
Ripon Redevelopment Successor Agency Minutes

TUESDAY, JUNE 09, 2020

AFTER COUNCIL MEETING

ROLL CALL

Attendee Name	Title	Status	Arrived
Jacob Parks	Chairman	Present	
Daniel de Graaf	Vice Chairman	Present	
Dean Uecker	Director	Present	
Michael Restuccia	Director	Present	
Leo Zuber	Director	Present	

OTHERS PRESENT:

Executive Director Kevin Werner, City Attorney Tom Terpstra, Secretary Ken Zuidervaart, City Clerk Lisa Roos, Deputy City Clerk Jane Kilgore, Information Systems Technician Dan Brannon, Director of Public Works James Pease, Police Chief Ed Ormonde, Recreation Director Kye Stevens, Sheri Coburn, Tom O'Donnell, Dennis Bitters, Tim Wheeler, Wagdy Demyan, Mary Demyan, Harrison, Gibbs, Bryce Perkins, Carol Bowman, Kelly Donohue

PUBLIC DISCUSSION

No one from the public wished to speak at this time.

APPROVAL OF MINUTES

Motion to approve the minutes of the Successor Agency Meeting of May 12, 2020.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Michael Restuccia, Director
SECONDER:	Leo Zuber, Director
AYES:	Parks, de Graaf, Uecker, Restuccia, Zuber

A. SUCCESSOR AGENCY - REGULAR MEETING - MAY 12, 2020 6:00 PM

1. RESOLUTIONS

A. RESOLUTION NO. 20-1

A RESOLUTION OF THE SUCCESSOR AGENCY TO REDEVELOPMENT AGENCY OF THE CITY OF RIPON APPROVING THE ISSUANCE OF REFUNDING BONDS IN ORDER TO REFUND CERTAIN OUTSTANDING BONDS OF THE DISSOLVED REDEVELOPMENT AGENCY OF THE CITY OF RIPON, APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, REFUNDING INSTRUCTIONS AND CONTINUING DISCLOSURE CERTIFICATE RELATING THERETO, APPROVING PRELIMINARY AND FINAL OFFICIAL STATEMENTS, REQUESTING OVERSIGHT BOARD APPROVAL OF THE ISSUANCE OF THE REFUNDING BONDS, AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO

This Resolution approves the issuance of refunding bonds in order to refund certain outstanding bonds, approves the execution and delivery of an indenture of trust, refunding instructions and continuing disclosure certificate related thereto, approves preliminary and final official statements, requests Oversight Board approval of the issuance of the refunding bonds, and provides for other matters properly related thereto.

Motion to adopt Resolution 20-1 approving the issuance of refunding bonds in order to refund certain outstanding bonds, approving the execution and delivery of an indenture of trust, refunding instructions and continuing disclosure certificate related thereto, approving preliminary and final official statements, requesting Oversight Board approval of the issuance of the refunding bonds, and providing for other matters properly related thereto.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Leo Zuber, Director
SECONDER:	Michael Restuccia, Director
AYES:	Parks, de Graaf, Uecker, Restuccia, Zuber

There being no further business, the meeting was adjourned at 9:12 PM.

(Signed) Jacob Parks
Chairman

(Signed) Ken Zuidervaart
Secretary

Ripon Redevelopment Successor Agency Minutes

TUESDAY, MAY 12, 2020

AFTER COUNCIL MEETING

ROLL CALL

Attendee Name	Title	Status	Arrived
Michael Restuccia	Director	Present	
Dean Uecker	Director	Present	
Daniel de Graaf	Vice Chairman	Present	
Jacob Parks	Chairman	Present	
Leo Zuber	Director	Present	

OTHERS PRESENT:

Executive Director Kevin Werner, Deputy City Attorney Katie Lucchesi, Secretary Ken Zuidervaart, City Clerk Lisa Roos, Deputy City Clerk Jane Kilgore, Planning Secretary Mitzi Johnston, Information Systems Technician Dan Brannon, Police Chief Ed Ormonde,

PUBLIC DISCUSSION

No one from the public wished to speak at this time.

