

**Oversight Board Resolution No. 2013-08**

**A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF MISSION VIEJO APPROVING THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE 13-14B FOR THE SIX-MONTH FISCAL PERIOD OF JANUARY 1, 2014 TO JUNE 30, 2014, SUBJECT TO SUBMITTAL TO, AND REVIEW BY THE DOF PURSUANT TO CALIFORNIA HEALTH AND SAFETY CODE, DIVISION 24, PART 1.85, AS AMENDED BY ASSEMBLY BILL 1484; AUTHORIZING POSTING AND TRANSMITTAL THEREOF; AND AUTHORIZING THE ADMINISTRATIVE SERVICES DIRECTOR, IN CONSULTATION WITH LEGAL COUNSEL, TO REQUEST AND COMPLETE MEET AND CONFER SESSION(S) WITH THE DOF AND MAKE AUGMENTATIONS, MODIFICATIONS, ADDITIONS OR REVISIONS AS MAY BE NECESSARY OR DIRECTED BY DOF.**

**WHEREAS**, the former Community Development Agency of the City of Mission Viejo ("former 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.* ("CRL"), and previously authorized to transact business and exercise powers of a redevelopment agency pursuant to action of the City Council of the City of Mission Viejo ("City"); and

**WHEREAS**, Assembly Bill x1 26 chaptered and effective on June 27, 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 wind 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 as a separate public entity, corporate and politic the Successor Agency to the Community Development Agency of the City of Mission Viejo ("Successor Agency") administers the enforceable obligations of the former Agency and otherwise unwinds the former Agency's affairs, all subject to the review and approval by a seven-member oversight board ("Oversight Board"); and

**WHEREAS**, pursuant to Section 34179 the Successor Agency's Oversight Board has been formed and its initial meeting occurred on March 29, 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 Part 1.85 of the Dissolution Act; and

**WHEREAS**, Sections 34177(l)(2)(B), 34177(m), and 34179 provide that each ROPS must be submitted to and duly approved by the Oversight Board; and

**WHEREAS**, the Dissolution Act, as amended by AB 1484, in particular Section 34177(m) requires that the Recognized Obligation Payment Schedule for the 13-14B six-month fiscal period of January 1, 2014 to June 30, 2014 ("ROPS 13-14B"), shall be

submitted to the Department of Finance ("DOF") by the Successor Agency, after approval by the Oversight Board, no later than October 1, 2013; and

**WHEREAS**, pursuant to Section 34179.6 added by AB 1484, the Successor Agency submitted a copy of the ROPS 13-14B to the County Administrative Officer ("CAO"), the County Auditor-Controller ("CAC"), the State Controller's Office ("SCO") and the DOF at the same time that the Successor Agency submits such ROPS to the Oversight Board for review; and

**WHEREAS**, the Oversight Board has reviewed the ROPS 13-14B presented by the Successor Agency and desires to approve the ROPS 13-14B and to authorize the Successor Agency, to cause posting of such ROPS on the Successor Agency website, and to direct transmittal of such ROPS to the CAO, CAC, SCO, and the DOF; and

**WHEREAS**, pursuant to Section 34177(m) for each ROPS submitted to the DOF, the DOF shall make its determination of the enforceable obligations and the amounts and funding sources of the enforceable obligations on each ROPS submitted no later than 45 days after submittal.

**NOW, THEREFORE, BE IT RESOLVED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF MISSION VIEJO:**

**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 Oversight Board approves the ROPS 13-14B submitted as Attachment 1 and incorporated by this reference; provided however, that the ROPS 13-14B is approved subject to the condition such ROPS 13-14B is to be transmitted to and reviewed by the DOF. Further, the Administrative Services Director or her designee, in consultation with legal counsel, shall be authorized to request and complete meet and confer session(s) with the DOF and make augmentations, modifications, additions or revisions as may be necessary or directed by DOF.

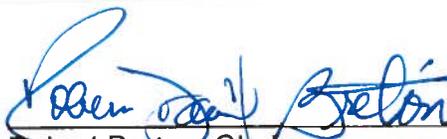
**Section 3.** The Oversight Board authorizes transmittal of the approved ROPS 13-14B to the CAO, CAC, SCO, and the DOF.

**Section 4.** The Administrative Services Director of the Successor Agency or her authorized designee is directed to post this Resolution, including the ROPS 13-14B, on the Successor Agency website pursuant to the Dissolution Act.

**Section 5.** Pursuant to Section 34179(h) as amended by Assembly Bill 1484, written notice and information about all actions taken by the Oversight Board shall be provided to the DOF by electronic means and in a manner of DOF's choosing. An Oversight Board's action shall become effective five (5) business days after notice in the manner specified by the DOF unless the DOF requests a review; provided however, that pursuant to Section 34177(m) as to each ROPS submitted the DOF shall make its determination of the enforceable obligations and the amounts and funding sources of the enforceable obligations thereon no later than 45 days after submittal.

