

RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD
RESOLUTION NO. _____

A RESOLUTION OF THE ORANGE COUNTYWIDE OVERSIGHT BOARD [OCOB]
DIRECTING *THE SUCCESSOR AGENCY TO THE [] ON PREPARATION OF*
PROCEEDINGS FOR THE REFUNDING OF OUTSTANDING [] AND [] BONDS,
MAKING CERTAIN DETERMINATIONS ANDT PROVIDING OTHER MATTERS
RELATING THERETO

WHEREAS, pursuant to Section 34172(a) of the California Health and Safety Code (the “Code”), the [] (the “Former Agency”) has been dissolved and no longer exists as a public body, corporate and politic, and pursuant to Section 34173 of the Code, the City of [] has elected to serve as the successor entity to the Former Agency (the “Successor Agency”); and

WHEREAS, in order to provide financing and refinancing for the Consolidated Redevelopment Project, the Former Agency has previously issued the following bonds:

- [] (the “[] Bond”)
- [] (the “[] Bond”)
- [] (the “[] Bond”)

WHEREAS, as provided in Section 34177.5(a)(1) of the Code, the Successor Agency is authorized to issue its bonds for the purpose of refunding the outstanding [Bond 1], and outstanding [Bond 2], and outstanding [Bond 3] (collectively, the “Prior Bonds”), under Article 11 (commencing with Section 53580) of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code (the “Refunding Bond Law”), provided that the total interest cost to maturity on the refunding bonds does not exceed the total remaining interest cost to maturity on the Prior Bonds to be refunded plus the remaining principal of the Prior Bonds to be refunded (the “Minimum Savings Threshold”); and

WHEREAS, pursuant to Section 34179 of the Code, this oversight board (the “OCOB”) has been established for former redevelopment agencies in Orange County, including the Successor Agency; and

WHEREAS, the City Council acting as the governing board of the Successor Agency has adopted its resolution on [] (the “Successor Agency Resolution”) under which the Successor Agency has authorized the issuance of a series of tax-exempt refunding bonds and a series of taxable refunding bonds (the “Refunding Bonds”) under the Refunding Bond Law for the purpose of refunding all or a portion of the outstanding Prior Bonds, provided that the Minimum Savings Threshold is achieved with respect to the refunding of the Prior Boards as set forth in Section 34177.5(a)(1) of the Code; and

WHEREAS, in the Successor Agency Resolution, the Successor Agency has requested that the OCOB direct the Successor Agency to undertake proceedings for the issuance of the Refunding Bonds; and

WHEREAS, following approval by the OCOB of the issuance of the Refunding Bonds by the Successor Agency and upon approval by the California Department of Finance, the Successor Agency is expected to sell the Refunding Bonds on a negotiated basis to [], such sale to be accomplished pursuant to a bond purchase agreement in the form approved by the Successor Agency pursuant to the Successor Agency Resolution; and

WHEREAS, the Successor Agency has caused an analysis to be made of the potential savings that will accrue to the Successor Agency and other affected taxing entities as a result of the overall refunding of the Prior Bonds (the “Debt Service Savings Analysis”) and has presented the Debt Service Savings Analysis to the OCOB for its consideration; and

WHEREAS, the OCOB has completed its review of the refunding proceedings and wishes at this time to give its approval to the issuance and sale of the Refunding Bonds by the Successor Agency and certain matters relating thereto;

NOW, THEREFORE, BE IT RESOLVED BY THE ORANGE COUNTYWIDE OVERSIGHT BOARD:

SECTION 1. Debt Service Savings Analysis. The Successor Agency has filed the Successor Agency Resolution and the Debt Service Savings Analysis with the OCOB, which Debt Service Savings Analysis is hereby approved as demonstrating the potential savings that may result from the overall refunding of the Prior Bonds.

SECTION 2. Direction to Refund. As requested by the Successor Agency in the Successor Agency Resolution, the OCOB hereby directs the Successor Agency to undertake the refunding of all or a portion of the outstanding Prior Bonds, as determined by the Successor

Agency. As set forth in the Successor Agency Resolution, the Refunding Bonds shall only be issued to refund the Prior Bonds in the event that the Minimum Savings Threshold set forth in Section 34177.5(a)(1) of the Code is met with respect to such refunding.

SECTION 3. Approval of Issuance and Sale of the Refunding Bonds. As authorized by Sections 34177.5(f) and 34180 of the Code, the OCOB hereby approves the Successor Agency Resolution and the issuance by the Successor Agency of the Refunding Bonds pursuant to Section 34177.5(a)(1) of the Code and under the applicable provisions of the Refunding Law in the aggregate principal amount of not to exceed \$60,000,000 and as provided in the Successor Agency Resolution and the Indenture of Trust relating to the Refunding Bonds (the “Refunding Bonds Indenture”) as approved pursuant to the Successor Agency Resolution, provided that the principal and interest payable with respect to the Refunding Bonds shall comply in all respects with the requirements of the Minimum Savings Threshold. The OCOB hereby approves the execution and delivery by the Successor Agency of all of the agreements, certificates and other documents which are approved pursuant to the Successor Agency Resolution.

SECTION 4. Determination by the Oversight Board. The OCOB hereby determines (upon which determination the Successor Agency may rely in undertaking the refunding proceedings and the issuance and sale of the Refunding Bonds) that the authorization and sale of the Refunding Bonds, and the application of proceeds thereof to the refunding of the Prior Bonds and the payment of costs of issuance, as provided in the Refunding Bonds Indenture and Authorized by Section 34177.5(a)(1) of the Code, shall be implemented by the Successor Agency promptly upon sale and delivery of the Refunding Bonds, without the requirement for further approval from the OCOB, the California Department of Finance, the Orange County Auditor-Controller or any other person or entity other than the Successor Agency.

SECTION 5. Actions to Effectuate Resolution. The members and staff of the OCOB and the staff of the Successor Agency are hereby authorized, jointly and severally, to do all things which they may deem necessary or proper to effectuate the purposes of this Resolution and the Refunding Bonds Indenture.

SECTION 6. The Clerk of the Oversight Board shall certify to the adoption of this Resolution.