

RESOLUTION NO. __

A FRESNO JOINT POWERS FINANCING AUTHORITY RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF LEASE REVENUE REFUNDING BONDS (MASTER LEASE PROJECTS) SERIES 2017A AND SERIES 2017B (FEDERALLY TAXABLE); AUTHORIZING THE EXECUTION AND DELIVERY OF A THIRD SUPPLEMENTAL TRUST AGREEMENT, A THIRD AMENDMENT TO MASTER FACILITIES LEASE, A THIRD AMENDMENT TO MASTER FACILITIES SUBLEASE, A BOND PURCHASE CONTRACT, AN OFFICIAL STATEMENT, A FIRST AMENDMENT TO SITE LEASE AND A FIRST AMENDMENT TO FACILITY LEASE; AND AUTHORIZING THE TAKING OF ALL NECESSARY ACTIONS RELATING TO THE ISSUANCE OF THE BONDS

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

WHEREAS, the Authority desires to issue bonds to refinance various capital improvements within the City (the "Projects"); and

WHEREAS, such refinancing will include the refunding of a portion of various bonds of the Authority (the "Prior Bonds"); and

WHEREAS, the Authority has determined that it is desirable and furthers the public purpose to assist in such refinancing; and

WHEREAS, to achieve such public purpose, the Authority desires to authorize, issue and sell not to exceed \$200,000,000 aggregate principal amount of its Fresno Joint Powers Financing Authority Lease Revenue Refunding Bonds (Master Lease Projects), Series 2017A and Series 2017B (Federally Taxable) (collectively, the "Bonds"); and

WHEREAS, to assist in refinancing the Projects, the Authority desires to lease from the City certain additional property described in Exhibit A hereto (the "Facilities") pursuant to a Third Amendment to Master Facilities Lease (the "Third Amendment to Facilities Lease") between the City and the Authority, and the Authority desires to lease the Facilities back to the City pursuant to a Third Amendment to Master Facilities Sublease (the "Third Amendment to Facilities Sublease") between the Authority and the City; and

WHEREAS, the Authority desires to enter into a Third Supplemental Trust Agreement (the "Third Supplemental Trust Agreement") with The Bank of New York Mellon Trust Company, N.A. as trustee (the "Trustee"), for the purpose of securing the Bonds; and

WHEREAS, the Authority desires to enter into a Bond Purchase Contract (the "Bond Purchase Contract") for the Bonds with Raymond James & Associates, Inc., Barclays Capital Inc. and Stifel Nicolaus & Company, Incorporated (the "Underwriters"); and

WHEREAS, the Authority desires to enter into Escrow Agreements (the “Escrow Agreements”) with the trustees for the Prior Bonds; and

WHEREAS, the Authority has heretofore issued the Fresno Joint Powers Financing Authority Lease Revenue Bonds (Multi-Purpose Stadium) Series 2001B (Federally Taxable) (the “2001B Bonds”) and, in connection therewith, entered into a Site Lease, dated as of May 15, 2001, (the “2001 Site Lease”) between the City and the Authority, pursuant to which the Authority agreed to lease from the City certain real property and improvements thereon situated in the City (the “Demised Premises”), and a Facility Lease, dated as of May 15, 2001, (the “2001 Facility Lease”) between the Authority and the City, pursuant to which the City agreed to lease the Demised Premises back from the Authority for the purposes and manner described therein; and

WHEREAS, the Authority desires to withdraw and substitute certain real property and improvements thereon as the “Demised Premises” pursuant to a First Amendment to Site Lease (“First Amendment to Site Lease,”), between the City and the Authority, and a First Amendment to Facility Lease (“First Amendment to Facility Lease”), between the Authority and the City, as described in Exhibit B hereto, and to amend and supplement certain remedies permitted in an event of default pursuant to the First Amendment to Facility Lease; and

WHEREAS, there are on file with the Secretary of the Authority proposed forms of the Third Amendment to Facilities Lease, the Third Amendment to Facilities Sublease, the Third Supplemental Trust Agreement, the Bond Purchase Contract, the Escrow Agreements, an Official Statement, the First

Amendment to Site Lease and the First Amendment to Facility Lease and copies thereof have been presented to the members of the governing board of the Authority; and

NOW, THEREFORE, BE IT RESOLVED by the governing board of the Fresno Joint Powers Financing Authority, as follows:

Section 1. All of the above recitals are true and correct, and this Board so finds and determines.

