

May 17, 2022

**R-24**

HONORABLE MAYOR AND CITY COUNCIL  
City of Long Beach  
California

RECOMMENDATION:

Adopt a Resolution authorizing the issuance and sale of not to exceed \$130,000,000 in aggregate principal amount of Senior Airport Revenue Refunding Bonds Series 2022A and B and Senior Airport Revenue Bonds Series 2022C, secured by and payable solely from Airport Department revenues, and authorize the City Manager, or designee, to execute all necessary documents in connection therewith; and,

Increase appropriations in the Airport Fund Group in the Airport Department by \$30,212,088 funded by proceeds from the issuance of the Series 2022C Bonds and Airport Department funds available for Phase II Terminal Area Improvements at the Long Beach Airport. (Districts 4, 5)

DISCUSSION

On November 3, 2009 and October 19, 2010, the City Council approved the issuance of \$65 million Senior Airport Revenue Bonds Series 2009 and \$70 million Senior Airport Revenue Bonds Series 2010, respectively. Those bonds were issued to finance the Airport's parking structure and Phase I of the Terminal Area Improvements, among other projects and expenses, and the Airport has been paying principal and interest timely ever since from Airport revenues, albeit in the last three years with financial assistance from the federal grants awarded to the Airport from the Coronavirus Aid, Relief, and Economic Security Act (CARES) and the American Rescue Plan Act (ARPA).

On February 11, 2020, the City Council authorized an amendment to the design-build contract with Swinerton Builders, for the construction of the Phase II Terminal Area Improvements, and provided appropriations to construct the first three components of the Phase II program. Those components included the Checked Baggage Inspection System (CBIS), Baggage Claim Area Improvements, and a new Ticketing Facility. The City Council also expressed its intent to issue Airport revenue bonds to finance a portion of the construction costs for Phase II Terminal Area Improvements and fund a debt service reserve fund, and costs of issuance. The 2020 plan to issue refunding bonds and the new money component was put on hold due to the adverse financial impacts of the COVID-19 pandemic on the Airport and the aviation industry. In the two years since, the Airport's financial position has improved, and debt service savings still exist for bond refunding.

City staff recommends issuing the Senior Airport Revenue Refunding Bonds Series 2022A and B, and the Senior Airport Revenue Bonds Series 2022C, in an aggregate principal amount not to exceed \$130,000,000. Proceeds from the issuance of the Series

2022A and B Bonds will refund the outstanding Airport Revenue Bonds, Series 2009C and 2010A and B, respectively. Proceeds of the Series 2022C Bonds will be used to finance \$30 million of a portion of the Phase II Terminal Area Improvements costs. The bond financing team estimates that the Series 2022A, B, and C Bonds combined will have: (1) a true interest cost of 4.37 percent if interest rates on the date of sale in June 2022 are the same as they were on April 19, 2022 (with a 50 basis point, or 0.5 percent, cushion), (2) finance charges of \$1,218,318, (3) escrow/project fund/debt service reserve fund deposits in the amount of \$131.8 million; and, (4) total debt service (both principal and interest) of \$194.5 million over the life of the bonds, under the same interest rate assumption.

The Phase II Terminal Area Improvements focus on enhancing pre-security infrastructure at the Airport. Projects include a new airline ticketing facility, a checked-bag inspection system facility, a consolidated bag claim area, rental car counters, terminal renovations and improvements to the adjacent plaza. The new money component – the Series 2022C Bonds – will fund a portion of Phase II Terminal Area Improvements.

This matter was reviewed by Principal Deputy City Attorney Richard F. Anthony on April 26, 2022 and by Budget Analysis Officer Greg Sorensen on April 29, 2022.

#### TIMING CONSIDERATIONS

City Council approval is requested on May 17, 2022, to achieve debt service savings on the outstanding bonds and to facilitate the completion of Phase II Terminal Area Improvements.

#### FISCAL IMPACT

The Series 2022A, B, and C Bonds will be secured by, and payable solely from, revenues generated from the Long Beach Airport. It is anticipated that the refunding portion – the Series 2022A and B Bonds – will generate approximately \$6.6 million in net present value debt service savings over the life of the bonds compared to the Series 2009C and 2010A/B Bonds they replace – again assuming April 19, 2022 interest rates with a 50 basis point cushion. The debt service savings from the refunded bonds and the new proceeds will be used to pay for a portion of the construction costs of the Phase II Terminal Area Improvements in an amount up to \$30 million. The Series 2022A and B Bonds will have the same maturity dates (2039 and 2040, respectively) as the Series 2009C and 2010A/B Bonds they replace. The proceeds from the new Series 2022C Bonds will be issued with a 25-year term, consistent with the useful lives of the assets being financed. Therefore, the Series 2022C Bonds will mature in 2047. Combined, all three of the Series 2022 Bonds (A, B, and C) will have an average annual debt service payment of approximately \$8.9 million through 2039, decreasing to \$5.4 million annually through final maturity in 2047 – once again assuming April 19, 2022 interest rates with a 50 basis point cushion. Since the annual debt service payments for the new Series 2022A and B Bonds will be lower than the existing debt service payments on the Series 2009C and 2010A/B Bonds, there is sufficient appropriation in the Airport Fund Group in the

Airport Department for the new debt service payments. Only the Airport Fund will be liable for the debt service payments.

