

**SUCCESSOR AGENCY TO THE INDUSTRY
URBAN-DEVELOPMENT AGENCY
(A COMPONENT UNIT OF CITY OF INDUSTRY)**

**INDEPENDENT AUDITORS' REPORT
AND FINANCIAL STATEMENTS**

**FOR THE FISCAL YEAR ENDED
JUNE 30, 2020**

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
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For the Year Ended June 30, 2020

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INDEPENDENT AUDITORS' REPORT

To the Honorable City Council
of the Successor Agency to Industry
Urban-Development Agency
Industry, California

Report on the Financial Statements

We have audited the accompanying Statement of Fiduciary Net Position of the Successor Agency to Industry Urban-Development Agency (the SA to IUDA) (a component unit of City of Industry) as of June 30, 2020 and the related Statement of Changes in the Fiduciary Net Position for the year then ended and the related notes to the financial statements, which collectively comprise the SA to IUDA's financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the City's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the SA to IUDA as of June 30, 2020, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Report on Required Supplementary Information

Management has omitted Management's Discussion and Analysis that accounting principles generally accepted in the United States of America be presented to supplement the financial statements. Such missing information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who consider it to be an essential part of the financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. Our opinion on the financial statements are not affected by this missing information.

Other Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the SA to IUDA's financial statements. The schedules of long-term debt are presented for purposes of additional analysis and are not a required part of the financial statements.

The schedules and schedules of long-term debt are the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedules of long-term debt are fairly stated in all material respects in relation to the financial statements as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated January 20, 2021, on our consideration of the SA to IUDA's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the SA to IUDA's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the SA to IUDA's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Irvine, California
January 20, 2021

FINANCIAL STATEMENTS

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**Successor Agency to Industry Urban-Development Agency
(A Component Unit of City of Industry)
Statement of Fiduciary Net Position
June 30, 2020**

	Private-Purpose Trust Fund
ASSETS:	
Current Assets:	
Cash	\$ 824,187
Investments	30,092,735
Accounts	1,107,786
Notes receivables, current portion	3,214,153
Noncurrent assets:	
Property held for sale or disposition	222,094,683
Notes receivables, net of current portion	5,519,140
Restricted assets:	
Investments	60,253,406
Investments with fiscal agent	62,940,197
Capital assets, net of depreciation	183,854,578
Total assets	<u>569,900,865</u>
DEFERRED OUTFLOWS OF RESOURCES:	
Deferred loss on refunding, net	11,495,952
Total deferred outflows of resources	<u>11,495,952</u>
LIABILITIES	
Current liabilities:	
Accounts payable	1,672,340
Interest payable	4,353,060
Bonds payable, due within one year	61,837,772
Total current liabilities	<u>67,863,172</u>
Noncurrent liabilities:	
Bonds payable, due in more than one year	148,445,178
Total noncurrent liabilities	<u>148,445,178</u>
Total liabilities	<u>216,308,350</u>
NET POSITION	
Fiduciary net position held in trust for Successor Agency	<u><u>\$ 365,088,467</u></u>

See accompanying notes to the financial statements.

**Successor Agency to Industry Urban-Development Agency
(A Component Unit of City of Industry)
Statement of Changes in Net Position
Fiduciary Funds
For the Year Ended June 30, 2020**

		<u>Private-Purpose Trust Fund</u>
ADDITIONS:		
Redevelopment agency property tax trust fund	\$ 75,541,884	
Administrative expenses	(1,369,653)	
Pass through payments	<u>(11,881,223)</u>	
Redevelopment agency property tax trust fund, net		\$ 62,291,008
Revenues from use of money and property		
Interest income		2,718,312
Rental and other income		7,310,071
Contribution from City of Industry		60,867,303
Other revenues		<u>3,257</u>
Total assets		<u>133,189,951</u>
DELETIONS:		
General administration		204,300
Project expenses		3,046,132
Bond interest expense		<u>58,535,474</u>
Total current liabilities		<u>61,785,906</u>
CHANGES IN NET POSITION		71,404,045
NET POSITION		
Beginning of the year		<u>293,684,422</u>
End of the year		<u><u>\$ 365,088,467</u></u>

See accompanying notes to the financial statements.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Description of the Reporting Entity

The Industry-Urban-Development Agency (referred to as the IUDA) was a component unit and an integral part of the City of Industry (referred to as the City.) On December 29, 2011, the California Supreme Court upheld Assembly Bill XI 26 (referred to as the Bill) that provides for the dissolution of all redevelopment agencies in the State of California. This action impacted the reporting entity of the City that previously had reported a redevelopment agency blended component unit.

The Bill provides that upon dissolution of a redevelopment agency, either the City or another unit of local government will agree to serve as the “successor agency” to hold the assets until they are distributed to the other units of state and local government. The City has elected to become the Successor Agency to the Industry Urban Development Agency (referred to as the SA to IUDA). The City and the Successor Agency have separate Board of Directors. However, individuals serving on the City Council also serve on the Successor Agency Board. The Successor Agency is a component unit of the City that is fiduciary in nature and is reported in the statements of fiduciary net position and changes in fiduciary net position within the City’s fiduciary funds.

