

CITY OF BRISBANE

RESOLUTION NO. _____

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BRISBANE
APPROVING PROCEEDINGS BY THE BRISBANE/GUADALUPE VALLEY
MUNICIPAL IMPROVEMENT DISTRICT FINANCING AUTHORITY FOR THE
ISSUANCE AND SALE OF ITS BRISBANE/GUADALUPE VALLEY
MUNICIPAL IMPROVEMENT DISTRICT FINANCING AUTHORITY LEASE
REVENUE BONDS, SERIES 2023, TO FINANCE THE COSTS OF TENANT
IMPROVEMENTS TO, AND RELATED EQUIPMENT AND FURNISHINGS FOR,
A BUILDING AT 25 PARK PLACE, BRISBANE, CALIFORNIA, LEASED BY THE
CITY AND USED FOR MUNICIPAL PURPOSES, APPROVING THE FORM
AND AUTHORIZING EXECUTION OF RELATED DOCUMENTS AND
APPROVING RELATED OFFICIAL ACTIONS**

RESOLVED, by the City Council (the "Council") of the City of Brisbane (the "City"), San Mateo County, State of California, as follows:

WHEREAS, the City of Brisbane (the "City") proposes to finance the costs of tenant improvements to, and related equipment and furnishings for, a building at 25 Park Place leased by the City and used for municipal purposes (the "2023 Project");

WHEREAS, it is proposed that the 2023 Project will be financed from the proceeds of Brisbane/Guadalupe Valley Municipal Improvement District Financing Authority Lease Revenue Bonds, Series 2023 (the "Bonds"), to be issued by the Brisbane/Guadalupe Valley Municipal Improvement District Financing Authority (the "Authority") under the provisions of Article 4 (commencing with section 6584) of the JPA Act (the "Bond Law"), and pursuant to the terms of an indenture of trust, by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee;

WHEREAS, in order to provide for the repayment of the Bonds, the City will lease certain City-owned property and the site thereof (collectively, the "Property") to the Authority pursuant to a site and facility lease (the "Site and Facility Lease") and the Authority will lease the Property back to the City pursuant to a lease agreement (the "Lease Agreement") under which the City will agree to make lease payments to the Authority from moneys in the City's General Fund and the City will budget and appropriate sufficient amounts in each year to pay the lease payments which will be equal to the scheduled principal of and interest on the Bonds;

WHEREAS, the proposed form of a preliminary official statement (the "Preliminary Official Statement") describing the Bonds, to be used in connection with the marketing of the Bonds, has been prepared and has been presented to the Council;

WHEREAS, Oppenheimer & Co. Inc. (the "Underwriter"), has proposed to purchase and underwrite the Bonds and has presented to the Authority and the City a form of bond purchase agreement for the Bonds, to be entered into among the Authority, the City and the Underwriter (the "Bond Purchase Agreement");

WHEREAS, the Council desires to make a finding of significant public benefit pursuant to section 6586.5(a)(2) of the California Government Code and to approve of the financing and the transactions contemplated by the Bonds;

WHEREAS, the Council has duly considered such transactions and wishes at this time to approve said transactions in the public interests of the City; and

WHEREAS, pursuant to section 5852.1 of the Government Code, which became effective on January 1, 2018, by the enactment of Senate Bill 450, certain information relating to the Bonds is set forth in Exhibit A attached to this Resolution, and such information is hereby disclosed and made public;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BRISBANE AS FOLLOWS:

Section 1. Recitals True and Correct. The Council hereby finds and determines that the foregoing recitals are true and correct.

Section 2. Findings. The Council hereby finds that significant public benefits will arise from the financing contemplated by the Bonds and the documents related thereto, in accordance with section 6586 of the California Government Code.

Section 3. Approval of Bonds. The Council hereby approves the issuance of the Bonds by the Authority for the purpose of providing funds to finance the 2023 Project.

Section 4. Approval of Site and Facility Lease. The Council hereby approves the Site and Facility Lease, in the form on file with the City Clerk, together with any changes therein or additions thereto deemed advisable by the City Manager, the Assistant City Manager or the Finance Director (each, a "Designated Officer"), and the execution of the Site and Facility Lease by a Designated Officer shall be conclusive evidence of such approval. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the City to execute the final form of the Site and Facility Lease for and in the name of the City. The Council hereby authorizes the delivery and performance of the Site and Facility Lease.

Section 5. Approval of Lease Agreement. The Council hereby approves the Lease Agreement, in the form on file with the City Clerk, together with any changes therein or additions thereto deemed advisable by any of the Designated Officers, and the execution of the Lease Agreement by a Designated Officer shall be conclusive evidence of the approval of any such changes or additions. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the City to execute the final form of the Lease Agreement for and in the name of the City. The Council hereby authorizes the delivery and performance of the Lease Agreement.

