OVERSIGHT BOARD RESOLUTION NO. 15-09-22-01

A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE PERIOD FROM JANUARY 1, 2016, THROUGH JUNE 30, 2016, (ROPS 15-16B) AND AUTHORIZING CERTAIN OTHER ACTIONS PURSUANT TO CALIFORNIA HEALTH & SAFETY CODE SECTION 34181(g)

WHEREAS, the San Juan Capistrano Community Redevelopment Agency ("Agency") was a community redevelopment agency duly organized and existing under the California Community Redevelopment Law, Health & Safety Code Section 33000, et seq., which was authorized to transact business and exercise the powers of a redevelopment agency pursuant to action of the City Council ("City Council") of the City of San Juan Capistrano ("City"); and,

WHEREAS, Assembly Bill X1 26 added Parts 1.8 and 1.85 to Division 24 of the California Health & Safety Code, which laws cause the dissolution and wind down of all redevelopment agencies ("Dissolution Act"); and,

WHEREAS, on December 29, 2011, in the petition California Redevelopment Association v. Matosantos, Case No. S194861, the California Supreme Court upheld the Dissolution Act and thereby all redevelopment agencies in California were dissolved as of and on February 1, 2012, under the dates in the Dissolution Act that were reformed and extended thereby; and,

WHEREAS, the Agency is now a dissolved redevelopment agency pursuant to the Dissolution Act; and,

WHEREAS, by a resolution considered and approved by the City Council at an open public meeting the City chose to become and serve as the successor agency to the dissolved Agency under the Dissolution Act; and,

WHEREAS, Assembly Bill 1484, enacted on June 27, 2012, made certain amendments to the Dissolution Act, including with respect to the process for adopting Recognized Obligation Payment Schedules (ROPS); and,

WHEREAS, as of and on and after February 1, 2012, the City Council serves and acts as the "Successor Agency" and will perform its functions as the successor agency under the Dissolution Act to administer the enforceable obligations of the Agency and otherwise unwind the Agency’s affairs, all subject to the review and approval by a seven-member oversight board ("Oversight Board"); and,

WHEREAS, pursuant to Section 34179 of the Dissolution Act, the Successor Agency’s Oversight Board has been formed and the initial meeting has occurred on April 9, 2012; and,

WHEREAS, Section 34179 provides that the Oversight Board has fiduciary responsibilities to holders of enforceable obligations and the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Dissolution Act; and,
WHEREAS, pursuant to Section 34171(h) of the Dissolution Act, a "Recognized Obligation Payment Schedule" means the document setting forth the minimum payment amounts and due dates of payments required by enforceable obligations for each six-month fiscal period as provided in subdivisions (l) and (m) of Section 34177 of the Dissolution Act; and,

WHEREAS, pursuant to subdivisions (l) and (m) of Section 34177 of the Dissolution Act, staff of the City, acting on behalf of the Successor Agency, prepared and submitted to the Successor Agency, the Recognized Obligation Payment Schedule for the period covering January 1, 2016, through June 30, 2016, (ROPS 15-16B), in the form attached to this Resolution as Exhibit A and incorporated herein by this reference; and,

WHEREAS, the City Council, acting as the governing body of the Successor Agency adopted Resolution SACRA 15-09-01-01, on September 1, 2015, approving the Recognized Obligation Payment Schedule for the period covering January 1, 2016, through June 30, 2016, (ROPS 15-16B) and authorizing the Executive Director and/or the Finance Officer of the Successor Agency, or their authorized designees, to make such augmentations, modifications, additions or revisions as they may deem appropriate; and,

WHEREAS, Resolution SACRA 15-09-01-01 also directed the Executive Director or authorized designees to transmit the approved ROPS 15-16B to the Oversight Board, the County Administrative Officer, the County Auditor-Controller, the State Controller's Office, and the State Department of Finance, and to cause the approved ROPS 15-16B to be posted on the City's website, all in accordance with Section 34177(l)(2)(C) of the Dissolution Act, and take other actions necessary to obtain approval of the ROPS 15-16B from the Oversight Board and the State Department of Finance; and,

