

1 **RESOLUTION NO. 2016-69**

2 **A RESOLUTION OF THE ALBANY CITY COUNCIL AUTHORIZING**  
3 **THE ISSUANCE AND SALE OF 2016 GENERAL OBLIGATION**  
4 **REFUNDING BONDS FOR THE PURPOSE OF REFUNDING**  
5 **OUTSTANDING BONDS, AND APPROVING RELATED DOCUMENTS**  
6 **AND OFFICIAL ACTIONS**

7 **WHEREAS**, at an election held on November 5, 2002, more than two-thirds of  
8 the voters of the City of Albany (the "City") approved a proposition ("Measure F")  
9 authorizing the issuance by the City of general obligation bonds in the aggregate principal  
10 amount of \$14,500,000, for the purpose of providing funds for safety, seismic  
11 improvements, recreational facilities and other improvements in the City; and  
12

13 **WHEREAS**, pursuant to such authorization the City issued two series of bonds:  
14 (i) City of Albany General Obligation Bonds, Election of 2002, Series 2003, issued on  
15 June 24, 2003 in the aggregate principal amount of \$8,000,000 (the "2003 Bonds  
16 (Measure F)"); and  
17 (ii) City of Albany General Obligation Bonds, Election of 2002, Series 2007, issued on  
18 August 14, 2007 in the aggregate principal amount of \$6,500,000 (the "2007 Bonds  
19 (Measure F)"); and  
20

21 **WHEREAS**, at an election held on November 5, 2006, more than two-thirds of  
22 the voters of the City approved a proposition ("Measure C") authorizing the issuance by  
23 the City of its general obligation bonds in the aggregate principal amount of \$5,000,000,  
24 for the purpose of providing funds to ensure fire safety and emergency response  
25 capability; and  
26

27 **WHEREAS**, pursuant to such authorization the City issued its City of Albany  
28 General Obligation Bonds, Election of 2006, Series 2007, on August 14, 2007 in the  
29 aggregate principal amount of \$5,000,000 (the "2007 Bonds (Measure C)"); and

1           **WHEREAS**, pursuant to the Paying Agent Agreement for the 2003 Bonds  
2 (Measure F), dated as of June 1, 2003, between the City and BNY Western Trust  
3 Company, predecessor to The Bank of New York Trust Company, N.A. (the "Prior Bonds  
4 Paying Agent"), the City is authorized to redeem the 2003 Bonds (Measure F) in full on  
5 any date on or after August 1, 2012, at a redemption price equal to the par amount  
6 thereof, plus accrued interest to the redemption date, without premium; and  
7

8           **WHEREAS**, pursuant to the Paying Agent Agreement for the 2007 Bonds  
9 (Measure F), dated as of August 1, 2007, between the City and the Prior Bonds Paying  
10 Agent, the City is authorized to redeem the 2007 Bonds (Measure F) in full on any date  
11 on or after August 1, 2017, at a redemption price equal to the par amount thereof, plus  
12 accrued interest to the redemption date, without premium; and  
13

14           **WHEREAS**, pursuant to the Paying Agent Agreement for the 2007 Bonds  
15 (Measure C), dated as of August 1, 2007, between the City and the Prior Bonds Paying  
16 Agent, the City is authorized to redeem the 2007 Bonds (Measure C) in full on any date  
17 on or after August 1, 2017, at a redemption price equal to the par amount thereof, plus  
18 accrued interest to the redemption date, without premium; and  
19

20           **WHEREAS**, collectively in this Resolution, the 2003 Bonds (Measure F), the  
21 2007 Bonds (Measure F) and the 2007 Bonds (Measure C) are referred to as the "Prior  
22 Bonds"; and  
23

24           **WHEREAS**, in order to realize debt service savings for the benefit of the  
25 taxpayers of the City, the City Council wishes at this time to authorize the issuance and  
26 sale of its City of Albany (County of Alameda, California) 2016 General Obligation  
27 Refunding Bonds (the "Refunding Bonds") for the purpose of refinancing the Prior  
28 Bonds; and  
29

1           **WHEREAS**, the City Council wishes to authorize and direct staff, without further  
2 authorization or approval by this City Council, to determine whether the Refunding  
3 Bonds should be sold to an underwriter through a negotiated or competitive sale with  
4 such determination to be based upon staff's conclusion, subject to compliance with the  
5 parameters set forth in this Resolution; and  
6

