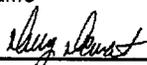


**FIRST AMENDED SECOND RECOGNIZED OBLIGATION PAYMENT SCHEDULE - CONSOLIDATED  
FILED FOR THE JULY to DECEMBER 2012 PERIOD**

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

	Current	
	Total Outstanding Debt or Obligation	Total Due During Fiscal Year
<b>Outstanding Debt or Obligation</b>	\$ 171,784,303.00	\$ 12,769,835.00
	<b>Total Due for Six Month Period</b>	
<b>Outstanding Debt or Obligation</b>	\$ 10,618,051.00	
<b>Available Revenues other than anticipated funding from RPTTF</b>	\$ 588,411.00	
<b>Enforceable Obligations paid with RPTTF</b>	\$ 9,737,515.00	
<b>Administrative Cost paid with RPTTF</b>	\$ 292,125.00	
<b>Pass-through Payments paid with RPTTF</b>	\$ -	
<b>Administrative Allowance</b> (Up to 3 percent of the property tax allocated to the Redevelopment Obligation Retirement Fund money that is allocated to the successor agency for each fiscal year thereafter; provided, however, that the amount shall not be less than two hundred fifty thousand dollars (\$250,000) for any fiscal year or such lesser amount as agreed to by the successor agency. However, the allowance amount shall exclude any administrative costs that can be paid from bond proceeds or from sources other than property tax.	\$ 292,125.45	

Certification of Oversight Board Chairman:  
Pursuant to Section 34171(b) 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.

Doug Davert	Chair
_____ Name	_____ Title
	May 10, 2012
_____ Signature	_____ Date

Name of Redevelopment Agency:  
Project Area(s)

Tustin Community Redevelopment Agency  
RDA Project Area All

FORM A - Redevelopment Property Tax Trust Fund (RPTTF)

FIRST AMENDED SECOND RECOGNIZED OBLIGATION PAYMENT SCHEDULE  
Per AB 26 - Section 34177 (\*)

