

# LOMPOC PUBLIC FINANCING AUTHORITY

## RESOLUTION NO. 10-11

### A RESOLUTION OF THE LOMPOC PUBLIC FINANCING AUTHORITY AUTHORIZING THE PURCHASE AND SALE OF LOMPOC REDEVELOPMENT AGENCY OLD TOWN REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2010; APPROVING THE FORM OF A PURCHASE CONTRACT AND AUTHORIZING THE EXECUTION AND DELIVERY THEREOF; AND AUTHORIZING THE TAKING OF ALL NECESSARY ACTIONS RELATING THERETO

**WHEREAS**, pursuant to the provisions of the Joint Exercise of Powers Act, comprising Articles 1, 2, 3 and 4 of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the Government Code of the State of California (the "Act"), the City of Lompoc and the Lompoc Redevelopment Agency (the "Agency") entered into the Joint Exercise of Powers Agreement, dated September 18, 1989, as amended and restated on March 3, 1992, pursuant to which the Lompoc Public Financing Authority (the "Authority") was created; and

**WHEREAS**, Article 4 of the Act authorizes a local agency to sell bonds to an authority created pursuant to the Act without compliance with any public sale requirement included in the statutes under which such bonds are issued; and

**WHEREAS**, Article 4 of the Act also authorizes and empowers an authority created pursuant to the Act to enter into a Purchase Contract with a local agency to purchase bonds issued by a local agency and to sell bonds so purchased to public or private purchasers at public or negotiated sale; and

**WHEREAS**, Agency is preparing to issue a series of tax allocation bonds (the "Bonds") to finance redevelopment activities in Old Town Lompoc Redevelopment Project; and

**WHEREAS**, to provide for development of the most favorable debt structure for the Agency and to ensure the most favorable reception in the market place for the Bonds, the Agency may determine to sell the Bonds by negotiated sale; and

**WHEREAS**, in the event of a negotiated sale, the Agency would sell the Bonds to the Authority and the Authority would need to agree to purchase the Bonds from the Agency and simultaneously resell the Bonds to the underwriter or underwriters (the "Underwriter") selected by the Agency; and

**WHEREAS**, the Authority desires to assist the Agency to provide for the negotiated sale of the Bonds if the Agency determines to sell the Bonds pursuant to a negotiated sale; and

**WHEREAS**, the Agency has caused to be prepared a proposed form of Purchase Contract (the "Purchase Contract"), such Purchase Contract to be entered into by the Agency, the Authority and the Underwriter; and

**WHEREAS**, a proposed form of the Purchase Contract is on file with the Secretary of the Authority; and

**WHEREAS**, a proposed form of official statement (the "Official Statement"), to be used in connection with the offering and sale of the Bonds, is also on file with the Secretary of the Authority;

NOW, THEREFORE, BE IT RESOLVED that:

**Section 1.** The foregoing recitals are true and correct and the Authority hereby so finds and determines.

**Section 2.** Pursuant to the Act, the Authority is hereby authorized to purchase the Bonds from the Agency and to sell the Bonds to the Underwriter.

**Section 3.** The proposed form of the Purchase Contract, on file with the Secretary of the Authority, is hereby approved. The Chairman, the Executive Director and the Treasurer of the Authority (each, a "Designated Officer"), acting alone, are hereby authorized and directed, for and on behalf of the Authority, to execute and deliver the Purchase Contract in substantially said form, with such changes and insertions therein as such Designated Officer, with the advice of counsel to the Authority, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof, and pursuant thereto to purchase the Bonds from the Agency and to simultaneously sell the Bonds to the Underwriter at the purchase price set forth in the Purchase Contract. The principal amount of the Bonds shall not exceed \$8,500,000, the true interest cost on the Bonds shall not exceed 7.00%, and the Underwriter's discount or fee (excluding original issue discount, if any) for the Bonds shall not exceed 2.00% of the principal amount of the Bonds.

**Section 4.** The Designated Officers and other appropriate officers and agents of the Authority, acting singly, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver any and all documents and certificates, including, without limitation, any certificate concerning the information regarding the Authority set forth in the Official Statement, and to do any and all things and take any and all actions which may be necessary or advisable, in their discretion, to effectuate performance of the Authority's covenants, agreements and obligations under the Purchase Contract authorized by this Resolution and the actions approved by this Resolution.

**Section 5.** All approvals, consents, directions, notices, orders, requests and other actions, including, without limitation, the delivery of certificates, permitted or required by the Purchase Contract or by the purchase and sale of the Bonds authorized pursuant to this Resolution, may be taken by any Designated Officer without further authorization by the Board of Directors of the Authority, and each Designated Officer is hereby authorized and directed to give or deliver any such approval, consent, direction, notice, order or request and to take any such other action which such Designated Officer, with the advice of counsel to the Authority, may deem necessary or desirable to further the purposes of this Resolution.

**Section 6.** All actions heretofore taken by the Designated Officers and other officers and agents of the Authority with respect to the purchase and sale of the Bonds are hereby ratified, confirmed and approved.

**Section 7.** This Resolution shall take effect from and after its adoption.

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The foregoing Resolution was proposed by Authority Director \_\_\_\_\_, seconded by Authority Director \_\_\_\_\_, and was duly passed and adopted by the governing board of the Lompoc Public Financing Authority at its regular meeting on June 1, 2010, by the following vote:

AYE: Authority Director(s):

NO: Authority Director(s):

ABSENT: Authority Director(s):

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Michael A. Siminski, Chair  
Lompoc Public Financing Authority

ATTEST:

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Donna N. Terrones, Secretary  
Lompoc Public Financing Authority /City of Lompoc