

HUNTINGTON BEACH OVERSIGHT BOARD

*of the Successor Agency of the former
City of Huntington Redevelopment Agency*

Meeting Agenda

May 14, 2012

5:30 P.M.

City Hall, 2000 Main Street, Civic Center Lower Level,
Room B-8, Huntington Beach, CA 92648



BOARD MEMBERS: City of Huntington Beach appointee **Mayor Don Hansen**; County Board of Supervisors appointees **Lucy Dunn** and **Steve Bone**; Community Colleges Districts appointee **W. Andrew “Andy” Dunn**; Orange County Office of Education appointee **Carrie Delgado**; Former Huntington Beach Redevelopment Agency employee representative **Kellee Fritzal**; Special District – Orange County Sanitation District appointee **Joe Carchio**

CALL TO ORDER: 5:30 P.M.

ROLL CALL: Chair Hansen, Vice Chair L. Dunn, Bone, A. Dunn, Delgado, Fritzal and Carchio

PLEDGE OF ALLEGIANCE: To be announced.

SUPPLEMENTAL COMMUNICATIONS: Announced by Board Secretary.

PUBLIC COMMENTS: *Limited to 3 minutes per person*

BUSINESS:

1. Approval and Adoption of the April 5, 2012 Minutes

Recommended Board Action:

Approve and adopt the Oversight Board minutes of the meeting of April 5, 2012, as written and on file in the Office of the Secretary of the Board.

2. Approve Amendments to the Recognized Obligation Payment Schedule (ROPS) for the Period of January 1, 2012 through June 30, 2012; and approve the ROPS for the Period of July 1, 2012 through December 31, 2012

Recommended Board Action:

A) Approve amendments to the Recognized Obligation Payment Schedule (ROPS) for the period covering January 1, 2012 to June 30, 2012.

B) Approve the Recognized Obligation Payment Schedule (ROPS) for the period covering July 1, 2012 to December 31, 2012.

ADJOURNMENT: The next meeting is tentatively scheduled for Monday, October 8, 2012, 4:30 p.m. at City Hall, 2000 Main Street, Civic Center Lower Level, Room B-8.

BUSINESS ITEM #1

**Minutes
City of Huntington Beach Oversight Board of the Successor Agency
of the Former City of Huntington Beach Redevelopment Agency
Special Meeting**

Thursday, April 5, 2012
4:30 PM - Room B-8
Civic Center, 2000 Main Street
Huntington Beach, California 92648

An audio recording of this meeting
is archived at
<http://www.huntingtonbeachca.gov/OversightBoard>

4:30 PM - ROOM B-8

CALL TO ORDER – 4:35 PM

ROLL CALL

PRESENT: Hansen, L. Dunn, Bone, A. Dunn, Delgado, Fritzal, Carchio
ABSENT: None

PLEDGE OF ALLEGIANCE - Led by Vice Chair Lucy Dunn

ANNOUNCEMENT OF SUPPLEMENTAL COMMUNICATIONS (Received after Agenda Distribution) – Board Secretary Joan L. Flynn announced one supplemental communication – a PowerPoint presentation supplied by Finance Director Lori Ann Ferrell, and entitled “Recognized Obligation Payment Schedule per AB 1X26 – Sections 34169 and 34171.”

PUBLIC COMMENTS (3 Minute Time Limit) - None

BUSINESS:

Introduction of Orange County Sanitation Appointee and Oath of Office

Introduction of Oversight Board Member appointed by the Orange County Sanitation District, Joe Carchio, was made and the Oath of Office was administered by the Oversight Board Secretary, Joan L. Flynn.

Oath of Office Administered to Oversight Board Chairperson and Vice Chairperson

Oversight Board Secretary Joan L. Flynn administered the Oath of Office to Chair Don Hansen and Vice Chair Lucy Dunn.

Approved and Adopted Minutes for the March 26, 2012 Special Meeting

A motion was made by Delgado, second Bone, to approve and adopt the Oversight Board minutes of the meeting of March 26, 2012, as written and on file in the Office of the Board Clerk, Joan L. Flynn. The motion passed by the following roll call vote:

AYES: Hansen, L. Dunn, Bone, A. Dunn, Delgado, Fritzal
NOES: None
ABSTAIN: Carchio

Presentation Was Made by Finance Director Lori Ann Farrell - Reviewed the Recognized Obligations Payment Schedule (ROPS) and Approved the Recognized Obligations Payment Schedule (ROPS) and Approved the Enforceable Obligation Payment Schedule (EOPS)

Boardmember Steve Bone made an announcement that, as a shareholder, he had an economic conflict of interest within the EOPS and ROPS for items pertaining to the Hilton and the Hyatt. Director Farrell indicated the PowerPoint was broken into two sections – one which contained no projects or debt obligations referencing either hotel and a second portion which only contained those hotels. The board decided they would hear the first section that did not include the hotels, and then vote on that section only. Boardmember Bone would then recuse himself while the second presentation of the EOPS and ROPS was reviewed, discussed and voted upon.

After the presentation by Director Farrell discussion ensued on the following topics: the inclusion of the obligations in other supporting, audited reports and any outside audits performed in relation to the items on the EOPS and ROPS; the substance of the amendments which were submitted to the City Council at their last meeting (the EOPS and ROPS listings given to the Oversight Board at their first meeting contained all the amendments); the possibility and protocol to incorporate any future claim to an obligation that is not on the list; the addition to the ROPS of the cost of outside counsel if any were hired by the Board; and how the payment priority would be assigned if not enough tax increment was realized to pay all the obligations.

A motion was made by Carchio, second Delgado, to approve the Enforceable Obligation Payment Schedule (EOPS) excluding #14 and #15 on page one (land purchase for commercial development of the Hilton, the Hyatt, Town Square, the Main Street Parking Structure, California Resorts Projects and residential development) and # 2 on page two (Hyatt Regency Huntington Beach Project), and #14 on page two (HUD Section 108 infrastructure loan for Hyatt/Hilton Properties) for the period covering August 1, 2011 to June 30, 2012. The motion passed by the following roll call vote:

AYES: Hansen, L. Dunn, Bone, A. Dunn, Delgado, Fritzal, Carchio
NOES: None

A motion was made by Carchio, second Delgado, to approve the Recognized Obligation Payment Schedule (ROPS) excluding #14 and #15 on page one (land purchase for commercial development of the Hilton, the Hyatt, Town Square, the Main Street Parking Structure, California Resorts Projects and residential development) and # 2 on page two (Hyatt Regency Huntington Beach Project), and #14 on page two (HUD Section 108 infrastructure loan for Hyatt/Hilton

Properties) for the period covering January 1, 2012 to June 30, 2012. The motion passed by the following roll call vote:

AYES: Hansen, L. Dunn, Bone, A. Dunn, Delgado, Fritzal, Carchio
NOES: None

Board Member Bone recused himself and left the room. At that time Finance Director Farrell continued the second portion of the presentation which reviewed only the Hilton/Hyatt Projects/Debt Obligations.