WHEREAS, pursuant to Section 34177(l)(2)(B) of the Dissolution Act, staff of the City, acting on behalf of the Successor Agency, provided notice of this Oversight Board action, along with the ROPS 15-16B and staff report submitted to the Oversight Board herewith, to the County Administrative Officer, the County Auditor-Controller, and the State Department of Finance, concurrently with the posting of the Agenda for this Oversight Board action; and,

WHEREAS, pursuant to Sections 34177(l)(2)(B) and 34180(g) of the Dissolution Act, the Oversight Board has received and reviewed the ROPS 15-16B and desires to approve the ROPS 15-16B in substantially the form attached to this Resolution as Exhibit A; and,

WHEREAS, pursuant to Section 34177(m) of the Dissolution Act, the State Department of Finance shall make its determination of the enforceable obligations and the amounts and funding sources of the enforceable obligations no later than 45 days after the ROPS is submitted.

NOW, THEREFORE, BE IT RESOLVED BY THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY:

Section 1. The foregoing recitals are incorporated into this Resolution by this reference, and constitute a material part of this Resolution.
Section 2. The Oversight Board hereby approves the revised ROPS 15-16B in the form attached to this Resolution as Exhibit A, which is incorporated herein by this reference.

Section 3. The Oversight Board hereby authorizes the Executive Director and/or the Finance Officer, acting on behalf of the Successor Agency, or their authorized designees, to make such augmentations, modifications, additions or revisions as they may deem appropriate and as may be directed by the City Council, acting as the governing board of the Successor Agency.

Section 4. The Executive Director or her authorized designees on behalf of the Successor Agency are directed to transmit the approved revised ROPS 15-16B to the County Auditor Controller, the State Controller’s Office, and the State Department of Finance, and to cause the approved ROPS to be posted on the City’s website, all in accordance with Section 34177(I)(2)(C) of the Dissolution Act.

Section 5. This Resolution shall take effect immediately upon adoption.

Section 6. The Secretary of the Oversight Board shall certify to the adoption of this Resolution.

PASSED, APPROVED and ADOPTED this 22nd day of September 2015.

ATTEST: Maria Morris, Oversight Board Secretary

Laura Freese, Chair
STATE OF CALIFORNIA
COUNTY OF ORANGE ) ss.
CITY OF SAN JUAN CAPISTRANO )

I, Maria Morris, Secretary of the Oversight Board to the Successor Agency of the San Juan Capistrano Community Redevelopment Agency, hereby certify that the above and foregoing Resolution was duly and regularly adopted by the Oversight Board at the Regular meeting thereof held on the 22nd day of September 2015, and that it was so adopted by the following vote:

AYES: BOARD MEMBERS: Jakl, Hampton, McCord, Thomas, Tatarian and Chair Freese
NOES: BOARD MEMBERS: None
ABSENT: BOARD MEMBERS: Vice-Chair Kerr

Maria Morris, Oversight Board Secretary

9/22/2015
Recognized Obligation Payment Schedule (ROPS 15-16B) - Summary
Filed for the January 1, 2016 through June 30, 2016 Period

