

**RESOLUTION NO. SA11(24)**

**A Resolution of the Board of the Successor Agency to the Dissolved Lompoc Redevelopment Agency Approving the Issuance of Tax Allocation Refunding Bonds To Refinance Certain Outstanding Bonds of the Dissolved Lompoc Redevelopment Agency, Approving the Form of and Execution and Delivery of an Indenture of Trust and Other Documents, Requesting Oversight Board Approval of the Issuance of the Refunding Bonds, Requesting Certain Determinations by the Oversight Board, and Providing for Other Matters Relating to the Issuance of the Refunding Bonds**

**WHEREAS**, the Lompoc Redevelopment Agency (Former Agency) was a public body, corporate and politic, duly established and authorized to transact business and exercise powers under and pursuant to the provisions of the Community Redevelopment Law of the State of California, constituting Part 1 of Division 24 of the Health and Safety Code of the State (together with Part 1.85 (commencing with Section 34170) of Division 24 of the California Health and Safety Code, and the acts amendatory thereof and supplemental thereto, the "Law"); and

**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 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 Dissolved Lompoc Redevelopment Agency (Successor Agency) has become the successor entity to the Former Agency; and

**WHEREAS**, prior to the dissolution of the Former Agency, in order to provide moneys to finance redevelopment activities for the Old Town Lompoc Redevelopment Project (Project Area) in the City of Lompoc, California (City), the Former Agency entered into a Loan Agreement dated as of November 1, 2004 (2004 Loan Agreement), between the Former Agency and the Lompoc Public Financing Authority (Authority), pursuant to which the Authority made a loan (2004 Loan) to the Former Agency in the principal amount of \$7,350,000 payable from Tax Revenues (as defined in the 2004 Loan Agreement); and

**WHEREAS**, prior to the dissolution of the Former Agency, in order to provide moneys to finance redevelopment activities for the Project Area, the Former Agency issued its Lompoc Redevelopment Agency Old Town Lompoc Redevelopment Project Tax Allocation Bonds, Series 2010 (2010 Bonds), in the original aggregate principal amount of \$8,385,000, pursuant to an Indenture of Trust dated as of June 1, 2010 (2010 Indenture), between the Successor Agency, as successor to the Former Agency, and U.S. Bank Trust Company, National Association, as successor trustee; and

**WHEREAS**, the 2004 Loan and 2010 Bonds are enforceable obligations of the Successor Agency (within the meaning of Section 34171(d)) and are secured by a pledge and payable from Tax Revenues on parity; and

**WHEREAS**, the 2004 Loan Agreement and the 2010 Indenture authorize the Successor Agency to issue bonds payable from Tax Revenues on a parity basis with the 2004 Loan, subject to certain conditions set forth in the 2004 Loan Agreement; and

**WHEREAS**, the outstanding 2010 Bonds are subject to optional redemption on any date, without a premium; and

**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 (Refunding Law) for the purpose of achieving debt service savings within the parameters set forth in Section 34177.5(a)(1) (Savings Parameters); and

**WHEREAS**, to determine compliance with the Savings Parameters for purposes of the issuance by the Successor Agency of its Successor Agency to the Dissolved Lompoc Redevelopment Agency Old Town Lompoc Redevelopment Project Tax Allocation Refunding Bonds, Series 2024 (Refunding Bonds), the Successor Agency has caused its municipal advisor, Urban Futures, Inc. (Municipal 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 Refunding Bonds to refund all or a portion of the outstanding 2010 Bonds (Debt Service Savings Analysis); and

**WHEREAS**, the Debt Service Savings Analysis concludes that debt service savings may be realized if the Successor Agency were to issue bonds to refund all or a portion of the 2010 Bonds; and

