

SUCCESSOR AGENCY RESOLUTION NO. 12-12-11-03

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY APPROVING THE INDEPENDENT ACCOUNTANT'S REPORT FOR THE DUE DILIGENCE REVIEW CONDUCTED PURSUANT TO HEALTH & SAFETY CODE SECTION 34179.5 FOR ALL FUNDS AND ACCOUNTS OTHER THAN THE LOW AND MODERATE INCOME HOUSING FUND AND AUTHORIZING STAFF TO TRANSMIT THE REPORT, ALONG WITH THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE, TO THE OVERSIGHT BOARD AND OTHER ENTITIES PURSUANT TO HEALTH & SAFETY CODE SECTION 34179.6

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

WHEREAS, Assembly Bill X1 26, chaptered and effective on June 28, 2011, added Parts 1.8 and 1.85 to Division 24 of the California Health & Safety Code, which caused the dissolution of all redevelopment agencies and winding down of the affairs of former agencies, including as such laws were amended by Assembly Bill 1484, chaptered and effective on June 27, 2012 (together, the "Dissolution Act"); and,

WHEREAS, as of February 1, 2012, the Agency was dissolved pursuant to the Dissolution Act and the City serves as the Successor Agency to the San Juan Capistrano Community Redevelopment Agency ("Successor Agency"); and,

WHEREAS, the Successor Agency administers the enforceable obligations of the former Agency and otherwise unwinds the Agency's affairs, all subject to the review and approval by a seven-member oversight board ("Oversight Board"); and,

WHEREAS, Section 34179 of the Dissolution Act 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 Part 1.85 of the Dissolution Act; and,

WHEREAS, in accordance with the Dissolution Act, the Oversight Board approved the Recognized Obligation Payment Schedule for the period of January 1, 2013, to June 30, 2013 ("ROPS III") in the form submitted herewith; and,

WHEREAS, Section 34179.5 of the Dissolution Act requires the Successor Agency to employ a licensed accountant approved by the Orange County Auditor-Controller to perform a due diligence review and report on the amount of funds transferred from the former Agency; and,

WHEREAS, the Orange County Auditor-Controller provided written approval to Successor Agency staff of their selection of Macias, Gini & O'Connell, LLP as the licensed accountant to perform the due diligence review for the Successor Agency; and,

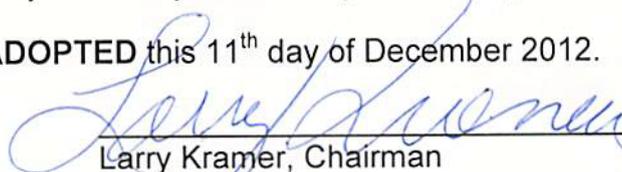
WHEREAS, on August 27, 2012, the Department of Finance posted on its official website the agreed-upon procedures to conduct the due diligence reviews; and,

WHEREAS, in accordance with the provisions of the agreed-upon procedures and provisions of Section 34179.5 of the Dissolution Act, Macias, Gini & O'Connell, LLP has completed the due diligence review with respect to the Successor Agency's funds and accounts, except its Low and Moderate Income Housing Funds ("Other Assets Due Diligence Review Report"), a copy of which is attached hereto and incorporated herein.

NOW, THEREFORE, BE IT RESOLVED BY THE SUCCESSOR AGENCY TO 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. Pursuant to the Dissolution Act, the Successor Agency approves the Other Assets Due Diligence Review Report submitted herewith as Exhibit A.
- Section 3. The Successor Agency authorizes transmittal of the Other Assets Due Diligence Review Report to the Oversight Board for its review and approval and also directs staff to send such report to the County Administrative Officer, County Auditor-Controller, State Controller's Office and Department of Finance, as required by Section 34179.6 of the Dissolution Act.
- Section 4. The Successor Agency further directs staff to submit to the Oversight Board, County Administrative Officer, County Auditor-Controller, and Department of Finance a copy of the ROPS III, as enclosed herewith as Exhibit B, which is incorporated herein, at the same time as the Other Assets Due Diligence Review Report.
- Section 5. The Chief Financial Officer/City Treasurer as Finance Officer of the Successor Agency or her authorized designee is directed to post this Resolution on the Successor Agency website pursuant to the Dissolution Act.
- Section 6. The Successor Agency Secretary shall certify to the adoption of this Resolution.

APPROVED AND ADOPTED this 11th day of December 2012.



Larry Kramer, Chairman
Successor Agency to the San Juan Capistrano
Community Redevelopment Agency

ATTEST:



Maria Morris, City Clerk/Secretary
Successor Agency to the
San Juan Capistrano
Community Redevelopment Agency

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss.
CITY OF SAN JUAN CAPISTRANO)

I, MARIA MORRIS, appointed Agency Secretary of the Board of Directors of the Successor Agency to the San Juan Capistrano Community Redevelopment Agency, do hereby certify that the foregoing **Resolution No. SACRA 12-12-11-03** was duly adopted by the City Council of the City of San Juan Capistrano at a Regular meeting thereof, held the 11th day of December 2012, by the following vote:

AYES: BOARD MEMBERS: Allevato, Byrnes, Reeve and Chair Kramer
NOES: BOARD MEMBERS: None
ABSENT: BOARD MEMBERS: None
ABSTAIN: BOARD MEMBERS: Taylor



MARIA MORRIS, Agency Secretary

EXHIBIT A

to Successor Agency Resolution No. 12-12-11-XX

Other Asset Due Diligence Review Report

(Attached)

**SUCCESSOR AGENCY TO THE
SAN JUAN CAPISTRANO COMMUNITY
REDEVELOPMENT AGENCY**

Independent Accountant's Report on Applying
Agreed-Upon Procedures on the Successor Agency
to the San Juan Capistrano Community
Redevelopment Agency, Except its
Low and Moderate Income Housing Funds

As Prescribed in Section 34179.5 of
the California Health and Safety Code

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY**

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Sacramento

Walnut Creek

Oakland

LA/Century City

San Diego

Seattle

Successor Agency to the
San Juan Capistrano Community
Redevelopment Agency
San Juan Capistrano, California

**Independent Accountant's Report on
Applying Agreed-Upon Procedures**

We have performed the procedures in Attachment A, which were agreed to by the Successor Agency to the San Juan Capistrano Community Redevelopment Agency (Successor Agency), California State Controller's Office and California Department of Finance (collectively referred to as Specified Parties) solely to assist you in determining the balances available for transfer to taxing entities from assets transferred to the Successor Agency, except its Low and Moderate Income Housing Funds, from the former redevelopment agency, as prescribed in Section 34179.5 of the California Health and Safety Code (Code).

The scope of this engagement was limited to performing the agreed-upon procedures set forth in Attachment A. Attachment A also identifies the findings noted as a result of the procedures performed.

Management of the Successor Agency is responsible for the accounting records. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the Specified Parties. Consequently, we make no representation regarding the sufficiency of the procedures, either for the purpose for which this report has been requested, or for any other purpose.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion on the assets transferred from the former redevelopment agency to the Successor Agency, excluding its Low and Moderate Income Housing Funds, and the balances available for transfer to the taxing entities. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Successor Agency, California State Controller's Office and the California Department of Finance, and is not intended to be, and should not be, used by anyone other than these specified parties.

Macias Jini & O'Connell LLP

Newport Beach, California
November 30, 2012

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**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY
Attachment A - Agreed-Upon Procedures and Findings
Successor Agency, Except Its Low and Moderate Income Housing Funds**

Our procedures and findings are as follows:

1) **Procedure:**

Obtain from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency to the Successor Agency, except its Low and Moderate Income Housing Funds, on or about February 1, 2012. Agree the amounts on this listing to account balances established in the accounting records of the Successor Agency. Identify in the Agreed-upon Procedures (AUP) report the amount of the assets transferred to the Successor Agency as of that date.

Finding: We noted that the former community redevelopment agency transferred assets in the amount of \$26,575,015, excluding its Low and Moderate Income Housing Funds, to the Successor Agency on February 1, 2012. We verified the transfers through a review of the Successor Agency's accounting records.

2) **Procedures:**

If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:

- A. Obtain a listing prepared by the Successor Agency of transfers of assets from the former redevelopment agency (excluding payments for goods and services), excluding the Low and Moderate Income Housing Funds, to the city, county, or city and county that formed the redevelopment agency for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- B. Obtain a listing prepared by the Successor Agency of transfers of assets (excluding payments for goods and services) from the Successor Agency, excluding transfers from the Low and Moderate Income Housing Funds held by the Successor Agency, to the city, county, or city and county that formed the redevelopment agency for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report
- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required the transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Findings: We noted that the State Controller's Office has not completed its review of transfers as of the date of this report. As such, we performed procedures 2A through 2C. Please refer to Exhibits A and B for the results of these procedures.

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY
Attachment A - Agreed-Upon Procedures and Findings (Continued)
Successor Agency, Except Its Low and Moderate Income Housing Funds**

3) **Procedures:**

If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:

- A. Obtain a listing prepared by the Successor Agency of transfers of assets (excluding payments for goods and services) from the former redevelopment agency, excluding the Low and Moderate Income Housing Funds, to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- B. Obtain a listing prepared by the Successor Agency of transfers of assets (excluding payments for goods and services) from the Successor Agency, excluding transfers from the Low and Moderate Income Housing Funds held by the Successor Agency, to any other public agency or private parties for the period from February 1, 2012 through June 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
- C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Findings: We noted that the State Controller's Office has not completed its review of transfers as of the date of this report. Transfers to other public agencies or private parties, as defined in Health and Safety Code 34179.5 (C)(3), is the "...dollar value of any cash and cash equivalents transferred after January 1, 2011 through June 30, 2012..." For procedures 3A and 3C, we reviewed the legal documents that formed the basis for the enforceable obligations that required any transfers and the language in the documents that required the transfers. The Successor Agency noted no transfers were required to be reported for procedure 3B. Please refer to Exhibit C for the results of procedures 3A and 3C.

