MISSION-WEST VALLEY LAND CORPORATION
BOARD OF DIRECTORS

(It is noted that all members of the Board of Trustees of the West Valley-Mission Community College District are members of this Board and all or a majority of the Trustees may be in attendance at this meeting)

NOTICE OF REGULAR MEETING and AGENDA
June 19, 2012
5:00 p.m.
Board Room
West Valley College
Saratoga, California

1. **Call to order/Roll Call**

2. **Approval of the order of the agenda**

3. **Oral communications from the public on items not listed elsewhere on the agenda**

4. **Approval of the minutes of the meeting of May 15, 2012**

5. **Executive Director's Report**

   This item may include a report on matters not noticed elsewhere on the agenda. The report may include information regarding the status of the Land Corporation's ground tenants, burrowing owls, construction and/or the general business of the Land Corporation.

6. **Closed Session discussion and possible direction to negotiators**

   Negotiations with Lakha Properties – Santa Clara, LLC, regarding issues associated with its ground lease and subtenant leases.
   Property: 3101 Mission College Blvd.
   Negotiators: Mark Perlberger and Alan Gennis
   Negotiating Parties: Lakha Properties – Santa Clara, LLC, and the Land Corporation

7. **Report out of action taken in Closed Session**

8. **Review, consideration and possible action to accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of May 31, 2012**

   This item may include review, consideration and possible action to accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of May 31, 2012.

9. **Review, consideration and possible action to approve an Operating Budget for the Fiscal Year beginning July 1, 2012 and ending June 30, 2013**

   This item may include review consideration and possible action to approve an Operating Budget as attached and described above.

10. **Review, consideration and possible action to amend the current fiscal year budget to eliminate or confirm the annual contribution to the Endowment Fund/Advancement Foundation as shown**

    This item may include review, consideration and possible action as described above.

11. **Presentation and report by District Staff on the status of all fiscal year 2011-2012 budgeted or funded Special Projects**

    This item may include a presentation and report as described above.

12. **Director's Reports**

13. **Adjournment**

ITEM 4

MISSION-WEST VALLEY LAND CORPORATION
Board of Directors
Regular Meeting
Minutes
May 15, 2012

A regular meeting of the Board of Directors of the Mission-West Valley Land Corporation was called to order by President Heimlich at 5:00 p.m. in Campus Center Room 219, Mission College, Santa Clara, California.

Directors present: Owens, Polk, Heimlich, Grey, Walsh, Lucas, and Stampolis,

Directors absent: None

Others present: Gaskin, Jones, Hendrickson, Perlberger, Maduli and Gennis (by Phone)

1. Call to order/Roll Call

2. Approval of the order of the agenda

There was a motion by Owens, seconded by Polk, to "approve the order of the agenda, adding an item after #6 titled Report out of Closed Session." The motion carried unanimously (7-0).

3. Oral communications from the public on items not listed elsewhere on the agenda

None.

4. Approval of the minutes of the meeting of April 17, 2012

There was a motion by Owens, seconded by Polk, to "approve the minutes as presented." The motion carried unanimously (6-0-1), with Walsh abstaining.

5. Executive Director's Report

The Executive Director noted that rent increases per rent schedule in leases took effect for the QTS and Sobrato properties. The annual audit contract was executed and preparation has begun per last month's direction of the Board.

Adjourned into Closed Session at 5:03 p.m.

6. Closed Session discussion and possible direction to negotiators

Negotiations with Lakha Properties – Santa Clara, LLC, regarding issues associated with its ground lease and subtenant leases.
Property: 3101 Mission College Blvd.
Negotiators: Mark Perlberger and Alan Gennis
Negotiating Parties: Lakha Properties – Santa Clara, LLC, and the Land Corporation

Adjourned into Open Session at 5:44 p.m.

7. Report out of actions taken in closed session

No action taken, direction given to negotiators.

