

1 RESOLUTION NO. O.B. 06-2015

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 AUTHORIZING THE SUCCESSOR
7 AGENCY TO REFUND CERTAIN OUTSTANDING TAX
8 ALLOCATION BONDS PURSUANT TO ASSEMBLY BILLS
9 X1 26 AND 1484
10

11 WHEREAS, pursuant to the Community Redevelopment Law (Part 1 of
12 Division 24 of the California Health and Safety Code and referred to herein as the "Law"),
13 the City Council of the City of Long Beach (the "City") created the former Redevelopment
14 Agency of the City of Long Beach (the "Former RDA"); and

15 WHEREAS, the Former RDA was a redevelopment agency, a public body,
16 corporate and politic duly created, established and authorized to transact business and
17 exercise its powers, all under and pursuant to the Law, and the powers of such agency
18 included the power to issue bonds, notes, certificates of participation, or other evidence
19 of indebtedness for any of its corporate purposes; and

20 WHEREAS, California Assembly Bill No. 26 (First Extraordinary Session)
21 ("AB X1 26") enacted on June 28, 2011, dissolved all redevelopment agencies and
22 community development agencies in existence in the State of California as of February 1,
23 2012, and designated "successor agencies" and "oversight boards" to satisfy
24 "enforceable obligations" of the former redevelopment agencies and administer
25 dissolution and wind down of the former redevelopment agencies; and

26 WHEREAS, Assembly Bill No. 1484 ("AB 1484"), a follow on bill to AB X1
27 26, was enacted on June 27, 2012 and provides a mechanism to refund outstanding
28 bonds or other indebtedness under certain circumstances; and

1 WHEREAS, pursuant to California Health and Safety Code Section
2 34173(d), the City is the successor agency (as successor agency to the Former RDA, the
3 "Agency"); and

4 WHEREAS, redevelopment plans for (i) the Central Long Beach
5 Redevelopment Project of the Agency, as adopted and approved by Ordinance No. C-
6 7738 enacted by the City Council of the City on March 6, 2001, (ii) the Downtown
7 Redevelopment Project of the Agency, as adopted and approved by Ordinance No. C-
8 5187 enacted by the City Council of the City on June 17, 1975, (iii) the West Long Beach
9 Industrial Project of the Agency, as adopted and approved by Ordinance No. C-5188
10 enacted by the City Council of the City on July 1, 1975, (iv) the Los Altos Redevelopment
11 Project of the Agency, as adopted and approved by Ordinance No. C-6954 enacted by
12 the City Council of the City on December 10, 1991, (v) the North Long Beach
13 Redevelopment Project of the Agency, as adopted and approved by Ordinance No. C-
14 7412 enacted by the City Council of the City on July 16, 1996, (vi) the Poly High
15 Redevelopment Project of the Agency, as adopted and approved by Ordinance No. C-
16 5063 enacted by the City Council of the City on April 3, 1973, and (vii) the West Beach
17 Redevelopment Project of the Agency, as adopted and approved by Ordinance No. C-
18 4451 enacted by the City Council of the City on July 21, 1964 (together, the
19 "Redevelopment Project") in each case together with any amendments thereof thereafter
20 duly enacted pursuant to the Law, and for which all requirements of law for and
21 precedent to the adoption and approval, as amended, have been duly complied with; and

22 WHEREAS, each plan contemplated that the Former RDA would issue its
23 bonds to finance and/or refinance a portion of the cost of such redevelopment; and

24 WHEREAS, the Oversight Board of the City of Long Beach as the
25 Successor Agency to the Redevelopment Agency of the City of Long Beach (the
26 "Oversight Board") is informed by the Agency that the Agency has determined to refund
27 and defease its obligations under that Indenture of Trust, dated as of May 1, 2002,
28 between the Former RDA and BNY Western Trust Company (now known as The Bank of

