

RESOLUTION NO. F.A.L.B. 2019-03

A RESOLUTION OF THE FINANCE AUTHORITY OF LONG BEACH AUTHORIZING THE ISSUANCE AND SALE OF ITS FINANCE AUTHORITY OF LONG BEACH LEASE REVENUE REFUNDING BONDS, SERIES 2019B (OPEN SPACE REFINANCING PROJECT) IN A PRINCIPAL AMOUNT NOT TO EXCEED \$15,350,000 TO REFUND THE OUTSTANDING LONG BEACH BOND FINANCE AUTHORITY LEASE REVENUE BONDS, 2006 SERIES B (PARKS/OPEN SPACE FINANCING PROJECT), APPROVING THE FORM AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS AND APPROVING RELATED OFFICIAL ACTIONS

WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with section 6500) of the California Government Code (the "JPA Act"), the City of Long Beach, California (the "City), and the Housing Authority of the City of Long Beach entered into a joint exercise of powers agreement (the "Agreement") pursuant to which the Finance Authority of Long Beach (the "Authority") was created;

WHEREAS, the Authority is authorized by the Agreement to issue bonds, notes or other evidences of indebtedness or other agreements for all purposes permitted by the JPA Act and described in the Agreement;

WHEREAS, the City proposes to refund the outstanding Long Beach Bond Finance Authority Lease Revenue Bonds, 2006 Series B (Parks/Open Space Financing Project) (the "2006 Bonds");

WHEREAS, it is proposed that the refunding of the 2006 Bonds will be financed from the proceeds of the Finance Authority of Long Beach Lease Revenue Refunding Bonds, Series 2019B (Open Space Refinancing Project) (the "Series B Bonds"), to be issued by the Authority under the provisions of Article 4 (commencing with section 6584) of the JPA Act (the "Bond Law") in an aggregate principal amount not to exceed \$15,350,000, the Series B Bonds to be issued pursuant to the terms of an indenture of trust, by and between the Authority and U.S. Bank National Association, as trustee (the "Indenture");

WHEREAS, in order to provide for the repayment of the Series B Bonds, the City will lease the Health Administration Building, located at 2525 Grand Avenue, and the site thereof (the "Property") to the Authority pursuant to a site and facility lease (the "Site and Facility Lease") and the Authority will lease the Property back to the City pursuant to a lease agreement (the "Lease Agreement") under which the City will agree to make lease payments to the Authority from moneys in the City's General Fund and the City will budget and appropriate sufficient amounts in each year to pay the lease payments which will be equal to the scheduled principal of and interest on the Series B Bonds;

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

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

WHEREAS, the Board has duly considered such transactions and wishes at this time to approve said transactions in the public interests of the Authority.

NOW, THEREFORE, the Board of Directors of the Authority (the "Board") resolves as follows:

Section 1. Findings. The Board hereby finds that significant public benefits will arise from the financing contemplated by the Series B Bonds and the documents related thereto in accordance with section 6586 of the California Government Code.

Section 2. Issuance of Series B Bonds. Pursuant to the Bond Law and the Indenture, the Authority hereby authorizes the issuance of the Series B Bonds, so long as the term of the Series B Bonds does not extend beyond August 1, 2031, and so long as the debt service on the Series B Bonds produces net present value savings the 2006 Bonds of at least 3%. The Series B Bonds shall be issued and secured in accordance with the terms of and shall be in the form set forth in the Indenture.

Section 3. Approval of Indenture. The Board hereby approves the Indenture, in the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by the Chairperson, the Executive Director or the Treasurer/Auditor of the Authority (each, a "Designated Officer"), and the execution thereof by a Designated Officer shall be conclusive evidence of such approval. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the Authority to execute the final form of the Indenture for and in the name of the Authority. The Board hereby authorizes the delivery and performance of the Indenture. The dated date, maturity date or dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption, series designations and other terms of the Series B Bonds shall be as provided in the Indenture, as finally executed.

