

RESOLUTION NO. 2011-01

A RESOLUTION OF THE LEMOORE REDEVELOPMENT AGENCY APPROVING THE ISSUANCE, SALE AND DELIVERY OF ITS LEMOORE REDEVELOPMENT PROJECT 2011 TAX ALLOCATION BONDS, APPROVING AS TO FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS IN CONNECTION WITH SUCH BONDS AND AUTHORIZING CERTAIN OTHER RELATED MATTERS

WHEREAS, the Lemoore Redevelopment Agency (the "Agency") is a redevelopment agency authorized pursuant to the Community Redevelopment Law of the State of California, being Part 1 of Division 24 (commencing with Section 33000) of the California Health and Safety Code, as amended (the "Law") to incur indebtedness for the purpose of financing certain redevelopment activities for the benefit of its redevelopment project areas; and

WHEREAS, the redevelopment plan (the "Redevelopment Plan") for a redevelopment project known and designated as the "Lemoore Redevelopment Project" (the "Project Area") has been approved by Ordinance No. 8615, adopted by the City Council (the "City Council") of the City of Lemoore (the "City") on November 18, 1986, and amended by Ordinance No. 9009, adopted by the City Council on June 19, 1990, Ordinance No. 9702, adopted by the City Council on July 19, 1997, and Ordinance No. 2006-2, adopted by the City Council on May 2, 2006; and

WHEREAS, the Redevelopment Plan contemplates that the Agency would issue bonds from time to time to finance the cost of redevelopment within the Project Area; and

WHEREAS, the Agency desires to issue its Lemoore Redevelopment Project 2011 Tax Allocation Bonds (the "Bonds"), in the aggregate principal amount not to exceed \$19,150,000, to provide moneys to finance portions of the Agency's undertaking with respect to the redevelopment of the Project Area; and

WHEREAS, the Bonds will be issued pursuant to the terms of an Indenture of Trust (the "Indenture"), to be entered into by and between the Agency and U.S. Bank National Association (the "Trustee"); and

WHEREAS, pursuant to Section 6589 of the California Government Code, the Agency may sell its bonds to the Lemoore Financing Authority (the "Authority"), a joint powers authority, on a negotiated basis; and

WHEREAS, there has been presented to the Agency the form of a Bond Purchase Agreement (the "Purchase Agreement"), pursuant to which the Agency will sell the Bonds to the Lemoore Financing Authority (the "Authority") for resale to E. J. De La Rosa & Co., Inc., the underwriter for the Bonds (the "Underwriter");

NOW, THEREFORE, THE LEMOORE REDEVELOPMENT AGENCY HEREBY FINDS, DETERMINES, RESOLVES AND ORDERS AS FOLLOWS:

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

Section 2. Bonds; Indenture. The Indenture, in the form on file with the Secretary of the Agency (the “Secretary”), is hereby approved. The issuance of the Bonds, in the aggregate principal amount not to exceed \$19,150,000, pursuant to the terms of the Indenture is hereby authorized. Subject to the parameters set forth in Section 5 below, each of the Chair, the Vice Chair, the Executive Director, and any other officer of the Agency designated by any of them in writing (each, an “Authorized Officer”), acting singly, is hereby authorized and directed to execute and deliver, for and in the name of the Agency, the Indenture in substantially said form, with such changes therein as the Authorized Officer may approve (such approval to be conclusively evidenced by the Authorized Officer’s execution and delivery thereof). The Secretary is hereby authorized to attest and affix the seal of the Agency to the Indenture.

Section 3. Appointment of Trustee. The appointment of U.S. Bank National Association to act as Trustee under the Indenture is hereby approved.

Section 4. Purchase Agreement. The form of Purchase Agreement, proposed to be entered into by and among the Agency, the Authority and the Underwriter, and on file with the Secretary is hereby approved. Subject to the limitations set forth in Section 5, each Authorized Officer, acting singly, is hereby authorized and directed to execute and deliver, for and in the name of the Agency, the Purchase Agreement in substantially said form, with such changes therein as the Authorized Officer may approve (such approval to be conclusively evidenced by the Authorized Officer’s execution and delivery thereof).

Section 5. Certain Parameters Relating to Sale of Bonds. Each of the Authorized Officer, acting singly, is hereby authorized and directed to act on behalf of the Agency to establish and determine the following: (a) the aggregate principal amount of the Bonds, which amount shall not exceed \$19,150,000, (b) the purchase price of the Bonds and the interest rates thereon, provided that the true interest cost shall not exceed 8.0 percent, and (c) the Underwriter’s compensation (i.e., underwriter’s discount) with respect to the sale of the Bonds which shall not exceed 1.2 percent of the aggregate principal amount of the Bonds (exclusive of any original issue discount). The authorization and powers delegated to the Authorized Officer by Sections 4 and 5 of this Resolution shall be valid for a period of 180 days from the date of adoption of this Resolution.

Section 6. Preliminary Official Statement. The preliminary Official Statement relating to the Bonds (the “Preliminary Official Statement”), in the form presented and on file with the Secretary, is hereby approved. Each Authorized Officer, acting singly, is hereby authorized and directed, for and in the name and on behalf of the Agency, to cause the Preliminary Official Statement in substantially said form, with such changes therein as such Authorized Officer may approve, to be deemed final for the purposes of Rule 15c2-12 of the Securities and Exchange Act of 1934. The distribution by the Underwriter of copies of the Preliminary Official Statement to potential purchasers of the Bonds is hereby approved.

Section 7. Official Statement. Each Authorized Officer, acting singly, is hereby authorized and directed to cause the Preliminary Official Statement to be brought into the form of a final Official Statement (the “Official Statement”), and to execute the same for and in the name and on behalf of the Agency, with such additions or changes therein as such Authorized Officer may approve (such approval to be conclusively evidenced by such Authorized Officer’s

execution and delivery thereof). The distribution and use of the Official Statement by the Underwriter in connection with the sale of the Bonds are hereby approved.

Section 8. Appointments of Professional Services. The appointments of Stradling, Yocca, Carlson & Rauth, a Professional Corporation, and Richards, Watson & Gershon, A Professional Corporation, as co-bond counsel, Lozano Smith, A Professional Corporation, as disclosure counsel, and Urban Futures, Inc., as financial advisor, in connection to the issuance of the Bonds are hereby approved.

Section 9. Other Acts. The officers of the Agency are hereby authorized and directed, jointly and severally, to take such actions (including the negotiating and obtaining of an interest rate cap agreement or bond insurance) and execute and deliver any and all documents and instruments which they may deem necessary or proper to effectuate the purposes of this Resolution and each document approved hereby, and any such actions previously taken by such officers are hereby ratified, confirmed and approved.

Section 10. Effective Date. This Resolution shall take effect immediately upon adoption.

PASSED, APPROVED AND ADOPTED by the Lemoore Redevelopment Agency at a meeting held on February 15, 2011, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Willard J. Rodarmel, CHAIR

ATTEST:

Nanci C. O. Lima, MMC
SECRETARY