Section 2. The issuance and sale of the Bonds by the Authority in an aggregate principal amount not to exceed \$200,000,000 are hereby approved. The Bonds may be issued in one or more series, and may be taxable or a combination of taxable and tax-exempt series.

Section 3. The proposed form of Third Supplemental Trust Agreement, between the Authority and the Trustee, on file with the Secretary of the Authority, a copy of which has been delivered to the governing board of the Authority, and which is incorporated into this Resolution by reference, is hereby approved. The Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, jointly and severally, or any such officer's designee, are each hereby authorized and directed, on behalf of the Authority, to execute and deliver to the Trustee a Third Supplemental Trust Agreement in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance and/or reserve fund insurance authorized pursuant to Section 10 hereof) 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. The date, maturity date or dates (not to exceed April 1, 2039), interest rate or rates (not to exceed a true interest cost of 5% per annum), interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption, provisions regarding bond insurance and other terms of the Bonds shall be as provided in said Third Supplemental Trust Agreement, as finally executed.

Section 4. The proposed form of Third Amendment to Facilities Lease, between the Authority and the City, on file with the Secretary of the Authority, a copy of which has been delivered to the governing board of the Authority, and which is incorporated into this Resolution by reference, is hereby approved. The Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, jointly and severally, or any such officer's designee, are each hereby authorized and directed, on behalf of the Authority, to execute and deliver the Third Amendment to Facilities Lease in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance and/or reserve fund insurance authorized pursuant to Section 10 hereof) 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 term of the Third Amendment to Facilities Lease shall end no later than April 1, 2039, plus an extension period of not to exceed ten years.

Section 5. The proposed form of Third Amendment to Facilities Sublease, between the Authority and City, on file with the Secretary of the Authority, a copy of which has been delivered to the governing board of the Authority, and which is incorporated into this Resolution by reference, is hereby approved. The Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, jointly and severally, or any such officer's designee, are each hereby authorized and directed on behalf of the Authority, to execute and deliver the Third Amendment to Facilities Sublease in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance and/or reserve fund insurance authorized pursuant to Section 10 hereof) as such officer may require or approve, subject to review of the City Attorney's Office, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the term of the Third Amendment to Facilities Sublease shall end no later than April 1, 2039, plus an extension period of not to exceed ten years.

Section 6. The proposed form of Bond Purchase Contract by and among the Authority, the City and the Underwriters is on file with the Secretary of the Authority, a copy of which has been delivered to the governing board of the Authority, and which is incorporated into this Resolution by reference, is hereby approved. The Chairperson, Vice-Chairperson or Treasurer and Controller of the Authority, jointly and severally, or any such officer's designee, are each hereby authorized and directed, on behalf of the Authority, to execute and deliver a Bond Purchase Contract in substantially said form, with such changes therein

(including, but not limited to, any changes as may be necessary to obtain municipal bond insurance and/or reserve fund insurance authorized pursuant to Section 10 hereof) as such officer may require or approve, subject to review of 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.

Section 7. The proposed form of Official Statement relating to the Bonds (the "Official Statement"), on file with the Secretary of the Authority, incorporated into this Resolution by reference, a copy of which has been delivered to the governing board of the Authority, is hereby approved. The Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, jointly and severally, or any such officer's designee, are each hereby authorized and directed, on behalf of the Authority, 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 Underwriters are 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 Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, 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 Authority for purposes of Securities and Exchange Commission Rule 15c2-12.

Section 8. The proposed form of Escrow Agreements, between the Authority and each trustee for the Prior Bonds, as escrow agent, on file with the Secretary of the Authority, a copy of which has been delivered to the governing board of the Authority, and which is incorporated into this Resolution by reference, is hereby approved. The Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, jointly and severally, or any such officer’s designee, are each hereby authorized and directed, on behalf of the Authority, to execute and deliver escrow agreements 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.