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

**APPROVED AND ADOPTED** this 25<sup>th</sup> day of September 2013.



Robert Breton, Chair  
Oversight Board of the Successor Agency to the  
Community Development Agency of the City of  
Mission Viejo

ATTEST:



Sherry Merrifield, Secretary  
Oversight Board of the Successor Agency  
to the Community Development Agency of the City of Mission Viejo

APPROVED AS TO FORM:  
HARPER & BURNS LLP



John R. Harper, Esq.  
Oversight Board Counsel

STATE OF CALIFORNIA            )  
COUNTY OF ORANGE            ) ss.  
CITY OF MISSION VIEJO        )

I, Sherry Merrifield, Secretary of the Oversight Board of the Successor Agency to the Community Development Agency of the City of Mission Viejo, hereby certify that the foregoing resolution was duly adopted by the Oversight Board at a regular meeting held on the 25<sup>th</sup> day of September 2013, and that it was so adopted by the following vote:

AYES:           Chair Breton, Board Member Butterfield, Board Member Dyas, Board Member Hampton and Board Member Peebles

NOES:           None

ABSENT:        Vice Chair Probolsky

  
\_\_\_\_\_  
Sherry Merrifield, Secretary  
Oversight Board of the Successor Agency to the  
Community Development Agency of the City of  
Mission Viejo

**ATTACHMENT 1 TO  
OVERSIGHT BOARD RESOLUTION NO. 2013-08**

**RECOGNIZED OBLIGATION PAYMENT SCHEDULE 13-14B  
FOR THE SIX-MONTH FISCAL PERIOD OF JANUARY 1, 2014 TO JUNE 30, 2014**

(attached)

## Recognized Obligation Payment Schedule (ROPS 13-14B) - Summary

Filed for the January 1, 2014 through June 30, 2014 Period

**Name of Successor Agency:** Mission Viejo  
**Name of County:** Orange

| Current Period Requested Funding for Outstanding Debt or Obligation   | Six-Month Total     |
|---|---------------------|
| <b>Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding</b>        |                     |
| <b>A Sources (B+C+D):</b>   | <b>\$ -</b>         |
| B Bond Proceeds Funding (ROPS Detail)   | -                   |
| C Reserve Balance Funding (ROPS Detail)   | -                   |
| D Other Funding (ROPS Detail)   | -                   |
| <b>E Enforceable Obligations Funded with RPTTF Funding (F+G):</b>   | <b>\$ 1,253,342</b> |
| F Non-Administrative Costs (ROPS Detail)  | 1,128,342           |
| G Administrative Costs (ROPS Detail)  | 125,000             |
| <b>H Current Period Enforceable Obligations (A+E):</b>  | <b>\$ 1,253,342</b> |
| <b>Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</b>     |                     |
| I Enforceable Obligations funded with RPTTF (E):  | 1,253,342           |
| J Less Prior Period Adjustment (Report of Prior Period Adjustments Column U)                                | (560,119)           |
| <b>K Adjusted Current Period RPTTF Requested Funding (I-J)</b>  | <b>\$ 693,223</b>   |
| <b>County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding</b> |                     |
| L Enforceable Obligations funded with RPTTF (E):  | 1,253,342           |
| M Less Prior Period Adjustment (Report of Prior Period Adjustments Column AB)                               | -                   |
| <b>N Adjusted Current Period RPTTF Requested Funding (L-M)</b>  | <b>1,253,342</b>    |

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

|           |       |
|-----------|-------|
|           |       |
| Name      | Title |
| /s/       |       |
| Signature | Date  |

**Recognized Obligation Payment Schedule (ROPS) 13-14B - Report of Fund 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.