Section 6. Sale of Bonds. The Council hereby approves the sale of the Bonds by the Authority by negotiation with the Underwriter pursuant to the Bond Purchase Agreement, in the form on file with the City Clerk, together with such additions thereto and changes therein as any of the Designated Officers shall deem necessary, desirable or appropriate, and the execution of which by a Designated Officer shall be conclusive evidence of the approval of such additions and changes. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the City to execute the final form of the Bond Purchase Agreement for and in the name of the City; provided that (a) the amount of Underwriter's discount for the Bonds shall be not more than 0.75% of the par amount thereof, (b) the principal

amount of the Bonds is not greater than \$5,500,000, (c) the true interest cost of the Bonds does not exceed 4.50% and (d) the term of the Bonds does not extend beyond May 1, 2043.

Section 7. Official Statement. The Council hereby approves, and hereby deems nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 (the "Rule"), the Preliminary Official Statement, in the form on file with the City Clerk. The Designated Officers, each acting alone, are hereby authorized and directed to execute an appropriate certificate stating the City's determination that the Preliminary Official Statement is nearly final within the meaning of the Rule. Distribution of the Preliminary Official Statement in connection with the sale of the Bonds is hereby approved. The Designated Officers, each acting alone, are hereby authorized and directed, upon consultation with Disclosure Counsel to the Authority for the Bonds and the City Attorney, to approve any changes in or additions to the Preliminary Official Statement deemed necessary or desirable to bring it into the form of a final official statement (the "Final Official Statement"), and the execution of the Final Official Statement by any Designated Officer shall be conclusive evidence of approval of any such changes and additions. The Council hereby authorizes the distribution of the Final Official Statement by the Underwriter. The Final Official Statement shall be executed in the name and on behalf of the City by any of the Designated Officers.

Section 8. Continuing Disclosure Certificate. The Council hereby approves a continuing disclosure certificate (the "Continuing Disclosure Certificate"), in the form on file with the City Clerk, together with any changes therein or additions thereto deemed advisable by any Designated Officer, the execution of which by the City shall be conclusive evidence of the approval of any such non-material additions and changes. The Designated Officers, each acting alone, are hereby authorized and directed to execute the final form of the Continuing Disclosure Certificate for and in the name and on behalf of the City. The City hereby authorizes the delivery and performance of the Continuing Disclosure Certificate.

Section 9. Municipal Bond Insurance. The Designated Officers are hereby authorized and directed to solicit proposals for municipal bond insurance for the Bonds. Any Designated Officer, in consultation with the Municipal Advisor, is hereby authorized to determine if such municipal bond insurance is financially advantageous to the City and, if it is determined that such municipal bond insurance is financially advantageous to the City and a commitment therefor is received, any Designated Officer is hereby authorized to accept such commitment and to revise the legal documents as may be appropriate to provide for such municipal bond insurance.

Section 10. Official Actions. The Mayor, the City Manager, the Assistant City Manager, the Finance Director, the City Attorney, the City Clerk and all other officers of the City are each authorized and directed in the name and on behalf of the City to make any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they or any of them might deem necessary or appropriate in order to consummate any of the transactions contemplated by the documents approved pursuant to this Resolution. Whenever in this Resolution any officer of the City is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

Section 9. Effective Date. This Resolution shall take effect from and after its adoption.

* * * * *

I hereby certify that the foregoing Resolution was adopted by the City Council of the City of Brisbane at its meeting of June 1, 2023, by the following vote:

Ayes: Councilmembers: _____

Noes: Councilmembers: _____

Absent: Councilmembers: _____

City Clerk

EXHIBIT A

GOVERNMENT CODE SECTION 5852.1 DISCLOSURE

The following information consists of estimates that have been provided by the City's Municipal Advisor and the Underwriter which has been represented to have been provided in good faith:

(A) <u>True Interest Cost of the Bonds:</u>	4.25%
(B) <u>Finance Charges:</u>	\$179,750
(C) <u>Net Proceeds to be Received:</u> (net of finance charges)	\$5,880,610
(D) <u>Total Payment Amount through Maturity:</u>	\$8,879,083

The foregoing estimates constitute good faith estimates only.

The principal amount of the Bonds, the true interest cost of the Bonds, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the City's financing plan, or a combination of such factors. The actual date of sale of the Bonds and the actual principal amount of Bonds sold will be determined by the City based on the timing of the need for proceeds of the Bonds and other factors. The actual interest rates with respect to the Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the City.