APPROVAL OF MINUTES

Motion to approve the minutes of the Successor Agency Meeting of April 14, 2020.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Michael Restuccia, Director
SECONDER:	Leo Zuber, Director
AYES:	Restuccia, Uecker, de Graaf, Parks, Zuber

A. SUCCESSOR AGENCY - REGULAR MEETING - APR 14, 2020 6:00 PM

1. DISCUSSION ITEMS

1. REFINANCING RDA BONDS

Discussion/Action

Staff is recommending the City Council (1) direct staff to proceed with the bond reissuance for the 2003, 2005, and 2007 redevelopment agency bonds and (2) approve and authorize the Mayor to sign the attached engagement letters for Piper Sandler & Co, Nixon Peabody, Bayshore Consulting Group, Inc., and HdL.

Executive Director Werner introduced Marshall Linn attending via Zoom along with Ralph Holmes the proposed underwriter.

Linn explained the process of refinancing the bonds and said the process would take about five or six months. Refinancing the RDA Bonds would give the City approximately \$751,000 over the next few years and Ripon schools would receive approximately \$3.25 million more than if we did not refinance the bonds. Linn said the terms of the bonds would not be extended.

Director Restuccia asked how the savings are received up front. Holmes said this is done by paying less for the first few years and then have larger payments, which are similar to what we are currently paying.

Restuccia asked if there would be a greater savings if we amortized everything to lower maturity and interest rate. Linn said the overall goal was to push the savings up front to get the maximum amount of money now. He agreed there would be greater savings, but we would not see the money until the bonds matured. He continued that with the given circumstances with COVID, he strongly recommends that we take the savings now.

Director Zuber said we are going to need the money now, even if we sacrifice a little, he agrees with plan as it is now.

Zuber asked Marshall Linn to present two scenarios in the future analysis for the Council, one as currently presented and the one with a lower maturity and interest rate.

Motion to direct staff to proceed with the bond reissuance for the 2003, 2005, and 2007 redevelopment agency bonds and approve and authorize the Mayor to sign the attached engagement letters for Piper Sandler & Co, Nixon Peabody, Bayshore Consulting Group, Inc., and HdL.

RESULT:	ADOPTED [UNANIMOUS]
MOVER:	Leo Zuber, Director
SECONDER:	Michael Restuccia, Director
AYES:	Restuccia, Uecker, de Graaf, Parks, Zuber

There being no further business, the meeting was adjourned at 7:24 PM.

(Signed) Jacob Parks
Chairman

(Signed) Ken Zuidervaart
Secretary

Minutes Acceptance: Minutes of May 12, 2020 6:00 PM (Approval of Minutes)



Successor Agency
259 N. Wilma Avenue
Ripon, CA 95366

MEMO

To: Honorable City Council
From: Kevin Werner, City Administrator
Date: 06/09/2020
Subject: Refinancing RDA Bonds

RECOMMENDED ACTION:

Staff is recommending that the Successor Agency Board adopt this Resolution approving the issuance of refunding bonds in order to refund certain outstanding bonds, approving the execution and delivery of an indenture of trust, refunding instructions and continuing disclosure certificate related thereto, approving preliminary and final official statements, requesting Oversight Board approval of the issuance of the refunding bonds, and providing for other matters properly related thereto.

BACKGROUND:

At the May 12, 2012 City Council meeting, the Council directed staff to proceed with the refunding of the Agency's three remaining Tax Allocation Bond Issues.

Board members will recall that the former Ripon Community Redevelopment Agency issued its 2003 Tax Allocation Bonds in the amount of \$6,320,000, issued its 2005 Tax Allocation Bonds in the amount of \$5,560,000 and its 2007 Tax Allocation Bonds in the amount of \$20,395,000, all at a much higher interest rates than what bonds could be issued today.

The Redevelopment Agency Dissolution Act, mandated that certain organizational changes take place as "Redevelopment Agencies Boards" are now known as "Successor Agency Boards," whose primary task is to conclude the affairs of the former Redevelopment Agency.

The refunding of Tax Allocation Bonds now requires the approval of both the Successor Agency and the County Oversight Board.

DISCUSSION/ANALYSIS:

The current refunding process for every Successor Agency follows a set of guidelines mandated by the State of California. Not only is the Successor Agency involved (the City), but also the County Oversight Board which has taken over the responsibility of Ripon's Oversight Board.