| A   | B   | C                                  | D                                 | E   | F   | G                            | H            | I       | J            | K        |
|---|---|------------------------------------|-----------------------------------|---|---|------------------------------|--------------|---------|--------------|----------|
| Fund Balance Information by ROPS Period           |   | Fund Sources                       |                                   |   |   |                              |              |         |              | Comments |
|   |   | Bond Proceeds                      |                                   | Reserve Balance   |   | Other                        | RPTTF        |         | Total        |          |
|   |   | Bonds Issued on or before 12/31/10 | Bonds Issued on or after 01/01/11 | Review balances retained for approved enforceable obligations | RPTTF balances retained for bond reserves | Rent, Grants, Interest, Etc. | Non-Admin    | Admin   |              |          |
| <b>ROPS III Actuals (01/01/13 - 6/30/13)</b>      |   |                                    |                                   |   |   |                              |              |         |              |          |
| 1   | <b>Beginning Available Fund Balance (Actual 01/01/13)</b><br>Note that for the RPTTF, 1 + 2 should tie to columns L and Q in the Report of Prior Period Adjustments (PPAs)            |                                    |                                   |   |   |                              |              |         | \$ -         |          |
| 2   | <b>Revenue/Income (Actual 06/30/13)</b> Note that the RPTTF amounts should tie to the ROPS III distributions from the County Auditor-Controller                                       |                                    |                                   |   |   |                              | 1,505,133    | 135,000 | \$ 1,640,133 |          |
| 3   | <b>Expenditures for ROPS III Enforceable Obligations (Actual 06/30/13)</b> Note that for the RPTTF, 3 + 4 should tie to columns N and S in the Report of PPAs                         |                                    |                                   |   |   |                              | 1,095,266    | 135,000 | \$ 1,230,266 |          |
| 4   | <b>Retention of Available Fund Balance (Actual 06/30/13)</b> Note that the Non-Admin RPTTF amount should only include the retention of reserves for debt service approved in ROPS III |                                    |                                   |   |   |                              | -            | -       | \$ -         |          |
| 5   | <b>ROPS III RPTTF Prior Period Adjustment</b> Note that the net Non-Admin and Admin RPTTF amounts should tie to columns O and T in the Report of PPAs.                                | No entry required                  |                                   |   |   |                              | 560,119      | -       | \$ 560,119   |          |
| 6   | <b>Ending Actual Available Fund Balance (1 + 2 - 3 - 4 - 5)</b>   | \$ -                               | \$ -                              | \$ -  | \$ -                                      | \$ -                         | \$ (150,252) | \$ -    | \$ (150,252) |          |
| <b>ROPS 13-14A Estimate (07/01/13 - 12/31/13)</b> |   |                                    |                                   |   |   |                              |              |         |              |          |
| 7   | <b>Beginning Available Fund Balance (Actual 07/01/13) (C, D, E, G, and I = 4 + 6, F = H4 + F6, and H = 5 + 6)</b>   | \$ -                               | \$ -                              | \$ -  | \$ -                                      | \$ -                         | \$ 409,867   | \$ -    | \$ 409,867   |          |
| 8   | <b>Revenue/Income (Estimate 12/31/13)</b><br>Note that the RPTTF amounts should tie to the ROPS 13-14A distributions from the County Auditor-Controller                               |                                    |                                   |   |   |                              | 1,236,619    | 125,000 | \$ 1,361,619 |          |
| 9   | <b>Expenditures for 13-14A Enforceable Obligations (Estimate 12/31/13)</b>  |                                    |                                   |   |   |                              | 1,556,647    | 125,000 | \$ 1,681,647 |          |
| 10  | <b>Retention of Available Fund Balance (Estimate 12/31/13)</b><br>Note that the RPTTF amounts may include the retention of reserves for debt service approved in ROPS 13-14A          |                                    |                                   |   |   |                              |              |         | \$ -         |          |
| 11  | <b>Ending Estimated Available Fund Balance (7 + 8 - 9 - 10)</b>   | \$ -                               | \$ -                              | \$ -  | \$ -                                      | \$ -                         | \$ 89,839    | \$ -    | \$ 89,839    |          |

**Recognized Obligation Payment Schedule (ROPS ) 13-14B - ROPS Detail**  
**January 1, 2014 through June 30, 2014**  
 (Report Amounts in Whole Dollars)

