

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

1 RESOLUTION NO.

2 FALB 2016-02

3 A RESOLUTION OF THE FINANCE AUTHORITY OF
4 LONG BEACH AUTHORIZING THE ISSUANCE OF LEASE
5 REVENUE BONDS IN A PRINCIPAL AMOUNT NOT TO
6 EXCEED \$23,000,000 TO REFUND THE OUTSTANDING
7 LONG BEACH BOND FINANCE AUTHORITY LEASE
8 REVENUE REFUNDING BONDS, 2006 SERIES A
9 (RAINBOW HARBOR REFINANCING PROJECT),
10 APPROVING THE FORM AND AUTHORIZING EXECUTION
11 OF RELATED DOCUMENTS AND APPROVING RELATED
12 OFFICIAL ACTIONS

13
14 WHEREAS, pursuant to the provisions of the Joint Exercise of Powers Act,
15 comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with
16 section 6500) of the California Government Code (the "JPA Act"), the City of Long Beach,
17 California (the "City), and the Housing Authority of the City of Long Beach entered into a
18 joint exercise of powers agreement (the "Agreement") pursuant to which the Finance
19 Authority of Long Beach (the "Authority") was created; and

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

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

26 WHEREAS, it is proposed that the 2006 Bonds will be refunded from the
27 proceeds of Finance Authority of Long Beach Lease Revenue Refunding Bonds, Series
28 2016B (Rainbow Harbor Refinancing Project) (the "Bonds"), to be issued by the Authority

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1 under the provisions of Article 4 (commencing with section 6584) of the JPA Act (the
2 "Bond Law") in an aggregate principal amount not to exceed Twenty-Three Million Dollars
3 (\$23,000,000), such Bonds to be issued pursuant to the terms of an indenture of trust, by
4 and between the Authority and The Bank of New York Mellon Trust Company, N.A., as
5 trustee (the "Indenture"); and

6 WHEREAS, in order to provide for the repayment of the Bonds, the
7 Authority will lease certain real property and improvements (the "Property") to the City
8 pursuant to a lease agreement (the "Lease Agreement") under which the City will agree
9 to make lease payments to the Authority from moneys in the City's General Fund and the
10 City will budget and appropriate sufficient amounts in each year to pay the lease
11 payments which will be equal to the scheduled principal of and interest on the Bonds; and

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

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

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

22 NOW, THEREFORE, the Board of Directors of the Authority hereby
23 resolves as follows:

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

27 Section 2. Issuance of Bonds. Pursuant to the Bond Law and the
28 Indenture, the Authority hereby authorizes the issuance of the Bonds in an aggregate

1 principal amount not to exceed Twenty-Three Million Dollars (\$23,000,000). The Bonds
2 shall be issued and secured in accordance with the terms of and shall be in the form set
3 forth in the Indenture.

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

16 Section 4. Approval of Site and Facility Lease. The Board hereby
17 approves a site and facility lease, by and between the City and the Authority (the "Site
18 and Facility Lease"), pursuant to which the City will lease the Property to the Authority, to
19 be leased back to the City pursuant to the Lease Agreement, in the form on file with the
20 City Attorney, together with any changes therein or additions thereto deemed advisable
21 by any Designated Officer, and the execution thereof by a Designated Officer shall be
22 conclusive evidence of such approval. The Designated Officers, each acting alone, are
23 hereby authorized and directed for and in the name and on behalf of the Authority to
24 execute the final form of the Site and Facility Lease for and in the name of the Authority.
25 The Board hereby authorizes the delivery and performance of the Site and Facility Lease.

26 Section 5. Approval of Lease Agreement. The Board hereby approves
27 the Lease Agreement, in the form on file with the City Attorney, together with any
28 changes therein or additions thereto deemed advisable by any Designated Officer, and

1 the execution thereof by a Designated Officer shall be conclusive evidence of the
2 approval of any such changes or additions. The Designated Officers, each acting alone,
3 are hereby authorized and directed for and in the name and on behalf of the Authority to
4 execute the final form of the Lease Agreement for and in the name of the Authority. The
5 Board hereby authorizes the delivery and performance of the Lease Agreement.

