

FORM APPROVED COUNTY COUNSEL
 BY: GREGORY P. PRIAMOS
 DATE: 10/22/14

Departmental Concurrence

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

926



FROM: Executive Office

SUBMITTAL DATE:
 October 21, 2014

SUBJECT: Adoption of Resolution No. 2014-213 Approving Issuance of Blythe Successor Agency Series 2013 Tax Allocation Refunding Bonds 4th/4th District [\$0] (Vote on Separately)

RECOMMENDED MOTION: That the Board of Supervisors adopt Resolution No. 2014-213 approving the issuance of \$4,480,000 in Series 2013 refunding bonds by the Successor Agency to the Blythe Redevelopment Agency.

BACKGROUND: On July 11, 2002, the Blythe Redevelopment Agency amended its Project No. 1 plan, adding 347 acres of noncontiguous land in two sub-areas, one being 271 acres in the unincorporated county near the Blythe Airport. Consistent with provisions of the Community Redevelopment Law effective at that time, on February 26, 2002, the Board of Supervisors had approved an interjurisdictional agreement granting the Blythe Redevelopment Agency with redevelopment authority over that sub-area, subject to Board approval of the issuance of bonds related to the project. Upon dissolution of redevelopment, the Blythe Successor Agency succeeded the Blythe Redevelopment Agency with respect to this interjurisdictional agreement. At this time, the Blythe Successor Agency wishes to refinance outstanding 2008 bonds to reduce debt service costs by an estimated \$1.3 million, the savings from which will be distributed among the taxing entities receiving property tax derived from the project area, including the County of Riverside.

(Continued)

Denise C. Harden
 Denise C. Harden
 Principal Management Analyst

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost:	POLICY/CONSENT (per Exec. Office)
COST	\$	\$	\$	\$	Consent <input type="checkbox"/> Policy <input checked="" type="checkbox"/>
NET COUNTY COST	\$	\$	\$	\$	

SOURCE OF FUNDS: _____ Budget Adjustment: _____
 For Fiscal Year: _____

C.E.O. RECOMMENDATION: APPROVE
 BY: *Ed Corser*
 Ed Corser
 County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Stone, seconded by Supervisor Tavaglione and duly carried, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Tavaglione, Stone and Ashley
 Nays: None
 Absent: Benoit
 Date: October 28, 2014
 xc: E.O.

Kecia Harper-Ihem
 Clerk of the Board
 By: *[Signature]*
 Deputy

Prev. Agn. Ref.: 01/29/02 3.49 District: _____ Agenda Number: _____
 02/26/02 #2.5; 07/29/02 #3.12; 01/07/2003 #3.1

3-31

- A-30
- 4/5 Vote
- Positions Added
- Change Order

**SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA
FORM 11: Approval of Issuance of 2013 Blythe Successor Agency Tax Allocation Refunding Bonds**

DATE: October 21, 2014

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BACKGROUND:

Summary (continued)

In 2008, the Blythe Redevelopment Agency issued \$4,575,000 in tax allocation bonds (the "2008 Bonds") to finance certain capital improvement projects under the Community Redevelopment Law, including certain improvements to the Blythe Airport, municipal golf course, and sewer system with immediate needs at the time. The average interest rate on the remaining outstanding 2008 Bonds is significantly higher than current market interest rates for comparable securities, and therefore, for the purpose of achieving debt service savings, the Blythe Successor Agency desires to issue tax allocation refunding bonds (the "2013 Bonds") to refund and defease the 2008 Bonds.

Approval of the attached resolution would enable the Successor Agency to the Blythe Redevelopment Agency (the "Blythe Successor Agency") to refinance outstanding 2008 tax allocation bonds for savings in debt service payments. It is expected that the debt service savings to be achieved by the Blythe Successor Agency by issuing the refunding Series 2013 Bonds will be distributed in accordance with the Dissolution Act to the various taxing entities with jurisdiction over territory in Redevelopment Project No. 1 of the Blythe Redevelopment Agency (the "Blythe Project Area").