A motion was made by A. Dunn, second Carchio, to approve the Enforceable Obligation Payment Schedule (EOPS) items #14 and #15 on page one (land purchase for commercial development of the Hilton, the Hyatt, Town Square, the Main Street Parking Structure, California Resorts Projects and residential development) and # 2 on page two (Hyatt Regency Huntington Beach Project), and #14 on page two (HUD Section 108 infrastructure loan for Hyatt/Hilton Properties) for the period covering August 1, 2011 to June 30, 2012. The motion passed by the following roll call vote:

AYES: Hansen, L. Dunn, A. Dunn, Delgado, Fritzal, Carchio
NOES: None
RECUSE/ABSTAIN Bone

A motion was made by A. Dunn, second Carchio, to approve the Recognized Obligation Payment Schedule (ROPS) items #14 and #15 on page one (land purchase for commercial development of the Hilton, the Hyatt, Town Square, the Main Street Parking Structure, California Resorts Projects and residential development) and # 2 on page two (Hyatt Regency Huntington Beach Project), and #14 on page two (HUD Section 108 infrastructure loan for Hyatt/Hilton Properties) for the period covering January 1, 2012 to June 30, 2012. The motion passed by the following roll call vote:

AYES: Hansen, L. Dunn, A. Dunn, Delgado, Fritzal, Carchio
NOES: None
RECUSE/ABSTAIN: Bone

Boardmember Bone was alerted of the conclusion of the presentation and vote, and returned to the meeting room.

Approved the Administrative Budget for the Successor Agency for Fiscal Year 2011/12

A motion was made by Bone, second by Carchio, to approve and establish a Successor Agency Administrative Budget for Fiscal Year 2011/12 totaling \$425,000 for the Merged Project Area and \$7,000 for the Southeast Costal Project Area, for a combined total of \$432,000. The motion passed by the following roll call vote:

AYES: Hansen, L. Dunn, Bone, A. Dunn, Delgado, Fritzal, Carchio
NOES: None

Approved and Adopted the Amended Oversight Board Conflict of Interest Code Resolution No. 2012-01 Changing the Filing Official for the Statement of Economic Interest Form 700 from the Orange County Clerk of the Board to the City Clerk of the City of Huntington Beach

A motion was made by L. Dunn, second Carchio, to approve and re-adopt Resolution No. 2012-01 entitled: *"A Resolution of the Oversight Board to the Successor Agency to the Dissolved Huntington Beach Redevelopment Agency Adopting its Conflict of Interest Code for the Oversight Board."* The motion passed by the following roll call vote:

AYES: Hansen, L. Dunn, Bone, A. Dunn, Delgado, Fritzal, Carchio
NOES: None

Item Placed on Agenda by Vice Chair Lucy Dunn to Discuss Retention of Outside Counsel Representation for the Oversight Board

Boardmember L. Dunn discussed information she had gained from another Oversight Board regarding an RFP for outside Board counsel. Chair Hansen requested that Board Members share any information they receive as to Best Practices from other Oversight Boards so that the Board could review the information for potential incorporation by the Huntington Beach Board.

Board Member Comments

Chair Hansen requested that a Heading of "Board Member Comments" be added at the end of all upcoming Board agendas so that members could make announcements on items not agendized.

Adjournment at 5:28 PM. Chair Hansen announced the next regularly scheduled meeting of Monday, April 9, 2012 will be cancelled. A Special Meeting of the Oversight Board will be tentatively scheduled to be held on Monday, May 14, 2012, at 4:30 p.m. in City Hall, 2000 Main Street, Civic Center Lower Level, Room B-8

Joan L. Flynn
Secretary of the Huntington Beach Oversight Board of
the Successor Agency of the Former City of
Huntington Beach, California Redevelopment Agency

Donald F. Hansen Jr.
Chair of the Huntington Beach Oversight Board of the
Successor Agency of the Former City of Huntington
Beach, California Redevelopment Agency

BUSINESS ITEM #2

AGENDA REPORT
Oversight Board of the Successor Agency to the
Redevelopment Agency

MEETING DATE: May 14, 2012

SUBJECT/ACTION: Approve the Amendments to the Recognized Obligation Payment Schedule (ROPS) for the Period of January 1, 2012 through June 30, 2012; and approve the ROPS for the Period of July 1, 2012 through December 31, 2012

RECOMMENDED ACTION

- 1) Approve amendments to the Recognized Obligation Payment Schedule (ROPS) for the period covering January 1, 2012 to June 30, 2012.
- 2) Approve the Recognized Obligation Payment Schedule (ROPS) for the period covering July 1, 2012 to December 31, 2012.

BACKGROUND AND DISCUSSION

On December 29, 2011, the California State Supreme Court announced its ruling upholding ABx1 26 dissolving redevelopment agencies. Based upon the Court's ruling, Successor Agencies were required to adopt an Enforceable Obligation Payment Schedule (EOPS) and a Recognized Obligation Payment Schedule (ROPS) that reflect the legally enforceable financial obligations of the former redevelopment agencies. The EOPS and ROPS were last approved on April 2, 2012, for the January 2012 through June 2012 period. Oversight Board authorization is requested to make amendments to the ROPS for the January 1, 2012 through June 30, 2012 period to reflect adjustments requested by the State Department of Finance. Authorization is also requested to approve a new ROPS for the next six-month period of July 1, 2012 through December 31, 2012, as required pursuant to ABx1 26.

ABx1 26 defines the EOPS and ROPS as listings of all legally binding and enforceable agreements or contracts of the former Redevelopment Agency, including those necessary for the continued administration and operation of the Successor Agency. First, the EOPS was adopted on August 15, 2011; it was subsequently amended on January 31, 2012, and April 2, 2012; and submitted to the County Auditor-Controller, State Department of Finance (DOF) and the State Controller's Office, pursuant to ABx1 26. The ROPS, which is virtually identical to the EOPS, was first approved administratively on January 31, 2012, and was later amended and formally approved by the Oversight Board on April 5, 2012. That ROPS covered the period January 1, 2012 through June 30, 2012.

