SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE, STATE OF CALIFORNIA





FROM: Successor Agency to the Redevelopment Agency

SUBJECT: Refunding of Outstanding Bonds of the Dissolved Redevelopment Agency, All Districts [\$450,000] (Vote on Separately)

RECOMMENDED MOTION: That the Board of Supervisors:

- 1. Adopt Successor Agency Resolution No. 2016-002 authorizing the issuance of refunding tax allocation bonds to refinance the 2006 Series A, Series D and Series E Bonds.
- 2. Direct staff to submit this item to the Oversight Board for approval.

BACKGROUNI	ว:
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Summary

(commences on next page)

Senior Management Analyst

POLICY/CONSENT FINANCIAL DATA **Current Fiscal Year: Next Fiscal Year:** Total Cost: Ongoing Cost: (per Exec. Office) COST 450,000 \$ N/A \$ 450,000 \$ N/A Consent ☐ Policy ☑ N/A \$ N/A \$ **NET COUNTY COST** N/A \$ N/A \$ SOURCE OF FUNDS: Bond Proceeds **Budget Adjustment:** No For Fiscal Year: 15/16

C.E.O. RECOMMENDATION:

APPROVE

County Executive Office Signature

			MINUTES	OF THE BO	DARD C	F SUPERVISORS	
☐ Positions Added	Change Order						
A-30	4/5 Vote	E 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1					
		Prev. Agn. Ref.:		District:	All	Agenda Number:	
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SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA

FORM 11: Refunding of Outstanding Bonds of the Dissolved Redevelopment Agency, All Districts [\$450,000]

(Vote on Separately)

DATE: January 14, 2016

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Summary (continued)

On September 24, 2013, the Board of Supervisors approved in principle the initiation of a County Redevelopment Bond Refunding Program (Agenda Item 4-1). On February 11, 2014, the Board of Supervisors executed the Refunding Program Agreement and approved Successor Agency Resolution No. 2014-003, requesting direction to undertake proceedings for the refunding of outstanding bonds of the former Redevelopment Agency for the County of Riverside. To date, the Agency has successfully completed 8 refundings with total savings in excess of \$40 million.

The proposed issuance of refunding bonds is to refinance bonds issued in 2006: the Series A, D & E Bonds issued for the Project Area No. 1, Desert Communities and I-215 Project areas, respectively. Three new series of bonds will be issued by the Successor Agency. The project area bonds for Project Area No. 1, Desert Communities and the I-215 Project Areas will be simultaneously purchased by the Riverside County Public Financing Authority and resold to the underwriters on a pooled basis. (There is a companion item on the Authority's Agenda today.) The term of the existing 2006 bonds will not be extended. The refunding bonds produce savings well in excess of the Board's present value savings target of 3% (Board Policy B-24 for the Riverside County Debt Advisory Committee) The issuance of the refunding bonds was approved at the DAC meeting on January 14, 2016.

The anticipated amount of the proposed bond issues, savings percentages, and savings amounts are shown in the table below.

2016 Series A, D & E (PFA Bonds)

	2016 RCPFA
Description	Bonds
New Issue Size	\$80,700,000
NPV Savings	\$8,436,000
NPV Savings As %	
Refunded Bonds	9.41%
Average Annual Savings	\$520,000
Total Savings	\$11,448,000

As of December 8, 2015.

These refunding bonds will be issued in May or July 2016. If issued in July or forward refunded an additional \$9,240,000 in Series D Bonds may be refundable. Staff is bringing forward this request for approval from the Successor Agency, and subsequently the Oversight Board, at this time due to the requirements for review by Department of Finance (DOF") as specified in AB 1484. The final disclosure documents of the proposed bond issues will be brought back to the Successor Agency and the Authority for approval. The DOF will approve the legal documents and the preliminary savings analysis. The Board package includes our independent financial advisor's report as required by the DOF.

Impact on Citizens and Businesses

This item will be beneficial for the citizens of Riverside County due to the surplus tax revenue that will be derived from the refinancing at lower rates. Taxing entities will share the surplus property taxes from the project areas which will be distributed to the County, cities, schools, and special districts in Riverside County.

The savings in debt service payments that would otherwise be paid to bondholders will be distributed to those taxing entities including the County General Fund, K-12 school districts and community college districts, and finally cities and special districts.