An appropriation request of \$30,212,088 in the Airport Fund Group in the Airport Department for the Phase II Terminal Area Improvements is requested, funded by the proceeds of the new Series 2022C Bonds and Airport funds available. This appropriation will allow the Airport to proceed with constructing remaining components under the design-build contract with Swinerton Builders. Project components will not proceed until funding is secured. This recommendation has no staffing impact beyond the normal budgeted scope of duties and is consistent with existing City Council priorities. It is anticipated that this recommendation will have a positive impact on local jobs as it provides construction opportunities (although the exact number is unknown at this time).

SUGGESTED ACTION:

Approve recommendation.

Respectfully submitted,



KEVIN RIPER  
DIRECTOR OF FINANCIAL MANAGEMENT



CYNTHIA GUIDRY  
DIRECTOR, LONG BEACH AIRPORT

ATTACHMENT – RESOLUTION

APPROVED:



THOMAS B. MODICA  
CITY MANAGER

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RESOLUTION NO.

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LONG BEACH AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$130,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF ONE OR MORE SERIES OF CITY OF LONG BEACH, CALIFORNIA SENIOR AIRPORT REVENUE AND REVENUE REFUNDING BONDS AND CERTAIN RELATED MATTERS

WHEREAS, the City of Long Beach (the "City") is a city organized and existing under a charter duly and regularly adopted (the "Charter") pursuant to the provisions of the Constitution of the State of California; and

WHEREAS, the City owns and operates the Long Beach Airport (the "Airport"); and

WHEREAS, pursuant to the Charter and Sections 3.52.110 et seq. of the Long Beach Municipal Code (the "Municipal Code"), the City is authorized to issue revenue bonds payable from the Airport Enterprise Fund for purposes of financing improvements to the Airport; and

WHEREAS, the City Council has determined that it is in the best interest of the City to issue, from time to time, Bonds (as defined in the hereinafter defined Master Senior Indenture) for the purposes set forth in the Charter, the Municipal Code and the Master Senior Indenture, dated as of December 1, 2009 (the "Master Senior Indenture"), by and between the City and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Senior Trustee"), and that such Bonds be payable from and secured by Net Revenues (as defined in the Master Senior Indenture) and the other security provided for in the Granting Clause of the Master Senior Indenture; and

WHEREAS, the City Council previously determined that it was in the best

1 interests of the City to issue its Senior Airport Revenue Bonds, Series 2009C (the “Series  
2 2009C Bonds”) pursuant to the Master Senior Indenture and the First Supplemental  
3 Senior Trust Indenture, dated as of December 1, 2009, by and between the City and the  
4 Senior Trustee; and

5 WHEREAS, the City Council previously determined that it was in the best  
6 interests of the City to issue its Senior Airport Revenue Bonds, Series 2010A (the “Series  
7 2010A Bonds”), and its Senior Airport Revenue Bonds, Series 2010B (the “Series 2010B  
8 Bonds,” and together with the Series 2010A Bonds, the “Series 2010 Bonds”), pursuant  
9 to the Master Senior Indenture and the Second Supplemental Senior Trust Indenture,  
10 dated as of November 1, 2010, by and between the City and the Senior Trustee; and

11 WHEREAS, the City Council has determined that it is in the best interest of  
12 the City to issue its City of Long Beach, California Senior Airport Revenue Refunding  
13 Bonds, Series 2022A (Governmental/Non-AMT) (the “Series 2022A Bonds”), its City of  
14 Long Beach, California Senior Airport Revenue Refunding Bonds, Series 2022B (Private  
15 Activity/Non-AMT) (the “Series 2022B Bonds”), and its City of Long Beach, California  
16 Senior Airport Revenue Bonds, Series 2022C (Private Activity/AMT) (the “Series 2022C  
17 Bonds,” and collectively with the Series 2022A Bonds and the Series 2022B Bonds, the  
18 “Series 2022 Bonds”) to, (a) current refund and defease all or a portion of the outstanding  
19 Series 2009C Bonds and Series 2010 Bonds, provided any such refunding complies with  
20 the City’s debt management policy, (b) finance certain capital expenditures related to and  
21 arising from the design, acquisition, construction, equipping and improving of certain  
22 Airport facilities (the “Projects”), (c) fund a reserve fund or purchase a reserve fund surety  
23 bond for the Series 2022 Bonds (if it is determined by a Designated Officer (as  
24 hereinafter defined) that the purchase of a reserve fund surety results in savings to the  
25 City), (d) purchase a municipal bond insurance policy or policies, if it is determined by a  
26 Designated Officer that the purchase of a municipal bond insurance policy or policies  
27 results in savings to the City, and (e) pay the costs of issuance of the Series 2022 Bonds;  
28 and