Discussion:

A significant portion of the West Blythe Added Territory included in the Blythe Project Area is located in the unincorporated area of the County. Pursuant to the Interjurisdictional Agreement, dated February 26, 2002, approval by the County Board of Supervisors is required for the issuance of any bonded indebtedness secured by tax increment revenues allocated to the Blythe Redevelopment Agency pursuant to the former Community Redevelopment Law. As with the 2008 Bonds being refinanced, the 2013 Bonds will be payable from, and secured by, a pledge of and lien upon net tax increment revenues derived from the Blythe Project Area, on a parity basis with eleven other series of tax allocation bonds previously issued by the Blythe Redevelopment Agency and currently outstanding. (Refinancing of the other eleven outstanding series currently is not expected to achieve savings.)

The Dissolution Act permits the issuance of bonds by the Blythe Successor Agency for limited purposes, including for the purpose of refunding existing bonds of the Blythe Redevelopment Agency to reduce debt service and provide savings to the Blythe Successor Agency. The average interest rate on the remaining outstanding 2008 Bonds is approximately 7.977 percent, which is significantly higher than current market interest rates for comparable securities.

Under the Dissolution Act, any tax revenues derived from the Blythe Project Area which exceed, on a semi-annual basis, amounts needed for tax sharing payments to taxing entities, enforceable obligations of the Blythe Successor Agency, and the administrative allowance of the Blythe Successor Agency are distributed to taxing entities in the Blythe Project Area (e.g., Riverside County, school and college districts, other special districts, and the City of Blythe). Therefore, the debt service savings achieved by the Blythe Successor Agency by issuing the refunding 2013 Bonds will also benefit such taxing entities. Based on current market conditions, the net present value of debt service savings is estimated to be in excess of \$1,300,000 or more than 30 percent (expressed as a percentage of the outstanding \$4,335,000 principal amount of the 2008 Bonds to be refinanced).

On June 13, 2013, the Blythe Successor Agency adopted Resolution No. SA 2013-002 (Attachment E) approving issuance of the Series 2013 refunding bonds, and on June 14, 2013, its Oversight Board adopted Resolution No. OB 2013-007 (Attachment D) also approving the issuance of the bonds. On August 15, 2013, the California Department of Finance ("DOF") provided a letter (Attachment C) to the Blythe Successor Agency approving the Blythe Oversight Board resolution approving the refinancing, and there is no expiration date on the DOF's approval.

**SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA
FORM 11: Approval of Issuance of 2013 Blythe Successor Agency Tax Allocation Refunding Bonds**

DATE: October 21, 2014

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After the DOF approved the Blythe Oversight Board resolution, but before the 2013 Bonds could be issued, the 2013-14 assessed values of the property within the Blythe Project Area were released by the County and the State Board of Equalization. Although assessed values of properties in the Blythe Project Area generally increased in 2013-14 from 2012-13 values, the assessed value of the Blythe Energy power plant property located in the Blythe Project Area declined by approximately \$32.4 million, causing an overall decline in Blythe Project Area assessed valuation of approximately \$22.5 million (approximately -3.62 percent of 2012-13 Blythe Project Area assessed valuation).

The indenture governing the outstanding Blythe Redevelopment Agency tax allocation bonds requires that the projected pledged tax revenues, based on the most recent assessed valuation of the taxable property in the Blythe Project Area, be at least 1.50 times the maximum annual debt service (i.e., the year with the highest principal and interest payments) for the outstanding Blythe tax allocation bonds. This requirement is commonly known as a "coverage requirement" and is required by bond investors to establish a cushion in expected revenues over debt service payments. The decline in 2013-14 assessed values caused the coverage ratio to drop below the required 1.50 coverage threshold, and therefore, the Blythe Successor Agency was temporarily precluded from issuing the 2013 Bonds to refinance the 2008 Bonds.

For the 2014-15 tax year, however, the assessed value of all of the property within the Blythe Project Area increased significantly above 2012-13 and 2013-14 values, by approximately \$220.4 million (approximately 36.8% of 2013-14 assessed valuation). This significant increase was due primarily to a May 2013 sale of the Blythe Energy power plant property to the Canadian energy conglomerate, AltaGas, and the related reassessment of the power plant property by the State Board of Equalization. Therefore, coverage levels are well above the minimum 1.50 ratio required under the Indenture.

Consequently, on October 14, 2014, the Blythe Successor Agency adopted Resolution No. SA 2014-003 (Attachment B) reapproving issuance of the 2013 Bonds and is prepared to proceed immediately with the bond refunding, pending approval by the County Board of Supervisors.

Impact on Citizens and Businesses

This bond refunding will lower debt service costs paid for by property taxes allocated to the Blythe Successor Agency, thus increasing revenue available to other taxing entities.