4) **Procedures:**

- A. Obtain from the Successor Agency a summary of the financial transactions of the Redevelopment Agency and the Successor Agency in the format set forth in the attached schedule for the fiscal periods indicated in the schedule. For purposes of this summary, the financial transactions should be presented using the modified accrual basis of accounting. End of year balances for capital assets (in total) and long-term liabilities (in total) should be presented at the bottom of this summary schedule for information purposes.
- B. Ascertain that for each period presented, the total of revenues, expenditures, and transfers accounts fully for the changes in equity from the previous fiscal period.

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY
Attachment A - Agreed-Upon Procedures and Findings (Continued)
Successor Agency, Except Its Low and Moderate Income Housing Funds**

- C. Compare amounts in the schedule relevant to the fiscal year ended June 30, 2010, to the State Controller's Report filed for the Redevelopment Agency for that period.
- D. Compare amounts in the schedule for the other fiscal periods presented to account balances in the accounting records or other supporting schedules. Describe in the report the type of support provided for each fiscal period.

Findings: No exceptions were noted as a result of applying these procedures. Please refer to Exhibit D for a summary of the financial transactions of the Community Redevelopment Agency and the Successor Agency for the periods ending June 30, 2010, June 30, 2011, January 31, 2012, and June 30, 2012. We agreed the financial transactions of the Community Redevelopment Agency for the period ending June 30, 2010, to the corresponding audited financial statements and State Controller's Report. We agreed the financial transactions of the Community Redevelopment Agency for the period ending June 30, 2011, to the corresponding audited financial statements. We agreed the financial transactions of the Community Redevelopment Agency for the period ending January 31, 2012 and for the Successor Agency for the period ending June 30, 2012, to the respective agency's financial records.

5) **Procedure:**

Obtain from the Successor Agency a listing of all assets of all funds of the Successor Agency as of June 30, 2012, excluding assets of its Low and Moderate Income Housing Funds. Agree the assets so listed to recorded balances reflected in the accounting records of the Successor Agency. The listings should be attached as an exhibit to the AUP report.

Finding: No exceptions were noted as a result of applying these procedures. Please refer to Exhibit E for a listing of assets held by the Successor Agency, excluding its Low and Moderate Income Housing Funds assets, as of June 30, 2012.

6) **Procedures:**

Obtain from the Successor Agency a listing of asset balances transferred from the former redevelopment agency, excluding its Low and Moderate Income Housing Funds, held on June 30, 2012, that are restricted for the following purposes:

A. Unspent bond proceeds:

- i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures, amounts set aside for debt service payments, etc.).
- ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
- iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY
Attachment A - Agreed-Upon Procedures and Findings (Continued)
Successor Agency, Except Its Low and Moderate Income Housing Funds**

- B. Grant proceeds and program income that are restricted by third parties:
 - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
 - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
- C. Other assets considered to be legally restricted:
 - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
 - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.
- D. Attach the above mentioned Successor Agency-prepared schedule(s) as an exhibit to the AUP report. For each restriction identified on these schedules, indicate in the report the period of time for which the restrictions are in effect. If the restrictions are in effect until the related assets are expended for their intended purpose, this should be indicated in the report.

Findings: No exceptions were noted as a result of applying these procedures. Please refer to Exhibit F for the listing of the Successor Agency's restricted assets, excluding the Low and Moderate Income Housing Funds assets, held by the Successor Agency at June 30, 2012.

7) **Procedures:**

- A. Obtain from the Successor Agency a listing of assets transferred from the former redevelopment agency, excluding its Low and Moderate Income Housing Funds, as of June 30, 2012, that are not liquid or otherwise unavailable for distribution (such as capital assets, land held for resale, long-term receivables, etc.), and ascertain if the values are listed at either purchase cost (based on book value reflected in the accounting records of the Successor Agency) or market value, as recently estimated by the Successor Agency.
- B. If the assets listed at 7A are listed at purchase cost, trace the amounts to a previously audited financial statement (or to the accounting records of the Successor Agency) and note any differences.
- C. For any differences noted in 7B, inspect evidence of disposal of the asset and ascertain that the proceeds were deposited into the Successor Agency trust fund. If the differences are due to additions (this generally is not expected to occur), inspect the supporting documentation and note the circumstances.
- D. If the assets listed at 7A are listed at recently estimated market value, inspect the evidence (if any) supporting the value and note the methodology used. If no evidence is available to support the value and/or methodology, note the lack of evidence.

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY
Attachment A - Agreed-Upon Procedures and Findings (Continued)
Successor Agency, Except Its Low and Moderate Income Housing Funds**

Findings: No exceptions were noted as a result of applying these procedures. Please refer to Exhibit G for the listing of Successor Agency's assets other than cash and cash equivalents, excluding Low and Moderate Income Housing Funds assets, held by the Successor Agency at June 30, 2012.

8) **Procedures:**

- A. If the Successor Agency believes that asset balances need to be retained to satisfy enforceable obligations, obtain from the Successor Agency an itemized schedule of asset balances (resources) as of June 30, 2012, that are dedicated or restricted for the funding of enforceable obligations and perform the following procedures. The schedule should identify the amount dedicated or restricted, the nature of the dedication or restriction, the specific enforceable obligation to which the dedication or restriction relates, and the language in the legal document that is associated with the enforceable obligation that specifies the dedication of existing asset balances toward payment of that obligation.
 - i. Compare all information on the schedule to the legal documents that form the basis for the dedication or restriction of the resource balance in question.
 - ii. Compare all current balances to the amounts reported in the accounting records of the Successor Agency or to an alternative computation.
 - iii. Compare the specified enforceable obligations to those that were included in the final Recognized Obligation Payment Schedule approved by the California Department of Finance.
 - iv. Attach as an exhibit to the report the listing obtained from the Successor Agency. Identify in the report any listed balances for which the Successor Agency was unable to provide appropriate restrictive language in the legal document associated with the enforceable obligation.
- B. If the Successor Agency believes that future revenues, together with balances dedicated or restricted to an enforceable obligation, are insufficient to fund future obligation payments, and thus retention of current balances is required, obtain from the Successor Agency a schedule of approved enforceable obligations that includes a projection of the annual spending requirements to satisfy each obligation and a projection of the annual revenues available to fund those requirements and perform the following procedures:
 - i. Compare the enforceable obligations to those that were approved by the California Department of Finance. Procedures to accomplish this may include reviewing the letter from the California Department of Finance approving the Recognized Enforceable Obligation Payment Schedules for the six month period from January 1, 2012 through June 30, 2012, and for the six month period July 1, 2012 through December 31, 2012.
 - ii. Compare the forecasted annual spending requirements to the legal document supporting each enforceable obligation.
 - a. Obtain from the Successor Agency its assumptions relating to the forecasted annual spending requirements and disclose in the report major assumptions associated with the projections.

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY
Attachment A - Agreed-Upon Procedures and Findings (Continued)
Successor Agency, Except Its Low and Moderate Income Housing Funds**

- iii. For the forecasted annual revenues:
 - a. Obtain from the Successor Agency its assumptions for the forecasted annual revenues and disclose in the report major assumptions associated with the projections.
- C. If the Successor Agency believes that projected property tax revenues and other general purpose revenues to be received by the Successor Agency are insufficient to pay bond debt service payments (considering both the timing and amount of the related cash flows), obtain from the Successor Agency a schedule demonstrating this insufficiency and apply the following procedures to the information reflected in that schedule.
 - i. Compare the timing and amounts of bond debt service payments to the related bond debt service schedules in the bond agreement.
 - ii. Obtain the assumptions for the forecasted property tax revenues and disclose major assumptions associated with the projections.
 - iii. Obtain the assumptions for the forecasted other general purpose revenues and disclose major assumptions associated with the projections.
- D. If procedures 8A, 8B, or 8C were performed, calculate the amount of current unrestricted balances necessary for retention in order to meet the enforceable obligations by performing the following procedures.
 - i. Combine the amount of identified current dedicated or restricted balances and the amount of forecasted annual revenues to arrive at the amount of total resources available to fund enforceable obligations.
 - ii. Reduce the amount of total resources available by the amount forecasted for the annual spending requirements. A negative result indicates the amount of current unrestricted balances that needs to be retained.
 - iii. Include the calculation in the AUP report.

Findings: For procedures 8A through 8D, we noted the Successor Agency did not believe that asset balances, excluding the Low and Moderate Income Housing Funds assets, held by the Successor Agency pertaining to these procedures are dedicated or restricted for the funding of enforceable obligations.

(9) **Procedure:**

If the Successor Agency believes that cash balances as of June 30, 2012, need to be retained to satisfy obligations on the Recognized Obligation Payment Schedule (ROPS) for the period of July 1, 2012 through June 30, 2013, obtain a copy of the final ROPS for the period of July 1, 2012 through December 31, 2012, and a copy of the final ROPS for the period January 1, 2013 through June 30, 2013. For each obligation listed on the ROPS, the Successor Agency should add columns identifying (1) any dollar amounts of existing cash that are needed to satisfy that obligation and (2) the Successor Agency's explanation as to why the Successor Agency believes that such balances are needed to satisfy the obligation. Include this schedule as an attachment to the AUP report.

**SUCCESSOR AGENCY TO THE SAN JUAN CAPISTRANO
COMMUNITY REDEVELOPMENT AGENCY
Attachment A - Agreed-Upon Procedures and Findings (Continued)
Successor Agency, Except Its Low and Moderate Income Housing Funds**

Finding: The Successor Agency believes that cash balances as of June 30, 2012, in the amount of \$4,007,532 need to be retained to satisfy certain obligations for the period of July 1, 2012 through June 30, 2013. Please refer to Exhibit H for the results of these procedures.

10) **Procedure:**

Include a schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities from Successor Agency assets, excluding Low and Moderate Income Housing Funds assets. Amounts included in the calculation should agree to the results of the procedures performed in each section above. The schedule should also include a deduction to recognize amounts already paid to the County Auditor-Controller on July 12, 2012, as directed by the California Department of Finance. The amount of this deduction presented should be agreed to evidence of payment.

Finding: Please refer to Exhibit I for the calculation of the Balance Available for Allocation to Affected Taxing Entities.

