

RESOLUTION NO. 16/2021

RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF CORTE MADERA CONFIRMING THE ISSUANCE OF PENSION OBLIGATION BONDS PURSUANT TO AN INDENTURE OF TRUST TO REFINANCE THE OUTSTANDING OBLIGATIONS OF THE TOWN TO THE CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, CONFIRMING APPROVING THE FINAL FORM OF THE INDENTURE OF TRUST AND APPROVING AN OFFICIAL STATEMENT AND BOND PURCHASE AGREEMENT, AND APPROVING AND DIRECTING RELATED MATTERS

WHEREAS, the Town of Corte Madera (the "Town") is a contracting member of the California Public Employees' Retirement System ("PERS"), and as such the Town is obligated to make certain payments to PERS (the "PERS Obligations"); and

WHEREAS, the Town is authorized under the provisions of Articles 10 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with Section 53570 of said Code (the "Bond Law"), to issue its bonds for the purpose of refunding certain outstanding obligations of the Town, including the PERS Obligations; and

WHEREAS, pursuant to Resolution No. 41/2020, adopted by the Town Council on November 17, 2020, the Town Council authorized the issuance of pension obligation bonds (the "Bonds") pursuant to the Bond Law and an Indenture of Trust between the Town and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Indenture"), for the purpose of refinancing the PERS Obligations, and authorized a judicial validation action with respect to such issuance; and

WHEREAS, the judicial validation action has been successfully completed and Town staff, with the aid of outside consultants, has prepared drafts of the Indenture, the Preliminary Official Statement and the Bond Purchase Agreement related to the Bonds for approval by the Town Council; and

WHEREAS, the Town Council wishes at this time to confirm the issuance of the first series of Bonds pursuant to the Indenture and approve the forms of the Indenture, the Preliminary Official Statement and Bond Purchase Agreement; and

WHEREAS, pursuant to Government Code Section 5852.1 which became effective on January 1, 2018, by the enactment of Senate Bill 450, the Town disclosed certain financial information relating to the Bonds in the staff report for Resolution No. 41/2020; and

WHEREAS, the Town Council has previously approved a Debt Issuance and Management Policy which complies with Government Code Section 8855, and the issuance of the Bonds will be in compliance with said policy;

NOW, THEREFORE, BE IT RESOLVED by the Town Council of the Town of Corte Madera as follows:

Section 1. Confirmation of Issuance of Bonds Pursuant to the Indenture.

The Town Council hereby confirms its actions in Resolution No. 41/2020, authorizing the issuance of the Bonds pursuant to the Indenture and the Bond Law for the purpose of refinancing the PERS Obligations, and paying the costs of issuance of the Bonds. The aggregate principal amount of the Bonds shall not exceed a portion of the aggregate amount of the unfunded accrued actuarial liability and the normal cost for the current fiscal year represented by the PERS Obligations, as reported to the Town by PERS and determined by the Town Manager or the Finance Director, plus an amount required to pay all costs of issuing the Bonds (including, but not limited to, underwriter's discount), which total amount is currently estimated not to exceed \$22,000,000.

The Town Council hereby confirms and approves the Indenture and authorizes the delivery and performance of the Indenture by the Town in substantially the form on file with the Town Clerk.

Section 2. Approval of Official Statement.

The Town Council hereby approves the preliminary Official Statement in substantially the form on file with the Town Clerk. Distribution of the preliminary Official Statement by the Town and Brandis Tallman, a Division of Oppenheimer & Co. Inc., as underwriter (the "Underwriter"), is hereby approved, and, prior to the distribution of the preliminary Official Statement, each of the Town Manager, the Assistant Town Manager and the Finance Director (each, an "Authorized Officer") is hereby authorized and directed, on behalf of the Town, to deem the preliminary Official Statement "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule"). The execution of the final Official Statement, which shall include such changes and additions thereto deemed advisable by the Authorized Officer executing the same, and such information permitted to be excluded from the preliminary Official Statement pursuant to the Rule, is hereby approved for delivery to the purchasers of the Bonds, and each Authorized Officer, acting alone, is authorized and directed to execute and deliver the final Official Statement for and on behalf of the Town, to deliver to the Underwriter a certificate with respect to the information set forth therein and to deliver to the Underwriter a continuing disclosure undertaking substantially in the form appended to the final Official Statement.

Section 3. Approval of Bond Purchase Agreement.

The Town Council hereby approves the Bond Purchase Agreement prescribing the provisions for sale of the Bonds by the Town to the Underwriter. Each Authorized Officer is hereby authorized and directed to execute and deliver, for and in the name and on behalf of the Town, in substantially the form on file with the Town Clerk, with such changes therein, deletions therefrom and additions thereto as the Authorized Officer shall approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement. The Town Council hereby authorizes the delivery and performance of the Bond Purchase Agreement by the Town.

Section 4. Official Actions.

The Authorized Officers and any and all other officers of the Town are hereby authorized and directed, for and in the name and on behalf of the Town, to do any and all things and take any and all actions, which they, or any of them, may deem necessary or advisable in connection with the issuance, sale and delivery of the Bonds. Whenever in this Resolution any officer of the Town is directed 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 is absent or unavailable.

Section 5. Effective Date. This Resolution shall take effect from and after the date of approval and adoption thereof.

I hereby certify that the foregoing Resolution was passed and adopted by the Town Council of the Town of Corte Madera at a regular meeting thereof duly held on April 20, 2021, by a majority vote of all of its members.

Adopted by the following votes:

AYES: Councilmembers: Beckman, Casissa, Lee, Mongan, Ravasio

NOES: Councilmembers: - None -

ABSENT: Councilmembers: - None -

TOWN OF CORTE MADERA

By 
Eli Beckman, Mayor

ATTEST:

By 
Rebecca Vaughn, Town Clerk