After enactment of the law, which occurred on June 28, 2011, redevelopment agencies in the State of California cannot enter into new projects, obligations, or commitments. Subject to the control of a newly established oversight board, remaining assets can only be used to pay enforceable obligations in existence at the date of dissolution (including the completion of any unfinished projects that were subject to legally enforceable contractual commitments).

Successor agencies are allocated revenue only in the amount that is necessary to pay the estimated annual installment payments on enforceable obligations of the former redevelopment agency until all enforceable obligations of the prior redevelopment agency have been paid in full and all assets have been liquidated.

B. Basis of Accounting

The financial statements of SA to IUDA have been prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) as applicable to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles.

The financial statements include a statement of Fiduciary Net Position and a Statement of Changes in Fiduciary Net Position. These statements are presented on the accrual basis of accounting.

C. Cash and Investments

Cash include cash on hand and demand deposits and are carried at cost. Investments are reported at fair value. Changes in fair value that occur during the fiscal year are recognized as investment income for that fiscal year.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

D. Redevelopment Property Tax Revenues

Pursuant to the Redevelopment Dissolution Law, funds that would have been distributed to the former Agency as tax increment, hereafter referred to as redevelopment property tax revenues, are deposited into the SA to IUDA's Redevelopment Property Tax Trust Fund (Trust Fund) administered by the Los Angeles County's Auditor - Controller for the benefit of holders of the former IUDA's enforceable obligations and the taxing entities that receive pass-through payments. Any remaining funds in the Trust Fund, plus any unencumbered redevelopment cash and funds from asset sales are distributed by the County to the local agencies in the project area unless needed to pay enforceable obligations.

Distributions are to be made twice each year on the following cycles:

Distribution Dates	Covers Recognized Obligation Payment Schedules to be Paid
January 2	January 1 through June 30
June 1	July 1 through December 31

The amounts distributed for Recognized Obligation Payment Schedules (ROPS) are forward looking to the next six-month period.

E. Tax Override Monies

On September 26, 2013 pursuant to Resolution No. CC 2013-25, the City has established a segregated fund in the treasury designated the Agency Override Fund and shall deposit all Agency Override Portion received by the City into the Agency Override Fund. Upon notification by the SA to IUDA of the debt service shortfall, the City shall apply the necessary amount (but only to the extent available) from the Agency Override Fund to pay the bond trustee or, to the extent that there is no trustee for any bond issue, the bondholders directly, to cover the debt service shortfall. So long as the IUDA bonds remain outstanding, the City shall make withdrawals from the Agency Override Fund solely for the purpose of covering debt service shortfalls. See Note 5 for further discussion.

F. Property Held/or Sale or Disposition

Property held for resale represents land, structures and their related improvements that were acquired for resale in accordance with the objectives of the Redevelopment Projects and grants. These costs will be charged to current year project expenditures when the related land and structures are sold. Property held for resale is valued at the lower of cost or expected net realizable value.

G. Bond Issuance Costs and Premiums/Discounts

Bond premiums and discounts in the statement of fiduciary net position are deferred and amortized over the life of the bonds using the straight-line method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are recognized as expenses in the period incurred in the statement of changes in fiduciary net position.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

H. Use of Estimates

The preparation of basic financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 2 - CASH AND INVESTMENTS

Cash and investments as of June 30, 2020, consisted of the following:

Cash	\$ 824,187
Investments	30,092,735
Investments - Restricted	123,193,603
Total cash and investments	<u>\$ 154,110,525</u>
Cash:	
Petty Cash	\$ 500
Demand deposits	823,687
Investments	153,286,338
Total cash and investments	<u>\$ 154,110,525</u>

The amounts held as “Investments Restricted” of \$123,193,603, represents amounts specifically restricted to pay for project costs or bond payments to the City of Industry Public Facilities Authority.

A. Demand Deposits

The carrying amount of the SA to IUDA’s cash deposits were \$824,187 at June 30, 2020. Bank balances before reconciling items were \$860,829 at that date, the total amount of which was insured or collateralized with securities held by the pledging financial institutions in the SA to IUDA’s name as discussed below.

The California Government Code requires California banks and savings and loan associations to secure the SA to IUDA’s cash deposits by pledging securities as collateral. This Code states that collateral pledged in this manner shall have the effect of perfecting a security interest in such collateral superior to those of a general creditor. Thus, collateral for cash deposits is considered to be held in the SA to IUDA’s name.

The market value of pledged securities must equal at least 110% of the SA to IUDA’s cash deposits. California law also allows institutions to secure City deposits by pledging first trust deed mortgage notes having a value of 150% of the SA to IUDA’s total cash deposits. The SA to IUDA may waive collateral requirements for cash deposits, which are fully insured up to \$250,000 by the Federal Deposit Insurance Corporation (FDIC). The SA to IUDA, however, has not waived the collateralization requirements.