ATTACHMENTS:

Attachment A: Resolution No. 2014-213 of the County of Riverside

Attachment B: Resolution No. SA 2014-003 of the Successor Agency to the Blythe Redevelopment Agency dated October 14, 2014

Attachment C: Letter from the Department of Finance dated August 15, 2013

Attachment D: Resolution No. OB 2013-007 of the Oversight Board to the Successor Agency to the Blythe Redevelopment Agency dated June 14, 2013

Attachment E: Resolution No. SA 2013-002 of the Successor Agency to the Blythe Redevelopment Agency dated June 13, 2013

1 Board of Supervisors

County of Riverside

2
3 RESOLUTION NO. 2014 -213

4
5 A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF RIVERSIDE
6 APPROVING THE ISSUANCE OF REFUNDING BONDS BY THE SUCCESSOR AGENCY TO THE
7 BLYTHE REDEVELOPMENT AGENCY

8
9 WHEREAS, the City of Blythe, the Blythe Redevelopment Agency, as succeeded by the
10 Successor Agency to the Blythe Redevelopment Agency (the "Blythe Successor Agency"), and the
11 County of Riverside are parties to that certain Interjurisdictional Agreement regarding West Blythe Added
12 Territory executed as of February 26, 2002 (the "Agreement"); and,

13 WHEREAS, under Section 3.5 of the Agreement, the issuance of any bonded indebtedness
14 secured by Project Revenues (as defined in the Agreement) derived from the County Area (as defined in
15 the Agreement) within Redevelopment Project No. 1 in the City of Blythe (the "Redevelopment Project")
16 requires the approval of the County Board of Supervisors.

17 WHEREAS, the Blythe Redevelopment Agency has previously issued its Redevelopment Project
18 No. 1, Tax Allocation Bonds, Series 2008A (the "2008A Bonds"); and,

19 WHEREAS, Section 34177.5 of the California Health and Safety Code specifically authorizes the
20 issuance of refunding bonds by the Blythe Successor Agency to refund outstanding bonds for the purpose
21 of reducing debt service and providing savings to the Blythe Successor Agency, provided that: 1) the
22 total interest cost to maturity on the refunding bonds plus the principal amount of the refunding bonds
23 shall not exceed the total remaining interest cost to maturity on the bonds to be refunded plus the
24 remaining principal of the bonds to be refunded; and, 2) the principal amount of the refunding bonds shall
25 not exceed the amount required to defease the refunded bonds, to establish customary debt service
26 reserves, and to pay related costs of issuance; and,

FORM APPROVED COUNTY COUNSEL
BY: *Blythe A. Gardner* DATE: 10/22/14
BALETA GARDNER

1 WHEREAS, to refund the 2008A Bonds for the purpose of reducing debt service and providing
2 savings to the Blythe Successor Agency, the Blythe Successor Agency proposes to issue bonded
3 indebtedness in the approximate principal amount of Four Million Four Hundred Eighty Thousand
4 Dollars (\$4,480,000) secured by Project Revenues derived in part from the County Area, to be designated
5 "Successor Agency to the Blythe Redevelopment Agency, Redevelopment Project No. 1 Tax Allocation
6 Refunding Bonds, Series 2013" (the "2013 Bonds"); and,

7 WHEREAS, on June 13, 2013, the Blythe Successor Agency adopted Resolution No. SA 2013-
8 002 approving issuance and sale of tax allocation refunding bonds; and,

9 WHEREAS, on June 14, 2013, the Oversight Board of the Blythe Successor Agency adopted
10 Resolution No. OB 2013-007 approving issuance and sale of tax allocation refunding bonds by the Blythe
11 Successor Agency; and,

12 WHEREAS, on August 15, 2013, the California Department of Finance provided a letter to the
13 Blythe Successor Agency stating that based on such department's review and application of the law,
14 Resolution No. OB 2013-007 of the Oversight Board to the Blythe Successor Agency approving the
15 issuance of the 2013 Bonds to refund of the 2008A Bonds is approved by the California Department of
16 Finance; and,

17 WHEREAS, on October 14, 2014, the Blythe Successor Agency adopted Resolution No. SA
18 2014-003 approving proceeding with issuance and sale of the refunding bonds; and,