RESOLUTION NO. 2016-002

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY
FOR THE COUNTY OF RIVERSIDE APPROVING THE ISSUANCE OF REFUNDING
BONDS IN ORDER TO REFUND CERTAIN OUTSTANDING BONDS OF THE
DISSOLVED REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE (2006
PROJECT AREA NO. 1, DESERT COMMUNITIES AND INTERSTATE 215
CORRIDOR PROJECTS), APPROVING THE EXECUTION AND DELIVERY OF
INDENTURES OF TRUST RELATING THERETO, REQUESTING OVERSIGHT BOARD
APPROVAL OF THE ISSUANCE OF THE REFUNDING BONDS, REQUESTING
CERTAIN DETERMINATIONS BY THE OVERSIGHT BOARD, AND PROVIDING FOR
OTHER MATTERS PROPERLY RELATING THERETO

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 for the County of Riverside (the "Former Agency") has
been dissolved and no longer exists as a public body, corporate
and politic, and pursuant to Section 34173, the Successor Agency
to the Redevelopment Agency for the County of Riverside (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 its Redevelopment Agency for the County of Riverside Redevelopment Project Area No. 1 2006 Tax Allocation Bonds, Series A (the "Prior Series A Bonds") in the initial

aggregate principal amount of \$22,045,000 for the purpose of financing redevelopment activities;

WHEREAS, prior to the dissolution of the Former Agency, the Former Agency issued its Redevelopment Agency For the County of Riverside Desert Communities Redevelopment Project Area 2006 Tax Allocation Bonds, Series D (the "Prior Series D Bonds") in the initial aggregate principal amount of \$71,725,000 for the purpose of financing redevelopment activities;

WHEREAS, prior to the dissolution of the Former Agency, the Former Agency issued its Redevelopment Agency for the County of Riverside Interstate 215 Corridor Redevelopment Project Area 2006 Tax Allocation Bonds, Series E (the "Prior Series E Bonds" and together with the Prior Series A Bonds and the Prior Series D Bonds, the "Prior Bonds") in the initial aggregate principal amount of \$29,255,000 for the purpose of financing redevelopment activities;

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");

WHEREAS, to determine compliance with the Savings

Parameters for purposes of the issuance by the Successor Agency

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of its (i) Successor Agency to the Redevelopment Agency for the County of Riverside Redevelopment Project Area No. 1 2016 Tax Allocation Refunding Bonds, Series A (the "Refunding Series A Bonds"), (ii) Successor Agency to the Redevelopment Agency For the County of Riverside Desert Communities Redevelopment Project Area 2016 Tax Allocation Refunding Bonds, Series D (the "Refunding Series D Bonds"), and (iii) Successor Agency to the Redevelopment Agency for the County of Riverside Interstate 215 Corridor Redevelopment Project Area 2016 Tax Allocation Refunding Bonds, Series E (the "Refunding Series E Bonds" and together with the Refunding Series A Bonds and the Refunding Series D Bonds, the "Refunding Bonds"), the Successor Agency has caused its financial advisor, C.M. de Crinis & Co., 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 (a) Refunding Series A Bonds to repay the Prior Series A Bonds and, thereby, to refund the Prior Series A Bonds, (b) Refunding Series D Bonds to repay the Prior Series D Bonds and, thereby, to refund the Prior Series D Bonds and (c) Refunding Series E Bonds to repay the Prior Series E Bonds and, thereby, to refund the Prior Series E Bonds (collectively, the "Debt Service Savings Analysis");

WHEREAS, the Successor Agency desires at this time to approve the issuance of the Refunding Series A Bonds and to approve the form of and authorize the execution and delivery of

the Indenture of Trust, by and between the Successor Agency and The Bank of New York Mellon Trust Company, N.A., as trustee, providing for the issuance of the Refunding Series A Bonds (the "Series A Indenture") and the Irrevocable Refunding Instructions to be delivered to The Bank of New York Mellon Trust Company, N.A., as trustee of the Prior Series A Bonds, to be dated as of the date of the issuance and delivery of the Refunding Series A Bonds (the "Refunding Series A Instructions");

WHEREAS, the Successor Agency wishes at this time to approve the issuance of the Refunding Series D Bonds and to approve the form of and authorize the execution and delivery of the Indenture of Trust, by and between the Successor Agency and The Bank of New York Mellon Trust Company, N.A., as trustee, providing for the issuance of the Refunding Series D Bonds (the "Series D Indenture") and the Irrevocable Refunding Instructions to be delivered to The Bank of New York Mellon Trust Company, N.A., as trustee of the Prior Series D Bonds, to be dated as of the date of the issuance and delivery of the Refunding Series D Bonds (the "Refunding Series D Instructions");

WHEREAS, the Successor Agency wishes at this time to approve the issuance of the Refunding Series E Bonds and to approve the form of and authorize the execution and delivery of the Indenture of Trust, by and between the Successor Agency and The Bank of New York Mellon Trust Company, N.A., as trustee, providing for the issuance of the Refunding Series E Bonds (the

