qualified to perform public work pursuant to Section 1725.5.
9. The services are subject to compliance monitoring and enforcement by the DIR. Contractor shall post job site notices, as prescribed by regulation.

EXHIBIT D
Proposal

(attached)



COMMERCIAL SERVICES

**Integrated Pest Management
Program for
City of Brea**

Chris Pierce
Orkin
Commercial
Services Phone:
714.914.5013
Email: cpierce@orkin.com

Orkin is a proud collaborator with



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Executive Summary

Pests are more than a nuisance – they can threaten public health, damage your company's professional reputation and even halt operations. Orkin Commercial Services understands your strict need for highly effective *and* environmentally responsible pest control. While other pest control companies may only respond to problems, we take a proactive approach to help keep pests out. That's why we partner with our clients to tailor Integrated Pest Management programs that target the specific needs of their facilities.

Here's a summary of our proposed program, which can help you achieve pest management excellence:

Service: Interior and exterior* pest management in accordance with the principles of Integrated Pest Management (IPM).

Service Frequency: Monthly

Pest Coverage: Rats, mice, cockroaches, ants and occasional invaders (e.g., beetles, centipedes, slugs). Coverage excludes: flies, fire ants, pharaoh ants, carpenter ants, birds, bed bugs, termites and fumigation treatments. (Excluded pests can be serviced under separate contracts with unique guarantees and service protocols.)

Documentation: Written reports and recommendations will be provided and reviewed with the designated facility representative following each regular service visit. Additional copies will be filed at your local Orkin branch office.

Quality Assurance: Orkin's IPM program is backed by our Quality Assurance program, which guarantees the service you receive meets Orkin's high quality standards – and your own.

- A follow-up visit by your Orkin Account Manager will be scheduled within 60 days of your initial service.
- Orkin's independent Pest and Termite Control Quality Assurance Department regularly audits the services provided by our branch offices to ensure they meet the Orkin standard.

Emergency Service: Included at no extra charge and guaranteed within 24 hours of your call to Orkin, 365 days per year.

Materials: All forms of monitor boards and product formulations, as required, are included.

Insurance: Orkin Commercial Services is fully insured with personal liability and property damage to a limit of \$10,000,000.

Triple Guarantee:

- 24-Hour Response
- Satisfaction Guarantee
- Reimbursement Guarantee

(See Triple Guarantee section for complete details)

* Exterior coverage extends to property boundaries unless otherwise indicated.

Orkin: The Nation's Best Service Company

Our mission isn't to be the nation's best pest control company. It's to be the nation's best service company. We live this mission every day by delivering the finest quality services and value to our clients.

Setting the Standard for More Than A Century

Founded in 1901, Atlanta-based Orkin, LLC is a wholly owned subsidiary of Rollins Inc. (NYSE:ROL). Operating under the Orkin® and Orkin-PCO® trademarks, Orkin serves more than

1.7 million clients through more than 400 branch offices in the United States, Canada, Mexico, Europe, Central America, the Middle East, the Caribbean, Asia and the Mediterranean.

In 1996, Orkin expanded its commercial services to meet the growing demand for pest management professionals trained to service food processing, health care and hospitality facilities. Since that time, Orkin has become known for the best-trained professionals in the industry. Orkin's exclusive commercial training protocol requires all Orkin Commercial Pest Specialists to complete courses from Purdue University and AIB International.

Every year since 2003, *Training* magazine, the training industry's premier publication, has recognized Orkin's training program among its annual "Top 125" organizations that excel in human capital development. The 2003 recognition also included Orkin's selection as one of the magazine's five "Editor's Choice" recipients.

Orkin received additional recognition in 2006 when *Pest Control Magazine* and Syngenta Professional Products awarded Orkin with a Best-In-Class Customer Service Award.

Today, Orkin Commercial Services is trusted by more businesses in North America than any other pest management provider.

Committed to Environmentally Conscious Approaches

By following the latest best practices in Integrated Pest Management (IPM), we help our clients create cleaner and healthier working environments. Nonetheless, we feel a responsibility to help protect the larger environment as well. Orkin prefers using non-chemical approaches to control pests, such as mechanical traps and sealants to prevent pests from entering and infesting your establishment. We also use target-specific treatments that zero in on specific pest problems and help minimize any hazard to people, property or the environment.

Dedicated to our Clients' Industries

To ensure that our service continues to meet our clients' needs and to stay abreast of the trends and issues that affect our clients day in and day out, we get involved in our clients' industries.

Orkin supports a number of organizations through memberships, sponsorships or

educational collaborations, including:

- American Hotel & Lodging Association (AHLA)
- American Society for Healthcare Environmental Services (ASHES)
- Centers for Disease Control and Prevention (CDC)
- Building Owners and Managers Association (BOMA)
- Grocery Manufacturers Association (GMA)
- National Restaurant Association (NRA)



Our A.I.M. Approach to Pest Prevention

Orkin Commercial Services strongly advocates and practices Integrated Pest Management (IPM). IPM is an environmentally responsible approach to pest management that relies on a combination of practices. By taking advantage of all pest management options, starting with non-chemical techniques, IPM programs proactively manage pests and help minimize any hazard to people, property or the environment.

A.I.M.TM: Orkin's Approach to IPM

Effective pest management is a process, not a one-time event. Orkin's Integrated Pest Management (IPM) approach is a **collaborative and ongoing cycle of three critical activities** that help keep pests in their place:

Assess the Situation

There are too many variables to provide pest management solutions without understanding the underlying reasons why pests infest a space in the first place.

We assess through:

- **Comprehensive inspections** to detect any sanitation issues or structural conditions conducive to pest infestations.
- **Identification of active pests** based on evidence found in your facility.
- **Risk evaluation** based on your facility type, evidence of current pest activity, pest pressure in your geography, and any conducive conditions found.

Implement a Customized Solution

Based on ongoing monitoring and situation assessments, your Orkin Commercial Pest Specialist will work with you to develop a customized program that suits your facility's unique needs.

- **Focus on prevention** – We will start with exclusion, sanitation and other non-chemical options.
- **Environmentally conscious approach** – If a product is needed, your Orkin Commercial Pest Specialist will select a formulation and target the applications to do the most good with the least impact on the environment.
- **Sanitation consultation** – If needed, your Orkin Commercial Pest Specialist will consult with you to make sure your cleaning efforts make a real impact on potential pest “hot spots.”

Monitor, Document and Communicate

- **Monitoring** – During regular service inspections, your Orkin Commercial Pest Specialist will monitor for signs of pest activity, look for elements that might attract pests in the future and generally make sure your program is working.

- **Documentation and Communication** – After each service, your Orkin Commercial Pest Specialist will provide a written service report that documents all services performed, pest activity, action plans to correct any pest issues, and any structural and sanitation recommendations.

Partnership Roles & Responsibilities

Orkin knows from experience that the most successful IPM programs are true partnerships between our Commercial Pest Specialists and our clients' management and staffs. By working together to fulfill the roles and responsibilities outlined below, we can make your Orkin IPM program as effective as possible day in and day out.

Orkin Commercial Services

1. Provide service to your property a minimum of four times per month. In the unlikely event that additional services are necessary between regular visits, they will be provided at no additional cost.
2. Perform a comprehensive inspection during each scheduled visit and determine appropriate treatment methods.
3. Provide a written Service Report after each regular visit, which will describe any deficiencies in housekeeping, maintenance or sanitation that could promote pest problems. Recommendations will be made for correcting these deficiencies and submitted to you.
4. If necessary, carefully select and apply least-hazardous pesticide formulations in accordance with federal, state and local regulations and label instructions. Copies of product labels and Safety Data Sheets (SDS) will be housed on-site for your reference.
5. Your Orkin Account Manager will visit your facility within 60 days of your initial service to review your IPM program and ensure it meets your expectations.

City of Brea

1. Make the premises available for service at the specified time and ensure that all areas are accessible for inspection and treatment.
2. Prepare your premises for service according to the agreed upon conditions to ensure protection of your property from contamination.
3. Promptly correct deficiencies noted on the written reports provided by your Orkin Commercial Pest Specialist. This is critical to ensure the integrity of your IPM program.
4. Train your employees to conduct routine cleaning processes that do not disturb, remove or contaminate the control methods placed by your Orkin Commercial Pest Specialist (or, Orkin can provide training to your staff upon request).
5. Designate one or two employees to report all pest sightings in a logbook for your Orkin Commercial Pest Specialist to review during each visit.

Standards of Performance

To effectively prevent and manage pests at your establishment, your Orkin Commercial Pest Specialist will adhere to the Standards of Performance outlined below as part of your IPM program.

1. METHODS OF CONTROL

A. Non-Chemical Techniques

1. **Glue boards/sticky traps** of varying types may be used to trap crawling insects and rodents for the dual purpose of monitoring and control. They will be positioned in areas most likely to be frequented by pests, yet placed so as not to interfere with operations. All placements will be recorded on a detailed site diagram.
2. **Pheromone traps** may be deployed as needed and as defined by the scope of service agreement to monitor insect populations.
3. **Mechanical traps** of various types may be used as needed to monitor and/or control rodents. Each station will be mapped on a site diagram.
4. **Ultra-violet light traps** (if required) may be used to trap and monitor various flying insects. These traps will be checked regularly and serviced as needed according to the scope of service agreement.
5. **Vacuums** may be used as needed to remove insects and any debris that might serve as an insect food source.
6. **Foam sealant or caulking** may be used to close openings that can be used by pests, either as harborages or entry points.

B. Chemical Techniques

1. **Pesticides**, if needed, will be applied in accordance with individual product label instructions and only when non-chemical methods have been ineffective or are inappropriate. Materials will be selected from a list of preferred products offered by Orkin or from a facility-approved list developed in consultation with Orkin. Copies of product labels and MSDS will be provided.
2. **Rodent/Squirrel baits** will be used in enclosed bait stations on exterior locations of the facility, such as the building perimeter and fence line.

Bait stations in all exterior locations and other areas that are accessible to children, pets or non-target wildlife will be of a tamper-resistant variety.

2. SERVICE PROCEDURES

A. Exterior Locations

1. Insect and Crawling-Pest Control

As part of Orkin's Perimeter Defense System, baits or seasonal residual insecticide applications will be made as needed in specific, targeted areas around the immediate exterior of the facility. These areas might include door frames, window frames, exhaust fan ports, loading docks and foundation walls. Care will be exercised to prevent drift of materials into the facility or landing on surfaces, such as door thresholds, that might allow them to be picked up on shoes or wheels of equipment and be transported inside the facility. The Perimeter Defense System also will include the use of exclusion techniques. Orkin always considers appropriate non-chemical methods of control before utilizing chemical options.

2. Rodent Control

Orkin will install and maintain a supply of weatherproof and tamper-resistant rodent bait stations around the exterior of the facility in locations such as fence lines, building perimeters and other areas likely to be attractive to rodents. The bait stations will be anchored in place. Each bait station will be serially numbered to correspond with a site diagram that notes its location. The stations will be inspected regularly to monitor for rodent activity and to ensure that rodent bait remains fresh. Orkin will dispose of any rodent remains – client staff should not attempt to remove or disturb bait stations or their contents.

B. Interior Locations

1. Insect and Crawling-Pest Control

The primary control measures on the interior of your facility will be visual inspections and monitoring devices. During each service visit, your Orkin Commercial Pest Specialist will inspect for conditions conducive to pest infestations and report any needed repairs or maintenance and sanitation issues.

To monitor pest activity, glue traps may be used on floor areas where crawling pests are likely to frequent, and pheromone traps may be used for insects. All traps will be inspected Four times per month and the information kept on an accumulative log sheet to show increases in numbers of

insects trapped. The results of the trap catches and visual inspections will largely determine what course of action is necessary to prevent an infestation.

Control measures may include physical removal of pests and infested materials, sealing cracks and crevices, and bait application. In the event that baiting and trapping fail to achieve an acceptable level of control,

Orkin may use other measures (*identified in Sections 1A and 1B above*) as needed in specific, targeted areas within the facility.

2. Rodent Control

A combination of single-catch and multiple-catch mechanical traps may be placed in areas most likely to be used as runways by rodents, serving as a monitoring and control measure. Your Orkin Commercial Pest Specialist will determine the types of traps used based on an inspection of your facility. Baits will not be used in public areas inside the facility.

Rodent devices may be placed along walls or in other areas that rodents might use as runways. All such rodent devices will be serially numbered, mapped on a building site diagram and maintained regularly. Orkin will dispose of any captured rodents or rodent remains – client staff should not attempt to remove or disturb trap contents. Traps must remain accessible for service by Orkin at all times.

In the event that baiting and trapping fail to achieve an acceptable level of control, Orkin may use other measures (*identified in Sections 1A and 1B above*) as needed in specific, targeted areas within the facility.

Service Documentation

One of the most important elements of an IPM program is comprehensive documentation. We document all services provided by Orkin's Commercial Pest Specialist, operations management, support staff and Quality Assurance professionals. Service documentation is housed on-site at your establishment, with copies kept at your local Orkin branch office.

Orkin's IPM service documentation includes the following:

- A. **Scope of Service:** Outlines the specifics of your Orkin service plan. Please see Exhibit "A".
- B. **Site Diagram:** All pest control devices are numbered and indicated on the site diagram.
- C. **Pest Monitoring Log:** It is essential to designate one or two employees to report all pest sightings in the Pest Sighting Log to indicate what pests were seen in between service visits and where the pests were located. (See *Partnership Roles and Responsibilities Section*)
- D. **Inspection Reports:** Details areas inspected, problems found and corrective recommendations, i.e., what you and Orkin need to do to fix the problem.
- E. **Service Reports:** A Service Report will be completed at the end of every service. Pest activity and action plans to correct any pest problems will be documented, as well as structural and sanitation recommendations.
- F. **SDS/Labels:** Safety Data Sheets, or labels, provide details about materials used in compliance with state and federal regulations and quality audits.
- G. **Insurance/Licenses:** Orkin's insurance information as well as relevant licenses or certifications that verify your Orkin Commercial Pest Specialist's qualifications and certifications to perform pest control.
- H. **Contacts:** Provides all pertinent contact information at your establishment, including client requirements and service date and time, should your Orkin Commercial Pest Specialist need assistance or to communicate any problems in case of emergency.



Quality Assurance

We back our IPM service offering with Orkin's Quality Assurance program, which guarantees your pest management service meets Orkin's high quality standards – and your own.

A follow-up visit by your Orkin Account Manager will be scheduled within 60 days of your initial service to review your IPM program. All findings will be documented and discussed with your designated facility representative.

ISO 9001:2000-Certified Corporate Compliance Audits

Orkin employs a National Quality Assurance Team, which utilizes an ISO 9001:2000 certified review process to ensure your complete satisfaction. Close monitoring by the ISO Certification Process reinforces Orkin's documented quality management processes and strict regulatory compliance. (Orkin's audit process is certified to be in conformance with ISO 9001.)

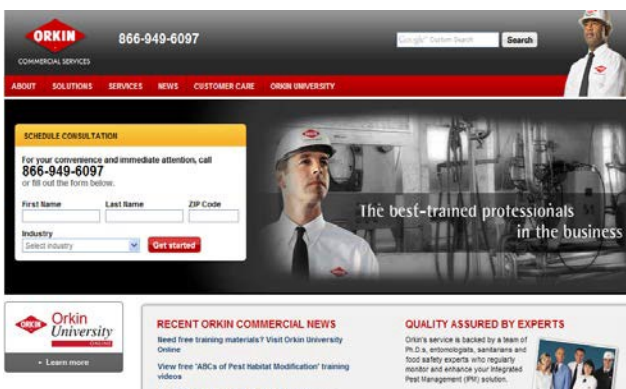
Orkin also has an independent Pest and Termite Control Quality Assurance Department that regularly audits the services provided by our branch offices to ensure they meet the Orkin standard. These audits include:

- On-site Safety & Regulatory Review
- Vehicle Safety Inspections
- Service Equipment Inspections
- Administrative Review
- Personnel Training Requirements
- Client On-site Service Inspections
- Service Standard Adherence (Orkin, AIB International, FDA, USDA, etc.)





In addition to benefiting from our comprehensive IPM documentation system, as a PowerTrak™ client you will receive customized reporting for all the pest management information you need, when you need it. Your Orkin Commercial Pest Specialist will use PowerTrak™, our handheld electronic documentation device, to accurately collect all data in your facility using a proprietary barcode system. As part of our online reporting system, you will have access to a central database to review your reports.



POWERTRAK

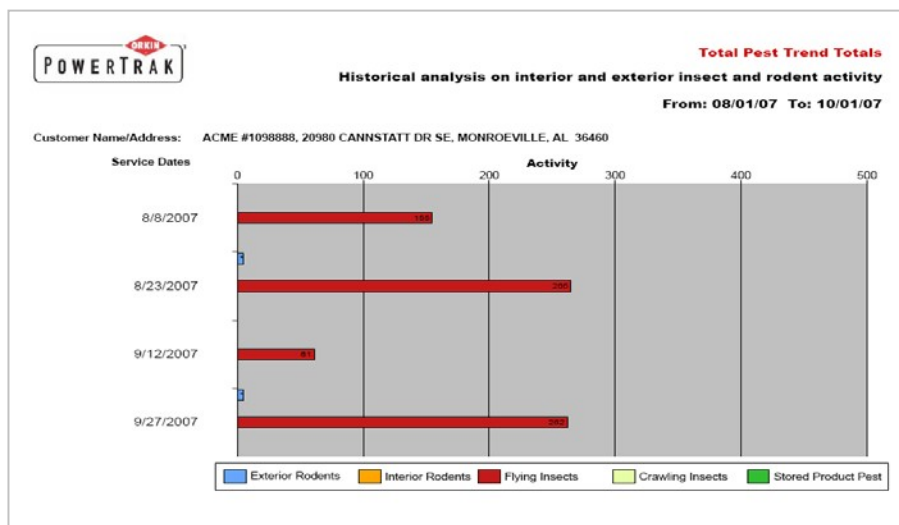
Pesticide Usage Log
Detail of all pesticides that were used during services
From: 09/01/07 To: 10/01/07

Customer Name/Address: ACME #9397, 15072 EDDY ST FOUKE, AR 71837

Pesticide: Final All Weather Block
Active Ingredient: Bromethalin 0.01%
EPA: 12455-9

Date(s) Treated	Zone Name	Station	Pest	Method	Formulation	Qty Used	Unit of Measure	Lot #	Applicator	License #
9/12/2007	004 ZONE 7 PRODUCT	0011	Norway Rat	Bait Placement	SOLID	2	EACH	NONE	JOHN QUEEN	JF7070
9/12/2007	005 ZONE 6 PRODUCT	0009	Norway Rat	Bait Placement	SOLID	2	EACH	NONE	JOHN QUEEN	JF7070
9/12/2007	007 ZONE 3 PRODUCT	0003	Norway Rat	Bait Placement	SOLID	2	EACH	NONE	JOHN QUEEN	JF7070
9/12/2007	008 STAGING ZONE	0006	Norway Rat	Bait Placement	SOLID	2	EACH	NONE	JOHN QUEEN	JF7070
9/12/2007	011 EXTERIOR	0001	Norway Rat	Bait Placement	SOLID	1	EACH	NONE	JOHN QUEEN	JF7070
9/12/2007	011 EXTERIOR	0002	Norway Rat	Bait Placement	SOLID	1	EACH	NONE	JOHN QUEEN	JF7070
9/12/2007	011 EXTERIOR	0003	Norway Rat	Bait Placement	SOLID	2	EACH	NONE	JOHN QUEEN	JF7070
9/12/2007	011 EXTERIOR	0004	Norway Rat	Bait Placement	SOLID	3	EACH	NONE	JOHN QUEEN	JF7070

Page 1



Orkin's Triple Guarantee

The value of our service is measured by your complete satisfaction. Choosing Orkin is a statement that your quality standards are high and ~~that~~ you demand nothing but the very best service from your suppliers. Your satisfaction is our promise.

24-Hour Response Guarantee

When you see a pest, you need service right away. Orkin makes it easy with a direct priority line to our national customer service department and to your local office where your request will be responded to within 24 hours, 365 days per year.

Satisfaction Guarantee

Total satisfaction or you don't pay. If, during your regularly scheduled service visits you are not completely satisfied with results, Orkin will provide repeat service to your satisfaction or refund your last monthly payment. If, after 60 days of service, you are dissatisfied with Orkin and decide to cancel, Orkin will pay the reasonable cost of an initial service by another pest control operator of your choice.

Reimbursement Guarantee

Should your company be fined by a regulatory agency due solely to a pest infestation, Orkin will reimburse you for any fines paid, up to \$50,000.*

* Your account must be current, under contract over 60 days, and your business must be compliant with sanitation and structural requests as noted on Orkin Service Reports.

Service Quote

Orkin Commercial Services will design, implement and maintain an Integrated Pest Management program for City of Brea for the following investment:

Insect Pest Management & Rodent Control initial month ¹	\$2015.00
Insect & Rodent Control (Monthly)	\$1995.00

Orkin provides additional services that are not included in this scope of service, such as:

- AutoClean restroom care
- AutoFlush restroom care
- AutoFresh restroom care
- Bed bug program
- Bird control (baiting, netting, exclusion)
- Fly control (service, fly light rental)
- Orkin OE-30™ cleaning solution
- ULV treatments
- Weed control
- Wildlife control (groundhogs, skunks, etc.)
- Commercial Termite Service



EXHIBIT "A"

SCOPE OF SERVICE



2020 Orkin Pest Coverage



Pest	Covered
ANTS	Excluding Carpenter, Fire, Pharaoh and Tawny Crazy Ants
BEES	Nests will be knocked down up to 8 feet high on contracted buildings; if lift equipment is needed, or the nest belongs to Honey Bees or other protected species, there will be additional cost to cure. If additional services are needed, there will be additional costs to cure.
BIRDS	Nests will be knocked down up to 8 feet high, provided the nest does not belong to a protected species; if other control methods such as Spikes, Netting, Hot Foot, Window Slides, cost to cure; Trapping/Relocation or Eagle Eyes are needed, there will be additional cost to cure
COCKROACHES	
FLIES	Actizyme in drains, if needed
OCCASIONAL INVADERS	Centipedes, Crickets, Earwigs, Ground Beetles, Millipedes and Pillbugs;
RODENTS	Rats and Mice
SPIDERS	Excluding Black and Brown Widow and Brown Recluse
STORED PRODUCT PESTS	included provided the infestation is local & can be treated by sanitation, vacuuming & pheromone traps; if infestation is widespread & fumigation and/or fogging is necessary, there will be additional costs to cure
TERMITE INSPECTIONS	Orkin will provide annual termite inspections for contracted buildings; if termite activity is found, there will be additional cost to cure
Pest	Additional Cost to Cure
BED BUGS	\$100.00/hour + Materials
BIRD CONTROL	TBD BY Method of Control. Spikes, Netting, Wire, Hot Foot, Eagle Eyes or Trapping/Relocation
FIRE ANTS	\$35.00 mound or \$450.00/acre
FLEAS	\$125.00 Up to 250 square feet; if a larger area is infested, there will be additional costs to cure
MOSQUITOS	\$100.00/hour + Materials
TERMITE CONTROL	\$7.00 per treatment specification/per lineal ft.; Minimum \$450.00
WILDLIFE SERVICES	\$265.00 to set trap; \$65.00/day to check; should transport to rescue or shelter be required, there will be additional costs to cure
WOOD DESTROYING	TBD by type of infestation and method of treatment

**Emergency Response:**

Orkin will respond verbally within 2 hours
and be back on property within 8 hours.

Non-Emergency Response:

Orkin will respond verbally within 2 hours
and be back on property within 24 hours.

Toll Free 24x7x365 Orkin Customer Care # 866-376-0024

NOTE: Notwithstanding anything to the contrary, all Termite, Bed Bug and VitalClean™ services (if any) shall require, and be governed by, a separate agreement as different service terms apply to such specialty services.



EXHIBIT "A"

SCOPE OF SERVICE



2020 Orkin Pest Coverage

Orkin is proposing general pest control services for the pests listed above for all locations.

Orkin will provide a Pest Site Log to include Branch License(s), Technician Certifications, Product SDS/Labels, Certificate of Insurance, Inspection Graphs and Log pages to record pest issues.

The Orkin Service Technicians will Check In and Check Out with the Facility Manager each Service Visit to check the Pest Site Log(s) for immediate issues and then proceed to perform regular, recurring services and areas.

Orkin will provide training for one (1) Main Service Technician and one (1) Alternate Technician for each location so there will never be an interruption of service due to vacation and/or illness.

Orkin will perform initial inspections and provide facility graphs with locations of equipment.

All buildings, zones within buildings and equipment will be bar-coded and identified on the facility graphs.

Orkin will install and bar code rodent equipment as identified in our price/service spreadsheet.

Orkin will install monitoring devices (GlueBoards) through out facilities (out of reach of students/staff) to monitor pest activity. Monitoring devices may be moved periodically as pest pressures change.

Orkin will obtain credentials for the Branch Managers, Service Managers and the Main and Alternate Technician for each location.

Orkin will provide call back services for all contracted buildings at no additional charge for covered pests.

Areas of Service

Lobby / Vestibules
Common Areas
Administration or Main Office
Food Prep / Vending Areas
Janitor's Closets
Rest Rooms
Interior and Exterior Rodent Equipment



EXHIBIT "A"

SCOPE OF SERVICE



2020 Orkin Pest Coverage

Monitoring Glue Boards
Exterior Perimeter Treatment (twice annually)
Dumpster Areas
Other Offices **As Needed**
Class Rooms **As Needed**
Elevator Pit **As Needed**
Documentation

Local Resources:

- One (1) dedicated Service Technician for each location
- Additional resources are available should they be necessary
 - One (1) fully equipped service vehicle
- Branch Operations and Service Managers available as resource for service related questions, product and best practices information
- Monthly, Quarterly and/or Annual Reporting as necessary using Authorized Access Only Orkin InSite Customer Web Portal

Corporate/National Resources:

- National Government Business Development Manager
 - Government Admin/Analyst
 - Government Invoice AR Analyst
- Toll Free Customer Care Number -- Speak to a person 24x7x365

¹ Does include investment of equipment.



CERTIFICATE OF LIABILITY IN SUBROGATION

APPROVED

By Nicole Andrews at 8:32 am, Oct 14, 2020

DATE (MM/DD/YYYY)
10/09/2020

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must have **ADDITIONAL INSURED** provisions or be endorsed. If **SUBROGATION IS WAIVED**, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Willis Insurance Services of Georgia, Inc. Five Concourse Corporate Center, 18th Floor Atlanta, GA 30328	CONTACT NAME: Willis Towers Watson Certificate Center PHONE (A/C No. Ext): 1-877-945-7378 FAX (A/C No): 1-888-467-2378 E-MAIL ADDRESS: certificates@willis.com																					
INSURED Orkin, LLC Orkin Services of California, Inc. Orkin Pest Control / Orkin Commercial Services 2170 Piedmont Road Atlanta, GA 30324	<table border="1"> <thead> <tr> <th colspan="2">INSURER(S) AFFORDING COVERAGE</th><th>NAIC #</th></tr> </thead> <tbody> <tr> <td colspan="2">INSURER A: Old Republic Insurance Company</td><td>24147</td></tr> <tr> <td colspan="2">INSURER B: ACE Property & Casualty Insurance Company</td><td>20699</td></tr> <tr> <td colspan="2">INSURER C: New Hampshire Insurance Company</td><td>23841</td></tr> <tr> <td colspan="2">INSURER D: National Union Fire Insurance Company of P</td><td>19445</td></tr> <tr> <td colspan="2">INSURER E: Allied World Assurance Company Ltd</td><td>C0892</td></tr> <tr> <td colspan="2">INSURER F:</td><td></td></tr> </tbody> </table>	INSURER(S) AFFORDING COVERAGE		NAIC #	INSURER A: Old Republic Insurance Company		24147	INSURER B: ACE Property & Casualty Insurance Company		20699	INSURER C: New Hampshire Insurance Company		23841	INSURER D: National Union Fire Insurance Company of P		19445	INSURER E: Allied World Assurance Company Ltd		C0892	INSURER F:		
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INSURER F:																						

COVERAGES **CERTIFICATE NUMBER: W18245514** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY	Y	Y	MWZY 312034-20	01/01/2020	01/01/2021	EACH OCCURRENCE \$ 2,000,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR						DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 2,000,000
	<input checked="" type="checkbox"/> Pesticide/Herbicide Coverage						MED EXP (Any one person) \$ 10,000
	<input checked="" type="checkbox"/> Pest Control Professional						PERSONAL & ADV INJURY \$ 2,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input checked="" type="checkbox"/> LOC OTHER:						GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
A	AUTOMOBILE LIABILITY	Y	Y	MWTB 312033-20	01/01/2020	01/01/2021	COMBINED SINGLE LIMIT (Ea accident) \$ 3,000,000
	<input checked="" type="checkbox"/> ANY AUTO						BODILY INJURY (Per person) \$
	<input checked="" type="checkbox"/> OWNED AUTOS ONLY						BODILY INJURY (Per accident) \$
	<input checked="" type="checkbox"/> HIRED AUTOS ONLY						PROPERTY DAMAGE (Per accident) \$
	<input type="checkbox"/> SCHEDULED AUTOS NON-OWNED AUTOS ONLY						\$
B	<input checked="" type="checkbox"/> UMBRELLA LIAB			XEU G27927683 005	01/01/2020	01/01/2021	EACH OCCURRENCE \$ 5,000,000
	<input type="checkbox"/> EXCESS LIAB						AGGREGATE \$ 5,000,000
	<input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$ 50,000						\$
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY	N/A	Y	WC 020608757	01/01/2020	01/01/2021	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)						E.L. EACH ACCIDENT \$ 2,000,000
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE \$ 2,000,000
							E.L. DISEASE - POLICY LIMIT \$ 2,000,000
D	Excess Workers Comp		Y	XWC 6559344	01/01/2020	01/01/2021	E.L. Each Accident \$2,000,000 E.L. Disease-EA Emp \$2,000,000 E.L. Disease- Pol Lim \$2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

SEE ATTACHED

CERTIFICATE HOLDER

City of Brea
1 Civic Center Circle
Brea, CA 92821

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE
Britt Fale



ADDITIONAL REMARKS SCHEDULE

Page 2 of 2

AGENCY Willis Insurance Services of Georgia, Inc.		NAMED INSURED Orkin, LLC Orkin Services of California, Inc. Orkin Pest Control / Orkin Commercial Services 2170 Piedmont Road Atlanta, GA 30324	
POLICY NUMBER See Page 1		NAIC CODE See Page 1	
CARRIER See Page 1		EFFECTIVE DATE: See Page 1	

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,

FORM NUMBER: 25 FORM TITLE: Certificate of Liability Insurance

Construction Projects: (Capital improvement projects, other construction and remodeling, etc.)

Asbestos Related Projects: (Abatement, removal, etc.)

All operations on behalf of the City of Brea is included as additional insured as respects General Liability, and Auto Liability as required by written contract.

Waiver of Subrogation applies in favor of Additional Insureds with respects to General Liability, Auto Liability and Workers Compensation as required by written contract and as permitted by law.

INSURER AFFORDING COVERAGE: Allied World Assurance Company Ltd

NAIC#: C0892

POLICY NUMBER: 0306-2978 EFF DATE: 01/01/2020 EXP DATE: 01/01/2021

TYPE OF INSURANCE:	LIMIT DESCRIPTION:	LIMIT AMOUNT:
Contractors Pollution	Each Occurrence	\$5,000,000
	Policy Limit	\$5,000,000

Rollins, Inc.**Policy Term: 1/1/2020 to 1/1/2021****Workers' Compensation and Employers Liability Policies**

<u>Coverage</u>	<u>Policy Number</u>	<u>Carrier</u>	<u>WC Coverage</u>	<u>EL Limits</u>
Work Comp/EL	WC 020608757	New Hampshire Ins. Co. - covers states of AL,AR,CO,CT,DC,DE,HI,IA,ID,IN,KS,LA,M D,ME,MI,MN,MO,MS,MT,NE,NH,NM,NV,N Y,OK,OR,RI,SC,SD,TN,TX,WV	Statutory	\$2,000,000 Bodily Injury by Accident - Each Accident/\$2,000,000 Each Employee Bodily Injury by Disease/\$2,000,000 Policy Limit Bodily Injury by Disease
Work Comp/EL	WC 020608754	American Home Assurance Company - covers state of CA	Statutory	\$2,000,000 Bodily Injury by Accident - Each Accident/\$2,000,000 Each Employee Bodily Injury by Disease/\$2,000,000 Policy Limit Bodily Injury by Disease
Work Comp/EL	WC 020608755	New Hampshire Ins. Co. - covers states of MA and WI - This policy also provides Stop Gap coverage for WA, WY	Statutory	\$2,000,000 Bodily Injury by Accident - Each Accident/\$2,000,000 Each Employee Bodily Injury by Disease/\$2,000,000 Policy Limit Bodily Injury by Disease
Work Comp/EL	WC 020608756	New Hampshire Ins. Co. - covers state of AZ,IL,KY,NC,NJ,PA,UT,VA,VT	Statutory	\$2,000,000 Bodily Injury by Accident - Each Accident/\$2,000,000 Each Employee Bodily Injury by Disease/\$2,000,000 Policy Limit Bodily Injury by Disease
Excess Work Comp/EL	XWC 6559344	National Union Fire Insurance Company of Pittsburgh, PA and coverage applies to the qualified self insured states: GA & OH	Statutory	\$2,000,000 Bodily Injury by Accident - Each Accident/\$2,000,000 Each Employee Bodily Injury by Disease/\$2,000,000 Policy Limit Bodily Injury by Disease
Excess Work Comp/EL	XWC 6559345	National Union Fire Insurance Company of Pittsburgh, PA and coverage applies to the qualified self insured state of FL	Statutory	\$2,000,000 Bodily Injury by Accident - Each Accident/\$2,000,000 Each Employee Bodily Injury by Disease/\$2,000,000 Policy Limit Bodily Injury by Disease

BLANKET WAIVER OF OUR RIGHT TO RECOVER FROM OTHERS ENDORSEMENT

This endorsement changes the policy to which it is attached effective on the inception date of the policy unless a different date is indicated below.

(The following "attaching clause" need be completed only when this endorsement is issued subsequent to preparation of the policy).

This endorsement, effective 12:01 AM 01/01/2020 forms a part of Policy No. WC 020608754

Issued to Rollins, Inc.

By : American Home Assurance Company

We have a right to recover our payments from anyone liable for an injury covered by this policy. We will not enforce our right against any person or organization with whom you have a written contract that requires you to obtain this agreement from us, as regards any work you perform for such person or organization.

The additional premium for this endorsement shall be 2.0 % of the total estimated workers compensation premium for this policy.

IL 10 (12/06) OLD REPUBLIC INSURANCE COMPANY

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

ADDITIONAL INSURED

This endorsement modifies insurance provided under the following:

BUSINESS AUTO COVERAGE FORM
MOTOR CARRIER COVERAGE FORM

SCHEDULE

Name of Person(s) or Organization(s):

All persons or organizations where required by written contract.

With respect to **COVERED AUTOS LIABILITY COVERAGE**, **Who Is An Insured** is changed with the addition of the following:

Each person or organization shown in the Schedule for whom you are doing work is an "insured". But only for "bodily injury" or "property damage" that results from the ownership, maintenance or use of a covered "auto" by:

1. You;
2. an "employee" of yours; or
3. anyone who drives a covered "auto" with your permission or with the permission of one of your "employees".

However, the insurance afforded to the person or organization shown in the Schedule shall not exceed the scope of coverage and/or limits of this policy. Notwithstanding the foregoing sentence, in no event shall the insurance provided by this policy exceed the scope of coverage and/or limits required by the contract or agreement.

IL 10 (12/06) OLD REPUBLIC INSURANCE COMPANY

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

WAIVER OF TRANSFER OF RIGHTS OF RECOVERY AGAINST OTHERS TO US

This endorsement modifies insurance provided under the following:

AUTO DEALERS COVERAGE FORM
BUSINESS AUTO COVERAGE FORM
MOTOR CARRIER COVERAGE FORM

SCHEDULE

Name of Person or Organization:

All persons or organizations as required by written contract or agreement.

(If no entry appears above, information required to complete this endorsement will be shown in the Declarations as applicable to this endorsement.)

The **Transfer Of Rights Of Recovery Against Others To Us** Condition is changed by adding the following:

We waive any right of recovery we may have against the person(s) or organization(s) shown in the Schedule because of payments we make for injury or damage. This waiver applies only to the person or organization shown in the Schedule.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

**ADDITIONAL INSURED – OWNERS, LESSEES OR
CONTRACTORS – SCHEDULED PERSON OR
ORGANIZATION**

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART

SCHEDULE

Name Of Additional Insured Person(s) Or Organization(s)	Location(s) Of Covered Operations
as required by written contract	as required by written contract
Information required to complete this Schedule, if not shown above, will be shown in the Declarations.	

A. Section II – Who Is An Insured is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury", "property damage" or "personal and advertising injury" caused, in whole or in part, by:

1. Your acts or omissions; or
2. The acts or omissions of those acting on your behalf;

in the performance of your ongoing operations for the additional insured(s) at the location(s) designated above.

However:

1. The insurance afforded to such additional insured only applies to the extent permitted by law; and
2. If coverage provided to the additional insured is required by a contract or agreement, the insurance afforded to such additional insured will not be broader than that which you are required by the contract or agreement to provide for such additional insured.

B. With respect to the insurance afforded to these additional insureds, the following additional exclusions apply:

This insurance does not apply to "bodily injury" or "property damage" occurring after:

1. All work, including materials, parts or equipment furnished in connection with such work, on the project (other than service, maintenance or repairs) to be performed by or on behalf of the additional insured(s) at the location of the covered operations has been completed; or
2. That portion of "your work" out of which the injury or damage arises has been put to its intended use by any person or organization other than another contractor or subcontractor engaged in performing operations for a principal as a part of the same project.

- C. With respect to the insurance afforded to these additional insureds, the following is added to **Section III – Limits Of Insurance:**

If coverage provided to the additional insured is required by a contract or agreement, the most we will pay on behalf of the additional insured is the amount of insurance:

1. Required by the contract or agreement; or

2. Available under the applicable limits of insurance;
whichever is less.

This endorsement shall not increase the applicable limits of insurance.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

ADDITIONAL INSURED – OWNERS, LESSEES OR CONTRACTORS – COMPLETED OPERATIONS

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART
PRODUCTS/COMPLETED OPERATIONS LIABILITY COVERAGE PART

SCHEDULE

Name Of Additional Insured Person(s) Or Organization(s)	Location And Description Of Completed Operations
as required by written contract	as required by written contract
Information required to complete this Schedule, if not shown above, will be shown in the Declarations.	

A. Section II – Who Is An Insured is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury" or "property damage" caused, in whole or in part, by "your work" at the location designated and described in the Schedule of this endorsement performed for that additional insured and included in the "products-completed operations hazard".

However:

1. The insurance afforded to such additional insured only applies to the extent permitted by law; and
2. If coverage provided to the additional insured is required by a contract or agreement, the insurance afforded to such additional insured will not be broader than that which you are required by the contract or agreement to provide for such additional insured.

B. With respect to the insurance afforded to these additional insureds, the following is added to **Section III – Limits Of Insurance:**

If coverage provided to the additional insured is required by a contract or agreement, the most we will pay on behalf of the additional insured is the amount of insurance:

1. Required by the contract or agreement; or
2. Available under the applicable limits of insurance;

whichever is less.

This endorsement shall not increase the applicable limits of insurance.

WAIVER OF TRANSFER OF RIGHTS OF RECOVERY AGAINST OTHERS TO US

This endorsement modifies insurance provided under the following:

COMMERCIAL GENERAL LIABILITY COVERAGE PART
PRODUCTS/COMPLETED OPERATIONS LIABILITY COVERAGE PART

SCHEDULE

Name Of Person Or Organization: as required by written contract
Information required to complete this Schedule, if not shown above, will be shown in the Declarations.

The following is added to Paragraph 8. **Transfer Of Rights Of Recovery Against Others To Us** of Section IV – Conditions:

We waive any right of recovery we may have against the person or organization shown in the Schedule above because of payments we make for injury or damage arising out of your ongoing operations or "your work" done under a contract with that person or organization and included in the "products- completed operations hazard". This waiver applies only to the person or organization shown in the Schedule above.

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Budget Adjustments to the City Operating and Capital Improvement Program
Budgets for Fiscal Year 2020-21

RECOMMENDATION

Adopt the attached resolutions appropriating funds to adjust the Fiscal Year 2020-21 City Operating and Capital Improvement Program Budgets.

BACKGROUND/DISCUSSION

Budget adjustments are presented to the City Council periodically for review. These adjustments represent the appropriation of items previously approved by the City Council during the fiscal year, or staff recommended adjustments for City Council consideration. The recommended adjustments to the City Operating Budget are listed in City - Exhibit A. These adjustments are separated by funding source and the accounts are identified as either revenue or expenditure accounts.

Sales Tax is the City's largest revenue source. The adopted FY 2020-21 budget for Sales Tax is \$21,170,918. Since budget adoption, staff have received revised sales tax projections. Unfortunately, these revised projections are lower by \$844,618 due to the overall decline in sales as a result of the COVID-19 pandemic. Likewise, overall travel has declined due to the pandemic resulting in an estimated \$473,136 decline in transient occupancy tax. Additional revenue reductions will be addressed further in this report.

Realizing early that there would be a decline in City revenues, staff reviewed their budgets and proposed a number of budget reductions. Many of these reductions were a direct impact as a result of the ongoing pandemic and have a limited impact to overall core City services. For instance, due to travel restrictions, many conferences have been canceled or training has been offered online which has often been at a reduced price. Mandatory trainings were not affected by these reductions. Overall, travel and meeting reductions total \$120,988. In addition, staff have programmed significant vacancies that will be naturally realized due to attrition, the recruitment process, as well as other variables. Overall salary savings are \$1,626,233. These savings reflect not only vacancies but part-time hours not being used due to canceled programs and repurposed Community Services employees mentioned below.

It should be noted that recreation type services have been severely affected by this pandemic such as facility rentals, youth and adult sports, special events, fitness/wellness, and theatre. For the Community Services Department, there is an anticipated loss of \$660,258 in program revenues. Likewise, they have programmed a decrease in program expenditures of \$801,589. As

noted above, much of the savings realized are part-time salaries due to programs and activities that are currently prohibited. Also, much of the full-time salaries savings have been repurposed to cover COVID related duties that staff anticipate will be reimbursed by the CARES Act. Repurposed employees have been programmed through December 31, 2020 and funding for these positions has been transferred from the General Fund (110) to the Disaster Recovery Fund (911).

The Fire Department continues to respond to mutual aid throughout California. Fire Administration continues to be diligent in seeking reimbursement for costs incurred. Mutual aid responses included the Apple Fire in Riverside County and the Salt and MOC Fires in Tuolumne-Calaveras counties.

Furthermore, there is a reduction in revenue for Fire Inspections, Delinquent Fees and Permits totaling \$174,255. Inspections have not been performed since the beginning of the pandemic and have been placed on hold until January 2021. This reduction does not include mandatory, life-safety inspections.

In addition, the Community Development Department was approved for the Local Early Action Planning (LEAP) grant in the amount of \$150,000. This money will: fund the Housing Element Update and Community Engagement/Outreach; aid in the improvement of the Development Review Process Tools such as improving and customizing the City's GIS application platform; and update the Affordable Housing Ordinance.

Lastly, revenue reductions have also been realized for building and planning inspections. Development assumptions have been revised to reflect the current workload along with staff vacancies. Development related revenue reductions total \$75,203. Engineering related inspections are projected to be \$92,704 less, as well, however, Public Works inspection revenues are anticipated to increase by \$124,000.

The Capital Improvement Program Budget Adjustments in CIP - Exhibit A consists of an increase in expenditures of \$115,000 and a corresponding adjustment to revenues and transfers-in as follows:

Golf Course Fund (465)	\$ 115,000
TOTAL	\$ 115,000

Within these adjustments, there is a shift of funding for water projects. Since budget adoption, staff has further prioritized outstanding projects. Current Water Utility (420) funding has moved from the Walnut-Orange Avenue Waterline Improvements (CIP #7454) and the South Brea Neighborhood Water Main Replacement (CIP #7466) to the Moorpark Drive Waterline Improvement (CIP #7430), the County Hills Pavement & Water Rehabilitation (CIP #7322), and Napoli Tract Water Improvements (CIP #7458). Total funding remains unchanged from the Water Utility (420) Fund.

COMMISSION/COMMITTEE RECOMMENDATION

The attached FY 2020-21 budget adjustments were reviewed by the Finance Committee on November 10, 2020, and recommended for City Council approval.

FISCAL IMPACT/SUMMARY

The City Operating Budget adjustments for the General Fund (110) in Exhibit A resulted in a decrease in revenues of \$1,968,204 and a decrease in expenditures of \$2,067,957, for a net General Fund decrease in expenditures of \$99,753. The City Operating Budget adjustments, for all funds including the General Fund, resulted in a decrease in revenues of \$1,372,736 and a decrease in expenditures and transfers-out of \$1,670,268 for a net decrease in expenditures and transfers-out of \$297,532. The Capital Improvement Program Budget adjustments resulted in an increase in expenditures of \$115,000 and corresponding adjustments to revenues and transfers-in.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Faith Madrazo, Revenue & Budget Manager

Concurrence: Cindy Russell, Administrative Services Director

Attachments

Resolution - City

Resolution - CIP

RESOLUTION NO. 2020-065

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BREA AMENDING THE CITY OPERATING BUDGET FOR FY 2020-21 AS AMENDED

A. RESOLUTION:

The City Council of the City of Brea does hereby find, determine and resolve that the City Operating Budget for FY 2020-21, Resolution No. 2020-044, as heretofore amended, be further amended as set forth in City – Exhibit A, attached.

APPROVED AND ADOPTED this 17th day of November, 2020.

Marty Simonoff, Mayor

ATTEST: _____
Lillian Harris-Neal, City Clerk

I, Lillian Harris-Neal, City Clerk of the City of Brea, do hereby certify that the foregoing Resolution was adopted at a regular meeting of the City Council of the City of Brea, held on the 17th day of November, 2020 by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

DATED: _____

Lillian Harris-Neal, City Clerk

Reso. No. 2020-065
November 17, 2020

City of Brea
BUDGET ADJUSTMENTS
FY 2020-21 OPERATING BUDGET

November 17, 2020

Account Number		Current Budget	Revised Budget	Funding Required	Description
<u>GENERAL FUND (110)</u>					
3121 (REV)	Sales Tax	21,170,918	20,326,300	(844,618)	Overall reduction in sales tax receipts due shelter in place restrictions
3123 (REV)	Transient Occupancy Tax	1,543,136	1,070,000	(473,136)	Reduction in Transient Occupancy Tax due to limited travel
3124 (REV)	Franchise Fees	1,045,400	988,800	(56,600)	Oil Franchise revenue down; agreement under review
3727 (REV)	Miscellaneous Revenues	130,300	109,300	(21,000)	BDOA Valet Rent/Agreement waived until valet services resume
<u>Management Services</u>					
1111 (EXP)	City Council	164,779	154,779	(10,000)	Program travel and meeting savings for City Council Members due to pandemic
1143 (EXP)	City Manager's Office	990,654	920,253	(70,401)	Program vacancy savings for Executive Assistant Position, Move Part-Time Admin Clerk Position from Management Services to Community Development and program travel and meeting savings due to pandemic
1151 (EXP)	Public Information	492,979	349,318	(143,661)	Program vacancy savings for Media Services Specialist Position and Management Analyst Position and program operating savings identified by division (travel, training, postage, etc.)
1152 (EXP)	Media Services/Graphics	300,400	265,195	(35,205)	Program vacancy savings for Media Services Specialist Position and program travel, training and meeting savings identified by division
1161 (EXP)	City Clerk's Office	498,322	493,152	(5,170)	Program travel, training and meeting savings identified by division
<u>Administrative Services</u>					
1411 (EXP)	Admin	210,849	209,259	(1,590)	Program travel and meeting savings identified by division
1424 (EXP)	Management & Budget	210,849	208,529	(2,320)	Program travel and meeting savings identified by division
1424 (EXP)	Treasury	163,164	167,679	4,515	Increase budget related to the discovery and audit of sale tax receipts and includes travel and meeting savings identified by department)

Account Number		Current Budget	Revised Budget	Funding Required	Description
1431 (EXP)	Accounting	845,808	841,198	(4,610)	Program travel and meeting savings identified by division
1441 (EXP)	Purchasing	845,808	781,296	(64,512)	Program operating savings identified by division including postage, training, membership, equipment rental, etc.
1481 (EXP)	Human Resources	845,808	780,808	(65,000)	Program travel, training and meeting savings and eliminate consultant labor negotiation budget
<u>Police Services</u>					
2111 (EXP)	Administration	1,677,997	1,443,696	(234,301)	Program vacancy savings related to Part-Time Cadet Positions, Police Executive Assistant Position, Police Captain Position and Police Admin Lieutenant Position
2121 (EXP)	Investigation	4,000,448	3,855,187	(145,261)	Program vacancy savings related to Police Services Officer Position and Police Officer Position
2122 (EXP)	Records	1,083,660	1,073,660	(10,000)	Program training savings related to Spillman User Conference transition to virtual
2131 (EXP)	Patrol	11,043,447	10,815,765	(227,682)	Program vacancy savings for Patrol Lieutenant Position and savings related to underfilling Police Office Positions with Police Recruits temporarily
2132 (EXP)	Traffic	1,581,349	1,420,390	(160,959)	Program vacancy savings for Traffic Police Sergeant Position
2141 (EXP)	Special Programs	2,194,958	2,166,587	(28,371)	Program savings from Crime Analyst Position and Police Sergeant Position and includes budget increase for Trackers ordered in FY 2019-20 and delivered in 2020-21 (paid with AB109 Grant Funds)
<u>Fire Services</u>					
3549 (REV)	State Grants - Other	312,600	466,170	153,570	Reimbursement for Strike Team Responses
2221 (EXP)	Fire Operations	5,524,523	5,678,093	153,570	Expense related to Strike Team Responses
2221 (EXP)	Fire Operations	5,678,093	5,667,803	(10,290)	Program savings for Utility Driver and Utility Driver polygraphs
2223 (EXP)	Building and Apparatus	168,694	164,694	(4,000)	Reduce Fitness Equipment purchases
3618 (REV)	Fire Plan Check	40,235	25,235	(15,000)	Revised development assumptions
3619 (REV)	Fire Inspection	28,739	20,739	(8,000)	Revised development assumptions
3331 (REV)	Delinquent Service Charge	11,000	5,500	(5,500)	Late fee revenue not being realized because inspections are not being performed or billed. Inspections on-hold until 1/1/21 unless mandated by State
3636 (REV)	Special Fire Dept Services	289,155	144,600	(144,555)	Inspections on-hold until 1/1/21 unless mandated
3638 (REV)	Fire Services Permit	2,400	1,200	(1,200)	Inspections on-hold until 1/1/21 unless mandated
2231 (EXP)	Fire Prevention	737,849	734,849	(3,000)	Program savings related to reduced public education supplies

Account Number		Current Budget	Revised Budget	Funding Required	Description
<u>Community Development</u>					
3212 (EXP)	Administration	639,357	632,352	(7,005)	Program operating savings identified by division (travel, training, books/manuals, etc.)
3214 (EXP)	Economic Development	126,932	125,282	(1,650)	Program operating savings identified by division (travel, training, food & clothing, etc.)
3611 (REV)	Planning Entitlement	65,132	59,646	(5,486)	Development assumptions changed
3612 (REV)	Planning Plan Check	16,347	9,930	(6,417)	Development assumptions changed
3231 (EXP)	Planning	1,124,144	894,577	(229,567)	Development assumptions changed
3231 (EXP)	Planning	894,577	1,044,577	150,000	LEAP Grant Award (Reso No. 2020-48)
3549 (REV)	Planning	466,170	616,170	150,000	LEAP Grant Award (Reso No. 2020-48)
3221 (REV)	Building Inspection	110,098	63,064	(47,034)	Building inspection down due to vacancy and change in development assumptions
3241 (EXP)	Building Plan Check	450,827	465,300	14,473	Moved Part-Time Admin Clerk Position from Management Services to Community Development. Includes program operating and vacancy savings identified by division.
3222 (REV)	Building Plan Check	159,769	167,769	8,000	Development assumptions changed
3223 (REV)	Seismic Alloc. Strong Motion Fees	1,729	1,093	(636)	Reduction based upon updated valuation estimates
361T (REV)	Technology Fee	90,000	65,460	(24,540)	Reduction based upon updated valuation estimates
3639BREC (REV)	Building Records Management Fee	10,000	10,910	910	Based upon updated valuation estimates
3242 (EXP)	Building Inspection	340,558	313,427	(27,131)	Program vacancy savings for Building Inspector Position and operating savings identified by division (training, travel, food, etc.)
3243 (EXP)	Code Enforcement	295,812	295,557	(255)	Program travel, meeting and training costs identified by division
<u>Community Services</u>					
3424 (REV)	Rental - Facility Reservations	440,300	294,000	(146,300)	Revenue loss due to pandemic; assumed thru 12/31/20
3643 (REV)	Preschool/Youth/Teen Programs	158,600	140,871	(17,729)	Revenue loss due to pandemic; assumed thru 12/31/20
3644 (REV)	Classes	102,000	70,000	(32,000)	Revenue loss due to pandemic; assumed thru 12/31/20
3646 (REV)	Day Camp/Excursions	109,000	80,224	(28,776)	Revenue loss due to pandemic; assumed thru 12/31/20
3647 (REV)	Youth & Adult Sports	153,032	103,757	(49,275)	Revenue loss due to pandemic; assumed thru 12/31/20
3648 (REV)	Ballfields Lights/Rent	58,500	44,775	(13,725)	Revenue loss due to pandemic; assumed thru 12/31/20
3673 (REV)	Transportation	11,718	15,624	3,906	Revenue loss due to pandemic; assumed thru 12/31/20
3675 (REV)	Babysitting	23,000	18,000	(5,000)	Revenue loss due to pandemic; assumed thru 12/31/20
3676 (REV)	Fitness/Wellness	690,000	489,300	(200,700)	Revenue loss due to pandemic; assumed thru 12/31/20
3694 (REV)	Theatre	282,100	163,214	(118,886)	Revenue loss due to pandemic; assumed thru 12/31/20
3695 (REV)	Gallery Sales	81,105	73,400	(7,705)	Revenue loss due to pandemic; assumed thru 12/31/20
3698 (REV)	Special Events	100,000	71,000	(29,000)	Revenue loss due to pandemic; assumed thru 12/31/20

Account Number		Current Budget	Revised Budget	Funding Required	Description
3699 (REV)	Cultural Services - Other	12,218	0	(12,218)	Revenue loss due to pandemic; assumed thru 12/31/20
3792 (REV)	Merchandise	5,250	56,581	(2,850)	Revenue loss due to pandemic; assumed thru 12/31/20
4145 (EXP)	Contract Classes	156,344	138,100	(18,244)	Program salary savings
4154 (EXP)	Facility Reservations	505,152	447,155	(57,997)	Program salary savings and program operating savings identified by division (special events, advertising, special program supplies, etc.)
4210 (EXP)	Administration	97,874	71,657	(26,217)	Program salary savings
4211 (EXP)	Operations	1,116,328	989,147	(127,181)	Program salary savings and program operating savings identified by division (services and repairs, food and clothing, bank charges, financial expenses, etc.)
4215 (EXP)	Fitness/Wellness	510,995	411,843	(99,152)	Program salary savings and operating savings identified by division (professional services, special program supplies, etc.)
4217 (EXP)	Teen Programs/Activities	87,380	84,280	(3,100)	Program operating savings identified by division (food and clothing, supplies, professional services, etc.)
4224 (EXP)	Kid Watch	181,446	145,764	(35,682)	Program salary savings and special program supply savings identified by division
4311 (EXP)	Administration	746,764	657,992	(88,772)	Program operating savings identified by division (food and clothing, supplies, professional services, etc.)
4421 (EXP)	Special Events	209,943	159,858	(50,085)	Program salary savings and special event savings identified by division
4422 (EXP)	Aquatics	249,303	247,303	(2,000)	Program special program supply savings
4424 (EXP)	Athletics	383,629	289,463	(94,166)	Program salary savings and operating savings identified by division (professional services, recreation supplies, etc.)
4425 (EXP)	Preschool Programs	258,943	254,842	(4,101)	Program salary savings and recreation, food and clothing savings identified by division
4426 (EXP)	Community Service Activities	300,780	283,939	(16,841)	Program salary savings and operating savings identified by division (recreation supplies, miscellaneous expenses, etc.)
4428 (EXP)	Youth Summer Activity/Day Camp	214,930	213,330	(1,600)	Program recreation supply savings
4429 (EXP)	After School Program	219,570	216,570	(3,000)	Program recreation and special program supply savings
4521 (EXP)	Senior Services Center	786,664	773,989	(12,675)	Program building and equipment service savings, membership savings, special event and miscellaneous expense savings
4523 (EXP)	Brea Resource Center	281,153	258,283	(22,870)	Program salary savings and operating savings identified by division (professional services, food and clothing, miscellaneous expenses, etc.)
4541 (EXP)	Gallery	319,721	303,095	(16,626)	Program salary savings and operating savings identified by division (professional services, postage, food and clothing, etc.)
4542 (EXP)	Theatre	765,436	648,206	(117,230)	Program salary savings and operating savings identified by division (professional services, postage, advertising, etc.)
4543 (EXP)	Cultural Services Administration	280,651	276,601	(4,050)	Program salary savings related to Executive Assistant Position
<u>Public Works</u>					
5111 (EXP)	Administration	360,863	356,163	(4,700)	Program travel, meeting and training costs identified by division

Account Number		Current Budget	Revised Budget	Funding Required	Description
5121 (EXP)	Street Maintenance	1,567,501	1,567,001	(500)	Program travel and meeting savings
5125 (EXP)	Downtown Maintenance	614,299	598,181	(16,118)	Program travel and meeting savings
5127 (EXP)	Parking Lot Maintenance	30,000	5,000	(25,000)	Parking lot maintenance savings
5141 (EXP)	Parks	1,042,375	997,716	(44,659)	Program vacancy savings for Maintenance Services Worker Position and hold on UV Protection of playground rubber surface; technology being evaluated
5144 (EXP)	Sports Park	428,484	424,476	(4,008)	Program vacancy savings for Maintenance Services Worker Position
3224 (REV)	Public Works	126,000	250,000	124,000	Increase revenue related to public works permits
3614 (REV)	Engineering Inspection	47,811	40,000	(7,811)	Development assumptions changed
3615 (REV)	Engineering Plan Check	207,079	124,186	(82,893)	Development assumptions changed
5171 (EXP)	Engineering	594,268	592,268	(2,000)	Development assumptions changed
Change in Fund Revenues				(1,968,204)	
Change in Fund Expenditures				(2,067,957)	
Net Decrease in Fund Expenditures				(99,753)	
MEASURE M FUND (260)					
5121 (EXP)	Streets	0	35,000	35,000	Pavement Management Plan - Approved by CC on 9/29/20
Increase in Fund Expenditures				35,000	
EXTERNAL IT PROGRAM (460)					
1474 (EXP)	External IT Program	1,073,432	1,022,393	(51,039)	External IT / Internal IT program reorganization
Decrease in Fund Expenditures				(51,039)	
GOLF COURSE FUND (465)					
5985 (EXP)	Transfers-out to Fund 510	0	115,000	115,000	Additional funds for the Bridge at Birch Hills (CIP 7958) and the Parking Lot Rehab at Brea Creek (CIP 7959)
Increase in Fund Expenditures				115,000	
INTERNAL IT PROGRAM FUND (475)					
1471 (EXP)	Information Technology	2,378,724	2,272,189	(106,535)	External IT / Internal IT program reorganization
Decrease in Fund Expenditures				(106,535)	

Account Number		Current Budget	Revised Budget	Funding Required	Description
<u>EQUIPMENT & VEHICLE MAINTENANCE FUND (480)</u>					
5161 (EXP)	Equipment Maintenance	2,160,939	2,212,869	51,930	Repair on the reserve Tiller Fire Truck requested on 11/17/20
	Increase in Fund Expenditures			51,930	
<u>BUILDING OCCUPANCY FUND (490)</u>					
5151 (EXP)	Building Maintenance	2,491,303	2,498,863	7,560	Additional security cameras needed for control and storage of cash
	Increase in Fund Expenditures			7,560	
<u>DISPATCH IMPACT FEES FUND (543)</u>					
2133 (EXP)	Dispatch	0	23,590	23,590	Spillman module needed to properly report crime statistics as mandated by DOJ
	Increase in Fund Expenditures			23,590	
<u>AGENCY FUND (630)</u>					
3219 (EXP)	Agency General Administration	3,366	0	(3,366)	Move budget to Admin Services
1432 (EXP)	Agency Accounting	24,561	27,927	3,366	Move budget to Admin Services
	Increase in Fund Expenditures			0	
<u>DISASTER RECOVERY FUND (911)</u>					
3722 (REV)	Refunds/Recovery Prior Year Expense	0	32,081	32,081	Reimbursement from State of California for Unemployment Costs
3569 (REV)	Federal Grants	0	563,387	563,387	CARES Act money received
4311 (EXP)	Administration	0	153,750	153,750	Repurposed Community Services Employees assumed through 12/31/20
5111 (EXP)	Administration	0	168,433	168,433	Expenses related to the COVID19 pandemic
	Increase in Fund Revenues			273,285	
	TOTAL OF FUNDS CHANGE IN REVENUE			(1,372,736)	
	TOTAL OF FUNDS CHANGE IN EXPENDITURES			(1,670,268)	
	TOTAL NET FUND DECREASE IN EXPENDITURES			(297,532)	

RESOLUTION NO. 2020-066

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BREA AMENDING FISCAL YEAR 2020-21 OF THE CAPITAL IMPROVEMENT PROGRAM BUDGET AND APPROPRIATING ADDITIONAL FUNDS

A. RESOLUTION:

The City Council of the City of Brea does hereby find, determine and resolve that Fiscal Year 2020-21 of the Capital Improvement Program Budget, Resolution No. 2020-11, as heretofore amended, be further amended as set forth in CIP - Exhibit A, attached.

