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# OAKLAND REDEVELOPMENT SUCCESSOR AGENCY

RESOLUTION No. 2015- 002

A SUCCESSOR AGENCY RESOLUTION AUTHORIZING THE ISSUANCE AND PRESCRIBING THE TERMS, CONDITIONS AND FORM OF NOT TO EXCEED \$115,000,000 COMBINED AGGREGATE PRINCIPAL AMOUNT OF THE OAKLAND REDEVELOPMENT SUCCESSOR AGENCY SUBORDINATED TAX ALLOCATION REFUNDING BONDS, SERIES 2015-TE AND OAKLAND REDEVELOPMENT SUCCESSOR AGENCY TAXABLE SUBORDINATED TAX ALLOCATION REFUNDING BONDS, SERIES 2015-T, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST AND A PURCHASE AGREEMENT; APPROVING THE SELECTION AND RETENTION OF A FINANCIAL ADVISOR AND UNDERWRITERS; AUTHORIZING PAYMENT OF COSTS OF ISSUANCE; AND AUTHORIZING AND APPROVING NECESSARY ACTIONS IN CONNECTION THEREWITH

**WHEREAS**, pursuant to Section 34172(a) of the California Health and Safety Code (unless otherwise noted, all Section references hereinafter being to such Code), the Redevelopment Agency of the City of Oakland (the "Former Agency") has been dissolved and no longer exists as a public body, corporate and politic, and pursuant to Section 34173, the Oakland Redevelopment Successor Agency (the "Successor Agency") has become the successor entity to the Former Agency;

**WHEREAS**, prior to the dissolution of the Former Agency, the Former Agency issued the following series of bonds (collectively, the "Prior Bonds") for the purpose of financing and refinancing the redevelopment activities of the Former Agency:

(i) \$2,195,000 initial aggregate principal amount of Redevelopment Agency of the City of Oakland Subordinated Housing Set Aside Revenue Refunding Bonds, Series 2006A;

(ii) \$82,645,000 initial aggregate principal amount of Redevelopment Agency of the City of Oakland Subordinated Housing Set Aside Revenue Bonds, Series 2006A-T (Federally Taxable);

(iii) \$13,780,000 initial aggregate principal amount of Redevelopment Agency of the City of Oakland Central City East Redevelopment Project Tax Allocation Bonds, Series 2006A-TE;

(iv) \$28,770,000 initial aggregate principal amount of Redevelopment Agency of the City of Oakland Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B-TE; and

(v) \$4,945,000 initial aggregate principal amount of Redevelopment Agency of the City of Oakland Broadway/MacArthur/San Pablo Redevelopment Project Tax Allocation Bonds, Series 2006C-TE; and

**WHEREAS**, Section 34177.5 authorizes the Successor Agency to issue refunding bonds pursuant to Article 11 (commencing with Section 53580) of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code (the "Refunding Law") for the purpose of achieving debt service savings within the parameters set forth in Section 34177.5(a)(1) (the "Savings Parameters"), and the Successor Agency has determined to sell its Refunding Bonds (as defined below) to refund all or a portion of the Prior Bonds, but only in accordance with the Savings Parameters and Section 34177.5(a)(1); and

**WHEREAS**, to determine compliance with the Savings Parameters for purposes of the issuance by the Successor Agency of its Oakland Redevelopment Successor Agency Subordinated Tax Allocation Refunding Bonds, Series 2015-TE (the "Series 2015-TE Refunding Bonds") and its Oakland Redevelopment Successor Agency Taxable Subordinated Tax Allocation Refunding Bonds, Series 2015-T (the "Taxable Series 2015-T Refunding Bonds" and, together with the Series 2015-TE Refunding Bonds, the "Refunding Bonds"), the Successor Agency has caused its financial advisor, Fieldman, Rolapp & Associates, Inc. (the "Financial 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 the Prior Bonds (the "Debt Service Savings Analysis"); and

**WHEREAS**, the Successor Agency desires at this time to approve the issuance of the Refunding Bonds and to approve the form of and authorize the execution and delivery of (i) the Indenture of Trust, by and between the Successor Agency and Zions First National Bank, as trustee, providing for the issuance of the Refunding Bonds (the "Indenture"), and (ii) the Irrevocable Refunding Instructions, one for each series of the Prior Bonds, to be delivered by the Successor Agency to the trustees for the Prior Bonds (collectively, the "Prior Bonds Refunding Instructions"); and