The Bond refunding process, when it was a local matter, generally took approximately 120 days. Currently, due to scheduling issues and the mandated review by the State Finance Department, a significant amount of time is needed for the entire refunding process. We are estimating that we should be able to complete the entire refunding by early October, 2020.

The Resolution that is being recommended for approval tonight contains a list of the following documents:

1. Indenture of Trust
2. Refunding Instructions
3. Continuing Disclosure Agreement
4. Preliminary and Final Official Statements
5. Request of the Oversight Board
6. Bond Purchase Agreement
7. Independent Municipal Advisors Report
8. Other Matters as Required

Below is a table with the estimated savings due to refinancing. This same table was presented at the May meeting:

The savings are only estimates at this time, as interest rates change on a daily basis, as such, it is impossible to give a hundred percent estimate of what the final savings will be.

**Redevelopment Agency of the City of Ripon
Savings Breakdown by Jurisdiction**

Maturity	Savings as of April 15, 2020		City	County General Fund	Special Districts	K-12 Schools	Community College	County Office of Education	Total
	Total	12.40%	0%	14.60%	53.43%	14.96%	4.61%	100.00%	
11/1/2021	\$971,245	\$120,434	\$0	\$141,802	\$518,936	\$145,298	\$44,774	\$971,245	
11/1/2022	\$1,225,558	\$151,969	\$0	\$178,931	\$654,815	\$183,343	\$56,498	\$1,225,558	
11/1/2023	\$1,224,870	\$151,884	\$0	\$178,831	\$654,448	\$183,241	\$56,467	\$1,224,870	
11/1/2024	\$1,227,145	\$152,166	\$0	\$179,163	\$655,664	\$183,581	\$56,571	\$1,227,145	
11/1/2025	\$956,805	\$118,644	\$0	\$139,694	\$511,221	\$143,138	\$44,109	\$956,805	
11/1/2026	\$409,480	\$50,776	\$0	\$59,784	\$218,785	\$61,258	\$18,877	\$409,480	
11/1/2027	\$2,543	\$315	\$0	\$371	\$1,358	\$380	\$117	\$2,543	
11/1/2028	\$10,513	\$1,304	\$0	\$1,535	\$5,617	\$1,573	\$485	\$10,513	
11/1/2029	\$6,763	\$839	\$0	\$987	\$3,613	\$1,012	\$312	\$6,763	
11/1/2030	\$7,413	\$919	\$0	\$1,082	\$3,960	\$1,109	\$342	\$7,413	
11/1/2031	\$1,513	\$188	\$0	\$221	\$808	\$226	\$70	\$1,513	
11/1/2032	\$4,375	\$543	\$0	\$639	\$2,338	\$655	\$202	\$4,375	
11/1/2033	\$2,413	\$299	\$0	\$352	\$1,289	\$361	\$111	\$2,413	
11/1/2034	\$5,650	\$701	\$0	\$825	\$3,019	\$845	\$260	\$5,650	
11/1/2035	\$7,238	\$897	\$0	\$1,057	\$3,867	\$1,083	\$334	\$7,238	
11/1/2036	\$763	\$95	\$0	\$111	\$407	\$114	\$35	\$763	
Total	\$6,064,283	\$751,971	\$0	\$885,385	\$3,240,146	\$907,217	\$279,563	\$6,064,283	

The final maturity for the 2003 Bond issue is November 1, 2032. The refunding Bonds will have the same ending date. The 2005 Bonds final maturity date is November 1, 2035. The refunding

Bonds will have the same ending date. The 2007 Bonds have an ending date of November 1, 2036. The refunding Bond issue will have the same ending date.

The 2003 Bond issues NIC (Net Interest Cost) is 4.66%. The current estimated NIC for the 2003 refunding Bonds is 2.44%. The Bonds currently have a NIC of 4.67%. Our current estimated NIC for the refunding Bonds is 2.74%. Finally, the current NIC for the 2007 Bonds is 4.66%. Our estimated NIC for the refunding Bond issue is 2.86%. The estimate NIC numbers may change as we move forward with the process of reissuing the bonds.

