

RESOLUTION NO. 20-_____

RESOLUTION OF CITY COUNCIL OF THE CITY OF FRESNO APPROVING THE ISSUANCE BY THE FRESNO JOINT POWERS FINANCING AUTHORITY OF LEASE REVENUE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A FOURTH AMENDMENT TO MASTER FACILITIES LEASE, A FOURTH AMENDMENT TO MASTER FACILITIES SUBLEASE, A BOND PURCHASE CONTRACT, AN OFFICIAL STATEMENT AND A CONTINUING DISCLOSURE CERTIFICATE; AND AUTHORIZING EXECUTION OF DOCUMENTS AND THE TAKING OF ALL NECESSARY ACTIONS RELATING TO THE FINANCING

WHEREAS, the City of Fresno (City) is a municipal corporation and charter city duly organized and existing under a freeholders' charter pursuant to which the City has the right and power to make and enforce all laws and regulations in respect to municipal affairs and certain other matters in accordance with and as more particularly provided in Sections 3, 5 and 7 of Article XI of the Constitution of the State of California and Section 200 of the Charter of the City; and

WHEREAS, the City and the Redevelopment Agency of the City of Fresno (Agency) have executed a Joint Exercise of Powers Agreement, dated October 25, 1988, as amended (Joint Powers Agreement), between the City and the Agency that creates and establishes the Fresno Joint Powers Financing Authority (Authority); and

WHEREAS, pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (Marks-Roos Local Bond Pooling Act of 1985) and the Joint Powers Agreement, the Authority is authorized to issue bonds for financing and refinancing public capital improvements, working capital, liability and other insurance needs or projects whenever there are significant public benefits; and

Date Adopted:
Date Approved:
Effective Date:
City Attorney Approval: _____

Resolution No.

WHEREAS, pursuant to Government Code Section 6586.5, the City held a public hearing on the proposed financing following publication of a notice thereof in a newspaper of general circulation in the City at least five days before such hearing; and

WHEREAS, the City desires to approve the Authority's issuance of not to exceed \$22,000,000 aggregate principal amount of its Fresno Joint Powers Financing Authority Lease Revenue Bonds (Master Lease Projects), Series 2020A (Bonds) to finance the acquisition and construction of an Animal Services Facility (Series 2020A Project); and

WHEREAS, in order to finance the Series 2020A Project, the City desires to lease to the Authority real property and the Series 2020A Project to be constructed thereon (Series 2020A Facility) pursuant to the terms of that certain Fourth Amendment to Master Facilities Lease (Fourth Amendment to Facilities Lease), by and between the City and the Authority, and the City desires to lease back from the Authority the Series 2020A Facility, pursuant to the terms of that certain Fourth Amendment to Master Facilities Sublease (Fourth Amendment to Facilities Sublease), by and between the Authority and the City; and

WHEREAS, the City has determined that the issuance of the Bonds by the Authority and the execution and delivery of the Fourth Amendment to Facilities Lease and Fourth Amendment to Facilities Sublease will result in significant public benefits to the citizens of the City of Fresno, and that the City will benefit from demonstrable savings in the cost of financing the Series 2020A Project as a result of the assistance of the Authority.

NOW THEREFORE, the Council of the City of Fresno hereby finds, determines, declares and resolves as follows:

1. The City hereby specifically finds and declares that the actions authorized hereby constitute and are with respect to municipal affairs of the City and the statements, findings and determinations of the City set forth in the recitals above and in the preambles of the documents approved herein are true and correct.

2. The Council hereby approves the issuance by the Authority of the Bonds in an aggregate principal amount not to exceed \$22,000,000. The interest rate on the Bonds shall not exceed a true interest cost of 5% per annum. The Bonds may be issued in one or more series, and may be taxable or a combination of taxable and tax-exempt series.

3. The proposed form of Fourth Amendment to Facilities Lease, by and between the City and the Authority, on file with the City Clerk, and delivered to Council, is hereby approved. The Mayor, City Manager, or Controller, jointly and severally, or any such officer's designee, are each hereby authorized and directed, on behalf of the City, to execute and deliver the Fourth Amendment to Facilities Lease in substantially said form, with such changes therein as such officer may require or approve, subject to review by the City Attorney's Office, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the term of the Fourth Amendment to Facilities Lease shall end no later than April 1, 2051, plus an extension period of not to exceed ten years.