7           **WHEREAS**, the City Council is authorized to provide for the issuance and sale  
8 of the Refunding Bonds under Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of  
9 Title 5 of the California Government Code, commencing with Section 53550 of said  
10 Code (the "Bond Law"); and  
11

12           **WHEREAS**, the City Council of the City has duly considered such transactions  
13 and wishes at this time to approve said transactions in the public interests of the City.  
14

15           **NOW, THEREFORE, BE IT RESOLVED** by the City Council of the City of  
16 Albany as follows:  
17

18 **Section 1. Issuance of Refunding Bonds; Approval of Paying Agent Agreement.**

19 The City Council hereby authorizes the issuance of the Refunding Bonds under the Bond  
20 Law, in the maximum principal amount of \$17,000,000, for the purpose of providing  
21 funds to refund the Prior Bonds. The Refunding Bonds shall be issued under a Paying  
22 Agent Agreement between the City and The Bank of New York Mellon Trust Company,  
23 N.A, as paying agent, which is hereby approved in substantially the form on file with the  
24 City Clerk together with any changes therein or additions thereto deemed advisable by the  
25 City Manager or the Director of Finance and Administrative Services (each, an  
26 "Authorized Officer"), and the execution thereof by an Authorized Officer shall be  
27 conclusive evidence of the approval of such changes and additions. The City Council  
28 hereby authorizes and directs an Authorized Officer to execute, and the City Clerk to  
29 attest, said form of the Paying Agent Agreement for and in the name of the City. The

1 City Council hereby authorizes the delivery and performance of the Paying Agent  
2 Agreement.

3  
4 **Section 2. Refinancing of Prior Bonds.** The City Council hereby authorizes and  
5 approves the refunding of the Prior Bonds from the proceeds of the Refunding Bonds.  
6 The refunding of the Prior Bonds shall be accomplished under an Escrow Agreement  
7 between the City and The Bank of New York Mellon Trust Company, N.A, as successor  
8 to the Prior Bonds Paying Agent, in substantially the form on file with the City Clerk  
9 together with any changes therein or additions thereto deemed advisable by an Authorized  
10 Officer, and the execution thereof by an Authorized Officer shall be conclusive evidence  
11 of the approval of such changes and additions. The City Council hereby authorizes and  
12 directs an Authorized Officer to execute the final form of the Escrow Agreement for and  
13 in the name of the City. The City Council hereby authorizes the delivery and  
14 performance of the Escrow Agreement.

15  
16 **Section 3. Sale of Refunding Bonds.** The City Council hereby authorizes the sale of the  
17 Refunding Bonds by competitive public bidding or by a negotiated sale, as determined by  
18 a Authorized Officer, in accordance with the provisions of the Official Notice of Sale or  
19 Bond Purchase Agreement, as applicable, in substantially the form on file with the City  
20 Clerk, together with such additions thereto and changes therein as may be approved by an  
21 Authorized Officer. The terms and conditions of the offering and the competitive public  
22 sale of the Refunding Bonds shall be as specified in the Official Notice of Sale or the  
23 terms and conditions of the offering and the negotiated sale of the Refunding Bonds as  
24 specified in the Bond Purchase Agreement. A City Representative, on behalf of the City,  
25 is hereby authorized and directed to accept the best responsible bid for the purchase of the  
26 Refunding Bonds, determined in accordance with the Official Notice of Sale or Bond  
27 Purchase Agreement, as applicable, and if applicable, to execute and deliver the Bond  
28 Purchase Agreement for and in the name and on behalf of the City, in substantially the  
29 form on file with the City Clerk, with such changes therein, deletions therefrom and

1 additions thereto as the Authorized Officer shall approve, such approval to be  
2 conclusively evidenced by the execution and delivery of the Bond Purchase Agreement.  
3 Sale of the Refunding Bonds by competitive public bidding shall be awarded, or all bids  
4 shall be rejected, not later than 24 hours after the expiration of the time prescribed for the  
5 receipt of proposals unless such time of award is waived by the successful bidder.