"Series E Indenture" and together with the Series A Indenture and the Series D Indenture, the "Indentures" and each, an "Indenture") and the Irrevocable Refunding Instructions to be delivered to The Bank of New York Mellon Trust Company, N.A., as trustee of the Prior Series E Bonds, to be dated as of the date of the issuance and delivery of the Refunding Series E Bonds (the "Refunding Series E Instructions" and together with the Refunding Series A Instructions and the Refunding Series D Instructions, the "Refunding Instructions");

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

WHEREAS, the Successor Agency is now requesting that the Oversight Board approve the issuance of the Refunding Bonds pursuant to this Resolution and the Indentures;

WHEREAS, the Successor Agency further requests that the Oversight Board make certain determinations described below on which the Successor Agency will rely in undertaking the refunding proceedings and the issuance of the Refunding Bonds;

WHEREAS, the Successor Agency has determined to sell the Refunding Bonds to the Riverside County Public Financing Authority (the "Authority") which will, in turn issue its own bonds (the "Authority Bonds") that will be secured by the

Refunding Bonds, and the Authority has determined to sell the Authority Bonds to Citigroup Global Markets Inc. and RBC Capital Markets, LLC (collectively, the "Original Purchasers") pursuant to the terms of a Bond Purchase Agreement (the "Purchase Agreement") to be entered into by and among the Successor Agency, the Authority and the Original Purchasers;

WHEREAS, 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 Authority and the Successor Agency will, with the assistance of their Disclosure Counsel, the Financial Advisor and the Fiscal Consultant to the Successor Agency, cause to be prepared a form of Official Statement for the Authority Bonds and the Refunding Bonds and containing material information relating to the Authority, the Successor Agency, the Authority Bonds and the Refunding Bonds, the preliminary form of which will be submitted to the Successor Agency for approval for distribution by the Original Purchasers to persons and institutions interested in purchasing the Authority Bonds;

NOW, THEREFORE, the Successor Agency to the Redevelopment Agency for the County of Riverside **RESOLVES** as follows:

1. <u>Determination of Savings</u>. The Successor Agency has determined that there are significant potential savings

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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 the Prior Bonds, all as evidenced by the Debt Service Savings Analysis on file with the Secretary of the Successor Agency, which Debt Service Savings Analysis is hereby approved.

2. Approval of Issuance of the Bonds.

- (a) The Successor Agency hereby authorizes and approves the issuance of the Refunding Series A Bonds under the Law and the Refunding Law in the aggregate principal amount of not to exceed \$20,000,000, provided that the Refunding Series A Bonds are in compliance with the Savings Parameters with respect thereto at the time of sale and delivery;
- (b) The Successor Agency hereby authorizes and approves the issuance of the Refunding Series D Bonds under the Law and the Refunding Law in the aggregate principal amount of not to exceed \$62,000,000, provided that the Refunding Series D Bonds are in compliance with the Savings Parameters with respect thereto at the time of sale and delivery; and
- (c) The Successor Agency hereby authorizes and approves the issuance of the Refunding Series E Bonds under the Law and the Refunding Law in the aggregate principal amount of not to

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exceed \$26,000,000, provided that the Refunding Series E Bonds are in compliance with the Savings Parameters with respect thereto at the time of sale and delivery.

- Approval of Indentures. The Successor Agency hereby approves the Indentures prescribing the terms and provisions of the Refunding Bonds and the application of the proceeds of the Refunding Bonds. Each of the County Executive Officer or the Deputy County Executive Officer of the County of Riverside, on behalf of the Successor Agency (each, an "Authorized Officer"), is hereby authorized and directed to execute and deliver, and the Secretary of the Successor Agency, is hereby authorized and directed to attest to, each Indenture for and in the name and on behalf of the Successor Agency, in substantially the forms on file with the Secretary of the Successor Agency, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of each such Indenture. The Successor Agency hereby authorizes the delivery and performance of each Indenture.
- 4. Approval of Refunding Instructions. The forms of the Refunding Instructions on file with the Secretary are hereby approved and the Authorized Officers 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 Refunding Instructions. The Successor Agency hereby authorizes

the delivery and performance of its obligations under the Refunding Instructions.