Section 4. Approval of Site and Facility Lease. The Board hereby approves the Site and Facility Lease, in the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by any Designated Officer, and the

execution thereof by a Designated Officer shall be conclusive evidence of such approval. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the Authority to execute the final form of the Site and Facility Lease for and in the name of the Authority. The Board hereby authorizes the delivery and performance of the Site and Facility Lease.

Section 5. Approval of Lease Agreement. The Board hereby approves the Lease Agreement, in the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by any Designated Officer, and the execution thereof by a Designated Officer shall be conclusive evidence of the approval of any such changes or additions. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the Authority to execute the final form of the Lease Agreement for and in the name of the Authority. The Board hereby authorizes the delivery and performance of the Lease Agreement.

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

Section 7. Official Statement. The Board hereby approves, and hereby deems nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934

(the "Rule"), the Preliminary Official Statement in the form on file with the Secretary. The Designated Officers, each acting alone, are hereby authorized and directed to execute an appropriate certificate stating the Authority's determination that the Preliminary Official Statement is nearly final within the meaning of the Rule. Distribution of the Preliminary Official Statement in connection with the sale of the Series B Bonds is hereby approved. The Designated Officers, each acting alone, are hereby authorized and directed, upon consultation with Disclosure Counsel and counsel to the Authority, to approve any changes in or additions to the Preliminary Official Statement deemed necessary or desirable to bring it into the form of a final official statement (the "Final Official Statement"), and the execution of the Final Official Statement by any Designated Officer shall be conclusive evidence of approval of any such changes and additions. The Board hereby authorizes the distribution of the Final Official Statement by the Underwriter. The Final Official Statement shall be executed in the name and on behalf of the Authority by any of the Designated Officers.

Section 8. Designation of Bond Counsel. The law firm of Quint & Thimmig LLP is hereby designated as bond counsel to the Authority with respect to the Series B Bonds. The City Attorney, acting as counsel to the Authority, is hereby authorized and directed to execute an agreement with said firm for its services in connection with the Series B Bonds in form and substance acceptable to the City Attorney; provided that payment of the fees and expenses of such firm shall be contingent upon the issuance of, and payable solely from the proceeds of, the Series B Bonds.

Section 9. Designation of Disclosure Counsel. The law firm of Stradling Yocca Carlson & Rauth is hereby designated as disclosure counsel to the Authority with respect to the Series B Bonds. The City Attorney, acting as counsel to the Authority, is hereby authorized and directed to execute an agreement with said firm for its services in connection with the Series B Bonds in form and substance acceptable to the City Attorney; provided that payment of the fees and expenses of such firm shall be

contingent upon the issuance of, and payable solely from the proceeds of, the Series B Bonds.

Section 10. Designation of Municipal Advisor. The firm of KNN Public Finance is hereby designated as municipal advisor to the Authority with respect to the Series B Bonds. The Treasurer/Auditor of the Authority is hereby authorized and directed to execute an agreement with said firm for its services in connection with the Series B Bonds, in form and substance acceptable to the Treasurer/Auditor.

Section 11. Official Actions. The Chairperson, the Executive Director, the Treasurer/Auditor, and the Secretary are each authorized and directed in the name and on behalf of the Authority to make any and all assignments, and to execute any and all certificates (including the Continuing Disclosure Certificate referenced in the Final Official Statement), requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents (including any agreement needed to obtain bond insurance for the Series B Bonds if in the judgment of the Treasurer/Auditor, upon consultation with the Municipal Advisor, such insurance is cost effective), which they or any of them deem necessary or appropriate in order to consummate the sale and issuance of the Series B Bonds and any of the other transactions contemplated by the documents approved pursuant to this Resolution. Whenever in this Resolution any officer of the Authority is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

Section 12. Effective Date. This Resolution shall take effect from and after its adoption.

\* \* \* \* \*

I hereby certify that the foregoing Resolution was adopted by the Board of Directors of the Finance Authority of Long Beach at a regular meeting of the Board of Directors held on February 25, 2019, by the following vote:

Ayes: Boardmembers: DAVID NAKAMOTO  
JOHN GROSS  
\_\_\_\_\_

Noes: Boardmembers: \_\_\_\_\_

Absent: Boardmembers: PATRICK WEST  
\_\_\_\_\_

  
Secretary