

1 RESOLUTION NO. O.B. 04-2014

2  
3 A RESOLUTION OF THE OVERSIGHT BOARD OF  
4 THE CITY OF LONG BEACH AS THE SUCCESSOR  
5 AGENCY TO THE REDEVELOPMENT AGENCY OF THE  
6 CITY OF LONG BEACH DIRECTING THE  
7 COMMENCEMENT OF A REFUNDING OF CERTAIN  
8 BONDS AND INDEBTEDNESS  
9

10 WHEREAS, California Assembly Bill No. 26 (First Extraordinary Session)  
11 ("AB X1 26") enacted on June 28, 2011, dissolved all redevelopment agencies and  
12 community development agencies in existence in the State of California, as of February  
13 1, 2012, and designated "successor agencies" and "oversight boards" to satisfy  
14 "enforceable obligations" of the former redevelopment agencies and administer  
15 dissolution and wind down of the former redevelopment agencies; and

16 WHEREAS, California Assembly Bill No. 1484 (Stats 2012 c. 26) ("AB  
17 1484"), a follow on bill to AB X1 26, was enacted on June 27, 2012 and provides a  
18 mechanism to refund outstanding bonds and other indebtedness under certain  
19 circumstances; and

20 WHEREAS, pursuant to California Health and Safety Code Section  
21 34173(d), the City of Long Beach is the successor agency (the "Successor Agency") to  
22 the Redevelopment Agency of the City of Long Beach (the "Former RDA"), confirmed by  
23 Resolution No. 12-0009 adopted by the City of Long Beach on January 17, 2012; and

24 WHEREAS, California Health and Safety Code Section 34179(a) provides  
25 that each successor agency shall have an oversight board composed of seven members;  
26 and

27 WHEREAS, the Successor Agency has duly established such oversight  
28 board (the "Oversight Board") pursuant to California Health and Safety Code Section

1 34179(a); and

2 WHEREAS, the Oversight Board, pursuant to California Health and Safety  
3 Code Section 34177.5(f), may direct the Successor Agency to issue bonds or incur other  
4 indebtedness to refund the bonds or other indebtedness of the Former RDA to provide  
5 debt service savings to the Successor Agency; and

6 WHEREAS, an oversight board may only direct such a refunding so long as  
7 the Successor Agency is able to recover its related costs in connection with the  
8 transaction; and

9 WHEREAS, the recovery of such costs in connection with such a refunding  
10 transaction shall be supplemental to, and not constrained by, the administrative cost  
11 allowance as such allowance is defined in California Health and Safety Code Section  
12 34171(b); and

13 WHEREAS, the Oversight Board is informed by the Successor Agency that  
14 certain bonds and other indebtedness of the Former RDA (the "Prior Obligations"), as  
15 identified in Exhibit A to this resolution ("Resolution"), were issued in relation to various  
16 redevelopment project areas of the Former RDA during the period from December 1,  
17 1992 to May 12, 2010 and may be subject to optional redemption at a present or future  
18 date; and

19 WHEREAS, the Successor Agency has indicated that there are potential  
20 debt service savings that can be achieved through a refinancing of all or a portion of the  
21 Prior Obligations, and the Oversight Board now wishes to direct the Successor Agency to  
22 prepare for the refunding of all or a portion of the Prior Obligations, and such other bonds  
23 as may be hereafter identified by the Successor Agency and approved by the Oversight  
24 Board, to achieve debt service savings or otherwise comply with the terms of California  
25 Health and Safety Code Section 34177.5; and

26 WHEREAS, the County of Los Angeles (the "County"), a political  
27 subdivision of the State of California and taxing entity recipient of property tax revenues,  
28 represented by voting membership on the Oversight Board, has developed a program

1 (the "Refunding Program") to assist successor agencies within the County to refund  
2 bonds and other indebtedness pursuant to AB 1484 in order to provide debt service  
3 savings to the successor agency, efficiencies in issuance and cost of issuance savings;

4 NOW, THEREFORE, the Oversight Board of the City of Long Beach as the  
5 Successor Agency to the Redevelopment Agency of the City of Long Beach ("Oversight  
6 Board") resolves as follows:

7 Section 1. The recitals set forth above are true and correct and are  
8 incorporated into this Resolution by this reference.