4. The proposed form of Fourth Amendment to Facilities Sublease, by and between the Authority and City, on file with the City Clerk, and delivered to Council, is hereby approved. The Mayor, City Manager, or Controller, jointly and severally, or any such officer's designee, are each hereby authorized and directed, on behalf of the City,

to execute and deliver the Fourth Amendment to Facilities Sublease in substantially said form, with such changes therein (including changes to the current rental payment schedule, term of current rental payments and expiry dates) as such officer may require or approve, subject to review by the City Attorney's Office, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the term of the Fourth Amendment to Facilities Sublease shall end no later than April 1, 2051, plus an extension period of not to exceed ten years.

5. The proposed form of Bond Purchase Contract, by and among J.P. Morgan Securities, LLC., the Authority and the City (Bond Purchase Contract), on file with the City Clerk, and delivered to Council, is hereby approved. The Mayor, City Manager or Controller, jointly and severally, or any such officer's designee, are each hereby authorized and directed, on behalf of the City, to execute and deliver the Bond Purchase Contract in substantially said form, with such changes therein as such officer may require or approve, subject to review by the City Attorney's Office, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, the underwriting discount (not including original issue discount) shall not exceed 0.5% of the aggregate principal amount of the Bonds.

6. The proposed form of Continuing Disclosure Certificate relating to the Bonds (Continuing Disclosure Certificate), on file with the City Clerk, and delivered to Council, is hereby approved. The Mayor, City Manager, or Controller, jointly and severally, or any such officer's designee, are each hereby authorized and directed, to execute on behalf of the City and deliver for the benefit of Bondholders, the Continuing Disclosure Certificate in substantially said form, with such changes therein as such

officer may require or approve, subject to review by the City Attorney's Office, such approval to be conclusively evidenced by the execution and delivery thereof.

7. The proposed form of Official Statement relating to the Bonds (Official Statement), on file with the City Clerk, and delivered to Council, is hereby approved. The Mayor, City Manager, or Controller, jointly and severally, or any such officer's designee are each hereby authorized and directed, on behalf of the City, to execute and deliver an Official Statement in substantially said form, with such changes therein as such officer may require or approve, subject to review of the City Attorney's Office and Disclosure Counsel, such approval to be conclusively evidenced by the execution and delivery thereof. The original purchaser of the Bonds is hereby directed to distribute copies of the Official Statement to all actual purchasers of the Bonds. Distribution of a preliminary Official Statement relating to the Bonds is hereby approved and the Mayor, City Manager, or Controller, jointly and severally, or any such officer's designee are each hereby authorized and directed, to execute a certificate confirming that the preliminary Official Statement has been "deemed final" by the City for purposes of Securities and Exchange Commission Rule 15c2-12.

8. The officers and Members of the Council of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, agreements and certificates which they deem necessary or advisable to consummate the execution and delivery of the documents mentioned herein and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution, the Fourth Amendment to Facilities Lease, the Fourth Amendment to Facilities Sublease, the Bond Purchase Contract, the Continuing Disclosure Certificate,

the Official Statement and the transactions contemplated by each such document; including, but not limited to, changes to such documents as may be required by a municipal bond insurer as insurer for the Bonds or provider of a reserve fund policy, and entering into agreements with such bond insurer. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

9. This Resolution shall take effect upon its adoption.

Attachment: Exhibit A

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STATE OF CALIFORNIA)
COUNTY OF FRESNO) ss.
CITY OF FRESNO)

I, YVONNE SPENCE, City Clerk of the City of Fresno, certify that the foregoing resolution was adopted by the Council of the City of Fresno, at a regular meeting held on the ____ day of _____ 2020.

AYES :
NOES :
ABSENT :
ABSTAIN:

YVONNE SPENCE MMC CRM
City Clerk

By: _____

Deputy

APPROVED AS TO FORM
DOUGLAS T. SLOAN,
City Attorney

By: _____
Brandon M. Collet Date
Senior Deputy

EXHIBIT A

The Facilities consist of the following:

Animal Services Facility to be located at 5277 E. Airways Blvd, Fresno, CA 93727.