Staff has created a new ROPS for the enforceable obligations that will need to be paid over the next six-month period, or July 1, 2012 through December 31, 2012, pursuant to ABx1 26. Staff has also made amendments to the previously approved ROPS for the January 1, 2012 through June 30, 2012 period, to remove payments that the State Department of Finance contends are not enforceable obligations. Please note that staff is disputing the State's contention that any items listed on the ROPS are not enforceable obligations and we will be providing additional documentation to the State in support of our position with the assistance of outside Counsel. However, in order to obtain approval for the remaining items on the ROPS, the disputed items have been removed until further notice.

The State Department of Finance notified the Huntington Beach Successor Agency on April 30, 2012, that the loans and advances that were made by the City to the Redevelopment Agency, that have a remaining outstanding balance of \$71.8 million, are not enforceable obligations under ABx1 26 Section 34171 (d). In order for the Successor Agency to continue making payments for the other undisputed items on the ROPS for the January 1, 2012 through June 30, 2012 period, it is advisable that the ROPS include amendments to remove the disputed items until a final determination has been made. Hence, Attachment A removes the loans between the City and the Redevelopment Agency that are currently under dispute; however, please note that we are reserving our full right to legally challenge the State's position. In addition, the State has also disputed \$314,000 of legal, audit, consultant and staffing costs as they contend these costs are administrative and exceed the cap for administrative expenses.

The ROPS must be prepared and submitted every six months. The attached ROPS for the period of July 1, 2012 through December 31, 2012 is due by May 15, 2012, according to the Department of Finance. This tight deadline is required in order for the DOF to review and approve the items on the ROPS prior to the distribution of property taxes by the County Auditor Controllers on June 1, 2012. Please also note that the ROPS is subject to review and certification by an external auditor as to accuracy. The County Auditor-Controller will conduct an audit of the ROPS by July 1, 2012, and submit its findings to the State Controller's Office by July 15, 2012.

ALTERNATIVE ACTION

The Oversight Board may desire to approve alternative amendments to the Recognized Obligation Payment Schedule (ROPS) for the Period of January 1, 2012 through June 30, 2012; and/or approve an alternative ROPS for the Period of July 1, 2012 through December 31, 2012.

Attachments

ATTACHMENT #1

Name of Redevelopment Agency: The Redevelopment Agency of the City of Huntington Beach
 Project Area(s) Merged Project Area

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 DISPUTED ITEMS

Period Covered: January 1, 2012 through June 30, 2012

Project Name / Debt Obligation ****	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12	***Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)						2012 Totals				
								Payments by Month										
								Jan 2012	Feb 2012	Mar 2012	Apr 2012	May 2012	June 2012					
3) Yorkdown Lake Redevelopment,	June 1983-August 15, 1985-Various Operative Agreements-Amendments through 1992	City of Huntington Beach	Legally-binding Operative Agreements-for-	Merged	708,033	26,972	RPTTF	26,972										
2) Talbert Beach Redevelopment,		City of Huntington Beach	costs related to expenditures of the-	Merged	381,323	14,528	RPTTF	14,528										
3) Main Pier Redevelopment, Oakview		City of Huntington Beach	redevelopment agency pertaining to the-	Merged	1,422,931	54,975	RPTTF	54,975										
4) Redevelopment, and Huntington		City of Huntington Beach	following redevelopment projects:	Merged	2,310,822	88,388	RPTTF	88,388										
5) Center Commercial District		Yorkdown Lake-Talbert Beach, Main-		Merged	584,074	22,253	RPTTF	22,253										
6) Redevelopment Projects		City of Huntington Beach	Pier, Oakview-and Huntington-Center	Merged	1,757,447	66,947	RPTTF	66,947										
7) Redevelopment Projects		City of Huntington Beach	Commercial District	Merged	250,523	10,002	RPTTF	10,002										
8) Redevelopment Projects		City of Huntington Beach	Principal Amount - \$9,879,613	Merged	88,284	3,300	RPTTF	3,300										
9) Redevelopment Projects		City of Huntington Beach	Interest Rate - 3.81%	Merged	72,254	2,753	RPTTF	2,753										
10) Redevelopment Projects		City of Huntington Beach	Debt Incurred - June 1983, August-	Merged	91,484	3,485	RPTTF	3,485										
14) Redevelopment Projects		City of Huntington Beach	15, 1985-Various Operative Agreement-	Merged	883,501	28,041	RPTTF	28,041										
15) Redevelopment Projects		City of Huntington Beach	Amendments through 1992	Merged	17,588	660	RPTTF	660										
13) Land purchased for commercial		September 7, 1980 and September 4, 1990	City of Huntington Beach	Legally-binding Operative Agreement for-	Merged	734,550	75,243	RPTTF	75,243									
14) development of the Hilton, the Hyatt-			City of Huntington Beach	the purchase of land for development of the	Merged	2,225,001	231,367	RPTTF	231,367									
15) Town Square, the Main Street Parking	City of Huntington Beach		Merged Project Area-Principal Amount-	Merged	48,856,310	4,872,388	RPTTF	4,660,051										
16) Structure, California Resorts Projects	City of Huntington Beach		\$30,823,417, Interest Rate - 3.81%, Debt-	Merged	3,648,139	379,353	RPTTF	382,922										
17) and residential development	City of Huntington Beach		Incurred on September 7, 1980 and-	Merged	4,110,248	427,405	RPTTF	408,784										
18) Land Sale Emerald Cove	May 18, 2009	COHB Park A & O Fund	Legally Binding Operative Agreement															
19) Principal Amount - \$1,740,834, Interest			Rate 3.81%, Debt Incurred on May 18,															
20) 2009				Merged	5,468,098		RPTTF											
21) Water Infrastructure Construction for the	1987	COHB Water Utility	Legally Binding Operative Agreement-	Merged	556,028		RPTTF											
22) Merged Project Area		COHB Water Utility	Principal Amount - \$1,138,000, Interest-	Merged	3,558,181		RPTTF											
23) Water Infrastructure Construction for the	1987	COHB Drainage Utility	Rate 3.81%, Debt Incurred in 1987	Merged	663,806		RPTTF											
24) Merged Project Area		COHB Sewer Utility	Legally Binding Operative Agreement-	Merged	375,438		RPTTF											
25) Drainage Infrastructure Construction for the	September 4, 1990	COHB Sewer Utility	Principal Amount - \$350,000, Interest Rate-	Merged	171,540		RPTTF											
26) Main Pier Project		COHB Drainage Utility	3.81%, Debt Incurred in 1987	Merged	182,602		RPTTF											
27) Sewer Infrastructure Construction for the	1984	COHB Sewer Utility	Legally Binding Operative Agreement-	Merged	405,591		RPTTF											
28) Main Pier Project		COHB Sewer Utility	Principal Amount - \$330,560, Interest Rate-	Merged	171,540		RPTTF											
29) Deferred Developer Fees Park E	1984	COHB Park A & D Fund	Legally Binding Operative Agreement-	Merged	182,602		RPTTF											
30) Acquisition Fee		COHB Sewer Utility	Principal Amount - \$330,203, Interest Rate-	Merged	182,602		RPTTF											
31) Deferred Developer Fees Sewer Fee	1984	COHB Sewer Utility	3.81%, Debt Incurred in 1984	Merged	182,602		RPTTF											
32) Deferred Developer Fees Drainage Fee		COHB Drainage Utility		Merged	182,602		RPTTF											
Totals - This Page				Merged	182,602		RPTTF											
Totals - ROPS RPTTF Page 2					\$ 5,488,098	\$ -	RPTTF	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
Totals - ROPS RPTTF Page 3					\$ 38,422,408	\$ 3,170,962	RPTTF	\$ 512,588	\$ -	\$ -	\$ 2,658,599	\$ -	\$ 1,775	\$ -	\$ 3,170,962	\$ -	\$ -	
Totals - ROPS RPTTF Page 4					\$ 21,288,075	\$ 1,347,322	RPTTF	\$ 28,794	\$ 28,794	\$ 28,795	\$ 754,274	\$ 25,534	\$ 487,131	\$ -	\$ 1,347,322	\$ -	\$ -	
Totals - ROPS RPTTF Page 5					\$ 6,560,560	\$ 284,548	RPTTF	\$ 8,706	\$ 20,518	\$ 9,205	\$ 7,706	\$ 7,706	\$ 232,708	\$ -	\$ 284,548	\$ -	\$ -	
Totals - ROPS Admin Cost Allow Page 6					\$ 915,109	\$ 54,060	RPTTF	\$ -	\$ -	\$ -	\$ -	\$ 49,060	\$ -	\$ 5,000	\$ -	\$ 54,060	\$ -	
Totals - ROPS Pass Through Page 7					\$ 250,000	\$ 250,000	ADMIN	\$ 41,667	\$ 41,667	\$ 41,667	\$ 41,667	\$ 41,667	\$ 41,667	\$ 41,665	\$ 250,000	\$ -	\$ -	
Totals - ROPS Other Page 8					\$ 2,653,000	\$ 2,653,000	PASS THRU	\$ -	\$ 350,000	\$ -	\$ -	\$ -	\$ -	\$ 2,303,000	\$ 2,653,000	\$ -	\$ -	
Grand total - All Pages					\$ 45,405,322	\$ 1,681,116	OTHER	\$ -	\$ -	\$ -	\$ -	\$ 1,881,115	\$ -	\$ -	\$ 1,681,115	\$ -	\$ -	
					\$ 120,962,570	\$ 9,441,008		\$ 587,755	\$ 438,979	\$ 77,668	\$ 5,190,422	\$ 74,807	\$ 3,071,277	\$ 9,441,008	\$ -	\$ -	\$ -	

