

**ITEM 6 ATTACHMENT 1
RESOLUTION NO. 2017-1564**

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CALABASAS, CALIFORNIA, ACTING FOR ITS COMMUNITY FACILITIES DISTRICT NO. 2001-1, AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$20,000,000 AGGREGATE PRINCIPAL AMOUNT OF CITY OF CALABASAS COMMUNITY FACILITIES DISTRICT NO. 2001-1 SPECIAL TAX REFUNDING BONDS, SERIES 2017, APPROVING THE EXECUTION AND DELIVERY OF AN INDENTURE, A PLACEMENT AGENT AGREEMENT, AND A REFUNDING ESCROW AGREEMENT AND OTHER MATTERS RELATED THERETO.

WHEREAS, the City Council (the "City Council") of the City of Calabasas (the "City") conducted proceedings under and pursuant to the Mello-Roos Community Facilities Act of 1982 (the "Act") to form the City of Calabasas Community Facilities District No. 2001-1 (the "District"), to authorize the levy of a special tax (the "Special Tax") within the District and to authorize bonds secured by the Special Tax;

WHEREAS, the City Council, by and through the District, issued its Special Tax Refunding Bonds, Series 2006, on or about May 31, 2006 in the original principal amount of \$28,645,000 (the "Prior Bonds"), the proceeds of which were used to refinance facilities located in and previously financed by Community Facilities District No. 4 of the County of Los Angeles Improvement Area B Special Tax Bonds Series 1992A;

WHEREAS, in order to refinance the Prior Bonds, the City Council desires to authorize the issuance, by and through the District, of City of Calabasas Community Facilities District No. 2001-1 Special Tax Refunding Bonds, Series 2017 (the "Bonds"), in an aggregate principal amount of not to exceed \$20,000,000;

WHEREAS, in order to provide for the authentication and delivery of the Bonds, to establish and declare the terms and conditions upon which the Bonds are to be issued and secured and to secure the payment of the principal thereof, premium, if any, and interest thereon, the District proposes to enter into an Indenture with U.S. Bank National Association, as trustee (the "Trustee") (such Indenture, in the form presented to this meeting, with such changes, insertions and

omissions as are made pursuant to this Resolution, being referred to herein as the "Indenture");

WHEREAS, Hilltop Securities Inc. ("Hilltop Securities"), has presented the District with a proposal, in the form of a Placement Agent Agreement, to privately place the Bonds on behalf of the District (such Placement Agent Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Placement Agent Agreement");

WHEREAS, there has been presented to this meeting a report, prepared by NBS, that sets forth the assessed values of the property within the District and the value-to-lien information with respect thereto (the "Value-to-Lien Report");

WHEREAS, in order to provide for the defeasance and redemption of the Prior Bonds, the District proposes to enter into a Refunding Escrow Agreement with the Trustee as Escrow Agent (such Refunding Escrow Agreement, in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution, being referred to herein as the "Refunding Escrow Agreement");

WHEREAS, there have been prepared and submitted to this meeting forms of:

- (a) the Indenture;
- (b) the Placement Agent Agreement; and
- (e) the Refunding Escrow Agreement; and

WHEREAS, the District desires to proceed to issue and sell the Bonds and to authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the offering, sale and issuance of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Calabasas, acting for the City's Community Facilities District No. 2001-1, as follows:

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

Section 2. Subject to the provisions of Section 3 hereof, the issuance of the Bonds, in an aggregate principal amount of not to exceed \$20,000,000, on the terms and conditions set forth in, and subject to the limitations specified in, the Indenture, be and the same is hereby authorized and approved. The Bonds shall be dated, shall bear interest at the rates, shall mature on the dates, shall be subject to

call and redemption, shall be issued in the form and shall be as otherwise provided in the Indenture, as the same shall be completed as provided in this Resolution.