ALTERNATIVE FINANCING SCENARIOS

The City Council, at its May 12th meeting directed the financing team to look at alternative financing scenarios such as shortening the term of the Bond issue, thus lowering the interest rate on the refunding Bonds. The table below shows Scenario 2, "Deferred Savings in Aggregate" which demonstrates that a deferred savings will net the City approximately \$352,141 more in savings. However, the increase in the total savings must be qualified in that the City (and all the other taxing agencies) will not see the positive results of the refunding until year 2032.

We believe the decision process needs to weight the fact that all of the affected taxing agencies are going to suffer a significant drop in tax revenues due to COVID 19. There is no right or wrong on which refunding scenario that will ultimately be selected by the Successor Agency Board, in that a significant savings is achieved under either scenario.

Date	Current Debt Service	Scenario 1: Upfront Savings			Scenario 2: Deferred Savings in Aggregate		
		Debt Service After Refunding	Gross Savings	Savings to City*	Debt Service After Refunding	Gross Savings	Savings to City*
11/1/2020	\$1,464,561	*	\$0	\$0	*	\$0	\$0
11/1/2021	\$1,983,045	\$1,011,800	\$971,245	\$120,434	\$1,978,933	\$4,112	\$510
11/1/2022	\$1,984,408	\$758,850	\$1,225,558	\$151,969	\$1,983,600	\$808	\$100
11/1/2023	\$1,983,720	\$758,850	\$1,224,870	\$151,884	\$1,981,800	\$1,920	\$238
11/1/2024	\$1,985,995	\$758,850	\$1,227,145	\$152,166	\$1,983,000	\$2,995	\$371
11/1/2025	\$1,985,655	\$1,028,850	\$956,805	\$118,644	\$1,982,000	\$3,655	\$453
11/1/2026	\$1,982,530	\$1,573,050	\$409,480	\$50,776	\$1,978,800	\$3,730	\$463
11/1/2027	\$1,982,593	\$1,980,050	\$2,543	\$315	\$1,978,400	\$4,193	\$520
11/1/2028	\$1,984,963	\$1,974,450	\$10,513	\$1,304	\$1,980,600	\$4,363	\$541
11/1/2029	\$1,988,813	\$1,982,050	\$6,763	\$839	\$1,985,200	\$3,613	\$448
11/1/2030	\$1,989,663	\$1,982,250	\$7,413	\$919	\$1,987,000	\$2,663	\$330
11/1/2031	\$1,987,513	\$1,986,000	\$1,513	\$188	\$1,983,250	\$4,263	\$529
11/1/2032	\$1,985,375	\$1,981,000	\$4,375	\$543	\$635,250	\$1,350,125	\$167,416
11/1/2033	\$1,879,913	\$1,877,500	\$2,413	\$299		\$1,879,913	\$233,109
11/1/2034	\$1,880,900	\$1,875,250	\$5,650	\$701		\$1,880,900	\$233,232
11/1/2035	\$1,876,488	\$1,869,250	\$7,238	\$897		\$1,876,488	\$232,684
11/1/2036	\$1,880,263	\$1,879,500	\$763	\$95		\$1,880,263	\$233,153
Total:	\$32,806,393	\$25,277,550	\$6,064,283	\$751,971	\$22,437,833	\$8,903,999	\$1,104,096

*Assumes City portion of savings is 12.4%.

Danny Kim, our Bond Counsel, will be attending the meeting via Zoom and will be available to answer questions regarding the legal documents as well as Ralph Holmes, our Underwriter

FISCAL IMPACT:

It is anticipated at this point in time that the refunding will result in a savings of approximately \$6,000,000 of which the City can save approximately \$750,000 while the School District will save approximately \$3,200,000.

AVAILABILITY OF DOCUMENTS:

All the documents being considered tonight for approval are available for public inspection in the office of the City Clerk of the City of Ripon.