* The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board before the final ROPS is submitted to the State Controller and State Department of Finance by April 16, 2012. It is not a requirement that the Agreed Upon Procedures Audit be completed before submitting the final Oversight Approved ROPS to the State Controller and State Department of Finance.
 ** Notwithstanding AB 1X26, these agreements are included because among other reasons, they are validated by operation of law prior to AB 1X26.
 ***Funding sources from the successor agency: (For fiscal 2011-12 only, references to RPTTF could also mean tax increment allocated to the Agency prior to February 1, 2012.)
 RPTTF - Redevelopment Property Tax Trust Fund
 LMIHF - Low and Moderate Income Housing Fund
 Bonds - Bond proceeds
 Admin - Successor Agency Administrative Allowance
 Other - reserves, rents, interest earnings, etc.
 **** The outstanding debts for line items 1-17 and 19-26 are stricken as they are under dispute with the Department of Finance; however, the Successor Agency reserves the right to pursue legal remedies, as necessary, and or provide additional documentation.

Name of Redevelopment Agency: The Redevelopment Agency of the City of Huntington Beach
 Project Area(s) Merged Project Area and Southeast Coastal Project Area

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 DISPUTED ITEMS

Period Covered: January 1, 2012 through June 30, 2012

Project Name / Debt Obligation ****	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12	***Funding Source	Payable from the Administrative Allowance Allocations ****							
								Payments by month							2012 Totals
								Jan 2012	Feb 2012	Mar 2012	Apr 2012	May 2012	June 2012		
1) Enforcement of Successor Agency compliance and monitoring per AB 1X26	January through June 2012	Successor Agency	Successor Agency administrative obligations relating to maintaining payments on enforceable obligations and other activities as required by AB 1X26	Merged	424,504	318,604	Admin	35,400	35,400	35,400	35,400	35,400	141,604	318,604	
2) Successor Agency compliance and monitoring per AB 1X26	January through June 2012	Successor Agency	Successor Agency administrative obligations relating to maintaining payments on enforceable obligations and other activities as required by AB 1X26	Southeast Coastal	7,000	5,254	Admin	583	583	583	583	583	2,326	5,254	
3) Enforcement of Successor Agency compliance and monitoring per AB 1X26 ****	January through June 2012	Successor Agency, Kane Ballmer, Keyser Marston, and Macias Gini & O'Connell LLP	Successor Agency administrative obligations relating to maintaining payments on enforceable obligations and other activities as required by AB 1X26	Merged & Southeast Coastal	250,000	250,000	Admin	41,667	41,667	41,667	41,667	41,667	41,665	\$ 250,000	
					\$ 250,000	\$ 250,000	Admin	\$ 41,667	\$ 41,667	\$ 41,667	\$ 41,667	\$ 41,667	\$ 41,665	\$ 250,000	

* The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board before the final ROPS is submitted to the State Controller and State Department of Finance by April 15, 2012. It is not a requirement that the Agreed Upon Procedures Audit be completed before submitting the final Oversight Approved ROPS to the State Controller and State Department of Finance.
 ** Notwithstanding AB 1X26, these agreements are included because among other reasons, they are validated by operation of law prior to AB 1X26.
 ***Funding sources from the successor agency: (For fiscal 2011-12 only, references to RPTTF could also mean tax increment allocated to the Agency prior to February 1, 2012.)
 RPTTF - Redevelopment Property Tax Trust Fund Bonds - Bond proceeds Other - reserves, rents, interest earnings, etc
 LMIHF - Low and Moderate Income Housing Fund Admin - Successor Agency Administrative Allowance
 **** Administrative Cost Allowance caps are 5% of Form A 6-month totals in 2011-12 and 3% of Form A 6-month totals in 2012-13. The calculation should not factor in pass through payments paid for with RPTTF in Form D.
 ***** The outstanding debts for line items 1 and 2 are stricken as they are under dispute with the Department of Finance; however, the Successor Agency reserves the right to pursue legal remedies, as necessary, and or provide additional documentation.