Section 3. The Indenture, in substantially the form submitted to this meeting and made a part hereof as though set forth herein, be and the same is hereby approved. The Mayor of the City, and such other members of the City Council as the Mayor may designate, the Mayor Pro Tem of the City, the City Manager, the Chief Financial Officer of the City, and the City Clerk (the "Authorized Officers") are, and each of them is, hereby authorized and directed, for and in the name of the District, to execute and deliver the Indenture in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Indenture by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not authorize an aggregate principal amount of Bonds in excess of \$20,000,000, shall not result in a final maturity date of the Bonds later than September 1, 2031, and shall not result in a true interest cost for the Bonds in excess of 3.75%. The funding of a debt service reserve fund for the Bonds under the Indenture is authorized in an amount not less than an amount equal to 20% of average annual debt service on the Bonds as may be specified in the Indenture. The Indenture may also be changed to add terms for the inclusion of bond insurance and of a credit facility, surety bond, letter of credit or insurance policy for all or a portion of the Reserve Requirement, as defined therein.

Section 4. The refunding of the Prior Bonds is hereby approved. Such refunding shall be accomplished by redeeming the Prior Bonds on March 1, 2018 by paying the redemption price therefor. In accordance with Section 53363.8 of the Act, the City Council hereby designates the following costs and expenses as the "designated costs of issuing the refunding bonds:"

- 1) all expenses incident to the calling, retiring, or paying of the Prior Bonds and incident to the issuance of the Bonds, including the charges of any agent in connection with the issuance of the Bonds or in connection with the redemption or retirement of the Prior Bonds;
- 2) the interest upon the Prior Bonds from the date of sale of the Bonds to the date upon which the Prior Bonds will be paid pursuant to call; and
- 3) any premium necessary in the calling or retiring of the Prior Bonds.

Section 5. The Refunding Escrow Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein is hereby approved. The Authorized Officers are, and each of them is, hereby authorized and directed, for and in the name of the District, to execute and deliver

the Refunding Escrow Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Refunding Escrow Agreement by such Authorized Officer.

Section 6. The Placement Agent Agreement, in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved. Each of the Authorized Officers is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the District, to execute and deliver the Placement Agent Agreement in the form presented to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Placement Agent Agreement by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not result in a placement agent's fee in excess of \$20,000. The City Council hereby finds and determines that the sale of the Bonds at negotiated sale as contemplated by the Placement Agent Agreement will result in a lower overall cost.

Section 7. The assessed values of the property within the District and the value-to-lien information with respect thereto are set forth in the Value-to-Lien Report and, based thereon, the City Council, for purposes of Section 53345.8 of the Act, hereby finds and determines that the value of the real property that would be subject to the Special Tax to pay debt service on the Bonds will be at least three times the principal amount of the Bonds to be sold and the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act on property within the District or a special assessment levied on property within the District.

Section 8. Notwithstanding the refunding of the Prior Bonds, it is the City's intention that any proceeds realized through foreclosure actions commenced with respect to delinquent special taxes previously levied to pay the principal of and interest on the Prior Bonds, shall, to the maximum extent possible, be transferred to the Trustee and applied to the payment of debt service on the Bonds and to the appropriate reduction of Special Taxes, as defined in the Indenture.

Section 9. The Authorized Officers are, and each of them hereby is, 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 issuance of the Bonds and the transactions contemplated by this Resolution.

Section 10. All actions heretofore taken by the Authorized Officers and by the officers and staff of any member of the City with respect to the District, the Prior

Bonds, the Special Tax and the issuance and sale of the Bonds, or in connection with or related to any of the agreements or documents referenced herein, are hereby approved, confirmed and ratified.

Section 11. This Resolution shall take effect immediately upon its adoption.

APPROVED and ADOPTED by the City Council of the City of Calabasas, acting for its Community Facilities District No. 2001-1, on October 11, 2017.

Mary Sue Maurer, Mayor

ATTEST:

Maricela Hernandez, MMC
City Clerk

APPROVED AS TO FORM:

Scott H. Howard
City Attorney
Colantuono, Highsmith & Whatley, PC