

STATEMENT OF INDEBTEDNESS - CONSOLIDATED
FILED FOR THE 2010-2011' TAX YEAR

Name of Redevelopment Agency
Name of Project Area

REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE

MCPA - Mid-County Project Area 01-1155, 01-1161 thru 01-1167

Balances Carried Forward From:	Line	Current	
		Total Outstanding Debt	Principal/Interest Due During Tax Year
Fiscal Period - Totals (Optional) Post Fiscal Period - Totals Grand Totals	(1) \$	✓ 95,860,492.00	\$ 7,246,468.00
	(2) \$	14,053,247.00	\$ 247,485.00
Available Revenues From Calculation of Available Revenues, Line 7	(3) \$	109,913,739.00	\$ 7,493,953.00
Net Requirement	(4) \$	✓ 5,439,885.00	
	(5) \$	104,473,854.00	

Consolidate on this form all of the data contained on Form A and B (including supplemental pages). Form A is to include all indebtedness entered into as of June 30 of the Fiscal Year. Form B may be filed at the option of the agency, and is to include indebtedness entered into post June 30 of the Fiscal Year, pursuant to Health and Safety Code Section 33675(c)(2). This is optional for each agency and is not a requirement for filing the Statement of indebtedness. The Reconciliation Statement is to include indebtedness from Form A only.

Certification of Chief Financial Officer:
Pursuant to Section 336775 (b) of the Health and Safety Code,
I hereby certify that the above is a true and accurate Statement
of Indebtedness for the above named agency.

Robert E. Byrd
Name
County Auditor
Title
Signature
Date 11-4-10

**STATEMENT OF INDEBTEDNESS
FILED FOR THE 2010-2011' TAX YEAR
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
MCPA - Mid-County Project Area**

Name of Redevelopment Agency
Name of Project Area

For Indebtedness Entered into as of June 30, 2010

Debt Identification	Original Data					Current	
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) Tax Increment Projects			Open			257,261.00	257,261.00
(B) Coral (General)	6-88	518,576.00	28 yrs	5.65%		166,817.00	26,233.00
(C) Housing Set Aside			40 yrs			21,982,748.00	1,101,501.00
(D) Pass Through Agreements			Open			19,592,358.00	1,501,947.00
(E) County Auditor Fees			Open			409,628.00	67,096.00
(F) 1997 Series A Bonds	9-97	10,439,394.00	36 yrs	5.62	13,720,371.00		-
(G) OPA Agreements			Various			84,064.00	84,064.00
(H) Tax Increment Property/Loans			Open				
(I)							
(J) State ERAF Deposit			Open			342,284.00	342,284.00
Sub Total, This Page						\$ 42,835,160.00	\$ 3,380,386.00
Totals Forward From All Other Pages						\$ 53,025,332.00	\$ 3,866,082.00
Totals, Fiscal Year Indebtedness						\$ 95,860,492.00	\$ 7,246,468.00

Purpose of Indebtedness:

- (A) Tax Increment Projects
- (B) Reimbursement for County Services
- (C) Housing Set Aside- 20%
- (D) Pass Through Agreements
- (E) County Auditor Property Tax Administration Fees
- (F) Tax Allocation Bonds 1997 Series A
- (G) Owner Participation Agreements
- (H) Tax Increment Property/Loans
- (I)
- (J) State ERAF Deposit

**STATEMENT OF INDEBTEDNESS
FILED FOR THE 2010-2011 TAX YEAR
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
MCPA - Mid-County Project Area**

Name of Redevelopment Agency
Name of Project Area

For Indebtedness Entered into as of June 30, 2010

Debt Identification	Original Data				Current		
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) 2004 Tax Allocation Bonds	12-04	6,125,000.00	32	5.00	7,823,713.00	12,107,200.00	338,425.00
(B) 2005 Tax Allocation Bonds	8-05	12,385,000.00	32	5.00	10,233,972.00	19,187,822.00	791,794.00
(C) 2006 Tax Allocation Bonds Series B	10-06	11,775,000.00	31	5.00	10,320,288.00	19,695,441.00	700,994.00
(D) 2009 Bond Anticipation Note	07-09	2,000,000.00	2	3.5	70,000.00	2,034,869.00	2,034,869.00
(E)							
(F)							
(G)							
(H)							
(I)							
(J)							
(K)							
(L)							
Total This Page						\$ 53,025,332.00	\$ 3,866,082.00

Purpose of Indebtedness:

- (A) 2004 Tax Allocation Bonds _____ (G)
- (B) 2005 Tax Allocation Bonds _____ (H)
- (C) 2006 Tax Allocation Bonds Series B _____ (I)
- (D) 2009 Bond Anticipation Note _____ (J)
- (E) _____ (K)
- (F) _____ (L)

RECONCILIATION STATEMENT - CHANGES IN INDEBTEDNESS

Name of Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**
 Name of Project Area **MCPA - Mid-County Project Area**

Tax Year **2010-2011** Reconciliation Dates: **From July 1, 2009 To June 30, 2010**

Debt Identification:		A		B		C		D		E	
SOI, page and line:	Brief Description			Increases (Attach Explanation)	Decreases (Attach Explanation)	Tax Increment	Other Funds				
Pg 1	Current Yr										
Pg 1	Line A	1									
	Line B	1	986,693.00					278,162.00			257,261.00
	Line C	1	166,792.00	21,376.00	451,270.00	21,351.00					166,817.00
	Line D	1	17,595,884.00	5,849,582.00		1,462,718.00					21,982,748.00
	Line E	1	14,069,017.00	7,868,906.00		2,345,565.00					19,592,358.00
	Line F	1	365,024.00	100,787.00		56,183.00					409,628.00
	Line G	1									
	Line H	1	98,314.00			14,250.00					84,064.00
TOTAL - THIS PAGE			33,281,724.00	13,840,651.00	451,270.00	4,178,229.00					42,492,876.00
TOTALS FORWARD			52,827,663.00	4,407,527.00		3,607,265.00				260,309.00	53,367,616.00
GRAND TOTALS			\$ 86,109,387.00	\$ 18,248,178.00	\$ 451,270.00	\$ 7,785,494.00	\$ 260,309.00			\$ 95,860,492.00	

NOTE: Column A must equal the previous year Statement of Indebtedness Outstanding Debt. Column F must equal this year's SOI Outstanding Debt column. Use the page and line number that the indebtedness is listed on in each year as appropriate, and a brief description. Ignore any indebtedness fully repaid in the previous year, as it had a zero ending balance. All new indebtedness entered into since the previous SOI is to be listed below the previous indebtedness. Enter "new" in the "Prior Yr" page and line column for each new indebtedness.

RECONCILIATION STATEMENT - CHANGES IN INDEBTEDNESS

Name of Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**
 Name of Project Area **MCPA - Mid-County Project Area**

Tax Year **2010-2011'** Reconciliation Dates: **From July 1, 2009 To June 30, 2010**

Debt Identification:		A	B		C		D		E	E
SOI, page and line:	Brief Description									
Pg	Current Yr									
Pg NEW	Pg 1									
Line	Line I		390,344.00			390,344.00				
Pg NEW	Pg 1									
Line	Line J		1,947,183.00			1,604,899.00				
Pg 2	Pg 2									
Line A	Line A					335,187.00				
Pg NEW	Pg 2									
Line	Line B					791,269.00				
Pg 2	Pg 2									
Line	Line C					450,435.00			260,309.00	
Pg 2	Pg 2									
Line	Line D					35,131.00				
Pg 2	Pg 2									
Line	Line E									
Pg 2	Pg 2									
Line	Line F									
Pg 2	Pg 2									
Line	Line G									
Pg 2	Pg 2									
Line	Line H									
Pg 2	Pg 2									
Line	Line I									
Pg 2	Pg 2									
Line	Line J									
TOTAL - THIS PAGE			52,827,663.00	4,407,527.00		3,607,265.00		260,309.00		53,367,616.00

NOTE: Column A must equal the previous year Statement of Indebtedness Outstanding Debt. Column F must equal this year's SOI Outstanding Debt Column.

