

RESOLUTION NO. 24-01-CPFA

**RESOLUTION OF THE CARSON PUBLIC FINANCING AUTHORITY
APPROVING, AUTHORIZING AND DIRECTING EXECUTION OF CERTAIN
FINANCING DOCUMENTS AND DIRECTING CERTAIN RELATED ACTIONS
IN CONNECTION WITH THE ISSUANCE OF ITS 2024 LEASE REVENUE
BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED
\$92,000,000**

WHEREAS, the City of Carson (the "City") and the Carson Housing Authority entered into an Amended and Restated Joint Exercise of Powers Agreement, dated as of October 6, 2015, establishing the Carson Public Financing Authority (the "Authority") for the purpose, among others, of providing assistance to the City with its financing programs; and

WHEREAS, to provide assistance to the City with the financing of its acquisition and construction of certain projects, including the acquisition, construction and/or rehabilitation of an Emergency Operations Center, Leonardo Drive, Citywide street repairs, Carriage Crest Park, Mills Park, Anderson Park, City Hall, the Community Center, and Foisia Park and other improvements (the "Projects"), the Authority and the City have determined to enter into certain agreements; and

WHEREAS, in order to finance the Projects, (i) the City and the Authority will enter into a Site and Facilities Lease (the "Site Lease"), under which the City will lease to the Authority certain real property and improvements of the City (the "Leased Property"), (ii) the City and the Authority will enter into a Property Lease (the "Property Lease"), under which the Authority will sublease the Leased Property to the City, and , (iii) the Authority will enter into an Indenture (the "Indenture") with Bank of New York Mellon Trust Company, N. A (the "Trustee") and (v) the Authority will issue its 2024 Lease Revenue Bonds (the "Bonds"), which will be payable from the lease payments made by the City to the Authority under the Property Lease; and

WHEREAS, the Leased Property shall constitute all or any or a combination of the following properties City Hall, Community Center, Corporate Yard, Veterans Park, Carson Park, Anderson Park and/or Hemmingway Park, which properties are essential to the City; and

WHEREAS, the Bonds will be issued pursuant to the Marks-Roos Local Bond Pooling Act of 1985, constituting Sections 6584 *et seq.* of the California Government Code (the "Law"); and

WHEREAS, there has been submitted to the City Council a form of preliminary Official Statement in connection with the marketing of the Bonds and the City Council, with the aid of its staff, has reviewed the preliminary Official Statement to assure proper disclosure of all material facts relating to the 2024 Lease Revenue Bonds that are in the personal knowledge of the Council Members and the City staff; and

WHEREAS, the Authority and the City propose to sell the 2024 Lease Revenue Bonds to Samuel A. Ramirez & Co., Inc. (the "Underwriter") pursuant to a bond purchase agreement (the "Bond Purchase Agreement"), the form of which is on file with the City Clerk and presented at this meeting; and

WHEREAS, pursuant to Government Code Section 5852.1, certain information relating to the 2024 Lease Revenue Bonds is set forth in Exhibit A attached to this Resolution for the public; and

WHEREAS, pursuant to Government Code Sections 6586 and 6586.5, the City has published notice of public hearing regarding the significant public benefits received from the financing at least five days prior to its public hearing and has determined that significant public benefits will result from the financing; and

WHEREAS, the Authority has duly considered such transactions and wishes at this time to approve certain matters relating to the transactions as being in the public interest of the City and the Authority;

NOW, THEREFORE, BE IT RESOLVED, BY THE AUTHORITY COMMISSION AS BOARD OF DIRECTORS OF THE CARSON PUBLIC FINANCING AUTHORITY, as follows:

Section 1. Findings and Determinations. Pursuant to the Act, the Board of Directors of the Authority, known as the Authority Commission (the “Board”) hereby finds and determines that the issuance of the 2024 Lease Revenue Bonds and the transactions related thereto will result in significant public benefits to its members.

Section 2. Issuance of Bonds; Approval of Indenture. The Board hereby authorizes the issuance of the 2024 Lease Revenue Bonds in the maximum principal amount of not to exceed \$92,000,000, subject to the requirement that the true interest rate on the 2024 Lease Revenue Bonds shall not exceed 6% and the Underwriter’s discount does not exceed 0.5%. The 2024 Lease Revenue Bonds shall be issued pursuant to the Indenture. The Board hereby approves the Indenture in the form on file with the Secretary of the Authority (the “Secretary”) and presented at this meeting, together with such additions thereto and changes therein as the President, the Authority Chief Administrative Officer, the Authority Treasurer or the Authority Finance Director, or the written designee of any of them (each, a “Designated Officer”), acting alone, deems necessary, desirable or appropriate upon consultation with bond counsel, the execution of which by a Designated Officer shall be conclusive evidence of the approval of any such additions and changes. A Designated Officer, acting alone, is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Indenture for and in the name and on behalf of the Authority. The Board hereby authorizes the performance by the Authority of its obligations under the Indenture.