| A      | B  | C                          | D                                 | E                                   | F   | G  | H            | I                                    | J       | K   | L               | M           | N            | O          | P               |
|--------|--|----------------------------|-----------------------------------|-------------------------------------|---|--|--------------|--------------------------------------|---------|---|-----------------|-------------|--------------|------------|-----------------|
| Item # | Project Name / Debt Obligation   | Obligation Type            | Contract/Agreement Execution Date | Contract/Agreement Termination Date | Payee   | Description/Project Scope  | Project Area | Total Outstanding Debt or Obligation | Retired | Funding Source  |                 |             |              |            | Six-Month Total |
|        |  |                            |                                   |                                     |   |  |              |                                      |         | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) |                 |             | RPTTF        |            |                 |
|        |  |                            |                                   |                                     |   |  |              |                                      |         | Bond Proceeds   | Reserve Balance | Other Funds | Non-Admin    | Admin      |                 |
|        |  |                            |                                   |                                     |   |  |              | \$ 27,396,333                        |         | \$ -  | \$ -            | \$ -        | \$ 1,128,342 | \$ 125,000 | \$ 1,253,342    |
| 1      | 2004 A TABs  | Miscellaneous              | NA                                | NA                                  | Not a Mission Viejo Enforceable Obligation    | Not a Mission Viejo Enforceable Obligation   | 1            | -                                    | N       |   |                 |             |              |            | \$ -            |
| 2      | DSR Surety Repayment 2004 A TABs   | Miscellaneous              | NA                                | NA                                  | Not a Mission Viejo Enforceable Obligation    | Not a Mission Viejo Enforceable Obligation   | 1            | -                                    | N       |   |                 |             |              |            | \$ -            |
| 3      | Public Funding Lease Agreement 2004                                      | Miscellaneous              | NA                                | NA                                  | Not a Mission Viejo Enforceable Obligation    | Not a Mission Viejo Enforceable Obligation   | 1            | -                                    | N       |   |                 |             |              |            | \$ -            |
| 4      | Promissory Note Merged Redevelopment (Santa Fe Project)                  | Miscellaneous              | NA                                | NA                                  | Not a Mission Viejo Enforceable Obligation    | Not a Mission Viejo Enforceable Obligation   | 1            | -                                    | N       |   |                 |             |              |            | \$ -            |
| 5      | Promissory Note Merged Redevelopment (Neighborhood Preservation Project) | Miscellaneous              | NA                                | NA                                  | Not a Mission Viejo Enforceable Obligation    | Not a Mission Viejo Enforceable Obligation   | 1            | -                                    | N       |   |                 |             |              |            | \$ -            |
| 6      | Owner Participation Agreement Infiniti of Mission Viejo)                 | OPA/DDA/Construction       | 2/20/2012                         | 6/30/2013                           | Stradling Yocca Carlson Rauth                 | Covenant Compliance  | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 7      | Camino Capistrano Bridge Improvements                                    | OPA/DDA/Construction       | 2/20/2012                         | 6/30/2033                           | Stradling Yocca Carlson Rauth                 | Project Legal Services   | 1            | 50,000                               | N       |   |                 |             | -            |            | \$ -            |
| 8      | Camino Capistrano Bridge Improvements                                    | OPA/DDA/Construction       | 9/4/2002                          | 6/30/2033                           | Davis Company                                 | Economic Planning  | 1            | 50,000                               | N       |   |                 |             |              |            | \$ -            |
| 9      | Crown Valley Widening  | Improvement/Infrastructure | 2/21/2011                         | 6/30/2013                           | City of Laguna Niguel/Ortiz Enterprises, Inc. | Construction of Improvements   | 1            | 30,000                               | N       |   |                 |             | -            |            | \$ -            |
| 10     | Crown Valley Widening  | Improvement/Infrastructure | 2/21/2011                         | 6/30/2013                           | City of Laguna Niguel/Caltrop Corporation     | Construction Management Services   | 1            | 30,000                               | N       |   |                 |             | -            |            | \$ -            |
| 11     | Crown Valley Widening  | Improvement/Infrastructure | 2/21/2011                         | 6/30/2013                           | City of Laguna Niguel/RBF Consulting          | Construction Support Services  | 1            | 9,543                                | N       |   |                 |             | 9,543        |            | \$ 9,543        |
| 12     | Crown Valley Widening  | Improvement/Infrastructure | 2/21/2011                         | 6/30/2013                           | City of Laguna Niguel/RBF Consulting          | Design Services  | 1            | -                                    | N       |   |                 |             | -            |            | \$ -            |
| 13     | Crown Valley Widening  | Improvement/Infrastructure | 2/20/2012                         | 6/30/2013                           | Stradling Yocca Carlson Rauth                 | Project Legal Services   | 1            | 5,000                                | N       |   |                 |             | 5,000        |            | \$ 5,000        |
| 14     | Crown Valley Widening  | Improvement/Infrastructure | 2/21/2011                         | 6/30/2013                           | City of Laguna Niguel                         | Construction related share   | 1            | 196,427                              | N       |   |                 |             | 196,427      |            | \$ 196,427      |
| 15     | The Ridge Affordable Housing Agreement                                   | OPA/DDA/Construction       | 3/1/2010                          | 6/30/2018                           | Lennar Homes of California, Inc               | Affordable Housing Subsidy   | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 16     | The Ridge Affordable Housing Agreement                                   | OPA/DDA/Construction       | 2/20/2012                         | 6/30/2018                           | Stradling Yocca Carlson Rauth                 | Real Property Transaction Processing/Compliance Review/Regulatory Agreement Legal Services | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 17     | The Ridge Affordable Housing Agreement                                   | OPA/DDA/Construction       | 11/1/2012                         | 6/30/2057                           | Consultant                                    | Affordable Housing Monitoring Service/Initial Setup plus monthly monitoring                | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 18     | Low Moderate Income Housing Rehabilitation Loan Program                  | Fees                       | 6/13/2011                         | 6/30/2056                           | AmeriNational Community Services, Inc.        | Housing Rehabilitation Loan Monitoring   | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 19     | Low Moderate Income Housing Rehabilitation Loan Program                  | Legal                      | 2/20/2012                         | 6/30/2056                           | Stradling Yocca Carlson Rauth                 | Housing Rehabilitation Loan Program Legal Services   | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 20     | Arroyo Vista Apartments  | OPA/DDA/Construction       | 11/1/2012                         | 6/30/2049                           | Consultant                                    | Affordable Housing Monitoring Service/Initial Setup plus monthly monitoring                | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 21     | Arroyo Vista Apartments  | OPA/DDA/Construction       | 2/20/2012                         | 6/30/2049                           | Stradling Yocca Carlson Rauth                 | Regulatory Agreement Legal Services  | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 22     | Heritage Villas Apartments   | OPA/DDA/Construction       | 11/1/2012                         | 6/30/2053                           | Consultant                                    | Affordable Housing Monitoring Service/Initial Setup plus monthly monitoring                | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 23     | Heritage Villas Apartments   | OPA/DDA/Construction       | 2/20/2012                         | 6/30/2053                           | Stradling Yocca Carlson Rauth                 | Regulatory Agreement Legal Services  | 1            | -                                    | Y       |   |                 |             |              |            | \$ -            |
| 24     | Owner Participation Agreement - Kaleidoscope                             | OPA/DDA/Construction       | 10/30/1995                        | 6/30/2024                           | Stradling Yocca Carlson Rauth                 | Legal/Covenant Cpmpliance Services   | 1            | 35,000                               | N       |   |                 |             | 5,000        |            | \$ 5,000        |