APPROVED AND ADOPTED this 17th day of November, 2020.

Marty Simonoff, Mayor

ATTEST: _____
Lillian Harris-Neal, City Clerk

Reso. No. 2020-066
November 17, 2020

I, Lillian Harris-Neal, City Clerk of the City of Brea, do hereby certify that the foregoing Resolution was adopted at a regular meeting of the City Council of the City of Brea, held on the 17th day of November, 2020, by the following vote:

AYES: COUNCIL MEMBERS:

NOES: COUNCIL MEMBERS:

ABSENT: COUNCIL MEMBERS:

ABSTAIN: COUNCIL MEMBERS:

DATED: _____

Lillian Harris- Neal, City Clerk

Reso. No. 2020-066
November 17, 2020

City of Brea

QUARTERLY BUDGET ADJUSTMENTS
FY 2019-20 CAPITAL IMPROVEMENT PROGRAM BUDGET

November 17, 2020

Account Number			Current Budget	Revised Budget	Funding Required	Description
3985	(REV)	Transfers-in from Fund 465	-	25,000	25,000	
3985	(REV)	Transfers-in from Fund 182	130,000	130,000	-	Additional funding from the Golf Course (465) Fund for the Bridge at Birch Hills Golf Course
7958	(EXP)	New Bridge at Birch Hills Golf Course	130,000	155,000	25,000	
					-	
3985	(REV)	Transfers-in from Fund 465	-	90,000	90,000	
3985	(REV)	Transfers-in from Fund 182	65,000	65,000	-	Additional funding from the Golf Course (465) Fund for the Parking Lot at Brea Creek Golf Course
7959	(EXP)	Parking Lot Improvements at Brea Creek Golf Course	65,000	155,000	90,000	
					-	
3985	(REV)	Transfers-in from Fund 260	650,000	525,000	(125,000)	De-obligate funding from the Measure M (260) Fund and transfer funding to CIP #7702. Engineer estimate can in substantially lower than budgeted.
3985	(REV)	Transfers-in from Fund 220	300,000	300,000	-	
7323	(EXP)	Country Lane Street Rehabilitation	950,000	825,000	(125,000)	
					-	
3985	(REV)	Transfers-in from Fund 260	-	125,000	125,000	Transfer funding from the Measure M (260) Fund from CIP#7323 funding to CIP #7702. Additional funds needed to complete the projects.
3985	(REV)	Transfers-in from Fund 182	25,000	25,000	-	
7702	(EXP)	Regulatory Sign Replacements	25,000	150,000	125,000	
					-	
3985	(REV)	Transfers-in from Fund 420	3,650,000	400,000	(3,250,000)	De-obligate funding from the Water Utility (420) Fund and transfer funding to CIP #7322 and CIP #7430 due to further prioritization of projects
3985	(REV)	Transfers-in from Fund 220	150,176	150,176	-	
7454	(EXP)	Walnut/Orange Ave. Waterline Improvements	3,800,176	550,176	(3,250,000)	
					-	
3985	(REV)	Transfers-in from Fund 420	1,795,270	1,110,270	(685,000)	De-obligate funding from the Water Utility (420) Fund and transfer funding to CIP #7430 and 7458 due to further prioritization of projects
3985	(REV)	Transfers-in from Fund 220	364,730	364,730	-	
7466	(EXP)	South Brea Neighborhood Water Main Replacement	2,160,000	1,475,000	(685,000)	
					-	
3985	(REV)	Transfers-in from Fund 420	230,000	490,000	260,000	Transfer funding from the Water Utility (420) Fund originally allocated to CIP #7466 and CIP \$7454 to CIP #7430
7430	(EXP)	Moorpark Drive Waterline Improvement	230,000	490,000	260,000	
					-	

Account Number			Current Budget	Revised Budget	Funding Required	Description
3985	(REV)	Transfers-in from Fund 420	500,000	3,750,000	3,250,000	
3985	(REV)	Transfers-in from Fund 260	775,000	775,000	-	
3985	(REV)	Transfers-in from Fund 221	743,000	743,000	-	Transfer funding from the Water Utility (420) Fund originally allocated to CIP #7454 to CIP #7322
3985	(REV)	Transfers-in from Fund 220	550,000	550,000	-	
		Country Hills Pavement & Water				
7322	(EXP)	Rehabilitation	2,568,000	5,818,000	3,250,000	
					-	
3985	(REV)	Transfers-in from Fund 420	1,700,033	2,125,033	425,000	
3985	(REV)	Transfers-in from Fund 260	60,000	60,000	-	Transfer funding from the Water Utility (420) Fund originally allocated to CIP #7466 to CIP #7458
7458	(EXP)	Napoli Tract Water Improvements	1,760,033	2,185,033	425,000	
					-	

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Third Amendments to the Hotel and Retail Parcel Ground Subleases with Nesbitt Partners Brea Venture, LTD

RECOMMENDATION

Approve the third amendments to the Ground Subleases between the City of Brea and Nesbitt Partners Brea Venture, LTD for the properties located at 900 E. Birch Street (Hotel Parcel) and 910 E. Birch Street, Brea, CA (Retail Parcel) for rental payments deferred due to the COVID 19 pandemic.

BACKGROUND/DISCUSSION

The City of Brea (City) as the successor to The Brea Foundation owns two parcels, located at 900 E. Birch St. (Hotel Parcel) and 910 E. Birch Street (Retail Parcel). In 1989, these parcels were leased to the former Brea Redevelopment Agency that subsequently entered into a ground sublease with Brea Hotel Joint Venture for the construction of a hotel and retail commercial center. In 1995, the ground sublease was assigned to Nesbitt Partners Brea Venture, LTD (Sublessee) and in 2012, the former Brea Redevelopment Agency was dissolved and the City assumed the rights and obligations of the Agency. The current hotel operator is Embassy Suites Hotel and the Embassy Court Retail & Office Center (Retail Court) has various retail, office and service-oriented tenants. Windsor Capital Group Inc. (Windsor) is the authorized representative for the Sublessee.

As a result of the COVID-19 pandemic, Embassy Suites Hotel and most of the Retail Court tenants were required to close or operate at dramatically reduced levels beginning in mid-March 2020 which resulted in those businesses having difficulty paying rent to Windsor. As a result, on May 1, 2020, Windsor formerly requested that amounts which were owed or to be paid to the City from March through June 2020 be deferred. These amounts included base rent for the quarters ended December 31, 2019, March 31, 2020 and June 30, 2020 along with gross receipts rent due on the Hotel Parcel for calendar year 2019. These payments totaled, \$425,879 as outlined below:

Description	Q4-2019	Q1-2020	Q2-2020	Total
Hotel Parcel	\$302,280	\$25,000	\$25,000	\$352,280
Retail Court Parcel	\$24,533	\$24,533	\$24,533	\$73,599
Total	\$326,813	\$49,533	\$49,533	\$425,879

City staff met with the City Council in closed session on June 2, 2020, to obtain authorization for the deferral of lease payments and direction regarding repayment of any amounts deferred. Staff subsequently negotiated the following payment schedule for City Council consideration which will bring the lease payments current by December 15, 2020:

Description	08/31/2020	09/15/2020	10/15/2020	11/15/2020	12/15/2020	Total
Hotel Parcel	\$85,456	\$85,456	\$60,456	\$60,456	\$60,456	\$352,280
Retail Court Parcel	\$29,440	\$29,440	\$4,907	\$4,907	\$4,905	\$73,599
Total Due	\$114,896	\$114,896	\$65,363	\$65,363	\$65,361	\$425,879

The proposed Third Amendment to Ground Sublease documents have been prepared to memorialize this agreement. As of November 10, 2020, the City has received the first three payments totaling 69.3% of the total amount due. Additionally, the amounts due for the quarter ended September 30, 2020 have also been received. Payments for the fourth quarter of 2020 are due on December 31, 2020.

FISCAL IMPACT/SUMMARY

City Council has authorized staff to negotiate the deferral and repayment of lease payments of \$352,280 and \$73,599, respectively on the Ground Subleases for the Hotel Parcel (Embassy Suites Hotel) and the Retail Parcel (Embassy Court Retail & Office Center). These amounts total \$425,879 and are to be paid in full no later than December 15, 2020. Staff is recommending the City Council approve the proposed Third Amendment to Ground Subleases to memorialize this deferral and repayment schedule.

Deferred lease payments made after August 31, 2020, which total \$310,983 that would have been received in FY 2019-20 will now be recognized in FY 2020-21 which results in lower revenues than estimated for FY 2019-2020; however, there is no net financial impact to the General Fund over the course of both fiscal years as a result of this deferral. It is noted that due to the COVID-19 pandemic, gross receipts rent for calendar year 2020 on the Hotel Parcel which is due on March 31, 2020 will be dramatically reduced. The revenues now deferred from the prior fiscal year and now included in the FY 2020-21 projected revenues, will likely offset this reduction.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Cindy Russell, Administrative Services Director

Attachments

Third Amendment to Ground Sublease (Hotel Parcel)

Third Amendment to Ground Sublease (Retail Parcel)

RECORDING REQUESTED BY,
AND WHEN RECORDED MAIL TO:

City of Brea
1 Civic Center Circle
Brea, California 92821
Attn: City Clerk

with a copy to:

Nesbitt Partners Brea Venture, Ltd.
c/o Windsor Capital Group, Inc.
3250 Ocean Park Blvd., Suite 350
Santa Monica, CA 90405, Attn: Patrick M. Nesbitt, Jr.

Free recording requested per
Gov't Code Sections 6103 and 27383

SPACE ABOVE LINE FOR RECORDER'S USE

THIRD AMENDMENT TO GROUND SUBLEASE
(Hotel Parcel)

THIS THIRD AMENDMENT TO GROUND SUBLEASE (this "**Amendment**") is dated September 15, 2020, and is entered into by and between the CITY OF BREA, a municipal corporation California ("**City**") and NESBITT PARTNERS BREA VENTURE, LTD., a California limited partnership ("**Sublessee**").

RECITALS

A. City, as successor in interest to The Brea Foundation, a California nonprofit corporation ("**Original Lessor**"), is fee owner of certain real property located in the City of Brea, County of Orange, State of California (the "**Master Ground Lease Premises**").

B. As of March 7, 1989, BREA REDEVELOPMENT AGENCY, then a public body corporate and politic, organized under the laws of the State of California, ("**Agency**") entered into that certain Ground Lease, demising the Master Ground Lease Premises, by and between Original Lessor, as ground lessor, and Agency, as ground lessee, and recorded in the Official Records of Orange County, California (the "**Official Records**") on August 8, 1989, as Document No. 89-420206 (as amended to date, the "**Master Ground Lease**").

C. Pursuant to that certain Assignment and Assumption of Ground Subleases, dated as of November 28, 1995, by and between Sublessee and Brea Hotel Joint Venture, a California general partnership ("**Original Sublessee**") and recorded in the Official Records on November 28, 1995 as Instrument No. 19950523067, Sublessee, as successor in interest to Original Sublessee, is ground sublessee of the entirety of the Master Ground Lease Premises pursuant to two separate ground subleases by and between Agency, as landlord, and Original Sublessee (the "**Subleases**").

D. One of the Subleases is that certain Ground Sublease, to be effective as of the date set forth therein, recorded in the Official Records on March 20, 1989, as Instrument No.

89142734, and re-recorded in said records on February 13, 1990, as Instrument No. 90-077811 (as amended to date, including without limitation by that certain First Amendment to Ground Sublease, dated as of August 20, 1996, by and between Agency and Windsor Capital Group, Inc., a Colorado corporation whose authority to act on behalf of Sublessee in making said amendment is hereby affirmed, and recorded in the Official Records on September 20, 1996, as Instrument No. 19960481163, and that certain Second Amendment to Ground Sublease, dated as of April 17, 2012, by and between the City as successor to the Agency and Sublessee, which was recorded in the Official Records on May 18, 2012 as Instrument No. 2012000286159 (the "**Hotel Sublease**").

E. The Hotel Sublease demises certain premises (the "**Hotel Parcel**") upon which the Original Sublessee and/or its successors in interest have caused certain improvements to be made, including an approximately 440-space subterranean parking garage (the "**Garage**") and an approximately 228-room hotel building (the "**Hotel**"). Sublessee or its predecessors-in-interest have held fee title to the improvements on the Hotel Parcel, as well as the entire possessory interest in the Master Ground Lease Premises, including the Hotel Parcel, pursuant to the Subleases, at all relevant times since the construction and occupancy, pursuant City approvals, of the Garage and Hotel.

F. On a date prior to February 1, 2012, City succeeded to Original Lessor's right, title and interest, as ground lessor, in and to the Master Ground Lease, and as of February 1, 2012, Agency ceased to exist as a separate entity, and City, by operation of California state law and specifically, by action of the Brea City Council, succeeded to the rights and obligations of the Agency.

G. Sublessee has failed to pay certain rent due under the Hotel Sublease, but Sublessee and City, as sublessor, have reached agreement on a schedule for Sublessee's payment of such past-due rent, and desire to further amend the Hotel Sublease to set forth the deadlines for Sublessee's payment of past-due rent.

NOW, THEREFORE, in consideration of the foregoing recitals, and the mutual terms herein, the parties hereto agree that the Sublease is amended as follows:

1. Payment of Past-Due Percentage Rent for 2019. The percentage rent due under Section 3(b) of the Hotel Sublease for 2019 is \$277,280 and shall be paid by Sublessee as follows: (i) \$110,912.00 on or before September 15, 2020; (ii) \$55,456.00 on or before October 15, 2020; (iii) \$55,456.00 on or before November 15, 2020; and (iv) \$55,456.00 on or before December 15, 2020.

2. Payment of Past-Due Base Rent for Fourth Quarter of 2019. The minimum/fixed rent due under Section 3(a) of the Hotel Sublease for the fourth quarter of 2019 is \$25,000, and shall be paid by Sublessee as follows: (i) \$10,000.00 on or before September 15, 2020; (ii) \$5,000.00 on or before October 15, 2020; (iii) \$5,000.00 on or before November 15, 2020; and (iv) \$5,000.00 on or before December 15, 2020.

3. Payment of Past-Due Base Rent for First and Second Quarters of 2020. The minimum/fixed rent due under Section 3(a) of the Hotel Sublease for the first and second quarters of 2020 is \$50,000, in the aggregate, and shall be paid by Sublessee on or before September 15, 2020.

4. Payment of Base Rent for Third and Fourth Quarters of 2020. The minimum/fixed rent due under Section 3(a) of the Hotel Sublease for the third and fourth quarters of 2020 is \$25,000 per quarter and shall be paid by Sublessee on or before September 30, 2020 and December 31, 2020 (as currently provided in the Hotel Sublease).

5. Time of the Essence; Sublessee Default. Time is of the essence of every provision hereof in which time is a factor and a failure by Sublessee to timely make any of the payments described herein shall constitute a payment/monetary default under the Hotel Sublease.

IN WITNESS WHEREOF, the City and Sublessee have executed this Amendment.

CITY OF BREA

By: _____

Print Name: _____


Title: Mayor

Attest: _____

City Clerk

NESBITT PARTNERS BREA VENTURE, LTD., a
California limited partnership

By: NESBITT ALPHA GP, LLC,
a Delaware limited company
its general partner

By: 
Print Name: PATRICK M. NESBITT
Title: GENERAL PARTNER

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

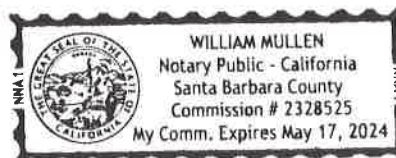
STATE OF CALIFORNIA

COUNTY OF SANTA BARBARA

On October 23, 2020 before me, William Mullen Notary Public, personally appeared PATRICK M. NESBITT, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



William Mullen

Place Notary Seal Above

Signature of Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

COUNTY OF _____

On _____ before me, _____ Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature of Notary Public

Place Notary Seal Above

RECORDING REQUESTED BY,
AND WHEN RECORDED MAIL TO:

City of Brea
1 Civic Center Circle
Brea, California 92821
Attn: City Clerk

with a copy to:

Nesbitt Partners Brea Venture, Ltd.
c/o Windsor Capital Group, Inc.
3250 Ocean Park Blvd., Suite 350
Santa Monica, CA 90405, Attn: Patrick M. Nesbitt, Jr.

Free recording requested per
Gov't Code Sections 6103 and 27383

SPACE ABOVE LINE FOR RECORDER'S USE

THIRD AMENDMENT TO GROUND SUBLEASE
(Retail Parcel)

THIS THIRD AMENDMENT TO GROUND SUBLEASE (this "**Amendment**") is dated September 15, 2020, and is entered into by and between the CITY OF BREA, a municipal corporation California ("**City**") and NESBITT PARTNERS BREA VENTURE, LTD., a California limited partnership ("**Sublessee**").

RECITALS

A. City, as successor in interest to The Brea Foundation, a California nonprofit corporation ("**Original Lessor**"), is fee owner of certain real property located in the City of Brea, County of Orange, State of California (the "**Master Ground Lease Premises**").

B. As of March 7, 1989, **BREA REDEVELOPMENT AGENCY**, then a public body corporate and politic, organized under the laws of the State of California, ("**Agency**") entered into that certain Ground Lease, demising the Master Ground Lease Premises, by and between Original Lessor, as ground lessor, and Agency, as ground lessee, and recorded in the Official Records of Orange County, California (the "**Official Records**") on August 8, 1989, as Document No. 89-420206 (as amended to date, the "Master Ground Lease").

C. Pursuant to that certain Assignment and Assumption of Ground Subleases, dated as of November 28, 1995, by and between Sublessee and Brea Hotel Joint Venture, a California general partnership ("**Original Sublessee**") and recorded in the Official Records on November 28, 1995 as Instrument No. 19950523067, Sublessee, as successor in interest to Original Sublessee, is ground sublessee of the entirety of the Master Ground Lease Premises pursuant to two separate ground subleases by and between Agency, as landlord, and Original Sublessee (the "Subleases").

D. One of the Subleases is that certain Ground Sublease, effective as of March 7, 1989, recorded in the Official Records on March 20, 1989, as Instrument No 89-142735, and re-recorded

in said records on February 13, 1990, as Instrument No. 90-077812 (as amended to date, including without limitation by that certain First Amendment to Ground Sublease, dated as of August 20, 1996, by and between Agency and Windsor Capital Group, Inc., a Colorado corporation whose authority to act on behalf of Sublessee in making said amendment is hereby affirmed, and recorded in the Official Records on September 20, 1996, as Instrument No. 19960481164, and that certain Second Amendment to Ground Sublease, dated as of April 17, 2012, by and between the City as successor to the Agency and Sublessee, which was recorded in the Official Records on May 18, 2012 as Instrument No. 2012000286633, the "Retail Sublease").

E. The Retail Sublease demises certain premises (the "Retail Parcel") upon which the Original Sublessee and/or its successors in interest have caused certain improvements to be made, including an approximately 40,000 square foot retail building (the "Retail Pavilion"). Sublessee or its predecessors-in-interest have held fee title to the improvements on the Retail Parcel, as well as the entire possessory interest in the Master Ground Lease Premises, including the Retail Parcel, pursuant to the Subleases, at all relevant times since the construction and occupancy, pursuant City approvals, of the Retail Pavilion.

F. On a date prior to February 1, 2012, City succeeded to Original Lessor's right, title and interest, as ground lessor, in and to the Master Ground Lease. As of February 1, 2012, Agency ceased to exist as a separate entity, and City, by operation of California state law and specifically, by action of the Brea City Council, succeeded to the rights and obligations of the Agency.

G. Sublessee has failed to pay certain rent due under the Retail Sublease, but Sublessee and City, as sublessor, have reached agreement on a schedule for Sublessee's payment of such past-due rent, and desire to further amend the Retail Sublease to set forth the deadlines for Sublessee's payment of past-due rent.

NOW, THEREFORE, in consideration of the foregoing recitals, and the mutual terms herein, the parties hereto agree that the Sublease is amended as follows:

1. Payment of Past-Due Base Rent for Fourth Quarter of 2019. The minimum/fixed rent due under Section 3(a) of the Retail Sublease for the fourth quarter of 2019 is \$24,533, and shall be paid by Sublessee as follows: (i) \$9,814.00 on or before September 15, 2020; (ii) \$4,907.00 on or before October 15, 2020; (iii) \$4,907.00 on or before November 15, 2020; and (iv) \$4,907.00 on or before December 15, 2020.

2. Payment of Past-Due Base Rent for First and Second Quarters of 2020. The minimum/fixed rent due under Section 3(a) of the Retail Sublease for the first and second quarters of 2020 is \$49,066.00, in the aggregate, and shall be paid by Sublessee on or before September 15, 2020.

3. Payment of Base Rent for Third and Fourth Quarters of 2020. The minimum/fixed rent due under Section 3(a) of the Retail Sublease for the third and fourth quarters of 2020 is \$24,533.00 per quarter and shall be paid by Sublessee on or before September 30, 2020 and December 31, 2020 (as currently provided in the Retail Sublease).

4. Time of the Essence; Sublessee Default. Time is of the essence of every provision hereof in which time is a factor and a failure by Sublessee to timely make any of the payments described herein shall constitute a payment/monetary default under the Hotel Sublease.

IN WITNESS WHEREOF, the City and Sublessee have executed this Amendment.

CITY OF BREA

By: _____

Print Name: _____

Title: Mayor

Attest: _____

City Clerk

NESBITT PARTNERS BREA VENTURE, LTD., a
California limited partnership

By: NESBITT ALPHA GP, LLC,
a Delaware limited company
its general partner

By:  _____

Print Name: PATRICK A. NESBITT

Title: GENERAL PARTNER

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

COUNTY OF Santa Barbara

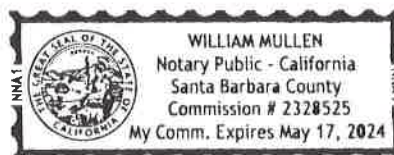
On October 23, 2020 before me, William Mullen Notary Public, personally appeared PATRICK M. NESBITT, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

William Mullen

Signature of Notary Public



Place Notary Seal Above

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

COUNTY OF _____

On _____ before me, _____ Notary Public, personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature of Notary Public

Place Notary Seal Above

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Monthly Report of Cash Investments for the City of Brea for Period Ending
September 30, 2020

RECOMMENDATION

Receive and file.

BACKGROUND/DISCUSSION

The Monthly Report of Cash and Investments is in accordance with Government Code Sections (GCS) 41004 and 53607 and contains information on the cash and investment activities for the month of September 2020. Cash for day-to-day activities is deposited in the demand and interest-bearing checking accounts. The Local Agency Investment Fund (LAIF) is used for short term investment and functions like a savings account. The City's managed investment portfolio is for longer-term investments which are managed through Chandler Asset Management. Together, the short and long-term investment accounts represent the City's investment portfolio.

Attachment A includes a Cash and Investment Information Summary and Monthly Account Statements prepared by Chandler Asset Management for invested funds. The book value is the cost plus or minus amortization/accretion. As of September 30, 2020, the total market value of the managed investment portfolio, including accrued interest, was \$89,913,861.02 as compared to \$89,904,616.79 at August 31, 2020. The weighted average investment yield for September 2020 was 1.89%, which was the same as the prior month. The City's Local Agency Investment Fund (LAIF) had a total market value, including accrued interest of \$13,999,157.58 at September 30, 2020. This brings the total value of the City's investment portfolio as of September 30, 2020 to \$103,913,018.60 as compared to \$103,895,935.11 at August 31, 2020.

Restricted cash and investments are held in the post-employment benefits trust account administered by PARS (PARS account) and managed by HighMark Capital and the City's various bond reserve accounts which are managed by Chandler Asset Management. Attachment A includes a monthly statement from US Bank for the PARS account as well as a portfolio report from Chandler Asset Management for each bond reserve account that is invested. As of September 30, 2020, the market value of the PARS account, including short-term cash and accrued interest was \$9,175,732.14 compared to \$9,373,142.74 from the prior month. All other restricted cash investments (bond reserve accounts), including short-term cash and accrued interest, was \$1,231,048.34 in comparison to \$2,044,904.90 from the prior month.

All City investments are GASB rated No. 1, where the custodian (The Bank of New York Mellon Trust Company, N.A.) acts as an agent of the City, and is not a counter party to the investment

transaction, and all securities are held in the name of the City of Brea. The custodial account at Bank of New York and account records with Chandler Asset Management have been reconciled to par value for the month. The City of Brea has sufficient cash flow to meet its expected expenditures for the next six months.

COMMISSION/COMMITTEE RECOMMENDATION

On October 26, 2020, the Investment Advisory Committee reviewed the Monthly Report of Investments and recommended that the City Council receive and file.

FISCAL IMPACT/SUMMARY

During the month of September, the total value of the City's investment portfolio increased by \$17,083.49. This is primarily due to a combination of sales tax received and operating expenditures incurred during the month. The City's PARS account decreased by \$197,410.60 due to market rate adjustments. The City's bond reserve accounts decreased by \$813,856.56 due to debt service payments for the 2014 Downtown Brea Public Improvements CFD Bonds, 2017 Brea Plaza Public Improvements CFD Bonds and the 2019 Olinda Ranch Public Improvement CFD Bonds.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Alicia Brenner, Senior Fiscal Analyst

Concurrence: Cindy Russell, Administrative Services Director

Attachments

Attachment A

City of Brea
Cash and Investment Information
September 30, 2020

		Book Value	Market Value*
Demand and Interest-Bearing Checking Accounts	Citizen's Bank	\$ 3,030,255.87	\$ 3,030,255.87
Local Agency Investment Fund	LAIF	\$ 13,968,674.03	\$ 13,999,157.58
Managed Investment Portfolio - CHANDLER	Chandler	\$ 86,369,231.89	\$ 89,913,861.02
PARS Post-Employment Benefits Trust**	US Bank	\$ 8,263,971.99	\$ 9,175,732.14
<u>Fiscal Agent Cash & Investments**</u>			
2010 Lease Revenue Bonds	Chandler/BNY	\$ 361,443.63	\$ 369,569.26
2014 Downtown Brea Public Improvements CFD Bonds (CFD 1996-1)	Chandler/BNY	\$ 163,003.09	\$ 163,003.09
2014 Water Revenue Bonds	Chandler/BNY	\$ 7.14	\$ 7.14
2017 Brea Plaza Public Improvements CFD Bonds (CFD 2008-2)	Chandler/BNY	\$ 669,425.01	\$ 698,448.99
2019 Olinda Ranch Public Improvements CFD Bonds (CFD 1997-1)	Chandler/BNY	\$ 18.02	\$ 18.02
2019 Water Revenue Bonds	Chandler/BNY	\$ 1.84	\$ 1.84
Sub-total - Fiscal Agent Cash & Investments		\$ 1,193,898.73	\$ 1,231,048.34
Report Grand Total		\$ 112,826,032.51	\$ 117,350,054.95

* Includes accrued interest on invested funds

City of Brea
Cash and Investment Information
September 30, 2020

Fiscal Agent Cash & Investments Detail		Book Value	Market Value
10129	2010 Lease Revenue Bonds - CHANDLER	\$ 267,389.12	\$ 275,514.75
	Short-Term Treasury Funds - BNY	\$ 94,054.51	\$ 94,054.51
	Sub-total	\$ 361,443.63	\$ 369,569.26
	2014 Downtown Brea Public Improvements CFD Bonds - CHANDLER	\$ -	\$ -
	Short-Term Treasury Funds - BNY	\$ 163,003.09	\$ 163,003.09
	Sub-total	\$ 163,003.09	\$ 163,003.09
	2014 Water Revenue Bonds - CHANDLER	\$ -	\$ -
	Short-Term Treasury Funds - BNY	\$ 7.14	\$ 7.14
	Sub-total	\$ 7.14	\$ 7.14
10600	2017 Brea Plaza Public Improvements CFD Bonds (CFD 2008-2) - CHANDLER	\$ 662,187.86	\$ 691,211.84
	Short-Term Treasury Funds - BNY	\$ 7,237.15	\$ 7,237.15
	Sub-total	\$ 669,425.01	\$ 698,448.99
	2019 Olinda Ranch Public Improvements Bonds (CFD 1997-1) - CHANDLER	\$ -	\$ -
	Short-Term Treasury Funds - BNY	\$ 18.02	\$ 18.02
	Sub-total	\$ 18.02	\$ 18.02
	2019 Water Revenue Bonds - CHANDLER	\$ -	\$ -
	Short-Term Treasury Funds - BNY	\$ 1.84	\$ 1.84
	Sub-total	\$ 1.84	\$ 1.84
Report Grand Total		\$ 1,193,898.73	\$ 1,231,048.34

City of Brea
Accounting of Cash Receipts, Disbursements and Balances
For the Month of September 2020

Fund	Fund Name	Cash Balance 8/31/2020 ¹	Cash Receipts ²	Cash Disbursements ²	Cash Balance 9/30/2020 ¹
110	GENERAL FUND	9,805,810.25	4,683,544.30	(4,692,959.77)	9,796,394.78
120	GENERAL MAINTENANCE PLAN	1,281,074.93	1,100.32	-	1,282,175.25
130	BREA WAR MEMORIAL	40,360.82	-	(25,512.00)	14,848.82
140	CBED FUND	3,968,642.58	-	(14,919.95)	3,953,722.63
150	OPEB FUND	149,625.28	75,116.64	(78,772.88)	145,969.04
172	PUBLIC SAFETY AUG-PROP172	246,967.42	64,966.43	(48,438.29)	263,495.56
173	SUPPL LAW ENF SVC - COPS	56,586.11	72,473.59	(8,333.00)	120,726.70
174	PARAMEDIC SERVICES	205,108.30	326,966.36	(534,790.30)	(2,715.64)
181	EQUIP REPL FUND-BCC	855,091.51	13,917.00	-	869,008.51
182	FIXED ASSET REPL FUND	6,906,011.61	50,000.00	(25,417.00)	6,930,594.61
220	GAS TAX	1,879,616.22	185,824.98	(37,500.00)	2,027,941.20
221	ROAD MAINTENANCE & REPAIR	947,042.06	68,837.44	-	1,015,879.50
230	NARC ENF ASSET SEIZ - FED	(38.76)	-	-	(38.76)
231	NARC ENF ASSET SEIZ-TREAS	115,700.43	-	(8,750.00)	106,950.43
240	AIR QUALITY IMPROV FEES	357,469.67	14,273.13	-	371,742.80
250	PARK DEVELOPMENT	2,134,603.92	-	-	2,134,603.92
260	MEASURE M TRANSPORT TAX	2,989,234.63	168,055.63	(1,488.44)	3,155,801.82
270	AFFORDABLE HOUSING TRUST	2,832,861.49	166,666.66	(3,556.00)	2,995,972.15
280	HOUSING PROGRAMS & SERVIC	5,459,550.89	11,326.67	(16,491.30)	5,454,386.26
290	COMM DEV BLK GRANT (CDBG)	(98,401.41)	67,280.00	(57,095.00)	(88,216.41)
341	LNDSP & LGT MAINT DIST #1	6,346.56	1.96	(5,835.95)	512.57
342	LIGHTING MAINT DIST #2	37,458.04	0.98	(385.45)	37,073.57
343	LNDSP & LTG MAINT DIST #3	128,513.35	1.96	(9,575.37)	118,939.94
344	LIGHTING MAINT DIST #4	18,976.94	-	(129.51)	18,847.43
345	LNDSP & LTG MAINT DIST #5	81,939.27	2.94	(8,440.21)	73,502.00
346	LNDSP & LTG MAINT DIST #6	63,162.50	1.96	(19,048.06)	44,116.40
347	LNDSP & LTG MAINT DIST #7	6,779.84	0.98	(3,356.92)	3,423.90
360	CFD-BLACKSTONE (2008-1)	1,884,365.65	231.02	(59,273.37)	1,825,323.30
361	CFD-LA FLORESTA (2011-1)	197,359.75	183.24	(27,638.20)	169,904.79
362	CFD-TAYLOR MORR (2013-1)	120,942.53	20.36	(2,923.08)	118,039.81
363	CFD-CENTRAL PARK VILLAGE	62,852.50	30.54	(3,994.01)	58,889.03
410	URBAN RUNOFF FUND	763,729.76	36,845.87	(21,830.60)	778,745.03
420	WATER UTILITY	26,482,087.57	2,374,165.20	(1,376,473.31)	27,479,779.46
430	SEWER UTILITY	4,831,101.80	206,138.99	(105,499.77)	4,931,741.02
440	SANITATION & ST SWEEPING	(245,431.19)	330,934.68	(313,901.27)	(228,397.78)
460	IT EXTERNAL SERVICES	225,783.57	110,203.36	(68,383.06)	267,603.87
465	GOLF COURSE	517,506.72	439,576.55	(316,264.26)	640,819.01
470	RISK MANAGEMENT	5,481,297.42	117,095.72	(232,552.25)	5,365,840.89
475	INFORMATION TECHNOLOGY	993,165.41	222,737.40	(287,368.71)	928,534.10
480	EQUIP & VEHICLE MAINT	1,432,682.71	215,653.36	(198,393.31)	1,449,942.76
490	BUILDING OCCUPANCY	1,056,439.90	232,321.04	(230,083.70)	1,058,677.24
510	CAPITAL IMPROVEMENT	4,801,225.91	112,173.06	(2,316,746.45)	2,596,652.52
540	IMPACT FEES - TRAFFIC	7,330,409.60	-	(4,653.82)	7,325,755.78
541	IMPACT FEES - WATER	1,060,910.24	-	-	1,060,910.24
542	IMPACT FEES - FIRE	939,193.00	-	(20,679.13)	918,513.87
543	IMPACT FEES - DISPATCH	40,752.42	-	(946.00)	39,806.42
550	STORM DRAIN CONSTRUCTION	341,156.03	-	-	341,156.03
560	CAPITAL & MITIGATION IMPR	4,262,451.53	-	-	4,262,451.53
630	REDEV SUPPORT AREA AB	(5,197.40)	3,247.00	(1,838.89)	(3,789.29)
810	PARS POST EMPLOY BENEFIT	-	-	-	-
830	SPEC DEPOSITS-REFUNDABLE	284,089.14	1,622.00	(10,104.63)	275,606.51
840	DEVELOPMENT	143,840.05	273,024.32	(235,249.09)	181,615.28
845	MIDBURY ASSESSMENT AUTHOR	1,737.17	-	-	1,737.17
865	HILLSIDE OPEN SPACE ED C	566,086.61	-	-	566,086.61
875	COMM FAC DISTRICT 08-2	54,093.43	1.76	(1,569.61)	52,525.58

ATTACHMENT A

880	COMM FAC DISTRICT 96-1	18,905.19	1.76	(2,854.71)	16,052.24
890	COMM FAC DISTRICT 97-1	61,517.28	4.42	(2,784.85)	58,736.85
910	GENERAL FIXED ASSETS	-	-	-	-
911	DISASTER RECOVERY FUND	249,125.23	93,898.00	(92,351.69)	250,671.54
920	GEN LONG-TERM DEBT - CITY	-	-	-	-
924	GEN LONG-TERM DEBT - BPFA	-	-	-	-
940	GASB34 CONVERSION	-	-	-	-
944	GASB34 BREA PUBLIC FINANC	-	-	-	-
950	ILJAOC - OPERATING	(425,341.99)	14,240.16	(26,154.03)	(437,255.86)
951	ILJAOC - REPLACEMENT	111,051.07	-	-	111,051.07
952	ILJAOC - GRANTS	-	-	-	-
Subtotal of Cash and Investments Held in City Funds		104,115,983.06	10,754,709.74	(11,561,307.20)	103,309,385.60

DEDUCT

930	CASH HELD AS INVESTMENTS	(100,277,557.64)	342.09	(1,914.18)	(100,279,129.73)
			10,755,051.83	(11,563,221.38)	

Cash Balance per General Ledger as of 9/30/20 \$ 3,030,255.87

Reconciliation of Cash Held As Investments in Fund 930		Balance 9/30/2020
Investments Held in LAIF		13,968,674.03
Investments Held (at Par) - Chandler		85,944,106.14
Unallocated Interest Earnings		(58,776.19)
Investment Premiums / Discounts		425,125.75
Investment Balances held in Fund 930		\$ 100,279,129.73

¹ Cash balances between funds are subject to change due to 6/30/2020 year-end close process.

² Cash receipts and disbursements may include accounting entries between funds.



City of Brea Laif - Account #10164

MONTHLY ACCOUNT STATEMENT

SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020

Chandler Team:

For questions about your account, please call (800) 317-4747,
or contact operations@chandlerasset.com

CHANDLER ASSET MANAGEMENT
chandlerasset.com

Information contained herein is confidential. We urge you to compare this statement to the one you receive from your qualified custodian. Please see Important Disclosures.

PORTFOLIO CHARACTERISTICS

Average Modified Duration	0.00
Average Coupon	0.66%
Average Purchase YTM	0.66%
Average Market YTM	0.66%
Average S&P/Moody Rating	NR/NR
Average Final Maturity	0.00 yrs
Average Life	0.00 yrs

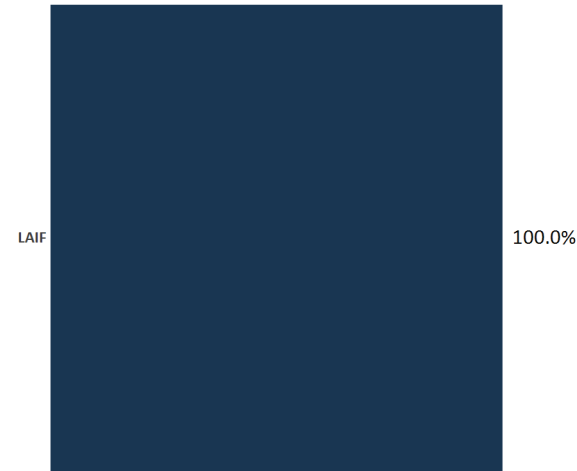
ACCOUNT SUMMARY

	Beg. Values as of 8/31/20	End Values as of 9/30/20
Market Value	13,968,674	13,968,674
Accrued Interest	22,644	30,484
Total Market Value	13,991,318	13,999,158
Income Earned	7,863	7,839
Cont/WD		0
Par	13,968,674	13,968,674
Book Value	13,968,674	13,968,674
Cost Value	13,968,674	13,968,674

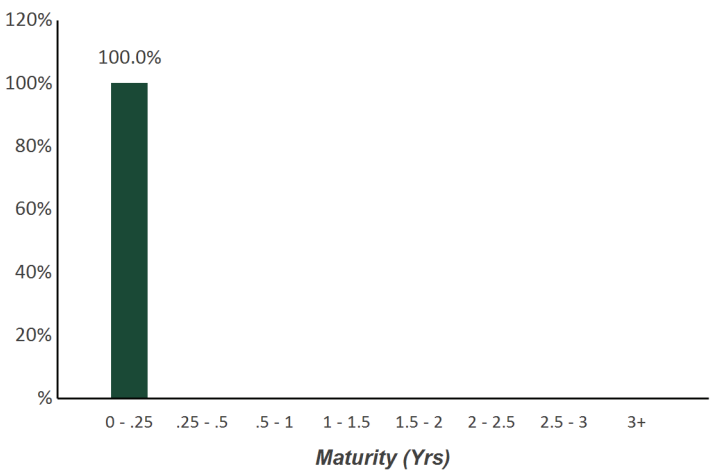
TOP ISSUERS

Local Agency Investment Fund	100.0%
Total	100.0%

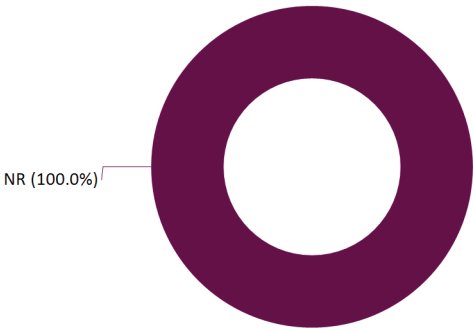
SECTOR ALLOCATION



MATURITY DISTRIBUTION



CREDIT QUALITY (S&P)



PERFORMANCE REVIEW

TOTAL RATE OF RETURN	Annualized								
	1M	3M	YTD	1YR	2YRS	3YRS	5YRS	10YRS	2/28/2012
City of Brea Laif	0.06%	0.26%	1.14%	1.72%	2.12%	1.96%	1.44%	N/A	N/A

Holdings Report
As of September 30, 2020



CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
LAIF									
90LAIF\$00	Local Agency Investment Fund State Pool	13,968,674.03	Various 0.66%	13,968,674.03 13,968,674.03	1.00 0.66%	13,968,674.03 30,483.55	100.00% 0.00	NR / NR NR	0.00 0.00
Total LAIF		13,968,674.03	0.66%	13,968,674.03	0.66%	13,968,674.03 30,483.55	100.00% 0.00	NR / NR NR	0.00 0.00
TOTAL PORTFOLIO				13,968,674.03 13,968,674.03	0.66%	13,968,674.03 30,483.55	100.00% 0.00	NR / NR NR	0.00 0.00
TOTAL MARKET VALUE PLUS ACCRUED						13,999,157.58			

Income Earned
As of September 30, 2020



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
LOCAL AGENCY INVESTMENT FUND						
90LAIF\$00	Local Agency Investment Fund	Various	13,968,674.03	22,644.29	0.00	7,839.26
	State Pool	Various	0.00	0.00	0.00	
		13,968,674.03	0.00	30,483.55	0.00	
			13,968,674.03	7,839.26	7,839.26	
			13,968,674.03	22,644.29	0.00	
			0.00	0.00	0.00	
			0.00	30,483.55	0.00	
Total Local Agency Investment Fund		13,968,674.03	13,968,674.03	7,839.26	7,839.26	7,839.26
			13,968,674.03	22,644.29	0.00	
			0.00	0.00	0.00	
			0.00	30,483.55	0.00	
TOTAL PORTFOLIO		13,968,674.03	13,968,674.03	7,839.26	7,839.26	7,839.26

Cash Flow Report

As of September 30, 2020



Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
10/15/2020	Dividend	90LAIF\$00	1,366,065,482.81	Local Agency Investment Fund State Pool	0.00	30,652.89	30,652.89
OCT 2020					0.00	30,652.89	30,652.89
TOTAL					0.00	30,652.89	30,652.89



Chandler Asset Management, Inc. ("Chandler") is an SEC registered investment adviser. For additional information about our firm, please see our current disclosures (Form ADV). To obtain a copy of our current disclosures, you may contact your client service representative by calling the number on the front of this statement or you may visit our website at www.chandlerasset.com.

Information contained in this monthly statement is confidential and is provided for informational purposes only and should not be construed as specific investment or legal advice. The information contained herein was obtained from sources believed to be reliable as of the date of this statement, but may become outdated or superseded at any time without notice.

Custody: Your qualified custodian bank maintains control of all assets reflected in this statement and we urge you to compare this statement to the one you receive from your qualified custodian. Chandler does not have any authority to withdraw or deposit funds from/to the custodian account.

Valuation: Prices are provided by IDC, an independent pricing source. In the event IDC does not provide a price or if the price provided is not reflective of fair market value, Chandler will obtain pricing from an alternative approved third party pricing source in accordance with our written valuation policy and procedures. Our valuation procedures are also disclosed in Item 5 of our Form ADV Part 2A.

Performance: Performance results are presented gross-of-advisory fees and represent the client's Total Return. The deduction of advisory fees lowers performance results. These results include the reinvestment of dividends and other earnings. Past performance may not be indicative of future results. Therefore, clients should not assume that future performance of any specific investment or investment strategy will be profitable or equal to past performance levels. All investment strategies have the potential for profit or loss. Economic factors, market conditions or changes in investment strategies, contributions or withdrawals may materially alter the performance and results of your portfolio.

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Index returns assume reinvestment of all distributions. Historical performance results for investment indexes generally do not reflect the deduction of transaction and/or custodial charges or the deduction of an investment management fee, the incurrence of which would have the effect of decreasing historical performance results. It is not possible to invest directly in an index.

Ratings: Ratings information have been provided by Moody's, S&P and Fitch through data feeds we believe to be reliable as of the date of this statement, however we cannot guarantee its accuracy.

Security level ratings for U.S. Agency issued mortgage-backed securities ("MBS") reflect the issuer rating because the securities themselves are not rated. The issuing U.S. Agency guarantees the full and timely payment of both principal and interest and carries a AA+/Aaa/AAA by S&P, Moody's and Fitch respectively.



City of Brea - Account #120

MONTHLY ACCOUNT STATEMENT

SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020

Chandler Team:

For questions about your account, please call (800) 317-4747,
or contact operations@chandlerasset.com

Custodian

Bank of New York Mellon
Lauren Dehner
(904) 645-1918

CHANDLER ASSET MANAGEMENT

chandlerasset.com

Information contained herein is confidential. We urge you to compare this statement to the one you receive from your qualified custodian. Please see Important Disclosures.



