

**SUCCESSOR AGENCY TO THE
VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY
SPECIAL MEETING AGENDA**

Southern California Logistics Airport
18374 Phantom Street, Theater Room
Victorville, CA 92394

Wednesday, September 23, 2015
4:30 P.M.

CALL TO ORDER

ITEM 1 PUBLIC COMMENT

DISCUSSION AGENDA

ITEM 2 RESOLUTION S-15-001 – ADOPTION OF RECOGNIZED OBLIGATION PAYMENT
SCHEDULE (ROPS) FOR JANUARY THROUGH JUNE 2016

ITEM 3 BUSINESS AND COMMENTS

ITEM 4 ADJOURNMENT

SUCCESSOR AGENCY TO THE
VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY
SPECIAL BOARD MEETING OF: September 23, 2015

SUBMITTED BY: Marc Puckett
Treasurer

DATE: 9/21/15

SUBJECT: Adoption Resolution S-15-001 approving the Recognized Obligation Payment Schedule (ROPS) for January 1 through June 30, 2016

RECOMMENDATION: That Your Honorable Board of Commissioners, acting as Successor Agency to the Victor Valley Economic Development Authority, adopts Resolution No. S-15-001 approving the Recognized Obligation Payment Schedule (ROPS) for purposes of ABx1 26, and authorizes the Treasurer to make such payments as listed as revenue becomes available.

DISCUSSION: As you know, California Redevelopment Agencies were abolished as of February 1, 2012, as a result of legislation, ABx1 26, enacted on June 29, 2011, and upheld by the California Supreme Court on December 29, 2011. On January 12, 2012, the Commission confirmed its designation as Successor Agency to the Victor Valley Economic Development Authority, for purposes of complying with ABx1 26, under protest, as VVEDA contends the bill does not apply to VVEDA as it is not a redevelopment agency, but rather a Joint Powers Authority comprised of municipalities as its members.

The role of the Successor Agency is to wind down the affairs of the former redevelopment agency. Among other things, the Successor Agency is responsible for performing contractual obligations of the former RDA, and continuing payments required by the former RDA. The Successor Agency must prepare a ROPS for each six-month period. The purpose of each ROPS prepared by the Successor Agency is that it will be the basis by which the County Auditor-Controller determines the amount of funds necessary to be passed through to the Successor Agency to satisfy the former RDA's obligations for which tax increment was pledged.

Attached for your approval is the ROPS for payments due as obligations of the Victor Valley Economic Development Authority for a timeframe covering January 1, 2016 through June 30, 2016.

Staff remains available for any questions or comments you might have.

Submitted by: MP:ka

Attachments: Resolution No. S-15-001

VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY

RESOLUTION NO. S-15-001

RESOLUTION OF THE COMMISSION OF THE VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY SITTING AS THE GOVERNING BOARD OF THE SUCCESSOR AGENCY TO THE VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY ADOPTING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE PURSUANT TO HEALTH AND SAFETY CODE SECTION 34177 FOR THE PERIOD COMMENCING ON JANUARY 1, 2016 AND ENDING ON JUNE 30, 2016

WHEREAS, the Victor Valley Economic Development Authority (“VVEDA”) is a joint powers authority which was formed to cause the reuse of former George Air Force Base (the “Air Base”) (now known as Southern California Logistics Airport); and

WHEREAS, VVEDA was formed and presently exists pursuant to a certain Fourth Amended Joint Exercise of Powers Agreement (the “Joint Powers Agreement”) by and among the City of Victorville, City of Adelanto, City of Hesperia, Town of Apple Valley and County of San Bernardino (individually, a “Member”, and collectively, the “Members”); and

WHEREAS, under Section 33492.40 of Health and Safety Code, VVEDA, although not organized as a redevelopment agency, has the legal authority to exercise redevelopment powers in furtherance of the redevelopment of a project area approved by VVEDA and, in addition to exercising the powers of a redevelopment agency, has the authority to act as the legislative body and planning commission for all approvals and actions of the legislative bodies and planning commissions for the adoption and implementation of a redevelopment plan; and

WHEREAS, in order to promote the civilian reuse of the Air Base, VVEDA has undertaken many actions, including, but not limited to, pursuing the adoption of the 1993 Victor Valley Redevelopment Plan, as amended (the “Redevelopment Plan”) and establishing the project area subject to the Redevelopment Plan (the “Project Area”); and

WHEREAS, on or about June 28, 2011, as part of the 2011-12 State budget bill, the California Legislature has recently enacted and the Governor has signed companion bills, ABx1 26 and ABx1 27, requiring that each redevelopment agency be dissolved unless the community that created it enacts an ordinance committing it to making certain payments (collectively, the “Redevelopment Restructuring Bills”); and

WHEREAS, specifically, ABx1 26 prohibits agencies from taking numerous actions, effective immediately and purportedly retroactively, and additionally provides that agencies are deemed to be dissolved as of October 1, 2011 (the “Dissolution Bill”); and

WHEREAS, the validity of Redevelopment Restructuring Bills was challenged by petitioners in California Redevelopment Association v. Matosantos, Case No. S194861, as violating the State Constitution and other laws (the “CRA Action”); and

WHEREAS, on or about December 29, 2011, the California Supreme Court issued an opinion in the CRA Action which effectively upheld the Dissolution Bill and extended certain deadlines contained therein; and

WHEREAS, pursuant to Health and Safety Code section 34172, adopted as part of the Dissolution Bill, all the redevelopment agencies within the State are deemed dissolved; and

WHEREAS, pursuant to Resolution No. 12-002, the Commission of the Victor Valley Economic Development Authority (the “Commission”) that for purposes of the Dissolution Bill, VVEDA shall serve as the successor agency to VVEDA (the “Successor Agency”); and

WHEREAS, pursuant to Health and Safety Code section 34177 (“Section 34177”), adopted as part of the Dissolution Bill, a successor agency is required to adopt a Recognized Obligation Payment Schedule that lists all of the obligations that are considered enforceable within the meaning of Health and Safety Code Section 34171(d); and

WHEREAS, pursuant to Health and Safety Code section 34177(a)(3), the Successor Agency is prohibited from making a payment unless it is listed on an adopted Recognized Obligation Payment Schedule; and

WHEREAS, the Successor Agency has prepared the Recognized Obligation Payment Schedule attached hereto as Exhibit “A” and incorporated herein by this reference setting forth all the obligations which the Successor Agency has determined are enforceable obligations within the meaning of Section 34171(d) and which represent payments to be made for the period commencing on January 1 through June 30 of 2016.

WHEREAS, VVEDA does not nor does it intend through the adoption of this Resolution or otherwise, to waive any constitutional and/or legal rights to challenge the applicability of the Dissolution Bill to VVEDA.

NOW, THEREFORE, THE COMMISSION OF THE VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY SITTING AS THE GOVERNING BOARD OF THE SUCCESSOR AGENCY TO THE VICTOR VALLEY ECONOMIC DEVELOPMENT AUTHORITY DOES HEREBY FIND, RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Recitals

The Recitals set forth above are true and correct and incorporated herein by reference.

Section 2. Adoption of Recognized Obligation Payment Schedule

In accordance with Health and Safety Code Section 34177, and based on the Recitals set forth above, the Commission of the Victor Valley Economic Development Authority, sitting as the Governing Board of the Successor Agency (the “Successor Agency Governing Board”) hereby approves and adopts the Recognized Obligation Payment Schedule attached hereto as Exhibit “A” and incorporated herein by this reference.

Section 3. Implementation

The Successor Agency Governing Board hereby authorizes and directs the Successor Agency’s Executive Director, or his or her designee, to: (1) post the Recognized Obligation Payment Schedule on the Successor Agency and/or VVEDA’s websites; (2) submit the Recognized Obligation Payment Schedule to the Successor Agency’s Oversight Board; (3) notify, by mail or electronic means, the County Auditor-Controller, the Department of Finance, and the Controller of the Successor Agency’s action to adopt the Recognized Obligation Payment Schedule and to provide those persons with the internet website location of the posted schedule; and (4) to execute and deliver such documents and instruments and to do such things which may be necessary or proper to effectuate the purposes of this Resolution and to implement the Recognized Obligation Payment Schedule on behalf of the Successor Agency.

Section 4. CEQA

The Successor Agency Governing Board finds, under Title 14 of the California Code of Regulations, Section 15378(b)(4), that this Resolution is exempt from the requirements of the California Environmental Quality Act (“CEQA”) in that it is not a “project,” but instead consists of the continuation of a governmental funding mechanism for potential future projects and programs, and does not commit funds to any specific project or program.

Section 5. Under Protest

While VVEDA and the Successor Agency currently intend to comply with the provisions of the Dissolution Bill in accordance with the terms of the Supreme Court’s decision with respect to the CRA Action, both VVEDA and the Successor Agency still contend that the Dissolution Bill does not apply to VVEDA for several reasons, including, but not limited to, VVEDA’s formation as a joint powers authority prior to being granted redevelopment powers, VVEDA’s composition of legislative bodies and not redevelopment agencies, and VVEDA’s ongoing obligations to redevelop the Air Base. Accordingly, the State has no authority to require VVEDA to comply with any provisions of the Dissolution Bill, including, but not limiting to, dissolution, prohibition against receipt of tax proceeds and/or liquidation of assets. As such, any compliance with the Dissolution Bill undertaken by VVEDA and/or the Successor Agency pursuant to the terms of the Supreme Court’s decision with respect to the CRA Action is under protest and without prejudice to VVEDA’s and/or the Successor Agency’s right to challenge the applicability of the Dissolution Bill to VVEDA and/or the Successor Agency.

Section 6. Effective Date

This Resolution shall take effect upon its adoption.

Section 7. Certification

The Successor Agency Secretary shall certify to the passage and adoption of this Resolution; shall enter the same in the book of original Resolutions of the Successor Agency to the Victor Valley Economic Development Authority; and shall make a minute of passage and adoption thereof in the records of the proceedings of the Successor Agency, in the minutes of the meeting at which this Resolution is passed and adopted.

PASSED, APPROVED AND ADOPTED this 23rd day of September, 2015, by the following vote:

AYES: _____
NOES: _____
ABSENT: _____
ABSTAIN: _____

Chairman of the Governing Board of the Successor
Agency to the Victor Valley Economic
Development Authority

(SEAL)

ATTEST:

Secretary to the Victor Valley
Economic Development Authority

EXHIBIT "A"

RECOGNIZED OBLIGATION PAYMENT SCHEDULE

[SEE ATTACHED]

Recognized Obligation Payment Schedule (ROPS 15-16B) - Summary

Filed for the January 1, 2016 through June 30, 2016 Period

Name of Successor Agency: Victor Valley
 Name of County: San Bernardino

Current Period Requested Funding for Outstanding Debt or Obligation		Six-Month Total
Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding Sources (B+C+D):		\$ -
A	Bond Proceeds Funding (ROPS Detail)	-
B	Reserve Balance Funding (ROPS Detail)	-
C	Other Funding (ROPS Detail)	-
D		-
E Enforceable Obligations Funded with RPTTF Funding (F+G):		\$ 61,003,410
F	Non-Administrative Costs (ROPS Detail)	60,753,410
G	Administrative Costs (ROPS Detail)	250,000
H Total Current Period Enforceable Obligations (A+E):		\$ 61,003,410
Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
I	Enforceable Obligations funded with RPTTF (E):	61,003,410
J	Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)	-
K Adjusted Current Period RPTTF Requested Funding (I-J)		\$ 61,003,410
County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding		
L	Enforceable Obligations funded with RPTTF (E):	61,003,410
M	Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)	-
N Adjusted Current Period RPTTF Requested Funding (L-M)		61,003,410

Certification of Oversight Board Chairman:
 Pursuant to Section 34177 (m) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named agency.