**WHEREAS**, the Successor Agency has determined to sell the Refunding Bonds to RBC Capital Markets, LLC and Stifel, Nicolaus & Company, Incorporated (collectively, the "Original Purchaser"), pursuant to the terms of the Purchase Agreement (the "Purchase Agreement") to be entered into by the Successor Agency and the Original Purchaser; and

**WHEREAS**, pursuant to Section 34179, an oversight board (the "Oversight Board") has been established for the Successor Agency, and, pursuant to Section 34177.5(f) and

Section 34180(b), the issuance of the Refunding Bonds by the Successor Agency is subject to the approval of the Oversight Board; and

**WHEREAS**, following approval by the Oversight Board of the issuance of the Refunding Bonds by the Successor Agency and upon submission of this Resolution and the Oversight Board Resolution to the California Department of Finance, the Successor Agency will, with the assistance of its disclosure counsel, Curls Bartling P.C. (the "Disclosure Counsel"), the Financial Advisor and its fiscal consultant, HdL Coren & Cone (the "Fiscal Consultant"), cause to be prepared a form of Official Statement for the Refunding Bonds describing the Refunding Bonds and containing material information relating to the Successor Agency and the Refunding Bonds, the preliminary form of which will be submitted to the Successor Agency for approval for distribution by the Original Purchaser, as underwriter of the Refunding Bonds, to persons and institutions interested in purchasing the Refunding Bonds;

**RESOLVED**, the Oakland Redevelopment Successor Agency finds, determines, declares and resolves as follows:

**Section 1. Conditions Precedent; Determination of Savings.** Except for the Successor Agency's receipt of the approval of its Oversight Board and the California Department of Finance of the issuance of the Refunding Bonds and except as provided in Section 8 below, all conditions, things and acts required by law to exist, to happen and to be performed precedent to and in connection with the issuance by the Successor Agency of the Refunding Bonds exist, have happened and been performed in due time, form and manner, in accordance with applicable law, and the Successor Agency is now authorized 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, in accordance with Section 34177.5(a)(1) of the California Health and Safety Code, to issue the Refunding Bonds in the manner and form provided in this Resolution.

The Successor Agency has determined that there are significant potential savings available to the Successor Agency and to applicable taxing entities in compliance with the Savings Parameters by the issuance by the Successor Agency of the Refunding Bonds to provide funds to refund and defease all or a portion of the Prior Bonds, all as evidenced by the Debt Service Savings Analysis on file with the Successor Agency, which Debt Service Savings Analysis is hereby approved.

The Successor Agency is hereby directed to provide the Debt Service Savings Analysis and a final copy of this Resolution to the Oversight Board. The Successor Agency is hereby further authorized and directed to file the Debt Service Savings Analysis, together with a certified copy of this Resolution, as provided in Section 34180(j), with the Alameda County Administrative Officer, the Alameda County Auditor-Controller and the California Department of Finance.

**Section 2. Approval of Indenture and Prior Bonds Refunding Instructions.**  
The Indenture of Trust (the "Indenture"), between the Successor Agency and the

Trustee, in substantially the form on file with the Secretary of the Successor Agency (the "Secretary"), is hereby approved and adopted. The Administrator of the Successor Agency (the "Administrator") or the Treasurer of the Successor Agency (the "Treasurer"), each acting alone, or the designee of either, is hereby authorized and directed to execute and the Secretary is hereby authorized to attest to, the Indenture in substantially the form presented to this Successor Agency Board and on file with the Secretary, with such changes, additions, amendments or modifications (including but not limited to changes, additions, amendments or modifications necessary to obtain ratings on the Refunding Bonds, or a municipal bond insurance commitment or reserve fund surety bond for the Refunding Bonds) that are approved by the Administrator or the Treasurer, in consultation with Counsel to the Successor Agency ("Counsel"), as being in the interest of the Successor Agency, such approval to be conclusively evidenced by said execution. The Successor Agency hereby agrees to comply with, or cause to be complied with, all covenants of the Successor Agency set forth in the Indenture.

The forms of the Prior Bonds Refunding Instructions on file with the Successor Agency are hereby approved and the Administrator or the Treasurer, in consultation with Counsel are, each acting alone, hereby authorized and directed, for and in the name and on behalf of the Successor Agency, to execute and deliver the Prior Bonds Refunding Instructions. The Successor Agency hereby authorizes the delivery and performance of its obligations under the Prior Bonds Refunding Instructions.

