

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF COSTA MESA, CALIFORNIA, APPROVING, AUTHORIZING AND DIRECTING EXECUTION OF A JOINT EXERCISE OF POWERS AGREEMENT RELATING TO THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY AND APPROVING A FINANCING TO BE UNDERTAKEN BY THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY FOR THE BENEFIT OF WHITTIER COLLEGE IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$100,000,000 FOR THE PURPOSE OF REFUNDING CERTAIN BONDS AND FINANCING AND/OR REFINANCING CERTAIN FACILITIES AND OTHER MATTERS RELATING THERETO

THE CITY COUNCIL OF THE CITY OF COSTA MESA DOES HEREBY RESOLVE AS FOLLOWS:

WHEREAS, Whittier College (the “Corporation”), a nonprofit public benefit corporation organized and existing under the laws of the State of California (the “State”) and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), has requested that the California Municipal Finance Authority (the “Authority”) incur, pursuant to a plan of finance, one or more tax-exempt loans in an aggregate principal amount not to exceed \$100,000,000 (collectively, the “Loan”) to be used for the purposes of: (1) refinancing the City of Whittier Variable Rate Demand and Refunding Bonds (Whittier College) Series 2008 (the “Refunded Debt”), the proceeds of which were used (i) to finance the planning, construction, renovation, remodeling and/or improving of certain athletic facilities, other facilities, classrooms and miscellaneous capital projects, including furnishings, infrastructure, landscape, technology and related program spaces on its campuses, (ii) to provide for the current refunding of the City of Whittier Variable Rate Demand Revenue and Refunding Bonds (Whittier College), Series 2004 (the “2004 Bonds”), which financed improvements to its main campus and its Law School Campus (defined below) and refunded bonds issued in 1993, which refunded bonds issued in 1989, for the benefit of the Corporation, and (iii) to pay costs incurred in connection with the issuance of the Refunded Debt; (2) payment and/or reimbursement of the Corporation for the costs of various improvements and capital projects on its campus located at 3333 Harbor Blvd., Costa Mesa, California 92626 (the “Law School Campus”) and (3) the payment of various costs of issuance and other related costs (collectively, the “Project”). The Law School Campus is owned and operated by the Corporation and located entirely within the territorial limits of the City of Costa Mesa (the “City”); and

WHEREAS, pursuant Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the “Act”), certain public agencies (the “Members”) have entered into a Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 (the “Agreement”) in order to form the Authority, for the purpose of promoting economic, cultural and community development, and in order to exercise any powers common to the Members, including the issuance of bonds, notes, loans or other evidences of indebtedness; and

WHEREAS, the City, has determined that it is in the public interest and for the public benefit that the City become a Member of the Authority in order to facilitate the promotion of economic, cultural and community development activities in the City, including the financing of projects therefor by the Authority; and

WHEREAS, there is now before this City Council (the "City Council") the form of the Agreement; and

WHEREAS, the Agreement has been filed with the City/County, and the members of the City Council, with the assistance of its staff, have reviewed said document; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), the Loan must be approved by the City because the Project is located within the territorial limits of the City; and

WHEREAS, the City Council of the City (the "City Council") is the elected legislative body of the City and is one of the "applicable elected representatives" required to approve the Loan under Section 147(f) of the Code; and

WHEREAS, the Authority has requested that the City Council approve the Loan in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 4 of the Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 (the "Agreement"), among certain local agencies, including the City; and

WHEREAS, pursuant to Section 147(f) of the Code, the City Council has, following notice duly given, held a public hearing regarding the Loan, and now desires to approve the Loan.

NOW THEREFORE, BE IT RESOLVED that:

1. The above recitals are true and correct.
2. The Agreement is hereby approved and the Chief Executive Officer or designee thereof is hereby authorized and directed to execute said document, and the City Clerk or such Clerk's designee is hereby authorized and directed to attest thereto.
3. The City Council hereby approves the Loan and the Project to be financed and/or refinanced thereby. It is the purpose and intent of the City Council that this resolution constitute approval of the incurrence of the Loan by the Authority for the purposes of (i) Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is located, in accordance with said Section 147(f) and (ii) Section 4 of the Agreement. The City of Costa Mesa does not bear any responsibility for the tax-exempt status of the Loan, the debt service on the Loan or any other matter related to the Loan.

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 financing transaction approved hereby.

5. The Loan shall be subject to the approval of the Authority of all financing documents relating thereto to which the Authority is a party. The City shall have no responsibility or liability whatsoever with respect to the Loan.

6. The adoption of this Resolution shall not obligate the City or any department thereof to (i) provide any financing to acquire or construct the Project or any refinancing of the Project; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the acquisition, rehabilitation or operation of the Project; (iii) make any contribution or advance any funds whatsoever to the Authority; or (iv) take any further action with respect to the Authority or its membership therein.

7. The Clerk shall forward a certified copy of this Resolution and an originally executed Agreement to the Authority in care of its counsel:

Ronald E. Lee, Esq.
Jones Hall
650 California Street, 18th Floor
San Francisco, CA 94108

PASSED AND ADOPTED this 2nd day of September, 2014.

ATTEST:

City Clerk of the City of Costa Mesa

Mayor of the City of Costa Mesa

APPROVED AS TO FORM

City Attorney

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss
CITY OF COSTA MESA)

I, BRENDA GREEN, City Clerk and ex-officio Clerk of the City Council of the City of Costa Mesa, hereby certify that the above and foregoing Resolution No. _____ was duly and regularly passed and adopted by the said City Council at a regular meeting thereof held on the 2nd day of September, 2014, by the following roll call vote:
AYES:

NOES:

ABSENT:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City of Costa Mesa this 3rd day of September, 2014.

Brenda Green, City Clerk