**Recognized Obligation Payment Schedule (ROPS ) 13-14B - ROPS Detail**  
**January 1, 2014 through June 30, 2014**  
 (Report Amounts in Whole Dollars)

| A      | B  | C                                      | D                                 | E                                   | F                                      | G  | H            | I                                    | J       | K   | L               | M           | N         | O       | P               |
|--------|--|--|-----------------------------------|-------------------------------------|--|--|--------------|--------------------------------------|---------|---|-----------------|-------------|-----------|---------|-----------------|
| Item # | Project Name / Debt Obligation   | Obligation Type                        | Contract/Agreement Execution Date | Contract/Agreement Termination Date | Payee                                  | Description/Project Scope  | Project Area | Total Outstanding Debt or Obligation | Retired | Funding Source  |                 |             |           |         | Six-Month Total |
|        |  |  |                                   |                                     |  |  |              |                                      |         | Non-Redevelopment Property Tax Trust Fund (Non-RPTTF) |                 |             | RPTTF     |         |                 |
|        |  |  |                                   |                                     |  |  |              |                                      |         | Bond Proceeds   | Reserve Balance | Other Funds | Non-Admin | Admin   |                 |
| 25     | Independent Auditor Services   | Admin Costs                            | 4/2/2012                          | 6/30/2014                           | Rogers, Anderson, Malody & Scott LLP   | Audit Services   | 1            | -                                    | Y       |   |                 |             |           | -       | \$ -            |
| 26     | Oversight Board Legal Costs  | Admin Costs                            | 9/4/2012                          | 6/30/2015                           | Harper & Burns, LLP                    | Oversight Board Legal Services   | 1            | 30,000                               | N       |   |                 |             |           | 2,000   | \$ 2,000        |
| 27     | Administration   | Admin Costs                            | 2/1/2012                          | 12/31/2033                          | City of Mission Viejo                  | Administration   | 1            | -                                    | N       |   |                 |             |           | 123,000 | \$ 123,000      |
| 28     | 2009 Tax Allocation Notes/Bonds (Community Development Project)                  | Bonds Issued On or Before 12/31/10     | 5/29/2009                         | 6/1/2012                            | City of Mission Viejo                  | Tax Increment Pledge/Debt Service  | 1            | -                                    | Y       |   |                 |             |           |         | \$ -            |
| 29     | SERAF Loan Repayment   | Bonds Issued On or Before 12/31/10     | 3/1/2010                          | 6/30/2017                           | Mission Viejo Housing Authority        | Reapymnt of Loan related to 2010 SERAF obligation  | 1            | 1,420,644                            | N       |   |                 |             |           |         | \$ -            |
| 30     | Camino Capistrano Bridge Improvements  | OPA/DDA/Construction                   | 12/6/2001                         | 12/31/2012                          | RBF Consulting                         | Preliminary Bridge Improvement Design  | 1            | -                                    | Y       |   |                 |             |           |         | \$ -            |
| 31     | Investment Portfolio Reporting   | Admin Costs                            | 7/1/2011                          | 9/30/2012                           | Chandler Asset Management, Inc.        | FY 11-12 Investment Portfolio Reporting Services   | 1            | -                                    | Y       |   |                 |             |           |         | \$ -            |
| 32     | City Loans   | City/County Loans On or Before 6/27/11 | 7/30/2009                         | 6/30/2015                           | City of Mission Viejo                  | City Loan for redevelopment operations   | 1            | 493,880                              | N       |   |                 |             |           |         | \$ -            |
| 33     | Camino Capistrano Bridge Improvements  | OPA/DDA/Construction                   | 1/27/1993                         | 6/30/2033                           | Contractor                             | Construction of Improvements   | 1            | 939,052                              | N       |   |                 |             |           |         | \$ -            |
| 34     | City Loans   | City/County Loans On or Before 6/27/11 | 7/30/2009                         | 6/30/2015                           | Stradling Yocca Carlson Rauth          | Legal costs related to DOF denial and subsequent planned litigation  | 1            | 10,000                               | N       |   |                 |             | 10,000    |         | \$ 10,000       |
| 35     | City Loans   | City/County Loans On or Before 6/27/11 | 7/30/2009                         | 6/30/2015                           | Richards Watson Gershon                | Legal costs related to DOF denial and subsequent planned litigation  | 1            | 30,000                               | N       |   |                 |             | 30,000    |         | \$ 30,000       |
| 36     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) | Bonds Issued On or Before 12/31/10     | 5/1/1999                          | 9/1/2028                            | BNY Mellon Corporate Trust             | Bond Pledge  | 1            | 23,206,665                           | N       |   |                 |             | 500,000   |         | \$ 500,000      |
| 37     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) | Bonds Issued On or Before 12/31/10     | 7/1/2010                          | 12/31/2028                          | Arbitrage Compliance Specialists, Inc. | Arbitrage rebate calculation   | 1            | 17,500                               | N       |   |                 |             | 1,250     |         | \$ 1,250        |
| 38     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) | Bonds Issued On or Before 12/31/10     | 2/20/2012                         | 9/1/2028                            | Stradling Yocca Carlson Rauth          | Bond/Covenant Compliance   | 1            | 50,000                               | N       |   |                 |             | 5,000     |         | \$ 5,000        |
| 39     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) | Bonds Issued On or Before 12/31/10     | 9/4/2002                          | 9/1/2028                            | Davis Company                          | Economic Planning  | 1            | 15,000                               | N       |   |                 |             | 5,000     |         | \$ 5,000        |
| 40     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) | Bonds Issued On or Before 12/31/10     | 7/1/2010                          | 9/1/2028                            | HdL Coren & Cone                       | Property Tax Allocation Reporting  | 1            | 425,000                              | N       |   |                 |             | 8,500     |         | \$ 8,500        |
| 41     | Coopeation and Loan Agreement Pursuant to Health & Safety Code Section 34173(h)  | Prior Period RPTTF Shortfall           | 9/16/2013                         | 9/1/2028                            | City of Mission Viejo                  | Repayment of loan by City of Mission Viejo as provided by Section 34173 (h) for administrative costs, enforceable obligations, or project-related expenses for DOF approved Enforceable Obligations, including administrative costs. |              | 352,622                              | N       |   |                 |             |           | 352,622 | \$ 352,622      |