1           WHEREAS, the Series 2022 Bonds will be issued pursuant to the Charter,  
2 the Municipal Code, the Master Senior Indenture and the Third Supplemental Senior  
3 Indenture (as hereinafter defined); and

4           WHEREAS, the Series 2022 Bonds will be issued so that the interest paid  
5 on the Series 2022 Bonds will be excluded from the gross income of the recipients  
6 thereof under the varying provisions of the Internal Revenue Code of 1986, as amended,  
7 and the regulations promulgated thereunder or related thereto (collectively, the “IRC”);  
8 and

9           WHEREAS, there have been presented to the City Council the following  
10 documents:

11           (a) a form of the Third Supplemental Senior Trust Indenture (the “Third  
12 Supplemental Senior Indenture”), to be entered into by and between the City and  
13 the Senior Trustee;

14           (b) a form of the Bond Purchase Agreement (the “Bond Purchase  
15 Agreement”), to be entered into by and between Morgan Stanley & Co. LLC, on its  
16 own behalf and on behalf of Cabrera Capital Markets, LLC, and RBC Capital  
17 Markets, LLC (collectively, the “Underwriters”) and the City, with respect to the  
18 purchase and sale of the Series 2022 Bonds;

19           (c) a form of the Continuing Disclosure Certificate (the “Continuing  
20 Disclosure Certificate”) to be executed by the City; and

21           (d) a form of the Preliminary Official Statement (the “Preliminary Official  
22 Statement”) relating to the Series 2022 Bonds;

23           (e) a form of the Escrow Agreement (the “Series 2009C Escrow  
24 Agreement”), to be entered into by and between the City and the Senior Trustee,  
25 as trustee and escrow agent, with respect to the refunding and defeasance of all  
26 or a portion of the Series 2009C Bonds; and

27           (f) a form of the Escrow Agreement (the “Series 2010 Senior Escrow  
28 Agreement,” and together with the Series 2009C Escrow Agreement, the “Escrow

1           Agreements”), to be entered into by and between the City and the Senior Trustee,  
2           as trustee and escrow agent, with respect to the refunding and defeasance of all  
3           or a portion of the Series 2010 Bonds; and

4           WHEREAS, said documents will be modified and amended to reflect the  
5           various details applicable to the Series 2022 Bonds and said documents are subject to  
6           completion to reflect the results of the sale of the Series 2022 Bonds; and

7           WHEREAS, pursuant to section 5852.1 of the California Government Code,  
8           which became effective on January 1, 2018, by the enactment of Senate Bill 450, certain  
9           information relating to the Series 2022 Bonds is set forth in Exhibit “A” attached to this  
10          Resolution, and such information is hereby disclosed and made public;

11          NOW, THEREFORE, the City Council of the City of Long Beach resolves as  
12          follows:

13                 Section 1.    Issuance of the Series 2022 Bonds; Terms of the Series 2022  
14          Bonds. Subject to the provisions of this Resolution and for the purposes set forth in the  
15          foregoing recitals, the City Council hereby authorizes the issuance by the City of its  
16          Series 2022 Bonds in an aggregate principal amount not to exceed \$130,000,000, plus  
17          the amount of any original issue premium at which the Series 2022 Bonds may be sold.  
18          The Series 2022 Bonds shall bear interest at such rates with respect to the various  
19          maturities such that the true interest cost for the Series 2022 Bonds does not exceed  
20          5.00% per annum, and no Series 2022 Bond shall have a maturity greater than 25 years.  
21          The true interest cost shall be that rate which, when used in computing the present worth  
22          of all payments of principal and interest to be paid on the Series 2022 Bonds  
23          (compounded on the first interest payment date, and semiannually thereafter), produces  
24          an amount equal to the purchase price of the Series 2022 Bonds taking into account any  
25          original issue premium/discount, accrued interest, underwriters’ fees and any and all  
26          costs of issuance of the Series 2022 Bonds.