Project Name / Debt Obligation	Contract/Agreement Execution Date	Payee	Description	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-2013**	*** 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	Total
1) Housing Tax Allocation Bonds, Series 2010	03/01/2010	Bondholders via The Bank of New York Mellon	Proceeds from the sale of the Bonds will be used to (a) prepay a portion of the City Obligation (Affordable Housing Reimbursement Agreement), (b) fund a reserve account for the Bonds, and (c) provide for the cost of issuing the Bonds. Total outstanding debt includes principal and interest.	All	40,864,169	1,815,181	RPTTF			1,270,483			544,728	\$ 1,815,181
2) Fiscal Agent Fees - TA Bond 2010	01/19/2010	The Bank of New York Mellon	administration of bond activities [paid annually]	All	3,300	3,300	RPTTF						3,300	\$ 3,300
3) Continuing disclosure services & arbitrage services	10/30/2010 & 8/12/1993	Applied Best Practices, Wilkdan & Associates	Continuing disclosure services for 2010 Housing bonds and arbitrage services.	All	4,350	1,350	RPTTF		1,350					\$ 1,350
4) County Administrative Fee		County of Orange	annual tax collection administrative fee	All	213,000	213,000	RPTTF						213,000	\$ 213,000
5) Graffiti removal	10/01/2008	Graffiti Control Systems	Graffiti removal in the Town Center and South Central Redevelopment Project Areas. Contract is paid for through CDBG, General and RDA funds.	All	13,800	13,800	RPTTF	4,800	4,800	4,800				\$ 13,800
6) Contract for available commercial property search	06/28/2010	LoopNet, Inc.	Web-based Commercial Property Search for available retail, commercial, industrial and other property types in Tustin	All	3,500	3,500	RPTTF							\$ -
7) Contract for web-based business assistance information	03/18/2011	Tools for Business Success, LLC	Web-based business assistance tools available on the City of Tustin website	All	1,140	1,140	RPTTF							\$ -
8) Direct Project Related Costs (including Salary and Benefits funded by the Successor Agency)		Former employees funded by the Successor Agency that perform Successor Agency activities for direct project support	ANNUAL Payroll for employees for direct project operation; this amount will fluctuate annually. The employees are performing project related activities involving the enforceable obligations listed on Rows #13-#18, Rows #25-#30, Rows #44-#51, Rows #55-#57, & Rows #58-#69.	All	581,043	581,043	RPTTF	49,942	49,942	49,942	49,942	49,942	49,942	\$ 209,652
9) PERS liability (annually adjusted)		City of Tustin	Employees funded by the Successor Agency that perform Successor Agency activities. The liability is reviewed annually and may increase or decrease based on a variety of economic and actuarial assumptions.	All	140,518		RPTTF							\$ -
10) Bank Analysis Fees		Bank of America	Fees Charged by bank for transactions	All	30,000	30,000	RPTTF							\$ -
11) Payment in Lieu of Taxes Agreement - Flanders Pointe	10/01/1990	City of Tustin	Agency monitors to insure receipt of annual payment	All	Annual	See Row #11	RPTTF							\$ -
12) Payment in Lieu of Taxes Agreement - Orange Gardens	08/13/1998	City of Tustin	Agency monitors to insure receipt of annual payment	All	Annual	See Row #11	RPTTF							\$ -
13) Olson DDA/Arbor Walk	03/01/2004	Redevelopment Agency	Monitoring to ensure the project complies with the DDA. To the extent RPTTF funds are not available to fund this enforceable obligation, then the obligation shall be considered an encumbrance of the LMHF.	All	Annual	See Row #11	RPTTF							\$ -
14) Arbor Walk Promissory Notes	varied	Redevelopment Agency	Agency monitors to ensure the 10 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, then the obligation shall be considered an encumbrance of the LMHF.	All	Annual	See Row #11	RPTTF							\$ -
15) Heritage Place DDA	04/11/2002	Redevelopment Agency	Agency monitors to ensure 53 units are in compliance with affordability requirements. To the extent RPTTF funds are not available to fund this enforceable obligation, then the obligation shall be considered an encumbrance of the LMHF.	All	Annual	See Row #11	RPTTF							\$ -
16) Heritage Place Loan Agreement	04/12/2007	Redevelopment Agency	Financial assistance was provided by the Agency to the Developer for construction of a multi-family project and the Agency monitors the terms of the loan agreement (expires 4-15-2033), including the residual receipt payment. To the extent RPTTF funds are not available to fund this enforceable obligation, then the obligation shall be considered an encumbrance of the LMHF.	All	Annual	See Row #11	RPTTF							\$ -
17) Single and Multi-Family Rehabilitation Loans	varied	Redevelopment Agency	Agency monitors 8 Single Family and Multi-Family Loans between the Agency and Property Owners of rehabilitated properties.	All	Annual	See Row #11	RPTTF							\$ -
18) Asset Transfer Obligations	TBD	Successor Agency	In accordance with California Health and Safety Code Section 34117(e) the Successor Agency is responsible for disposing of assets and properties as directed by the Oversight Board pursuant to subdivision e of Section 34181. The Successor Agency will incur costs associated with the transfer of assets including but not limited to escrow fees, title costs, recording fees and any other associated closing costs.	All	TBD	0	RPTTF							\$ -
19) Town Center Housing Deficit Reduction Plan	05/01/2000	Agency's Town Center Housing Set-Aside fund	Repayment for Town Center Housing Set-Aside funds diverted to support non-housing Redevelopment activities in Town Center during the period of 1988 - 1992.	Town Center	1,876,042	900,000	RPTTF						900,000	\$ 900,000
20) Tax Allocation Refunding Bonds 1998 (Town Center)	07/01/1998	Bondholders via US Bank	Bond issue to fund non-housing projects. Total outstanding debt includes principal and interest.	Town Center	8,181,750	1,638,771	RPTTF						1,492,830	\$ 1,492,830
21) Fiscal Agent Fees - TA Bond 1998	01/19/2010	US Bank	administration of bond activities	Town Center	3,300	3,300	RPTTF						3,300	\$ 3,300