8. Review, consideration and possible action to renew the Executive Director's contract for an additional year

The Executive Director explained that his annual contract is in effect through the end of July, but that he raises the item early so as to provide the Board with time to make its decision. Following a brief discussion there was a motion by Walsh, seconded by Polk to "approve an extension of the contract with no changes in terms except to extend the term for another year, through July 31, 2013." The motion carried unanimously (7-0).

9. Review, consideration and possible action to accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of April 30, 2012

There was a motion by Stampolis, seconded by Polk to "accept the Statement of Revenues, Expenditures and Net Assets of the Land Corporation as of April 30, 2012." The motion carried unanimously (7-0). Vice Chancellor Maduli addressed concerns from the Board regarding the timing of special project reimbursement billings and possible carryovers.

9. Director's Reports

Director Stampolis asked to place on the agenda consideration of making an Endowment Contribution to the Foundation.

13. Adjourned at 5:57 p.m. by President Heimlich.

ITEM 8

June 19, 2012

To: Board of Directors
Mission-West Valley Land Corporation

From: Jerry Donnard
Bookkeeper

Subject: Financial Statements

Attached is the financial statement for May 31, 2012.

Please refer to the footnotes for any unusual or unexpected fluctuations in the Monthly or Year-to-Date expenses.

Please contact Mark or me if there are any questions regarding the statement.

Mission West Valley Land Corporation
Statement of Revenues, Expenses and Changes in Fund Balance
Budget vs Actual

As of May 31, 2012

	Budget (Col A)	Current Month (Col B)	Year to date Actual (Col C)
Revenues			
Ground Lease Revenues			
LAKHA Properties	$ 1,046,250	$ 79,167	$ 967,083
Sobrato/S-3: Phase I	1,002,375	86,167	916,653
Sobrato/S3: Phase II	701,806	58,484	643,322
Quality Technology	1,085,032	93,132	997,326
General Interest Revenue	40,000	$ -	$ 27,120
Gross Revenue	$ 3,875,464	$ 316,950	$ 3,551,505
Expenses:			
Administrative and Operating Expenses			
Audit Services	$ 12,000	$ -	$ 11,550
Office Supplies	500	-	111
Property Taxes	400	-	436
Legal Fees	60,000	1,740	21,874
Financial Services	7,000	315	4,455
Executive Director/Project Manager	84,000	7,000	76,500
WVMCCD Rent Fees (25% of Revenues)	958,866	-	724,079
Total Administrative and Operating Expenses	$ 1,122,766	$ 9,055	$ 839,005
Scheduled Maintenance			
08/09 Scheduled Maintenance	$ 116,914	$ -	$ 103,819
09/10 & 10/11 Scheduled Maintenance	400,000	$ -	$ 41,897
Total Scheduled Maintenance Expenses	$ 516,914	$ -	$ 145,716
Other Expenses			
District HVAC & Lighting Energy Retrofit Projects	347,360	$ -	$ 347,360
District 2011-2012 Budget Backfill	1,560,472	$ -	$ 1,560,472
Total Other Expenses	$ 1,907,832	$ -	$ 1,907,832
Excess of Revenues Over Expenses Before Special Project Expenses	$ 327,952	$ 307,894	$ 658,952
Special Projects Ongoing			
Marketing	$ 181,204	$ -	$ 44,731
Web Content Mgmt System - WVC	52,751		
Library Materials - WVC	46,000		23,243
Upgrade Computers in Tech Lab, IC-B, Library	30,423		11,723
Multi-Media Classrooms	48,823		41,700
Adapted Software/Hardware	16,418		15,885
Adapted Furniture for students w/Disabilities	22,696		22,696
SLO Module	11,008		6,769
Virtual DLR	38,677		4,284

Mission West Valley Land Corporation
Statement of Revenues, Expenses and Changes in Fund Balance
Budget vs Actual

