

RESOLUTION NO. SA-20-77

A RESOLUTION OF THE IMPERIAL BEACH REDEVELOPMENT AGENCY SUCCESSOR AGENCY CONFIRMING THE ISSUANCE OF TAX ALLOCATION REFUNDING BONDS PURSUANT TO AN INDENTURE OF TRUST, APPROVING THE OFFICIAL STATEMENT AND THE BOND PURCHASE AGREEMENT, AND APPROVING OTHER MATTERS RELATING THERETO

WHEREAS, the Imperial Beach Redevelopment Agency (“Redevelopment Agency”) was a redevelopment agency in the City of Imperial Beach (“City”), duly created pursuant to the California Community Redevelopment Law (Part 1 (commencing with section 33000) of Division 24 of the California Health and Safety Code) (“Redevelopment Law”); and

WHEREAS, the Redevelopment Agency was responsible for the administration of redevelopment activities within the City, including within and for the Palm Avenue/Commercial Redevelopment Project (“Redevelopment Project”) established pursuant to that certain Redevelopment Plan approved by Ordinance No. 96-901 adopted by the City Council of the City on February 7, 1996, as amended by Ordinance No. 2001-970 adopted by the City Council of the City on July 18, 2001, and as subsequently amended (“Redevelopment Plan”); and

WHEREAS, Assembly Bill No. X1 26 (2011-2012 1st Ex. Sess.) (“AB 26”) was signed by the Governor of California on June 28, 2011, making certain changes to the Redevelopment Law and the California Health and Safety Code (“Health and Safety Code”), including adding Part 1.8 (commencing with section 34161) and Part 1.85 (commencing with section 34170) to Division 24 of the Health and Safety Code; and

WHEREAS, pursuant to AB 26, as modified by the California Supreme Court on December 29, 2011 by its decision in *California Redevelopment Association v. Matosantos*, all California redevelopment agencies, including the Redevelopment Agency, were dissolved on February 1, 2012, and successor agencies were designated and vested with the responsibility of paying, performing, and enforcing the enforceable obligations of the former redevelopment agencies and expeditiously winding down the business and fiscal affairs of the former redevelopment agencies; and

WHEREAS, the City Council of the City adopted Resolution No. 2012-7136 on January 5, 2012, pursuant to Part 1.85 of AB 26, electing for the City to serve as the successor agency to the Redevelopment Agency upon the dissolution of the Redevelopment Agency on February 1, 2012 under AB 26 (“Imperial Beach Redevelopment Agency Successor Agency”, hereinafter referred to as the “Successor Agency”). The Successor Agency is a separate legal entity from the City; and

WHEREAS, AB 26 has since been amended by various assembly and senate bills enacted by the Legislature and signed by the Governor (AB 26, as amended, and as may be amended, is hereinafter referred to as the “Dissolution Law”); and

WHEREAS, Health and Safety Code section 34179 of the Dissolution Law establishes county oversight with respect to each successor agency through an “oversight board”, which has been established for the Successor Agency (hereinafter referred to as the “Oversight Board”) pursuant to Health and Safety Code section 34179. The duties and responsibilities of the Oversight Board are primarily set forth in Health and Safety Code sections 34179 through 34181 of the Dissolution Law; and

WHEREAS, Health and Safety Code section 34177.5 of the Dissolution Law authorizes the Successor Agency to undertake proceedings for the refinancing or refunding of outstanding bonds and other obligations of the Redevelopment Agency for debt service savings, subject to the conditions precedent contained in section 34177.5 and subject to the approval by the Successor Agency's Oversight Board as provided in Health and Safety Code section 34180 of the Dissolution Law. Section 34177.5 further authorizes the Successor Agency to issue bonds 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 ("Refunding Law") for the purpose of achieving debt service savings; and

