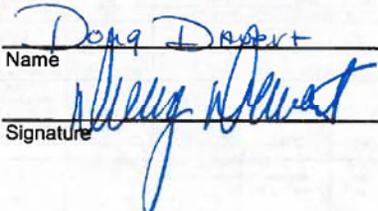


**SECOND AMENDED RECOGNIZED OBLIGATION PAYMENT SCHEDULE - CONSOLIDATED
FILED FOR THE JANUARY to JUNE 2012 PERIOD**

Name of Successor Agency Successor Agency to the Tustin Community Redevelopment Agency

	Current	
	Total Outstanding Debt or Obligation	Total Due During Fiscal Year
Outstanding Debt or Obligation	\$ 175,576,653.00	\$ 20,475,945.00
	Total Due for Six Month Period	
Outstanding Debt or Obligation	\$ 20,262,956.00	
Available Revenues other than anticipated funding from RPTTF	\$ 732,315.00	
Enforceable Obligations paid with RPTTF	\$ 16,267,186.00	
Administrative Cost paid with RPTTF	\$ 813,359.00	
Pass-through Payments paid with RPTTF	\$ 2,450,096.00	
Administrative Allowance (greater of 5% of anticipated Funding from RPTTF or 250,000. Note: Calculation should not include pass-through payments made with RPTTF. The RPTTF Administrative Cost figure above should not exceed this Administrative Cost Allowance figure)	\$ 813,359.30	