11) **Procedure:**

Obtain a representation letter from Successor Agency management acknowledging their responsibility for the data provided to the practitioner and the data presented in the report or in any attachments to the report. Included in the representations should be an acknowledgment that management is not aware of any transfers (as defined by Section 34179.5) from either the former Redevelopment Agency or the Successor Agency to other parties for the period from January 1, 2011 through June 30, 2012, that have not been properly identified in the AUP report and its related exhibits. Management's refusal to sign the representation letter should be noted in the AUP report, as required by attestation standards.

Finding: No exceptions were noted as a result of applying this procedure.

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CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT A - FORMER REDEVELOPMENT AGENCY, EXCLUDING ITS LOW AND MODERATE INCOME HOUSING FUNDS, ASSET TRANSFERS
TO THE CITY OF SAN JUAN CAPISTRANO FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2012

| Asset description | Name of the recipient | Date of transfer | Book value of asset at date of transfer | Describe the purpose of the transfer and specify the enforceable obligation or other legal requirement requiring such transfer and the date of such requirement. | Finding |
|-------------------|-----------------------------|-------------------|---|---|---------|
| 1 Cash | City of San Juan Capistrano | June 14, 2011 | \$ 750,000 | The purpose of this transfer was to satisfy the payment due to the City under a Bond Anticipation Agreement dated January 20, 1988. This loan is payable on demand from the City and was scheduled in the FY 2010/11 budget. This loan is an enforceable obligation under Health & Safety Code Section 34171(d)(2) and was subsequently approved by the DOF on Recognized Obligation Payment Schedule (ROPS) I. | - |
| 2 Cash | City of San Juan Capistrano | June 14, 2011 | 50,000 | Trulis Acquisition - Loan Agreement dated October 1, 1998 - This loan is payable upon the sale of Lower Rosan Ranch (which has not yet been sold) or ten years after the loan date. In 2009, the former RDA began making payments to the City, pending the sale of the Lower Rosan Ranch Property, and this payment was the scheduled payment in the FY 2010/11 budget. | - |
| 3 Cash | City of San Juan Capistrano | September 8, 2011 | 60,695 | This transfer satisfies the former RDA's AB 1389 statutory pass-through payment obligation for FY 2010/11. | - |

\$ 860,695

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**CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT B - SUCCESSOR AGENCY, EXCLUDING ITS LOW AND MODERATE INCOME HOUSING FUNDS, ASSET TRANSFERS
TO THE CITY OF SAN JUAN CAPISTRANO FOR THE PERIOD FROM FEBRUARY 1, 2012 THROUGH JUNE 30, 2012**

| | Asset Description | Name of the recipient | Date of Transfer | Book value of asset at date of transfer | Describe the purpose of the transfer and specify the enforceable obligation or other legal requirement requiring such transfer and the date of such requirement | Finding |
|------------------------------------|--|-----------------------------|------------------|---|---|---------|
| 1 | Cash | City of San Juan Capistrano | June 29, 2012 | \$ 2,000,000 | Cooperation Agreement between former RDA and the City - Capistrano Pointe Project (Approved enforceable obligation payment on ROPS I, per letter dated May 28, 2012). | - |
| 2 | Cash | City of San Juan Capistrano | June 29, 2012 | 250,000 | Bond Anticipation Agreement dated January 20, 1988 - scheduled payment, per 2010/2011 budget (Approved enforceable obligation payment on ROPS I, per letter dated May 28, 2012). | - |
| <u>Land Held for Resale:</u> | | | | | | |
| 3 | Historic Town Center Park | City of San Juan Capistrano | May 16, 2012 | 1,753,355 | | - |
| 4 | Blas Aguilar Adobe | City of San Juan Capistrano | May 16, 2012 | 362,957 | | - |
| 5 | Los Rios Park - Phase II | City of San Juan Capistrano | May 16, 2012 | 1,200,000 | | - |
| 6 | Kinoshita Farmland | City of San Juan Capistrano | May 16, 2012 | 686,183 | | - |
| 7 | Former Pacific Bell | City of San Juan Capistrano | May 16, 2012 | 620,723 | | - |
| 8 | Remnant property along Paseo Adelanto | City of San Juan Capistrano | May 16, 2012 | - | For Items 3-17, the Successor Agency property was designated as governmental use by the Oversight Board (OB) on May 16, 2012 (Resolution 12-05-16-01), and therefore was transferred to the City. The Department of Finance (DOF) did not request review of this action, and the assets were deemed approved and transferred to the City effective May 16, 2012. Under AB 1484, the OB confirmed its action (Resolution 12-09-19-01) under AB 1484 guidelines and submitted the list again on September 21, 2012. The DOF did not request review within five (5) business days, so the list is deemed approved. However, the DOF requested review of four (4) items on October 3, 2012 (eight business days after submittal). The Successor Agency provided information regarding the basis for the transfer for its records. The action of the OB was final on multiple occasions based on AB1X26 and AB 1484, the last such finalization being the "no action" by the DOF to challenging the OB within 60 days after the OB approval on September 19, 2012, as required by Health & Safety Code Section 34181(f). | - |
| 9 | Kord/Herrera | City of San Juan Capistrano | May 16, 2012 | 282,464 | | - |
| 10 | Texaco Parking Lot | City of San Juan Capistrano | May 16, 2012 | 1,027,862 | | - |
| 11 | Love Parking Lot | City of San Juan Capistrano | May 16, 2012 | 348,788 | | - |
| 12 | Mitchell Parking Lot | City of San Juan Capistrano | May 16, 2012 | 455,956 | | - |
| 13 | Veteran's Park and Portion of Mitchell Parking Lot | City of San Juan Capistrano | May 16, 2012 | - | | - |
| 14 | Library Parking Lot | City of San Juan Capistrano | May 16, 2012 | 629,342 | | - |
| 15 | Property adjacent to the Regional Library | City of San Juan Capistrano | May 16, 2012 | - | | - |
| <u>Capital Asset Improvements:</u> | | | | | | |
| 16 | Restroom Improvements | City of San Juan Capistrano | May 16, 2012 | 166,065 | | - |
| 17 | Los Rios Park - Phase I | City of San Juan Capistrano | May 16, 2012 | 187,947 | | - |
| | | | | <u>\$ 9,971,642</u> | | |

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CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT C - FORMER REDEVELOPMENT AGENCY, EXCLUDING ITS LOW AND MODERATE INCOME HOUSING FUNDS,
ASSET TRANSFERS TO PUBLIC AGENCIES FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2012

| Asset Description | Name of the recipient | Date of Transfer | Book value of asset at date of transfer | Describe the purpose of the transfer and specify the enforceable obligation or other legal requirement requiring such transfer and the date of such requirement. | Finding |
|-------------------|--|-------------------|---|--|---------|
| 1 Cash | County of Orange | March 10, 2011 | \$ 252,365 | Pass-Through Agreements dated 1983, 1984, and 1986 | \$ - |
| 2 Cash | Orange County Fire Authority | March 10, 2011 | 436,724 | Pass-Through Agreements dated 1983, 1984, and 1986 | - |
| 3 Cash | County of Orange | September 8, 2011 | 230,667 | Pass-Through Agreements dated 1983, 1984, and 1986 | - |
| 4 Cash | Orange County Fire Authority | September 8, 2011 | 384,442 | Pass-Through Agreements dated 1983, 1984, and 1986 | - |
| 5 Cash | Capistrano Unified School District | September 8, 2011 | 1,052,178 | Pass-Through Agreement dated March 5, 1986, restated January 7, 1986, and May 19, 1997 | - |
| 6 Cash | South Orange County Community College District | September 8, 2011 | 172,817 | Pass-Through Agreement dated October 6, 1983 | - |
| 7 Cash | South Orange County Community College District | September 8, 2011 | 73,826 | Pass-Through, Statutory (AB1389) | - |
| 8 Cash | Orange County Office of Education | September 8, 2011 | 11,816 | Pass-Through, Statutory (AB1389) | - |
| 9 Cash | Orange County Cemetery District | September 8, 2011 | 268 | Pass-Through, Statutory (AB1389) | - |
| 10 Cash | Orange County Vector Control District | September 8, 2011 | 603 | Pass-Through, Statutory (AB1389) | - |
| 11 Cash | Orange County Transportation Authority | September 8, 2011 | 1,517 | Pass-Through, Statutory (AB1389) | - |

\$ 2,617,223

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**CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT D - CONDENSED SUMMARY OF FINANCIAL DATA**

| | Redevelopment Agency 12 Months Ended 6/30/2010 | Redevelopment Agency 12 Months Ended 6/30/2011 | Redevelopment Agency 7 Months Ended 1/31/2012 | Successor Agency 5 Months Ended 6/30/2012 |
|---|---|---|--|--|
| Assets: | | | | |
| Cash and investments | \$ 26,871,805 | \$ 23,502,095 | \$ 22,983,164 | \$ 19,542,129 |
| Cash and investments with fiscal agent | 1,774,618 | 1,774,619 | 2,407,647 | 1,774,619 |
| Tax increment receivable | 161,654 | 136,024 | - | - |
| Accounts receivable | 141,212 | 106,212 | 71,212 | 36,783 |
| Accrued interest receivable | 184,025 | 15,482 | 7,845 | 17,656 |
| Notes receivable | 9,246,919 | 6,215,919 | 6,158,974 | 827,646 |
| Land held for resale | 14,180,606 | 13,877,849 | 13,877,849 | 6,510,119 |
| Total Assets | \$ 52,560,839 | \$ 45,628,200 | \$ 45,506,691 | \$ 28,708,952 |
| Liabilities: | | | | |
| Accounts payable | \$ 1,891,731 | \$ 2,356,072 | \$ 571,051 | \$ 37,153 |
| Amounts due to taxing entities | - | - | - | 4,322,067 |
| Other liabilities | 970,718 | 436,305 | 776,936 | 542,761 |
| Total Liabilities | 2,862,449 | 2,792,377 | 1,347,987 | 4,901,981 |
| Equity | 49,698,390 | 42,835,823 | 44,158,704 | 23,806,971 |
| Total Liabilities + Equity | \$ 52,560,839 | \$ 45,628,200 | \$ 45,506,691 | \$ 28,708,952 |
| Total Revenues | \$ 9,212,438 | \$ 8,401,137 | \$ 4,604,330 | \$ 122,094 |
| Total Expenditures/Expenses | (11,504,937) | (15,263,704) | (3,281,449) | (7,740,021) |
| Transfers from the City of San Juan Capistrano | 665,750 | - | - | - |
| Extraordinary Gain | - | - | - | 31,424,898 |
| Net change in equity | (1,626,749) | (6,862,567) | 1,322,881 | 23,806,971 |
| Beginning Equity | 51,325,139 | 49,698,390 | 42,835,823 | - |
| Ending Equity | \$ 49,698,390 | \$ 42,835,823 | \$ 44,158,704 | \$ 23,806,971 |