As of June 30, 2020, SA to IUDA’s deposits exceeded federally insured limits by \$610,829.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 2 - CASH AND INVESTMENTS (CONTINUED)

B. Investments Authorized by SA to IUDA's Investment Policy

Under provision of SA to IUDA's Investment Policy, and in accordance with Section 53601 and Section 53635 of the California Government Code, and the Section 33603 of the Health and Safety Code, SA to IUDA may invest in the following types of investments:

Authorized Investment Type	Maximum Maturity	Maximum Percentage Allowed	Maximum Investment in One Issuer
U.S. Treasury obligations	5 years	None	None
U.S. government sponsored enterprise securities	5 years	None	None
Money market funds (composed entirely of security of U.S. government and agencies)	N/A	20%	None
Banker's acceptances	180 days	40%	30%
Commercial paper	270 days	25%	10%
Negotiable certificates of deposit	5 years	None	None
Non-negotiable certificates of deposit	5 years	None	None
Local Agency Investment Fund ("LAIF")	N/A	None	None
Repurchase agreements	1 year	None	None
Los Angeles County Investment Pool	N/A	None	None
U.S. corporate bonds/notes	5 years	30%	None

The SA to IUDA's investment policy does not contain any specific provisions intended to limit SA to IUDA's exposure to interest rate risk, credit risk, and concentration risk other than those specified in the California Government Code.

C. Investments Authorized by Debt Agreements

Investments of debt proceeds held by the bond trustee are governed by provisions of the debt agreements. The debt agreement held by SA to IUDA and its bond trustees have investment policies that are the same as SA to IUDA's general investment policy, as listed above.

SA to IUDA has monies held by trustees or fiscal agents pledged for the payment or security of tax allocation bonds. The California Government Code provides that these monies, in the absence of specific statutory provisions governing the issuance of bonds, may be invested in accordance with the ordinances, resolutions or indentures specifying the types of investments its trustees or fiscal agents may make. These ordinances, resolutions and indentures are generally less restrictive than SA to IUDA's general investment policy. In no instance have additional types of investments, not permitted by SA to IUDA's general investment policy, been authorized.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 2 - CASH AND INVESTMENTS (CONTINUED)

D. Risk Disclosure

Interest Rate Risk

Interest rate risk is the risk of changes in market interest rates that will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in the market interest rates. One of the ways that SA to IUDA manages its exposure to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations. SA to IUDA monitors the interest rate risk inherent in its portfolio by measuring the weighted average maturity of its portfolio.

Investment Type	Amounts	Weighted Average Maturity (in months)
Investments:		
LAIF	\$ 30,092,735	N/A
Investments - Restricted:		
LAIF	17,273	N/A
Commercial paper	6,140,071	1.87
Money market funds	54,096,062	N/A
Held by bond trustee:		
Money market funds	62,940,197	N/A
Total investments	<u>\$ 153,286,338</u>	

Credit Risk

Credit risk is generally the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical organization. Presented below is the minimum rating required by Section 53601 and Section 53635 of the California Government Code, Section 33603 of the Health and Safety Code, SA to IUDA's investment policy, or debt agreements, and the actual rating as of year-end for each investment type.

Investment Type	Amount	Minimum Legal Rating	Rating as of June 30, 2020		
			Actual Rating	Rated	Not Rated
LAIF	\$ 30,092,735	N/A		\$ -	\$ 30,092,735
Investment - restricted:					
LAIF	17,273	N/A		-	17,273
Commercial paper	6,140,071	A/P-1	P-1	6,140,071	-
Money market funds	54,096,062	N/A	Aaa	54,096,062	-
Invested with fiscal agent:					
Money market funds	62,940,197	N/A	Aaa	62,940,197	-
Total investments	<u>\$ 153,286,338</u>			<u>\$ 123,176,330</u>	<u>\$ 30,110,008</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 2 - CASH AND INVESTMENTS (CONTINUED)

D. Risk Disclosure (Continued)

State of California Local Agency Investment Fund

The SA to IUDA is a voluntary participant in the Local Agency Investment Fund (LAIF) that is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California. The fair value of the SA to IUDA's investment in this pool is reported in the accompanying financial statements at amounts based upon the SA to IUDA's pro rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of that portfolio). The balance available for withdrawal is based on the accounting records maintained by LAIF.

E. Fair Value Measurement

The SA to IUDA categorizes its fair value measurement within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the relative inputs used to measure the fair value of the investments. Level 1 inputs are quoted prices in active markets for identical assets, Level 2 inputs are valued using a matrix pricing technique in where investments are valued based on the investments' relationship to benchmark quoted prices, and Level 3 inputs are significant unobservable inputs. The SA to IUDA has the following recurring fair value measurements as of June 30, 2020:

Investment Type	Measurement Input			Total
	Observable Input (Level 1)	Significant Other Observable Input (Level 2)	Uncategorized	
LAIF	\$ -	\$ -	\$ 30,092,735	\$ 30,092,735
Investment - restricted				
LAIF	-	-	17,273	17,273
Commercial paper	-	6,140,071 *	-	6,140,071
Money market funds	-	-	54,096,062	54,096,062
Investment with fiscal agent:				
Money market funds	-	-	62,940,197	62,940,197
Total	<u>\$ -</u>	<u>\$ 6,140,071</u>	<u>\$ 147,146,267</u>	<u>\$ 153,286,338</u>

* Valued based on a variety of market makers using a curve-based approach.