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


 Name Doug Dupert Title Chair
 Signature [Handwritten Signature] Date 5/2/12

Project Name / Debt Obligation	Contract/Agreement Execution Date	Payee	Description	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2011-2012**	Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)									
								Payments by month							Total		
								Jan 2012	Feb 2012	Mar 2012	Apr 2012	May 2012	Jun 2012				
37) Memorandum of Understanding with Saddleback Community College District (Section 33401 Payment, 9/13/1995)	09/13/1995	Saddleback Community College District	Tax share agreement pre-1290 with Agency. The agreement provides that certain tax sharing payments would occur after the Agency has expended \$10 million dollars for construction of facilities within the South Central Amendment Area and/or retired bonds or other indebtedness for such construction as provided in the Agreement. The Agency has not retired the indebtedness associated with the 1993 Public Works Agreement and, as a result, there have been no payments made to date.	South Central	0	0	RPTTF										
38) Newport Av./BR55 NB Ramp Reconfiguration	11/25/2009	Paomas Engineering	Mapping and survey services	South Central	15,000	1,223	RPTTF										\$ -
39) Newport Av./SR35 NB Ramp Reconfiguration	01/29/2010	Anderson/Penna	Program management services	South Central	4,000	2,125	RPTTF										\$ -
40) Newport Av. Extension, N/O Edinger Av.	02/02/2010	Dokhan Engineering	Final design services	South Central	100,000	62,500	RPTTF	15,000	15,000	15,000	15,000	15,000	17,500				\$ 92,500
41) Newport Av. Extension, N/O Edinger Av.	10/05/2010	Nuvils	Landscape design services	South Central	30,050	10,760	RPTTF										\$ -
42) Newport Av. Extension, N/O Edinger Av.		County of Orange (OCPCD)	Plan check services	South Central	25,000	25,000	RPTTF				18,000				6,940		\$ 25,000
43) Newport Av. Extension, N/O Edinger Av.	12/16/2007	Morrow Management	Dry Utility design and coordination services	South Central	2,500	1,323	RPTTF										\$ -
44) Newport Av. Extension, N/O Edinger Av.	01/26/2010	Anderson/Penna	Program management services	South Central	10,000	4,938	RPTTF										\$ -
45) Newport Av. Extension, N/O Edinger Av.		Southern California Regional Rail Authority (SCRRA)	Plan check services	South Central	25,000	25,000	RPTTF							15,000	10,000		\$ 25,000
46) CBS Outdoor Billboard	12/19/1994	Redevelopment Agency	Monitoring to insure license is in compliance with contractual obligations	South Central	Annual	See Row #11	RPTTF										\$ -
47) Tustin Grove Promissory Notes and Affordable Housing Covenants	vary	Redevelopment Agency	Agency monitors to ensure the 18 affordable homeownership units are in compliance with the Promissory Notes and recorded Affordable Housing Covenants. In addition, the Agency prepares and executes affordable housing documents when affordable homeowners refinance or sell their homes. To the extent RPTTF funds are not available to fund this enforceable obligation, the obligation shall be considered an encumbrance of LMHF funds.	South Central	Annual	See Row #11	RPTTF										\$ -
48) Tustin Grove Affordable Housing DDA	12/27/1995	Redevelopment Agency	Monitoring to ensure the project complies with the DDA. To the extent RPTTF funds are not available to fund this enforceable obligation, the obligation shall be considered an encumbrance of LMHF funds.	South Central	Annual	See Row #11	RPTTF										\$ -
49) Tax Allocation Bonds - MCAS Tustin, Series 2010	11/01/2010	Bondholders via The Ban of New York Mellon	Bond issue to fund non-housing projects. Total outstanding debt includes principal and interest.	MCAS Tustin	83,364,751	2,262,532	RPTTF		620,464						1,614,468		\$ 2,440,952
50) Fiscal Agent Fees - TA Bond 2010	06/07/2010	The Bank of New York Mellon	administration of bond activities	MCAS Tustin	3,300	3,300	RPTTF			3,300							\$ 3,300
51) Continuing disclosure services & arbitrage services	10/30/2010 & 9/12/1993	Applied Best Practices, Wilden & Associates	Continuing disclosure services for 2010 MCAS bonds & arbitrage services	MCAS Tustin	4,350	1,350	RPTTF			1,350							\$ 1,350
52) Lease in Furtherance of Conveyance (LIFOC) executed May 13, 2002 between the United States of America and the City of Tustin for Portions of the Former Marine Corps Air Station Tustin	05/13/2002	Redevelopment Agency	Property Management, Maintenance, Environmental Remediation, and Real Estate obligations of City required by Navy on Lease sites until conveyance of properties. This includes asset management and disposal, property management and remediation. Direct project related staffing costs only associated with asset management and disposal under the LIFOC are listed in Row #11. Contractual response costs for all other responsibilities under the LIFOC Agreement will be as they are incurred and/or as requested by the Department of Navy.	MCAS Tustin	Varies	0	RPTTF										\$ -
53) Lease in Furtherance of Conveyance (LIFOC) executed June 16, 2004 between the United States of America and the City of Tustin for Parcel 22 of the Former Marine Corps Air Station Tustin	06/16/2004	Redevelopment Agency	Property Management, Maintenance, Environmental Remediation, and Real Estate obligations of City required by Navy on Lease sites until conveyance of properties. This includes asset management and disposal, property management and remediation. Direct project related staffing costs only associated with asset management and disposal under the LIFOC are listed in Row #11. Contractual response costs for all other responsibilities under the LIFOC Agreement will be as they are incurred and/or as requested by the Department of Navy.	MCAS Tustin	Varies	0	RPTTF										\$ -
54) Economic Development Conveyance (EDC) Application for Marine Corps Air Station (MCAS) Tustin as Amended	05/13/2002	Redevelopment Agency	Obligations of City required by Navy in the conveyance of the property under the Reuse Plan adopted in 2002. This includes asset management and disposal, property management and remediation. Direct project related staffing costs associated with asset management and disposal under the EDC are listed in Row #11. Contractual response costs for all other responsibilities under the EDC Agreement will be as they are incurred and/or as requested by the Department of Navy.	MCAS Tustin	Varies	0	RPTTF										\$ -
55) Contract for Development Advisor services	06/07/2010	Developer's Research	Implementation Plan and Strategy	MCAS Tustin	75,000	64,000	RPTTF										\$ -
56) Contract for Engineering & Planning	08/08/2010	RBF Consulting	Plan check and tract map services	MCAS Tustin	80,000	35,942	RPTTF	4,675	4,000	4,000	4,000	4,000	4,000				\$ 24,675
57) Contract for Planning Services	06/07/2010	SMS Architects	Implementation Plan and Strategy	MCAS Tustin	80,000	15,000	RPTTF							5,000	5,000		\$ 10,000
58) Contract for Engineering Services	06/07/2010	Hunsaker & Associates	Disposition Strategy & mapping services	MCAS Tustin	218,800	74,860	RPTTF	14,316									\$ 14,316
59) Contract for Financial Analysis	01/04/2011	David Tainig & Associates	Financial advisory services associated with determining distribution of assessments associated with background infrastructure costs	MCAS Tustin	47,500	34,750	RPTTF	5,791	5,791	5,791	5,791	5,791	5,791	5,795			\$ 34,750
60) Newport/BR-55 Gateway Master plan & landscape improvements	06/06/2010	RBF Consulting	Preparation of Gateway Master plan and design of landscape improvements	MCAS Tustin	125,979	74,290	RPTTF	8,000	9,000	13,000	12,000	8,000	5,491				\$ 55,491
61) Website Hosting Agreement	12/08/2010	Compro, LLC	Website hosting for the MCAS Tustin website	MCAS Tustin	1,800	1,800	RPTTF	150	150	150	150	150	150				\$ 900
62) Contract for fence repair	06/19/2008	National Construction Rental, Inc	Fence repairs as needed at MCAS Tustin	MCAS Tustin	10,000	1,790	RPTTF	200	200	200	200	200	200				\$ 1,200
63) Contract for Maintenance of undeveloped properties	11/20/2006	Spectrum Landscaping	Maintenance of undeveloped land	MCAS Tustin	71,208	71,208	RPTTF	5,934	5,934	5,934	5,934	5,934	5,934				\$ 35,604