19 WHEREAS, due to a decline for the 2013-14 tax year in the assessed value of the Blythe Energy
20 power plant located in the Redevelopment Project (notwithstanding growth in the assessed value of the
21 remaining property in the Redevelopment Project), the Blythe Successor Agency was temporarily
22 precluded from issuing the 2013 Bonds by the Indenture dated February 1, 1995 (heretofore previously
23 amended and supplemented, the "Indenture") governing the 2008A Bonds and other outstanding series of
24 bonds previously issued thereunder; and,

25 WHEREAS, for the 2014-15 tax year, the assessed value of the all of the property within the
26 Redevelopment Project has increased significantly above 2012-13 and 2013-14 values, including a
27 significant increase in the assessed value of the Blythe Energy power plant property attributable to a May
28

1 2013 sale of such property to a new owner, to such levels that presently enable the Blythe Successor
2 Agency to satisfy the requirements under the Indenture for the issuance of the 2013 Bonds;

3 NOW, THEREFORE, the Board of Supervisors of the County of Riverside does hereby resolve,
4 determine, and order as follows:

5 Section 1. The Board of Supervisors hereby approves the issuance of the 2013 Bonds by the
6 Blythe Successor Agency, so long as: 1) the total interest cost to maturity on the 2013 Bonds plus the
7 principal amount of the 2013 Bonds will not exceed the total remaining interest cost to maturity on the
8 2008A Bonds plus the remaining principal of the 2008A Bonds; 2) the principal amount of the 2013
9 Bonds will not exceed the amount required to defease the 2008A Bonds, to establish a customary debt
10 service reserve fund, and to pay related costs of issuance; and, 3) the net present value savings amount
11 achieved through defeasing the 2008A Bonds by issuing the 2013 Bonds, expressed as a percentage of the
12 aggregate principal amount of 2008A Bonds being refunded, will be at least 3.00 percent.


13 Section 2. This resolution shall become effective immediately upon its adoption.

14 APPROVED AND ADOPTED this 28th day of October, 2014.

15
16 ROLL CALL:

17 Ayes: Jeffries, Tavaglione, Stone and Ashley
18 Nays: None
19 Absent: Benoit

20 The foregoing is certified to be a true copy of a resolution duly
21 adopted by said Board of Supervisors on the date therein set forth.

22 KECIA HARPER IHFM, Clerk of said Board
By  Deputy

23
24
25
26 DAG:hs
10-21-14
27 G:\Contract\DGARDNER\Resolution.doc

RESOLUTION NO. SA 2014-003

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE BLYTHE REDEVELOPMENT AGENCY REAPPROVING THE FORM OF THE PRELIMINARY OFFICIAL STATEMENT FOR THE AGENCY'S REDEVELOPMENT PROJECT NO. 1 TAX ALLOCATION REFUNDING BONDS, SERIES 2013, TO DEEM IT FINAL UNDER RULE 15c2-12 AND AUTHORIZING CERTAIN OTHER MATTERS RELATING THERETO

WHEREAS, the Blythe Redevelopment Agency (the "Prior Agency") was a public body, corporate and politic, duly created, established and authorized to transact business and exercise its powers under and pursuant to the provisions of the Community Redevelopment Law (Part 1 of Division 24 (commencing with Section 33000) of the Health and Safety Code of the State of California) (the "Law"), and the powers of the Prior Agency included the power to issue bonds for any of its corporate purposes; and

WHEREAS, a Redevelopment Plan for the Redevelopment Project No. 1 in the City of Blythe, California (the "Redevelopment Project") was adopted and approved by Ordinance No. 611-84 adopted by the City Council on November 27, 1984 and was amended by Ordinance No. 657-89 adopted by the City Council on June 27, 1989, Ordinance No. 715-95 adopted by the City Council on July 18, 1995, Ordinance No. 758-99 adopted by the City Council on June 22, 1999, and Ordinance No. 779-02 adopted by the City Council on July 9, 2002, in compliance with all requirements of the Law (as in effect on the respective dates thereof); and

WHEREAS, the Prior Agency has previously issued its Redevelopment Project No. 1, Tax Allocation Bonds, Series 2008A (the "2008A Bonds"); and

WHEREAS, on June 28, 2011, the California Legislature adopted ABx1 26 (the "Dissolution Act") and ABx1 27 (the "Opt-in Bill"); and

WHEREAS, the California Supreme Court subsequently upheld the provisions of the Dissolution Act and invalidated the Opt-in Bill resulting in the Prior Agency being dissolved as of February 1, 2012; and