Reconciliation Statement - Description of Adjustments

Agency:

REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE

Project Area:

MCPA - Mid-County Project Area

Reconciliation Sheet page and line:	Description of Adjustment	Amount
Pg 1 Line A	To adjust beginning balance for any new and/or unencumbered commitments for Tax Increment Projects	(\$ 451,270.00)
Pg 1 Line B	To adjust beginning balance to reflect the amount of the increased projection over the life of CORAL debt (General)	\$ 21,376.00
Pg 1 Line C	To adjust beginning balance to reflect the correct balance using the calculation of Low and Moderate Housing Set-Aside requirement for Housing Set Aside	\$ 5,849,582.00
Pg 1 Line D	To adjust beginning balance for Pass Through Agreements to reflect the correct balance using the calculation of Low Mod Set Aside Requirement	\$ 7,868,906.00
Pg 1 Line E	To adjust beginning balance of County Auditor Fees to reflect estimated fees projected over additional five years	\$ 100,787.00
Pg 2 Line I	Adjustment reflects Administrative Costs incurred during the Fiscal Year	\$ 390,344.00
Pg 2 Line J	Adjustment to reflect State ERAF paid in FY 09-10 and State ERAF due for FY 10-11	\$ 1,947,183.00
Pg 2 Line D	Adjustment reflects the reclassification to Mid County of the Bond Anticipation Note Series of 2009	\$ 2,070,000.00
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line	Grand Total	\$ 17,796,908.00

STATEMENT OF INDEBTEDNESS - FISCAL YEAR INDEBTEDNESS ONLY
FILED FOR THE 2010-2011 TAX YEAR

To be used only if the agency wishes to include indebtedness entered into after June 30

Name of Redevelopment Agency
 Name of Project Area

REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
 MCPA - Mid-County Project Area

For Indebtedness Entered into post June 30, 2010

Debt Identification	Original Data					Current	
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) 2010 Tax Allocation Bonds, Series C	7/10	5,645,000.00	30 yrs	6.5%	8,408,247.00	14,053,247.00	247,485.00
(B)							
(C)							
(D)							
(E)							
(F)							
(G)							
(H)							
(I)							
(J)							
(K)							
(L)							
TOTALS						\$ 14,053,247.00	\$ 247,485.00

Purpose of Indebtedness:

- (A) 2010 Tax Allocation Bonds, Series C
- (B) 0
- (C)
- (D)
- (E)
- (F)
- (G)
- (H)
- (I)
- (J)
- (K)
- (L)

CALCULATION OF AVAILABLE REVENUES

AGENCY NAME REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE

PROJECT AREA MCPA - Mid-County Project Area

TAX YEAR 2010-2011'

RECONCILIATION DATES: JULY 1, 2009 TO JUNE 30, 2010

1. Beginning Balance, Available Revenues (See Instructions)	<u>\$ 5,911,790.00</u>
2. Tax Increment Received - Gross All Tax Increment Revenues, to including any Tax Increment passed through to other local taxing agencies	<u>\$ 7,313,589.00</u>
3. All other Available Revenues Received (See Instructions)	<u>\$ -</u>
4. Revenues from any other source, included in Column E of the Reconciliation Statement, but not included in (1 - 3) above	<u>\$ 260,309.00</u>
5. Sum of Lines 1 through 4	<u>\$ 13,485,688.00</u>
6. Total amounts paid against indebtedness in previous year. (D + E on Reconciliation Statement)	<u>\$ 8,045,803.00</u>
7. Available Revenues, End of Year (5 - 6)	<u>\$ 5,439,885.00</u>

FORWARD THIS AMOUNT TO STATEMENT OF INDEBTEDNESS

NOTES

Tax Increment Revenues:

The only amount(s) to be excluded as Tax Increment Revenue are any amounts passed through to other local taxing agencies pursuant to Health and Safety Code Section 33676. Tax Increment Revenue set-aside in the Low and Moderate Income Housing Fund will be washed in the above calculation, and therefor omitted from Available Revenues at year end.

Item 4. above:

This represents any payments from any source other than Tax Increment OR available revenues. For instance, an agency funds a project with a bond issue. The previous SOI included a Disposition Development Agreement (DDA) which was fully satisfied with these bond proceeds. The DDA would be shown on the Reconciliation Statement as fully repaid under the "other" column (Col E), but with funds that were neither Tax Increment, nor "Available Revenues" as defined. The amounts used to satisfy this DDA would be included on line 4 above in order to accurately determine ending "Available Revenues".

Re (5/2/94)

STATEMENT OF INDEBTEDNESS - CONSOLIDATED
FILED FOR THE 2010-2011 TAX YEAR

Name of Redevelopment Agency
Name of Project Area

REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
DCPA - Desert Communities Project Area

	Balances Carried Forward From:	Line	Current	
			Total Outstanding Debt	Principal/Interest Due During Tax Year
Fiscal Period - Totals (Optional)	(From Form A, Page 1 Totals)	(1)	\$ 384,957,250.00 ✓	\$ 21,526,847.00
Post Fiscal Period - Totals	(From Form B Totals)	(2)	\$ 64,108,743.00	\$ 1,258,574.00
Grand Totals		(3)	\$ 449,065,993.00	\$ 22,785,421.00
Available Revenues From Calculation of Available Revenues, Line 7		(4)	\$ ✓ 30,179,209.00	
Net Requirement		(5)	\$ 418,886,784.00	

Consolidate on this form all of the data contained on Form A and B (including supplemental pages). Form A is to include all indebtedness entered into as of June 30 of the Fiscal Year. Form B may be filed at the option of the agency, and is to include indebtedness entered into post June 30 of the Fiscal Year, pursuant to Health and Safety Code Section 33675(c)(2). This is optional for each agency and is not a requirement for filing the Statement of indebtedness. The Reconciliation Statement is to include indebtedness from Form A only.

Certification of Chief Financial Officer:
Pursuant to Section 336775 (b) of the Health and Safety Code,
I hereby certify that the above is a true and accurate Statement
of Indebtedness for the above named agency.