- 5. Oversight Board Approval of the Issuance of the Bonds. The Successor Agency hereby requests the Oversight Board as authorized by Section 34177.5(f) and Section 34180 to approve the issuance of the Refunding Bonds pursuant to Section 34177.5(a)(1) and this Resolution and the Indentures.
- 6. Determinations by the Oversight Board. The Successor Agency requests that the Oversight Board make the following determinations upon which the Successor Agency will rely in undertaking the refunding proceedings and the issuance of the Refunding Bonds:
- (a) The Successor Agency is authorized, as provided in Section 34177.5(f), to recover its costs related to the issuance of each of the Refunding Bonds from the proceeds of such Refunding Bonds, including the cost of reimbursing its administrative staff for time spent with respect to the authorization, issuance, sale and delivery of such Refunding Bonds;
- (b) The application of proceeds of each of the Refunding Bonds by the Successor Agency to the refunding and defeasance of the respective Prior Bonds, as well as the payment by the Successor Agency of costs of issuance of each of the Refunding

Bonds, as provided in Section 34177.5(a), shall be implemented by the Successor Agency promptly upon sale and delivery of the respective Refunding Bonds, notwithstanding Section 34177.3 or any other provision of law to the contrary, without the approval of the Oversight Board, the California Department of Finance, the Riverside County Auditor-Controller or any other person or entity other than the Successor Agency;

- (c) The Successor Agency shall be entitled to receive its full Administrative Cost Allowance under Section 34181(a)(3) without any deductions with respect to continuing costs related to each of the Refunding Bonds, such as trustee's fees, auditing and fiscal consultant fees and continuing disclosure and rating agency costs (collectively, "Continuing Costs of Issuance"), and such Continuing Costs of Issuance shall be payable from property tax revenues pursuant to Section 34183. In addition and as provided by Section 34177.5(f), if the Successor Agency is unable to complete the issuance of any of the Refunding Bonds for any reason, the Successor Agency shall, nevertheless, be entitled to recover its costs incurred with respect to the refunding proceedings with respect to such Refunding Bonds from such property tax revenues pursuant to Section 34183 without reduction in its Administrative Cost Allowance.
- 7. Filing of Debt Service Savings Analysis and
 Resolution. The Secretary of the Successor Agency is hereby
 authorized and directed to file the Debt Service Savings

Analysis, together with a certified copy of this Resolution, with the Oversight Board, and, as provided in Section 34180(j) with the Riverside County Administrative Officer, the Riverside County Auditor-Controller and the California Department of Finance.

Sale of Refunding Bonds; Sale of Authority Bonds. Successor Agency hereby approves the sale of the Refunding Bonds to the Authority and the sale of the Authority Bonds to the Original Purchasers pursuant to the Purchase Agreement. Authorized Officers, each acting alone, are hereby authorized and directed to execute and deliver the Purchase Agreement (and to provide such representations and warranties as is customary in connection with the issuance of bonds such as the Refunding Bonds, including by executing the Successor Agency's Letter of Representations substantially in the form attached to the Purchase Agreement), for and in the name and on behalf of the Successor Agency, in substantially the form on file with the Secretary of the Successor Agency, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Purchase Agreement. The Successor Agency hereby authorizes the delivery and performance of its obligations under the Purchase Agreement.

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Issuance of Refunding Bonds in Whole or in Part. 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 or for any other reason the Refunding Bonds cannot be issued in 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 Refunding 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 prior approval of 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.

11. Municipal Bond Insurance and Surety Bonds. The Authorized Officers, each acting alone, are hereby authorized and directed to take all actions necessary to obtain a municipal bond insurance policy for the Authority Bonds and reserve account surety bonds for any of the Refunding Bonds from a municipal bond insurance company if it is determined, upon consultation with the Financial Advisor and the Original

Purchasers, that such municipal bond insurance policy and/or surety bonds will reduce the true interest costs with respect to the Authority Bonds and the Refunding Bonds.

12. Approval of 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 Authority and the Successor Agency will, with the assistance of their Disclosure Counsel, Fiscal Consultant and Financial Advisor, cause to be prepared a form of Official Statement for the Authority Bonds and the Refunding Bonds describing the Authority Bonds and 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 Purchasers to persons and institutions interested in purchasing the Authority Bonds.

13. Official Actions. The Authorized 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, which they, or any of them, may deem necessary or advisable in obtaining the requested approvals by the Oversight Board and the California Department of Finance and in the issuance, sale and delivery of the Refunding Bonds. Whenever in this Resolution

any officer of the Successor Agency is directed 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 is absent or unavailable.

14. <u>Effective Date</u>. This Resolution shall take effect from and after the date of approval and adoption thereof.

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2	The foregoing resolution was passed and adopted by the
3	Successor Agency to the Redevelopment Agency for the County of
4	Riverside at a regular meeting held on the 26th day of January,
5	2016, by the following vote:
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7	AYES:
8	NOES:
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10	ABSENT:
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12	ABSTAIN:
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15	Chair
16	Chair
	Chair Attest:
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