

ATTACHMENT A

RESOLUTION AUTHORIZING THE ISSUANCE OF CITY OF LOS ANGELES  
COMMUNITY FACILITIES DISTRICT NO. 4 (PLAYA VISTA – PHASE 1)  
SPECIAL TAX REFUNDINGS BONDS, SERIES 2014

**A RESOLUTION OF THE COUNCIL OF THE CITY OF LOS ANGELES AUTHORIZING THE ISSUANCE OF CITY OF LOS ANGELES COMMUNITY FACILITIES DISTRICT NO. 4 (PLAYA VISTA-PHASE I) SPECIAL TAX REFUNDING BONDS, SERIES 2014, IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$100,000,000, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE, AN ESCROW AGREEMENT, A BOND PURCHASE AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT, AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT IN CONNECTION THEREWITH AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS**

**WHEREAS**, the Council (the "City Council") of the City of Los Angeles (the "City") has formed the City of Los Angeles Community Facilities District No. 4 (Playa Vista-Phase I) (the "Community Facilities District") under the provisions of the Mello-Roos Community Facilities Act of 1982 (the "Act");

**WHEREAS**, the Community Facilities District is authorized under the Act to levy special taxes (the "Special Taxes") to pay for the costs of certain public facilities (the "Facilities") and to issue bonds payable from special taxes (the "Special Taxes") levied within the Community Facilities District;

**WHEREAS**, in order to provide funds to finance certain of the Facilities, the Community Facilities District issued \$135,000,000 aggregate principal amount of City of Los Angeles Community Facilities District No. 4 (Playa Vista-Phase I) Special Tax Bonds, Series 2003 (the "Prior Bonds"), pursuant to the Indenture, dated as of April 1, 2003, by and between the Community Facilities District and U.S. Bank National Association, as trustee;

**WHEREAS**, the Community Facilities District has determined that it would be advantageous to refund the outstanding Prior Bonds;

**WHEREAS**, in order to provide funds to refund the outstanding Prior Bonds, the Community Facilities District proposes to issue its City of Los Angeles Community Facilities District No. 4 (Playa Vista-Phase I) Special Tax Refunding Bonds, Series 2014 (the "Series 2014 Bonds"), in the aggregate principal amount of not to exceed \$100,000,000;

**WHEREAS**, in order to provide for the authentication and delivery of the Series 2014 Bonds, to establish and declare the terms and conditions upon which the Series 2014 Bonds are to be issued and secured and to secure the payment of the principal thereof, premium, if any, and interest thereon, the Community Facilities 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**, the moneys to defease and redeem the Prior Bonds will be applied to such purpose pursuant to an Escrow Agreement by and between the Community Facilities District and U.S. Bank National Association, as prior trustee and as escrow bank (such 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 “Escrow Agreement”);

**WHEREAS**, the City has determined that securing the timely payment of the principal of and interest on the Series 2014 Bonds by obtaining a bond insurance policy with respect thereto could be economically advantageous;

**WHEREAS**, Piper Jaffray & Co. (the “Underwriter”), has presented the Community Facilities District with a proposal, in the form of a Bond Purchase Agreement, to purchase the Series 2014 Bonds from the Community Facilities District (such Bond Purchase 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 “Purchase Agreement”);

**WHEREAS**, Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (“Rule 15c2-12”) requires that, in order to be able to purchase or sell the Series 2014 Bonds, the underwriter thereof must have reasonably determined that the Community Facilities District has, or one or more appropriate obligated persons have, undertaken in a written agreement or contract for the benefit of the holders of the Series 2014 Bonds to provide disclosure of certain financial information and certain material events on an ongoing basis;

**WHEREAS**, in order to cause such requirement to be satisfied, the Community Facilities District desires to enter into a Continuing Disclosure Agreement with the Trustee (such Continuing Disclosure 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 “Continuing Disclosure Agreement”);

**WHEREAS**, a form of the Preliminary Official Statement to be distributed in connection with the public offering of the Series 2014 Bonds has been prepared (such Preliminary Official Statement, 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 “Preliminary Official Statement”);

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

- (a) the Indenture;
- (b) the Escrow Agreement;
- (c) the Purchase Agreement;
- (d) the Continuing Disclosure Agreement; and
- (e) the Preliminary Official Statement;

**WHEREAS**, the Community Facilities District desires to proceed to issue and sell the Series 2014 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 Series 2014 Bonds;

**WHEREAS**, the City Council is the legislative body of the Community Facilities District; and

**WHEREAS**, all acts, conditions and things required by the Constitution, laws of the State of California and the Charter of the City to exist, to have happened and to have been performed precedent to and in connection with the consummation of the transactions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the City is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions for the purpose, in the manner and upon the terms herein provided;

**NOW, THEREFORE, BE IT RESOLVED** by the Council of the City of Los Angeles, 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 Series 2014 Bonds, in an aggregate principal amount of not to exceed \$100,000,000, 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; provided, however, that the Series 2014 Bonds shall be so issued only if the net present value savings achieved as a result of issuing the Series 2014 Bonds to refund the Prior Bonds is not less than 3.00%. The Series 2014 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 form of the Indenture, copies of which are before this City Council and on file in the Office of the City Administrative Officer, is hereby approved. Each of the City Administrative Officer, any Assistant City Administrative Officer or any of their designees (each, an "Authorized Officer") is hereby authorized, and any one of the Authorized Officers is hereby directed, for and in the name of the Community Facilities 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, and as are approved as to form by the City Attorney, 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 Series 2014 Bonds in excess of \$100,000,000, shall not result in a final maturity date of the Series 2014 Bonds later than September 1, 2031 and shall not result in a true interest cost for the Series 2014 Bonds in excess of 4.50%.