**Recognized Obligation Payment Schedule (ROPS) 13-14B - Report of Prior Period Adjustments**  
 Reported for the ROPS III (January 1, 2013 through June 30, 2013) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)  
 (Report Amounts in Whole Dollars)

**ROPS III Successor Agency (SA) Self-reported Prior Period Adjustments (PPA):** Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS III (July through December 2013) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 13-14B (January through June 2014) period will be offset by the SA's self-reported ROPS III prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.

| A      | B  | C  | D      | E             | F      | G  | H      | I           | J      | K                  | L   | M                                   | N            | O  | P          | Q   | R                                    | S          | T  | U  |
|--------|--|--|--------|---------------|--------|--|--------|-------------|--------|--------------------|---|-------------------------------------|--------------|--|------------|---|--------------------------------------|------------|--|--|
| Item # | Project Name / Debt Obligation   | Non-RPTTF Expenditures   |        |               |        |  |        |             |        | RPTTF Expenditures |   |                                     |              |  |            |   |                                      |            |  |  |
|        |  | LMIHF<br>(Includes LMIHF Due Diligence Review (DDR) retained balances) |        | Bond Proceeds |        | Reserve Balance<br>(Includes Other Funds and Assets DDR retained balances) |        | Other Funds |        | Non-Admin          |   |                                     |              |  | Admin      |   |                                      |            |  | Net SA Non-Admin and Admin PPA   |
|        |  | Authorized   | Actual | Authorized    | Actual | Authorized   | Actual | Authorized  | Actual | Authorized         | Available RPTTF (ROPS III distributed + all other available as of 1/1/13) | Net Lesser of Authorized/ Available | Actual       | Difference (If M is less than N, the difference is zero) | Authorized | Available RPTTF (ROPS III distributed + all other available as of 1/1/13) | Net Lesser of Authorized / Available | Actual     | Difference (If R is less than S, the difference is zero) | Net Difference (Amount Used to Offset ROPS 13-14B Requested RPTTF (O + T)) |
|        |  | \$ -   | \$ -   | \$ -          | \$ -   | \$ -   | \$ -   | \$ -        | \$ -   | \$ 1,505,133       | \$ 1,505,133  | \$ 1,505,133                        | \$ 1,095,266 | \$ 560,119   | \$ 135,000 | \$ 135,000  | \$ 135,000                           | \$ 135,000 | \$ -   | \$ 560,119   |
| 1      | 2004 A TABs  | N/A  |        |               |        |  |        |             |        | N/A                |   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 2      | 2004 B TABs  | N/A  |        |               |        |  |        |             |        | N/A                |   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 3      | Public Funding Lease Agreement 2004                                      | N/A  |        |               |        |  |        |             |        | N/A                |   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 4      | Promissory Note Merged Redevelopment (Santa Fe Project)                  | N/A  |        |               |        |  |        |             |        | N/A                |   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 5      | Promissory Note Merged Redevelopment (Neighborhood Preservation Project) | N/A  |        |               |        |  |        |             |        | N/A                |   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 6      | Owner Participation Agreement (Infiniti of Mission Viejo)                |  |        |               |        |  |        |             |        | 10,000             | 10,000  | \$ 10,000                           | 7,331        | \$ 2,669   |            |   | \$ -                                 |            | \$ -   | \$ 2,669   |
| 7      | Camino Capistrano Bridge Improvements                                    |  |        |               |        |  |        |             |        | 5,000              | 5,000   | \$ 5,000                            | 120          | \$ 4,880   |            |   | \$ -                                 |            | \$ -   | \$ 4,880   |
| 8      | Camino Capistrano Bridge Improvements                                    |  |        |               |        |  |        |             |        | 5,000              | 5,000   | \$ 5,000                            | -            | \$ 5,000   |            |   | \$ -                                 |            | \$ -   | \$ 5,000   |
| 9      | Crown Valley Widening  |  |        |               |        |  |        |             |        | 615,826            | 615,826   | \$ 615,826                          | 411,911      | \$ 203,915   |            |   | \$ -                                 |            | \$ -   | \$ 203,915   |
