RESOLUTION NO. URR 12-013

A RESOLUTION OF THE CITY OF CANBY URBAN RENEWAL AGENCY, CLACKAMAS COUNTY, OREGON APPROVING OF AN INTERGOVERNMENTAL AGREEMENT WITH THE CITY OF CANBY, CLACKAMAS COUNTY, OREGON REGARDING THE TRANSFER OF TAX INCREMENT REVENUES AND PROCEEDS TO THE CITY FOR THE PURPOSE OF PAYING OBLIGATION BOND FINANCING

WHEREAS, the Canby Urban Renewal Agency (the "**Agency**") and the City of Canby, Clackamas County, Oregon (the "**City**") are currently planning projects set forth in the Canby Urban Renewal Plan dated November 24, 1999, as amended June 23, 2009, including the acquisition, construction, equipping and furnishing of a new library, renovation of the existing library and City Hall, and certain road and bridge improvements (the "**Project**"); and

WHEREAS, the City is planning to enter into a tax-exempt financing agreement and escrow agreement providing for the issuance of Full Faith and Credit and Refunding Obligations, Series 2012 (the "**2012 Obligations**") in an expected principal amount not to exceed $14,900,000 to finance the Project and refinance certain outstanding obligations of the City; and

WHEREAS, the Agency and the City wish to enter into an intergovernmental agreement whereby the Agency shall transfer to the City tax increment revenues and proceeds accumulated by the Agency for the payment of the 2012 Obligations.

IT IS HEREBY RESOLVED by the Canby Urban Renewal Agency, as follows:

The Canby Urban Renewal Agency agrees to the terms and conditions of the Intergovernmental Agreement attached hereby as Exhibit A (the "**IGA**"), and authorizes and directs the Chair or the Agency Director to sign the IGA on behalf of the Agency.

This resolution will take effect on October 10, 2012.

ADOPTED this 10th day of October 2012 by the Canby Urban Renewal Agency.

Randy Carson

Randy Carson
Vice-Chair

ATTEST:

Sue Ryan

Sue Ryan, CMC
Deputy City Recorder

INTERGOVERNMENTAL AGREEMENT

This 2012 Intergovernmental Agreement is executed this 10th day of October 2012, by and between the CITY OF CANBY, OREGON, a municipal corporation of the State of Oregon (the "**City**") and the CANBY URBAN RENEWAL AGENCY, OREGON, a public body created and activated under ORS Chapter 457 (the "**Agency**").

I. DEFINITIONS

For purposes of this 2012 Intergovernmental Agreement, unless the context clearly requires otherwise, capitalized terms that are not listed in this section but which are defined in the Master Document shall have the meanings defined for those terms in the Master Document, and the following capitalized terms shall have the following meanings:

"**2008 Bond**" means the Agency's Urban Renewal Bond, Series 2008, dated July 22, 2008, in the original principal amount of $1,915,000 which was authorized by the Agency Resolution No. URR 08-004.

"2009 Loan" means the City's loan for road completion from Business Oregon (formerly, the Oregon Economic and Community Development Department) dated May 27, 2009 in the original principal amount of $1,981,047.

"**2009 Intergovernmental Agreement**" means the intergovernmental agreement between the City and the Agency amended by Resolution No. 978 on May 7, 2008, relating to the 2009 Loan.

"**2010 Intergovernmental Agreement**" means the intergovernmental agreement between the City and the Agency dated as of December 1, 2010, relating to the 2010 Obligations.

"**2010 Obligations**" means the City's Full Faith and Credit Obligations, Series 2010 (Direct Payment Federally Taxable Recovery Zone Economic Development Bonds, Downtown Project), dated December 28, 2010, in the original principal amount of $2,500,000.

"**2011 Intergovernmental Agreement**" means the intergovernmental agreement between the City and the Agency dated as of May 4, 2011, relating to the 2011 Obligations.

"**2011 Obligations**" means the City's Full Faith and Credit Obligations, Series 2011 (Police Station Project), dated August 9, 2011, in the original principal amount of $9,000,000.

"**2012 Intergovernmental Agreement**" means this intergovernmental agreement between the City and the Agency dated as of October 10, 2012, relating to the 2012 Obligations.

"**2012 Obligations**" means the City's Full Faith and Credit and Refunding Obligations, Series 2012 (Library and Industrial Park Projects) in the aggregate principal amount not to exceed $14,900,000.

"**Agency**" means the Canby Urban Renewal Agency, Clackamas County, Oregon.

"**Agency Resolution**" means the Agency Resolution No. URR 12-013 adopted October 10, 2012.

"**Area**" means the Canby Urban Renewal Area which is described in the Plan and all additions thereto.

"**Authorized Representative of the Agency**" means, each individually, the Chair or the Agency Director or his designee.

"**Authorized Representative of the City**" means, each individually, the City Administrator or their designee.

"**City**" means the City of Canby, Clackamas County, Oregon.

"**City Resolution**" means City Resolution No. 1144 adopted October 3, 2012.

"**Master Document**" means the Bond Purchase Agreement between the Agency and U.S. Bank National Association that is dated as of July 22, 2008, that relates to the 2008 Bond.

"**ORS**" means Oregon Revised Statutes.