Section 3. Approval of Property Lease and Site Lease. The Board hereby approves the forms of the Property Lease and the Site Lease, each by and between the Authority and the City, in the forms on file with the Secretary and presented at this meeting, together with such additions thereto and changes therein as a Designated Officer, acting alone, deems necessary, desirable or appropriate upon consultation with bond counsel, the execution of which by a Designated Officer shall be conclusive evidence of the approval of any such additions and changes. A Designated Officer, acting alone, is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest, the final forms of the Property Lease and the Site Lease for and in the name of and on behalf of the Authority. The Authority hereby authorizes the performance by the Authority of its obligations under the Property Lease and the Site Lease. The Board further hereby authorizes and directs execution and delivery by a Designated Officer of a memorandum of Property Lease.

Section 4. Sale of Bonds. The Authority hereby authorizes and directs a Designated Officer of the Authority to enter into a contract on behalf of the Authority to sell the 2024 Lease Revenue Bonds pursuant to a negotiated sale to the Underwriter. The Authority hereby approves the form of the Bond Purchase Agreement on file with the Secretary and presented at this meeting, with such additions thereto and changes therein as a Designated Officer deems necessary, desirable or appropriate upon consultation with bond counsel to the Authority, the execution of which by a Designated Officer be conclusive evidence of the approval of any such additions or changes, subject to compliance with the parameters set forth in Section 2. A Designated Officer, acting alone, is hereby authorized and directed to execute the Bond Purchase Agreement and to take all actions necessary to fulfill the Authority's obligations thereunder.

Section 5. Official Statement. The Board of the Authority hereby approves the form of Official Statement relating to the 2024 Lease Revenue Bonds (the "Official Statement") on file with the Secretary and presented at this meeting, together with such changes or additions thereto as a Designated Officer deems necessary, desirable or appropriate upon consultation with bond counsel to the Authority, and authorizes a Designated Officer, acting alone, to deem a preliminary form of the Official Statement final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, except for omissions permitted therein. Distribution of the preliminary form of Official Statement by the Underwriter is hereby approved. A Designated Officer, acting alone, is hereby authorized to execute the final form of the Official Statement with such changes or additions as the Designated Officer deems necessary, desirable or appropriate upon consultation with disclosure counsel to the Authority, and the execution of the final Official Statement by a Designated Officer shall be conclusive evidence of the approval of any such additions and changes. The Board hereby authorizes the distribution of the final Official Statement.

Section 6. Official Actions. The Designated Officers, the Secretary and any and all other officers of the Authority are hereby authorized and directed, for and in the name of and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all documents, tax certificates, termination agreements, memoranda of agreements, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants, subordination agreements and documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and sale of the 2024 Lease Revenue Bonds, the selection of the Leased Property under the Property Lease, the elimination of encumbrances on title to the Leased Property, the purchase of one or more insurance and/or reserve surety policies for the 2024 Lease Revenue Bonds, if determined to be in the bests interest of the Authority by a Designated Officer, and the consummation of the transactions described herein, and such documents, assignments, tax certificates, termination agreements, memoranda of agreements, certificates and agreements as may be required by the Indenture, the Property Lease, the Site Lease and any and all other documents and agreements approved hereunder.

Section 7. Effective. This Resolution shall take effect immediately upon its passage and adoption.

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PASSED, APPROVED AND ADOPTED by the Board of Directors of the Carson Joint Public Authority at a regular meeting held this ____ day of ____, 2024.

AYES: Member:
NOES: Member:
ABSENT: Member:
ABSTAIN: Member

President

ATTEST:

Secretary

EXHIBIT A

REQUIRED GOOD FAITH ESTIMATES PURSUANT TO GOVERNMENT CODE SECTION 5852.1

1. True Interest Cost of the 2024 Lease Revenue Bonds: 4.2%
2. Finance charge for the 2024 Lease Revenue Bonds, being the sum of all fees and charges paid to third parties (Costs of Issuance of approximately \$400,000 plus estimated underwriter's compensation of 423,000): \$823,000.
3. Amount of proceeds of the 2024 Lease Revenue Bonds expected to be received by the Authority, net of proceeds for Costs of Issuance described in (2) above and net of capitalized interest (if any) and reserves (if any) paid or funded with the proceeds of the 2024 Lease Revenue Bonds: \$90,800,000.
4. Total payment amount for the 2024 Lease Revenue Bonds, being the sum of (a) debt service to be paid on the 2024 Lease Revenue Bonds to final maturity, plus (b) any financing costs not paid from proceeds of the 2024 Lease Revenue Bonds: \$148,850,000.

**All amounts and percentages are estimates, and are made in good faith by the Authority based on information available as of the date of adoption of this Resolution.*