Name of Successor Agency:  San Juan Capistrano
Name of County:  Orange

<table>
<thead>
<tr>
<th>Current Period Requested Funding for Outstanding Debt or Obligation</th>
<th>Six-Month Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF)</td>
<td></td>
</tr>
<tr>
<td>A  Funding Sources (B+C+D):</td>
<td>$ 45,000</td>
</tr>
<tr>
<td>B  Bond Proceeds Funding (ROPS Detail)</td>
<td>-</td>
</tr>
<tr>
<td>C  Reserve Balance Funding (ROPS Detail)</td>
<td>-</td>
</tr>
<tr>
<td>D  Other Funding (ROPS Detail)</td>
<td>45,000</td>
</tr>
<tr>
<td>E  Enforceable Obligations Funded with RPTTF Funding (F+G):</td>
<td>$ 2,013,724</td>
</tr>
<tr>
<td>F  Non-Administrative Costs (ROPS Detail)</td>
<td>1,888,724</td>
</tr>
<tr>
<td>G  Administrative Costs (ROPS Detail)</td>
<td>125,000</td>
</tr>
<tr>
<td>H  Total Current Period Enforceable Obligations (A+E):</td>
<td>$ 2,058,724</td>
</tr>
</tbody>
</table>

Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>I  Enforceable Obligations funded with RPTTF (E):</td>
<td>2,013,724</td>
</tr>
<tr>
<td>J  Less Prior Period Adjustment (Report of Prior Period Adjustments Column S)</td>
<td>(236,805)</td>
</tr>
<tr>
<td>K  Adjusted Current Period RPTTF Requested Funding (I-J)</td>
<td>$ 1,776,919</td>
</tr>
</tbody>
</table>

County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>L  Enforceable Obligations funded with RPTTF (E):</td>
<td>2,013,724</td>
</tr>
<tr>
<td>M  Less Prior Period Adjustment (Report of Prior Period Adjustments Column AA)</td>
<td>-</td>
</tr>
<tr>
<td>N  Adjusted Current Period RPTTF Requested Funding (L-M)</td>
<td>2,013,724</td>
</tr>
</tbody>
</table>

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

/signed/

Signature  Date
<table>
<thead>
<tr>
<th>A</th>
<th>B</th>
<th>C</th>
<th>D</th>
<th>E</th>
<th>F</th>
<th>G</th>
<th>H</th>
<th>I</th>
<th>J</th>
<th>K</th>
<th>L</th>
<th>M</th>
<th>N</th>
<th>O</th>
<th>P</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Name/Description</td>
<td>Date of Obligation</td>
<td>Contract/Agreement Number</td>
<td>Amount</td>
<td>Description/Project Scope</td>
<td>Location</td>
<td>Status</td>
<td>Total Outstanding Debt or Obligation</td>
<td>Current Reserve</td>
<td>Non-Reimbursable Reserves</td>
<td>Other Funds</td>
<td>New Administration</td>
<td>Appropriation</td>
<td>RPF/CF</td>
<td>State-Obligated Total</td>
<td>Non-RPF/CF</td>
</tr>
<tr>
<td>San Juan Capistrano Recognized Obligation Payment Schedule (ROPS-16-166) - ROPS Detail</td>
<td>January 1, 2016 through June 30, 2016</td>
<td>Report Amounts in Whole Dollars</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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</tr>
</tbody>
</table>
San Juan Capistrano 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 Cash Balance Tips Sheet.

