

## Successor Agency Contact Information

Name of Successor Agency:	<u>Santa Monica Redevelopment</u>
County:	<u>Successor Agency</u>
	<u>Los Angeles</u>
Primary Contact Name:	Tina Rodriguez
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Secondary Contact Title:	<u>Acting Administrative Services Officer</u>
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**SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE**

Filed for the January 1, 2013 to June 30, 2013 Period

Name of Successor Agency: Santa Monica Redevelopment Successor Agency

	Total Outstanding Debt or Obligation
<b>Outstanding Debt or Obligation</b>	<b>\$ 746,911,023</b>
<b>Current Period Outstanding Debt or Obligation</b>	<b>Six-Month Total</b>
A Available Revenues Other Than Anticipated RPTTF Funding	19,613,822
B Anticipated Enforceable Obligations Funded with RPTTF	22,735,876
C Anticipated Administrative Allowance Funded with RPTTF	49,928
D Total RPTTF Requested (B + C = D)	22,785,804
Total Current Period Outstanding Debt or Obligation (A + B + C = E) <i>Should be the same amount as ROPS form six-month total</i>	<b>\$ 42,399,626</b>
E Enter Total Six-Month Anticipated RPTTF Funding <i>(Obtain from county auditor-controller)</i>	33,274,979
F Variance (E - D = F) <i>Maximum RPTTF Allowable should not exceed Total Anticipated RPTTF Funding</i>	<b>\$ 10,489,175</b>
<b>Prior Period (January 1, 2012 through June 30, 2012) Estimated vs. Actual Payments</b> (as required in HSC section 34186 (a))	
G Enter Estimated Obligations Funded by RPTTF <i>(Should be the lesser of Finance's approved RPTTF amount including admin allowance or the actual amount distributed)</i>	7,898,535
H Enter Actual Obligations Paid with RPTTF	7,536,118
I Enter Actual Administrative Expenses Paid with RPTTF	376,121
J Adjustment to Redevelopment Obligation Retirement Fund (G - (H + I) = J)	-
<b>K Adjusted RPTTF</b> <i>(The total RPTTF requested shall be adjusted if actual obligations paid with RPTTF are less than the estimated obligation amount.)</i>	<b>\$ 22,785,804</b>

Certification of Oversight Board Chairman:  
Pursuant to Section 34177(m) of the Health & Safety Code,  
I hereby certify that the above is a true and correct copy of the  
Recognized Obligation Payment Schedule as approved by the  
Oversight Board for the above-named agency.