Project Name / Debt Obligation	Contract/Agreement Execution Date	Payee	Description	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-2013**	Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)							
								Payments by month							Total
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012		
22) Continuing disclosure & arbitrage services	10/30/2010 & 8/12/1982	Applied Best Practices, Wildon & Associates	Continuing disclosure & arbitrage services for 1988 bonds	Town Center	8,000	6,000	RPTTF					3,000		3,000	
23) Contract for engineering services	06/06/2011	Critical Structures, Inc.	Structural engineering assessment of Stevens Square Parking Structure	Town Center	8,100	8,100	RPTTF	4,000	4,100					8,100	
24) Stevens Square Parking Garage Declaration of Covenants, Conditions, Restrictions and Reservations	06/17/1988	Stevens Square Parking Structure Condominium Association	There are ongoing maintenance costs as required by the CC&Rs. In addition, there are one-time, deferred maintenance repairs that will be determined by the structural engineering assessment. The costs associated with ongoing maintenance and deferred maintenance repairs are estimates.	Town Center	43,000	10,840	RPTTF	320	320	320	320	3,820	3,820	8,920	
25) Ambrose Lane/First Time Homebuyer	05/17/2000	Redevelopment Agency	Agency monitors to ensure the 5 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, then the obligation shall be considered an encumbrance of the LMHF.	Town Center	Annual	See Row #11	RPTTF							\$ -	
26) First Time Homebuyer Promissory Note	06/17/2000	Redevelopment Agency	Agency monitors to ensure the 1 first time homebuyer unit is in compliance with the Promissory Note and an Affordable Housing Covenant. In addition, the Agency prepares and executes affordable housing documents when the affordable homeowner refinances or sells their home. To the extent RPTTF funds are not available to fund this enforceable obligation, then the obligation shall be considered an encumbrance of the LMHF.	Town Center	Annual	See Row #11	RPTTF							\$ -	
27) Makens DDA	10/19/2004	Redevelopment Agency	Monitoring to insure developer is in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
28) Old Town Plaza Retail Rehab DDA	05/10/2001	Redevelopment Agency	Monitoring to insure developer is in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
29) Plaza Lafayette DDA	07/02/1088	Redevelopment Agency	Monitoring to insure developer is in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
30) Ford Commercial Rehab DDA	09/16/1988	Redevelopment Agency	Monitoring to insure developer is in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
31) Micro Center DDA	11/21/1994	Redevelopment Agency	Monitoring to insure developer is in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
32) Thompson Building CPA	08/08/1094	Redevelopment Agency	Monitoring to insure developer is in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
33) Stevens Square Parking Structure - License Agreement (8)	vary	Redevelopment Agency	Monitoring to insure 8 licenses are in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
34) Potted Plants Agreements (17)	vary	Redevelopment Agency	Monitoring to insure seventeen 17 agreements are in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
35) Prospect Village DDA	06/21/2004	Redevelopment Agency	Monitoring to insure developer is in compliance with contractual obligations.	Town Center	Annual	See Row #11	RPTTF							\$ -	
36) Public Works Agreement/South Central Redevelopment Project	06/07/1983	City of Tustin	Original Loan amount to the Agency in 1993 was initially estimated to be \$33,500,000 for the Newport Avenue Extension (Newport Interpass) to Edinger Avenue. The interest rate is .5% above the City's average yield on investments. Repayment of the loan is based on City-funded Phase 1 work (Capital Improvement Program - CIP 70130) that has been completed on the Newport Avenue Extension/SR-55 North Bound Ramp Reconfiguration Project. The Phase 1 project began in 1993 and was completed in March 2010. Phase 1 (CIP 70130) contracts are not listed on previous COPS or ROPS. There is no duplication of obligations. Phase 2 work (CIP 70131) consists of contracts listed below in Rows #42-447 and these contracts have not been double counted in Phase 1. Pursuant to Section 1.2 Public Improvement Work of the Public Works Agreement, the Successor Agency shall pay the City when projects are completed and in semi-annual installments (per Section 2 Payment by the Agency of the Agreement). This installment will reflect initial reimbursement payments until confirmation of the Oversight Board of the actual increased costs of the project.	South Central	38,254,807	3,009,424	RPTTF	1,954,712						\$ 1,954,712	
37) Memorandum of Understanding with Orange County Water District	03/20/1985	Orange County Water District	Tax share agreement (pre-AB 1290) with the Agency.	South Central	28,000	2,000	RPTTF							\$ -	
38) Memorandum of Understanding with Tustin Unified School District (Section 33401 Payment; 9/13/1985)	09/13/1985	Tustin Unified School 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 related 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							\$ -	
39) Memorandum of Understanding with Saddleback Community College District (Section 33401 Payment; 9/13/1985)	09/13/1985	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 related 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							\$ -	