| 10     | Crown Valley Widening  |  |        |               |        |  |        |             |        | 77,212             | 77,212  | \$ 77,212                           | 27,096       | \$ 50,116  |            |   | \$ -                                 |            | \$ -   | \$ 50,116  |
| 11     | Crown Valley Widening  |  |        |               |        |  |        |             |        | 12,532             | 12,532  | \$ 12,532                           | 1,760        | \$ 10,772  |            |   | \$ -                                 |            | \$ -   | \$ 10,772  |
| 12     | Crown Valley Widening  |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                | -            | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 13     | Crown Valley Widening  |  |        |               |        |  |        |             |        | 5,000              | 5,000   | \$ 5,000                            | -            | \$ 5,000   |            |   | \$ -                                 |            | \$ -   | \$ 5,000   |
| 14     | Crown Valley Widening  |  |        |               |        |  |        |             |        | 310,313            | 310,313   | \$ 310,313                          | 113,886      | \$ 196,427   |            |   | \$ -                                 |            | \$ -   | \$ 196,427   |
| 15     | The Ridge Affordable Housing Agreement                                   |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                | -            | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 16     | The Ridge Affordable Housing Agreement                                   |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                | -            | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 17     | The Ridge Affordable Housing Agreement                                   |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                | -            | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 18     | Low Moderate Income Housing Rehabilitation Loan Program                  |  |        |               |        |  |        |             |        | 500                | 500   | \$ 500                              | 300          | \$ 200   |            |   | \$ -                                 |            | \$ -   | \$ 200   |
| 19     | Low Moderate Income Housing Rehabilitation Loan Program                  |  |        |               |        |  |        |             |        | 5,000              | 5,000   | \$ 5,000                            | -            | \$ 5,000   |            |   | \$ -                                 |            | \$ -   | \$ 5,000   |
| 20     | Arroyo Vista Apartments  |  |        |               |        |  |        |             |        | 20,000             | 20,000  | \$ 20,000                           | -            | \$ 20,000  |            |   | \$ -                                 |            | \$ -   | \$ 20,000  |
| 21     | Arroyo Vista Apartments  |  |        |               |        |  |        |             |        | 5,000              | 5,000   | \$ 5,000                            | 1,305        | \$ 3,695   |            |   | \$ -                                 |            | \$ -   | \$ 3,695   |
| 22     | Heritage Villas Apartments   |  |        |               |        |  |        |             |        | 20,000             | 20,000  | \$ 20,000                           | -            | \$ 20,000  |            |   | \$ -                                 |            | \$ -   | \$ 20,000  |
| 23     | Heritage Villas Apartments   |  |        |               |        |  |        |             |        | 10,000             | 10,000  | \$ 10,000                           | 1,305        | \$ 8,695   |            |   | \$ -                                 |            | \$ -   | \$ 8,695   |
| 24     | Owner Participation Agreement Kaleidoscope                               |  |        |               |        |  |        |             |        | 5,000              | 5,000   | \$ 5,000                            | -            | \$ 5,000   |            |   | \$ -                                 |            | \$ -   | \$ 5,000   |
| 25     | Independent Auditor Services   |  |        |               |        |  |        |             |        |                    |   | \$ -                                |              | \$ -   | 5,000      | 5,000   | \$ 5,000                             | 5,000      | \$ -   | \$ -   |
| 26     | Oversight Board Legal Costs  |  |        |               |        |  |        |             |        |                    |   | \$ -                                |              | \$ -   | 5,000      | 5,000   | \$ 5,000                             | 5,000      | \$ -   | \$ -   |
| 27     | Administration   |  |        |               |        |  |        |             |        |                    |   | \$ -                                |              | \$ -   | 125,000    | 125,000   | \$ 125,000                           | 125,000    | \$ -   | \$ -   |

**Recognized Obligation Payment Schedule (ROPS) 13-14B - Report of Prior Period Adjustments**  
 Reported for the ROPS III (January 1, 2013 through June 30, 2013) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)  
 (Report Amounts in Whole Dollars)