Robert E. Byrd County Auditor
Signature Title
11-4-10 Date

**STATEMENT OF INDEBTEDNESS
FILED FOR THE 2010-2011 TAX YEAR**

Form A

Page 1 of 2 Pages

Name of Redevelopment Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**
 Name of Project Area **DCPA - Desert Communities Project Area**

For Indebtedness Entered into as of June 30, 2010

Debt Identification	Original Data					Current	
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) Tax Increment Projects			Open			723,888.00	723,888.00
(B) Coral (General)	6-88	618,079.00	28 yrs	5.65%		758,299.00	110,692.00
(C) Housing Set Aside			40 yrs			89,813,199.00	4,385,871.00
(D) Pass Through Agreements			Open			80,046,970.00	6,136,181.00
(E) County Auditor Fees			Open			1,631,039.00	267,160.00
(F) Tax Allocation Bonds 1997 Series A	9-97	5,900,818.00	36 yrs	5.62%	7,757,454.00		-
(G) OPA Agreements	Various		Various			912,449.00	912,449.00
(H) Tax Increment Property/Loans			Open				-
(I)							
(J) State ERAF Deposit			Open			1,444,718.00	1,444,718.00
Sub Total, This Page						\$ 175,330,562.00	\$ 13,980,959.00
Totals Forward From All Other Pages						\$ 209,626,688.00	\$ 7,545,888.00
Totals, Fiscal Year Indebtedness						\$ 384,957,250.00	\$ 21,526,847.00

Purpose of Indebtedness:

- (A) Tax Increment Projects
- (B) Reimbursement for County Facilities
- (C) Housing Set Aside- 20%
- (D) Pass Through Agreements
- (E) County Auditor Property Tax Administration Fees
- (F) Tax Allocation Bonds 1997 Series A
- (G) Owner Participation Agreements
- (H) Tax Increment Property/Loans
- (I)
- (J) State ERAF Deposit

**STATEMENT OF INDEBTEDNESS
FILED FOR THE 2010-2011 TAX YEAR**

**REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
DCPA - Desert Communities Project Area**

Name of Redevelopment Agency
Name of Project Area

For Indebtedness Entered into as of June 30, 2010

Debt Identification	Original Data					Current	
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) 2004 Tax Allocation Bonds	12/04	34,840,000.00	32	5.00	37,056,163.00	60,585,944.00	2,094,913.00
(B) 2005 Tax Allocation Bonds	8/05	16,995,000.00	32	5.00	16,854,655.00	29,343,625.00	1,027,575.00
(C) 2006 Tax Allocation Bonds Series A	10/06	71,725,000.00	31	5.00	62,884,956.00	119,697,119.00	4,423,400.00
(D)							
(E)							
(F)							
(G)							
(H)							
(I)							
(J)							
(K)							
(L)							
Total This Page						\$ 209,626,688.00	\$ 7,545,888.00

Purpose of Indebtedness:

- (A) 2004 Tax Allocation Bonds _____ (G) _____
- (B) 2005 Tax Allocation Bonds _____ (H) _____
- (C) 2006 Tax Allocation Bonds Series A _____ (I) _____
- (D) _____ (J) _____
- (E) _____ (K) _____
- (F) _____ (L) _____

RECONCILIATION STATEMENT - CHANGES IN INDEBTEDNESS

Name of Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**
 Name of Project Area **DCPA - Desert Communities Project Area**

Tax Year **2010-2011** Reconciliation Dates: **From July 1, 2009 To June 30, 2010**

SOI, page and line: Prior Yr Current Yr	Debt Identification: Brief Description	A		B		C		D		E		F
		Outstanding Debt All Beginning Indebtedness	Increases (Attach Explanation)	Adjustments (Attach Explanation)	Decreases (Attach Explanation)	Tax Increment	Amounts Paid Against Indebtedness, from:	Other Funds	Remaining Balance (A+B-C-D-E)			
Pg 1 Line A	Tax Increment Projects	516,165.00	569,570.00			361,847.00						723,888.00
Pg 1 Line B	Coral (General)	758,194.00	90,195.00			90,090.00						758,299.00
Pg 1 Line C	Housing Set Aside	71,794,462.00	23,328,665.00			5,309,928.00						89,813,199.00
Pg 1 Line D	Pass Through Agreements	57,404,194.00	29,654,433.00			7,011,657.00						80,046,970.00
Pg 1 Line E	County Auditor Fees	1,802,470.00	68,638.00			240,069.00						1,631,039.00
Pg 1 Line F	1997 Series A Bonds											
Pg 1 Line G	OPA Agreements (TI debt)	1,023,187.00				110,738.00						912,449.00
Pg 1 Line H	Tax Increment- Property/Loans	-				-						
TOTAL - THIS PAGE		133,298,672.00	53,711,501.00			13,124,329.00						173,885,844.00
TOTALS FORWARD		217,172,928.00	10,712,545.00			15,225,833.00						211,071,406.00
GRAND TOTALS		\$ 350,471,600.00	\$ 64,424,046.00	\$ -	\$ -	\$ 28,350,162.00	\$ 1,588,234.00	\$ 1,588,234.00	\$ 384,957,250.00			

NOTE: Column A must equal the previous year Statement of Indebtedness Outstanding Debt. Column F must equal this year's SOI Outstanding Debt column. Use the page and line number that the indebtedness is listed on in each year as appropriate, and a brief description. Ignore any indebtedness fully repaid in the previous year, as it had a zero ending balance. All new indebtedness entered into since the previous SOI is to be listed below the previous indebtedness. Enter "new" in the "Prior Yr" page and line column for each new indebtedness.

RECONCILIATION STATEMENT - CHANGES IN INDEBTEDNESS

Name of Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**

Name of Project Area **DCPA - Desert Communities Project Area**

Tax Year **2010-2011**

Reconciliation Dates: **From July 1, 2009 To June 30, 2010**

Debt Identification:		A Outstanding Debt All Beginning Indebtedness	B Adjustments		C Decreases (Attach Explanation)	D Amounts Paid Against Indebtedness, from:		E Remaining Balance (A+B-C-D-E)
SOI, page and line: Prior Yr	SOI, page and line: Current Yr		Increases (Attach Explanation)	Decreases (Attach Explanation)		Tax Increment	Other Funds	
Pg NEW Line 1	Pg 1 Line 1	-	1,613,983.00		1,613,983.00			
Pg NEW Line 1	Pg 1 Line J	-	9,098,562.00		7,653,844.00		1,444,718.00	
Pg 2 Line A	Pg 2 Line A	62,679,906.00			2,093,962.00		60,585,944.00	
Pg NEW Line 1	Pg 2 Line B	30,371,025.00			1,027,400.00		29,343,625.00	
Pg 2 Line C	Pg 2 Line C	124,121,997.00			2,836,644.00	1,588,234.00	119,697,119.00	
Pg 2 Line D								
Pg 2 Line E								
Pg 2 Line F								
Pg 2 Line G								
Pg 2 Line H								
Pg 2 Line I								
Pg 2 Line J								
TOTAL - THIS PAGE		217,172,928.00	10,712,545.00		15,225,833.00	1,588,234.00	211,071,406.00	

NOTE: Column A must equal the previous year Statement of Indebtedness Outstanding Debt. Column F must equal this year's SOI Outstanding Debt Column.

CALCULATION OF AVAILABLE REVENUES

AGENCY NAME REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE

PROJECT AREA DCPA - Desert Communities Project Area

TAX YEAR 2010-2011

RECONCILIATION DATES: JULY 1, 2009 TO JUNE 30, 2010

1. Beginning Balance, Available Revenues (See Instructions)	<u>\$ 28,223,162.00</u>
2. Tax Increment Received - Gross All Tax Increment Revenues, to including any Tax Increment passed through to other local taxing agencies	<u>\$ 26,549,639.00</u>
3. All other Available Revenues Received (See Instructions)	<u>\$ 3,756,570.00</u>
4. Revenues from any other source, included in Column E of the Reconciliation Statement, but not included in (1 - 3) above	<u>\$ 1,588,234.00</u>
5. Sum of Lines 1 through 4	<u>\$ 60,117,605.00</u>
6. Total amounts paid against indebtedness in previous year. (D + E on Reconciliation Statement)	<u>\$ 29,938,396.00</u>
7. Available Revenues, End of Year (5 - 6)	<u><u>\$ 30,179,209.00</u></u>

FORWARD THIS AMOUNT TO STATEMENT OF INDEBTEDNESS

NOTES

Tax Increment Revenues:

The only amount(s) to be excluded as Tax Increment Revenue are any amounts passed through to other local taxing agencies pursuant to Health and Safety Code Section 33676. Tax Increment Revenue set-aside in the Low and Moderate Income Housing Fund will be washed in the above calculation, and therefor omitted from Available Revenues at year end.