1 New York Mellon Trust Company, N.A.), thereafter amended by a First Supplemental
2 Indenture, dated as of February 1, 2006 (as amended, the "2002 Subordinate Downtown
3 Indenture"), between the Former RDA and The Bank of New York Trust Company, N.A.
4 (now known as The Bank of New York Mellon Trust Company, N.A.), as successor
5 trustee, in connection with the issuance by the Former RDA of \$26,820,000 aggregate
6 principal amount of its 2002 Subordinate Tax Allocation Bonds (Downtown
7 Redevelopment Project), of which approximately \$11,705,718.20 is currently outstanding
8 (the "2002 Subordinate Downtown Agency Bonds"), attributable to the Downtown
9 Redevelopment Project, which 2002 Subordinate Downtown Agency Bonds are subject
10 to optional redemption on any date at a price equal to the outstanding principal amount
11 thereof, plus interest due thereon to the date fixed for redemption, without premium; and

12 WHEREAS, the Oversight Board is informed by the Agency that the Agency
13 has determined to refund and defease its obligations under that Indenture of Trust, dated
14 as of May 1, 2002, between the Former RDA and BNY Western Trust Company (now
15 known as The Bank of New York Mellon Trust Company, N.A.), thereafter amended by a
16 First Supplemental Indenture, dated as of February 1, 2005 and a Second Supplemental
17 Indenture, dated as of February 1, 2006 (as amended, the "2002 North Long Beach
18 Indenture"), each between the Former RDA and The Bank of New York Trust Company,
19 N.A. (now known as The Bank of New York Mellon Trust Company, N.A.), as successor
20 trustee, in connection with the issuance by the Former RDA of \$40,290,000 aggregate
21 principal amount of its 2002 Tax Allocation Bonds (North Long Beach Redevelopment
22 Project), of which \$6,374,000 is currently outstanding (the "2002 North Long Beach
23 Agency Bonds"), attributable to the North Long Beach Redevelopment Project, which
24 2002 North Long Beach Agency Bonds are subject to optional redemption on any date at
25 a price equal to the outstanding principal amount thereof, plus interest due thereon to the
26 date fixed for redemption, without premium; and

27 WHEREAS, the Oversight Board is informed by the Agency that the Agency
28 has determined to refund and defease its obligations under that Indenture of Trust, dated

1 as of May 1, 2002 (the "2002 West Beach Indenture"), between the Former RDA and
2 BNY Western Trust Company (now known as The Bank of New York Mellon Trust
3 Company, N.A.), as trustee, in connection with the issuance by the Former RDA of
4 \$8,895,000 aggregate principal amount of its 2002 Tax Allocation Bonds (West Beach
5 Redevelopment Project) of which \$2,942,100 is currently outstanding (the "2002 West
6 Beach Agency Bonds"), attributable to the West Beach Redevelopment Project, which
7 2002 West Beach Agency Bonds are subject to optional redemption on any date at a
8 price equal to the outstanding principal amount thereof, plus interest due thereon to the
9 date fixed for redemption, without premium; and

10 WHEREAS, the Oversight Board is informed by the Agency that the Agency
11 has determined to refund and defease its obligations under that Indenture of Trust, dated
12 as of December 1, 1992 as amended by a First Supplemental Indenture, dated as of
13 November 1, 2002 (as amended, the "2002 Industrial Indenture"), each between the
14 Former RDA and U.S. Bank National Association, as successor trustee, in connection
15 with the issuance by the Former RDA of \$21,860,000 aggregate principal amount of its
16 West Long Beach Industrial Redevelopment Project Tax Allocation Refunding Bonds
17 2002 Series A of which \$18,390,000 is currently outstanding (the "2002 Industrial Agency
18 Bonds"), attributable to the West Long Beach Industrial Redevelopment Project, certain
19 maturities of which 2002 Industrial Agency Bonds are subject to optional redemption on
20 any date at a price equal to the outstanding principal amount thereof, plus interest due
21 thereon to the date fixed for redemption, without premium; and

22 WHEREAS, the Oversight Board is informed by the Agency that the Agency
23 has determined to refund and defease its obligations under that Indenture of Trust, dated
24 as of February 1, 2005 (the "2005 Central Indenture"), between the Former RDA and The
25 Bank of New York Trust Company, N.A. (now known as The Bank of New York Mellon
26 Trust Company, N.A.), as trustee, in connection with the issuance by the Former RDA of
27 \$56,930,000 aggregate principal amount of its 2005 Tax Allocation Bonds (Central Long
28 Beach Redevelopment Project) of which \$49,895,000 is currently outstanding (the "2005

