

THE BOARD OF SUPERVISORS OF CONTRA COSTA COUNTY, CALIFORNIA
and for Special Districts, Agencies and Authorities Governed by the Board

Adopted this Resolution on 06/13/2017 by the following vote:

AYE: ☐
NO: ☐
ABSENT: ☐
ABSTAIN: ☐
RECUSE: ☐



Resolution No. 2017/215

A Resolution of the Successor Agency to the Contra Costa County Redevelopment Agency Approving the Form and Authorizing Distribution of a Preliminary Official Statement in Connection With the Offering and Sale of Tax Allocation Bonds to Refund Obligations of the Former Contra Costa County Redevelopment Agency, and Approving Related Documents and Actions.

WHEREAS, the Contra Costa County Redevelopment Agency (the "Former Agency") was a public body, corporate and politic, duly established and authorized to transact business and exercise powers under and pursuant to the provisions of the Community Redevelopment Law of the State of California, constituting Part 1 of Division 24 of the California Health and Safety Code (the "Law"), including the power to borrow funds and issue bonds; and

WHEREAS, in order to finance redevelopment and housing activities of the Former Agency, the Former Agency has incurred the following obligations:

(i) pursuant to a Pleasant Hill Loan Agreement, dated as of May 1, 1992, between the County of Contra Costa Public Financing Authority (the "Authority") and the Former Agency, as amended and supplemented by a First Supplement dated as of March 1, 1999, by a Second Supplement dated as of August 1, 2003, by a Third Supplement dated as of May 1, 2007, and by a Fourth Supplement dated as of May 1, 2012, each between the Former Agency and the Authority, the Former Agency incurred a 1999 Loan (the "PH 1999 Loan") in the initial principal amount of \$21,138,030.52 of which \$6,995,000 is outstanding, a 2003A Loan (the "PH 2003A Loan") in the initial principal amount of \$19,195,000 of which \$5,550,000 is outstanding, and a 2007A Loan (the "PH 2007A Loan," and together with the PH 1999 Loan and the PH 2003A Loan, the "Pleasant Hill Loans") in the initial principal amount of \$37,775,000 of which \$32,645,000 is outstanding; and

(ii) pursuant to a West Pittsburg Loan Agreement, dated as of May 1, 1992, between the Former Agency and the Authority, as amended and supplemented by a First Supplement dated as of December 1, 1995, by a Second Supplement dated as of March 1, 1999, by a Third Supplement dated as of August 1, 2003, by a Fourth Supplement dated as of August 1, 2003, by a Fifth Supplement dated as of May 1, 2007, by a Sixth Supplement dated as of May 1, 2007 and by a Seventh Supplement dated as of May 1, 2012, each between the Former Agency and the Authority, the Former Agency incurred a 1999 Loan (the "WP 1999 Loan") in the initial principal amount of \$8,029,984.60 of which \$175,000 is outstanding, a 2007A Loan (the "WP 2007A Loan") in the initial principal amount of \$24,195,000 of which \$19,115,000 is outstanding, and a 2007B Loan (the "WP 2007B Loan," and together with the WP 1999 Loan and the WP 2007A Loan, the "West Pittsburg Loans") in the initial principal amount of \$5,015,000 of which \$4,520,000 is outstanding; and

(iii) pursuant to a North Richmond Loan Agreement, dated as of May 1, 1992, between the Former Agency and the Authority, as amended and supplemented by a First Supplement dated as of June 1, 1995, by a Second Supplement dated as of March 1, 1999, by a Third Supplement dated as of August 1, 2003, by a Fourth Supplement dated as of August 1, 2003, by a Fifth Supplement dated as of May 1, 2007, by a Sixth Supplement dated as of May 1, 2007 and by a Seventh Supplement dated as of May 1, 2012, each between the Former Agency and the Authority, the Former Agency incurred a 2007A Loan (the "NR 2007A Loan") in the initial principal amount of \$16,685,000 of which \$2,800,000 is outstanding, and a 2007B Loan (the "NR 2007B Loan," and together with the NR 2007A Loan, the "North Richmond Loans") in the initial principal amount of \$3,975,000 of which \$3,500,000 is outstanding; and

