

RESOLUTION NO. 17-141

A RESOLUTION AUTHORIZING THE ISSUANCE OF SPECIAL TAX REFUNDING BONDS FOR AND ON BEHALF OF THE CITY OF ROSEVILLE FIDDYMENT RANCH COMMUNITY FACILITIES DISTRICT NO. 1 (PUBLIC FACILITIES), APPROVING AND DIRECTING THE EXECUTION OF A FISCAL AGENT AGREEMENT, APPROVING THE FORM OF PRELIMINARY OFFICIAL STATEMENT, APPROVING SALE OF SUCH BONDS, AND APPROVING OTHER RELATED DOCUMENTS AND ACTIONS

WHEREAS, the City Council (the "Council") of the City of Roseville (the "City") has conducted proceedings under and pursuant to the Mello-Roos Community Facilities Act of 1982, as amended, Chapter 2.5 of Part 1 of Division 2 of Title 5, commencing at Section 53311, of the California Government Code (the "Act"), to form Fiddymment Ranch Community Facilities District No. 1 (Public Facilities) (the "District"), to authorize the levy of special taxes upon the land within the District, and to issue bonds secured by said special taxes for the purpose of providing moneys for the construction and acquisition of authorized improvements for the District; and

WHEREAS, following a vote of landowners in the District authorizing the levy of a special tax, the City Council, as legislative body of the District, authorized the issuance of special tax bonds of the City for the District in the maximum principal amount of not to exceed \$80,000,000 (the "Authorization") and caused bonds to be issued for the District (i) in 2005, in the original principal amount of \$37,350,000 designated City of Roseville Fiddymment Ranch Community Facilities District No. 1 (Public Facilities) Special Tax Bonds Series 2005 and (ii) in 2006, in the original principal amount of \$42,650,000 designated City of Roseville Fiddymment Ranch Community Facilities District No. 1 (Public Facilities) Special Tax Bonds Series 2006 (together, the "Prior Bonds"); and

WHEREAS, the Prior Bonds are redeemable on September 1, 2017 and interest payment dates thereafter at a redemption price equal to the aggregate principal amount of bonds to be redeemed, plus accrued interest thereon to the redemption date, without premium, and the City desires to refund the Prior Bonds by issuing refunding bonds for the District, and, after due investigation and deliberation the City has determined that it is in the interests of the City and the District at this time for the City Council, as legislative body of the District, to authorize a series of special tax bonds as refunding bonds for the District designated City of Roseville Fiddymment Ranch Community Facilities District No. 1 (Public Facilities) Special Tax Refunding Bonds Series 2017 (the "2017 Bonds"); and

WHEREAS, there has been submitted to the City Council a form of Fiscal Agent Agreement (the "Fiscal Agent Agreement") between the City and The Bank of New York Mellon Trust Company, N.A., as fiscal agent, and to provide for the issuance of the 2017 Bonds, and the Council, with the aid of City staff, has reviewed the Fiscal Agent Agreement and found it to be in proper order, and now desires to approve the Fiscal Agent Agreement and the issuance of the 2017 Bonds; and

WHEREAS, the City proposes to sell the 2017 Bonds to Stifel, Nicolaus & Company, Inc. (the "Underwriter"), pursuant to the terms of a Bond Purchase Agreement by and between the City and the Underwriter, and the Underwriter proposes to offer the 2017 Bonds to the investing public by means of a Preliminary Official Statement, and the Council, with the aid of

City staff, has reviewed the Bond Purchase Agreement and the Preliminary Official Statement and found them to be in proper order, and now desires to approve said documents; and

WHEREAS, all conditions, things and acts required to exist, to have happened and to have been performed precedent to and in the issuance of the 2017 Bonds as contemplated by this Resolution and the documents referred to herein exist, have happened and have been performed in due time, form and manner as required by the laws of the State of California, including the Act.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ROSEVILLE RESOLVES AS FOLLOWS:

1. **Findings.** The Council finds and determines that it is prudent in the management of its fiscal affairs and in the best interests of the City and the District to issue the 2017 Bonds for the purpose of providing moneys for the refunding of the Prior Bonds to achieve interest cost savings and that pursuant to the Act the 2017 Bonds are not a part of the Authorization.

2. **Law Applicable.** For the purposes of these proceedings in and for the District, the Act shall be the authority for the issuance of the 2017 Bonds.

3. **Bonds Authorized.** Pursuant to the Act, this Resolution, and the Fiscal Agent Agreement, special tax bonds of the City for the District designated as "City of Roseville Fiddymont Ranch Community Facilities District/No. 1 (Public Facilities) Special Tax Refunding Bonds Series 2017" in an aggregate principal amount not to exceed the par amount set forth in Section 7 are hereby authorized to be issued for the purpose of refunding the Prior Bonds. The 2017 Bonds shall be executed in the form set forth in and otherwise as provided in the Fiscal Agent Agreement.

The 2017 Bonds shall not be issued unless the value of the real property within the District subject to the special tax to pay debt service on the 2017 Bonds, based on assessed values and/or an appraisal by an independent appraiser hired by the City for the purpose of determining such value, is at least three (3) times the proposed principal amount of the 2017 Bonds proposed to be issued and secured by a special tax levied pursuant to the Act on property within the District.

