

FONTANA PUBLIC FACILITIES FINANCING AUTHORITY

RESOLUTION NO. FPFFA-____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE FONTANA PUBLIC FACILITIES FINANCING AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY BY THE AUTHORITY OF A GROUND LEASE, LEASE AGREEMENT, INDENTURE, ASSIGNMENT AGREEMENT, ESCROW AGREEMENT AND BOND PURCHASE AGREEMENT IN CONNECTION WITH THE ISSUANCE OF FONTANA PUBLIC FACILITIES FINANCING AUTHORITY LEASE REVENUE BONDS, SERIES 2021A, AUTHORIZING THE ISSUANCE OF SUCH BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$28,000,000, AUTHORIZING THE DISTRIBUTION OF AN OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF SUCH BONDS AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, the City of Fontana (the “City”) previously financed or refinanced a portion of the costs of the acquisition, construction and installation of certain public capital improvements within the City (the “2010 Project”) as described in the proceedings for the Fontana Public Financing Authority 2010 Lease Revenue Bonds (Taxable Recovery Zone Economic Development Bonds) (the “2010 Bonds”);

WHEREAS, in order to accomplish such financing, the City determined to provide the funds necessary to finance the acquisition, construction and installation of the 2010 Project through the 2010 Bonds, payable from certain lease payments to be made by the City under a lease agreement;

WHEREAS, the City desires to finance the acquisition, construction, and installation of certain public capital improvements in the City, including a new Fire Station No. 81 and a Training Facility located on the site of future Fire Station No. 80 (collectively, the “2021 Project”; and, together with the 2010 Project, the “Project”);

WHEREAS, the Authority and the City desire to refinance all or a portion of the 2010 Project and finance all or a portion of the 2021 Project;

WHEREAS, the City is a member of the Authority and the Project is located within the boundaries of the City;

WHEREAS, the City has, prior to the consideration of this Resolution, held a public hearing on the refinancing of the 2010 Project and the financing of the 2021 Project in accordance with Section 6586.5 of the Act, which hearing was held at 8353 Sierra Avenue, Fontana, California 92335 on October 12, 2021 and adopted its resolution approving the financing and making a finding of significant public benefit in accordance with the Act;

WHEREAS, in accordance with Section 6586.5 of the Act, notice of such hearing was published once at least five days prior to the hearing in the Fontana Herald News, a newspaper of the general circulation in the City;

WHEREAS, the Authority and the City have determined that it would be in the best interests of the Authority, the City and residents of the City to authorize the preparation, sale and delivery of the “Fontana Public Facilities Financing Authority Lease Revenue Bonds, Series 2021A” (the “Bonds”) for the purpose of refinancing the 2010 Project, the 2010 Bonds, and the City’s related lease payments, and financing the 2021 Project;

WHEREAS, in order to facilitate the issuance of the Bonds, the City and the Authority desire to enter into a Ground Lease between the City and the Authority (the “Ground Lease”) pursuant to which the City will lease certain real property (which real property shall consist of assets generally described as the City’s Ben L. Abernathy Police Facility, Fire Station No. 71, the future site of Fire Station No. 81, and the future site of a new Fire Protection District Training Facility, subject to adjustment as described in Section 2 below (the “Leased Assets”)) to the Authority, and a Lease Agreement between the City and the Authority (the “Lease Agreement”), pursuant to which the City will lease the Leased Assets back from the Authority, and pay certain Base Rental Payments (as defined in the Lease Agreement), which are pledged to the owners of the Bonds by the Authority pursuant to an Indenture (the “Indenture”) by and among U.S. Bank National Association (the “Trustee”), the City and the Authority;

WHEREAS, the Authority and the Trustee desire to enter into an Assignment Agreement in order to provide, among other things, that all rights to receive the Base Rental Payments have been assigned without recourse by the Authority to the Trustee;

WHEREAS, the City and the Authority have determined that debt service savings can be achieved by the prepayment and defeasance of the 2010 Bonds and that significant public benefits will be achieved by the financing of the 2021 Project through the issuance of the Bonds by enabling the City to undertake the 2021 Project on a timely basis and provide a more efficient delivery of fire protection services to the community;

WHEREAS, the City and the Authority have determined that it would be in the best interests of the City and the Authority to provide the funds necessary to refinance all or a portion of the 2010 Project and finance all or a portion of the 2021 Project through the offering and sale of the Bonds;

WHEREAS, the Bonds will be issued pursuant to the Marks-Roos Local Bond Pooling Act of 1985, commencing with Section 6584 of the California Government Code (the “Act”);

WHEREAS, the City and the Authority desire to provide for the negotiated sale of the Bonds;

WHEREAS, the City and the Authority have engaged Stifel Nicolaus & Company, Incorporated to act as underwriter (the “Underwriter”) to purchase the Bonds from the Authority pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”);