**ROPS III Successor Agency (SA) Self-reported Prior Period Adjustments (PPA):** Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS III (July through December 2013) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 13-14B (January through June 2014) period will be offset by the SA's self-reported ROPS III prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.

| A      | B  | C  | D      | E             | F      | G  | H      | I           | J      | K                  | L   | M                                   | N            | O  | P          | Q   | R                                    | S          | T  | U  |
|--------|--|--|--------|---------------|--------|--|--------|-------------|--------|--------------------|---|-------------------------------------|--------------|--|------------|---|--------------------------------------|------------|--|--|
| Item # | Project Name / Debt Obligation   | Non-RPTTF Expenditures   |        |               |        |  |        |             |        | RPTTF Expenditures |   |                                     |              |  |            |   |                                      |            |  |  |
|        |  | LMIHF<br>(Includes LMIHF Due Diligence Review (DDR) retained balances) |        | Bond Proceeds |        | Reserve Balance<br>(Includes Other Funds and Assets DDR retained balances) |        | Other Funds |        | Non-Admin          |   |                                     |              |  | Admin      |   |                                      |            |  | Net SA Non-Admin and Admin PPA   |
|        |  | Authorized   | Actual | Authorized    | Actual | Authorized   | Actual | Authorized  | Actual | Authorized         | Available RPTTF (ROPS III distributed + all other available as of 1/1/13) | Net Lesser of Authorized/ Available | Actual       | Difference (If M is less than N, the difference is zero) | Authorized | Available RPTTF (ROPS III distributed + all other available as of 1/1/13) | Net Lesser of Authorized / Available | Actual     | Difference (If R is less than S, the difference is zero) | Net Difference (Amount Used to Offset ROPS 13-14B Requested RPTTF (O + T)) |
|        |  | \$ -   | \$ -   | \$ -          | \$ -   | \$ -   | \$ -   | \$ -        | \$ -   | \$ 1,505,133       | \$ 1,505,133  | \$ 1,505,133                        | \$ 1,095,266 | \$ 560,119   | \$ 135,000 | \$ 135,000  | \$ 135,000                           | \$ 135,000 | \$ -   | \$ 560,119   |
| 28     | 2009 Tax Allocation Notes/Bonds (Community Development Project)                  |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 29     | SERAF Loan Repayment   |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 30     | Camino Capistrano Bridge Improvements  |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 31     | Investment Portfolio Reporting   |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 32     | City Loans   |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                | 28,302       | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 33     | Camino Capistrano Bridge Improvements  |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                |              | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 34     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) |  |        |               |        |  |        |             |        | 362,500            | 362,500   | \$ 362,500                          | 469,000      | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 35     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) |  |        |               |        |  |        |             |        | 10,000             | 10,000  | \$ 10,000                           | 10,464       | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 36     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) |  |        |               |        |  |        |             |        | 5,000              | 5,000   | \$ 5,000                            | -            | \$ 5,000   |            |   | \$ -                                 |            | \$ -   | \$ 5,000   |
| 37     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) |  |        |               |        |  |        |             |        | 11,250             | 11,250  | \$ 11,250                           | 7,500        | \$ 3,750   |            |   | \$ -                                 |            | \$ -   | \$ 3,750   |
| 38     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) |  |        |               |        |  |        |             |        | -                  | -   | \$ -                                | 12,887       | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 39     | 1999 Variable Rate Demand Revenue Bonds (Mission Viejo Mall Improvement Project) |  |        |               |        |  |        |             |        |                    |   | \$ -                                | 2,100        | \$ -   |            |   | \$ -                                 |            | \$ -   | \$ -   |
| 40     | Owner Participation Agreement Infiniti of Mission Viejo)                         |  |        |               |        |  |        |             |        | 10,000             | 10,000  | \$ 10,000                           | -            | \$ 10,000  |            |   | \$ -                                 |            | \$ -   | \$ 10,000  |





**Recognized Obligation Payment Schedule 13-14B - Notes**

January 1, 2014 through June 30, 2014

| Item # | Notes/Comments   |
|--------|--|
| 1      | DOF Incorrectly listed as Mission Viejo Successor Agency enforceable obligation.   |
| 2      | DOF Incorrectly listed as Mission Viejo Successor Agency enforceable obligation.   |
| 3      | DOF Incorrectly listed as Mission Viejo Successor Agency enforceable obligation.   |
| 4      | DOF Incorrectly listed as Mission Viejo Successor Agency enforceable obligation.   |
| 5      | DOF Incorrectly listed as Mission Viejo Successor Agency enforceable obligation.   |
| 12     | Enforceable obligation completed.  |
| 18     | DOF denied.  |
| 19     | DOF denied.  |
| 20     | DOF denied.  |
| 21     | DOF denied.  |
| 22     | DOF denied.  |
| 23     | DOF denied.  |
| 28     | Bonds matured in 2012.   |
|        | Amount loaned by City of Mission Viejo as provided by Section 34173 (h) for administrative costs, enforceable obligations, or project-related expenses for DOF |
| 41     | approved Enforceable Obligations, including administrative costs.  |