

OVERSIGHT BOARD
OF THE SUCCESSOR AGENCY TO THE COMMUNITY REDEVELOPMENT
AGENCY OF THE CITY OF PALMDALE

COUNTY OF LOS ANGELES, CALIFORNIA

RESOLUTION NO. OB 2012-008

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF PALMDALE AUTHORIZING THE ADOPTION OF AMENDMENTS TO THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE SIX MONTH PERIOD BEGINNING JULY 1, 2012 IN THE FORM OF AN AMENDED RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS)

WHEREAS, The Community Redevelopment Agency of the City of Palmdale ("Redevelopment Agency") was a redevelopment agency in the City of Palmdale ("City"), duly created pursuant to the California Community Redevelopment Law (Part 1 (commencing with Section 33000) of Division 24 of the California Health and Safety Code) ("Redevelopment Law"); and

WHEREAS, The City Council has adopted redevelopment plans for Palmdale's redevelopment project areas, and from time to time, the City Council has amended such redevelopment plans; and

WHEREAS, The Redevelopment Agency was responsible for the administration of redevelopment activities within the City; and

WHEREAS, AB 1X 26 ("AB 26") and AB 1X 27 ("AB 27") were signed by the Governor of California on June 28, 2011, making certain changes to the Redevelopment Law, including adding Part 1.8 (commencing with Section 34161) and Part 1.85 (commencing with Section 34170) ("Part 1.85") to Division 24 of the California Health and Safety Code ("Health and Safety Code"); and

WHEREAS, The California Redevelopment Association and League of California Cities filed a lawsuit in the Supreme Court of California (*California Redevelopment Association, et al. v. Matosantos, et al.*, Case No. S194861) alleging that AB 26 and AB 27 were unconstitutional; and

WHEREAS, On December 29, 2011, the Supreme Court issued its opinion in the *Matosantos* case largely upholding AB 26 as constitutional, invalidating AB 27 as unconstitutional, and holding that AB 26 may be severed from AB 27 and enforced independently; and

WHEREAS, The Supreme Court generally reformed and revised the effective dates and deadlines for performance of obligations under Health and Safety Code Part 1.85 of AB 26 arising before May 1, 2012 to take effect four months later, while leaving the effective dates or deadlines for performance of obligations under Health and Safety Code Part 1.8 of AB 26 unchanged; and

WHEREAS, On February 1, 2012, as a result of the Supreme Court's decision, all California redevelopment agencies were dissolved, successor agencies were established as successor agencies to the former redevelopment agencies pursuant to Health and Safety Code Section 34173, and successor agencies are tasked with paying, performing and enforcing the enforceable obligations of the former redevelopment agencies and winding down the affairs of the former redevelopment agencies; and

WHEREAS, On January 4, 2012 the City Council adopted Resolution No. CC 2012-002 declaring itself as the successor agency to the Community Redevelopment Agency of the City of Palmdale ("Successor Agency") upon the dissolution of the Redevelopment Agency; and

WHEREAS, On April 4, 2012 the City Council, acting in its capacity as the Successor Agency, adopted Resolution No. CC 2012-041 SA naming itself the "Successor Agency to the Community Redevelopment Agency of the City of Palmdale", the sole name by which it will exercise its powers and fulfill its duties pursuant to Part 1.85 of AB 26, and establishing itself as a separate legal entity with rules and regulations that will apply to the governance and operations of the Successor Agency; and

WHEREAS, Health and Safety Code Section 34179 ("Section 34179") establishes a seven (7) member local entity with respect to each successor agency and such entity is titled the "oversight board." The oversight board has been established for the Successor Agency (hereinafter referred to as the "Oversight Board"). The duties and responsibilities of the Oversight Board are set forth in Sections 34179 through 34181 of AB 26; and

WHEREAS, Health & Safety Code Section 34177(l) ("Section 34177(l)") requires the Successor Agency to prepare a Recognized Obligation Payment Schedule (ROPS) listing the enforceable obligations of the former Redevelopment Agency; and

WHEREAS, Section 34177(l) also provides that the ROPS (i) shall be reviewed and certified by the Los Angeles County Auditor-Controller ("County Auditor-Controller"); (ii) submitted to and duly approved by the Oversight Board; (iii) posted on the Successor Agency's website; and (iv) submitted to the County Auditor-Controller, the State Controller and the State Department of Finance ("Department of Finance"); and

WHEREAS, On April 4, 2012 the City Council, acting in its capacity as the Successor Agency, adopted Resolution No. CC 2012-042 SA approving the ROPS for the six month period beginning July 1, 2012 pursuant to Section 34177(l) and determining to set aside funds to comply with the bond documents in accordance with Health and Safety Code Section 34180(c) and to continue to accept amounts in accordance with Health and Safety Code Section 34180(e), including but not limited to amounts with respect to the United States Department of Housing and Urban Development HOME Investment Partnerships Program and the California Department of Housing and Community Development Building Equity and Growth in Neighborhoods (BEGIN) Program; and

WHEREAS, The Successor Agency immediately thereafter (i) posted the ROPS for the six month period beginning July 1, 2012 on the City's website; (ii) submitted it to the County Auditor-Controller for their review and certification; and (iii) notified the State Controller, Department of Finance and the County Auditor-Controller all in accordance with Section 34177(l); and

WHEREAS, On April 13, 2012, the first meeting of the Oversight Board of the Successor Agency took place and Oversight Board Members were duly sworn into office; and

