

RESOLUTION NO. _____

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CHULA VISTA, CALIFORNIA, AUTHORIZING AND PROVIDING FOR THE ISSUANCE OF LIMITED OBLIGATION REFUNDING BONDS FOR REASSESSMENT DISTRICT NO. 2015-1, APPROVING THE FORM OF FISCAL AGENT AGREEMENT, FIRST SUPPLEMENTAL BOND INDENTURE AND BOND PURCHASE CONTRACT AND AUTHORIZING OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of Chula Vista, California, has undertaken proceedings pursuant to the “Refunding Act of 1984 for 1915 Improvement Act Bonds” (the “Refunding Act”), being Division 11.5 of the Streets and Highways Code of the State of California, and has previously adopted a resolution approving a report prepared and submitted pursuant to the provisions of the Refunding Act (the “Reassessment Report”) and conditionally confirming reassessments upon lands within a reassessment district known and designated as Reassessment District No. 2015-1 (the “Reassessment District”); and,

WHEREAS, such proceedings provide for the issuance of Limited Obligation Refunding Bonds (defined below) pursuant to the Refunding Act to represent the unpaid reassessments within such Reassessment District; and,

WHEREAS, at this time, but subject to the final confirmation of the reassessments to be incorporated in a final Assessment Engineer’s Report and the recordation of the reassessment diagram and notice of reassessment, this legislative body desires to set forth all formal terms and conditions relating to the issuance and sale of such Limited Obligation Refunding Bonds pursuant to the Act as modified by that certain resolution of the City Council adopted on June 16, 2015 and entitled “A Resolution of the City Council of the City of Chula Vista Authorizing and Directing Compliance with the ‘Refunding Act of 1984 for 1915 Improvement Act Bonds,’ as Modified in this Resolution, in Connection with the Issuance of Limited Obligation Refunding Bonds for the Purpose of Refunding Certain Reassessment District Bonds” (the “Refunding Act Resolution”); and,

WHEREAS, a portion of the proceeds of the Limited Obligation Refunding Bonds shall be used to retire, in advance of their scheduled maturities, the City of Chula Vista Reassessment District No. 2005-2 Limited Obligation Refunding Bonds (the “Prior Limited Obligation Refunding Bonds”); and

WHEREAS, in order to provide the most cost effective refunding of the Prior Limited Obligation Refunding Bonds, the City Council desires and requests that the Chula Vista Municipal Financing Authority (the “Authority”) issue, sell and deliver its Refunding Revenue Bonds, Series 2015B in an aggregate principal amount not to exceed \$55,000,000 (the “Series 2015B Authority Bonds”) to provide funds to purchase, among other refunding bonds to be issued by the City or by certain community facilities districts established by the City (collectively, the “Community Facilities Districts”), the Limited Obligation Refunding Bonds;

WHEREAS, for the purposes of the sale and delivery of the Limited Obligation Refunding Bonds, there are now on file with the City Clerk copies of the forms of, the Fiscal Agent Agreement by and between the City and U.S. Bank National Association, as fiscal agent, establishing the terms and conditions pertaining to the issuance of the Limited Obligation Refunding Bonds (the “Fiscal Agent Agreement”), the First Supplemental Bond Indenture by and between the City and U.S. Bank National Association as fiscal agent to provide that the defeasance of the City of Chula Vista Public Financing Authority Revenue Refunding Bonds, Series 2005A will cause the discharge of the Prior Limited Obligation Refunding Bonds (the “First Supplemental Bond Indenture”) and the Bond Purchase Contract among the Authority, the City, the Community Facilities Districts and Stifel, Nicolaus & Company, Inc. , as underwriter, related to the sale of the Series 2015B Authority Bonds (the “Bond Purchase Contract”); and reference is hereby made thereto for further particulars;

WHEREAS, this City Council has reviewed and considered such Fiscal Agent Agreement, First Supplemental Bond Indenture and the Bond Purchase Contract and finds those documents suitable for approval, subject to the conditions set forth in this resolution; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the Limited Obligation Refunding Bonds and the levy of the reassessments as contemplated by this resolution and the documents referred to herein exist, have happened and have been performed or have been ordered to have been performed in due time, form and manner as required by the laws of the State of California, including the Refunding Act and the Refunding Act Resolution.

NOW, THEREFORE, BE IT RESOLVED AND DETERMINED:

SECTION 1. Recitals. The above recitals are true and correct.