**Section 3. Issuance of Bonds.** The Board of the Successor Agency hereby authorizes the issuance of the Refunding Bonds which shall be designated the "Oakland Redevelopment Successor Agency Subordinated Tax Allocation Refunding Bonds, Series 2015-TE" (the "Series 2015-TE Refunding Bonds") and "Oakland Redevelopment Successor Agency Taxable Subordinated Tax Allocation Refunding Bonds, Series 2015-T" (the "Taxable Series 2015-T Refunding Bonds" and, together with the Series 2015-TE Refunding Bonds, the "Refunding Bonds") in a combined aggregate amount of not to exceed \$115,000,000, subject to the terms set forth in the Purchase Agreement and provided that the Refunding Bonds are in compliance with the Savings Parameters at the time of sale and delivery.

It is the intent of the Successor Agency to sell and deliver the Refunding Bonds in whole, provided that there is compliance with the Savings Parameters. However, the Successor Agency will initially authorize the sale and delivery of the Refunding Bonds in whole or, if such Savings Parameters cannot be met with respect to the whole, then in part; provided that the Refunding Bonds so sold and delivered in part are in compliance with the Savings Parameters. The sale and delivery of the Refunding Bonds in part will in each instance provide sufficient funds only for the refunding of that portion of the Prior Bonds that meet the Savings Parameters. In the event the Refunding Bonds are initially sold in part, the Successor Agency intends to sell and deliver additional parts of the Refunding Bonds without the further approval of the Successor Agency or the Oversight Board, provided that in each such instance the Refunding Bonds so sold and delivered in part are in compliance with the Savings Parameters.

Pursuant to Section 5903 of the Government Code, it is the intention of the Successor Agency that the Taxable Series 2015-T Refunding Bonds will be subject to all applicable federal income taxation.

**Section 4. Form of Refunding Bonds.** The form of the Refunding Bonds, in substantially the form attached to the Indenture, is hereby approved and adopted. The Administrator or the Treasurer, each acting alone, is hereby authorized and directed to approve and to execute the Refunding Bonds by manual or facsimile signature, and the Secretary is hereby authorized and directed to attest, by manual or facsimile signature, such signature on the Refunding Bonds, with such changes, additions, amendments or modifications made in accordance with Section 11 hereof.

**Section 5. Purchase Agreement.** The Purchase Agreement (the "Purchase Agreement"), by and between the Successor Agency and the Original Purchaser, substantially in the form submitted to this meeting and on file with the Secretary, is hereby approved, and the Administrator or the Treasurer, or the designee of either, is hereby authorized and directed to execute and deliver said Purchase Agreement with such changes therein as the Administrator or the Treasurer may approve, such approval to be conclusively evidenced by the execution and delivery of such Purchase Agreement, provided that the aggregate principal amount of the Refunding Bonds to be issued shall not exceed \$115,000,000, that, with respect to the Series 2015-TE Refunding Bonds, the true interest cost of the Series 2015-TE Refunding Bonds shall not exceed five percent (5.00%), the Original Purchaser's discount (excluding original issue discount, if any) shall not exceed thirty five one hundredths percent (0.35%), and the final maturity for the Series 2015-TE Refunding Bonds shall not be later than September 1, 2036) and that, with respect to the Taxable Series 2015-T Refunding Bonds, the true interest cost of the Taxable Series 2015-T Refunding Bonds shall not exceed four and seventy five one hundredths percent (4.75%), the Original Purchaser's discount (excluding original issue discount, if any) shall not exceed thirty seven and one-half one hundredths percent (0.375%), and the final maturity for the Taxable Series 2015-T Refunding Bonds shall not be later than September 1, 2036).

**Section 6. Appointment of Depositories and Other Agents.** The Administrator or the Treasurer, each acting alone, or the designee of either, is hereby authorized and directed to appoint from time to time one or more depositories for the Refunding Bonds, as they may deem desirable. The Administrator or the Treasurer, each acting alone, or the designee of either, is hereby also authorized and directed to appoint from time to time one or more agents, as either of them may deem necessary or desirable. To the extent permitted by applicable law, and under the supervision of the Treasurer, such agents may serve as paying agent, trustee or registrar for the Refunding Bonds, or financial printer or may assist the Treasurer in performing any or all of such functions and other duties as the Treasurer shall determine. Such agents shall serve under such terms and conditions, as the Treasurer shall determine. The Treasurer may remove or replace agents appointed pursuant to this section at any time.