9 Section 2. Request for Refunding. Pursuant to California Health and  
10 Safety Code Section 34177.5(f), the Oversight Board hereby requests the Successor  
11 Agency to prepare to issue bonds or incur other indebtedness (the "Refunding  
12 Indebtedness"), which may be sold to the County (or a County joint powers authority)  
13 following a determination by the Successor Agency to participate in the Refunding  
14 Program, to refund all or a portion of the Prior Obligations; provided that this request shall  
15 not offer any assurance that bonds will be sold by the issuer under the Refunding  
16 Program to refund all or any portion of the Prior Obligations. The Successor Agency is  
17 further requested to return to the Oversight Board, once the refunding issue and related  
18 documents have been prepared, for approval of the refunding pursuant to California  
19 Health and Safety Code Section 34180(b).

20 Section 3. Recovery of Costs. The Oversight Board hereby authorizes  
21 and approves the Successor Agency to cover reasonable related costs incurred in  
22 connection with this transaction. The Successor Agency may recover such costs from the  
23 proceeds of the Refunding Indebtedness or, if the Successor Agency is not able to issue  
24 its bonds or incur other indebtedness to refund the bonds or other indebtedness or the  
25 issuer under the Refunding Program is not able to issue its bonds relating to the  
26 Successor Agency, by including such costs in a future Recognized Obligation Payment  
27 Schedule. The recovery of such costs shall be in addition to and shall not count against  
28 any administrative cost allowance of the Successor Agency as such allowance is defined

1 in California Health and Safety Code Section 34171(b).

2 Section 4. Severability. If any provision of this Resolution or the  
3 application of any such provision to any person or circumstance is held invalid, such  
4 invalidity shall not affect other provisions or applications of this Resolution that can be  
5 given effect without the invalid provision or application, and to this end the provisions of  
6 this Resolution are severable. The Oversight Board declares that the Oversight Board  
7 would have adopted this Resolution irrespective of the invalidity of any particular portion  
8 of this Resolution.

9 Section 5. Effective Date. Pursuant to California Health and Safety Code  
10 Section 34179(h), all actions taken by the Oversight Board may be reviewed by the  
11 California Department of Finance and, therefore, this Resolution shall be effective five (5)  
12 business days after notice to the Department of Finance unless the Department of  
13 Finance requests a review of the actions taken in this Resolution, in which case this  
14 Resolution will be effective upon approval by the Department of Finance.

15 This resolution shall take effect immediately upon its adoption by the  
16 Oversight Board, and the City Clerk shall certify the vote adopting this resolution.

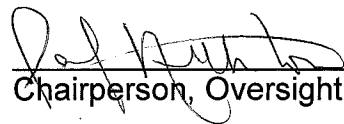
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1 PASSED, APPROVED, and ADOPTED at a meeting of the Oversight Board  
2 of the City of Long Beach as the Successor Agency to the Redevelopment Agency of the  
3 City of Long Beach held this 22nd day of September, 2014 by the following vote:


4  
5 Ayes: Meyer, Netherton, Powers, Strickland.

6  
7  
8 Noes: None.

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10  
11 Absent: Oakley, Tolentino.

12  
13   
14 Chairperson, Oversight Board

15 APPROVED:

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17 Secretary, Oversight Board

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OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

