

CITY OF LA HABRA

RESOLUTION NO. _____

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LA HABRA APPROVING THE INITIATION OF PROCEEDINGS TO REFINANCE THE OUTSTANDING 2010 REFUNDING CERTIFICATES OF PARTICIPATION, SERIES A, (PARK LA HABRA AND VIEWPARK REFINANCING PROJECT), AUTHORIZING THE ENGAGEMENT OF PROFESSIONAL SERVICES AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH.

WITNESSETH:

WHEREAS, the City of La Habra (the "City") and the City of La Habra Housing Authority (the "Housing Authority") have entered into that certain Amended and Restated Lease Agreement, dated as of March 1, 2010 (the "Lease"); and

WHEREAS, the City, the Housing Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee") have entered into that certain Trust Agreement, dated as of March 1, 2010 (the "Trust Agreement"), pursuant to which the Trustee executed and delivered \$15,910,000 aggregate principal amount of 2010 Refunding Certificates of Participation, Series A (Park La Habra and Viewpark Refinancing Project) (the "2010 Certificates"), each evidencing a direct, undivided fractional interest in the lease payments (the "Lease Payments") to be paid by the City under the Lease; and

WHEREAS, the City staff is evaluating and considering a potential refunding of the outstanding 2010 Certificates; and

WHEREAS, the City Council wishes at this time to authorize the initiation of proceedings to refund the 2010 Certificates, including the appointment of certain professionals to assist the City in refunding the outstanding 2010 Certificates;

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

Section 1. The foregoing recitals are true and correct and the City Council hereby so finds and determines.

Section 2. The City Council hereby approves the appointment of Kutak Rock LLP, as Bond Counsel, Quint & Thimmig LLP, as Disclosure Counsel (if the refinancing is a public offering), Fieldman, Rolapp & Associates, Inc., as the Municipal Advisor, and Piper Sandler & Co. as either the Underwriter (if the refinancing is a public offering) or Placement Agent (if the refinancing is a private placement), in connection with the City's consideration of a potential refunding of its outstanding 2010 Certificates.

Section 3. The City's staff members are hereby authorized to initiate proceedings to refinance the 2010 Certificates. Each of the City's staff members is hereby 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. Notwithstanding the foregoing, prior to any execution of a lease agreement, trust agreement, bond purchase agreement or any other necessary documents and agreements in connection with the refinancing of the 2010 Certificates, such documents and/or agreements shall be submitted for approval by the City Council.

Section 4. The City Clerk shall certify to the adoption of this Resolution, which shall be in full force and effect immediately upon its adoption.

[Remainder of page intentionally left blank]

PASSED, APPROVED AND ADOPTED this ____ day of July, 2020.

By _____
Tom Beamish, Mayor

I, Laurie Swindell, CMC, City Clerk of the City of La Habra, California, do hereby certify that the City Council of said City duly passed and adopted the above and foregoing resolution at a regular meeting held on the __ day of July, 2020, by the following vote:

AYES:

NOES:

ABSENT:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the City this __ day of July, 2020.

By _____
Laurie Swindell, CMC, City Clerk