WHEREAS, the powers, assets and obligations of the Prior Agency were transferred on February 1, 2012 to the Successor Agency to the Blythe Redevelopment Agency (the "Successor Agency"); and

WHEREAS, on or about June 27, 2012, AB1484 was adopted as a trailer bill in connection with the 2012-13 California Budget; and

WHEREAS, AB1484 specifically authorizes the issuance of refunding bonds by the Successor Agency to refund outstanding bonds for the purpose of reducing debt service and providing savings to the Successor Agency; and

WHEREAS, to refund the 2008A Bonds for the purpose of reducing debt service and providing savings to the Successor Agency, the Board of Directors of the Successor Agency by

its Resolution No. SA 2013-002, adopted on June 13, 2013, approved the issuance of the Successor Agency's Redevelopment Project No. 1 Tax Allocation Refunding Bonds, Series 2013 (the "2013 Bonds"), secured by a pledge of property tax revenues authorized by California Health and Safety Code Section 34177.5(a) and (g), all pursuant to the provisions of Article 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Bond Law"); and

WHEREAS, the Oversight Board to the Successor Agency (the "Oversight Board") by its Resolution No. OB 2013-007, adopted on June 14, 2013, also approved the issuance by the Successor Agency of the 2013 Bonds for the purpose of reducing debt service and providing savings to the Successor Agency, and the pledge of the property tax revenues pursuant to the Eleventh Supplemental Indenture approved by Section 2 of Resolution No. SA 2013-002 (as authorized by California Health and Safety Code Section 34177.5(a) and (g)); and

WHEREAS, by a letter dated August 15, 2013, the California Department of Finance approved Resolution No. OB 2013-007 of the Oversight Board; and

WHEREAS, due to a decline for the 2013-14 tax year in the assessed value of the Blythe Energy power plant property located in the Redevelopment Project (notwithstanding growth in the assessed value of the remaining property in the Redevelopment Project), the Successor Agency was temporarily precluded by the Indenture, dated as of February 1, 1995 (as heretofore previously amended and supplemented, the "Indenture"), governing the 2008A Bonds and other outstanding series of bonds previously issued thereunder, from issuing the 2013 Bonds; and

WHEREAS, for the 2014-15 tax year, the assessed value of the all of the property within the Redevelopment Project has increased significantly above 2012-13 and 2013-14 values, including a significant increase in the assessed value of the Blythe Energy power plant property attributable to a May 2013 sale of such property to a new owner, to such levels that presently enable the Successor Agency to satisfy the requirements under the Indenture for the issuance of the 2013 Bonds; and

WHEREAS, to facilitate the issuance of the 2013 Bonds for the purpose of refunding the 2008A Bonds, reducing debt service and providing savings, the Successor Agency desires at this time to reapprove the Preliminary Official Statement previously approved by Resolution No. SA 2013-002, as since updated and revised, for the purpose of deeming it final within the meaning of Rule 15c2-12 promulgated under the Securities and Exchange Act of 1934 ("Rule 15c2-12");

NOW, THEREFORE, THE SUCCESSOR AGENCY TO THE BLYTHE REDEVELOPMENT AGENCY DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:

Section 1. Recitals. The above recitals, and each of them, are true and correct.


Section 2. Preliminary Official Statement. The Preliminary Official Statement relating to the 2013 Bonds (the "Preliminary Official Statement"), in the form presented at this meeting and on file with the Secretary, is hereby approved and deemed final for the purposes of Rule 15c2-12. The Underwriter (as defined in Resolution No. SA 2013-002) is hereby authorized to distribute to potential purchasers of the 2013 Bonds copies of the Preliminary

Official Statement, in substantially the form hereby approved, together with such additions thereto and changes therein as are determined necessary by the Executive Director to make the Preliminary Official Statement final as of its date for purposes of Rule 15c2-12, including but not limited to such additions and changes as are necessary to make all information set forth therein accurate and not misleading.

Section 3. Other Acts. The officers of the Successor Agency are hereby authorized and directed, jointly and severally, to do any and all things, to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the 2013 Bonds, or otherwise to effectuate the purposes of this Resolution and Resolution No. SA 2013-002, and any such actions previously taken by such officers are hereby ratified and confirmed.

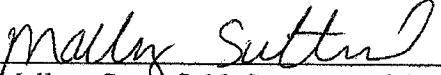
Section 4. Effective Date. This Resolution shall take effect immediately upon its adoption.