WHEREAS, a form of the Preliminary Official Statement (the “Preliminary Official Statement”) has been prepared;

WHEREAS, good faith estimates of certain information relating to the Lease Agreement and the Bonds are disclosed and set forth in Exhibit A attached to this Resolution as required by California Government Code Section 5852.1; such estimates were provided by the Municipal Advisor based on preliminary bond pricing information provided by the Underwriter;

WHEREAS, the Board of Directors of the Authority (the “Board of Directors”) has been presented with the form of each document referred to herein, and the Board of Directors has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such refinancing; and

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

NOW, THEREFORE, the Board of Directors of the Fontana Public Facilities Financing Authority does hereby resolve, determine and order as follows:

Section 1. All of the recitals herein contained are true and correct and the Board of Directors so finds. Each of the above recitals is true and correct. The Board of Directors of the Authority has determined and hereby finds that the Authority’s assistance in refinancing the 2010 Project and financing the 2021 Project by the issuance of the Bonds and related transactions will result in significant public benefits of the type described in Section 6586 (a) through (d), inclusive, of the Act.

Section 2. The forms of the Lease Agreement and the Ground Lease, on file with the Secretary of the Authority, are hereby approved, and the Chair, Vice Chair, Executive Director (which shall be the City Manager of the City), Auditor and Treasurer, and Secretary (the “Authorized Officers”), are each hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Lease Agreement and the Ground Lease, respectively, in substantially said forms, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the term of the Lease Agreement and the Ground Lease shall terminate no later than November 1, 2051 (provided that such term may be extended as provided therein) and the all-in true interest cost applicable to the interest components of the Base Rental Payments shall not exceed 5.00% per annum. In the event that it is determined by the City Manager, or his designee, that there are limitations or restrictions on the ability of the City to lease or sublease any portion of the Leased Assets as contemplated by the Ground Lease and Lease Agreement, the City Manager, or his designee, may designate other or additional real property of the City to be leased or subleased pursuant to the Ground Lease and Lease Agreement, with such designation to be conclusively evidenced by the execution and delivery of the Ground Lease and Lease Agreement by one or more of the Authorized Officers.

Section 3. The form of Indenture, on file with the Secretary of the Authority, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Indenture in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the aggregate amount of the Bonds shall not exceed \$28,000,000, the final maturity date of the Bonds shall be no later than November 1, 2051 and the all-in true interest cost applicable to the Bonds shall not exceed 5.00% per annum and, provided, further, that

such changes, insertions and omissions shall be consistent with the terms of the Bonds established at negotiated sale pursuant to the Bond Purchase Agreement.

Section 4. The issuance of not to exceed \$28,000,000 aggregate principal amount of the Bonds, in the principal amounts, bearing interest at the rates and maturing on the dates as specified in the Indenture as finally executed, is hereby authorized and approved.

The sale and issuance of the Bonds is hereby determined to be consistent with the Authority's Debt Management Policy adopted by Section 8 below, and to the extent the sale and issuance of the Bonds is not in compliance with the Authority's Debt Management Policy, such noncompliance is waived in accordance with the terms of the Authority's Debt Management Policy.

Section 5. The form of Assignment Agreement, on file with the Secretary of the Authority, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Assignment Agreement in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The Bond Purchase Agreement, on file with the Secretary of the Authority, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name of the Authority to execute and deliver the Bond Purchase Agreement in substantially said form, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution of the Bond 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 paid by the Underwriter) from the principal amount of the Bonds in excess of one percent (1.00%) of the aggregate principal amount of the Bonds.

Section 7. The form of Preliminary Official Statement, on file with the Secretary of the Authority, 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 Bonds is hereby authorized and approved. The Authorized Officers are each hereby authorized to certify on behalf of the Authority that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (except for the omission of certain final pricing, rating and related information as permitted by such Rule).

The Authorized Officers are each hereby authorized and directed to furnish, or cause to be furnished, to prospective bidders for the Bonds a reasonable number of copies of the Preliminary Official Statement.

Section 8. The preparation and delivery of an Official Statement, and its use in connection with the offering and sale of the Bonds, 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. The Authorized Officers are each hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute the

final Official Statement and any amendment or supplement thereto for and in the name and on behalf of the Authority.

Section 9. Stradling Yocca Carlson & Rauth, a Professional Corporation, is hereby approved and appointed as Bond Counsel, Jones Hall, a Professional Law Corporation, is hereby approved and appointed as Disclosure Counsel, CSG Advisors Incorporated is hereby approved and appointed as Municipal Advisor, and U.S. Bank National Association is hereby appointed as Trustee, each to provide such services to the Authority and any other related services as may be required to issue the Bonds and to defease and/or refinance the 2010 Bonds and the 2010 Lease.

