

January 20, 2015

**PROCEEDINGS OF THE
SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY
OVERSIGHT BOARD**

**VOLUME 2014, NUMBER 1
September 23, 2014**

ACTION SUMMARY MINUTES

VOTING KEY:

C = Coonerty
G = Geisreiter
H = Hart
L = Leopold
M = Maxwell
Ro = Rozario
Re = Reece

First Initial indicates maker of motion, second initial indicates the "second"; upper case letter = "yes" vote; lower case letter = "no" vote; () = abstain; // = absent

1. **Call to Order/Roll Call** - Meeting called to order at 9:03 a.m. Members present: Coonerty, Rozario, Hart, Geisreiter, Maxwell, Reece, Leopold.
2. **Consideration of Late Additions to the Agenda; additions and deletions to Consent and Regular Agendas**-none
3. **Oral Communications** – no one addressed the Board.
4. **ADOPTED RESOLUTION NO. 7-2014** approving the meeting minutes of February 18, 2014

HRoGLMRe(C)
5. **ADOPTED RESOLUTION NO. 8-2014** scheduling additional meetings of the Oversight Board on February 17, 2015, May 26, 2015 and September 8, 2015

ReGCHLMRo
6. **ADOPTED RESOLUTION NO. 9-2014** electing John Leopold as Chairperson and Reed Geisreiter as Vice Chairperson, each to serve a one year term.

CRoGHLMRe
7. **ADOPTED RESOLUTION NO. 10-2014** approving amendment 1 to the cooperation agreement between the County of Santa Cruz and the Santa Cruz

January 20, 2015

County Redevelopment Successor Agency for funding of certain capital improvement projects and related administrative and professional services

GMCHLRoRe

- 8. ADOPTED RESOLUTION NO. 11-2014OB approving the Housing Cooperation Agreement between the County of Santa Cruz and the Santa Cruz County Redevelopment Successor Agency for funding of certain housing programs and related administrative and professional services

HCGLMRoRe

- 9. ADOPTED RESOLUTION NO. 12-2014 approving the administrative budget of the Santa Cruz County Redevelopment Successor Agency for January 2015 through June 2015

MReCGHLRo

Approved: _____
 Chair, Oversight Board

Attest: _____
 Secretary of the Oversight Board

NOTE: This set of Santa Cruz County Redevelopment Successor Agency Oversight Board minutes is scheduled to be approved January 20, 2015.

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of _____ duly seconded by _____ the following resolution is adopted:

RESOLUTION APPROVING MEETING MINUTES OF THE
OVERSIGHT BOARD

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34179 (e) requires that all actions taken by the Oversight Board shall be adopted by resolution; and

WHEREAS, the Oversight Board conducted a public meeting on September 23, 2014, the minutes of which are attached as Exhibit 1; and

WHEREAS, these meeting minutes reflect the actions of the Oversight Board;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The meeting minutes of the Oversight Board meeting on September 23, 2014 are hereby approved.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment Successor Agency Oversight Board, this ____th day of _____, 2015 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board



County of Santa Cruz

SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY

701 OCEAN STREET, ROOM 510, SANTA CRUZ, CA 95060-4073

(831) 454-2280 FAX: (831) 454-3420 TDD: (831) 454-2123

January 8, 2015

Agenda: January 20, 2015

Oversight Board
 Santa Cruz County Redevelopment Successor Agency
 701 Ocean Street
 Santa Cruz, CA 95060

AUTHORIZE ISSUANCE AND SALE OF TAX ALLOCATION REFUNDING BONDS BY THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY

Dear Members of the Board:

The attached resolutions authorize the issuance of Tax Allocation Refunding Bonds in two series, in an amount not to exceed \$70 million of tax-exempt bonds and \$20 million of taxable bonds by the Santa Cruz County Redevelopment Successor Agency (Successor Agency) to reduce debt service on 3 series of outstanding tax allocation bonds issued by the former Redevelopment Agency, with the debt service savings to be shared among the affected taxing agencies.

Background

Prior to dissolution under AB x1 26 and AB 1484 (the RDA Dissolution Act), the Santa Cruz County Redevelopment Agency (former Agency) issued tax allocation bonds for a variety of redevelopment purposes. While the former Agency no longer exists, the Successor Agency is responsible to fund bond debt service until all bonds are repaid.

The RDA Dissolution Act authorizes refinancing of the former Agency debt. Specifically, California Redevelopment Law (CRL) authorizes the Successor Agency to refinance outstanding bonds and other obligations of the former Agency, subject to the conditions contained in CRL §34177.5, which primarily relate to demonstrable debt service savings and no extension of maturity. The Successor Agency refinanced several series of outstanding bonds of the former Agency in January 2014. As a result, the Successor Agency saved approximately \$5.5 million in debt service over the next 10 years. These savings are allocated between all taxing agencies. The County will receive 17.5% of the savings (\$962,500) and the other taxing agencies will share the remaining 82.5% (\$4,537,500).

The remaining bonded debt obligations as of January 1, 2015, of the former Agency are shown in the table below.

	Original Principal	Outstanding Principal	Final Maturity
2000 Series A Bonds	27,415,000	20,890,000*	2030
2005 Series A Bonds	47,860,000	47,860,000	2035
2005 Series B Bonds	21,000,000	18,610,000	2035
2007 Refunding Bonds	10,755,000	10,000,000	2030
2007 Series A Bonds	7,370,000	4,460,000	2022
2009 Series A Bonds	55,970,000	53,935,000	2036
2010 Bonds	18,500,000	18,025,000	2036
2011 Series A Bonds	11,315,000	9,985,000	2027
2011 Series B Bonds	5,595,000	5,335,000	2036

* The portion of these bonds maturing on or before September 1, 2022 were refinanced in 2014.

The Successor Agency and the County approved issuance of the refunding bonds on January 13, 2015 (Attachment 2). Final approval authority for any refinancing resides with the Santa Cruz County Redevelopment Successor Agency Oversight Board (Oversight Board) and the Department of Finance (DOF).

Refunding Analysis

Three of the outstanding obligations of the former Agency listed in the table above can currently be refinanced at the present time and provide debt service savings to the Successor Agency. As with the refinancing accomplished in 2014, these savings will increase the amount of "residual" property tax (or tax increment) available to pay existing enforceable obligations of the Successor Agency or be redistributed to the County and other taxing agencies.

The obligations of the former Agency that can be refinanced at this time are:

- Subordinate Tax Allocation Bonds, 2000 Series A (2000 Series A Bonds) maturing on or after September 1, 2023,
- Tax Allocation Bonds, 2005 Series A (2005 Series A Bonds), and
- Taxable Housing Tax Allocation Bonds, 2005 Series B (2005 Series B Bonds).

The other debt issues of the former Agency were reviewed for refinancing potential, but due to either interest rate or available call dates, they did not meet the statutory refinancing requirements of CRL. Staff will continue to monitor the potential for refinancing the other outstanding series of Agency bonds.

The 2000 Series A Bonds and the 2005 Series A Bonds were issued on a tax-exempt basis. Based on current interest rates for tax-exempt bonds, the Successor Agency can refinance the

remaining maturities of the 2000 Series A Bonds and all of the 2005 Series A Bonds at an average interest cost of approximately 3.7%, compared to the average rate on the bonds to be refunded of 5.0%. After the refinancing, the Successor Agency would reduce the requested funding from the Redevelopment Property Tax Trust Fund for debt service by an estimated \$12.5 million through 2035 (final maturity). The total \$12.5 million reduced debt service would generate more residual balance available to pay enforceable obligations of the Successor Agency and to distribute to other taxing entities in furtherance of the goals of redevelopment agency dissolution legislation.

The 2005 Series B Bonds were issued on a taxable basis. Based on current interest rates for taxable bonds, the Successor Agency can refinance the 2005 Series B Bonds at an average interest cost of approximately 4.8% compared to the average rate on the bonds to be refunded of 5.6%. After the refinancing, the Successor Agency would reduce the requested funding from the Redevelopment Property Tax Trust Fund for debt service by an estimated \$1 million through 2035 (final maturity). The total \$1 million reduced debt service would also generate more residual balance available to pay enforceable obligations of the Successor Agency and to distribute to other taxing entities.

Because one series of bonds will be tax-exempt and one series of bonds will be taxable, they will be marketed and sold separately.

If approved by your Board, the Department of Finance (DOF) will review the Oversight Board action and may authorize the Successor Agency to proceed with refinancing so long as the requirements of Section 34177.5(a)(1) of the CRL are ultimately met when the refunding bonds are sold -- that is, the total debt service on the refunded bonds must be less than the total remaining debt service on the bonds being refunded. The DOF has a 60 day period for review. If the DOF takes the maximum allotted time for review, the Successor Agency will be in position to enter the market in mid- March.

Between the time that the refinancing is approved by the Successor Agency and the time that the Successor Agency can actually enter the market to sell the refunding bonds, interest rates could increase, and debt service savings may be reduced. Therefore, the combined reduced debt service of \$13.5 million is an estimate at this time. The Financial Advisor has included a contingency in these calculations of 20 basis points to account for some market movement during the waiting period (that is, rates could be 0.20% higher than today and these savings would be achieved). The combined savings currently represent a 8.9% reduction in net debt service expense, and a 10.4% savings on a present value basis.

The County has, as a policy, never issued refunding bonds for less than a 4% savings. The savings for the taxable series may fall below 4% on a stand-alone basis. If the savings are below 4% for the taxable series of bonds by the time the Successor Agency can enter the market, the refinancing of the 2005 Series B Bonds will be put on hold until interest rates improve.

The repayment is scheduled to occur over the same term as the existing bonds (20 years). No extension of maturity is permitted under the RDA Dissolution Act.

Oversight Board
January 8, 2015
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Authorizing Resolutions

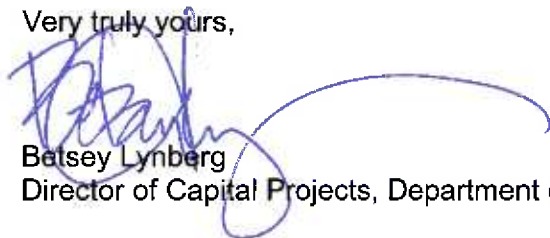
In order to authorize the issuance of the refunding bonds, your Board is being presented with two resolutions for consideration.

The resolutions authorize sale of a principal amount tax-exempt refunding bonds not-to-exceed \$70 million and taxable refunding bonds not-to-exceed \$20 million, provided that each series of bonds shall satisfy the requirements of CRL 34177.5(a)(1).

Recommendation

It is RECOMMENDED that your Board adopt the attached resolutions.

Very truly yours,



Betsy Lynberg
Director of Capital Projects, Department of Public Works

RECOMMENDED:



Susan A. Mauriello
County Administrative Officer

Attachments

cc: Auditor-Controller
County Counsel
Successor Agency
State Department of Finance
Rutan & Tucker
Harrell & Company Advisors
Quint & Thimmig

BEFORE THE SANTA CRUZ COUNTY REDEVELOPMENT
SUCCESSOR AGENCY OVERSIGHT BOARD

RESOLUTION NO. _____

On the motion of _____ duly seconded by _____ the following resolution is adopted:

RESOLUTION APPROVING THE ISSUANCE AND SALE OF
TAX ALLOCATION REFUNDING BONDS, 2015 SERIES A
BY THE SANTA CRUZ COUNTY REDEVELOPMENT
SUCCESSOR AGENCY AND APPROVING CERTAIN OTHER
ACTIONS IN CONNECTION THEREWITH

WHEREAS, the County of Santa Cruz 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 a redevelopment project known and designated as the Live Oak/Soquel Community Improvement Project Area (the "Redevelopment Project") has been adopted and approved by Ordinance No. 3836 of the Board of Supervisors (the "Board") of the County of Santa Cruz (the "County"), and all requirements of the Law for and precedent to the adoption and approval of the Redevelopment Project have been duly complied with; and

WHEREAS, the Prior Agency has previously issued its Subordinate Tax Allocation Bonds, 2000 Series A, of which the portion maturing after September 1, 2022 are currently outstanding (the "2000A Bonds"); and

WHEREAS, the Prior Agency has previously issued its Tax Allocation Bonds 2005 Series A (together with the 2000A Bonds, the "Prior Bonds"); 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 (the "Refunding Law") for the purpose of achieving debt service savings within the parameters set forth in Section 34177.5(a)(1) (the "Savings Parameters"); and

WHEREAS, the Successor Agency has determined that, based on current conditions in the municipal bond market, it will achieve debt service savings in compliance with the Savings Parameters as evidenced by the analysis prepared by its Financial Advisor, Harrell & Company Advisors, describing potential savings that will accrue to the Successor Agency and to applicable taxing entities as a result of the refunding of the Prior Bonds (the "Debt Service Savings Analysis"); and

WHEREAS, the Successor Agency proposes to achieve the potential debt service savings evidenced by the Debt Service Savings Analysis by the issuance of its Santa Cruz County

Redevelopment Successor Tax Allocation Refunding Bonds, 2015 Series A (the “Refunding Bonds”) pursuant to the Law, the Refunding Law and the form of Indenture of Trust, dated as of March 1, 2015, by and between the Successor Agency and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Indenture”) on file with the Clerk of the Board; and

WHEREAS, pursuant to Section 34179, this Oversight Board has been established for the Successor Agency and the Successor Agency by its resolution adopted January 13, 2015, (the “Successor Agency Resolution”) requested that the Oversight Board pursuant to §34177.5(f) direct the Successor Agency to undertake such refunding proceedings by the issuance of the Refunding Bonds, it being understood that such direction by the Oversight Board will enable the Successor Agency to recover its related costs in connection with the refunding proceedings, as authorized by Section 34177.5(f); and

WHEREAS, in the Successor Agency Resolution, the Successor Agency approved the issuance of the Refunding Bonds and authorized the execution and delivery of the Indenture, subject to the conditions set forth in the Successor Agency Resolution; and

WHEREAS, in the Successor Agency Resolution, the Successor Agency also requested that this Oversight Board approve the issuance of the Refunding Bonds pursuant to the Successor Agency Resolution and the Indenture and that this 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, following approval by the Oversight Board of the issuance of the Refunding Bonds by the Successor Agency and upon approval by the California Department of Finance of such approval by the Oversight Board, the Successor Agency will, with the assistance of its Disclosure Counsel and its Financial Advisor, cause to be prepared a form of Official Statement describing the Refunding Bonds and containing material information relating to the Refunding Bonds, the preliminary form of which will be submitted to the Successor Agency for approval for distribution by the underwriter of the Refunding Bonds to persons and institutions interested in purchasing the Refunding Bonds; and

WHEREAS, the Successor Agency will select an underwriter to sell the Refunding Bonds, will approve a purchase contract with such underwriter and will authorize and direct its officers and staff to implement the sale and delivery of the Refunding Bonds to such underwriter; and

WHEREAS, this Oversight Board has completed its review of the refunding proceedings and the Debt Service Savings Analysis and wishes at this time to give its approval to the issuance of the Refunding Bonds by the Successor Agency.