27                 The Series 2022 Bonds shall be in fully registered form and may be issued  
28          as Book-Entry Bonds as provided for in the Master Senior Indenture and the Third

1 Supplemental Senior Indenture. Payment of principal and premium, if any, of, and  
2 interest on the Series 2022 Bonds shall be made at the place or places and in the  
3 manner provided in the Master Senior Indenture and the Third Supplemental Senior  
4 Indenture. The Series 2022 Bonds shall be payable in accordance with the provisions of  
5 the Master Senior Indenture and the Third Supplemental Senior Indenture solely from the  
6 Net Revenues and such other amounts, funds and accounts provided for in the Master  
7 Senior Indenture and the Third Supplemental Senior Indenture.

8           The Series 2022 Bonds shall be issued as current interest bonds in  
9 authorized denominations of \$5,000 and integral multiples thereof. The Series 2022  
10 Bonds shall, when issued, be in the aggregate principal amounts and shall be dated as  
11 shall be provided in the Third Supplemental Senior Indenture. The Series 2022 Bonds  
12 may be issued as serial bonds or as term bonds or as both serial bonds and term bonds,  
13 all as set forth in the Master Senior Indenture and the Third Supplemental Senior  
14 Indenture. Each maturity of Series 2022 Bonds shall bear interest at a rate not in excess  
15 of 6.00% per annum. Interest on the Series 2022 Bonds shall be paid on the dates set  
16 forth in the Third Supplemental Senior Indenture. The Series 2022 Bonds shall be  
17 subject to redemption at the option of the City on such terms and conditions as shall be  
18 set forth in the Master Senior Indenture, the Third Supplemental Senior Indenture and the  
19 Bond Purchase Agreement. The Series 2022 Bonds which are term bonds shall also be  
20 subject to mandatory sinking fund redemption as shall be set forth in the Master Senior  
21 Indenture, the Third Supplemental Senior Indenture and the Bond Purchase Agreement.

22           The Series 2022 Bonds shall be sold in a manner by which the interest  
23 thereon is excludable from gross income under the IRC.

24           The proceeds from the sale of the Series 2022 Bonds, together with other  
25 available moneys, shall be used by the City to (a) current refund and defease all or a  
26 portion of the outstanding Series 2009C Bonds and Series 2010 Bonds, provided any  
27 such refunding complies with the City's debt management policy, (b) finance the Projects,  
28 (c) fund a reserve fund or purchase a reserve fund surety bond for the Series 2022



1 Bonds (if it is determined by a Designated Officer that the purchase of a municipal bond  
2 insurance policy or policies results in savings to the City), (d) purchase a municipal bond  
3 insurance policy or policies, if it is determined by a Designated Officer that the purchase  
4 of a municipal bond insurance policy or policies results in savings to the City, and (e) pay  
5 the costs of issuance of the Series 2022 Bonds.

6 Section 2. Pledge to Secure the Series 2022 Bonds. The City Council  
7 hereby approves the pledge of Net Revenues, and the other security set forth in the  
8 Granting Clauses of the Master Senior Indenture and the Third Supplemental Senior  
9 Indenture, to secure the Series 2022 Bonds, as set forth in the Master Senior Indenture  
10 and the Third Supplemental Senior Indenture. Except for the Series 2009C Bonds and  
11 the Series 2010 Bonds, the City hereby confirms that it has not previously granted any  
12 prior or parity interest in the Net Revenues. The City hereby agrees that it will not, so  
13 long as the Series 2022 Bonds remain outstanding, grant or attempt to grant any parity  
14 pledge, lien or other interest in the Net Revenues to secure any other obligations of the  
15 City except as permitted in the Master Senior Indenture. The City Manager of the City,  
16 the Director of Financial Management of the City or the City Treasurer of the City are  
17 hereby authorized and directed to institute such accounting policies and modifications as  
18 the City Manager of the City, the Director of Financial Management of the City or the City  
19 Treasurer of the City deems necessary to provide for the accounting of revenues and  
20 expenses contemplated by the Master Senior Indenture and the Third Supplemental  
21 Senior Indenture.

22 Section 3. Special Limited Obligations. The Series 2022 Bonds shall be  
23 special limited obligations of the City, payable solely from and secured by a pledge of Net  
24 Revenues derived by the City from the operations of the Enterprise (as defined in the  
25 Master Senior Indenture, which includes the Airport and all operations of the Airport,  
26 including all of its revenue producing functions, facilities and properties, whether or not  
27 directly related to the air transportation of people and goods) and such other amounts,  
28 funds and accounts pledged therefor under the Master Senior Indenture and the Third

1 Supplemental Senior Indenture. None of the properties of the Enterprise shall be subject  
2 to any mortgage or other lien for the benefit of the owners of the Series 2022 Bonds, and  
3 neither the full faith and credit nor the taxing power of the City, the State of California (the  
4 “State”) or any political subdivision or agency of the State shall be pledged to the  
5 payment of the principal of, premium, if any, or interest on the Series 2022 Bonds.  
6 Neither the Series 2022 Bonds nor the obligation to pay principal of or interest thereon  
7 shall constitute a debt of the City, the State or any of its political subdivisions within the  
8 meaning of any Constitutional limitation on indebtedness.

