

RESOLUTION NO. AHPIA 2014-

A RESOLUTION OF THE ANAHEIM HOUSING AND PUBLIC IMPROVEMENTS AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$300,000,000 AGGREGATE PRINCIPAL AMOUNT OF ITS LEASE REVENUE BONDS, PROVIDING THE TERMS AND CONDITIONS FOR THE ISSUANCE OF SAID BONDS, AND OTHER MATTERS RELATING THERETO; APPROVING, AUTHORIZING AND DIRECTING THE EXECUTION OF CERTAIN DOCUMENTS (AS DESCRIBED AND IDENTIFIED IN THIS RESOLUTION) RELATING TO THE ISSUANCE OF SAID BONDS; DETERMINING SUCH ACTIONS ARE EXEMPT FROM THE ENVIRONMENTAL QUALITY ACT (CEQA) PURSUANT TO CEQA GUIDELINES SECTIONS 15060(c)(3), 15378(b)(4) AND 15378(b)(5); AND DETERMINING THAT THE PREVIOUSLY-CERTIFIED FINAL SUPPLEMENTAL ENVIRONMENTAL IMPACT REPORT NO. 2008-00340 (AS DESCRIBED IN THIS RESOLUTION) SERVES AS THE APPROPRIATE ENVIRONMENTAL DOCUMENTATION FOR THE PROPOSED ACTIONS

WHEREAS, the Anaheim Housing and Public Improvements Authority (the “Authority”) has been established pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the “Act”), by the Joint Exercise of Powers Agreement (the “Joint Powers Agreement”), dated as of July 1, 2014, between the City of Anaheim, California (the “City”) and the Anaheim Housing Authority (the “Housing Authority”); and

WHEREAS, the Joint Powers Agreement provides that the Authority shall have the common powers of the City and the Housing Authority with respect to financing, refinancing, development, provision, and support of residential housing and related programs, facilities and services and such additional powers as are available to the Authority pursuant to the Act or other applicable law, including without limitation such powers in connection with financing, refinancing, development, provision, and support of residential housing, public buildings, infrastructure facilities and programs related to any of the foregoing; and

WHEREAS, on September 20, 1994, the City Council adopted the Anaheim Resort Specific Plan and in support thereof, certified Master Environmental Impact Report (“MEIR No. 313”); and

WHEREAS, by Resolution No. 2012-158, the City Council certified Final Supplemental Environmental Impact Report No. 2008-00340 (“Final EIR No. 340”) for various entitlements and actions referenced therein, including, inter alia, entitlements permitting the

maximum build-out of the Anaheim Resort Specific Plan, including an increase of up to 406,359 square feet of convention center space; and

WHEREAS, the City desires to provide for the financing of the Costs (capitalized terms used herein and not otherwise defined shall have the meanings given such terms pursuant to the Indenture mentioned below) of an expansion to the Anaheim Convention Center constituting the 2014 Project and the refinancing of the Refinanced Capital Improvements; and

WHEREAS, the City has requested the Authority's assistance in providing for the financing of the Costs of the 2014 Project and the refinancing of the Refinanced Capital Improvements; and

WHEREAS, in connection with the financing of the Costs of the 2014 Project and the refinancing of the Refinanced Capital Improvements, the City proposes to lease the Leased Premises to the Authority pursuant to the Site Lease; and

WHEREAS, in connection with the financing of the Costs of the 2014 Project and the refinancing of the Refinanced Capital Improvements, the Authority proposes to lease the Leased Premises to the City pursuant to the Lease Agreement; and

WHEREAS, the Authority has agreed to provide funds to finance the Costs of the 2014 Project and to refinance the Refinanced Capital Improvements by issuing its 2014 Bonds pursuant to an Indenture of Trust between the Authority and U.S. Bank National Association (the "Indenture"); and

WHEREAS, the Authority's Bonds are payable only from Revenues to the Authority and the other funds pledged therefor pursuant to the Indenture; and such Authority Bonds do not constitute an indebtedness or general obligation of the City; and

WHEREAS, there is on file with the Secretary of the Authority (the "Secretary") the following:

- (1) A proposed form of the Indenture;
- (2) A proposed form of the Site Lease;
- (3) A proposed form of the Lease Agreement;
- (4) A proposed form of a Purchase Contract (the "Purchase Contract") for the purchase of the 2014 Bonds to be entered into by the Authority, the City and Citigroup Global Markets Inc., as representative of the underwriters of the 2014 Bonds; and
- (5) A proposed form of Preliminary Official Statement (the "Preliminary Official Statement") to be used in connection with the offering of the 2014 Bonds;

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of Directors of the Anaheim Housing and Public Improvements Authority as follows:

Section 1. The issuance of the 2014 Bonds in one or more series in an aggregate principal amount of not to exceed \$300,000,000 on the terms and conditions set forth herein and in the Indenture is hereby authorized and approved.

The 2014 Bonds shall not constitute a debt, liability or obligation of the State of California or any public agency thereof, including any member of the Authority, other than the special obligation of the Authority payable solely from the Revenues and the other funds pledged therefor pursuant to the Indenture and the 2014 Bonds shall not constitute a pledge of the faith and credit, or the taxing power, of the State of California or any political subdivision thereof, including any member of the Authority.