(iv) pursuant to a Rodeo Loan Agreement, dated as of March 1, 1999, between the Former Agency and the Authority, as amended and supplemented by a First Supplement dated as of August 1, 2003, by a Second Supplement dated as of August 1, 2003, by a Third Supplement dated as of May 1, 2007, by a Fourth Supplement dated as of May 1, 2007, and by a Fifth Supplement dated as of May 1, 2012, each between the Former Agency and the Authority, the Former Agency incurred a 2007A

Loan (the "R 2007A Loan") in the initial principal amount of \$9,775,000 of which \$5,265,000 is outstanding, and a 2007B Loan (the "R 2007B Loan," and together with the R 2007A Loan, the "Rodeo Loans") in the initial principal amount of \$3,930,000 of which \$3,465,000 is outstanding; and

(v) pursuant to a Montalvin Manor Loan Agreement, dated as of May 1, 2007, between the Former Agency and the Authority, as amended and supplemented by a First Supplement dated as of May 1, 2007 and by a Second Supplement dated as of May 1, 2012, each between the Former Agency and the Authority, the Former Agency incurred a Loan (the "MM 2007A Loan") in the initial principal amount of \$2,195,000 of which \$1,390,000 is outstanding, and a 2007B Loan (the "MM 2007B Loan," and together with the MM 2007A Loan, the "Montalvin Manor Loans") in the initial principal amount of \$790,000 of which \$680,000 is outstanding (the Pleasant Hill Loans, the West Pittsburg Loans, the North Richmond Loans, the Rodeo Loans and the Montalvin Manor Loans are collectively referred to herein as the "Prior Agency Indebtedness"); and

WHEREAS, section 34177.5 of the Law authorizes the issuance by the Successor Agency to the Contra Costa County Redevelopment Agency (the "Successor Agency") of refunding bonds pursuant to Article 11 (commencing with section 53580) of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Refunding Law") for the purpose of achieving debt service savings within the parameters set forth in section 34177.5(a)(1) of the Law (the "Savings Parameters"); and

WHEREAS, to determine compliance with the Savings Parameters for purposes of the issuance by the Successor Agency of the Refunding Bonds (as defined below), the Successor Agency has caused its municipal advisor, Montague DeRose and Associates, LLC (the "Municipal Advisor"), to prepare an analysis of the potential savings that will accrue to the Successor Agency and to applicable taxing entities as a result of the use of the proceeds of the Refunding Bonds to refund all or a portion of the Prior Agency Indebtedness (the "Debt Service Savings Analysis"); and

WHEREAS, the Debt Service Savings Analysis has demonstrated that a refunding of the Prior Agency Indebtedness will satisfy the Savings Parameters; and

WHEREAS, the Successor Agency has determined that, due to prevailing financial market conditions, it is in the best interests of the Successor Agency at this time to refinance the Prior Agency Indebtedness by means of the issuance of (i) its Successor Agency to the Contra Costa County Redevelopment Agency Tax Allocation Refunding Bonds, Series 2017A (the "2017A Bonds") to refinance the Pleasant Hill Loans the WP 1999 Loan, a portion of the WP 2007A Loan, the WP 2007B Loan, the NR 2007A Loan, a portion of the NR 2007B Loan, the R2007A Loan, a portion of the R2007B Loan and the MM 2007A Loan; and (ii) its Successor Agency to the Contra Costa County Redevelopment Agency Taxable Tax Allocation Refunding Bonds, Series 2017B (the "2017B Bonds," and together with the 2017A Bonds, the "Refunding Bonds") to refinance portions of the WP 2007A Loan, the NR 2007B Loan and the R 2007B Loan, and all of the MM 2007B Loan, all under the provisions of section 34177.5 of the Law and the Refunding Law; and