NOTE 3 - RECEIVABLES

As of June 30, 2020, receivables on the statement of net position consisted of the following:

Notes receivable	
Developer notes receivable - construction loans	\$ 5,016,536
Developer note receivable - Nissan	3,716,757
Total notes receivable	<u>\$ 8,733,293</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 3 - RECEIVABLES (CONTINUED)

A. Developer Notes Receivable - Grand Central Recycling

In June 2000, the IUDA entered into an agreement with a Developer to redevelop certain real property located within the City of industry, Redevelopment Plan for Project Area No. 1. As part of the agreement, the Developer purchased the land from IUDA for \$12,900,000. In order to finance construction costs, the IUDA had provided the Developer with construction loans totaling \$14,703,280. The promissory notes for the construction loans and land purchase is secured by a deed of trust and is payable in equal installments over 20 years including principal and interest at a rate of 4% per annum and consisted of the following:

Investment Type	Amount June 30, 2020	Principal Amounts Due in One Year	Non-current Principal
Due June, 2022, payable in monthly payments of \$78,171 including interest at 4.00% per annum beginning July 2002	\$ 2,396,528	\$ 1,478,482 *	\$ 918,046
Due June, 2022, payable in monthly payments of \$66,658 including interest at 4.00% per annum beginning July 2002	659,895	396,347 *	263,548
Due June, 2022, payable in monthly payments of \$22,441 including interest at 4.00% per annum beginning July 2002	1,960,113	1,177,285	782,828
Totals	<u>\$ 5,016,536</u>	<u>\$ 3,052,114</u>	<u>\$ 1,964,422</u>

Total interest received on these notes during the year ended in June 30, 2020 was in the amount of \$332,665.

B. Developer Notes Receivable - Nissan Auto Mall

In May 2010, IUDA entered into an agreement with a Developer to redevelop certain real property located within the City of Industry, Redevelopment Plan for Project Area No. 1. In order to finance the property acquisition, the IUDA had provided the Developer with a loan of \$4,500,000. Under the agreement, the developer made interest only payments at \$5,000 per month starting on May 1, 2010 through April 1, 2012. On May 1, 2012, the Developer started making monthly principal and interest payments at an annual rate of 4% due monthly on the outstanding note balance.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 3 - RECEIVABLES (CONTINUED)

B. Developer Notes Receivable - Nissan Auto Mall (Continued)

Investment Type	Amount June 30, 2020	Principal Amounts Due in One Year	Non-current Principal
Due May, 2022, payable in monthly payments of \$25,069 including interest at 4.00% per annum beginning May 2012	<u>\$ 3,716,757</u>	<u>\$ 162,039</u> *	<u>\$ 3,554,718</u>

Total interest income received on this note during the year ended June 30, 2020 was in the amount of \$137,492.

NOTE 4 - PROPERTY HELD FOR SALE OR DISPOSITION

All property is held for sale or disposition and is carried at the lower of cost or net realizable value. The SA to IUDA is no longer recording depreciation expense on its capital assets. At June 30, 2020, the SA to IUDA has the following assets held for sale or disposition

Property Held for Sale or Disposition	Beginning Balance July 1, 2019	Additions	Deletions	Ending Balance June 30, 2020
Land	\$ 57,215,707	\$ -	\$ -	\$ 57,215,707
Construction in progress	145,233,224	17,033,486	-	162,266,710
Buildings and improvements	2,969,734	-	-	2,969,734
Vehicles	33,312	-	-	33,312
Less accumulated depreciation:	(390,780)	-	-	(390,780)
Total property held for sale or disposition	<u>\$ 205,061,197</u>	<u>\$ 17,033,486</u>	<u>\$ -</u>	<u>\$ 222,094,683</u>

In addition, the SA to IUDA has the following capital assets at June 30, 2020.

	Beginning Balance July 1, 2019	Additions	Deletions	Ending Balance June 30, 2020
Capital assets, being depreciated				
Infrastructure	204,294,396	-	-	204,294,396
Less accumulated depreciation:	(20,439,818)	-	-	(20,439,818)
Capital assets, net	<u>\$ 183,854,578</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 183,854,578</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 5 - BONDS PAYABLE

Summary of changes in the Successor Agency to IUDA's bonds payables for the year ended June 30, 2020, is as follows:

	Beginning Balance July 1, 2019	Additions	Deletions	Ending Balance June 30, 2020	Due Within One Year	Due in more than One Year
Project Area 1:						
2015 Tax Allocation Revenue						
Refunding Bonds, Series A	\$ 134,400,000	\$ -	\$ (37,925,000)	\$ 96,475,000	\$ 39,090,000	\$ 57,385,000
Total Project Area 1	134,400,000	-	(37,925,000)	96,475,000	39,090,000	57,385,000
Project Area 2:						
2015 Tax Allocation Revenue						
Refunding Bonds, Series A	5,210,000	-	(770,000)	4,440,000	805,000	3,635,000
2015 Tax Allocation Revenue						
Refunding Bonds, Series B	154,155,000	-	(74,520,000)	79,635,000	17,490,000	62,145,000
Total Project Area 2	159,365,000	-	(75,290,000)	84,075,000	18,295,000	65,780,000
Project Area 3:						
2015 Tax Allocation Revenue						
Refunding Bonds, Series A	5,275,000	-	(780,000)	4,495,000	815,000	3,680,000
2015 Tax Allocation Revenue						
Refunding Bonds, Series B	28,395,000	-	(3,425,000)	24,970,000	3,530,000	21,440,000
Total Project Area 3	33,670,000	-	(4,205,000)	29,465,000	4,345,000	25,120,000
Total tax allocation bonds	327,435,000	-	(117,420,000)	210,015,000	61,730,000	148,285,000
Deferred amounts:						
Unamortized premium/discount	400,079	-	(132,129)	267,950	107,772	160,178
Total bonds payable	\$ 327,835,079	\$ -	\$ (117,552,129)	\$ 210,282,950	\$ 61,837,772	\$ 148,445,178

2015 Tax Allocation Revenue Refunding Bonds. Series A (Project No. 1)

On July 1, 2015, the SA to IUDA issued the \$239,525,000 Tax Allocation Revenue Refunding Bonds, Series 2015A (Civic-Recreational-Industrial Redevelopment Project No. 1) (Taxable) for the purpose to redeem all IUDA Project No. 1 outstanding 2002 Tax Allocation Refunding Bonds Series B, 2003 Tax Allocation Bonds, Series A, 2003 Tax Allocation Bonds, Series B, 2003 Subordinate Lien Tax Allocation Refunding Bonds, 2005 Subordinate Lien Tax Allocation Refunding Bonds, 2007 Subordinate Lien Tax Allocation Refunding Bonds, and 2008 Subordinate Lien Tax Allocation Refunding Bonds. Principal ranges from \$6,835,000 to \$39,090,000 maturing annually through July 1, 2024. The bonds bear interests at rates ranging from 3.471% to 4.344%, due semiannually on January 1 and July 1.

Debt service requirement to maturity is as follows:

Year Ending June 30,	Principal	Interest	Total
2021	\$ 39,090,000	\$ 3,649,628	\$ 42,739,628
2022	30,740,000	2,292,814	33,032,814
2023	9,705,000	1,118,239	10,823,239
2024	10,105,000	725,769	10,830,769
2025	6,835,000	148,455	6,983,455
	<u>\$ 96,475,000</u>	<u>\$ 7,934,905</u>	<u>\$ 104,409,905</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 5 - BONDS PAYABLE (CONTINUED)

2015 Tax Allocation Revenue Refunding Bonds Series A and B (Project No. 2)

On July 1, 2015, the SA to IUDA issued the \$7,140,000 Tax Allocation Revenue Refunding Bonds, Series 2015A (Transportation-Distribution-industrial Redevelopment Project No. 2) (Tax-Exempt) for the purpose to defease all IUDA Project No. 2 outstanding 2002 Tax Allocation Refunding Bonds. The SA to IUDA also issued the \$249,770,000 Tax Allocation Revenue Refunding Bonds, Series 2015B (Transportation-Distribution-Industrial Redevelopment Project No. 2) (Taxable) for the purpose to defease a portion of 2003 Subordinate Lien Tax Allocation Refunding Bonds (with outstanding accreted value of \$178,967,753) and all IUDA Project No. 2 outstanding 2003 Tax Allocation Bonds, 2005 Subordinate Lien Tax Allocation Refunding Bonds, 2008 Subordinate Lien Tax Allocation Refunding Bonds, 2010 Subordinate Tax Allocation Refunding Bonds.

For Series A, principal ranges from \$805,000 to \$975,000 maturing annually through January 1, 2025. The bonds bear interests at a rate of 5.000%, due semiannually on January 1 and July 1. Debt service requirement to maturity is as follows:

Year Ending June 30,	Principal	Interest	Total
2021	\$ 805,000	\$ 222,000	\$ 1,027,000
2022	845,000	181,750	1,026,750
2023	885,000	139,500	1,024,500
2024	930,000	95,250	1,025,250
2025	975,000	48,750	1,023,750
	<u>\$ 4,440,000</u>	<u>\$ 687,250</u>	<u>\$ 5,127,250</u>

For Series B, the SA to IUDA early redeemed \$57,615,000 of the bonds during the year ended June 30, 2020. The remaining principal ranges from \$17,490,000 to \$39,595,000 maturing annually through January 1, 2023. The remaining bonds bear interests at rates ranges from 4.121% to 4.294%, due semiannually on January 1 and July 1. Debt service requirement to maturity is as follows:

Year Ending June 30,	Principal	Interest	Total
2021	\$ 17,490,000	\$ 3,350,258	\$ 20,840,258
2022	22,550,000	2,629,494	25,179,494
2023	39,595,000	1,700,210	41,295,210
	<u>\$ 79,635,000</u>	<u>\$ 7,679,962</u>	<u>\$ 87,314,962</u>