The City hereby finds that the 2017 Bonds constitute "refunding bonds" within the meaning of the Act because the proceeds thereof will be used to refund the Prior Bonds. For the purposes of these proceedings for the issuance of the 2017 Bonds, the City hereby determines, based on preliminary calculations, that the total net interest cost to maturity on the 2017 Bonds, plus the principal amount of the 2017 Bonds is less than the total net interest cost to maturity of the Prior Bonds plus the principal amount of the Prior Bonds to be refunded.

4. **Fiscal Agent Agreement.** The City Council hereby approves the Fiscal Agent Agreement in the form presented to the Council at this meeting. The City Manager, Chief Financial Officer, Finance Director or such other person or persons as either of them may designate (collectively, the "Authorized Officers"), each acting alone or together with any other Authorized Officer, are each hereby authorized and directed to execute the Fiscal Agent Agreement, for and in the name and on behalf of the City and the District, in such form, together with any additions thereto or changes therein deemed necessary or advisable by the Authorized Officer executing such document upon consultation with Jones Hall, A Professional Law Corporation, as bond counsel to the City ("Bond Counsel"). The proceeds of the 2017 Bonds

shall be applied by the City for the purposes and in the amounts as set forth in the Fiscal Agent Agreement. The Council hereby authorizes the delivery and performance by the City of the Fiscal Agent Agreement.

5. **Covenant to Foreclose.** The City hereby covenants, for the benefit of the owners of the 2017 Bonds, to commence and diligently pursue to completion any foreclosure action regarding delinquent installments of any amount levied as a special tax for the payment of interest or principal of the 2017 Bonds, said foreclosure action to be commenced and pursued as more completely set forth in the Fiscal Agent Agreement.

6. **Approval of Official Statement.** The Council hereby approves the Preliminary Official Statement with respect to the 2017 Bonds, in substantially the form on file with the City Clerk. Distribution of the Preliminary Official Statement by the City and the Underwriter is hereby approved, and, prior to the distribution of the Preliminary Official Statement, and each Authorized Officer, each acting alone or together with any other Authorized Officer, is authorized and directed, on behalf of the City, 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 2017 Bonds, and each Authorized Officer, each acting alone or together with any other Authorized Officer, is authorized and directed to execute and deliver the final Official Statement for and on behalf of the City, to deliver to the Underwriter a certificate with respect to the information set forth therein and to deliver to the Underwriter the Continuing Disclosure Undertaking in substantially the form on file with the City Clerk, together with such changes and additions thereto deemed advisable by the Authorized Officer executing the same.

7. **Approval of Bond Purchase Agreement.** The Council hereby approves the Bond Purchase Agreement in substantially the form on file with the City Clerk; provided, that the aggregate principal amount of 2017 Bonds shall not exceed \$55,000,000 or result in an underwriter's discount in excess of 0.90%, and the total interest cost to maturity on the 2017 Bonds plus the principal amount of the 2017 Bonds shall not exceed the total interest cost to maturity on the Prior Bonds plus the principal amount of the Prior Bonds. Subject to the foregoing parameters, the principal amount of the 2017 Bonds may be more than, less than, or the same as the principal amount of the Prior Bonds and savings achieved through the issuance of the 2017 Bonds shall be used for facilities authorized for the District, and an Authorized Officer is hereby authorized and directed to execute the Bond Purchase Agreement in substantially the form on file with the City Clerk, together with such changes and additions thereto deemed advisable by the Authorized Officer executing the same. The Council hereby finds and determines that the sale of the 2017 Bonds at negotiated sale as contemplated by the Bond Purchase Agreement will result in a lower overall cost.

8. **Actions Authorized.** All actions heretofore taken by the officers, employees and agents of the City with respect to the establishment of the District and the sale and issuance of the 2017 Bonds are hereby approved, confirmed and ratified, and the Authorized Officers of the City are hereby authorized and directed to do any and all things and take any and all actions and execute any and all certificates, agreements and other documents (including, without limitation, an escrow agreement or irrevocable refunding instructions for the redemption of the Prior Bonds), which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the 2017 Bonds in accordance with this resolution, and any certificate, agreement, and other document described in the documents

herein approved. All actions to be taken by a specified Authorized Officer as specified herein, may be taken by the Authorized Officer (including any person holding such office on an interim basis) or any designee, with the same force and effect as if taken by such Authorized Officer.

9. **Effectiveness.** This Resolution shall take effect upon its adoption.

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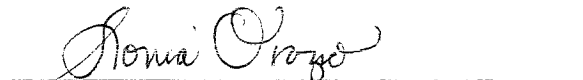
I hereby certify that the foregoing Resolution was duly adopted by the City Council of the City of Roseville, California, at a regularly scheduled meeting thereof, held on the 19th day of April, 2017, by the following vote of the City Council:

AYES:	COUNCILMEMBERS	Gore, Alvord, Herman, Allard, Rohan
NOES:	COUNCILMEMBERS	None
ABSENT:	COUNCILMEMBERS	None
ABSTAIN:	COUNCILMEMBERS	None



Mayor

ATTEST:



City Clerk