As of May 31, 2012

	Budget (Col A)	***Current Month (Col B)***	***Year to date Actual (Col C)***
Welcome Center - WVC	89,833		366
WVC Website Reorg, Revised Design, Schedule	16,000		
AutoDESK Software	5,985		5,676
Integrated Recycle & Disp Collection Project - WVC	37,000		21,494
Computer Upgrades in AAS Classrooms	28,124		
Puente Project & SUCCESS Program	36,280		650
ET Enhanced Project	17,032		3,054
Certificate, Degree & Transfer Program	61,990		28,035
Critical Instructional Equip for Lab Classrooms	10,812		4,572
Gym Air Conditioning - MC	256,705	126,038	126,038
Welcome Center - MC	4,551		4,551
Library Space Modernization	44,455		1,482
Integrated Recycle & Disp Collection Project - MC	1,722		
Employee Assistance & Transition Programs	108,260		35,635
Mobile Patrol Computers	14,501	3,513	14,501
Desktop Optimization	47,410		45,604
Payroll Document Mgmt System	73,839		31,076
Total Special Projects Expenses	$ 1,302,499	$ 129,551	$ 493,764
Excess of Revenues Over Expenses	$ (974,547)	$ 178,344	$ 165,188
Current Year Contributions to Endowment Fund	$ 383,546		
Assignment of Interest to Endowment	1,742		
Total 11-12 Endowment Contribution	$ 385,289	$ -	$ -
Excess of Revenues Over Expenses and Endowment	$ (1,359,836)	$ 178,344	$ 165,188

Statement of Changes in Fund Balance

					Statement of Revenues and Expenses From June 30, 2011
Net Assets June 30, 2011			**$**	**8,783,446**	
less Amortization of Prepaid Expenses			**$**	**14,977**	
			$	**8,768,469**	
Restrictions and Designations of Net Assets					
Endowment Fund	$	424,321			
Land	$	16,702			
Reserve for Prepaid Commission	$	637,710			
Contingency Reserve	$	1,500,000			
Undesignated Fund Balance	$	6,189,736			
Excess of Revenues over Expenses in 11-12			**$**	**(974,547)**	
less Amortization of Prepaid Expenses			**$**	**14,977**	
Projected net increase in fund balance			**$**	**(989,524)**	
Transfer of Endowment to Adv. Foundation					
Projected Net Assets June 30, 2012			**$**	**7,778,945**	
Restrictions and Designations of Net Assets					
Endowment Fund	$	809,610			
Land	$	16,702			
Reserve for Prepaid Commission	$	622,733			
Contingency Reserve	$	1,500,000			
Undesignated Fund Balance	$	4,829,900			
Current Month Cash Balance:					
Month End Checking Acct Balance	$	160,539			
Month End LAIF Acct Balance	$	8,762,151			
Previous Month Cash Balance:					
Month End Checking Acct Balance	$	7,478			
Month End LAIF Acct Balance	$	8,762,151			