ATTACHMENT #2

Name of Redevelopment Agency: The Redevelopment Agency of the City of Huntington Beach
 Project Area(s) Merged Project Area

FORM A - Redevelopment Property Tax Trust Fund (RPTTF)

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RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AB 26 - Section 34177 (c)

Period Covered: July 1, 2012 through December 31, 2012

Project Name / Debt Obligation ****	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12 ***	****Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)									
								Payments by Month									
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	2012 Totals			
1) Yarktown Lake Redevelopment	June 1983	City of Huntington Beach	Legally binding Operative Agreements for	Merged	708,033	26,977	RPTTF										
2) Talbert Beach Redevelopment	August 18, 1985, Various	City of Huntington Beach	cost related to expenditures of the	Merged	381,323	14,528	RPTTF										
3) Main Pier Redevelopment, Oakview		City of Huntington Beach	development agency pertaining to the	Merged	4,442,023	54,075	RPTTF										
4) Redevelopment and Huntington		City of Huntington Beach	following redevelopment projects	Merged	2,319,883	88,388	RPTTF										
5) Center-Commercial District		City of Huntington Beach	Yarktown Lake, Talbert Beach, Main	Merged	584,074	22,262	RPTTF										
6) Redevelopment Projects		City of Huntington Beach	Pier, Oakview and Huntington Center	Merged	1,767,142	66,047	RPTTF										
7)		City of Huntington Beach	Commercial District	Merged	263,523	10,002	RPTTF										
8)		City of Huntington Beach	Principal Amount - \$9,870,610	Merged	88,084	3,200	RPTTF										
9)		City of Huntington Beach	Interest Rate - 3.81%	Merged	73,264	2,762	RPTTF										
10)		City of Huntington Beach	Dates Debt Incurred: June 1983, August	Merged	01,461	3,485	RPTTF										
11)		City of Huntington Beach	15, 1985, Various Operative Agreement	Merged	683,504	26,041	RPTTF										
12)		City of Huntington Beach	Amendments through 1992	Merged	17,568	680	RPTTF										
13)		City of Huntington Beach	Legally binding Operative Agreement for	Merged	724,550	76,282	RPTTF										
14)		City of Huntington Beach	the purchase of land for development of the	Merged	2,026,001	231,367	RPTTF										
15)		City of Huntington Beach	Merged Project Area Principal Amount -	Merged	46,856,310	4,673,269	RPTTF										
16)		City of Huntington Beach	\$32,833,417, Interest Rate - 3.81%, Debt	Merged	3,648,130	370,363	RPTTF										
17)		City of Huntington Beach	Incurred on September 7, 1980 and	Merged	4,110,245	427,406	RPTTF										
18)		City of Huntington Beach	September 4, 1990														
18) Land Sale Emerald Cove	May 18, 2009	COHB Park A & D Fund	Legally Binding Operative Agreement	Merged	5,468,098		RPTTF										
19) Water Infrastructure Construction for the	1987	COHB Water Utility	Principal Amount - \$1,740,834, Interest	Merged	556,006		RPTTF										
Merged Project Area			Rate - 3.81%, Debt Incurred in 1987	Merged	3,528,181		RPTTF										
20) Water Infrastructure Construction for the	1987	COHB Water Utility	Legally Binding Operative Agreement	Merged	683,806		RPTTF										
Merged Project Area			Principal Amount - \$250,000, Interest Rate	Merged	275,428		RPTTF										
21) Drainage Infrastructure Construction for the	1987	COHB Drainage Utility	Rate - 3.81%, Debt Incurred in 1987	Merged	406,591		RPTTF										
Main Pier Project			Legally Binding Operative Agreement	Merged	121,540		RPTTF										
22) Sewer Infrastructure Construction for the	September 4, 1990	COHB Sewer Utility	Principal Amount - \$120,560, Interest Rate	Merged	182,600		RPTTF										
Main Pier Project			Rate - 3.81%, Debt Incurred on September 4,														
23) Deferred Developer Fees Park 2 -	1984	COHB Park A & D Fund	1990														
Acquisition Fee			Legally Binding Operative Agreement														
24) Deferred Developer Fees Sewer Fee		COHB Sewer Utility	Principal Amount - \$320,202, Interest Rate														
			Rate - 3.81%, Debt Incurred in 1984														
25) Deferred Developer Fees Drainage Fee		COHB Drainage Utility															
Totals - ROPS RPTTF This Page					\$ 5,468,098	\$ 6,307,284	RPTTF	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Totals - ROPS RPTTF Page 2					\$ 38,422,406	\$ 4,182,585	RPTTF	\$ 972,531	\$ 1,315,369	\$ 368,398	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,656,296
Totals - ROPS RPTTF Page 3					\$ 21,070,390	\$ 1,211,384	RPTTF	\$ 25,534	\$ 25,534	\$ 855,513	\$ 25,534	\$ 25,534	\$ 25,532	\$ 25,532	\$ 983,181	\$ -	\$ 983,181
Totals - ROPS RPTTF Page 4					\$ 6,509,697	\$ 522,772	RPTTF	\$ 19,015	\$ 24,015	\$ 160,560	\$ 21,285	\$ 1,320	\$ 18,995	\$ 18,995	\$ 245,190	\$ -	\$ 245,190
Totals - ROPS RPTTF Page 5					\$ 45,419,122	\$ 1,693,364	RPTTF	\$ -	\$ -	\$ 1,693,364	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,693,364
Totals - ROPS RPTTF Page 6					\$ 612,620	\$ 54,060	RPTTF	\$ -	\$ -	\$ 2,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,500
Totals - ROPS Admin Cost Allow Page 7					\$ 167,416	\$ 167,416	ADMIN	\$ 27,903	\$ 27,903	\$ 27,903	\$ 27,903	\$ 27,903	\$ 27,901	\$ 27,901	\$ 167,416	\$ -	\$ 167,416
Totals - ROPS Pass Through Page 8					\$ -	\$ -	PASS THRU	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Grand total - All Pages					\$ 117,689,748	\$ 14,138,685		\$ 1,044,983	\$ 1,382,821	\$ 3,108,238	\$ 74,722	\$ 54,757	\$ 72,428	\$ 5,747,947	\$ -	\$ -	\$ -

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 RPTTF - Redevelopment Property Tax Trust Fund
 LMHF - Low and Moderate Income Housing Fund
 Admin - Successor Agency Administrative Allowance
 Bonds - Bond proceeds
 Other - reserves, rents, interest earnings, etc.
 ***** The outstanding debts for line items 1-17 and 19-25 are stricken per the Department of Finance; however, the successor agency disputes this position and reserves the right to pursue legal remedies, as necessary.

