

RESOLUTION NO. SARDA2015-001

RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE HIGHLAND REDEVELOPMENT AGENCY APPROVING THE FORM OF A PRELIMINARY OFFICIAL STATEMENT, A BOND PURCHASE CONTRACT AND A CONTINUING DISCLOSURE AGREEMENT IN CONNECTION WITH THE HIGHLAND REDEVELOPMENT PROJECT AREA NO. 1 TAX ALLOCATION REFUNDING BONDS, 2015 SERIES A, AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Successor Agency to the Highland Redevelopment Agency (the “Successor Agency”) has previously approved the issuance of its Highland Redevelopment Project Area No. 1 Tax Allocation Refunding Bonds, 2015 Series A (the “Bonds”) at its meeting on August 26, 2014, and wishes at this time to approve a Preliminary Official Statement in connection with the marketing of the Bonds and for the purpose of deeming it final within the meaning of Rule 15c2-12;

WHEREAS, the Successor Agency desires to approve a Bond Purchase Contract and a Continuing Disclosure Agreement in connection with the sale and delivery of the Bonds;

WHEREAS, the Oversight Board to the Successor Agency to the Highland Redevelopment Agency (the “Oversight Board”) has approved of the issuance of the Bonds by its Resolution OBSARDA2014-004 at its meeting on August 27, 2014; and

WHEREAS, the Department of Finance has approved the action of the Oversight Board in a letter dated October 13, 2014.

NOW, THEREFORE, THE SUCCESSOR AGENCY TO THE HIGHLAND REDEVELOPMENT AGENCY DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:

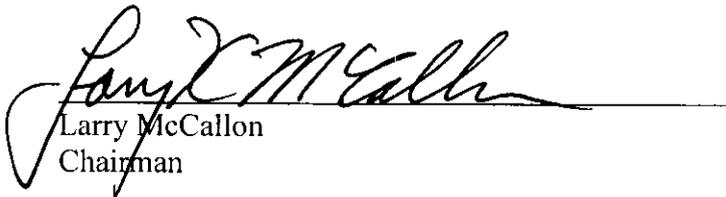
Section 1. The Preliminary Official Statement relating to the Bonds (the “Preliminary Official Statement”), in the form presented at this meeting and on file with the Secretary, is hereby approved and deemed final for the purposes of Rule 15c2-12 of the Securities and Exchange Act of 1934, as amended (“Rule 15c2-12”). The Underwriter of the Bonds is hereby authorized to distribute the Preliminary Official Statement to prospective purchasers of the Bonds in substantially the form hereby approved, together with such additions thereto and changes therein as are determined necessary by the Chair of this Board, the Vice-Chair of this Board, the Executive Director of the Successor Agency, the Finance Director of the Successor Agency or any designee of such officers (collectively, the “Authorized Officers”) to make the Preliminary Official Statement final as of its date for purposes of Rule 15c2-12, including, but not limited to, such additions and changes as are necessary to make all information set forth therein accurate and not misleading.

Section 2. The form of the Bond Purchase Contract (the “Bond Purchase Contract”), in the form presented at this meeting and on file with the Secretary, is hereby approved. Each of the Authorized Officers, acting alone, is hereby authorized to execute the Bond Purchase Contract with such additions thereto and deletions therefrom as such Authorized Officer shall deem necessary.

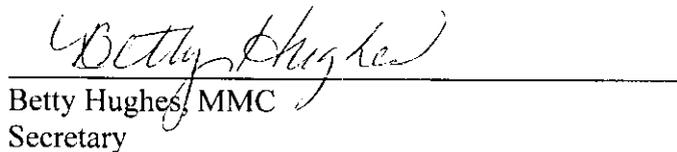
Section 3. The form of the Continuing Disclosure Agreement (the "Continuing Disclosure Agreement"), in the form presented at this meeting and on file with the Secretary, is hereby approved. Each of the Authorized Officers, acting alone, is hereby authorized to execute the Continuing Disclosure Agreement with such additions thereto and deletions therefrom as such Authorized Officer shall deem necessary.

Section 4. The members of this Board, the Authorized Officers and all other officers of the Successor Agency are hereby authorized, jointly and severally, to execute and deliver any and all necessary documents and instruments and to take all actions which they deem necessary or proper to effectuate the purposes of this Resolution.

PASSED, APPROVED AND ADOPTED this 3rd day of February, 2015.


Larry McCallon
Chairman

ATTEST:


Betty Hughes, MMC
Secretary

STATE OF CALIFORNIA)

COUNTY OF SAN BERNARDINO)

CITY OF HIGHLAND)

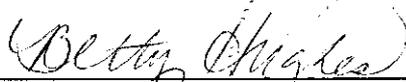
I, BETTY HUGHES, Secretary of the Successor Agency to the Highland Redevelopment Agency of the City of Highland, California, do hereby certify Successor Agency to the Redevelopment Agency Resolution No. SARDA2015-001 was duly and regularly adopted by the Successor Agency to the Highland Redevelopment Agency, Highland, California, at a special meeting thereof held on the 3rd day of February, 2015, by the following vote:

AYES: Lilburn, McCallon, Racadio, Scott, Timmer

NOES: None

ABSTAIN: None

ABSENT: None



BETTY HUGHES, MMC
SECRETARY