

## **RESOLUTION NO. 2021-XX**

### **A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FULLERTON, CALIFORNIA APPROVING THE ISSUANCE OF REVENUE OBLIGATIONS FOR THE PURPOSE OF REFINANCING THE COST OF THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, RENOVATION, FURNISHING AND EQUIPPING OF CERTAIN EDUCATIONAL FACILITIES, PROVIDING THE TERMS AND CONDITIONS FOR SUCH OBLIGATIONS AND OTHER MATTERS RELATING THERETO FOR THE BENEFIT OF MARSHALL B. KETCHUM UNIVERSITY AND/OR A RELATED OR SUCCESSOR ENTITY**

WHEREAS, Marshall B. Ketchum University, or a related or successor entity (the "Borrower"), has requested that the City of Fullerton Public Financing Authority (the "Authority") facilitate the issuance of revenue obligations in an aggregate principal amount not to exceed \$35,000,000 (the "Obligations"), the proceeds of which are to be loaned to the Borrower for the purpose of (a) current refunding of the outstanding City of Fullerton Public Financing Authority Revenue Bonds (Marshall B. Ketchum University) Series 2015A and the City of Fullerton Public Financing Authority Revenue Bonds (Marshall B. Ketchum University) Series 2015B (Taxable), the proceeds of which were used to (i) finance and refinance all or portion of the costs of the acquisition, construction, improvement, renovation, furnishing and equipping of certain educational facilities for the Borrower and facilities related and appurtenant thereto, consisting of a 80,998 gross square foot, two story building, located at 5460 East La Palma Avenue, Anaheim, California 92807 (the "Anaheim Facility"); (ii) finance and refinance all or portion of the costs of the acquisition, construction, improvement, renovation, furnishing and equipping of educational facilities of the Borrower located at 2575 Yorba Linda Boulevard, Fullerton, California 92831, including a library and lecture hall, parking and maintenance facilities and lab and clinic renovations for physician assistant and pharmacy programs and other campus facilities and improvements (the "Fullerton Educational Facilities") and (iii) finance and refinanced all or portion of the costs of the acquisition of student and faculty housing, in the vicinity of the Borrower's campus, located at 2029 Woodbriar Court, 2016 Ravenhill Court and 2025 Ravenhill Court, Fullerton, California 92831 (collectively with the Fullerton Educational Facilities, the "Fullerton Facilities", and together with the Anaheim Facility, the "Facilities") and to pay certain costs of issuance in connection with the Obligations.

WHEREAS, the Borrower, a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), owns and operates the Facilities in connection with its mission to educate caring, inspired health care professionals prepared to deliver collaborative, patient-centric health care in an interprofessional environment.

WHEREAS, the issuance of the Obligations by the Authority must be approved by a governmental unit having jurisdiction over the territorial limits in which the Facilities are located pursuant to the public approval requirement of Section 147(f) of the Code.

WHEREAS, the Fullerton Facility is located within the territorial limits of the City, and City Council (the "Council") is an elected legislative body of the City.

WHEREAS, the Borrower has requested that City Council approve the issuance of the Obligations and the refinancing of the Fullerton Facility with the proceeds of the Obligations for purposes of complying with Section 147(f) of the Code and the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the California Government Code (the "Act"), and, in connection therewith, the Borrower has agreed to reimburse the City for staff time, legal costs, financial advisory costs and other miscellaneous costs incurred in connection with the issuance of the Obligations.

WHEREAS, City Council held a public hearing on July 20, 2021 at 6:30 p.m. in the Fullerton City Council Chambers, following duly published notice thereof in a newspaper of general circulation in Orange County and City Council heard all persons desiring to be heard.

WHEREAS, This Resolution shall comply with the public approval requirements of Section 147(f) of the Code; *provided, however*, that this Resolution is neither intended to nor shall it constitute an approval by City Council of the Facilities for any other purpose, including, but not limited to, compliance with the California Environmental Quality Act (California Public Resources Code, Section 21100, *et seq.*) ("CEQA").

THE CITY COUNCIL OF THE CITY OF FULLERTON HEREBY RESOLVES AS FOLLOWS:

Section 1. On information and belief, the foregoing resolutions are true and correct.

Section 2. City Council hereby approves the issuance of the Obligations by the Authority, from time to time, pursuant to a plan of finance, which Obligations may be tax-exempt and/or taxable as approved by the Authority in its resolution, in an amount not to exceed \$35,000,000 to refinance the cost of the acquisition, construction, improvement, renovation, furnishing and equipping of the Facilities and pay the costs of issuance of the Obligations. This resolution shall constitute approval of the issuance of the Obligations within the meaning of Section 147(f) of the Code and for purposes of the Act.

Section 3. The issuance of the Obligations shall be subject to the approval by the Authority of all documents relating thereto to which the Authority is a party. The City shall have no responsibility or liability whatsoever with respect to the Obligations.

Section 4. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the transaction approved.

Section 5. The adoption of this Resolution shall not obligate the City or any department thereof to (i) provide any financing with respect to the Facilities; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary with respect to the Facilities; (iii) make any contribution or advance

any funds whatsoever to the Authority or the Borrower or (iv) take any further action with respect to the Authority or its membership therein.

Section 6. This Resolution shall take effect from and after its adoption.

ADOPTED BY THE FULLERTON CITY COUNCIL ON JULY 20, 2021.

---

Bruce Whitaker  
Mayor

ATTEST:

---

Lucinda Williams, MMC  
City Clerk

---

Date