WHEREAS, On April 13, 2012 the Oversight Board adopted Resolution No. OB 2012-004 approving the ROPS for the six month period beginning July 1, 2012 pursuant to Section 34177(l); and

WHEREAS, On May 2, 2012 the Successor Agency adopted Resolution No. SA 2012-009 approving amendments to the ROPS in the form of the Amended ROPS for the six month period beginning July 1, 2012; and

WHEREAS, The Oversight Board desires to approve the amendments to the ROPS for the six month period beginning July 1, 2012, in the form of the Amended ROPS attached hereto and incorporated by reference herein, as previously approved by the Successor Agency on May 2, 2012 by Resolution No. SA 2012-009; and

WHEREAS, All other legal prerequisites to the adoption of this Resolution have occurred.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS by the Oversight Board of the Successor Agency to the Community Redevelopment Agency of the City of Palmdale that:

Section 1. The Oversight Board hereby finds and determines that the foregoing recitals are true and correct.

Section 2. The adoption of this Resolution is not intended to and shall not constitute a waiver of any administrative or judicial rights of the Successor Agency, and the removal of certain items from the ROPS and the change of the funding source for other items are individually and collectively subject to an express reservation of any and all rights and are without prejudice and shall not be used against the Successor Agency.

Section 3. The adoption of this Resolution is not intended to and shall not constitute a waiver by the Successor Agency of any rights the Successor Agency may have to challenge the effectiveness and/or legality of all or any portion of the rejection by the Department of Finance of certain items or of their re-characterization of the funding source for other items.

Section 4. The amendments to the ROPS in the form of the Amended ROPS for the six month period beginning July 1, 2012 which is attached hereto and incorporated by reference, and as previously approved by the Successor Agency, is hereby approved and adopted.

Section 5. The Oversight Board may direct staff of the Successor Agency to perform work in furtherance of the Oversight Board's duties and responsibilities under AB 26.

Section 6. This Resolution shall take effect immediately upon its adoption.

Section 7. The Board Clerk shall certify as to the adoption of this Resolution.

PASSED, APPROVED and ADOPTED this 10th day of May, 2012, by the following vote:

AYES: Childs, Walter, Fisher, Scott, McElroy

NOES: Blalock

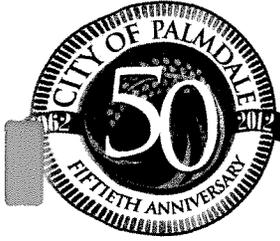
ABSTAIN: None ABSENT: None



David Childs
Chair

ATTEST:


Rebecca J. Smith
Board Clerk



PALMDALE
a place to call home

SUCCESSOR AGENCY TO THE COMMUNITY REDEVELOPMENT
AGENCY OF THE CITY OF PALMDALE

SECRETARY'S CERTIFICATE

JAMES C. LEDFORD, JR.
Mayor

STEVEN D. HOFBAUER
Mayor Pro Tem

LAURA BETTENCOURT
Councilmember

MIKE DISPENZA
Councilmember

TOM LACKEY
Councilmember

38300 Sierra Highway

Palmdale, CA 93550-4798

Tel: 661/267-5100

Fax: 661/267-5122

TDD: 661/267-5167

I, Rebecca J. Smith, Secretary of the Successor Agency to the Community Redevelopment Agency of the City of Palmdale, State of California, do hereby certify as follows:

The attached is a full, true, and correct copy of the staff report presented at the May 2, 2012 Successor Agency to the Community Redevelopment Agency of the City of Palmdale Regular Meeting and entitled:

Adoption of Resolution No. SA 2012-009 approving the Amended Recognized Obligation Payment Schedule (ROPS) for the six month period beginning July 1, 2012

I further certify that I have carefully compared the same with the staff report on file and of record in my office and that said staff report is a full, true, and correct copy of the original staff report approved at said meeting.

WITNESS my hand and the seal of the City of Palmdale this 3rd day of May 2012.

Rebecca J. Smith
Secretary

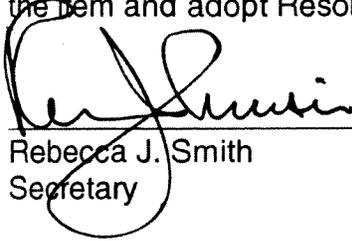
Auxiliary aids provided for

communication accessibility

upon 72 hours' notice and request.

General Counsel Ditzhazy requested the Board of Directors to add this urgency item to the Successor Agency Consent Calendar as item no. 5.7. The Board of Directors unanimously approved adding this item, with the requisite urgency findings, to the Consent Calendar. For further details in this regard, please refer to the minutes of the May 2, 2012 meeting.

Economic Development Manager Walter presented the staff report. No Public comments were received. A motion was made and carried unanimously to approve the item and adopt Resolution No. SA 2012-009.



Rebecca J. Smith
Secretary

DATE: May 2, 2012

SUBJECT: Adoption of Resolution No. SA 2012-009 approving the Amended Recognized Obligation Payment Schedule (ROPS) for the six month period beginning July 1, 2012

ISSUING DEPARTMENT: Economic Development

SUMMARY

Issues:

Should the Successor Agency adopt Resolution No. SA 2012-009, a Resolution of the Successor Agency to the Community Redevelopment Agency of the City of Palmdale Approving Amendments to the ROPS in the Form of the Amended ROPS for the Six Month Period Beginning July 1, 2012?

Recommendation:

It is recommended that the Successor Agency adopt Resolution No. SA 2012-009, a Resolution of the Successor Agency to the Community Redevelopment Agency of the City of Palmdale Approving Amendments to the ROPS in the Form of the Amended ROPS for the Six Month Period Beginning July 1, 2012.