Reconciliation of Redevelopment Agency Ending Equity at January 31, 2012, to Successor Agency Beginning Equity at February 1, 2012

| | | | | |
|--|--|--|---------------|--|
| Redevelopment Agency Ending Equity | | | \$ 44,158,704 | |
| Transfer to San Juan Capistrano Housing Successor | | | (5,366,176) * | |
| Transfer of Land Held for Resale to the City of San Juan Capistrano | | | (7,367,630) | |
| Extraordinary gain on RDA dissolution | | | (31,424,898) | |
| Successor Agency Beginning Equity | | | \$ - | |

*At February 1, 2012, all assets and liabilities of the former RDA were initially transferred to the Successor Agency; subsequently, on May 16, 2012, the assets and related liabilities of the Low and Moderate Income Housing Funds of the former RDA were transferred to the Housing Successor in the amount of \$5,366,176.

Other Information (show year end balances for all three years presented)

| | | | | |
|-----------------------------------|--------------|--------------|--|------------|
| Capital Assets at year-end, gross | \$ 7,111,055 | \$ 6,302,042 | | \$ - |
| Long term debt at year-end, gross | 47,897,937 | 47,970,464 | | 44,859,574 |

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**CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT E - SUCCESSOR AGENCY ASSETS, EXCLUDING LOW AND MODERATE INCOME
HOUSING FUNDS ASSETS, HELD BY THE SUCCESSOR AGENCY AT JUNE 30, 2012**

| Assets | 6/30/2012 |
|--|---------------------------------|
| Cash and investments | \$ 6,339,849 |
| Cash and investments with fiscal agent | 1,774,619 |
| Accounts receivable | 36,783 |
| Accrued interest receivable | 17,656 |
| Notes receivable | 827,646 |
| Land held for resale | <u>6,510,119</u> |
| Total Assets | <u><u>\$ 15,506,672</u></u> |

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CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT F - SUCCESSOR AGENCY RESTRICTED ASSETS, EXCLUDING LOW AND MODERATE
INCOME HOUSING FUNDS RESTRICTED ASSETS, HELD BY THE SUCCESSOR AGENCY AT JUNE 30, 2012

| Assets | 6/30/2012 | Computation of the Restricted Balance | Source for the computation of the restricted balance (i.e. accounting records or other supporting documentation) | Identify the document requiring the restriction. For each restriction identified on these schedules, indicate the period of time for which the restrictions are in effect. Note whether the restrictions are in effect until the related assets are expended for their intended purpose. |
|---|----------------------------|---|--|--|
| <u>A. Unspent Bond Proceeds</u> | | | | |
| Cash and investments | \$ 1,956,678 | Unspent bond proceeds, less restricted cash, plus interest earned, at June 30, 2012 | Accounting Records | Page 14-15 of the Official Statement, 2008 Tax Allocation Bonds and Indenture of Trust, Series A, restrictions in effect until the related assets are expended for their intended purpose. |
| Cash and investments with fiscal agent | 1,774,619 | Reserve Fund | Accounting Records | The Official Statement requires the reserve until the related assets are expended for their intended purpose. |
| Total Assets | <u>\$ 3,731,297</u> | | | |
| <u>B. Grant Proceeds and Program Income</u> | | | | |
| Total Assets | <u>\$ -</u> | | | |
| <u>C. Other Assets Considered Legally Restricted</u> | | | | |
| Total Assets | <u>\$ -</u> | | | |
| Summary of Restricted Assets Listed in Tables A, B and C | <u><u>\$ 3,731,297</u></u> | | | |

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**CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT G - SUCCESSOR AGENCY ASSETS OTHER THAN CASH AND CASH EQUIVALENTS, EXCLUDING LOW
AND MODERATE INCOME HOUSING FUNDS ASSETS, HELD BY THE SUCCESSOR AGENCY AT JUNE 30, 2012**

| Asset | 6/30/2012 | Basis (i.e. Book Value/ Fair Market Value) | Description of the records provided supporting the book value listed (i.e. previously audited financial statements or the accounting records) and any differences noted. If differences pertain to disposal of assets, note whether the proceeds were deposited into the Successor Agency. | Description of the methodology used to support the market value listed. If no evidence is available to support the value and/or the methodology used, note as a finding in the report. |
|-----------------------------|---------------------|--|--|--|
| Accounts Receivable | \$ 36,783 | Book Value | Accounting Records | n/a |
| Accrued Interest Receivable | 17,656 | Book Value | Accounting Records | n/a |
| Notes Receivable | 827,646 | Book Value | Accounting Records | n/a |
| Land Held for Resale | <u>6,510,119</u> | Book Value | Accounting Records | n/a |
| Total Assets | <u>\$ 7,392,204</u> | | | |

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**CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
 EXHIBIT H - SUCCESSOR AGENCY ASSETS, EXCLUDING LOW AND MODERATE INCOME HOUSING FUNDS, NEEDED TO SATISFY OBLIGATIONS
 ON THE RECOGNIZED OBLIGATION PAYMENT SCHEDULES (ROPS) FOR THE PERIOD FROM JULY 1, 2012 THROUGH JUNE 30, 2013**

| Item # | Project Name/Debt Obligation | Payee | Description | Total Outstanding Debt or Obligation | Total Due During Fiscal Year | Payments by Month | | | | | | Existing Cash needed to satisfy the obligation | Successor Agency rationale for retaining cash balances to satisfy obligations | |
|---|--|--|---|--------------------------------------|------------------------------|-------------------|------------|---------|--------|--------|--------|--|---|--|
| | | | | | | Jul-12 | Aug-12 | Sep-12 | Oct-12 | Nov-12 | Dec-12 | | | Total |
| ROPS II | | | | | | | | | | | | | | |
| 2) | 1998 Tax Allocation Refunding Bonds | U.S. Bank, N.A. | Advance Refunding of the 1991 Tax Allocation Bonds | \$ 2,280,000 | \$ 514,512 | \$ - | \$ 469,554 | \$ - | \$ - | \$ - | \$ - | \$ 469,554 | \$ 375,643 | The Successor Agency did not receive any RPTTF for the period from July 1, through December 31, 2012, thus requiring cash reserves for bond payments due in August 2012. |
| 3) | 2008 Tax Allocation Bonds, Series A | U.S. Bank, N.A. | Finance Agency Projects in the Central Project Area consistent with the Redevelopment Plan | 8,990,000 | 641,494 | - | 458,109 | - | - | - | - | 458,109 | 458,109 | |
| 8) | Agreement-TCAG Ford | Tuttle Clark Automotive Group (TCAG, Inc.) | Elimination of Blight/Business Retention | 1,850,000 | 150,000 | - | - | 75,000 | - | - | - | 75,000 | 150,000 | |
| 9) | Agreement-OC Chrysler | Chrysler Group Realty Co., LLC | Elimination of Blight/Economic Development | 1,625,000 | 75,000 | - | - | 37,500 | - | - | - | 37,500 | 75,000 | |
| 10) | Lower Rosan Ranch - Loan Payable | Farmer's & Merchants Bank | Property Acquisition/Economic Development | 3,920,000 | 395,000 | 33,129 | 33,129 | 33,129 | 33,129 | 33,129 | 33,129 | 198,776 | 198,776 | The Successor Agency did not receive any RPTTF for the period from July 1, through December 31, 2012, due to the County Auditor-Controller's office paying 100% of pass through payments including those due for the period January 1, through June 30, 2012. Therefore, all obligations approved by the Department of Finance on ROPS 2 (July 1, through December 31, 2012) require cash reserves for payments. |
| 11) | Kinoshita Acquisition - Note Extension | Kinoshita Enterprises, L.P. | Property Acquisition/Parks & Ag. Preservation | 3,916,450 | 215,405 | - | - | 107,703 | - | - | - | 107,703 | 107,703 | |
| 12) | Kinoshita Acquisition - Note Extension | Bobby Kinoshita Investment Enterprises, L.P. | Property Acquisition/Parks & Ag. Preservation | 4,080,247 | 224,414 | - | - | 112,207 | - | - | - | 112,207 | 112,207 | |
| 13) | Cooperation Agreement - Capistrano Pointe | City of San Juan Capistrano | Developer Assistance/Affordable Housing | 1,500,747 | 500,000 | - | - | - | - | - | - | 500,000 | 500,000 | |
| 17) | Administrative Costs - Agency Support Staff | City of San Juan Capistrano | Costs incurred by City for staff time in support of Agency activities | - | 156,207 | - | - | - | - | - | - | 78,104 | 78,104 | The Successor Agency did not receive any RPTTF for the period from July 1, through December 31, 2012, due to the County Auditor-Controller's office paying 100% of pass through payments including those due for the period January 1, through June 30, 2012. Therefore, all obligations approved by the Department of Finance on ROPS 2 (July 1, through December 31, 2012) require cash reserves for payments. |
| 19) | Administrative Cost Allowance | City of San Juan Capistrano | 3% allowance for administrative costs incurred | - | 250,000 | - | - | - | - | - | - | 125,000 | 125,000 | |
| 20) | Legal Services Agreement dated August 20, 1991 | Stradling, Yocum, Carlson & Reuth | Legal services - redevelopment activities | - | 60,000 | - | - | - | 5,000 | 5,000 | - | 30,000 | 30,000 | |
| 21) | Personal Services Agreement dated February 5, 1997 | Woodruff, Spradlin & Smart | Legal services - redevelopment activities | - | 30,000 | - | - | - | 2,500 | 2,500 | - | 15,000 | 15,000 | |
| 22) | Personal Services Agreement dated May 3, 2011 | Rogers, Anderson, Malofy and Scott | Audit Services - FY ending June 30, 2012 | - | 6,940 | - | - | - | - | 3,470 | - | 3,205 | 3,205 | |
| 35) | Misc. Administrative Costs | Various Vendors | Various admin costs to maintain minimal existing activities, including bond administration, postage, etc. | - | 22,915 | 1,910 | 1,910 | 1,910 | 1,910 | 1,910 | 1,910 | 11,457 | 55,157 | Eligible administrative costs allocated to various costs such as bond administration, postage, etc. This amount now includes \$43,700 for the cost of the required due diligence reviews for both Low and Moderate Income Housing Funds (LMIHF) and Other Assets. |
| Total existing cash needed to satisfy obligations under ROPS II | | | | | | | | | | | | | \$ 2,267,612 | |

