RESOLUTION NO. 2012-7

A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY TO THE HAWTHORNE REDEVELOPMENT AGENCY APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE SIX-MONTH FISCAL PERIOD FROM JANUARY 1, 2013 THROUGH JUNE 30, 2013, AND TAKING CERTAIN RELATED ACTIONS.

WHEREAS, pursuant to Health and Safety Code Section 34177(l), the Successor Agency to the Hawthorne Redevelopment Agency (the "Successor Agency") must prepare a proposed Recognized Obligation Payment Schedule ("ROPS") before each six-month fiscal period (commencing each January 1 and July 1) and submit each proposed ROPS to the oversight board for the Successor Agency (the "Oversight Board") for approval.

WHEREAS, pursuant to Health and Safety Code Section 34177(l)(2)(C) and (m), the Successor Agency must (1) submit the Oversight Board-approved ROPS for the six-month fiscal period from January 1, 2013 through June 30, 2013 ("ROPS No. 3"), to the DOF, the Office of the State Controller, and the County Auditor-Controller no later than September 1, 2012; and (2) post a copy of the Oversight Board-approved ROPS No. 3 on the Successor Agency's website.

NOW, THEREFORE, the Oversight Board to the Successor Agency to the Dissolved Hawthorne Redevelopment Agency does hereby resolve as follows:

Section 1. The above recitals are true and correct and are a substantive part of this Resolution.

Section 2. The Oversight Board hereby approves proposed ROPS III, substantially in the form attached hereto as Exhibit A. Staff of the Successor Agency is hereby authorized and directed to submit a copy of Oversight Board-approved ROPS III to the DOF, the State Controller, and the County Auditor-Controller and to post a copy of the Oversight Board-approved ROPS III on the Successor Agency's Internet website

Section 3. The Oversight Board hereby designates _____, as the official designated to whom DOF may make a request for review in connection with actions taken by the Oversight Board.

Section 4. The officers of the Oversight Board and the staff of the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable to effectuate this Resolution, including requesting additional review by the DOF and an opportunity to meet and confer on any disputed items, and any such actions previously taken by such officers and staff are hereby ratified and confirmed.

PASSED AND ADOPTED by the Oversight Board at a meeting held on the 16th day of August, 2012.

CHAIR, OVERSIGHT BOARD

ATTEST:

Monica Durant

SECRETARY, OVERSIGHT BOARD

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) §
CITY OF HAWTHORNE)

I, **Monica Dicrisci,** Secretary to the Oversight Board **DO HEREBY CERTIFY** that the foregoing Resolution, being Resolution No. 2012-7 was duly adopted at the Oversight Board meeting held on **August 16, 2012** and that it was adopted by the following vote, to wit:

AYES: Board Members Vogel, Talleda, Higdon, Kosmont Chairman Juarez.

NOES: None.

ABSTAIN: None.

ABSENT: Board Members Fernandes, McElroy.

Monica Dicrisci

Deputy City Clerk
City of Hawthorne, California

EXHIBIT A

SUCCESSOR AGENCY TO THE HAWTHORNE REDEVELOPMENT AGENCY

ROPS III

(January 1, 2013 through June 30, 2013)

Successor Agency Contact Information

Name of Successor Agency:	Hawthorne Successor Agency
County:	Los Angeles
Primary Contact Name:	Lani Emmich, Finance Manager
Primary Contact Title:	
Address	4455 West 126th Street, Hawthorne, CA 90250
Contact Phone Number:	(310) 349-2927
Contact E-Mail Address:	lemmich@cityofhawthorne.org
Secondary Contact Name:	Felice Lopez
Secondary Contact Title:	Accounting Supervisor
Secondary Contact Phone Number:	(310) 349-2923
Secondary Contact E-Mail Address:	flopez@cityofhawthorne.org

SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE
Filed for the January 1, 2013 to June 30, 2013 Period

Name of Successor Agency: Hawthorne Successor Agency

		Total Outstanding Debt or Obligation
Outstanding Debt or Obligation		$ 135,015,587
Current Period Outstanding Debt or Obligation		**Six-Month Total**
A	Available Revenues Other Than Anticipated RPTTF Funding	0
B	Enforceable Obligations Funded with RPTTF	2,223,568
C	Administrative Allowance Funded with RPTTF	250,000
D	Total RPTTF Funded (B + C = D)	2,473,568
	Total Current Period Outstanding Debt or Obligation (A + B + C = E) *Should be same amount as ROPS form six-month total*	$ 2,473,568
E	Enter Total Six-Month Anticipated RPTTF Funding	2,473,568
F	Variance (D - E = F) *Maximum RPTTF Allowable should not exceed Total Anticipated RPTTF Funding*	$ -
Prior Period (January 1, 2012 through June 30, 2012) Estimated vs. Actual Payments (as required in HSC section 34186 (a))		
G	Enter Estimated Obligations Funded by RPTTF *(Should be the same amount as RPTTF approved by Finance, including admin allowance)*	2,128,433
H	Enter Actual Obligations Paid with RPTTF	1,470,332
I	Enter Actual Administrative Expenses Paid with RPTTF	303,678
J	Adjustment to Redevelopment Obligation Retirement Fund (G - (H + I) = J)	354,423
K	**Adjustment to RPTTF**	$ 2,119,145.00