_____	_____
Name	Title
_____	_____
Signature	Date

**RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III)**  
**January 1, 2013 through June 30, 2013**

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
<b>Grand Total</b>									\$ 4,268,540	\$ 14,317,703	\$ 1,027,579	\$ 49,928	\$ 22,735,876	\$ -	\$ 42,399,626
<b>BONDS</b>															
1	2011 Earthquake RDA Bonds	6/7/11	7/1/2042	Union Bank	Bond Payment	Earthquake	140,465,181	2,262,413							-
2	2006 Earthquake RDA Series A Bonds	4/27/06	7/1/2029	Union Bank	Bond Payment	Earthquake	74,641,464	2,227,293							-
3	2006 Earthquake RDA Series B Bonds	4/27/06	7/1/2013	Union Bank	Bond Payment	Earthquake	4,225,138	2,170,138							-
4	2002 Ocean Park Bond	5/1/2002	7/1/2018	Mellon Bank	Bond Payment	Ocean Park	11,971,645	1,718,635							-
5	2011 Earthquake RDA Bonds (Reserve)	6/7/2011	7/1/2042	Union Bank	2011 Earthquake RDA Bonds reserve as required by the bond indenture	Earthquake	2,262,413	2,262,413		2,262,413					2,262,413
6	2002 Ocean Park Bond (Reserve)	5/1/2002	7/1/2018	Mellon Bank	2002 Ocean Park Bonds reserve as required by the bond indenture	Ocean Park	1,749,260	1,749,260		1,749,260					1,749,260
7	2002 Ocean Park Bond - Plan Limit Special Fund (Reserve)	5/1/2002	7/1/2018	Mellon Bank	2002 Ocean Park Bonds Plan Limit Special Fund reserve per the bond Indenture	Ocean Park	1,695,919	1,695,919		668,340	1,027,579				1,695,919
8	2002 Ocean Park Bond - Plan Limit Special Fund	5/1/2002	7/1/2018	Mellon Bank	2002 Ocean Park Bonds Plan Limit Special Fund per the bond Indenture	Ocean Park	3,657,586	2,153,246					2,153,246		2,153,246
<b>LOANS OR MONEYS BORROWED BY AGENCY</b>															
9	1981 CDBG Promissory Note	6/30/1981	6/29/2021	CDBG Fund	Promissory Note for Agency Loan from CDBG Fund	Ocean Park	9,505,816	-							-
10	1983 CDBG Promissory Note	9/14/1983	6/29/2021	CDBG Fund	Promissory Note for Agency Loan from CDBG Fund	Ocean Park	1,193,066	-							-
<b>PAYMENTS</b>															
11	Collective Bargaining Units (EPP, MTA, ATA, MEA) Costs	2/1/2012	As needed	Successor Agency	Per H & S 34171(d)(1)(F) and 34177.3(b) - Successor Agency Employee Payments	All	2,497,403	2,497,403					1,873,500		1,873,500
<b>JUDGEMENTS AND SETTLEMENTS</b>															
No payments related to court or other binding decisions and arbitrations against the former redevelopment agency.															
<b>LEGALLY BINDING AND ENFORCEABLE AGREEMENTS OR CONTRACTS</b>															
12	Wells Fargo Term Loan	3/11/2011	3/1/2018	Wells Fargo	Wells Fargo Loan Payment	Earthquake	69,636,815	11,657,818					1,513,361		1,513,361
13	Bank of America Term Loan	5/8/2008	7/15/2028	Bank of America	Bank of America Loan Payment	Earthquake	58,735,862	4,480,966					473,880		473,880
14	Civic Center Joint Use Agreement	6/28/2011	6/30/2042	Santa Monica Malibu Unified School District	Capital improvements project (FY 2010-11, FY 2011-12, and FY 2012-13 Payments)	Earthquake	126,015,000	8,130,000		4,065,000			8,130,000		12,195,000