"**Parity Indebtedness**" shall have the meaning assigned to such term in the Master Document.

"**Plan**" means the Canby Urban Renewal Plan dated November 24, 1999, as amended June 23, 2009.

"**Tax Increment Revenues**" means all ad valorem tax revenues from property which are attributable to the increase in assessed value of property within the Area pursuant to Section 1c, Article IX of the Oregon Constitution and Oregon Revised Statutes, Chapter 457, and all earnings thereon.

II. RECITALS

A. Pursuant to ORS 190.010, units of local government are authorized to enter into intergovernmental agreements with other units of local governments for the performance of any or all functions and activities that a party to the agreement, its officers or agencies, have the authority to perform.

B. Each of the parties to this agreement is a "unit of local government" as defined in ORS Section 190.003. Each of the parties has the legal authority for the performance of any and all functions and activities set forth herein.

C. The Agency, as the duly authorized and acting urban renewal agency of the City of Canby, Oregon is charged to undertake certain redevelopment activities in the redevelopment area pursuant to ORS Chapter 457 and the Plan.

D. Pursuant to ORS 457.190, the Agency is authorized to borrow money and accept advances, loans, grants and any other form of financial assistance from a public body for the purposes of undertaking and carrying out urban renewal projects.

E. Pursuant to ORS 457.320 the City is authorized to exercise any of its powers to assist in the planning or the carrying out of an urban renewal plan.

F. Pursuant to ORS 271.390 the City has the power to enter into financing agreements and authorize the issuance of full faith and credit obligations on its behalf to finance and refinance real and personal property.

G. The City and the Agency previously entered into the 2009 Intergovernmental Agreement in connection with the 2009 Loan, the 2010 Intergovernmental Agreement in connection with the 2010 Obligations and the 2011 Intergovernmental Agreement in connection with the 2011 Obligations.

H. The City expects to enter into a financing agreement and escrow agreement in December 2012, providing for the issuance of the 2012 Obligations to finance and refinance certain real and personal property set forth in the Plan, including the acquisition, construction, equipping and furnishing of a new library, renovation of the existing library and City Hall, and certain road and bridge improvements.

I. The City and the Agency wish to enter into the 2012 Intergovernmental Agreement on connection with the 2012 Obligations.

III. AGREEMENT

NOW, THEREFORE, pursuant to the provisions of ORS Chapters 457 and 190, and in consideration of the benefits to accrue to the City, the Agency, the community and the citizens from this 2012 Intergovernmental Agreement and the 2012 Obligations, and in consideration of the covenants set forth therein, the City and Agency agree:

1. The Agency shall transfer Tax Increment Revenues and proceeds to the City in amounts and at times sufficient for the City to pay the 2012 Obligations under the terms set forth in the 2012 Obligation financing documents from those Tax Increment Revenues.

2. The Agency hereby irrevocably pledges the Tax Increment Revenues to make the transfers described in paragraph 1. above. The obligation of the Agency to

make the transfers described in paragraph 1. above, shall constitute Parity Indebtedness. The lien on, and pledge of the Tax Increment Revenues to the 2012 Obligations shall be equal to the lien and pledge that secures the 2008 Bond, the 2009 Loan, the 2010 Obligations, the 2011 Obligations and all other Parity Indebtedness. The provisions of this 2012 Intergovernmental Agreement and the Agency Resolution shall be a contract with the City. The Agency has issued Parity Indebtedness in the past and reserves the right to issue Parity Indebtedness in the future as permitted by the Master Document. The Agency is not required to create or fund a bond reserve account in connection with this 2012 Intergovernmental Agreement. The Agency covenants and agrees that it will not incur any other form of indebtedness secured by a greater priority lien on the Tax Increment Revenues during the period any amounts are outstanding under this 2012 Intergovernmental Agreement.

3. The City agrees to take all steps required to qualify and maintain the 2012 Obligations as tax-exempt obligations.

4. The Agency agrees to take all steps required to qualify and maintain the 2012 Obligations as tax-exempt obligations.

5. The Agency covenants to cause the maximum amount of the Tax Increment Revenues to be collected each Fiscal Year.

6. The Agency may incur additional indebtedness secured by a lien on the Tax Increment Revenues subordinate to the lien of this 2012 Intergovernmental Agreement as provided in the Master Document. Parity liens are permitted in accordance with the Master Document.

7. The City and Agency have each taken the actions necessary to authorize this 2012 Intergovernmental Agreement and no challenge or appeal to such actions is pending.

8. The Authorized Representatives are authorized to execute this 2012 Intergovernmental Agreement on behalf of their respective bodies.

9. This 2012 Intergovernmental Agreement may be modified upon written mutual agreement of the City and the Agency.

10. This 2012 Intergovernmental Agreement shall be effective as of the date first listed above and shall terminate upon defeasance of the 2012 Obligations and any obligations issued to refund the 2012 Obligations.

11. This 2012 Intergovernmental Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute one and the same agreement.

CITY OF CANBY
CLACKAMAS COUNTY, OREGON

By Randy Carson
Randy Carson, Mayor

CANBY URBAN RENEWAL AGENCY
CLACKAMAS COUNTY, OREGON

By Randy Carson
Randy Carson, Vice-Chair