



MEMORANDUM

Date: September 23, 2014

To: Bryan H. Montgomery, City Manager

From: Paul Abelson, Finance Director

Subject: Adopt a Resolution of the City Council Approving the Execution and Delivery of an Amended and Restated Trust Agreement, Continuing Disclosure Certificate, Preparation of an Official Statement, and Other Matters Related Thereto, in Connection with the Issuance by the Public Financing Authority of 2014 Refunding Bonds (Refunding the Public Financing Authority 2006 Revenue Bonds)

Approved and Forwarded to the
Oakley City Council

Bryan H. Montgomery

for Bryan H. Montgomery, City Manager

Summary and Recommendation

In a separate item this evening, Staff has recommended the Board of the Oakley Public Financing Authority (the "Authority") authorize the issuance of bonds to refund of the Authority's Revenue Bonds Series 2006 (the "2004 Refunding Bonds"). In connection with that action, Staff proposes the City Council also authorize Staff to take actions necessary to complete and execute related documents that fall under the City's jurisdiction.

Staff's recommends the City Council adopt the attached resolution.

Fiscal Impact

There is no additional fiscal impact to the City beyond Staff's performing the stated work; and the City will be reimbursed for those costs from bond proceeds.

Conclusion

Staff recommends the Board adopt the attached resolution approving the execution and delivery of an Amended and Restated Trust Agreement and a Continuing Disclosure Certificate, the preparation of an Official Statement and other matters related thereto, in connection with the issuance by the Oakley Public Financing Authority of Refunding Revenue, Series 2014 (refunding the Authority's 2006 Revenue Bonds).

Subject: Adopt a Resolution of the City Council Approving the Execution and Delivery of an Amended and Restated Trust Agreement and Continuing Disclosure Certificate, the Preparation of an Official Statement, and Other Matters Related Thereto, in Connection with the Issuance by the Public Financing Authority of 2014 Refunding Bonds (Refunding the Public Financing Authority 2006 Revenue Bonds)

Date: September 23, 2014

Attachments

1. Resolution

Documents attached to the immediately preceding Authority item on the Agenda:

2. Amended and Restated Trust Agreement;
3. Preliminary Official Statement (POS);
4. Continuing Disclosure Certificate (Appendix E of the POS)

CITY OF OAKLEY

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF OAKLEY APPROVING THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED TRUST AGREEMENT AND A CONTINUING DISCLOSURE CERTIFICATE AND THE PREPARATION OF AN OFFICIAL STATEMENT AND OTHER MATTERS RELATED THERETO

WHEREAS, the City of Oakley (the "City") has completed its legal proceedings under the Municipal Improvement Act of 1913 (Division 12 of the California Streets and Highways Code) in connection with the formation and subsequent modification of its Assessment District No. 2006-1 established by the City, as the same may be further modified or subdivided from time to time by the City (the "Assessment District"); and

WHEREAS, the City previously issued its City of Oakley Limited Obligation Improvement Bonds, Assessment District No. 2006-1 (the "Local Obligations"), which were purchased by the Oakley Public Financing Authority (the "Authority") from proceeds of the sale of the Authority's Oakley Public Financing Authority Revenue Bonds, Series 2006 (the "Prior Bonds"), issued pursuant to a Trust Agreement, dated as of August 1, 2006 (the "Prior Trust Agreement") among the Authority, the City and Wells Fargo Bank, National Association, as trustee (the "Trustee"), and the proceeds of the Local Obligations were used to fund the acquisition and construction of the improvements for the Assessment District; and

WHEREAS, the Authority proposes to authorize, issue and sell to RBC Capital Markets Corporation, as underwriter, its Oakley Public Financing Authority Refunding Revenue Bonds, Series 2014 (the "Bonds"), a portion of the proceeds of which (after funding a reserve fund and payment of costs of issuance) will be used, together with certain funds on hand with the trustee for the Prior Bonds, to refund the outstanding Prior Bonds; and

WHEREAS, in furtherance of implementing the proposed refinancing, there has been filed with the City Clerk for consideration and approval by the City Council an Amended and Restated Trust Agreement amending and restating the Prior Trust Agreement, among the Authority, the City and the Trustee (the "Amended and Restated Trust Agreement"), pursuant to which the Bonds will be issued; and