IN WITNESS WHEREOF, this Resolution is adopted and approved the 14th day of October, 2014 by the following vote:



Mike Evans, Chair of the Successor Agency
to the Blythe Redevelopment Agency

ATTEST:



Mallory Sutterfield, Secretary of the Successor
Agency to the Blythe Redevelopment Agency



EDMUND G. BROWN JR. • GOVERNOR

915 L STREET ■ SACRAMENTO CA ■ 95814-3706 ■ WWW.DOF.CA.GOV

August 15, 2013

Mr. David Lane, City Manager
Blythe Successor Agency
235 No. Broadway
Blythe, CA 92225

Dear Mr. Lane:

Subject: Approval of Oversight Board Action

The City of Blythe Successor Agency (Agency) notified the California Department of Finance (Finance) of its June 14th, 2013 Oversight Board (OB) resolution on June 14th, 2013. Pursuant to Health and Safety Code (HSC) section 34179 (h), Finance has completed its review of the OB action.

Based on our review and application of the law, OB Resolution 2013-007, approving issuance and sale of 2013 Tax Allocation Refunding Bonds to defease the 2008 Bonds in a manner consistent with HSC section 34177.5 (a), is approved. By refunding the 2008 Bonds, the Agency will reduce debt service by approximately \$2.3 million over the life of the bond.

Please direct inquiries to Beliz Chappuie, Supervisor, or Anna Kyumba, Lead Analyst at (916) 445-1546.

Sincerely,

A handwritten signature in black ink, appearing to read "Steve Szalay".

STEVE SZALAY
Local Government Consultant

cc: Ms. Pam Elias, Chief Accountant Property Tax Division, County of Riverside
California State Controller's Office

RESOLUTION NO. OB 2013-007

RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY TO THE BLYTHE REDEVELOPMENT AGENCY APPROVING THE ISSUANCE AND SALE OF TAX ALLOCATION REFUNDING BONDS BY THE SUCCESSOR AGENCY TO THE BLYTHE REDEVELOPMENT AGENCY AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Blythe Redevelopment Agency (the "Prior Agency") was a public body, corporate and politic, duly created, established and authorized to transact business and exercise its powers under and pursuant to the provisions of the Community Redevelopment Law (Part 1 of Division 24 (commencing with Section 33000) of the Health and Safety Code of the State of California) (the "Law"), and the powers of the Prior Agency included the power to issue bonds for any of its corporate purposes; and

WHEREAS, a Redevelopment Plan for the Redevelopment Project No. 1 in the City of Blythe, California (the "Redevelopment Project") was adopted and approved by Ordinance No. 611-84 adopted by the City Council on November 27, 1984 and was amended by Ordinance No. 657-89 adopted by the City Council on June 27, 1989, Ordinance No. 715-95 adopted by the City Council on July 18, 1995, Ordinance No. 758-99 adopted by the City Council on June 22, 1999, and Ordinance No. 779-02 adopted by the City Council on July 9, 2002, in compliance with all requirements of the Law (as in effect on the respective dates thereof);

WHEREAS, the Prior Agency has previously issued its Redevelopment Project No. 1, Tax Allocation Bonds, Series 2008A (the "2008A Bonds");

WHEREAS, on June 28, 2011, the California Legislature adopted ABx1 26 (the "Dissolution Act") and ABx1 27 (the "Opt-in Bill"); and

WHEREAS, the California Supreme Court subsequently upheld the provisions of the Dissolution Act and invalidated the Opt-in Bill resulting in the Prior Agency being dissolved as of February 1, 2012; and

WHEREAS, the powers, assets and obligations of the Prior Agency were transferred on February 1, 2012 to the Successor Agency to the Blythe Redevelopment Agency (the "Successor Agency"); and

WHEREAS, on or about June 27, 2012, AB1484 was adopted as a trailer bill in connection with the 2012-13 California Budget; and

WHEREAS, AB1484 specifically authorizes the issuance of refunding bonds by the Successor Agency to refund outstanding bonds for the purpose of reducing debt service and providing savings to the Successor Agency; and

WHEREAS, to refund the 2008A Bonds for the purpose of reducing debt service and providing savings to the Successor Agency, the Successor Agency wishes at this time to issue bonds in the approximate principal amount of Four Million Six Hundred Ninety Thousand