Item 4. above:

This represents any payments from any source other than Tax Increment OR available revenues. For instance, an agency funds a project with a bond issue. The previous SOI included a Disposition Development Agreement (DDA) which was fully satisfied with these bond proceeds. The DDA would be shown on the Reconciliation Statement as fully repaid under the "other" column (Col E), but with funds that were neither Tax Increment, nor "Available Revenues" as defined. The amounts used to satisfy this DDA would be included on line 4 above in order to accurately determine ending "Available Revenues".

Rev. (5/2/94)

**STATEMENT OF INDEBTEDNESS - POST-FISCAL YEAR INDEBTEDNESS ONLY
FILED FOR THE 2011 TAX YEAR**

Form B
(Optional)

To be used only if the agency wishes to include indebtedness entered into after June 30

Name of Redevelopment Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**
 Name of Project Area **DCPA - Desert Communities Project Area**

For Indebtedness Entered into post June 30, 2010

Debt Identification	Original Data					Current	
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) 2010 Tax Allocation Bonds, Series D	7/10	32,415,000.00	27 yrs		31,693,743.00	64,108,743.00	1,258,574.00
(B)							
(C)							
(D)							
(E)							
(F)							
(G)							
(H)							
(I)							
(J)							
(K)							
(L)							
TOTALS						\$ 64,108,743.00	\$ 1,258,574.00

Purpose of Indebtedness:

- (A) 2010 Tax Allocation Bonds, Series D _____
- (B) _____
- (C) _____
- (D) _____
- (E) _____
- (F) _____
- (G) _____
- (H) _____
- (I) _____
- (J) _____
- (K) _____
- (L) _____

**STATEMENT OF INDEBTEDNESS - CONSOLIDATED
FILED FOR THE 2010-2011 TAX YEAR**

Cover Page

Name of Redevelopment Agency
Name of Project Area

**REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Romoland**

Balances Carried Forward From:	Line	Current	
		Total Outstanding Debt	Principal/Interest Due During Tax Year
Fiscal Period - Totals (Optional)	(1)	\$ 317,574,159.00	\$ 33,195,860.00
Post Fiscal Period - Totals	(2)	\$ 120,557,866.00	\$ 2,256,325.00
Grand Totals	(3)	\$ 438,132,025.00	\$ 35,452,185.00
Available Revenues	(4)	\$ 17,297,079.00	
From Calculation of Available Revenues, Line 7	(5)	\$ 420,834,946.00	
Net Requirement			

Consolidate on this form all of the data contained on Form A and B (including supplemental pages). Form A is to include all indebtedness entered into as of June 30 of the Fiscal Year. Form B may be filed at the option of the agency, and is to include indebtedness entered into post June 30 of the Fiscal Year, pursuant to Health and Safety Code Section 33675(c)(2). This is optional for each agency and is not a requirement for filing the Statement of indebtedness. The Reconciliation Statement is to include indebtedness from Form A only.

Certification of Chief Financial Officer:
Pursuant to Section 336775 (b) of the Health and Safety Code,
I hereby certify that the above is a true and accurate Statement
of Indebtedness for the above named agency.

Name

Robert E Byrd

Title

County Auditor

Signature

Robert E Byrd

Date

11-4-10

**STATEMENT OF INDEBTEDNESS
FILED FOR THE 2010-2011 TAX YEAR**

Name of Redevelopment Agency
Name of Project Area

REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Romoland

For Indebtedness Entered into as of June 30, 2010

Debt Identification	Original Data					Current	
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) Tax Increment Projects			Open			1,012,946.00	1,012,946.00
(B) Loan - Tech Park	12-99	1,100,000.00	15yrs	9.90%	1,056,955.00	2,305,351.00	230,535.00
(C) Coral (General)	6-88	780,445.00	40yrs	5.65%		602,307.00	93,820.00
(D) Housing Set Aside			40yrs			87,626,405.00	3,448,678.00
(E) Pass Through Agreements			Open			78,097,967.00	3,865,127.00
(F) County Auditor Fees			Open			1,282,511.00	210,072.00
(G) 1997 Series A Bonds	9-97	9,573,403.00	36yrs	5.62%	12,584,237.00		-
(H) OPA Agreements (TI debts)	Various		Various			5,267,456.00	5,267,456.00
(I)							
(J) State ERAF Deposit			Open			1,201,910.00	1,201,910.00
Sub Total, This Page						\$ 177,396,853.00	\$ 15,330,544.00
Totals Forward From All Other Pages						\$ 140,177,306.00	\$ 17,865,316.00
Totals, Fiscal Year Indebtedness						\$ 317,574,159.00	\$ 33,195,860.00

Purpose of Indebtedness:

- (A) Tax Increment Projects
- (B) Loan from County of Riverside for Tech Park
- (C) Reimbursement for County Services
- (D) Housing Set Aside- 20%
- (E) Pass Through Agreements
- (F) County Auditor Property Tax Administration Fees
- (G) Tax Allocation Bonds 1997 Series A
- (H) Owner Participation Agreements
- (I)
- (J) State ERAF Deposit

**STATEMENT OF INDEBTEDNESS
FILED FOR THE 2010-2011 TAX YEAR
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**

Name of Redevelopment Agency
Name of Project Area

I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Romoland

For Indebtedness Entered into as of June 30, 2010

Debt Identification	Original Data						Current	
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year	
(A) 2004 Tax Allocation Bonds	12/04	20,240,000.00	32	5.00	22,133,358.00	35,869,393.00	1,205,063.00	
(B) Tax Increment-Property/Loans			Open					
(C) 2005 Tax Allocation Bonds	8/05	25,420,000.00	32	5.00	22,945,039.00	41,441,988.00	1,583,425.00	
(D) 2006 Tax Allocation Bonds Series A	10/06	29,255,000.00	31	5.00	26,316,343.00	49,566,691.00	1,777,594.00	
(E) 2009 Bond Anticipation Note	07/09	13,000,000.00	2 yrs	3.50%	299,234.00	13,299,234.00	13,299,234.00	
(F)								
(G)								
(H)								
(I)								
(J)								
(K)								
(L)								
Total This Page						\$ 140,177,306.00	\$ 17,865,316.00	

Purpose of Indebtedness:

- (A) 2004 Tax Allocation Bonds _____ (G)
- (B) Tax Increment Property/Loans _____ (H)
- (C) 2005 Tax Allocation Bonds _____ (I)
- (D) 2006 Tax Allocation Bonds Series A _____ (J)
- (E) 2009 Bond Anticipation Note _____ (K)
- (F) _____ (L)

RECONCILIATION STATEMENT - CHANGES IN INDEBTEDNESS

Name of Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**
 Name of Project Area **I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Romoland**