Schedule for
Restriction on reserves for endowment
effective 6/30/00

	Contributions	Additions/ Interest	Cumulative Balance	LAIF interest rate			Endowment Transfers
Jun 2000 Beginning Balance	$325,450						
Sep 2000		$5,264	$330,714	6.47%	Actual		
Dec 2000		$5,391	$336,105	6.52%	Actual		
Mar 2001		$5,176	$341,281	6.16%	Actual		
Jun 2001		$4,539	**$345,820**	5.32%	Actual		
Sep 2001		$3,865	$349,684	4.47%	Actual		
Dec 2001		$3,077	$352,762	3.52%	Actual		
Mar 2002		$2,610	$355,372	2.96%	Actual		
Jun 2002	$372,772	$2,443	**$730,587**	2.75%	Actual	$11,995	
Sep 2002		$4,804	$735,391	2.63%	Actual		
Dec 2002		$4,247	$739,638	2.31%	Actual		
Mar 2003		$3,661	$743,299	1.98%	Actual		
Jun 2003	$402,746	$3,289	**$1,149,334**	1.77%	Actual	$16,001	
Sep 2003		$4,684	$1,154,018	1.63%	Actual		
Dec 2003		$4,501	$1,158,518	1.56%	Actual		
Mar 2004	$332,912	$4,258	$1,495,688	1.47%	Actual		
Jun 2004	$357,445	$5,384	**$1,858,517**	1.44%	Actual	$18,826	
Sep 2004		$7,759	$1,866,277	1.67%	Actual		
Dec 2004		$9,331	$1,875,608	2.00%	Actual		
Mar 2005		$11,160	$1,886,768	2.38%	Actual		
Jun 2005	$358,231	$13,443	**$2,258,442**	2.85%	Actual	$41,694	
Sep 2005		$17,955	$2,276,397	3.18%	Actual		
Dec 2005		$20,658	$2,297,055	3.63%	Actual		
Mar 2006		$23,143	$2,320,198	4.03%	Actual		
Jun 2006	$381,977	$26,276	**$2,728,451**	4.53%	Actual	$88,032	
Sep 2006		$33,628	$2,762,079	4.93%	Actual		
Dec 2006		$35,286	$2,797,365	5.11%	Actual		
Mar 2007		$36,156	$2,833,521	5.17%	Actual		
Jun 2007	$426,809	$37,048	**$3,297,378**	5.23%	Actual	$142,118	
Sep 2007		$43,196	$3,340,574	5.24%	Actual		
Dec 2007		$41,423	$3,381,997	4.96%	Actual		
Mar 2008		$35,342	$3,417,339	4.18%	Actual		
Jun 2008	$440,632	$26,570	**$3,884,540**	3.11%	Actual	$146,530	
Sep 2008		$26,900	$3,911,441	2.77%	Actual		
Dec 2008		$24,838	$3,936,278	2.54%	Actual		
Mar 2009		$18,796	$3,955,074	1.91%	Actual		6/18/2009
Jun 2009	$450,341	$14,930	**$535,806**	1.51%	Actual	$85,464	**$3,884,540**
Sep 2009		$1,206	$537,011	0.90%	Actual		
Dec 2009		$806	$537,817	0.60%	Actual		2/1/2010
Mar 2010		$753	$2,764	0.56%	Actual		**$535,806**
Jun 2010	$458,214	$4	**$460,982**	0.56%	Actual	$2,768	
Sep 2010		$588	$461,569	0.51%	Actual		10/15/2010
Dec 2010		$531	$1,118	0.46%	Actual		**$460,982**
Mar 2011		$1	$1,119	0.51%	Actual		
Jun 2011	$423,201	$1	**$424,321**	0.48%	Actual	$1,121	
Sep 2011		$403	$424,724	0.38%	Actual		**$4,881,328**
Dec 2011		$403	$425,127	0.38%	Actual		
Mar 2012		$404	$425,531	0.38%	Actual		
Jun 2012	$383,546	$532	**$809,610**	0.50%	Estimate	$1,742	

Mission West Valley Land Corporation
Statement of Revenues, Expenses and Changes in Fund Balance
Proforma Budget

Fiscal 2012-2013

	Budget (Col A)	***Current Month (Col B)***	***Year to date Actual (Col C)***
Revenues			
Ground Lease Revenues			
LAKHA Properties	$ 950,000		
Sobrato/S-3: Phase I	1,034,451		
Sobrato/S3: Phase II	701,806		
Quality Technology	1,117,583		
General Interest Revenue	36,000		
Gross Revenue	$ 3,839,840	$ -	$ -
Expenses:			
Administrative and Operating Expenses			
Audit & Tax Preparation Services	$ 12,100		
Office Supplies	500		
Property Taxes	450		
Legal Fees	60,000		
Financial Services	7,000		
Executive Director/Project Manager	84,000		
WVMCCD Rent Fees (25% of Revenues)	950,960		
Total Administrative and Operating Expenses	$ 1,115,010	$ -	$ -
Scheduled Maintenance			
08/09 Scheduled Maintenance	$ 13,095		
09/10 & 10/11 Scheduled Maintenance	358,103		
Total Scheduled Maintenance Expenses	$ 371,198	$ -	$ -
Other Expenses			
District 2012-2013 Budget Support	1,500,000		
Total Other Expenses	$ 1,500,000	$ -	$ -
Excess of Revenues Over Expenses Before Special Project Expenses	$ 853,632	$ -	$ -
Special Projects Ongoing			
Total Special Projects Expenses	$ -	$ -	$ -
Excess of Revenues Over Expenses	$ 853,632	$ -	$ -
Current Year Contributions to Endowment Fund	$ 380,384		
Assignment of Interest to Endowment	771		
Total 12-13 Endowment Contribution	$ 381,155	$ -	$ -
Excess of Revenues Over Expenses and Endowment	$ 472,477	$ -	$ -

