

RESOLUTION NO. FPFA-XX

A RESOLUTION OF THE CITY OF FULLERTON PUBLIC FINANCING AUTHORITY APPROVING THE EXECUTION OF AN ESCROW AGREEMENT 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 the City of Fullerton Public Financing Authority (Authority) to issue its 2005 Tax Allocation Revenue Bonds (2005 Bonds) in the original aggregate principal amount of \$74,600,000, and to loan the proceeds of the 2005 Bonds to the Former Agency.

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 or other

indebtedness to be refunded plus the remaining principal of the bonds or other indebtedness to be refunded; and (B) the principal amount of the refunding bonds or other indebtedness shall not exceed the amount required to defease the bonds to be refunded, 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., 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 Successor Agency in order to refund all or a portion of the 2005 Bonds.

WHEREAS, the Authority wishes to enter into an Escrow Agreement (2005 and 2010 Bonds) with the Successor Agency and U.S. Bank National Association, as trustee for the 2005 Bonds (Escrow Agreement) in order to effect the refunding of all or a portion of the 2005 Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF FULLERTON PUBLIC FINANCING AUTHORITY, AS FOLLOWS:

Section 1. The Escrow Agreement is approved in substantially the form presented at this meeting (as the same may be modified and completed pursuant to the provisions of this Resolution); and the President and the Executive Director (Authorized Officers) are hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute, acknowledge and deliver to the respective other parties thereto, the Escrow Agreement in substantially said form, with such additions thereto and/or changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 2. The Authorized Officers and any other proper officer of the Authority, 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 refunding of the 2005 Bonds, including, if applicable, redemption or escrow instructions and amendments to the indenture and/or loan agreement relating to the 2005 Bonds, 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 3. This Resolution shall take effect upon adoption.

Section 4. The Secretary shall certify to the adoption of this Resolution.

ADOPTED BY THE CITY OF FULLERTON PUBLIC FINANCING AUTHORITY
ON JULY 7, 2020.

Jennifer Fitzgerald
Chair

ATTEST:

Lucinda Williams, MMC
Secretary

Date