2015 Tax Allocation Revenue Refunding Bonds, Series A and B (Project No. 3)

On July 1, 2015, the SA to IUDA issued the \$7,230,000 Tax Allocation Revenue Refunding Bonds, Series 2015A (Transportation-Distribution-Industrial Redevelopment Project No. 3) (Tax-Exempt) for the purpose to defease IUDA's Project No. 3 outstanding 2002 Tax Allocation Refunding Bonds. The SA to IUDA also issued the \$37,425,000 Tax Allocation Revenue Refunding Bonds, Series 2015B (Transportation-Distribution-Industrial Redevelopment Project No. 3) (Taxable) for the purpose to defease all IUDA's Project No. 3 outstanding 2003 Tax Allocation Bonds, 2003 Subordinate Lien Tax Allocation Refunding Bonds, and 2008 Subordinate Lien Tax Allocation Refunding Bonds.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 5 - BONDS PAYABLE (CONTINUED)

2015 Tax Allocation Revenue Refunding Bonds, Series A and B (Project No. 3) (Continued)

For Series A, principal ranges from \$815,000 to \$985,000 maturing annually through January 1, 2025. The bonds bear interests at rate of 5.000%, due semiannually on January 1 and July 1. Debt service requirement to maturity is as follows:

Year Ending June 30,	Principal	Interest	Total
2021	\$ 815,000	\$ 224,750	\$ 1,039,750
2022	855,000	184,000	1,039,000
2023	900,000	141,250	1,041,250
2024	940,000	96,250	1,036,250
2025	985,000	49,250	1,034,250
	<u>\$ 4,495,000</u>	<u>\$ 695,500</u>	<u>\$ 5,190,500</u>

For Series B, principal ranges from \$3,530,000 to \$3,990,000 maturing annually through January 1, 2027. The bonds bear interests at rate ranges from 3.000% to 5.044%, due semiannually on January 1 and July 1. Debt service requirement to maturity is as follows:

Year Ending June 30,	Principal	Interest	Total
2021	\$ 3,530,000	\$ 1,259,487	\$ 4,789,487
2022	3,435,000	1,081,434	4,516,434
2023	3,605,000	908,172	4,513,172
2024	3,795,000	726,336	4,521,336
2025	3,990,000	534,916	4,524,916
2026-2027	6,615,000	501,626	7,116,626
	<u>\$ 24,970,000</u>	<u>\$ 5,011,971</u>	<u>\$ 29,981,971</u>

The 2015 Tax Allocation Revenue Refunding Bonds collectively resulted in an economic gain in the amount of \$42,816,814 in principal and total savings in debt service payments in the amount of \$149,432,987.

Prior Years' Defeased Obligations

In prior years, the SA to IUDA defeased certain bonds by placing the proceeds of new bonds in an irrevocable trust to provide for all future debt service payments on the old bonds. At June 30, 2020, the SA to IUDA had redeemed all prior year bonds that are considered defeased.

Revenue Pledged

All of the bonds described in this note are secured by a pledge of all future payments from the Redevelopment Property Tax Trust Fund (RPTTF) funds until the bonds are fully paid off which is scheduled to be during the year ending 2027. Principal and interest payments outstanding at June 30, 2020 amounted to \$232,024,589. Annual principal and interest payments on the bonds are expected to require 100% of the RPTTF funds. For the June 30, 2020, total tax increment revenues calculated by the Los Angeles Auditor-Controller amounted to \$75,541,884, which the SA received \$62,291,008 after deductions.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 5 - BONDS PAYABLE (CONTINUED)

Revenue Pledged (Continued)

Prior to the dissolution of the Industry Urban-Development Agency, the IUDA undertook a program to redevelop each Project Area pursuant to the Community Redevelopment Law. The IUDA issued bonds discussed in the note and secured the bonds by a pledge of tax increment revenues allocated and paid to the IUDA pursuant to HSC Section 33670(b). In 1978, the City's voters authorized the City to levy an ad valorem tax (the Property Tax Override) and the City continues to levy the Property Tax Override on taxable properties in the City, including properties within three Project Areas.

Since the Property Tax Override was authorized in 1978, the tax increment revenues allocated and paid to the IUDA before its dissolution in 2012 included a portion of the Property Tax Override. Pursuant to the IUDA bond indentures, the tax increment revenues pledged to the IUDA bonds included the Property Tax Override. Pursuant to the mandate set forth in HSC Section 34175, the pledge of property tax revenues for the IUDA bonds must not be affected and pledged revenues must continue to include the Agency Override Portion. However the Los Angeles Auditor-Controller in administering the allocation of property taxes pursuant to AB XI 26, is disbursing the Agency Override Portion to the City of Industry, instead of depositing the Agency Override Portion into the Successor Agency's RPTTF fund.

In recognition of the above the SA to IUDA has adopted resolution no. SA 2013-10 on September 25, 2013 authorizing the Executive Director to do as follows, if during each six month ROPS period the moneys received by the SA to IUDA from the Los Angeles Auditor-Controller's RPTTF disbursement is insufficient to pay the principal and interest payments with respect to the IUDA bonds coming due during the ROPS period, the Executive Director shall notify the City of the shortfall.