1 Central Agency Bonds”), attributable to the Central Long Beach Redevelopment Project,
2 which 2005 Central Agency Bonds are subject to optional redemption in accordance with
3 the 2005 Central Indenture on any date on or after August 1, 2015 to July 31, 2016 at
4 redemption prices equal, as to certain 2005 Central Agency Bonds, to the outstanding
5 principal amount thereof, without premium and as to other 2005 Central Agency Bonds,
6 to 102% of the outstanding principal amount thereof, plus in each case interest due
7 thereon to the date fixed for redemption; and

8 WHEREAS, the Oversight Board is informed by the Agency that the Agency
9 has determined to refund and defease its obligations under that Indenture of Trust, dated
10 as of February 1, 2005 (the “2005 Los Altos Indenture”), between the Former RDA and
11 The Bank of New York Trust Company, N.A. (now known as The Bank of New York
12 Mellon Trust Company, N.A.), as trustee, in connection with the issuance by the Former
13 RDA of \$4,685,000 aggregate principal amount of its 2005 Tax Allocation Bonds (Los
14 Altos Redevelopment Project) of which \$2,135,000 is currently outstanding (the “2005
15 Los Altos Agency Bonds”), attributable to the Los Altos Redevelopment Project, which
16 2005 Los Altos Agency Bonds are subject to optional redemption on any date on or after
17 August 1, 2015 to July 31, 2016 at a redemption price equal to the outstanding principal
18 amount thereof, plus interest due thereon to the date fixed for redemption, without
19 premium; and

20 WHEREAS, the Oversight Board is informed by the Agency that the Agency
21 has determined to refund and defease its obligations under that Indenture of Trust, dated
22 as of February 1, 2005 (the “2005 Poly High Indenture”), by and between the Agency and
23 The Bank of New York Trust Company, N.A. (now known as The Bank of New York
24 Mellon Trust Company, N.A.), as trustee, in connection with the issuance by the Former
25 RDA of \$2,557,752.60 aggregate initial principal amount of its 2005 Subordinate Tax
26 Allocation Bonds (Poly High Redevelopment Project) of which approximately
27 \$3,052,015.20 accreted amount was outstanding as of August 1, 2014 (the “2005 Poly
28 High Agency Bonds”) attributable to the Poly High Redevelopment Project, which 2005

1 Poly High Agency Bonds are not subject to optional redemption prior to maturity but
2 which bonds the Agency desires to refund to maturity and defease; and

3 WHEREAS, the Oversight Board is informed by the Agency that the Agency
4 has determined to refund and defease its obligations under that Indenture of Trust, dated
5 as of February 1, 2005 (the "2005 Subordinate West Beach Indenture"), by and between
6 the Agency and The Bank of New York Trust Company, N.A. (now known as The Bank of
7 New York Mellon Trust Company, N.A.), as trustee, in connection with the issuance by
8 the Former RDA of \$839,553.30 aggregate initial principal amount of its 2005
9 Subordinate Tax Allocation Bonds (West Beach Redevelopment Project) of which
10 approximately \$1,291,068.32 accreted amount was outstanding as of August 1, 2014 (the
11 "2005 Subordinate West Beach Agency Bonds") attributable to the West Beach
12 Redevelopment Project, which 2005 Subordinate West Beach Agency Bonds are not
13 subject to optional redemption prior to maturity but which bonds the Agency desires to
14 refund to maturity and defease; and

15 WHEREAS, the Oversight Board is informed by the Agency that the Agency
16 has determined to refund and defease its obligations under that Indenture of Trust, dated
17 as of February 1, 2005 (the "2005 Housing Indenture"), between the Former RDA and
18 The Bank of New York Trust Company, N.A. (now known as The Bank of New York
19 Mellon Trust Company, N.A.), as trustee, in connection with the issuance by the Former
20 RDA of \$55,665,000 aggregate principal amount of its 2005 Tax Allocation Bonds
21 (Housing Projects) of which \$48,830,000 is currently outstanding (the "2005 Housing
22 Bonds"), which 2005 Housing Bonds are subject to optional redemption in accordance
23 with the 2005 Housing Indenture on any date on or after August 1, 2015 to July 31, 2016
24 at a redemption price equal to 102% of the outstanding principal amount thereof, plus
25 interest due thereon to the date fixed for redemption, and