9 Section 4. Form(s) of Bonds. The Series 2022 Bonds and the Senior  
10 Trustee’s certificate of authentication to appear thereon shall be in substantially the forms  
11 set forth in the exhibits to the Third Supplemental Senior Indenture, with such necessary  
12 or appropriate variations, omissions and insertions as permitted or required by the Master  
13 Senior Indenture and the Third Supplemental Senior Indenture or as appropriate to  
14 adequately reflect the terms of each series of the Series 2022 Bonds and the obligations  
15 represented thereby.

16 Section 5. Execution of the Series 2022 Bonds. The Series 2022 Bonds  
17 shall be executed on behalf of the City by either the City Manager (including any person  
18 serving in an acting or interim capacity), the Director of Financial Management (including  
19 any person serving in an acting or interim capacity), the City Treasurer (including any  
20 person serving in an acting or interim capacity) or any other Authorized City  
21 Representative designated by the City Manager (each a “Designated Officer”) and  
22 attested by the City Clerk (including any person serving in an acting or interim capacity).  
23 Any such execution may be made by manual or facsimile signature, and each Series  
24 2022 Bond shall be authenticated by the signature of the Senior Trustee or an agent of  
25 the Senior Trustee as required and permitted by the Master Senior Indenture and the  
26 Third Supplemental Senior Indenture. Any facsimile signature of such Designated Officer  
27 shall have the same force and effect as if such Designated Officer had manually signed  
28 each of such Series 2022 Bonds.

1                   Section 6.   Sale of Series 2022 Bonds. The City hereby authorizes the  
2 sale of the Series 2022 Bonds through a negotiated sale to the Underwriters. The  
3 Designated Officers, each acting alone, are hereby authorized to approve the final terms  
4 of the sale of the Series 2022 Bonds subject to the terms, conditions and restrictions set  
5 forth in this Resolution. The Series 2022 Bonds shall be sold with an underwriters'  
6 discount and/or underwriting fee as set forth in the Bond Purchase Agreement, not to  
7 exceed one-half percent (0.50%) of the aggregate principal amount of the Series 2022  
8 Bonds, and subject to the terms and conditions set forth in the Bond Purchase  
9 Agreement. The Bond Purchase Agreement, in the form on file with the City Clerk, is  
10 hereby approved. The Designated Officers, each acting alone, are hereby authorized,  
11 empowered and directed to execute, acknowledge and deliver the Bond Purchase  
12 Agreement, including counterparts thereof, in the name and on behalf of the City. The  
13 Bond Purchase Agreement, as executed and delivered, shall be in substantially the form  
14 on file with the City Clerk and hereby approved, or with such changes therein as shall be  
15 approved by the officer or officers executing such Bond Purchase Agreement, such  
16 execution to be conclusive evidence of the City Council's approval of any and all changes  
17 or revisions therein from the form of the Bond Purchase Agreement now before this  
18 meeting. The City Council hereby authorizes the delivery and performance of the Bond  
19 Purchase Agreement and from and after the execution and delivery of the Bond  
20 Purchase Agreement, the officers, agents and employees of the City are hereby  
21 authorized, empowered and directed to do all such acts and things and to execute all  
22 such documents as may be necessary to carry out and comply with the provisions of the  
23 Bond Purchase Agreement.

24                   Section 7.   Approval of Third Supplemental Senior Indenture. The Third  
25 Supplemental Senior Indenture, in the form on file with the City Clerk, is hereby  
26 approved. The Designated Officers, each acting alone, are hereby authorized,  
27 empowered and directed to execute, acknowledge and deliver the Third Supplemental  
28 Senior Indenture, including counterparts thereof, in the name and on behalf of the City.

1 The Third Supplemental Senior Indenture, as executed and delivered, shall be in  
2 substantially the form on file with the City Clerk and hereby approved, or with such  
3 changes therein as shall be approved by the officer or officers executing the Third  
4 Supplemental Senior Indenture, such execution to be conclusive evidence of the City  
5 Council's approval of any and all changes or revisions therein from the form of the Third  
6 Supplemental Senior Indenture now before this meeting; and the City Clerk is hereby  
7 authorized and directed to attest thereto. The City Council hereby authorizes the delivery  
8 and performance of the Third Supplemental Senior Indenture and from and after the  
9 execution and delivery of the Third Supplemental Senior Indenture, the officers, agents  
10 and employees of the City are hereby authorized, empowered and directed to do all such  
11 acts and things and to execute all such documents as may be necessary to carry out and  
12 comply with the provisions of the Third Supplemental Senior Indenture.