**WHEREAS**, the Successor Agency desires at this time to approve the issuance of the Refunding Bonds and to approve the form of and authorize the execution and delivery of an Indenture of Trust, by and between the Successor Agency and U.S. Bank Trust Company, National Association, as trustee, providing for the issuance of the Refunding Bonds (Indenture), Irrevocable Refunding Instructions (2010 Bonds) to be delivered by the Successor Agency to the trustee for the 2010 Bonds (Refunding Instructions), and a bond purchase agreement (Bond Purchase Agreement) between the Successor Agency and Oppenheimer & Co. Inc. (Underwriter), as underwriter of the Refunding Bonds; and

**WHEREAS**, as of, on and after July 1, 2018, the County of Santa Barbara through the Santa Barbara County Auditor Controller established the single Santa Barbara Countywide Oversight Board (Oversight Board) in compliance with Section 34179(j), which serves as the oversight board to the four successor agencies existing and operating in Santa Barbara County, including the Successor Agency; and

**WHEREAS**, pursuant to Section 34177.5(f) and Section 34180(b), the issuance of the Refunding Bonds by the Successor Agency is subject to the approval of the Oversight Board; and

**WHEREAS**, the Successor Agency is now requesting that the Oversight Board direct the Successor Agency to undertake the refunding proceedings and to approve the issuance of the Refunding Bonds pursuant to this Resolution and the Indenture; and

**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; and

**WHEREAS**, the Successor Agency has determined to sell the Refunding Bonds to the Underwriter pursuant to the terms of the Bond Purchase Agreement; and

**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 Successor Agency will, with the assistance of its disclosure counsel and fiscal consultant, cause to be prepared a form of Official Statement for the Refunding

Bonds describing 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 Underwriter to persons and institutions interested in purchasing the Refunding Bonds;

**WHEREAS**, the Successor has determined to adopt the City's Debt Management Policy adopted by the City Council of the City on October 17, 2017, as the debt management policy of the Successor Agency; and

**WHEREAS**, pursuant to Section 5852.1 of the California Government Code, certain good faith estimates relating to the Refunding Bonds must be disclosed and made public, and such information is set forth in Exhibit A hereto;

**NOW, THEREFORE, THE BOARD OF THE SUCCESSOR AGENCY DOES RESOLVE AS FOLLOWS:**

**SECTION 1.** Determination of Savings. The Successor Agency has determined that there are significant potential savings 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 all or a portion of the outstanding 2010 Bonds, all as evidenced by the Debt Service Savings Analysis on file with the Successor Agency, which Debt Service Savings Analysis is hereby approved.

**SECTION 2.** Approval of Issuance of Refunding Bonds. The Successor Agency hereby authorizes and approves the issuance of the Refunding Bonds under Sections 34177.5(a)(1) and 34177.5(f) and under other applicable provisions of the Law and the Refunding Law in the aggregate principal amount of not to exceed \$6,600,000, provided that the Refunding Bonds are in compliance with the Savings Parameters at the time of sale and delivery. The Refunding Bonds may be issued as a single issue, or from time to time, in separate series, each of which may be issued on a taxable or tax-exempt basis, as the Successor Agency shall determine. The Authorized Officers (as defined below) are authorized to make any and all changes to the designation of each series of Refunding Bonds as they deem necessary or desirable. The approval of the issuance of the Refunding Bonds by the Successor Agency and the Oversight Board shall constitute the approval of each and every separate series of Refunding Bonds and the sale of the Refunding Bonds at a public or private sale.

**SECTION 3.** Approval of Indenture. The form of the Indenture prescribing the terms and provisions of the Refunding Bonds and the application of the proceeds of the Refunding Bonds in substantially the form on file with the Successor Agency is hereby approved. Each of the Mayor of the City, as the Chair and presiding officer of the Successor Agency, the City Manager of the City, as the chief administrative officer of the Successor Agency, and the Management Services Director of the City, as the chief financial officer of the Successor Agency, on behalf of the Successor Agency (each, an "Authorized Officer"), is hereby authorized and directed to execute and deliver, and the City Clerk of the City, as the Secretary of the Successor Agency, on behalf of the Successor Agency, is hereby authorized and directed to attest to, the Indenture 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 executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Indenture. The Successor Agency hereby authorizes the delivery and performance of the Indenture.