Statement of Changes in Fund Balance

Projected Statement of Revenues and Expenses From June 30, 2012

Net Assets June 30, 2012			**$**	**7,793,922**
less Amortization of Prepaid Expenses			**$**	**14,977**
			$	**7,778,945**
Restrictions and Designations of Net Assets				
Endowment Fund	$	809,609		
Land	$	16,702		
Reserve for Prepaid Commission	$	622,733		
Contingency Reserve	$	1,500,000		
Undesignated Fund Balance	$	4,829,900		
Excess of Revenues over Expenses in 12-13			**$**	**853,632**
less Amortization of Prepaid Expenses			**$**	**14,977**
Projected net increase in fund balance			**$**	**838,655**
Transfer of Endowment to Adv. Foundation				
Projected Net Assets June 30, 2013			**$**	**8,617,600**
Restrictions and Designations of Net Assets				
Endowment Fund	$	1,193,074		
Land	$	16,702		
Reserve for Prepaid Commission	$	607,756		
Contingency Reserve	$	1,500,000		
Undesignated Fund Balance	$	5,300,068		

Schedule for
Restriction on reserves for endowment
effective 6/30/00

	Contributions	Additions/ Interest	Cumulative Balance	LAIF interest rate		Endowment Transfers
Jun 2000 Beginning Balance	$325,450					
Sep 2000		$5,264	$330,714	6.47%	Actual	
Dec 2000		$5,391	$336,105	6.52%	Actual	
Mar 2001		$5,176	$341,281	6.16%	Actual	
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Dec 2003		$4,501	$1,158,518	1.56%	Actual	
Mar 2004	$332,912	$4,258	$1,495,688	1.47%	Actual	
Jun 2004	$357,445	$5,384	**$1,858,517**	1.44%	Actual	$18,826
Sep 2004		$7,759	$1,866,277	1.67%	Actual	
Dec 2004		$9,331	$1,875,608	2.00%	Actual	
Mar 2005		$11,160	$1,886,768	2.38%	Actual	
Jun 2005	$358,231	$13,443	**$2,258,442**	2.85%	Actual	$41,694
Sep 2005		$17,955	$2,276,397	3.18%	Actual	
Dec 2005		$20,658	$2,297,055	3.63%	Actual	
Mar 2006		$23,143	$2,320,198	4.03%	Actual	
Jun 2006	$381,977	$26,276	**$2,728,451**	4.53%	Actual	$88,032
Sep 2006		$33,628	$2,762,079	4.93%	Actual	
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Mar 2007		$36,156	$2,833,521	5.17%	Actual	
Jun 2007	$426,809	$37,048	**$3,297,378**	5.23%	Actual	$142,118
Sep 2007		$43,196	$3,340,574	5.24%	Actual	
Dec 2007		$41,423	$3,381,997	4.96%	Actual	
Mar 2008		$35,342	$3,417,339	4.18%	Actual	
Jun 2008	$440,632	$26,570	**$3,884,540**	3.11%	Actual	$146,530
Sep 2008		$26,900	$3,911,441	2.77%	Actual	
Dec 2008		$24,838	$3,936,278	2.54%	Actual	
Mar 2009		$18,796	$3,955,074	1.91%	Actual	6/18/2009
Jun 2009	$450,341	$14,930	**$535,806**	1.51%	Actual	$85,464	**$3,884,540**
Sep 2009		$1,206	$537,011	0.90%	Actual	
Dec 2009		$806	$537,817	0.60%	Actual	2/1/2010
Mar 2010		$753	$2,764	0.56%	Actual	**$535,806**
Jun 2010	$458,214	$4	**$460,982**	0.56%	Actual	$2,768	
Sep 2010		$588	$461,569	0.51%	Actual	10/15/2010
Dec 2010		$531	$1,118	0.46%	Actual	**$460,982**
Mar 2011		$1	$1,119	0.51%	Actual	
Jun 2011	$423,201	$1	**$424,321**	0.48%	Actual	$1,121	
Sep 2011		$403	$424,724	0.38%	Actual	**$4,881,328**
Dec 2011		$403	$425,127	0.38%	Actual	
Mar 2012		$404	$425,531	0.38%	Actual	
Jun 2012	$383,546	$532	**$809,609**	0.50%	Estimate	$1,742	
Sep 2012		$769	$810,378	0.38%	Actual	
Dec 2012		$770	$811,148	0.38%	Actual	
Mar 2013		$771	$811,919	0.38%	Actual	
Jun 2013	$380,384	$771	**$1,193,074**	0.38%	Estimate	$3,081	