6 Section 6. Sale of Bonds. The Board hereby approves the sale of the
7 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
9 additions thereto and changes therein as any Designated Officer shall deem necessary,
10 desirable or appropriate, and the execution thereof 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
13 on behalf of the Authority to execute the final form of the Bond Purchase Agreement for
14 and in the name of the Authority; provided that the amount of Underwriter's discount for
15 the Bonds (excluding any original issue discount which does not represent compensation
16 to the Underwriter) shall be not more than one-half percent (0.50%) of the par amount
17 thereof.

18 Section 7. Official Statement. The Board hereby approves, and hereby
19 deems nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of
20 1934 (the "Rule"), the Preliminary Official Statement in the form on file with the City
21 Attorney. The Designated Officers, each acting alone, are hereby authorized and directed
22 to execute an appropriate certificate stating the Authority's determination that the
23 Preliminary Official Statement is nearly final within the meaning of the Rule. Distribution
24 of the Preliminary Official Statement in connection with the sale of the Bonds is hereby
25 approved. The Designated Officers, each acting alone, are hereby authorized and
26 directed, upon consultation with Disclosure Counsel and the City Attorney, to approve
27 any changes in or additions to the Preliminary Official Statement deemed necessary or
28 desirable to bring it into the form of a final official statement (the "Final Official

1 Statement”), and the execution of the Final Official Statement by any Designated Officer
2 shall be conclusive evidence of approval of any such changes and additions. The Board
3 hereby authorizes the distribution of the Final Official Statement by the Underwriter. The
4 Final Official Statement shall be executed in the name and on behalf of the Authority by
5 any of the Designated Officers.

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

13 Section 9. Designation of Disclosure Counsel. The law firm of Stradling
14 Yocca Carlson & Rauth is hereby designated as disclosure counsel to the Authority with
15 respect to the Bonds. The City Attorney, acting as counsel to the Authority, is hereby
16 authorized and directed to execute an agreement with said firm for its services in
17 connection with the Bonds in form and substance acceptable to the City Attorney;
18 provided that payment of the fees and expenses of such firm shall be contingent upon the
19 issuance of, and payable solely from the proceeds of, the Bonds.

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

25 Section 11. Official Actions. The Chairperson, the Executive Director, the
26 Treasurer/Auditor, and the Secretary are each authorized and directed in the name and
27 on behalf of the Authority to make any and all assignments, and to execute any and all
28 certificates (including the Continuing Disclosure Certificate referenced in the Final Official

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1 Statement), requisitions, agreements, notices, consents, instruments of conveyance,
2 warrants and other documents (including any agreement needed to obtain bond
3 insurance for the Bonds if in the judgment of the Treasurer/Auditor, upon consultation
4 with the Municipal Advisor, such insurance is cost effective), which they or any of them
5 deem necessary or appropriate in order to consummate the sale and issuance of the
6 Bonds and any of the other transactions contemplated by the documents approved
7 pursuant to this Resolution. Whenever in this Resolution any officer of the Authority is
8 authorized to execute or countersign any document or take any action, such execution,
9 countersigning or action may be taken on behalf of such officer by any person designated
10 by such officer to act on his or her behalf in the case such officer shall be absent or
11 unavailable.

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

14 I hereby certify that the foregoing Resolution was adopted by the Board of
15 Directors of the Finance Authority of Long Beach at a regular meeting of the Board of
16 Directors held on July 11, 2016, by the following vote:

17
18 Ayes: Boardmembers: John Gross

19 David Nakamoto

20 _____
21 _____

22 Noes: Boardmembers: None

23 _____

24 Absent: Boardmembers: Patrick H. West

25 _____

26
27
28 *Mauro del Valle*
Secretary