**Section 7. Municipal Bond Insurance Policy; Reserve Fund Surety Bond.** The Administrator or the Treasurer, each acting alone, or the designee of either, is

hereby authorized to negotiate and procure a municipal bond insurance policy or a reserve fund surety bond for the Refunding Bonds so long as such policy, in the opinion of such parties, will result in present value debt service savings to the Successor Agency, taking into account the cost of the premium for such policy to the Successor Agency. If a municipal bond insurance policy or reserve fund surety bond is to be obtained, the Administrator or the Treasurer, each acting alone, or the designee of either, is hereby authorized to negotiate such additional conditions, covenants and agreements to be observed by the Successor Agency as may be required by such municipal bond insurer or provider of such reserve fund surety bond, and such covenants and agreements shall be reflected in the Indenture as executed by the Successor Agency.

**Section 8. Official Statement.** Following approval by the Oversight Board of the issuance of the Refunding Bonds by the Successor Agency and upon submission of the Oversight Board Resolution to the California Department of Finance, the Administrator and the Treasurer will, with the assistance of its Disclosure Counsel, Fiscal Consultant and Financial Advisor, cause to be prepared a form of Official Statement for the Refunding Bonds describing the Refunding Bonds and containing material information relating to the Successor Agency and the Refunding Bonds, the preliminary form of which will be submitted to the Successor Agency for approval for distribution by the Original Purchaser to persons and institutions interested in purchasing the Refunding Bonds.

**Section 9. Appointment of Financial Advisor.** The retention of the firm of Fieldman, Rolapp & Associates, Inc., as financial advisor to the Successor Agency on this issuance, is hereby approved. The Administrator or the Treasurer, each acting alone, or the designee of either, is hereby authorized to negotiate and execute contractual agreements with Fieldman, Rolapp & Associates, Inc. in connection with the issuance of the Refunding Bonds.

**Section 10. Payment of Costs of Issuance.** The Treasurer is hereby authorized and directed to pay, or cause to be paid on behalf of the Successor Agency, the costs of issuance associated with the Refunding Bonds, including the cost of staff time and related overhead and any transferred proceeds penalty incurred in connection with the refunding of the Prior Bonds.

**Section 11. Modification to Documents.** Any Agency official authorized by this Resolution to execute any document is hereby further authorized, in consultation with the Administrator, the Treasurer and Counsel, to approve and make such changes, additions, amendments or modifications to the document or documents the official is authorized to execute as may be necessary or advisable (provided that such changes, additions, amendments or modification shall not authorize an aggregate principal amount of Refunding Bonds in excess of \$115,000,000). The approval of any change, addition, amendment or modification to any of the aforementioned documents shall be evidenced conclusively by the execution and delivery of the document in question.

**Section 12. Ratification.** All actions heretofore taken by the officials, employees and agents of the Successor Agency with respect to the sale and issuance of the Refunding Bonds are hereby approved, confirmed and ratified.

**Section 13. General Authority.** The Administrator, the Treasurer, the Secretary or each such person's duly authorized designee and agent, and any other officials of the Successor Agency and their duly authorized designee and agents 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 and execute and deliver any and all certificates, agreements and other documents which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Refunding Bonds, and to effectuate the purposes thereof and of the documents herein approved in accordance with this Resolution.

The Administrator and the Treasurer may designate in writing one or more persons to perform any act, which such persons are hereby authorized by this Resolution to perform.

**Section 14. Effect.** This Resolution shall take effect immediately upon its passage; provided, however, that the Successor Agency will not execute and deliver the documents approved hereby or issue the Refunding Bonds until such execution, delivery and issuance has been approved by the Successor Agency's Oversight Board and the Department of Finance of the State of California.

APR 21 2015

IN SUCCESSOR AGENCY, OAKLAND, CALIFORNIA, \_\_\_\_\_, 2015

**PASSED BY THE FOLLOWING VOTE:**

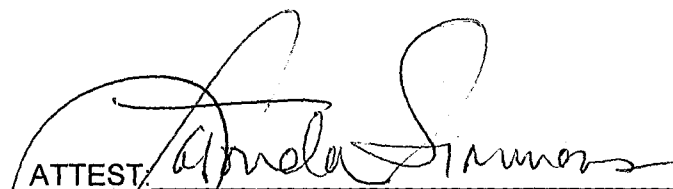
AYES - ~~Brooks~~, GALLO, GUILLEN, KALB, KAPLAN, ~~Reid~~, <sup>Campbell</sup> WASHINGTON, and  
PRESIDENT GIBSON MCELHANEY - 6

NOES - 0

ABSENT - Brooks - 1

ABSTENTION - 0

Excused - Reid - 1

ATTEST   
LATONDA SIMMONS  
Secretary of the Oakland  
Redevelopment Successor Agency