Dollars (\$4,690,000) (the "2013 Bonds"), secured by a pledge of property tax revenues authorized by California Health and Safety Code Section 34177.5(a) and (g), all pursuant to the provisions of Article 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Bond Law");

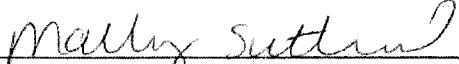
WHEREAS, the Successor Agency has previously approved all matters relating to the issuance and sale of the 2013 Bonds, pursuant to a resolution approved and adopted by the Board of Directors of the Successor Agency (the "Successor Agency Resolution"); and

WHEREAS, the Oversight Board desires to approve matters relating to the issuance and sale of the 2013 Bonds as required by Sections 34177.5(f) and 34180 of the Health and Safety Code of the State of California.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE BLYTHE REDEVELOPMENT AGENCY, AS FOLLOWS:


1. Each of the foregoing recitals is true and correct.
2. The issuance by the Successor Agency to the Blythe Redevelopment Agency of the 2013 Bonds in an aggregate principal amount of approximately Four Million Six Hundred Ninety Thousand Dollars (\$4,690,000) for the purposes set forth in the recitals hereof, and the pledge of property tax revenues to the 2013 Bonds pursuant to the Eleventh Supplemental Indenture approved by Section 2 of the Successor Agency Resolution (as authorized by California Health and Safety Code Section 34177.5(a) and (g)), are hereby approved.
3. The Chair of the Oversight Board and the other officers and members of staff having responsibility for the affairs of the Successor Agency to the Blythe Redevelopment Agency are hereby authorized to execute such documents and certificates necessary to assist the Successor Agency in the issuance of the Bonds.
4. This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED this 14th day of June, 2013.



Chair of the Oversight Board for the Successor
Agency to the Blythe Redevelopment Agency

ATTEST:



Secretary of the Oversight Board for the
Successor Agency to the Blythe Redevelopment Agency

STATE OF CALIFORNIA) SECRETARY'S CERTIFICATE
COUNTY OF RIVERSIDE) ss. RE ADOPTION OF RESOLUTION
CITY OF BLYTHE)


I, David A. Lane, Secretary of the Oversight Board for the Successor Agency to the Blythe Redevelopment Agency, DO HEREBY CERTIFY that the foregoing Resolution was duly adopted by the Oversight Board at a regular meeting of the Oversight Board held on the 14th day of June, 2013, and that the same was passed and adopted by the following vote:

AYES: Sutterfield, Burrow, Thomas and Reed

NOES: None

ABSENT: Braden, Aguilar and Whittaker

ABSTAIN: None



Secretary of the Oversight Board for the Successor
Agency to the Blythe Redevelopment Agency

STATE OF CALIFORNIA) SECRETARY'S CERTIFICATE
COUNTY OF RIVERSIDE) ss. OF AUTHENTICATION
CITY OF BLYTHE)

I, David A. Lane, Secretary of the Oversight Board for the Successor Agency to the Blythe Redevelopment Agency, DO HEREBY CERTIFY that the above and foregoing is a full, true and correct copy of Resolution No. OB 2013-007 of the Oversight Board for the Successor Agency to the Blythe Redevelopment Agency and that said Resolution was adopted at the time and by the vote stated on the above certificate, and has not been amended or repealed.



Secretary of the Oversight Board for the Successor
Agency to the Blythe Redevelopment Agency

RESOLUTION NO. SA 2013-002

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE BLYTHE REDEVELOPMENT AGENCY AUTHORIZING THE ISSUANCE AND SALE OF TAX ALLOCATION REFUNDING BONDS, AND APPROVING THE FORM OF A SUPPLEMENTAL INDENTURE OF TRUST, OFFICIAL STATEMENT, BOND PURCHASE CONTRACT, CONTINUING DISCLOSURE AGREEMENT, 2008A BONDS ESCROW AGREEMENT, AND RELATED DOCUMENTS AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Blythe Redevelopment Agency (the "Prior Agency") was a public body, corporate and politic, duly created, established and authorized to transact business and exercise its powers under and pursuant to the provisions of the Community Redevelopment Law (Part 1 of Division 24 (commencing with Section 33000) of the Health and Safety Code of the State of California) (the "Law"), and the powers of the Prior Agency included the power to issue bonds for any of its corporate purposes; and