26 WHEREAS, the Oversight Board is informed by the Agency that the Agency
27 has determined to refund and defease its obligations under that Indenture of Trust, dated
28 as of May 1, 2002, as amended and supplemented by the First Supplemental Indenture

1 of Trust, dated as of February 1, 2005 (as amended, the "2005 North Long Beach
2 Indenture"), each between the Former RDA and The Bank of New York Trust Company,
3 N.A. (now known as The Bank of New York Mellon Trust Company, N.A.), as trustee, in
4 connection with the issuance by the Former RDA of \$64,080,000 aggregate principal
5 amount of its 2005 Tax Allocation Bonds (North Long Beach Redevelopment Project) of
6 which \$53,180,000 is currently outstanding (the "2005 North Long Beach Agency Bonds"
7 which, together with those bonds approved for refunding among the 2002 Subordinate
8 Downtown Agency Bonds, the 2002 North Long Beach Agency Bonds, the 2002 West
9 Beach Agency Bonds, the 2002 Industrial Agency Bonds, the 2005 Central Agency
10 Bonds, the 2005 Los Altos Agency Bonds, the 2005 Poly High Agency Bonds, the 2005
11 Subordinate West Beach Agency Bonds and the 2005 Housing Bonds, are referred to
12 herein as the "Refunded Bonds"), attributable to the North Long Beach Redevelopment
13 Project, which 2005 North Long Beach Agency Bonds are subject to optional redemption
14 in accordance with the 2005 North Long Beach Indenture on any date on or after August
15 1, 2015 to July 31, 2016 at redemption prices equal, as to certain 2005 North Long Beach
16 Agency Bonds, to the outstanding principal amount thereof, without premium and as to
17 other 2005 North Long Beach Agency Bonds, to 102% of the outstanding principal
18 amount thereof, plus in each case interest due thereon to the date fixed for redemption,
19 and

20 WHEREAS, the Agency desires to undertake the refunding of Refunded
21 Bonds; and

22 WHEREAS, California Health and Safety Code Section 34177.5(a)
23 authorizes successor agencies to refund outstanding bonds or other indebtedness to be
24 refunded provided that (i) the total interest cost to maturity on the refunding bonds or
25 other indebtedness plus the principal amount of the refunding bonds or other
26 indebtedness shall not exceed the total remaining interest cost to maturity on the bonds
27 or other indebtedness to be refunded plus the remaining principal of the bonds or other
28 indebtedness to be refunded, and (ii) the principal amount of the refunding bonds or other

1 indebtedness shall not exceed the amount required to defease the refunded bonds or
2 other indebtedness, to establish customary debt service reserves, and to pay related
3 costs of issuance; and

4 WHEREAS, the County of Los Angeles (the "County"), a political
5 subdivision of the State of California and taxing entity recipient of property tax revenues,
6 represented by voting membership on the Oversight Board, has developed a program
7 (the "Refunding Program") to assist successor agencies within the County to refund
8 bonds or other indebtedness pursuant to AB 1484 in order to provide debt service
9 savings to participating successor agencies within the County, efficiencies in issuance
10 and cost of issuance savings; and

11 WHEREAS, the Refunding Program contemplates revenue bonds to be
12 offered to the public in connection with the proposed refunding of all or a portion of the
13 Refunded Bonds through the issuance by the County of Los Angeles Redevelopment
14 Refunding Authority (the "Authority"), in one or more series, of its Tax Allocation Revenue
15 Refunding Bonds, Series 2015, with such other name and series designation as shall be
16 deemed appropriate (the "Authority Bonds"), pursuant to and under the terms of one or
17 more trust agreements (each, a "Trust Agreement"), between the Authority and U.S.
18 Bank National Association, as trustee (the "Authority Trustee"); and

19 WHEREAS, pursuant to California Health and Safety Code Section
20 34177.5(f), the Oversight Board has requested that the Agency prepare to issue
21 refunding bonds, which refunding bonds may be sold to the Authority pursuant to the
22 Marks-Roos Local Bond Pooling Act (Article 4 (commencing with Section 6584) of
23 Chapter 5 of Division 7 of Title 1 of the California Government Code) following a
24 determination by the Agency to participate in the Refunding Program, to refund all or a
25 portion of the Refunded Bonds; provided that this request shall not offer any assurance
26 that Authority Bonds will be sold by the Authority under the Refunding Program to refund
27 all or any portion of the Refunded Bonds; and