Fiscal Impact:

Removal of the Disputed Items and adjusting the Administrative Cost Allowance to the stated maximum at the request of the Department of Finance reduces the total outstanding obligations on the ROPS by \$1,707,899,984 and the six month total from July through December 2012 is reduced by \$25,377,786, pending efforts to substantiate the validity of the Disputed Items.

BACKGROUND

Section 34177(l) of Assembly Bill 1X 26 (AB 26) requires the Successor Agency to prepare a Recognized Obligation Payment Schedule (ROPS) listing the enforceable obligations of the former Redevelopment Agency. Section 34177(l) further requires the ROPS to be (i) reviewed and certified by the Los Angeles County Auditor-Controller (County Auditor-Controller); (ii) submitted to and duly approved by the Oversight Board; (iii) posted on the City's website; and (iv) submitted to the County Auditor-Controller, the State Controller and the State Department of Finance (Department of Finance).

The Successor Agency approved the ROPS for the six month period beginning July 1, 2012 on April 4, 2012 and immediately thereafter posted it on the City's website and provided it to the County Auditor-Controller for their review and certification. The ROPS was presented to and approved without changes by the Oversight Board on April 13, 2012, which was the earliest date a quorum was available.

The Oversight Board approved ROPS was then immediately posted on the City's website and submitted to the County Auditor-Controller, the State Controller and the Department of Finance.

On April 18, 2012 the Department of Finance acknowledged receipt of the Oversight Board approved ROPS and cited its authority under Section 34179(h) allowing it to request a review of Oversight Board actions within three (3) business days and requested a review of one or more enforceable obligations contained in the ROPS without identifying individual items, and further stating that they would contact the Successor Agency within the statutorily required 10 days for further clarification and supporting documentation for the enforceable obligations in question.

On April 27, 2012 the Successor Agency received a letter from the Department of Finance stating that, based on their application of the law, four items do not qualify as enforceable obligations: (a) Page 3, Item 6 a Cooperation Agreement with the City of Palmdale (A-3394); (b) Page 3, Item 14 a consulting services agreement with Shaw & Associates LLC (A-3611); and (c) Page 8 Items 11 and 12 both related to 20% Housing Set Aside requirements (together the Disputed Items), with Total Outstanding Obligations of \$1,195,817,204, \$400,000, \$29,995,000 (Project Area No. 1) and \$481,240,202 (Merged Project Area) respectively.

In its April 27th letter the Department of Finance also stated that the Administrative Cost Allowance (ACA) is \$1,804,925 and identified various line items that they considered funded by ACA, some of which were previously reported by the Successor Agency as funded by Redevelopment Property Tax Trust Fund. The Disputed Funding Source Items include three (3) lines related to legal services provided by Kane Ballmer & Berkman, two (2) lines related to legal services provided by Richards Watson & Gershon, one (1) line related to certain employee salaries, and two (2) lines related to audit services performed by Vavernick Trine & Day. Finally the Department of Finance stated that the ACA was overstated by \$170,312.

The Department of Finance returned the ROPS for reconsideration pursuant to Section 34179(h) and stated that their action causes the identified ROPS items to be ineffective until their approval.

Successor Agency staff disagrees with the interpretation by the Department of Finance and desires to work cooperatively with them to resolve the Disputed Items and the Disputed Funding Source Items. However, in order to not delay receipt of funds from the County Auditor-Controller for other enforceable obligations listed on the ROPS that are not in dispute, which funds are necessary to pay such enforceable obligations, staff recommends that the Successor Agency approve amendments to the ROPS in the form of the Amended ROPS that (i) removes the Disputed Items without prejudice and without forfeiting any rights the Successor Agency has regarding the Disputed Items (ii) changes without prejudice the funding source for the Disputed Funding Source Items; and (iii) reduces the amount of Page 7 Item 29 related to certain employee salaries so that the total ACA does not exceed \$1,804,925. Staff will work with the Department of Finance to provide documentation to substantiate the validity of the Disputed Items as enforceable obligations and will also discuss with them the proper funding source for the Disputed Funding Source Items.

The attached Resolution No. SA 2012-009 seeks the Successor Agency's (i) approval of the Amended ROPS, subject to the express reservation of any and all rights to challenge the effectiveness of the rejection of the Disputed Items and change in funding source of the Disputed Funding Source Items by the Department of Finance; and (ii) authorization and direction for the Executive Director to (a) submit the approved Amended ROPS to the Oversight Board for their review and approval; (b) re-submit the Amended ROPS to the Department of Finance and any other entity as necessary and appropriate; (c) work cooperatively with the Department of Finance to resolve the Disputed Items and Disputed Funding Source Items; and (d) take any and all other actions and execute any and all documents as necessary or appropriate to comply with AB 26 and effectuate the intent of the Resolution.

Report to Chair and Directors

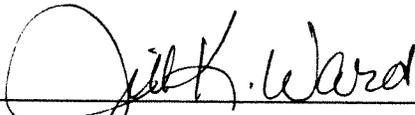
Resolution No. SA 2012-009

May 2, 2012

Page 4

Staff recommends approval of Resolution No. SA 2012-009 attached to this staff report.