| Item # | Project Name/Debt Obligation | Payee | Description/Project Scope | Total Outstanding Debt or Obligation | Total Due During Fiscal Year 2012-13 | Funding Source | | | | | | Existing Cash needed to satisfy the obligation | Successor Agency rationale for retaining cash balances to satisfy obligations | |
|-----------------|-------------------------------------|--------------------|--|--------------------------------------|--------------------------------------|----------------|---------------|-----------------|-----------------|------------|-------|--|---|--|
| | | | | | | LMIHF | Bond Proceeds | Reserve Balance | Admin Allowance | RPTTF | Other | | | Six-Month Total |
| ROPS III | | | | | | | | | | | | | | |
| 3) | 2008 Tax Allocation Bonds, Series A | U.S. Bank, N.A. | Finance Agency Projects in the Central Project Area consistent with the Redevelopment Plan | \$ 13,995,897 | \$ 641,494 | \$ - | \$ - | \$ - | \$ - | \$ 183,384 | \$ - | \$ 183,384 | \$ 136,920 | Prior to January 31, 2012, 80% of tax increment received (\$3,507,429) was used to pay \$3,370,509 of enforceable obligations under ROPS I (January 1, through June 30, 2012). The remaining cash reserves of \$136,830 are now required by the Department of Finance to be used to satisfy obligations on ROPS III (January 1, 2012 through June 30, 2012). |
| 19) | OPA - Pasos De Verdugo (See notes) | 26755 Verdugo, LLC | Elimination of Blight/Economic Development | 1,248,000 | - | - | - | 1,248,000 | - | - | - | 1,248,000 | 1,248,000 | The projected RPTTF available on ROPS III is \$2,726,994. After funding bond debt service and other enforceable obligations, there is not sufficient RPTTF remaining to fund this enforceable obligation. This obligation was approved by the Department of Finance to be funded from reserve by its ROPS III approval letter dated October 15, 2012. |

(Continued)

CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
**EXHIBIT H - SUCCESSOR AGENCY ASSETS, EXCLUDING LOW AND MODERATE INCOME HOUSING FUND, THAT ARE NEEDED TO SATISFY OBLIGATIONS
 ON THE RECOGNIZED OBLIGATION PAYMENT SCHEDULES FOR THE PERIOD FROM JULY 1, 2012 THROUGH JUNE 30, 2013 (CONTINUED)**

| Item # | Project Name/Debt Obligation | Payee | Description/Project Scope | Total Outstanding Debt or Obligation | Total Due During Fiscal Year 2012-13 | Funding Source | | | | Existing Cash needed to satisfy the obligation | Successor Agency rationale for retaining cash balances to satisfy obligations | |
|--|---|------------------------------------|---|--------------------------------------|--------------------------------------|----------------|---------------|-----------------|-----------------|--|---|--|
| | | | | | | LMHF | Bond Proceeds | Reserve Balance | Admin Allowance | | | RPTTF |
| 28 | Administrative Cost Allowance | City of San Juan Capistrano | 3% allowance for administrative costs incurred. | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - | \$ 250,000 | On October 15, 2012, the Department of Finance (DOF) indicated no RPTTF would be authorized for administrative costs under ROPS III. Therefore, administrative costs will need to be funded from reserves for the period January 1, 2013 through June 30, 2013. The Successor Agency has conducted a meet and confer on the administrative allowance denial. However, as of the date of this report, no final determination has been made. A final determination letter is expected no later than December 15, 2012. |
| 30 | Downtown Master Plan/The Groves - Specific Project Implementation | City of San Juan Capistrano | Section 34171(b) - staff time for project management and inspection | \$ - | \$ - | \$ 75,000 | \$ - | \$ - | \$ - | \$ - | \$ 75,000 | Amount approved by the Department of Finance in its October 15, 2012, approval letter. Bond proceeds are unavailable, pending the Successor Agency obtaining a Finding of Completion. Therefore, any costs would need to be funded by reserves until that time. |
| 32 | Legal Costs associated with assets, obligations and property | Straddling, Yocca, Carlson & Rauth | Section 34171(b) - cost of maintaining assets prior to disposition | \$ - | \$ 110,000 | \$ 30,000 | \$ - | \$ - | \$ - | \$ 25,000 | \$ 30,000 | Amount approved by the Department of Finance in its October 15, 2012, approval letter. Bond proceeds are unavailable, pending the Successor Agency obtaining a Finding of Completion. Therefore, any costs would need to be funded by reserves until that time. |
| Total existing cash needed to satisfy obligations under ROPS III | | | | | | | | | | | \$ 1,739,920 | |
| Total existing cash needed to satisfy obligations for the period from July 1, 2012 through June 30, 2013 | | | | | | | | | | | \$ 4,007,532 | |

**CITY OF SAN JUAN CAPISTRANO COMMUNITY REDEVELOPMENT AGENCY
EXHIBIT I - SUCCESSOR AGENCY ASSETS, EXCLUDING LOW AND MODERATE INCOME HOUSING
FUND ASSETS, AVAILABLE TO DISTRIBUTE TO AFFECTED TAXING ENTITIES**

SUMMARY OF BALANCES AVAILABLE FOR ALLOCATION TO AFFECTED TAXING ENTITIES

| | |
|--|-------------------|
| Total amount of assets held by the Successor Agency as of June 30, 2012 (procedure 5) | \$ 15,506,672 |
| Add the amount of any assets transferred to the city or other parties for which an enforceable obligation with a third party requiring such transfer and obligating the use of the transferred assets did not exist (procedures 2 and 3) | - |
| Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6) | (3,731,297) |
| Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7) | (7,392,204) |
| Less balances that are legally restricted for the funding of an enforceable obligation (net of projected annual revenues available to fund those obligations) - (procedure 8) | - |
| Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9) | (4,007,532) |
| Less the amount of payments made on July 12, 2012 to the County Auditor-Controller, as directed by the California Department of Finance | - |
| Amount to be remitted to the County for disbursement to taxing entities | <u>\$ 375,639</u> |

EXHIBIT B
to Successor Agency Resolution No. 12-12-11-XX

Recognized Obligation Payment Schedule
for the Period January 1, 2013 to June 30, 2013

(Attached)

Successor Agency Contact Information

| | |
|-----------------------------------|---|
| Name of Successor Agency: | Successor Agency to the San Juan Capistrano Community Redevelopment Agency |
| County: | <u>Orange</u> |
| Primary Contact Name: | Cindy Russell |
| Primary Contact Title: | Finance Officer |
| Address | 32400 Paseo Adelanto, San Juan Capistrano, CA 92675 |
| Contact Phone Number: | <u>949-443-6301</u> |
| Contact E-Mail Address: | <u>crussell@sanjuancapistrano.org</u> |
| Secondary Contact Name: | <u>Michelle Bannigan</u> |
| Secondary Contact Title: | <u>Assistant Finance Director</u> |
| Secondary Contact Phone Number: | <u>949-443-6307</u> |
| Secondary Contact E-Mail Address: | <u>mbannigan@sanjuancapistrano.org</u> |

SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Filed for the January 1, 2013 to June 30, 2013 Period

Name of Successor Agency: Successor Agency to the San Juan Capistrano Community Redevelopment Agency

| | | Total Outstanding Debt or Obligation |
|--|---|--------------------------------------|
| Outstanding Debt or Obligation | | \$ 63,264,915 |
| Current Period Outstanding Debt or Obligation | | Six-Month Total |
| A | Available Revenues Other Than Anticipated RPTTF Funding | 1,787,380 |
| B | Enforceable Obligations Funded with RPTTF | 2,476,994 |
| C | Administrative Allowance Funded with RPTTF | 250,000 |
| D | Total RPTTF Funded (B + C = D) | 2,726,994 |
| Total Current Period Outstanding Debt or Obligation (A + B + C = E) <i>Should be same amount as ROPS form six-month total</i> | | 4,514,374 |
| E | Enter Total Six-Month Anticipated RPTTF Funding <i>(Obtain from county auditor-controller)</i> | 2,726,994 |
| F | Variance (D - E = F) <i>Maximum RPTTF Allowable should not exceed Total Anticipated RPTTF Funding</i> | - |
| Prior Period (January 1, 2012 through June 30, 2012) Estimated vs. Actual Payments (as required in HSC section 34186 (a)) | | (See Notes Tab) |
| G | Enter Estimated Obligations Funded by RPTTF <i>(Should be the lesser of Finance's approved RPTTF amount including admin allowance or the actual amount distributed)</i> | 4,384,423 |
| H | Enter Actual Obligations Paid with RPTTF | 3,467,230 |
| I | Enter Actual Administrative Expenses Paid with RPTTF | 250,000 |
| J | Adjustment to Redevelopment Obligation Retirement Fund (G - (H + I) = J) | 667,193 |
| K | Adjusted RPTTF <i>(The total RPTTF requested shall be adjusted if actual obligations paid with RPTTF are less than the estimated obligation amount.)</i> | \$ 2,059,801 |

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.