**SECTION 4. Approval of Refunding Instructions.** The form of the Refunding Instructions in substantially the form on file with the Successor Agency is hereby approved. The Authorized Officers, each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Successor Agency, to execute and deliver the Refunding Instructions, in substantially the forms on file with 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 Refunding Instructions. The Successor Agency hereby authorizes the delivery and performance of its obligations under the Refunding Instructions.

**SECTION 5. Approval of Bond Purchase Agreement.** The form of the Bond Purchase Agreement in substantially the form on file with the Successor Agency is hereby approved. The Authorized Officers, each acting alone, are hereby authorized and directed to execute and deliver 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 executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement, provided that: (i) the aggregate principal amount of the Refunding Bonds to be issued shall not exceed \$6,600,000; and (ii) the Underwriter's discount (excluding original issue discount, if any) shall not exceed 1.00% of the aggregate principal amount of the Refunding Bonds to be issued.

**SECTION 6. Professional Services.** The Successor Agency approves the selection of Urban Futures, Inc. as municipal advisor and fiscal consultant, and Jones Hall, A Professional Law Corporation, as bond and disclosure counsel. The Authorized Officers, each acting alone, are hereby authorized to execute professional services agreement with these firms. Additionally, the selection of U.S. Bank Trust Company, National Association, as trustee for the Refunding Bonds, is hereby also approved.

**SECTION 7. Municipal Bond Insurance and Reserve Fund Insurance Policy.** 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 Refunding Bonds and a debt service reserve fund insurance policy for the Refunding Bonds from a municipal bond insurance company if it is determined, upon consultation with the Municipal Advisor and the Underwriter, that such municipal bond insurance policy and/or debt service reserve fund insurance policy will reduce the true interest cost of the Refunding Bonds or otherwise enable the Successor Agency to achieve additional savings with respect to the Refunding Bonds. The Authorized Officers, each acting alone, are hereby authorized and directed to execute any legal documents or certificates required in connection with such municipal bond insurance policy and/or a debt service reserve fund insurance policy.

**SECTION 8. Oversight Board Approval of the Issuance of the Refunding Bonds.** The Successor Agency hereby requests the Oversight Board, as authorized by Section 34177.5(f), to direct the Successor Agency to undertake the refunding proceedings and 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 Indenture.

**SECTION 9. 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) As provided in Section 34177.5(f), the Successor Agency is authorized to recover its costs related to the issuance of the Refunding Bonds from the proceeds of the Refunding Bonds, including the cost of reimbursing the City for administrative staff time spent with respect to the authorization, issuance, sale and delivery of the Refunding Bonds;

(b) The application of proceeds of the Refunding Bonds by the Successor Agency to the refunding and defeasance of all or a portion of the outstanding 2010 Bonds, as well as the payment by the Successor Agency of costs of issuance of the Refunding Bonds, as provided in Section 34177.5(a)(1), shall be implemented by the Successor Agency promptly upon sale and delivery of the Refunding Bonds, notwithstanding any other provision of law to the contrary, without the approval of the Oversight Board, the California Department of Finance, the Santa Barbara County Auditor-Controller or any other person or entity other than the Successor Agency; and

(c) The Successor Agency shall be entitled to receive its full administrative cost allowance under Section 34183(a)(3) without any deductions with respect to continuing costs related to 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 the Refunding Bonds for any reason, the Successor Agency shall, nevertheless, be entitled to recover its costs incurred with respect to the refunding proceedings of the Refunding Bonds from such property tax revenues pursuant to Section 34183 without reduction in its administrative cost allowance.