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

Section 1. Determination of Savings. This Oversight Board 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 the Prior Bonds, all as evidenced by the Debt Service Savings Analysis on file with the Clerk of the Board of the Oversight Board, which Debt Service Savings Analysis is hereby approved.

Section 2. Direction to Refund. The Oversight Board hereby directs the Successor Agency to undertake the refunding proceedings pursuant to Section 34177.5(a)(1) for the issuance, sale and delivery of the Refunding Bonds, as requested in the Successor Agency Resolution on file with the Secretary of the Oversight Board.

Section 3. Approval of Issuance of the Refunding Bonds. As authorized by Section 34177.5(f) and Section 34180, this Oversight Board hereby approves the issuance by the Successor Agency of the Refunding Bonds pursuant to Section 34177.5(a)(1) and under applicable provisions of the Law and the Refunding Law and as provided in the Successor Agency Resolution and the Indenture in the aggregate principal amount of not to exceed \$70,000,000, provided that the principal and interest payable with respect to the Refunding Bonds complies in all respects with the requirements of the Savings Parameters, as shall be certified to by the Financial Advisor upon delivery of the Refunding Bonds.

Section 4. Issuance in Separate Series. The Refunding Bonds may be issued as a single issue, or from time to time in separate series, as the Successor Agency shall determine. The approval of the issuance of the Refunding Bonds by the Oversight Board shall constitute the approval of each and every separate series of Refunding Bonds, without the need for any further approval from the Oversight Board, provided that each such separate series of Refunding Bonds complies in all respects with the Saving Parameters required to be met by Section 34177.5(a)(1).

Section 5. Determinations by the Oversight Board. As requested by the Successor Agency in the Successor Agency Resolution, the Oversight Board makes the following determinations upon which the Successor Agency shall rely in undertaking the refunding proceedings and the issuance of the Refunding Bonds:

(a) The Successor Agency is authorized, as provided in Section 34177.5(f), 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 County of Santa Cruz 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 the Prior Bonds, as well as to the payment by the Successor Agency of all costs of issuance of the Refunding Bonds, as provided in Section 34177.5(a), shall be implemented by the Successor Agency promptly upon sale and delivery of the Refunding Bonds, and, notwithstanding Section 34177.3 or any other provision of law to the contrary, no further approval of the Oversight Board, the California Department of Finance, the Santa Cruz County Auditor-Controller or any other person or entity other than the Successor Agency shall be required;

(c) The Successor Agency shall be entitled to receive its full Administrative Cost Allowance under Section 34181(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 from such property tax revenues pursuant to Section 34183 without reduction in its Administrative Cost Allowance.

Section 6. Effective Date. Pursuant to Section 34179(h), all actions taken by this Oversight Board may be reviewed by the California Department of Finance and, therefore, this Resolution shall be effective five (5) business days after notice to the Department of Finance unless the Department of Finance requests a review of the actions taken in this Resolution, in which case this Resolution will be effective upon approval by the Department of Finance after such review.

PASSED, APPROVED AND ADOPTED this 20th day of January, 2015.

Chairperson of the Santa Cruz County
Redevelopment Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

APPROVED AS TO FORM:



Bond Counsel

Distribution:

Auditor-Controller
CAO
County Counsel
Successor Agency
State Department of Finance

SOURCES AND USES OF FUNDS

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Sources:	Allocated to 2000 Series A Refunding	Allocated to 2005 Series A Refunding	Total
Bond Proceeds:			
Par Amount	16,625,000.00	49,215,000.00	65,840,000.00
Net Premium/OID	2,613,666.60	1,011,279.15	3,624,945.75
	<u>19,238,666.60</u>	<u>50,226,279.15</u>	<u>69,464,945.75</u>
Other Sources of Funds:			
Debt Service Reserve Fund	2,612,276.00		2,612,276.00
	<u>21,850,942.60</u>	<u>50,226,279.15</u>	<u>72,077,221.75</u>
Uses:			
Refunding Escrow Deposits:			
Cash Deposit	0.89	0.49	1.38
SLGS Purchases	21,440,339.00	49,025,130.00	70,465,469.00
	<u>21,440,339.89</u>	<u>49,025,130.49</u>	<u>70,465,470.38</u>
Delivery Date Expenses:			
Cost of Issuance	108,893.75	322,358.25	431,252.00
Underwriter's Discount	91,437.50	270,682.50	362,120.00
Bond Insurance	131,270.73	391,248.19	522,518.92
Surety Bond	76,230.00	212,537.25	288,767.25
	<u>407,831.98</u>	<u>1,196,826.19</u>	<u>1,604,658.17</u>
Other Uses of Funds:			
Rounding Amount	2,770.73	4,322.47	7,093.20
	<u>21,850,942.60</u>	<u>50,226,279.15</u>	<u>72,077,221.75</u>

Note: Rates as of December 10 with 20 bp contingency

SUMMARY OF REFUNDING RESULTS

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

	Allocated to 2000 Series A Refunding	Allocated to 2005 Series A Refunding	Total
Dated Date	04/01/2015	04/01/2015	04/01/2015
Delivery Date	04/01/2015	04/01/2015	04/01/2015
Arbitrage Yield	3.667527%	3.667527%	3.667527%
Escrow Yield	0.040132%	0.040132%	0.040132%
Value of Negative Arbitrage	318,692.64	728,717.41	1,047,410.05
Bond Par Amount	16,625,000.00	49,215,000.00	65,840,000.00
True Interest Cost	3.434919%	3.789092%	3.708606%
Net Interest Cost	3.736233%	3.794951%	3.783199%
Average Coupon	4.998345%	3.887684%	4.109980%
Average Life	12.021	16.227	15.165
Par amount of refunded bonds	20,890,000.00	47,860,000.00	68,750,000.00
Average coupon of refunded bonds	5.313100%	4.928977%	5.021081%
Average life of refunded bonds	12.197	16.879	15.457
PV of prior debt	24,313,066.88	55,515,727.83	79,828,794.71
Net PV Savings	2,960,942.50	4,844,847.15	7,805,789.65
Percentage savings of refunded bonds	14.173971%	10.122957%	11.353876%
Percentage savings of refunding bonds	17.810180%	9.844249%	11.855695%

Note: Rates as of December 10 with 20 bp contingency

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 3.6675266%
09/01/2015	1,727,253.13	1,500,458.33	226,794.80	223,386.33
09/01/2016	3,454,506.26	2,997,050.00	457,456.26	440,312.39
09/01/2017	3,454,506.26	3,000,750.00	453,756.26	421,261.40
09/01/2018	3,454,506.26	2,996,950.00	457,556.26	409,653.87
09/01/2019	3,454,506.26	2,997,950.00	456,556.26	394,251.66
09/01/2020	3,454,506.26	3,001,200.00	453,306.26	377,599.83
09/01/2021	3,454,506.26	2,998,700.00	455,806.26	366,193.83
09/01/2022	3,454,506.26	2,995,700.00	458,806.26	355,506.38
09/01/2023	5,604,506.26	4,652,200.00	952,306.26	706,357.05
09/01/2024	5,606,631.26	4,655,200.00	951,431.26	680,421.98
09/01/2025	7,752,718.76	6,613,200.00	1,139,518.76	784,840.54
09/01/2026	7,750,943.76	6,613,200.00	1,137,743.76	755,555.36
09/01/2027	7,750,475.00	6,612,950.00	1,137,525.00	728,331.78
09/01/2028	7,753,293.76	6,611,950.00	1,141,343.76	704,563.03
09/01/2029	7,750,100.00	6,609,700.00	1,140,400.00	678,717.04
09/01/2030	7,753,718.76	6,615,700.00	1,138,018.76	652,990.08
09/01/2031	7,753,250.00	7,078,950.00	674,300.00	374,136.11
09/01/2032	7,754,500.00	7,080,350.00	674,150.00	360,240.07
09/01/2033	7,750,500.00	7,079,400.00	671,100.00	345,337.30
09/01/2034	7,750,750.00	7,080,925.00	669,825.00	331,878.66
09/01/2035	7,754,250.00	7,084,575.00	669,675.00	319,437.74
	122,394,434.51	106,877,058.33	15,517,376.18	10,410,972.45

Savings Summary

PV of savings from cash flow	10,410,972.45
Less: Prior funds on hand	(2,612,276.00)
Plus: Refunding funds on hand	7,093.20
Net PV Savings	7,805,789.65

Note: Rates as of December 10 with 20 bp contingency

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2000 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 3.6675266%
09/01/2015	553,925.00	430,145.83	123,779.17	121,918.91
09/01/2016	1,107,850.00	855,800.00	252,050.00	241,857.65
09/01/2017	1,107,850.00	854,900.00	252,950.00	234,057.50
09/01/2018	1,107,850.00	853,700.00	254,150.00	226,773.44
09/01/2019	1,107,850.00	852,500.00	255,350.00	219,711.19
09/01/2020	1,107,850.00	856,000.00	251,850.00	209,006.29
09/01/2021	1,107,850.00	854,250.00	253,600.00	202,945.43
09/01/2022	1,107,850.00	852,500.00	255,350.00	197,050.97
09/01/2023	3,257,850.00	2,510,750.00	747,100.00	552,188.84
09/01/2024	3,259,975.00	2,511,000.00	748,975.00	533,629.36
09/01/2025	3,266,062.50	2,517,000.00	749,062.50	514,455.92
09/01/2026	3,275,587.50	2,523,250.00	752,337.50	498,065.40
09/01/2027	3,278,025.00	2,529,500.00	748,525.00	477,663.83
09/01/2028	3,288,375.00	2,535,500.00	752,875.00	463,086.33
09/01/2029	3,292,337.50	2,536,000.00	756,337.50	448,383.40
09/01/2030	3,292,968.76	2,541,000.00	751,968.76	429,653.29
	34,520,056.26	26,613,795.83	7,906,260.43	5,570,447.77

Savings Summary

PV of savings from cash flow	5,570,447.77
Less: Prior funds on hand	(2,612,276.00)
Plus: Refunding funds on hand	2,770.73
Net PV Savings	2,960,942.50

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2005 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 3.6675266%
09/01/2015	1,173,328.13	1,070,312.50	103,015.63	101,467.42
09/01/2016	2,346,656.26	2,141,250.00	205,406.26	198,454.74
09/01/2017	2,346,656.26	2,145,850.00	200,806.26	187,203.90
09/01/2018	2,346,656.26	2,143,250.00	203,406.26	182,880.42
09/01/2019	2,346,656.26	2,145,450.00	201,206.26	174,540.48
09/01/2020	2,346,656.26	2,145,200.00	201,456.26	168,593.54
09/01/2021	2,346,656.26	2,144,450.00	202,206.26	163,248.40
09/01/2022	2,346,656.26	2,143,200.00	203,456.26	158,455.41
09/01/2023	2,346,656.26	2,141,450.00	205,206.26	154,168.21
09/01/2024	2,346,656.26	2,144,200.00	202,456.26	146,792.62
09/01/2025	4,486,656.26	4,096,200.00	390,456.26	270,384.61
09/01/2026	4,475,356.26	4,089,950.00	385,406.26	257,489.96
09/01/2027	4,472,450.00	4,083,450.00	389,000.00	250,667.95
09/01/2028	4,464,918.76	4,076,450.00	388,468.76	241,476.70
09/01/2029	4,457,762.50	4,073,700.00	384,062.50	230,333.63
09/01/2030	4,460,750.00	4,074,700.00	386,050.00	223,336.79
09/01/2031	7,753,250.00	7,078,950.00	674,300.00	374,136.11
09/01/2032	7,754,500.00	7,080,350.00	674,150.00	360,240.07
09/01/2033	7,750,500.00	7,079,400.00	671,100.00	345,337.30
09/01/2034	7,750,750.00	7,080,925.00	669,825.00	331,878.66
09/01/2035	7,754,250.00	7,084,575.00	669,675.00	319,437.74
	87,874,378.25	80,263,262.50	7,611,115.75	4,840,524.68

Savings Summary

PV of savings from cash flow	4,840,524.68
Plus: Refunding funds on hand	4,322.47
Net PV Savings	4,844,847.15