Laura S. Freese

Name

CHAIR

Title

See Attached Resolution # OB 12-08-29-01

Signature

August 29, 2012

Date

Name of Successor Agency:
County:

Successor Agency to the San Juan Capistrano Community Redevelopment Agency
Orange

Oversight Board Approval Date: August 29, 2012

RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)
January 1, 2013 through June 30, 2013

| Item # | Project Name / Debt Obligation | Contract/Agreement Execution Date | Contract/Agreement Termination Date | Payee | Description/Project Scope | Project Area | Total Outstanding Debt or Obligation | Total Due During Fiscal Year 2012-13 | Funding Source | | | | | | | | |
|--------------------|--|--|---|--|--|--------------|--------------------------------------|--------------------------------------|----------------|---------------|-----------------|-----------------|--------------|------------|-----------------|-----------|--------------|
| | | | | | | | | | LMIHF | Bond Proceeds | Reserve Balance | Admin Allowance | RPTTF | Other | Six-Month Total | | |
| Grand Total | | | | | | | | | \$ 63,264,915 | \$ 4,654,110 | \$ 176,468 | \$ 287,912 | \$ 1,248,000 | \$ 250,000 | \$ 2,476,994 | \$ 75,000 | \$ 4,514,374 |
| 1 | 1997 Subordinated Taxable Tax Allocation Bonds | May 6, 1997 | August 1, 2017 | Bank of New York | Affordable Housing Projects | Central | 1,034,541 | 174,868 | | | | | | 27,706 | | 27,706 | |
| 2 | 1998 Tax Allocation Refunding Bonds | June 24, 1998 | August 1, 2016 | U.S. Bank, N.A. | Advance Refunding of the 1991 Tax Allocation Bonds | Central | 2,565,509 | 514,512 | | | | | | 44,958 | | 44,958 | |
| 3 | 2008 Tax Allocation Bonds, Series A | June 3, 2008 | August 1, 2033 | U.S. Bank, N.A. | Finance Agency Projects in the Central Project Area consistent with the Redevelopment Plan | Central | 13,995,897 | 641,494 | | | | | | 183,384 | | 183,384 | |
| 4 | 2008 Tax Allocation Bonds, Series B (Taxable) | June 3, 2008 | August 1, 2033 | U.S. Bank, N.A. | Finance Agency Affordable Housing Projects | Central | 18,925,788 | 661,085 | | | | | | 302,438 | | 302,438 | |
| 5 | Tax Allocation Bond Reserve Set-Aside (See Notes) | Various - See Items 1-4 | Various - See Items 1-4 | Not Applicable | Reserve set-aside for August 1, 2013 debt service payment - H&S Code Section 34171(b) | | | | | | | | | 797,864 | | 797,864 | |
| 6 | OPA-Fluidmaster | June 17, 1997 | Upon completion of all obligations. | Fluidmaster, Inc. | Elimination of Blight/Economic Development | Central | 314,760 | 40,000 | | | | | | - | | - | |
| 7 | OPA-Capistrano Volkswagen | April 17, 2001 | Upon completion of all obligations, however no longer than 22 years. | Miles Brandon | Elimination of Blight/Business Retention | Central | 321,783 | 35,000 | | | | | | - | | - | |
| 8 | OPA-Sierra Vista | April 1, 2003 | Upon completion of all obligations. | Sierra Vista Partners | Elimination of Blight/Economic Development | Central | 79,421 | 6,844 | | | | | | - | | - | |
| 9 | Agreement-TCAG Ford | October 19, 2010 | Upon completion of all obligations, expected 27 years from the date of opening. | Tuttle Click Automotive Group (TCAG, Inc.) | Elimination of Blight/Business Retention | Central | 1,917,539 | 160,000 | | | | | | 10,000 | | 10,000 | |
| 10 | Agreement-OC Chrysler | January 7, 2011 | Upon completion of all obligations, expected 20 years from the date of opening. | Chrysler Group Realty Co., LLC | Elimination of Blight/Economic Development | Central | 1,664,493 | 120,000 | | | | | | 60,000 | | 60,000 | |
| 11 | Lower Rosan Ranch - Loan Payable (See Notes) | Agmt Approved 05-27-11; executed July 6, 2011. | July 6, 2016 | Farmer's & Merchants Bank | Property Acquisition/Economic Development | Central | 1,391,435 | 397,553 | | | | | | 198,777 | | 198,777 | |
| 12 | Kinoshita Acquisition - Note Extension (interest payments through March 1, 2021) | February 28, 2011 | March 1, 2021 | Kinoshita Enterprises, L.P. | Property Acquisition/parks & Ag. Preservation | Central | 5,855,093 | 215,405 | | | | | | 107,703 | | 107,703 | |
| 13 | Kinoshita Acquisition - Note Extension (interest payments through March 1, 2021) | February 28, 2011 | March 1, 2021 | Bobby Kinoshita Investment Enterprises, L.P. | Property Acquisition/parks & Ag. Preservation | Central | 6,099,969 | 224,414 | | | | | | 112,207 | | 112,207 | |
| 14 | Kinoshita Note Principal Payment Set-aside | February 28, 2011 | March 1, 2021 | See Items 12-13 above | Reserve set-aside for March 1, 2021 principal payment on both notes - \$7,996,697. | Central | | | | | | | | 631,957 | | 631,957 | |
| 15 | Cooperation Agreement - Capistrano Pointe (See Notes) | March 5, 1985 | Upon payoff | City of San Juan Capistrano | Developer Assistance/Affordable Housing | Central | 1,500,747 | 500,000 | | | | | | | | - | |
| 16 | Tax Anticipation Agreement (See Notes) | January 20, 1988; amended January 1, 1990 | Upon payoff | City of San Juan Capistrano | Elimination of Blight/Economic Development | Central | 3,210,329 | 250,000 | | | | | | | | - | |
| 17 | Trullis Acquisition - Loan Agreement | October 1, 1998 | Upon payoff | City of San Juan Capistrano | Property Acquisition/Elimination of Blight | Central | 401,468 | | | | | | | | | - | |
| 18 | Administration Loan Agreement | June 1, 2004 | Upon payoff | City of San Juan Capistrano | Administration/Project Costs | Central | 1,628,411 | | | | | | | | | - | |
| 19 | OPA - Paseo De Verdugo (See notes) | February 20, 2009; amended March 15, 2011 | Upon completion of all obligations. | 26755 Verdugo, LLC | Elimination of Blight/Economic Development | Central | 1,248,000 | | | | 1,248,000 | | | | | 1,248,000 | |
| 20 | The Groves Affordable Housing | August 3, 2010 | Upon completion of work under contract. | RRM Design Group | Land Planning and Environmental Svcs. | Central | 157,041 | | | | 157,041 | | | | | 157,041 | |
| 21 | Downtown Master Plan | February 11, 2010 | June 30, 2011 | Perkowitz & Ruth, DBA Studio One | Land Planning and Environmental Svcs. | Central | 3,936 | | | | 3,936 | | | | | 3,936 | |
| 22 | Del Obispo/Camino Capistrano Imp. | June 14, 2011 | May 1, 2012 | RBF Consulting | Engineering Services - Camino Capistrano | Central | 2,258 | | | | 2,258 | | | | | 2,258 | |
| 23 | Del Obispo/Camino Capistrano Imp. | June 16, 2011 | May 1, 2012 | RBF Consulting | Engineering Services - Forster Street | Central | 1,900 | | | | 1,900 | | | | | 1,900 | |
| 24 | J. Serra/Rancho Viejo Rd. Improvements (CRA Share) | November 16, 2010 | | Peterson-Chase | Intersection Improvements | Central | COMPLETED | | | | | | | | | | |
| 25 | Ortega Highway Sidewalk Expansion | December 7, 2010 | | Boghassian Engineering | Engineering Services | Central | COMPLETED | | | | | | | | | | |
| 26 | The Groves Affordable Housing | June 6, 2011 | Until services are no longer required. | Scientific Resource Survey | Archaeological Services | Central | 4,825 | | | | 4,825 | | | | | 4,825 | |
| 27 | The Groves Affordable Housing | June 27, 2011 | Until services are no longer required. | Leighton & Associates | Soils Testing | Central | 12,952 | | | | 12,952 | | | | | 12,952 | |
| 28 | Administrative Cost Allowance | May 2, 2012 | Upon completion of dissolution | City of San Juan Capistrano | 3% allowance for administrative costs incurred. | Central | | 250,000 | | | | | 250,000 | | | 250,000 | |
| 29 | Administrative Costs from other sources | Various | Various | Various Vendors | Section 34171(b) - Costs from other sources - Bond Administration, postage, audits, etc. | Central | | | | | | | | | 28,000 | 28,000 | |
| 30 | Downtown Master Plan/The Groves - Specific Project Implementation | May 2, 2012 | Upon completion of dissolution | City of San Juan Capistrano | Section 34171(b) - staff time for project management and inspection | Central | | | | | 75,000 | | | | | 75,000 | |
| 31 | Property Maintenance | Various | Various | Various Vendors | Section 34171(b) - cost of maintaining assets prior to disposition | Central | | | | | | | | | 22,000 | 22,000 | |
| 32 | Legal Costs associated with assets, obligations and property. | August 20, 1991 | Ongoing, unless terminated by the parties. | Straddling, Yocca, Carlson & Rauth | Section 34171(b) - cost of maintaining assets prior to disposition | Central | | 110,000 | | | | | | | | 110,000 | |
| 33 | Personal Services Agreement | June-11 | June-14 | MDM Associates | Rental Subsidy Program Management | Central | 86,310 | 43,155 | 21,578 | | 30,000 | | | | 25,000 | 55,000 | |
| 34 | Personal Services Agreement | June-11 | June-14 | MDM Associates | Little Hollywood Program Management | Central | 251,880 | 125,940 | 62,970 | | | | | | | 62,970 | |
| 35 | Rental Subsidy Agmt | December-08 | December-13 | Gulab Bhatia | Rental Subsidy Program | Central | 31,500 | 21,000 | 10,500 | | | | | | | 10,500 | |
| 36 | Rental Subsidy Agmt | September-11 | June-16 | Vince Hughes **** | Rental Subsidy Program | Central | 68,400 | 22,800 | 11,400 | | | | | | | 11,400 | |
| 37 | Rental Subsidy Agmt | May-11 | May-16 | H. Kashani | Rental Subsidy Program | Central | 75,200 | 19,200 | 9,600 | | | | | | | 9,600 | |
| 38 | Rental Subsidy Agmt | December-06 | December-11 | Kahedi | Rental Subsidy Program | Central | COMPLETED | | | | | | | | | | |
| 39 | Rental Subsidy Agmt | June-09 | June-14 | Tom McCorkell | Rental Subsidy Program | Central | 36,000 | 18,000 | 9,000 | | | | | | | 9,000 | |
| 40 | Rental Subsidy Agmt | July-08 | July-13 | Loma Webber | Rental Subsidy Program | Central | 23,400 | 21,600 | 10,800 | | | | | | | 10,800 | |
| 41 | Rental Subsidy Agmt | May-11 | May-16 | Stacey Kennedy | Rental Subsidy Program | Central | 94,000 | 24,000 | 12,000 | | | | | | | 12,000 | |
| 42 | Rental Subsidy Agmt | December-10 | December-15 | Angel Alaniz | Rental Subsidy Program | Central | 84,420 | 24,120 | 12,060 | | | | | | | 12,060 | |
| 43 | Rental Subsidy Agmt | June-11 | March-16 | Mr. Meadors*** | Rental Subsidy Program | Central | 78,750 | 21,000 | 10,500 | | | | | | | 10,500 | |