Attachments:

1. Appendix A

RESOLUTION NO. 20-1

A RESOLUTION OF THE SUCCESSOR AGENCY TO REDEVELOPMENT AGENCY OF THE CITY OF RIPON APPROVING THE ISSUANCE OF REFUNDING BONDS IN ORDER TO REFUND CERTAIN OUTSTANDING BONDS OF THE DISSOLVED REDEVELOPMENT AGENCY OF THE CITY OF RIPON, APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, REFUNDING INSTRUCTIONS AND CONTINUING DISCLOSURE CERTIFICATE RELATING THERETO, APPROVING PRELIMINARY AND FINAL OFFICIAL STATEMENTS, REQUESTING OVERSIGHT BOARD APPROVAL OF THE ISSUANCE OF THE REFUNDING BONDS, AND PROVIDING FOR OTHER MATTERS PROPERLY RELATING THERETO

WHEREAS, pursuant to Section 34172(a) of the California Health and Safety Code (unless otherwise noted, all Section references hereinafter being to such Code), the Redevelopment Agency of the City of Ripon (the “Former Agency”) has been dissolved and no longer exists as a public body, corporate and politic, and pursuant to Section 34173, the Successor Agency to Redevelopment Agency of the City of Ripon (the “Successor Agency”) has become the successor entity to the Former Agency;

WHEREAS, prior to the dissolution of the Former Agency, the Former Agency issued the following series of bonds (collectively, the “Prior Bonds”) to provide moneys to finance and/or refinance redevelopment activities for the project area of the Former Agency:

- (i) Ripon Community Redevelopment Project Tax Allocation Bonds, Issue of 2003;
- (ii) Ripon Community Redevelopment Project Tax Allocation Bonds, Issue of 2005; and
- (iii) Ripon Community Redevelopment Project Tax Allocation Refunding Bonds, Issue of 2007;

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”);

WHEREAS, to determine compliance with the Savings Parameters for purposes of the issuance by the Successor Agency of its 2020 Tax Allocation Refunding Bonds (the “Refunding Bonds”), the Successor Agency has prepared an analysis of the potential savings that will accrue to the Successor Agency and to applicable taxing entities as a result of the use of the proceeds of

the Refunding Bonds to refund the Prior Bonds (the “Independent Municipal Advisor’s Debt Service Analysis”);

WHEREAS, the Successor Agency desires at this time to approve the issuance of the Refunding Bonds and to approve the form of and authorize the execution and delivery of the Indenture of Trust, by and between the Successor Agency and U.S. Bank National Association, as trustee, providing for the issuance of the Refunding Bonds (the “Indenture”), the form of Irrevocable Refunding Instructions to be delivered by the Successor Agency to the trustee for the Prior Bonds (the “Refunding Instructions”), the Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”), and a Bond Purchase Agreement (the “Purchase Agreement”) between the Successor Agency and Piper Sandler & Co. (the “Underwriter”);

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

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

WHEREAS, the Successor Agency further requests that the Oversight Board make certain determinations described below on which the Successor Agency will rely in undertaking the refunding proceedings and the issuance of the Refunding Bonds;

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

WHEREAS, Section 5852.1 of the California Government Code, which became effective on January 1, 2018, enacted pursuant to Senate Bill 450 (Chapter 625 of the 2017-2018 Session of the California Legislature), requires that the Successor Agency obtain from an underwriter, municipal advisor or private lender and disclose, in a meeting open to the public, prior to authorization of the issuance of the Refunding Bonds, good faith estimates of (a) the true interest cost of the Refunding Bonds, (b) the sum of all fees and charges paid to third parties with respect to the Refunding Bonds, (c) the amount of proceeds of the Refunding Bonds expected to be received net of the fees and charges paid to third parties and any reserves or capitalized interest paid or funded with proceeds of the Refunding Bonds, and (d) the sum total of all debt service payments on the Refunding Bonds calculated to the final maturity of the Refunding Bonds plus the fees and charges paid to third parties not paid with the proceeds of the Refunding Bonds;

WHEREAS, in compliance with Section 5852.1 of the California Government Code, the Successor Agency has prepared, based on information provided by the Municipal Advisor, the required good faith estimates and such estimates are included in the agenda report submitted by staff to the Successor Agency in connection with the proposed adoption of this Resolution and attached hereto as Appendix A;

NOW, THEREFORE, the Successor Agency to Redevelopment Agency of the City of Ripon **RESOLVES** as follows:

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 Independent Municipal Advisor's Debt Service Analysis on file with the Secretary of the Successor Agency, which Independent Municipal Advisor's Debt Service Analysis is hereby approved.
2. Approval of Issuance of the Refunding Bonds. The Successor Agency hereby authorizes and approves the issuance of the Refunding Bonds under the Law and the Refunding Law in the aggregate principal amount not to exceed amount required to refund and defease the Prior Bonds, to establish customary debt service reserves, and to pay related costs of issuance, provided that the Refunding Bonds are in compliance with the Savings Parameters at the time of sale and delivery. The Refunding Bonds may be issued in one or more series, either on a tax-exempt basis or on a taxable basis. The Refunding Bonds may be sold on a publicly offered or private placement basis.
3. Approval of Indenture. 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 Mayor of the City of Ripon (the "City"), as the Chairman and presiding officer of the Successor Agency, the City Administrator of the City, as the Executive Director of the Successor Agency, and the Finance Director of the City, as the Finance Director of the Successor Agency, on behalf of the Successor Agency (each, an "Authorized Officer"), is hereby authorized and directed to execute and deliver, and the City Clerk of the City, as the Secretary of the Successor Agency, on behalf of the Successor Agency, is hereby authorized and directed to attest to, the Indenture for and in the name and on behalf of the Successor Agency, in substantially the form on file with the Successor Agency, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Indenture. The Successor Agency hereby authorizes the delivery and performance of the Indenture.
4. Approval of Refunding Instructions. The form of the Refunding Instructions in substantially the form on file with the Successor Agency is hereby approved. The Authorized Officers, each acting alone, are hereby authorized and directed, for and in the name and on behalf of the Successor Agency, to execute and deliver the Refunding Instructions, in substantially the form on file with the Successor Agency, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Refunding Instructions. The Successor Agency hereby authorizes the delivery and performance of its obligations under the Refunding Instructions

5. Approval of Continuing Disclosure Certificate. The Successor Agency hereby approves the Continuing Disclosure Certificate in substantially the form on file with the Secretary of the Successor Agency. The Authorized Officers, each acting alone, are hereby authorized and directed to execute and deliver the Continuing Disclosure Certificate for and in the name and on behalf of the Successor Agency, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Continuing Disclosure Certificate.

6. Approval of Official Statement. The Successor Agency hereby approves the preliminary Official Statement in substantially the form on file with the Secretary of the Successor Agency. Distribution of the preliminary Official Statement by the Successor Agency and the Underwriter is hereby approved, and, prior to the distribution of the preliminary Official Statement, each of the Authorized Officer, on behalf of the Successor Agency, each acting alone, are authorized and directed, on behalf of the Successor Agency, to deem the preliminary Official Statement “final” pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the “Rule”). The execution of the final Official Statement, which shall include such changes and additions thereto deemed advisable by the Authorized Officer executing the same, and such information permitted to be excluded from the preliminary Official Statement pursuant to the Rule, is hereby approved for delivery to the purchasers of the Refunding Bonds, and each Authorized Officer, acting alone, is authorized and directed to execute and deliver the final Official Statement for and on behalf of the Successor Agency, to deliver to the Underwriter a certificate with respect to the information set forth therein and to deliver to the Underwriter a Continuing Disclosure Certificate substantially in the form appended to the final Official Statement.

7. Oversight Board Approval of the Issuance of the Refunding Bonds. The Successor Agency hereby requests the Oversight Board, as authorized by Section 34177.5(f), to direct the Successor Agency to undertake the refunding proceedings and as authorized by Section 34177.5(f) and Section 34180 to approve the issuance of the Refunding Bonds pursuant to Section 34177.5(a)(1) and this Resolution.

8. Filing of Independent Municipal Advisor’s Debt Service Analysis and Resolution. The Successor Agency is hereby authorized and directed to file the Independent Municipal Advisor’s Debt Service Analysis, together with a copy of this Resolution, with the Oversight Board, and, as provided in Section 34180(j) with the San Joaquin County Administrative Officer, the San Joaquin County Auditor-Controller and the California Department of Finance.