WHEREAS, a Redevelopment Plan for the Redevelopment Project No. 1 in the City of Blythe, California (the "Redevelopment Project") was adopted and approved by Ordinance No. 611-84 adopted by the City Council on November 27, 1984 and was amended by Ordinance No. 657-89 adopted by the City Council on June 27, 1989, Ordinance No. 715-95 adopted by the City Council on July 18, 1995, Ordinance No. 758-99 adopted by the City Council on June 22, 1999, and Ordinance No. 779-02 adopted by the City Council on July 9, 2002, in compliance with all requirements of the Law (as in effect on the respective dates thereof);

WHEREAS, the Prior Agency has previously issued its Redevelopment Project No. 1, Tax Allocation Bonds, Series 2008A (the "2008A Bonds");

WHEREAS, on June 28, 2011, the California Legislature adopted ABx1 26 (the "Dissolution Act") and ABx1 27 (the "Opt-in Bill"); and

WHEREAS, the California Supreme Court subsequently upheld the provisions of the Dissolution Act and invalidated the Opt-in Bill resulting in the Prior Agency being dissolved as of February 1, 2012; and

WHEREAS, the powers, assets and obligations of the Prior Agency were transferred on February 1, 2012 to the Successor Agency to the Blythe Redevelopment Agency (the "Successor Agency"); and

WHEREAS, on or about June 27, 2012, AB1484 was adopted as a trailer bill in connection with the 2012-13 California Budget; and

WHEREAS, AB1484 specifically authorizes the issuance of refunding bonds by the Successor Agency to refund outstanding bonds for the purpose of reducing debt service and providing savings to the Successor Agency; and

WHEREAS, to refund the 2008A Bonds for the purpose of reducing debt service and providing savings to the Successor Agency, the Successor Agency wishes at this time to issue bonds in the approximate principal amount of Four Million Six Hundred Ninety Thousand Dollars (\$4,690,000) (the "2013 Bonds"), secured by a pledge of property tax revenues authorized by California Health and Safety Code Section 34177.5(a) and (g), all pursuant to the provisions of Article 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Bond Law");

WHEREAS, the Successor Agency wishes at this time to approve all matters relating to the issuance and sale of the 2013 Bonds;

NOW, THEREFORE, THE SUCCESSOR AGENCY TO THE BLYTHE REDEVELOPMENT AGENCY DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:

Section 1. Subject to the provisions of the Supplemental Indenture referred to in Section 2 hereof, the issuance of the 2013 Bonds in the aggregate principal amount of approximately Four Million Six Hundred Ninety Thousand Dollars (\$4,690,000) on the terms and conditions set forth in, and subject to the limitations specified in, the Supplemental Indenture, is hereby authorized and approved. The 2013 Bonds will be dated, will bear interest at the rates, will mature on the dates, will be issued in the form, will be subject to redemption, and will be as otherwise provided in the Supplemental Indenture, as the same will be completed as provided in this Resolution. The proceeds of the sale of the 2013 Bonds shall be applied as provided in the Supplemental Indenture.

Section 2. The Eleventh Supplemental Indenture in substantially the form submitted at this meeting and made a part hereof as though set forth in full herein (the "Supplemental Indenture"), is hereby approved. The Chair and the Secretary of the Successor Agency are hereby authorized and directed to execute and deliver the Supplemental Indenture in the form presented at this meeting with such changes insertions and omissions as may be requested by Bond Counsel and approved by the Chair, said execution being conclusive evidence of such approval.

Section 3. The Bond Purchase Contract between the Successor Agency and Stinson Securities, LLC (the "Underwriter") (which has designated its duly licensed representatives at Newcomb Williams Financial Group to assist the Successor Agency in connection with the 2013 Bonds), in substantially the form submitted at this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. The Executive Director of the Successor Agency is hereby authorized and directed to execute the Bond Purchase Contract in the form presented at this meeting with such changes, insertions and omissions as may be approved by the Executive Director, said execution being conclusive evidence of such approval; provided, however, that the Bond Purchase Contract shall be signed only if the terms of the agreement are such that (i) the total interest cost to maturity on the 2013 Bonds plus the principal amount of the 2013 Bonds will not exceed the total remaining interest cost to maturity on the 2008A Bonds plus the remaining principal of the 2008A Bonds, (ii) the principal amount of the 2013 Bonds will not exceed the amount required to defease the 2008A Bonds, to establish a customary debt service reserve fund, and to pay related costs of issuance, and (iii) the net present