Project Name / Debt Obligation	Contract/Agreement Execution Date	Payee	Description	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-2013*	*** Funding Source	Payable from the Redevelopment Property Tax Trust Fund (RPTTF)							
								Payments by month							Total
								July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012		
40) Newport Av./SR55 NB Ramp Reconfiguration	11/25/2008	Paomas Engineering	Mapping and survey services	South Central	13,800	13,800	RPTTF	2,300	2,300	2,300	2,300	2,300	2,300	13,800	
41) Newport Av./SR55 NB Ramp Reconfiguration	01/26/2010	AndersonPenna	Program management services	South Central	1,875	1,875	RPTTF	300	300	300	300	300	375	1,875	
42) Newport Av. Extension, N/O Edinger Av.	02/02/2010	Dalken Engineering	Final design services	South Central	7,500	7,500	RPTTF		300					7,500	
43) Newport Av. Extension, N/O Edinger Av.	10/08/2010	Navis	Landscape design services	South Central	19,200	19,200	RPTTF		3,000					19,200	
44) Newport Av. Extension, N/O Edinger Av.	12/16/2007	Morrow Management	Dry Utility design and coordination services	South Central	1,200	1,200	RPTTF	2,300					3,000	4,900	
45) Newport Av. Extension, N/O Edinger Av.	01/28/2010	AndersonPenna	Program management services	South Central	5,000	5,000	RPTTF		300				300	5,300	
46) CBS Outdoor Billboard	12/19/1984	Redevelopment Agency	Monitoring to insure licensee is in compliance with contractual obligations.	South Central	Annual	See Row #11	RPTTF		1,000	1,000	1,000	1,000	1,000	5,000	
47) Tuslin Grove Promissory Notes and Affordable Housing Covenants	vary	Redevelopment Agency	Agency monitors to ensure the sixteen 16 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, then the obligation shall be considered an encumbrance of the LMHF.	South Central	Annual	See Row #11	RPTTF								
48) Tuslin Grove Affordable Housing DDA	12/27/1006	Redevelopment Agency	Monitoring to ensure the project complies with the DDA. To the extent RPTTF funds are not available to fund this enforceable obligation, then the obligation shall be considered an encumbrance of the LMHF.	South Central	Annual	See Row #11	RPTTF								
49) Tax Allocation Bonds - MCAS Tuslin, 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 Tuslin	80,914,068	2,811,901	RPTTF			1,814,468			997,413	2,811,901	
50) Fiscal Agent Fees - TA Bond 2010	06/07/2010	The Bank of New York Mellon	Administration of bond activities	MCAS Tuslin	3,300	3,300	RPTTF		3,300					3,300	
51) Continuing disclosure services & arbitrage services	10/30/2010 & 8/12/1993	Applied Best Practices, Willdan & Associates	Continuing disclosure services for 2010 MCAS bonds & arbitrage	MCAS Tuslin	4,350	1,350	RPTTF			1,350				1,350	
52) Lease in Furtherance of Conveyance (LFOC) executed May 13, 2002 between the United States of America and the City of Tuslin for Portions of the Former Marine Corps Air Station Tuslin	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 LFOC are listed in Row #11. Contractual response costs for all other responsibilities under the LFOC Agreement will be as they are incurred and as requested by the Department of Navy.	MCAS Tuslin	Varies	0	RPTTF								