Respectfully submitted:



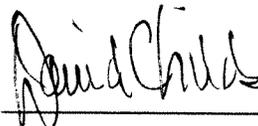
Jill K. Ward

Principal Economic Development
Project Manager



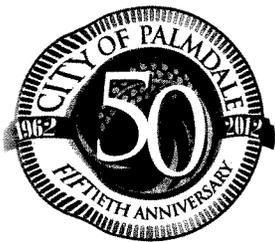
David B. Walter

Economic Development Manager



David Childs

Executive Director



PALMDALE

a place to call home

SUCCESSOR AGENCY TO THE COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF PALMDALE

SECRETARY'S CERTIFICATE

JAMES C. LEDFORD, JR.
Mayor

STEVEN D. HOFBAUER
Mayor Pro Tem

LAURA BETTENCOURT
Councilmember

MIKE DISPENZA
Councilmember

TOM LACKEY
Councilmember

38300 Sierra Highway

Palmdale, CA 93550-4798

Tel: 661/267-5100

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TDD: 661/267-5167

I, Rebecca J. Smith, Secretary of the Successor Agency to the Community Redevelopment Agency of the City of Palmdale, State of California, do hereby certify as follows:

The attached is a full, true, and correct copy of Resolution No. SA 2012-009 adopted at the Regular Meeting of the Successor Agency to the Community Redevelopment Agency of the City of Palmdale duly held at the regular meeting place thereof, on May 2, 2012, at which meeting all of the members of said Board of Directors of the Successor Agency had due notice and at which a majority thereof was present.

I further certify that I have carefully compared the same with the original Resolution No. SA 2012-009 on file and of record in my office and that said Resolution No. SA 2012-009 is a full, true, and correct copy of the original Resolution No. SA 2012-009 adopted at said meeting.

At said meeting, Resolution No. SA 2012-009 was adopted by the following vote:

- AYES: Chair Ledford, Vice Chair Hofbauer, and Directors Bettencourt and Dispenza
- NOES: None
- ABSTAIN: None
- ABSENT: Director Lackey

WITNESS my hand and the seal of the City of Palmdale this 3rd day of May 2012.



 Rebecca J. Smith
 Secretary

Auxiliary aids provided for

communication accessibility

upon 72 hours' notice and request.

SUCCESSOR AGENCY
TO THE COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF
PALMDALE

COUNTY OF LOS ANGELES, CALIFORNIA

RESOLUTION NO. SA 2012-009

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE COMMUNITY REDEVELOPMENT AGENCY OF THE CITY OF PALMDALE AUTHORIZING THE ADOPTION OF AMENDMENTS TO THE RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE SIX MONTH PERIOD BEGINNING JULY 1, 2012 IN THE FORM OF AN AMENDED RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS)

WHEREAS, The Community Redevelopment Agency of the City of Palmdale ("Redevelopment Agency") was a redevelopment agency in the City of Palmdale ("City"), duly created pursuant to the California Community Redevelopment Law (Part 1 (commencing with Section 33000) of Division 24 of the California Health and Safety Code) ("Redevelopment Law"); and

WHEREAS, The City Council has adopted redevelopment plans for Palmdale's redevelopment project areas, and from time to time, the City Council has amended such redevelopment plans; and

WHEREAS, The Redevelopment Agency was responsible for the administration of redevelopment activities within the City; and

WHEREAS, AB 1X 26 ("AB 26") and AB 1X 27 ("AB 27") were signed by the Governor of California on June 28, 2011, making certain changes to the Redevelopment Law, including adding Part 1.8 (commencing with Section 34161) and Part 1.85 (commencing with Section 34170) ("Part 1.85") to Division 24 of the California Health and Safety Code ("Health and Safety Code"); and

WHEREAS, The California Redevelopment Association and League of California Cities filed a lawsuit in the Supreme Court of California (*California Redevelopment Association, et al. v. Matosantos, et al.*, Case No. S194861) alleging that AB 26 and AB 27 were unconstitutional; and

WHEREAS, On December 29, 2011, the Supreme Court issued its opinion in the *Matosantos* case largely upholding AB 26 as constitutional, invalidating AB 27 as unconstitutional, and holding that AB 26 may be severed from AB 27 and enforced independently; and

WHEREAS, The Supreme Court generally reformed and revised the effective dates and deadlines for performance of obligations under Health and Safety Code Part 1.85 of AB 26 arising before May 1, 2012 to take effect four months later, while leaving the effective dates or deadlines for performance of obligations under Health and Safety Code Part 1.8 of AB 26 unchanged; and

WHEREAS, On February 1, 2012, as a result of the Supreme Court's decision, all California redevelopment agencies were dissolved, successor agencies were established as successor agencies to the former redevelopment agencies pursuant to Health and Safety Code Section 34173, and successor agencies are tasked with paying, performing and enforcing the enforceable obligations of the former redevelopment agencies and winding down the affairs of the former redevelopment agencies; and

WHEREAS, On January 4, 2012 the City Council adopted Resolution No. CC 2012-002 declaring itself as the successor agency to the Community Redevelopment Agency of the City of Palmdale ("Successor Agency") upon the dissolution of the Redevelopment Agency; and

WHEREAS, On April 4, 2012 the City Council, acting in its capacity as the Successor Agency, adopted Resolution No. CC 2012-041 SA naming itself the "Successor Agency to the Community Redevelopment Agency of the City of Palmdale", the sole name by which it will exercise its powers and fulfill its duties pursuant to Part 1.85 of AB 26, and establishing itself as a separate legal entity with rules and regulations that will apply to the governance and operations of the Successor Agency; and