WHEREAS, the Successor Agency adopted its Resolution No. 2017/147 on April 25, 2017 (the "Authorizing Resolution"), authorizing issuance of the Refunding Bonds and approving the form and authorizing execution of the various documents prepared in connection therewith;

WHEREAS, the Oversight Board to the Successor Agency adopted its Resolution No. 2017-3 on May 4, 2017, approving the issuance of the Refunding Bonds by the Successor Agency; and

WHEREAS, a preliminary official statement to be used in connection with the offering and sale of the Refunding Bonds has been prepared and it is appropriate at this time for the Successor Agency to approve the distribution of such preliminary official statement to prospective purchasers of the Refunding Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Successor Agency to the Contra Costa County Redevelopment Agency as follows:

Section 1. The Successor Agency hereby approves the preliminary official statement for the Refunding Bonds (the "Preliminary Official Statement") in the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by the Chair of the Board of Supervisors of the County, the County Administrator, the County Director of Conservation and Development, the Assistant Deputy Director of Conservation and Development, the Deputy Director of Conservation and Development for Policy Planning, or the Community Development Bond Program Manager of the County (each, a "Designated Officer"). The Successor Agency authorizes the Designated Officers, each acting alone, on behalf of the Successor Agency, to deem "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule") the Preliminary Official Statement prior to its distribution by Stifel, Nicolaus & Company Incorporated, the underwriter for the Refunding Bonds (the "Underwriter") to prospective purchasers of the Refunding Bonds.

The Underwriter, on behalf of the Successor Agency, is authorized and directed to cause the Preliminary Official Statement to be

distributed to such municipal bond broker-dealers, to such banking institutions and to such other persons as may be interested in purchasing the Refunding Bonds.

The Designated Officers are hereby authorized and directed to assist the Disclosure Counsel in causing the Preliminary Official Statement to be brought into the form of a final official statement (the "Final Official Statement"), and the Designated Officers, each acting alone, are hereby authorized to execute the Final Official Statement and a statement that the facts contained in the Final Official Statement, and any supplement or amendment thereto (which shall be deemed an original part thereof for the purpose of such statement) were, at the time of sale of the Refunding Bonds, true and correct in all material respects and that the Final Official Statement did not, on the date of sale of the Refunding Bonds, and do not, as of the date of delivery of the Refunding Bonds contain any untrue statement of material fact with respect to the Successor Agency, the Former Agency or the Former Agency's redevelopment project areas or omit to state material facts with respect to the Successor Agency, the Former Agency or the Former Agency's redevelopment project areas required to be stated where necessary to make any statement made therein not misleading in the light of the circumstances under which it was made. The execution and delivery by a Designated Officer of the Final Official Statement, which shall include such changes and additions thereto deemed advisable by the Designated Officers and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of the Final Official Statement by the Successor Agency.

The Final Official Statement, when prepared, is approved for distribution in connection with the offering and sale of the Refunding Bonds.

Section 2. The Designated Officers, and any and all other officers of the Successor Agency, are hereby authorized and directed, for and in the name and on behalf of the Successor Agency, to do any and all things and take any and all actions, including execution and delivery of a Continuing Disclosure Certificate in the form appended to the Final Official Statement, and of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and sale of the Refunding Bonds and the refinancing of the Prior Agency Indebtedness.

In furtherance of the foregoing, the Designated Officers are hereby authorized to approve modifications to the documents approved by this Resolution or by the Authorizing Resolution to allow for municipal bond insurance and/or a reserve fund surety bond or insurance policy for the Refunding Bonds if, upon the advice of the Municipal Advisor, such insurance and/or surety bond or insurance policy are advantageous to the Successor Agency in the circumstances.

Whenever in this Resolution any officer of the Successor Agency is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

Section 3. This Resolution shall take effect immediately upon its passage and adoption.

I hereby certify that this is a true and correct copy of an action taken and entered on the minutes of the Board of Supervisors on the date shown.

Contact: Kristen Lackey, 925-674-7888

ATTESTED: June 13, 2017

David J. Twa, County Administrator and Clerk of the Board of Supervisors

By: , Deputy

cc: