

RESOLUTION NO. 10-09

RESOLUTION OF THE LANCASTER REDEVELOPMENT AGENCY APPROVING THE FORMS OF AND AUTHORIZING THE EXECUTION OF AN INDENTURE OF TRUST, A BOND PURCHASE CONTRACT, A CONTINUING DISCLOSURE AGREEMENT AND AN OFFICIAL STATEMENT RELATING TO THE ISSUANCE OF THE AGENCY'S COMBINED REDEVELOPMENT PROJECT AREAS (HOUSING PROGRAMS) TAX ALLOCATION BONDS, ISSUE OF 2009 AND APPROVING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Agency is a redevelopment agency (a public body, corporate and politic) duly created, established and authorized to transact business and exercise its powers, all under and pursuant to the Community Redevelopment Law (Part 1 of Division 24 (commencing with Section 33000) of the Health and Safety Code of the State of California), and the powers of the Agency include the power to issue bonds or notes for any of its corporate purposes; and

WHEREAS, the Lancaster Financing Authority (the "Authority") is a joint powers authority organized pursuant to Title 1, Division 7, Chapter 5 of the Government Code of the State of California; and

WHEREAS, the Redevelopment Plan for a redevelopment project known and designated as the "Lancaster Residential Redevelopment Project" has been adopted and approved by Ordinance No. 158 of the City of Lancaster adopted on November 13, 1979, and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan have been duly complied with; and

WHEREAS, the Redevelopment Plan for a redevelopment project known and designated as the "Central Business District Redevelopment Project" has been adopted and approved by Ordinance No. 226 of the City of Lancaster adopted on June 1, 1981 and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan have been duly complied with; and

WHEREAS, the Redevelopment Plan for a redevelopment project known and designated as the "Fox Field Redevelopment Project" has been adopted and approved by Ordinance No. 289 of the City of Lancaster adopted on December 20, 1982 and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan have been duly complied with; and

WHEREAS, the Redevelopment Plan for a redevelopment project known and designated as the "Amargosa Redevelopment Project" has been adopted and approved by Ordinance No. 321 of the City of Lancaster on October 17, 1983 and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan, as amended, have been duly complied with; and

WHEREAS, the Redevelopment Plan for a redevelopment project known and designated as the “Lancaster Redevelopment Project No. 5” has been adopted and approved by Ordinance No. 360 of the City of Lancaster on November 26, 1984 and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan, as amended, have been duly complied with; and

WHEREAS, the Redevelopment Plan for a redevelopment project known and designated as the “Lancaster Redevelopment Project No. 6” has been adopted and approved by Ordinance No. 505 of the City of Lancaster on July 3, 1989 and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan, as amended, have been duly complied with; and

WHEREAS, the Redevelopment Plan for a redevelopment project known and designated as the “Lancaster Redevelopment Project No. 7” has been adopted and approved by Ordinance No. 624 of the City of Lancaster on November 28, 1992 and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan have been duly complied with; and

WHEREAS, the Agency has previously issued its Central Business District Redevelopment Project Area, Tax Allocation Refunding Bonds, Issue of 1994 and its Amargosa Redevelopment Project, Tax Allocation Refunding Bonds, Issue of 1999 (collectively to the extent of the pledge of the Housing Set-Aside Amount, the “Prior Bonds”); and

WHEREAS, the Agency previously issued its \$60,980,000 Lancaster Redevelopment Agency, Combined Redevelopment Project Areas (Housing Programs), Subordinate Tax Allocation Bonds, Issue of 2003 (the “2003 Housing Bonds”); and

WHEREAS, the Agency previously issued its \$18,080,000 Lancaster Redevelopment Agency, Combined Redevelopment Project Areas (Housing Programs), Subordinate Tax Allocation Refunding Bonds, Issue of 2003B (the “2003B Housing Bonds”); and

WHEREAS, the Agency previously issued its \$13,000,000 Lancaster Redevelopment Agency, Combined Redevelopment Project Areas (Housing Programs), Subordinate Tax Allocation Bonds, Issue of 2004 (the “2004 Housing Bonds”); and

WHEREAS, for the corporate purposes of the Agency, the Agency deems it necessary to issue at this time tax allocation bonds in a principal amount of approximately Forty Three Million Dollars (\$43,000,000) (the “Bonds”), and to use the proceeds of such Bonds to finance additional costs of the Housing Programs and to pay costs in connection with the issuance of the Bonds and to make certain other deposits as required by the Indenture; and

WHEREAS, the purposes stated above will be accomplished by issuing at this time such tax allocation bonds pursuant to the Indenture and this resolution of the Agency; and

WHEREAS, there have been prepared and submitted to this meeting forms of:

- (1) a draft of the Indenture of the Agency;
- (2) a draft of the Preliminary Official Statement of the Agency to be used in connection with the sale of the Bonds (such Preliminary Official Statement in the form presented at this meeting with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as “Preliminary Official Statement”);
- (3) a draft of the Continuing Disclosure Agreement; and
- (4) a draft of the proposed Bond Purchase Contract between the Agency, the Authority and the Underwriter.

