



## Legislation Text

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### **RESOLUTION of the City Council of the City of San Leandro Approving Documents and Actions Relating to the Refinancing of 2007 Certificates of Participation**

**WHEREAS**, the City of San Leandro (the “City”) has previously caused the execution and delivery of its 2007 Certificates of Participation (Library and Fire Stations Refunding Project) in the aggregate initial principal amount of \$23,425,000 (the “2007 Certificates”) for the purpose of refinancing certain capital projects of the City, including improvements to the City’s main library building and the acquisition and construction of two fire stations; and

**WHEREAS**, in order to take advantage of prevailing bond market conditions, the City Council wishes to authorize the refinancing of the 2007 Certificates; and

**WHEREAS**, to that end, the City has proposed to lease the real property constituting its main library building, including both land and improvements (the “Leased Property”) to the San Leandro Public Financing Authority (the “Authority”) in consideration of the payment by the Authority of an upfront rental payment which is sufficient to provide funds to refinance the 2007 Certificates; and

**WHEREAS**, in order to raise funds for such purpose, the Authority proposes to issue and sell its San Leandro Public Financing Authority 2016 Refunding Lease Revenue Bonds in the aggregate principal amount of not to exceed \$15,800,000 (the “Refunding Bonds”) under Article 4 of Chapter 5, Division 7, Title 1 of the Government Code of the State of California, commencing with Section 6584 of said Code (the “Bond Law”); and

**WHEREAS**, in order to secure the payments of principal and interest on the Refunding Bonds, the Authority proposes to lease the Leased Property back to the City under a Lease Agreement (the “Lease Agreement”), whereby the City is obligated to pay semiannual lease payments as rental for the Leased Property, and the Authority will assign substantially all of its rights under the Lease Agreement to U.S. Bank National Association, as trustee for the Refunding Bonds; and

**WHEREAS**, the City Council wishes at this time to approve all proceedings of the City relating to the issuance and sale of the Refunding Bonds and the refinancing of the 2007 Certificates;

**NOW, THEREFORE, BE IT RESOLVED** by the City Council of the City of San Leandro as follows:

**SECTION 1. Issuance of Refunding Bonds.** The City Council hereby approves the issuance of the Refunding Bonds by the Authority under the Bond Law in the maximum principal amount of not to exceed \$15,800,000, for the purpose of providing funds to refinance the 2007 Certificates.

**SECTION 2. Approval of Related Financing Agreements.** The City Council hereby approves each of the following agreements required for the issuance and sale of the Refunding Bonds and the

refinancing of the 2007 Certificates, in substantially the respective forms on file with the City Clerk together with any changes therein or additions thereto (including the addition of a reserve account) deemed advisable by the Mayor, City Manager, Assistant City Manager or the Finance Director (each, an "Authorized Officer"), whose execution thereof shall be conclusive evidence of the approval of any such changes or additions. An Authorized Officer is hereby authorized and directed for and on behalf of the City County to execute, and the City Clerk is hereby authorized and directed to attest, the final form of each such agreement, as follows:

- Site Lease, between the City as lessor and the Authority as lessee, under which the City leases the Leased Property to the Authority in consideration of the payment of an upfront amount which will be applied by the City to refinance the 2007 Certificates;
- Lease Agreement, between the Authority as lessor and the City as lessee, under which the Authority leases the Leased Property back to the City and the City agrees to pay semiannual lease payments to provide revenues with which to pay principal of and interest on the Refunding Bonds when due;
- Refunding Instructions, for the 2007 Certificates, from the City and the Authority to U.S. Bank National Association, as trustee for the 2007 Certificates, providing the deposit, investment and application of funds to refinance the 2007 Certificates;
- Indemnity Letter, from the City to the trustee for the 2007 Certificates relating to the giving of a rescindable notice of prepayment; and
- Continuing Disclosure Certificate, to be executed by the City.

**SECTION 3. Negotiated Sale of Refunding Bonds.** The City Council hereby approves the negotiated sale of the Refunding Bonds by the Authority to Stifel, Nicolaus & Company, Incorporated (the "Underwriter"). The Refunding Bonds shall be sold pursuant to the terms and provisions of a Bond Purchase Agreement among the Authority, the City and the Underwriter in substantially the form on file with the City Clerk together with any changes therein or additions thereto deemed advisable by an Authorized Officer. The Refunding Bonds shall be sold at such price and shall bear interest at such rates as shall produce a minimum net present value savings to the City of at least 5% of the principal amount of the outstanding 2007 Certificates, as such savings shall be verified and conclusively determined by the City's Financial Advisor (the "Minimum Savings Requirement"). The Underwriter's discount shall not exceed 0.45%.

**SECTION 4. Official Statement.** The City Council hereby approves the preliminary Official Statement describing the Refunding Bonds in substantially the form on file with the City Clerk. The City Manager and the Finance Director, each acting alone, are hereby authorized and directed to approve any changes in or additions to said preliminary Official Statement (including the insertion of financial data that is contained in the City's Comprehensive Annual Financial Report for the fiscal year ended June 30, 2016) and to execute an appropriate certificate stating the City's determination that the preliminary Official Statement (together with any changes therein or additions thereto) has

been deemed nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934. Distribution of the preliminary Official Statement by the Underwriter is hereby approved. The City Manager and the Finance Director, each acting alone, are hereby authorized and directed to approve any changes in or additions to a final form of said Official Statement, and the execution thereof by the City Manager or the Finance Director shall be conclusive evidence of approval of any such changes and additions. The City Council hereby authorizes the distribution of the final Official Statement by the Underwriter. The final Official Statement shall be executed on behalf of the City by the City Manager or the Finance Director.

**SECTION 5. Engagement of Bond and Disclosure Counsel.** The firm of Jones Hall, A Professional Law Corporation, is hereby retained as bond counsel and disclosure counsel to the City in connection with the issuance and sale of the Refunding Bonds by the Authority. The City Manager and the Finance Director, each acting alone, are authorized and directed on behalf of the City to execute an agreement with said firm in the form on file with the City Clerk.

**SECTION 6. Official Actions.** The Authorized Officers, the City Attorney, the City Clerk and all other officers of the City are each authorized and directed on behalf of the City to make any and all leases, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance or termination, warrants and other documents, which they or any of them deem necessary or appropriate in order to consummate any of the transactions contemplated by the agreements and documents approved under this Resolution. An Authorized Officer may revise the identity of the Leased Property as necessary in order to accomplish the purposes of this Resolution. Whenever in this Resolution any officer of the City 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 is absent or unavailable.