

RESOLUTION NO. RES-16-0063

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3 RESOLUTION OF THE CITY COUNCIL OF THE  
4 CITY OF LONG BEACH APPROVING PROCEEDINGS BY  
5 THE FINANCE AUTHORITY OF LONG BEACH FOR THE  
6 ISSUANCE AND SALE OF LEASE REVENUE BONDS TO  
7 REFUND THE OUTSTANDING LONG BEACH BOND  
8 FINANCE AUTHORITY LEASE REVENUE REFUNDING  
9 BONDS, 2006 SERIES A (RAINBOW HARBOR  
10 REFINANCING PROJECT), APPROVING THE FORM AND  
11 AUTHORIZING EXECUTION OF RELATED DOCUMENTS  
12 AND APPROVING RELATED OFFICIAL ACTIONS  
13

14 WHEREAS, the City of Long Beach (the "City") proposes to provide for the  
15 refunding of the outstanding Long Beach Bond Finance Authority Lease Revenue  
16 Refunding Bonds, 2006 Series A (Rainbow Harbor Refinancing Project) (the "2006  
17 Bonds"); and

18 WHEREAS, it is proposed that the 2006 Bonds will be refunded from the  
19 proceeds of Lease Revenue Refunding Bonds, Series 2016B (Rainbow Harbor  
20 Refinancing Project) (the "Bonds"), to be issued by the Finance Authority of Long Beach  
21 (the "Authority"), under the provisions of Article 4 (commencing with section 6584) of the  
22 California Government Code, in an aggregate principal amount not to exceed Twenty-  
23 Three Million Dollars (\$23,000,000), such Bonds to be issued pursuant to the terms of an  
24 indenture of trust, by and between the Authority and The Bank of New York Mellon Trust  
25 Company, N.A., as trustee; and

26 WHEREAS, in order to provide for the repayment of the Bonds, the  
27 Authority will lease certain real property and improvements (the "Property") to the City  
28 pursuant to a lease agreement (the "Lease Agreement") under which the City will agree

1 to make lease payments to the Authority from moneys in the City's General Fund and the  
2 City will budget and appropriate sufficient amounts in each year to pay the lease  
3 payments, which will be equal to the scheduled principal of and interest on the Bonds;  
4 and

5 WHEREAS, the proposed form of a preliminary official statement (the  
6 "Preliminary Official Statement") describing the Bonds, to be used in connection with the  
7 marketing of the Bonds, has been prepared and has been presented to the City; and

8 WHEREAS, the firm of Merrill Lynch, Pierce, Fenner & Smith Incorporated  
9 (the "Underwriter") has proposed to purchase and underwrite the Bonds and has  
10 presented to the City a form of bond purchase agreement for the Bonds, to be entered  
11 into among the Authority, the City and the Underwriter (the "Bond Purchase Agreement");  
12 and

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

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

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

20 Section 1. Recitals True and Correct. The City Council hereby finds and  
21 determines that the foregoing recitals are true and correct.

22 Section 2. Findings. The City Council hereby finds that significant public  
23 benefits will arise from the financing contemplated by the Bonds and the documents related  
24 thereto, in accordance with section 6586 of the California Government Code.

25 Section 3. Approval of Bonds. The City Council hereby approves the  
26 issuance of the Bonds by the Authority for the purpose of providing funds to refund the 2006  
27 Bonds and to pay the costs of issuance of the Bonds.

28 Section 4. Approval of Site and Facility Lease. The City Council hereby

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

11           Section 5.     Approval of Lease Agreement. The City Council hereby  
12 approves the Lease Agreement, in the form on file with the City Attorney, together with any  
13 changes therein or additions thereto deemed advisable by any of the Designated Officers,  
14 and the execution of the Lease Agreement by a Designated Officer shall be conclusive  
15 evidence of the approval of any such changes or additions, so long as the term of the Lease  
16 Agreement (not including extensions, as permitted therein) does not extend beyond August  
17 1, 2023, and so long as the issuance of the Bonds provides present value savings to the  
18 City of at least five percent (5%) of the 2006 Bonds to be refunded. The Designated  
19 Officers, each acting alone, are hereby authorized and directed for and in the name and on  
20 behalf of the City to execute the final form of the Lease Agreement for and in the name of  
21 the City. The City Council hereby authorizes the delivery and performance of the Lease  
22 Agreement.