West Valley - Mission
Community College District

Administrative Services
14000 Fruitvale Avenue
Saratoga, California 95070

MEMORANDUM

TO: Land Corporation Board of Directors

FROM: Ed Maduli, Vice Chancellor

DATE: June 19, 2012

SUBJECT: **Status of Special Projects**

1. The following special projects have been completed. The Land Corporation has reimbursed the District the full project costs. Any balance remaining will revert back to the Land Corporation.
    a. Adapted software/hardware (WVC)
    b. Adapted furniture for students with disabilities (WVC)
    c. Welcome Center (MC)
    d. Mobile Patrol computers (District)
    e. Desktop optimization (District)

2. The following special projects have been completed, but they have not been fully reimbursed by the Land Corporation. Approximately $159,700 was invoiced on June 4, 2011. The balance will be invoiced to the Land Corporation on June 25, 2012. Any remaining balance will revert back to the Land Corporation.
    a. Web Content Management System (WVC)
    b. Library materials (WVC)
    c. Autodesk software (WVC)
    d. Upgrade computers in Tech Lab (WVC)
    e. Multi-media classrooms (WVC)
    f. Student Learning Outcome module (WVC)
    g. Virtual Distance Learning Resource Center (WVC)

h. Welcome Center (WVC)
i. Website (WVC)
j. Integrated recycle & disposable collection project (WVC)
k. Computer upgrades in Applied Arts & Sciences (WVC)
l. Puente Project & Success Program (WVC)
m. Educational Transition Enhanced Project (WVC)
n. Certificate, degree & transfer program ((MC)
o. Critical instructional equipment for lab classrooms (MC)
p. Gym air conditioning (MC)
q. Library Space Modernization (MC)
r. Integrated recycle & disposable collection project (MC)

3. Request for carryover of the funds for the projects approved by the Land Corporation on May 18, 2010. The balance as of June 30, 2012, will be the amounts carried over. Funds should be spent before the end of FY 2012-13.
   a. Marketing (District)
      Remaining funds will be used to complete the development of District Services and Foundation website.
   b. Employee Assistance & Transition Programs (District)
      This program was established for District employees to assist with family; medical; financial; and career counseling, including job transition; and to provide mental health counseling and alcohol and substance abuse referrals. District employees have taken advantage of this program and funds remain to continue this program into the third year.
   c. Payroll Document Management System (District)
      This project funds a payroll document management system, including hardware and software. The system has been implemented, and an hourly employee is scanning all of the payroll documents into this system. Once completed, Payroll will be able to access stored payroll data.