PORTFOLIO CHARACTERISTICS

Average Modified Duration	2.54
Average Coupon	2.01%
Average Purchase YTM	1.86%
Average Market YTM	0.32%
Average S&P/Moody Rating	AA/Aa1
Average Final Maturity	2.79 yrs
Average Life	2.62 yrs

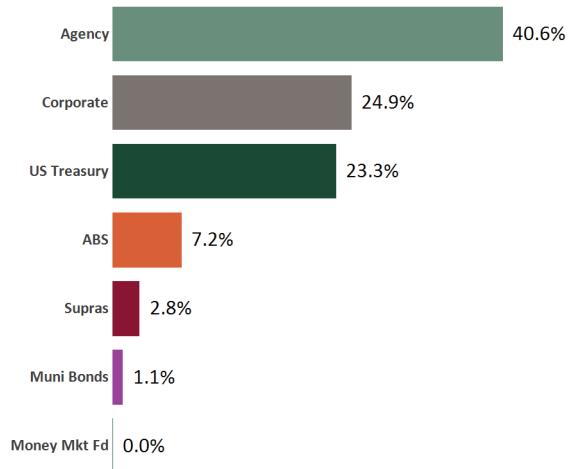
ACCOUNT SUMMARY

	Beg. Values as of 8/31/20	End Values as of 9/30/20
Market Value	89,472,627	89,531,319
Accrued Interest	431,990	382,542
Total Market Value	89,904,617	89,913,861
Income Earned	137,924	135,521
Cont/WD		0
Par	85,738,183	85,944,106
Book Value	86,174,606	86,369,232
Cost Value	86,181,661	86,392,141

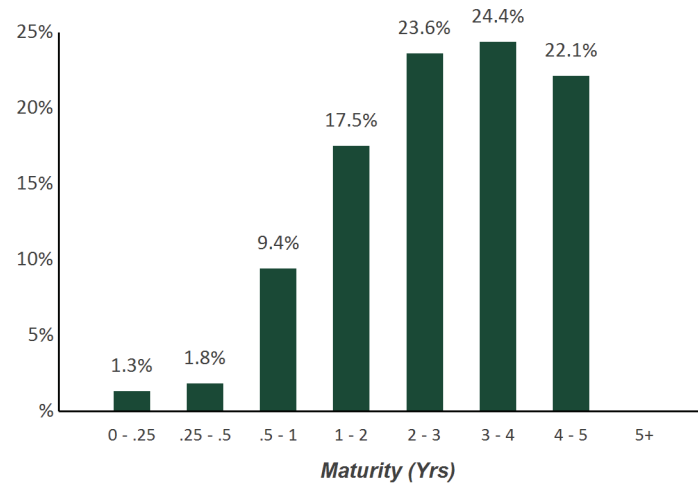
TOP ISSUERS

Government of United States	23.3%
Federal National Mortgage Assoc	18.4%
Federal Home Loan Bank	11.8%
Federal Home Loan Mortgage Corp	10.4%
Inter-American Dev Bank	2.4%
John Deere ABS	2.3%
Honda ABS	1.8%
Toronto Dominion Holdings	1.3%
Total	71.8%

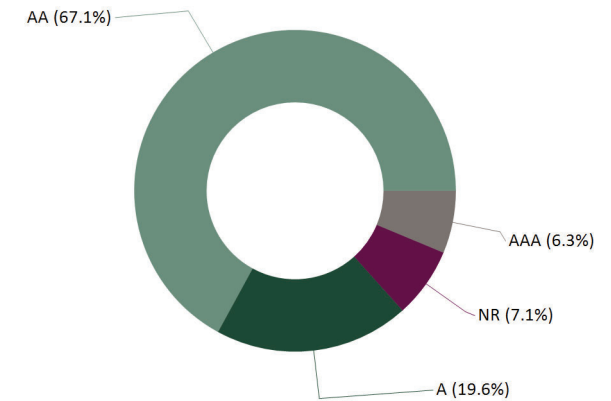
SECTOR ALLOCATION



MATURITY DISTRIBUTION



CREDIT QUALITY (S&P)



PERFORMANCE REVIEW

TOTAL RATE OF RETURN	1M	3M	YTD	1YR	Annualized				
					2YRS	3YRS	5YRS	10YRS	4/30/1996
City of Brea	0.01%	0.30%	4.20%	4.74%	5.14%	3.33%	2.45%	1.98%	3.89%
ICE BAML 1-5 Yr US Treasury/Agency Index*	0.03%	0.13%	4.20%	4.57%	5.08%	3.17%	2.19%	1.72%	3.54%
ICE BAML 1-5 Yr US Issuers Corp/Govt Rtd AAA-A Idx	0.00%	0.18%	4.25%	4.68%	5.18%	3.26%	2.32%	1.86%	N/A

*ICE BAML 1-Yr US Treasury Bill Index to 9/30/01,

Statement of Compliance

As of September 30, 2020

ATTACHMENT A



City of Brea

Assets managed by Chandler Asset Management are in full compliance with state law and with the Client's investment policy

Category	Standard	Comment
U.S Treasuries	No limitations; Bills, Notes, and Bonds	Complies
Federal Agencies	25% max per issuer; 5% max in callables bonds issued by Agencies; U.S. Government Agency securities and instrumentality of government-sponsored corporations	Complies
Supranational Obligations	"AA" rated or higher by a NRSRO; 15% maximum; 5% max per issuer	Complies
Municipal Securities	5% max issuer; Other investments that are legal investments through the State of California Government Code	Complies
Corporate Medium Term Notes	"A" rated or better by a NRSRO; 30% maximum; 5% max per issuer	Complies
Pass Through Securities, Asset-Backed Securities (ABS), CMOs	"AA" rated or higher by a NRSRO; 20% maximum (combined), 10% maximum (ABS); 5% max per issuer	Complies
Negotiable Certificates of Deposit (NCD)	30% maximum; 5% max per issuer	Complies
Certificates of Deposit (CDs)/ Time Deposits (TDs)	5% max issuer; FDIC Insured and/or Collateralized	Complies
Banker's Acceptances	40% maximum; 5% max issuer; 180 days max maturity	Complies
Commercial Paper	A-1/P-1 by S&P and Moody's; 25% maximum; 5% max per issuer; 270 days max maturity	Complies
Money Market Funds	Highest rating by two NRSROs; 20% maximum; 5% max per fund	Complies
Local Agency Investment Fund (LAIF)	40%;<60%, with OCIP	Complies
OCIP/ County Pool	40%;<60%, with LAIF	Complies
Repurchase Agreements	5% max issuer; 1 year max maturity	Complies
Prohibited	Derivatives, inverse floaters, range notes, or interest-only strips derived from a pool of mortgages; any security that could result in a zero interest accrual if held to maturity	Complies
Downgrade	If a security owned by the City is downgraded to a level below the requirements of the policy, making the security ineligible for additional purchases, the following steps will be taken: -Any actions taken related to the downgrade by the investment manager will be communicated to the City Treasurer and the Administrative Services Director within two (2) business days; -If a decision is made to retain the security, the credit situation will be monitored and reported to the City Council.	Complies
Max Per Issuer	5% max per issuer, with the exception of U.S. Treasuries, U.S. Federal Government Agency obligations, Approved State and County investment pools	Complies
Maximum Maturity	5 years	Complies

Reconciliation Summary

As of September 30, 2020



BOOK VALUE RECONCILIATION		
BEGINNING BOOK VALUE		\$86,174,605.51
<u>Acquisition</u>		
+ Security Purchases	\$1,841,606.49	
+ Money Market Fund Purchases	\$1,771,784.36	
+ Money Market Contributions	\$0.00	
+ Security Contributions	\$0.00	
+ Security Transfers	\$0.00	
Total Acquisitions		\$3,613,390.85
<u>Dispositions</u>		
- Security Sales	\$1,438,818.80	
- Money Market Fund Sales	\$1,841,606.49	
- MMF Withdrawals	\$0.00	
- Security Withdrawals	\$0.00	
- Security Transfers	\$0.00	
- Other Dispositions	\$0.00	
- Maturities	\$0.00	
- Calls	\$0.00	
- Principal Paydowns	\$139,255.10	
Total Dispositions		\$3,419,680.39
<u>Amortization/Accretion</u>		
+/- Net Accretion	(\$8,741.57)	
		(\$8,741.57)
<u>Gain/Loss on Dispositions</u>		
+/- Realized Gain/Loss	\$9,657.49	
		\$9,657.49
ENDING BOOK VALUE		\$86,369,231.89

CASH TRANSACTION SUMMARY		
BEGINNING BALANCE		\$108,507.07
<u>Acquisition</u>		
Contributions	\$0.00	
Security Sale Proceeds	\$1,438,818.80	
Accrued Interest Received	\$3,505.71	
Interest Received	\$190,203.45	
Dividend Received	\$1.30	
Principal on Maturities	\$0.00	
Interest on Maturities	\$0.00	
Calls/Redemption (Principal)	\$0.00	
Interest from Calls/Redemption	\$0.00	
Principal Paydown	\$139,255.10	
Total Acquisitions	\$1,771,784.36	
<u>Dispositions</u>		
Withdrawals	\$0.00	
Security Purchase	\$1,841,606.49	
Accrued Interest Paid	\$0.00	
Total Dispositions	\$1,841,606.49	
ENDING BOOK VALUE		\$38,684.94

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CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
ABS									
43811BAC8	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	28,397.92	04/27/2018 2.62%	27,956.42 28,280.94	100.11 0.36%	28,428.52 21.20	0.03% 147.58	Aaa / AAA NR	0.88 0.08
47788BAD6	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	3,717.10	07/11/2017 1.83%	3,716.83 3,717.03	100.05 0.15%	3,719.14 3.01	0.00% 2.11	Aaa / NR AAA	1.04 0.03
47788CAC6	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	54,074.27	02/21/2018 2.68%	54,070.38 54,072.82	100.55 0.35%	54,370.08 63.93	0.06% 297.26	Aaa / NR AAA	1.55 0.24
43815HAC1	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	304,947.67	08/21/2018 2.98%	304,905.84 304,927.83	101.31 0.39%	308,949.45 249.89	0.34% 4,021.62	Aaa / NR AAA	1.89 0.51
89238TAD5	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	450,926.74	07/25/2019 2.31%	455,700.21 453,905.99	101.23 0.31%	456,489.82 593.22	0.51% 2,583.83	Aaa / AAA NR	1.96 0.46
47788EAC2	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	360,357.50	07/18/2018 3.10%	360,330.19 360,344.05	101.39 0.10%	365,381.59 493.29	0.41% 5,037.54	Aaa / NR AAA	2.13 0.47
47789JAD8	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	650,000.00	06/24/2020 0.83%	667,087.89 664,962.86	102.25 0.27%	664,637.35 840.67	0.74% (325.51)	Aaa / NR AAA	2.79 0.85
43815NAC8	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	545,000.00	08/20/2019 1.79%	544,995.48 544,997.11	101.90 0.38%	555,380.62 431.16	0.62% 10,383.51	Aaa / AAA NR	2.87 1.34
58769EAC2	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	280,000.00	09/15/2020 0.40%	279,985.80 279,985.93	99.99 0.40%	279,985.80 24.89	0.31% (0.13)	NR / AAA AAA	3.13 1.87
477870AC3	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	280,000.00	07/16/2019 2.23%	279,940.56 279,956.67	102.37 0.28%	286,634.88 275.02	0.32% 6,678.21	Aaa / NR AAA	3.21 1.21
92348AAA3	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	370,000.00	10/01/2019 1.95%	369,971.47 369,977.65	102.35 0.38%	378,705.36 219.33	0.42% 8,727.71	NR / AAA AAA	3.56 1.49
65479JAD5	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	980,000.00	Various 1.70%	984,828.76 984,325.33	102.47 0.43%	1,004,203.06 840.62	1.12% 19,877.73	Aaa / AAA NR	3.79 1.62
43813DAC2	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	280,000.00	05/18/2020 0.83%	279,977.96 279,979.81	100.92 0.33%	282,586.92 102.04	0.31% 2,607.11	Aaa / AAA NR	3.79 1.89
47789KAC7	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	460,000.00	03/04/2020 1.11%	459,971.89 459,975.43	101.31 0.36%	466,031.98 224.89	0.52% 6,056.55	Aaa / NR AAA	3.88 1.76

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CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
ABS									
43813KAC6	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	465,000.00	09/22/2020 0.38%	464,931.69 464,931.81	100.01 0.37%	465,048.36 9.56	0.52% 116.55	NR / AAA AAA	4.05 2.17
47787NAC3	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	215,000.00	07/14/2020 0.52%	214,967.23 214,969.06	100.26 0.39%	215,557.93 48.73	0.24% 588.87	Aaa / NR AAA	4.13 2.16
92290BAA9	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	650,000.00	08/04/2020 0.48%	649,863.50 649,867.63	100.10 0.43%	650,624.65 93.35	0.72% 757.02	Aaa / NR AAA	4.39 2.32
Total ABS		6,377,421.20	1.45%	6,403,202.10 6,399,177.95	0.35%	6,466,735.51 4,534.80	7.20% 67,557.56	Aaa / AAA AAA	3.29 1.43
AGENCY									
3135G0U35	FNMA Note 2.75% Due 6/22/2021	450,000.00	06/28/2018 2.70%	450,666.00 450,161.45	101.89 0.15%	458,494.65 3,403.13	0.51% 8,333.20	Aaa / AA+ AAA	0.73 0.72
3130A8QS5	FHLB Note 1.125% Due 7/14/2021	1,285,000.00	10/04/2016 1.33%	1,273,126.60 1,283,050.64	100.79 0.12%	1,295,151.50 3,092.03	1.44% 12,100.86	Aaa / AA+ AAA	0.79 0.79
3137EAEC9	FHLMC Note 1.125% Due 8/12/2021	1,250,000.00	08/30/2016 1.33%	1,237,737.50 1,247,862.38	100.85 0.15%	1,260,585.00 1,914.06	1.40% 12,722.62	Aaa / AA+ AAA	0.87 0.86
3135G0N82	FNMA Note 1.25% Due 8/17/2021	1,285,000.00	Various 1.29%	1,282,305.71 1,284,515.74	100.98 0.13%	1,297,612.28 1,963.20	1.45% 13,096.54	Aaa / AA+ AAA	0.88 0.88
3130AF5B9	FHLB Note 3% Due 10/12/2021	1,350,000.00	11/29/2018 2.91%	1,353,402.00 1,351,221.73	102.95 0.14%	1,389,792.60 19,012.50	1.57% 38,570.87	Aaa / AA+ NR	1.03 1.01
3135G0S38	FNMA Note 2% Due 1/5/2022	1,350,000.00	04/25/2017 1.92%	1,354,927.50 1,351,325.31	102.38 0.11%	1,382,182.65 6,450.00	1.54% 30,857.34	Aaa / AA+ AAA	1.27 1.25
3135G0T45	FNMA Note 1.875% Due 4/5/2022	1,315,000.00	06/19/2017 1.88%	1,314,801.44 1,314,937.48	102.63 0.13%	1,349,629.21 12,054.17	1.51% 34,691.73	Aaa / AA+ AAA	1.51 1.49
3130A3KM5	FHLB Note 2.5% Due 12/9/2022	775,000.00	08/28/2018 2.83%	764,808.75 769,790.27	105.08 0.18%	814,374.65 6,027.78	0.91% 44,584.38	Aaa / AA+ NR	2.19 2.13
3135G0T94	FNMA Note 2.375% Due 1/19/2023	1,000,000.00	03/14/2018 2.73%	984,140.00 992,473.22	104.91 0.24%	1,049,053.00 4,750.00	1.17% 56,579.78	Aaa / AA+ AAA	2.30 2.24
3137EAER6	FHLMC Note 0.375% Due 5/5/2023	1,660,000.00	05/05/2020 0.39%	1,659,302.80 1,659,396.57	100.43 0.21%	1,667,121.40 2,490.00	1.86% 7,724.83	Aaa / AA+ AAA	2.59 2.58
3135G04Q3	FNMA Note 0.25% Due 5/22/2023	1,645,000.00	05/20/2020 0.35%	1,640,048.55 1,640,645.44	100.07 0.22%	1,646,179.47 1,473.65	1.83% 5,534.03	Aaa / AA+ AAA	2.64 2.63

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CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
AGENCY									
3137EAEN5	FHLMC Note 2.75% Due 6/19/2023	1,200,000.00	07/20/2018 2.86%	1,193,976.00 1,196,668.65	106.76 0.25%	1,281,121.20 9,350.00	1.44% 84,452.55	Aaa / AA+ AAA	2.72 2.62
3135G05G4	FNMA Note 0.25% Due 7/10/2023	1,365,000.00	07/08/2020 0.32%	1,362,065.25 1,362,287.70	99.98 0.26%	1,364,718.81 767.81	1.52% 2,431.11	Aaa / AA+ AAA	2.78 2.76
3137EAEV7	FHLMC Note 0.25% Due 8/24/2023	1,025,000.00	08/19/2020 0.28%	1,023,954.50 1,023,993.54	100.07 0.23%	1,025,694.95 284.72	1.14% 1,701.41	Aaa / AA+ AAA	2.90 2.89
313383YJ4	FHLB Note 3.375% Due 9/8/2023	1,200,000.00	10/29/2018 3.08%	1,215,756.00 1,209,526.47	109.15 0.25%	1,309,795.20 2,587.50	1.46% 100,268.73	Aaa / AA+ NR	2.94 2.82
3135G0U43	FNMA Note 2.875% Due 9/12/2023	1,500,000.00	06/21/2019 1.89%	1,559,805.00 1,541,758.72	107.78 0.23%	1,616,689.50 2,276.04	1.80% 74,930.78	Aaa / AA+ AAA	2.95 2.85
3130A0F70	FHLB Note 3.375% Due 12/8/2023	1,075,000.00	Various 2.74%	1,106,057.50 1,095,185.55	109.84 0.27%	1,180,780.00 11,388.28	1.33% 85,594.45	Aaa / AA+ AAA	3.19 3.03
3130AB3H7	FHLB Note 2.375% Due 3/8/2024	1,500,000.00	04/29/2019 2.37%	1,500,105.00 1,500,074.22	107.06 0.31%	1,605,826.50 2,276.04	1.79% 105,752.28	Aaa / AA+ NR	3.44 3.32
3130A1XJ2	FHLB Note 2.875% Due 6/14/2024	1,500,000.00	06/18/2019 1.96%	1,564,890.20 1,548,151.23	109.68 0.25%	1,645,140.00 12,817.70	1.84% 96,988.77	Aaa / AA+ NR	3.71 3.52
3130A2UW4	FHLB Note 2.875% Due 9/13/2024	1,200,000.00	09/13/2019 1.79%	1,262,028.00 1,249,071.49	110.56 0.19%	1,326,705.60 1,725.00	1.48% 77,634.11	Aaa / AA+ AAA	3.96 3.77
3135G0W66	FNMA Note 1.625% Due 10/15/2024	1,755,000.00	Various 1.49%	1,765,434.95 1,764,133.98	105.32 0.30%	1,848,448.49 13,150.32	2.07% 84,314.51	Aaa / AA+ AAA	4.04 3.90
3135G0X24	FNMA Note 1.625% Due 1/7/2025	1,875,000.00	Various 1.47%	1,888,349.75 1,886,754.56	105.38 0.35%	1,975,824.38 7,109.38	2.21% 89,069.82	Aaa / AA+ AAA	4.27 4.12
3137EAEPO	FHLMC Note 1.5% Due 2/12/2025	1,920,000.00	02/13/2020 1.52%	1,918,521.60 1,918,707.92	104.96 0.35%	2,015,187.84 3,920.00	2.25% 96,479.92	Aaa / NR AAA	4.37 4.23
3135G03U5	FNMA Note 0.625% Due 4/22/2025	1,510,000.00	04/22/2020 0.67%	1,506,889.40 1,507,162.26	101.35 0.33%	1,530,457.48 4,115.80	1.71% 23,295.22	Aaa / AA+ AAA	4.56 4.48
3135G04Z3	FNMA Note 0.5% Due 6/17/2025	950,000.00	06/17/2020 0.54%	948,033.50 948,145.63	100.46 0.40%	954,380.45 1,345.83	1.06% 6,234.82	Aaa / AA+ AAA	4.72 4.65
3137EAEU9	FHLMC Note 0.375% Due 7/21/2025	1,015,000.00	07/21/2020 0.48%	1,009,945.30 1,010,139.29	100.02 0.37%	1,015,166.46 718.96	1.13% 5,027.17	Aaa / AA+ AAA	4.81 4.76
3137EAEEX3	FHLMC Note 0.375% Due 9/23/2025	1,100,000.00	09/23/2020 0.44%	1,096,689.00 1,096,699.89	99.67 0.44%	1,096,373.30 68.75	1.22% (326.59)	Aaa / AA+ AAA	4.98 4.93

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CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
Total Agency		35,055,000.00	1.55%	35,237,767.80 35,203,841.33	0.25%	36,402,486.57 136,532.65	40.64% 1,198,645.24	Aaa / AA+ AAA	2.96 2.88
CORPORATE									
594918BG8	Microsoft Callable Note Cont. 10/3/2020 2% Due 11/3/2020	325,000.00	10/29/2015 2.02%	324,740.00 324,995.30	100.01 1.39%	325,016.25 2,672.22	0.36% 20.95	Aaa / AAA AA+	0.09 0.01
00440EAT4	Chubb INA Holdings Inc Callable Note Cont 10/3/2020 2.3% Due 11/3/2020	800,000.00	02/06/2017 2.16%	803,768.00 800,005.66	100.14 0.54%	801,130.40 7,564.44	0.90% 1,124.74	A3 / A A	0.09 0.01
30231GAV4	Exxon Mobil Corp Callable Note Cont 2/1/2021 2.222% Due 3/1/2021	875,000.00	Various 1.97%	884,992.10 875,863.66	100.66 0.64%	880,784.63 1,620.21	0.98% 4,920.97	Aa1 / AA NR	0.42 0.42
24422ESL4	John Deere Capital Corp Note 2.8% Due 3/4/2021	315,000.00	05/24/2017 2.12%	322,663.95 315,858.99	101.02 0.40%	318,225.29 661.50	0.35% 2,366.30	A2 / A A	0.42 0.43
369550BE7	General Dynamics Corp Note 3% Due 5/11/2021	410,000.00	05/08/2018 3.24%	407,150.50 409,422.82	101.67 0.27%	416,849.46 4,783.33	0.47% 7,426.64	A2 / A NR	0.61 0.61
857477AV5	State Street Bank Note 1.95% Due 5/19/2021	940,000.00	Various 2.32%	932,971.20 937,880.27	101.09 0.23%	950,287.36 6,721.00	1.06% 12,407.09	A1 / A AA-	0.63 0.63
594918BP8	Microsoft Callable Note Cont 7/8/2021 1.55% Due 8/8/2021	590,000.00	Various 1.57%	589,298.90 589,880.59	101.08 0.15%	596,370.82 1,346.35	0.66% 6,490.23	Aaa / AAA AA+	0.85 0.77
68389XBK0	Oracle Corp Callable Note Cont 8/15/2021 1.9% Due 9/15/2021	804,000.00	11/29/2016 2.40%	785,998.44 800,405.87	101.42 0.27%	815,456.20 678.93	0.91% 15,050.33	A3 / A A-	0.96 0.87
89236TDP7	Toyota Motor Credit Corp Note 2.6% Due 1/11/2022	750,000.00	Various 3.16%	736,272.75 744,963.87	102.94 0.30%	772,047.00 4,333.33	0.86% 27,083.13	A1 / A+ A+	1.28 1.26
69353RFE3	PNC Bank Callable Note Cont 6/28/2022 2.45% Due 7/28/2022	890,000.00	07/25/2017 2.45%	889,919.90 889,970.83	103.60 0.38%	922,039.11 3,815.88	1.03% 32,068.28	A2 / A A+	1.82 1.71
44932HAC7	IBM Credit Corp Note 2.2% Due 9/8/2022	950,000.00	Various 2.65%	932,933.50 942,126.35	103.84 0.22%	986,448.65 1,335.28	1.10% 44,322.30	A2 / A NR	1.94 1.91
48128BAB7	JP Morgan Chase & Co Callable Note 1X 1/15/2022 2.972% Due 1/15/2023	925,000.00	Various 3.11%	919,202.75 922,305.24	103.26 0.44%	955,172.58 5,803.66	1.07% 32,867.34	A2 / A- AA-	2.29 1.27

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CORPORATE									
808513AT2	Charles Schwab Corp Callable Note Cont 12/25/2022 2.65% Due 1/25/2023	750,000.00	05/20/2019 2.73%	748,027.50 748,758.38	104.85 0.47%	786,364.50 3,643.75	0.88% 37,606.12	A2 / A A	2.32 2.17
24422ETG4	John Deere Capital Corp Note 2.8% Due 3/6/2023	650,000.00	Various 3.23%	637,699.50 643,707.02	105.87 0.38%	688,122.50 1,263.89	0.77% 44,415.48	A2 / A A	2.43 2.36
06406RAG2	Bank of NY Mellon Corp Note 3.5% Due 4/28/2023	800,000.00	05/16/2019 2.78%	821,248.00 813,865.10	107.79 0.46%	862,353.60 11,900.00	0.97% 48,488.50	A1 / A AA-	2.58 2.45
037833AK6	Apple Inc Note 2.4% Due 5/3/2023	900,000.00	Various 3.18%	871,569.25 883,158.08	105.29 0.35%	947,589.31 8,880.00	1.06% 64,431.23	Aa1 / AA+ NR	2.59 2.50
931142EK5	Wal-Mart Stores Callable Note Cont 5/26/2023 3.4% Due 6/26/2023	904,000.00	04/26/2019 2.68%	928,769.60 920,107.74	108.04 0.36%	976,659.90 8,110.89	1.10% 56,552.16	Aa2 / AA AA	2.74 2.54
02665WCJ8	American Honda Finance Note 3.45% Due 7/14/2023	225,000.00	07/11/2018 3.49%	224,610.75 224,783.18	107.81 0.62%	242,574.75 1,660.31	0.27% 17,791.57	A3 / A- NR	2.79 2.66
69371RP59	Paccar Financial Corp Note 3.4% Due 8/9/2023	760,000.00	Various 3.28%	763,588.40 762,448.98	107.90 0.61%	820,024.04 3,732.44	0.92% 57,575.06	A1 / A+ NR	2.86 2.73
06406RAJ6	Bank of NY Mellon Corp Note 3.45% Due 8/11/2023	250,000.00	05/16/2019 2.79%	256,575.00 254,445.79	108.63 0.42%	271,563.25 1,197.92	0.30% 17,117.46	A1 / A AA-	2.86 2.74
02665WCQ2	American Honda Finance Note 3.625% Due 10/10/2023	750,000.00	Various 3.38%	757,259.00 755,037.27	108.91 0.65%	816,830.25 12,914.06	0.92% 61,792.98	A3 / A- NR	3.03 2.85
06051GHF9	Bank of America Corp Callable Note 1X 3/5/2023 3.55% Due 3/5/2024	1,100,000.00	Various 2.75%	1,114,320.00 1,111,199.11	106.50 0.84%	1,171,456.00 2,820.28	1.31% 60,256.89	A2 / A- A+	3.43 2.34
89114QCB2	Toronto Dominion Bank Note 3.25% Due 3/11/2024	1,100,000.00	Various 2.79%	1,121,362.00 1,116,062.05	108.41 0.77%	1,192,471.50 1,986.11	1.33% 76,409.45	Aa3 / A AA-	3.45 3.28
404280BS7	HSBC Holdings PLC Callable Note 1X 5/18/2023 3.95% Due 5/18/2024	1,100,000.00	Various 2.14%	1,156,826.00 1,144,529.23	106.97 1.25%	1,176,662.30 16,052.36	1.33% 32,133.07	A2 / A- A+	3.63 2.48
69371RQ25	Paccar Financial Corp Note 2.15% Due 8/15/2024	195,000.00	08/08/2019 2.20%	194,569.05 194,666.47	105.66 0.67%	206,035.25 535.71	0.23% 11,368.78	A1 / A+ NR	3.88 3.72
78015K7C2	Royal Bank of Canada Note 2.25% Due 11/1/2024	1,100,000.00	Various 2.21%	1,102,086.00 1,101,803.45	106.00 0.76%	1,165,983.50 10,312.50	1.31% 64,180.05	A2 / A AA	4.09 3.88
14913Q3B3	Caterpillar Finl Service Note 2.15% Due 11/8/2024	1,100,000.00	01/28/2020 1.91%	1,111,770.00 1,110,116.53	106.34 0.59%	1,169,730.10 9,394.31	1.31% 59,613.57	A3 / A A	4.11 3.91

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CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
CORPORATE									
90331HPL1	US Bank NA Callable Note Cont 12/21/2024 2.05% Due 1/21/2025	955,000.00	01/16/2020 2.10%	952,965.85 953,248.65	105.61 0.70%	1,008,620.39 3,806.74	1.13% 55,371.74	A1 / AA- AA-	4.31 4.04
Total Corporate		21,213,000.00	2.58%	21,293,157.89 21,291,616.48	0.55%	22,242,868.89 139,547.40	24.89% 951,252.41	A1 / A+ A+	2.42 2.16
MONEY MARKET FUND FI									
316175884	Fidelity Institutional Money Market Fund 696	38,684.94	Various 0.01%	38,684.94 38,684.94	1.00 0.01%	38,684.94 0.00	0.04% 0.00	Aaa / AAA NR	0.00 0.00
Total Money Market Fund FI		38,684.94	0.01%	38,684.94 38,684.94	0.01%	38,684.94 0.00	0.04% 0.00	Aaa / AAA NR	0.00 0.00
MUNICIPAL BONDS									
13063DRK6	California St Taxable GO 2.4% Due 10/1/2024	900,000.00	10/16/2019 1.91%	920,673.00 916,742.38	106.99 0.63%	962,928.00 10,800.00	1.08% 46,185.62	Aa2 / AA- AA	4.01 3.79
Total Municipal Bonds		900,000.00	1.91%	920,673.00 916,742.38	0.63%	962,928.00 10,800.00	1.08% 46,185.62	Aa2 / AA- AA	4.01 3.79
SUPRANATIONAL									
45950KCM0	International Finance Corp Note 2.25% Due 1/25/2021	410,000.00	01/18/2018 2.35%	408,794.60 409,872.42	100.64 0.25%	412,618.26 1,691.25	0.46% 2,745.84	Aaa / AAA NR	0.32 0.32
4581X0CW6	Inter-American Dev Bank Note 2.125% Due 1/18/2022	1,275,000.00	01/10/2017 2.15%	1,273,431.75 1,274,592.91	102.44 0.25%	1,306,051.35 5,494.01	1.46% 31,458.44	Aaa / NR AAA	1.30 1.28
4581X0CZ9	Inter-American Dev Bank Note 1.75% Due 9/14/2022	800,000.00	Various 2.40%	777,732.00 790,485.79	102.96 0.23%	823,692.00 661.12	0.92% 33,206.21	Aaa / AAA AAA	1.96 1.93
Total Supranational		2,485,000.00	2.26%	2,459,958.35 2,474,951.12	0.24%	2,542,361.61 7,846.38	2.84% 67,410.49	Aaa / AAA AAA	1.35 1.33
US TREASURY									
912828T34	US Treasury Note 1.125% Due 9/30/2021	1,300,000.00	11/09/2016 1.48%	1,278,016.07 1,295,517.00	100.98 0.15%	1,312,695.80 40.18	1.46% 17,178.80	Aaa / AA+ AAA	1.00 1.00

Holdings Report

As of September 30, 2020



CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
US TREASURY									
912828F96	US Treasury Note 2% Due 10/31/2021	1,025,000.00	01/27/2017 1.94%	1,027,686.05 1,025,611.52	102.01 0.15%	1,045,579.95 8,578.80	1.17% 19,968.43	Aaa / AA+ AAA	1.08 1.07
912828J43	US Treasury Note 1.75% Due 2/28/2022	1,360,000.00	03/13/2017 2.14%	1,335,407.68 1,353,006.60	102.29 0.13%	1,391,131.76 2,038.12	1.55% 38,125.16	Aaa / AA+ AAA	1.41 1.40
912828XG0	US Treasury Note 2.125% Due 6/30/2022	1,100,000.00	08/15/2017 1.82%	1,115,601.34 1,105,589.46	103.48 0.13%	1,138,285.50 5,907.27	1.27% 32,696.04	Aaa / AA+ AAA	1.75 1.72
912828L24	US Treasury Note 1.875% Due 8/31/2022	1,000,000.00	09/26/2017 1.87%	1,000,433.04 1,000,168.26	103.33 0.13%	1,033,320.00 1,605.66	1.15% 33,151.74	Aaa / AA+ AAA	1.92 1.89
912828L57	US Treasury Note 1.75% Due 9/30/2022	1,240,000.00	10/17/2017 1.99%	1,226,243.75 1,234,453.37	103.23 0.13%	1,280,106.56 59.62	1.42% 45,653.19	Aaa / AA+ AAA	2.00 1.97
912828N30	US Treasury Note 2.125% Due 12/31/2022	1,150,000.00	01/25/2018 2.46%	1,132,121.09 1,141,845.23	104.47 0.14%	1,201,391.20 6,175.78	1.34% 59,545.97	Aaa / AA+ AAA	2.25 2.20
912828T91	US Treasury Note 1.625% Due 10/31/2023	1,500,000.00	05/29/2019 2.05%	1,472,988.28 1,481,183.79	104.52 0.16%	1,567,792.50 10,200.41	1.76% 86,608.71	Aaa / AA+ AAA	3.08 3.00
912828V23	US Treasury Note 2.25% Due 12/31/2023	1,250,000.00	06/21/2019 1.80%	1,274,560.55 1,267,643.13	106.74 0.17%	1,334,277.50 7,107.68	1.49% 66,634.37	Aaa / AA+ AAA	3.25 3.14
912828B66	US Treasury Note 2.75% Due 2/15/2024	1,500,000.00	04/29/2019 2.31%	1,529,648.44 1,520,848.67	108.68 0.17%	1,630,137.00 5,268.34	1.82% 109,288.33	Aaa / AA+ AAA	3.38 3.24
912828X70	US Treasury Note 2% Due 4/30/2024	1,000,000.00	06/10/2019 1.92%	1,003,515.63 1,002,574.19	106.47 0.19%	1,064,688.00 8,369.57	1.19% 62,113.81	Aaa / AA+ AAA	3.58 3.45
912828XX3	US Treasury Note 2% Due 6/30/2024	1,450,000.00	12/12/2019 1.74%	1,466,595.70 1,463,668.22	106.74 0.19%	1,547,761.90 7,328.80	1.73% 84,093.68	Aaa / AA+ AAA	3.75 3.62
912828D56	US Treasury Note 2.375% Due 8/15/2024	1,500,000.00	03/05/2020 0.68%	1,611,093.75 1,596,787.78	108.38 0.20%	1,625,683.50 4,549.93	1.81% 28,895.72	Aaa / AA+ AAA	3.88 3.72
9128283D0	US Treasury Note 2.25% Due 10/31/2024	1,500,000.00	11/07/2019 1.77%	1,533,925.78 1,527,808.32	108.27 0.22%	1,624,042.50 14,123.64	1.82% 96,234.18	Aaa / AA+ AAA	4.09 3.89

Holdings Report
As of September 30, 2020

CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
US TREASURY									
912828ZC7	US Treasury Note 1.125% Due 2/28/2025	2,000,000.00	03/18/2020	2,030,859.38	103.92	2,078,360.00	2.31%	Aaa / AA+	4.42
			0.81%	2,027,512.15	0.23%	1,926.80	50,847.85	AAA	4.31
Total US Treasury		19,875,000.00	1.73%	20,038,696.53 20,044,217.69	0.17%	20,875,253.67 83,280.60	23.31% 831,035.98	Aaa / AA+ AAA	2.88 2.79
TOTAL PORTFOLIO		85,944,106.14	1.86%	86,392,140.61 86,369,231.89	0.32%	89,531,319.19 382,541.83	100.00% 3,162,087.30	Aa1 / AA AAA	2.79 2.54
TOTAL MARKET VALUE PLUS ACCRUED						89,913,861.02			

Transaction Ledger

As of September 30, 2020



Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
ACQUISITIONS										
Purchase	09/01/2020	316175884	9,721.25	Fidelity Institutional Money Market Fund 696	1.000	0.01%	9,721.25	0.00	9,721.25	0.00
Purchase	09/02/2020	316175884	1.30	Fidelity Institutional Money Market Fund 696	1.000	0.01%	1.30	0.00	1.30	0.00
Purchase	09/04/2020	316175884	4,410.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	4,410.00	0.00	4,410.00	0.00
Purchase	09/05/2020	316175884	19,525.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	19,525.00	0.00	19,525.00	0.00
Purchase	09/06/2020	316175884	9,100.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	9,100.00	0.00	9,100.00	0.00
Purchase	09/08/2020	316175884	48,512.50	Fidelity Institutional Money Market Fund 696	1.000	0.01%	48,512.50	0.00	48,512.50	0.00
Purchase	09/11/2020	316175884	17,875.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	17,875.00	0.00	17,875.00	0.00
Purchase	09/12/2020	316175884	21,562.50	Fidelity Institutional Money Market Fund 696	1.000	0.01%	21,562.50	0.00	21,562.50	0.00
Purchase	09/13/2020	316175884	17,250.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	17,250.00	0.00	17,250.00	0.00
Purchase	09/14/2020	316175884	7,000.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	7,000.00	0.00	7,000.00	0.00
Purchase	09/15/2020	316175884	7,638.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	7,638.00	0.00	7,638.00	0.00
Purchase	09/15/2020	316175884	191.33	Fidelity Institutional Money Market Fund 696	1.000	0.01%	191.33	0.00	191.33	0.00
Purchase	09/15/2020	316175884	808.42	Fidelity Institutional Money Market Fund 696	1.000	0.01%	808.42	0.00	808.42	0.00
Purchase	09/15/2020	316175884	515.67	Fidelity Institutional Money Market Fund 696	1.000	0.01%	515.67	0.00	515.67	0.00
Purchase	09/15/2020	316175884	1,576.17	Fidelity Institutional Money Market Fund 696	1.000	0.01%	1,576.17	0.00	1,576.17	0.00
Purchase	09/15/2020	316175884	421.67	Fidelity Institutional Money Market Fund 696	1.000	0.01%	421.67	0.00	421.67	0.00

Transaction Ledger

As of September 30, 2020



Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
ACQUISITIONS										
Purchase	09/15/2020	316175884	1,576.25	Fidelity Institutional Money Market Fund 696	1.000	0.01%	1,576.25	0.00	1,576.25	0.00
Purchase	09/15/2020	316175884	161.43	Fidelity Institutional Money Market Fund 696	1.000	0.01%	161.43	0.00	161.43	0.00
Purchase	09/15/2020	316175884	14,907.54	Fidelity Institutional Money Market Fund 696	1.000	0.01%	14,907.54	0.00	14,907.54	0.00
Purchase	09/15/2020	316175884	3,646.61	Fidelity Institutional Money Market Fund 696	1.000	0.01%	3,646.61	0.00	3,646.61	0.00
Purchase	09/15/2020	316175884	9,268.78	Fidelity Institutional Money Market Fund 696	1.000	0.01%	9,268.78	0.00	9,268.78	0.00
Purchase	09/15/2020	316175884	29,121.22	Fidelity Institutional Money Market Fund 696	1.000	0.01%	29,121.22	0.00	29,121.22	0.00
Purchase	09/15/2020	316175884	9,819.16	Fidelity Institutional Money Market Fund 696	1.000	0.01%	9,819.16	0.00	9,819.16	0.00
Purchase	09/15/2020	316175884	45,354.99	Fidelity Institutional Money Market Fund 696	1.000	0.01%	45,354.99	0.00	45,354.99	0.00
Purchase	09/21/2020	316175884	598.17	Fidelity Institutional Money Market Fund 696	1.000	0.01%	598.17	0.00	598.17	0.00
Purchase	09/21/2020	316175884	330.96	Fidelity Institutional Money Market Fund 696	1.000	0.01%	330.96	0.00	330.96	0.00
Purchase	09/21/2020	316175884	30,403.43	Fidelity Institutional Money Market Fund 696	1.000	0.01%	30,403.43	0.00	30,403.43	0.00
Purchase	09/23/2020	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	99.995	0.40%	279,985.80	0.00	279,985.80	0.00
Purchase	09/25/2020	3137EAEX3	1,100,000.00	FHLMC Note 0.375% Due 9/23/2025	99.699	0.44%	1,096,689.00	0.00	1,096,689.00	0.00
Purchase	09/25/2020	316175884	1,442,324.51	Fidelity Institutional Money Market Fund 696	1.000	0.01%	1,442,324.51	0.00	1,442,324.51	0.00
Purchase	09/29/2020	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	99.985	0.38%	464,931.69	0.00	464,931.69	0.00

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Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
ACQUISITIONS										
Purchase	09/30/2020	316175884	18,162.50	Fidelity Institutional Money Market Fund 696	1.000	0.01%	18,162.50	0.00	18,162.50	0.00
Subtotal			3,616,784.36				3,613,390.85	0.00	3,613,390.85	0.00
Short Sale	09/23/2020	316175884	-279,985.80	Fidelity Institutional Money Market Fund 696	1.000		-279,985.80	0.00	-279,985.80	0.00
Short Sale	09/25/2020	316175884	-1,096,689.00	Fidelity Institutional Money Market Fund 696	1.000		-1,096,689.00	0.00	-1,096,689.00	0.00
Short Sale	09/29/2020	316175884	-464,931.69	Fidelity Institutional Money Market Fund 696	1.000		-464,931.69	0.00	-464,931.69	0.00
Subtotal			-1,841,606.49				-1,841,606.49	0.00	-1,841,606.49	0.00
TOTAL ACQUISITIONS			1,775,177.87				1,771,784.36	0.00	1,771,784.36	0.00
DISPOSITIONS										
Closing Purchase	09/23/2020	316175884	-279,985.80	Fidelity Institutional Money Market Fund 696	1.000		-279,985.80	0.00	-279,985.80	0.00
Closing Purchase	09/25/2020	316175884	-1,096,689.00	Fidelity Institutional Money Market Fund 696	1.000		-1,096,689.00	0.00	-1,096,689.00	0.00
Closing Purchase	09/29/2020	316175884	-464,931.69	Fidelity Institutional Money Market Fund 696	1.000		-464,931.69	0.00	-464,931.69	0.00
Subtotal			-1,841,606.49				-1,841,606.49	0.00	-1,841,606.49	0.00
Sale	09/23/2020	316175884	279,985.80	Fidelity Institutional Money Market Fund 696	1.000	0.01%	279,985.80	0.00	279,985.80	0.00
Sale	09/25/2020	3130A7CV5	440,000.00	FHLB Note 1.375% Due 2/18/2021	100.502	1.46%	442,208.80	621.81	442,830.61	2,350.85
Sale	09/25/2020	3135G0J20	540,000.00	FNMA Note 1.375% Due 2/26/2021	100.530	1.46%	542,862.00	598.13	543,460.13	3,047.54
Sale	09/25/2020	3135G0K69	400,000.00	FNMA Note 1.25% Due 5/6/2021	100.694	1.48%	402,776.00	1,930.56	404,706.56	3,305.45
Sale	09/25/2020	3135G0U35	50,000.00	FNMA Note 2.75% Due 6/22/2021	101.944	2.70%	50,972.00	355.21	51,327.21	953.65

Transaction Ledger

As of September 30, 2020



Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
DISPOSITIONS										
Sale	09/25/2020	316175884	1,096,689.00	Fidelity Institutional Money Market Fund 696	1.000	0.01%	1,096,689.00	0.00	1,096,689.00	0.00
Sale	09/29/2020	316175884	464,931.69	Fidelity Institutional Money Market Fund 696	1.000	0.01%	464,931.69	0.00	464,931.69	0.00
Subtotal			3,271,606.49				3,280,425.29	3,505.71	3,283,931.00	9,657.49
Paydown	09/15/2020	43811BAC8	14,847.00	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	100.000		14,847.00	60.54	14,907.54	0.00
Paydown	09/15/2020	43813DAC2	0.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	100.000		0.00	191.33	191.33	0.00
Paydown	09/15/2020	43815NAC8	0.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	100.000		0.00	808.42	808.42	0.00
Paydown	09/15/2020	477870AC3	0.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	100.000		0.00	515.67	515.67	0.00
Paydown	09/15/2020	47787NAC3	0.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	100.000		0.00	161.43	161.43	0.00
Paydown	09/15/2020	47788BAD6	3,635.46	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	100.000		3,635.46	11.15	3,646.61	0.00
Paydown	09/15/2020	47788CAC6	9,128.68	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	100.000		9,128.68	140.10	9,268.78	0.00
Paydown	09/15/2020	47788EAC2	28,124.12	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	100.000		28,124.12	997.10	29,121.22	0.00
Paydown	09/15/2020	47789JAD8	0.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	100.000		0.00	1,576.25	1,576.25	0.00
Paydown	09/15/2020	47789KAC7	0.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	100.000		0.00	421.67	421.67	0.00
Paydown	09/15/2020	654747AD6	9,804.95	Nissan Auto Receivables Trust 2017-A A3 1.74% Due 8/16/2021	100.000		9,804.95	14.21	9,819.16	0.00
Paydown	09/15/2020	65479JAD5	0.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	100.000		0.00	1,576.17	1,576.17	0.00

Transaction Ledger

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Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
DISPOSITIONS										
Paydown	09/15/2020	89238TAD5	44,133.84	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	100.000		44,133.84	1,221.15	45,354.99	0.00
Paydown	09/21/2020	43815HAC1	29,581.05	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	100.000		29,581.05	822.38	30,403.43	0.00
Paydown	09/21/2020	92290BAA9	0.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	100.000		0.00	330.96	330.96	0.00
Paydown	09/21/2020	92348AAA3	0.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	100.000		0.00	598.17	598.17	0.00
Subtotal			139,255.10				139,255.10	9,446.70	148,701.80	0.00
TOTAL DISPOSITIONS			1,569,255.10				1,578,073.90	12,952.41	1,591,026.31	9,657.49

OTHER TRANSACTIONS										
Interest	09/01/2020	30231GAV4	875,000.00	Exxon Mobil Corp Callable Note Cont 2/1/2021 2.222% Due 3/1/2021	0.000		9,721.25	0.00	9,721.25	0.00
Interest	09/04/2020	24422ESL4	315,000.00	John Deere Capital Corp Note 2.8% Due 3/4/2021	0.000		4,410.00	0.00	4,410.00	0.00
Interest	09/05/2020	06051GHF9	1,100,000.00	Bank of America Corp Callable Note 1X 3/5/2023 3.55% Due 3/5/2024	0.000		19,525.00	0.00	19,525.00	0.00
Interest	09/06/2020	24422ETG4	650,000.00	John Deere Capital Corp Note 2.8% Due 3/6/2023	0.000		9,100.00	0.00	9,100.00	0.00
Interest	09/08/2020	3130AB3H7	1,500,000.00	FHLB Note 2.375% Due 3/8/2024	0.000		17,812.50	0.00	17,812.50	0.00
Interest	09/08/2020	313383YJ4	1,200,000.00	FHLB Note 3.375% Due 9/8/2023	0.000		20,250.00	0.00	20,250.00	0.00
Interest	09/08/2020	44932HAC7	950,000.00	IBM Credit Corp Note 2.2% Due 9/8/2022	0.000		10,450.00	0.00	10,450.00	0.00
Interest	09/11/2020	89114QCB2	1,100,000.00	Toronto Dominion Bank Note 3.25% Due 3/11/2024	0.000		17,875.00	0.00	17,875.00	0.00

Transaction Ledger

As of September 30, 2020



Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
OTHER TRANSACTIONS										
Interest	09/12/2020	3135G0U43	1,500,000.00	FNMA Note 2.875% Due 9/12/2023	0.000		21,562.50	0.00	21,562.50	0.00
Interest	09/13/2020	3130A2UW4	1,200,000.00	FHLB Note 2.875% Due 9/13/2024	0.000		17,250.00	0.00	17,250.00	0.00
Interest	09/14/2020	4581X0CZ9	800,000.00	Inter-American Dev Bank Note 1.75% Due 9/14/2022	0.000		7,000.00	0.00	7,000.00	0.00
Interest	09/15/2020	68389XBK0	804,000.00	Oracle Corp Callable Note Cont 8/15/2021 1.9% Due 9/15/2021	0.000		7,638.00	0.00	7,638.00	0.00
Interest	09/30/2020	912828L57	1,240,000.00	US Treasury Note 1.75% Due 9/30/2022	0.000		10,850.00	0.00	10,850.00	0.00
Interest	09/30/2020	912828T34	1,300,000.00	US Treasury Note 1.125% Due 9/30/2021	0.000		7,312.50	0.00	7,312.50	0.00
Subtotal			14,534,000.00				180,756.75	0.00	180,756.75	0.00
Dividend	09/02/2020	316175884	118,228.32	Fidelity Institutional Money Market Fund 696	0.000		1.30	0.00	1.30	0.00
Subtotal			118,228.32				1.30	0.00	1.30	0.00
TOTAL OTHER TRANSACTIONS			14,652,228.32				180,758.05	0.00	180,758.05	0.00

Income Earned

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CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
FIXED INCOME						
00440EAT4	Chubb INA Holdings Inc Callable Note Cont 10/3/2020 2.3% Due 11/03/2020	02/06/2017 02/09/2017 800,000.00	800,090.52 0.00 0.00 800,005.66	6,031.11 0.00 7,564.44 1,533.33	0.00 84.86 (84.86) 1,448.47	1,448.47
02665WCJ8	American Honda Finance Note 3.45% Due 07/14/2023	07/11/2018 07/16/2018 225,000.00	224,776.78 0.00 0.00 224,783.18	1,013.44 0.00 1,660.31 646.87	6.40 0.00 6.40 653.27	653.27
02665WCQ2	American Honda Finance Note 3.625% Due 10/10/2023	Various Various 750,000.00	755,174.16 0.00 0.00 755,037.27	10,648.43 0.00 12,914.06 2,265.63	7.41 144.30 (136.89) 2,128.74	2,128.74
037833AK6	Apple Inc Note 2.4% Due 05/03/2023	Various Various 900,000.00	882,622.85 0.00 0.00 883,158.08	7,080.00 0.00 8,880.00 1,800.00	535.23 0.00 535.23 2,335.23	2,335.23
06051GHF9	Bank of America Corp Callable Note 1X 3/5/2023 3.55% Due 03/05/2024	Various Various 1,100,000.00	1,111,467.68 0.00 0.00 1,111,199.11	19,091.11 19,525.00 2,820.28 3,254.17	0.00 268.57 (268.57) 2,985.60	2,985.60
06406RAG2	Bank of NY Mellon Corp Note 3.5% Due 04/28/2023	05/16/2019 05/20/2019 800,000.00	814,308.07 0.00 0.00 813,865.10	9,566.67 0.00 11,900.00 2,333.33	0.00 442.97 (442.97) 1,890.36	1,890.36
06406RAJ6	Bank of NY Mellon Corp Note 3.45% Due 08/11/2023	05/16/2019 05/20/2019 250,000.00	254,573.54 0.00 0.00 254,445.79	479.17 0.00 1,197.92 718.75	0.00 127.75 (127.75) 591.00	591.00
13063DRK6	California St Taxable GO 2.4% Due 10/01/2024	10/16/2019 10/24/2019 900,000.00	917,086.17 0.00 0.00 916,742.38	9,000.00 0.00 10,800.00 1,800.00	0.00 343.79 (343.79) 1,456.21	1,456.21
14913Q3B3	Caterpillar Finl Service Note 2.15% Due 11/08/2024	01/28/2020 01/30/2020 1,100,000.00	1,110,319.00 0.00 0.00 1,110,116.53	7,423.47 0.00 9,394.31 1,970.84	0.00 202.47 (202.47) 1,768.37	1,768.37

Income Earned

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24422ESL4	John Deere Capital Corp Note 2.8% Due 03/04/2021	05/24/2017 05/30/2017 315,000.00	316,026.32 0.00 0.00 315,858.99	4,336.50 4,410.00 661.50 735.00	0.00 167.33 (167.33) 567.67	567.67
24422ETG4	John Deere Capital Corp Note 2.8% Due 03/06/2023	Various Various 650,000.00	643,493.94 0.00 0.00 643,707.02	8,847.22 9,100.00 1,263.89 1,516.67	217.64 4.56 213.08 1,729.75	1,729.75
30231GAV4	Exxon Mobil Corp Callable Note Cont 2/1/2021 2.222% Due 03/01/2021	Various Various 875,000.00	876,035.24 0.00 0.00 875,863.66	9,721.25 9,721.25 1,620.21 1,620.21	0.00 171.58 (171.58) 1,448.63	1,448.63
3130A0F70	FHLB Note 3.375% Due 12/08/2023	Various Various 1,075,000.00	1,095,706.24 0.00 0.00 1,095,185.55	8,364.84 0.00 11,388.28 3,023.44	0.00 520.69 (520.69) 2,502.75	2,502.75
3130A1XJ2	FHLB Note 2.875% Due 06/14/2024	06/18/2019 06/19/2019 1,500,000.00	1,549,219.68 0.00 0.00 1,548,151.23	9,223.96 0.00 12,817.70 3,593.74	0.00 1,068.45 (1,068.45) 2,525.29	2,525.29
3130A2UW4	FHLB Note 2.875% Due 09/13/2024	09/13/2019 09/16/2019 1,200,000.00	1,250,091.69 0.00 0.00 1,249,071.49	16,100.00 17,250.00 1,725.00 2,875.00	0.00 1,020.20 (1,020.20) 1,854.80	1,854.80
3130A3KM5	FHLB Note 2.5% Due 12/09/2022	08/28/2018 08/29/2018 775,000.00	769,594.66 0.00 0.00 769,790.27	4,413.19 0.00 6,027.78 1,614.59	195.61 0.00 195.61 1,810.20	1,810.20
3130A7CV5	FHLB Note Due 02/18/2021	02/17/2016 02/18/2016 0.00	439,834.60 0.00 439,857.95 0.00	218.47 621.81 0.00 403.34	23.35 0.00 23.35 426.69	426.69
3130A8QS5	FHLB Note 1.125% Due 07/14/2021	10/04/2016 10/06/2016 1,285,000.00	1,282,846.16 0.00 0.00 1,283,050.64	1,887.34 0.00 3,092.03 1,204.69	204.48 0.00 204.48 1,409.17	1,409.17

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3130AB3H7	FHLB Note 2.375% Due 03/08/2024	04/29/2019 04/30/2019 1,500,000.00	1,500,076.00 0.00 0.00 1,500,074.22	17,119.79 17,812.50 2,276.04 2,968.75	0.00 1.78 (1.78) 2,966.97	2,966.97
3130AF5B9	FHLB Note 3% Due 10/12/2021	11/29/2018 11/30/2018 1,350,000.00	1,351,319.21 0.00 0.00 1,351,221.73	15,637.50 0.00 19,012.50 3,375.00	0.00 97.48 (97.48) 3,277.52	3,277.52
313383YJ4	FHLB Note 3.375% Due 09/08/2023	10/29/2018 10/31/2018 1,200,000.00	1,209,793.07 0.00 0.00 1,209,526.47	19,462.50 20,250.00 2,587.50 3,375.00	0.00 266.60 (266.60) 3,108.40	3,108.40
3135G03U5	FNMA Note 0.625% Due 04/22/2025	04/22/2020 04/24/2020 1,510,000.00	1,507,111.10 0.00 0.00 1,507,162.26	3,329.34 0.00 4,115.80 786.46	51.16 0.00 51.16 837.62	837.62
3135G04Q3	FNMA Note 0.25% Due 05/22/2023	05/20/2020 05/22/2020 1,645,000.00	1,640,509.78 0.00 0.00 1,640,645.44	1,130.94 0.00 1,473.65 342.71	135.66 0.00 135.66 478.37	478.37
3135G04Z3	FNMA Note 0.5% Due 06/17/2025	06/17/2020 06/19/2020 950,000.00	948,113.28 0.00 0.00 948,145.63	950.00 0.00 1,345.83 395.83	32.35 0.00 32.35 428.18	428.18
3135G05G4	FNMA Note 0.25% Due 07/10/2023	07/08/2020 07/10/2020 1,365,000.00	1,362,207.30 0.00 0.00 1,362,287.70	483.44 0.00 767.81 284.37	80.40 0.00 80.40 364.77	364.77
3135G0J20	FNMA Note Due 02/26/2021	Various Various 0.00	539,785.54 0.00 539,814.46 0.00	103.13 598.13 0.00 495.00	28.92 0.00 28.92 523.92	523.92
3135G0K69	FNMA Note Due 05/06/2021	05/27/2016 05/31/2016 0.00	399,413.56 0.00 399,470.55 0.00	1,597.22 1,930.56 0.00 333.34	56.99 0.00 56.99 390.33	390.33

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3135G0N82	FNMA Note 1.25% Due 08/17/2021	Various Various 1,285,000.00	1,284,470.34 0.00 0.00 1,284,515.74	624.65 0.00 1,963.20 1,338.55	45.40 0.00 45.40 1,383.95	1,383.95
3135G0S38	FNMA Note 2% Due 01/05/2022	04/25/2017 04/27/2017 1,350,000.00	1,351,411.55 0.00 0.00 1,351,325.31	4,200.00 0.00 6,450.00 2,250.00	0.00 86.24 (86.24) 2,163.76	2,163.76
3135G0T45	FNMA Note 1.875% Due 04/05/2022	06/19/2017 06/20/2017 1,315,000.00	1,314,934.08 0.00 0.00 1,314,937.48	9,999.48 0.00 12,054.17 2,054.69	3.40 0.00 3.40 2,058.09	2,058.09
3135G0T94	FNMA Note 2.375% Due 01/19/2023	03/14/2018 03/16/2018 1,000,000.00	992,204.41 0.00 0.00 992,473.22	2,770.83 0.00 4,750.00 1,979.17	268.81 0.00 268.81 2,247.98	2,247.98
3135G0U35	FNMA Note 2.75% Due 06/22/2021	06/28/2018 06/29/2018 450,000.00	500,199.78 0.00 50,018.35 450,161.45	2,635.42 355.21 3,403.13 1,122.92	0.00 19.98 (19.98) 1,102.94	1,102.94
3135G0U43	FNMA Note 2.875% Due 09/12/2023	06/21/2019 06/24/2019 1,500,000.00	1,542,922.99 0.00 0.00 1,541,758.72	20,244.79 21,562.50 2,276.04 3,593.75	0.00 1,164.27 (1,164.27) 2,429.48	2,429.48
3135G0W66	FNMA Note 1.625% Due 10/15/2024	Various Various 1,755,000.00	1,764,319.77 0.00 0.00 1,764,133.98	10,773.75 0.00 13,150.32 2,376.57	15.61 201.40 (185.79) 2,190.78	2,190.78
3135G0X24	FNMA Note 1.625% Due 01/07/2025	Various Various 1,875,000.00	1,886,980.75 0.00 0.00 1,886,754.56	4,570.31 0.00 7,109.38 2,539.07	30.17 256.36 (226.19) 2,312.88	2,312.88
3137EAEC9	FHLMC Note 1.125% Due 08/12/2021	08/30/2016 08/31/2016 1,250,000.00	1,247,658.79 0.00 0.00 1,247,862.38	742.19 0.00 1,914.06 1,171.87	203.59 0.00 203.59 1,375.46	1,375.46

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3137EAEN5	FHLMC Note 2.75% Due 06/19/2023	07/20/2018 07/23/2018 1,200,000.00	1,196,567.80 0.00 0.00 1,196,668.65	6,600.00 0.00 9,350.00 2,750.00	100.85 0.00 100.85 2,850.85	2,850.85
3137EAEP0	FHLMC Note 1.5% Due 02/12/2025	02/13/2020 02/14/2020 1,920,000.00	1,918,683.62 0.00 0.00 1,918,707.92	1,520.00 0.00 3,920.00 2,400.00	24.30 0.00 24.30 2,424.30	2,424.30
3137EAER6	FHLMC Note 0.375% Due 05/05/2023	05/05/2020 05/07/2020 1,660,000.00	1,659,377.43 0.00 0.00 1,659,396.57	1,971.25 0.00 2,490.00 518.75	19.14 0.00 19.14 537.89	537.89
3137EAEU9	FHLMC Note 0.375% Due 07/21/2025	07/21/2020 07/23/2020 1,015,000.00	1,010,056.15 0.00 0.00 1,010,139.29	401.77 0.00 718.96 317.19	83.14 0.00 83.14 400.33	400.33
3137EAEV7	FHLMC Note 0.25% Due 08/24/2023	08/19/2020 08/21/2020 1,025,000.00	1,023,964.97 0.00 0.00 1,023,993.54	71.18 0.00 284.72 213.54	28.57 0.00 28.57 242.11	242.11
3137EAEX3	FHLMC Note 0.375% Due 09/23/2025	09/23/2020 09/25/2020 1,100,000.00	0.00 1,096,689.00 0.00 1,096,699.89	0.00 0.00 68.75 68.75	10.89 0.00 10.89 79.64	79.64
369550BE7	General Dynamics Corp Note 3% Due 05/11/2021	05/08/2018 05/11/2018 410,000.00	409,344.82 0.00 0.00 409,422.82	3,758.33 0.00 4,783.33 1,025.00	78.00 0.00 78.00 1,103.00	1,103.00
404280BS7	HSBC Holdings PLC Callable Note 1X 5/18/2023 3.95% Due 05/18/2024	Various Various 1,100,000.00	1,145,537.43 0.00 0.00 1,144,529.23	12,431.53 0.00 16,052.36 3,620.83	0.00 1,008.20 (1,008.20) 2,612.63	2,612.63
43811BAC8	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 08/16/2021	04/27/2018 04/30/2018 28,397.92	43,050.03 0.00 14,847.00 28,280.94	32.29 60.54 21.20 49.45	77.91 0.00 77.91 127.36	127.36

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43813DAC2	Honda Auto Receivables 2020-2 A3 0.82% Due 07/15/2024	05/18/2020 05/27/2020 280,000.00	279,979.38 0.00 0.00 279,979.81	102.04 191.33 102.04 191.33	0.43 0.00 0.43 191.76	191.76
43813KAC6	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	09/22/2020 09/29/2020 465,000.00	0.00 464,931.69 0.00 464,931.81	0.00 0.00 9.56 9.56	0.12 0.00 0.12 9.68	9.68
43815HAC1	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 08/22/2022	08/21/2018 08/28/2018 304,947.67	334,506.01 0.00 29,581.05 304,927.83	274.13 822.38 249.89 798.14	2.87 0.00 2.87 801.01	801.01
43815NAC8	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 08/15/2023	08/20/2019 08/27/2019 545,000.00	544,996.98 0.00 0.00 544,997.11	431.16 808.42 431.16 808.42	0.13 0.00 0.13 808.55	808.55
44932HAC7	IBM Credit Corp Note 2.2% Due 09/08/2022	Various Various 950,000.00	941,792.25 0.00 0.00 942,126.35	10,043.62 10,450.00 1,335.28 1,741.66	334.10 0.00 334.10 2,075.76	2,075.76
4581X0CW6	Inter-American Dev Bank Note 2.125% Due 01/18/2022	01/10/2017 01/18/2017 1,275,000.00	1,274,567.14 0.00 0.00 1,274,592.91	3,236.20 0.00 5,494.01 2,257.81	25.77 0.00 25.77 2,283.58	2,283.58
4581X0CZ9	Inter-American Dev Bank Note 1.75% Due 09/14/2022	Various Various 800,000.00	790,085.47 0.00 0.00 790,485.79	6,494.44 7,000.00 661.12 1,166.68	400.32 0.00 400.32 1,567.00	1,567.00
45950KCM0	International Finance Corp Note 2.25% Due 01/25/2021	01/18/2018 01/25/2018 410,000.00	409,839.43 0.00 0.00 409,872.42	922.50 0.00 1,691.25 768.75	32.99 0.00 32.99 801.74	801.74
477870AC3	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	07/16/2019 07/24/2019 280,000.00	279,955.56 0.00 0.00 279,956.67	275.02 515.67 275.02 515.67	1.11 0.00 1.11 516.78	516.78