WHEREAS, Health and Safety Code Section 34179 ("Section 34179") establishes a seven (7) member local entity with respect to each successor agency and such entity is titled the "oversight board." The oversight board has been established for the Successor Agency (hereinafter referred to as the "Oversight Board"). The duties and responsibilities of the Oversight Board are set forth in Sections 34179 through 34181 of AB 26; and

WHEREAS, Health & Safety Code Section 34177(l) ("Section 34177(l)") requires the Successor Agency to prepare a Recognized Obligation Payment Schedule (ROPS) listing the enforceable obligations of the former Redevelopment Agency; and

WHEREAS, Section 34177(l) also provides that the ROPS (i) shall be reviewed and certified by the Los Angeles County Auditor-Controller ("County Auditor-Controller"); (ii) submitted to and duly approved by the Oversight Board; (iii) posted on the Successor Agency's website; and (iv) submitted to the County Auditor-Controller, the State Controller and the State Department of Finance ("Department of Finance"); and

WHEREAS, On April 4, 2012 the City Council, acting in its capacity as the Successor Agency, adopted Resolution No. CC 2012-042 SA approving the ROPS for the six month period beginning July 1, 2012 pursuant to Section 34177(l) and determining to set aside funds to comply with the bond documents in accordance with Health and Safety Code Section 34180(c) and to continue to accept amounts in accordance with Health and Safety Code Section 34180(e), including but not limited to amounts with respect to the United States Department of Housing and Urban Development HOME Investment Partnerships Program and the California Department of Housing and Community Development Building Equity and Growth in Neighborhoods (BEGIN) Program; and

WHEREAS, The Successor Agency immediately thereafter (i) posted the ROPS for the six month period beginning July 1, 2012 on the City's website; (ii) submitted it to the County Auditor-Controller for their review and certification; and (iii) notified the State Controller, Department of Finance and the County Auditor-Controller all in accordance with Section 34177(l); and

WHEREAS, On April 13, 2012, the first meeting of the Oversight Board of the Successor Agency took place and Oversight Board Members were duly sworn into office; and

WHEREAS, On April 13, 2012 the Oversight Board adopted Resolution No. OB 2012-004 approving the ROPS for the six month period beginning July 1, 2012 pursuant to Section 34177(l); and

WHEREAS, The Successor Agency now desires to approve amendments to the ROPS in the form of the Amended ROPS for the six month period beginning July 1, 2012 which is attached hereto and incorporated herein by reference; and

WHEREAS, All other legal prerequisites to the adoption of this Resolution have occurred.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS by the Board of Directors of the Successor Agency to the Community Redevelopment Agency of the City of Palmdale that:

Section 1. The Board of Directors hereby finds and determines that the foregoing recitals are true and correct.

Section 2. The adoption of this Resolution is not intended to and shall not constitute a waiver of any administrative or judicial rights of the Successor Agency, and the removal of certain items from the ROPS and the change of the funding source for other items are individually and collectively subject to an express reservation of any and all rights and are without prejudice and shall not be used against the Successor Agency.

Section 3. The adoption of this Resolution is not intended to and shall not constitute a waiver by the Successor Agency of any rights the Successor Agency may have to challenge the effectiveness and/or legality of all or any portion of the rejection by the Department of Finance of certain items or of their re-characterization of the funding source for other items

Section 4. The amendments to the ROPS in the form of the Amended ROPS for the six month period beginning July 1, 2012, which is attached hereto and incorporated by reference, is hereby approved and adopted.

Section 5. The Executive Director, or designee, is hereby authorized and directed to: (i) submit the approved Amended ROPS for the six month period beginning July 1, 2012 to the Oversight Board for its review and approval; (ii) re-submit it to the Department of Finance and any and all other entities as necessary or appropriate; (iii) work cooperatively with the Department of Finance to

resolve the disputed items and the disputed funding source items; and (iv) take any and all other actions and execute any and all such other documents as are necessary, convenient or appropriate to comply with AB 26 and to effectuate the intent of this Resolution on behalf of the Successor Agency.

Section 6. This Resolution shall take effect immediately upon its adoption.

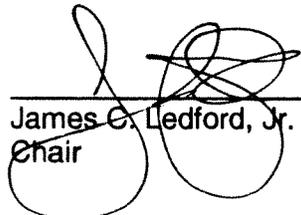
Section 7. The Secretary shall certify as to the adoption of this Resolution.

PASSED, APPROVED and ADOPTED this 2nd day of May, 2012, by the following vote:

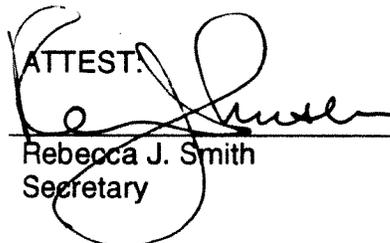
AYES: Ledford, Hofbauer, Bettencourt, and Dispenza

NOES: None

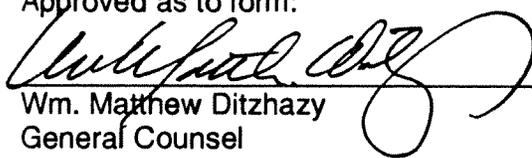
ABSTAIN: None ABSENT: Lackey



James C. Ledford, Jr.
Chair

ATTEST:


Rebecca J. Smith
Secretary

Approved as to form:


Wm. Matthew Ditzhazy
General Counsel

AMENDED RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Resolution No. SA 2012-009 Presented May 2, 2012 to the Successor Agency
 Per AB 28 - Section 34177

