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1 RESOLUTION NO. RES-06-0112
2

3 A RESOLUTION OF THE CITY COUNCIL OF THE
4 CITY OF LONG BEACH APPROVING PROCEEDINGS BY
5 THE LONG BEACH BOND FINANCE AUTHORITY FOR
6 THE ISSUANCE AND SALE OF LEASE REVENUE BONDS
7 TO FINANCE THE ACQUISITION AND DEVELOPMENT
8 OF NEW PARKS/OPEN SPACE THROUGHOUT THE
9 GEOGRAPHIC BOUNDARIES OF THE CITY AND
10 APPROVING RELATED DOCUMENTS AND OFFICIAL
11 ACTIONS

12
13 WHEREAS, the City, working together with the Long Beach Bond Finance
14 Authority (the "Authority"), proposes to undertake the financing of the acquisition and
15 development of new parks/open space throughout the geographic boundaries of the
16 City (the "Project"); and

17 WHEREAS, for such purposes, the Authority has determined to issue its
18 Long Beach Bond Finance Authority Lease Revenue Bonds, 2006 Series B
19 (Parks/Open Space Financing Project) (the "Bonds"); and

20 WHEREAS, the Bonds will be issued under the provisions of Article 4
21 (commencing with Section 6584) of the Act (the "Bond Law") and an indenture of trust
22 (the "Indenture"), by and between the Authority and U.S. Bank National Association, as
23 trustee; and

24 WHEREAS, in order to provide for the repayment of the Bonds, the
25 Authority will lease certain real property and improvements (the "Property") to the City
26 pursuant to a lease agreement (the "Lease Agreement") under which the City will agree
27 to make lease payments to the Authority from moneys in its General Fund and the City
28 will budget and appropriate sufficient amounts in each year to pay the full amount of

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1 principal of and interest on the Bonds; and

2 WHEREAS, as required by Section 6586.5(a) of the California
3 Government Code, a public hearing has been held by this Council in connection with
4 the financing; and

5 WHEREAS, the Council desires to make a finding of significant public
6 benefit pursuant to section 6586.5(a)(2) of the California Government Code, and to
7 approve of the financing and the transactions contemplated by the Bonds; and

8 WHEREAS, the firm of Banc of America Securities LLC (the
9 "Underwriter") has proposed to purchase and underwrite the Bonds and has presented
10 to the City a form of Bond Purchase Agreement for the Bonds, to be entered into
11 among the Authority, the City and the Underwriter (the "Bond Purchase Agreement");
12 and

13 WHEREAS, a proposed form of official statement (the "Official
14 Statement") describing the Bonds, to be used in connection with the marketing of the
15 Bonds by the Underwriter, has been prepared and has been presented to the City; and

16 WHEREAS, the Council has duly considered such transactions and
17 wishes at this time to approve said transactions in the public interests of the City;

18

19 NOW, THEREFORE, the City Council of the City of Long Beach resolves
20 as follows:

21 Section 1. Findings and Consent. The Council hereby finds that
22 significant public benefits will arise from the financing, in accordance with Section 6586
23 of the California Government Code.

24 Sec. 2. Approval of Bonds. The Council hereby approves the
25 issuance of the Bonds by the Authority for the purpose of providing funds to finance the
26 Project.

27 Sec. 3. Approval of Site and Facility Lease. The Council hereby
28 approves a site and facility lease, by and between the City and the Authority (the "Site

1 and Facility Lease”), pursuant to which the City will lease the Property to the Authority,
2 to be leased back to the City pursuant to the Lease Agreement, in substantially the form
3 on file with the City Clerk, together with any changes therein or additions thereto
4 deemed advisable by the City Manager, the Director of Financial Management or the
5 City Treasurer (the “Designated Officers”), whose execution thereof shall be conclusive
6 evidence of such approval. The Designated Officers, each acting alone, are hereby
7 authorized and directed for and in the name and on behalf of the City to execute, and
8 the City Clerk is hereby authorized and directed to attest, the final form of the Site and
9 Facility Lease for and in the name of the City. The Council hereby authorizes the
10 delivery and performance of the Site and Facility Lease.

11 Sec. 4. Approval of Lease Agreement. The Council hereby approves
12 the Lease Agreement, in substantially the form on file with the City Clerk, together with
13 any changes therein or additions thereto deemed advisable by any Designated Officer,
14 whose execution thereof shall be conclusive evidence of the approval of any such
15 changes or additions, so long as the term of the Lease Agreement (not including
16 extensions, as permitted therein) does not extend beyond May 1, 2036, and so long as
17 the principal amount of the Lease Agreement is not greater than \$25,000,000. The
18 Designated Officers, each acting alone, are hereby authorized and directed for and in
19 the name and on behalf of the City to execute, and the City Clerk is hereby authorized
20 and directed to attest, the final form of the Lease Agreement for and in the name of the
21 City. The Council hereby authorizes the delivery and performance of the Lease
22 Agreement.

23 Sec. 5. Sale of the Bonds. The Council hereby approves the sale of
24 the Bonds by the Authority to the Underwriter pursuant to the Bond Purchase
25 Agreement in substantially the form on file with the Secretary, together with such
26 additions thereto and changes therein as a Designated Officer shall deem necessary,
27 desirable or appropriate, the execution of which by the Authority shall be conclusive
28 evidence of the approval of any such additions and changes, so long as the principal

1 amount of the Bonds does not exceed \$25,000,000 and the average interest rate on
2 the Bonds does not exceed 6%. The Designated Officers, each acting alone, are
3 hereby authorized and directed to execute the final form of the Bond Purchase
4 Agreement for and in the name and on behalf of the Authority upon the submission of
5 an offer by the Underwriter to purchase the Bonds, which offer is acceptable to a
6 Designated Officer and consistent with the requirements of this Resolution. The
7 Underwriter's compensation for the Bonds shall not exceed \$7.50 per \$1,000 of
8 principal amount of the Bonds.

9 Sec. 6. Official Statement. The Council hereby approves, and
10 hereby deems nearly final within the meaning of Rule 15c2-12 of the Securities
11 Exchange Act of 1934 (the "Rule"), the preliminary official statement describing the
12 Bonds (the "Preliminary Official Statement") in substantially the form on file with the City
13 Clerk. The Designated Officers, each acting alone, are hereby authorized and directed
14 to execute an appropriate certificate stating the City's determination that the Preliminary
15 Official Statement is deemed final with permitted exceptions within the meaning of the
16 Rule. Distribution of the Preliminary Official Statement in connection with the sale of the
17 Bonds is hereby approved. The Designated Officers, each acting alone, are hereby
18 authorized and directed to approve any changes in or additions to a final form of official
19 statement (the "Final Official Statement"), and the execution thereof by any Designated
20 Officer shall be conclusive evidence of approval of any such changes and additions.
21 The Council hereby authorizes the distribution of the Final Official Statement by the
22 Underwriter. The Final Official Statement shall be executed in the name and on behalf
23 of the City by any Designated Officer.

24 Sec. 7. Official Actions. The City Manager, the Director of Financial
25 Management, the City Treasurer, the City Clerk and all other officers of the City are
26 each authorized and directed in the name and on behalf of the City to make any and all
27 assignments, certificates, requisitions, agreements, notices, consents, instruments of
28 conveyance, warrants and other documents, which they or any of them might deem