BOND PRICING

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Premium (-Discount)
Serial Bonds:						
	09/01/2015	335,000	3.000%	0.450%	101.060	3,551.00
	09/01/2016	210,000	3.000%	0.900%	102.949	6,192.90
	09/01/2017	220,000	4.000%	1.200%	106.649	14,627.80
	09/01/2018	225,000	4.000%	1.500%	108.295	18,663.75
	09/01/2019	235,000	5.000%	1.900%	113.071	30,716.85
	09/01/2020	250,000	5.000%	2.150%	114.497	36,242.50
	09/01/2021	260,000	5.000%	2.450%	115.054	39,140.40
	09/01/2022	270,000	5.000%	2.660%	115.654	42,265.80
		<u>2,005,000</u>				<u>191,401.00</u>
Insured Serial Bonds:						
	09/01/2023	1,940,000	5.000%	2.750%	116.800	325,920.00
	09/01/2024	2,040,000	5.000%	2.850%	117.644	359,937.60
	09/01/2025	4,100,000	5.000%	3.000%	117.776	728,816.00
	09/01/2026	4,305,000	5.000%	3.100%	116.801 C	723,283.05
	09/01/2027	4,520,000	5.000%	3.200%	115.835 C	715,742.00
	09/01/2028	4,745,000	5.000%	3.300%	114.879 C	706,008.55
	09/01/2029	4,980,000	5.000%	3.350%	114.405 C	717,369.00
	09/01/2030	5,235,000	5.000%	3.400%	113.933 C	729,392.55
		<u>31,865,000</u>				<u>5,006,468.75</u>
Insured Term Bond:						
	09/01/2035	31,970,000	3.500%	3.850%	95.080	(1,572,924.00)
		<u>65,840,000</u>				<u>3,624,945.75</u>

Dated Date	04/01/2015	
Delivery Date	04/01/2015	
First Coupon	09/01/2015	
Par Amount	65,840,000.00	
Premium	3,624,945.75	
Production	69,464,945.75	105.505689%
Underwriter's Discount	(362,120.00)	(0.550000%)
Purchase Price	69,102,825.75	104.955689%
Accrued Interest		
Net Proceeds	69,102,825.75	

Note: Rates as of December 10 with 20 bp contingency

BOND DEBT SERVICE

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Principal	Coupon	Interest	Debt Service
09/01/2015	335,000	3.000%	1,165,458.33	1,500,458.33
09/01/2016	210,000	3.000%	2,787,050.00	2,997,050.00
09/01/2017	220,000	4.000%	2,780,750.00	3,000,750.00
09/01/2018	225,000	4.000%	2,771,950.00	2,996,950.00
09/01/2019	235,000	5.000%	2,762,950.00	2,997,950.00
09/01/2020	250,000	5.000%	2,751,200.00	3,001,200.00
09/01/2021	260,000	5.000%	2,738,700.00	2,998,700.00
09/01/2022	270,000	5.000%	2,725,700.00	2,995,700.00
09/01/2023	1,940,000	5.000%	2,712,200.00	4,652,200.00
09/01/2024	2,040,000	5.000%	2,615,200.00	4,655,200.00
09/01/2025	4,100,000	5.000%	2,513,200.00	6,613,200.00
09/01/2026	4,305,000	5.000%	2,308,200.00	6,613,200.00
09/01/2027	4,520,000	5.000%	2,092,950.00	6,612,950.00
09/01/2028	4,745,000	5.000%	1,866,950.00	6,611,950.00
09/01/2029	4,980,000	5.000%	1,629,700.00	6,609,700.00
09/01/2030	5,235,000	5.000%	1,380,700.00	6,615,700.00
09/01/2031	5,960,000	3.500%	1,118,950.00	7,078,950.00
09/01/2032	6,170,000	3.500%	910,350.00	7,080,350.00
09/01/2033	6,385,000	3.500%	694,400.00	7,079,400.00
09/01/2034	6,610,000	3.500%	470,925.00	7,080,925.00
09/01/2035	6,845,000	3.500%	239,575.00	7,084,575.00
	65,840,000		41,037,058.33	106,877,058.33

Note: Rates as of December 10 with 20 bp contingency

SUMMARY OF BONDS REFUNDED

Santa Cruz County Redevelopment Successor Agency
Allocated to 2000 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

2000 Series A Bonds

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
Tax Allocation Bonds, 2000 Series A:					
TERM1	09/01/2025	5.250%	6,805,000.00	09/01/2015	100.000
TERM2	09/01/2027	5.250%	5,185,000.00	09/01/2015	100.000
TERM3	09/01/2030	5.375%	8,900,000.00	09/01/2015	100.000
			20,890,000.00		

SUMMARY OF BONDS REFUNDED

Santa Cruz County Redevelopment Successor Agency
Allocated to 2005 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

2005 Series A Bonds

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
2005 Tax Allocation Bonds, Series A:					
SERIAL	09/01/2025	4.500%	2,140,000.00	09/01/2015	100.000
	09/01/2026	4.625%	2,225,000.00	09/01/2015	100.000
	09/01/2027	4.625%	2,325,000.00	09/01/2015	100.000
TERM	09/01/2029	4.625%	4,955,000.00	09/01/2015	100.000
TERM01	09/01/2032	5.000%	15,105,000.00	09/01/2015	100.000
TERM02	09/01/2035	5.000%	21,110,000.00	09/01/2015	100.000
			47,860,000.00		

ESCROW REQUIREMENTS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2000 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Interest	Principal Redeemed	Total
09/01/2015	553,925.00	20,890,000.00	21,443,925.00
	553,925.00	20,890,000.00	21,443,925.00

ESCROW REQUIREMENTS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2005 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Interest	Principal Redeemed	Total
09/01/2015	1,173,328.13	47,860,000.00	49,033,328.13
	1,173,328.13	47,860,000.00	49,033,328.13

BEFORE THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY
OVERSIGHT BOARD

RESOLUTION NO. _____

On the motion of _____ duly seconded by _____ the following resolution is adopted:

RESOLUTION APPROVING THE ISSUANCE AND SALE OF
TAXABLE TAX ALLOCATION REFUNDING BONDS, 2015
SERIES B BY THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY AND
APPROVING CERTAIN OTHER ACTIONS IN CONNECTION
THEREWITH

WHEREAS, the County of Santa Cruz 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 a redevelopment project known and designated as the Live Oak/Soquel Community Improvement Project Area (the "Redevelopment Project") has been adopted and approved by Ordinance No. 3836 of the Board of Supervisors (the "Board") of the County of Santa Cruz (the "County"), and all requirements of the Law for and precedent to the adoption and approval of the Redevelopment Project have been duly complied with; and

WHEREAS, the Prior Agency has previously issued its Taxable Housing Tax Allocation Bonds 2005 Series B (the "Prior Bonds"); 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 (the "Refunding Law") for the purpose of achieving debt service savings within the parameters set forth in Section 34177.5(a)(1) (the "Savings Parameters"); and

WHEREAS, the Successor Agency has determined that, based on current conditions in the municipal bond market, it will achieve debt service savings in compliance with the Savings Parameters as evidenced by the analysis prepared by its Financial Advisor, Harrell & Company Advisors, describing potential savings that will accrue to the Successor Agency and to applicable taxing entities as a result of the refunding of the Prior Bonds (the "Debt Service Savings Analysis"); and

WHEREAS, the Successor Agency proposes to achieve the potential debt service savings evidenced by the Debt Service Savings Analysis by the issuance of its Santa Cruz County Redevelopment Successor Taxable Tax Allocation Refunding Bonds, 2015 Series B (the "Refunding Bonds") pursuant to the Law, the Refunding Law and the form of Indenture of Trust, dated as of March 1, 2015, by and between the Successor Agency and The Bank of New York

Mellon Trust Company, N.A., as trustee (the "Indenture") on file with the Clerk of the Board; and

WHEREAS, pursuant to Section 34179, this Oversight Board has been established for the Successor Agency and the Successor Agency by its resolution adopted January 13, 2015, (the "Successor Agency Resolution") requested that the Oversight Board pursuant to §34177.5(f) direct the Successor Agency to undertake such refunding proceedings by the issuance of the Refunding Bonds, it being understood that such direction by the Oversight Board will enable the Successor Agency to recover its related costs in connection with the refunding proceedings, as authorized by Section 34177.5(f); and

WHEREAS, in the Successor Agency Resolution, the Successor Agency approved the issuance of the Refunding Bonds and authorized the execution and delivery of the Indenture, subject to the conditions set forth in the Successor Agency Resolution; and

WHEREAS, in the Successor Agency Resolution, the Successor Agency also requested that this Oversight Board approve the issuance of the Refunding Bonds pursuant to the Successor Agency Resolution and the Indenture and that this 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, following approval by the Oversight Board of the issuance of the Refunding Bonds by the Successor Agency and upon approval by the California Department of Finance of such approval by the Oversight Board, the Successor Agency will, with the assistance of its Disclosure Counsel and its Financial Advisor, cause to be prepared a form of Official Statement describing the Refunding Bonds and containing material information relating to the Refunding Bonds, the preliminary form of which will be submitted to the Successor Agency for approval for distribution by the underwriter of the Refunding Bonds to persons and institutions interested in purchasing the Refunding Bonds; and

WHEREAS, the Successor Agency will select an underwriter to sell the Refunding Bonds, will approve a purchase contract with such underwriter and will authorize and direct its officers and staff to implement the sale and delivery of the Refunding Bonds to such underwriter; and

WHEREAS, this Oversight Board has completed its review of the refunding proceedings and the Debt Service Savings Analysis and wishes at this time to give its approval to the issuance of the Refunding Bonds by the Successor Agency.

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

Section 1. Determination of Savings. This Oversight Board 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 the Prior Bonds, all as evidenced by

the Debt Service Savings Analysis on file with the Clerk of the Board of the Oversight Board, which Debt Service Savings Analysis is hereby approved.

Section 2. Direction to Refund. The Oversight Board hereby directs the Successor Agency to undertake the refunding proceedings pursuant to Section 34177.5(a)(1) for the issuance, sale and delivery of the Refunding Bonds, as requested in the Successor Agency Resolution on file with the Secretary of the Oversight Board.

Section 3. Approval of Issuance of the Refunding Bonds. As authorized by Section 34177.5(f) and Section 34180, this Oversight Board hereby approves the issuance by the Successor Agency of the Refunding Bonds pursuant to Section 34177.5(a)(1) and under applicable provisions of the Law and the Refunding Law and as provided in the Successor Agency Resolution and the Indenture in the aggregate principal amount of not to exceed \$20,000,000, provided that the principal and interest payable with respect to the Refunding Bonds complies in all respects with the requirements of the Savings Parameters, as shall be certified to by the Financial Advisor upon delivery of the Refunding Bonds.

Section 4. Determinations by the Oversight Board. As requested by the Successor Agency in the Successor Agency Resolution, the Oversight Board makes the following determinations upon which the Successor Agency shall rely in undertaking the refunding proceedings and the issuance of the Refunding Bonds:

(a) The Successor Agency is authorized, as provided in Section 34177.5(f), 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 County of Santa Cruz 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 the Prior Bonds, as well as to the payment by the Successor Agency of all costs of issuance of the Refunding Bonds, as provided in Section 34177.5(a), shall be implemented by the Successor Agency promptly upon sale and delivery of the Refunding Bonds, and, notwithstanding Section 34177.3 or any other provision of law to the contrary, no further approval of the Oversight Board, the California Department of Finance, the Santa Cruz County Auditor-Controller or any other person or entity other than the Successor Agency shall be required;

(c) The Successor Agency shall be entitled to receive its full Administrative Cost Allowance under Section 34181(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 from such property

tax revenues pursuant to Section 34183 without reduction in its Administrative Cost Allowance.

Section 6. Effective Date. Pursuant to Section 34179(h), all actions taken by this Oversight Board may be reviewed by the California Department of Finance and, therefore, this Resolution shall be effective five (5) business days after notice to the Department of Finance unless the Department of Finance requests a review of the actions taken in this Resolution, in which case this Resolution will be effective upon approval by the Department of Finance after such review.


PASSED, APPROVED AND ADOPTED this 20th day of January, 2015.