_____	_____
Name	Title
/s/ _____	_____
Signature	Date

Victor Valley Recognized Obligation Payment Schedule (ROPS 15-16B) - ROPS Detail
 January 1, 2016 through June 30, 2016
 (Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K					P		
										M						N	O
										Funding Source			RPTTF				
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total		
								\$ 991,796,852					\$ 60,753,410	\$ 250,000	\$ 61,003,410		
2	Joint Powers Authority Agreement	Bonds Issued On or Before 12/31/10	5/23/2000	6/23/2052	City of Victorville/SCLA	Bonds issued to fund projects	VVEDA Project Area	732,068,398	N				8,378,161		\$ 8,378,161		
3	Joint Powers Authority Agreement	Miscellaneous	5/23/2000	6/23/2052	City of Hesperia	Obligation pursuant to Joint Powers Authority Agreement	VVEDA Project Area	71,197,016	N						\$ -		
4	Joint Powers Authority Agreement	Miscellaneous	5/23/2000	6/23/2052	County of San Bernardino	Obligation pursuant to Joint Powers Authority Agreement	VVEDA Project Area	66,249,815	N						\$ -		
5	Joint Powers Authority Agreement	Bonds Issued On or Before 12/31/10	5/23/2000	6/23/2052	Town of Apple Valley	Bonds issued to fund projects	VVEDA Project Area	22,934,169	N				724,336		\$ 724,336		
6	Joint Powers Authority Agreement	Miscellaneous	5/23/2000	6/23/2052	City of Adelanto	Obligation pursuant to Joint Powers Authority Agreement	VVEDA Project Area	30,196,541	N						\$ -		
7	Admin	Admin Costs	5/29/2000	6/23/2052	Successor Agency	Admin	VVEDA Project Area	17,500,000	N					250,000	\$ 250,000		
17	ROPS 14-15A Admin Costs	Admin Costs	7/1/2014	12/31/2014	Successor Agency	Admin	VVEDA Project Area	-	Y				-		\$ -		
18	Joint Powers Authority Agreement	Bonds Issued On or Before 12/31/10	5/23/2000	6/30/2052	City of Victorville/SCLA	Payment of defaulted amounts owed for bonds related to Item #2.	VVEDA Project Area	7,471,125	N				7,471,125		\$ 7,471,125		
19	Joint Powers Authority Agreement	Bonds Issued On or Before 12/31/10	5/23/2000	6/30/2052	City of Victorville/SCLA	Payment of reserve shortfalls related to Item #2.	VVEDA Project Area	6,830,819	N				6,830,819		\$ 6,830,819		
20	Joint Powers Authority Agreement	Miscellaneous	5/23/2000	6/30/2052	City of Victorville	SCLA operational shortfalls as provided for in Sections 3, 4(ii)(c)(k)(l)(m) and 8 of the JPA	VVEDA Project Area	13,999,789	N				13,999,789		\$ 13,999,789		
21	Joint Powers Authority Agreement	Improvement/Infrastructure	5/23/2000	6/30/2052	City of Victorville	SCLA capital expenditures as provided for in Sections 3, 4(ii)(c)(k)(l)(m) and 8 of the JPA	VVEDA Project Area	21,120,815	N				21,120,815		\$ 21,120,815		
22	Joint Powers Authority Agreement	Miscellaneous	5/23/2000	6/30/2052	VVEDA	Pursuant to Section 34 of the JPA, Adelanto owes this amount to VVEDA for start-up costs	VVEDA Project Area	673,067	N				673,067		\$ 673,067		
23	Adelanto-Victorville Cooperative Agreement for Street Improvements	Improvement/Infrastructure	4/23/2003	until paid	City of Victorville	4/23/03 Cooperative Agreement related to street improvements at Adelanto Road and Air Expressway, in which Adelanto agreed to pay Victorville for such improvements from its portion of VVEDA tax increment	VVEDA Project Area	1,555,298	N				1,555,298		\$ 1,555,298		