**Exhibit A**  
**Prior Obligations Outstanding as of August 1, 2014**

| Dated     | Original Amount | Outstanding Amount *** | Project Area       | Agency Obligation, Name/Series   | LBPFA Series  | Agency Obligation Final Maturity | Final Coupon      | Next Call Date         | Call Price | Federal Taxability | Trustee    |
|-----------|-----------------|------------------------|--------------------|--|---------------|----------------------------------|-------------------|------------------------|------------|--------------------|------------|
| 12/1/1992 | \$81,020,000.00 | \$15,075,000.00        | Downtown           | Downtown Redev. Proj. Tax Allocation Bonds, Series 1992A                             | Series 1992   | 11/1/2017                        | 6.00%             | No Optional Redemption | N.A.       | Tax-Exempt         | BNY Mellon |
| 12/1/1992 | \$36,470,000.00 | \$6,790,000.00         | West LB Industrial | West Long Beach Industrial Redev. Proj. Tax Allocation Bonds, Series 1992            | Series 1992   | 11/1/2017                        | 6.00%             | No Optional Redemption | N.A.       | Tax-Exempt         | BNY Mellon |
| 12/1/1992 | \$8,755,000.00  | \$0.00                 | N.A.               | Parking Lease Revenue Refunding Bonds  | Series 1992   | Matured                          | N.A.              | N.A.                   | N.A.       | Tax-Exempt         | BNY Mellon |
| 6/25/2002 | \$26,820,000.00 | \$12,550,718.20        | Downtown           | 2002 Subordinate Tax Allocation Bonds (Downtown Redev. Proj.)                        | 2002 Series A | 8/1/2024                         | 5.25% / 5.043967% | Any Date               | 100        | Tax-Exempt         | BNY Mellon |
| 6/25/2002 | \$40,290,000.00 | \$6,374,000.00         | North LB           | 2002 Tax Allocation Bonds (North Long Beach Redev. Proj.)                            | 2002 Series A | 8/1/2031                         | 6.105%            | Any Date               | 100        | Tax-Exempt         | BNY Mellon |
| 6/25/2002 | \$1,700,000.00  | \$0.00                 | Poly High          | 2002 Tax Allocation Bonds (Poly High Redev. Proj.)                                   | 2002 Series A | Matured                          | N.A.              | N.A.                   | N.A.       | Tax-Exempt         | BNY Mellon |
| 6/25/2002 | \$8,895,000.00  | \$2,942,100.00         | West Beach         | 2002 Tax Allocation Bonds (West Beach Redev. Proj.)                                  | 2002 Series A | 8/1/2018                         | 5.152%            | Any Date               | 100        | Tax-Exempt         | BNY Mellon |
| 12/5/2002 | \$25,920,000.00 | \$22,615,000.00        | Downtown           | Downtown Redev. Proj. Tax Allocation Refunding Bonds 2002 Series B                   | 2002 Series B | 11/1/2022                        | 5.50%             | No Optional Redemption | N.A.       | Tax-Exempt         | US Bank    |
| 12/5/2002 | \$21,860,000.00 | \$18,560,000.00        | West LB Industrial | West Long Beach Industrial Redev. Proj. Tax Allocation Refunding Bonds 2002 Series A | 2002 Series B | 11/1/2024                        | 5.00%             | Any Date**             | 100        | Tax-Exempt         | US Bank    |

‡Accreted value as of August 1, 2014.

♣Subject to optional redemption on the date noted and any date thereafter; subject to asset coverage test.

\*Subject to optional redemption on the date noted and any date thereafter.

\*\*Callable bonds include bonds maturing from August 1, 2015 through August 1, 2017, and bonds maturing August 1, 2024.

**Exhibit A**  
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| Dated | Original Amount | Outstanding Amount *** | Project Area | Agency Obligation, Name/Series | LBPFA Series | Agency Obligation Final Maturity | Final Coupon | Next Call Date | Call Price | Federal Taxability | Trustee |
|-------|-----------------|------------------------|--------------|--------------------------------|--------------|----------------------------------|--------------|----------------|------------|--------------------|---------|
|-------|-----------------|------------------------|--------------|--------------------------------|--------------|----------------------------------|--------------|----------------|------------|--------------------|---------|

\*\*\* Bonds with zero outstanding par amounts are shown only for the purpose of providing complete disclosure of all Agency bonds that are part of the outstanding LBPFA Series.