WHEREAS, there has been filed with the City Clerk a Continuing Disclosure Certificate (the "Continuing Disclosure Certificate") in the form and substance as presented to this meeting, for the purpose of making undertakings to provide certain annual financial information and notice of material events as required by Securities Exchange Commission Rule 15c2-12; and

WHEREAS, there has been filed with the City Clerk the form of a Preliminary Official Statement (the "Preliminary Official Statement") to be used in connection with the offering and sale of the Bonds; and

WHEREAS, the City desires to authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the offering, sale and issuance of the Bonds by the Authority; and

WHEREAS, being fully advised in the matter of the refinancing, the City Council wishes to proceed with implementation of said refinancing; and

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Oakley as follows:

Section 1. The foregoing recitals are true and correct, and this City Council so finds and determines.

Section 2. The City Council hereby determines that there are significant public benefits to the City from the proposed refinancing in that there will be demonstrable savings to the City, including savings in bond preparation, bond underwriting and bond issuance costs (in accordance with Section 6586 of the California Government Code).

Section 3. The Amended and Restated Trust Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth herein is hereby approved. The Mayor of the City, and such other members of the City Council as the Mayor may designate, the Mayor Pro Tem of the City, the City Manager, the City Treasurer, and the City Clerk (each an "Authorized Officer" and collectively, the "Authorized Officers") are, and each of them is, hereby authorized and directed, for and in the name of the City, to execute and deliver the Amended and Restated Trust Agreement in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, in consultation with the City Attorney. The approval of the Amended and Restated Trust Agreement shall be conclusively evidenced by the execution thereof by such Authorized Officer.

Section 4. The form and substance of the Continuing Disclosure Certificate is hereby approved. Any Authorized Officer is hereby authorized and directed to execute and deliver said Continuing Disclosure Certificate in substantially the form on file with the City Clerk and presented to this meeting, with such changes as may be approved in the interest of the City by the Authorized Officer executing the same in consultation with the City Attorney, such approval to be conclusively evidenced by such execution and delivery thereof.

Section 5. The Preliminary Official Statement, in substantially the form presented to this meeting and made a part hereof as though set forth in full herein, with such changes therein as may be approved by an Authorized Officer, is hereby approved, and the use of the Preliminary Official Statement in connection with the offering and sale of the Bonds is hereby authorized and approved. The Authorized Officers are, and each of them is, hereby authorized and directed, for and in the name of the City, to certify to the Underwriter that the Preliminary Official Statement has been "deemed final" for purposes of Rule 15c2-12.

Section 6. The preparation and delivery of a final Official Statement (the "Official Statement"), and its use in connection with the offering and sale of the Bonds is hereby authorized and approved. The Official Statement shall be in substantially the form of the

Preliminary Official Statement, with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. The Authorized Officers are, and each of them is, hereby authorized and directed to execute the final Official Statement and any amendment or supplement thereto, for and in the name of the City.

Section 7. The Authorized Officers are, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.

Section 8. All actions heretofore taken by the Authorized Officers and by the officers and staff of any member of the City in connection with or related to any of the agreements or documents referenced herein, are hereby approved, confirmed and ratified.

Section 9. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED this 23rd day of September, 2014, by the following vote:

AYES:

NOES:

ABSTENTIONS:

ABSENT:

APPROVED:

MAYOR

[Seal]

ATTEST:

CITY CLERK

CLERK'S CERTIFICATE

I, Libby Vreonis, City Clerk of the City of Oakley, do hereby certify as follows:

The foregoing resolution is a full, true and correct copy of a resolution duly adopted at a regular meeting of the City Council of said City duly and regularly held at the regular meeting place thereof on the 23rd day of September, 2014, of which meeting all of the members of said City Council had due notice and at which a majority thereof were present; and that at said meeting said resolution was adopted by the following vote:

AYES:

NOES:

ABSTENTION:

ABSENT:

An agenda of said meeting was posted at least 72 hours before said meeting (1) at 3231 Main Street, Oakley, California 94561, (2) at 204 Second Street, Oakley, California 94561; and (3) outside the Library at Freedom High School, 1050 Neroly Road, Oakley, California 94561, each of which locations is freely accessible to members of the public, and a brief description of said resolution appears on said agenda.

I have carefully compared the foregoing with the original minutes of said meeting on file and of record in my office, and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: _____, 20__.

City Clerk, City of Oakley

(SEAL)