WHEREAS, the Agency now desire to authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the issuance and sale of the Bonds.

NOW, THEREFORE, BE IT RESOLVED by the Lancaster Redevelopment Agency, as follows:

Section 1. Subject to the provisions of the Indenture referred to in Section 2 hereof, the sale of the Bonds in the aggregate principal amount of approximately Forty Three Million Dollars (\$43,000,000) on the terms and conditions set forth in, and subject to the limitations specified in, the Indenture and the Bond Purchase Contract, is hereby authorized and approved. The 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 Indenture, as the same will be completed as provided in this Resolution. The proceeds of the sale of the Bonds shall be applied as provided in the Indenture. The Bonds shall be secured on a parity with the 2003 Housing Bonds, 2003B Housing Bonds and the 2004 Housing Bonds by a pledge of Pledged Revenues, as defined in the Indenture on a subordinate basis to the Prior Bonds. The Agency hereby determines that interest on the Bonds shall be included in gross income for federal income tax purposes.

Section 2. The Indenture, 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 and the Secretary of the Agency are hereby authorized and directed to execute and deliver the Indenture in the form presented at this meeting with such changes, insertions and omissions as may be requested by Bond Counsel and approval by the Chairman, said execution being conclusive evidence of such approval.

Section 3. The Bond Purchase Contract between the Agency, the Authority and Wedbush Morgan Securities in substantially the form submitted at this meeting and made a part hereof as though set forth in full herein are hereby approved. The Executive Director of the Agency is hereby authorized and directed to execute the Bond Purchase Contract and the Agency Purchase Agreement in the forms 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.

Section 4. The Continuing Disclosure Agreement between the Agency and Urban Futures, Incorporated acting as the Dissemination Agent 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 Agency is hereby authorized and directed to execute the Continuing Disclosure Agreement 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.

Section 5. The Preliminary Official Statement in substantially the form presented at this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved and the use of the Preliminary Official Statement in connection with the offering and sale of the Bonds is hereby authorized and approved.

Section 6. The preparation and delivery of an Official Statement, and its use by the Underwriter, in connection with the offering and sale of the Bonds, be and the same is hereby authorized and approved. The Official Statement shall be in substantially the form of the Preliminary Official Statement with such changes, insertions and omissions as may be requested by Bond Counsel or the Underwriter and approved by the Executive Director of the Agency, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. The Chairman of the Agency, the Executive Director of the Agency, the Treasurer, the Secretary of the Agency, and any other proper officer of the Agency, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments, including any agreements with the Agency relating to the Bonds, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by the Indenture, the Bond Purchase Contract, the Continuing Disclosure Agreement, the Official Statement, this Resolution and any such agreements.

Section 8. U.S. Bank National Association is hereby appointed as Trustee and Richards, Watson & Gershon are hereby appointed disclosure counsel. The Finance Director shall designate the trustee based on the results of the request for proposals currently being circulated and such entity is hereby appointed as Trustee.

Section 9. This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED and ADOPTED this \_\_\_\_ day of \_\_\_\_\_, 2009 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

APPROVED:

\_\_\_\_\_  
GERI K. BRYAN, CMC  
Agency Secretary  
Lancaster Redevelopment Agency

\_\_\_\_\_  
R. REX PARRIS  
Chairman  
Lancaster Redevelopment Agency

STATE OF CALIFORNIA            )  
COUNTY OF LOS ANGELES    ) ss  
CITY OF LANCASTER            )

CERTIFICATION OF RESOLUTION  
REDEVELOPMENT AGENCY

I, \_\_\_\_\_, \_\_\_\_\_ Lancaster Redevelopment Agency, do hereby certify that this is a true and correct copy of the original Resolution No. 10-09, for which the original is on file in my office.

WITNESS MY HAND AND THE SEAL OF THE LANCASTER REDEVELOPMENT AGENCY, on this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

(seal)

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