Proj Area	Project Name / Debt Obligation	Payee	Description	Funding Source	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Payments by Month						Adjustments for Bond Obligations	July - Dec 2012 Total	
							July 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012	Dec 2012			
PA 1 / Merge	1) Finance	Housing Authority for default two Housing Fund	Statutory obligation to reimburse the Housing Authority for default two the Housing Fund - Statutory Obligation FY 2004-05 ERAF - Housing Fund	Proper Prop 130 Trial Fund	\$ 9,300,000.00	9,300,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ 9,300,000.00
PA 1	2) Loan from Housing for ERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2004-05 ERAF - Housing Fund	Proper Prop 130 Trial Fund	183,159.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
Merge	3) Loan from Housing for ERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2004-05 ERAF - Housing Fund	Proper Prop 130 Trial Fund	796,096.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
PA 1	4) Loan from Housing for ERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2005-06 ERAF - Housing Fund	Proper Prop 130 Trial Fund	172,979.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
Merge	5) Loan from Housing for ERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2005-06 ERAF - Housing Fund	Proper Prop 130 Trial Fund	791,233.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
PA 1	6) Loan from Housing for SERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2009-10 SERAF - Housing Fund	Proper Prop 130 Trial Fund	2,585,394.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
Merge	7) Loan from Housing for SERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2009-10 SERAF - Housing Fund	Proper Prop 130 Trial Fund	9,071,708.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
PA 1	8) Loan from Housing for SERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2010-11 SERAF - Housing Fund	Proper Prop 130 Trial Fund	521,981.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
Merge	9) Loan from Housing for SERAF	Housing Authority for default two Housing Fund	Statutory Obligation FY 2010-11 SERAF - Housing Fund	Proper Prop 130 Trial Fund	1,867,705.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
PA 1	10) 2003 Tax Alloc. Loan to PCA (\$19,320)	US Bank	Bonds issued for refunding non-housing bonds	Proper Prop 130 Trial Fund	22,625,157.00	3,023,575.00	1,171,018.75	0.00	0.00	0.00	0.00	0.00	0.00	\$ 344,818.75	
Merge	11) 2003 Tax Alloc. Loan to PCA (\$8,300)	US Bank	Bonds issued for refunding non-housing bonds	Proper Prop 130 Trial Fund	11,088,980.00	968,154.38	291,867.13	0.00	0.00	0.00	0.00	0.00	0.00	\$ 188,579.63	
PA 1	12) 2010 Tax Alloc. Ref. (Mortgage) (\$27,294)	MC Warrick, Trust	Bonds issued for non-housing projects	Proper Prop 130 Trial Fund	41,629,225.00	5,501,320.64	1,375,329.98	0.00	0.00	0.00	0.00	0.00	0.00	\$ 2,790,660.56	
Merge	13) 1994 Tax Alloc. Loan to PCA (\$4264)	US Bank	Bonds issued for non-housing projects	Proper Prop 130 Trial Fund	1,010,000.00	460,000.00	195,000.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ 195,000.00	
PA 1 / Merge	14) 1997 Tax Alloc. Loan to PCA (\$10,800)	US Bank	Bonds issued for refunding non-housing bonds	Proper Prop 130 Trial Fund	4,843,857.00	867,298.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ 867,298.38	
Merge	15) 1998 Tax Alloc. Bonds (\$30,800)	US Bank	Bonds issued for non-housing projects	Proper Prop 130 Trial Fund	46,698,246.00	3,945,300.00	665,675.00	1,305,625.00	0.00	0.00	0.00	0.00	0.00	\$ 71,860.00	
Merge	16) 1999 Tax Alloc. Bonds (\$2,700)	US Bank	Bonds issued for non-housing projects	Proper Prop 130 Trial Fund	4,808,648.00	517,950.00	79,612.50	0.00	0.00	0.00	0.00	0.00	0.00	\$ 179,612.50	
Merge	17) 2002 Tax Alloc. Bonds (\$5,300)	US Bank	Bonds issued for non-housing projects	Proper Prop 130 Trial Fund	17,285,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	\$ -	
Merge	18) 2004 Tax Alloc. Bonds (\$18,300)	US Bank	Bonds issued for non-housing projects	Proper Prop 130 Trial Fund	31,699,375.00	2,367,000.00	447,975.00	737,675.00	0.00	0.00	0.00	0.00	0.00	\$ 1,185,750.00	
Merge	19) 2004 Tax Alloc. Bonds (\$6,100)	US Bank	Bonds issued for non-housing projects	Proper Prop 130 Trial Fund	10,418,708.00	637,015.00	135,977.50	0.00	0.00	0.00	0.00	0.00	0.00	\$ 1,185,750.00	
Merge	20) 2004 Tax Implementation (A-0861)	Palmdale Redevelopment Agency	Public infrastructure reimbursement	Proper Prop 130 Trial Fund	721,343.00	171,043.50	86,043.50	0.00	0.00	0.00	0.00	0.00	0.00	\$ 128,543.50	
PA 1 / Merge	21) Bond Administration Fees	US Bank	Public Agency/Trustee fees on bond issues	Proper Prop 130 Trial Fund	18,250.00	4,500.00	1,250.00	3,250.00	0.00	0.00	0.00	0.00	0.00	\$ 4,500.00	
PA 1 / Merge	22) Arbitrage Calculation Reports	Wideman Financial	Arbitrage mobile calc. serv	Proper Prop 130 Trial Fund	18,250.00	4,500.00	1,250.00	3,250.00	0.00	0.00	0.00	0.00	0.00	\$ 4,500.00	
PA 1 / Merge	23) Arbitrage Calculation Reports	BondLogic, LLC	Arbitrage mobile calc. serv	Proper Prop 130 Trial Fund	18,250.00	4,500.00	1,250.00	3,250.00	0.00	0.00	0.00	0.00	0.00	\$ 4,500.00	
PA 1 / Merge	24) Bond Disclosure Reports (A-0861)	NBS	Disclosure reporting services	Proper Prop 130 Trial Fund	18,250.00	4,500.00	1,250.00	3,250.00	0.00	0.00	0.00	0.00	0.00	\$ 4,500.00	
PA 1 / Merge	25) Agency Financial Audit (A-2044)	Varench, Thier Day & Co	Audit services	Proper Prop 130 Trial Fund	18,250.00	4,500.00	1,250.00	3,250.00	0.00	0.00	0.00	0.00	0.00	\$ 4,500.00	
Totals - The Page					\$ 217,707,486.00	\$ 28,691,797.91	\$ 14,411,224.34	\$ 3,628,329.96	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,135,862.70
Totals - Page 2					\$ 1,453,519,603.98	\$ 31,289,142.80	\$ 14,151,222.60	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 14,151,222.60
Totals - Page 3					\$ 53,453,984.94	\$ 5,102,921.70	\$ 2,276,679.02	\$ 51,313.86	\$ 43,963.86	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,814,248.42
Totals - Page 4					\$ 19,406,684.00	\$ 827,715.11	\$ 466,633.44	\$ 57,438.33	\$ 28,938.33	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 640,825.00
Totals - Page 5					\$ 80,635,725.94	\$ 10,385,021.89	\$ 2,393,891.98	\$ 1,408,970.13	\$ 112,618.50	\$ 636,289.50	\$ -	\$ -	\$ -	\$ -	\$ 5,285,000.11
Totals - Page 6					\$ 3,521,350.97	\$ 534,562.05	\$ 219,915.05	\$ 28,485.00	\$ 31,075.00	\$ 27,825.00	\$ -	\$ -	\$ -	\$ -	\$ 380,810.00
Totals - Page 7					\$ 14,423,065.86	\$ 1,442,837.84	\$ 302,337.84	\$ 37,489.00	\$ 28,250.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,174,555.86
Totals - Page 8					\$ 25,997,680.00	\$ 1,441,837.84	\$ 302,337.84	\$ 37,489.00	\$ 28,250.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 489,057.84
Grand total - All Pages					\$ 3,916,698,471.09	\$ 44,686,664.90	\$ 41,205,139.21	\$ 3,782,487.32	\$ 289,098.57	\$ 789,538.71	\$ -	\$ -	\$ -	\$ -	\$ 52,094,662.67

