

RESOLUTION NO. 17-02-CSA

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE CARSON REDEVELOPMENT AGENCY, APPROVING THE FORM OF A CONTINUING DISCLOSURE CERTIFICATE AND PRELIMINARY OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE OF THE SUCCESSOR AGENCY'S TAX ALLOCATION REFUNDING BONDS, SERIES 2017A (PROJECT AREA NO. 1 SECOND LIEN; RPTTF SECURED) (TAXABLE) AND TAKING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, on November 14, 2016, the Successor Agency to the Carson Redevelopment Agency ("Successor Agency") adopted Resolution No. 16-25 CSA (the "Authorizing Resolution"), approving the issuance of its "Successor Agency to the Carson Redevelopment Agency Tax Allocation Refunding Bonds, Series 2017A (Project Area No. 1 Second Lien; RPTTF Secured) (Taxable)" (the "Refunding Bonds") for the purpose of refunding the outstanding debt service obligations (the "Debt Service Installment Payments") under the Installment Payment Agreement, dated as of June 1, 2009, by and among the Successor Agency, as successor to the Carson Redevelopment Agency, the Carson Public Financing Authority (the "Authority"), and the City of Carson (the "City"), which Debt Service Installment Payments secure the outstanding Carson Public Financing Authority Revenue Bonds (Remediation Project), Series 2009 (the "Authority Bonds"); and

WHEREAS, pursuant to a Settlement Agreement, fully executed August 8, 2016, by and among the City, the Successor Agency, the Authority and the California Department of Finance ("DOF"), the Debt Service Installment Payments are an enforceable obligation of the Successor Agency, and may be refunded pursuant to Health and Safety Code Section 34177.5(a)(1); and

WHEREAS, in order to comply with Rule 15c2-12 of the Securities and Exchange Commission, the Successor Agency is required to execute a continuing disclosure certificate to be acknowledged by Digital Assurance Certification, L.L.C., as dissemination agent thereunder (the "Continuing Disclosure Certificate") and to authorize the dissemination of a Preliminary Official Statement with respect to the Refunding Bonds (the "Preliminary Official Statement") and to execute a final Official Statement; and

WHEREAS, the Authorizing Resolution directed staff and consultants to prepare the Preliminary Official Statement and the Continuing Disclosure Certificate for approval by the Successor Agency at a later date; and

WHEREAS, the Successor Agency now wishes to approve the form of, the Continuing Disclosure Certificate and the Preliminary Official Statement;

NOW, THEREFORE, BE IT RESOLVED by the Carson Successor Agency, successor agency to the dissolved Carson Redevelopment Agency, as follows:

Section 1. Recitals. The above recitals are true and correct.

Section 2. Approval of the Continuing Disclosure Certificate. The form of the Continuing Disclosure Certificate, a copy of which is attached to the Preliminary Official Statement and is on file with the City Clerk, be and is hereby approved in substantially the form thereof or with such changes as may be approved by an the Chair (Mayor), or Executive Director (City Manager) of the Successor Agency, or any of their respective designees (each a "Designated Officer"), said Designated Officer's execution thereof to constitute conclusive evidence of said Designated Officer's approval of all such changes, and each Designated Officer be and is hereby authorized, together or alone, to execute and deliver said Continuing Disclosure Certificate.

Section 3. Approval of the Preliminary Official Statement. The form of the Preliminary Official Statement presented at this meeting describing the Series Refunding Bonds, the Successor Agency, the Redevelopment Project Area No. 1, and certain other information deemed material to an informed investment decision relating to the Series Refunding Bonds, is hereby approved, with such changes as may be approved by a Designated Officer in consultation with Jones Hall, A Professional Law Corporation, as Disclosure Counsel. Any Designated Officer is authorized to deem final the Preliminary Official Statement as of its date for the purpose of Rule 15c2-12 under the Securities Exchange Act of 1934 as amended. The Final Official Statement shall be in substantially the form of the Preliminary Official Statement with such changes, insertions and omissions as may be approved by a Designated Officer, such approval to be conclusively evidenced by the delivery thereof. The Designated Officers are each hereby authorized and directed, for and in the name of and on behalf of the Successor Agency, to execute and deliver the final Official Statement and any supplement or amendment thereto to the Piper Jaffray & Co., as representative of itself and of FTN Financial Capital Markets and BOK Financial Securities, Inc.

Section 4. Effective Date. This Resolution shall take effect immediately upon its passage.

ADOPTED, SIGNED and APPROVED this 24th day of January, 2017.

Albert Robles, Chair

(S E A L)

ATTEST:

Donesia S. Guase, CMC, Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) §
CITY OF CARSON)

I, Donesia S. Gause, SECRETARY OF THE CARSON SUCCESSOR AGENCY, SUCCESSOR AGENCY TO THE DISSOLVED CARSON REDEVELOPMENT AGENCY, HEREBY CERTIFY that the foregoing Resolution Number 17-02-CSA was duly and regularly adopted by the Carson Successor Agency at a regular meeting held on the 24th day of January, 2017, by the following called vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

Secretary