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

Gregg McClain — Name
Director of Planning & Community Development — Title
Signature
16-Aug-12 — Date

Name of Successor Agency: Hawthorne Successor Agency

County: Los Angeles

Oversight Board Approval 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						
									LMIHF	Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
	Grand Total						$ 135,015,587	$ 7,946,617	$ -	$ -	$ -	$ 250,000	$ 2,223,568	$ -	$ 2,473,568
1	1998 Tax Allocation Refunding Bonds	7/15/1998	#REF!	US Bank	Principal and interest payments made on the 1994/1998 Bonds for funding redevelopment activities with respect to Project Area No. 2	Project Area No. 2	12,986,402.00	1,066,382.00	-	-	-	-	258,313	-	258,313
2	2001 Tax Allocation Refunding Bonds	12/12/2001	#REF!	US Bank	Principal and interest payments made on the Bonds for funding redevelopment activities with respect to the Plaza Project Area.	Plaza Project Area No. 1	3,510,966.60	432,187.51	-	-	-	-	89,766	-	89,766
3	2004 Tax Allocation Refunding Bonds	12/15/2004	#REF!	US Bank	Principal and interest payments made on the 1994 TAB related to Project Area No. 2, refunded by the 2004 Bonds; for the redevelopment activities with respect to Project Area No. 2.	Project Area No. 2	3,445,407.54	346,738.78	-	-	-	-	66,480	-	66,480
4	2006 Tax Allocation Bonds	8/9/2006	#REF!	US Bank	Principal and interest payments made on the 2006 TAB related to Project Area No. 2.	Project Area No. 2	49,215,050.04	2,038,561.26	-	-	-	-	716,191		716,191
5	CFD No. 1998 Special Tax Refunding Bonds (Rosecrans Ave./Oceangate Ave.)	3/18/1999	9/1/2017	US Bank	Principal and interest payments on the Special Tax bonds issued in 1990 for the acquisition and construction of certain facilitiesw ith the retail activities of Oceangate, for Project Area No. 2.	Project Area No. 2	4,539,406.28	753,056.25	-	-	-	-	106,876	-	106,876
6	CFD No. 1999-1 (Gateway Center)	8/7/2000	10/1/2025	US Bank	Principal and interest payments on the Special Tax Bonds issued in 1991 for acquisition and construction of facilities for Cloverleaf Project in Project Area No. 2.	Project Area No. 2	17,791,559.00	1,283,696.00	-	-	-	-	292,967	-	292,967
7	Auto Nation/Costco Note	11/8/2000	11/8/2030	Auto Nation/Costco	Repayment of note to the developers of Auto Nation/Costco note, consisting of Mello-Roos tax refund, sales tax and transient occupancy tax refund to the extent these taxes are generated within the project.	Project Area No 2	25,572,438.35	1,125,000	-	-	-	-	167,000	-	167,000
8	Tax Rebates	7/1/1992	9/30/2022	Oceangate Properties	Tax rebates for Oceangate Properties	Project Area No. 2	5,109,750.00	510,975	-	-	-	-	510,975	-	510,975
9	Successor Agency Administrative/Employee Costs	2/1/2012	Until Successor Agency is dissolved	City of Hawthorne Employees and Various Vendors	Payroll cost for Successor Agency employees, consultants, salaries, insurance, and benefits, supplies, equipment, and other operational supplies.	Plaza Project Area No. 1 & Project Area No. 2	6,000,000.00	250,000	-	-	-	125,000	-	-	125,000
10	City-Agency General Fund Loan (July 1, 2012 through December 31, 2012)	7/1/2012	Until Repaid	City of Hawthorne	City of Hawthorne loan to the Successor Agency for administrative cost allocation for the July 1, 2012 through December 31, 2012 ROPS period pursuant to H&S Code Section 34173(h).	Plaza Project Area No. 1 & Project Area No. 2	125,000.00	125,000	-	-	-	125,000	-	-	125,000
11	FY2009-10 SERAF Loan Repayment	5/6/2010	Until Repaid	City of Hawthorne Low and Moderate Income Housing Asset Fund	Repayment of SERAF loan from former Redevelopment Agency Low and Moderate Income Housing Set-Aside Fund. Pursuant to H&S Code Section 36417(e)(6)(B), payments to begin no earlier than FY2013-14.	Project Area No. 2	3,170,236.00	-	-	-	-	-	-	-	-
12	Plaza Project Area Housing Fund Deferral Payment	8/25/1986	Until Repaid	City of Hawthorne Low and Moderate Income Housing Asset Fund	Repayment for deferral of required 20% Housing Set-Aside deposit from prior fiscal years (beginning FY1985-86)	Plaza Project Area No. 1	3,534,368.00	-	-	-	-	-	-	-	-
13	Due Diligence Reviews	9/1/2012 (Tentative)	4/30/2013	To Be Determined	Housing and Non-Housing Due Diligence Review pursuant to H&S Code Section 34179.6(a)	Plaza Project Area No. 1 & Project Area No. 2	15,000.00	15,000	-	-	-	-	15,000	-	15,000