28 WHEREAS, the Oversight Board is informed by the Agency that it has

1 determined to issue its Successor Agency to the Redevelopment Agency of the City of
2 Long Beach, Tax Allocation Refunding Bonds, in one or more series and with such other
3 name and series designation as shall be deemed appropriate (the "Refunding Bonds"),
4 for the purpose of (i) refunding all or a portion of the Refunded Bonds, (ii) paying the
5 costs of issuing the Refunding Bonds and the Agency's share (as determined by the
6 Authority) of costs incident to the authorization, issuance and sale of Authority Bonds, (iii)
7 funding a reserve account and/or providing for a reserve policy or surety for deposit to the
8 reserve account for the Refunding Bonds and (iv) if advisable, paying for the cost of
9 municipal bond insurance and/or a surety to fund the reserve account for the Refunding
10 Bonds in lieu of funding all or a portion of such reserve account with bond proceeds; and

11 WHEREAS, the Refunding Bonds, when issued, will be payable on a basis
12 subordinate to the pledge of Tax Revenues (as defined in the Indenture) hereafter
13 securing the payment of principal of and interest on, or accreted value of, as applicable,
14 on the following bonds: the 1992 Downtown Agency Bonds, the 1992 Industrial Agency
15 Bonds, the non-callable 2002 Industrial Agency Bonds, the 2002B Downtown Agency
16 Bonds, the Purchased 2002 Subordinate Downtown Agency Bonds, the Purchased 2002
17 North Long Beach Agency Bonds, the 2010 North Long Beach Recovery Zone Bonds
18 and the 2010 North Long Beach Build America Bonds (each as defined in Resolution No.
19 _____ s.A. 01-2015 _____, adopted by the Successor Agency on March 17, 2015)
20 and those bonds among the proposed Refunded Bonds deemed not eligible for
21 refunding, and not in fact refunded or defeased with net proceeds of the Refunding
22 Bonds, from amounts on deposit in the Redevelopment Property Tax Trust Fund of the
23 Agency (the "RPTTF") and allocated to the Agency's Redevelopment Obligation
24 Retirement Fund, pursuant to an Indenture of Trust (the "Indenture"), by and between the
25 Agency and U.S. Bank National Association, as trustee (the "Agency Trustee"); and

26 WHEREAS, the Oversight Board is informed by the Agency that it has
27 determined that any remaining proceeds of the Refunded Bonds (the "Prior Proceeds")
28 which are not intended to be spent by the Agency in a manner consistent with the

1 respective bond covenants for the Refunded Bonds and AB 1484, shall be used to
2 defease and/or refund the applicable Refunded Bonds and/or to fund a debt service
3 reserve account for the related Refunding Bonds; and

4 WHEREAS, the Oversight Board, pursuant to California Health and Safety
5 Code Section 34177.5(f), has previously directed the Agency to issue bonds to refund the
6 Refunded Bonds of the Former RDA to provide debt service savings to the Agency; and

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

10 WHEREAS, the recovery of such costs in connection with such a refunding
11 transaction shall be supplemental to, and not constrained by, the administrative cost
12 allowance as such allowance is defined in California Health and Safety Code Section
13 34171(b); and

14 WHEREAS, the Agency was requested to return to the Oversight Board,
15 once the refunding issue and related documents have been prepared, for approval of the
16 refunding pursuant to California Health and Safety Code Section 34180(b); and

17 WHEREAS, the Agency has indicated that there are potential debt service
18 savings that can be achieved through a refinancing of the Refunded Bonds, and the
19 Oversight Board is informed by the Agency that it has determined pursuant to Section
20 6588(v) of the California Government Code to sell the Refunding Bonds to the Authority
21 pursuant to a local obligation purchase contract (the "Local Obligation Purchase
22 Contract") by and between the Agency and the Authority, and the Agency has found and
23 determined that such sale will result in significant public benefits including demonstrable
24 savings in effective interest rate, bond preparation, bond underwriting discount, original
25 issue discount or bond issuance costs and more efficient delivery of local agency
26 services to residential and commercial development; and

