

**SUBMITTAL TO THE BOARD OF SUPERVISORS,
COMMUNITY FACILITIES DISTRICT'S LEGISLATIVE BODY
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

337



FROM: Executive Office

SUBMITTAL DATE:
January 16, 2013

SUBJECT: Refunding of the County of Riverside Community Facilities District No. 05-8 (Scott Road) Special Tax Bonds, Series 2008 **(Vote on Separately)**

RECOMMENDED MOTION: That the Board acting ex officio as the legislative body of Community Facilities District No. 05-8 of the County of Riverside, (1) approve and adopt Resolution No. CFD 2013-01; (a) authorizing the issuance of Community Facilities District No. 05-8 Series 2013 Special Tax Bonds in an aggregate principal amount not to exceed \$16,000,000, (b) authorizing the execution and delivery of an Indenture, a Bond Purchase Agreement, an Escrow Agreement, and a Continuing Disclosure Agreement, and (c) authorizing the preparation of an Official Statement and all other matters related thereto.

Continued on page 2

Stephanie Persi

Stephanie Persi, Senior Management Analyst

FINANCIAL DATA	Current F.Y. Total Cost:	\$ 200,000	In Current Year Budget:	Yes
	Current F.Y. Net County Cost:	\$ 0	Budget Adjustment:	No
	Annual Net County Cost:	\$ 0	For Fiscal Year:	2012-13

SOURCE OF FUNDS: CFD 05-8 Bond Proceeds	Positions To Be Deleted Per A-30	<input type="checkbox"/>
	Requires 4/5 Vote	<input type="checkbox"/>

C.E.O. RECOMMENDATION:

APPROVE

BY: *Ivan M. Chand*
Ivan M. Chand

1/23/2013

County Executive Office Signature

FORM APPROVED COUNTY COUNSEL
BY: *Dale A. Gardner*
DALE A. GARDNER 1/16/13

Consent Policy
Consent Policy

Dept's Recomm.:
Per Exec. Ofc.:

Prev. Agn. Ref.:

District:
3/5 & 3/1

Agenda Number:

8-1

ATTACHMENTS FILED
WITH THE CLERK OF THE BOARD

RE: Refunding of the County of Riverside Community Facilities District No. 05-8
(Scott Road) Special Tax Bonds, Series 2008

Date January 16, 2013

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BACKGROUND: Community Facilities District No. 05-8 (Scott Road) was formed on April 18, 2006, to finance improvements along Scott Road including: i) the widening of Scott Road between Antelope Road and Briggs Road to four lanes, ii) the widening of the interchange at Interstate 215 and Scott Road and the modification of the ramps to meet future traffic demands including all associated appurtenances and any rights-of-way, and iii) the full width improvement to Scott Road from Antelope Road to Highway 79 including all associated appurtenances and any rights-of-way.

On the same date, a landowner election was held, authorizing the community facilities district ("CFD") to incur bonded indebtedness. On January 8, 2008, the County of Riverside Community Facilities District No. 05-8 (Scott Road) Special Tax Bonds, Series 2008 (the "Series 2008 Bonds") were issued in the amount of \$11,585,000, with a final maturity of September 1, 2038 and an interest rate of 7.25%. The par amount of the Series 2008 Bonds currently outstanding is \$11,585,000.

Current market conditions allow for a full refunding of the Series 2008 Bonds through the issuance of Community Facilities District 05-8 (Scott Road) of the County of Riverside Special Tax Bonds, Series 2013. Estimated savings from the refunding are currently in excess of 15% of the refunded par. Together with an additional portion of new money based on development that has occurred in the District since the original bonds were issued, the savings will be applied towards financing the remaining phases of the project. This exceeds the Board Policy B-24 requirement of at least 3% net present value savings. In addition, this refunding will not extend the maturity date per that policy. The new money portion of the Series 2013 Bonds will have a term of 30 years. Property owners will not see a change in this special assessment on their property tax bills.

If approved, staff recommends issuing approximately \$16 million in fixed interest rate bonds. The savings will average about \$140,000 annually through the life of the bonds. The average annual debt service is anticipated to be about \$1.1 million.

This has been recommended for approval by the Debt Advisory Committee.

RESOLUTION NO. CFD 2013-01

A RESOLUTION OF THE LEGISLATIVE BODY OF COMMUNITY FACILITIES DISTRICT NO. 05-8 (SCOTT ROAD) OF THE COUNTY OF RIVERSIDE AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$17,500,000 AGGREGATE PRINCIPAL AMOUNT OF COMMUNITY FACILITIES DISTRICT NO. 05-8 (SCOTT ROAD) OF THE COUNTY OF RIVERSIDE SPECIAL TAX BONDS, SERIES 2013, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE, AN ESCROW AGREEMENT, A BOND PURCHASE AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT AND THE PREPARATION OF AN OFFICIAL STATEMENT AND OTHER MATTERS RELATED THERETO

WHEREAS, the Board of Supervisors (the “Board of Supervisors”) of the County of Riverside (the “County”) has formed Community Facilities District No. 05-8 (Scott Road) of the County of Riverside (the “Community Facilities District”) under the Mello-Roos Community Facilities Act of 1982 (the “Act”);