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47787NAC3	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	07/14/2020 07/22/2020 215,000.00	214,968.29 0.00 0.00 214,969.06	118.79 161.43 48.73 91.37	0.77 0.00 0.77 92.14	92.14
47788BAD6	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	07/11/2017 07/18/2017 3,717.10	7,352.42 0.00 3,635.46 3,717.03	5.95 11.15 3.01 8.21	0.07 0.00 0.07 8.28	8.28
47788CAC6	John Deere Owner Trust 2018-A A3 2.66% Due 04/18/2022	02/21/2018 02/28/2018 54,074.27	63,201.16 0.00 9,128.68 54,072.82	74.72 140.10 63.93 129.31	0.34 0.00 0.34 129.65	129.65
47788EAC2	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	07/18/2018 07/25/2018 360,357.50	388,466.56 0.00 28,124.12 360,344.05	531.79 997.10 493.29 958.60	1.61 0.00 1.61 960.21	960.21
47789JAD8	John Deere Owner Trust 2019-A A3 2.91% Due 07/17/2023	06/24/2020 06/26/2020 650,000.00	666,062.00 0.00 0.00 664,962.86	840.67 1,576.25 840.67 1,576.25	0.00 1,099.14 (1,099.14) 477.11	477.11
47789KAC7	John Deere Owner Trust 2020-A A3 1.1% Due 08/15/2024	03/04/2020 03/11/2020 460,000.00	459,974.91 0.00 0.00 459,975.43	224.89 421.67 224.89 421.67	0.52 0.00 0.52 422.19	422.19
48128BAB7	JP Morgan Chase & Co Callable Note 1X 1/15/2022 2.972% Due 01/15/2023	Various Various 925,000.00	922,211.63 0.00 0.00 922,305.24	3,512.74 0.00 5,803.66 2,290.92	100.69 7.08 93.61 2,384.53	2,384.53
58769EAC2	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	09/15/2020 09/23/2020 280,000.00	0.00 279,985.80 0.00 279,985.93	0.00 0.00 24.89 24.89	0.13 0.00 0.13 25.02	25.02
594918BG8	Microsoft Callable Note Cont. 10/3/2020 2% Due 11/03/2020	10/29/2015 11/03/2015 325,000.00	324,991.03 0.00 0.00 324,995.30	2,130.56 0.00 2,672.22 541.66	4.27 0.00 4.27 545.93	545.93

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594918BP8	Microsoft Callable Note Cont 7/8/2021 1.55% Due 08/08/2021	Various 08/08/2016 590,000.00	589,869.07 0.00 0.00 589,880.59	584.27 0.00 1,346.35 762.08	11.52 0.00 11.52 773.60	773.60
654747AD6	Nissan Auto Receivables Trust 2017-A A3 Due 08/16/2021	12/27/2017 12/29/2017 0.00	9,788.52 0.00 9,804.95 0.00	7.11 14.21 0.00 7.10	16.43 0.00 16.43 23.53	23.53
65479JAD5	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 07/15/2024	Various Various 980,000.00	984,419.16 0.00 0.00 984,325.33	840.62 1,576.17 840.62 1,576.17	0.53 94.36 (93.83) 1,482.34	1,482.34
68389XBK0	Oracle Corp Callable Note Cont 8/15/2021 1.9% Due 09/15/2021	11/29/2016 12/02/2016 804,000.00	800,096.92 0.00 0.00 800,405.87	7,043.93 7,638.00 678.93 1,273.00	308.95 0.00 308.95 1,581.95	1,581.95
69353RFE3	PNC Bank Callable Note Cont 6/28/2022 2.45% Due 07/28/2022	07/25/2017 07/28/2017 890,000.00	889,969.51 0.00 0.00 889,970.83	1,998.79 0.00 3,815.88 1,817.09	1.32 0.00 1.32 1,818.41	1,818.41
69371RP59	Paccar Financial Corp Note 3.4% Due 08/09/2023	Various Various 760,000.00	762,519.49 0.00 0.00 762,448.98	1,579.12 0.00 3,732.44 2,153.32	3.77 74.28 (70.51) 2,082.81	2,082.81
69371RQ25	Paccar Financial Corp Note 2.15% Due 08/15/2024	08/08/2019 08/15/2019 195,000.00	194,659.39 0.00 0.00 194,666.47	186.33 0.00 535.71 349.38	7.08 0.00 7.08 356.46	356.46
78015K7C2	Royal Bank of Canada Note 2.25% Due 11/01/2024	Various Various 1,100,000.00	1,101,839.72 0.00 0.00 1,101,803.45	8,250.00 0.00 10,312.50 2,062.50	7.84 44.11 (36.27) 2,026.23	2,026.23
808513AT2	Charles Schwab Corp Callable Note Cont 12/25/2022 2.65% Due 01/25/2023	05/20/2019 05/22/2019 750,000.00	748,714.35 0.00 0.00 748,758.38	1,987.50 0.00 3,643.75 1,656.25	44.03 0.00 44.03 1,700.28	1,700.28

Income Earned

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CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
857477AV5	State Street Bank Note 1.95% Due 05/19/2021	Various Various 940,000.00	937,603.78 0.00 0.00 937,880.27	5,193.50 0.00 6,721.00 1,527.50	276.49 0.00 276.49 1,803.99	1,803.99
89114QCB2	Toronto Dominion Bank Note 3.25% Due 03/11/2024	Various Various 1,100,000.00	1,116,445.40 0.00 0.00 1,116,062.05	16,881.94 17,875.00 1,986.11 2,979.17	0.00 383.35 (383.35) 2,595.82	2,595.82
89236TDP7	Toyota Motor Credit Corp Note 2.6% Due 01/11/2022	Various Various 750,000.00	744,640.34 0.00 0.00 744,963.87	2,708.33 0.00 4,333.33 1,625.00	323.53 0.00 323.53 1,948.53	1,948.53
89238TAD5	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 09/15/2022	07/25/2019 07/29/2019 450,926.74	498,468.85 0.00 44,133.84 453,905.99	651.28 1,221.15 593.22 1,163.09	0.00 429.02 (429.02) 734.07	734.07
90331HPL1	US Bank NA Callable Note Cont 12/21/2024 2.05% Due 01/21/2025	01/16/2020 01/21/2020 955,000.00	953,215.25 0.00 0.00 953,248.65	2,175.28 0.00 3,806.74 1,631.46	33.40 0.00 33.40 1,664.86	1,664.86
9128283D0	US Treasury Note 2.25% Due 10/31/2024	11/07/2019 11/08/2019 1,500,000.00	1,528,367.85 0.00 0.00 1,527,808.32	11,372.28 0.00 14,123.64 2,751.36	0.00 559.53 (559.53) 2,191.83	2,191.83
912828B66	US Treasury Note 2.75% Due 02/15/2024	04/29/2019 04/30/2019 1,500,000.00	1,521,356.35 0.00 0.00 1,520,848.67	1,905.57 0.00 5,268.34 3,362.77	0.00 507.68 (507.68) 2,855.09	2,855.09
912828D56	US Treasury Note 2.375% Due 08/15/2024	03/05/2020 03/06/2020 1,500,000.00	1,598,841.27 0.00 0.00 1,596,787.78	1,645.72 0.00 4,549.93 2,904.21	0.00 2,053.49 (2,053.49) 850.72	850.72
912828F96	US Treasury Note 2% Due 10/31/2021	01/27/2017 01/30/2017 1,025,000.00	1,025,657.97 0.00 0.00 1,025,611.52	6,907.61 0.00 8,578.80 1,671.19	0.00 46.45 (46.45) 1,624.74	1,624.74

Income Earned

As of September 30, 2020



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
912828J43	US Treasury Note 1.75% Due 02/28/2022	03/13/2017 03/15/2017 1,360,000.00	1,352,599.22 0.00 0.00 1,353,006.60	65.75 0.00 2,038.12 1,972.37	407.38 0.00 407.38 2,379.75	2,379.75
912828L24	US Treasury Note 1.875% Due 08/31/2022	09/26/2017 09/27/2017 1,000,000.00	1,000,175.48 0.00 0.00 1,000,168.26	51.80 0.00 1,605.66 1,553.86	0.00 7.22 (7.22) 1,546.64	1,546.64
912828L57	US Treasury Note 1.75% Due 09/30/2022	10/17/2017 10/18/2017 1,240,000.00	1,234,225.11 0.00 0.00 1,234,453.37	9,130.60 10,850.00 59.62 1,779.02	228.26 0.00 228.26 2,007.28	2,007.28
912828N30	US Treasury Note 2.125% Due 12/31/2022	01/25/2018 01/26/2018 1,150,000.00	1,141,547.25 0.00 0.00 1,141,845.23	4,183.59 0.00 6,175.78 1,992.19	297.98 0.00 297.98 2,290.17	2,290.17
912828T34	US Treasury Note 1.125% Due 09/30/2021	11/09/2016 11/10/2016 1,300,000.00	1,295,147.52 0.00 0.00 1,295,517.00	6,153.69 7,312.50 40.18 1,198.99	369.48 0.00 369.48 1,568.47	1,568.47
912828T91	US Treasury Note 1.625% Due 10/31/2023	05/29/2019 05/30/2019 1,500,000.00	1,480,682.02 0.00 0.00 1,481,183.79	8,213.32 0.00 10,200.41 1,987.09	501.77 0.00 501.77 2,488.86	2,488.86
912828V23	US Treasury Note 2.25% Due 12/31/2023	06/21/2019 06/24/2019 1,250,000.00	1,268,089.42 0.00 0.00 1,267,643.13	4,814.88 0.00 7,107.68 2,292.80	0.00 446.29 (446.29) 1,846.51	1,846.51
912828X70	US Treasury Note 2% Due 04/30/2024	06/10/2019 06/11/2019 1,000,000.00	1,002,633.28 0.00 0.00 1,002,574.19	6,739.13 0.00 8,369.57 1,630.44	0.00 59.09 (59.09) 1,571.35	1,571.35
912828XG0	US Treasury Note 2.125% Due 06/30/2022	08/15/2017 08/17/2017 1,100,000.00	1,105,852.70 0.00 0.00 1,105,589.46	4,001.70 0.00 5,907.27 1,905.57	0.00 263.24 (263.24) 1,642.33	1,642.33

Income Earned

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CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
912828XX3	US Treasury Note 2% Due 06/30/2024	12/12/2019 12/13/2019 1,450,000.00	1,463,967.96 0.00 0.00 1,463,668.22	4,964.67 0.00 7,328.80 2,364.13	0.00 299.74 (299.74) 2,064.39	2,064.39
912828ZC7	US Treasury Note 1.125% Due 02/28/2025	03/18/2020 03/19/2020 2,000,000.00	2,028,024.48 0.00 0.00 2,027,512.15	62.15 0.00 1,926.80 1,864.65	0.00 512.33 (512.33) 1,352.32	1,352.32
92290BAA9	Verizon Owner Trust 2020-B A 0.47% Due 02/20/2025	08/04/2020 08/12/2020 650,000.00	649,865.15 0.00 0.00 649,867.63	93.35 330.96 93.35 330.96	2.48 0.00 2.48 333.44	333.44
92348AAA3	Verizon Owner Trust 2019-C A1A 1.94% Due 04/22/2024	10/01/2019 10/08/2019 370,000.00	369,977.13 0.00 0.00 369,977.65	219.33 598.17 219.33 598.17	0.52 0.00 0.52 598.69	598.69
931142EK5	Wal-Mart Stores Callable Note Cont 5/26/2023 3.4% Due 06/26/2023	04/26/2019 04/30/2019 904,000.00	920,607.46 0.00 0.00 920,107.74	5,549.56 0.00 8,110.89 2,561.33	0.00 499.72 (499.72) 2,061.61	2,061.61
			86,066,098.44	431,989.72	6,314.38	
			1,841,606.49	193,709.16	15,055.95	
			1,568,416.41	382,541.83	(8,741.57)	
Total Fixed Income			85,905,421.20	144,261.27	135,519.70	135,519.70

Income Earned

As of September 30, 2020



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
CASH & EQUIVALENT						
316175884	Fidelity Institutional Money Market Fund 696	Various Various 38,684.94	108,507.07 (69,822.13) 0.00 38,684.94	0.00 1.30 0.00 1.30	0.00 0.00 0.00 1.30	1.30
			108,507.07 (69,822.13) 0.00	0.00 1.30 0.00	0.00 0.00 0.00	
Total Cash & Equivalent		38,684.94	38,684.94	1.30	1.30	1.30
			86,174,605.51 1,771,784.36 1,568,416.41 86,369,231.89	431,989.72 193,710.46 382,541.83 144,262.57	6,314.38 15,055.95 (8,741.57) 135,521.00	
TOTAL PORTFOLIO		85,944,106.14				135,521.00

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
10/01/2020	Interest	13063DRK6	900,000.00	California St Taxable GO 2.4% Due 10/1/2024	0.00	10,800.00	10,800.00
10/03/2020	Call	00440EAT4	800,000.00	Chubb INA Holdings Inc Callable Note Cont 10/3/2020 2.3% Due 11/3/2020	800,000.00	7,666.67	807,666.67
10/05/2020	Interest	3135G0T45	1,315,000.00	FNMA Note 1.875% Due 4/5/2022	0.00	12,328.13	12,328.13
10/10/2020	Interest	02665WCQ2	750,000.00	American Honda Finance Note 3.625% Due 10/10/2023	0.00	13,593.75	13,593.75
10/12/2020	Interest	3130AF5B9	1,350,000.00	FHLB Note 3% Due 10/12/2021	0.00	20,250.00	20,250.00
10/15/2020	Interest	3135G0W66	1,755,000.00	FNMA Note 1.625% Due 10/15/2024	0.00	14,259.38	14,259.38
10/15/2020	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,348.32	39.76	2,388.08
10/15/2020	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	6,899.24	515.67	7,414.91
10/15/2020	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	68.44	68.44
10/15/2020	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	17,765.25	1,112.29	18,877.54
10/15/2020	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	5,993.87	191.33	6,185.20
10/15/2020	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	464.83	5.64	470.47
10/15/2020	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,040.70	924.92	13,965.62
10/15/2020	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	0.00	1,576.25	1,576.25
10/15/2020	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	32,219.35	808.42	33,027.77
10/15/2020	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
10/15/2020	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,653.76	119.86	2,773.62
10/15/2020	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,181.78	421.67	9,603.45
10/15/2020	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,244.81	1,576.16	21,820.97
10/18/2020	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	90.80	90.80
10/20/2020	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,009.15	598.17	8,607.32
10/20/2020	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,139.70	254.58	12,394.28
10/21/2020	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	45,232.95	749.66	45,982.61
10/22/2020	Interest	3135G03U5	1,510,000.00	FNMA Note 0.625% Due 4/22/2025	0.00	4,666.32	4,666.32
10/28/2020	Interest	06406RAG2	800,000.00	Bank of NY Mellon Corp Note 3.5% Due 4/28/2023	0.00	14,000.00	14,000.00
10/31/2020	Interest	912828T91	1,500,000.00	US Treasury Note 1.625% Due 10/31/2023	0.00	12,187.50	12,187.50
10/31/2020	Interest	912828F96	1,025,000.00	US Treasury Note 2% Due 10/31/2021	0.00	10,250.00	10,250.00
10/31/2020	Interest	912828X70	1,000,000.00	US Treasury Note 2% Due 4/30/2024	0.00	10,000.00	10,000.00
10/31/2020	Interest	9128283D0	1,500,000.00	US Treasury Note 2.25% Due 10/31/2024	0.00	16,875.00	16,875.00
OCT 2020					976,193.71	156,021.75	1,132,215.46
11/01/2020	Interest	78015K7C2	1,100,000.00	Royal Bank of Canada Note 2.25% Due 11/1/2024	0.00	12,375.00	12,375.00
11/03/2020	Interest	037833AK6	900,000.00	Apple Inc Note 2.4% Due 5/3/2023	0.00	10,800.00	10,800.00
11/03/2020	Maturity	594918BG8	325,000.00	Microsoft Callable Note Cont. 10/3/2020 2% Due 11/3/2020	325,000.00	3,250.00	328,250.00

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
11/05/2020	Interest	3137EAER6	1,660,000.00	FHLMC Note 0.375% Due 5/5/2023	0.00	3,077.92	3,077.92
11/08/2020	Interest	14913Q3B3	1,100,000.00	Caterpillar Finl Service Note 2.15% Due 11/8/2024	0.00	11,825.00	11,825.00
11/11/2020	Interest	369550BE7	410,000.00	General Dynamics Corp Note 3% Due 5/11/2021	0.00	6,150.00	6,150.00
11/15/2020	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	6,913.62	502.96	7,416.58
11/15/2020	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
11/15/2020	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,351.61	36.47	2,388.08
11/15/2020	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
11/15/2020	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	17,851.13	1,068.46	18,919.59
11/15/2020	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,658.96	113.98	2,772.94
11/15/2020	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	28,817.90	1,576.25	30,394.15
11/15/2020	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,290.36	1,543.60	21,833.96
11/15/2020	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	5,997.96	187.24	6,185.20
11/15/2020	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	31,406.94	760.62	32,167.56
11/15/2020	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	435.24	4.93	440.17
11/15/2020	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,103.73	891.45	13,995.18
11/15/2020	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,207.04	413.25	9,620.29
11/18/2020	Interest	404280BS7	1,100,000.00	HSBC Holdings PLC Callable Note 1X 5/18/2023 3.95% Due 5/18/2024	0.00	21,725.00	21,725.00

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
11/18/2020	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
11/19/2020	Interest	857477AV5	940,000.00	State Street Bank Note 1.95% Due 5/19/2021	0.00	9,165.00	9,165.00
11/20/2020	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,027.18	585.22	8,612.40
11/20/2020	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,144.45	249.83	12,394.28
11/21/2020	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	42,480.54	638.47	43,119.01
11/22/2020	Interest	3135G04Q3	1,645,000.00	FNMA Note 0.25% Due 5/22/2023	0.00	2,056.25	2,056.25
NOV 2020					526,686.66	89,324.99	616,011.65
12/08/2020	Interest	3130A0F70	1,075,000.00	FHLB Note 3.375% Due 12/8/2023	0.00	18,140.63	18,140.63
12/09/2020	Interest	3130A3KM5	775,000.00	FHLB Note 2.5% Due 12/9/2022	0.00	9,687.50	9,687.50
12/14/2020	Interest	3130A1XJ2	1,500,000.00	FHLB Note 2.875% Due 6/14/2024	0.00	21,562.51	21,562.51
12/15/2020	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,354.90	33.18	2,388.08
12/15/2020	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	6,928.02	490.23	7,418.25
12/15/2020	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
12/15/2020	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,232.36	404.81	9,637.17
12/15/2020	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	30,592.54	714.04	31,306.58
12/15/2020	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,664.16	108.09	2,772.25
12/15/2020	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
12/15/2020	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,336.00	1,510.97	21,846.97
12/15/2020	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	17,937.40	1,024.43	18,961.83
12/15/2020	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,002.06	183.14	6,185.20
12/15/2020	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	405.59	4.27	409.86
12/15/2020	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,167.07	857.81	14,024.88
12/15/2020	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	28,886.10	1,506.37	30,392.47
12/17/2020	Interest	3135G04Z3	950,000.00	FNMA Note 0.5% Due 6/17/2025	0.00	2,348.61	2,348.61
12/18/2020	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
12/19/2020	Interest	3137EAEN5	1,200,000.00	FHLMC Note 2.75% Due 6/19/2023	0.00	16,500.00	16,500.00
12/20/2020	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,149.21	245.07	12,394.28
12/20/2020	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,045.24	572.24	8,617.48
12/21/2020	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	39,717.95	534.03	40,251.98
12/22/2020	Interest	3135G0U35	450,000.00	FNMA Note 2.75% Due 6/22/2021	0.00	6,187.50	6,187.50
12/26/2020	Interest	931142EK5	904,000.00	Wal-Mart Stores Callable Note Cont 5/26/2023 3.4% Due 6/26/2023	0.00	15,368.00	15,368.00
12/31/2020	Interest	912828V23	1,250,000.00	US Treasury Note 2.25% Due 12/31/2023	0.00	14,062.50	14,062.50
12/31/2020	Interest	912828XG0	1,100,000.00	US Treasury Note 2.125% Due 6/30/2022	0.00	11,687.50	11,687.50
12/31/2020	Interest	912828XX3	1,450,000.00	US Treasury Note 2% Due 6/30/2024	0.00	14,500.00	14,500.00

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
12/31/2020	Interest	912828N30	1,150,000.00	US Treasury Note 2.125% Due 12/31/2022	0.00	12,218.75	12,218.75
DEC 2020					198,418.60	150,780.27	349,198.87
01/05/2021	Interest	3135G0S38	1,350,000.00	FNMA Note 2% Due 1/5/2022	0.00	13,500.00	13,500.00
01/07/2021	Interest	3135G0X24	1,875,000.00	FNMA Note 1.625% Due 1/7/2025	0.00	15,234.38	15,234.38
01/10/2021	Interest	3135G05G4	1,365,000.00	FNMA Note 0.25% Due 7/10/2023	0.00	1,706.25	1,706.25
01/11/2021	Interest	89236TDP7	750,000.00	Toyota Motor Credit Corp Note 2.6% Due 1/11/2022	0.00	9,750.00	9,750.00
01/14/2021	Interest	02665WCJ8	225,000.00	American Honda Finance Note 3.45% Due 7/14/2023	0.00	3,881.25	3,881.25
01/14/2021	Interest	3130A8QS5	1,285,000.00	FHLB Note 1.125% Due 7/14/2021	0.00	7,228.13	7,228.13
01/15/2021	Interest	48128BAB7	925,000.00	JP Morgan Chase & Co Callable Note 1X 1/15/2022 2.972% Due 1/15/2023	0.00	13,745.50	13,745.50
01/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	29,776.18	668.66	30,444.84
01/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	375.87	3.66	379.53
01/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,669.38	102.18	2,771.56
01/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,230.70	824.02	14,054.72
01/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,006.16	179.04	6,185.20
01/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	6,942.45	477.47	7,419.92
01/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,257.74	396.35	9,654.09
01/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	28,954.47	1,436.32	30,390.79

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01/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
01/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,358.20	29.88	2,388.08
01/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
01/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,381.77	1,478.26	21,860.03
01/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,024.10	980.19	19,004.29
01/18/2021	Interest	4581X0CW6	1,275,000.00	Inter-American Dev Bank Note 2.125% Due 1/18/2022	0.00	13,546.88	13,546.88
01/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
01/19/2021	Interest	3135G0T94	1,000,000.00	FNMA Note 2.375% Due 1/19/2023	0.00	11,875.00	11,875.00
01/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,153.97	240.31	12,394.28
01/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,063.35	559.23	8,622.58
01/21/2021	Interest	3137EAEU9	1,015,000.00	FHLMC Note 0.375% Due 7/21/2025	0.00	1,881.98	1,881.98
01/21/2021	Interest	90331HPL1	955,000.00	US Bank NA Callable Note Cont 12/21/2024 2.05% Due 1/21/2025	0.00	9,788.75	9,788.75
01/21/2021	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	36,945.13	436.39	37,381.52
01/25/2021	Interest	808513AT2	750,000.00	Charles Schwab Corp Callable Note Cont 12/25/2022 2.65% Due 1/25/2023	0.00	9,937.50	9,937.50
01/25/2021	Maturity	45950KCM0	410,000.00	International Finance Corp Note 2.25% Due 1/25/2021	410,000.00	4,612.50	414,612.50
01/28/2021	Interest	69353RFE3	890,000.00	PNC Bank Callable Note Cont 6/28/2022 2.45% Due 7/28/2022	0.00	10,902.50	10,902.50
JAN 2021					605,139.47	135,730.67	740,870.14

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
02/08/2021	Interest	594918BP8	590,000.00	Microsoft Callable Note Cont 7/8/2021 1.55% Due 8/8/2021	0.00	4,572.50	4,572.50
02/09/2021	Interest	69371RP59	760,000.00	Paccar Financial Corp Note 3.4% Due 8/9/2023	0.00	12,920.00	12,920.00
02/11/2021	Interest	06406RAJ6	250,000.00	Bank of NY Mellon Corp Note 3.45% Due 8/11/2023	0.00	4,312.50	4,312.50
02/12/2021	Interest	3137EAEPO	1,920,000.00	FHLMC Note 1.5% Due 2/12/2025	0.00	14,400.00	14,400.00
02/12/2021	Interest	3137EAEC9	1,250,000.00	FHLMC Note 1.125% Due 8/12/2021	0.00	7,031.25	7,031.25
02/15/2021	Interest	912828B66	1,500,000.00	US Treasury Note 2.75% Due 2/15/2024	0.00	20,625.00	20,625.00
02/15/2021	Interest	69371RQ25	195,000.00	Paccar Financial Corp Note 2.15% Due 8/15/2024	0.00	2,096.25	2,096.25
02/15/2021	Interest	912828D56	1,500,000.00	US Treasury Note 2.375% Due 8/15/2024	0.00	17,812.50	17,812.50
02/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	28,957.83	624.49	29,582.32
02/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,674.60	96.27	2,770.87
02/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,023.00	1,366.10	30,389.10
02/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,010.27	174.93	6,185.20
02/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	346.09	3.09	349.18
02/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,294.65	790.06	14,084.71
02/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,283.21	387.86	9,671.07
02/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,111.21	935.73	19,046.94
02/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,361.50	26.58	2,388.08

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02/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
02/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,427.63	1,445.48	21,873.11
02/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	6,956.92	464.68	7,421.60
02/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
02/17/2021	Interest	3135G0N82	1,285,000.00	FNMA Note 1.25% Due 8/17/2021	0.00	8,031.25	8,031.25
02/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
02/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,158.73	235.55	12,394.28
02/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,081.48	546.20	8,627.68
02/21/2021	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	34,162.06	345.57	34,507.63
02/24/2021	Interest	3137EAEV7	1,025,000.00	FHLMC Note 0.25% Due 8/24/2023	0.00	1,302.60	1,302.60
02/28/2021	Interest	912828ZC7	2,000,000.00	US Treasury Note 1.125% Due 2/28/2025	0.00	11,250.00	11,250.00
02/28/2021	Interest	912828L24	1,000,000.00	US Treasury Note 1.875% Due 8/31/2022	0.00	9,375.00	9,375.00
02/28/2021	Interest	912828J43	1,360,000.00	US Treasury Note 1.75% Due 2/28/2022	0.00	11,900.00	11,900.00
FEB 2021					191,849.18	133,399.53	325,248.71
03/01/2021	Maturity	30231GAV4	875,000.00	Exxon Mobil Corp Callable Note Cont 2/1/2021 2.222% Due 3/1/2021	875,000.00	9,721.25	884,721.25
03/04/2021	Maturity	24422ESL4	315,000.00	John Deere Capital Corp Note 2.8% Due 3/4/2021	315,000.00	4,410.00	319,410.00
03/05/2021	Interest	06051GHF9	1,100,000.00	Bank of America Corp Callable Note 1X 3/5/2023 3.55% Due 3/5/2024	0.00	19,525.00	19,525.00

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03/06/2021	Interest	24422ETG4	650,000.00	John Deere Capital Corp Note 2.8% Due 3/6/2023	0.00	9,100.00	9,100.00
03/08/2021	Interest	3130AB3H7	1,500,000.00	FHLB Note 2.375% Due 3/8/2024	0.00	17,812.50	17,812.50
03/08/2021	Interest	313383YJ4	1,200,000.00	FHLB Note 3.375% Due 9/8/2023	0.00	20,250.00	20,250.00
03/08/2021	Interest	44932HAC7	950,000.00	IBM Credit Corp Note 2.2% Due 9/8/2022	0.00	10,450.00	10,450.00
03/11/2021	Interest	89114QCB2	1,100,000.00	Toronto Dominion Bank Note 3.25% Due 3/11/2024	0.00	17,875.00	17,875.00
03/12/2021	Interest	3135G0U43	1,500,000.00	FNMA Note 2.875% Due 9/12/2023	0.00	21,562.50	21,562.50
03/13/2021	Interest	3130A2UW4	1,200,000.00	FHLB Note 2.875% Due 9/13/2024	0.00	17,250.00	17,250.00
03/14/2021	Interest	4581X0CZ9	800,000.00	Inter-American Dev Bank Note 1.75% Due 9/14/2022	0.00	7,000.00	7,000.00
03/15/2021	Interest	68389XBK0	804,000.00	Oracle Corp Callable Note Cont 8/15/2021 1.9% Due 9/15/2021	0.00	7,638.00	7,638.00
03/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,198.76	891.05	19,089.81
03/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	6,971.41	451.87	7,423.28
03/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,091.68	1,295.72	30,387.40
03/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
03/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,014.37	170.83	6,185.20
03/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,308.74	379.35	9,688.09
03/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	28,137.49	581.54	28,719.03
03/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
03/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,679.84	90.34	2,770.18
03/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,364.81	23.27	2,388.08
03/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	316.26	2.56	318.82
03/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,358.91	755.94	14,114.85
03/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,473.58	1,412.63	21,886.21
03/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
03/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,099.67	533.13	8,632.80
03/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,163.49	230.79	12,394.28
03/21/2021	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	31,368.70	261.59	31,630.29
03/23/2021	Interest	3137EAEX3	1,100,000.00	FHLMC Note 0.375% Due 9/23/2025	0.00	2,039.58	2,039.58
03/31/2021	Interest	912828L57	1,240,000.00	US Treasury Note 1.75% Due 9/30/2022	0.00	10,850.00	10,850.00
03/31/2021	Interest	912828T34	1,300,000.00	US Treasury Note 1.125% Due 9/30/2021	0.00	7,312.50	7,312.50
MAR 2021					1,378,547.71	190,205.03	1,568,752.74
04/01/2021	Interest	13063DRK6	900,000.00	California St Taxable GO 2.4% Due 10/1/2024	0.00	10,800.00	10,800.00
04/05/2021	Interest	3135G0T45	1,315,000.00	FNMA Note 1.875% Due 4/5/2022	0.00	12,328.13	12,328.13
04/10/2021	Interest	02665WCQ2	750,000.00	American Honda Finance Note 3.625% Due 10/10/2023	0.00	13,593.75	13,593.75
04/12/2021	Interest	3130AF5B9	1,350,000.00	FHLB Note 3% Due 10/12/2021	0.00	20,250.00	20,250.00

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04/15/2021	Interest	3135G0W66	1,755,000.00	FNMA Note 1.625% Due 10/15/2024	0.00	14,259.38	14,259.38
04/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	6,985.93	439.03	7,424.96
04/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
04/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,286.72	846.16	19,132.88
04/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,160.53	1,225.18	30,385.71
04/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,018.48	166.72	6,185.20
04/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	27,315.17	539.80	27,854.97
04/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	286.36	2.08	288.44
04/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,685.09	84.40	2,769.49
04/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,423.48	721.65	14,145.13
04/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,334.33	370.82	9,705.15
04/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,368.12	19.96	2,388.08
04/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
04/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,519.65	1,379.70	21,899.35
04/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
04/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,117.89	520.04	8,637.93
04/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,168.25	226.03	12,394.28

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04/21/2021	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	28,565.02	184.47	28,749.49
04/22/2021	Interest	3135G03U5	1,510,000.00	FNMA Note 0.625% Due 4/22/2025	0.00	4,718.75	4,718.75
04/28/2021	Interest	06406RAG2	800,000.00	Bank of NY Mellon Corp Note 3.5% Due 4/28/2023	0.00	14,000.00	14,000.00
04/30/2021	Interest	9128283D0	1,500,000.00	US Treasury Note 2.25% Due 10/31/2024	0.00	16,875.00	16,875.00
04/30/2021	Interest	912828F96	1,025,000.00	US Treasury Note 2% Due 10/31/2021	0.00	10,250.00	10,250.00
04/30/2021	Interest	912828T91	1,500,000.00	US Treasury Note 1.625% Due 10/31/2023	0.00	12,187.50	12,187.50
04/30/2021	Interest	912828X70	1,000,000.00	US Treasury Note 2% Due 4/30/2024	0.00	10,000.00	10,000.00
APR 2021					185,235.02	146,316.64	331,551.66
05/01/2021	Interest	78015K7C2	1,100,000.00	Royal Bank of Canada Note 2.25% Due 11/1/2024	0.00	12,375.00	12,375.00
05/03/2021	Interest	037833AK6	900,000.00	Apple Inc Note 2.4% Due 5/3/2023	0.00	10,800.00	10,800.00
05/05/2021	Interest	3137EAER6	1,660,000.00	FHLMC Note 0.375% Due 5/5/2023	0.00	3,112.50	3,112.50
05/08/2021	Interest	14913Q3B3	1,100,000.00	Caterpillar Finl Service Note 2.15% Due 11/8/2024	0.00	11,825.00	11,825.00
05/11/2021	Maturity	369550BE7	410,000.00	General Dynamics Corp Note 3% Due 5/11/2021	410,000.00	6,150.00	416,150.00
05/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,022.60	162.60	6,185.20
05/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	7,000.48	426.17	7,426.65
05/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,360.00	362.26	9,722.26
05/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,690.36	78.44	2,768.80

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
05/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,488.36	687.19	14,175.55
05/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,371.43	16.65	2,388.08
05/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
05/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,565.81	1,346.70	21,912.51
05/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,375.10	801.06	19,176.16
05/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,229.55	1,154.46	30,384.01
05/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
05/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	26,490.86	499.28	26,990.14
05/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	256.40	1.65	258.05
05/18/2021	Interest	404280BS7	1,100,000.00	HSBC Holdings PLC Callable Note 1X 5/18/2023 3.95% Due 5/18/2024	0.00	21,725.00	21,725.00
05/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
05/19/2021	Maturity	857477AV5	940,000.00	State Street Bank Note 1.95% Due 5/19/2021	940,000.00	9,165.00	949,165.00
05/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,136.15	506.92	8,643.07
05/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,173.02	221.26	12,394.28
05/21/2021	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	25,750.99	114.25	25,865.24
05/22/2021	Interest	3135G04Q3	1,645,000.00	FNMA Note 0.25% Due 5/22/2023	0.00	2,056.25	2,056.25
MAY 2021					1,531,911.11	83,915.73	1,615,826.84

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
06/08/2021	Interest	3130A0F70	1,075,000.00	FHLB Note 3.375% Due 12/8/2023	0.00	18,140.63	18,140.63
06/09/2021	Interest	3130A3KM5	775,000.00	FHLB Note 2.5% Due 12/9/2022	0.00	9,687.50	9,687.50
06/14/2021	Interest	3130A1XJ2	1,500,000.00	FHLB Note 2.875% Due 6/14/2024	0.00	21,562.51	21,562.51
06/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,374.75	13.33	2,388.08
06/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
06/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,612.09	1,313.62	21,925.71
06/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,463.91	755.73	19,219.64
06/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,026.71	158.49	6,185.20
06/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	226.38	1.26	227.64
06/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,553.56	652.57	14,206.13
06/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,385.74	353.68	9,739.42
06/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	7,015.07	413.27	7,428.34
06/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
06/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	25,664.54	459.99	26,124.53
06/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,695.62	72.48	2,768.10
06/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,298.72	1,083.58	30,382.30
06/17/2021	Interest	3135G04Z3	950,000.00	FNMA Note 0.5% Due 6/17/2025	0.00	2,375.00	2,375.00

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
06/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
06/19/2021	Interest	3137EAEN5	1,200,000.00	FHLMC Note 2.75% Due 6/19/2023	0.00	16,500.00	16,500.00
06/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,154.46	493.76	8,648.22
06/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,177.79	216.49	12,394.28
06/21/2021	Paydown	43815HAC1	304,947.67	Honda Auto Receivables Trust 2018-3 A3 2.95% Due 8/22/2022	20,724.35	50.95	20,775.30
06/22/2021	Maturity	3135G0U35	450,000.00	FNMA Note 2.75% Due 6/22/2021	450,000.00	6,187.50	456,187.50
06/26/2021	Interest	931142EK5	904,000.00	Wal-Mart Stores Callable Note Cont 5/26/2023 3.4% Due 6/26/2023	0.00	15,368.00	15,368.00
06/30/2021	Interest	912828N30	1,150,000.00	US Treasury Note 2.125% Due 12/31/2022	0.00	12,218.75	12,218.75
06/30/2021	Interest	912828XX3	1,450,000.00	US Treasury Note 2% Due 6/30/2024	0.00	14,500.00	14,500.00
06/30/2021	Interest	912828XG0	1,100,000.00	US Treasury Note 2.125% Due 6/30/2022	0.00	11,687.50	11,687.50
06/30/2021	Interest	912828V23	1,250,000.00	US Treasury Note 2.25% Due 12/31/2023	0.00	14,062.50	14,062.50
JUN 2021					626,373.69	148,657.18	775,030.87
07/05/2021	Interest	3135G0S38	1,350,000.00	FNMA Note 2% Due 1/5/2022	0.00	13,500.00	13,500.00
07/07/2021	Interest	3135G0X24	1,875,000.00	FNMA Note 1.625% Due 1/7/2025	0.00	15,234.38	15,234.38
07/10/2021	Interest	3135G05G4	1,365,000.00	FNMA Note 0.25% Due 7/10/2023	0.00	1,706.25	1,706.25
07/11/2021	Interest	89236TDP7	750,000.00	Toyota Motor Credit Corp Note 2.6% Due 1/11/2022	0.00	9,750.00	9,750.00
07/14/2021	Interest	02665WCJ8	225,000.00	American Honda Finance Note 3.45% Due 7/14/2023	0.00	3,881.25	3,881.25

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07/14/2021	Maturity	3130A8QS5	1,285,000.00	FHLB Note 1.125% Due 7/14/2021	1,285,000.00	7,228.13	1,292,228.13
07/15/2021	Interest	48128BAB7	925,000.00	JP Morgan Chase & Co Callable Note 1X 1/15/2022 2.972% Due 1/15/2023	0.00	13,745.50	13,745.50
07/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,553.15	710.19	19,263.34
07/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	7,029.69	400.35	7,430.04
07/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,368.06	1,012.53	30,380.59
07/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
07/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,378.08	10.00	2,388.08
07/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	196.30	0.92	197.22
07/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,619.06	617.79	14,236.85
07/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,030.83	154.37	6,185.20
07/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,411.55	345.08	9,756.63
07/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,658.47	1,280.47	21,938.94
07/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	24,836.23	421.92	25,258.15
07/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
07/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,700.89	66.51	2,767.40
07/18/2021	Interest	4581X0CW6	1,275,000.00	Inter-American Dev Bank Note 2.125% Due 1/18/2022	0.00	13,546.88	13,546.88
07/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
07/19/2021	Interest	3135G0T94	1,000,000.00	FNMA Note 2.375% Due 1/19/2023	0.00	11,875.00	11,875.00
07/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,172.81	480.58	8,653.39
07/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,182.56	211.72	12,394.28
07/21/2021	Interest	3137EAEU9	1,015,000.00	FHLMC Note 0.375% Due 7/21/2025	0.00	1,903.13	1,903.13
07/21/2021	Interest	90331HPL1	955,000.00	US Bank NA Callable Note Cont 12/21/2024 2.05% Due 1/21/2025	0.00	9,788.75	9,788.75
07/25/2021	Interest	808513AT2	750,000.00	Charles Schwab Corp Callable Note Cont 12/25/2022 2.65% Due 1/25/2023	0.00	9,937.50	9,937.50
07/28/2021	Interest	69353RFE3	890,000.00	PNC Bank Callable Note Cont 6/28/2022 2.45% Due 7/28/2022	0.00	10,902.50	10,902.50
JUL 2021					1,440,137.68	129,039.79	1,569,177.47
08/08/2021	Maturity	594918BP8	590,000.00	Microsoft Callable Note Cont 7/8/2021 1.55% Due 8/8/2021	590,000.00	4,572.50	594,572.50
08/09/2021	Interest	69371RP59	760,000.00	Paccar Financial Corp Note 3.4% Due 8/9/2023	0.00	12,920.00	12,920.00
08/11/2021	Interest	06406RAJ6	250,000.00	Bank of NY Mellon Corp Note 3.45% Due 8/11/2023	0.00	4,312.50	4,312.50
08/12/2021	Interest	3137EAEP0	1,920,000.00	FHLMC Note 1.5% Due 2/12/2025	0.00	14,400.00	14,400.00
08/12/2021	Maturity	3137EAEC9	1,250,000.00	FHLMC Note 1.125% Due 8/12/2021	1,250,000.00	7,031.25	1,257,031.25
08/15/2021	Interest	912828D56	1,500,000.00	US Treasury Note 2.375% Due 8/15/2024	0.00	17,812.50	17,812.50
08/15/2021	Interest	912828B66	1,500,000.00	US Treasury Note 2.75% Due 2/15/2024	0.00	20,625.00	20,625.00
08/15/2021	Interest	69371RQ25	195,000.00	Paccar Financial Corp Note 2.15% Due 8/15/2024	0.00	2,096.25	2,096.25
08/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,034.95	150.25	6,185.20

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
08/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	24,005.91	385.08	24,390.99
08/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	166.15	0.62	166.77
08/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,706.19	60.52	2,766.71
08/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,684.89	582.83	14,267.72
08/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,437.44	336.45	9,773.89
08/15/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,381.41	6.67	2,388.08
08/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,704.94	1,247.25	21,952.19
08/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	7,044.33	387.41	7,431.74
08/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
08/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,642.83	664.42	19,307.25
08/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,437.57	941.31	30,378.88
08/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33
08/16/2021	Paydown	43811BAC8	28,397.92	Honda Auto Receivables Trust 2017-2 A3 1.68% Due 8/16/2021	2,384.75	0.00	2,384.75
08/17/2021	Maturity	3135G0N82	1,285,000.00	FNMA Note 1.25% Due 8/17/2021	1,285,000.00	8,031.25	1,293,031.25
08/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
08/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,191.19	467.37	8,658.56
08/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,187.33	206.95	12,394.28

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08/24/2021	Interest	3137EAEV7	1,025,000.00	FHLMC Note 0.25% Due 8/24/2023	0.00	1,281.25	1,281.25
08/31/2021	Interest	912828J43	1,360,000.00	US Treasury Note 1.75% Due 2/28/2022	0.00	11,900.00	11,900.00
08/31/2021	Interest	912828ZC7	2,000,000.00	US Treasury Note 1.125% Due 2/28/2025	0.00	11,250.00	11,250.00
08/31/2021	Interest	912828L24	1,000,000.00	US Treasury Note 1.875% Due 8/31/2022	0.00	9,375.00	9,375.00
AUG 2021					3,282,009.88	131,372.72	3,413,382.60
09/05/2021	Interest	06051GHF9	1,100,000.00	Bank of America Corp Callable Note 1X 3/5/2023 3.55% Due 3/5/2024	0.00	19,525.00	19,525.00
09/06/2021	Interest	24422ETG4	650,000.00	John Deere Capital Corp Note 2.8% Due 3/6/2023	0.00	9,100.00	9,100.00
09/08/2021	Interest	3130AB3H7	1,500,000.00	FHLB Note 2.375% Due 3/8/2024	0.00	17,812.50	17,812.50
09/08/2021	Interest	44932HAC7	950,000.00	IBM Credit Corp Note 2.2% Due 9/8/2022	0.00	10,450.00	10,450.00
09/08/2021	Interest	313383YJ4	1,200,000.00	FHLB Note 3.375% Due 9/8/2023	0.00	20,250.00	20,250.00
09/11/2021	Interest	89114QCB2	1,100,000.00	Toronto Dominion Bank Note 3.25% Due 3/11/2024	0.00	17,875.00	17,875.00
09/12/2021	Interest	3135G0U43	1,500,000.00	FNMA Note 2.875% Due 9/12/2023	0.00	21,562.50	21,562.50
09/13/2021	Interest	3130A2UW4	1,200,000.00	FHLB Note 2.875% Due 9/13/2024	0.00	17,250.00	17,250.00
09/14/2021	Interest	4581X0CZ9	800,000.00	Inter-American Dev Bank Note 1.75% Due 9/14/2022	0.00	7,000.00	7,000.00
09/15/2021	Maturity	68389XBK0	804,000.00	Oracle Corp Callable Note Cont 8/15/2021 1.9% Due 9/15/2021	804,000.00	7,638.00	811,638.00
09/15/2021	Paydown	47789JAD8	650,000.00	John Deere Owner Trust 2019-A A3 2.91% Due 7/17/2023	29,507.23	869.93	30,377.16
09/15/2021	Paydown	58769EAC2	280,000.00	Mercedes-Benz Auto Lease Trust 2020-B A3 0.4% Due 11/15/2023	0.00	93.33	93.33

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Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
09/15/2021	Paydown	65479JAD5	980,000.00	Nissan Auto Receivables Owner 2019-C A3 1.93% Due 7/15/2024	20,751.53	1,213.95	21,965.48
09/15/2021	Paydown	43815NAC8	545,000.00	Honda Auto Receivables Trust 2019-3 A3 1.78% Due 8/15/2023	23,173.58	349.47	23,523.05
09/15/2021	Paydown	47788BAD6	3,717.10	John Deere Owner Trust 2017-B A3 1.82% Due 10/15/2021	135.94	0.37	136.31
09/15/2021	Paydown	47788CAC6	54,074.27	John Deere Owner Trust 2018-A A3 2.66% Due 4/18/2022	2,711.49	54.52	2,766.01
09/15/2021	Paydown	47788EAC2	360,357.50	John Deere Owner Trust 2018-B A3 3.08% Due 11/15/2022	13,751.03	547.71	14,298.74
09/15/2021	Paydown	43813DAC2	280,000.00	Honda Auto Receivables 2020-2 A3 0.82% Due 7/15/2024	6,039.07	146.13	6,185.20
09/15/2021	Paydown	477870AC3	280,000.00	John Deere Owner Trust 2019-B A3 2.21% Due 12/15/2023	7,059.01	374.43	7,433.44
09/15/2021	Paydown	47789KAC7	460,000.00	John Deere Owner Trust 2020-A A3 1.1% Due 8/15/2024	9,463.39	327.80	9,791.19
09/15/2021	Paydown	47787NAC3	215,000.00	John Deere Owner Trust 2020-B A3 0.51% Due 11/15/2024	0.00	91.38	91.38
09/15/2021	Paydown	89238TAD5	450,926.74	Toyota Auto Receivables Trust 2018-B A3 2.96% Due 9/15/2022	18,732.93	618.44	19,351.37
09/18/2021	Paydown	43813KAC6	465,000.00	Honda Auto Receivables Trust 2020-3 A3 0.37% Due 10/18/2024	0.00	143.38	143.38
09/20/2021	Paydown	92348AAA3	370,000.00	Verizon Owner Trust 2019-C A1A 1.94% Due 4/22/2024	8,209.63	454.12	8,663.75
09/20/2021	Paydown	92290BAA9	650,000.00	Verizon Owner Trust 2020-B A 0.47% Due 2/20/2025	12,192.10	202.18	12,394.28
09/23/2021	Interest	3137EAEX3	1,100,000.00	FHLMC Note 0.375% Due 9/23/2025	0.00	2,062.50	2,062.50
09/30/2021	Interest	912828L57	1,240,000.00	US Treasury Note 1.75% Due 9/30/2022	0.00	10,850.00	10,850.00
09/30/2021	Maturity	912828T34	1,300,000.00	US Treasury Note 1.125% Due 9/30/2021	1,300,000.00	7,312.50	1,307,312.50
SEP 2021					2,255,726.93	174,175.14	2,429,902.07
TOTAL					13,198,229.64	1,668,939.44	14,867,169.08

Book Value Report

As of September 30, 2020



MIG	Book Value	12 Months or Less	13 to 24 Months	25 to 60 Months	Total Holdings
ABS	\$6,399,177.95	\$935,995.73	\$4,133,413.72	\$1,329,768.50	\$6,399,177.95
Agency	\$35,203,841.33	\$4,265,590.21	\$4,017,484.52	\$26,920,766.60	\$35,203,841.33
Corporate	\$21,291,616.48	\$5,054,313.16	\$3,499,366.29	\$12,737,937.03	\$21,291,616.48
Money Market Fund FI	\$38,684.94	\$38,684.94	\$0.00	\$0.00	\$38,684.94
Municipal Bonds	\$916,742.38	\$0.00	\$0.00	\$916,742.38	\$916,742.38
Supranational	\$2,474,951.12	\$409,872.42	\$2,065,078.70	\$0.00	\$2,474,951.12
US Treasury	\$20,044,217.69	\$1,295,517.00	\$5,718,829.21	\$13,029,871.48	\$20,044,217.69
TOTAL	\$86,369,231.89	\$11,999,973.46	\$19,434,172.44	\$54,935,085.99	\$86,369,231.89



Chandler Asset Management, Inc. ("Chandler") is an SEC registered investment adviser. For additional information about our firm, please see our current disclosures (Form ADV). To obtain a copy of our current disclosures, you may contact your client service representative by calling the number on the front of this statement or you may visit our website at www.chandlerasset.com.

Information contained in this monthly statement is confidential and is provided for informational purposes only and should not be construed as specific investment or legal advice. The information contained herein was obtained from sources believed to be reliable as of the date of this statement, but may become outdated or superseded at any time without notice.

Custody: Your qualified custodian bank maintains control of all assets reflected in this statement and we urge you to compare this statement to the one you receive from your qualified custodian. Chandler does not have any authority to withdraw or deposit funds from/to the custodian account.

Valuation: Prices are provided by IDC, an independent pricing source. In the event IDC does not provide a price or if the price provided is not reflective of fair market value, Chandler will obtain pricing from an alternative approved third party pricing source in accordance with our written valuation policy and procedures. Our valuation procedures are also disclosed in Item 5 of our Form ADV Part 2A.

Performance: Performance results are presented gross-of-advisory fees and represent the client's Total Return. The deduction of advisory fees lowers performance results. These results include the reinvestment of dividends and other earnings. Past performance may not be indicative of future results. Therefore, clients should not assume that future performance of any specific investment or investment strategy will be profitable or equal to past performance levels. All investment strategies have the potential for profit or loss. Economic factors, market conditions or changes in investment strategies, contributions or withdrawals may materially alter the performance and results of your portfolio.

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Index returns assume reinvestment of all distributions. Historical performance results for investment indexes generally do not reflect the deduction of transaction and/or custodial charges or the deduction of an investment management fee, the incurrence of which would have the effect of decreasing historical performance results. It is not possible to invest directly in an index.

Ratings: Ratings information have been provided by Moody's, S&P and Fitch through data feeds we believe to be reliable as of the date of this statement, however we cannot guarantee its accuracy.

Security level ratings for U.S. Agency issued mortgage-backed securities ("MBS") reflect the issuer rating because the securities themselves are not rated. The issuing U.S. Agency guarantees the full and timely payment of both principal and interest and carries a AA+/Aaa/AAA by S&P, Moody's and Fitch respectively.



Benchmark Index	Disclosure
ICE BAML 1-5 Yr US Treasury/Agency Index*	<p>The ICE BAML 1-5 Year US Treasury & Agency Index tracks the performance of US dollar denominated US Treasury and nonsubordinated US agency debt issued in the US domestic market. Qualifying securities must have an investment grade rating (based on an average of Moody's, S&P and Fitch). Qualifying securities must have at least one year remaining term to final maturity and less than five years remaining term to final maturity, at least 18 months to maturity at time of issuance, a fixed coupon schedule and a minimum amount outstanding of \$1 billion for sovereigns and \$250 million for agencies. (Index: GVA0. Please visit www.mlindex.ml.com for more information)</p> <p>The ICE BAML US 1-Year Treasury Bill Index is comprised of a single issue purchased at the beginning of the month and held for a full month. At the end of the month that issue is sold and rolled into a newly selected issue. The issue selected at each month-end rebalancing is the outstanding Treasury Bill that matures closest to, but not beyond, three months from the rebalancing date. (Index: GOO3. Please visit www.mlindex.ml.com for more information)</p>
ICE BAML 1-5 Yr US Issuers Corp/Govt Rtd AAA-A Idx	<p>The ICE BAML US Issuers 1-5 Year AAA-A US Corporate & Government Index tracks the performance of US dollar denominated investment grade debt publicly issued in the US domestic market, including US Treasury, US agency, foreign government, supranational and corporate securities. Qualifying securities must issued from US issuers and be rated AAA through A3 (based on an average of Moody's, S&P and Fitch). In addition, qualifying securities must have at least one year remaining term to final maturity and less than five years remaining term to final maturity, at least 18 months to final maturity at point of issuance, a fixed coupon schedule and a minimum amount outstanding of \$1 billion for US Treasuries and \$250 million for all other securities. (Index: GU10. Please visit www.mlindex.ml.com for more information)</p>

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MARKET AND COST RECONCILIATION

	09/30/2020 MARKET	09/30/2020 BOOK VALUE
Beginning Market And Cost	9,373,142.74	8,168,974.36
Investment Activity		
Interest	15,945.91	15,945.91
Dividends	7,177.21	7,177.21
Realized Gain/Loss	101,327.04	101,327.04
Change In Unrealized Gain/Loss	- 308,313.26	.00
Net Accrued Income (Current-Prior)	- 9,305.17	- 9,305.17
Total Investment Activity	- 193,168.27	115,144.99
Plan Expenses		
Trust Fees	- 2,289.59	- 2,289.59
Total Plan Expenses	- 2,289.59	- 2,289.59
Other Activity		
Transfers Out	- 1,952.74	- 1,952.74
Total Other Activity	- 1,952.74	- 1,952.74
Net Change In Market And Cost	- 197,410.60	110,902.66
Ending Market And Cost	9,175,732.14	8,279,877.02

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CASH RECONCILIATION

Beginning Cash	1,149.93
Investment Activity	
Interest	15,945.91
Dividends	7,177.21
Cash Equivalent Purchases	- 340,937.44
Mutual Fund Purchases	- 48,281.61
Cash Equivalent Sales	2,289.59
Mutual Fund Sales	367,974.57
Total Investment Activity	4,168.23
Plan Expenses	
Trust Fees	- 2,289.59
Total Plan Expenses	- 2,289.59
Other Activity	
Transfers Out	- 1,952.74
Total Other Activity	- 1,952.74
Net Change In Cash	- 74.10
Ending Cash	1,075.83

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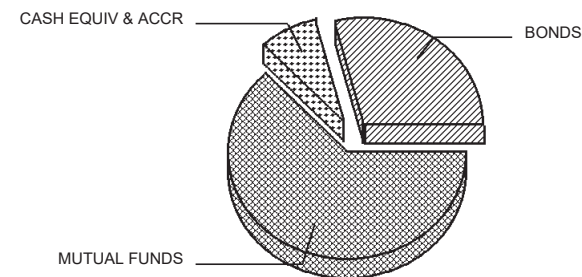
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ASSET SUMMARY

ASSETS	09/30/2020 MARKET	09/30/2020 BOOK VALUE	% OF MARKET
Cash And Equivalents	696,469.10	696,469.10	7.59
Corporate Issues	2,682,905.75	2,591,193.50	29.24
Mutual Funds-Equity	5,172,107.98	4,389,399.49	56.37
Mutual Funds-Fixed Income	608,344.28	586,909.90	6.63
Total Assets	9,159,827.11	8,263,971.99	99.83
Accrued Income	15,905.03	15,905.03	0.17
Grand Total	9,175,732.14	8,279,877.02	100.00

Estimated Annual Income **175,724.57**



ASSET SUMMARY MESSAGES

Estimated Annual Income is an estimate provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. The estimates may not represent the actual value earned by your investments and they provide no guarantee of what your investments may earn in the future.