53) Lease in Furtherance of Conveyance (LFOC) executed June 18, 2004 between the United States of America and the City of Tuslin for Parcel 22 of the Former Marine Corps Air Station Tuslin	05/16/2004	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 LFOC are listed in Row #11. Contractual response costs for all other responsibilities under the LFOC Agreement will be as they are incurred and as requested by the Department of Navy.	MCAS Tuslin	Varies	0	RPTTF								
54) Economic Development Conveyance (EDC) Application for Marine Corps Air Station (MCAS) Tuslin 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 as requested by the Department of Navy.	MCAS Tuslin	Varies	0	RPTTF								
55) Contract for Development Advisor services	09/07/2010	Developer's Research	Implementation Plan and Strategy	MCAS Tuslin	11,000	11,000	RPTTF	5,000	6,000					11,000	
56) Contract for Engineering & Planning	08/08/2010	RBF Consulting	Plan check and tract map services	MCAS Tuslin	54,058	54,058	RPTTF	5,000	5,000	5,000	5,000			20,000	
57) Contract for Planning Services	09/07/2010	SMS Architects	Implementation Plan and Strategy	MCAS Tuslin	45,000	45,000	RPTTF	15,000	15,000	15,000				45,000	
58) Contract for Engineering Services	09/07/2010	Harsaker & Associates	Disposition Strategy & mapping services	MCAS Tuslin	141,840	141,840	RPTTF	4,000	4,000	4,000	4,000			18,000	
59) Contract for Financial Analysts	01/04/2011	David Teussig & Associates	Financial advisory services associated with determining distribution of assessments associated with background infrastructure costs	MCAS Tuslin	12,750	12,750	RPTTF							12,750	
60) Newport/SR-55 Gateway Master plan & landscape improvements	09/09/2010	RBF Consulting	Preparation of Gateway Master plan and design of landscape improvements	MCAS Tuslin	51,889	51,889	RPTTF	10,000	10,000					20,000	
61) Website Hosting Agreement	12/09/2010	Compro, LLC	Website hosting for the MCAS Tuslin website (Annual)	MCAS Tuslin	1,800	1,800	RPTTF	150	150	150	150	150	150	900	
62) Contract for fence repair	09/19/2008	National Construction Rental, Inc	Fence repairs as needed at MCAS Tuslin	MCAS Tuslin	8,210	2,400	RPTTF	200	200	200	200	200	200	1,200	
63) Contract for Maintenance of undeveloped properties	11/20/2008	Spectrum Landscaping	Maintenance of undeveloped land (Annual)	MCAS Tuslin	71,208	71,208	RPTTF	5,934	5,934	5,934	5,934	5,934	5,934	35,604	
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 183 affordable units within the Project. To the extent RPTTF funds are not available to fund this enforceable obligation, then the obligation shall be considered an encumbrance of the LMHF.	MCAS Tuslin	Annual	See Row #11	RPTTF								
Totals - This Page (RPTTF Funding)					\$ 171,423,787	\$ 12,397,710	\$ -	\$ 2,078,608	\$ 118,998	\$ 3,178,337	\$ 72,446	\$ 76,548	\$ 4,216,882	\$ 9,737,616	
Totals - Page 2 (Other Funding)					\$ 98,411	\$ 50,000	N/A	\$ 88,411	\$ 80,000	\$ 100,000	\$ 120,000	\$ 120,000	\$ 100,000	\$ 589,411	
Totals - Page 3 (Administrative Cost Allowance)					\$ 292,125	\$ 292,125	N/A	\$ 48,690	\$ 48,690	\$ 48,690	\$ 48,690	\$ 48,690	\$ 48,675	\$ 292,125	
Grand total - All Pages					\$ 171,714,323	\$ 12,769,835	\$ -	\$ 2,105,604	\$ 245,000	\$ 3,327,027	\$ 241,136	\$ 249,236	\$ 4,365,357	\$ 10,619,051	

\* 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.

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