RECOGNIZED OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34177 (*)

Period Covered: July 1, 2012 through December 31, 2012

Project Name / Debt Obligation	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12 ***	****Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)								
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	2012 Totals		
1) Main-Pier Purchase Loan Repayment	August 1, 1994	Housing Authority	Legally Binding and Enforceable Agreement for Property Acquisition for the Main-Pier Project	Merged	1,362,500	-	RPTTF									\$ -
2) Hyatt Regency Huntington Beach Project	September 14, 1998	Robert Mayer Corporation	Disposition and Development Agreement approved on September 14, 1998 for the Waterfront Development	Merged	5,803,061	736,522	RPTTF			367,896						\$ 367,896
3) 2002 Tax Allocation Refunding Bonds	June 19, 2002	Bank of New York Trust Co.	Tax Allocation Bonds Debt Service Payments	Merged	17,964,850	1,635,738	RPTTF		1,315,369							\$ 1,315,369
4) 1999 Tax Allocation Refunding Bonds	January 12, 1999	Bank of New York Trust Co.	Tax Allocation Bonds Debt Service Payments	Merged	8,221,038	748,088	RPTTF	599,044								\$ 599,044
5) 2002 Tax Allocation Refunding Bonds	June 19, 2002	Arbitrage Compliance Specialist	Tax Allocation Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged	500	500	RPTTF			500						\$ 500
6) 1999 Tax Allocation Refunding Bonds	January 12, 1999	Arbitrage Compliance Specialist	Tax Allocation Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged	500	500	RPTTF									\$ -
7) 2002 Tax Allocation Refunding Bonds	June 19, 2002	Internal Revenue Service	15th Year Arbitrage Rebate Payment	Merged	614,600	-	RPTTF									\$ -
8) 2002 Tax Allocation Refunding Bonds	June 19, 2002	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged	1,537	1,537	RPTTF	1,537								\$ 1,537
9) 1999 Tax Allocation Refunding Bonds	January 12, 1999	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged	848	848	RPTTF									\$ -
10) 2002 Tax Allocation Refunding Bonds	June 19, 2002	AMBAC	Bank of America Master Repurchase Agreement for Debt Service Reserve	Merged	3,000	3,000	RPTTF									\$ -
11) 2002 Tax Allocation Refunding Bonds	July 7, 2009	Harrell & Company Advisors, LLC	Preparation and filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged	250	250	RPTTF	250								\$ 250
12) 1999 Tax Allocation Refunding Bonds	July 7, 2009	Harrell & Company Advisors, LLC	Preparation and filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged	1,525	1,525	RPTTF	1,525								\$ 1,525
13) HUD Section 108 Infrastructure Loan for Hyatt/Hilton Properties	July 21, 2010	Bank of New York Mellon	Legally binding and enforceable loan agreement with the U.S. Department of Housing and Urban Development for capital improvements	Merged	3,804,470	410,350	RPTTF	370,175								\$ 370,175
14) HELP Bowen Court	April 3, 2002	California Housing Finance Authority	Full payment of loan borrowed by Agency for Senior Rental Complex from the State of California	Merged	643,727	643,727	RPTTF									\$ -
					\$ 38,422,406	\$ 4,182,585	RPTTF	\$ 972,531	\$ 1,315,369	\$ 368,396	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,656,296

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RPTTF - Redevelopment Property Tax Trust Fund
 LMIHF - Low and Moderate Income Housing Fund
 Bonds - Bond proceeds
 Admin - Successor Agency Administrative Allowance
 Other - reserves, rents, interest earnings, etc

RECOGNIZED OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34177 (*)

Period Covered: July 1, 2012 through December 31, 2012

Project Name / Debt Obligation	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12 ***	****Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)								
								Payments by Month								
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	2012 Totals		
1) Strand Hotel and Mixed-Use Project, Parking & Infrastructure Implementing Agreement	June 1999 to November 2008	CIM Group, LLC and Kane Ballmer and Berkman	Property Tax Sharing Agreement under the Disposition and Development Agreement (DDA) for development of hotel, retail, restaurant, and public parking structure. The Implementation Agreement and the Sixth Implementation Agreement were entered into from June 1999 to November 2008. Legal costs to protect DDA obligations.	Merged	14,005,128	685,403	RPTTF			685,403						\$ 685,403
2) Strand Project Additional Parking	January 20, 2009	CIM Group, LLC	Property Tax Sharing Agreement under the Disposition and Development Agreement (DDA) and Sixth Implementation Agreement for the Strand projects parking structure authorized on January 20, 2009.	Merged	1,088,881	49,576	RPTTF			49,576						\$ 49,576
3) Pacific City	October 16, 2006	Maker Properties and Kane Ballmer and Berkman	Owner Participation Agreement approved on October 16, 2006 for future development of a 31-acre site located at Pacific Coast Highway and First Street and financed by property tax allocations. Legal services incurred to eliminate obligation.	Merged	5,520,000	20,000	RPTTF			20,000						\$ 20,000
4) Covenant Monitoring Obligations of Housing Authority	January, 1 2012	Housing Authority	Statutory obligations for housing affordability, production, reporting and compliance as per Government Code.	Merged	306,403	306,405	RPTTF	25,534	25,534	25,534	25,534	25,534	25,532			\$ 153,202
5) Housing Authority Covenant monitoring per AB 987	July 19, 2010	Keyser Marston	Statutory obligation for Housing reporting, auditing and compliance	Merged	150,000	150,000	RPTTF			75,000						\$ 75,000
6) Successor Agency compliance and monitoring per AB 1X26	Original Agreement effective July 6, 2009. Amended on September 10, 2011.	Kane Ballmer and Berkman	Legal costs to ensure Successor Agency compliance with AB 1X26	Merged	160,000	160,000	RPTTF			80,000						\$ 80,000
7) Independent financial statement and compliance audit	December 20, 2010	Medias-Gini & O'Connell LLP	Independent financial statement and compliance of the agency in accordance with Government Auditing Standards Statement on Auditing Standards (SAS) No. 117, "Compliance Audit"	Merged	10,185	5,042	RPTTF									\$
8) Successor Agency compliance per AB 1X26	July 19, 2010	Keyser-Marston	Legally binding and enforceable agreement for continued administration and operation of Successor Agency	Merged	75,000	75,000	RPTTF			37,500						\$ 37,500
					\$ 21,070,380	\$ 1,211,384	RPTTF	\$ 25,534	\$ 25,534	\$ 855,513	\$ 25,534	\$ 25,534	\$ 25,532			\$ 983,181