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ASSET DETAIL

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	BOOK VALUE	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Cash And Equivalents						
Money Markets						
First Am Govt Ob Fd Cl Z 31846V567 Asset Minor Code 1	695,393.270	695,393.27 1.0000	695,393.27	.00 .00	24.87	0.04
Total Money Markets	695,393.270	695,393.27	695,393.27	.00 .00	24.87	0.03
Cash						
Cash		1,075.83	1,075.83			
Total Cash	.000	1,075.83	1,075.83	.00 .00	.00	0.00
Total Cash And Equivalents	695,393.270	696,469.10	696,469.10	.00 .00	24.87	0.03
Corporate Issues						
At T Inc 4.250% 3/01/27 Standard & Poors Rating: BBB Moodys Rating: Baa2 00206RDQ2 Asset Minor Code 28	150,000.000	174,156.00 116.1040	165,376.50	8,779.50 - 1,689.00	531.25	3.66
Apple Inc 2.850% 2/23/23 Standard & Poors Rating: AA+ Moodys Rating: Aa1 037833BU3 Asset Minor Code 28	150,000.000	158,298.00 105.5320	158,403.00	- 105.00 - 472.50	451.25	2.70

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	BOOK VALUE	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Cisco Systems Inc 2.900% 3/04/21 Standard & Poors Rating: AA- Moodys Rating: A1 17275RAP7 Asset Minor Code 28	200,000.000	202,392.00 101.1960	207,884.00	- 5,492.00 - 200.00	435.00	2.87
Coca Cola Co The 2.250% 9/01/26 Standard & Poors Rating: A+ Moodys Rating: A1 191216BZ2 Asset Minor Code 28	150,000.000	162,223.50 108.1490	152,353.50	9,870.00 - 964.50	281.25	2.08
Exxon Mobil Corp 2.709% 3/06/25 Standard & Poors Rating: AA Moodys Rating: Aa1 30231GAF9 Asset Minor Code 28	100,000.000	108,081.00 108.0810	102,857.00	5,224.00 - 338.00	188.13	2.51
Huntington 2.625% 8/06/24 Standard & Poors Rating: BBB+ Moodys Rating: Baa1 446150AQ7 Asset Minor Code 28	50,000.000	53,255.00 106.5100	50,542.50	2,712.50 - 354.50	200.52	2.46
Intercontinental 3.750% 12/01/25 Standard & Poors Rating: BBB+ Moodys Rating: A3 45866FAD6 Asset Minor Code 28	100,000.000	113,341.00 113.3410	104,231.00	9,110.00 - 451.00	1,250.00	3.31
Jp Morgan Chase Co 2.700% 5/18/23 Standard & Poors Rating: A- Moodys Rating: A2 46625HRL6 Asset Minor Code 28	75,000.000	79,202.25 105.6030	74,970.75	4,231.50 - 35.25	748.13	2.56
Kimberly Clark Corp 2.750% 2/15/26 Standard & Poors Rating: A Moodys Rating: A2 494368BU6 Asset Minor Code 28	100,000.000	109,987.00 109.9870	103,111.00	6,876.00 - 326.00	351.39	2.50

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	BOOK VALUE	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Mondelez Int 4.000% 2/01/24 Standard & Poors Rating: BBB Moody's Rating: Baa1 609207AB1 Asset Minor Code 28	100,000.000	110,842.00 110.8420	109,303.00	1,539.00 - 294.00	666.67	3.61
Mondelez 3.625% 2/13/26 Standard & Poors Rating: BBB Moody's Rating: Baa1 609207AR6 Asset Minor Code 28	75,000.000	85,469.25 113.9590	80,224.50	5,244.75 - 179.25	362.50	3.18
Nike Inc 2.375% 11/01/26 Standard & Poors Rating: AA- Moody's Rating: A1 654106AF0 Asset Minor Code 28	150,000.000	163,365.00 108.9100	144,841.00	18,524.00 - 34.50	1,484.38	2.18
Pnc Financial 3.500% 1/23/24 Standard & Poors Rating: A- Moody's Rating: A3 693475AV7 Asset Minor Code 28	100,000.000	108,981.00 108.9810	105,422.00	3,559.00 - 603.00	661.11	3.21
Pepsico Inc 2.750% 4/30/25 Standard & Poors Rating: A+ Moody's Rating: A1 713448CT3 Asset Minor Code 28	75,000.000	81,777.75 109.0370	73,932.75	7,845.00 - 207.75	865.10	2.52
Stryker Corp 3.375% 11/01/25 Standard & Poors Rating: A- Moody's Rating: Baa1 863667AH4 Asset Minor Code 28	100,000.000	111,498.00 111.4980	100,401.00	11,097.00 - 767.00	1,406.25	3.03
Suntrust Banks Inc 2.700% 1/27/22 Standard & Poors Rating: A- Moody's Rating: A3 867914BM4 Asset Minor Code 28	100,000.000	102,926.00 102.9260	100,346.00	2,580.00 - 137.00	480.00	2.62

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	BOOK VALUE	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Verizon 5.150% 9/15/23 Standard & Poors Rating: BBB+ Moodys Rating: Baa1 92343VBR4 Asset Minor Code 28	200,000.000	226,642.00 113.3210	230,048.00	- 3,406.00 - 882.00	457.78	4.54
Visa Inc 2.200% 12/14/20 Standard & Poors Rating: AA- Moodys Rating: Aa3 92826CAB8 Asset Minor Code 28	200,000.000	200,440.00 100.2200	204,764.00	- 4,324.00 - 272.00	1,307.78	2.20
Wells Fargo Mtn 3.300% 9/09/24 Standard & Poors Rating: BBB+ Moodys Rating: A2 94974BGA2 Asset Minor Code 28	100,000.000	108,931.00 108.9310	103,890.00	5,041.00 - 711.00	201.67	3.03
Zimmer Holdings Inc 3.550% 4/01/25 Standard & Poors Rating: BBB Moodys Rating: Baa3 98956PAF9 Asset Minor Code 28	200,000.000	221,098.00 110.5490	218,292.00	2,806.00 - 1,102.00	3,550.00	3.21
Total Corporate Issues	2,475,000.000	2,682,905.75	2,591,193.50	91,712.25 - 10,020.25	15,880.16	2.95

Mutual Funds

Mutual Funds-Equity

Columbia Contrarian Core Fund 19766M709 Asset Minor Code 98	19,829.173	583,175.98 29.4100	452,477.07	130,698.91 - 42,026.25	.00	1.11
Dfa Large Cap Intl Port. 233203868 Asset Minor Code 98	12,761.300	276,792.60 21.6900	260,738.09	16,054.51 - 8,205.46	.00	2.32

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	BOOK VALUE	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Dodge & Cox International Stock Fund 256206103 Asset Minor Code 98	4,886.743	174,456.73 35.7000	171,614.60	2,842.13 - 10,003.33	.00	4.80
Dodge & Cox Stock Fund 256219106 Asset Minor Code 98	2,671.654	444,910.54 166.5300	450,984.73	- 6,074.19 - 17,900.55	.00	2.13
Harbor Capital Appreciaton CI R 411512528 Asset Minor Code 98	2,940.089	305,445.85 103.8900	188,733.34	116,712.51 - 50,152.17	.00	0.11
Hartford Schroders Emerging Markets 41665X859 Asset Minor Code 98	24,359.897	411,925.86 16.9100	332,712.01	79,213.85 - 2,889.67	.00	2.29
Ishares S P 500 Value Etf 464287408 Asset Minor Code 94	1,612.000	181,269.40 112.4500	201,394.85	- 20,125.45 - 6,072.91	.00	2.66
Ishares Russell Mid Cap Etf 464287499 Asset Minor Code 94	6,398.000	367,117.24 57.3800	291,477.95	75,639.29 - 11,232.06	.00	1.59
Mfs International Growth R6 552746356 Asset Minor Code 98	4,686.500	180,477.12 38.5100	130,706.72	49,770.40 - 5,805.88	.00	0.99
Price T Rowe Growth Stk Fd Inc 741479406 Asset Minor Code 98	3,403.801	305,695.37 89.8100	199,482.56	106,212.81 - 34,711.68	.00	0.27
Undiscovered Mgrs Behavioral Value 904504479 Asset Minor Code 98	5,683.982	257,882.26 45.3700	330,911.27	- 73,029.01 - 13,447.42	.00	1.24
Vanguard Growth & Income Adm Shs#593 921913208 Asset Minor Code 98	14,974.532	1,323,748.63 88.4000	1,056,798.86	266,949.77 - 86,897.05	.00	1.60

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ASSET DETAIL (continued)

DESCRIPTION	SHARES/ FACE AMOUNT	MARKET PRICE/UNIT	BOOK VALUE	UNREALIZED GAIN (LOSS) SINCE INCEPTION/ CURRENT PERIOD	ENDING ACCRUAL	YIELD ON MARKET
Vanguard Real Estate Etf 922908553 Asset Minor Code 94	1,142.000	90,172.32 78.9600	95,610.10	- 5,437.78 - 3,237.66	.00	3.74
Victory Rs Small Cap Growth Fund 92647Q363 Asset Minor Code 98	2,934.534	269,038.08 91.6800	225,757.34	43,280.74 - 4,602.83	.00	0.00
Total Mutual Funds-Equity	108,284.205	5,172,107.98	4,389,399.49	782,708.49 - 297,184.92	.00	1.57
Mutual Funds-Fixed Income						
Vanguard Short Term Invst Grade #539 922031836 Asset Minor Code 99	55,404.761	608,344.28 10.9800	586,909.90	21,434.38 - 1,108.09	.00	2.53
Total Mutual Funds-Fixed Income	55,404.761	608,344.28	586,909.90	21,434.38 - 1,108.09	.00	2.53
Total Mutual Funds	163,688.966	5,780,452.26	4,976,309.39	804,142.87 - 298,293.01	.00	1.67
Total Assets	3,334,082.236	9,159,827.11	8,263,971.99	895,855.12 - 308,313.26	15,905.03	1.92
Accrued Income	.000	15,905.03	15,905.03			
Grand Total	3,334,082.236	9,175,732.14	8,279,877.02			

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ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request.

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

For further information, please contact your account manager or relationship manager.

Yield on Market and Accrued Income are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions. The estimates may not represent the actual value earned by your investments and they provide no guarantee of what your investments may earn in the future.

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INCOME ACCRUAL DETAIL

SHARES/ FACE AMOUNT	DESCRIPTION	EX DATE	PAY DATE	ANN RATE	BEGINNING ACCRUAL	INCOME EARNED	INCOME RECEIVED	ENDING ACCRUAL
Cash And Equivalents								
695,393.270	First Am Govt Ob Fd CI Z 31846V567		10/01/20		16.41	24.87	16.41	24.87
Total Cash And Equivalents					16.41	24.87	16.41	24.87
Corporate Issues								
150,000.000	At T Inc 00206RDQ2	4.250%	3/01/27		3,187.50	531.25	3,187.50	531.25
150,000.000	Apple Inc 037833BU3	2.850%	2/23/23		95.00	356.25	.00	451.25
200,000.000	Cisco Systems Inc 17275RAP7	2.900%	3/04/21		2,851.67	483.33	2,900.00	435.00
150,000.000	Coca Cola Co The 191216BZ2	2.250%	9/01/26		1,687.50	281.25	1,687.50	281.25
100,000.000	Exxon Mobil Corp 30231GAF9	2.709%	3/06/25		1,316.88	225.75	1,354.50	188.13
50,000.000	Huntington 446150AQ7	2.625%	8/06/24		91.15	109.37	.00	200.52
100,000.000	Intercontinental 45866FAD6	3.750%	12/01/25		937.50	312.50	.00	1,250.00
75,000.000	Jp Morgan Chase Co 46625HRL6	2.700%	5/18/23		579.38	168.75	.00	748.13
100,000.000	Kimberly Clark Corp 494368BU6	2.750%	2/15/26		122.22	229.17	.00	351.39
100,000.000	Mondelez Int 609207AB1	4.000%	2/01/24		333.33	333.34	.00	666.67
75,000.000	Mondelez 609207AR6	3.625%	2/13/26		135.94	226.56	.00	362.50

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INCOME ACCRUAL DETAIL (continued)

SHARES/ FACE AMOUNT	DESCRIPTION	EX DATE	PAY DATE	ANN RATE	BEGINNING ACCRUAL	INCOME EARNED	INCOME RECEIVED	ENDING ACCRUAL
150,000.000	Nike Inc 654106AF0	2.375%	11/01/26		1,187.50	296.88	.00	1,484.38
100,000.000	Pnc Financial 693475AV7	3.500%	1/23/24		369.44	291.67	.00	661.11
75,000.000	Pepsico Inc 713448CT3	2.750%	4/30/25		693.23	171.87	.00	865.10
100,000.000	Stryker Corp 863667AH4	3.375%	11/01/25		1,125.00	281.25	.00	1,406.25
100,000.000	Suntrust Banks Inc 867914BM4	2.700%	1/27/22		255.00	225.00	.00	480.00
200,000.000	Verizon 92343VBR4	5.150%	9/15/23		4,749.44	858.34	5,150.00	457.78
200,000.000	Visa Inc 92826CAB8	2.200%	12/14/20		941.11	366.67	.00	1,307.78
100,000.000	Wells Fargo Mtn 94974BGA2	3.300%	9/09/24		1,576.67	275.00	1,650.00	201.67
200,000.000	Zimmer Holdings Inc 98956PAF9	3.550%	4/01/25		2,958.33	591.67	.00	3,550.00
Total Corporate Issues					25,193.79	6,615.87	15,929.50	15,880.16
Mutual Funds-Equity								
2,671.654	Dodge & Cox Stock Fund 256219106		09/25/20 09/28/20	3.55	.00	2,751.80	2,751.80	.00
1,612.000	Ishares S P 500 Value Etf 464287408		09/23/20 09/29/20	2.99	.00	1,285.24	1,285.24	.00
6,398.000	Ishares Russell Mid Cap Etf 464287499		09/23/20 09/29/20	0.91	.00	1,390.45	1,390.45	.00
1,142.000	Vanguard Real Estate Etf 922908553		09/25/20 09/30/20	2.95	.00	673.89	673.89	.00

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INCOME ACCRUAL DETAIL (continued)

SHARES/ FACE AMOUNT	DESCRIPTION	EX DATE	PAY DATE	ANN RATE	BEGINNING ACCRUAL	INCOME EARNED	INCOME RECEIVED	ENDING ACCRUAL
Total Mutual Funds-Equity					.00	6,101.38	6,101.38	.00
Mutual Funds-Fixed Income								
55,404.761	Vanguard Short Term Invst Grade #539 922031836	05/29/20	09/30/20	0.28	.00	1,075.83	1,075.83	.00
Total Mutual Funds-Fixed Income					.00	1,075.83	1,075.83	.00
Grand Total					25,210.20	13,817.95	23,123.12	15,905.03

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INVESTMENT ACTIVITY

DATE	DESCRIPTION	CASH
Interest		
At T Inc 4.250% 3/01/27 00206Rdq2		
09/01/2020	At T Inc 4.250% 3/01/27 0.02125 USD/\$1 Pv On 150,000 Par Value Due 9/1/20	3,187.50
Cisco Systems Inc 2.900% 3/04/21 17275Rap7		
09/04/2020	Cisco Systems Inc 2.900% 3/04/21 0.0145 USD/\$1 Pv On 200,000 Par Value Due 9/4/20	2,900.00
Coca Cola Co The 2.250% 9/01/26 191216Bz2		
09/01/2020	Coca Cola Co The 2.250% 9/01/26 0.01125 USD/\$1 Pv On 150,000 Par Value Due 9/1/20	1,687.50
Exxon Mobil Corp 2.709% 3/06/25 30231Gaf9		
09/08/2020	Exxon Mobil Corp 2.709% 3/06/25 0.013545 USD/\$1 Pv On 100,000 Par Value Due 9/6/20	1,354.50
First Am Govt Ob Fd Cl Z 31846V567		
09/01/2020	Interest From 8/1/20 To 8/31/20	16.41
Verizon 5.150% 9/15/23 92343Vbr4		
09/15/2020	Verizon 5.150% 9/15/23 0.02575 USD/\$1 Pv On 200,000 Par Value Due 9/15/20	5,150.00
Wells Fargo Mtn 3.300% 9/09/24 94974Bga2		
09/09/2020	Wells Fargo Mtn 3.300% 9/09/24 0.0165 USD/\$1 Pv On 100,000 Par Value Due 9/9/20	1,650.00

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INVESTMENT ACTIVITY (continued)

DATE	DESCRIPTION	CASH
Total Interest		15,945.91
Dividends		
Dodge & Cox Stock Fund 256219106		
09/28/2020	1.03 USD/Share On 2,671.654 Shares Due 9/28/20 Dividend Payable 09/28/20	2,751.80
Ishares Russell Mid Cap Etf 464287499		
09/29/2020	0.217326 USD/Share On 6,398 Shares Due 12/11/20	1,390.45
Ishares S P 500 Value Etf 464287408		
09/29/2020	0.797294 USD/Share On 1,612 Shares Due 9/29/20	1,285.24
Vanguard Real Estate Etf 922908553		
09/30/2020	0.5901 USD/Share On 1,142 Shares Due 9/30/20	673.89
Vanguard Short Term Invt Grade #539 922031836		
09/30/2020	Dividend From 9/1/20 To 9/30/20	1,075.83
Total Dividends		7,177.21

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PLAN EXPENSES

DATE	DESCRIPTION	CASH
Trust Fees		
Trust Fees		
09/28/2020	Collected Charged For Period 08/01/2020 Thru 08/31/2020	- 2,289.59
Total Trust Fees		- 2,289.59
Total Trust Fees		- 2,289.59
Total Plan Expenses		- 2,289.59

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OTHER ACTIVITY

DATE	DESCRIPTION	CASH
Transfers Out		
Transfer To Another Account		
09/29/2020	Paid To # 6746050100 Per Directive Dated 09/28/2020	- 1,952.74
Total Transfer To Another Account		- 1,952.74
Total Transfers Out		- 1,952.74
Total Other Activity		- 1,952.74

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PURCHASES

DATE	DESCRIPTION	SHARES/ FACE AMOUNT	COMMISSION	CASH	BOOK VALUE
Cash And Equivalents					
09/01/2020	Purchased 4,875 Units Of First Am Govt Ob Fd CI Z Trade Date 9/1/20 31846V567	4,875.000	.00	- 4,875.00	4,875.00
09/02/2020	Purchased 1,166.34 Units Of First Am Govt Ob Fd CI Z Trade Date 9/2/20 31846V567	1,166.340	.00	- 1,166.34	1,166.34
09/04/2020	Purchased 320,424.53 Units Of First Am Govt Ob Fd CI Z Trade Date 9/4/20 31846V567	320,424.530	.00	- 320,424.53	320,424.53
09/08/2020	Purchased 3,522.93 Units Of First Am Govt Ob Fd CI Z Trade Date 9/8/20 31846V567	3,522.930	.00	- 3,522.93	3,522.93
09/09/2020	Purchased 1,650 Units Of First Am Govt Ob Fd CI Z Trade Date 9/9/20 31846V567	1,650.000	.00	- 1,650.00	1,650.00
09/15/2020	Purchased 5,150 Units Of First Am Govt Ob Fd CI Z Trade Date 9/15/20 31846V567	5,150.000	.00	- 5,150.00	5,150.00
09/29/2020	Purchased 2,751.8 Units Of First Am Govt Ob Fd CI Z Trade Date 9/29/20 31846V567	2,751.800	.00	- 2,751.80	2,751.80

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PURCHASES (continued)

DATE	DESCRIPTION	SHARES/ FACE AMOUNT	COMMISSION	CASH	BOOK VALUE
09/29/2020	Purchased 722.95 Units Of First Am Govt Ob Fd CI Z Trade Date 9/29/20 31846V567	722.950	.00	- 722.95	722.95
09/30/2020	Purchased 673.89 Units Of First Am Govt Ob Fd CI Z Trade Date 9/30/20 31846V567	673.890	.00	- 673.89	673.89
Total First Am Govt Ob Fd CI Z		340,937.440	.00	- 340,937.44	340,937.44
Total Cash And Equivalents		340,937.440	.00	- 340,937.44	340,937.44
Mutual Funds-Equity					
09/03/2020	Purchased 30.847 Shares Of Dodge & Cox International Stock Fund Trade Date 9/3/20 30.847 Shares At 37.28 USD 256206103	30.847	.00	- 1,149.99	1,149.99
Total Dodge & Cox International Stock Fund		30.847	.00	- 1,149.99	1,149.99
09/03/2020	Purchased 1,117.219 Shares Of Hartford Schrodgers Emerging Markets Trade Date 9/3/20 1,117.219 Shares At 17.00 USD 41665X859	1,117.219	.00	- 18,992.72	18,992.72
Total Hartford Schrodgers Emerging Markets		1,117.219	.00	- 18,992.72	18,992.72

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PURCHASES (continued)

DATE	DESCRIPTION	SHARES/ FACE AMOUNT	COMMISSION	CASH	BOOK VALUE
09/03/2020	Purchased 20 Shares Of Ishares S P 500 Value Etf Trade Date 9/3/20 Purchased Through J.P. Morgan Securities LLC 20 Shares At 116.7643 USD 464287408	20.000	.70	- 2,335.99	2,335.99
Total Ishares S P 500 Value Etf		20.000	.70	- 2,335.99	2,335.99
09/03/2020	Purchased 409.265 Shares Of Undiscovered Mgrs Behavioral Value Trade Date 9/3/20 409.265 Shares At 47.94 USD 904504479	409.265	.00	- 19,620.18	19,620.18
Total Undiscovered Mgrs Behavioral Value		409.265	.00	- 19,620.18	19,620.18
09/03/2020	Purchased 75 Shares Of Vanguard Real Estate Etf Trade Date 9/3/20 Purchased Through J.P. Morgan Securities LLC 75 Shares At 82.4013 USD 922908553	75.000	2.63	- 6,182.73	6,182.73
Total Vanguard Real Estate Etf		75.000	2.63	- 6,182.73	6,182.73
Total Mutual Funds-Equity		1,652.331	3.33	- 48,281.61	48,281.61
Total Purchases		342,589.771	3.33	- 389,219.05	389,219.05

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SALES AND MATURITIES

DATE	DESCRIPTION	SHARES/ FACE AMOUNT	COMMISSION	TRANSACTION PROCEEDS	BOOK VALUE	REALIZED GAIN/LOSS
Cash And Equivalents						
09/28/2020	Sold 2,289.59 Units Of First Am Govt Ob Fd CI Z Trade Date 9/28/20 31846V567	- 2,289.590	.00	2,289.59	- 2,289.59	.00
Total First Am Govt Ob Fd CI Z		- 2,289.590	.00	2,289.59	- 2,289.59	.00
Total Cash And Equivalents		- 2,289.590	.00	2,289.59	- 2,289.59	.00
Mutual Funds-Equity						
09/03/2020	Sold 2,170.547 Shares Of Columbia Contrarian Core Fund Trade Date 9/3/20 2,170.547 Shares At 30.21 USD 19766M709	- 2,170.547	.00	65,572.22	- 49,529.18	16,043.04
Total Columbia Contrarian Core Fund		- 2,170.547	.00	65,572.22	- 49,529.18	16,043.04
09/03/2020	Sold 225.403 Shares Of Dfa Large Cap Intl Port. Trade Date 9/3/20 225.403 Shares At 22.06 USD 233203868	- 225.403	.00	4,972.39	- 4,605.42	366.97
Total Dfa Large Cap Intl Port.		- 225.403	.00	4,972.39	- 4,605.42	366.97
09/03/2020	Sold 55.557 Shares Of Dodge & Cox Stock Fund Trade Date 9/3/20 55.557 Shares At 172.33 USD 256219106	- 55.557	.00	9,574.14	- 9,378.22	195.92

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SALES AND MATURITIES (continued)

DATE	DESCRIPTION	SHARES/ FACE AMOUNT	COMMISSION	TRANSACTION PROCEEDS	BOOK VALUE	REALIZED GAIN/LOSS
Total Dodge & Cox Stock Fund		- 55.557	.00	9,574.14	- 9,378.22	195.92
09/03/2020	Sold 706.674 Shares Of Harbor Capital Appreciaton CI R Trade Date 9/3/20 706.674 Shares At 105.88 USD 411512528	- 706.674	.00	74,822.64	- 45,363.57	29,459.07
Total Harbor Capital Appreciaton CI R		- 706.674	.00	74,822.64	- 45,363.57	29,459.07
09/03/2020	Sold 182 Shares Of Ishares Russell Mid Cap Etf Trade Date 9/3/20 Sold Through Sanford C. Bernstein & Co., LI Paid 6.37 USD Brokerage Paid 0.24 USD Sec Fee 182 Shares At 58.7569 USD 464287499	- 182.000	6.37	10,687.15	- 8,291.50	2,395.65
Total Ishares Russell Mid Cap Etf		- 182.000	6.37	10,687.15	- 8,291.50	2,395.65
09/03/2020	Sold 311.389 Shares Of Mfs International Growth R6 Trade Date 9/3/20 311.389 Shares At 38.92 USD 552746356	- 311.389	.00	12,119.26	- 8,684.65	3,434.61
Total Mfs International Growth R6		- 311.389	.00	12,119.26	- 8,684.65	3,434.61
09/03/2020	Sold 574.4 Shares Of Price T Rowe Growth Stk Fd Inc Trade Date 9/3/20 574.4 Shares At 92.38 USD 741479406	- 574.400	.00	53,063.07	- 33,663.19	19,399.88

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SALES AND MATURITIES (continued)

DATE	DESCRIPTION	SHARES/ FACE AMOUNT	COMMISSION	TRANSACTION PROCEEDS	BOOK VALUE	REALIZED GAIN/LOSS
Total Price T Rowe Growth Stk Fd Inc		- 574.400	.00	53,063.07	- 33,663.19	19,399.88
09/03/2020	Sold 1,440.004 Shares Of Vanguard Growth & Income Adm Shs#593 Trade Date 9/3/20 1,440.004 Shares At 90.77 USD 921913208	- 1,440.004	.00	130,709.16	- 101,625.52	29,083.64
Total Vanguard Growth & Income Adm Shs#593		- 1,440.004	.00	130,709.16	- 101,625.52	29,083.64
09/03/2020	Sold 71.574 Shares Of Victory Rs Small Cap Growth Fund Trade Date 9/3/20 71.574 Shares At 90.18 USD 92647Q363	- 71.574	.00	6,454.54	- 5,506.28	948.26
Total Victory Rs Small Cap Growth Fund		- 71.574	.00	6,454.54	- 5,506.28	948.26
Total Mutual Funds-Equity		- 5,737.548	6.37	367,974.57	- 266,647.53	101,327.04
Total Sales And Maturities		- 8,027.138	6.37	370,264.16	- 268,937.12	101,327.04

SALES AND MATURITIES MESSAGES

Realized gain/loss should not be used for tax purposes.

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BOND SUMMARY

	PAR VALUE	MARKET VALUE	PERCENTAGE OF CATEGORY
SHORT-TERM MATURITY DETAIL			
61 to 90 Days			
Visa Inc 2.200% 12/14/20	200,000.00	200,440.00	49.76
Total 61 to 90 Days	200,000.00	200,440.00	49.76
91 to 120 Days			
Total 91 to 120 Days	.00	.00	0.00
121 to 180 Days			
Cisco Systems Inc 2.900% 3/04/21	200,000.00	202,392.00	50.24
Total 121 to 180 Days	200,000.00	202,392.00	50.24
Total	400,000.00	402,832.00	100.00
MATURITY SUMMARY			
2020	200,000.00	200,440.00	7.48
2021	200,000.00	202,392.00	7.55
2022	100,000.00	102,926.00	3.84
2023	425,000.00	464,142.25	17.30
2024	350,000.00	382,009.00	14.23
2025	575,000.00	635,795.75	23.69
2026	475,000.00	521,044.75	19.42
2027	150,000.00	174,156.00	6.49
Total	2,475,000.00	2,682,905.75	100.00
MOODY'S RATING			
Aa1	250,000.00	266,379.00	9.93

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BOND SUMMARY (continued)

	PAR VALUE	MARKET VALUE	PERCENTAGE OF CATEGORY
Aa3	200,000.00	200,440.00	7.47
A1	575,000.00	609,758.25	22.73
A2	275,000.00	298,120.25	11.11
A3	300,000.00	325,248.00	12.12
Baa1	525,000.00	587,706.25	21.91
Baa2	150,000.00	174,156.00	6.49
Baa3	200,000.00	221,098.00	8.24
Total	2,475,000.00	2,682,905.75	100.00
S&P RATING			
AA+	150,000.00	158,298.00	5.90
AA	100,000.00	108,081.00	4.03
AA-	550,000.00	566,197.00	21.10
A+	225,000.00	244,001.25	9.09
A	100,000.00	109,987.00	4.10
A-	375,000.00	402,607.25	15.01
BBB+	450,000.00	502,169.00	18.72
BBB	525,000.00	591,565.25	22.05
Total	2,475,000.00	2,682,905.75	100.00

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BOND QUALITY SCHEDULE

MOODY'S RATING

ASSET NAME	SHARES/ PAR VALUE	PRICE	MARKET	BOOK VALUE	UNREALIZED GAIN/LOSS	YIELD TO CALL/ MATURITY
Aa1 Bonds						
Apple Inc 2.850% 2/23/23 Next Call Date 12/23/2020 037833BU3 Standard & Poors Rating: AA+	150,000.000	105.5320	158,298.00	158,403.00	- 105.00	0.53
Exxon Mobil Corp 2.709% 3/06/25 Next Call Date 12/06/2024 30231GAF9 Standard & Poors Rating: AA	100,000.000	108.0810	108,081.00	102,857.00	5,224.00	0.85
Total Aa1 Bonds			266,379.00	261,260.00	5,119.00	
Aa3 Bonds						
Visa Inc 2.200% 12/14/20 Next Call Date 11/14/2020 92826CAB8 Standard & Poors Rating: AA-	200,000.000	100.2200	200,440.00	204,764.00	- 4,324.00	1.12
A1 Bonds						
Cisco Systems Inc 2.900% 3/04/21 17275RAP7 Standard & Poors Rating: AA-	200,000.000	101.1960	202,392.00	207,884.00	- 5,492.00	0.10
Coca Cola Co The 2.250% 9/01/26 191216BZ2 Standard & Poors Rating: A+	150,000.000	108.1490	162,223.50	152,353.50	9,870.00	0.84
Nike Inc 2.375% 11/01/26 Next Call Date 09/01/2026 654106AF0 Standard & Poors Rating: AA-	150,000.000	108.9100	163,365.00	144,841.00	18,524.00	0.87

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BOND QUALITY SCHEDULE (continued)

MOODY'S RATING

ASSET NAME	SHARES/ PAR VALUE	PRICE	MARKET	BOOK VALUE	UNREALIZED GAIN/LOSS	YIELD TO CALL/ MATURITY
Pepsico Inc 2.750% 4/30/25 Next Call Date 01/30/2025 713448CT3 Standard & Poors Rating: A+	75,000.000	109.0370	81,777.75	73,932.75	7,845.00	0.74
Total A1 Bonds			609,758.25	579,011.25	30,747.00	
A2 Bonds						
Jp Morgan Chase Co 2.700% 5/18/23 Next Call Date 03/18/2023 46625HRL6 Standard & Poors Rating: A-	75,000.000	105.6030	79,202.25	74,970.75	4,231.50	0.55
Kimberly Clark Corp 2.750% 2/15/26 494368BU6 Standard & Poors Rating: A	100,000.000	109.9870	109,987.00	103,111.00	6,876.00	0.85
Wells Fargo Mtn 3.300% 9/09/24 94974BGA2 Standard & Poors Rating: BBB+	100,000.000	108.9310	108,931.00	103,890.00	5,041.00	0.98
Total A2 Bonds			298,120.25	281,971.75	16,148.50	
A3 Bonds						
Intercontinental 3.750% 12/01/25 Next Call Date 09/01/2025 45866FAD6 Standard & Poors Rating: BBB+	100,000.000	113.3410	113,341.00	104,231.00	9,110.00	1.09
Pnc Financial 3.500% 1/23/24 Next Call Date 12/23/2023 693475AV7 Standard & Poors Rating: A-	100,000.000	108.9810	108,981.00	105,422.00	3,559.00	0.75

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25- -01-B -62 -280-04
0102 -19-02877-04



PARS/CITY OF BREA 115P PEN
ACCOUNT 6746050800

Page 30 of 31
Period from September 1, 2020 to September 30, 2020

BOND QUALITY SCHEDULE (continued)

MOODY'S RATING

ASSET NAME	SHARES/ PAR VALUE	PRICE	MARKET	BOOK VALUE	UNREALIZED GAIN/LOSS	YIELD TO CALL/ MATURITY
Suntrust Banks Inc 2.700% 1/27/22 Next Call Date 12/27/2021 867914BM4 Standard & Poors Rating: A-	100,000.000	102.9260	102,926.00	100,346.00	2,580.00	0.48
Total A3 Bonds			325,248.00	309,999.00	15,249.00	
Baa1 Bonds						
Huntington 2.625% 8/06/24 Next Call Date 07/06/2024 446150AQ7 Standard & Poors Rating: BBB+	50,000.000	106.5100	53,255.00	50,542.50	2,712.50	0.90
Mondelez 3.625% 2/13/26 Next Call Date 12/13/2025 609207AR6 Standard & Poors Rating: BBB	75,000.000	113.9590	85,469.25	80,224.50	5,244.75	0.95
Mondelez Int 4.000% 2/01/24 Next Call Date 11/01/2023 609207AB1 Standard & Poors Rating: BBB	100,000.000	110.8420	110,842.00	109,303.00	1,539.00	0.71
Stryker Corp 3.375% 11/01/25 Next Call Date 08/01/2025 863667AH4 Standard & Poors Rating: A-	100,000.000	111.4980	111,498.00	100,401.00	11,097.00	1.05
Verizon 5.150% 9/15/23 92343VBR4 Standard & Poors Rating: BBB+	200,000.000	113.3210	226,642.00	230,048.00	- 3,406.00	0.60
Total Baa1 Bonds			587,706.25	570,519.00	17,187.25	

Baa2 Bonds

02295304
25- -01-B -62 -280-04
0102 -19-02877-04

ATTACHMENT A



PARS/CITY OF BREA 115P PEN
ACCOUNT 6746050800

Page 31 of 31
Period from September 1, 2020 to September 30, 2020

BOND QUALITY SCHEDULE (continued)

MOODY'S RATING

ASSET NAME	SHARES/ PAR VALUE	PRICE	MARKET	BOOK VALUE	UNREALIZED GAIN/LOSS	YIELD TO CALL/ MATURITY
At T Inc 4.250% 3/01/27 Next Call Date 12/01/2026 00206RDQ2 Standard & Poors Rating: BBB	150,000.000	116.1040	174,156.00	165,376.50	8,779.50	1.60
Baa3 Bonds						
Zimmer Holdings Inc 3.550% 4/01/25 Next Call Date 01/01/2025 98956PAF9 Standard & Poors Rating: BBB	200,000.000	110.5490	221,098.00	218,292.00	2,806.00	1.14
GRAND TOTAL			2,682,905.75	2,591,193.50	91,712.25	



Brea Lease Revenue Bonds, Reserve Account - Account #10129

MONTHLY ACCOUNT STATEMENT

SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020

Chandler Team:

For questions about your account, please call (800) 317-4747,
or contact operations@chandlerasset.com

Custodian

Bank of New York Mellon Trust Company
Jane Thang
(213) 553-4343

CHANDLER ASSET MANAGEMENT

chandlerasset.com

Information contained herein is confidential. We urge you to compare this statement to the one you receive from your qualified custodian. Please see Important Disclosures.



PORTFOLIO CHARACTERISTICS

Average Modified Duration	1.39
Average Coupon	1.86%
Average Purchase YTM	1.57%
Average Market YTM	0.13%
Average S&P/Moody Rating	AA+/Aaa
Average Final Maturity	1.43 yrs
Average Life	1.43 yrs

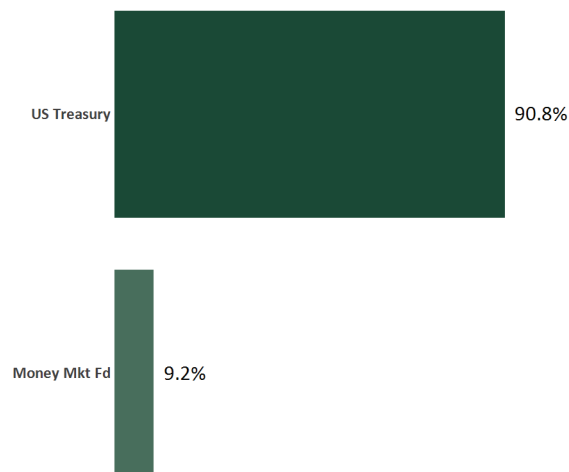
ACCOUNT SUMMARY

	Beg. Values as of 8/31/20	End Values as of 9/30/20
Market Value	274,335	274,522
Accrued Interest	1,125	992
Total Market Value	275,460	275,515
Income Earned	356	346
Cont/WD		0
Par	266,670	267,211
Book Value	266,911	267,389
Cost Value	270,172	270,713

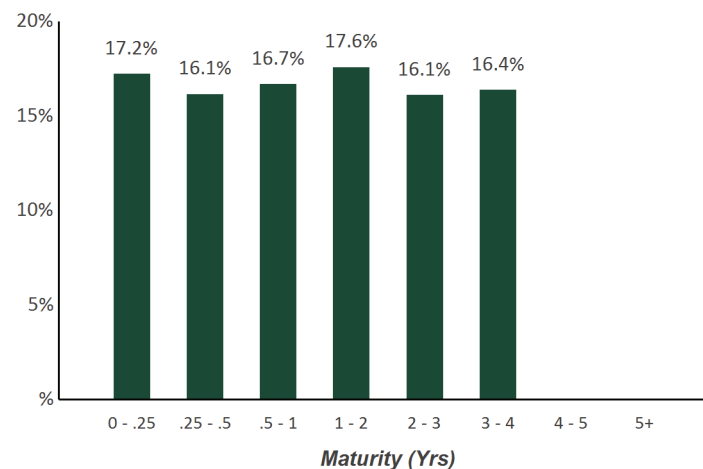
TOP ISSUERS

Government of United States	90.8%
Invesco Treasury Portfolio MMF	9.2%
Total	100.0%

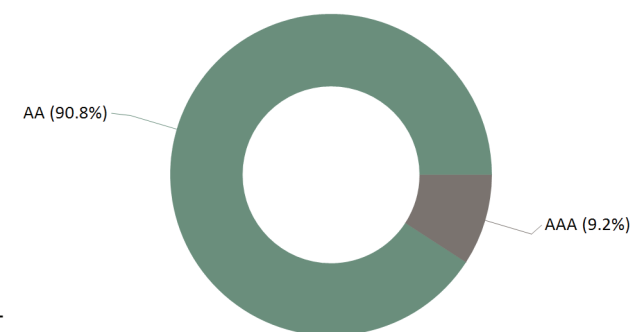
SECTOR ALLOCATION



MATURITY DISTRIBUTION



CREDIT QUALITY (S&P)



PERFORMANCE REVIEW

TOTAL RATE OF RETURN	1M	3M	YTD	1YR	Annualized				
					2YRS	3YRS	5YRS	10YRS	5/31/2010
Brea Lease Revenue Bonds, Reserve Account	0.02%	0.10%	3.25%	3.67%	4.53%	2.70%	1.91%	1.96%	2.23%
ICE BAML 3-Month US Treasury Bill Index	0.01%	0.04%	0.64%	1.10%	1.74%	1.69%	1.20%	0.64%	0.62%



BOOK VALUE RECONCILIATION		
BEGINNING BOOK VALUE		\$266,910.52
<u>Acquisition</u>		
+ Security Purchases	\$0.00	
+ Money Market Fund Purchases	\$540.89	
+ Money Market Contributions	\$0.00	
+ Security Contributions	\$0.00	
+ Security Transfers	\$0.00	
Total Acquisitions		\$540.89
<u>Dispositions</u>		
- Security Sales	\$0.00	
- Money Market Fund Sales	\$0.00	
- MMF Withdrawals	\$0.00	
- Security Withdrawals	\$0.00	
- Security Transfers	\$0.00	
- Other Dispositions	\$0.00	
- Maturities	\$0.00	
- Calls	\$0.00	
- Principal Paydowns	\$0.00	
Total Dispositions		\$0.00
<u>Amortization/Accretion</u>		
+/- Net Accretion	(\$62.29)	
		(\$62.29)
<u>Gain/Loss on Dispositions</u>		
+/- Realized Gain/Loss	\$0.00	
		\$0.00
ENDING BOOK VALUE		\$267,389.12

CASH TRANSACTION SUMMARY		
BEGINNING BALANCE		\$24,669.93
<u>Acquisition</u>		
Contributions	\$0.00	
Security Sale Proceeds	\$0.00	
Accrued Interest Received	\$0.00	
Interest Received	\$540.63	
Dividend Received	\$0.26	
Principal on Maturities	\$0.00	
Interest on Maturities	\$0.00	
Calls/Redemption (Principal)	\$0.00	
Interest from Calls/Redemption	\$0.00	
Principal Paydown	\$0.00	
Total Acquisitions	\$540.89	
<u>Dispositions</u>		
Withdrawals	\$0.00	
Security Purchase	\$0.00	
Accrued Interest Paid	\$0.00	
Total Dispositions	\$0.00	
ENDING BOOK VALUE		\$25,210.82

Holdings Report

As of September 30, 2020



CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
MONEY MARKET FUND FI									
825252109	Invesco Treasury MMFD Private Class	25,210.82	Various 0.01%	25,210.82 25,210.82	1.00 0.01%	25,210.82 0.00	9.15% 0.00	Aaa / AAA AAA	0.00 0.00
Total Money Market Fund FI		25,210.82	0.01%	25,210.82 25,210.82	0.01%	25,210.82 0.00	9.15% 0.00	Aaa / AAA AAA	0.00 0.00
US TREASURY									
912828WC0	US Treasury Note 1.75% Due 10/31/2020	22,000.00	Various 1.46%	22,276.59 22,005.17	100.13 0.15%	22,029.57 161.11	8.05% 24.40	Aaa / AA+ AAA	0.08 0.08
912828A83	US Treasury Note 2.375% Due 12/31/2020	22,000.00	08/24/2016 1.08%	23,208.35 22,069.20	100.56 0.14%	22,122.61 132.04	8.08% 53.41	Aaa / AA+ AAA	0.25 0.25
912828B90	US Treasury Note 2% Due 2/28/2021	22,000.00	08/24/2016 1.10%	22,868.90 22,079.09	100.78 0.13%	22,171.86 37.68	8.06% 92.77	Aaa / AA+ AAA	0.41 0.42
912828WN6	US Treasury Note 2% Due 5/31/2021	20,000.00	07/11/2016 1.01%	20,937.57 20,127.18	101.25 0.12%	20,250.00 134.43	7.40% 122.82	Aaa / AA+ AAA	0.67 0.66
912828F21	US Treasury Note 2.125% Due 9/30/2021	25,000.00	10/27/2016 1.38%	25,879.97 25,178.15	101.98 0.14%	25,496.10 1.46	9.25% 317.95	Aaa / AA+ AAA	1.00 0.99
912828J43	US Treasury Note 1.75% Due 2/28/2022	24,000.00	04/24/2017 1.84%	23,905.39 23,972.46	102.29 0.13%	24,549.38 35.97	8.92% 576.92	Aaa / AA+ AAA	1.41 1.40
912828L24	US Treasury Note 1.875% Due 8/31/2022	23,000.00	09/18/2017 1.84%	23,039.61 23,015.32	103.33 0.13%	23,766.36 36.93	8.64% 751.04	Aaa / AA+ AAA	1.92 1.89
912828N30	US Treasury Note 2.125% Due 12/31/2022	20,000.00	01/09/2018 2.31%	19,825.00 19,920.88	104.47 0.14%	20,893.76 107.40	7.62% 972.88	Aaa / AA+ AAA	2.25 2.20
9128284D9	US Treasury Note 2.5% Due 3/31/2023	22,000.00	06/13/2018 2.84%	21,669.14 21,827.86	105.89 0.14%	23,295.93 1.51	8.46% 1,468.07	Aaa / AA+ AAA	2.50 2.44
912828T91	US Treasury Note 1.625% Due 10/31/2023	20,000.00	02/21/2019 2.52%	19,214.84 19,484.05	104.52 0.16%	20,903.90 136.01	7.64% 1,419.85	Aaa / AA+ AAA	3.08 3.00

Holdings Report
As of September 30, 2020



CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
US TREASURY									
912828WJ5	US Treasury Note 2.5% Due 5/15/2024	22,000.00	06/18/2019 1.84%	22,676.33 22,498.94	108.33 0.19%	23,832.18 207.74	8.73% 1,333.24	Aaa / AA+ AAA	3.62 3.46
Total US Treasury		242,000.00	1.73%	245,501.69 242,178.30	0.14%	249,311.65 992.28	90.85% 7,133.35	Aaa / AA+ AAA	1.57 1.54
TOTAL PORTFOLIO		267,210.82	1.57%	270,712.51 267,389.12	0.13%	274,522.47 992.28	100.00% 7,133.35	Aaa / AA+ AAA	1.43 1.39
TOTAL MARKET VALUE PLUS ACCRUED						275,514.75			



Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
ACQUISITIONS										
Purchase	09/02/2020	825252109	0.26	Invesco Treasury MMFD Private Class	1.000	0.01%	0.26	0.00	0.26	0.00
Purchase	09/30/2020	825252109	540.63	Invesco Treasury MMFD Private Class	1.000	0.01%	540.63	0.00	540.63	0.00
Subtotal			540.89				540.89	0.00	540.89	0.00
TOTAL ACQUISITIONS			540.89				540.89	0.00	540.89	0.00
OTHER TRANSACTIONS										
Interest	09/30/2020	9128284D9	22,000.00	US Treasury Note 2.5% Due 3/31/2023	0.000		275.00	0.00	275.00	0.00
Interest	09/30/2020	912828F21	25,000.00	US Treasury Note 2.125% Due 9/30/2021	0.000		265.63	0.00	265.63	0.00
Subtotal			47,000.00				540.63	0.00	540.63	0.00
Dividend	09/02/2020	825252109	24,669.93	Invesco Treasury MMFD Private Class	0.000		0.26	0.00	0.26	0.00
Subtotal			24,669.93				0.26	0.00	0.26	0.00
TOTAL OTHER TRANSACTIONS			71,669.93				540.89	0.00	540.89	0.00



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
FIXED INCOME						
9128284D9	US Treasury Note 2.5% Due 03/31/2023	06/13/2018 06/14/2018 22,000.00	21,822.19 0.00 0.00 21,827.86	231.42 275.00 1.51 45.09	5.67 0.00 5.67 50.76	50.76
912828A83	US Treasury Note 2.375% Due 12/31/2020	08/24/2016 08/25/2016 22,000.00	22,092.01 0.00 0.00 22,069.20	89.45 0.00 132.04 42.59	0.00 22.81 (22.81) 19.78	19.78
912828B90	US Treasury Note 2% Due 02/28/2021	08/24/2016 08/25/2016 22,000.00	22,094.90 0.00 0.00 22,079.09	1.22 0.00 37.68 36.46	0.00 15.81 (15.81) 20.65	20.65
912828F21	US Treasury Note 2.125% Due 09/30/2021	10/27/2016 10/28/2016 25,000.00	25,192.83 0.00 0.00 25,178.15	223.53 265.63 1.46 43.56	0.00 14.68 (14.68) 28.88	28.88
912828J43	US Treasury Note 1.75% Due 02/28/2022	04/24/2017 04/26/2017 24,000.00	23,970.85 0.00 0.00 23,972.46	1.16 0.00 35.97 34.81	1.61 0.00 1.61 36.42	36.42
912828L24	US Treasury Note 1.875% Due 08/31/2022	09/18/2017 09/19/2017 23,000.00	23,015.98 0.00 0.00 23,015.32	1.19 0.00 36.93 35.74	0.00 0.66 (0.66) 35.08	35.08
912828N30	US Treasury Note 2.125% Due 12/31/2022	01/09/2018 01/10/2018 20,000.00	19,917.99 0.00 0.00 19,920.88	72.76 0.00 107.40 34.64	2.89 0.00 2.89 37.53	37.53
912828T91	US Treasury Note 1.625% Due 10/31/2023	02/21/2019 02/22/2019 20,000.00	19,470.29 0.00 0.00 19,484.05	109.51 0.00 136.01 26.50	13.76 0.00 13.76 40.26	40.26
912828WCO	US Treasury Note 1.75% Due 10/31/2020	Various Various 22,000.00	22,010.33 0.00 0.00 22,005.17	129.73 0.00 161.11 31.38	0.00 5.16 (5.16) 26.22	26.22



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
912828WJ5	US Treasury Note 2.5% Due 05/15/2024	06/18/2019 06/19/2019 22,000.00	22,510.27 0.00 0.00 22,498.94	162.91 0.00 207.74 44.83	0.00 11.33 (11.33) 33.50	33.50
912828WN6	US Treasury Note 2% Due 05/31/2021	07/11/2016 07/12/2016 20,000.00	20,142.95 0.00 0.00 20,127.18	101.64 0.00 134.43 32.79	0.00 15.77 (15.77) 17.02	17.02
			242,240.59 0.00 0.00	1,124.52 540.63 992.28	23.93 86.22 (62.29)	
Total Fixed Income		242,000.00	242,178.30	408.39	346.10	346.10
CASH & EQUIVALENT						
825252109	Invesco Treasury MMFD Private Class	Various Various 25,210.82	24,669.93 540.89 0.00 25,210.82	0.00 0.26 0.00 0.26	0.00 0.00 0.00 0.26	0.26
			24,669.93 540.89 0.00	0.00 0.26 0.00	0.00 0.00 0.00	
Total Cash & Equivalent		25,210.82	25,210.82	0.26	0.26	0.26
			266,910.52 540.89 0.00	1,124.52 540.89 992.28	23.93 86.22 (62.29)	
TOTAL PORTFOLIO		267,210.82	267,389.12	408.65	346.36	346.36

Cash Flow Report

As of September 30, 2020



Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
10/31/2020	Interest	912828T91	20,000.00	US Treasury Note 1.625% Due 10/31/2023	0.00	162.50	162.50
10/31/2020	Maturity	912828WC0	22,000.00	US Treasury Note 1.75% Due 10/31/2020	22,000.00	192.50	22,192.50
OCT 2020					22,000.00	355.00	22,355.00
11/15/2020	Interest	912828WJ5	22,000.00	US Treasury Note 2.5% Due 5/15/2024	0.00	275.00	275.00
11/30/2020	Interest	912828WN6	20,000.00	US Treasury Note 2% Due 5/31/2021	0.00	200.00	200.00
NOV 2020					0.00	475.00	475.00
12/31/2020	Interest	912828N30	20,000.00	US Treasury Note 2.125% Due 12/31/2022	0.00	212.50	212.50
12/31/2020	Maturity	912828A83	22,000.00	US Treasury Note 2.375% Due 12/31/2020	22,000.00	261.25	22,261.25
DEC 2020					22,000.00	473.75	22,473.75
02/28/2021	Interest	912828L24	23,000.00	US Treasury Note 1.875% Due 8/31/2022	0.00	215.63	215.63
02/28/2021	Interest	912828J43	24,000.00	US Treasury Note 1.75% Due 2/28/2022	0.00	210.00	210.00
02/28/2021	Maturity	912828B90	22,000.00	US Treasury Note 2% Due 2/28/2021	22,000.00	220.00	22,220.00
FEB 2021					22,000.00	645.63	22,645.63
03/31/2021	Interest	912828F21	25,000.00	US Treasury Note 2.125% Due 9/30/2021	0.00	265.63	265.63
03/31/2021	Interest	9128284D9	22,000.00	US Treasury Note 2.5% Due 3/31/2023	0.00	275.00	275.00
MAR 2021					0.00	540.63	540.63
04/30/2021	Interest	912828T91	20,000.00	US Treasury Note 1.625% Due 10/31/2023	0.00	162.50	162.50
APR 2021					0.00	162.50	162.50
05/15/2021	Interest	912828WJ5	22,000.00	US Treasury Note 2.5% Due 5/15/2024	0.00	275.00	275.00

Cash Flow Report

As of September 30, 2020



Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
05/31/2021	Maturity	912828WN6	20,000.00	US Treasury Note 2% Due 5/31/2021	20,000.00	200.00	20,200.00
MAY 2021					20,000.00	475.00	20,475.00
06/30/2021	Interest	912828N30	20,000.00	US Treasury Note 2.125% Due 12/31/2022	0.00	212.50	212.50
JUN 2021					0.00	212.50	212.50
08/31/2021	Interest	912828L24	23,000.00	US Treasury Note 1.875% Due 8/31/2022	0.00	215.63	215.63
08/31/2021	Interest	912828J43	24,000.00	US Treasury Note 1.75% Due 2/28/2022	0.00	210.00	210.00
AUG 2021					0.00	425.63	425.63
09/30/2021	Interest	9128284D9	22,000.00	US Treasury Note 2.5% Due 3/31/2023	0.00	275.00	275.00
09/30/2021	Maturity	912828F21	25,000.00	US Treasury Note 2.125% Due 9/30/2021	25,000.00	265.63	25,265.63
SEP 2021					25,000.00	540.63	25,540.63
TOTAL					111,000.00	4,306.27	115,306.27



Account #10129

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Custody: Your qualified custodian bank maintains control of all assets reflected in this statement and we urge you to compare this statement to the one you receive from your qualified custodian. Chandler does not have any authority to withdraw or deposit funds from/to the custodian account.

Valuation: Prices are provided by IDC, an independent pricing source. In the event IDC does not provide a price or if the price provided is not reflective of fair market value, Chandler will obtain pricing from an alternative approved third party pricing source in accordance with our written valuation policy and procedures. Our valuation procedures are also disclosed in Item 5 of our Form ADV Part 2A.

Performance: Performance results are presented gross-of-advisory fees and represent the client's Total Return. The deduction of advisory fees lowers performance results. These results include the reinvestment of dividends and other earnings. Past performance may not be indicative of future results. Therefore, clients should not assume that future performance of any specific investment or investment strategy will be profitable or equal to past performance levels. All investment strategies have the potential for profit or loss. Economic factors, market conditions or changes in investment strategies, contributions or withdrawals may materially alter the performance and results of your portfolio.

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Ratings: Ratings information have been provided by Moody's, S&P and Fitch through data feeds we believe to be reliable as of the date of this statement, however we cannot guarantee its accuracy.

Security level ratings for U.S. Agency issued mortgage-backed securities ("MBS") reflect the issuer rating because the securities themselves are not rated. The issuing U.S. Agency guarantees the full and timely payment of both principal and interest and carries a AA+/Aaa/AAA by S&P, Moody's and Fitch respectively.



Account #10129

Benchmark Index	Disclosure
ICE BAML 3-Month US Treasury Bill Index	The ICE BAML US 3-Month Treasury Bill Index is comprised of a single issue purchased at the beginning of the month and held for a full month. At the end of the month that issue is sold and rolled into a newly selected issue. The issue selected at each month-end rebalancing is the outstanding Treasury Bill that matures closest to, but not beyond, three months from the rebalancing date. (Index: GOO1. Please visit www.mlindex.ml.com for more information)



Brea CFD 2008 2 17 Reserve Fund - Account #10600

MONTHLY ACCOUNT STATEMENT

SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020

Chandler Team:

For questions about your account, please call (800) 317-4747,
or contact operations@chandlerasset.com

Custodian

Bank of New York Mellon Trust Company
Jane Thang
(213) 553-4343

CHANDLER ASSET MANAGEMENT
chandlerasset.com

Information contained herein is confidential. We urge you to compare this statement to the one you receive from your qualified custodian. Please see Important Disclosures.