**Victor Valley Recognized Obligation Payment Schedule (ROPS 15-16B) - Report of Cash Balances
(Report Amounts in Whole Dollars)**

Pursuant to Health and Safety Code section 34177 (l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation. For tips on how to complete the Report of Cash Balances Form, see [\[INSERT URL LINK TO CASH BALANCE TIPS SHEET \]](#)

A	B	C	D	E	F	G	H	I	
		Fund Sources							
		Bond Proceeds		Reserve Balance		Other	RPTTF		
	Cash Balance Information by ROPS Period	Bonds Issued on or before 12/31/10	Bonds Issued on or after 01/01/11	Prior ROPS period balances and DDR RPTTF balances retained	Prior ROPS RPTTF distributed as reserve for future period(s)	Rent, Grants, Interest, Etc.	Non-Admin and Admin	Comments	
ROPS 14-15B Actuals (01/01/15 - 06/30/15)									
1	Beginning Available Cash Balance (Actual 01/01/15)			335,097		29,286	175,571		
2	Revenue/Income (Actual 06/30/15) RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during January 2015					14,322	10,553,620		
3	Expenditures for ROPS 14-15B Enforceable Obligations (Actual 06/30/15) RPTTF amounts, H3 plus H4 should equal total reported actual expenditures in the Report of PPA, Columns L and Q			101,478			10,727,694		
4	Retention of Available Cash Balance (Actual 06/30/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)								
5	ROPS 14-15B RPTTF Prior Period Adjustment RPTTF amount should tie to the self-reported ROPS 14-15B PPA in the Report of PPA, Column S	No entry required						-	
6	Ending Actual Available Cash Balance C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5)	\$ -	\$ -	\$ 233,619	\$ -	\$ 43,608	\$ 1,497		
ROPS 15-16A Estimate (07/01/15 - 12/31/15)									
7	Beginning Available Cash Balance (Actual 07/01/15) (C, D, E, G = 4 + 6, F = H4 + F4 + F6, and H = 5 + 6)	\$ -	\$ -	\$ 233,619	\$ -	\$ 43,608	\$ 1,497		
8	Revenue/Income (Estimate 12/31/15) RPTTF amounts should tie to the ROPS 14-15B distribution from the County Auditor-Controller during June 2015						10,926,174	The Successor Agency was approved for a distribution of \$11,486,151, but only the amount shown in H8 was available.	
9	Expenditures for ROPS 14-15B Enforceable Obligations (Estimate 12/31/15)			233,619		43,608	11,210,421	The Successor Agency was approved for an expenditure of \$11,487,648 in RPTTF. Since RPTTF was insufficient, the Successor Agency proposes spending available reserve balance, other funds, and RPTTF in total equal to the approved expenditure.	
10	Retention of Available Cash Balance (Estimate 12/31/15) RPTTF amount retained should only include the amounts distributed as reserve for future period(s)								
11	Ending Estimated Available Cash Balance (7 + 8 - 9 -10)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (282,750)		

Victor Valley Recognized Obligation Payment Schedule (ROPS 15-16B) - Report of Prior Period Adjustments
 Reported for the ROPS 14-15B (January 1, 2015 through June 30, 2015) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)
 (Report Amounts in Whole Dollars)