Tax Year **2010-2011** Reconciliation Dates: **From July 1, 2009 To June 30, 2010**

SOI, page and line: Prior Yr Pg 1 Line A	Debt Identification: Current Yr Pg 1 Line A	Brief Description	A		B		C		D		E		F
			Outstanding Debt All Beginning Indebtedness	Increases (Attach Explanation)	Adjustments (Attach Explanation)	Decreases (Attach Explanation)	Tax Increment	Amounts Paid Against Indebtedness, from:	Other Funds	Remaining Balance (A+B-C-D-E)			
Pg 1 Line A	Pg 1 Line A	Tax Increment Projects	4,194,525.00	484,456.00				3,666,035.00				1,012,946.00	
Pg 1 Line B	Pg 1 Line B	Loan - Tech Park	2,535,886.00	1.00				230,536.00				2,305,351.00	
Pg 1 Line C	Pg 1 Line C	Coral (General)	602,217.00	76,449.00				76,359.00				602,307.00	
Pg 1 Line D	Pg 1 Line D	Housing Set Aside	52,846,896.00	38,739,527.00				3,960,018.00				87,626,405.00	
Pg 1 Line E	Pg 1 Line E	Pass Through Agreements	42,254,422.00	39,061,618.00				3,218,073.00				78,097,967.00	
Pg 1 Line F	Pg 1 Line F	County Auditor Fees	840,544.00	633,172.00				191,205.00				1,282,511.00	
Pg 1 Line G	Pg 1 Line G	1997 Series A Bonds											
Pg 1 Line H	Pg 1 Line H	OPA Agreements (TI debts)	6,713,424.00				1,036,802.00	409,166.00				5,267,456.00	
TOTAL - THIS PAGE			109,987,914.00	78,995,223.00			1,036,802.00	11,751,392.00				176,194,943.00	
TOTALS FORWARD			131,444,645.00	19,794,536.00				9,210,570.00			649,395.00	141,379,216.00	
GRAND TOTALS			\$ 241,432,559.00	\$ 98,789,759.00			\$ 1,036,802.00	\$ 20,961,962.00			\$ 649,395.00	\$ 317,574,159.00	

NOTE: Column A must equal the previous year Statement of Indebtedness Outstanding Debt. Column F must equal this year's SOI Outstanding Debt column. Use the page and line number that the indebtedness is listed on in each year as appropriate, and a brief description. Ignore any indebtedness fully repaid in the previous year, as it had a zero ending balance. All new indebtedness entered into since the previous SOI is to be listed below the previous indebtedness. Enter "new" in the "Prior Yr" page and line column for each new indebtedness.

RECONCILIATION STATEMENT - CHANGES IN INDEBTEDNESS

Name of Agency **REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE**

Name of Project Area **I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Romoland**

Tax Year **2010-2011**

Reconciliation Dates: **From July 1, 2009 To June 30, 2010**

Debt Identification:		A Outstanding Debt All Beginning Indebtedness	B Adjustments		C Decreases (Attach Explanation)	D Amounts Paid Against Indebtedness, from:		E Remaining Balance (A+B-C-D-E)
Pg Prior Yr	Line Current Yr		Increases (Attach Explanation)	Decreases (Attach Explanation)		Tax Increment	Other Funds	
Pg NEW	Line 1	-	1,427,537.00		1,427,537.00			
Pg NEW	Line 1	-	4,911,998.00		3,710,088.00			1,201,910.00
Pg 2	Line 2							
Pg NEW	Line A	37,069,806.00			1,200,413.00			35,869,393.00
Pg NEW	Line B	-			-			
Pg NEW	Line C	43,027,687.00	1.00		1,585,700.00			41,441,988.00
Pg	Line 2	51,347,152.00			1,131,066.00	649,395.00		49,566,691.00
Pg	Line 2		13,455,000.00		155,766.00			13,299,234.00
Pg	Line 2							
Pg	Line 2							
Pg	Line 2							
Pg	Line 2							
Pg	Line 2							
Pg	Line 2							
Pg	Line 2							
TOTAL - THIS PAGE		131,444,645.00	19,794,536.00		9,210,570.00	649,395.00		141,379,216.00

NOTE: Column A must equal the previous year Statement of Indebtedness Outstanding Debt. Column F must equal this year's SOI Outstanding Debt Column.

Reconciliation Statement - Description of Adjustments

Agency:

RIVERSIDE COUNTY REDEVELOPMENT AGENCY

Project Area:

I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Romoland

Reconciliation Sheet	Description of Adjustment	Amount
Pg 1 Line A	To adjust beginning balance for any new and/or unencumbered commitments for Tax Increment Projects	\$ 484,456.00
Pg 1 Line B	To reflect minor adjustment in the beginning balance for Tech Park Loan	\$ 1.00
Pg 1 Line C	To adjust balances to reflect the amount of the increased projection over the entire life of CORAL debt (General)	\$ 76,449.00
Pg 1 Line D	To adjust beginning balance to reflect the correct balance using the calculation of Low and Moderate Housing Set-Aside requirements for Housing Set Aside	\$ 38,739,527.00
Pg 1 Line E	To adjust beginning balance for Pass Through Agreements to reflect the correct beginning balance using the calculation of Low and Mod Housing Set Aside	\$ 39,061,618.00
Pg 1 Line F	To adjust beginning balance of County Auditor Fees to reflect estimated fees projected over an additional five years	\$ 633,172.00
Pg 1 Line H	To adjust beginning balance for any new and/or unencumbered commitments for OPA Agreements	(\$ 1,036,802.00)
Pg 2 Line I	Adjustment reflects Administrative Costs incurred during the Fiscal Year	\$ 1,427,537.00
Pg 2 Line J	Adjustment to reflect State ERAF paid in FY 09-10 and State ERAF due for FY 10-11	\$ 4,911,998.00
Pg 2 Line C	To reflect minor adjustment in the beginning balance for 2005 Tax Allocation Bonds	\$ 1.00
Pg 2 Line E	Adjustment to reflect the 2009 Bond Anticipation Note	\$ 13,455,000.00
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line		
Pg Line	Grand Total	\$ 97,752,957.00

CALCULATION OF AVAILABLE REVENUES

AGENCY NAME RIVERSIDE COUNTY REDEVELOPMENT AGENCY
PROJECT AREA I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Rom
TAX YEAR 2010-2011

RECONCILIATION DATES: JULY 1, 2009 TO JUNE 30, 2010

1. Beginning Balance, Available Revenues (See Instructions)	<u>\$ 18,283,032.00</u>
2. Tax Increment Received - Gross All Tax Increment Revenues, to including any Tax Increment passed through to other local taxing agencies	<u>\$ 19,800,091.00</u>
3. All other Available Revenues Received (See Instructions)	<u>\$ 175,918.00</u>
4. Revenues from any other source, included in Column E of the Reconciliation Statement, but not included in (1 - 3) above	<u>\$ 649,395.00</u>
5. Sum of Lines 1 through 4	<u>\$ 38,908,436.00</u>
6. Total amounts paid against indebtedness in previous year. (D + E on Reconciliation Statement)	<u>\$ 21,611,357.00</u>
7. Available Revenues, End of Year (5 - 6)	<u>\$ 17,297,079.00</u>

FORWARD THIS AMOUNT TO STATEMENT OF INDEBTEDNESS

NOTES

Tax Increment Revenues:

The only amount(s) to be excluded as Tax Increment Revenue are any amounts passed through to other local taxing agencies pursuant to Health and Safety Code Section 33676. Tax Increment Revenue set-aside in the Low and Moderate Income Housing Fund will be washed in the above calculation, and therefor omitted from Available Revenues at year end.