* Notwithstanding the provisions of California Health & Safety Code Section 34177(b)(1), agreements between the City and the Agency have been included in this payment schedule because, among other things, they have been validated by operation of law prior to the Governor's signature of AB 1 X 28 on June 28, 2011.
 PA 1 = Original Project Area No. 1 and Amended Area (PA 1A)
 Merge = Project Area No. 2, Project Area No. 3, Project Area No. 4 and Expansion Area
 Housing = Housing Fund

AMENDED RECOGNIZED OBLIGATION PAYMENT SCHEDULE
 Per AS 26 - Section 34177
 Resolution No. SA 2012-009 Presented May 2, 2012 to the Successor Agency

Proj Area	Project Name / Debt Obligation	Payee	Description	Funding Source	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Payments by Month					Adjustments for Bond Obligations	July - Dec 2012 Total	
							Jun 2012	Aug 2012	Sept 2012	Oct 2012	Nov 2012			Dec 2012
PA 1	1) Bond Administration Fees	US Bank	Fiscal Agent/Trustee fees on Bond Issues	Revolving Fund	105,800.00	6,800.00	6,800.00	0.00	0.00	0.00	0.00	0.00	0.00	6,800.00
PA 1	2) Bond Administration Fees	US Bank	Fiscal Agent/Trustee fees on Bond Issues	Revolving Fund	478,330.00	36,020.00	6,480.00	5,720.00	0.00	0.00	0.00	20,610.00	0.00	35,020.00
PA 1	3) Advantage Collection Reports	Bond Capital LLC	Advantage Collection Reports	Revolving Fund	40,000.00	5,000.00	2,500.00	0.00	0.00	0.00	2,500.00	0.00	5,000.00	0.00
PA 1	4) Advantage Collection Reports	Bond Capital LLC	Advantage Collection Reports	Revolving Fund	163,400.00	10,550.00	3,500.00	0.00	0.00	0.00	0.00	7,050.00	0.00	10,550.00
PA 1	5) Bond Disclosure Reports (A-085)	NBS	Disclosure reporting services	Revolving Fund	40,500.00	5,075.00	2,500.00	0.00	0.00	0.00	0.00	375.00	0.00	2,875.00
PA 1	6) Bond Disclosure Reports (A-085)	NBS	Disclosure reporting services	Revolving Fund	144,180.00	15,372.06	7,627.06	0.00	0.00	0.00	0.00	875.00	0.00	8,702.06
PA 1	7) Agency Financial Audit (A-284)	Vermont Title Dry & Co.	Audit services	Administrative Cost Allow	31,680.00	3,820.00	1,200.00	1,250.00	0.00	0.00	0.00	0.00	0.00	2,570.00
PA 1	8) Agency Financial Audit (A-284)	Vermont Title Dry & Co.	Audit services	Administrative Cost Allow	256,320.00	30,880.00	10,680.00	10,100.00	0.00	0.00	0.00	0.00	0.00	20,780.00
PA 1	9) Collection Changes - PA 1	LA County Auditor-Comptroller	Statutory Obligation LA County changes for administering TI	Revolving Fund	2,384,000.00	202,277.27	32,487.27	0.00	0.00	0.00	0.00	0.00	0.00	32,487.27
PA 1	10) Collection Changes - Merges	LA County Auditor-Comptroller	Statutory Obligation LA County changes for administering TI	Revolving Fund	18,725,000.00	671,217.14	61,257.14	0.00	0.00	0.00	0.00	0.00	0.00	61,257.14
PA 1	11) Set Aside - PA 1	Housing Authority for special use Housing Fund	Statutory Obligation H&S Code Sec 33334.2 & 33334.6	REMOVED (1)	REMOVED (1)	REMOVED (1)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	12) Set Aside - Merges	Housing Authority for special use Housing Fund	Statutory Obligation H&S Code Sec 33334.2 & 33334.6	REMOVED (1)	REMOVED (1)	REMOVED (1)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	13) Agency Financial Advisory Sec	Hornal & Company Advisors, LLC	Financial Consulting Services	Revolving Fund	13,750.00	4,812.50	2,062.50	0.00	697.50	0.00	0.00	697.50	0.00	3,437.50
PA 1	14) Agency Financial Advisory Sec	Hornal & Company Advisors, LLC	Financial Consulting Services	Revolving Fund	111,250.00	36,937.50	16,687.50	0.00	5,962.50	0.00	0.00	5,962.50	0.00	27,812.50
PA 1	15) Agency Financial Advisory Sec	Hornal & Company Advisors, LLC	Financial Consulting Services	Administrative Cost Allow	396,000.00	71,778.67	42,998.67	2,620.00	2,620.00	0.00	2,620.00	2,620.00	0.00	56,098.67