13 Section 8. Approval of Escrow Agreements. The Escrow Agreements, in  
14 the forms on file with the City Clerk, are hereby approved. The Designated Officers, each  
15 acting alone, are hereby authorized, empowered and directed to execute, acknowledge  
16 and deliver each of the Escrow Agreements, including counterparts thereof, in the name  
17 and on behalf of the City, if such Designated Officer determines that the execution and  
18 delivery of the Escrow Agreements is necessary or desirable (after consultation with the  
19 City's bond counsel). The Escrow Agreements, as executed and delivered, shall be in  
20 substantially the forms on file with the City Clerk and hereby approved, or with such  
21 changes therein as shall be approved by the officer or officers executing such Escrow  
22 Agreements, such execution to be conclusive evidence of the City Council's approval of  
23 any and all changes or revisions therein from the forms of the Escrow Agreements now  
24 before this meeting. The City Council hereby authorizes the delivery and performance of  
25 the Escrow Agreements and from and after the execution and delivery of the Escrow  
26 Agreements, the officers, agents and employees of the City are hereby authorized,  
27 empowered and directed to do all such acts and things and to execute all such  
28 documents as may be necessary to carry out and comply with the provisions of the

1 Escrow Agreements.

2           Section 9. Approval of Continuing Disclosure Certificate. The Continuing  
3 Disclosure Certificate, in the form on file with the City Clerk, is hereby approved. The  
4 Designated Officers, each acting alone, are hereby authorized, empowered and directed  
5 to execute, acknowledge and deliver the Continuing Disclosure Certificate, including  
6 counterparts thereof, in the name and on behalf of the City. The Continuing Disclosure  
7 Certificate, as executed and delivered, shall be in substantially the form on file with the  
8 City Clerk and hereby approved, or with such changes therein as shall be approved by  
9 the officer or officers executing such Continuing Disclosure Certificate, such execution to  
10 be conclusive evidence of the City Council's approval of any and all changes or revisions  
11 therein from the form of the Continuing Disclosure Certificate now before this meeting.  
12 The City Council hereby authorizes the delivery and performance of the Continuing  
13 Disclosure Certificate and from and after the execution and delivery of the Continuing  
14 Disclosure Certificate, the officers, agents and employees of the City are hereby  
15 authorized, empowered and directed to do all such acts and things and to execute all  
16 such documents as may be necessary to carry out and comply with the provisions of the  
17 Continuing Disclosure Certificate.

18           Section 10. Approval of Preliminary Official Statement. The Preliminary  
19 Official Statement is hereby approved in substantially the form presented to and  
20 considered at this meeting (a form of which is on file with the City Clerk), with such  
21 changes therein as shall be approved by a Designated Officer. The Preliminary Official  
22 Statement shall be circulated (via printed format and/or electronic means) for use in  
23 offering and selling the Series 2022 Bonds at such time or times as a Designated Officer  
24 (after consultation with the City's municipal advisor, bond counsel and disclosure counsel  
25 and such other advisors the City believes to be useful) shall determine that the  
26 Preliminary Official Statement is final within the meaning of Rule 15c2-12 promulgated  
27 under the Securities Exchange Act of 1934, as amended ("Rule 15c2-12"), except for the  
28 omission of certain information described in paragraph (b)(1) of Rule 15c2-12, and any

1 such action previously taken is hereby confirmed, ratified and approved. The  
2 Underwriters are hereby authorized to distribute (via printed format and/or electronic  
3 means) the Preliminary Official Statement, in connection with the offering and sale of the  
4 Series 2022 Bonds to the public. Along with the Preliminary Official Statement, the  
5 Underwriters are hereby further authorized to distribute (via printed format and/or through  
6 electronic means) copies of the City's and/or the Airport Enterprise Fund's most recent  
7 annual audited financial statements and such other financial statements of the City and  
8 the Airport Enterprise Fund as a Designated Officer shall approve.