**Section 4.** The President of this City Council is hereby authorized and directed, for and in the name of the Community Facilities District, to execute and deliver the Series 2014 Bonds in the form attached to the Indenture, as the same shall be completed as provided in this Resolution, with such changes, insertions and omissions as the President of this City Council may require or approve, and as are approved as to form by the City Attorney, such requirement or approval to be conclusively evidenced by the execution of the Series 2014 Bonds by the President of this City Council. The City Clerk is hereby authorized to countersign the Series 2014 Bonds.

**Section 5.** The refunding of the Prior Bonds is hereby approved. Such refunding shall be accomplished by paying the interest on the Prior Bonds to and including September 1, 2014 and redeeming the Prior Bonds on September 1, 2014 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:”

- (a) all expenses incident to the calling, retiring, or paying of the Prior Bonds and incident to the issuance of the Series 2014 Bonds, including the charges of any agent in connection with the issuance of the Series 2014 Bonds or in connection with the redemption or retirement of the Prior Bonds;
- (b) the interest upon the Prior Bonds from the date of sale of the Series 2014 Bonds to the date upon which the Prior Bonds will be paid pursuant to call; and
- (c) any premium necessary in the calling or retiring of the Prior Bonds.

**Section 6.** The form of the Escrow Agreement, copies of which are before this City Council and on file in the Office of the City Administrative Officer, 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 Community Facilities District, to execute and deliver the 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, and as are approved as to form by the City Attorney, such requirement or approval to be conclusively evidenced by the execution of the Escrow Agreement by such Authorized Officer.

**Section 7.** The form of the Purchase Agreement, copies of which are before this City Council and on file in the Office of the City Administrative Officer, 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 Community Facilities District, to execute and deliver the Purchase 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, and as are approved as to form by the City Attorney, such requirement or approval to be conclusively evidenced by the execution of the Purchase Agreement by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not result in an aggregate underwriter’s discount (not including any original issue discount) from the principal amount of the Series 2014 Bonds in excess of 0.50% of the aggregate principal amount of the Series 2014 Bonds. The City Council hereby finds and determines that the sale of the Series 2014 Bonds at negotiated sale as contemplated by the Purchase Agreement will result in a lower overall cost.

**Section 8.** The form of the Continuing Disclosure Agreement, copies of which are before this City Council and on file in the Office of the City Administrative Officer, 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 Community Facilities District, to execute and deliver the Continuing Disclosure 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, and as are approved as to form by the City Attorney, such requirement or approval to be conclusively evidenced by the execution of the Continuing Disclosure Agreement by such Authorized Officer.

**Section 9.** The form of the Preliminary Official Statement, copies of which are before this City Council and on file in the Office of the City Administrative Officer, with such changes, insertions and omissions therein as may be approved by an Authorized Officer, is hereby approved, and the use of the Preliminary Official Statement in connection with the offering and sale of the Series 2014 Bonds is hereby authorized and approved. The Authorized Officers are each hereby authorized to certify on behalf of the Community Facilities District that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12).

**Section 10.** The preparation and delivery of a final Official Statement (the "Official Statement"), and its use in connection with the offering and sale of the Series 2014 Bonds, be and the same is hereby authorized and approved. The Official Statement shall be in substantially the form of the Preliminary Official Statement, with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. 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 Community Facilities District, to execute the final Official Statement and any amendment or supplement thereto.

**Section 11.** The assessed values of the property within the Community Facilities District are set forth in the Preliminary Official Statement and the value-to-lien information with respect thereto is set forth therein 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 Series 2014 Bonds will be at least three times the principal amount of the Series 2014 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 Community Facilities District or a special assessment levied on property within the Community Facilities District.

**Section 12.** The Authorized Officers are hereby authorized and directed to apply for municipal bond insurance for the Series 2014 Bonds and to obtain such insurance if the present value cost of such insurance is less than the present value of the estimated savings with respect to interest on the Series 2014 Bonds resulting from the purchase of such insurance. 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 Community Facilities District, to execute and deliver a contract for such insurance if such contract is approved as to form by the City Attorney and

deemed by the Authorized Officer executing the same to be in the best interests of the City, such determination to be conclusively evidenced by such Authorized Officer's execution and delivery of such contract.

**Section 13.** The Authorized Officers and the officers and employees of the City are, and each of them is, hereby authorized and directed, for and in the name of the Community Facilities District to do any and all things and to execute and deliver any and all documents which they or any of them deem necessary or advisable in order to consummate the transactions contemplated by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution.

**Section 14.** All actions heretofore taken by the officers and employees of the City with respect to the refunding of the Prior Bonds or the issuance and sale of the Series 2014 Bonds, or in connection with or related to any of the agreements or documents referred to herein, are hereby approved, confirmed and ratified.

**Section 15.** This Resolution shall take effect immediately upon its adoption.

**PASSED and ADOPTED** by the Council of the City of Los Angeles this \_\_\_\_\_ day of \_\_\_\_\_, 2014, by the following vote:

**AYES:**

**NOES:**

**ABSENT:**

**APPROVED AS TO FORM**

MICHAEL N. FEUER, City Attorney

By: \_\_\_\_\_

Marilyn L. Garcia,  
Assistant City Attorney