On September 26, 2013, pursuant to resolution no. CC 2013-25, the City has established a segregated fund in the treasury designated the Agency Override Fund and shall deposit all Agency Override Portion received by the City into the Agency Override Fund. Upon notification by the SA to IUDA of the Debt Service Shortfall, the City shall apply the necessary amount (but only to the extent available) from the Agency Override Fund to pay the bond trustee or, to the extent that there is no trustee for any bond issue, the bondholders directly, to cover the Debt Service Shortfall. The City subsequently assigns, and covenants and agrees to transfer to the PFA and only to the PFA as and when received by the City, all such override revenues for deposit in the revenue fund, to the extent permitted by law, as consideration to PFA for refunding all SA to IUDA debts by the PFA.

The SA to IUDA received RPTTF Funds for the year ended June 30, 2020, are as follows:

RPTTF Funds	\$ 75,541,844
Less:	
Administrative expenses	(1,369,653)
Pass through payments	(11,881,223)
Net RPTTF Funds	<u>\$ 62,290,968</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 6 - RENTAL PROPERTY

The SA to IUDA rents land, buildings and housing to others through non-cancelable rental agreements. Future minimum rental income payments based on terms in effect at June 30, 2020, are as follows:

Year Ending June 30,	Amount
2021	\$ 7,415,858
2022	10,797,603
2023	7,259,933
2024	7,259,933
2025	7,259,933
2026-2030	36,299,665
2031-2035	36,299,665
2036-2040	36,299,665
Thereafter	202,753,964

On April 28, 2005, IUDA entered into an agreement with a private company (the Company) to lease land owned by IUDA to the Company for the purpose of having the land developed and operated by the Company. SA to IUDA is required to perform substantial public improvements surrounding the project area. The term of the agreement continues for 65 years from the commencement date. The agreement allows for SA to IUDA and the Company to split revenues generated by rents of the buildings after deductions for any loan payments or costs associated with the ownership, operation, financing, maintenance, and leasing of the various buildings.

In the event that rental income on the buildings is insufficient to repay any loans outstanding related to any financing of such building projects, and operation and maintenance of the various buildings, the SA to IUDA is required to contribute fifty percent for any shortfall as a capital contribution if the Company issues a demand for additional capital. Such payments if made by SA to IUDA on the projects would be subject to return by the Company with interest at the prime rate plus three percent provided that future rents generate revenue for SA to IUDA. During the year ended June 30, 2020, SA to IUDA earned and received \$7,310,071 in rental income from the Company.

NOTE 7 - SELF-INSURANCE PLAN

The City has established a Self-Insurance Plan (the Plan) to pay for liability claims against the City and SA to IUDA. The Plan is administered by an insurance committee which is responsible for approving all claims of \$25,000 or less and for making provision to have sufficient funds available to pay approved claims and legal and investigative expenses. The insurance committee has vested this authority with the City Manager. Potential liability for claims in excess of \$250,000 up to \$10,000,000 is covered by excess liability insurance policies.

As of June 30, 2020, there are no pending claims outstanding against the SA to IUDA.

Note 8 - Commitment and Contingencies

A Risk Management

The SA to IUDA is exposed to various risks of loss related to torts, theft, damage to and destruction of assets, errors and omissions, and general liabilities. As further discussed in Note 7, the City has a self-insurance plan to cover such risks. Claim expenses and liabilities are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated.

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
(A Component Unit of City of Industry)
Notes to Financial Statements
For the Year Ended June 30, 2020

NOTE 7 - SELF-INSURANCE PLAN (CONTINUED)

B. Project Commitments

As of June 30, 2020, the total net position held in trust was \$365,088,467. All of the fiduciary net position are committed to fund project obligations and the debt service on the bonds payable.

NOTE 8 - TRANSACTIONS WITH RELATED PARTIES

A total of \$210,015,000 SA to IUDA bonds are owned by the City of Industry Public Facilities Authority, a component unit of the City of industry.

As of June 30, 2020, SA to IUDA had net amount due to the City in the amount of \$533,909. This arose from administrative expenses incurred by the SA to IUDA and paid by the City.

SUPPLEMENTARY INFORMATION

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SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
Schedules of Long-Term Debt
\$239,525,000 Tax Allocation Revenue Refunding Bonds, Series 2015A
Civic-Recreational-Industrial Redevelopment Project No. 1
June 30, 2020

Period Ending	Principal	Interest Rate	Interest	Debt Service	Annual Debt Service
7/1/2020	\$ -	3.471%	\$ 1,824,814	\$ 1,824,814	\$ -
1/1/2021	39,090,000	3.471%	1,824,814	40,914,814	42,739,628
7/1/2021	-	3.821%	1,146,407	1,146,407	-
1/1/2022	30,740,000	3.821%	1,146,407	31,886,407	33,032,814
7/1/2022	-	4.044%	559,120	559,120	-
1/1/2023	9,705,000	4.044%	559,120	10,264,120	10,823,240
7/1/2023	-	4.244%	362,884	362,884	-
1/1/2024	10,105,000	4.244%	362,885	10,467,885	10,830,769
7/1/2024	6,835,000	4.344%	148,456	6,983,456	6,983,456
Totals	<u>\$ 96,475,000</u>		<u>\$ 7,934,907</u>	<u>\$ 104,409,907</u>	<u>\$ 104,409,907</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
Schedules of Long-Term Debt (Continued)
\$7,140,000 Tax Allocation Revenue Refunding Bonds, Series 2015A
Transportation-Distribution-Industrial Redevelopment Project No. 2
June 30, 2020