Item 4. above:

This represents any payments from any source other than Tax Increment OR available revenues. For instance, an agency funds a project with a bond issue. The previous SOI included a Disposition Development Agreement (DDA) which was fully satisfied with these bond proceeds. The DDA would be shown on the Reconciliation Statement as fully repaid under the "other" column (Col E), but with funds that were neither Tax Increment, nor "Available Revenues" as defined. The amounts used to satisfy this DDA would be included on line 4 above in order to accurately determine ending "Available Revenues".

Rev (5/2/94)

**STATEMENT OF INDEBTEDNESS - POST FISCAL YEAR INDEBTEDNESS ONLY
FILED FOR THE 2010-2011 TAX YEAR**

Form
(Optional)

To be used only if the agency wishes to include indebtedness entered into after June 30

Name of Redevelopment Agency
Name of Project Area

**REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
I-215 Corridor- Lakeview/Mead Valley/Mead Valley 2/Highgrove/Romoland**

For Indebtedness Entered into post June 30, 2010

Debt Identification	Original Data				Current		
	Date	Principal	Term	Interest Rate	Total Interest	Total Outstanding Debt	Principal/Interest Due During Tax Year
(A) 2010 Tax Allocation Bond, Series E	07-10	50,520,000.00	30 yrs		70,037,866.00	120,557,866.00	2,256,325.00
(B)							
(C)							
(D)							
(E)							
(F)							
(G)							
(H)							
(I)							
(J)							
(K)							
(L)							
TOTALS							
POST FISCAL YEAR INDEBTEDNESS						\$ 120,557,866.00	\$ 2,256,325.00

Purpose of Indebtedness:

- (A) 2010 Tax Allocation Bond, Series E
- (B)
- (C)
- (D)
- (E)
- (F)
- (G)
- (H)
- (I)
- (J)
- (K)
- (L)

Back up for Schedule B debts

**BREAKOUT OF DEBT SERVICE PAYMENT (Interest & Principal)
 DUE FY 10-11 through FY2040 PFA 2010 Tax Allocation Revenue Bonds Series
 By Project Area - Non Housing**

Project Area	1-86	JVPA	MCPA	DCPA	I-215	Total
Non-Housing Bonds						
Total per Area:	-	14,053,247.36	64,108,742.49	120,557,866.11	198,719,855.96	
Less FY 09-10	-	-	-	-	-	-
New Balance per Area:	-	14,053,247.36	64,108,742.49	120,557,866.11	198,719,855.96	

Project Area	No. 1	JVPA	MCPA	DCPA	I-215	Total
Due next FY (FY 10-11)						
Project Area	-	78,103.58	397,192.45	712,072.28	1,187,368.31	
Oct-10 Interest Only	-	-	-	-	-	-
Apr 11 Interest Only	-	247,484.83	1,258,573.70	2,256,325.41	3,762,383.94	

**NEW ISSUE
FULL BOOK-ENTRY**

**Standard & Poor's: "BBB+"
(See "MISCELLANEOUS - Rating" herein)**

In the opinion of Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, subject, however to certain qualifications described herein, under existing law, the interest on the Bonds is excluded from gross income for federal income tax purposes, and such interest is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. In the further opinion of Bond Counsel, such interest is exempt from California personal income taxes. See "TAX MATTERS" herein.

\$5,645,000
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
Mid-County Redevelopment Project Area
2010 Tax Allocation Bonds, Series C

Dated: Date of Delivery

Due: October 1, as shown on inside cover

The Redevelopment Agency For the County of Riverside (the "Agency") has determined to issue its \$5,645,000 principal amount of Redevelopment Agency For the County of Riverside, Mid-County Redevelopment Project Area, 2010 Tax Allocation Bonds, Series C (the "Bonds") pursuant to that certain Indenture of Trust, dated as of July 1, 2010 (the "Indenture"). Proceeds of the Bonds will be used to (i) finance projects of benefit to the Agency's Mid-County Redevelopment Project Area (the "Project Area"), (ii) fund a Reserve Subaccount for the Bonds; and (iii) pay the costs of issuing the Bonds.

The Bonds will be delivered as fully registered bonds, registered in the name of Cede & Co. as nominee of The Depository Trust Company, New York, New York ("DTC"), and will be available to ultimate purchasers ("Beneficial Owners") in the denomination of \$5,000 or any integral multiple thereof, under the book-entry system maintained by DTC. Beneficial Owners will not be entitled to receive delivery of certificates representing their ownership interest in the Bonds. The principal of, premium if any, and semiannual interest (due April 1 and October 1 of each year, commencing October 1, 2010) on the Bonds will be payable by The Bank of New York Mellon Trust Company, N.A., Los Angeles, California, as trustee (the "Trustee"), to DTC for subsequent disbursement to DTC participants, so long as DTC or its nominee remains the registered owner of the Bonds.

The Bonds are subject to optional and mandatory redemption as described herein.

The Bonds are special obligations of the Agency and are payable exclusively from Tax Revenues (as defined herein) to be derived from the Project Area and from amounts on deposit in certain funds and accounts established pursuant to the Indenture. The Bonds are payable from Tax Revenues on a parity with certain outstanding debt of the Agency. See "SECURITY FOR THE BONDS – Outstanding Parity Debt". The receipt of Tax Revenues is subject to certain risks and limitations. See "RISK FACTORS" and "LIMITATIONS ON TAX REVENUES AND POSSIBLE SPENDING LIMITATIONS" herein.

THE BONDS ARE NOT A DEBT, LIABILITY OR OBLIGATION OF THE COUNTY OF RIVERSIDE, THE STATE OF CALIFORNIA, OR ANY OF ITS POLITICAL SUBDIVISIONS OTHER THAN THE AGENCY, AND NEITHER THE COUNTY, THE STATE NOR ANY OF ITS POLITICAL SUBDIVISIONS, OTHER THAN THE AGENCY, IS LIABLE THEREFOR. THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS ARE PAYABLE SOLELY FROM TAX REVENUES ALLOCATED TO THE AGENCY FROM THE PROJECT AREA AND AMOUNTS IN CERTAIN FUNDS AND ACCOUNTS HELD UNDER THE INDENTURE. NEITHER THE MEMBERS OF THE AGENCY, NOR ANY PERSONS EXECUTING THE BONDS ARE LIABLE PERSONALLY ON THE BONDS BY REASON OF THEIR ISSUANCE.

This cover page contains certain information for quick reference only. It is not intended to be a summary of all factors relating to an investment in the Bonds. Investors should review the entire Official Statement before making any investment decision.

MATURITY SCHEDULE
(See inside cover)

The Bonds are offered when, as and if delivered and received by the Underwriter, subject to the approval as to their legality by Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel. Jones Hall is also serving as Disclosure Counsel. Certain legal matters will be passed upon for the Agency by County Counsel. It is anticipated that the Bonds will be available for delivery to DTC on or about July 8, 2010.