Chairperson of the Santa Cruz County
Redevelopment Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

APPROVED AS TO FORM:



Bond Counsel

Distribution:

- Auditor-Controller
- CAO
- County Counsel
- Successor Agency
- State Department of Finance

SOURCES AND USES OF FUNDS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Sources:

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Bond Proceeds:	
Par Amount	19,595,000.00
<hr/>	
	19,595,000.00
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Uses:

<hr/>	
Refunding Escrow Deposits:	
Cash Deposit	0.76
SLGS Purchases	19,129,723.00
	<hr/>
	19,129,723.76

Delivery Date Expenses:

Cost of Issuance	128,347.25
Underwriter's Discount	107,772.50
Bond Insurance	153,492.99
Surety Bond	72,264.23
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	461,876.97

Other Uses of Funds:

Rounding Amount	3,399.27
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	19,595,000.00
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Note: Rates as of December 10, 2014 plus 20 bp Contingency

SUMMARY OF REFUNDING RESULTS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Dated Date	04/01/2015
Delivery Date	04/01/2015
Arbitrage yield	4.939329%
Escrow yield	0.040132%
Value of Negative Arbitrage	381,855.89
Bond Par Amount	19,595,000.00
True Interest Cost	4.877224%
Net Interest Cost	4.895897%
Average Coupon	4.857082%
Average Life	14.170
Par amount of refunded bonds	18,610,000.00
Average coupon of refunded bonds	5.643282%
Average life of refunded bonds	14.704
PV of prior debt to 04/01/2015 @ 4.939329%	20,000,008.25
Net PV Savings	634,164.74
Percentage savings of refunded bonds	3.407656%
Percentage savings of refunding bonds	3.236360%

Note: Rates as of December 10, 2014 plus 20 bp Contingency

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 4.9393290%
09/01/2015	827,922.50	801,091.88	26,830.62	26,290.65
09/01/2016	1,355,595.00	1,314,444.50	41,150.50	40,201.52
09/01/2017	1,357,720.00	1,317,668.50	40,051.50	37,188.48
09/01/2018	1,353,745.00	1,313,623.50	40,121.50	35,372.95
09/01/2019	1,358,945.00	1,317,112.00	41,833.00	34,985.62
09/01/2020	1,357,770.00	1,313,576.00	44,194.00	35,059.76
09/01/2021	1,355,495.00	1,313,600.00	41,895.00	31,643.25
09/01/2022	1,101,695.00	1,066,176.00	35,519.00	25,641.49
09/01/2023	1,145,775.00	1,111,291.50	34,483.50	23,725.17
09/01/2024	1,141,775.00	1,108,715.50	33,059.50	21,684.80
09/01/2025	1,552,215.00	1,505,086.50	47,128.50	29,108.27
09/01/2026	1,563,855.00	1,515,084.50	48,770.50	28,639.02
09/01/2027	1,562,327.50	1,512,954.00	49,373.50	27,574.55
09/01/2028	1,563,540.00	1,514,168.00	49,372.00	26,228.52
09/01/2029	1,557,210.00	1,508,490.00	48,720.00	24,622.27
09/01/2030	1,563,620.00	1,516,156.50	47,463.50	22,821.09
09/01/2031	2,486,922.50	2,408,623.00	78,299.50	35,552.58
09/01/2032	2,485,137.50	2,408,807.50	76,330.00	32,954.36
09/01/2033	2,482,420.00	2,404,213.50	78,206.50	32,083.02
09/01/2034	2,483,487.50	2,404,841.00	78,646.50	30,656.06
09/01/2035	2,482,775.00	2,405,187.00	77,588.00	28,732.04
	34,139,947.50	33,080,910.88	1,059,036.62	630,765.47

Savings Summary

PV of savings from cash flow	630,765.47
Plus: Refunding funds on hand	3,399.27
Net PV Savings	634,164.74

Note: Rates as of December 10, 2014 plus 20 bp Contingency

BOND PRICING

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Bond Component	Maturity Date	Amount	Rate	Yield	Price
Serial Bonds:					
	09/01/2015	435,000	0.960%	0.960%	100.000
	09/01/2016	440,000	1.540%	1.540%	100.000
	09/01/2017	450,000	2.010%	2.010%	100.000
	09/01/2018	455,000	2.530%	2.530%	100.000
	09/01/2019	470,000	2.880%	2.880%	100.000
		<u>2,250,000</u>			
Insured Serial Bonds:					
	09/01/2020	480,000	3.120%	3.120%	100.000
	09/01/2021	495,000	3.520%	3.520%	100.000
	09/01/2022	265,000	3.730%	3.730%	100.000
	09/01/2023	320,000	3.930%	3.930%	100.000
	09/01/2024	330,000	4.130%	4.130%	100.000
		<u>1,890,000</u>			
Insured 2030 Term Bond:					
	09/01/2029	4,100,000	4.730%	4.730%	100.000
Insured 2035 Term Bond:					
	09/01/2035	11,355,000	5.030%	5.030%	100.000
		<u>19,595,000</u>			

Dated Date	04/01/2015	
Delivery Date	04/01/2015	
First Coupon	09/01/2015	
Par Amount	19,595,000.00	
Original Issue Discount		
Production	19,595,000.00	100.000000%
Underwriter's Discount	(107,772.50)	(0.550000%)
Purchase Price	19,487,227.50	99.450000%
Accrued Interest		
Net Proceeds	<u>19,487,227.50</u>	

Note: Rates as of December 10, 2014 plus 20 bp Contingency

BOND DEBT SERVICE

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Principal	Coupon	Interest	Debt Service
09/01/2015	435,000	0.960%	366,091.88	801,091.88
09/01/2016	440,000	1.540%	874,444.50	1,314,444.50
09/01/2017	450,000	2.010%	867,668.50	1,317,668.50
09/01/2018	455,000	2.530%	858,623.50	1,313,623.50
09/01/2019	470,000	2.880%	847,112.00	1,317,112.00
09/01/2020	480,000	3.120%	833,576.00	1,313,576.00
09/01/2021	495,000	3.520%	818,600.00	1,313,600.00
09/01/2022	265,000	3.730%	801,176.00	1,066,176.00
09/01/2023	320,000	3.930%	791,291.50	1,111,291.50
09/01/2024	330,000	4.130%	778,715.50	1,108,715.50
09/01/2025	740,000	4.730%	765,086.50	1,505,086.50
09/01/2026	785,000	4.730%	730,084.50	1,515,084.50
09/01/2027	820,000	4.730%	692,954.00	1,512,954.00
09/01/2028	860,000	4.730%	654,168.00	1,514,168.00
09/01/2029	895,000	4.730%	613,490.00	1,508,490.00
09/01/2030	945,000	5.030%	571,156.50	1,516,156.50
09/01/2031	1,885,000	5.030%	523,623.00	2,408,623.00
09/01/2032	1,980,000	5.030%	428,807.50	2,408,807.50
09/01/2033	2,075,000	5.030%	329,213.50	2,404,213.50
09/01/2034	2,180,000	5.030%	224,841.00	2,404,841.00
09/01/2035	2,290,000	5.030%	115,187.00	2,405,187.00
	19,595,000		13,485,910.88	33,080,910.88

Note: Rates as of December 10, 2014 plus 20 bp Contingency

ESCROW REQUIREMENTS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Principal	Interest	Principal Redeemed	Total
09/01/2015	305,000.00	522,922.50	18,305,000.00	19,132,922.50
	305,000.00	522,922.50	18,305,000.00	19,132,922.50

Note: Rates as of December 10, 2014 plus 20 bp Contingency

SUMMARY OF BONDS REFUNDED

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
2005 Taxable Housing Tax Alloc. Bonds, Series B:					
TERM15	09/01/2015	5.000%	305,000.00		
TERM	09/01/2020	5.500%	1,820,000.00	09/01/2015	100.000
TERM01	09/01/2025	5.600%	1,815,000.00	09/01/2015	100.000
TERM02	09/01/2035	5.650%	14,670,000.00	09/01/2015	100.000
			18,610,000.00		

Note: Rates as of December 10, 2014 plus 20 bp Contingency



County of Santa Cruz

COUNTY ADMINISTRATIVE OFFICE

701 OCEAN STREET, SUITE 520, SANTA CRUZ, CA 95060-4073

(831) 454-2100 FAX: (831) 454-3420 TDD: (831) 454-2123

SUSAN MAURIELLO, J.D., COUNTY ADMINISTRATIVE OFFICER

January 2, 2015

AGENDA: January 13, 2015

BOARD OF SUPERVISORS
Santa Cruz County Redevelopment Successor Agency
701 Ocean Street
Santa Cruz, California 95060

AUTHORIZE ISSUANCE AND SALE OF TAX ALLOCATION REFUNDING BONDS BY THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY

Dear Members of the Board:

The attached resolutions authorize the issuance of Tax Allocation Refunding Bonds in two series, in an amount not to exceed \$70 million of tax-exempt bonds and \$20 million of taxable bonds by the Santa Cruz County Redevelopment Successor Agency (Successor Agency) to reduce debt service on 3 series of outstanding tax allocation bonds issued by the former Redevelopment Agency, with the debt service savings to be shared among the affected taxing agencies.

Background

Prior to dissolution under AB x1 26 and AB 1484 (the RDA Dissolution Act), the Santa Cruz County Redevelopment Agency (former Agency) issued tax allocation bonds for a variety of redevelopment purposes. While the former Agency no longer exists, the Successor Agency is responsible to fund bond debt service until all bonds are repaid.

The RDA Dissolution Act authorizes refinancing of the former Agency debt. Specifically, California Redevelopment Law (CRL) authorizes the Successor Agency to refinance outstanding bonds and other obligations of the former Agency, subject to the conditions contained in CRL §34177.5, which primarily relate to demonstrable debt service savings and no extension of maturity. The Successor Agency refinanced several series of outstanding bonds of the former Agency in January 2014. As a result, the Successor Agency saved approximately \$5.5 million in debt service over the next 10 years. These savings are allocated between all taxing agencies. The County will receive approximately 17.5% of the savings (\$962,500) and the other taxing agencies will share the remaining 82.5% (\$4,537,500).

Authorizing Resolutions

In order to authorize the issuance of the refunding bonds, your Board, acting as the Santa Cruz County Redevelopment Successor Agency, and elsewhere on today's agenda as the County of Santa Cruz, are being presented with resolutions for consideration.

The Successor Agency resolutions authorize sale of a principal amount tax-exempt refunding bonds not-to-exceed \$70 million and taxable refunding bonds not-to-exceed \$20 million. The Successor Agency resolutions also approve the form of an Indenture of Trust between the Successor Agency and The Bank of New York Mellon Trust Company (BNY), as Trustee for each series of bonds and an Escrow Deposit and Trust Agreement among the Successor Agency and BNY, as Escrow Bank relating to each series of the Refunded Bonds.

The County resolution authorizes the incurrence of debt by the Successor Agency. It also affirms the existing subordination that is in place with respect to the bonds being refunded relating to the County's agreement to subordinate receipt of its share of tax increment under Section 33676 of the CRL to debt service on all the Successor Agency Bonds and all former Agency bonds.

The subsequent Oversight Board resolution to approve the action taken by the Successor Agency Board will be placed on the January 20, 2015 Oversight Board agenda.

Resolutions approving the distribution of the preliminary official statement will be presented to your Board at a subsequent date, closer to the DOF approval of the financing. At that time, an update of the debt service savings information will be presented.

Recommendation

It is RECOMMENDED that your Board acting as the Board of Supervisors of the Santa Cruz County Redevelopment Successor Agency, adopt the attached resolutions.

Very truly yours,



Susan A. Mauriello
County Administrative Officer

Attachments

cc: Auditor-Controller
County Counsel
Successor Agency
Rutan & Tucker
Harrell & Company Advisors
Quint & Thimmig

RESOLUTION NO. _____

On Motion of Supervisor _____, duly seconded by Supervisor _____

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY AUTHORIZING THE ISSUANCE OF TAXABLE TAX ALLOCATION REFUNDING BONDS, 2015 SERIES B TO REFUND BONDS OF THE FORMER SANTA CRUZ COUNTY REDEVELOPMENT AGENCY, AND APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST AND ESCROW AGREEMENTS AND PROVIDING OTHER MATTERS RELATING TO THE ISSUANCE OF THE REFUNDING BONDS

WHEREAS, the Santa Cruz County 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 Santa Cruz County Redevelopment Agency included the power to issue Bonds for any of its corporate purposes; and

WHEREAS, a Redevelopment Plan for a redevelopment project known and designated as the Live Oak/Soquel Community Improvement Project Area (the "Redevelopment Project") has been adopted and approved by Ordinance No. 3836 of the Board of Supervisors (the "Board") of the County of Santa Cruz (the "County"), and all requirements of the Law for and precedent to the adoption and approval of the Redevelopment Project have been duly complied with; and

WHEREAS, the Prior Agency has previously issued its Taxable Housing Tax Allocation Bonds 2005 Series B (the "Prior Bonds"); and

WHEREAS, on June 28, 2011, the California Legislature adopted ABx1 26 (the "Dissolution Act"); and

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

WHEREAS, on January 10, 2012, the Board adopted Resolution No. 5-2012 declaring itself as the successor agency to the Prior Agency (the "Successor Agency") upon the dissolution of the Prior Agency;

WHEREAS, the powers, assets, duties and obligations of the Prior Agency were transferred on February 1, 2012 to the Successor Agency; and

WHEREAS, on or about June 27, 2012, the California Legislature adopted AB 1484 as a trailer bill in connection with the 2012-13 California budget; and

WHEREAS, AB 1484 added various provisions to the Law, including section 34177.5(a)(1) thereof which specifically authorizes the issuance of refunding bonds by the Successor Agency in certain circumstances to refund bonds and indebtedness of the Prior Agency; and

WHEREAS, the Successor Agency has now determined that, due to prevailing financial market conditions, it is in the best interests of the Successor Agency at this time to refinance low and moderate income activities within and for the benefit to the Redevelopment Project by means of the refunding of the Prior Bonds; and

WHEREAS, Section 34177.5(a)(1) authorizes the Successor Agency to undertake proceedings for the refunding of outstanding bonds and other obligations of the Prior Agency in order to achieve debt service savings within the parameters set forth in Section 34177.5(a)(1) (the "Savings Parameters"), and to issue bonds for such purpose pursuant to Article 11 (commencing with Section 53580) of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code (the "Refunding Law"); and

WHEREAS, the Successor Agency desires to issue its Taxable Tax Allocation Refunding Bonds, 2015 Series B (the "Refunding Bonds") for the purpose of refunding the Prior Bonds, to fund a debt service reserve account and pay costs of issuance; and

WHEREAS, the Successor Agency has determined, based on current conditions in the municipal bond market, that it will achieve debt service savings in compliance with the Savings Parameters as evidenced by the analysis prepared by its Financial Advisor, Harrell & Company, Advisors, describing potential savings that will accrue to the Successor Agency and to applicable taxing entities as a result of the refunding of the Prior Bonds (the "Debt Service Savings Analysis"); and

WHEREAS, the Successor Agency has determined that the total net interest cost to maturity of the Refunding Bonds plus the principal amount of the Refunding Bonds will not exceed the total net interest cost to maturity of the Prior Bonds plus the principal amount of the Prior Bonds; and

WHEREAS, the financial advisor to the Successor Agency for the Refunding Bonds has had input into the Board letter for this Resolution, which Board letter addresses matters described in Section 34177.5(h) of the Law; and

WHEREAS, the Successor Agency, with the aid of its staff, has reviewed the Indenture and the Escrow Deposit and Trust Agreement relating to the refunding of the Prior Bonds (the "Escrow Agreement") and the Successor Agency wishes to approve the Indenture and the issuance, sale and delivery of the Refunding Bonds and to approve the Escrow Agreement;

WHEREAS, pursuant to Section 34179 of the Law, an oversight board (the "Oversight Board") has been established for the Successor Agency and the Successor Agency has requested that the Oversight Board approve the issuance of the Refunding Bonds by the Successor Agency, as authorized by Section 34177.5(f) of the Law and the Indenture; and

WHEREAS, following approval by the Oversight Board of the issuance of the Refunding Bonds by the Successor Agency to be effective upon approval by the California Department of

Finance of such approval by the Oversight Board, the Successor Agency, with the assistance of its Financial Advisor, will select an underwriter to sell the Refunding Bonds and will cause to be prepared a form of Official Statement describing the Refunding Bonds and containing material information relating to the Refunding Bonds, the preliminary form of which will be submitted to the Successor Agency for approval for distribution by the underwriter of the Refunding Bonds to persons and institutions interested in purchasing the Refunding Bonds; and

WHEREAS, the Successor Agency will approve a purchase contract with the underwriter and will authorize and direct its officers and staff to implement the sale and delivery of the Refunding Bonds to the underwriter pursuant to the purchase contract;

NOW, THEREFORE, THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY DOES HEREBY RESOLVE, ORDER AND DETERMINE 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 the Prior Bonds, all as evidenced by the Debt Service Savings Analysis on file with the Clerk of the Board of the Successor Agency, which Debt Service Savings Analysis is hereby approved.