<u>Period Ending</u>	<u>Principal</u>	<u>Interest Rate</u>	<u>Interest</u>	<u>Debt Service</u>	<u>Annual Debt Service</u>
7/1/2020	\$ -	5.000%	\$ 111,000	\$ 111,000	\$ -
1/1/2021	805,000	5.000%	111,000	916,000	1,027,000
7/1/2021	-	5.000%	90,875	90,875	-
1/1/2022	845,000	5.000%	90,875	935,875	1,026,750
7/1/2022	-	5.000%	69,750	69,750	-
1/1/2023	885,000	5.000%	69,750	954,750	1,024,500
7/1/2023	-	5.000%	47,625	47,625	-
1/1/2024	930,000	5.000%	47,625	977,625	1,025,250
7/1/2024	-	5.000%	24,375	24,375	-
1/1/2025	975,000	5.000%	24,375	999,375	1,023,750
Totals	<u>\$ 4,440,000</u>		<u>\$ 687,250</u>	<u>\$ 5,127,250</u>	<u>\$ 5,127,250</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
Schedules of Long-Term Debt (Continued)
\$249,770,000 Tax Allocation Revenue Refunding Bonds, Series 2015B
Transportation-Distribution-Industrial Redevelopment Project No. 2 (Continued)
June 30, 2020

Period Ending	Principal	Interest Rate	Interest	Debt Service	Annual Debt Service
7/1/2020	\$ -	4.121%	\$ -	\$ -	\$ -
1/1/2021	17,490,000	4.121%	3,350,258	20,840,258	20,840,258
7/1/2021	-	4.121%	-	-	-
1/1/2022	22,550,000	4.121%	2,629,494	25,179,494	25,179,494
7/1/2022	-	4.294%	-	-	-
1/1/2023	39,595,000	4.294%	1,700,210	41,295,210	41,295,210
Totals	<u>\$ 79,635,000</u>		<u>\$ 7,679,962</u>	<u>\$ 87,314,962</u>	<u>\$ 87,314,962</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
Schedules of Long-Term Debt (Continued)
\$7,230,000 Tax Allocation Revenue Refunding Bonds, Series 2015A
Transportation-Distribution-Industrial Redevelopment Project No. 3
June 30, 2020

Period Ending	Principal	Interest Rate	Interest	Debt Service	Annual Debt Service
7/1/2020	\$ -	5.000%	\$ 112,375	\$ 112,375	\$ -
1/1/2021	815,000	5.000%	112,375	927,375	1,039,750
7/1/2021	-	5.000%	92,000	92,000	-
1/1/2022	855,000	5.000%	92,000	947,000	1,039,000
7/1/2022	-	5.000%	70,625	70,625	-
1/1/2023	900,000	5.000%	70,625	970,625	1,041,250
7/1/2023	-	5.000%	48,125	48,125	-
1/1/2024	940,000	5.000%	48,125	988,125	1,036,250
7/1/2024	-	5.000%	24,625	24,625	-
1/1/2025	985,000	5.000%	24,625	1,009,625	1,034,250
Totals	<u>\$ 4,495,000</u>		<u>\$ 695,500</u>	<u>\$ 5,190,500</u>	<u>\$ 5,190,500</u>

SUCCESSOR AGENCY TO THE INDUSTRY URBAN-DEVELOPMENT AGENCY
Schedules of Long-Term Debt (Continued)
\$37,425,000 Tax Allocation Revenue Refunding Bonds, Series 2015B
Transportation-Distribution-Industrial Redevelopment Project No. 3 (Continued)
June 30, 2020

Period Ending	Principal	Interest Rate	Interest	Debt Service	Annual Debt Service
7/1/2020	\$ -	5.044%	\$ 629,744	\$ 629,744	\$ -
1/1/2021	3,530,000	5.044%	629,743	4,159,743	4,789,487
7/1/2021	-	5.044%	540,717	540,717	-
1/1/2022	3,435,000	5.044%	540,717	3,975,717	4,516,434
7/1/2022	-	5.044%	454,086	454,086	-
1/1/2023	3,605,000	5.044%	454,086	4,059,086	4,513,172
7/1/2023	-	5.044%	363,168	363,168	-
1/1/2024	3,795,000	5.044%	363,168	4,158,168	4,521,336
7/1/2024	-	5.044%	267,458	267,458	-
1/1/2025	3,990,000	5.044%	267,458	4,257,458	4,524,916
7/1/2025	-	5.044%	166,830	166,830	-
1/1/2026	3,285,000	5.044%	166,830	3,451,830	3,618,660
7/1/2026	-	5.044%	83,983	83,983	-
1/1/2027	3,330,000	5.044%	83,983	3,413,983	3,497,966
Totals	<u>\$ 24,970,000</u>		<u>\$ 5,011,971</u>	<u>\$ 29,981,971</u>	<u>\$ 29,981,971</u>

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