County: Los Angeles

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

Item #	Notes/Comments
ROPS, 4	2006 Tax Allocation Bonds - The ROPS 2 (July - December 2012) approved payment was $1,322,391 but the actual payment was $1,335,191, a difference of $13,100. This difference has been added to the scheduled payment for the ROPS 3 period.
ROPS, 8	Auto Nation/Costco Note - The ROPS 2 (July - December 2012) approved payment was $958,000 but the payment was $1,125,000, a difference of $167,000. This difference has been added for the ROPS 3 period.
ROPS, 9	Tax Rebates - Payment made during ROPS 2 (July - December 2012) but denied as an Enforceable Obligation because inadequate documentation was provided. Further documentation has been provided to DOF.

Name of Successor Agency: Hawthorne Successor Agency
County: 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
		Grand Total				$ -	$ -	$ -	$ -	$ 3,525,000	$ 3,750,029	$ 376,357	$ 303,678	$ 1,875,433	$ 1,470,332	$ -	$ -
1.00	1	2001 Tax Allocation Refunding Bonds	US Bank	Principal and interest payments due on bond	Plaza Project Area No. 1									301,491	$ 97,421.88		
1.00	2	1998 Tax Allocation Refunding Bonds	US Bank	Principal and interest payments due on bond	Project Area No. 2									290,813	$ 165,250.00		
1.00	3	2004 Tax Allocation Refunding Bonds	US Bank	Principal and interest payments due on bond	Project Area No. 2									73,759	$ 70,259.38		
1.00	4	2006 Tax Allocation Bonds	US Bank	Principal and interest payments due on bond	Project Area No. 2									727,391	715,491		
1.00	5	CFD No. 1998 Special Tax Refunding Bonds (Rosecrans Ave./Oceangate Ave.)	US Bank	Principal and interest payments due on bond	Project Area No. 2									184,250	121,181		
1.00	6	CFD No. 1999-1 (Gateway Center)	US Bank	Principal and interest payments due on bond	Project Area No. 2									300,729	300,729		
1.00	7 & 8	RDA Administrative/Employee Costs	Successor Agency Employees	Payroll, insurance, benefits, supplies, equipment, operational supplies	Plaza Project Area No. 1 & Project Area No. 2							289,637	218,180				
1.00	9	Fiscal Agent Fees	Wildan	Annual disclosure report fees	Plaza Project Area No. 1 & Project Area No. 2							33,900	35,728				
1.00	16	Professional Services - Redevelopment Successor Agency	Rosenow Spevacek Group, Inc.	Successor Agency/Oversight Board consulting services	Plaza Project Area No. 1 & Project Area No. 2							32,820	26,228				
1.00	17	Agency Professional Services - Financial	Vasquez & Company, LLC	Auditing	Plaza Project Area No. 1 & Project Area No. 2							10,000	5,000				
1.00	18	Agency Professional Services - Legal	Richards, Watson & Gershon	Legal counsel	Plaza Project Area No. 1 & Project Area No. 2							5,000	10,141				
1.00	18	Agency Professional Services - Legal	Best, Best & Krieger	Legal counsel	Plaza Project Area No. 1 & Project Area No. 2							5,000	8,401				
1.00	19	City General Fund Loan	City of Hawthorne	Pursuant to Agency Resolution No. 135 and City Resolution No. 4751 and the Cooperation Agreement, the advanced monies to the RDA for RDA expenditures	Plaza Project Area No. 1 & Project Area No. 2					3,300,000	3,300,000						
1.00	27	Tax Rebates	Oceangate Properties	Tax rebate	Project Area No. 2					225,000	450,029						