PORTFOLIO CHARACTERISTICS

Average Modified Duration	1.75
Average Coupon	2.17%
Average Purchase YTM	2.56%
Average Market YTM	0.15%
Average S&P/Moody Rating	AA+/Aaa
Average Final Maturity	1.80 yrs
Average Life	1.80 yrs

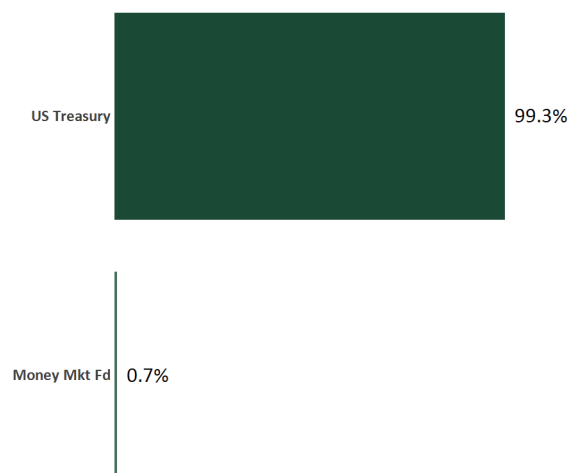
ACCOUNT SUMMARY

	Beg. Values as of 8/31/20	End Values as of 9/30/20
Market Value	694,893	689,157
Accrued Interest	3,413	2,054
Total Market Value	698,306	691,212
Income Earned	1,429	1,388
Cont/WD		-7,234
Par	669,227	664,538
Book Value	666,675	662,188
Cost Value	660,539	655,850

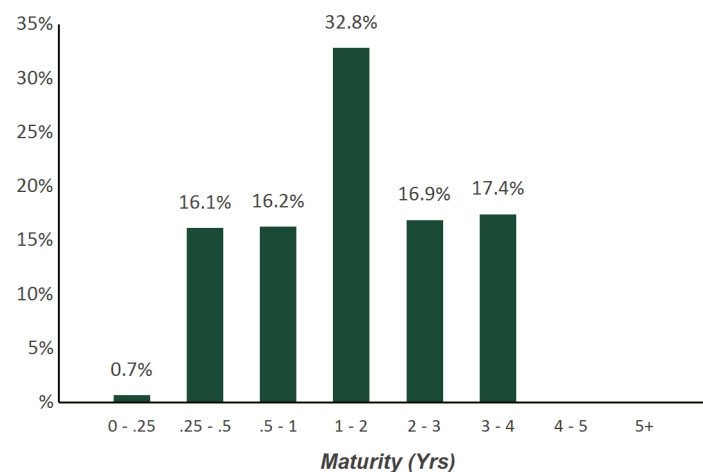
TOP ISSUERS

Government of United States	99.3%
Invesco Treasury Portfolio MMF	0.7%
Total	100.0%

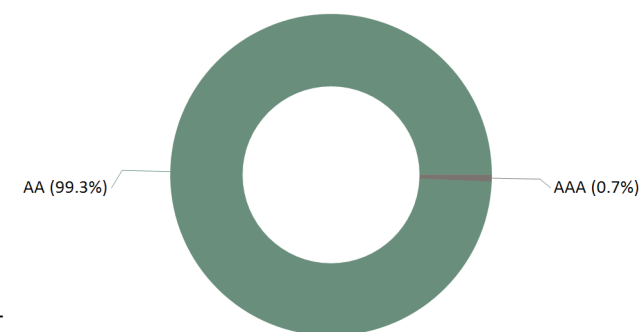
SECTOR ALLOCATION



MATURITY DISTRIBUTION



CREDIT QUALITY (S&P)



PERFORMANCE REVIEW

TOTAL RATE OF RETURN	1M	3M	YTD	1YR	Annualized				
					2YRS	3YRS	5YRS	10YRS	6/30/2018
Brea CFD 2008 2 17 Reserve Fund	0.02%	0.11%	3.78%	4.15%	4.90%	N/A	N/A	N/A	4.38%
ICE BAML 3-5 Yr US Treasury/Agency Index	0.02%	0.17%	6.04%	6.16%	6.86%	N/A	N/A	N/A	6.01%



BOOK VALUE RECONCILIATION		
BEGINNING BOOK VALUE		\$666,675.01
<u>Acquisition</u>		
+ Security Purchases	\$0.00	
+ Money Market Fund Purchases	\$2,544.06	
+ Money Market Contributions	\$0.00	
+ Security Contributions	\$0.00	
+ Security Transfers	\$0.00	
Total Acquisitions		\$2,544.06
<u>Dispositions</u>		
- Security Sales	\$0.00	
- Money Market Fund Sales	\$0.00	
- MMF Withdrawals	\$7,233.74	
- Security Withdrawals	\$0.00	
- Security Transfers	\$0.00	
- Other Dispositions	\$0.00	
- Maturities	\$0.00	
- Calls	\$0.00	
- Principal Paydowns	\$0.00	
Total Dispositions		\$7,233.74
<u>Amortization/Accretion</u>		
+/- Net Accretion	\$202.53	
		\$202.53
<u>Gain/Loss on Dispositions</u>		
+/- Realized Gain/Loss	\$0.00	
		\$0.00
ENDING BOOK VALUE		\$662,187.86

CASH TRANSACTION SUMMARY		
BEGINNING BALANCE		\$9,227.49
<u>Acquisition</u>		
Contributions	\$0.00	
Security Sale Proceeds	\$0.00	
Accrued Interest Received	\$0.00	
Interest Received	\$2,543.75	
Dividend Received	\$0.31	
Principal on Maturities	\$0.00	
Interest on Maturities	\$0.00	
Calls/Redemption (Principal)	\$0.00	
Interest from Calls/Redemption	\$0.00	
Principal Paydown	\$0.00	
Total Acquisitions	\$2,544.06	
<u>Dispositions</u>		
Withdrawals	\$7,233.74	
Security Purchase	\$0.00	
Accrued Interest Paid	\$0.00	
Total Dispositions	\$7,233.74	
ENDING BOOK VALUE		\$4,537.81

Holdings Report

As of September 30, 2020



CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
MONEY MARKET FUND FI									
825252109	Invesco Treasury MMFD Private Class	4,537.81	Various 0.01%	4,537.81 4,537.81	1.00 0.01%	4,537.81 0.00	0.66% 0.00	Aaa / AAA AAA	0.00 0.00
Total Money Market Fund FI		4,537.81	0.01%	4,537.81 4,537.81	0.01%	4,537.81 0.00	0.66% 0.00	Aaa / AAA AAA	0.00 0.00
US TREASURY									
912828A83	US Treasury Note 2.375% Due 12/31/2020	110,000.00	06/28/2018 2.58%	109,467.19 109,947.07	100.56 0.14%	110,613.03 660.22	16.10% 665.96	Aaa / AA+ AAA	0.25 0.25
912828F21	US Treasury Note 2.125% Due 9/30/2021	110,000.00	06/28/2018 2.64%	108,242.58 109,461.98	101.98 0.14%	112,182.84 6.42	16.23% 2,720.86	Aaa / AA+ AAA	1.00 0.99
912828J43	US Treasury Note 1.75% Due 2/28/2022	110,000.00	06/13/2018 2.79%	105,986.72 108,474.66	102.29 0.13%	112,518.01 164.85	16.30% 4,043.35	Aaa / AA+ AAA	1.41 1.40
912828L24	US Treasury Note 1.875% Due 8/31/2022	110,000.00	06/13/2018 2.82%	105,887.89 108,132.32	103.33 0.13%	113,665.20 176.62	16.47% 5,532.88	Aaa / AA+ AAA	1.92 1.89
9128284D9	US Treasury Note 2.5% Due 3/31/2023	110,000.00	06/13/2018 2.84%	108,345.70 109,139.31	105.89 0.14%	116,479.66 7.55	16.85% 7,340.35	Aaa / AA+ AAA	2.50 2.44
912828WJ5	US Treasury Note 2.5% Due 5/15/2024	110,000.00	06/18/2019 1.84%	113,381.64 112,494.71	108.33 0.19%	119,160.91 1,038.72	17.39% 6,666.20	Aaa / AA+ AAA	3.62 3.46
Total US Treasury		660,000.00	2.58%	651,311.72 657,650.05	0.15%	684,619.65 2,054.38	99.34% 26,969.60	Aaa / AA+ AAA	1.81 1.77
TOTAL PORTFOLIO		664,537.81	2.56%	655,849.53 662,187.86	0.15%	689,157.46 2,054.38	100.00% 26,969.60	Aaa / AA+ AAA	1.80 1.75
TOTAL MARKET VALUE PLUS ACCRUED						691,211.84			



Transaction Type	Settlement Date	CUSIP	Quantity	Security Description	Price	Acq/Disp Yield	Amount	Interest Pur/Sold	Total Amount	Gain/Loss
ACQUISITIONS										
Purchase	09/02/2020	825252109	0.31	Invesco Treasury MMFD Private Class	1.000	0.01%	0.31	0.00	0.31	0.00
Purchase	09/30/2020	825252109	2,543.75	Invesco Treasury MMFD Private Class	1.000	0.01%	2,543.75	0.00	2,543.75	0.00
Subtotal			2,544.06				2,544.06	0.00	2,544.06	0.00
TOTAL ACQUISITIONS			2,544.06				2,544.06	0.00	2,544.06	0.00
DISPOSITIONS										
Security Withdrawal	09/01/2020	825252109	7,233.74	Invesco Treasury MMFD Private Class	1.000		7,233.74	0.00	7,233.74	0.00
Subtotal			7,233.74				7,233.74	0.00	7,233.74	0.00
TOTAL DISPOSITIONS			7,233.74				7,233.74	0.00	7,233.74	0.00
OTHER TRANSACTIONS										
Interest	09/30/2020	9128284D9	110,000.00	US Treasury Note 2.5% Due 3/31/2023	0.000		1,375.00	0.00	1,375.00	0.00
Interest	09/30/2020	912828F21	110,000.00	US Treasury Note 2.125% Due 9/30/2021	0.000		1,168.75	0.00	1,168.75	0.00
Subtotal			220,000.00				2,543.75	0.00	2,543.75	0.00
Dividend	09/02/2020	825252109	9,227.49	Invesco Treasury MMFD Private Class	0.000		0.31	0.00	0.31	0.00
Subtotal			9,227.49				0.31	0.00	0.31	0.00
TOTAL OTHER TRANSACTIONS			229,227.49				2,544.06	0.00	2,544.06	0.00

Income Earned

As of September 30, 2020



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
FIXED INCOME						
9128284D9	US Treasury Note 2.5% Due 03/31/2023	06/13/2018 06/14/2018 110,000.00	109,110.97 0.00 0.00 109,139.31	1,157.10 1,375.00 7.55 225.45	28.34 0.00 28.34 253.79	253.79
912828A83	US Treasury Note 2.375% Due 12/31/2020	06/28/2018 06/29/2018 110,000.00	109,929.62 0.00 0.00 109,947.07	447.25 0.00 660.22 212.97	17.45 0.00 17.45 230.42	230.42
912828F21	US Treasury Note 2.125% Due 09/30/2021	06/28/2018 06/29/2018 110,000.00	109,417.64 0.00 0.00 109,461.98	983.54 1,168.75 6.42 191.63	44.34 0.00 44.34 235.97	235.97
912828J43	US Treasury Note 1.75% Due 02/28/2022	06/13/2018 06/14/2018 110,000.00	108,385.80 0.00 0.00 108,474.66	5.32 0.00 164.85 159.53	88.86 0.00 88.86 248.39	248.39
912828L24	US Treasury Note 1.875% Due 08/31/2022	06/13/2018 06/14/2018 110,000.00	108,052.16 0.00 0.00 108,132.32	5.70 0.00 176.62 170.92	80.16 0.00 80.16 251.08	251.08
912828WJ5	US Treasury Note 2.5% Due 05/15/2024	06/18/2019 06/19/2019 110,000.00	112,551.33 0.00 0.00 112,494.71	814.54 0.00 1,038.72 224.18	0.00 56.62 (56.62) 167.56	167.56
			657,447.52 0.00 0.00	3,413.45 2,543.75 2,054.38	259.15 56.62 202.53	
Total Fixed Income		660,000.00	657,650.05	1,184.68	1,387.21	1,387.21

Income Earned

As of September 30, 2020



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
CASH & EQUIVALENT						
825252109	Invesco	02/29/2020	9,227.49	0.00	0.00	0.31
	Treasury MMFD Private Class	02/29/2020	2,544.06	0.31	0.00	
		4,537.81	7,233.74	0.00	0.00	
			4,537.81	0.31	0.31	
			9,227.49	0.00	0.00	
			2,544.06	0.31	0.00	
			7,233.74	0.00	0.00	
Total Cash & Equivalent			4,537.81	0.31	0.31	0.31
			666,675.01	3,413.45	259.15	
			2,544.06	2,544.06	56.62	
			7,233.74	2,054.38	202.53	
TOTAL PORTFOLIO			664,537.81	1,184.99	1,387.52	1,387.52

Cash Flow Report

As of September 30, 2020



Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
11/15/2020	Interest	912828WJ5	110,000.00	US Treasury Note 2.5% Due 5/15/2024	0.00	1,375.00	1,375.00
NOV 2020					0.00	1,375.00	1,375.00
12/31/2020	Maturity	912828A83	110,000.00	US Treasury Note 2.375% Due 12/31/2020	110,000.00	1,306.25	111,306.25
DEC 2020					110,000.00	1,306.25	111,306.25
02/28/2021	Interest	912828L24	110,000.00	US Treasury Note 1.875% Due 8/31/2022	0.00	1,031.25	1,031.25
02/28/2021	Interest	912828J43	110,000.00	US Treasury Note 1.75% Due 2/28/2022	0.00	962.50	962.50
FEB 2021					0.00	1,993.75	1,993.75
03/31/2021	Interest	9128284D9	110,000.00	US Treasury Note 2.5% Due 3/31/2023	0.00	1,375.00	1,375.00
03/31/2021	Interest	912828F21	110,000.00	US Treasury Note 2.125% Due 9/30/2021	0.00	1,168.75	1,168.75
MAR 2021					0.00	2,543.75	2,543.75
05/15/2021	Interest	912828WJ5	110,000.00	US Treasury Note 2.5% Due 5/15/2024	0.00	1,375.00	1,375.00
MAY 2021					0.00	1,375.00	1,375.00
08/31/2021	Interest	912828L24	110,000.00	US Treasury Note 1.875% Due 8/31/2022	0.00	1,031.25	1,031.25
08/31/2021	Interest	912828J43	110,000.00	US Treasury Note 1.75% Due 2/28/2022	0.00	962.50	962.50
AUG 2021					0.00	1,993.75	1,993.75
09/30/2021	Interest	9128284D9	110,000.00	US Treasury Note 2.5% Due 3/31/2023	0.00	1,375.00	1,375.00
09/30/2021	Maturity	912828F21	110,000.00	US Treasury Note 2.125% Due 9/30/2021	110,000.00	1,168.75	111,168.75
SEP 2021					110,000.00	2,543.75	112,543.75
TOTAL					220,000.00	13,131.25	233,131.25



Account #10600

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Custody: Your qualified custodian bank maintains control of all assets reflected in this statement and we urge you to compare this statement to the one you receive from your qualified custodian. Chandler does not have any authority to withdraw or deposit funds from/to the custodian account.

Valuation: Prices are provided by IDC, an independent pricing source. In the event IDC does not provide a price or if the price provided is not reflective of fair market value, Chandler will obtain pricing from an alternative approved third party pricing source in accordance with our written valuation policy and procedures. Our valuation procedures are also disclosed in Item 5 of our Form ADV Part 2A.

Performance: Performance results are presented gross-of-advisory fees and represent the client's Total Return. The deduction of advisory fees lowers performance results. These results include the reinvestment of dividends and other earnings. Past performance may not be indicative of future results. Therefore, clients should not assume that future performance of any specific investment or investment strategy will be profitable or equal to past performance levels. All investment strategies have the potential for profit or loss. Economic factors, market conditions or changes in investment strategies, contributions or withdrawals may materially alter the performance and results of your portfolio.

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Index returns assume reinvestment of all distributions. Historical performance results for investment indexes generally do not reflect the deduction of transaction and/or custodial charges or the deduction of an investment management fee, the incurrence of which would have the effect of decreasing historical performance results. It is not possible to invest directly in an index.

Ratings: Ratings information have been provided by Moody's, S&P and Fitch through data feeds we believe to be reliable as of the date of this statement, however we cannot guarantee its accuracy.

Security level ratings for U.S. Agency issued mortgage-backed securities ("MBS") reflect the issuer rating because the securities themselves are not rated. The issuing U.S. Agency guarantees the full and timely payment of both principal and interest and carries a AA+/Aaa/AAA by S&P, Moody's and Fitch respectively.



Account #10600

Benchmark Index	Disclosure
ICE BAML 3-5 Yr US Treasury/Agency Index	The ICE BAML 3-5 Year US Treasury & Agency Index tracks the performance of US dollar denominated US Treasury and nonsubordinated US agency debt issued in the US domestic market. Qualifying securities must have an investment grade rating (based on an average of Moody’s, S&P and Fitch). Qualifying securities must have at least three years remaining term to final maturity and less than five years remaining term to final maturity, at least three years to maturity at time of issuance, a fixed coupon schedule and a minimum amount outstanding of \$1 billion for sovereigns and \$250 million for agencies. (Index: G2A0. Please visit www.mlindex.ml.com for more information)

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: City Disbursement Registers for October 23 & 30 and November 6 & 13, 2020

RECOMMENDATION

Receive and file.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Alicia Brenner, Sr. Fiscal Analyst

Attachments

Outgoing Payment Log

10-23-2020 City Disbursement

10-30-2020 City Disbursement

11-06-2020 City Disbursement

11-13-2020 City Disbursement

City of Brea
Outgoing Payment Log
October 2020

Effective Date	Vendor	Description	Amount
<u>General Account Electronic payments</u>			
10/2/2020	Elavon	Credit card processing fees	6,987.98
10/5/2020	Citizens Business Bank	Credit card processing fees	2,861.07
10/5/2020	Paypal	Paypal processing fees	75.85
10/7/2020	CALPERS	Medical payment	373,340.65
10/9/2020	ADP	ILJAOE Payroll service fee	126.45
10/9/2020	Brea Payroll	Brea staff payroll	855,545.85
10/9/2020	Brea Payroll	Employee deductions	97,497.10
10/9/2020	EDD	Payroll State taxes	60,278.63
10/9/2020	CA SDU	Child support payments	737.20
10/9/2020	IRS	Payroll Federal taxes	185,668.89
10/13/2020	CALPERS	Member retirement	207,550.15
10/23/2020	Citizens Business Bank	Monthly banking service fee	2,008.18
10/23/2020	Paymentus	Monthly service fee	6,361.00
10/23/2020	Brea Payroll	Brea staff payroll	847,809.23
10/23/2020	Brea Payroll	Employee deductions	95,405.44
10/23/2020	EDD	Payroll State taxes	57,841.58
10/23/2020	CA SDU	Child support payments	881.13
10/23/2020	IRS	Payroll Federal taxes	177,837.06
10/26/2020	CALPERS	Member retirement	208,173.89
10/27/2020	CA Dept of Tax	Sales tax	339.00
10/29/2020	ILJAOE Payroll	ILJAOE staff salary & payroll taxes	12,999.74
			<u>3,200,326.07</u>
<u>Imprest Accounts</u>			
	Various	Workers Compensation Claims	165,857.60
	Various	General Liability Claims	8,602.50
		Subtotal	<u>174,460.10</u>
			<u><u>\$ 3,374,786.17</u></u>

City Disbursement Register

Between Oct 19, 2020 12:00 AM and Oct 23, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185804	AFTERMATH SERVICE, LLC.	10/23/2020	22876	110212131	BIO-HAZARD CLEAN UP	\$375.00
AFTERMATH SERVICE, LLC.					Total Check Amount:	\$375.00
185805	AKM CONSULTING ENGINEERS	10/23/2020	10006	510707609	SWR MSTRPLN UPD JUL20	\$3,689.00
AKM CONSULTING ENGINEERS					Total Check Amount:	\$3,689.00
185806	ARROW INDUSTRIES	10/23/2020	30462	110	REFUND DUE TO COVID19	\$500.00
ARROW INDUSTRIES					Total Check Amount:	\$500.00
185807	ASCE	10/23/2020	21567	110515111	FY 20/21 MEMBERSHIP	\$300.00
ASCE					Total Check Amount:	\$300.00
185808	AT&T	10/23/2020	19147	510707251	PROJ A01906Z 12/26/19	\$7,193.29
AT&T					Total Check Amount:	\$7,193.29
185809	AT&T	10/23/2020	19147	510707251	PROJ A01906Z 1/23/20	\$150,671.85
AT&T					Total Check Amount:	\$150,671.85
185810	AT&T LONG DISTANCE	10/23/2020	1737	475141471	807752441 10/3-11/2	\$26.99
AT&T LONG DISTANCE					Total Check Amount:	\$26.99
185811	BEE REMOVERS	10/23/2020	28503	420515131	BEE REMOVAL	\$118.00
BEE REMOVERS					Total Check Amount:	\$118.00
185812	CARRIER CORPORATION	10/23/2020	29691	490515151	CHILLER SVC OCT-DEC20	\$2,693.25
CARRIER CORPORATION					Total Check Amount:	\$2,693.25
185813	COUNTY OF ORANGE	10/23/2020	4799	172212133	COMM CHGS BR1 SEPT20	\$985.95
COUNTY OF ORANGE					Total Check Amount:	\$985.95
185814	COUNTY OF ORANGE	10/23/2020	4799	110212122	PRKNG CITATIONS SEP20	\$3,548.50
COUNTY OF ORANGE					Total Check Amount:	\$3,548.50
185815	COUNTY OF ORANGE	10/23/2020	4799	110212111	BOOKING FORMS	\$269.50
COUNTY OF ORANGE					Total Check Amount:	\$269.50
185816	COUNTY OF ORANGE	10/23/2020	4799	110212122	FINGERPRINT ID OCT20	\$2,005.00
COUNTY OF ORANGE					Total Check Amount:	\$2,005.00
185817	COUNTY OF ORANGE TREASURER/	10/23/2020	1928	420515131	2021 SECURED PROP TAX	\$1,936.24
		10/23/2020	1928	490515151	2021 SECURED PROP TAX	\$31,070.86
COUNTY OF ORANGE TREASURER/					Total Check Amount:	\$33,007.10
185818	DEPARTMENT OF INDUSTRIAL RELATIONS	10/23/2020	19791	110515125	ST COMPL/INSP DTSP1 L	\$225.00
		10/23/2020	19791	110515125	ST COMPL/INSP DTSP1 R	\$225.00
		10/23/2020	19791	110515125	ST COMPL/INSP DTSP2 R	\$225.00
		10/23/2020	19791	110515125	ST COMPL/INSP DTSP2 L	\$225.00
DEPARTMENT OF INDUSTRIAL RELATIONS					Total Check Amount:	\$900.00
185819	SOUTHERN CALIFORNIA EDISON	10/23/2020	3343	110515143	ELECTRICITY SEP-OCT20	\$79.98
		10/23/2020	3343	110515121	ELECTRICITY SEP-OCT20	\$1,934.97
		10/23/2020	3343	361515148	ELECTRICITY SEP-OCT20	\$27.06
		10/23/2020	3343	420515131	ELECTRICITY SEP-OCT20	\$5,659.93

City Disbursement Register

Between Oct 19, 2020 12:00 AM and Oct 23, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185819	SOUTHERN CALIFORNIA EDISON	10/23/2020	3343	490515151	ELECTRICITY SEP-OCT20	\$31,282.79
SOUTHERN CALIFORNIA EDISON						Total Check Amount: \$38,984.73
185820	JEANETTE FARR	10/23/2020	30464	110	REFUND DUE TO COVID1	\$50.00
JEANETTE FARR						Total Check Amount: \$50.00
185821	STEVE FRASIER	10/23/2020	30463	110000000	PD REPORT REQ REFUND	\$3.00
STEVE FRASIER						Total Check Amount: \$3.00
185822	FRONTIER COMMUNICATIONS	10/23/2020	26183	420515131	5621821023 10/7-11/6	\$62.46
FRONTIER COMMUNICATIONS						Total Check Amount: \$62.46
185823	THE GAS COMPANY	10/23/2020	3749	490515151	GAS SEP-OCT2020	\$1,356.60
THE GAS COMPANY						Total Check Amount: \$1,356.60
185824	GEOMATICS	10/23/2020	23899	420515131	PROBES/TOOLS	\$172.40
GEOMATICS						Total Check Amount: \$172.40
185825	GOLDEN BELL PRODUCTS, INC.	10/23/2020	1411	430515123	SEWER ROACH CONTROL	\$16,566.00
GOLDEN BELL PRODUCTS, INC.						Total Check Amount: \$16,566.00
185826	WILLIE GRANT	10/23/2020	30465	420000000	CLOSED WATER ACCOUNT	\$46.89
WILLIE GRANT						Total Check Amount: \$46.89
185827	INTIME SOLUTIONS INC.	10/23/2020	20876	950000000	ILJAO ISE TEXT AUG20	\$3,422.32
INTIME SOLUTIONS INC.						Total Check Amount: \$3,422.32
185828	INTIME SOLUTIONS INC.	10/23/2020	20876	950000000	ILJAO ISE TEXT SEP20	\$3,297.12
INTIME SOLUTIONS INC.						Total Check Amount: \$3,297.12
185829	KAREN IRWIN	10/23/2020	29528	110	REFUND DUE TO COVID19	\$50.00
KAREN IRWIN						Total Check Amount: \$50.00
185830	CASSIDI MINTER	10/23/2020	30466	420000000	CLOSED WATER ACCOUNT	\$17.40
CASSIDI MINTER						Total Check Amount: \$17.40
185831	DOINA MOCANU	10/23/2020	30178	110	REFUND DUE TO COVID19	\$1,500.00
DOINA MOCANU						Total Check Amount: \$1,500.00
185832	MVP SECURITY SYSTEMS, INC	10/23/2020	29420	510707954	CARD ACCESS CONTROLS	\$34,995.00
MVP SECURITY SYSTEMS, INC						Total Check Amount: \$34,995.00
185833	PAT NELSON	10/23/2020	29491	110	REFUND DUE TO COVID19	\$50.00
PAT NELSON						Total Check Amount: \$50.00
185834	NUVIS LANDSCAPE ARCHITECTURE	10/23/2020	28071	360515147	DOG PARK IMP 3/1-4/5	\$560.00
NUVIS LANDSCAPE ARCHITECTURE						Total Check Amount: \$560.00
185835	ORANGE COUNTY WINWATER WORKS	10/23/2020	28030	420515131	PLUMBING SUPPLIES	\$5,742.27
ORANGE COUNTY WINWATER WORKS						Total Check Amount: \$5,742.27
185836	OFFICE DEPOT, INC	10/23/2020	4743	110212122	OFFICE SUPPLIES	\$521.53
		10/23/2020	4743	110222211	OFFICE SUPPLIES	\$25.32
		10/23/2020	4743	110212111	OFFICE SUPPLIES	\$429.04
		10/23/2020	4743	110212111	REFUND:BINDER	(\$12.76)

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185836	OFFICE DEPOT, INC	10/23/2020	4743	110212111	TONERS	\$293.34
		10/23/2020	4743	110212111	TONER	\$525.70
OFFICE DEPOT, INC					Total Check Amount:	\$1,782.17
185837	PARAGON TACTICAL INC	10/23/2020	30439	110212131	GUN CLEARING BOXES	\$2,101.13
PARAGON TACTICAL INC					Total Check Amount:	\$2,101.13
185838	PRINGLES DRAPERIES & BLINDS	10/23/2020	9082	490515151	PD WNDWBLNDS CCC FL3	\$270.26
PRINGLES DRAPERIES & BLINDS					Total Check Amount:	\$270.26
185839	PUENTE HILLS FORD	10/23/2020	25742	480515161	MOULDINGS	\$382.44
PUENTE HILLS FORD					Total Check Amount:	\$382.44
185840	DONGHWAN RO	10/23/2020	27512	420000000	CLOSED WATER ACCOUNT	\$16.81
DONGHWAN RO					Total Check Amount:	\$16.81
185841	KATHY ROSENGREEN	10/23/2020	29513	110	REFUND DUE TO COVID19	\$50.00
KATHY ROSENGREEN					Total Check Amount:	\$50.00
185842	STEPHEN DORECK EQUIPMENT	10/23/2020	20478	510707453	PP#3 PUENTE ST AUG20	\$413,520.75
		10/23/2020	20478	510707464	PP#3 PUENTE ST AUG20	\$288,016.25
		10/23/2020	20478	510707311	PP#3 PUENTE ST AUG20	\$11,347.28
STEPHEN DORECK EQUIPMENT					Total Check Amount:	\$712,884.28
185843	ANDREA SUN	10/23/2020	30467	420000000	CLOSED WATER ACCOUNT	\$33.68
ANDREA SUN					Total Check Amount:	\$33.68
185844	TIME WARNER CABLE	10/23/2020	19304	110111151	CABLE CHGS 10/2-11/1	\$59.76
		10/23/2020	19304	110222211	CABLE CHGS 10/2-11/1	\$79.44
		10/23/2020	19304	110404211	CABLE 10/2-11/1 40955	\$132.75
		10/23/2020	19304	110404311	CABLE CHGS 10/2-11/1	\$19.86
		10/23/2020	19304	420515131	CABLE 10/2-11/1 49861	\$98.91
		10/23/2020	19304	110212111	CABLE CHGS 10/2-11/1	\$377.76
		10/23/2020	19304	420515131	CABLE 10/2-11/1 20981	\$147.35
		10/23/2020	19304	110111143	CABLE CHGS 10/2-11/1	\$29.90
		10/23/2020	19304	110111161	CABLE CHGS 10/2-11/1	\$19.86
		10/23/2020	19304	110141481	CABLE CHGS 10/2-11/1	\$19.86
		10/23/2020	19304	110323212	CABLE CHGS 10/2-11/1	\$79.62
		10/23/2020	19304	490515151	CABLE CHGS 10/2-11/1	\$19.86
		10/23/2020	19304	110404521	CABLE 10/2-11/1 15799	\$33.70
TIME WARNER CABLE					Total Check Amount:	\$1,118.63
185845	TURNOUT MAINTENANCE COMPANY, LLC	10/23/2020	19898	110222221	BRUSH COATS:NEW HIRES	\$453.25
TURNOUT MAINTENANCE COMPANY, LLC					Total Check Amount:	\$453.25
185846	UC REGENTS	10/23/2020	30461	110212121	SART EXAMS-JUVENILES	\$1,450.00
UC REGENTS					Total Check Amount:	\$1,450.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185847	UNIFIRST CORPORATION	10/23/2020	27988	110212131	PD LAUNDRY SVCS 10/12	\$24.88
UNIFIRST CORPORATION						Total Check Amount:
						\$24.88
185848	UNITED PARCEL SERVICE	10/23/2020	3174	110141441	SHIPPING CHGS SEP/OCT	\$65.61
UNITED PARCEL SERVICE						Total Check Amount:
						\$65.61
185849	VERIZON CONNECT NWF, INC.	10/23/2020	25293	480515161	GPS FEES SEPT 2020	\$893.00
VERIZON CONNECT NWF, INC.						Total Check Amount:
						\$893.00
185850	VERIZON WIRELESS	10/23/2020	21122	110212121	9864140242 9/4-10/3	\$50.96
VERIZON WIRELESS						Total Check Amount:
						\$50.96
185851	WESTERN AUDIO VISUAL	10/23/2020	24433	510707954	SUPPLY/INSTLL CAMERAS	\$7,081.62
WESTERN AUDIO VISUAL						Total Check Amount:
						\$7,081.62
185852	XEROX CORPORATION	10/23/2020	3349	110141441	PRINT CHARGES:SEPT20	\$1,257.56
		10/23/2020	3349	110141441	TRM/FOLDR SW MNT SEP	\$116.00
		10/23/2020	3349	110141441	BLACK CPR/PRNTR SEP20	\$468.65
		10/23/2020	3349	110141441	HI PERF COLOR CPR SEP	\$220.27
		10/23/2020	3349	110141441	UDIRECTS MNT SEPT20	\$119.07
		10/23/2020	3349	110141441	EQ PROTECTION FFSRVR (SN	\$24.89
		10/23/2020	3349	110141441	HISPEED PRNTR/CPR SEP	\$717.42
		10/23/2020	3349	110141441	PROD CLRCPR/PRNTR SEP	\$546.38
		10/23/2020	3349	110141441	EQ PROTECTION V180P	\$21.40
XEROX CORPORATION						Total Check Amount:
						\$3,491.64
						Check Subtotal
						\$1,045,309.98
V42735	ADAMSON POLICE PRODUCTS	10/23/2020	4023	110212131	VESTS	\$1,255.29
ADAMSON POLICE PRODUCTS						Total Check Amount:
						\$1,255.29
V42736	THE ADVANTAGE GROUP	10/23/2020	24539	110141481	FLEX ADMIN FEE SEPT20	\$338.00
THE ADVANTAGE GROUP						Total Check Amount:
						\$338.00
V42737	AFLAC-ACCOUNT #EZA73	10/23/2020	22923	110	ACC/CANCER INS SEP20	\$4,211.01
AFLAC-ACCOUNT #EZA73						Total Check Amount:
						\$4,211.01
V42738	BREA AUTO BODY, INC.	10/23/2020	27982	490515151	REFINISH CABINETS (6)	\$1,081.17
BREA AUTO BODY, INC.						Total Check Amount:
						\$1,081.17
V42739	BREA TOWING	10/23/2020	16399	110212132	TOW 2009-0206 9/3	\$172.50
		10/23/2020	16399	110212121	TOW 2009-1347 9/18	\$312.50
BREA TOWING						Total Check Amount:
						\$485.00
V42740	BREA/ORANGE COUNTY PLUMBING	10/23/2020	3781	490515151	FS1 SEWER CAMERA SVC	\$320.00
BREA/ORANGE COUNTY PLUMBING						Total Check Amount:
						\$320.00
V42741	C. WELLS PIPELINE MATERIALS INC	10/23/2020	13055	420515131	PLUMBING SUPPLIES	\$283.39
C. WELLS PIPELINE MATERIALS INC						Total Check Amount:
						\$283.39
V42742	CANON SOLUTIONS AMERICA, INC	10/23/2020	15260	110141441	2714 PAC RM SEPT20	\$101.34

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42742	CANON SOLUTIONS AMERICA, INC	10/23/2020	15260	110141441	3047 SR CTR SEPT20	\$77.30
		10/23/2020	15260	110141441	3056 BCC SEPT20	\$87.17
		10/23/2020	15260	110141441	3118 PD REC 2 SEPT20	\$77.30
		10/23/2020	15260	110141441	3054 PW SEPT20	\$87.17
		10/23/2020	15260	110141441	3142 MGMT SVCS SEPT20	\$87.17
		10/23/2020	15260	110141441	3035 PD DISP SEPT20	\$85.19
		10/23/2020	15260	110141441	5154 FIRE DEPT SEPT20	\$85.61
		10/23/2020	15260	110141441	PRINT CHARGES: SEPT20	\$505.95
		10/23/2020	15260	110141441	3110 PD REC 1 SEPT20	\$77.30
		10/23/2020	15260	110141441	3112 COM/MKTG SEPT20	\$65.52
		10/23/2020	15260	110141441	3124 PD INV SEPT20	\$77.30
		10/23/2020	15260	110141441	5327 FIRE ADM SEPT20	\$85.61
		10/23/2020	15260	110141441	6569 COMM DEV SEPT20	\$143.66
CANON SOLUTIONS AMERICA, INC					Total Check Amount:	\$1,643.59
V42743	ANDREW P CATOR	10/23/2020	6646	460141474	SEPT 2020 MILEAGE	\$126.50
ANDREW P CATOR					Total Check Amount:	\$126.50
V42744	CDCE INCORPORATED	10/23/2020	19356	475141471	3YRCRADLE PT NETCLOUD	\$368.00
		10/23/2020	19356	110212121	TABLET INST ON PD VEH	\$425.00
CDCE INCORPORATED					Total Check Amount:	\$793.00
V42745	CENTRALSQUARE TECHNOLOGIES, LLC	10/23/2020	29643	420141421	WORK ORD/MTR INV TRNG	\$80.00
		10/23/2020	29643	475141471	20/21 COGNOS MNT	\$3,174.44
CENTRALSQUARE TECHNOLOGIES, LLC					Total Check Amount:	\$3,254.44
V42746	BRANDON CHUNG	10/23/2020	18773	460141474	SEPT 2020 MILEAGE	\$113.85
BRANDON CHUNG					Total Check Amount:	\$113.85
V42747	CLINICAL LABORATORY OF	10/23/2020	3390	420515131	WATER QUALITY SEPT20	\$1,296.00
CLINICAL LABORATORY OF					Total Check Amount:	\$1,296.00
V42748	CODING MINDS, INC	10/23/2020	29939	110404145	MINECRFT CODING CLASS	\$18.40
CODING MINDS, INC					Total Check Amount:	\$18.40
V42749	COMLOCK SECURITY-GROUP	10/23/2020	13625	490515151	KEYS	\$11.80
		10/23/2020	13625	490515151	RPR CCC PLZA LVL LOCK	\$424.36
		10/23/2020	13625	110515125	REPAIR DTPS2 DOORLOCK	\$143.75
COMLOCK SECURITY-GROUP					Total Check Amount:	\$579.91
V42750	CORE & MAIN LP	10/23/2020	27049	420515131	WATER METERS+ENCODERS	\$6,078.52
		10/23/2020	27049	420515131	WATER METER + ENCODER	\$1,693.94
		10/23/2020	27049	420515131	WATER METER ENCODERS	\$6,388.10
CORE & MAIN LP					Total Check Amount:	\$14,160.56
V42751	EQUIPMENT DIRECT INC	10/23/2020	4522	911515151	COVID19 SANITIZER	\$669.34

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42751	EQUIPMENT DIRECT INC	10/23/2020	4522	480515161	FIRST AID SUPPLIES	\$23.83
		10/23/2020	4522	420515131	SAFETY SUPPLIES	\$263.77
EQUIPMENT DIRECT INC					Total Check Amount:	\$956.94
V42752	EWING IRRIGATION PRODUCTS, INC.	10/23/2020	5807	490515151	QUICK COUPLER	\$56.56
EWING IRRIGATION PRODUCTS, INC.					Total Check Amount:	\$56.56
V42753	FUSCOE ENGINEERING, INC.	10/23/2020	18052	840141412	BREA IMP WQMP SEP20	\$594.00
		10/23/2020	18052	410515132	NPDES SVCS SEPT 2020	\$12,007.75
		10/23/2020	18052	840141412	BREA PLAZA WQMP SEP20	\$561.00
FUSCOE ENGINEERING, INC.					Total Check Amount:	\$13,162.75
V42754	GEORGE HILLS COMPANY	10/23/2020	27340	470141483	CLAIMS MGMT FEE OCT20	\$530.42
GEORGE HILLS COMPANY					Total Check Amount:	\$530.42
V42755	HCI SYSTEMS INC	10/23/2020	25112	490515151	CCC SPRINKLER INSP	\$846.25
HCI SYSTEMS INC					Total Check Amount:	\$846.25
V42756	HI SIGN	10/23/2020	4693	110212122	REDO PD WALL PLAQUES	\$113.14
HI SIGN					Total Check Amount:	\$113.14
V42757	IPARQ	10/23/2020	21583	110323241	PERMIT FEES SEP 2020	\$425.88
IPARQ					Total Check Amount:	\$425.88
V42758	KIMLEY-HORN AND ASSOCIATES, INC.	10/23/2020	26302	84032323E	BREA ENTITLEMENT SVCS	\$17,275.10
KIMLEY-HORN AND ASSOCIATES, INC.					Total Check Amount:	\$17,275.10
V42759	KRONOS INCORPORATED	10/23/2020	22688	475141471	IVR SVCS JUL/AUG2020	\$6.40
KRONOS INCORPORATED					Total Check Amount:	\$6.40
V42760	JULIE H. LEE	10/23/2020	29028	110404523	COUNSELING SVCS SEP20	\$3,150.00
JULIE H. LEE					Total Check Amount:	\$3,150.00
V42761	LIEBERT CASSIDY WHITMORE	10/23/2020	2489	470141483	PROF SVCS 00001 AUG20	\$152.00
		10/23/2020	2489	470141483	PROF SVCS 00021 AUG20	\$190.00
		10/23/2020	2489	470141483	PROF SVCS 00022 AUG20	\$114.00
LIEBERT CASSIDY WHITMORE					Total Check Amount:	\$456.00
V42762	LINCOLN AQUATICS	10/23/2020	17902	110404422	BULK ACID/CHLORINE	\$930.84
LINCOLN AQUATICS					Total Check Amount:	\$930.84
V42763	LINEGEAR	10/23/2020	23894	110222211	SOFT-SHELL JACKETS	\$545.22
		10/23/2020	23894	110222221	BACK PACKS	\$3,006.23
		10/23/2020	23894	110222221	HEAD LAMPS	\$650.81
		10/23/2020	23894	110222221	PANTS	\$300.62
LINEGEAR					Total Check Amount:	\$4,502.88
V42764	CAITLIN MOHNEY	10/23/2020	29108	110404521	SR CTR YOGA SEPT 2020	\$90.00
CAITLIN MOHNEY					Total Check Amount:	\$90.00
V42765	MUNICIPAL WATER DISTRICT	10/23/2020	3784	420515131	WTR REBATE INSPECTION	\$333.00
MUNICIPAL WATER DISTRICT					Total Check Amount:	\$333.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42766	PIPE TEC, INC.	10/23/2020	29480	510707609	SEWER CCTV/CLNG PP#4	\$76,159.50
PIPE TEC, INC.					Total Check Amount:	\$76,159.50
V42767	PLACEWORKS, INC.	10/23/2020	26720	840141412	PROF SVCS SEPT 2020	\$45.30
		10/23/2020	26720	84032323E	PROF SVCS SEPT 2020	\$13,223.75
PLACEWORKS, INC.					Total Check Amount:	\$13,269.05
V42768	PRINT & FINISHING SOLUTIONS	10/23/2020	21135	110141441	SUPPLIES	\$75.96
		10/23/2020	21135	110404420	LAMINATE SUPPLIES	\$450.99
PRINT & FINISHING SOLUTIONS					Total Check Amount:	\$526.95
V42769	READWRITE EDUCATIONAL, INC.	10/23/2020	3444	110404145	READING/MATH DEV	\$300.00
READWRITE EDUCATIONAL, INC.					Total Check Amount:	\$300.00
V42770	RUSSELL SIGLER INC.	10/23/2020	21638	490515151	HVAC REFRIGERANT	\$269.08
RUSSELL SIGLER INC.					Total Check Amount:	\$269.08
V42771	TENNIS ANYONE ACADEMY	10/23/2020	12688	110404145	TENNIS LESSONS	\$1,117.00
TENNIS ANYONE ACADEMY					Total Check Amount:	\$1,117.00
V42772	TRANS UNION LLC	10/23/2020	8371	110141481	HR SVCS 8/26-9/25/20	\$42.09
TRANS UNION LLC					Total Check Amount:	\$42.09
V42773	WALTERS WHOLESALE ELECTRIC	10/23/2020	1667	110515121	FUSE HOLDERS:LT POLES	\$293.40
		10/23/2020	1667	110515121	ELECT WIRE:ST LTPOLES	\$198.66
WALTERS WHOLESALE ELECTRIC					Total Check Amount:	\$492.06
V42774	WESTCOAST SHIRTWORKS, INC.	10/23/2020	22572	490515151	PW POLO SHIRTS	\$244.71
		10/23/2020	22572	420515131	HATS - PW	\$493.78
WESTCOAST SHIRTWORKS, INC.					Total Check Amount:	\$738.49
Voucher Subtotal						\$165,710.49

TOTAL \$1,211,020.47

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185853	AKM CONSULTING ENGINEERS	10/30/2020	10006	510707609	SWR MSTRPLN UPD AUG20	\$61,949.10
		10/30/2020	10006	510707609	SWR MSTRPLN UPD SEP20	\$11,425.50
AKM CONSULTING ENGINEERS					Total Check Amount:	\$73,374.60
185854	ARCON STRUCTURAL ENGINEERS, INC	10/30/2020	30265	510707958	STR ENGG SVCS:BHGC BR	\$7,100.00
ARCON STRUCTURAL ENGINEERS, INC					Total Check Amount:	\$7,100.00
185855	AT&T	10/30/2020	22050	475141471	8310009235 10/11/20	\$1,822.03
		10/30/2020	22050	475141471	8310008112 10/11/20	\$1,302.40
AT&T					Total Check Amount:	\$3,124.43
185856	AIMEE J. AUL	10/30/2020	29016	110404541	SUNDAY FUNDAY WRKSHOP	\$36.00
AIMEE J. AUL					Total Check Amount:	\$36.00
185857	BANDERA ESTATES PARTNERSHIP	10/30/2020	29390	270323218	SENIOR SUBSIDY NOV20	\$508.00
BANDERA ESTATES PARTNERSHIP					Total Check Amount:	\$508.00
185858	BARTEL ASSOCIATES, LLC	10/30/2020	18970	110141431	ACTUARIAL CONSULT AUG	\$1,746.00
BARTEL ASSOCIATES, LLC					Total Check Amount:	\$1,746.00
185859	BROOKDALE BREA	10/30/2020	29391	270323218	SENIOR SUBSIDY NOV20	\$254.00
BROOKDALE BREA					Total Check Amount:	\$254.00
185860	CALIF BUILDING STANDARDS COMMISSION	10/30/2020	20578	110	GRNBLDG FEES 2021 Q1	\$642.00
		10/30/2020	20578	110000000	10% AGNCY GBF 2021 Q1	(\$64.20)
CALIF BUILDING STANDARDS COMMISSION					Total Check Amount:	\$577.80
185861	CENTRAL POWDER COATING INC.	10/30/2020	8508	110515125	DOWNTOWN FURNITURE	\$350.19
CENTRAL POWDER COATING INC.					Total Check Amount:	\$350.19
185862	CHARTER COMMUNICATIONS	10/30/2020	29127	830	EXCAVATION DEP REFUND	\$2,000.00
CHARTER COMMUNICATIONS					Total Check Amount:	\$2,000.00
185863	CHARTER COMMUNICATIONS	10/30/2020	29127	830	EXCAVATION DEP REFUND	\$2,000.00
CHARTER COMMUNICATIONS					Total Check Amount:	\$2,000.00
185864	CITY OF BREA	10/30/2020	13577	110212111	20/21 ILJAO MEMB FEE	\$13,662.00
CITY OF BREA					Total Check Amount:	\$13,662.00
185865	CITY OF ORANGE	10/30/2020	15160	110515171	SB743 COOP AGR AUG20	\$243.65
		10/30/2020	15160	110515171	SB743 COOP AGR JUL20	\$306.02
		10/30/2020	15160	110515171	SB743 COOP AGR JUN20	\$395.46
CITY OF ORANGE					Total Check Amount:	\$945.13
185866	CT&T CONCRETE PAVING, INC.	10/30/2020	28593	510707313	CONC REM/REPL PP#2	\$40,656.00
CT&T CONCRETE PAVING, INC.					Total Check Amount:	\$40,656.00
185867	DELTA DENTAL INSURANCE COMPANY	10/30/2020	26074	110	4253 DENTAL HMO NOV20	\$2,186.17
		10/30/2020	26074	110	4253 DENTAL HMO AUG20	(\$66.92)
		10/30/2020	26074	110	4253 DENTAL HMO OCT20	\$2,094.65
DELTA DENTAL INSURANCE COMPANY					Total Check Amount:	\$4,213.90
185868	DEPARTMENT OF CONSERVATION	10/30/2020	2278	110	STRONG MOTION FEES Q1	\$2,162.11

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185868	DEPARTMENT OF CONSERVATION	10/30/2020	2278	110000000	5% 20/21 Q1 SM FEES	(\$108.11)
DEPARTMENT OF CONSERVATION					Total Check Amount:	\$2,054.00
185869	SOUTHERN CALIFORNIA EDISON	10/30/2020	3343	110515121	ELECTRICITY SEP-OCT20	\$4,054.69
		10/30/2020	3343	490515151	ELECTRICITY SEP-OCT20	\$11,968.88
		10/30/2020	3343	110515148	ELECTRICITY SEP-OCT20	\$92.36
		10/30/2020	3343	110515143	ELECTRICITY SEP-OCT20	\$26.55
SOUTHERN CALIFORNIA EDISON					Total Check Amount:	\$16,142.48
185870	ERIC W. GRUVER PHD	10/30/2020	7856	110141481	PRE-EMPL EVALUATION	\$425.00
ERIC W. GRUVER PHD					Total Check Amount:	\$425.00
185871	GALVEZ QUALITY AUTO GLASS	10/30/2020	27010	480515161	WINDSHIELD REPAIR	\$265.00
GALVEZ QUALITY AUTO GLASS					Total Check Amount:	\$265.00
185872	THE GAS COMPANY	10/30/2020	3749	490515151	GAS 9/17-10/19/2020	\$107.70
THE GAS COMPANY					Total Check Amount:	\$107.70
185873	GATEWAY URGENT CARE CENTER	10/30/2020	27352	110141481	HR MED SVCS OCT 2020	\$2,205.00
		10/30/2020	27352	110141481	HR MED SVCS SEPT 2020	\$1,470.00
GATEWAY URGENT CARE CENTER					Total Check Amount:	\$3,675.00
185874	YINHUA HAN	10/30/2020	29956	110	YOUTH VOLLEYBALL REF.	\$85.00
YINHUA HAN					Total Check Amount:	\$85.00
185875	HERITAGE PLAZA	10/30/2020	29392	270323218	SENIOR SUBSIDY NOV20	\$254.00
HERITAGE PLAZA					Total Check Amount:	\$254.00
185876	HF&H CONSULTANTS, LLC	10/30/2020	27542	440515122	SB1383 SVCS SEP20	\$1,919.25
HF&H CONSULTANTS, LLC					Total Check Amount:	\$1,919.25
185877	HOLLYDALE MOBILE ESTATES	10/30/2020	29393	270323218	SENIOR SUBSIDY NOV20	\$254.00
HOLLYDALE MOBILE ESTATES					Total Check Amount:	\$254.00
185878	HUNTER SYSTEMS GROUP	10/30/2020	22902	475141471	2021 SMARTSHOT SW MNT	\$399.00
HUNTER SYSTEMS GROUP					Total Check Amount:	\$399.00
185879	INLAND WATER WORKS SUPPLY CO	10/30/2020	23904	420515131	ERT'S FOR METERS	\$11,637.00
INLAND WATER WORKS SUPPLY CO					Total Check Amount:	\$11,637.00
185880	KABBARA ENGINEERING	10/30/2020	23694	510707458	DESIGN SVCS 7/23-9/16	\$5,412.62
KABBARA ENGINEERING					Total Check Amount:	\$5,412.62
185881	KING LUMINAIRE COMPANY INC.	10/30/2020	15602	110515121	ST LT FIXTURES: CENTER	\$4,186.09
KING LUMINAIRE COMPANY INC.					Total Check Amount:	\$4,186.09
185882	LAKE PARK BREA LP	10/30/2020	5289	270323218	SENIOR SUBSIDY NOV20	\$1,270.00
LAKE PARK BREA LP					Total Check Amount:	\$1,270.00
185883	LINDA LEE	10/30/2020	28748	110	REFUND DUE TO COVID19	\$155.55
LINDA LEE					Total Check Amount:	\$155.55
185884	LIFE-ASSIST, INC.	10/30/2020	10530	174222222	PM MEDS FS2	\$65.07
LIFE-ASSIST, INC.					Total Check Amount:	\$65.07

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185885	CANDI MAGRAY	10/30/2020	30283	110	REFUND DUE TO COVID19	\$187.20
CANDI MAGRAY					Total Check Amount:	\$187.20
185886	MARK THOMAS & COMPANY, INC	10/30/2020	30436	510707946	GRANT WRITING 10/11	\$9,920.00
MARK THOMAS & COMPANY, INC					Total Check Amount:	\$9,920.00
185887	OFFICE DEPOT, INC	10/30/2020	4743	110404311	OFFICE SUPPLIES	\$64.82
OFFICE DEPOT, INC					Total Check Amount:	\$64.82
185888	ORANGE VILLA SENIOR APARTMENTS	10/30/2020	29394	270323218	SENIOR SUBSIDY NOV20	\$254.00
ORANGE VILLA SENIOR APARTMENTS					Total Check Amount:	\$254.00
185889	PRFORMANCE CONTRACTORS, INC.	10/30/2020	29368	490515151	NEW OFFICE REMODEL	\$2,241.00
		10/30/2020	29368	490515151	SECURTY CONTROLS PROJ	\$3,987.00
PRFORMANCE CONTRACTORS, INC.					Total Check Amount:	\$6,228.00
185890	PUENTE HILLS FORD	10/30/2020	25742	480515161	A/C REPAIR	\$418.98
PUENTE HILLS FORD					Total Check Amount:	\$418.98
185891	RENNE SLOAN HOTLZMAN SAKAI, LLP	10/30/2020	27580	110141481	PROF LEGAL SVCS SEP20	\$157.50
RENNE SLOAN HOTLZMAN SAKAI, LLP					Total Check Amount:	\$157.50
185892	DONGHWAN RO	10/30/2020	27512	420000000	CLOSED WATER ACCOUNT	\$68.27
DONGHWAN RO					Total Check Amount:	\$68.27
185893	SAN GABRIEL BASIN WATER	10/30/2020	25882	420515131	20/21 PUMPING RIGHTS	\$9,016.32
SAN GABRIEL BASIN WATER					Total Check Amount:	\$9,016.32
185894	SANCON ENGINEERING, INC.	10/30/2020	26947	510707617	SEWER RELINE 7/9-9/24	\$31,503.00
SANCON ENGINEERING, INC.					Total Check Amount:	\$31,503.00
185895	SOUTHWEST SCHOOL & OFFICE SUPPLY	10/30/2020	25945	510707955	MEETING ROOM CHAIRS	\$767.91
SOUTHWEST SCHOOL & OFFICE SUPPLY					Total Check Amount:	\$767.91
185896	SPARKLETTS	10/30/2020	3001	110141441	WTR DISP+BOTTLS SEP20	\$601.12
SPARKLETTS					Total Check Amount:	\$601.12
185897	STETSON ENGINEERS INC.	10/30/2020	21629	420515131	LA HABRA BASIN STUDY	\$618.00
STETSON ENGINEERS INC.					Total Check Amount:	\$618.00
185898	DETH P SUN	10/30/2020	29934	110404541	ART SALES:CH ONE EXH	\$70.00
		10/30/2020	29934	110	ART SALES:CH ONE EXH	\$70.00
DETH P SUN					Total Check Amount:	\$140.00
185899	TESLA MOTORS	10/30/2020	24316	110000000	DUPL PERMT FEE REFUND	\$50.00
		10/30/2020	24316	110	DUPL PERMT FEE REFUND	\$3.60
		10/30/2020	24316	840000000	DUPL PERMT FEE REFUND	\$300.00
TESLA MOTORS					Total Check Amount:	\$353.60
185900	UNIFIRST CORPORATION	10/30/2020	27988	110212131	PD LAUNDRY SVCS 10/19	\$24.88
		10/30/2020	27988	110212131	PD LAUNDRY SVCS 10/5	\$24.88
UNIFIRST CORPORATION					Total Check Amount:	\$49.76
185901	URBAN GRAFFITI ENTERPRISES INC.	10/30/2020	4352	110515121	GRAFFTI REMOVAL MAY20	\$2,450.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185901	URBAN GRAFFITI ENTERPRISES INC.	10/30/2020	4352	110515121	GRAFFTI REMOVAL SEP20	\$2,450.00
URBAN GRAFFITI ENTERPRISES INC. Total Check Amount:						\$4,900.00
185902	WESTRUX INTERNATIONAL	10/30/2020	25302	480515161	BLOWER MOTOR	\$185.00
WESTRUX INTERNATIONAL Total Check Amount:						\$185.00
Check Subtotal						\$264,288.29
V42775	ADAMSON POLICE PRODUCTS	10/30/2020	4023	110212131	BULLET RESISTNT VESTS	\$7,143.83
ADAMSON POLICE PRODUCTS Total Check Amount:						\$7,143.83
V42776	ADMINISTRATIVE & PROF	10/30/2020	3344	110	DED:4010 APEA MEMBR	\$492.00
ADMINISTRATIVE & PROF Total Check Amount:						\$492.00
V42777	THE ADVANTAGE GROUP	10/30/2020	24539	110	DED:808B FSA DEPCAR	\$2,028.91
		10/30/2020	24539	110	DED:808C FSA UR MED	\$4,691.88
THE ADVANTAGE GROUP Total Check Amount:						\$6,720.79
V42778	ALLSTAR FIRE EQUIPMENT	10/30/2020	8353	110222221	HELMETS NEW HIRES	\$1,387.04
		10/30/2020	8353	110222221	WILDLAND SUPPLIES	\$1,433.08
		10/30/2020	8353	110222221	WLDLND GEAR:NEW HIRES	\$1,571.06
ALLSTAR FIRE EQUIPMENT Total Check Amount:						\$4,391.18
V42779	BEST LAWN MOWER SERVICE	10/30/2020	16230	480515161	SERPENTINE BELT	\$32.44
BEST LAWN MOWER SERVICE Total Check Amount:						\$32.44
V42780	BPSEA MEMORIAL FOUNDATION	10/30/2020	14990	110	DED:4050 MEMORIAL	\$192.00
BPSEA MEMORIAL FOUNDATION Total Check Amount:						\$192.00
V42781	BREA CITY EMPLOYEES ASSOCIATION	10/30/2020	3236	110	DED:4005 BCEA MEMBR	\$560.00
BREA CITY EMPLOYEES ASSOCIATION Total Check Amount:						\$560.00
V42782	BREA DISPOSAL, INC	10/30/2020	3330	440515122	REFUSE COLLECTN SEP20	\$166,475.32
		10/30/2020	3330	440515122	SEPT 2020 RES TONNAGE	\$72,815.62
BREA DISPOSAL, INC Total Check Amount:						\$239,290.94
V42783	BREA FIREFIGHTERS ASSOCIATION	10/30/2020	3237	110	DED:4016 ASSOC MEMB	\$2,744.50
BREA FIREFIGHTERS ASSOCIATION Total Check Amount:						\$2,744.50
V42784	BREA POLICE ASSOCIATION	10/30/2020	3769	110	DED:4030 BPA REG	\$3,300.00
BREA POLICE ASSOCIATION Total Check Amount:						\$3,300.00
V42785	BREA POLICE ATHLETIC LEAGUE	10/30/2020	1068	110	DED:5010 B.P.A.L.	\$137.50
BREA POLICE ATHLETIC LEAGUE Total Check Amount:						\$137.50
V42786	BREA POLICE MANAGEMENT ASSOCIATION	10/30/2020	21189	110	DED:4020 PMA MEMBRS	\$195.00
BREA POLICE MANAGEMENT ASSOCIATION Total Check Amount:						\$195.00
V42787	C. WELLS PIPELINE MATERIALS INC	10/30/2020	13055	420515131	TOOLS	\$306.01
		10/30/2020	13055	420515131	PLUMBING SUPPLIES	\$4,474.87
C. WELLS PIPELINE MATERIALS INC Total Check Amount:						\$4,780.88
V42788	CALIF HAZARDOUS SERVICES INC.	10/30/2020	6964	480515161	FUEL FILTERING SVCS	\$1,550.00