PA 1	16) Agency Legal Services (A-3347)	Kearns Ballinger Berkman	Legal services	Administrative Cost Allow	3,204,000.00	256,632.26	60,832.26	17,800.00	17,800.00	0.00	17,800.00	17,800.00	0.00	148,832.26
PA 1	17) Prop Tax Consulting Sec (A-320)	H&C, Corren & Corne	Property Tax Consulting Services	Revolving Fund	16,100.00	11,800.00	8,050.00	0.00	697.50	0.00	0.00	697.50	0.00	9,425.00
PA 1	18) Prop Tax Consulting Sec (A-320)	H&C, Corren & Corne	Property Tax Consulting Services	Administrative Cost Allow	86,400.00	62,300.00	25,300.00	0.00	5,962.50	0.00	3,750.00	5,962.50	0.00	40,175.00
PA 1	19) Agency Legal Services (A-3276)	Richards Wilson & Gordon	Legal services	Administrative Cost Allow	10,000.00	9,519.38	4,519.38	0.00	0.00	0.00	0.00	5,000.00	0.00	9,519.38
PA 1	20) Merges	Richards Wilson & Gordon	Legal services	Administrative Cost Allow	10,000.00	9,519.37	4,519.37	0.00	0.00	0.00	0.00	5,000.00	0.00	9,519.37
PA 1	21) Property Assessments - PA 1	City of Pasadena & Rice	Property Tax Assessments	Revolving Fund	132.00	53.02	23.02	0.00	0.00	0.00	0.00	0.00	0.00	23.02
PA 1	22) Property Assessments - Merges	City of Pasadena & Rice	Property Tax Assessments	Revolving Fund	418.00	153.87	73.67	0.00	0.00	0.00	0.00	0.00	0.00	73.67
PA 1	23) Property Assessments - PA 1	AV Mergals & Vektor Conrad	Mortgage Adornment Assessments	Revolving Fund	357.50	151.50	71.50	0.00	0.00	0.00	0.00	0.00	0.00	151.50
PA 1	24) Property Assessments - Merges	AV Mergals & Vektor Conrad	Mortgage Adornment Assessments	Revolving Fund	292.50	188.50	98.50	0.00	0.00	0.00	0.00	0.00	0.00	188.50
PA 1	25)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	26)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	27)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	28)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	29)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	30)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	31)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	32)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	33)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	34)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	35)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	36)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	37)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	38)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	39)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PA 1	40)				0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Totals - This Page					\$25,597,690.00	\$1,441,637.64	\$302,337.64	\$37,690.00	\$32,820.00	\$26,670.00	\$20,610.00	\$72,030.00	\$0.00	\$482,057.64

* Notwithstanding the provisions of California Health & Safety Code Section 34177(a)(1), agreements between the City and the Agency have been included in this payment schedule because, among other things, they have been included by operation of law prior to the Governor's signature of AB 1 X 28 on June 28, 2011.
 Revised (1) - These items have been removed without prejudice to all rights of the Successor Agency to continue to assert and obtain any necessary approvals of the validity of these items (as outlined in the Resolution approving these ROP amendments) with the Successor Agency's endorsement to resolve the disputes with the Department of Finance.
 Administrative Cost Allowance (2) - the Funding Source for these items has been changed without prejudice to any and all rights of the Successor Agency to continue to assert alternative funding sources, including that not linked to Redevelopment Property Tax Fund, while the Successor Agency endeavors to resolve the disputes with the Department of Finance.

PA 1 - Original Project Area No. 1 and Arroyo Area (PA 1A)
 Merged 3 Project Area No. 2, Project Area No. 1, Project Area No. 4 and Exposition Area
 Housing a Housing Fund