23           Section 6.     Approval of Escrow Agreement. The City Council hereby  
24 approves an escrow agreement, by and between the City and The Bank of New York  
25 Mellon Trust Company, N.A., as escrow bank (the "Escrow Agreement"), providing for the  
26 refunding and redemption of the 2006 Bonds, in the form on file with the City Attorney,  
27 together with any changes therein or additions thereto deemed advisable by any of the  
28 Designated Officers, and the execution of the Escrow Agreement by a Designated Officer

1 shall be conclusive evidence of the approval of any such changes or additions. The  
2 Designated Officers, each acting alone, are hereby authorized and directed for and in the  
3 name and on behalf of the City to execute the final form of the Escrow Agreement for and in  
4 the name of the City. The City Council hereby authorizes the delivery and performance of  
5 the Escrow Agreement.

6           Section 7.     Sale of Bonds. The City Council hereby approves the sale of  
7 the Bonds by the Authority by negotiation with the Underwriter pursuant to the Bond  
8 Purchase Agreement, in the form on file with the City Attorney, together with such additions  
9 thereto and changes therein as any of the Designated Officers shall deem necessary,  
10 desirable or appropriate, and the execution of which by a Designated Officer shall be  
11 conclusive evidence of the approval of such additions and changes. The Designated  
12 Officers, each acting alone, are hereby authorized and directed for and in the name and on  
13 behalf of the City to execute the final form of the Bond Purchase Agreement for and in the  
14 name of the City; provided that the amount of Underwriter's discount for the Bonds  
15 (excluding any original issue discount which does not represent compensation to the  
16 Underwriter) shall be not more than one-half percent (0.50%) of the par amount thereof.

17           Section 8.     Official Statement. The City Council hereby approves, and  
18 hereby deems nearly final within the meaning of Rule 15c2-12 of the Securities Exchange  
19 Act of 1934 (the "Rule"), the Preliminary Official Statement, in the form on file with the City  
20 Attorney. The Designated Officers, each acting alone, are hereby authorized and directed to  
21 execute an appropriate certificate stating the City's determination that the Preliminary  
22 Official Statement is nearly final within the meaning of the Rule. Distribution of the  
23 Preliminary Official Statement in connection with the sale of the Bonds is hereby approved.  
24 The Designated Officers, each acting alone, are hereby authorized and directed, upon  
25 consultation with Disclosure Counsel to the Authority for the Bonds and the City Attorney, to  
26 approve any changes in or additions to the Preliminary Official Statement deemed  
27 necessary or desirable to bring it into the form of a final official statement (the "Final Official  
28 Statement"), and the execution of the Final Official Statement by any Designated Officer

OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

1 shall be conclusive evidence of approval of any such changes and additions. The City  
2 Council hereby authorizes the distribution of the Final Official Statement by the Underwriter.  
3 The Final Official Statement shall be executed in the name and on behalf of the City by any  
4 of the Designated Officers.

5                   Section 9.     Official Actions. The Mayor, the City Manager, the Director of  
6 Financial Management, the City Treasurer, the City Attorney, the City Clerk and all other  
7 officers of the City are each authorized and directed in the name and on behalf of the City to  
8 make any and all assignments, certificates, requisitions, agreements, notices, consents,  
9 instruments of conveyance, warrants and other documents, which they or any of them might  
10 deem necessary or appropriate in order to consummate any of the transactions  
11 contemplated by the documents approved pursuant to this Resolution. Whenever in this  
12 Resolution any officer of the City is authorized to execute or countersign any document or  
13 take any action, such execution, countersigning or action may be taken on behalf of such  
14 officer by any person designated by such officer to act on his or her behalf in the case such  
15 officer shall be absent or unavailable.

16                   Section 10. This resolution shall take effect immediately upon its adoption  
17 by the City Council, and the City Clerk shall certify the vote adopting this resolution.

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I hereby certify that the foregoing resolution was adopted by the City Council of the City of Long Beach at its meeting of           JULY 19th          , 2016 by the following vote:

Ayes:           Councilmembers: Gonzalez, Pearce, Price, Supernaw,  
Mungo, Uranga, Richardson.

Noes:           Councilmembers: None.

Absent:         Councilmembers: Andrews, Austin.

*Maia del L. Garcia*  
City Clerk

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