ROPS 14-15B Successor Agency (SA) Self-reported Prior Period Adjustments (PPA): Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS 14-15B (January through June 2015) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 15-16B (January through June 2016) period will be offset by the SA's self-reported ROPS 14-15B prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T		
Item #	Project Name / Debt Obligation	Non-RPTTF Expenditures						RPTTF Expenditures												Net SA Non-Admin and Admin PPA (Amount Used to Offset ROPS 15-16B Requested RPTTF)	SA Comments
		Bond Proceeds		Reserve Balance		Other Funds		Non-Admin						Admin							
		Authorized	Actual	Authorized	Actual	Authorized	Actual	Authorized	Available RPTTF (ROPS 14-15B distributed + all other available as of 01/1/15)	Net Lesser of Authorized / Available	Actual	Difference (If K is less than L, the difference is zero)	Authorized	Available RPTTF (ROPS 14-15B distributed + all other available as of 01/1/15)	Net Lesser of Authorized / Available	Actual	Difference (If total actual exceeds total authorized, the total difference is zero)	Net Difference (M+R)			
		\$ -	\$ -	\$ 386,873	\$ 101,478	\$ -	\$ -	\$ 10,727,694	\$ 10,727,694	\$ 10,727,694	\$ 10,727,694	\$ -	\$ -		\$ -		\$ -	\$ -			
2	Joint Powers	-	-	-	-	-	-	10,727,694	10,727,694	10,727,694	10,727,694	-	-						\$ -		
3	Joint Powers	-	-	-	-	-	-	-	-	\$ -	-	\$ -	-						\$ -		
4	Joint Powers Authority Agreement	-	-	-	-	-	-	-	-	\$ -	-	\$ -	-						\$ -		
5	Joint Powers Authority Agreement	-	-	-	-	-	-	-	-	\$ -	-	\$ -	-						\$ -		
6	Joint Powers Authority Agreement	-	-	-	-	-	-	-	-	\$ -	-	\$ -	-						\$ -		
7	Admin	-	-	386,873	101,478	-	-	-	-	\$ -	-	\$ -	-						\$ -		
14	Statutory pass-through payments	-	-	-	-	-	-	-	-	\$ -	-	\$ -	-						\$ -		
15	Statutory pass-through payments	-	-	-	-	-	-	-	-	\$ -	-	\$ -	-						\$ -		
16	Statutory pass-through payments	-	-	-	-	-	-	-	-	\$ -	-	\$ -	-						\$ -		

Victor Valley Recognized Obligation Payment Schedule (ROPS 15-16B) - Notes
January 1, 2016 through June 30, 2016

Item #	Notes/Comments
18	This item represents defaulted amounts associated with the SCLA bonds, line item #2 payable to the City of Victorville pursuant to Section 4 the JPA . The Successor Agency has attached a schedule of which payments, all due since 12/1/2012, went unpaid. The payments were not made due to insufficient RPTTF revenues.
19	This item represents funded needed to restore the reserve fund balances required by Indenture associated with the SCLA bonds, line item #2, and payable to the City of Victorville pursuant to Section 4 of the JPA. The Successor Agency has attached a schedule of the reserve fund balance since 12/1/2011. Reserve funds were used due to insufficient RPTTF revenues.
20	This item represents accumulated operational shortfalls of SCLA from 1/1/00 until 6/30/15 due to the City of Victorville pursuant to Sections 3, 4 and 8 of the VVEDA JPA , and the related Public Benefit Transfer and Quitclaim deeds
21	This items represents accumulated capital improvement expenditures of SCLA from 1/1/00 to 6/30/15 due to the City of Victorville pursuant to Sections 3, 4 and 8 of the VVEDA JPA, and the related Public Benefit Transfer and Quitclaims deeds
22	This items represents amounts due to VVEDA from the City of Adelanto for startup costs as outlined in Section 34 of the JPA
23	This items represents amounts due to the City of Victorville from the City of Adelanto's portion of the VVEDA tax increment pursuant to a 2003 Cooperative Agreement