WHEREAS, pursuant to the Act, the Board of Supervisors is the *ex officio* legislative body (the “Legislative Body”) of the Community Facilities District;

WHEREAS, the Community Facilities District is authorized under the Act to levy special taxes (the “Special Taxes”) to finance certain public facilities (the “Facilities”) and to issue bonds payable from the Special Taxes;

WHEREAS, in order to provide funds to finance certain of the Facilities, the Community Facilities District previously issued its Community Facilities District No. 05-8 (Scott Road) of the County of Riverside Special Tax Bonds, Series 2008 (the “Prior Bonds”), in the aggregate principal amount of \$11,585,000;

WHEREAS, the Community Facilities District is authorized under the Act to issue bonds payable from the Special Taxes in order to refund the Prior Bonds;

WHEREAS, the Community Facilities District desires to refund the Prior Bonds;

WHEREAS, the Community Facilities District desires to finance certain of the remaining Facilities;

WHEREAS, in order to provide a portion of the moneys required to refund the Prior Bonds and finance such Facilities, the Community Facilities District desires to provide for the issuance of the Community Facilities District No. 05-8 (Scott Road) of the County of Riverside

FORM APPROVED COUNTY COUNSEL
BY: Dale A. Gardner DATE: 1/16/13
DALE A. GARDNER DATE

Special Tax Bonds, Series 2013 (the “Series 2013 Bonds”), in the aggregate principal amount of not to exceed \$17,500,000;

WHEREAS, in order to provide for the authentication and delivery of the Series 2013 Bonds, to establish and declare the terms and conditions upon which the Series 2013 Bonds are to be issued and secured and to secure the payment of the principal thereof, premium, if any, and interest thereon, the Community Facilities District proposes to enter into an Indenture with The U.S. Bank National Association, as trustee (the “Trustee”) (such Indenture, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Indenture”);

WHEREAS, the moneys to defease and redeem the Prior Bonds will be applied to such purpose pursuant to an Escrow Agreement by and between the Community Facilities District and The U.S. Bank National Association, as prior trustee and as escrow bank (such Escrow Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Escrow Agreement”);

WHEREAS, E. J. De La Rosa & Co., Inc. (the “Underwriter”), has presented the Community Facilities District with a proposal, in the form of a Bond Purchase Agreement, to purchase the Series 2013 Bonds from the Community Facilities District (such Bond Purchase Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Purchase Agreement”);

WHEREAS, Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (“Rule 15c2-12”) requires that, in order to be able to purchase or sell the Series 2013 Bonds, the underwriter thereof must have reasonably determined that the Community Facilities District has, or one or more appropriate obligated persons have, undertaken in a written agreement or contract for the benefit of the holders of the Series 2013 Bonds to provide disclosure of certain financial information and certain material events on an ongoing basis;

WHEREAS, in order to cause such requirement to be satisfied, the Community Facilities District desires to enter into a Continuing Disclosure Agreement with the Trustee (such Continuing Disclosure Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Continuing Disclosure Agreement”);

WHEREAS, a form of the Preliminary Official Statement to be distributed in connection with the public offering of the Series 2013 Bonds has been prepared (such Preliminary Official Statement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the “Preliminary Official Statement”);

WHEREAS, there have been prepared and submitted to this meeting forms of:

- (a) the Indenture;
- (b) the Escrow Agreement;

- (c) the Purchase Agreement;
- (d) the Continuing Disclosure Agreement; and
- (e) the Preliminary Official Statement;

WHEREAS, the Community Facilities District desires to authorize the issuance of the Series 2013 Bonds and the execution of such documents and the performance of such acts as may be necessary or desirable to effect the issuance of the Series 2013 Bonds;

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF RIVERSIDE ACTING EX OFFICIO AS THE LEGISLATIVE BODY OF COMMUNITY FACILITIES DISTRICT NO. 05-8 (SCOTT ROAD) OF THE COUNTY OF RIVERSIDE, in regular session assembled on January 29, 2013, does hereby resolve, find, determine and order as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. Subject to the provisions of Section 3 hereof, the issuance of the Series 2013 Bonds, in an aggregate principal amount of not to exceed \$17,500,000, on the terms and conditions set forth in, and subject to the limitations specified in, the Indenture, is hereby authorized and approved. The Series 2013 Bonds shall be dated, shall bear interest at the rates, shall mature on the dates, shall be subject to call and redemption, shall be issued in the form and shall be as otherwise provided in the Indenture, as the same shall be completed as provided in this Resolution.

Section 3. The Indenture, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, be and the same is hereby approved. Each of the Chairman of the Legislative Body, and such other members of the Legislative Body as the Chairman may designate, the County Executive Officer of the County, the Assistant County Executive Officer of the County and the Chief Deputy Executive Officer of the County, and such other officers of the County as the County Executive Officer may designate (the "Authorized Officers") is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Indenture in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Indenture by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not authorize an aggregate principal amount of Series 2013 Bonds in excess of \$17,500,000, shall not result in a final maturity date of the Series 2013 Bonds later than September 1, 2042 and shall not result in a true interest cost for the Series 2013 Bonds in excess of 6.50%.