27 WHEREAS, the Oversight Board is informed by the Agency that if the 2005
28 Poly High Agency Bonds and the 2005 Subordinate West Beach Agency Bonds cannot

1 achieve savings through a refinancing, and are not eligible for refunding under Health
2 and Safety Code Section 34177.5(a), the terms of the 2005 Central Agency Bonds, the
3 2005 North Long Beach Agency Bonds and the 2005 Housing Bonds, respectively,
4 provide that the 2005 Central Agency Bonds, the 2005 North Long Beach Agency Bonds
5 and the 2005 Housing Bonds may be redeemed only insofar as the Agency establishes a
6 separate escrow with respect to the non-refunded 2005 Poly High Agency Bonds and
7 2005 Subordinate West Beach Agency Bonds, each of which the Agency shall fund in an
8 amount sufficient to satisfy the Asset Coverage Test and to pay the applicable Maturity
9 Amount (as defined respectively in the 2005 Poly High Indenture and the 2005
10 Subordinate West Beach Indenture) on the 2005 Poly High Agency Bonds and 2005
11 Subordinate West Beach Agency Bonds on subsequent interest payment dates following
12 such optional redemptions; and

13 WHEREAS, Stifel, Nicolaus & Company, Incorporated and Citigroup Global
14 Markets Inc. (collectively, the "Underwriters"), have submitted to the Authority a proposed
15 form of an agreement to purchase each series of the Authority Bonds (the "Bond
16 Purchase Agreement") by and between the Underwriters and the Authority, which
17 includes a Letter of Representations (the "Letter of Representations") to be executed by
18 the Agency; and

19 WHEREAS, Rule 15c2-12 promulgated under the Securities Exchange Act
20 of 1934 requires that, in order to be able to purchase or sell the Authority Bonds, the
21 underwriters thereof must have reasonably determined that the Agency, as an obligated
22 person, has undertaken in a written agreement or contract for the benefit of the holders of
23 the Authority Bonds to provide disclosure of certain financial information and operating
24 data and certain enumerated events on an ongoing basis; and

25 WHEREAS, in order to cause such requirement to be satisfied, the Agency
26 desires to execute one or more continuing disclosure agreements (each, a "Continuing
27 Disclosure Agreement") by and between the Agency and the Authority, pursuant to which
28 the Authority and the Agency will provide annual disclosure and notices in the event of

1 certain enumerated events; and

2 WHEREAS, a form of the Preliminary Official Statement (the "Preliminary
3 Official Statement") to be distributed in connection with the public offering of the Authority
4 Bonds has been prepared, pertaining primarily to the Authority Bonds but also describing
5 the Refunding Program, the Refunding Bonds, the Agency, the Redevelopment Project,
6 other successor agencies participating in the Refunding Program, if any, and certain
7 other information deemed material to an informed investment decision respecting the
8 Authority Bonds; and

9 WHEREAS, the Refunding Bonds, the Indenture, the Local Obligation
10 Purchase Contract, the Bond Purchase Agreement, the Letter of Representations, the
11 Continuing Disclosure Agreement and the form of the Preliminary Official Statement are
12 referred to in this Resolution as the "Primary Bond Documents"; and

13 WHEREAS, the Agency has approved all matters relating to the issuance
14 and sale of the Refunding Bonds; and

15 WHEREAS, the Oversight Board now desires to approve all matters relating
16 to the issuance and sale of the Refunding Bonds as required by Sections 34177.5(f) and
17 34180 of the California Health and Safety Code;

18 NOW, THEREFORE, the Oversight Board of the City of Long Beach as the
19 Successor Agency to the Redevelopment Agency of the City of Long Beach resolves as
20 follows:

21 Section 1. Recitals. The recitals set forth above are true and correct and
22 are incorporated into this Resolution by this reference.

23 Section 2. Approval of Refunding; Use of Prior Proceeds. The Primary
24 Bond Documents on file with the City Clerk, with such changes therein as the officer of
25 the Agency executing the same may require or approve, are hereby approved and the
26 issuance of the Refunding Bonds for the purposes set forth herein and subject to the
27 requirements of California Health and Safety Code Section 34177.5(a) are hereby
28 approved. The Agency's participation in the Refunding Program, the Authority Bonds

1 and the Trust Agreement(s) are approved as described in this Resolution.