9           Section 11. Approval of Official Statement. Prior to the final delivery of the  
10 Series 2022 Bonds, the City shall provide for the preparation, publication, execution and  
11 delivery of a final Official Statement relating to the Series 2022 Bonds in substantially the  
12 form of the draft Preliminary Official Statement on file with the City Clerk. Each  
13 Designated Officer, or any one of them, is hereby authorized and directed to execute and  
14 deliver the final Official Statement, and any supplements thereto, in the name of and on  
15 behalf of the City, and to make any changes or revisions necessary to the Preliminary  
16 Official Statement in order for the final Official Statement to meet the requirements of the  
17 City under the Bond Purchase Agreement. The execution thereof shall constitute  
18 conclusive evidence of City Council's approval of any and all changes or revisions therein  
19 from the form of the Preliminary Official Statement on file with the City Clerk. The Official  
20 Statement shall be circulated (via printed format and/or electronic means) for use in  
21 selling the Series 2022 Bonds at such time or times as a Designated Officer (after  
22 consultation with the City's municipal advisor, bond counsel and disclosure counsel and  
23 such other advisors the City believes to be useful) shall determine that the Official  
24 Statement is a "final official statement" within the meaning of Rule 15c2 12. The  
25 Underwriters are hereby authorized to distribute (via printed format and/or electronic  
26 means) the Official Statement, in connection with the offering and sale of the Series 2022  
27 Bonds to the public. Along with the Official Statement, the Underwriters are hereby  
28 further authorized to distribute (via printed format and/or through electronic means)

1 copies of the City’s and/or the Airport Enterprise Fund’s most recent annual audited  
2 financial statements and such other financial statements of the City and the Airport  
3 Enterprise Fund as a Designated Officer shall approve.

4 Section 12. Confirmation of Underwriters. The City Council hereby  
5 confirms the selection of Morgan Stanley & Co. LLC, Cabrera Capital Markets, LLC, and  
6 RBC Capital Markets, LLC, as the Underwriters of the Series 2022 Bonds.

7 Morgan Stanley & Co. LLC, has entered into a retail distribution  
8 arrangement with its affiliate Morgan Stanley Smith Barney LLC. As part of this retail  
9 distribution arrangement, Morgan Stanley & Co. LLC, will distribute municipal securities  
10 to retail investors through the financial advisor network of Morgan Stanley Smith Barney  
11 LLC. As part of this arrangement, Morgan Stanley & Co. LLC will compensate Morgan  
12 Stanley Smith Barney LLC for its selling efforts with respect to the Series 2022 Bonds.

13 Section 13. Senior Trustee, Paying Agent and Registrar. The City Council  
14 hereby appoints The Bank of New York Mellon Trust Company, N.A., as Senior Trustee,  
15 paying agent and registrar for the Series 2022 Bonds. Such appointments shall be  
16 effective upon the issuance of the Series 2022 Bonds and shall remain in effect until the  
17 City shall, by supplemental indenture or by resolution, name a substitute or successor  
18 thereto.

19 Section 14. Escrow Agent. The City Council hereby appoints The Bank of  
20 New York Mellon Trust Company, N.A. as escrow agent with respect to the refunded  
21 Series 2009C Bonds and the refunded Series 2010 Bonds. Such appointment shall be  
22 effective upon issuance of the Series 2022 Bonds and shall remain in effect until the City  
23 shall, pursuant to the Escrow Agreements, name a substitute or successor thereto.

24 Section 15. California Debt and Investment Advisory Commission and  
25 Notices. Each Designated Officer, or any one of them, on behalf of the City, is further  
26 authorized and directed to (a) cause written notice to be provided to the California Debt  
27 and Investment Advisory Commission (the “Commission”) of the proposed sale of the  
28 Series 2022 Bonds, said notice to be provided in accordance with Section 8855, et seq.

1 of the Government Code of the State of California, (b) file or cause to be filed the notice  
2 of final sale with said Commission, (c) file or cause to be filed the rebates and notices  
3 required under Sections 55AA, 148(f), 149(e) and 6431 of the IRC, (d) file or cause to be  
4 filed such additional notices and reports as are deemed necessary or desirable by such  
5 Designated Officer in connection with the Series 2022 Bonds, and any prior notices are  
6 hereby ratified, confirmed and approved.