WHEREAS, on December 4, 2013, the Successor Agency issued its \$17,260,000 principal amount of Palm Avenue/Commercial Redevelopment Project Tax Allocation Bonds, 2013 Tax Allocation Bonds ("Series 2013 Bonds") pursuant to an Indenture of Trust, dated as of November 1, 2010, by and between the Redevelopment Agency and Wells Fargo Bank, National Association, as Trustee ("Trustee") ("Original Indenture") and a First Supplemental Indenture of Trust, dated as of December 1, 2013, by and between the Successor Agency and the Trustee ("First Supplement"). The purpose for the Series 2013 Bonds was to refund two Loan Agreements entered into in 2003 in connection with the issuance by the Imperial Beach Financing Authority, a joint powers authority created by and between the Redevelopment Agency and the City, and the Redevelopment Agency of bonds in 2003 for the purpose of financing programs, projects, and activities relating to the Redevelopment Project. Payments due on the Series 2013 Bonds are payable from tax increment revenues derived from the Redevelopment Project; and

WHEREAS, the Successor Agency in March 2020 issued its \$14,490,000 aggregate principal amount of 2020 Tax Allocation Refunding Bonds ("Series 2020 Bonds") for the purpose of refinancing redevelopment activities with respect to the Redevelopment Project, pursuant to the Original Indenture, the First Supplement, and a Second Supplemental Indenture of Trust, dated as of March 1, 2020, by and between the Successor Agency and the Trustee ("Second Supplement"), for the purpose of refunding the Redevelopment Agency's Palm Avenue/Commercial Redevelopment Project Tax Allocation Bonds, Series 2010 ("Series 2010 Bonds"). The Original Indenture, the First Supplement, and the Second Supplement are hereinafter collectively referred to as the "Indenture"; and

WHEREAS, in order to achieve debt savings, on August 5, 2020, the Successor Agency adopted Resolution No. SA-20-75 (the "Issuance Resolution") authorizing the refunding of all or a portion of the Series 2013 Bonds by issuing a series of bonds designated as the "Imperial Beach Redevelopment Agency Successor Agency 2020B Taxable Tax Allocation Refunding Bonds" (as further described below, the "Refunding Bonds") under and pursuant to the Redevelopment Law, the Dissolution Law, the Refunding Law, the Indenture as supplemented and amended by a Third Supplemental Indenture of Trust (the "Third Supplement") to be entered into by and between the Successor Agency and the Trustee to provide for the issuance of the Refunding Bonds, the Constitution, and other applicable laws of the State of California, and under, pursuant to and subject to the conditions and limitations of section 34177.5 of the Health and Safety Code; and

WHEREAS, in accordance with the Dissolution Law, the Oversight Board adopted Resolution No. OB-2020-020 on August 20, 2020 (the "Oversight Board Resolution") approving the actions taken by the Successor Agency pursuant to the Issuance Resolution, including, but not limited to, the Successor Agency's issuance of the Refunding Bonds to refund the Series 2013 Bonds; and

WHEREAS, in accordance with the Dissolution Law, the Oversight Board Resolution and supporting materials were submitted to the California Department of Finance (the "Department of Finance") for its approval of the actions taken by the Oversight Board pursuant to the Oversight Board Resolution. By letter dated October 29, 2020, and addressed to the Successor Agency, the Department of Finance approved certain actions taken by the Oversight Board pursuant to the Oversight Board Resolution, including, but not limited to, the Successor Agency's issuance of the Refunding Bonds to refund the Series 2013 Bonds subject to meeting the savings requirements under, pursuant to and subject to the conditions and limitations of section 34177.5 of the Health and Safety Code; and

WHEREAS, the Successor Agency now desires to refund the Series 2013 Bonds by issuing one or more additional series of the Refunding Bonds under and pursuant to the Redevelopment Law, the Dissolution Law, the Refunding Law, the Indenture as supplemented and amended by the Third Supplement, the Issuance Resolution, the Oversight Board Resolution as approved by the Department of Finance, the Constitution, and other applicable laws of the State of California, and under, pursuant to and subject to the conditions and limitations of section 34177.5 of the Health and Safety Code. Such Refunding Bonds will be issued on parity with the Successor Agency's Series 2020 Bonds; and

WHEREAS, the Successor Agency has determined to sell the Refunding Bonds via public offering with Piper Sandler & Co., as underwriter (the "Underwriter") pursuant to a Bond Purchase Agreement between the Successor Agency and the Underwriter (the "Bond Purchase Agreement"), the form of which is on file with the Successor Agency; and

WHEREAS, the Successor Agency, with the assistance of Jones Hall, A Professional Law Corporation, as disclosure counsel, Montague DeRose and Associates, as municipal advisor, and Fraser & Associates Analytics, as fiscal consultant, has prepared a draft of the Official Statement for the Refunding Bonds (the "Official Statement"), which contains, among other things, information regarding the Refunding Bonds, the Redevelopment Agency and the Successor Agency, the preliminary form of which is on file with the Successor Agency; and

WHEREAS, the Successor Agency, with the aid of its staff, has reviewed the Official Statement and the Bond Purchase Agreement, and the Successor Agency desires at this time to approve its use and distribution as in the public interests of the Successor Agency and applicable taxing entities; and

WHEREAS, all of the prerequisites with respect to the approval of this Resolution have been met.

NOW, THEREFORE, BE IT RESOLVED by the Imperial Beach Redevelopment Agency Successor Agency, as follows:

Section 1. The foregoing recitals are true and correct, have served as the basis for the findings and approvals set forth below, and are a substantive part of this Resolution.

Section 2. The Successor Agency hereby confirms its actions in the Issuance Resolution authorizing and approving the issuance and sale of the Refunding Bonds.

- Section 3.** The Successor Agency hereby approves the preliminary Official Statement in substantially the form on file with the Successor Agency, subject to modifications regarding whether the Refunding Bonds will be issued on a federally taxable or federally tax-exempt basis, to maintain compliance with federal tax law. Distribution of the preliminary Official Statement by the Successor Agency and the Underwriter is hereby approved, and, prior to the distribution of the preliminary Official Statement, each of the Chairperson of the Successor Agency, the Executive Director of the Successor Agency, or the Finance Officer of the Successor Agency (each an “Authorized Officer”), is hereby authorized and directed, on behalf of the Successor Agency, to deem the preliminary Official Statement “final” pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the “Rule”). The execution of the final Official Statement, which shall include such changes and additions thereto deemed advisable by the Authorized Officer executing the same, and such information permitted to be excluded from the preliminary Official Statement pursuant to the Rule, is hereby approved for delivery to the purchasers of the Refunding Bonds, and each Authorized Officer, acting alone, is authorized and directed to execute and deliver the final Official Statement for and on behalf of the Successor Agency, to deliver to the Underwriter a certificate with respect to the information set forth therein and to deliver to the Underwriter a continuing disclosure undertaking substantially in the form appended to the final Official Statement.
- Section 4.** The Successor Agency hereby approves the Bond Purchase Agreement prescribing the provisions for purchase and sale of the Refunding Bonds by the Successor Agency to the Underwriter. Each Authorized Officer is hereby authorized and directed to execute and deliver, and the Secretary, on behalf of the Successor Agency, is hereby authorized and directed to attest to, the Bond Purchase Agreement for and in the name and on behalf of the Successor Agency, in substantially the form on file with the Successor Agency, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer shall approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement. The Successor Agency hereby authorizes the delivery and performance of the Bond Purchase Agreement.
- Section 5.** 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 connection with 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.
- Section 6.** If any provision of this Resolution or the application of any such provision to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this Resolution that can be given effect

without the invalid provision or application, and to this end the provisions of this Resolution are severable. The Successor Agency declares that its board would have adopted this Resolution irrespective of the invalidity of any particular portion of this Resolution.

Section 7. This Resolution shall take effect upon the date of its adoption.

PASSED, APPROVED, AND ADOPTED by the Imperial Beach Redevelopment Agency Successor Agency at its meeting held on the 2nd day of December, 2020, by the following vote:

AYES:	BOARDMEMBERS:	PATTON, WEST, SPRIGGS, AGUIRRE, DEDINA
NOES:	BOARDMEMBERS:	NONE
ABSENT:	BOARDMEMBERS:	NONE



**SERGE DEDINA,
CHAIRPERSON**

ATTEST:



**JACQUELINE M. KELLY, MMC
SECRETARY**