2 The Oversight Board hereby further determines that remaining Prior
3 Proceeds which are not intended to be spent by the Agency in a manner consistent with
4 the respective bond covenants for the Refunded Bonds and AB 1484, shall be used to
5 defease and/or refund the applicable Refunded Bonds and/or to fund a debt service
6 reserve account for the related Refunding Bonds.

7 The Oversight Board has been provided a certified copy of Agency
8 Resolution No. S.A. 01-2015, adopted on March 17, 2015, and a staff report which
9 includes a summary debt service savings analysis, which is hereby approved as
10 demonstrating the potential savings that may result from the refunding of all or a portion
11 of the Refunded Bonds.

12 Section 3. Recovery of Costs. The Oversight Board hereby authorizes
13 and approves the Agency to recover reasonable related costs incurred in connection with
14 this transaction, including the cost of Agency staff time. For the purpose of expending
15 such proceeds, California Health and Safety Code Section 34177.3 and other provisions
16 relating to Recognized Obligation Payment Schedules shall not apply. If the Agency is
17 not able to issue the Refunding Bonds, the Agency may recover such costs by including
18 such costs in a future Recognized Obligation Payment Schedule. The recovery of such
19 costs shall be in addition to and shall not count against any administrative cost allowance
20 of the Agency as such allowance is defined in California Health and Safety Code Section
21 34171(b).

22 The Agency shall be entitled to receive its full allocation of the
23 Administrative Cost Allowance under California Health and Safety Code Section
24 34183(a)(3) without any deductions with respect to continuing costs related to the
25 Refunding Bonds, Agency Trustee fees and expenses and the Agency's share of the
26 costs of the Authority Bonds, such as Authority Trustee's fees and expenses, auditing,
27 financial advisor and fiscal consultant fees and continuing disclosure and rating agency
28 costs (collectively, "Compliance Costs"), and such Compliance Costs shall be payable

1 from property tax revenues pursuant to California Health and Safety Code Section 34183.

2 Section 4. Chairperson Acting for Oversight Board. The Chairperson
3 acting for the Oversight Board is hereby authorized to take whatever actions may be
4 necessary to carry out the purposes of this Resolution pursuant to AB X1 26 and AB
5 1484.

6 Section 5. City Clerk Acting for Agency. The City Clerk acting for the
7 Oversight Board shall certify to the passage of this Resolution and enter it into the book
8 of original resolutions and take any other actions and/or perform any other duties
9 required by law.

10 Section 6. Severability. If any provision of this Resolution or the
11 application of any such provision to any person or circumstance is held invalid, such
12 invalidity shall not affect other provisions or applications of this Resolution that can be
13 given effect without the invalid provision or application, and to this end the provisions of
14 this Resolution are severable. The Oversight Board declares that the Oversight Board
15 would have adopted this Resolution irrespective of the invalidity of any particular portion
16 of this Resolution.

17 Section 7. Effective Date. Pursuant to California Health and Safety Code
18 Section 34179(h), all actions taken by the Oversight Board may be reviewed by the
19 California Department of Finance (the "Department of Finance") and, therefore, this
20 Resolution shall be effective five (5) business days after notice to the Department of
21 Finance unless the Department of Finance requests a review of the actions taken in this
22 Resolution, in which case this Resolution will be effective upon approval (including as
23 may be deemed approved under the Law) by the Department of Finance. The City Clerk
24 shall certify the vote adopting this resolution.

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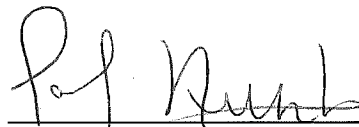
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PASSED, APPROVED, and ADOPTED at a meeting of the Oversight Board of the City of Long Beach as the Successor Agency to the Redevelopment Agency of the City of Long Beach held this 30th day of March, 2015 by the following vote:

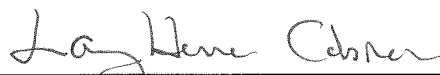
Ayes: Meyer, Netherton, Powers, Strickland,
Tolentino.

Noes: None.

Absent: Oakley.


Chairperson, Oversight Board

APPROVED:


Secretary, Oversight Board

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