STONE & YOUNGBERG

Dated June 30, 2010

TABLE 1
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
Mid-County Redevelopment Project Area
Debt Service Schedule

<u>Bond Year</u> <u>Ending</u> <u>October 1</u>	<u>Annual</u> <u>Principal</u>	<u>Annual</u> <u>Interest</u>	<u>Total</u> <u>Debt Service</u>
2010		\$ 78,103.58	\$ 78,103.58
2011	\$ 45,000	338,762.50	383,762.50
2012	45,000	337,862.50	382,862.50
2013	50,000	336,737.50	386,737.50
2014	50,000	335,112.50	385,112.50
2015	50,000	333,237.50	383,237.50
2016	55,000	331,112.50	386,112.50
2017	55,000	328,637.50	383,637.50
2018	60,000	325,887.50	385,887.50
2019	65,000	322,887.50	387,887.50
2020	65,000	319,475.00	384,475.00
2021	70,000	315,981.26	385,981.26
2022	70,000	312,218.76	382,218.76
2023	75,000	308,368.76	383,368.76
2024	80,000	304,150.00	384,150.00
2025	85,000	299,550.00	384,550.00
2026	90,000	294,450.00	384,450.00
2027	100,000	289,050.00	389,050.00
2028	100,000	283,050.00	383,050.00
2029	110,000	277,050.00	387,050.00
2030	115,000	270,312.50	385,312.50
2031	120,000	263,125.00	383,125.00
2032	135,000	255,625.00	390,625.00
2033	140,000	247,187.50	387,187.50
2034	145,000	238,437.50	383,437.50
2035	160,000	229,375.00	389,375.00
2036	165,000	219,375.00	384,375.00
2037	175,000	209,062.50	384,062.50
2038	995,000	198,125.00	1,193,125.00
2039	1,055,000	135,937.50	1,190,937.50
2040	1,120,000	70,000.00	1,190,000.00
Total	\$5,645,000	\$8,408,247.36	\$14,053,247.36

**NEW ISSUE
FULL BOOK-ENTRY**

**Ratings: Moody's: "A3"
Standard & Poor's: "A"
(See "MISCELLANEOUS - Ratings" herein)**

In the opinion of Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, subject, however to certain qualifications described herein, under existing law, the interest on the Bonds is excluded from gross income for federal income tax purposes, and such interest is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. In the further opinion of Bond Counsel, such interest is exempt from California personal income taxes. See "TAX MATTERS" herein.

**\$32,415,000
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
Desert Communities Redevelopment Project Area
2010 Tax Allocation Bonds, Series D**

Dated: Date of Delivery

Due: October 1, as shown on inside cover

The Redevelopment Agency For the County of Riverside (the "Agency") has determined to issue its \$32,415,000 principal amount of Redevelopment Agency For the County of Riverside, Desert Communities Redevelopment Project Area, 2010 Tax Allocation Bonds, Series D (the "Bonds") pursuant to that certain Indenture of Trust, dated as of July 1, 2010 (the "Indenture"). Proceeds of the Bonds will be used to (i) fund projects of benefit to the Agency's Desert Communities Redevelopment Project Area (the "Project Area"), (ii) fund a Reserve Subaccount for the Bonds; and (iii) pay the costs of issuing the Bonds.

The Bonds will be delivered as fully registered bonds, registered in the name of Cede & Co. as nominee of The Depository Trust Company, New York, New York ("DTC"), and will be available to ultimate purchasers ("Beneficial Owners") in the denomination of \$5,000 or any integral multiple thereof, under the book-entry system maintained by DTC. Beneficial Owners will not be entitled to receive delivery of certificates representing their ownership interest in the Bonds. The principal of, premium if any, and semiannual interest (due April 1 and October 1 of each year, commencing October 1, 2010) on the Bonds will be payable by The Bank of New York Mellon Trust Company, N.A., Los Angeles, California, as trustee (the "Trustee"), to DTC for subsequent disbursement to DTC participants, so long as DTC or its nominee remains the registered owner of the Bonds.

The Bonds are subject to optional and mandatory redemption as described herein.

The Bonds are special obligations of the Agency and are payable exclusively from Tax Revenues (as defined herein) to be derived from the Project Area and from amounts on deposit in certain funds and accounts established pursuant to the Indenture. The Bonds are payable from Tax Revenues on a parity with certain outstanding debt of the Agency. See "SECURITY FOR THE BONDS - Outstanding Parity Debt". The receipt of Tax Revenues is subject to certain risks and limitations. See "RISK FACTORS" and "LIMITATIONS ON TAX REVENUES AND POSSIBLE SPENDING LIMITATIONS" herein.

THE BONDS ARE NOT A DEBT, LIABILITY OR OBLIGATION OF THE COUNTY OF RIVERSIDE, THE STATE OF CALIFORNIA, OR ANY OF ITS POLITICAL SUBDIVISIONS OTHER THAN THE AGENCY, AND NEITHER THE COUNTY, THE STATE NOR ANY OF ITS POLITICAL SUBDIVISIONS, OTHER THAN THE AGENCY, IS LIABLE THEREFOR. THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS ARE PAYABLE SOLELY FROM TAX REVENUES ALLOCATED TO THE AGENCY FROM THE PROJECT AREA AND AMOUNTS IN CERTAIN FUNDS AND ACCOUNTS HELD UNDER THE INDENTURE. NEITHER THE MEMBERS OF THE AGENCY, NOR ANY PERSONS EXECUTING THE BONDS ARE LIABLE PERSONALLY ON THE BONDS BY REASON OF THEIR ISSUANCE.

This cover page contains certain information for quick reference only. It is not intended to be a summary of all factors relating to an investment in the Bonds. Investors should review the entire Official Statement before making any investment decision.

**MATURITY SCHEDULE
(See inside cover)**

The Bonds are offered when, as and if delivered and received by the Underwriters, subject to the approval as to their legality by Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel. Jones Hall is also serving as Disclosure Counsel. Certain legal matters will be passed upon for the Agency by County Counsel. It is anticipated that the Bonds will be available for delivery to DTC on or about July 8, 2010.

STONE & YOUNGBERG

Wedbush Securities

Citi

Dated June 29, 2010

Debt Service Schedule

Scheduled debt service on the Bonds, without regard to any optional redemption, is shown in the following table. For a schedule showing debt service on the Bonds, together with amounts due on the Agency's Outstanding Parity Debt (which are payable from Tax Revenues on a parity with the Bonds), see Table 7 herein.

TABLE 1
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
Desert Communities Redevelopment Project Area
Debt Service Schedule

Bond Year Ending <u>October 1</u>	<u>Annual Principal</u>	<u>Annual Interest</u>	<u>Total Debt Service</u>
2010		\$ 397,192.47	\$ 397,192.47
2011	\$ 640,000	1,722,762.50	2,362,762.50
2012	650,000	1,709,962.50	2,359,962.50
2013	670,000	1,690,462.50	2,360,462.50
2014	690,000	1,670,362.50	2,360,362.50
2015	715,000	1,642,762.50	2,357,762.50
2016	745,000	1,614,162.50	2,359,162.50
2017	775,000	1,584,362.50	2,359,362.50
2018	810,000	1,551,425.00	2,361,425.00
2019	845,000	1,514,975.00	2,359,975.00
2020	885,000	1,474,837.50	2,359,837.50
2021	925,000	1,430,587.50	2,355,587.50
2022	975,000	1,384,337.50	2,359,337.50
2023	1,025,000	1,335,587.50	2,360,587.50
2024	1,080,000	1,283,056.26	2,363,056.26
2025	1,135,000	1,226,356.26	2,361,356.26
2026	1,195,000	1,165,350.00	2,360,350.00
2027	1,265,000	1,098,225.00	2,363,225.00
2028	1,330,000	1,027,150.00	2,357,150.00
2029	1,405,000	952,475.00	2,357,475.00
2030	1,485,000	873,550.00	2,358,550.00
2031	1,570,000	790,200.00	2,360,200.00
2032	1,665,000	696,000.00	2,361,000.00
2033	1,765,000	596,100.00	2,361,100.00
2034	1,865,000	490,200.00	2,355,200.00
2035	1,980,000	378,300.00	2,358,300.00
2036	2,100,000	259,500.00	2,359,500.00
2037	2,225,000	133,500.00	2,358,500.00
Total	32,415,000	\$31,693,742.49	64,108,742.49