**Exhibit A**  
**Prior Obligations Outstanding as of August 1, 2014**

| Dated     | Original Amount | Outstanding Amount *** | Project Area | Agency Obligation, Name/Series                                  | LBPEA Series                 | Agency Obligation Final Maturity | Final Coupon | Next Call Date         | Call Price | Federal Taxability   | Trustee    |
|-----------|-----------------|------------------------|--------------|---|------------------------------|----------------------------------|--------------|------------------------|------------|----------------------|------------|
| 3/2/2005  | \$56,930,000.00 | \$49,895,000.00        | Central LB   | 2005 Tax Allocation Bonds (Central Long Beach Redev. Proj.)     | 2005 Series A-1 and Series B | 8/1/2040                         | 5.00%        | 8/01/15*               | 100 / 102  | Tax-Exempt / Taxable | BNY Mellon |
| 3/2/2005  | \$4,685,000.00  | \$2,135,000.00         | Los Altos    | 2005 Tax Allocation Bonds (Los Altos Redev. Proj.)              | 2005 Series A-1              | 8/1/2020                         | 4.00%        | 8/01/15*               | 100        | Tax-Exempt           | BNY Mellon |
| 3/2/2005  | \$64,080,000.00 | \$53,180,000.00        | North LB     | 2005 Tax Allocation Bonds (North Long Beach Redev. Proj.)       | 2005 Series A-1 and Series B | 8/1/2035                         | 5.00%        | 8/01/15*               | 100 / 102  | Tax-Exempt / Taxable | BNY Mellon |
| 3/2/2005  | \$2,557,752.60  | \$3,052,015.20†        | Poly High    | 2005 Subordinate Tax Allocation Bonds (Poly High Redev. Proj.)  | 2005 Series A-2              | 8/1/2024                         | 4.90%        | No Optional Redemption | N.A.       | Tax-Exempt           | BNY Mellon |
| 3/2/2005  | \$839,553.30    | \$1,291,068.32†        | West Beach   | 2005 Subordinate Tax Allocation Bonds (West Beach Redev. Proj.) | 2005 Series A-2              | 8/1/2020                         | 4.66%        | No Optional Redemption | N.A.       | Tax-Exempt           | BNY Mellon |
| 3/2/2005  | \$55,665,000.00 | \$48,830,000.00        | Housing      | 2005 Tax Allocation Bonds (Housing Proj.)                       | 2005 Series B                | 8/1/2040                         | 5.44%        | 8/01/15*               | 100 / 102  | Taxable              | BNY Mellon |
| 2/1/2006  | \$7,450,000.00  | \$6,850,000.00         | Downtown     | 2002 Subordinate Tax Allocation Bonds (Downtown Redev. Proj.)   | 2005 Series C                | 8/1/2024                         | 5.043967%    | 8/01/16*               | 100        | Tax-Exempt           | BNY Mellon |
| 2/1/2006  | \$26,983,000.00 | \$24,980,000.00        | North LB     | 2002 Tax Allocation Bonds (North Long Beach Redev. Proj.)       | 2005 Series C                | 8/1/2031                         | 6.105%       | 8/01/16*               | 100        | Tax-Exempt           | BNY Mellon |
| 5/12/2010 | \$22,235,000.00 | \$22,235,000.00        | North LB     | Taxable Recovery Zone Economic Development Bonds, 2010 Series A | N.A.                         | 8/1/2020                         | 8.36%        | 08/01/20*              | 100        | Taxable              | BNY Mellon |
| 5/12/2010 | \$10,745,000.00 | \$8,325,000.00         | North LB     | Taxable Build America Bonds, 2010 Series B                      | N.A.                         | 8/1/2020                         | 7.90%        | 08/01/20*              | 100        | Taxable              | BNY Mellon |

†Accreted value as of August 1, 2014.

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|-------|-----------------|------------------------|--------------|--------------------------------|--------------|----------------------------------|--------------|----------------|------------|--------------------|---------|
|-------|-----------------|------------------------|--------------|--------------------------------|--------------|----------------------------------|--------------|----------------|------------|--------------------|---------|

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