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 Bonds - Bond proceeds
 LMJHF - Low and Moderate Income Housing Fund
 Admin - Successor Agency Administrative Allowance
 Other - reserves, rents, interest earnings, etc.
 ***** The outstanding debts for line items 6, 7, and 8 are stricken as they are under dispute with the Department of Finance; however, the Successor Agency reserves the right to pursue legal remedies, as necessary, and or provide additional documentation.

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AB 28 - Section 34177 (*)

Period Covered: July 1, 2012 through December 31, 2012

Project Name / Debt Obligation	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12 ***	Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)								
								Payments by Month							2012 Totals	
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012			
1) Affordable Housing Compliance pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq. Covenant monitoring per AB 987.	Original Agreement effective July 20, 2010 / Amended on July 26, 2011	Amerinational	Statutory obligation for housing compliance services pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq.	Merged	75,000	75,000	RPTTF			37,500						\$ 37,500
2) Affordable Housing Compliance pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq. Covenant monitoring per AB 987.	Original Agreement effective July 6, 2009 / Amended on September 19, 2011	Kane Ballmer and Berken	Statutory obligation for legal, compliance and operations of Housing Authority pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq.	Merged	150,000	150,000	RPTTF			75,000						\$ 75,000
3) Repayment of SERAF Debt Obligation 2009	May 10, 2010	Housing Authority	Legally enforceable obligation for SERAF Loan repayment	Merged	3,327,706	-	RPTTF									\$ -
4) Repayment of SERAF Debt Obligation 2010	May 10, 2011	Housing Authority	Legally enforceable obligation for SERAF Loan repayment	Merged	700,000	-	RPTTF									\$ -
5) Abdelmoudi Owner Participation Agreement/Rent Differential Agreement	May 28, 1991 and November 21, 1994	Abdelmoudi Development Company	Owner Participation Agreement Rent Differential Agreement approved on May 28, 1991 for the development of the three story building at the Oceanview Promenade. The Third Implementation Amendment took effect on November 21, 1994.	Merged	15,213	15,213	RPTTF	1,000	1,000	1,000	1,000	1,000	1,000	1,000		\$ 6,000
6) Law Moderate to Low Income Housing pursuant to Health and Safety Code section 33487.33333		Housing Authority	Statutory housing obligation required by Health and Safety Code section 33482	Merged	30,637,666	-	RPTTF									\$ -
7) Covenant enforcement for Affordable housing projects for the purpose of increasing, improving, and preserving the City's supply of low and moderate income housing pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq.	Original Agreement effective on November 19, 2010 / Amended on September 19, 2011	Grace Jo, Esq	Statutory obligation for legal compliance and operations of Housing Authority pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq.	Merged	6,736	6,736	RPTTF									\$ -
8) Covenant enforcement for Affordable housing projects for the purpose of increasing, improving, and preserving the City's supply of low and moderate income housing pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq.	March 26, 2012	Jessica Latham, Esq	Statutory obligation for legal compliance and operations of Housing Authority pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq.	Merged	30,000	30,000	RPTTF	5,000	5,000	5,000						\$ 15,000
9) Unfunded CalPERS Pension Liabilities	As of 9/30/11	CalPERS	Unfunded CalPERS pension obligation as per CalPERS actuarial valuation as of June 30, 2010.	Merged	1,483,151	73,524	RPTTF	6,127	6,127	24,506						\$ 36,762
10) Unfunded Supplemental Retirement Liabilities	As of 9/30/11	US Bank	Unfunded actuarial accrued liability as of September 30, 2011 as per actuarial valuation by ACN Consulting, Inc.	Merged	409,000	16,816	RPTTF	1,568	1,568	6,272						\$ 9,408
11) Public Agency Retirement Systems (PARS) Notes Payable	As of 9/30/11	Pacific Life Ins	Legally enforceable retirement obligation for early retirement incentive program and annuity contract	Merged	80,000	19,965	RPTTF			19,965						\$ 19,965
12) Unfunded CPFB Liabilities	As of 9/30/11	CALPERS/CERBT	Unfunded actuarial accrued liability as of June 30, 2011 as per ACN Consulting, Inc.	Merged	160,000	3,840	RPTTF	320	320	1,280	320	320	320			\$ 2,880
13) Obligation for unused employee General Leave earned and vested	As of 9/30/11	City employees directly involved in Housing and Redevelopment projects and	Obligation for unused employee General Leave earned and vested as per MCLU and AB 1X26	Merged	124,391	81,178	RPTTF			5,000	5,000			3,000		\$ 13,000
14) Successor Agency Compliance	December 6, 2008	Nigralec and Associates	Appraisal and real estate consultant	Merged	15,000	15,000	RPTTF			5,000	5,000					\$ -
15) Successor Agency Compliance per H & S Code 33433	May 7, 2007	Tierre West	Financial and real estate consultant	Merged	30,000	30,000	RPTTF	5,000	5,000	5,000						\$ 15,000
16) Legally enforceable obligation as per Memorandum of Understanding with bargaining unit	January 1, 2012	Luis Gomez	Legally enforceable tuition reimbursement benefit as per MOU and AB 1X26	Merged	1,500	1,500	RPTTF							14,675		\$ 29,875
17)				Merged	1,500	1,500	RPTTF									\$ -
					\$ 6,509,697	\$ 522,772	RPTTF	\$ 19,015	\$ 24,015	\$ 160,560	\$ 21,285	\$ 1,320	\$ 16,995	\$	\$	\$ 245,180

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Name of Redevelopment Agency: The Redevelopment Agency of the City of Huntington Beach

Project Area(s) Merged Project Area

RECOGNIZED OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34177 (*)