9. Sale of Refunding Bonds. The Successor Agency hereby approves the Purchase Agreement. The Authorized Officers, each acting alone, are hereby authorized and directed to execute and deliver the Purchase Agreement for and in the name and on behalf of the Successor Agency, in substantially the form on file with the Successor Agency, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Purchase Agreement, provided that the Underwriter’s discount (excluding original issue

discount, if any) shall not exceed 0.8% of the aggregate principal amount of the Refunding Bonds to be issued.

10. Issuance of Refunding Bonds in Whole or in Part. It is the intent of the Successor Agency to sell and deliver the Refunding Bonds in whole, provided that there is compliance with the Savings Parameters. However, the Successor Agency will initially authorize the sale and delivery of the Refunding Bonds in whole or, if such Savings Parameters cannot be met with respect to the whole, then in part; provided that the Refunding Bonds so sold and delivered in part are in compliance with the Savings Parameters. The sale and delivery of the Refunding Bonds in part will in each instance provide sufficient funds only for the refunding of that portion of the Refunding Bonds that meet the Savings Parameters. In the event the Refunding Bonds are initially sold in part, the Successor Agency intends to sell and deliver additional parts of the Refunding Bonds without the prior approval of the Oversight Board provided that in each such instance the Refunding Bonds so sold and delivered in part are in compliance with the Savings Parameters.

11. Professional Services. The selection of the firm of Nixon Peabody LLP, as bond and disclosure counsel, Bayshore Consulting Group, Inc., as municipal advisor, HdL Coren & Cone, as fiscal consultant, is hereby confirmed. The Authorized Officers, each acting alone, are hereby authorized to execute professional services agreement with each such firm. Additionally, the selection of U.S. Bank National Association, as trustee for the Refunding Bonds, is hereby also confirmed.

12. Municipal Bond Insurance and Reserve Fund Insurance Policy. The Authorized Officers, each acting alone, are hereby authorized and directed to take all actions necessary to obtain a municipal bond insurance policy for the Refunding Bonds and a debt service reserve fund insurance policy for the Refunding Bonds from a municipal bond insurance company if it is determined, upon consultation with the Municipal Advisor, that such municipal bond insurance policy and/or debt service reserve fund insurance policy will reduce the true interest costs with respect to the Refunding Bonds.

13. 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 in the issuance, sale and delivery of the Refunding Bonds. 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.

14. Effective Date. This Resolution shall take effect from and after the date of approval and adoption thereof.

PASSED AND ADOPTED at a regular meeting of the City Council of the City of Ripon this 9th day of June, 2020, by the following vote:

RESULT: ADOPTED [UNANIMOUS]
MOVER: Leo Zuber, Director
SECONDER: Michael Restuccia, Director
AYES: Parks, de Graaf, Uecker, Restuccia, Zuber

**THE CITY OF RIPON,
A Municipal Corporation**

By _____
JACOB PARKS, Chairman

ATTEST:

By: _____
LISA ROOS, City Clerk

APPENDIX A

Government Code Section 5852.1 Disclosure

The good faith estimates set forth herein are provided with respect to the Refunding Bonds in accordance with California Government Code Section 5852.1. Such good faith estimates have been provided to the City by the Underwriter, and assume that the Successor Agency will issue one series of Refunding Bonds in the principal amount of \$16,185,000 the interest on which will be exempt from federal income taxes.

- (A) True Interest Cost: 2.495203%
- (B) Finance Charge (Sum of all fees/charges paid to third parties): \$527,378.80
- (C) Net Proceeds to be Received (net of finance charges, reserves and capitalized interest, if any): \$23,039,629.18
- (D) Total Payment Amount Through Maturity: \$25,277,550.00

The foregoing estimates constitute good faith estimates only. The principal amount of the Refunding Bonds, the number of series of Refunding Bonds and the federal income tax treatment of interest on such series of Refunding Bonds, the true interest cost of the Refunding Bonds, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Refunding Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Refunding Bonds sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the Refunding Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Refunding Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (1) alterations in the City's financing plan, or a combination of such factors. The actual date of sale of the Refunding Bonds and the actual principal amount of Refunding Bonds sold will be determined by the Successor Agency based on the timing of the need for proceeds of the Refunding Bonds and other factors. The actual interest rates borne by the Refunding Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Refunding Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the Successor Agency.