NEW ISSUE
FULL BOOK-ENTRY

Ratings: Moody's: "Baa2"
Standard & Poor's: "A-"
(See "MISCELLANEOUS - Ratings" herein)

In the opinion of Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, subject, however to certain qualifications described herein, under existing law, the interest on the Bonds is excluded from gross income for federal income tax purposes, and such interest is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. In the further opinion of Bond Counsel, such interest is exempt from California personal income taxes. See "TAX MATTERS" herein.

\$50,520,000
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
Interstate 215 Corridor Redevelopment Project Area
2010 Tax Allocation Bonds, Series E

Dated: Date of Delivery

Due: October 1, as shown on inside cover

The Redevelopment Agency For the County of Riverside (the "Agency") has determined to issue its \$50,520,000 principal amount of Redevelopment Agency For the County of Riverside, Interstate 215 Corridor Redevelopment Project Area, 2010 Tax Allocation Bonds, Series E (the "Bonds") pursuant to that certain Indenture of Trust, dated as of July 1, 2010 (the "Indenture"). Proceeds of the Bonds will be used to (i) finance projects of benefit to the Agency's Interstate 215 Corridor Redevelopment Project Area (the "Project Area"), (ii) fund a Reserve Subaccount for the Bonds; and (iii) pay the costs of issuing the Bonds.

The Bonds will be delivered as fully registered bonds, registered in the name of Cede & Co. as nominee of The Depository Trust Company, New York, New York ("DTC"), and will be available to ultimate purchasers ("Beneficial Owners") in the denomination of \$5,000 or any integral multiple thereof, under the book-entry system maintained by DTC. Beneficial Owners will not be entitled to receive delivery of certificates representing their ownership interest in the Bonds. The principal of, premium if any, and semiannual interest (due April 1 and October 1 of each year, commencing October 1, 2010) on the Bonds will be payable by The Bank of New York Mellon Trust Company, N.A., Los Angeles, California, as trustee (the "Trustee"), to DTC for subsequent disbursement to DTC participants, so long as DTC or its nominee remains the registered owner of the Bonds.

The Bonds are subject to optional and mandatory redemption as described herein.

The Bonds are special obligations of the Agency and are payable exclusively from Tax Revenues (as defined herein) to be derived from the Project Area and from amounts on deposit in certain funds and accounts established pursuant to the Indenture. The Bonds are payable from Tax Revenues on a parity with certain outstanding debt of the Agency. See "SECURITY FOR THE BONDS - Outstanding Parity Debt". The receipt of Tax Revenues is subject to certain risks and limitations. See "RISK FACTORS" and "LIMITATIONS ON TAX REVENUES AND POSSIBLE SPENDING LIMITATIONS" herein.

THE BONDS ARE NOT A DEBT, LIABILITY OR OBLIGATION OF THE COUNTY OF RIVERSIDE, THE STATE OF CALIFORNIA, OR ANY OF ITS POLITICAL SUBDIVISIONS OTHER THAN THE AGENCY, AND NEITHER THE COUNTY, THE STATE NOR ANY OF ITS POLITICAL SUBDIVISIONS, OTHER THAN THE AGENCY, IS LIABLE THEREFOR. THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON THE BONDS ARE PAYABLE SOLELY FROM TAX REVENUES ALLOCATED TO THE AGENCY FROM THE PROJECT AREA AND AMOUNTS IN CERTAIN FUNDS AND ACCOUNTS HELD UNDER THE INDENTURE. NEITHER THE MEMBERS OF THE AGENCY, NOR ANY PERSONS EXECUTING THE BONDS ARE LIABLE PERSONALLY ON THE BONDS BY REASON OF THEIR ISSUANCE.

This cover page contains certain information for quick reference only. It is not intended to be a summary of all factors relating to an investment in the Bonds. Investors should review the entire Official Statement before making any investment decision.

MATURITY SCHEDULE
(See inside cover)

The Bonds are offered when, as and if delivered and received by the Underwriters, subject to the approval as to their legality by Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel. Jones Hall is also serving as Disclosure Counsel. Certain legal matters will be passed upon for the Agency by County Counsel. It is anticipated that the Bonds will be available for delivery to DTC on or about July 8, 2010.

STONE & YOUNGBERG

Wedbush Securities

Citi

Debt Service Schedule

Scheduled debt service on the Bonds, without regard to any optional redemption, is shown in the following table. For a schedule showing debt service on the Bonds, together with amounts due on the Agency's Outstanding Parity Debt (which are payable from Tax Revenues on a parity with the Bonds), see Table 8 herein.

TABLE 1
REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE
Interstate 215 Corridor Redevelopment Project Area
Debt Service Schedule

Bond Year Ending October 1	Annual Principal	Annual Interest	Total Debt Service
2010		\$ 712,072.27	\$ 712,072.27
2011	\$ 585,000	3,088,506.26	3,673,506.26
2012	600,000	3,076,806.26	3,676,806.26
2013	620,000	3,058,806.26	3,678,806.26
2014	645,000	3,034,006.26	3,679,006.26
2015	670,000	3,008,206.26	3,678,206.26
2016	695,000	2,981,406.26	3,676,406.26
2017	730,000	2,950,131.26	3,680,131.26
2018	760,000	2,913,631.26	3,673,631.26
2019	805,000	2,875,631.26	3,680,631.26
2020	840,000	2,834,375.00	3,674,375.00
2021	885,000	2,790,275.00	3,675,275.00
2022	940,000	2,737,175.00	3,677,175.00
2023	995,000	2,680,775.00	3,675,775.00
2024	1,055,000	2,621,075.00	3,676,075.00
2025	1,120,000	2,557,775.00	3,677,775.00
2026	1,185,000	2,490,575.00	3,675,575.00
2027	1,260,000	2,416,512.50	3,676,512.50
2028	1,340,000	2,337,762.50	3,677,762.50
2029	1,425,000	2,254,012.50	3,679,012.50
2030	1,510,000	2,164,950.00	3,674,950.00
2031	1,610,000	2,070,575.00	3,680,575.00
2032	1,710,000	1,965,925.00	3,675,925.00
2033	1,820,000	1,854,775.00	3,674,775.00
2034	1,945,000	1,736,475.00	3,681,475.00
2035	2,065,000	1,610,050.00	3,675,050.00
2036	2,200,000	1,475,825.00	3,675,825.00
2037	2,345,000	1,332,825.00	3,677,825.00
2038	5,710,000	1,180,400.00	6,890,400.00
2039	6,030,000	809,250.00	6,839,250.00
2040	6,420,000	417,300.00	6,837,300.00
Total	\$50,520,000	\$70,037,866.11	\$120,557,866.11