Name of Successor Agency: Successor Agency to the San Juan Capistrano Community Redevelopment Agency
 County: Orange

Oversight Board Approval Date: August 29, 2012

RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)
January 1, 2013 through June 30, 2013

| Item # | Project Name / Debt Obligation | Contract/Agreement Execution Date | Contract/Agreement Termination Date | Payee | Description/Project Scope | Project Area | Total Outstanding Debt or Obligation | Total Due During Fiscal Year 2012-13 | Funding Source | | | | | | |
|--------|--------------------------------|-----------------------------------|-------------------------------------|-----------------|---|--------------|--------------------------------------|--------------------------------------|----------------|---------------|-----------------|-----------------|-------|-------|-----------------|
| | | | | | | | | | LMHF | Bond Proceeds | Reserve Balance | Admin Allowance | RPTTF | Other | Six-Month Total |
| 44 | Rental Subsidy Agmt | December-10 | December-20 | Carol Etlin | Rental Subsidy Program | Central | 96,980 | 12,120 | 6,060 | | | | | | 6,060 |
| 45 | Little Hollywood Rental | Various | Various | Various Vendors | Various maintenance costs to maintain rental housing funded by rents - utilities, plumbing, electrical, landscaping, cleaning, repairs, pest control, possessory interest tax, etc. | Central | COMPLETED | | | | | | | | - |

Name of Successor Agency: Successor Agency to the San Juan Capistrano Community Redevelopment Agency
 County: Orange

RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) -- Notes (Optional)
January 1, 2013 through June 30, 2013

| Item # | Notes/Comments |
|--------|---|
| 1 | Total obligation outstanding includes all principal and interest outstanding as of June 30, 2012. On previous ROPS this amount was principal only. |
| 2 | Total obligation outstanding includes all principal and interest outstanding as of June 30, 2012. On previous ROPS this amount was principal only. |
| 3 | Total obligation outstanding includes all principal and interest outstanding as of June 30, 2012. On previous ROPS this amount was principal only. |
| 4 | Total obligation outstanding includes all principal and interest outstanding as of June 30, 2012. On previous ROPS this amount was principal only. |
| 5 | Set-aside reserve for August 1, 2013 debt service payment - H&S Code Section 34171(b). |
| 6 | Total obligation outstanding at June 30, 2012. Actual payments on this obligation are made in August of each year, applicable to the prior fiscal year. |
| 7 | Total obligation outstanding at June 30, 2012. Actual payments on this obligation are made in August of each year, applicable to the prior fiscal year. |
| 8 | Total obligation outstanding at June 30, 2012. Actual payments on this obligation are made in August of each year, applicable to the prior fiscal year. |
| 9 | Total obligation outstanding at June 30, 2012. |
| 10 | Total obligation outstanding at June 30, 2012. |
| 11 | Total obligation outstanding includes all principal and interest outstanding as of June 30, 2012. On previous ROPS this amount was principal only. |
| 12 | Total obligation outstanding includes all principal and interest outstanding as of June 30, 2012. On previous ROPS this amount was principal only. |
| 13 | Total obligation outstanding includes all principal and interest outstanding as of June 30, 2012. On previous ROPS this amount was principal only. |
| 14 | This obligation has an \$8 million principal payment due on March 1, 2021. This amount and an amount each year must be set-aside in a reserve in order to make the \$8 million dollar payment on March 1, 2021. |
| 15 | Total obligation outstanding at June 30, 2012. |
| 16 | Total obligation outstanding at June 30, 2012. |
| 17 | This City/Agency loan was previously disallowed by DOF. It has been included anticipating the Finding of Completion and approval of the loan as provided by AB 1484. |
| 18 | This City/Agency loan was previously disallowed by DOF. It has been included anticipating the Finding of Completion and approval of the loan as provided by AB 1484. |
| 19 | The source of funding is reserves on deposit at June 30, 2011. These reserves were from prior years' tax increment. The escrow related to the termination agreement dated May 2, 2012 for this OPA has been cancelled, therefore the original agreement terms are still in place. |
| 20 | Total obligation outstanding at June 30, 2012. |
| 21 | Total obligation outstanding at June 30, 2012. |
| 22 | Total obligation outstanding at June 30, 2012. |
| 23 | Total obligation outstanding at June 30, 2012. |
| 24 | Project Completed - Obligation Paid Off (Peterson Chase) |
| 25 | Project Completed - Obligation Paid Off (Boghassian Engineering) |
| 26 | Total obligation outstanding at June 30, 2012. |
| 27 | Total obligation outstanding at June 30, 2012. |
| 28 | Staff time provided pursuant to the Agreement for Reimbursement of Costs approved by the Oversight Board on May 2, 2012, OB Resolution 12-05-02-01. \$250,000 approved on ROPS II, however to RPTTF was available to fund, therefore the amount has been resubmitted on ROPS III |
| 29 | Administrative Costs (Estimated) - Bond Administration, audit, postage, etc. - H&S Section 34171(b) - Funding Source is interest, rent, and loan repayment. |
| 30 | Project Specific Implementation Staff Time (Estimated) - project management costs for the Downtown Master Plan and The Groves- H&S Section 34171(b) - Funding Source is bond proceeds. |
| 31 | Property Maintenance (Estimated) - costs to maintain property prior to disposition - H&S Section 34171(b) - Funding Source is interest, rent and loan repayment. |
| 32 | Legal Costs associated with property, assets, and obligations (Estimated) - H&S Section 34171(b) - Funding Source is interest, rent, and loan repayment. |

Name of Successor Agency: Successor Agency to the San Juan Capistrano Community Redevelopment Agency
 County: Orange

RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) – Notes (Optional)
January 1, 2013 through June 30, 2013

| Item # | Notes/Comments |
|--------|--|
| 33 | Total obligation outstanding at June 30, 2012. |
| 34 | Total obligation outstanding at June 30, 2012. |
| 35 | Total obligation outstanding at June 30, 2012. |
| 36 | Total obligation outstanding at June 30, 2012. |
| 37 | The obligation under this Agreement has been completed. |
| 38 | Total obligation outstanding at June 30, 2012. |
| 39 | Total obligation outstanding at June 30, 2012. |
| 40 | Total obligation outstanding at June 30, 2012. |
| 41 | Total obligation outstanding at June 30, 2012. |
| 42 | Total obligation outstanding at June 30, 2012. |
| 43 | Total obligation outstanding at June 30, 2012. |
| 44 | Total obligation outstanding at June 30, 2012. |
| 45 | Operations and Maintenance of Rental Housing now a function of the Successor Housing Agency, the San Juan Capistrano Housing Authority. |
| | ADDITIONAL INFORMATION: |
| | Other Funding Sources - The total is broken down as follows: |
| | Interest \$8,000 |
| | Rents \$22,000 |
| | Loan Repayment \$45,000 |
| | Total Other Funding Source \$75,000 |
| | PRIOR PERIOD PAYMENTS |
| | RPTTF - The estimated amount is the total amount of obligations (\$5,000,883) approved by DOF on the ROPS #1 (Jan-June 2012) for payment from RPTTF, and pass-through amounts (\$1,596,376) included on the ROPS#1, in order to tie out to the ROPS #1 allowed amounts. The pass through amounts were paid by the County of Orange offset against the June 1, 2012 payment after both ROPS #1 and #2 were approved. |
| | Administrative Costs funded from other sources - Costs from lines #6-16, and #30, of the ROPS I in excess of the \$250,000 administrative allowance were disallowed to be paid from RPTTF. The costs from other sources were allowed. Accordingly, the estimated columns do not include the disallowed amounts from RPTTF. The estimate columns only included the \$250,000 administrative allowance and the \$22,000 other sources amount. The actual costs which represent the amounts outstanding at June 30, 2011 from the former Redevelopment Agency, as well as amounts from July 1, 2011 through January 13, 2012 were able to be funded from LMIHF (affordable housing staff time), bond proceeds (specific project staff time), reserves and other sources (other staff time). |
| | SUMMARY PAGE |
| | The County's estimate of RPTTF available is an estimate only and additionally is based on the County Auditor-Controller making pass-through payments equivalent to 1/2 of the annual determined/estimated pass-through amount for each agency. Any change to these estimates and assumptions resulting in a change to this figure could require a revision to this Recognized Obligation Payment Schedule (ROPS III) in order to correctly set-aside reserve amounts for payments due from July 1, 2012 through December 31, 2012. Therefore, the Successor Agency reserves the right to amend this ROPS III based on the actual RPTTF calculated by the County for distribution in January 2013. |
| | |
| | |
| | |
| | |

Name of Successor Agency:
County:

Successor Agency to the San Juan Capistrano Community Redevelopment Agency
Orange