**SECTION 10. Issuance of Refunding Bonds in Whole or in Part.** It is the intent of the Successor Agency to sell and deliver the Refunding Bonds to refund the outstanding 2010 Bonds in whole, provided that there is compliance with the Savings Parameters. If such Savings Parameters cannot be met with respect to the outstanding 2010 Bonds in whole, then the Refunding Bonds shall be sold to refund the outstanding 2010 Bonds in part to the extent that the refunding of the outstanding 2010 Bonds in part satisfy the Savings Parameters. In the event the Refunding Bonds are issued to refund the outstanding 2010 Bonds in part, the Successor Agency intends to sell and deliver additional bonds in the future to refund the unrefunded 2010 Bonds without the further approval of the Oversight Board or the California Department of Finance provided that in each such instance the bonds so sold and delivered in part are in compliance with the Savings Parameters.

**SECTION 11. 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 Successor Agency will, with the assistance of its disclosure counsel and fiscal consultant, cause to be prepared a form of Official Statement for the Refunding Bonds describing 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 Underwriter to persons and institutions interested in purchasing the Refunding Bonds.

**SECTION 12. 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 Santa Barbara County Administrative Officer, the Santa Barbara County Auditor-Controller and the California Department of Finance.

**SECTION 13. Debt Management Policy.** The Successor Agency hereby adopts the City's Debt Management Policy, as amended, supplemented and restated from time to time, as the debt management policy of the Successor Agency pursuant to Section 8855 of the California Government Code.

**SECTION 14. Official Actions.** The Authorized Officers and any and all other officers of the Successor Agency and the City 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. The Authorized Officers and any and all other officers of the Successor Agency are authorized and directed, on behalf of the Successor Agency, to execute and deliver any and all documents, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and sale of the Refunding Bonds, the refunding of the 2010 Bonds, and the consummation of the transactions as described herein. 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 15. Effective Date.** This Resolution is effective on the day of its adoption.

The foregoing Resolution was proposed by Board Member \_\_\_\_\_, seconded by Board Member \_\_\_\_\_, and was duly passed and adopted by the Board of the Successor Agency at its regular meeting on March 19, 2024, by the following vote:

AYES: Board Member(s):

NOES: Board Member(s):

ABSENT: Board Member(s):

\_\_\_\_\_  
Jenelle Osborne, Chair  
Successor Agency

ATTEST:

\_\_\_\_\_  
Stacey Haddon, Secretary  
Successor Agency

Attachment: Exhibit A: Government Code Section 5852.1 Disclosure

## EXHIBIT A

### GOVERNMENT CODE SECTION 5852.1 DISCLOSURE

The following information consists of estimates that have been provided by Urban Futures, Inc., the Successor Agency's municipal advisor, in consultation with Oppenheimer & Co. Inc., which has been represented by such party to have been provided in good faith:

(A) True interest cost of the Refunding Bonds: 3.57%

(B) Finance charge of the Refunding Bonds (sum of all fees/charges paid to third parties, including assumptions about bond insurance and debt service reserve fund insurance policy premiums, if the Successor Agency determines that they will reduce the true interest cost on the Refunding Bonds): \$333,119.64

(C) Net proceeds to be received (net of finance charges, reserves and capitalized interest, if any): \$5,646,051.11

(D) Total payment amount through maturity: \$7,717,188.89

The foregoing estimates constitute good faith estimates only. The principal amount of the Refunding Bonds, the true interest cost of the Refunding Bonds, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Refunding Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Refunding Bonds sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the Refunding Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Refunding Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, (f) whether the Successor Agency purchases bond insurance or debt service reserve fund insurance policies, (g) federal tax law advice from the Successor Agency's Bond Counsel or (h) alterations in the Successor Agency's financing plan, or a combination of such factors. The actual date of sale of the Refunding Bonds and the actual principal amount of Refunding Bonds sold will be determined by the Successor Agency based on the timing of the need for proceeds of the Refunding Bonds and other factors. The actual interest rates borne by the Refunding Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Refunding Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the Successor Agency.