Section 9. The Bonds shall be executed by the facsimile signature of the Chairperson of the Authority and shall be countersigned by the facsimile signature of the Secretary of the Authority in the form set forth in, and otherwise in accordance with, the Third Supplemental Trust Agreement.

Section 10. The Treasurer and Controller of the Authority is hereby authorized and directed to purchase bond insurance, and/or reserve fund insurance to be held in the Reserve Account established under the Trust Agreement, from Assured Guaranty Municipal Corp. on such terms as the Treasurer and Controller determines are appropriate, and to enter into any reserve reimbursement agreements in connection therewith.

Section 11. The proposed form of First Amendment to Site Lease, between the City and the Authority, on file with the Secretary of the Authority, a copy of which has been delivered to the governing board of the Authority, and which is incorporated into this Resolution by reference, is hereby approved. The Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, jointly and severally, or any such officer's designee, are each hereby authorized and directed on behalf of the Authority, to execute and deliver the First Amendment to Site Lease in substantially said form, with such changes therein as such officer may require or approve, subject to review of the City Attorney's Office, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 12. The proposed form of First Amendment to Facility Lease, between the Authority and the City, on file with the Secretary of the Authority, a copy of which has been delivered to the governing board of the Authority, and which is incorporated into this Resolution by reference, is hereby approved. The Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority, jointly and severally, or any such officer's designee, are each hereby authorized and directed on behalf of the Authority, to execute and deliver the First Amendment to Facility Lease in substantially said form, with such changes therein as such officer may require or approve, subject to review of the City Attorney's Office, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 13. The officers and directors of the Authority are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents and certificates which they deem necessary or advisable to consummate the issuance, sale and delivery of the Bonds, the execution and delivery of the documents mentioned herein, and otherwise to effectuate the purposes of this Resolution, the Third Supplemental Trust Agreement, the Third Amendment to Facilities Lease, the Third Amendment to Facilities Sublease, the Bond Purchase Contract, the Official Statement, the Escrow Agreements, the First Amendment to Site Lease, the First Amendment to Facility Lease and the transactions contemplated by each such document, including but not limited to all necessary actions in connection with obtaining title insurance, bond insurance and/or reserve fund insurance for the Bonds.

Section 14. The officers and directors of the Authority are hereby authorized to take all necessary and convenient actions in connection with the refinancing and defeasance of the Prior Bonds and the leasing of the additional Facilities in connection with the issuance of the Bonds, including but not limited to, terminating and/or amending leases in connection with the Prior Bonds, substituting leased facilities in connection with Prior Bonds and taking all other necessary actions needed to refund the Prior Bonds.

Section 15. This Resolution shall take effect immediately upon its adoption by the Board of the Authority.

SECRETARY'S CERTIFICATION

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

I, _____, Secretary of the Fresno Joint Powers Financing Authority (the "Authority") certify that the foregoing resolution was adopted by the Board of the Authority at a special meeting held on the ____ day of _____, 2017.

AYES:
NOES
ABSENT:
ABSTAIN:

Secretary

By _____
Deputy

APPROVED AS TO FORM:
DOUGLAS T. SLOAN
City Attorney

By: _____
Raj Singh Badhesha Date
Deputy

Attachments: Exhibit A & Exhibit B

EXHIBIT A

The Facilities to be added consist of the following public capital improvements and/or any other public capital improvement determined by the Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority to be in the best interest of the Authority to be added to the Facilities in connection with the refinancing and defeasance of the Prior Bonds:

Multi-purpose Stadium

City Hall

Regional Training Facility

Fire Station No. 16

Valdez Exhibit Hall

EXHIBIT B

The "Demised Premises" consist of the following public capital improvements and/or any other public capital improvement determined by the Chairperson, Vice-Chairperson, or Treasurer and Controller of the Authority to be in the best interest of the Authority to constitute the "Demised Premises" in connection with the 2001B Bonds:

Saroyan Theatre

Fire Station No. 19