Section 2. Request for Direction. The Oversight Board is hereby requested to direct the Successor Agency to undertake the refunding proceedings pursuant to Section 34177.5(a)(1) for the issuance, sale and delivery of the Refunding Bonds.

Section 3. Approval of Issuance of the Refunding Bonds. The Successor Agency hereby authorizes and approves the issuance of the Refunding Bonds pursuant to the Refunding Law in the aggregate principal amount of not to exceed \$20,000,000 for the purpose of providing funds to refinance the Prior Bonds in whole or in part. The Successor Agency further authorizes the sale of the Refunding Bonds, provided that the Refunding Bonds shall bear interest at such rates and shall be sold at such a price so as to achieve the Savings Parameters required to be met by Section 34177.5(a)(1).

Section 4. Indenture of Trust. The Successor Agency hereby approves the Indenture prescribing the terms and provisions of the Refunding Bonds and the application of the proceeds of the Refunding Bonds. Each of the Chairperson of the Board of Supervisors, as the presiding officer of the Successor Agency, the County Administrative Officer of the County of Santa Cruz, as the chief administrative officer of the Successor Agency or the Deputy County Administrative Officer of the County of Santa Cruz, as the deputy chief administrative officer of the Successor Agency (each, an "Authorized Officer"), is hereby authorized and directed to execute and deliver, and the Clerk of the Board 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 Clerk of the Board, 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 Indenture. The Successor Agency hereby authorizes the delivery and performance of the Indenture.

Section 5. Escrow Agreement. The Successor Agency hereby approves the Escrow Agreement prescribing the provisions for refunding the Prior Bonds, namely, the 2005B Bonds Escrow Deposit and Trust Agreement. Each Authorized Officer is hereby authorized and directed to execute and deliver, and the Clerk of the Board of the Successor Agency, is hereby authorized and directed to attest to, the Escrow Agreements for and in the name and on behalf of the Successor Agency, in substantially the forms on file with the Clerk of the Board, 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 Escrow Agreement. The Successor Agency hereby authorizes the delivery and performance of the Escrow Agreement.

Section 7. Oversight Board Approval of the Issuance of the Refunding Bonds. The Successor Agency hereby requests that the Oversight Board approve the issuance, sale and delivery of the Refunding Bonds pursuant to this Resolution and the Indenture, as above described.

Section 8. Filing of this Resolution. The Clerk of the Board of the Successor Agency is hereby authorized and directed to file a certified copy of this Resolution with the Oversight Board, together with the Debt Service Savings Analysis, and, as provided in Section 34180(j), with the Santa Cruz County Administrative Officer, the Santa Cruz County Auditor-Controller and the California Department of Finance.

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, sale and delivery of the Refunding Bonds:

(a) The Successor Agency is authorized, as provided in Section 34177.5(f), 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 County of Santa Cruz 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 the Prior Bonds, as well as to the payment by the Successor Agency of all costs of issuance of the Refunding Bonds, as provided in Section 34177.5(a), shall be implemented by the Successor Agency promptly upon sale and delivery of the Refunding Bonds, and, notwithstanding Section 34177.3 or any other provision of law to the contrary, no further approval of the Oversight Board, the California Department of Finance, the Santa Cruz County Auditor-Controller or any other person or entity other than the Successor Agency shall be required; and

(c) The Successor Agency shall be entitled to receive its full Administrative Cost Allowance under Section 34181(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 from such property tax revenues pursuant to Section 34183 without reduction in its Administrative Cost Allowance.

Section 10. Appointments. The appointments of Harrell & Company Advisors, LLC as Financial Advisor, Rutan & Tucker LLP, as bond counsel, and Quint & Thimmig LLP, as disclosure counsel, are hereby confirmed to act on behalf of the Successor Agency in the presentation of this Resolution and the Debt Service Savings Analysis to the Oversight Board and for purposes of the proceedings for the issuance, sale and delivery of the Refunding Bonds.

Section 11. Official Actions. 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 obtaining the requested approvals by the Oversight Board and the California Department of Finance and to implement the sale and delivery of the Refunding Bonds to the Underwriter. 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 12. Effective Date. This Resolution shall take effect from and after its passage and adoption.

IN WITNESS WHEREOF, this Resolution is adopted and approved the 13th day of January, 2015.

Ayes:

Noes:

Absent:


Chairperson of the Santa Cruz County
Redevelopment Successor Agency

(SEAL)

ATTEST:

Clerk of the Board of the Santa Cruz County
Redevelopment Successor Agency

APPROVED AS TO FORM:



Bond Counsel

SOURCES AND USES OF FUNDS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Sources:

Bond Proceeds:	
Par Amount	19,595,000.00
	19,595,000.00

Uses:

Refunding Escrow Deposits:	
Cash Deposit	0.76
SLGS Purchases	19,129,723.00
	19,129,723.76
Delivery Date Expenses:	
Cost of Issuance	128,347.25
Underwriter's Discount	107,772.50
Bond Insurance	153,492.99
Surety Bond	72,264.23
	461,876.97
Other Uses of Funds:	
Rounding Amount	3,399.27
	19,595,000.00

Note: Rates as of December 10, 2014 plus 20 bp Contingency

SUMMARY OF REFUNDING RESULTS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Dated Date	04/01/2015
Delivery Date	04/01/2015
Arbitrage yield	4.939329%
Escrow yield	0.040132%
Value of Negative Arbitrage	381,855.89
Bond Par Amount	19,595,000.00
True Interest Cost	4.877224%
Net Interest Cost	4.895897%
Average Coupon	4.857082%
Average Life	14.170
Par amount of refunded bonds	18,610,000.00
Average coupon of refunded bonds	5.643282%
Average life of refunded bonds	14.704
PV of prior debt to 04/01/2015 @ 4.939329%	20,000,008.25
Net PV Savings	634,164.74
Percentage savings of refunded bonds	3.407656%
Percentage savings of refunding bonds	3.236360%

Note: Rates as of December 10, 2014 plus 20 bp Contingency

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 4.9393290%
09/01/2015	827,922.50	801,091.88	26,830.62	26,290.65
09/01/2016	1,355,595.00	1,314,444.50	41,150.50	40,201.52
09/01/2017	1,357,720.00	1,317,668.50	40,051.50	37,188.48
09/01/2018	1,353,745.00	1,313,623.50	40,121.50	35,372.95
09/01/2019	1,358,945.00	1,317,112.00	41,833.00	34,985.62
09/01/2020	1,357,770.00	1,313,576.00	44,194.00	35,059.76
09/01/2021	1,355,495.00	1,313,600.00	41,895.00	31,643.25
09/01/2022	1,101,695.00	1,066,176.00	35,519.00	25,641.49
09/01/2023	1,145,775.00	1,111,291.50	34,483.50	23,725.17
09/01/2024	1,141,775.00	1,108,715.50	33,059.50	21,684.80
09/01/2025	1,552,215.00	1,505,086.50	47,128.50	29,108.27
09/01/2026	1,563,855.00	1,515,084.50	48,770.50	28,639.02
09/01/2027	1,562,327.50	1,512,954.00	49,373.50	27,574.55
09/01/2028	1,563,540.00	1,514,168.00	49,372.00	26,228.52
09/01/2029	1,557,210.00	1,508,490.00	48,720.00	24,622.27
09/01/2030	1,563,620.00	1,516,156.50	47,463.50	22,821.09
09/01/2031	2,486,922.50	2,408,623.00	78,299.50	35,552.58
09/01/2032	2,485,137.50	2,408,807.50	76,330.00	32,954.36
09/01/2033	2,482,420.00	2,404,213.50	78,206.50	32,083.02
09/01/2034	2,483,487.50	2,404,841.00	78,646.50	30,656.06
09/01/2035	2,482,775.00	2,405,187.00	77,588.00	28,732.04
	34,139,947.50	33,080,910.88	1,059,036.62	630,765.47

Savings Summary

PV of savings from cash flow	630,765.47
Plus: Refunding funds on hand	3,399.27
Net PV Savings	634,164.74

Note: Rates as of December 10, 2014 plus 20 bp Contingency

BOND PRICING

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Bond Component	Maturity Date	Amount	Rate	Yield	Price
Serial Bonds:					
	09/01/2015	435,000	0.960%	0.960%	100.000
	09/01/2016	440,000	1.540%	1.540%	100.000
	09/01/2017	450,000	2.010%	2.010%	100.000
	09/01/2018	455,000	2.530%	2.530%	100.000
	09/01/2019	470,000	2.880%	2.880%	100.000
		<u>2,250,000</u>			
Insured Serial Bonds:					
	09/01/2020	480,000	3.120%	3.120%	100.000
	09/01/2021	495,000	3.520%	3.520%	100.000
	09/01/2022	265,000	3.730%	3.730%	100.000
	09/01/2023	320,000	3.930%	3.930%	100.000
	09/01/2024	330,000	4.130%	4.130%	100.000
		<u>1,890,000</u>			
Insured 2030 Term Bond:					
	09/01/2029	4,100,000	4.730%	4.730%	100.000
Insured 2035 Term Bond:					
	09/01/2035	11,355,000	5.030%	5.030%	100.000
		<u>19,595,000</u>			

Dated Date	04/01/2015	
Delivery Date	04/01/2015	
First Coupon	09/01/2015	
Par Amount	19,595,000.00	
Original Issue Discount		
Production	19,595,000.00	100.000000%
Underwriter's Discount	(107,772.50)	(0.550000%)
Purchase Price	19,487,227.50	99.450000%
Accrued Interest		
Net Proceeds	19,487,227.50	

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BOND DEBT SERVICE

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

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09/01/2022	265,000	3.730%	801,176.00	1,066,176.00
09/01/2023	320,000	3.930%	791,291.50	1,111,291.50
09/01/2024	330,000	4.130%	778,715.50	1,108,715.50
09/01/2025	740,000	4.730%	765,086.50	1,505,086.50
09/01/2026	785,000	4.730%	730,084.50	1,515,084.50
09/01/2027	820,000	4.730%	692,954.00	1,512,954.00
09/01/2028	860,000	4.730%	654,168.00	1,514,168.00
09/01/2029	895,000	4.730%	613,490.00	1,508,490.00
09/01/2030	945,000	5.030%	571,156.50	1,516,156.50
09/01/2031	1,885,000	5.030%	523,623.00	2,408,623.00
09/01/2032	1,980,000	5.030%	428,807.50	2,408,807.50
09/01/2033	2,075,000	5.030%	329,213.50	2,404,213.50
09/01/2034	2,180,000	5.030%	224,841.00	2,404,841.00
09/01/2035	2,290,000	5.030%	115,187.00	2,405,187.00
	19,595,000		13,485,910.88	33,080,910.88

Note: Rates as of December 10, 2014 plus 20 bp Contingency

ESCROW REQUIREMENTS

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Principal	Interest	Principal Redeemed	Total
09/01/2015	305,000.00	522,922.50	18,305,000.00	19,132,922.50
	305,000.00	522,922.50	18,305,000.00	19,132,922.50

Note: Rates as of December 10, 2014 plus 20 bp Contingency

SUMMARY OF BONDS REFUNDED

Santa Cruz County Redevelopment Successor Agency
Taxable Tax Allocation Refunding Bonds, 2015 Series B

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
2005 Taxable Housing Tax Alloc. Bonds, Series B:					
TERM15	09/01/2015	5.000%	305,000.00		
TERM	09/01/2020	5.500%	1,820,000.00	09/01/2015	100.000
TERM01	09/01/2025	5.600%	1,815,000.00	09/01/2015	100.000
TERM02	09/01/2035	5.650%	14,670,000.00	09/01/2015	100.000
			18,610,000.00		