Section 4. The refunding of the Prior Bonds is hereby approved. Such refunding shall be accomplished by paying the interest due and payable on the Prior Bonds to and including March 1, 2013 and redeeming the Prior Bonds on March 1, 2013 by paying the redemption price thereof. In accordance with Section 53363.8 of the Act, the Legislative Body hereby designates the following costs and expenses as the "designated costs of issuing the Bonds:"

(a) all expenses incident to the calling, retiring, or paying of the Prior Bonds and incident to the issuance of the Series 2013 Bonds, including the charges of any agent in connection with the issuance of the Series 2013 Bonds or in connection with the redemption or retirement of the Prior Bonds;

(b) the interest upon the Prior Bonds from the date of sale of the Series 2013 Bonds to the date upon which the Prior Bonds will be paid pursuant to call; and

(c) any premium necessary in the calling or retiring of the Prior Bonds.

Section 5. The Escrow Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Escrow Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Escrow Agreement by such Authorized Officer.

Section 6. The Purchase Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Purchase Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Purchase Agreement by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not result in an aggregate underwriter's discount (not including any original issue discount) from the principal amount of the Series 2013 Bonds in excess of 1.50% of the aggregate principal amount of the Series 2013 Bonds. The Legislative Body hereby finds and determines that the sale of the Series 2013 Bonds at negotiated sale as contemplated by the Purchase Agreement will result in a lower overall cost.

Section 7. The Continuing Disclosure Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute and deliver the Continuing Disclosure Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Continuing Disclosure Agreement by such Authorized Officer.

Section 8. The Preliminary Official Statement, in substantially the form presented to this meeting and made a part hereof as though set forth in full herein, with such changes, insertions and omissions therein as may be approved by an Authorized Officer, be and the same is hereby approved, and the use of the Preliminary Official Statement in connection with the offering and sale of the Series 2013 Bonds is hereby authorized and approved. The Authorized Officers are

each hereby authorized to certify on behalf of the Community Facilities District that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12).

Section 9. The preparation and delivery of a final Official Statement (the “Official Statement”), and its use in connection with the offering and sale of the Series 2013 Bonds, be and the same is hereby authorized and approved. The Official Statement shall be in substantially the form of the Preliminary Official Statement, with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities District, to execute the final Official Statement and any amendment or supplement thereto.

Section 10. The assessed values of the property within the Community Facilities District are set forth in the Preliminary Official Statement and the value-to-lien information with respect thereto is set forth therein and, based thereon, the Legislative Body, for purposes of Section 53345.8 of the Act, hereby finds and determines that the value of the real property that would be subject to the Special Tax to pay debt service on the Series 2013 Bonds will be at least three times the principal amount of the Series 2013 Bonds to be sold and the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act on property within the Community Facilities District or a special assessment levied on property within the Community Facilities District.

Section 11. The officers of the County, acting *ex officio* on behalf of the Community Facilities District, are, and each of them is, hereby authorized and directed to do any and all things, and to execute and deliver any and all documents which said officers may deem necessary or advisable in order to accomplish the purposes of this Resolution and not inconsistent with the provisions hereof.

ADOPTED, SIGNED AND APPROVED this 29th day of January, 2013, by the Board of Supervisors of the County of Riverside, acting *ex officio* as the Legislative Body of Community Facilities District No. 05-8 (Scott Road) of the County of Riverside.

John J. Benoit
Chairman of the Board of Supervisors

ATTEST:
Kecia Harper-Ihem
Clerk of the Board of Supervisors

By: _____
Deputy

STATE OF CALIFORNIA)
)
COUNTY OF RIVERSIDE) ss.

I, Kecia Harper-Ihem, Clerk of the Board of Supervisors of the County of Riverside, California, acting *ex officio* as the Clerk of the Legislative Body for Community Facilities Districts for the County of Riverside, do hereby certify that the foregoing Resolution No. CFD 2013-01 was duly adopted by the Board of Supervisors of said County, acting *ex officio* as the Legislative Body of Community Facilities District No. 05-8 (Scott Road) of the County of Riverside, at a meeting of said Board held on the 29th day of January, 2013, and that it was so adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

_____, Deputy
Clerk of the Board of Supervisors
of the County of Riverside, *ex officio* the
Clerk of the Legislative Body

STATE OF CALIFORNIA)
)
COUNTY OF RIVERSIDE) ss.

I, Kecia Harper-Ihem, Clerk of the Board of Supervisors of the County of Riverside, California, acting *ex officio* as the Clerk of the Legislative Body for Community Facilities Districts for the County of Riverside, do hereby certify that the above and foregoing is a full, true and correct copy of Resolution No. CFD 2013-01 of the Board of Supervisors of said County, acting *ex officio* as the legislative body of Community Facilities District No. 05-8 (Scott Road) of the County of Riverside, and that the same has not been amended or repealed.

Dated: _____

_____, Deputy
Clerk of the Board of Supervisors
of the County of Riverside, *ex officio* the
Clerk of the Legislative Body