<table>
<thead>
<tr>
<th>A</th>
<th>B</th>
<th>C</th>
<th>D</th>
<th>E</th>
<th>F</th>
<th>G</th>
<th>H</th>
<th>I</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Bond Proceeds</td>
<td>Reserve Balance</td>
<td>Other</td>
<td>RPTTF</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Bonds Issued on or before 12/31/10</td>
<td>Bonds Issued on or after 01/01/11</td>
<td>Prior ROPS period balances and DOR RPTTF balances retained</td>
<td>Prior ROPS RPTTF distributed as reserve for future period(s)</td>
<td>Rent, Grants, Interest, Etc.</td>
<td>Non-Admin and Admin</td>
<td>Comments</td>
</tr>
<tr>
<td>ROPS 14-15B Actuals (01/01/15 - 06/30/15)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>Beginning Available Cash Balance (Actual 01/01/15)</td>
<td>4,451,423</td>
<td>73,040</td>
<td>45,000</td>
<td>214,410</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
| 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 | 2,375 |   | 1,218 | 2,409,904 |   |   |   |
| 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 | 1,200,000 | 73,040 | 46,218 | 2,173,099 |   |   |   |
| 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) | 1,774,449 |   |   |   |   |   |   |
| 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 |   |   |   | 236,805 |
| 6 | Ending Actual Available Cash Balance  
C to G = (1 + 2 - 3 - 4), H = (1 + 2 - 3 - 4 - 5) | $1,489,349 | $ | - | $ | - | $ | - | $214,410 |
| 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) | $3,263,798 | $ | - | $236,805 | $ | - | $ | $214,410 |
| 8 | Revenue/income (Estimate 12/31/15)  
RPTTF amounts should tie to the ROPS 15-16A distribution from the County Auditor-Controller during June 2015 | $ | 18,509 | 2,124,623 |   | The approved distribution for ROPS 15-16A was $2,232,400 based on the ROPS 15-16A authorization letter (REVISED) dated June 18, 2015. However, only $2,124,623 was the enforceable obligation of $198,777 that was subsequently authorized was after the ROPS 15-16A distribution. |
| 9 | Expenditures for ROPS 15-16A Enforceable Obligations (Estimate 12/31/15) | 1,489,349 | 16,009 | 2,537,810 |   |   |   |
| 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) | $1,774,449 |   |   |   |   |   |   |
| 11 | Ending Estimated Available Cash Balance (7 + 8 - 9 -10) | $ | - | $ | $236,805 | $ | - | $ | ($198,777)  
See Line 8, col I comment above. |
<table>
<thead>
<tr>
<th>Item #</th>
<th>Notes/Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015.</td>
</tr>
<tr>
<td>2</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015.</td>
</tr>
<tr>
<td>3</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015.</td>
</tr>
<tr>
<td>4</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015. Payments, the Successor Agency projects the need for set-aside reserves for tax allocation bond debt service payments to be made on August 1, 2016. The total obligation outstanding includes the principal and interest due on all tax allocation bonds on August 1, 2016.</td>
</tr>
<tr>
<td>5</td>
<td>The total obligation outstanding is the amount expected to be outstanding as of December 31, 2015. The agreement end date is upon complete payment of obligation. As instructed by DOF staff, an estimated date has been included.</td>
</tr>
<tr>
<td>6</td>
<td>The total obligation outstanding is the amount expected to be outstanding as of December 31, 2015. The agreement end date is upon complete payment of obligation. As instructed by DOF staff, an estimated date has been included.</td>
</tr>
<tr>
<td>7</td>
<td>The total obligation outstanding is the amount expected to be outstanding as of December 31, 2015. The agreement end date is upon complete payment of obligation. As instructed by DOF staff, an estimated date has been included.</td>
</tr>
<tr>
<td>8</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015.</td>
</tr>
<tr>
<td>9</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015. The enforceable obligation estimated for ROPS 14-15B was $50,000; however the actual obligation was $101,062, resulting in this obligation being underfunded by $51,062 on ROPS 14-15B. This amount was not included on ROPS 15-16A since it was not known at the time the ROPS 15-16A was prepared. Therefore, the $51,062 not funded on ROPS 14-15B has been included on this line item for funding, in addition to the $100,000 estimated for ROPS 15-16A for a total of $151,062.</td>
</tr>
<tr>
<td>10</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015. The approved distribution for ROPS 15-16A was $2,232,400 based on the ROPS 15-16A authorization letter (REVISED) dated June 19, 2015. However, only $2,124,623 because the enforceable obligation of $198,777 that was subsequently authorized was after the ROPS 15-16A distribution. Therefore, the $198,777 not funded during ROPS 15-16A has been included on this line item in addition to the $198,777 estimated for ROPS 15-16B for a total of $397,554.</td>
</tr>
<tr>
<td>11</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015. Payments for FY 15-16 are interest only at 6.0%.</td>
</tr>
<tr>
<td>12</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015. Payments for FY 15-16 are interest only at 6.0%.</td>
</tr>
<tr>
<td>13</td>
<td>The total obligation outstanding includes all principal and interest expected to be outstanding at December 31, 2015. Payments for FY 15-16 are interest only at 6.0%.</td>
</tr>
</tbody>
</table>
## San Juan Capistrano Recognized Obligation Payment Schedule (ROPS 15-16B) - Notes
January 1, 2016 through June 30, 2016