Project Name / Debt Obligation	Contract/Agreement Execution Date	Payee	Description	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2011-2012**	*** Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)							
								Payments by month							
								Jan 2012	Feb 2012	Mar 2012	Apr 2012	May 2012	Jun 2012	Total	
64) Coventry Court Regulatory Agreement & Declaration of Restrictive Covenants and Supplemental Regulatory Agreement	09/30/2010	Redevelopment Agency	Agency monitors receipt of payment in lieu of taxes as well as developer's compliance with contractual senior affordable housing obligations related to 153 affordable units within the Project. To the extent RPTTF funds are not available to fund this enforceable obligation, the obligation shall be considered an encumbrance of LMHF funds.	MCAS Tustin	Annual	See Row #11	RPTTF								\$ -
Totals - This Page (RPTTF Funding)					\$ 174,668,757	\$ 10,534,739	\$ -	\$ 5,244,061	\$ 1,209,849	\$ 98,605	\$ 112,315	\$ 110,255	\$ 0,404,201	\$ 10,267,186	
Totals - Page 2 (Other Funding)					\$ 98,537	\$ 127,847	N/A	\$ 98,537	\$ 127,847	\$ 121,380	\$ 121,380	\$ 121,380	\$ 143,791	\$ 732,315	
Totals - Page 3 (Administrative Cost Allowance)					\$ 813,359	\$ 813,359	N/A	\$ -	\$ 182,670	\$ 182,670	\$ 182,670	\$ 182,670	\$ 182,670	\$ 813,359	
Totals - Page 4 (Pass Thru Payments)					\$ 181,271,096	\$ 2,450,096	N/A	\$ -	\$ -	\$ -	\$ -	\$ 2,450,096	\$ -	\$ 2,450,096	
Grand total - All Pages					\$ 175,578,653	\$ 20,475,945		\$ 5,341,498	\$ 1,589,368	\$ 380,655	\$ 396,365	\$ 394,305	\$ 0,710,671	\$ 20,262,056	

* 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.

** All totals due during fiscal year and payment amounts are projected.

*** 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
 LMHF - Low and Moderate Income Housing Fund

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