6  
7 Notwithstanding the foregoing, the Refunding Bonds shall not be sold unless the  
8 principal amount of the Refunding Bonds does not exceed \$17,000,000, the true interest  
9 cost of the Refunding Bonds results in net present value savings of at least 5.0% of the  
10 principal amount of the Prior Bonds, and in the case of a negotiated sale the underwriter's  
11 discount does not exceed 1.0% of the principal amount of the Refunding Bonds.

12  
13 The City Council hereby authorizes and directs Bond Counsel to publish a notice of the  
14 City's intention to sell the Refunding Bonds, in the event of competitive public bidding,  
15 in form and substance acceptable to Bond Counsel, in The Bond Buyer once at least 5  
16 days prior to the date fixed for receipt of bids, in accordance with Section 53692 of the  
17 California Government Code. The City Council further hereby authorizes and directs the  
18 City Clerk to cause the publication of such notice in a newspaper of general circulation  
19 circulated within the City once at least 10 days prior to the date fixed for receipt of bids,  
20 in accordance with Sections 53569 and 53583 of the California Government Code.

21  
22 **Section 4. Official Statement.** The City Council hereby approves and deems final within  
23 the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, the preliminary  
24 Official Statement describing the Refunding Bonds in the form on file with the City  
25 Clerk, with such changes as may be approved by an Authorized Officer upon consultation  
26 with Bond Counsel. Any Authorized Officer is hereby individually authorized, at the  
27 request of the original purchaser of the Refunding Bonds, to execute an appropriate  
28 certificate affirming the City's determination that the preliminary Official Statement has  
29 been deemed final within the meaning of such Rule. Distribution of the preliminary

1 Official Statement by the financial advisor to prospective bidders on the Refunding  
2 Bonds is hereby approved. Any Authorized Officer is hereby individually authorized and  
3 directed to approve any changes in or additions to a final form of the Official Statement,  
4 and the execution thereof by such Authorized Officer shall be conclusive evidence of  
5 approval of any such changes and additions. The City Council hereby authorizes the  
6 distribution of the final Official Statement by the original purchaser of the Refunding  
7 Bonds. An Authorized Officer shall execute the final Official Statement in the name and  
8 on behalf of the City.

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10 **Section 5. Official Actions.** The Mayor, the City Manager, the Director of Finance and  
11 Administrative Services, the City Clerk and any and all other officers of the City are  
12 hereby authorized and directed, for and in the name and on behalf of the City, to do any  
13 and all things and take any and all actions, including execution and delivery of any and all  
14 assignments, certificates, requisitions, agreements, notices, consents, instruments of  
15 conveyance, warrants and other documents, which they, or any of them, may deem  
16 necessary or advisable in order to consummate the transactions described herein.

17 Whenever in this resolution any officer of the City is authorized to execute or countersign  
18 any document or take any action, such execution, countersigning or action may be taken  
19 on behalf of such officer by any person designated by such officer to act on his or her  
20 behalf if such officer is absent or unavailable.

21  
22 **Section 6. Effective Date.** This Resolution shall take effect from and after the date of its  
23 passage and adoption.

24  
25 **PASSED AND ADOPTED** by the City Council of the City of Albany on this 6th day of  
26 September, 2016, by the following votes:

27  
28 AYES: *Council mbrs: Barnes, m<sup>c</sup>Quaid, Nason, Pilch +*  
29 *mayor maass*

1 NOES: *none*

2

3 ABSENT: *none*

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PETER MAASS, MAYOR

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ATTEST:

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City Clerk

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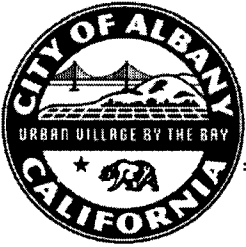
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# City of Albany

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## RESOLUTION NO. 2016-69

PASSED AND APPROVED BY THE COUNCIL OF THE CITY OF ALBANY,  
the 6th day of September, 2016, by the following votes:

AYES: Council Members Barnes, McQuaid, Nason, Pilch and Mayor Maass

NOES: none

ABSENT: none

ABSTAINED: none

RECUSED: none

WITNESS MY HAND AND THE SEAL OF THE CITY OF ALBANY, this  
7th day of September, 2016.

Eileen Harrington  
DEPUTY CITY CLERK