Section 10. The officers and agents of the Authority are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. Specifically and without limiting the foregoing, any Authorized Officer is authorized and directed to solicit and accept bids for bond insurance and, if applicable, a reserve account insurance policy, for the Bonds, provided such officer determines acceptance of the best bid will result in further debt service savings, and appropriate changes to each of the documents referenced herein to evidence such bond insurance and the terms thereof, are hereby authorized and approved. Anything to the contrary herein notwithstanding, in the event the Executive Director determines in consultation with the Municipal Advisor that the cost efficient marketing of the Bonds requires creation of a funded reserve under the Indenture, each of the Indenture, Lease Agreement and other documents approved herein may be revised to reflect the funding of such a reserve. All actions heretofore taken by the officers and agents of the Authority with respect to the transactions set forth above are hereby approved, confirmed and ratified. The Authority Board of Directors hereby confirms that the Management Services Director of the City is appointed to serve as the Treasurer of the Authority.

Section 11. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED this 12th day of October, 2021.

Chair

(SEAL)

ATTEST:

Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN BERNARDINO)

I, Tonia Lewis, Secretary of the Board of Directors of the Fontana Public Facilities Financing Authority, do hereby certify that the above and foregoing Resolution was duly and regularly adopted by the Board of Directors of said Authority and was signed by the Chair of said Board at a regular meeting held on the 12th day of October, 2021, and that it was so adopted by the following vote:

AYES: Directors

NOES: Directors

ABSENT: Directors

ABSTAIN: Directors

Secretary of the Fontana Public Facilities Financing
Authority

(SEAL)

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN BERNARDINO)

I, Tonia Lewis, Secretary of the Fontana Public Facilities Financing Authority, do hereby certify that the above and foregoing Resolution is a full, true and correct copy of Resolution No. FPFPA-_____ of said Board, and that the same has not been amended or repealed as of the date hereof.

DATED: _____, 2021.

Secretary of the Fontana Public Facilities Financing
Authority

(SEAL)

EXHIBIT A

GOOD FAITH ESTIMATES

The good faith estimates set forth herein are provided with respect to the Bonds in accordance with California Government Code Section 5852.1. Such good faith estimates have been provided to the Authority by the City's Municipal Advisor, CSG Advisors Incorporated, in consultation with Stifel, Nicolaus & Company, Incorporated, the Underwriter of the Bonds.

Principal Amount. The Municipal Advisor has informed the City that, based on the City's financing plan and current market conditions, its good faith estimate of the aggregate principal amount of the Bonds to be issued and sold is **\$23,280,000** (the "Estimated Principal Amount"), which excludes approximately **\$3,852,000** of net premium estimated to be generated based on current market conditions. Net premium is generated when, on a net aggregate basis for a single issuance of bonds, the price paid for such bonds is higher than the face value of such bonds. The Estimated Principal Amount plus the net premium represent the total estimated proceeds available in the aggregate amount of **\$27,132,000**.

True Interest Cost of the Bonds. The Municipal Advisor has informed the City that, assuming that the Estimated Principal Amount of the Bonds is issued and sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the true interest cost of the Bonds, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Bonds, is **2.85%**.

Finance Charge of the Bonds. The Municipal Advisor has informed the City that, assuming that the Estimated Principal Amount of the Bonds is issued and sold, and based on market interest rates prevailing at the time of preparation of such estimate and expectation to purchase bond insurance at a net beneficial cost to the City (meaning the cost of the insurance premium will be less than the reduced interest cost to the City), its good faith estimate of the finance charge for the Bonds, which means the sum of all fees and charges paid to third parties (or costs associated with the Bonds), is **\$575,000**.

Amount of Proceeds to be Received. The Municipal Advisor has informed the City that, assuming that the Estimated Principal Amount of the Bonds is issued and sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the amount of proceeds expected to be received by the City for sale of the Bonds, less the finance charge of the Bonds, as estimated above, and any reserves or capitalized interest paid or funded with proceeds of the Bonds, is **\$26,557,000**.

Total Payment Amount. The Municipal Advisor has informed the City that, assuming that the Estimated Principal Amount of the Bonds is issued and sold, and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the total payment amount, which means the sum total of all payments the City will make to pay debt service on the Bonds, plus the finance charge for the Bonds, as described above, not paid with the proceeds of the Bonds, calculated to the final maturity of the Bonds, is **\$39,426,000**, which excludes any reserves or capitalized interest paid or funded with proceeds of the Bonds (which may offset such total payment amount).

The foregoing estimates constitute good faith estimates only and are based on market conditions prevailing at the time of preparation of such estimates. The actual principal amount of the Bonds issued and sold, the true interest cost thereof, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds issued and sold being different from the Estimated Principal Amount, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, (f) alterations to the City's financing plan, or a combination of such factors.