Period Covered: July 1, 2012 through December 31, 2012

Project Name / Debt Obligation	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12 ***	***Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)							
								Payments by month							
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	2012 Totals	
1) Emerald Cove 2010 Series A Lease Revenue Refunding Bonds	May 13, 2010	US Bank	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds Debt Service Payments	Merged	4,054,198	404,564	RPTTF			404,564					\$ 404,564
2) Bella Terra Parking Infrastructure Property Tax Sharing Agreement	October 2, 2000 and September 17, 2007	Bella Terra Associates LLC and Kane Ballmer and Berkman	Property Tax Sharing Agreement required under the terms of the Owner Participation Agreement (dated 10/2/2000) and Second Implementation Agreement (dated 9/17/2007) for the development of the Huntington Center (Bella Terra). Includes legal requirements to enforce obligation.	Merged	13,924,894	1,277,600	RPTTF			1,277,600					\$ 1,277,600
3) Bella Terra Phase II	October 4, 2010	BTDJM Phase II Associates (DJM) and Kane Ballmer and Berkman	Affordable Housing Agreement approved on October 4, 2010 for construction of a 467 mixed-use unit project. Project is currently under construction and financed by property tax allocations. Includes legal requirements to implement obligation.	Merged	27,436,030	7,200	RPTTF			7,200					\$ 7,200
4) Pierside Pavillion Owner Participation Agreement	July 6, 2009	Pierside Pavillion, LLC and Kane Ballmer and Berkman	Owner Participation Agreement (OPA) approved on July 6, 2009 for the continued redevelopment of the site located at 300 Pacific Coast Highway in Downtown Huntington Beach. Legal services were incurred to amend the legally obligated OPA.	Merged	4,000	4,000	RPTTF			4,000					\$ 4,000
					\$ 45,419,122	\$ 1,693,364	RPTTF	\$ -	\$ -	\$ 1,693,364	\$ -	\$ -	\$ -	\$ -	\$ 1,693,364

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Bonds - Bond proceeds

Other - reserves, rents, interest earnings, etc

LMHIF - Low and Moderate Income Housing Fund

Admin - Successor Agency Administrative Allowance

Name of Redevelopment Agency: The Redevelopment Agency of the City of Huntington Beach
 Project Area(s) Southeast Coastal Project Area

RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AB 26 - Section 34177 (*)

Period Covered: July 1, 2012 through December 31, 2012

Project Name / Debt Obligation	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12 ***	****Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)									
								Payments by Month									
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012	2012 Totals			
1) Wildlife Care Center	November 15, 2004	City of Huntington Beach	Advance from City on construction of Conservancy Grant funded block wall and	Southeast Coastal	344,816	27,841	RPTTF										
2) Operative Agreement for the Huntington Beach Redevelopment Project	Fiscal Year 2004/05	City of Huntington Beach	Loan repayment for advance made on capital projects in FY 2004/05	Southeast Coastal	262,804	21,219	RPTTF										\$ -
3) Low/Moderate Inc-20-46 Set Aside pursuant to Health and Safety Code section 23487 *****		Housing Authority	Statutory housing obligations required by Health and Safety Code section 23487	Southeast Coastal	64		RPTTF										\$ -
4) Assessment for AES Property Tax Valuation	March 21, 2011	Van Horn Consulting	Assessment for AES Property Tax Valuation	Southeast Coastal	5,000	5,000	RPTTF			2,500							\$ 2,500
					\$ 612,620	\$ 54,060	RPTTF	\$ -	\$ -	\$ 2,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,500

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 Admin - Successor Agency Administrative Allowance
 Other - reserves, rents, interest earnings, etc

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Name of Redevelopment Agency: The Redevelopment Agency of the City of Huntington Beach

Project Area(s) Merged Project Area and Southeast Coastal Project Area

FORM C - Administrative Cost Allowance Paid With
Redevelopment Property Tax Trust Fund (RPTTF)

RECOGNIZED OBLIGATION PAYMENT SCHEDULE

Per AB 26 - Section 34177 (*)

Period Covered: July 1, 2012 through December 31, 2012

Project Name / Debt Obligation ****	Contract / Agreement Execution Date	Payee	Description **	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 11/12 ***	****Funding Source	Payable from the Administrative Allowance Allocations *****							
								Payments by month							2012 Totals
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012		
1) Enforcement of Successor Agency compliance and monitoring per AB 1X26 and 3% Admin-Cap Allowance	July through December 2012	Successor Agency, Kane Ballmer & Berkman, Keyser Marston, Macias	Successor Agency administrative obligations relating to maintaining payments on enforceable obligations and other activities as required by AB 1X26	Merged	330,402	330,402	Admin	28,284	28,284	28,284	43,325	43,325	43,325	214,827	
2) Successor Agency compliance and monitoring per AB 1X26	January through June 2012	Successor Agency	Successor Agency administrative obligations relating to maintaining payments on enforceable obligations and other activities as required by AB 1X26	Southeast Coastal	7,000	7,000	Admin	583	583	585	583	583	585	3,502	
3) Enforcement of Successor Agency compliance and monitoring per AB 1X26 *****	January through June 2012	Successor Agency, Kane Ballmer, Keyser Marston, and Macias Gini & O'Connell LLP	Successor Agency administrative obligations relating to maintaining payments on enforceable obligations and other activities as required by AB 1X26	Merged & Southeast Coastal	167,416	167,416	Admin	27,903	27,903	27,903	27,903	27,903	27,901	167,416	
					\$ 167,416	\$ 167,416	Admin	\$ 27,903	\$ 27,903	\$ 27,903	\$ 27,903	\$ 27,903	\$ 27,901	\$ 167,416	

* The Preliminary Draft Recognized Obligation Payment Schedule (ROPS) is to be completed by 3/1/2012 by the successor agency, and subsequently be approved by the oversight board before the final ROPS is submitted to the State Controller and State Department of Finance by Apr 15, 2012. It is not a requirement that the Agreed Upon Procedures Audit be completed before submitting the final Oversight Approved ROPS to the State Controller and State Department of Finance.

** Notwithstanding AB 1X26, these agreements are included because among other reasons, they are validated by operation of law prior to AB 1X26.

*** The City's fiscal year runs October 1 through September 30.

**** Funding sources from the successor agency: (For fiscal 2011-12 only, references to RPTTF could also mean tax increment allocated to the Agency prior to February 1, 2012.)

RPTTF - Redevelopment Property Tax Trust Fund
 LMIHF - Low and Moderate Income Housing Fund
 Admin - Successor Agency Administrative Allowance
 Bonds - Bond proceeds
 Other - reserves, rents, interest earnings, etc

***** Administrative Cost Allowance caps are 5% of Form A 6-month totals in 2011-12 and 3% of Form A 6-month totals in 2012-13. The calculation should not factor in pass through payments paid for with RPTTF in Form D.