Pursuant to Health and Safety Code section 34186 (a)
PRIOR PERIOD ESTIMATED OBLIGATIONS vs. ACTUAL PAYMENTS
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)
January 1, 2012 through June 30, 2012

| Page/Form | Line | Project Name / Debt Obligation | Payee | Description/Project Scope | Project Area | LMIHF | | Bond Proceeds | | Reserve Balance | | Admin Allowance | | RPTTF | | Other | |
|-----------|------|--|------------------------------------|--|--------------|------------|------------|---------------|-----------|-----------------|------------|-----------------|------------|--------------|--------------|-----------|-----------|
| | | | | | | Estimate | Actual | Estimate | Actual | Estimate | Actual | Estimate | Actual | Estimate | Actual | Estimate | Actual |
| | | Grand Total | | | | \$ 226,067 | \$ 236,588 | \$ - | \$ 54,334 | \$ - | \$ 188,339 | \$ 250,000 | \$ 250,000 | \$ 6,597,259 | \$ 3,467,230 | \$ 22,000 | \$ 98,117 |
| 1 | 1 | 1997 Subordinated Taxable Tax Allocation Bonds | Bank of New York | Affordable Housing Projects | Central | | | | | | | | | 32,163 | 32,163 | | |
| 1 | 2 | 1998 Tax Allocation Refunding Bonds | U.S. Bank, N.A. | Advance Refunding of the 1991 Tax Allocation Bonds | Central | | | | | | | | | 54,555 | 54,555 | | |
| 1 | 3 | 2008 Tax Allocation Bonds, Series A | U.S. Bank, N.A. | Finance Agency Projects in the Central Project Area consistent with the Redevelopment Plan | Central | | | | | | | | | 188,110 | 188,110 | | |
| 1 | 4 | 2008 Tax Allocation Bonds, Series B (Taxable) | U.S. Bank, N.A. | Finance Agency Affordable Housing Projects | Central | | | | | | | | | 303,647 | 303,647 | | |
| 1 | 5 | OPA-Fluidmaster | Fluidmaster, Inc. | Elimination of Blight/Economic Development | Central | | | | | | | | | 40,000 | | | |
| 1 | 6 | OPA-Capistrano Volkswagen | Miles Brandon | Elimination of Blight/Business Retention | Central | | | | | | | | | 35,000 | | | |
| 1 | 7 | OPA-Sierra Vista | Sierra Vista Partners | Elimination of Blight/Economic Development | Central | | | | | | | | | 6,800 | | | |
| 1 | 8 | Agreement-TCAG Ford | (TCAG, Inc.) | Elimination of Blight/Business Retention | Central | | | | | | | | | 75,000 | 82,461 | | |
| 1 | 9 | Agreement-OC Chrysler | LLC | Elimination of Blight/Economic Development | Central | | | | | | | | | 37,500 | 35,507 | | |
| 1 | 10 | Lower Rosan Ranch - Loan Payable | Farmer's & Merchants Bank | Property Acquisition/Economic Development | Central | | | | | | | | | 198,776 | 198,776 | | |
| 1 | 11 | Kinoshita Acquisition - Note Extension | Kinoshita Enterprises, L.P. | Property Acquisition/parks & Ag. Preservation | Central | | | | | | | | | 107,702 | 99,478 | | |
| 1 | 12 | Kinoshita Acquisition - Note Extension | Enterprises, L.P. | Property Acquisition/parks & Ag. Preservation | Central | | | | | | | | | 112,207 | 103,638 | | |
| 2 | 1 | Cooperation Agreement - Capistrano Pointe | City of San Juan Capistrano | Developer Assistance/Affordable Housing | Central | | | | | | | | | 2,000,000 | 2,000,000 | | |
| 2 | 2 | Tax Anticipation Agreement | City of San Juan Capistrano | Elimination of Blight/Economic Development | Central | | | | | | | | | 250,000 | 250,000 | | |
| 3 | 1 | OPA - Paseo De Verdugo (See Notes) | 26755 Verdugo St., LLC | Elimination of Blight/Economic Development | Central | | | | | | | | | 1,248,000 | | | |
| 3 | 3 | The Groves Affordable Housing | RRM Design Group | Land Planning and Environmental Svcs. | Central | | | | | | | | | 158,181 | | | |
| 3 | 4 | Downtown Master Plan | Perkowitz & Ruth, DBA Stud | Land Planning and Environmental Svcs. | Central | | | | | | | | | 13,144 | 5,412 | | |
| 3 | 5 | Del Obispo/Camino Capistrano Imp. | RBF Consulting | Engineering Services | Central | | | | | | | | | 2,258 | | | |
| 3 | 6 | Del Obispo/Camino Capistrano Imp. | RBF Consulting | Engineering Services | Central | | | | | | | | | 6,580 | | | |
| 3 | 7 | (CRA Share) | Peterson-Chase General En | Intersection Improvements | Central | | | | | | | | | 102,533 | 102,533 | | |
| 3 | 8 | Ortega Highway Sidewalk Expansion | Boghossian Engineering | Engineering Services | Central | | | | | | | | | 10,950 | 10,950 | | |
| 3 | 9 | The Groves Affordable Housing | Scientific Resource Survey | Archaeological Services | Central | | | | | | | | | 4,825 | | | |
| 3 | 10 | The Groves Affordable Housing | Leighton & Associates | Soils Testing | Central | | | | | | | | | 12,952 | | | |
| 4 | 1 | Pass-Through Agreement | County of Orange | Pass-Thru of Tax Increment | Central | | | | | | | | | 233,900 | | | |
| | 2 | Pass-Through Agreement | Orange County Fire Authority | Pass-Thru of Tax Increment | Central | | | | | | | | | 411,150 | | | |
| | 3 | Pass-Through Agreement, dated October 6, 1993 | SOCCCD | Pass-Thru of Tax Increment | Central | | | | | | | | | 86,750 | | | |
| | 4 | Pass-Through Agreement, dated March 5, 1986, restated January 7, 1986 and May 19, 1997 | Capistrano Unified School District | Pass-Thru of Tax Increment | Central | | | | | | | | | 766,476 | | | |
| | 5 | Pass-Through, Statutory (AB1389) | Various Agencies | Pass-Thru of Tax Increment | Central | | | | | | | | | 98,100 | | | |
| 4 | 6-16 | Administrative Costs | | | Central | - | 66,344 | 54,334 | | 188,339 | 250,000 | 250,000 | | | | 22,000 | 98,117 |
| 4 | 17 | Personal Services Agreement dated June 7, 2011 | MDM Associates | Rental Subsidy Program Management | Central | 19,803 | 21,106 | | | | | | | | | | |
| 4 | 18 | Personal Services Agreement dated June 7, 2011 | MDM Associates | Little Hollywood Program Management | Central | 57,577 | 53,299 | | | | | | | | | | |
| 4 | 19 | Rental Subsidy Agmt Dec. 2008-Dec 2013 | Gulab Bhatia | Rental Subsidy Program | Central | 10,500 | 8,750 | | | | | | | | | | |
| 4 | 20 | Rental Subsidy Agmt Sept. 2011-June 2016 | Vince Hughes **** | Rental Subsidy Program | Central | 11,400 | 9,500 | | | | | | | | | | |
| 4 | 21 | Rental Subsidy Agmt - May 2011 - May 2016 | H. Kashani | Rental Subsidy Program | Central | 9,600 | 8,000 | | | | | | | | | | |
| 4 | 22 | Rental Subsidy Agmt - Dec. 2006 - Dec. 2011 | Zahedi | Rental Subsidy Program | Central | - | - | | | | | | | | | | |
| 4 | 23 | Rental Subsidy Agmt - June 2009-June 2014 | Tom McCorkell | Rental Subsidy Program | Central | 9,000 | 7,500 | | | | | | | | | | |
| 4 | 24 | Rental Subsidy Agmt - July 2008 - July 2013 | Loma Webber | Rental Subsidy Program | Central | 10,800 | 9,000 | | | | | | | | | | |
| 4 | 25 | Rental Subsidy Agmt - May 2011 - May 2016 | Stacey Kennedy | Rental Subsidy Program | Central | 12,000 | 10,000 | | | | | | | | | | |
| 4 | 26 | Rental Subsidy Agmt - Dec. 2010- Dec. 2015 | Angel Alaniz | Rental Subsidy Program | Central | 12,060 | 10,050 | | | | | | | | | | |
| 4 | 27 | Rental Subsidy Agmt - Oct. 2008 - Oct. 2013 | Mr. Meadors | Rental Subsidy Program | Central | 10,500 | 8,750 | | | | | | | | | | |
| 4 | 28 | Rental Subsidy Agmt - Dec. 2010-Dec. 2020 | Carol Etlin | Rental Subsidy Program | Central | 6,060 | 5,050 | | | | | | | | | | |

Name of Successor Agency:

Successor Agency to the San Juan Capistrano Community Redevelopment Agency

County:

Orange

**Pursuant to Health and Safety Code section 34186 (a)
 PRIOR PERIOD ESTIMATED OBLIGATIONS vs. ACTUAL PAYMENTS
 RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)
 January 1, 2012 through June 30, 2012**

| Page/Form | Line | Project Name / Debt Obligation | Payee | Description/Project Scope | Project Area | LMIHF | | Bond Proceeds | | Reserve Balance | | Admin Allowance | | RPTTF | | Other | |
|-----------|------|--------------------------------|-----------------|---|--------------|----------|--------|---------------|--------|-----------------|--------|-----------------|--------|----------|--------|----------|--------|
| | | | | | | Estimate | Actual | Estimate | Actual | Estimate | Actual | Estimate | Actual | Estimate | Actual | Estimate | Actual |
| 4 | 29 | Little Hollywood Rental | Various Vendors | Various maintenance costs to maintain rental housing funded by rents - utilities, plumbing, electrical, landscaping, cleaning, repairs, pest control, possessory interest tax, etc. | Central | 56,767 | 19,239 | | | | | | | | | | |
| 4 | 30 | Misc. Administrative Costs | Various Vendors | Various admin costs to maintain minimal existing activities, incl. bond administration, postage, etc. | Central | | | | | | | | | | | | |