Note: Rates as of December 10, 2014 plus 20 bp Contingency

Prepared by Harrell & Company Advisors

Pa

RESOLUTION NO. _____

On Motion of Supervisor _____, duly seconded by Supervisor _____

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY AUTHORIZING THE ISSUANCE OF TAX ALLOCATION REFUNDING BONDS, 2015 SERIES A TO REFUND BONDS OF THE FORMER SANTA CRUZ COUNTY REDEVELOPMENT AGENCY, AND APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST AND ESCROW AGREEMENTS AND PROVIDING OTHER MATTERS RELATING TO THE ISSUANCE OF THE REFUNDING BONDS

WHEREAS, the Santa Cruz County 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 Santa Cruz County Redevelopment Agency included the power to issue Bonds for any of its corporate purposes; and

WHEREAS, a Redevelopment Plan for a redevelopment project known and designated as the Live Oak/Soquel Community Improvement Project Area (the "Redevelopment Project") has been adopted and approved by Ordinance No. 3836 of the Board of Supervisors (the "Board") of the County of Santa Cruz (the "County"), and all requirements of the Law for and precedent to the adoption and approval of the Redevelopment Project have been duly complied with; and

WHEREAS, the Prior Agency has previously issued its Subordinate Tax Allocation Bonds, 2000 Series A, of which the portion maturing after September 1, 2022 are currently outstanding (the "2000A Bonds"); and

WHEREAS, the Prior Agency has previously issued its Tax Allocation Bonds 2005 Series A ("2005A Bonds") (together with the 2000A Bonds, the "Prior Bonds"); and

WHEREAS, on June 28, 2011, the California Legislature adopted ABx1 26 (the "Dissolution Act"); and

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

WHEREAS, on January 10, 2012, the Board adopted Resolution No. 5-2012 declaring itself as the successor agency to the Prior Agency (the "Successor Agency") upon the dissolution of the Prior Agency;

WHEREAS, the powers, assets, duties and obligations of the Prior Agency were transferred on February 1, 2012 to the Successor Agency; and

WHEREAS, on or about June 27, 2012, the California Legislature adopted AB 1484 as a trailer bill in connection with the 2012-13 California budget; and

WHEREAS, AB 1484 added various provisions to the Law, including section 34177.5(a)(1) thereof which specifically authorizes the issuance of refunding bonds by the Successor Agency in certain circumstances to refund bonds and indebtedness of the Prior Agency; and

WHEREAS, the Successor Agency has now determined that, due to prevailing financial market conditions, it is in the best interests of the Successor Agency at this time to refinance redevelopment activities within and for the benefit to the Redevelopment Project by means of the refunding of the Prior Bonds; and

WHEREAS, Section 34177.5(a)(1) authorizes the Successor Agency to undertake proceedings for the refunding of outstanding bonds and other obligations of the Prior Agency in order to achieve debt service savings within the parameters set forth in Section 34177.5(a)(1) (the "Savings Parameters"), and to issue bonds for such purpose pursuant to Article 11 (commencing with Section 53580) of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code (the "Refunding Law"); and

WHEREAS, the Successor Agency desires to issue its Tax Allocation Refunding Bonds, 2015 Series A (the "Refunding Bonds") for the purpose of refunding the Prior Bonds, to fund a debt service reserve account and pay costs of issuance; and

WHEREAS, the Successor Agency has determined, based on current conditions in the municipal bond market, that it will achieve debt service savings in compliance with the Savings Parameters as evidenced by the analysis prepared by its Financial Advisor, Harrell & Company, Advisors, describing potential savings that will accrue to the Successor Agency and to applicable taxing entities as a result of the refunding of the Prior Bonds (the "Debt Service Savings Analysis"); and

WHEREAS, the Successor Agency has determined that the total net interest cost to maturity of the Refunding Bonds plus the principal amount of the Refunding Bonds will not exceed the total net interest cost to maturity of the Prior Bonds plus the principal amount of the Prior Bonds; and

WHEREAS, the financial advisor to the Successor Agency for the Refunding Bonds has had input into the Board letter for this Resolution, which Board letter addresses matters described in Section 34177.5(h) of the Law; and

WHEREAS, the Successor Agency, with the aid of its staff, has reviewed the Indenture and the two separate Escrow Deposit and Trust Agreements relating to the refunding of the Prior Bonds (the "Escrow Agreements") and the Successor Agency wishes to approve the Indenture and the issuance, sale and delivery of the Refunding Bonds and to approve the Escrow Agreements;

WHEREAS, pursuant to Section 34179 of the Law, an oversight board (the "Oversight Board") has been established for the Successor Agency and the Successor Agency has requested

that the Oversight Board approve the issuance of the Refunding Bonds by the Successor Agency, as authorized by Section 34177.5(f) of the Law and the Indenture; and

WHEREAS, following approval by the Oversight Board of the issuance of the Refunding Bonds by the Successor Agency to be effective upon approval by the California Department of Finance of such approval by the Oversight Board, the Successor Agency, with the assistance of its Financial Advisor, will select an underwriter to sell the Refunding Bonds and will cause to be prepared a form of Official Statement describing the Refunding Bonds and containing material information relating to the Refunding Bonds, the preliminary form of which will be submitted to the Successor Agency for approval for distribution by the underwriter of the Refunding Bonds to persons and institutions interested in purchasing the Refunding Bonds; and

WHEREAS, the Successor Agency will approve a purchase contract with the underwriter and will authorize and direct its officers and staff to implement the sale and delivery of the Refunding Bonds to the underwriter pursuant to the purchase contract;

NOW, THEREFORE, THE SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY DOES HEREBY RESOLVE, ORDER AND DETERMINE 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 the Prior Bonds, all as evidenced by the Debt Service Savings Analysis on file with the Clerk of the Board of the Successor Agency, which Debt Service Savings Analysis is hereby approved.

Section 2. Request for Direction. The Oversight Board is hereby requested to direct the Successor Agency to undertake the refunding proceedings pursuant to Section 34177.5(a)(1) for the issuance, sale and delivery of the Refunding Bonds.

Section 3. Approval of Issuance of the Refunding Bonds. The Successor Agency hereby authorizes and approves the issuance of the Refunding Bonds pursuant to the Refunding Law in the aggregate principal amount of not to exceed \$70,000,000 for the purpose of providing funds to refinance the Prior Bonds in whole or in part. The Successor Agency further authorizes the sale of the Refunding Bonds, provided that the Refunding Bonds shall bear interest at such rates and shall be sold at such a price so as to achieve the Savings Parameters required to be met by Section 34177.5(a)(1).

Section 4. Indenture of Trust. The Successor Agency hereby approves the Indenture prescribing the terms and provisions of the Refunding Bonds and the application of the proceeds of the Refunding Bonds. Each of the Chairperson of the Board of Supervisors, as the presiding officer of the Successor Agency, the County Administrative Officer of the County of Santa Cruz, as the chief administrative officer of the Successor Agency or the Deputy County Administrative Officer of the County of Santa Cruz, as the deputy chief administrative officer of the Successor Agency (each, an "Authorized Officer"), is hereby authorized and directed to execute and deliver, and the Clerk of the Board 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 Clerk of the Board, 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 Indenture. The Successor Agency hereby authorizes the delivery and performance of the Indenture.

Section 5. Issuance in Separate Series. The Refunding Bonds may be issued as a single issue, or from time to time in separate series, as the Successor Agency shall determine. The approval of the issuance of the Refunding Bonds by the Successor Agency and by the Oversight Board shall constitute the approval of each and every separate series of Refunding Bonds, without the need for any further approval from the Oversight Board, provided that each such separate series of Refunding Bonds complies with the Saving Parameters required to be met by Section 34177.5(a)(1).

Section 6. Escrow Agreements. The Successor Agency hereby approves the Escrow Agreements prescribing the provisions for refunding the Prior Bonds, namely, the 2000A Bonds Escrow Deposit and Trust Agreement and the 2005A Bonds Escrow Deposit and Trust Agreement. Each Authorized Officer is hereby authorized and directed to execute and deliver, and the Clerk of the Board of the Successor Agency, is hereby authorized and directed to attest to, the Escrow Agreements for and in the name and on behalf of the Successor Agency, in substantially the forms on file with the Clerk of the Board, 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 Escrow Agreements. The Successor Agency hereby authorizes the delivery and performance of the Escrow Agreements.

Section 7. Oversight Board Approval of the Issuance of the Refunding Bonds. The Successor Agency hereby requests that the Oversight Board approve the issuance, sale and delivery of the Refunding Bonds pursuant to this Resolution and the Indenture, as above described.

Section 8. Filing of this Resolution. The Clerk of the Board of the Successor Agency is hereby authorized and directed to file a certified copy of this Resolution with the Oversight Board, together with the Debt Service Savings Analysis, and, as provided in Section 34180(j), with the Santa Cruz County Administrative Officer, the Santa Cruz County Auditor-Controller and the California Department of Finance.

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, sale and delivery of the Refunding Bonds:

(a) The Successor Agency is authorized, as provided in Section 34177.5(f), 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 County of Santa Cruz 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 the Prior Bonds, as well as to the payment by

the Successor Agency of all costs of issuance of the Refunding Bonds, as provided in Section 34177.5(a), shall be implemented by the Successor Agency promptly upon sale and delivery of the Refunding Bonds, and, notwithstanding Section 34177.3 or any other provision of law to the contrary, no further approval of the Oversight Board, the California Department of Finance, the Santa Cruz County Auditor-Controller or any other person or entity other than the Successor Agency shall be required; and

(c) The Successor Agency shall be entitled to receive its full Administrative Cost Allowance under Section 34181(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 from such property tax revenues pursuant to Section 34183 without reduction in its Administrative Cost Allowance.

Section 10. Appointments. The appointments of Harrell & Company Advisors, LLC as Financial Advisor, Rutan & Tucker LLP, as bond counsel, and Quint & Thimmig LLP, as disclosure counsel, are hereby confirmed to act on behalf of the Successor Agency in the presentation of this Resolution and the Debt Service Savings Analysis to the Oversight Board and for purposes of the proceedings for the issuance, sale and delivery of the Refunding Bonds.

Section 11. Official Actions. 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 obtaining the requested approvals by the Oversight Board and the California Department of Finance and to implement the sale and delivery of the Refunding Bonds to the Underwriter. 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 12. Effective Date. This Resolution shall take effect from and after its passage and adoption.

IN WITNESS WHEREOF, this Resolution is adopted and approved the 13th day of January, 2015.

Ayes:

Noes:

Absent:

Chairperson of the Santa Cruz County
Redevelopment Successor Agency

(SEAL)

ATTEST:

Clerk of the Board of the Santa Cruz County
Redevelopment Successor Agency

APPROVED AS TO FORM:



Bond Counsel

SOURCES AND USES OF FUNDS

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Sources:	Allocated to 2000 Series A Refunding	Allocated to 2005 Series A Refunding	Total
Bond Proceeds:			
Par Amount	16,625,000.00	49,215,000.00	65,840,000.00
Net Premium/OID	2,613,666.60	1,011,279.15	3,624,945.75
	<u>19,238,666.60</u>	<u>50,226,279.15</u>	<u>69,464,945.75</u>
Other Sources of Funds:			
Debt Service Reserve Fund	2,612,276.00		2,612,276.00
	<u>21,850,942.60</u>	<u>50,226,279.15</u>	<u>72,077,221.75</u>
<hr/>			
Uses:	Allocated to 2000 Series A Refunding	Allocated to 2005 Series A Refunding	Total
Refunding Escrow Deposits:			
Cash Deposit	0.89	0.49	1.38
SLGS Purchases	21,440,339.00	49,025,130.00	70,465,469.00
	<u>21,440,339.89</u>	<u>49,025,130.49</u>	<u>70,465,470.38</u>
Delivery Date Expenses:			
Cost of Issuance	108,893.75	322,358.25	431,252.00
Underwriter's Discount	91,437.50	270,682.50	362,120.00
Bond Insurance	131,270.73	391,248.19	522,518.92
Surety Bond	76,230.00	212,537.25	288,767.25
	<u>407,831.98</u>	<u>1,196,826.19</u>	<u>1,604,658.17</u>
Other Uses of Funds:			
Rounding Amount	2,770.73	4,322.47	7,093.20
	<u>21,850,942.60</u>	<u>50,226,279.15</u>	<u>72,077,221.75</u>

Note: Rates as of December 10 with 20 bp contingency

SUMMARY OF REFUNDING RESULTS

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

	Allocated to 2000 Series A Refunding	Allocated to 2005 Series A Refunding	Total
Dated Date	04/01/2015	04/01/2015	04/01/2015
Delivery Date	04/01/2015	04/01/2015	04/01/2015
Arbitrage Yield	3.667527%	3.667527%	3.667527%
Escrow Yield	0.040132%	0.040132%	0.040132%
Value of Negative Arbitrage	318,692.64	728,717.41	1,047,410.05
Bond Par Amount	16,625,000.00	49,215,000.00	65,840,000.00
True Interest Cost	3.434919%	3.789092%	3.708606%
Net Interest Cost	3.736233%	3.794951%	3.783199%
Average Coupon	4.998345%	3.887684%	4.109980%
Average Life	12.021	16.227	15.165
Par amount of refunded bonds	20,890,000.00	47,860,000.00	68,750,000.00
Average coupon of refunded bonds	5.313100%	4.928977%	5.021081%
Average life of refunded bonds	12.197	16.879	15.457
PV of prior debt	24,313,066.88	55,515,727.83	79,828,794.71
Net PV Savings	2,960,942.50	4,844,847.15	7,805,789.65
Percentage savings of refunded bonds	14.173971%	10.122957%	11.353876%
Percentage savings of refunding bonds	17.810180%	9.844249%	11.855695%