15	Ocean Park Lease	5/31/1985	5/31/2021	LA County Housing Authority	175 Ocean Park Blvd. Lease	Ocean Park	1,898,555	166,349					166,349		166,349
16	1978 Promissory Notes	10/24/1978	6/29/2028	City of Santa Monica	Property acquisition note payment (FY 2011-12 Payment and FY 2012-13 Payment)	Downtown	33,245,252	1,649,458					3,229,766		3,229,766
17	2003 Promissory Note A	12/14/2004	1/1/2033	Parking Authority	Downtown Parking Structures 1-6 acquisition note payment	Earthquake	53,573,743	2,551,505					2,551,505		2,551,505
18	2003 Promissory Note B	12/14/2004	1/1/2033	Parking Authority	Downtown Parking Structures 1-6 acquisition note payment	Earthquake	23,497,570	1,118,820					1,118,820		1,118,820
19	1959 High Place (High Place East)	3/9/2011	3/9/2066	Community Corporation of Santa Monica	45 units of affordable family housing	Earthquake	8,811,356	3,500,000	3,500,000						3,500,000
20	FAME (1754 19th St/1753 18th St/1924-30 Euclid)	3/7/2011	3/7/2066	FAME Santa Monica Senior Apartments	49 units of affordable senior housing	Earthquake	6,238,345	1,887,143		1,887,143					1,887,143
21	1942 High Place (High Place West)	7/14/2010	7/14/2065	High Place West, L.P.	47 units of affordable family housing	Earthquake	3,685,547	3,685,547		3,685,547					3,685,547
22	520 Colorado Ave.	3/9/2011	3/9/2066	Step Up On Colorado, L.P.	34 units of special needs housing	Earthquake	2,469,119	399,900	399,900						399,900
23	Low-Mod Housing for Seniors	See Notes	See Notes	Various property owners - see notes	Affordable housing for low income seniors	Earthquake	737,280	737,280	368,640						368,640
24	Arizona and 4th Notes	10/13/2010	1/1/2042	Multiple entities	Mixed-use development with public plaza and underground parking	Earthquake	101,400,000	1,697,440							-
<b>CONTRACTS OR AGREEMENTS NECESSARY FOR CONTINUED ADMINISTRATION OR OPERATION OF AGENCY</b>															
25	Successor Agency and Oversight Board legal services	See Notes	As needed	Successor Agency	Per H & S Code Section 34177.3(b) and 34179(n) - General Counsel, Special Counsel, Bond Counsel, Oversight Board Counsel Services Costs	All	504,401	504,401					244,013		244,013
26	Successor Agency financial services and support	Various	As needed	Successor Agency	Per H & S Section Code 34177.3(b) - Due diligence and accounting and financial analysis	All	194,040	194,040					87,740		87,740
27	Successor Agency appraisal services	As needed	As needed	Successor Agency	Per H & S Code Section 34177.3(b) - Appraisal services for Successor Agency non-housing assets	All	84,000	84,000					84,000		84,000
28	Successor Agency Employee Contractual Obligations	2/1/2012	As needed	Successor Agency	Per H & S Code Section 34171(d)(1)(F) - Negotiated employee union pay-related expenses, insurance, and office space	Earthquake	207,970	207,970					103,985		103,985