SECTION 2. Bonds Authorized. Pursuant to the Refunding Act as modified by the Refunding Act Resolution, this Resolution and the Fiscal Agent Agreement, limited obligation refunding bonds of the City for the Reassessment District designated as “City of Chula Vista Reassessment District No. 2015-2 Limited Obligation Refunding Bonds” (the “Limited Obligation Refunding Bonds”) in an aggregate principal amount not to exceed the unpaid reassessments levied within the Reassessment District are hereby authorized to be issued. The date, manner of payment, interest rate or rates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption and other terms, covenants and conditions of the Limited Obligation Refunding Bonds shall be as provided in the Fiscal Agent Agreement as finally executed. The interest payment dates for such Limited Obligation Refunding Bonds shall, pursuant to the Refunding Act Resolution, be March 1 and September 1 and such bonds shall mature on September 1 as specified in the Fiscal Agent Agreement.

SECTION 3. Authorization and Conditions. The City Manager, the Deputy City Manager and the Assistant Director of Finance and each of their specified designees (the “Authorized Officers”), acting for and on behalf of the City, are, and each of them is, hereby authorized and directed to execute and deliver the various documents and instruments described in this Resolution with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve as being in the best interests of the City subject to any limiting conditions

contained herein and further subject to the approval thereof as to form by the City Attorney or her specified designee and Best Best & Krieger LLP, the City's bond counsel. The approval of such additions or changes shall be conclusively evidenced by the execution and delivery of such documents or instruments by the Authorized Officer.

SECTION 4. Fiscal Agent Agreement. The form of Fiscal Agent Agreement with respect to the Limited Obligation Refunding Bonds on file in the City Clerk's office is hereby approved.

SECTION 5. First Supplemental Bond Indenture. The form of First Supplemental Bond Indenture with respect to the Prior Limited Obligation Refunding Bonds on file in the City Clerk's office is hereby approved.

SECTION 6. Bond Purchase Contract. The form of the Bond Purchase Contract on file in the City Clerk's office is hereby approved.

SECTION 7. Costs of Issuance. "Designated costs of issuing the refunding bonds" for purposes of Subsection 9600(b) and Section 9614 of the Refunding Act are the items specified in paragraphs (1) through and including (5) of subsection (a) of Section 9600 of the Refunding Act, and "Costs of Issuance" as such phrase is used in the Bond Indenture shall mean such designated costs of issuing the Limited Obligation Refunding Bonds.

SECTION 8. Bonds Prepared and Delivered. The Limited Obligation Refunding Bonds shall be prepared, authenticated and delivered, all in accordance with the applicable terms of the Refunding Act and the Fiscal Agent Agreement, and the Authorized Officers, and each of them, and other responsible City officials are hereby authorized and directed to take such actions as are required under the Fiscal Agent Agreement to complete all actions required to evidence the delivery of the Limited Obligation Refunding Bonds upon the receipt of the purchase price thereof from the Authority.

SECTION 9. Annual Reassessment Installments. A copy of the resolution confirming the reassessments and the reassessments, which reassessments shall constitute the security for the Limited Obligation Refunding Bonds, shall be delivered to the Treasurer and the Treasurer shall keep or cause to be kept the record showing the several installments of principal and interest on the reassessments which are to be collected each year during the term of the Limited Obligation Refunding Bonds. An annual portion of each reassessment, together with annual interest on said reassessment, shall be payable in the same manner and at the same time and in the same installment as the general property taxes of the County of San Diego and shall be payable and become delinquent at the same time and in the same proportionate amount. Each year the annual installments shall be submitted to the County Auditor for purposes of collection.

SECTION 10. Actions. All actions heretofore taken by the officers and agents of the City with respect to the establishment of the Reassessment District and the sale and issuance of the Limited Obligation Refunding Bonds are hereby approved, confirmed and ratified, and the proper officers of the City are hereby authorized and directed to do any and all things and take any and all actions and execute any and all certificates, agreements, contracts, and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and

delivery of the Limited Obligation Refunding Bonds in accordance with the Refunding Act, this Resolution, the Fiscal Agent Agreement, the First Supplemental Bond Indenture and the Bond Purchase Contract and any certificate, agreement, contract, and other document described in the documents herein approved.

SECTION 11. Effective Date. This resolution shall take effect from and after its adoption.

PREPARED BY:

APPROVED AS TO FORM:

Maria Kachadoorian, Deputy City Manager

Glen R. Googins, City Attorney