7           Section 16. Additional Authorization. The Designated Officers and all  
8 officers, agents and employees of the City, for and on behalf of the City, are hereby  
9 authorized and directed to do any and all things necessary to effect the issuance of the  
10 Series 2022 Bonds and the execution and delivery of the Third Supplemental Senior  
11 Indenture, the Bond Purchase Agreement, the Escrow Agreements, the Continuing  
12 Disclosure Certificate, the Preliminary Official Statement and the Official Statement and  
13 to carry out the terms of the Master Senior Indenture, the Third Supplemental Senior  
14 Indenture, the Bond Purchase Agreement, the Escrow Agreements, the Continuing  
15 Disclosure Certificate, the Preliminary Official Statement and the Official Statement. All  
16 such actions taken by such Designated Officers and such other persons, for and on  
17 behalf of the City, pursuant to the authority of this Resolution, are hereby approved. The  
18 Designated Officers and all other officers, agents and employees of the City are further  
19 authorized and directed, for and on behalf of the City, to execute all papers, documents,  
20 certificates and other instruments that may be required in order to carry out the authority  
21 conferred by this Resolution, the Master Senior Indenture, the Third Supplemental Senior  
22 Indenture, the Bond Purchase Agreement, the Escrow Agreements and the Continuing  
23 Disclosure Certificate or to evidence said authority and its exercise. The foregoing  
24 authorization includes, but is in no way limited to, the direction (from time to time) by one  
25 or more Designated Officers of the investments in Permitted Investments (as defined in  
26 the Master Senior Indenture) and Authorized Investments (as defined in the Master  
27 Senior Indenture) of the proceeds of the Series 2022 Bonds and of the Net Revenues,  
28 including the execution and delivery of investment agreements related thereto, the



1 execution by a Designated Officer and the delivery of tax compliance certificates as  
2 required by the Master Senior Indenture and the Third Supplemental Senior Indenture,  
3 for the purpose of complying with the rebate and arbitrage requirements of the IRC, any  
4 documents required by The Depository Trust Company in connection with the Book-Entry  
5 Bonds (as defined in the Third Supplemental Senior Indenture), any documents required  
6 by the provider of a reserve fund surety bond, if any, required to fund one or more  
7 reserve funds for the Series 2022 Bonds, and any documents required to obtain a  
8 municipal bond insurance policy or policies for all or a portion of the Series 2022 Bonds  
9 to the extent such bond insurance shall result in cost savings to the City.

10 Section 17. Costs of Issuance. The City authorizes funds on deposit in  
11 the Airport Enterprise Fund, together with the proceeds of the Series 2022 Bonds, to be  
12 used to pay costs of issuance of the Series 2022 Bonds, including, but not limited to,  
13 costs and expenses of attorneys, consultants, accountants and municipal advisors,  
14 underwriting fees, costs associated with rating agencies, the Senior Trustee, the bond  
15 insurance and surety bonds, printing, publications and mailing expenses; and any related  
16 filing fees thereof.

17 Section 18. Series Designations Subject to Change. Prior to the posting  
18 and printing of the Preliminary Official Statement, if a Designated Officer determines it to  
19 be in the best interest of the City not to issue any one or more series of the Series 2022  
20 Bonds, such Designated Officer shall have the authority to reassign the series  
21 designations of the Series 2022 Bonds.

22 Section 19. Severability of Invalid Provisions. If any one or more of the  
23 provisions contained in this Resolution shall for any reason be held to be invalid, illegal or  
24 unenforceable in any respect, then such provision or provisions shall be deemed  
25 severable from the remaining provisions contained in this Resolution and such invalidity,  
26 illegality or unenforceability shall not affect any other provision of this Resolution, and this  
27 Resolution shall be construed as if such invalid or illegal or unenforceable provision had  
28 never been contained herein. The City Council hereby declares that it would have

1 adopted this Resolution and each and every Section, paragraph, sentence, clause or  
2 phrase hereof and authorized the issuance of the Series 2022 Bonds pursuant thereto  
3 irrespective of the fact that any one or more Sections, paragraphs, sentences, clauses or  
4 phrases of this Resolution may be held illegal, invalid or unenforceable.

5 Section 20. Section Headings and References; Interpretation. The  
6 headings or titles of the several Sections hereof, and any table of contents appended to  
7 copies hereof, shall be solely for convenience of reference and shall not affect the  
8 meaning, construction or effect of this Resolution.

9 All references herein to "Sections" and other subdivisions are to the  
10 corresponding Sections or subdivisions of this Resolution; the words "herein," "hereof,"  
11 "hereby," "hereunder" and other words of similar import refer to this Resolution as a  
12 whole and not to any particular Section or subdivision hereof; and words of the masculine  
13 gender shall mean and include words of the feminine and neuter genders.

14 Section 21. Governing Law. This Resolution shall be construed and  
15 governed in accordance with the laws of the State of California.

16 Section 22. 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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OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
411 West Ocean Boulevard, 9th Floor  
Long Beach, CA 90802-4664

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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 \_\_\_\_\_, 2022 by the following vote:

Ayes: Councilmembers: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Noes: Councilmembers: \_\_\_\_\_

\_\_\_\_\_

Absent: Councilmembers: \_\_\_\_\_

\_\_\_\_\_

Recusal(s): Councilmembers: \_\_\_\_\_

\_\_\_\_\_

City Clerk