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CALIF HAZARDOUS SERVICES INC.					Total Check Amount:	\$1,550.00
V42789	CANNINGS ACE HARDWARE	10/30/2020	15828	480515161	CREDIT: NAILSET 1/32"	(\$6.48)
		10/30/2020	15828	480515161	DRILL BITS	\$35.69
		10/30/2020	15828	480515161	TAPE/BOLTS	\$18.84
CANNINGS ACE HARDWARE					Total Check Amount:	\$48.05
V42790	CANON FINANCIAL SERVICES, INC.	10/30/2020	20648	110141441	FS COPIER USAGE AUG20	\$28.30
		10/30/2020	20648	110141441	FS COPIER USAGE JUL20	\$29.76
		10/30/2020	20648	110141441	FS1 COPIER LSE NOV20	\$25.33
		10/30/2020	20648	110141441	FS2 COPIER LSE OCT20	\$25.32
		10/30/2020	20648	110141441	FS3 COPIER LSE AUG20	\$25.32
		10/30/2020	20648	110141441	FS3 COPIER LSE OCT20	\$25.32
		10/30/2020	20648	110141441	FS4 COPIER LSE OCT20	\$25.33
		10/30/2020	20648	110141441	FS COPIER USAGE JUN20	\$63.37
		10/30/2020	20648	110141441	FS2 COPIER LSE NOV20	\$25.32
		10/30/2020	20648	110141441	FS3 COPIER LSE SEPT20	\$25.33
		10/30/2020	20648	110141441	FS4 COPIER LSE NOV20	\$25.32
		10/30/2020	20648	110141441	JUL20 CPR LSE PO ADJ	(\$101.29)
		10/30/2020	20648	110141441	FS1 COPIER LSE AUG20	\$25.32
		10/30/2020	20648	110141441	FS1 COPIER LSE SEPT20	\$25.32
		10/30/2020	20648	110141441	FS2 COPIER LSE AUG20	\$25.33
		10/30/2020	20648	110141441	FS2 COPIER LSE SEPT20	\$25.32
		10/30/2020	20648	110141441	FS3 COPIER LSE JUL20	\$25.32
		10/30/2020	20648	110141441	FS3 COPIER LSE NOV20	\$25.32
		10/30/2020	20648	110141441	FS4 COPIER LSE JUL20	\$25.32
		10/30/2020	20648	110141441	FS4 COPIER LSE SEPT20	\$25.32
		10/30/2020	20648	110141441	FS COPIER USAGE SEP20	\$35.53
		10/30/2020	20648	110141441	FS1 COPIER LSE JUL20	\$25.33
		10/30/2020	20648	110141441	FS1 COPIER LSE OCT20	\$25.32
		10/30/2020	20648	110141441	FS2 COPIER LSE JUL20	\$25.32
		10/30/2020	20648	110141441	FS4 COPIER LSE AUG20	\$25.32
CANON FINANCIAL SERVICES, INC.					Total Check Amount:	\$562.12
V42791	CORE & MAIN LP	10/30/2020	27049	420515131	HYDRANT METERS	\$2,084.97
		10/30/2020	27049	420515131	WATER METERS+ENCODERS	\$6,078.52
CORE & MAIN LP					Total Check Amount:	\$8,163.49
V42792	CUMMINS CAL PACIFIC LLC	10/30/2020	10996	480515161	SPARK PLUG	\$54.39
CUMMINS CAL PACIFIC LLC					Total Check Amount:	\$54.39
V42793	DELTA DENTAL PLAN OF CALIFORNIA	10/30/2020	3411	110	4253 DENTAL PPO OCT20	\$16,462.10

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42793	DELTA DENTAL PLAN OF CALIFORNIA	10/30/2020	3411	110	4253 DENTAL PPO NOV20	\$16,414.25
DELTA DENTAL PLAN OF CALIFORNIA					Total Check Amount:	\$32,876.35
V42794	ENTENMANN ROVIN COMPANY	10/30/2020	3457	110222221	BADGES	\$763.98
ENTENMANN ROVIN COMPANY					Total Check Amount:	\$763.98
V42795	EQUIPMENT DIRECT INC	10/30/2020	4522	110515121	NEW SAFETY VEST	\$76.65
		10/30/2020	4522	110515121	SAFETY NITRILE GLOVES	\$398.68
EQUIPMENT DIRECT INC					Total Check Amount:	\$475.33
V42796	GAIL EVERTSEN	10/30/2020	10141	110212111	TRAINING EXPENSES	\$16.00
GAIL EVERTSEN					Total Check Amount:	\$16.00
V42797	FIDELITY SECURITY LIFE INSURANCE	10/30/2020	23035	110	9827288 VISION NOV20	\$2,681.19
		10/30/2020	23035	110	9827288 VISION OCT20	\$2,699.15
FIDELITY SECURITY LIFE INSURANCE					Total Check Amount:	\$5,380.34
V42798	FIX AUTO LA HABRA	10/30/2020	28720	480515161	BODY REPAIR AW35J81	\$175.00
		10/30/2020	28720	480515161	BODY REPAIR 1478907	\$650.00
FIX AUTO LA HABRA					Total Check Amount:	\$825.00
V42799	FLEET SERVICES	10/30/2020	5658	480515161	AIR VALVE	\$357.40
FLEET SERVICES					Total Check Amount:	\$357.40
V42800	GEOFFREY HARLAN GOBLE	10/30/2020	27565	110212111	TRAINING MILEAGE	\$157.55
GEOFFREY HARLAN GOBLE					Total Check Amount:	\$157.55
V42801	DON GOLDEN	10/30/2020	10729	110000000	INSP SVCS 10/8-10/21	(\$6,426.75)
		10/30/2020	10729	110323242	INSP SVCS 10/8-10/21	\$225.00
		10/30/2020	10729	84032324I	INSP SVCS 10/8-10/21	\$18,183.00
DON GOLDEN					Total Check Amount:	\$11,981.25
V42802	MANUEL GONZALEZ	10/30/2020	27414	420515131	D3 WTR DIST OPER CERT	\$120.00
MANUEL GONZALEZ					Total Check Amount:	\$120.00
V42803	GRAINGER	10/30/2020	13634	110222211	BATTERIES	\$108.61
GRAINGER					Total Check Amount:	\$108.61
V42804	ROBERT C. HAEFNER	10/30/2020	14703	110212111	POST MGMT CRSE MOD B	\$160.00
		10/30/2020	14703	110212111	TRAINING EXPENSES	\$588.96
ROBERT C. HAEFNER					Total Check Amount:	\$748.96
V42805	HITECH SOFTWARE INC	10/30/2020	19937	110515125	CARCOUNT SYST MNT OCT	\$1,345.00
HITECH SOFTWARE INC					Total Check Amount:	\$1,345.00
V42806	JAX AUTO	10/30/2020	20187	480515161	SMOG TEST	\$278.25
JAX AUTO					Total Check Amount:	\$278.25
V42807	KREUZER CONSULTING GROUP	10/30/2020	22072	510707311	CONST MGMT JUL-SEP20	\$1,696.66
		10/30/2020	22072	510707464	CONST MGMT JUL-SEP20	\$1,696.68
		10/30/2020	22072	510707299	CONST MGMT SEPT 2020	\$3,480.00
		10/30/2020	22072	510707453	CONST MGMT JUL-SEP20	\$1,696.66

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42807	KREUZER CONSULTING GROUP	10/30/2020	22072	510707465	CONST MGMT SEPT20	\$12,166.20
KREUZER CONSULTING GROUP					Total Check Amount:	\$20,736.20
V42808	LEHR	10/30/2020	26035	480515161	GAS SHOCKS	\$190.71
		10/30/2020	26035	480515161	SPOTLIGHT KIT	\$924.84
LEHR					Total Check Amount:	\$1,115.55
V42809	LEIGHTON CONSULTING, INC	10/30/2020	22203	510707459	GEOTECH SVCS AUG20	\$1,283.50
LEIGHTON CONSULTING, INC					Total Check Amount:	\$1,283.50
V42810	LIBERTY FLAGS INC.	10/30/2020	5457	490515151	FLAGS	\$681.20
		10/30/2020	5457	490	TAX ON FLAGS	(\$49.00)
LIBERTY FLAGS INC.					Total Check Amount:	\$632.20
V42811	LOS ANGELES TRUCK CENTERS, LLC	10/30/2020	7300	480515161	BELT TENSIONER	\$362.69
		10/30/2020	7300	480515161	RETURN: XA210468683	(\$223.79)
		10/30/2020	7300	480515161	SPARK PLUGS	\$288.30
LOS ANGELES TRUCK CENTERS, LLC					Total Check Amount:	\$427.20
V42812	MAR-CO EQUIPMENT COMPANY	10/30/2020	20329	480515161	ENGINE REPAIR	\$4,834.88
		10/30/2020	20329	480515161	THROTTLE BODY	\$2,638.39
MAR-CO EQUIPMENT COMPANY					Total Check Amount:	\$7,473.27
V42813	MINER, LTD	10/30/2020	27173	490515151	YARD GATE REPAIR	\$376.30
MINER, LTD					Total Check Amount:	\$376.30
V42814	MS CONSTRUCTION	10/30/2020	27543	290323215	CDBG 5700 CARBON CYN	\$17,470.00
MS CONSTRUCTION					Total Check Amount:	\$17,470.00
V42815	MUNICIPAL WATER DISTRICT	10/30/2020	3784	420515131	WATER DELIVERY SEPT20	\$11,848.14
MUNICIPAL WATER DISTRICT					Total Check Amount:	\$11,848.14
V42816	ONWARD ENGINEERING	10/30/2020	22106	110515171	INSP SVCS SEPT 2020	\$5,565.00
		10/30/2020	22106	510707251	INSP SVCS SEPT 2020	\$3,630.00
		10/30/2020	22106	510707609	INSP SVCS SEPT 2020	\$1,265.00
ONWARD ENGINEERING					Total Check Amount:	\$10,460.00
V42817	ORANGE COUNTY SANITATION DIST.	10/30/2020	14689	110	RES SEWER FEES SEPT20	\$62,562.00
		10/30/2020	14689	110000000	5% COLL:RES SF SEPT20	(\$3,128.10)
ORANGE COUNTY SANITATION DIST.					Total Check Amount:	\$59,433.90
V42818	ORANGE COUNTY UNITED WAY	10/30/2020	3451	110	DED:5005 UNITED WAY	\$7.31
ORANGE COUNTY UNITED WAY					Total Check Amount:	\$7.31
V42819	PARSONS TRANSPORTATION GROUP	10/30/2020	25626	510707251	57/LAMBERT INT AUG20	\$9,545.02
PARSONS TRANSPORTATION GROUP					Total Check Amount:	\$9,545.02
V42820	PETROLEUM MARKETING EQUIPMENT	10/30/2020	9282	480515161	PUMP KIT	\$281.97
PETROLEUM MARKETING EQUIPMENT					Total Check Amount:	\$281.97
V42821	PLUMBING WHOLESALE OUTLET, INC.	10/30/2020	18392	490515151	CCC FAUCETS	\$1,842.19
		10/30/2020	18392	490515151	YARD WATER HEATER	\$239.98

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PLUMBING WHOLESALE OUTLET, INC.					Total Check Amount:	\$2,082.17
V42822	SC FUELS	10/30/2020	16654	480515161	CLR DIESEL 1501 GALS	\$3,544.41
SC FUELS					Total Check Amount:	\$3,544.41
V42823	SMART & FINAL	10/30/2020	3269	110404429	COOKING CLUB SUPPLIES	\$72.77
SMART & FINAL					Total Check Amount:	\$72.77
V42824	SPICERS PAPER, INC.	10/30/2020	18883	110141441	PAPER	\$2,928.10
SPICERS PAPER, INC.					Total Check Amount:	\$2,928.10
V42825	TOWNSEND PUBLIC AFFAIRS, INC.	10/30/2020	18881	110111145	CONSULTING SVCS JUL20	\$1,250.00
		10/30/2020	18881	110111145	CONSULTING SVCS OCT20	\$1,250.00
		10/30/2020	18881	430111145	CONSULTING SVCS JUL20	\$1,250.00
		10/30/2020	18881	410111145	CONSULTING SVCS AUG20	\$1,250.00
		10/30/2020	18881	420111145	CONSULTING SVCS JUL20	\$1,250.00
		10/30/2020	18881	420111145	CONSULTING SVCS OCT20	\$1,250.00
		10/30/2020	18881	430111145	CONSULTING SVCS OCT20	\$1,250.00
		10/30/2020	18881	110111145	CONSULTING SVCS SEP20	\$1,250.00
		10/30/2020	18881	410111145	CONSULTING SVCS JUL20	\$1,250.00
		10/30/2020	18881	410111145	CONSULTING SVCS OCT20	\$1,250.00
		10/30/2020	18881	420111145	CONSULTING SVCS AUG20	\$1,250.00
		10/30/2020	18881	420111145	CONSULTING SVCS SEP20	\$1,250.00
		10/30/2020	18881	430111145	CONSULTING SVCS SEP20	\$1,250.00
		10/30/2020	18881	110111145	CONSULTING SVCS AUG20	\$1,250.00
		10/30/2020	18881	410111145	CONSULTING SVCS SEP20	\$1,250.00
		10/30/2020	18881	430111145	CONSULTING SVCS AUG20	\$1,250.00
TOWNSEND PUBLIC AFFAIRS, INC.					Total Check Amount:	\$20,000.00
V42826	TROPICAL PLAZA NURSERY, INC	10/30/2020	2062	110515121	TREE TRIMMING	\$2,900.00
TROPICAL PLAZA NURSERY, INC					Total Check Amount:	\$2,900.00
V42827	TURBO DATA SYSTEMS, INC.	10/30/2020	1472	110212122	HH LEASE TPM JUL20	\$193.95
TURBO DATA SYSTEMS, INC.					Total Check Amount:	\$193.95
V42828	TYLER TECHNOLOGIES, INC.	10/30/2020	25937	951	20/21 BRAZOS SW MNT	\$48,476.02
TYLER TECHNOLOGIES, INC.					Total Check Amount:	\$48,476.02
V42829	VINTAGE CANYON SENIOR APARTMENTS	10/30/2020	29395	270323218	SENIOR SUBSIDY NOV20	\$762.00
VINTAGE CANYON SENIOR APARTMENTS					Total Check Amount:	\$762.00
V42830	VIRTUAL PROJECT MANAGER	10/30/2020	23508	510707311	CIP SW BCKUP/ST OCT20	\$75.00
		10/30/2020	23508	510707459	CIP SW BCKUP/ST OCT20	\$75.00
		10/30/2020	23508	510707467	CIP SW BCKUP/ST OCT20	\$75.00
		10/30/2020	23508	510707251	CIP SW BCKUP/ST OCT20	\$75.00
		10/30/2020	23508	510707460	CIP SW BCKUP/ST OCT20	\$75.00

City Disbursement Register

Between Oct 26, 2020 12:00 AM and Oct 30, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42830	VIRTUAL PROJECT MANAGER	10/30/2020	23508	510707453	CIP SW BCKUP/ST OCT20	\$75.00
		10/30/2020	23508	510707464	CIP SW BCKUP/ST OCT20	\$50.00
VIRTUAL PROJECT MANAGER					Total Check Amount:	\$500.00
V42831	WALTERS WHOLESALE ELECTRIC	10/30/2020	1667	490515151	ELECTRICAL PARTS	\$98.20
		10/30/2020	1667	110515125	DT GROUND LIGHTING	\$161.63
		10/30/2020	1667	490515151	NEW OFFICE ELECTRICAL	\$1,100.48
WALTERS WHOLESALE ELECTRIC					Total Check Amount:	\$1,360.31
V42832	WAXIE SANITARY SUPPLY	10/30/2020	3332	110212131	WATERLESS FOAM SOAP	\$103.68
WAXIE SANITARY SUPPLY					Total Check Amount:	\$103.68
V42833	WILLDAN ENGINEERING	10/30/2020	12445	84051517P	PLAN CHK SVCS 10/2	\$616.50
		10/30/2020	12445	110515171	PLAN CHK SVCS 10/2	\$1,097.00
WILLDAN ENGINEERING					Total Check Amount:	\$1,713.50
V42834	ZUMAR INDUSTRIES, INC.	10/30/2020	3802	510707703	NEW STREET NAME SIGNS	\$245.14
ZUMAR INDUSTRIES, INC.					Total Check Amount:	\$245.14
Voucher Subtotal						\$561,765.74
TOTAL						\$826,054.03

City Disbursement Register

Between Nov 1, 2020 12:00 AM and Nov 6, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185903	AMANDA APAEZ	11/06/2020	30481	110	REFUND:PRESCHE YOGA	\$53.00
AMANDA APAEZ						Total Check Amount: \$53.00
185904	ASBURY ENVIRONMENTAL SERVICES	11/06/2020	9144	480515161	OIL FILTER PICK UP	\$55.00
ASBURY ENVIRONMENTAL SERVICES						Total Check Amount: \$55.00
185905	KELLY BARTON	11/06/2020	30474	110	BCC ACCT BAL REFUND	\$175.00
KELLY BARTON						Total Check Amount: \$175.00
185906	BREA INDUSTRIAL III, LLC	11/06/2020	27693	830	EXCAVATION DEP REFUND	\$4,000.00
BREA INDUSTRIAL III, LLC						Total Check Amount: \$4,000.00
185907	BUSINESS CARD	11/06/2020	18749	110404429	BSCARD CS 102320	\$5.00
		11/06/2020	18749	420	BSCARD WATER 102320	(\$0.75)
		11/06/2020	18749	110141481	BSCARD HR 092320	\$93.31
		11/06/2020	18749	110141481	BSCARD HR 092320 REV	(\$93.31)
		11/06/2020	18749	110212111	BSCARD PD 102320 DEF	\$301.38
		11/06/2020	18749	110222211	BSCARD FIRE 102320	\$51.32
		11/06/2020	18749	110222221	BSCARD FIRE 102320	\$418.68
		11/06/2020	18749	110404217	BSCARD CS 102320	\$41.29
		11/06/2020	18749	110141483	BSCARD HR 102320	\$80.15
		11/06/2020	18749	110222223	BSCARD FIRE 102320	\$115.90
		11/06/2020	18749	110222231	BSCARD FIRE 102320	\$135.00
		11/06/2020	18749	110212111	BSCARD FIRE 102320	\$51.31
		11/06/2020	18749	420515131	BSCARD WATER 102320	\$493.34
BUSINESS CARD						Total Check Amount: \$1,692.62
185908	KRISTEN CHAMBERS	11/06/2020	30485	110	REFUND :BYT COVID19	\$160.00
KRISTEN CHAMBERS						Total Check Amount: \$160.00
185909	CHARTER COMMUNICATIONS	11/06/2020	29127	830	EXCAVATION DEP REFUND	\$2,000.00
CHARTER COMMUNICATIONS						Total Check Amount: \$2,000.00
185910	CHARTER COMMUNICATIONS	11/06/2020	29127	830	EXCAVATION DEP REFUND	\$2,000.00
CHARTER COMMUNICATIONS						Total Check Amount: \$2,000.00
185911	CIVILTEC ENGINEERING INC.	11/06/2020	2581	510707473	DESIGN SVCS THRU 10/2	\$15,215.00
CIVILTEC ENGINEERING INC.						Total Check Amount: \$15,215.00
185912	CSULB FOUNDATION	11/06/2020	10182	110212111	MNTAL HLTH DEC MAKING	\$438.00
CSULB FOUNDATION						Total Check Amount: \$438.00
185913	SOUTHERN CALIFORNIA EDISON	11/06/2020	3343	110515121	ELECTRICITY OCT 2020	\$1,458.00
SOUTHERN CALIFORNIA EDISON						Total Check Amount: \$1,458.00
185914	FRONTIER COMMUNICATIONS	11/06/2020	26183	475141471	5621820146 1016-1115	\$44.81
FRONTIER COMMUNICATIONS						Total Check Amount: \$44.81
185915	STEPHANY GARCELON	11/06/2020	30484	110	REFUND:OUTSIDE YOGA	\$30.00
STEPHANY GARCELON						Total Check Amount: \$30.00

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Between Nov 1, 2020 12:00 AM and Nov 6, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185916	GMS ELEVATOR SERVICES, INC.	11/06/2020	29109	110515125	ELEVATOR WINDOW WASH	\$1,595.00
GMS ELEVATOR SERVICES, INC. Total Check Amount:						\$1,595.00
185917	GOLDEN STAR TECHNOLOGY, INC	11/06/2020	15288	420515131	WATER SCADA SYSTEM	\$11,367.47
GOLDEN STAR TECHNOLOGY, INC Total Check Amount:						\$11,367.47
185918	HELMETMAGS.COM	11/06/2020	27184	110	TAX ON HELMETS IDS	(\$7.91)
		11/06/2020	27184	110222221	HELMETS IDS	\$109.91
		11/06/2020	27184	110000000	REFUND/DUPL PAYMENT	(\$45.30)
HELMETMAGS.COM Total Check Amount:						\$56.70
185919	HOIST SERVICE INC	11/06/2020	8518	480515161	AIR VALVE REPAIR	\$385.51
HOIST SERVICE INC Total Check Amount:						\$385.51
185920	INLAND WATER WORKS SUPPLY CO	11/06/2020	23904	420515131	ERT'S FOR METERS	\$7,758.00
INLAND WATER WORKS SUPPLY CO Total Check Amount:						\$7,758.00
185921	LAKEMAN CHASSIS	11/06/2020	12885	480515161	CONE HOLDER	\$134.43
LAKEMAN CHASSIS Total Check Amount:						\$134.43
185922	LAW OFFICES OF JONES & MAYER	11/06/2020	12144	110111112	LEGAL:CODE ENF SEPT20	\$1,269.29
LAW OFFICES OF JONES & MAYER Total Check Amount:						\$1,269.29
185923	LIFE-ASSIST, INC.	11/06/2020	10530	174222222	PM SUPPLIES FS #1	\$1,489.71
LIFE-ASSIST, INC. Total Check Amount:						\$1,489.71
185924	KIMBERLY MA	11/06/2020	30483	110	REFUND:PEEWEE TENNIS	\$74.50
KIMBERLY MA Total Check Amount:						\$74.50
185925	MCPEEK'S DODGE OF ANAHEIM	11/06/2020	22049	480515161	HINGES	\$114.15
MCPEEK'S DODGE OF ANAHEIM Total Check Amount:						\$114.15
185926	JANET NORSETTER	11/06/2020	26021	110404521	SC ZUMBA GOLD 10/1/20	\$40.00
JANET NORSETTER Total Check Amount:						\$40.00
185927	PACIFIC TRUCK EQUIPMENT INC	11/06/2020	24755	480515161	LID SUPPORTS	\$51.46
PACIFIC TRUCK EQUIPMENT INC Total Check Amount:						\$51.46
185928	ADAM PROVENCE	11/06/2020	22956	110	FORFEITURE FEES	\$60.00
ADAM PROVENCE Total Check Amount:						\$60.00
185929	RANDALL B. MONTGOMERY	11/06/2020	23446	130404546	ENGRVNG:MEMWALK PVRS	\$776.00
RANDALL B. MONTGOMERY Total Check Amount:						\$776.00
185930	RAJ RANDHAWA	11/06/2020	30477	110	FORFEITURE FEES	\$50.00
RAJ RANDHAWA Total Check Amount:						\$50.00
185931	MATT RAUKKO	11/06/2020	30476	110	FORFEITURE FEES	\$20.00
MATT RAUKKO Total Check Amount:						\$20.00
185932	KATIE RAYMONDO	11/06/2020	30472	110	REFUND:TENNIS LESSONS	\$119.25
KATIE RAYMONDO Total Check Amount:						\$119.25
185933	LAUREN REGALDO	11/06/2020	30478	110	FORFEITURE FEES	\$20.00
LAUREN REGALDO Total Check Amount:						\$20.00

City Disbursement Register

Between Nov 1, 2020 12:00 AM and Nov 6, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185934	AARON RICHARDSON	11/06/2020	30479	110	FORFEITURE FEES	\$50.00
AARON RICHARDSON					Total Check Amount:	\$50.00
185935	RIVERSIDE COUNTY SHERIFF'S DEPT	11/06/2020	10660	110212111	RADAR OPER 10/5-10/7	\$74.00
RIVERSIDE COUNTY SHERIFF'S DEPT					Total Check Amount:	\$74.00
185936	BRANDON RIZZI	11/06/2020	30480	110	FORFEITURE FEES	\$50.00
BRANDON RIZZI					Total Check Amount:	\$50.00
185937	JAMES ROCHA	11/06/2020	30475	110	FORFEITURE FEES	\$30.00
JAMES ROCHA					Total Check Amount:	\$30.00
185938	JERE SCHOONOVER	11/06/2020	30482	110	RENTAL DEPOSIT REFUND	\$500.00
JERE SCHOONOVER					Total Check Amount:	\$500.00
185939	ADAM SHILLO	11/06/2020	30486	420000000	CLOSED WATER ACCOUNT	\$68.27
ADAM SHILLO					Total Check Amount:	\$68.27
185940	SMOG PUMPS UNLIMITED INC.	11/06/2020	15093	480515161	STARTER	\$330.40
SMOG PUMPS UNLIMITED INC.					Total Check Amount:	\$330.40
185941	STEPHEN DORECK EQUIPMENT	11/06/2020	20478	510707311	PP#4 PUENTE ST SEPT20	\$119,552.28
		11/06/2020	20478	510707453	PP#4 PUENTE ST SEPT20	\$19,380.00
		11/06/2020	20478	510707464	PP#4 PUENTE ST SEPT20	\$12,768.00
STEPHEN DORECK EQUIPMENT					Total Check Amount:	\$151,700.28
185942	TE ROBERTS, INC.	11/06/2020	29890	510707467	EAGLEHLLS WTR IMP PP4	\$642,485.32
TE ROBERTS, INC.					Total Check Amount:	\$642,485.32
185943	UNIFIRST CORPORATION	11/06/2020	27988	110515121	UNIFORM SVCS OCT 2020	\$50.56
		11/06/2020	27988	110515143	UNIFORM SVCS OCT 2020	\$20.04
		11/06/2020	27988	110515141	UNIFORM SVCS OCT 2020	\$88.24
		11/06/2020	27988	110515148	UNIFORM SVCS OCT 2020	\$4.72
		11/06/2020	27988	420515131	UNIFORM SVCS OCT 2020	\$101.42
		11/06/2020	27988	490515151	UNIFORM SVCS OCT 2020	\$193.30
		11/06/2020	27988	110515125	UNIFORM SVCS OCT 2020	\$24.60
		11/06/2020	27988	360515145	UNIFORM SVCS OCT 2020	\$41.80
		11/06/2020	27988	480515161	UNIFORM SVCS OCT 2020	\$172.97
		11/06/2020	27988	110515144	UNIFORM SVCS OCT 2020	\$47.76
		11/06/2020	27988	361515148	UNIFORM SVCS OCT 2020	\$4.72
		11/06/2020	27988	430515123	UNIFORM SVCS OCT 2020	\$41.16
UNIFIRST CORPORATION					Total Check Amount:	\$791.29
185944	VETERINARY PET INS. CO.	11/06/2020	20975	110	VET PET INS SEPT 2020	\$669.18
VETERINARY PET INS. CO.					Total Check Amount:	\$669.18
185945	VENTURE SYSTEM GROUP INC	11/06/2020	29477	490515151	DATA CAT6 CBL CCC FL3	\$2,155.23
VENTURE SYSTEM GROUP INC					Total Check Amount:	\$2,155.23

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Between Nov 1, 2020 12:00 AM and Nov 6, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
Check Subtotal						\$851,606.87
V42835	ABBA TERMITE & PEST CONTROL	11/06/2020	15614	110515141	BEE HIVE REMOVAL	\$245.00
ABBA TERMITE & PEST CONTROL					Total Check Amount:	\$245.00
V42836	ALLSTAR FIRE EQUIPMENT	11/06/2020	8353	110222221	FIRE FIGHTING FOAM	\$3,278.63
ALLSTAR FIRE EQUIPMENT					Total Check Amount:	\$3,278.63
V42837	ALTERNATIVE HOSE, INC.	11/06/2020	18488	480515161	GREASE GUN	\$131.08
ALTERNATIVE HOSE, INC.					Total Check Amount:	\$131.08
V42838	AVCOGAS PROPANE SALES & SERVICES	11/06/2020	22047	480515161	PROPANE FUEL	\$1,070.45
		11/06/2020	22047	480515161	PROPANE SYS UPGRADE	\$4,902.44
AVCOGAS PROPANE SALES & SERVICES					Total Check Amount:	\$5,972.89
V42839	B & M LAWN AND GARDEN CENTER	11/06/2020	4699	110222221	CHAIN SAW PARTS	\$335.30
B & M LAWN AND GARDEN CENTER					Total Check Amount:	\$335.30
V42840	BLX GROUP	11/06/2020	21902	420141431	2010 WTR REV ENGAGMNT	\$2,000.00
BLX GROUP					Total Check Amount:	\$2,000.00
V42841	BREA/ORANGE COUNTY PLUMBING	11/06/2020	3781	490515151	PD MN LINE STOPPAGE	\$253.00
BREA/ORANGE COUNTY PLUMBING					Total Check Amount:	\$253.00
V42842	C. WELLS PIPELINE MATERIALS INC	11/06/2020	13055	510707460	METER BOXES	\$13,835.10
		11/06/2020	13055	510707311	PLUMBING SUPPLIES	\$10,337.55
		11/06/2020	13055	420515131	METER BOX	\$1,147.54
		11/06/2020	13055	420515131	PLUMBING SUPPLIES	\$2,860.51
C. WELLS PIPELINE MATERIALS INC					Total Check Amount:	\$28,180.70
V42843	CAMERON WELDING SUPPLY	11/06/2020	22221	480515161	WELDER	\$3,525.74
CAMERON WELDING SUPPLY					Total Check Amount:	\$3,525.74
V42844	CIGNA BEHAVIORAL HEALTH, INC.	11/06/2020	26628	110141481	EAP SVCS NOV 2020	\$865.18
CIGNA BEHAVIORAL HEALTH, INC.					Total Check Amount:	\$865.18
V42845	CORE & MAIN LP	11/06/2020	27049	420515131	WATER METERS+ENCODERS	\$6,078.52
		11/06/2020	27049	420515131	WATER METER + ENCODER	\$1,693.94
CORE & MAIN LP					Total Check Amount:	\$7,772.46
V42846	BRANDON DANIEL CROSS	11/06/2020	27883	110212111	TRAINING MILEAGE	\$74.75
BRANDON DANIEL CROSS					Total Check Amount:	\$74.75
V42847	DANIELS TIRE SERVICE	11/06/2020	3133	480515161	TIRES	\$1,672.68
DANIELS TIRE SERVICE					Total Check Amount:	\$1,672.68
V42848	ELLIOT AUTO SUPPLY CO., INC.	11/06/2020	3504	480515161	SYN OIL & DEF FLUIDS	\$138.35
		11/06/2020	3504	480515161	BELTS	\$86.22
		11/06/2020	3504	480515161	WIPERS	\$236.49
ELLIOT AUTO SUPPLY CO., INC.					Total Check Amount:	\$461.06
V42849	EQUIPMENT DIRECT INC	11/06/2020	4522	110515144	SAFETY GEAR	\$361.49

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Between Nov 1, 2020 12:00 AM and Nov 6, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42849	EQUIPMENT DIRECT INC	11/06/2020	4522	110515141	SAFETY GEAR	\$82.32
		11/06/2020	4522	360515145	SAFETY GEAR	\$226.81
EQUIPMENT DIRECT INC					Total Check Amount:	\$670.62
V42850	EWING IRRIGATION PRODUCTS, INC.	11/06/2020	5807	110515141	IRRIGATION PARTS	\$131.83
EWING IRRIGATION PRODUCTS, INC.					Total Check Amount:	\$131.83
V42851	EXTERMINETICS OF SO CALIF INC	11/06/2020	3298	110515125	PEST/RODENT CTRL SEPT	\$384.00
		11/06/2020	3298	110515141	PEST/RODENT CTRL SEPT	\$180.00
		11/06/2020	3298	420515131	PEST/RODENT CTRL SEPT	\$100.00
		11/06/2020	3298	490515151	PEST/RODENT CTRL SEPT	\$1,210.00
EXTERMINETICS OF SO CALIF INC					Total Check Amount:	\$1,874.00
V42852	FIX AUTO LA HABRA	11/06/2020	28720	480515161	VEHICLE BODY REPAIR	\$315.00
FIX AUTO LA HABRA					Total Check Amount:	\$315.00
V42853	FLEET SERVICES	11/06/2020	5658	480515161	BRAKE PARTS	\$394.82
FLEET SERVICES					Total Check Amount:	\$394.82
V42854	GRAINGER	11/06/2020	13634	110515141	HAND SOAP	\$195.57
		11/06/2020	13634	420515131	PLUMBING SUPPLIES	\$2,097.61
GRAINGER					Total Check Amount:	\$2,293.18
V42855	GUARANTEED JANITORIAL SERVICES, INC	11/06/2020	28695	490515151	BCC/CCC DAYPORTRS OCT	\$8,965.67
		11/06/2020	28695	490515151	OCT20 JAN SVCS:BCC	\$4,112.14
		11/06/2020	28695	490515151	OCT20 JAN SVCS:SR CTR	\$2,436.25
		11/06/2020	28695	490515151	OCT20 JAN SVCS:YARD	\$1,153.47
		11/06/2020	28695	110515125	OCT20 JAN SVCS:DT	\$2,560.39
		11/06/2020	28695	490515151	OCT20 JAN SVCS:CCC	\$10,019.14
GUARANTEED JANITORIAL SERVICES, INC					Total Check Amount:	\$29,247.06
V42856	HCI SYSTEMS INC	11/06/2020	25112	490515151	BCC KITCHEN HOOD INSP	\$847.00
		11/06/2020	25112	490515151	BCC SPRINKLER INSP	\$846.25
		11/06/2020	25112	490515151	FS2 FIRE ALARM INSP	\$300.00
		11/06/2020	25112	490515151	FS2 SPRINKLER INSP	\$300.00
		11/06/2020	25112	490515151	SC SPRINKLER INSP	\$925.00
HCI SYSTEMS INC					Total Check Amount:	\$3,218.25
V42857	HI SIGN	11/06/2020	4693	490515151	CCC P2 PARKING SIGNS	\$434.03
HI SIGN					Total Check Amount:	\$434.03
V42858	INFOSEND, INC.	11/06/2020	19016	420141421	JUL20 PRNT/MAIL TO PO	(\$1,472.33)
		11/06/2020	19016	420141421	WATER:AUG20 POSTAGE	\$4,209.62
		11/06/2020	19016	420141421	WATER:AUG20 PRNT/MAIL	\$1,472.72
		11/06/2020	19016	420141421	WATER:JUL20 PRNT/MAIL	\$1,472.33
		11/06/2020	19016	420141421	WATER:JUL20 POSTAGE	\$4,204.39
		11/06/2020	19016	420141421	WATER:SEP20 POSTAGE	\$4,207.04

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42858	INFOSEND, INC.	11/06/2020	19016	110404311	INSERT:FALL2020 SCHED	\$106.83
		11/06/2020	19016	420141421	AUG20 POSTAGE TO PO	(\$4,209.62)
		11/06/2020	19016	420141421	WATERLSEP20 PRNT/MAIL	\$1,475.80
		11/06/2020	19016	420141421	AUG20 PRNT/MAIL TO PO	(\$1,472.72)
		11/06/2020	19016	420141421	JUL20 POSTAGE TO PO	(\$4,204.39)
INFOSEND, INC.					Total Check Amount:	\$5,789.67
V42859	KIMLEY-HORN AND ASSOCIATES, INC.	11/06/2020	26302	84032323E	CR FOR INV#16786850	(\$397.48)
		11/06/2020	26302	84032323E	ENTITLEMNT SVCS SEP20	\$9,860.00
		11/06/2020	26302	840141412	ENTITLEMNT SVCS SEP20	\$526.79
KIMLEY-HORN AND ASSOCIATES, INC.					Total Check Amount:	\$9,989.31
V42860	RYAN JOSEPH KLUG	11/06/2020	29363	110212111	TRAINING MILEAGE	\$49.10
		11/06/2020	29363	110212111	TRAINING EXPENSES	\$171.32
RYAN JOSEPH KLUG					Total Check Amount:	\$220.42
V42861	KME FIRE APPARATUS	11/06/2020	13369	480515161	WATER SENSOR	\$239.97
KME FIRE APPARATUS					Total Check Amount:	\$239.97
V42862	KOURY ENGINEERING & TESTING, INC	11/06/2020	23898	510707467	E.HILLS WTR IMP MAY20	\$360.00
KOURY ENGINEERING & TESTING, INC					Total Check Amount:	\$360.00
V42863	KRONOS INCORPORATED	11/06/2020	22688	110222223	SEPT IVR SVCS	\$7.98
KRONOS INCORPORATED					Total Check Amount:	\$7.98
V42864	LEHR	11/06/2020	26035	480515161	EMERG LIGHT INSTALL	\$3,468.19
LEHR					Total Check Amount:	\$3,468.19
V42865	LIEBERT CASSIDY WHITMORE	11/06/2020	2489	470141483	PROF SVCS 00021 SEP20	\$375.00
		11/06/2020	2489	470141483	PROF SVCS 00022 SEP20	\$1,749.50
LIEBERT CASSIDY WHITMORE					Total Check Amount:	\$2,124.50
V42866	LINCOLN AQUATICS	11/06/2020	17902	490515151	CHEM SUPPLY TUBING	\$59.26
		11/06/2020	17902	490515151	INJECTION CHECK VALVE	\$98.96
LINCOLN AQUATICS					Total Check Amount:	\$158.22
V42867	LOS ANGELES TRUCK CENTERS, LLC	11/06/2020	7300	480515161	CORE CR: XA210471399	(\$110.93)
		11/06/2020	7300	480515161	OXIDE SENSOR	\$744.86
LOS ANGELES TRUCK CENTERS, LLC					Total Check Amount:	\$633.93
V42868	MARGARITO DAVID MENDEZ	11/06/2020	26196	110212111	TRAINING EXPENSES	\$122.68
MARGARITO DAVID MENDEZ					Total Check Amount:	\$122.68
V42869	MINER, LTD	11/06/2020	27173	490515151	P-2 SECURITY GATE RPR	\$451.56
MINER, LTD					Total Check Amount:	\$451.56
V42870	MYERS CONSTRUCTION, INC.	11/06/2020	27074	290323215	CDBG 50 PASEODETONER1	\$11,305.00
MYERS CONSTRUCTION, INC.					Total Check Amount:	\$11,305.00
V42871	NTH GENERATION COMPUTING, INC.	11/06/2020	21379	475141471	ILAND SOL/VEEAM CLOUD	\$11,201.40
NTH GENERATION COMPUTING, INC.					Total Check Amount:	\$11,201.40

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V42872	PACIFIC TELEMAGEMENT SERVICES	11/06/2020	19696	475141471	7147920398 NOV 2020	\$75.00
PACIFIC TELEMAGEMENT SERVICES					Total Check Amount:	\$75.00
V42873	PLUMBING WHOLESALE OUTLET, INC.	11/06/2020	18392	110515141	BRASS VALVE ASSEMBLY	\$155.00
		11/06/2020	18392	490515151	CCC-PD PLUMBING PARTS	\$47.93
		11/06/2020	18392	490515151	FS PLUMBING PARTS	\$3.35
		11/06/2020	18392	360515145	HYDRAULIC ACTUATOR	\$68.31
		11/06/2020	18392	490515151	CCC PD PLUMBING PARTS	\$809.00
		11/06/2020	18392	490515151	CCC PLUMBING PARTS	\$95.07
PLUMBING WHOLESALE OUTLET, INC.					Total Check Amount:	\$1,178.66
V42874	RICHARDS, WATSON & GERSHON	11/06/2020	8978	840141412	0116 REIMB WORK SEP20	\$1,763.00
		11/06/2020	8978	911111112	RWG COVID19 EMERG	\$57.00
		11/06/2020	8978	110111112	0183 R. CLARK SEPT20	\$366.00
		11/06/2020	8978	510707929	189 LUCAS BLDRS SEP20	\$61.60
		11/06/2020	8978	110515171	0190 PROJ #7873 SEP2	\$456.00
RICHARDS, WATSON & GERSHON					Total Check Amount:	\$2,703.60
V42875	RPW SERVICES, INC.	11/06/2020	3791	360515147	SPRAY-FLEAS & TICKS	\$180.00
RPW SERVICES, INC.					Total Check Amount:	\$180.00
V42876	RUSSELL SIGLER INC.	11/06/2020	21638	490515151	FS2 HVAC PARTS	\$3,410.38
		11/06/2020	21638	490515151	HVAC FILTERS	\$571.81
RUSSELL SIGLER INC.					Total Check Amount:	\$3,982.19
V42877	SC FUELS	11/06/2020	16654	480515161	REG UNL ETH 3963 GALS	\$9,254.51
		11/06/2020	16654	480515161	REG UNL ETH 4301.9 G	\$10,437.10
SC FUELS					Total Check Amount:	\$19,691.61
V42878	SITEONE LANDSCAPE SUPPLY, LLC	11/06/2020	25942	110515143	IRRIGATION PARTS	\$719.40
SITEONE LANDSCAPE SUPPLY, LLC					Total Check Amount:	\$719.40
V42879	SO CAL LAND MAINTENANCE, INC.	11/06/2020	26009	110515141	PARK MOWING OCT 2020	\$6,231.29
		11/06/2020	26009	360515145	PARK MOWING OCT 2020	\$88.61
SO CAL LAND MAINTENANCE, INC.					Total Check Amount:	\$6,319.90
V42880	SOUTH COAST EMERGENCY VEHICLE SVC	11/06/2020	18619	480515161	PUMP REPAIR	\$1,513.20
SOUTH COAST EMERGENCY VEHICLE SVC					Total Check Amount:	\$1,513.20
V42881	SPECTRUM GAS PRODUCTS, INC.	11/06/2020	16060	174222222	OXYGEN	\$43.50
SPECTRUM GAS PRODUCTS, INC.					Total Check Amount:	\$43.50
V42882	TROPICAL PLAZA NURSERY, INC	11/06/2020	2062	110515143	CITY LANDSCAPE OCT20	\$13,304.53
		11/06/2020	2062	343515112	MD#2 LANDSCAPE OCT20	\$2,080.10
		11/06/2020	2062	346515112	MD#6 LANDSCAPE OCT20	\$5,500.77
		11/06/2020	2062	347515112	MD#7 LANDSCAPE OCT20	\$1,100.53
		11/06/2020	2062	361515148	MEDIANS/PLANTRS OCT20	\$210.03

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V42882	TROPICAL PLAZA NURSERY, INC	11/06/2020	2062	880515113	REMOVE BRANCH@GATEWAY	\$150.00
		11/06/2020	2062	110515141	OLINDA MSM MNT OCT20	\$575.55
		11/06/2020	2062	110515148	TRACKS LNDSCAPE OCT20	\$5,602.04
		11/06/2020	2062	341515112	IRRIGATION REPAIR	\$257.59
		11/06/2020	2062	341515112	MD#1 LANDSCAPE OCT20	\$1,225.96
		11/06/2020	2062	346515112	REMOVE BRANCHES @ MD6	\$300.00
		11/06/2020	2062	420515131	CITY RESERVOIRS OCT20	\$1,421.84
		11/06/2020	2062	880515113	GATEWAY CTR MNT OCT20	\$1,265.61
		11/06/2020	2062	346515112	IRRIGATION REPAIRS	\$755.08
		11/06/2020	2062	110515141	OLINDA PARK MNT OCT20	\$2,631.27
		11/06/2020	2062	345515112	MD#5 LANDSCAPE OCT20	\$2,497.59
		11/06/2020	2062	346515112	IRRIGATION REPAIR	\$308.64
TROPICAL PLAZA NURSERY, INC					Total Check Amount:	\$39,187.13
V42883	TRUCPARCO	11/06/2020	2693	480515161	BRACKETS	\$49.85
TRUCPARCO					Total Check Amount:	\$49.85
V42884	UNITED ROTARY BRUSH CORPORATION	11/06/2020	16649	480515161	SWEEPER BROOM	\$247.48
UNITED ROTARY BRUSH CORPORATION					Total Check Amount:	\$247.48
V42885	VALVERDE CONSTRUCTION, INC.	11/06/2020	14201	420515131	CONCRETE RPR- WTRMNBK	\$21,100.00
VALVERDE CONSTRUCTION, INC.					Total Check Amount:	\$21,100.00
V42886	WEST COAST SAND & GRAVEL, INC.	11/06/2020	11519	420515131	SAND AND BASE	\$1,056.32
WEST COAST SAND & GRAVEL, INC.					Total Check Amount:	\$1,056.32
V42887	TERRI WESTERGREN	11/06/2020	25602	110404521	SC ZUMBA GOLD SEPT20	\$160.00
TERRI WESTERGREN					Total Check Amount:	\$160.00
V42888	WESTERN GOLF PROPERTIES, LLC	11/06/2020	29071	465515149	BIRCH HILLS CGS OCT20	\$20,235.16
		11/06/2020	29071	465000000	BIRCH HLLS TIPS OCT20	\$6,038.48
		11/06/2020	29071	465000000	BREA CRK S/TAX OCT20	\$1,132.84
		11/06/2020	29071	465515149	BIRCH HLLS MGMT OCT20	\$137,500.00
		11/06/2020	29071	465515149	BREA CREEK MGMT OCT20	\$51,350.00
		11/06/2020	29071	465000000	BRCH HLLS S/TAX OCT20	\$4,080.54
		11/06/2020	29071	465515149	BREA CREEK CGS OCT20	\$6,154.81
WESTERN GOLF PROPERTIES, LLC					Total Check Amount:	\$226,491.83
V42889	ZERO WASTE USA INC/MUTT MITT	11/06/2020	22125	360515147	DOG WASTE LINERS	\$176.94
		11/06/2020	22125	110515148	DOG WASTE LINERS	\$117.96
		11/06/2020	22125	110515144	DOG WASTE LINERS	\$117.96
		11/06/2020	22125	360515145	DOG WASTE LINERS	\$117.96
ZERO WASTE USA INC/MUTT MITT					Total Check Amount:	\$530.82

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Voucher Subtotal						\$464,650.58
TOTAL						\$1,316,257.45

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185946	AEP SERVICES	11/13/2020	30268	110212131	K9 HANDLER TRAINING	\$10,000.00
		11/13/2020	30268	110212131	NEW POLICE DOG	\$7,542.50
AEP SERVICES					Total Check Amount:	\$17,542.50
185947	ALBERT AHN	11/13/2020	30518	420000000	CLOSED WATER ACCOUNT	\$3.75
ALBERT AHN					Total Check Amount:	\$3.75
185948	CONNIE ALLRED	11/13/2020	30511	110	REFUND DUE TO COVID19	\$107.00
CONNIE ALLRED					Total Check Amount:	\$107.00
185949	ANAHEIM REG MED CENTER AHMC	11/13/2020	21180	110212121	SART EXAM 1/7/20	\$850.00
ANAHEIM REG MED CENTER AHMC					Total Check Amount:	\$850.00
185950	EMMANUEL ARRABACA JR	11/13/2020	30491	420000000	CLOSED WATER ACCOUNT	\$54.86
EMMANUEL ARRABACA JR					Total Check Amount:	\$54.86
185951	JOY ASTLE	11/13/2020	23799	110	REFUND DUE TO COVID19	\$85.00
JOY ASTLE					Total Check Amount:	\$85.00
185952	AT&T CALNET	11/13/2020	20391	360515147	CALNET SEPT/OCT 2020	\$44.94
		11/13/2020	20391	361515142	CALNET SEPT/OCT 2020	\$215.01
		11/13/2020	20391	420515131	CALNET SEPT/OCT 2020	\$557.41
		11/13/2020	20391	475141471	CALNET SEPT/OCT 2020	\$16,930.44
		11/13/2020	20391	360515145	CALNET SEPT/OCT 2020	\$82.41
AT&T CALNET					Total Check Amount:	\$17,830.21
185953	JOANN BAKER	11/13/2020	30531	110	REFUND DUE TO COVID19	\$85.00
JOANN BAKER					Total Check Amount:	\$85.00
185954	PAT BALLINGER	11/13/2020	21151	110	REFUND DUE TO COVID19	\$85.00
PAT BALLINGER					Total Check Amount:	\$85.00
185955	JOHN BANK	11/13/2020	30560	110	REFUND DUE TO COVID19	\$85.00
JOHN BANK					Total Check Amount:	\$85.00
185956	BKF ENGINEERS	11/13/2020	29410	510707322	CH REHAB/WTR CONN SEP	\$9,717.00
		11/13/2020	29410	510707322	CH REHAB/WTR CONN JUL	\$28,909.00
BKF ENGINEERS					Total Check Amount:	\$38,626.00
185957	MARLENE BOLANOS	11/13/2020	29503	110	REFUND DUE TO COVID19	\$170.00
MARLENE BOLANOS					Total Check Amount:	\$170.00
185958	MARY LOU BORGSTROM	11/13/2020	29521	110	REFUND DUE TO COVID19	\$170.00
MARY LOU BORGSTROM					Total Check Amount:	\$170.00
185959	ANDREA BOSSE	11/13/2020	30514	110	REFUND DUE TO COVID19	\$170.00
ANDREA BOSSE					Total Check Amount:	\$170.00
185960	ASHLEY BROUSSARD	11/13/2020	30444	110	REFUND DUE TO COVID19	\$170.00
ASHLEY BROUSSARD					Total Check Amount:	\$170.00
185961	TAMI CARMODY	11/13/2020	30550	110	REFUND DUE TO COVID19	\$131.00
TAMI CARMODY					Total Check Amount:	\$131.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185962	CITY OF BREA - WATER DEPT	11/13/2020	2039	880515113	WATER 9/3-10/5	\$20.03
		11/13/2020	2039	346515112	WATER 9/3-10/5	\$7,188.50
		11/13/2020	2039	343515112	WATER 9/3-10/5	\$3,628.32
		11/13/2020	2039	345515112	WATER 9/3-10/5	\$3,489.43
		11/13/2020	2039	341515112	WATER 9/3-10/5	\$3,920.77
		11/13/2020	2039	347515112	WATER 9/3-10/5	\$1,408.56
		11/13/2020	2039	465515149	WATER 9/3-10/5	\$39,236.15
CITY OF BREA - WATER DEPT					Total Check Amount:	\$58,891.76
185963	CIVILTEC ENGINEERING INC.	11/13/2020	2581	510707460	WTR MN N.HILLS E 10/2	\$4,809.50
		11/13/2020	2581	510707459	WTR MN N.HILLS W 10/2	\$4,671.25
CIVILTEC ENGINEERING INC.					Total Check Amount:	\$9,480.75
185964	NICOLE COLEMAN-BILEMJIAN	11/13/2020	30542	110	REFUND DUE TO COVID19	\$85.00
NICOLE COLEMAN-BILEMJIAN					Total Check Amount:	\$85.00
185965	ROSA CONTRERAS	11/13/2020	30565	110	REFUND OUTSIDE B.PUMP	\$40.00
ROSA CONTRERAS					Total Check Amount:	\$40.00
185966	BEN CORDY	11/13/2020	30490	420000000	CLOSED WATER ACCOUNT	\$55.61
BEN CORDY					Total Check Amount:	\$55.61
185967	COUNTY OF ORANGE	11/13/2020	4799	172212133	COMM CHGS BR0 OCT-DEC	\$26,409.00
COUNTY OF ORANGE					Total Check Amount:	\$26,409.00
185968	COUNTY OF ORANGE	11/13/2020	4799	110212122	OCATS/ROUTR/CLETS OCT	\$1,104.51
COUNTY OF ORANGE					Total Check Amount:	\$1,104.51
185969	ORANGE COUNTY TREASURER	11/13/2020	21182	110515141	STIPULTN/WVR TO ORDER	\$250.00
ORANGE COUNTY TREASURER					Total Check Amount:	\$250.00
185970	CPSI - PROPERTY SPECIALISTS, INC.	11/13/2020	26951	510707470	BP3 PROP ACQ SVCS JUL	\$172.50
		11/13/2020	26951	510707278	IMP/BERRY ROW SEPT20	\$5,925.00
CPSI - PROPERTY SPECIALISTS, INC.					Total Check Amount:	\$6,097.50
185971	CT&T CONCRETE PAVING, INC.	11/13/2020	28593	510707251	555 PT DR TCE REHAB	\$56,953.45
CT&T CONCRETE PAVING, INC.					Total Check Amount:	\$56,953.45
185972	BIAGIO CUOMO	11/13/2020	30512	110	REFUND DUE TO COVID19	\$85.00
BIAGIO CUOMO					Total Check Amount:	\$85.00
185973	KAY DAHLER	11/13/2020	29517	110	REFUND DUE TO COVID19	\$110.00
KAY DAHLER					Total Check Amount:	\$110.00
185974	LUPE DE LA TORRE	11/13/2020	29498	110	REFUND DUE TO COVID19	\$110.00
LUPE DE LA TORRE					Total Check Amount:	\$110.00
185975	KAREN DE SOTO	11/13/2020	30498	110	REFUND DUE TO COVID19	\$85.00
KAREN DE SOTO					Total Check Amount:	\$85.00
185976	BEV DIGIAMBATTISTA	11/13/2020	30536	110	REFUND DUE TO COVID19	\$121.00
BEV DIGIAMBATTISTA					Total Check Amount:	\$121.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
185977	SUSAN DIGIAMBATTISTA	11/13/2020	30535	110	REFUND DUE TO COVID19	\$110.00
SUSAN DIGIAMBATTISTA					Total Check Amount:	\$110.00
185978	SANDI DIRICKSON	11/13/2020	28119	110	REFUND DUE TO COVID19	\$170.00
SANDI DIRICKSON					Total Check Amount:	\$170.00
185979	DMS CONSULTANTS CIVIL ENGINEERS INC	11/13/2020	28706	510707321	ALLEY REH JUL20 FINAL	\$1,026.22
		11/13/2020	28706	510707319	ALLEY REH JUL20 FINAL	\$1,021.94
		11/13/2020	28706	510707320	ALLEY REH JUL20 FINAL	\$901.84
DMS CONSULTANTS CIVIL ENGINEERS INC					Total Check Amount:	\$2,950.00
185980	STACEY DUNCAN	11/13/2020	30522	110	REFUND:BYT BEST OF ST	\$160.00
STACEY DUNCAN					Total Check Amount:	\$160.00
185981	SOUTHERN CALIFORNIA EDISON	11/13/2020	3343	110515141	ELECTRICITY OCT-NOV20	\$2,018.96
		11/13/2020	3343	341515112	ELECTRICITY OCT-NOV20	\$188.12
		11/13/2020	3343	345515112	ELECTRICITY OCT-NOV20	\$38.35
		11/13/2020	3343	360515145	ELECTRICITY OCT-NOV20	\$721.78
		11/13/2020	3343	110515121	ELECTRICITY OCT-NOV20	\$12,778.32
		11/13/2020	3343	110515144	ELECTRICITY OCT-NOV20	\$1,802.45
		11/13/2020	3343	490515151	ELECTRICITY OCT-NOV20	\$3,640.81
		11/13/2020	3343	110515125	ELECTRICITY OCT-NOV20	\$7,612.01
		11/13/2020	3343	110515143	ELECTRICITY OCT-NOV20	\$658.97
		11/13/2020	3343	343515112	ELECTRICITY OCT-NOV20	\$86.54
		11/13/2020	3343	430515123	ELECTRICITY OCT-NOV20	\$600.06
		11/13/2020	3343	346515112	ELECTRICITY OCT-NOV20	\$208.49
		11/13/2020	3343	420515131	ELECTRICITY OCT-NOV20	\$4,560.63
		11/13/2020	3343	880515113	ELECTRICITY OCT-NOV20	\$28.22
SOUTHERN CALIFORNIA EDISON					Total Check Amount:	\$34,943.71
185982	LIA ELEOPOULOS	11/13/2020	30563	110	REFUND DUE TO COVID19	\$85.00
LIA ELEOPOULOS					Total Check Amount:	\$85.00
185983	CHERIE ENCINAS	11/13/2020	30502	110	REFUND DUE TO COVID19	\$96.00
CHERIE ENCINAS					Total Check Amount:	\$96.00
185984	DARLENE EUBANKS	11/13/2020	30526	110	REFUND DUE TO COVID19	\$85.00
DARLENE EUBANKS					Total Check Amount:	\$85.00
185985	MARY EVANS	11/13/2020	30547	110	REFUND DUE TO COVID19	\$85.00
MARY EVANS					Total Check Amount:	\$85.00
185986	FACILITY PROCESS SOLUTIONS	11/13/2020	28887	430515123	LFSWRLFTSTN MNT OCT20	\$2,091.00
FACILITY PROCESS SOLUTIONS					Total Check Amount:	\$2,091.00
185987	MARILYN FAITH	11/13/2020	27753	110	REFUND DUE TO COVID19	\$192.00
MARILYN FAITH					Total Check Amount:	\$192.00
185988	JEANETTE FARR	11/13/2020	30464	110	REFUND DUE TO COVID19	\$170.00