<table>
<thead>
<tr>
<th>Item #</th>
<th>Notes/Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>14</td>
<td>ROPS 17-18B, in order to meet these obligations on March 1, 2021.</td>
</tr>
<tr>
<td>15</td>
<td>On May 16, 2014, DOF issued a final determination letter on ROPS 14-15A, indicating this Agreement was entered within two years of creation of the Agency and that the City agreed to defer the fees under the Agreement until such time as the Agency determines it has sufficient funds to repay the loan. The final payment amount of $979,626 was approved and paid during this ROPS period 14-15B. This obligation is complete.</td>
</tr>
<tr>
<td>16</td>
<td>The City has received its Finding of Completion; this loan was approved by the Oversight Board pursuant to Health and Safety Code (HSC) Section 34191.4(b) on May 27, 2014, (Oversight Board Resolution14-05-27-02); and DOF approved the loan and payment schedule on August 5, 2014. The total obligation outstanding is the amount expected to be outstanding as of December 31, 2015.</td>
</tr>
<tr>
<td>17</td>
<td>The City has received its Finding of Completion; this loan was approved by the Oversight Board pursuant to Health and Safety Code (HSC) Section 34191.4(b) on May 27, 2014 (Oversight Board Resolution14-05-27-02); and DOF approved the loan and payment schedule on August 5, 2014. The total obligation outstanding is the amount expected to be outstanding as of December 31, 2015.</td>
</tr>
<tr>
<td>18</td>
<td>The City has received its Finding of Completion; this loan was approved by the Oversight Board pursuant to Health and Safety Code (HSC) Section 34191.4(b) on May 27, 2014 (Oversight Board Resolution14-05-27-02); however DOF did not approve the loan. This City/Agency loan is requested to remain pending the resolution of questions regarding the denial. The total obligation outstanding is the amount expected to be outstanding as of December 31, 2015.</td>
</tr>
<tr>
<td>19</td>
<td>Staff time and other administrative costs (estimated to be incurred for this ROPS period) provided pursuant to the Agreement for the Reimbursement of Costs approved by the Oversight Board on May 2, 2012, (Resolution 12-05-02-01). The agreement continues until services are no longer needed. Therefore, the termination date is unknown and has been listed as December 31, 2014, as instructed by the Department of Finance.</td>
</tr>
<tr>
<td>20</td>
<td>Administrative costs (estimated) - Administrative costs to be funded from other sources, if available. These costs will continue until dissolution is completed. Therefore, the termination date is unknown and has been listed as December 31, 2015, as instructed by the Department of Finance.</td>
</tr>
<tr>
<td>21</td>
<td>All property has been transferred to the City pursuant to the Long-Range Property Management Plan approved on January 16, 2015.</td>
</tr>
<tr>
<td>22</td>
<td>Legal costs associated with property, assets, and enforceable obligations (estimated) - HSC Section 34171(b). The Agreement is valid until services are no longer needed. Therefore, the termination date is unknown and has been listed as December 31, 2015, as instructed by the Department of Finance.</td>
</tr>
<tr>
<td>23</td>
<td>Duplicate of line 17. Please remove.</td>
</tr>
<tr>
<td>24</td>
<td>Duplicate of line 18. Please remove.</td>
</tr>
<tr>
<td>25</td>
<td>All Bond proceeds pursuant to the Housing Bonds Expenditure Agreement dated May 6, 2014; and approved by the Oversight Board on May 27, 2014 (Oversight Board Resolution 14-05-27-01) were transferred as August 24, 2015. This obligation is complete.</td>
</tr>
</tbody>
</table>