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2012-13	Funding Source						
									LMHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
29	Successor Housing Agency Administrative Costs	2/1/2012	As needed	City of Santa Monica Housing Authority	Per H & S Code Section 34171(d)(1)(C) and 34176(c)- Employee and affordable housing administrative costs	All	2,011,422	2,011,422					1,005,711		1,005,711
<b>ADMINISTRATIVE ALLOWANCE</b>															
30	Successor Administrative Cost Allowance	2/1/2012	As needed	Successor Agency	3% Administration Costs	All	99,855	99,855				49,928			49,928

**RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) -- Notes (Optional)**  
**January 1, 2013 through June 30, 2013**

Item #	Notes/Comments
<b>SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE (FILED FOR JANUARY 1, 2013 TO JUNE 30, 2013 PERIOD)</b>	
E	The LA County Auditor Controller's anticipated RPTTF funding amount for this period was not made available to the Agency in sufficient time to meet the ROPS III submittal deadline. Amount shown reflects the Successor Agency's estimated RPTTF for this period. is an estimate provided by the LA County Auditor-Controller. Per e-mail dated August 17, 2012 from the LA County Auditor-Controller this amount is a "very rough estimate of revenues anticipated to be paid to each Successor Agency on January 2, 2013 and [they] believe it is overstated, but it is [their] best estimate given the short timeframe."
<b>RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) Notes</b>	
<b>BONDS</b>	
1)	No bond payment due in this period. FY 2012-2013 bond payments will be made during the ROPS II period in July-Dec. 2012.
2)	No bond payment due in this period. FY 2012-2013 bond payments will be made during the ROPS II period in July-Dec. 2012.
3)	No bond payment due in this period. FY 2012-2013 bond payments will be made during the ROPS II period in July-Dec. 2012.
4)	No bond payment due in this period. FY 2012-2013 bond payments will be made during the ROPS II period in July-Dec. 2012.
5)	Amount shown is in a reserve account.
6)	Amount shown is in a reserve account.
7)	Amount shown is in a reserve account, paid with bond proceeds and reserve balance
8)	Amount shown is the additional amount required to be added to the Ocean Park Special fund reserve account in 2012.
<b>LOANS OR MONEYS BORROWED BY AGENCY</b>	
9)	Repayment of loan begins on June 29, 2015.
10)	Repayment of loan begins on June 29, 2015.
<b>PAYMENTS</b>	
11)	Per H & S Code section 34171(d)(1)(F) and 34177.3(b) amount shown reflects payments required in connection with Agency's employees, including but not limited to, pension obligation debt service, unemployment payments, or other obligations conferred through a collective bargaining agreement.
<b>JUDGEMENTS AND SETTLEMENTS</b>	
	None
<b>LEGALLY BINDING AND ENFORCEABLE AGREEMENTS OR CONTRACTS</b>	
12)	Previous interest payment estimates on the ROPS II were lower than actual interest due. \$203,575 is the total additional interest due in the month of January 2013 and during the ROPS II period.
13)	No loan payment due in this period. FY 2012-2013 loan payments will be made during the ROPS II period in July-Dec. 2012.
14)	FY 2010-11 payment of \$4,065,000 was paid with bond proceeds and is carried over from the January-June 2012 ROPS. RPTTF funds were not received for this obligation. Amount of \$4,065,000 of the total RPTTF amount shown reflects the payment due in FY 2011-12 and is carried over from June-December 2012 ROPS. RPTTF funds were not received for this obligation. The DOF denied both of these payments as enforceable obligations, per DOF letter dated May 22, 2012 to the Agency. On May 29, 2012 the Successor Agency sent correspondence to DOF disputing DOF's position on items not approved as enforceable obligation. Various supporting documents were provided to DOF between May 1, 2012 through May 29, 2012. In addition, per DOF July 12, 2012 letter to Successor Agencies, any denied or disputed items on ROPS 1 and ROPS 2 will be addressed as part of the January-June 2013 ROPS review process. Remaining amount of \$4,065,000 of total RPTTF amount shown reflects the payment due in FY 2012-13. Although FY 2011-12 and FY 2012-13 payments are included in this schedule, these payments have been suspended pending discussions between the Santa Monica Malibu Unified School District and the DOF.
15)	Lease payments for 22 affordable housing rental units required by Coastal Commission Conditions of Approval (Coastal permit #A-318-76-5-83-2-A). Payment made by the Agency on behalf of the LA County Housing Authority. Total obligation is an estimate subject to change based on the Consumer Price Index.
16)	RPTTF funds were not received for the payment of \$1,580,308 due in FY 2011-12. \$1,580,308 of total RPTTF amount shown reflects the FY 2011-12 payment and is carried over from June 2012. DOF denied this item as an enforceable obligation, per DOF letter dated May 22, 2012 to the Agency. On May 29, 2012, the Successor Agency sent correspondence to DOF disputing DOF's position on items not approved as enforceable obligations. Various supporting documents were provided to DOF between May 1, 2012 through May 29, 2012. In addition, per DOF July 12, 2012 letter to Successor Agencies, any denied or disputed items on ROPS 1 and ROPS 2 will be addressed as part of the January-June 2013 ROPS review process. Remaining amount of \$1,649,458 of total RPTTF amount shown reflects the payment due in FY 2012-13.
17)	RPTTF received for this note secures note payment. Note issued concurrently with the issuance of the Civic Center bonds in 2004. Payment stream used to pay Civic Center Bonds.
18)	RPTTF received for this note secures note payment.

**RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS III) -- Notes (Optional)**  
**January 1, 2013 through June 30, 2013**

19)	Acquisition Loan of \$2,002,000 executed August 16, 2002; Predevelopment Loan of \$1,093,000 executed June 23, 2006; Construction Loan in the amount of \$4,426,255, incorporating Acquisition Loan and Predevelopment executed November 30, 2009; additional Loan Obligation Letter in the amount of \$8,589,870 for construction cost gap, originally executed March 9, 2011 and restated March 7, 2012. (High Place East)
20)	Loan Acquisition/Predevelopment Loan of \$4,424,711 executed June 16, 2009; additional Loan Obligation Letters in the amount of \$5,285,289 and \$1,765,000 for construction costs gap executed June 30, 2010 and March 7, 2011, respectively; Loan Agreement of \$11,475,000, incorporating Acquisition/Predevelopment Loan and Loan Obligation Letters, executed November 17, 2011.
21)	Construction Loan of \$953,111 executed November 30, 2009; additional Loan Obligation Letter in the amount of \$7,082,370 executed July 14, 2010; Loan Agreement of \$8,035,481, incorporating initial Construction Loan and Loan Obligation Letter, executed September 16, 2011.
22)	Acquisition/Predevelopment Loan of \$3,645,422 executed December 15, 2010; additional Loan Obligation Letter in the amount of \$1,395,833 for construction cost gap executed March 9, 2011 Loan Agreement of \$5,041,255, incorporating Acquisition/Predevelopment Loan and Loan Obligation Letters, executed January 25, 2012.
23)	There are 60 existing contracts with various execution/termination dates and Payees associated with this program.
24)	No payment due in this period. FY 2012-2013 payments will be made during the ROPS II period in July-Dec. 2012.
25)	Per H & S Code Section 34177.3(b) and 34179(n), estimated costs of legal services necessary to wind down the affairs of the Agency. Legal Services provided by various attorneys on an as-needed basis, including legal services for the Oversight Board. The legal services contract for the Oversight Board would be executed upon approval of ROPS III by the Oversight Board and the Department of Finance. Total outstanding debt or obligation for this line item is an estimate subject to change based on need for legal services.
26)	Per H & S Code Section 34177.3(b), amount shown reflects estimated costs of financial services necessary to wind down the affairs of the Agency. Financial Services provided by various consultants on an as needed basis; additional financial analysis services for this period have also been included. Total outstanding debt or obligation based on estimated contracts during this period and pending additional financial services contract. Total outstanding obligation subject to change should financial services need to be extended.
27)	Per H & S Code Section 34177.3(b), amount shown reflects estimated costs of appraiser services necessary to wind down the affairs of the Agency on an as needed basis. Total outstanding obligation subject to change should additional appraiser services be required.
28)	Per H & S Code Section 34171(d)(1)(F). Amount shown reflects costs contracts or agreements for continued operation of the Agency including office space rent, equipment, supplies, insurance, and services. Total outstanding debt or obligation for Jan-June 2013 ROPS only includes total obligation for one year of Successor Agency costs.
29)	Per H & S Code Section 34171(d)(C) and 34176(c) Amount shown reflects administrative costs for completion of housing projects underway, monitoring and ensuring compliance with affordability covenants through the term of existing regulatory agreements. Total outstanding debt or obligation is for this period only, this amount is subject to change due to adjustments in workload requirements, salary, and benefits.
30)	Amount shown takes into account 3% (administrative cap) for RPTTF funded items only. Total obligation is estimated for only one year and will vary over time.
<b>PRIOR PERIOD ESTIMATED OBLIGATIONS vs. ACTUAL PAYMENTS Notes</b>	
1)	Previous ROPS approved by DOF stated that the Source of Funds for this line item is from reserves. The amounts shown under bond proceeds and reserves reflects a correction under this line item for source of funds.
2)	Actual administrative expenses exceeded the \$376,121 allowance cap funded with RPTTF funds approved by DOF.

Name of Successor Agency:  
County:

Santa Monica Redevelopment Successor Agency  
Los Angeles

Pursuant to Health and Safety Code section 34186 (a)  
PRIOR PERIOD ESTIMATED OBLIGATIONS vs. ACTUAL PAYMENTS  
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS I)  
January 1, 2012 through June 30, 2012

Page/Form	Line	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMIHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
						Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
		<b>Grand Total</b>				\$ -	\$ -	\$ 4,011,673	\$ 4,680,013	\$ 9,220,975	\$ 5,264,056	\$ 376,121	\$ 376,121	\$ 7,522,414	\$ 7,536,118	\$ -	\$ -
1.00	1)	Wells Fargo Term Loan	Wells Fargo	Loan Payment	Earthquake									4,769,287	4,782,991		
	2)	2011 Earthquake RDA Bonds	Union Bank	Bond Payment	Earthquake									1,131,000	1,131,000		
	3)	2011 Earthquake RDA Bonds Reserves	Union Bank/Reserves	2011 Earthquake RDA Bonds reserves per the bond indenture.	Earthquake			2,262,413	2,262,413								
	4)	2006 Earthquake RDA Series A Bonds	Union Bank	Bond Payment	Earthquake									1,113,646	1,113,646		
	5)	2006 Earthquake RDA Series B Bonds	Union Bank	Bond Payment	Earthquake									110,137	110,137		
	6)	2002 Ocean Park Bonds	Mellon Bank	Bond Payment	Ocean Park									249,005	249,005		
	7)	2002 Ocean Park Bond Payment Reserves	Mellon Bank/Reserves	2002 Ocean Park Bonds reserves per the bond indenture.	Ocean Park			1,749,260	1,749,260								
	8)	2002 Ocean Park Bond - Plan Limit Special Fund	Bank/Special Fund	2002 Ocean Park Bonds Plan Limit Special Fund per Indenture.	Ocean Park			-	668,340	1,695,919	1,027,579						
	10)	Bank of America Line of Credit	Bank of America	Loan Payment	Earthquake									149,339	149,339		
	12)	Administrative Cost Allowance	Successor Agency	FY 2011-12 5% Administration Costs	All							376,121	376,121				