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JEANETTE FARR						Total Check Amount:
185989	FRONTIER COMMUNICATIONS	11/13/2020	26183	420515131	5621821220 1028-1127	\$189.31
FRONTIER COMMUNICATIONS						Total Check Amount:
185990	MELISSA GHANE	11/13/2020	29484	110	REFUND DUE TO COVID19	\$85.00
MELISSA GHANE						Total Check Amount:
185991	GMS ELEVATOR SERVICES, INC.	11/13/2020	29109	110515125	MO.SVC:11 ELEV NOV20	\$1,110.00
		11/13/2020	29109	490515151	MO.SVC:11 ELEV NOV20	\$1,345.00
GMS ELEVATOR SERVICES, INC.						Total Check Amount:
185992	JUAN GONZALES	11/13/2020	30562	110	REFUND DUE TO COVID19	\$140.00
JUAN GONZALES						Total Check Amount:
185993	BECKY GONZALEZ	11/13/2020	29525	110	REFUND DUE TO COVID19	\$170.00
BECKY GONZALEZ						Total Check Amount:
185994	DON GROSS	11/13/2020	30506	110	REFUND DUE TO COVID19	\$110.00
DON GROSS						Total Check Amount:
185995	CONNIE GUNDERSON	11/13/2020	30554	110	REFUND DUE TO COVID19	\$110.00
CONNIE GUNDERSON						Total Check Amount:
185996	HANSEN-RICE INC	11/13/2020	30521	830	EXCAVATION DEP REFUND	\$12,000.00
HANSEN-RICE INC						Total Check Amount:
185997	HARRINGTON GEOTECHNICAL ENG.INC.	11/13/2020	15251	510707321	ALLEY REH:TESTING SEP	\$229.59
		11/13/2020	15251	510707319	ALLEY REH:TESTING SEP	\$228.64
		11/13/2020	15251	510707320	ALLEY REH:TESTING SEP	\$201.77
HARRINGTON GEOTECHNICAL ENG.INC.						Total Check Amount:
185998	SUSAN HATTON	11/13/2020	30552	110	REFUND DUE TO COVID19	\$96.00
SUSAN HATTON						Total Check Amount:
185999	JON HELMAN	11/13/2020	30519	110	THTR RENTALDEP REFUND	\$500.00
JON HELMAN						Total Check Amount:
186000	CATHERINE HOLLMAN	11/13/2020	19601	110	REFUND DUE TO COVID19	\$170.00
CATHERINE HOLLMAN						Total Check Amount:
186001	HORIZON CONSTRUCTION	11/13/2020	30520	830	EXCAVATION DEP REFUND	\$1,500.00
HORIZON CONSTRUCTION						Total Check Amount:
186002	DAISY HOVEY	11/13/2020	30523	110	REFUND DUE TO COVID19	\$85.00
DAISY HOVEY						Total Check Amount:
186003	SHARON HUTCHINSON	11/13/2020	30541	110	REFUND DUE TO COVID19	\$85.00
SHARON HUTCHINSON						Total Check Amount:
186004	INTIME SOLUTIONS INC.	11/13/2020	20876	950000000	ILJAOC ISE TEXT OCT20	\$2,622.88
INTIME SOLUTIONS INC.						Total Check Amount:
186005	KAREN IRWIN	11/13/2020	29528	110	REFUND DUE TO COVID19	\$170.00
KAREN IRWIN						Total Check Amount:

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
186006	LARRY & TOMMIE IVY	11/13/2020	30487	420000000	CLOSED WATER ACCOUNT	\$153.62
LARRY & TOMMIE IVY						Total Check Amount: \$153.62
186007	LORRAINE JACKSON	11/13/2020	30529	110	REFUND DUE TO COVID19	\$96.00
LORRAINE JACKSON						Total Check Amount: \$96.00
186008	TRINA JEPPSON	11/13/2020	30513	110	REFUND DUE TO COVID19	\$85.00
TRINA JEPPSON						Total Check Amount: \$85.00
186009	JAMIE KIM	11/13/2020	30517	110	ART CLASS REFUND	\$55.00
JAMIE KIM						Total Check Amount: \$55.00
186010	JACKIE KRONMEYER	11/13/2020	30495	110	REFUND DUE TO COVID19	\$85.00
JACKIE KRONMEYER						Total Check Amount: \$85.00
186011	LAE ASSOCIATES	11/13/2020	30417	510707459	CONST MGMT SEPT 2020	\$64,673.00
LAE ASSOCIATES						Total Check Amount: \$64,673.00
186012	BRENDA LANDON	11/13/2020	30553	110	REFUND DUE TO COVID19	\$85.00
BRENDA LANDON						Total Check Amount: \$85.00
186013	KYLEE LANDRY	11/13/2020	30488	420000000	CLOSED WATER ACCOUNT	\$90.68
KYLEE LANDRY						Total Check Amount: \$90.68
186014	KATHY LAWRENCE	11/13/2020	30493	110	REFUND DUE TO COVID19	\$170.00
KATHY LAWRENCE						Total Check Amount: \$170.00
186015	ANNIE LEBRON	11/13/2020	30558	110	REFUND DUE TO COVID19	\$110.00
ANNIE LEBRON						Total Check Amount: \$110.00
186016	VICKI LEE	11/13/2020	29510	110	REFUND DUE TO COVID19	\$110.00
VICKI LEE						Total Check Amount: \$110.00
186017	LOREE MACMURTRIE	11/13/2020	30440	110	REFUND DUE TO COVID19	\$170.00
LOREE MACMURTRIE						Total Check Amount: \$170.00
186018	JESSIE MARRUFFO-ANAYA	11/13/2020	30501	110	REFUND DUE TO COVID19	\$96.00
JESSIE MARRUFFO-ANAYA						Total Check Amount: \$96.00
186019	DOROTHY MCDONALD	11/13/2020	29534	110	REFUND DUE TO COVID19	\$85.00
DOROTHY MCDONALD						Total Check Amount: \$85.00
186020	VICKI MCINTYRE	11/13/2020	30525	110	REFUND DUE TO COVID19	\$85.00
VICKI MCINTYRE						Total Check Amount: \$85.00
186021	KRYSTAL MENDEZ	11/13/2020	30561	110	REFUND DUE TO COVID19	\$96.00
KRYSTAL MENDEZ						Total Check Amount: \$96.00
186022	SHERRIEN METTE	11/13/2020	30524	110	REFUND DUE TO COVID19	\$85.00
SHERRIEN METTE						Total Check Amount: \$85.00
186023	ANDREA METZ	11/13/2020	30496	110	REFUND DUE TO COVID19	\$85.00
ANDREA METZ						Total Check Amount: \$85.00
186024	JAMES MEUGNIOT	11/13/2020	30551	110	REFUND DUE TO COVID19	\$85.00
JAMES MEUGNIOT						Total Check Amount: \$85.00
186025	MISSION WOOD FINISHING	11/13/2020	11454	490515151	STRIP/STAIN:ACM OFFCE	\$2,500.00

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MISSION WOOD FINISHING					Total Check Amount:	\$2,500.00
186026	SHERRY MOLLING	11/13/2020	30528	110	REFUND DUE TO COVID19	\$220.00
SHERRY MOLLING					Total Check Amount:	\$220.00
186027	LATONI MOORE	11/13/2020	29335	420000000	CLOSED WATER ACCOUNT	\$60.04
LATONI MOORE					Total Check Amount:	\$60.04
186028	KERI MORDEN	11/13/2020	30503	110	REFUND DUE TO COVID19	\$192.00
KERI MORDEN					Total Check Amount:	\$192.00
186029	SANDY MORENO	11/13/2020	30504	110	REFUND DUE TO COVID19	\$110.00
SANDY MORENO					Total Check Amount:	\$110.00
186030	MIKE MOSS	11/13/2020	30566	420000000	OVERBILL FROM 6/20/17	\$390.15
MIKE MOSS					Total Check Amount:	\$390.15
186031	DONNA MOULTON	11/13/2020	30540	110	REFUND DUE TO COVID19	\$85.00
DONNA MOULTON					Total Check Amount:	\$85.00
186032	BEATRICE MUSACCHIA	11/13/2020	27151	110	REFUND DUE TO COVID19	\$170.00
BEATRICE MUSACCHIA					Total Check Amount:	\$170.00
186033	PAT NELSON	11/13/2020	29491	110	REFUND DUE TO COVID19	\$170.00
PAT NELSON					Total Check Amount:	\$170.00
186034	BARBARA NEWBERN	11/13/2020	30532	110	REFUND DUE TO COVID19	\$110.00
BARBARA NEWBERN					Total Check Amount:	\$110.00
186035	NV5 INC	11/13/2020	29891	510707475	DSGN:B.PUMP ENCL SEPT	\$27,663.50
NV5 INC					Total Check Amount:	\$27,663.50
186036	OFFICE DEPOT, INC	11/13/2020	4743	110404311	OFFICE SUPPLIES	\$78.81
		11/13/2020	4743	110141441	OFFICE SUPPLIES	\$68.08
		11/13/2020	4743	110515171	OFFICE SUPPLIES	\$63.60
		11/13/2020	4743	911212131	OFFICE SUPPLIES	\$6.99
OFFICE DEPOT, INC					Total Check Amount:	\$217.48
186037	SHIRLEY ORNELAS	11/13/2020	29512	110	REFUND DUE TO COVID19	\$110.00
SHIRLEY ORNELAS					Total Check Amount:	\$110.00
186038	GORDON OUTHIER	11/13/2020	30510	110	REFUND DUE TO COVID19	\$143.00
GORDON OUTHIER					Total Check Amount:	\$143.00
186039	JANET PARR	11/13/2020	29523	110	REFUND DUE TO COVID19	\$85.00
JANET PARR					Total Check Amount:	\$85.00
186040	RAQUEL PENA	11/13/2020	30530	110	REFUND DUE TO COVID19	\$85.00
RAQUEL PENA					Total Check Amount:	\$85.00
186041	VINCENT PERRY	11/13/2020	30489	420000000	CLOSED WATER ACCOUNT	\$10.36
VINCENT PERRY					Total Check Amount:	\$10.36
186042	SHERRY PILLARELLA	11/13/2020	30559	110	REFUND DUE TO COVID19	\$85.00
SHERRY PILLARELLA					Total Check Amount:	\$85.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
186043	ILENE POLADIAN	11/13/2020	30509	110	REFUND DUE TO COVID19	\$85.00
ILENE POLADIAN						Total Check Amount: \$85.00
186044	KIM POTTER	11/13/2020	30508	110	REFUND DUE TO COVID19	\$96.00
KIM POTTER						Total Check Amount: \$96.00
186045	PTM DOCUMENT SYSTEMS	11/13/2020	17036	110141431	1099/W2 FORMS	\$246.56
PTM DOCUMENT SYSTEMS						Total Check Amount: \$246.56
186046	TIFFANY RANDEL	11/13/2020	30548	110	REFUND DUE TO COVID19	\$170.00
TIFFANY RANDEL						Total Check Amount: \$170.00
186047	KATHLEEN REINDERS	11/13/2020	30556	110	REFUND DUE TO COVID19	\$85.00
KATHLEEN REINDERS						Total Check Amount: \$85.00
186048	JOCELYN ROJALES	11/13/2020	30539	110	REFUND DUE TO COVID19	\$85.00
JOCELYN ROJALES						Total Check Amount: \$85.00
186049	KATHY ROSENGREEN	11/13/2020	29513	110	REFUND DUE TO COVID19	\$170.00
KATHY ROSENGREEN						Total Check Amount: \$170.00
186050	MILA SANCHEZ	11/13/2020	30497	110	REFUND DUE TO COVID19	\$85.00
MILA SANCHEZ						Total Check Amount: \$85.00
186051	MELANIE SCHLOTTERBECK	11/13/2020	27608	110323231	PLNNG COMM TRAVEL EXP	\$7.04
MELANIE SCHLOTTERBECK						Total Check Amount: \$7.04
186052	CHERYL SCHUBERT	11/13/2020	30533	110	REFUND DUE TO COVID19	\$85.00
CHERYL SCHUBERT						Total Check Amount: \$85.00
186053	LORENA SCOTT	11/13/2020	30492	110	REFUND DUE TO COVID19	\$85.00
LORENA SCOTT						Total Check Amount: \$85.00
186054	BRENDA SETTLE	11/13/2020	30546	110	REFUND DUE TO COVID19	\$170.00
BRENDA SETTLE						Total Check Amount: \$170.00
186055	KIM SMITH	11/13/2020	29482	110	REFUND DUE TO COVID19	\$110.00
KIM SMITH						Total Check Amount: \$110.00
186056	STETSON ENGINEERS INC.	11/13/2020	21629	420515131	DEVELOP E.A.P SEPT20	\$1,520.50
STETSON ENGINEERS INC.						Total Check Amount: \$1,520.50
186057	CHRIS STOTEN	11/13/2020	30549	110	REFUND DUE TO COVID19	\$85.00
CHRIS STOTEN						Total Check Amount: \$85.00
186058	SHARON STRATTON	11/13/2020	30505	110	REFUND DUE TO COVID19	\$110.00
SHARON STRATTON						Total Check Amount: \$110.00
186059	LISA STRONG	11/13/2020	30537	110	REFUND DUE TO COVID19	\$85.00
LISA STRONG						Total Check Amount: \$85.00
186060	JOHN SULLIVAN	11/13/2020	29544	110	REFUND DUE TO COVID19	\$340.00
JOHN SULLIVAN						Total Check Amount: \$340.00
186061	BRENDA SWENSON	11/13/2020	30516	110	ARTWORK SALES WW EXH	\$1,400.00
BRENDA SWENSON						Total Check Amount: \$1,400.00
186062	MINA TADROUS	11/13/2020	30555	110	REFUND DUE TO COVID19	\$110.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
MINA TADROUS						Total Check Amount: \$110.00
186063	NANCY TURK	11/13/2020	30494	110	REFUND DUE TO COVID19	\$85.00
NANCY TURK						Total Check Amount: \$85.00
186064	UNIFIRST CORPORATION	11/13/2020	27988	110212131	PD LAUNDRY SVCS 10/26	\$24.88
UNIFIRST CORPORATION						Total Check Amount: \$24.88
186065	WENDY VAN EMAN	11/13/2020	30507	110	REFUND DUE TO COVID19	\$85.00
WENDY VAN EMAN						Total Check Amount: \$85.00
186066	MARIA VELASQUEZ	11/13/2020	30500	110	REFUND DUE TO COVID19	\$107.00
MARIA VELASQUEZ						Total Check Amount: \$107.00
186067	VERIZON WIRELESS	11/13/2020	21122	420515131	9865788863 9/27-10/26	\$38.01
VERIZON WIRELESS						Total Check Amount: \$38.01
186069	VERIZON WIRELESS	11/13/2020	21122	110111111	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110141411	9865452445 9/23-10/22	\$30.02
		11/13/2020	21122	110323212	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110111161	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110323231	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110323241	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110404311	9865452445 9/23-10/22	\$456.47
		11/13/2020	21122	110404525	9865452445 9/23-10/22	\$103.34
		11/13/2020	21122	410515124	9865452445 9/23-10/22	\$30.02
		11/13/2020	21122	440515122	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110111143	9865452445 9/23-10/22	\$175.30
		11/13/2020	21122	110141424	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110141481	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110212121	9865452445 9/23-10/22	\$4,209.27
		11/13/2020	21122	110515171	9865452445 9/23-10/22	\$217.28
		11/13/2020	21122	174222222	9865452445 9/23-10/22	\$773.86
		11/13/2020	21122	420515131	9865452445 9/23-10/22	\$847.90
		11/13/2020	21122	430515123	9865452445 9/23-10/22	\$720.21
		11/13/2020	21122	460141474	9865452445 9/23-10/22	\$206.68
		11/13/2020	21122	475141471	9865452445 9/23-10/22	\$553.27
		11/13/2020	21122	110111151	9865452445 9/23-10/22	\$51.67
		11/13/2020	21122	110141441	9865452445 9/23-10/22	\$165.70
		11/13/2020	21122	110222223	9865452445 9/23-10/22	\$2,255.65
		11/13/2020	21122	110323243	9865452445 9/23-10/22	\$51.67
VERIZON WIRELESS						Total Check Amount: \$11,261.67
186070	CYNTHIA VERNE	11/13/2020	30534	110	REFUND DUE TO COVID19	\$85.00
CYNTHIA VERNE						Total Check Amount: \$85.00

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Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
186071	VETERINARY PET INS. CO.	11/13/2020	20975	110	VET PET INS OCT 2020	\$686.10
VETERINARY PET INS. CO.					Total Check Amount:	\$686.10
186072	VICKIE NELSON STUDIOS	11/13/2020	30515	110	ARTWORK SALES WW EXH	\$662.90
VICKIE NELSON STUDIOS					Total Check Amount:	\$662.90
186073	LILY WEIL	11/13/2020	30538	110	REFUND DUE TO COVID19	\$85.00
LILY WEIL					Total Check Amount:	\$85.00
186074	ADRIENNE WELTY	11/13/2020	28336	110	REFUND DUE TO COVID19	\$110.00
ADRIENNE WELTY					Total Check Amount:	\$110.00
186075	KATHY WESTERMARK	11/13/2020	30557	110	REFUND DUE TO COVID19	\$110.00
KATHY WESTERMARK					Total Check Amount:	\$110.00
186076	STEPHANIE WESTERVOORDE	11/13/2020	30544	110	REFUND DUE TO COVID19	\$85.00
STEPHANIE WESTERVOORDE					Total Check Amount:	\$85.00
186077	DR. ROBERT L. WILKINSON	11/13/2020	19024	110141481	DOT PHYSICALS SEPT20	\$85.00
DR. ROBERT L. WILKINSON					Total Check Amount:	\$85.00
186078	JOYCE WITTEN	11/13/2020	30499	110	REFUND DUE TO COVID19	\$96.00
JOYCE WITTEN					Total Check Amount:	\$96.00
186079	DANA WORTHY	11/13/2020	30545	110	REFUND DUE TO COVID19	\$85.00
DANA WORTHY					Total Check Amount:	\$85.00
186080	ROSALIE YRIGOLLEN	11/13/2020	29524	110	REFUND DUE TO COVID19	\$192.00
ROSALIE YRIGOLLEN					Total Check Amount:	\$192.00
186081	TRACY ZIEGLER EDWARDS	11/13/2020	30543	110	REFUND DUE TO COVID19	\$85.00
TRACY ZIEGLER EDWARDS					Total Check Amount:	\$85.00
186082	WENDY ZUAZO	11/13/2020	30527	110	REFUND DUE TO COVID19	\$110.00
WENDY ZUAZO					Total Check Amount:	\$110.00
Check Subtotal						\$416,445.29
V42890	ADAMSON POLICE PRODUCTS	11/13/2020	4023	231212141	GAS MASKS:APPROVED DP	\$34,108.27
ADAMSON POLICE PRODUCTS					Total Check Amount:	\$34,108.27
V42891	ADMINISTRATIVE & PROF	11/13/2020	3344	110	DED:4010 APEA MEMBR	\$492.00
ADMINISTRATIVE & PROF					Total Check Amount:	\$492.00
V42892	THE ADVANTAGE GROUP	11/13/2020	24539	110	DED:808C FSA UR MED	\$4,691.88
		11/13/2020	24539	110	DED:808B FSA DEPCAR	\$2,028.91
THE ADVANTAGE GROUP					Total Check Amount:	\$6,720.79
V42893	ALL TRAFFIC SOLUTIONS	11/13/2020	27984	110212132	20/21 TRAFFIC STE MNT	\$3,000.00
ALL TRAFFIC SOLUTIONS					Total Check Amount:	\$3,000.00
V42894	ALTA LANGUAGE SERVICES, INC	11/13/2020	25953	110141481	BILINGUAL TEST	\$440.00
ALTA LANGUAGE SERVICES, INC					Total Check Amount:	\$440.00
V42895	THE BANK OF NEW YORK MELLON	11/13/2020	16062	930141424	INV SVCS-CONTROL ACCT	\$2,693.28

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THE BANK OF NEW YORK MELLON					Total Check Amount:	\$2,693.28
V42896	CORRINE BARRIOS GAMINO	11/13/2020	28084	110404215	OUTSIDE YOGA OCT20	\$45.00
CORRINE BARRIOS GAMINO					Total Check Amount:	\$45.00
V42897	BIG BEN INC.	11/13/2020	29358	510707459	N HILLS TRCT8/24-9/30	\$779,534.85
		11/13/2020	29358	510707628	NWOOD SEWER 8/24-9/30	\$193,949.15
BIG BEN INC.					Total Check Amount:	\$973,484.00
V42898	CHRISTINE BOATNER	11/13/2020	18460	110404215	OUTSIDE BARBELL PUMP	\$220.50
CHRISTINE BOATNER					Total Check Amount:	\$220.50
V42899	BPSEA MEMORIAL FOUNDATION	11/13/2020	14990	110	DED:4050 MEMORIAL	\$192.00
BPSEA MEMORIAL FOUNDATION					Total Check Amount:	\$192.00
V42900	BREA AUTO BODY, INC.	11/13/2020	27982	490515151	REFINISH CABINETS (8)	\$1,404.02
BREA AUTO BODY, INC.					Total Check Amount:	\$1,404.02
V42901	BREA CITY EMPLOYEES ASSOCIATION	11/13/2020	3236	110	DED:4005 BCEA MEMBR	\$550.00
BREA CITY EMPLOYEES ASSOCIATION					Total Check Amount:	\$550.00
V42902	BREA FIREFIGHTERS ASSOCIATION	11/13/2020	3237	110	DED:4016 ASSOC MEMB	\$2,744.50
BREA FIREFIGHTERS ASSOCIATION					Total Check Amount:	\$2,744.50
V42903	BREA POLICE ASSOCIATION	11/13/2020	3769	110	DED:4030 BPA REG	\$3,350.00
BREA POLICE ASSOCIATION					Total Check Amount:	\$3,350.00
V42904	BREA POLICE ATHLETIC LEAGUE	11/13/2020	1068	110	DED:5010 B.P.A.L.	\$137.50
BREA POLICE ATHLETIC LEAGUE					Total Check Amount:	\$137.50
V42905	BREA POLICE MANAGEMENT ASSOCIATION	11/13/2020	21189	110	DED:4020 PMA MEMBRS	\$195.00
BREA POLICE MANAGEMENT ASSOCIATION					Total Check Amount:	\$195.00
V42906	BREA/ORANGE COUNTY PLUMBING	11/13/2020	3781	490515151	REPL CAST IRON PIPE	\$1,533.60
BREA/ORANGE COUNTY PLUMBING					Total Check Amount:	\$1,533.60
V42907	BUTLER CHEMICALS, INC.	11/13/2020	6515	490515151	SR CTR DW SVC OCT20	\$167.01
BUTLER CHEMICALS, INC.					Total Check Amount:	\$167.01
V42908	C. WELLS PIPELINE MATERIALS INC	11/13/2020	13055	420515131	PLUMBING SUPPLIES	\$176.71
		11/13/2020	13055	420515131	TOOLS	\$119.82
C. WELLS PIPELINE MATERIALS INC					Total Check Amount:	\$296.53
V42909	CALIFORNIA DOMESTIC WATER CO	11/13/2020	3388	420515131	WTR CONSUMPTION OCT20	\$377,232.75
CALIFORNIA DOMESTIC WATER CO					Total Check Amount:	\$377,232.75
V42910	CALIF FORENSIC PHLEBOTOMY INC.	11/13/2020	4488	110212131	PHLEBOTOMY SVCS OCT20	\$642.00
CALIF FORENSIC PHLEBOTOMY INC.					Total Check Amount:	\$642.00
V42911	ARLINDA CANTU	11/13/2020	26312	110404215	PSNL TRAINER OCT 2020	\$632.82
ARLINDA CANTU					Total Check Amount:	\$632.82
V42912	CORE & MAIN LP	11/13/2020	27049	420515131	WATER METER + ENCODER	\$2,309.39

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V42912	CORE & MAIN LP	11/13/2020	27049	420515131	WATER METER ENCODERS	\$12,872.17
CORE & MAIN LP						Total Check Amount: \$15,181.56
V42913	CORELOGIC	11/13/2020	25542	280323215	REAL EST LISTNG SEP20	\$185.00
CORELOGIC						Total Check Amount: \$185.00
V42914	DEEPNET SECURITY LTD	11/13/2020	30002	475	TAX ON PROXIMITYCARDS	(\$184.45)
		11/13/2020	30002	475141471	PROXIMITY CARDS	\$2,644.45
DEEPNET SECURITY LTD						Total Check Amount: \$2,460.00
V42915	MICHAEL DURALDE	11/13/2020	25228	110404215	CYCLE/BREA MOVEMENT	\$875.10
MICHAEL DURALDE						Total Check Amount: \$875.10
V42916	MYRA DUVALL	11/13/2020	18083	110404215	OUTSIDE YOGA OCT20	\$243.00
MYRA DUVALL						Total Check Amount: \$243.00
V42917	EXTERMINETICS OF SO CALIF INC	11/13/2020	3298	490515151	PEST CNTRL SVCS OCT20	\$150.00
EXTERMINETICS OF SO CALIF INC						Total Check Amount: \$150.00
V42918	FILARSKY & WATT LLP	11/13/2020	2043	110141481	LEGAL SVCS OCT 2020	\$6,960.00
FILARSKY & WATT LLP						Total Check Amount: \$6,960.00
V42919	GLASBY MAINTENANCE SUPPLY CO	11/13/2020	6802	110515125	EZ REACHER	\$33.73
GLASBY MAINTENANCE SUPPLY CO						Total Check Amount: \$33.73
V42920	DON GOLDEN	11/13/2020	10729	110000000	INSP SVCS 10/22-11/4	(\$6,170.50)
		11/13/2020	10729	110323242	INSP SVCS 10/22-11/4	\$112.50
		11/13/2020	10729	840323241	INSP SVCS 10/22-11/4	\$17,458.00
DON GOLDEN						Total Check Amount: \$11,400.00
V42921	HCI SYSTEMS INC	11/13/2020	25112	490515151	CCC FIRE ALARM INSP	\$846.25
		11/13/2020	25112	490515151	FS3 FIRE ALARM INSP	\$850.00
		11/13/2020	25112	490515151	FS4 FIRE SPRNKLR INSP	\$550.00
		11/13/2020	25112	490515151	FS3 FIRE SPRNKLR INSP	\$850.00
		11/13/2020	25112	110515125	DTPS3 ELEV ALARM INSP	\$489.00
HCI SYSTEMS INC						Total Check Amount: \$3,585.25
V42922	HITT MARKING DEVICES, INC	11/13/2020	4540	110323212	SELF-INKING STAMP	\$44.93
HITT MARKING DEVICES, INC						Total Check Amount: \$44.93
V42923	JEFFREY HUNZIKER	11/13/2020	26172	110212111	FTO UPDATE	\$24.00
JEFFREY HUNZIKER						Total Check Amount: \$24.00
V42924	PAMELA JOHNSTON	11/13/2020	28025	110404215	OUTSIDE ZUMBA OCT20	\$288.00
PAMELA JOHNSTON						Total Check Amount: \$288.00
V42925	DAVID TAEKEK KANG	11/13/2020	29475	110212111	TRAINING MILEAGE	\$74.75
DAVID TAEKEK KANG						Total Check Amount: \$74.75
V42926	KEENAN & ASSOCIATES	11/13/2020	22439	470141483	2020 WORKERS' COMP 12	\$9,552.75
KEENAN & ASSOCIATES						Total Check Amount: \$9,552.75
V42927	KOURY ENGINEERING & TESTING, INC	11/13/2020	23898	510707467	E.HILLS WTR IMP SEP20	\$3,116.25

City Disbursement Register

Between Nov 9, 2020 12:00 AM and Nov 13, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42927	KOURY ENGINEERING & TESTING, INC	11/13/2020	23898	510707467	E.HILLS WTR IMP AUG20	\$7,262.50
		11/13/2020	23898	510707467	E.HILLS WTR IMP JUL-2	\$4,880.25
KOURY ENGINEERING & TESTING, INC					Total Check Amount:	\$15,259.00
V42928	KREUZER CONSULTING GROUP	11/13/2020	22072	510707430	CONST MGMT SEPT 2020	\$8,144.10
		11/13/2020	22072	510707959	CONST MGMT SEPT 2020	\$4,880.00
KREUZER CONSULTING GROUP					Total Check Amount:	\$13,024.10
V42929	DOLLY LAI	11/13/2020	18084	110404215	OUTSIDE YOGA OCT20	\$138.00
DOLLY LAI					Total Check Amount:	\$138.00
V42930	JULIE H. LEE	11/13/2020	29028	110404523	COUNSELING SVCS OCT20	\$1,620.00
JULIE H. LEE					Total Check Amount:	\$1,620.00
V42931	BERRY LIANG	11/13/2020	25640	110404215	PSNL TRAINER OCT 2020	\$319.68
		11/13/2020	25640	110404215	OUTSIDE TRX OCT 2020	\$108.00
BERRY LIANG					Total Check Amount:	\$427.68
V42932	LINEGEAR	11/13/2020	23894	110222221	TENTS	\$804.89
		11/13/2020	23894	110222221	BOOTS	\$273.69
LINEGEAR					Total Check Amount:	\$1,078.58
V42933	TANYA LOSCUTOFF	11/13/2020	22092	110404215	OUTSIDE SUPER SCULPT	\$156.00
		11/13/2020	22092	110404215	PSNL TRAINER OCT 2020	\$107.08
TANYA LOSCUTOFF					Total Check Amount:	\$263.08
V42934	STEVEN MACIAS	11/13/2020	30457	110212111	TRAINING MILEAGE	\$250.12
STEVEN MACIAS					Total Check Amount:	\$250.12
V42935	ANDREA MCGRANAHAN	11/13/2020	26046	110404215	OUTSIDE BARRE/CYCLE	\$231.00
		11/13/2020	26046	110404215	PSNL TRAINER OCT 2020	\$168.78
ANDREA MCGRANAHAN					Total Check Amount:	\$399.78
V42936	MINER, LTD	11/13/2020	27173	490515151	REPAIR:SALLYPORT DOOR	\$451.56
		11/13/2020	27173	490515151	FS2 APP BAY DOOR RPR	\$2,626.19
		11/13/2020	27173	490515151	REPAIR THTR MAINDOORS	\$1,382.63
MINER, LTD					Total Check Amount:	\$4,460.38
V42937	CAITLIN MOHNEY	11/13/2020	29108	110404521	BSC YOGA OCT 2020	\$120.00
CAITLIN MOHNEY					Total Check Amount:	\$120.00
V42938	JENNIFER MONZON-SCROFINI	11/13/2020	20158	110404215	OUTSIDE SUPER SCULPT	\$120.00
JENNIFER MONZON-SCROFINI					Total Check Amount:	\$120.00
V42939	ORANGE COUNTY UNITED WAY	11/13/2020	3451	110	DED:5005 UNITED WAY	\$7.31
ORANGE COUNTY UNITED WAY					Total Check Amount:	\$7.31
V42940	PARSONS TRANSPORTATION GROUP	11/13/2020	25626	510707251	57/LAMBERT INT SEPT20	\$13,132.61
		11/13/2020	25626	510707251	57/LAMBERT INT JUL20	\$16,783.13
PARSONS TRANSPORTATION GROUP					Total Check Amount:	\$29,915.74
V42941	PLUMBING WHOLESALE OUTLET, INC.	11/13/2020	18392	110515143	SC INV#S100435130.001	\$7.56

City Disbursement Register

Between Nov 9, 2020 12:00 AM and Nov 13, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42941	PLUMBING WHOLESALE OUTLET, INC.	11/13/2020	18392	490515151	BASIN WRENCH	\$26.27
		11/13/2020	18392	110515141	SC INV#S100433662.001	\$1.85
PLUMBING WHOLESALE OUTLET, INC.					Total Check Amount:	\$35.68
V42942	PRADO FAMILY SHOOTING RANGE	11/13/2020	14276	110212134	SWAT RANGE FEES	\$400.00
PRADO FAMILY SHOOTING RANGE					Total Check Amount:	\$400.00
V42943	QUARTECH CORRECTIONS LLC	11/13/2020	29933	950000000	ILJAOC SW SUPP OCT20	\$1,500.00
		11/13/2020	29933	950000000	ILJAOC CONT SVCS 1020	\$3,450.00
		11/13/2020	29933	950000000	ILJAOC CONT SVCS OCT	\$3,000.00
QUARTECH CORRECTIONS LLC					Total Check Amount:	\$7,950.00
V42944	R.J. NOBLE COMPANY	11/13/2020	1076	510707320	ALLEY REHAB PP1 SEP20	\$79,078.06
		11/13/2020	1076	510707321	ALLEY REHAB PP1 SEP20	\$89,985.39
		11/13/2020	1076	510707319	ALLEY REHAB PP1 SEP20	\$89,609.08
R.J. NOBLE COMPANY					Total Check Amount:	\$258,672.53
V42945	RICHARDS, WATSON & GERSHON	11/13/2020	8978	110111112	0001 GEN LGL SVCS SEP	\$11,760.90
		11/13/2020	8978	280323215	0001 GEN LGL SVCS SEP	\$323.00
		11/13/2020	8978	510707278	0188 MERCURY SEPT20	\$1,975.00
		11/13/2020	8978	465515149	0001 GEN LGL SVCS SEP	\$456.00
RICHARDS, WATSON & GERSHON					Total Check Amount:	\$14,514.90
V42946	RIVELLE CONSULTING SERVICES	11/13/2020	20208	470141483	ACTUARIAL REPORT	\$5,000.00
RIVELLE CONSULTING SERVICES					Total Check Amount:	\$5,000.00
V42947	RUSSELL SIGLER INC.	11/13/2020	21638	490515151	HVAC-ODOR NEUTRALIZER	\$42.15
RUSSELL SIGLER INC.					Total Check Amount:	\$42.15
V42948	SHRED-IT USA	11/13/2020	7438	110111161	DOC SHRED SEPT/OCT20	\$10.66
		11/13/2020	7438	110212122	DOCSHRED PD SEP/OCT20	\$138.68
		11/13/2020	7438	470141483	DOC SHRED SEPT/OCT20	\$10.66
SHRED-IT USA					Total Check Amount:	\$160.00
V42949	STRUCTURE SIX	11/13/2020	29170	510707923	FS1 SEISMIC:BLDGPLANS	\$17,985.50
STRUCTURE SIX					Total Check Amount:	\$17,985.50
V42950	THOMSON REUTERS - WEST	11/13/2020	22020	110212121	WEST INFO CHGS OCT20	\$455.35
THOMSON REUTERS - WEST					Total Check Amount:	\$455.35
V42951	LAMARR LATAZE TINNIN	11/13/2020	19215	110212111	FTO UPDATE	\$24.00
		11/13/2020	19215	110212111	TRAINING MILEAGE	\$250.12
LAMARR LATAZE TINNIN					Total Check Amount:	\$274.12
V42952	TOWNSEND PUBLIC AFFAIRS, INC.	11/13/2020	18881	110111145	CONSULTING SVCS NOV20	\$1,250.00
		11/13/2020	18881	410111145	CONSULTING SVCS NOV20	\$1,250.00
		11/13/2020	18881	430111145	CONSULTING SVCS NOV20	\$1,250.00
		11/13/2020	18881	420111145	CONSULTING SVCS NOV20	\$1,250.00
TOWNSEND PUBLIC AFFAIRS, INC.					Total Check Amount:	\$5,000.00

City Disbursement Register

Between Nov 9, 2020 12:00 AM and Nov 13, 2020 11:59 PM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
V42953	TRUCPARCO	11/13/2020	2693	480515161	BRACKETS	\$49.85
TRUCPARCO					Total Check Amount:	\$49.85
V42954	TRUE TINT WINDOW TINTING	11/13/2020	28281	490515151	WINDOW TINT CCC FL3	\$4,708.00
TRUE TINT WINDOW TINTING					Total Check Amount:	\$4,708.00
V42955	TURBO DATA SYSTEMS, INC.	11/13/2020	1472	110212122	HH LEASE TPM OCT20	\$193.95
		11/13/2020	1472	110212122	CITATION PROC OCT20	\$793.78
TURBO DATA SYSTEMS, INC.					Total Check Amount:	\$987.73
V42956	WALTERS WHOLESALE ELECTRIC	11/13/2020	1667	490515151	BCC STRING LITE PROJ	\$203.02
WALTERS WHOLESALE ELECTRIC					Total Check Amount:	\$203.02
V42957	WILLDAN ENGINEERING	11/13/2020	12445	510707311	INSP SVCS AUGUST 2020	\$10,025.39
		11/13/2020	12445	510707453	INSP SVCS AUGUST 2020	\$5,728.80
		11/13/2020	12445	510707464	INSP SVCS AUGUST 2020	\$4,002.44
		11/13/2020	12445	510707464	IMSP SVCS AUGUST 2020	\$703.37
WILLDAN ENGINEERING					Total Check Amount:	\$20,460.00
Voucher Subtotal						\$1,865,322.24

TOTAL \$2,281,767.53

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members

FROM: Bill Gallardo, City Manager

DATE: 11/17/2020

SUBJECT: Monthly Report of Cash Investments for the Successor Agency to the Brea
Redevelopment Agency for Period Ending September 30, 2020

RECOMMENDATION

Receive and file.

BACKGROUND/DISCUSSION

The Monthly Report of Cash and Investments is in accordance with Government Code Sections (GCS) 41004 and 53607 and contains information on the Successor Agency's cash and investment activities for the month of September. Funds received by the Successor Agency are typically spent within three to six months; therefore are not invested long-term. The Successor Agency's Local Agency Investment Fund (LAIF) is used for short-term investments and functions like a savings account until funds are required to meet expenditures needs.

Attachment A includes a Cash and Investment Information Summary and a Monthly Account Statement prepared by Chandler Asset Management (GCS 53607) for the funds invested on behalf of the Successor Agency. As of September 30, 2020, the market value, including accrued interest on the Successor Agency's Local Agency Investment Fund (LAIF), was \$18,901.62 in comparison to \$18,891.05 at August 31, 2020. The Successor Agency to the Brea Redevelopment Agency has sufficient cash flow to meet its expected expenditures for the next six months.

The Successor Agency also has restricted (fiscal agent) cash and investment accounts related to its various bond reserve accounts which are managed by Chandler Asset Management. Attachment A includes a portfolio report from Chandler Asset Management for each bond reserve account that is invested. As of September 30, 2020, the market value of these funds, including short-term cash and accrued interest was \$153,999.60 as compared to \$1,382,742.23 as of August 31, 2020.

COMMISSION/COMMITTEE RECOMMENDATION

On October 26, 2020, the Investment Advisory Committee reviewed the Monthly Report of Investments and recommended that the City Council receive and file.

FISCAL IMPACT/SUMMARY

During the month of September, the total value of the Successor Agency to the Brea Redevelopment Agency's investment portfolio increased by \$10.57 due to market rate adjustments. The total value of the restricted cash and investments decreased by \$1,228,742.63 due to a debt service payment for the 2016 Tax Allocation Refunding Bonds which was due to the bond holders on September 1, 2020.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager

Prepared by: Alicia Brenner, Senior Fiscal Analyst

Concurrence: Cindy Russell, Administrative Services Director

Attachments

Attachment A

Successor Agency to the Brea Redevelopment Agency
Cash and Investment Information
September 30, 2020

			Book Value	Market Value*
Demand and Interest-Bearing Checking Accounts	Citizen's Bank	\$	107,944.19	\$ 107,944.19
Local Agency Investment Fund	LAIF	\$	18,863.12	\$ 18,901.62
<u>Fiscal Agent Cash & Investments</u>				
2004 Brea Public Financing Authority Lease Revenue Bond	Chandler/BNY	\$	7,336.85	\$ 7,336.85
2010 Brea Public Financing Authority Lease Revenue Bond	Chandler/BNY	\$	20,317.06	\$ 20,317.06
2013 Tax Allocation Bonds	Chandler/BNY	\$	19,444.12	\$ 19,444.12
2016 Tax Allocation Refunding Bonds, Series A & B	Chandler/BNY	\$	103,183.45	\$ 103,183.45
2017 Tax Allocation Refunding Bonds, Series A & B	Chandler/BNY	\$	3,718.12	\$ 3,718.12
Sub-total - Fiscal Agent Cash & Investments		\$	153,999.60	\$ 153,999.60
Grand Total		\$	280,806.91	\$ 280,845.41

* Includes accrued interest on invested funds

Successor Agency to the Brea Redevelopment Agency
Cash and Investment Information
September 30, 2020

Fiscal Agent Cash & Investments Detail	Book Value	Market Value
2004 Brea Public Financing Authority Lease Revenue Bond - CHANDLER	\$ -	\$ -
Short-Term Treasury Funds - BNY	\$ 7,336.85	\$ 7,336.85
Sub-total	\$ 7,336.85	\$ 7,336.85
2010 Brea Public Financing Authority Lease Revenue Bond - CHANDLER	\$ -	\$ -
Short-Term Treasury Funds - BNY	\$ 20,317.06	\$ 20,317.06
Sub-total	\$ 20,317.06	\$ 20,317.06
2013 Tax Allocation Bonds - CHANDLER	\$ -	\$ -
Short-Term Treasury Funds - BNY	\$ 19,444.12	\$ 19,444.12
Sub-total	\$ 19,444.12	\$ 19,444.12
2016 Tax Allocation Refunding Bonds, Series A & B - CHANDLER	\$ -	\$ -
Short-Term Treasury Funds - BNY	\$ 103,183.45	\$ 103,183.45
Sub-total	\$ 103,183.45	\$ 103,183.45
2017 Tax Allocation Refunding Bonds, Series A & B - CHANDLER	\$ -	\$ -
Short-Term Treasury Funds - BNY	\$ 3,718.12	\$ 3,718.12
Sub-total	\$ 3,718.12	\$ 3,718.12
Report Grand Total	\$ 153,999.60	\$ 153,999.60

**Successor Agency to the Brea Redevelopment Agency
Accounting of Cash Receipts, Disbursements and Balances
For the Month of September 2020**

Fund	Fund Name	Cash Balance 8/31/2020 ¹	Cash Receipts ²	Cash Disbursements ²	Cash Balance 9/30/2020 ¹
511	PROJECT AREA AB - PERMANENT	32,525.74	-	(3,165.48)	29,360.26
731	PROJECT AREA AB - DEBT SERVICE	38,067.89	-	-	38,067.89
732	PROJECT AREA C - PERMANENT	(74,566.13)	-	-	(74,566.13)
813	PROJECT AREA C - DEBT SERVICE	133,767.31	-	-	133,767.31
Subtotal of Cash and Investments Held in City Funds		129,794.81	-	(3,165.48)	126,629.33

DEDUCT

931	CASH HELD AS INVESTMENTS	(18,685.14)	-	-	(18,685.14)
		111,109.67	-	(3,165.48)	

Cash Balance per General Ledger as of 9/30/20 \$ 107,944.19

		Balance 8/31/2020
Reconciliation of Cash Held As Investments in Fund 931		
Investments Held in LAIF		18,863.12
Interest Earnings Received for Current Fiscal Year		(177.98)
Investment Balances held in Fund 931		\$ 18,685.14

¹ Cash balances between funds are subject to change due to accounting 6/30/2020 year-end close.

² Cash receipts and disbursements may include accounting entries between funds.



Successor Agency to the Brea RDA LAIF - Account #10166

MONTHLY ACCOUNT STATEMENT

SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020

Chandler Team:

For questions about your account, please call (800) 317-4747,
or contact operations@chandlerasset.com

CHANDLER ASSET MANAGEMENT
chandlerasset.com

Information contained herein is confidential. We urge you to compare this statement to the one you receive from your qualified custodian. Please see Important Disclosures.



PORTFOLIO CHARACTERISTICS

Average Modified Duration	0.00
Average Coupon	0.66%
Average Purchase YTM	0.66%
Average Market YTM	0.66%
Average S&P/Moody Rating	NR/NR
Average Final Maturity	0.00 yrs
Average Life	0.00 yrs

ACCOUNT SUMMARY

	Beg. Values as of 8/31/20	End Values as of 9/30/20
Market Value	18,863	18,863
Accrued Interest	28	39
Total Market Value	18,891	18,902
Income Earned	13	11
Cont/WD		0
Par	18,863	18,863
Book Value	18,863	18,863
Cost Value	18,863	18,863

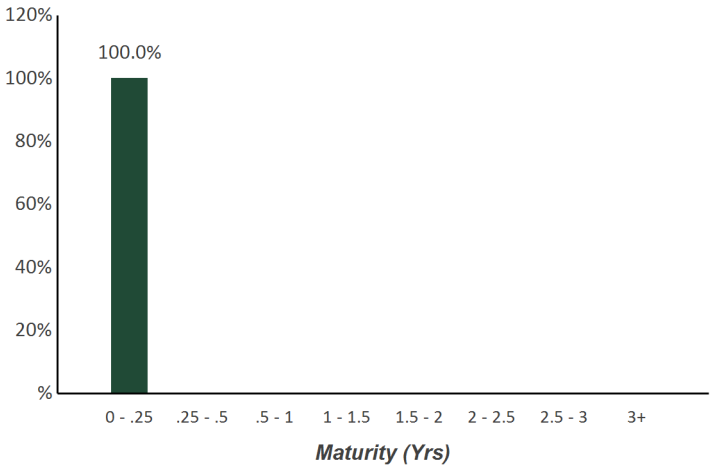
TOP ISSUERS

Local Agency Investment Fund	100.0%
Total	100.0%

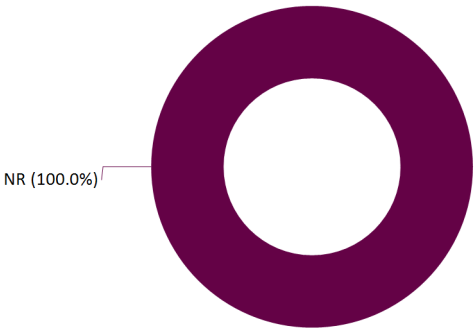
SECTOR ALLOCATION



MATURITY DISTRIBUTION



CREDIT QUALITY (S&P)



Holdings Report
As of September 30, 2020



CUSIP	Security Description	Par Value/Units	Purchase Date Book Yield	Cost Value Book Value	Mkt Price Mkt YTM	Market Value Accrued Int.	% of Port. Gain/Loss	Moody/S&P Fitch	Maturity Duration
LAIF									
90LAIF\$00	Local Agency Investment Fund State Pool	18,863.12	Various 0.66%	18,863.12 18,863.12	1.00 0.66%	18,863.12 38.50	100.00% 0.00	NR / NR NR	0.00 0.00
Total LAIF		18,863.12	0.66%	18,863.12	0.66%	18,863.12 38.50	100.00% 0.00	NR / NR NR	0.00 0.00
TOTAL PORTFOLIO		18,863.12	0.66%	18,863.12	0.66%	18,863.12 38.50	100.00% 0.00	NR / NR NR	0.00 0.00
TOTAL MARKET VALUE PLUS ACCRUED						18,901.62			

Income Earned
As of September 30, 2020



CUSIP	Security Description	Trade Date Settle Date Units	Book Value: Begin Book Value: Acq Book Value: Disp Book Value: End	Prior Accrued Inc. Received Ending Accrued Total Interest	Accr. Of Discount Amort. Of Premium Net Accret/Amort Income Earned	Total Income
LOCAL AGENCY INVESTMENT FUND						
90LAIF\$00	Local Agency Investment Fund State Pool	Various	18,863.12	27.93	0.00	10.57
		Various	0.00	0.00	0.00	
		18,863.12	0.00	38.50	0.00	
			18,863.12	10.57	10.57	
		18,863.12	27.93	0.00		
		0.00	0.00	0.00		
		0.00	38.50	0.00		
Total Local Agency Investment Fund		18,863.12	18,863.12	10.57	10.57	10.57
			18,863.12	27.93	0.00	
			0.00	0.00	0.00	
			0.00	38.50	0.00	
TOTAL PORTFOLIO		18,863.12	18,863.12	10.57	10.57	10.57

Cash Flow Report

As of September 30, 2020



Payment Date	Transaction Type	CUSIP	Quantity	Security Description	Principal Amount	Income	Total Amount
10/15/2020	Dividend	90LAIF\$00	1,734,378.49	Local Agency Investment Fund State Pool	0.00	36.51	36.51
OCT 2020					0.00	36.51	36.51
TOTAL					0.00	36.51	36.51



Account #10166

Chandler Asset Management, Inc. ("Chandler") is an SEC registered investment adviser. For additional information about our firm, please see our current disclosures (Form ADV). To obtain a copy of our current disclosures, you may contact your client service representative by calling the number on the front of this statement or you may visit our website at www.chandlerasset.com.

Information contained in this monthly statement is confidential and is provided for informational purposes only and should not be construed as specific investment or legal advice. The information contained herein was obtained from sources believed to be reliable as of the date of this statement, but may become outdated or superseded at any time without notice.

Custody: Your qualified custodian bank maintains control of all assets reflected in this statement and we urge you to compare this statement to the one you receive from your qualified custodian. Chandler does not have any authority to withdraw or deposit funds from/to the custodian account.

Valuation: Prices are provided by IDC, an independent pricing source. In the event IDC does not provide a price or if the price provided is not reflective of fair market value, Chandler will obtain pricing from an alternative approved third party pricing source in accordance with our written valuation policy and procedures. Our valuation procedures are also disclosed in Item 5 of our Form ADV Part 2A.

Performance: Performance results are presented gross-of-advisory fees and represent the client's Total Return. The deduction of advisory fees lowers performance results. These results include the reinvestment of dividends and other earnings. Past performance may not be indicative of future results. Therefore, clients should not assume that future performance of any specific investment or investment strategy will be profitable or equal to past performance levels. All investment strategies have the potential for profit or loss. Economic factors, market conditions or changes in investment strategies, contributions or withdrawals may materially alter the performance and results of your portfolio.

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Index returns assume reinvestment of all distributions. Historical performance results for investment indexes generally do not reflect the deduction of transaction and/or custodial charges or the deduction of an investment management fee, the incurrence of which would have the effect of decreasing historical performance results. It is not possible to invest directly in an index.

Ratings: Ratings information have been provided by Moody's, S&P and Fitch through data feeds we believe to be reliable as of the date of this statement, however we cannot guarantee its accuracy.

Security level ratings for U.S. Agency issued mortgage-backed securities ("MBS") reflect the issuer rating because the securities themselves are not rated. The issuing U.S. Agency guarantees the full and timely payment of both principal and interest and carries a AA+/Aaa/AAA by S&P, Moody's and Fitch respectively.

City of Brea

COUNCIL COMMUNICATION

TO: Honorable Mayor and City Council Members
FROM: Bill Gallardo, City Manager
DATE: 11/17/2020
SUBJECT: Successor Agency Disbursement Register for October 30, 2020

RECOMMENDATION

Receive and file.

RESPECTFULLY SUBMITTED:

William Gallardo, City Manager
Prepared by: Alicia Brenner, Senior Fiscal Analyst

Attachments

10-30-2020 SA Disbursement Register

Successor Agency Disbursement Register

Between Oct 26, 2020 12:00 AM and Oct 30, 2020 12:00 AM

Check #	Vendor Name	Check Date	Vendor #	Budget Unit	Description	Amount
2810	CITY OF BREA	10/30/2020	1003	511	REIMB 19/20 JUNE #3	\$246.02
	CITY OF BREA	10/30/2020	1003	511	REIMB COST 20/21 AUG	\$1,785.90
	CITY OF BREA	10/30/2020	1003	511	REIMB COST 2021 SEPT	\$1,757.37
CITY OF BREA					Total Check Amount:	\$3,789.29

Overall - Total \$3,789.29

City of Brea

COUNCIL AND COMMISSION COMMUNICATION

TO: Honorable Mayor/Chair and City Council/Commission Members
FROM: Bill Gallardo
DATE: 11/17/2020
SUBJECT: Brea Arts Corporation Annual Report for Fiscal Year 2019-20

RECOMMENDATION

Receive and file.

BACKGROUND/DISCUSSION

The Brea Arts Corporation was formed on June 17, 1997, for the purpose of disseminating information to the public about cultural activities in the City of Brea; to host BreaFest; and to participate in and encourage other events or activities related to this purpose.

The Brea Arts Corporation is a tax-exempt 501[c](3) organization for Federal and State income tax purposes. The organization did not incur expenditures within the legally established threshold required to file annual reports with the taxing agencies. This report has been prepared in lieu of such reports to provide a summary of activities. By using its tax-exempt status to mail information about its cultural activities, the Brea Arts Corporation avoided incurring approximately \$4,619.78 in postage costs during the year. This amount represents the savings in postage from using the standard mail nonprofit rate versus the standard mail regular rate (\$0.121 savings per piece x 38,180 pieces). The Brea Arts Corporation also secured permits from the California Department of Alcoholic Beverage Control (ABC) for various cultural events hosted by the Curtis Theatre, the Gallery and lastly, for BreaFest. The total cost for the permits was \$2,657.00.

The annual report for Fiscal Year July 1, 2019 through June 30, 2020 was prepared by the Administrative Services Department with the assistance of the Community Services Department. The annual report includes two exhibits. Exhibit A, the Statement of Program Service Accomplishments, provides a description of activities during the past fiscal year. Exhibit B, the Summary of Promotional Activities for Program Events, gives a breakdown of the items mailed, postage costs, and attendance for each event as well as summary of costs incurred for the ABC permits. The filing requirement deadline is typically on or before the 15th day of the 5th month after the close of the City's tax year. The only action required by the Board is to receive and file.

SUMMARY/FISCAL IMPACT

No fiscal impact.

RESPECTFULLY SUBMITTED

William Gallardo, City Manager

Prepared by: Alicia Brenner, Senior Fiscal Analyst

Reviewed by: Carrie Hernandez, Community Services Manager

Concurrence: Cindy Russell, Administrative Services Director

Attachments

Exhibit A - Statement of Program Service Accomplishments

Exhibit B - Summary of Promotional Activities for Program Events

**Brea Arts Corporation
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Statement of Program Service Accomplishments

1. The primary purpose of the Brea Arts Corporation is to disseminate information to the public about cultural activities in the City of Brea, and to host the “Brea Fest,” which is an annual gathering in the City of Brea dedicated to the promotion of cultural arts.
2. During Fiscal Year 2019-20, the Brea Arts Corporation participated in the promotion of two different cultural functions held at the Brea Gallery. The Brea Arts Corporation, promoting cultural events at the Brea Gallery, mailed a total 7,400 items during the reporting year.
 - a. The first exhibit was called “Colored Pencil Society of America Exhibition” and was held from July 31, 2019 through September 13, 2019. From July 1, 2019 through September 13, 2019, the exhibit held one reception, two art workshops, one artist in residence weekend event and two group tours. During this time, 2,855 people attended the exhibition.
 - b. The second exhibit was the “51st Annual Watercolor West International Exhibition,” and occurred between October 12, 2019 and December 15, 2019. One reception, three art workshops, one artist in residence weekend event, four watercolor demonstrations, four group tours and one city event were held while the exhibition was open. A total of 3,032 people attended the exhibition.
 - c. There was a third exhibit called “Chapter One Exhibition” and occurred between February 1, 2020 and March 18, 2020. No announcement postcard was mailed for this exhibit. One reception, two art workshops and four group tours were held while the exhibit was open.
3. The Brea Arts Corporation also participated in other direct mailings to promote theatrical productions at the Curtis Theatre. A total of 16,086 mailings were sent. There were 11 different theatrical productions that together held 74 performances throughout 2019-20. The total attendance for the year was 11,396. Additionally, there were 98 volunteers who participated in the productions, working approximately 774 hours.
4. The Brea Arts Corporation secured the permit from the California Department of Alcoholic Beverage Control for “Brea Fest,” held on August 16, 2019 at the Brea Civic and Cultural Center. There were approximately 7,000 people in attendance. The Brea Arts Corporation also secured the permit from the California Department of Alcoholic Beverage Control for 86 other cultural events hosted by the Brea Gallery and Curtis Theatre.
5. The Brea Arts Corporation additionally participated in mailing promotional flyers for events held in the Community Center during the year. A total of 14,694 postcards were mailed for two different events. These events were entitled the “Nutcracker Craft Boutique” and the “Spring Craft Boutique.” However, the “Spring Craft Boutique” was cancelled shortly after the postcards were mailed as a result of the State’s Stay-At-Home Order (Executive Order N-33-20) in response to the COVID-19 Pandemic.

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Summary of Promotional Activities for Program Events

POSTAGE COSTS	QTY	TOTAL	ATTENDANCE
Gallery			
Colored Pencil Society of America Exhibition (announcement postcard)	3,700	\$ 952.51	2,855
51st Annual Watercolor West International Exhibition (announcement postcard)	3,700	\$ 947.84	3,032
Chapter One Exhibition (announcement postcard)	-	\$ -	852
Sub-Total	7,400	\$ 1,900.35	6,739
Theatre			
Annual Season Program Brochures	-	\$ -	11,396 ¹
Other direct mail (postcards)	16,086	\$ 5,391.13	N/A
Sub-Total	16,086	\$ 5,391.13	11,396
Other			
Nutcracker Craft Boutique (announcement postcard)	7,347	\$ 1,150.79	5,300
Spring Craft Boutique (announcement postcard)	7,347	\$ 1,150.79	- ²
Sub-Total	14,694	\$ 2,301.58	5,300
TOTAL	38,180	\$ 9,593.06 ³	23,435
OTHER COSTS⁴			
	QTY	TOTAL	ATTENDANCE
Theatre Events/Shows (ABC Permits)	83	\$ 2,400.00	N/A
Gallery Events (ABC Permits)	3	\$ 150.00	N/A
BreaFest	1	\$ 107.00	N/A
Sub-Total	87	\$ 2,657.00	-
TOTAL	87	\$ 2,657.00 ³	N/A

¹ = Total season attendance; excludes Rental Engagements & Performances

² = Event cancelled as a result of the State's Stay-At-Home Order (Executive Order N-33-20)

³ = Postage costs are paid by the City of Brea on behalf of the Brea Arts Corporation

⁴ = Other costs includes permits secured from the California Department of Alcoholic Beverage Control (ABC)