

RESOLUTION NO. SA 2020-XX

A RESOLUTION OF THE SUCCESSOR AGENCY OF THE CITY OF FULLERTON, CALIFORNIA, APPROVING THE FINANCING TEAM IN CONNECTION WITH THE ISSUANCE AND SALE OF TAX ALLOCATION REFUNDING BONDS AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Fullerton Redevelopment Agency (Former Agency) was a public body, corporate and politic, that was duly created, established and authorized to transact business and exercise its powers under and pursuant to the provisions of the Community Redevelopment Law (Part 1 of Division 24 of the Health and Safety Code of the State of California), and the powers of the Former Agency included the power to issue bonds for any of its corporate purposes.

WHEREAS, a Redevelopment Plan for a redevelopment project known and designated as the "Merged Fullerton Redevelopment Project," which merged five previously existing redevelopment project areas, was adopted and approved by Ordinance No.3082 of the City of Fullerton on December 19, 2006, and all requirements of law for and precedent to the adoption and approval of the Redevelopment Plan, as amended, have been duly complied with.

WHEREAS, the Former Agency previously caused to be issued the City of Fullerton Public Financing Authority 2005 Tax Allocation Revenue Bonds (2005 TARBs) in the original aggregate principal amount of \$74,600,000.

WHEREAS, on June 28, 2011, the California Legislature adopted ABx1 26 (Dissolution Act) and ABx1 27 (Opt-in Bill).

WHEREAS, the California Supreme Court subsequently upheld the provisions of the Dissolution Act and invalidated the Opt-in Bill, resulting in the dissolution of the Former Agency as of February 1, 2012.

WHEREAS, the Former Agency, including its redevelopment powers, assets and obligations, was transferred on February 1, 2012 to the Successor Agency to the Fullerton Redevelopment Agency (Successor Agency).

WHEREAS, on or about June 27, 2012, AB1484 was adopted as a trailer bill in connection with the State of California Fiscal Year 2012-13 budget.

WHEREAS, AB1484 specifically authorizes the issuance of refunding bonds by the Successor Agency to refund the bonds or other indebtedness of the Former Agency in order to provide savings to the Successor Agency, provided that: (A) the total interest cost to maturity on the refunding bonds plus the principal amount of the refunding bonds shall not exceed the total remaining interest cost to maturity on the bonds to be refunded plus the remaining principal of the bonds to be refunded; and (B) the principal amount of

the refunding bonds shall not exceed the amount required to defease the 2005 TARBs, to establish customary debt service reserves and to pay related costs of issuance.

WHEREAS, the Successor Agency has been advised by its municipal advisor, Urban Futures, Inc. (UFI), that, given current market conditions, the Successor Agency is likely to achieve debt service savings through the issuance of tax allocation refunding bonds (2020 Bonds), which shall be publicly sold or privately placed as determined by the Authorized Officers (as such term is defined in Section 1), in order to refund all or a portion of the 2005 TARBs.

WHEREAS, the Successor Agency desires to engage certain consultants in order to undertake the issuance of the 2020 Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE SUCCESSOR AGENCY TO THE FULLERTON REDEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. The Board of Directors of the Successor Agency (Board) hereby appoints Stradling Yocca Carlson & Rauth, a Professional Corporation, Newport Beach, California, as Bond Counsel (Bond Counsel) in connection with the issuance of the 2020 Bonds. The Chair of the Successor Agency, the Executive Director of the Successor Agency or the Administrative Services Director of the City of Fullerton, or their respective written designees (Authorized Officers), are (and each of them is) hereby authorized and directed to execute and deliver an engagement letter with Bond Counsel in substantially the form presented at this meeting, with such changes, insertions and omissions as may be requested by the City Attorney and approved by an Authorized Officer, said execution being conclusive evidence of such approval. To the extent that Section 3 of Resolution No. 2020-09 adopted by the City Council of the City of Fullerton on February 4, 2020 (City Resolution) is inconsistent with the appointment of Bond Counsel herein, the appointment of Bond Counsel herein shall govern the issuance of the 2020 Bonds and Section 3 of the City Resolution shall be disregarded.

Section 2. To the extent that the 2020 Bonds shall be publicly sold, the Board hereby appoints Jones Hall, A Professional Law Corporation, San Francisco, California, as Disclosure Counsel (Disclosure Counsel) in connection with the issuance of the 2020 Bonds. The Authorized Officers, are (and each of them is) hereby authorized and directed to execute and deliver an engagement letter with Disclosure Counsel in substantially the form presented at this meeting, with such changes, insertions and omissions as may be requested by the City Attorney and approved by an Authorized Officer, said execution being conclusive evidence of such approval.

Section 3. The Board hereby appoints UFI, Tustin, California, as Fiscal Consultant (Fiscal Consultant) in connection with the issuance of the 2020 Bonds. The Authorized Officers, are (and each of them is) hereby authorized and directed to execute and deliver an engagement letter with the Fiscal Consultant in substantially the form presented at this meeting, with such changes, insertions and omissions as may be requested by the City Attorney and approved by an Authorized Officer, said execution being conclusive evidence of such approval.

Section 4. The Board hereby appoints Stifel, to act as underwriter in the event of a public sale of the 2020 Bonds, or to act as placement agent in the event of a private placement of the 2020 Bonds.

Section 5. The Authorized Officers, the Secretary and any other proper officer of the Successor Agency, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments, relating to the appointment of the financing team for the 2020 Bonds, including, if applicable, a placement agent agreement with the placement agent, 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 and any actions that were previously taken in connection with such matters are hereby ratified.

Section 6. This Resolution shall take effect upon adoption.

ADOPTED BY THE FULLERTON SUCCESSOR AGENCY ON MAY 19, 2020.

Jennifer Fitzgerald
Mayor

ATTEST:

Lucinda Williams, MMC
City Clerk / Secretary

Date

EXHIBIT A

BOND COUNSEL ENGAGEMENT LETTER

EXHIBIT B

DISCLOSURE COUNSEL ENGAGEMENT LETTER

EXHIBIT C

FISCAL CONSULTANT ENGAGEMENT LETTER