Note: Rates as of December 10 with 20 bp contingency

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 3.6675266%
09/01/2015	1,727,253.13	1,500,458.33	226,794.80	223,386.33
09/01/2016	3,454,506.26	2,997,050.00	457,456.26	440,312.39
09/01/2017	3,454,506.26	3,000,750.00	453,756.26	421,261.40
09/01/2018	3,454,506.26	2,996,950.00	457,556.26	409,653.87
09/01/2019	3,454,506.26	2,997,950.00	456,556.26	394,251.66
09/01/2020	3,454,506.26	3,001,200.00	453,306.26	377,599.83
09/01/2021	3,454,506.26	2,998,700.00	455,806.26	366,193.83
09/01/2022	3,454,506.26	2,995,700.00	458,806.26	355,506.38
09/01/2023	5,604,506.26	4,652,200.00	952,306.26	706,357.05
09/01/2024	5,606,631.26	4,655,200.00	951,431.26	680,421.98
09/01/2025	7,752,718.76	6,613,200.00	1,139,518.76	784,840.54
09/01/2026	7,750,943.76	6,613,200.00	1,137,743.76	755,555.36
09/01/2027	7,750,475.00	6,612,950.00	1,137,525.00	728,331.78
09/01/2028	7,753,293.76	6,611,950.00	1,141,343.76	704,563.03
09/01/2029	7,750,100.00	6,609,700.00	1,140,400.00	678,717.04
09/01/2030	7,753,718.76	6,615,700.00	1,138,018.76	652,990.08
09/01/2031	7,753,250.00	7,078,950.00	674,300.00	374,136.11
09/01/2032	7,754,500.00	7,080,350.00	674,150.00	360,240.07
09/01/2033	7,750,500.00	7,079,400.00	671,100.00	345,337.30
09/01/2034	7,750,750.00	7,080,925.00	669,825.00	331,878.66
09/01/2035	7,754,250.00	7,084,575.00	669,675.00	319,437.74
	122,394,434.51	106,877,058.33	15,517,376.18	10,410,972.45

Savings Summary

PV of savings from cash flow	10,410,972.45
Less: Prior funds on hand	(2,612,276.00)
Plus: Refunding funds on hand	7,093.20
Net PV Savings	7,805,789.65

Note: Rates as of December 10 with 20 bp contingency

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2000 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 3.6675266%
09/01/2015	553,925.00	430,145.83	123,779.17	121,918.91
09/01/2016	1,107,850.00	855,800.00	252,050.00	241,857.65
09/01/2017	1,107,850.00	854,900.00	252,950.00	234,057.50
09/01/2018	1,107,850.00	853,700.00	254,150.00	226,773.44
09/01/2019	1,107,850.00	852,500.00	255,350.00	219,711.19
09/01/2020	1,107,850.00	856,000.00	251,850.00	209,006.29
09/01/2021	1,107,850.00	854,250.00	253,600.00	202,945.43
09/01/2022	1,107,850.00	852,500.00	255,350.00	197,050.97
09/01/2023	3,257,850.00	2,510,750.00	747,100.00	552,188.84
09/01/2024	3,259,975.00	2,511,000.00	748,975.00	533,629.36
09/01/2025	3,266,062.50	2,517,000.00	749,062.50	514,455.92
09/01/2026	3,275,587.50	2,523,250.00	752,337.50	498,065.40
09/01/2027	3,278,025.00	2,529,500.00	748,525.00	477,663.83
09/01/2028	3,288,375.00	2,535,500.00	752,875.00	463,086.33
09/01/2029	3,292,337.50	2,536,000.00	756,337.50	448,383.40
09/01/2030	3,292,968.76	2,541,000.00	751,968.76	429,653.29
	34,520,056.26	26,613,795.83	7,906,260.43	5,570,447.77

Savings Summary

PV of savings from cash flow	5,570,447.77
Less: Prior funds on hand	(2,612,276.00)
Plus: Refunding funds on hand	2,770.73
Net PV Savings	2,960,942.50

SAVINGS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2005 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Date	Prior Debt Service	Refunding Debt Service	Savings	Present Value to 04/01/2015 @ 3.6675266%
09/01/2015	1,173,328.13	1,070,312.50	103,015.63	101,467.42
09/01/2016	2,346,656.26	2,141,250.00	205,406.26	198,454.74
09/01/2017	2,346,656.26	2,145,850.00	200,806.26	187,203.90
09/01/2018	2,346,656.26	2,143,250.00	203,406.26	182,880.42
09/01/2019	2,346,656.26	2,145,450.00	201,206.26	174,540.48
09/01/2020	2,346,656.26	2,145,200.00	201,456.26	168,593.54
09/01/2021	2,346,656.26	2,144,450.00	202,206.26	163,248.40
09/01/2022	2,346,656.26	2,143,200.00	203,456.26	158,455.41
09/01/2023	2,346,656.26	2,141,450.00	205,206.26	154,168.21
09/01/2024	2,346,656.26	2,144,200.00	202,456.26	146,792.62
09/01/2025	4,486,656.26	4,096,200.00	390,456.26	270,384.61
09/01/2026	4,475,356.26	4,089,950.00	385,406.26	257,489.96
09/01/2027	4,472,450.00	4,083,450.00	389,000.00	250,667.95
09/01/2028	4,464,918.76	4,076,450.00	388,468.76	241,476.70
09/01/2029	4,457,762.50	4,073,700.00	384,062.50	230,333.63
09/01/2030	4,460,750.00	4,074,700.00	386,050.00	223,336.79
09/01/2031	7,753,250.00	7,078,950.00	674,300.00	374,136.11
09/01/2032	7,754,500.00	7,080,350.00	674,150.00	360,240.07
09/01/2033	7,750,500.00	7,079,400.00	671,100.00	345,337.30
09/01/2034	7,750,750.00	7,080,925.00	669,825.00	331,878.66
09/01/2035	7,754,250.00	7,084,575.00	669,675.00	319,437.74
	87,874,378.25	80,263,262.50	7,611,115.75	4,840,524.68

Savings Summary

PV of savings from cash flow	4,840,524.68
Plus: Refunding funds on hand	4,322.47
Net PV Savings	4,844,847.15

BOND PRICING

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Bond Component	Maturity Date	Amount	Rate	Yield	Price	Premium (-Discount)
Serial Bonds:						
	09/01/2015	335,000	3.000%	0.450%	101.060	3,551.00
	09/01/2016	210,000	3.000%	0.900%	102.949	6,192.90
	09/01/2017	220,000	4.000%	1.200%	106.649	14,627.80
	09/01/2018	225,000	4.000%	1.500%	108.295	18,663.75
	09/01/2019	235,000	5.000%	1.900%	113.071	30,716.85
	09/01/2020	250,000	5.000%	2.150%	114.497	36,242.50
	09/01/2021	260,000	5.000%	2.450%	115.054	39,140.40
	09/01/2022	270,000	5.000%	2.660%	115.654	42,265.80
		<u>2,005,000</u>				<u>191,401.00</u>
Insured Serial Bonds:						
	09/01/2023	1,940,000	5.000%	2.750%	116.800	325,920.00
	09/01/2024	2,040,000	5.000%	2.850%	117.644	359,937.60
	09/01/2025	4,100,000	5.000%	3.000%	117.776	728,816.00
	09/01/2026	4,305,000	5.000%	3.100%	116.801 C	723,283.05
	09/01/2027	4,520,000	5.000%	3.200%	115.835 C	715,742.00
	09/01/2028	4,745,000	5.000%	3.300%	114.879 C	706,008.55
	09/01/2029	4,980,000	5.000%	3.350%	114.405 C	717,369.00
	09/01/2030	5,235,000	5.000%	3.400%	113.933 C	729,392.55
		<u>31,865,000</u>				<u>5,006,468.75</u>
Insured Term Bond:						
	09/01/2035	31,970,000	3.500%	3.850%	95.080	(1,572,924.00)
		<u>65,840,000</u>				<u>3,624,945.75</u>

Dated Date	04/01/2015	
Delivery Date	04/01/2015	
First Coupon	09/01/2015	
Par Amount	65,840,000.00	
Premium	3,624,945.75	
Production	69,464,945.75	105.505689%
Underwriter's Discount	(362,120.00)	(0.550000%)
Purchase Price	69,102,825.75	104.955689%
Accrued Interest		
Net Proceeds	69,102,825.75	

Note: Rates as of December 10 with 20 bp contingency

BOND DEBT SERVICE

Santa Cruz County Redevelopment Successor Agency
Tax Allocation Refunding Bonds, 2015 Series A

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Principal	Coupon	Interest	Debt Service
09/01/2015	335,000	3.000%	1,165,458.33	1,500,458.33
09/01/2016	210,000	3.000%	2,787,050.00	2,997,050.00
09/01/2017	220,000	4.000%	2,780,750.00	3,000,750.00
09/01/2018	225,000	4.000%	2,771,950.00	2,996,950.00
09/01/2019	235,000	5.000%	2,762,950.00	2,997,950.00
09/01/2020	250,000	5.000%	2,751,200.00	3,001,200.00
09/01/2021	260,000	5.000%	2,738,700.00	2,998,700.00
09/01/2022	270,000	5.000%	2,725,700.00	2,995,700.00
09/01/2023	1,940,000	5.000%	2,712,200.00	4,652,200.00
09/01/2024	2,040,000	5.000%	2,615,200.00	4,655,200.00
09/01/2025	4,100,000	5.000%	2,513,200.00	6,613,200.00
09/01/2026	4,305,000	5.000%	2,308,200.00	6,613,200.00
09/01/2027	4,520,000	5.000%	2,092,950.00	6,612,950.00
09/01/2028	4,745,000	5.000%	1,866,950.00	6,611,950.00
09/01/2029	4,980,000	5.000%	1,629,700.00	6,609,700.00
09/01/2030	5,235,000	5.000%	1,380,700.00	6,615,700.00
09/01/2031	5,960,000	3.500%	1,118,950.00	7,078,950.00
09/01/2032	6,170,000	3.500%	910,350.00	7,080,350.00
09/01/2033	6,385,000	3.500%	694,400.00	7,079,400.00
09/01/2034	6,610,000	3.500%	470,925.00	7,080,925.00
09/01/2035	6,845,000	3.500%	239,575.00	7,084,575.00
	65,840,000		41,037,058.33	106,877,058.33

Note: Rates as of December 10 with 20 bp contingency

SUMMARY OF BONDS REFUNDED

Santa Cruz County Redevelopment Successor Agency
Allocated to 2000 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

2000 Series A Bonds

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
Tax Allocation Bonds, 2000 Series A:					
TERM1	09/01/2025	5.250%	6,805,000.00	09/01/2015	100.000
TERM2	09/01/2027	5.250%	5,185,000.00	09/01/2015	100.000
TERM3	09/01/2030	5.375%	8,900,000.00	09/01/2015	100.000
			20,890,000.00		

SUMMARY OF BONDS REFUNDED

Santa Cruz County Redevelopment Successor Agency
Allocated to 2005 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

2005 Series A Bonds

Bond	Maturity Date	Interest Rate	Par Amount	Call Date	Call Price
2005 Tax Allocation Bonds, Series A:					
SERIAL	09/01/2025	4.500%	2,140,000.00	09/01/2015	100.000
	09/01/2026	4.625%	2,225,000.00	09/01/2015	100.000
	09/01/2027	4.625%	2,325,000.00	09/01/2015	100.000
TERM	09/01/2029	4.625%	4,955,000.00	09/01/2015	100.000
TERM01	09/01/2032	5.000%	15,105,000.00	09/01/2015	100.000
TERM02	09/01/2035	5.000%	21,110,000.00	09/01/2015	100.000
			47,860,000.00		

ESCROW REQUIREMENTS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2000 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Interest	Principal Redeemed	Total
09/01/2015	553,925.00	20,890,000.00	21,443,925.00
	553,925.00	20,890,000.00	21,443,925.00

ESCROW REQUIREMENTS

Santa Cruz County Redevelopment Successor Agency
Allocated to 2005 Series A Refunding

DEBT SERVICE SAVINGS ANALYSIS AS OF DECEMBER 10, 2014

Period Ending	Interest	Principal Redeemed	Total
09/01/2015	1,173,328.13	47,860,000.00	49,033,328.13
	1,173,328.13	47,860,000.00	49,033,328.13



County of Santa Cruz

SANTA CRUZ COUNTY REDEVELOPMENT SUCCESSOR AGENCY

701 OCEAN STREET, ROOM 510, SANTA CRUZ, CA 95060-4073

(831) 454-2280 FAX: (831) 454-3420 TDD: (831) 454-2123

January 6, 2015

Agenda: January 20, 2015

Oversight Board
 Santa Cruz County Redevelopment Successor Agency
 701 Ocean Street
 Santa Cruz, CA 95062

Transfer of Affordable Housing Properties to the County of Santa Cruz as Housing Successor Entity

Dear Board Members:

As your Board may remember, properties, including affordable housing real property assets, were transferred from the Redevelopment Agency to the County of Santa Cruz in March 2011. Santa Cruz County elected to be the designated "housing successor agency" to the former County of Santa Cruz Redevelopment Agency ("RDA"), and to retain the affordable housing responsibilities, assets and functions previously performed by the Agency. On February 1, 2012, the Agency was dissolved, and the affordable housing responsibilities, obligations, assets, properties, contracts, loans, agreements, authorities, powers, and duties of the Agency were transferred to the County as the Housing Successor as a result of its election to retain the housing assets and functions of the Agency. Your Board approved those transfers, including transfers from the RDA to the County between January 1, 2011 – June 29, 2011, on June 27, 2012. Your Board approved an amended list of transfers, to add two properties inadvertently not included, on September 17, 2013. Both Board resolutions were approved, or not disputed, by the State Department of Finance.

The State Controller's Office (SCO) is tasked with the review of all asset transfers made by the Santa Cruz County Redevelopment Agency to any other public agency after January 1, 2011, pursuant to Health and Safety Code section 34167.5, part of the RDA Dissolution Act. On October 29, 2014, staff received a revised draft Asset Transfer Review Report for the former Santa Cruz County Redevelopment Agency from the State Controller's Office. Although in the original draft, the SCO accepted the Oversight Board resolutions affirming the transfers of affordable housing real property from the RDA to the County of Santa Cruz between January 1, 2011 – June 29, 2011, in the revised draft, pursuant to the new SCO policy, the SCO orders the return of the affordable housing real property transferred from the RDA between January 1, 2011 – June 29, 2011, to the Successor Agency. After discussions with the SCO, it is clear that the SCO does not dispute the status of the properties as housing assets, nor that they should have been transferred to the County as the Housing Successor Entity. The SCO disputes the transfer directly from the RDA to the County, without passing through the Successor Agency. To address the SCO requirements and hopefully resolve this item before issuance of the final report, staff proactively transferred the remaining five affordable housing properties from the County to the Successor Agency on November 18, 2014, so

Oversight Board
 January 6, 2015
 Page 2

that the Successor Agency could then proceed to transfer them to the County as the Housing Successor Entity.

At this time, the Oversight Board is asked to take action to direct the Santa Cruz County Redevelopment Successor Agency to transfer five affordable housing properties to the County of Santa Cruz as the Housing Successor Entity pursuant to Health and Safety Code sections 34176 and 34181(c). Also as required by AB 1484, a minimum of ten days notice of today's proposed actions were published in the Sentinel, a paper of general circulation in Santa Cruz County.

It is therefore recommended that your Board take the following actions:

1. Approve the attached resolution directing the Redevelopment Successor Agency to transfer title of 522 Capitola Avenue Extension, Santa Cruz, CA 95062 (APN 026-081-49) to the County of Santa Cruz; and
2. Approve the attached resolution directing the Redevelopment Successor Agency to transfer title of 111 Atherton Loop, Aptos, CA 95003 (APN 037-621-06) to the County of Santa Cruz; and
3. Approve the attached resolution directing the Redevelopment Successor Agency to transfer title of 119 Atherton Loop, Aptos, CA 95003 (APN 037-621-10) to the County of Santa Cruz; and
4. Approve the attached resolution directing the Redevelopment Successor Agency to transfer title of 5313 Soquel Drive, Soquel, CA 95073 (APN 037-082-53) to the County of Santa Cruz; and
5. Approve the attached resolution directing the Redevelopment Successor Agency to transfer title of 755 14th Avenue, #108, Santa Cruz, CA 95062 (APN 027-401-08) to the County of Santa Cruz.

Very truly yours,


 Betsey Lynberg
 Director of Capital Projects, Department of Public Works

RECOMMENDED:


 Susan A. Mauriello
 County Administrative Officer

Attachments: Resolutions (5)

cc: Successor Agency, CAO, County Counsel, Public Works - Real Property,
 Planning – Housing Division, Auditor-Controller, Department of Finance

List of Housing Properties to be transferred per Resolutions

APN 026-081-49	522 Capitola Road Extension, Santa Cruz, CA 95062
APN 037-621-06	111 Atherton Loop, Aptos, CA 95003
APN 037-621-10	119 Atherton Loop, Aptos, CA 95003
APN 037-082-53	5313 Soquel Drive, Soquel, CA 95073
APN 027-401-08	755 14 th Avenue #108, Santa Cruz, CA 95062

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of Board Member _____ duly seconded by Board Member _____
the following resolution is adopted:

**RESOLUTION TO DIRECT THE TRANSFER OF TITLE OF
REAL PROPERTY, APN 026-081-49, 522 CAPITOLA ROAD
EXTENSION, SANTA CRUZ, CA 95062, FROM THE
REDEVELOPMENT SUCCESSOR AGENCY TO THE COUNTY
OF SANTA CRUZ AS HOUSING SUCCESSOR ENTITY**

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34181(c) permits the Oversight Board to direct the Successor Agency to transfer ownership of housing assets; and

WHEREAS Health and Safety Code Section 34176(a)(1) allows for transfers of housing assets to the Housing Successor Entity; and

WHEREAS, APN 026-081-49, 522 Capitola Road Extension, Santa Cruz, CA 95062 is an affordable housing asset, as previously approved by the Oversight Board per Resolution No. 5-2012OB, adopted June 27, 2012, and Resolution No.19-2013OB, adopted September 17, 2013; and

WHEREAS, notice of these specified actions were published in a paper of general circulation in Santa Cruz County at least 10 days prior to this date;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The Oversight Board has concluded that APN 026-081-49, 522 Capitola Road Extension, Santa Cruz, CA 95062 is a housing asset, as that term is used in Health and Safety Code Sections 34176 and 34177(g).

SECTION 2. The Oversight Board directs the transfer of title of APN 026-081-49, 522 Capitola Road Extension, Santa Cruz, CA 95062, from the Santa Cruz County Redevelopment Successor Agency to the County of Santa Cruz for use as an affordable housing asset.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment Successor Agency Oversight Board, this ___ day of _____, 2015 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:



County Counsel

Distribution:

- County Counsel
- Successor Agency
- CAO
- State Department of Finance
- Auditor-Controller
- Real Property

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of Board Member _____ duly seconded by Board Member _____
the following resolution is adopted:

**RESOLUTION TO DIRECT THE TRANSFER OF TITLE OF
REAL PROPERTY, APN 037-621-06, 111 ATHERTON LOOP,
APTOS, CA 95003, FROM THE REDEVELOPMENT
SUCCESSOR AGENCY TO THE COUNTY OF SANTA CRUZ AS
HOUSING SUCCESSOR ENTITY**

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34181(c) permits the Oversight Board to direct the Successor Agency to transfer ownership of housing assets; and

WHEREAS Health and Safety Code Section 34176(a)(1) allows for transfers of housing assets to the Housing Successor Entity; and

WHEREAS, APN 037-621-06, 111 Atherton Loop, Aptos, CA 95003 is an affordable housing asset, as previously approved by the Oversight Board per Resolution No. 5-2012OB, adopted June 27, 2012, and Resolution No.19-2013OB, adopted September 17, 2013; and

WHEREAS, notice of these specified actions were published in a paper of general circulation in Santa Cruz County at least 10 days prior to this date;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The Oversight Board has concluded that APN 037-621-06, 111 Atherton Loop, Aptos, CA 95003 is a housing asset, as that term is used in Health and Safety Code Sections 34176 and 34177(g).

SECTION 2. The Oversight Board directs the transfer of title of APN 037-621-06, 111 Atherton Loop, Aptos, CA 95003, from the Santa Cruz County Redevelopment Successor Agency to the County of Santa Cruz for use as an affordable housing asset.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment
Successor Agency Oversight Board, this ____ day of _____, 2015 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:


County Counsel

Distribution:

- County Counsel
- Successor Agency
- CAO
- State Department of Finance
- Auditor-Controller
- Real Property

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of Board Member _____ duly seconded by Board Member _____
the following resolution is adopted:

**RESOLUTION TO DIRECT THE TRANSFER OF TITLE OF
REAL PROPERTY, APN 037-621-10, 119 ATHERTON LOOP,
APTOS, CA 95003, FROM THE REDEVELOPMENT
SUCCESSOR AGENCY TO THE COUNTY OF SANTA CRUZ AS
HOUSING SUCCESSOR ENTITY**

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34181(c) permits the Oversight Board to direct the Successor Agency to transfer ownership of housing assets; and

WHEREAS Health and Safety Code Section 34176(a)(1) allows for transfers of housing assets to the Housing Successor Entity; and

WHEREAS, APN 037-621-10, 119 Atherton Loop, Aptos, CA 95003 is an affordable housing asset, as previously approved by the Oversight Board per Resolution No. 5-2012OB, adopted June 27, 2012, and Resolution No.19-2013OB, adopted September 17, 2013; and

WHEREAS, notice of these specified actions were published in a paper of general circulation in Santa Cruz County at least 10 days prior to this date;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The Oversight Board has concluded that APN 037-621-10, 119 Atherton Loop, Aptos, CA 95003 is a housing asset, as that term is used in Health and Safety Code Sections 34176 and 34177(g).

SECTION 2. The Oversight Board directs the transfer of title of APN 037-621-10, 119 Atherton Loop, Aptos, CA 95003, from the Santa Cruz County Redevelopment Successor Agency to the County of Santa Cruz for use as an affordable housing asset.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment
Successor Agency Oversight Board, this ___ day of _____, 2015 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:



County Counsel

Distribution:

- County Counsel
- Successor Agency
- CAO
- State Department of Finance
- Auditor-Controller
- Real Property

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of Board Member _____ duly seconded by Board Member _____
the following resolution is adopted:

**RESOLUTION TO DIRECT THE TRANSFER OF TITLE OF
REAL PROPERTY, APN 037-082-53, 5313 SOQUEL DRIVE,
SOQUEL, CA 95073, FROM THE REDEVELOPMENT
SUCCEOR AGENCY TO THE COUNTY OF SANTA CRUZ AS
HOUSING SUCCESSOR ENTITY**

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34181(c) permits the Oversight Board to direct the Successor Agency to transfer ownership of housing assets; and

WHEREAS Health and Safety Code Section 34176(a)(1) allows for transfers of housing assets to the Housing Successor Entity; and

WHEREAS, APN 037-082-53, 5313 Soquel Drive, Soquel, CA 95073 is an affordable housing asset, as previously approved by the Oversight Board per Resolution No. 5-2012OB, adopted June 27, 2012, and Resolution No.19-2013OB, adopted September 17, 2013; and

WHEREAS, notice of these specified actions were published in a paper of general circulation in Santa Cruz County at least 10 days prior to this date;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The Oversight Board has concluded that APN 037-082-53, 5313 Soquel Drive, Soquel, CA 95073 is a housing asset, as that term is used in Health and Safety Code Sections 34176 and 34177(g).

SECTION 2. The Oversight Board directs the transfer of title of APN 037-082-53, 5313 Soquel Drive, Soquel, CA 95073, from the Santa Cruz County Redevelopment Successor Agency to the County of Santa Cruz for use as an affordable housing asset.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment
Successor Agency Oversight Board, this ___ day of _____, 2015 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:


County Counsel

Distribution:

- County Counsel
- Successor Agency
- CAO
- State Department of Finance
- Auditor-Controller
- Real Property

BEFORE THE SANTA CRUZ COUNTY
REDEVELOPMENT SUCCESSOR AGENCY OVERSIGHT BOARD
RESOLUTION NO. _____

On the motion of Board Member _____ duly seconded by Board Member _____
the following resolution is adopted:

**RESOLUTION TO DIRECT THE TRANSFER OF TITLE OF
REAL PROPERTY, APN 027-401-08, 755 14TH AVENUE #108,
SANTA CRUZ, CA 95062, FROM THE REDEVELOPMENT
SUCCESSION AGENCY TO THE COUNTY OF SANTA CRUZ AS
HOUSING SUCCESSOR ENTITY**

WHEREAS, the Santa Cruz County Redevelopment Successor Agency Oversight Board ("Oversight Board") has been established to direct the Santa Cruz County Redevelopment Successor Agency ("Successor Agency") to take certain actions to wind down the affairs of the former Santa Cruz County Redevelopment Agency ("Agency") in accordance with the requirements of Assembly Bill 26 ("ABx1 26"), also known as chapter 5, Statutes 2011, First Extraordinary Session, which added Part 1.8 and Part 1.85 of Division 24 of the California Health and Safety Code, and Assembly Bill 1484, also known as chapter 26, Statutes of 2012, which made certain revisions to the statutes added by ABx1 26; and

WHEREAS, Health and Safety Code Section 34181(c) permits the Oversight Board to direct the Successor Agency to transfer ownership of housing assets; and

WHEREAS Health and Safety Code Section 34176(a)(1) allows for transfers of housing assets to the Housing Successor Entity; and

WHEREAS, APN 027-401-08, 755 14th Avenue #108, Santa Cruz, CA 95062 is an affordable housing asset, as previously approved by the Oversight Board per Resolution No. 5-2012OB, adopted June 27, 2012, and Resolution No.19-2013OB, adopted September 17, 2013; and

WHEREAS, notice of these specified actions were published in a paper of general circulation in Santa Cruz County at least 10 days prior to this date;

NOW, THEREFORE, IT IS HEREBY RESOLVED AND ORDERED by the Santa Cruz County Redevelopment Successor Agency Oversight Board as follows:

SECTION 1. The above Recitals are true and correct.

SECTION 2. The Oversight Board has concluded that APN 027-401-08, 755 14th Avenue #108, Santa Cruz, CA 95062 is a housing asset, as that term is used in Health and Safety Code Sections 34176 and 34177(g).

SECTION 2. The Oversight Board directs the transfer of title of APN 027-401-08, 755 14th Avenue #108, Santa Cruz, CA 95062, from the Santa Cruz County Redevelopment Successor Agency to the County of Santa Cruz for use as an affordable housing asset.

PASSED, APPROVED and ADOPTED by the Santa Cruz County Redevelopment
Successor Agency Oversight Board, this ____ day of _____, 2015 by the following vote:

AYES:
NOES:
ABSENT:

Chairperson of the Santa Cruz County Redevelopment
Successor Agency Oversight Board

ATTEST:

Clerk of the Oversight Board

Approved as to form:



County Counsel

- Distribution:
- County Counsel
 - Successor Agency
 - CAO
 - State Department of Finance
 - Auditor-Controller
 - Real Property