The 2014 Bonds will be issued from time to time in such series, in such aggregate principal amount or amounts (subject to the limitations contained in the first sentence of this Section 1), will be dated such date or dates, will bear interest at such rate or rates (which interest on any series of the 2014 Bonds may be fixed or variable and tax-exempt or taxable for federal income tax purposes), will be subject to redemption, including redemption from mandatory sinking fund payments, will be issued in the form, and will be as otherwise provided in the Indenture executed and delivered pursuant to Section 2 hereof; provided, that, the stated interest rate on any Bond shall not exceed 8% per annum and the final maturity of the 2014 Bonds shall not extend beyond 2050.

The proceeds of the sale of each series of the 2014 Bonds, including any accrued interest and premium, will be applied simultaneously with the delivery of such 2014 Bonds as provided in the Indenture.

Section 2. The terms and provisions of each of the Indenture, the Site Lease, the Lease Agreement and the Purchase Contract (collectively, the “Financing Documents”) in substantially the form on file with the Secretary, are hereby approved, and each member of the Board of Directors of the Authority, the Executive Director of the Authority, the Auditor of the Authority, and the Treasurer of the Authority (each hereinafter referred to as an “Authorized Officer”), acting alone, is hereby authorized and empowered to execute and deliver each of the Financing Documents by and on behalf of the Authority. It shall not be necessary for the same Authorized Officer to execute all of the Financing Documents. The Authorized Officer executing a Financing Document may include in the executed Financing Document any changes, insertions or deletions therein from the form on file with the Secretary, which are consistent with this Resolution and are approved by such Authorized Officer and counsel to the Authority, such approval of the Authorized Officer and counsel to the Authority to be conclusively evidenced by such Authorized Officer’s execution and delivery of the Financing Document.

Section 3. Each Authorized Officer acting alone is hereby authorized and empowered to execute and deliver a separate Purchase Contract for each series of 2014 Bonds.

The Authorized Officer executing a Purchase Contract on behalf of the Authority for a series of 2014 Bonds is hereby authorized and empowered to determine the price to be paid for

the 2014 Bonds of such series pursuant to such Purchase Contract; provided, that, such price shall not be less than 95% of the aggregate principal amount of the 2014 Bonds of such series and the underwriter's discount shall not exceed 1% of the aggregate principal amount of the 2014 Bonds of such series.

Section 4. Each Authorized Officer, acting alone, is hereby authorized and empowered to prepare, or cause to be prepared, a Preliminary Official Statement in connection with the 2014 Bonds in substantially the form on file with the Secretary. The Authorized Officer deeming the Preliminary Official Statement final pursuant to Section 9 hereof may include in the final Preliminary Official Statement delivered in connection with the 2014 Bonds any changes, insertions or deletions therein from the form on file with the Secretary, which are approved by such Authorized Officer and counsel to the Authority, such approval of the Authorized Officer and counsel to the Authority to be conclusively evidenced by such Authorized Officer's certification that the Preliminary Official Statement is so deemed final. Each Authorized Officer, acting alone, is hereby authorized and empowered to prepare, or cause to be prepared a final official statement in connection with the 2014 Bonds (the "Official Statement") substantially in the form of the Preliminary Official Statement delivered in connection with the 2014 Bonds with such changes, insertions or deletions therein as may be approved by the Authorized Officer executing the Official Statement and counsel to the Authority, such approval of the Authorized Officer and counsel to the Authority to be conclusively evidenced by such Authorized Officer's execution and delivery thereof. Each Authorized Officer, acting alone, is hereby authorized and empowered to deliver (including delivery in electronic form) the Preliminary Official Statement to the underwriters for the 2014 Bonds, and to execute and deliver (including delivery in electronic form) the Official Statement to the underwriters for the 2014 Bonds.

Section 5. Each of the Chairman and Vice Chairman of the Board of Directors of the Authority, acting alone, is hereby authorized and directed to execute each series of the 2014 Bonds, by manual or facsimile signature, and the Secretary or an Assistant Secretary of the Authority, and each of them, acting alone, is hereby authorized and directed to attest thereto, by manual or facsimile signature, in the name and on behalf of the Authority, in the form set forth in the Indenture.

Section 6. The 2014 Bonds of each series, when executed as provided in Section 5 hereof, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate and register the 2014 Bonds so delivered by executing the appropriate Certificate of Authentication appearing thereon, and to deliver such 2014 Bonds, when duly executed, authenticated and registered, to the purchasers thereof in accordance with written instructions executed on behalf of the Authority by any Authorized Officer, which instructions said Authorized Officer is hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute and to deliver to the Trustee. Such instructions shall provide for the delivery of such 2014 Bonds to the purchaser thereof, or upon such purchaser's order, upon payment of the purchase price therefor.

Section 7. Orrick, Herrington & Sutcliffe LLP is hereby appointed as bond counsel for the 2014 Bonds and Public Financial Management, Inc. is hereby appointed as financial advisor to the Authority in connection with the issuance of the 2014 Bonds. Citigroup Global Markets

Inc., Stifel, Nicolaus & Company, Incorporated, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Wells Fargo Bank, N.A., are hereby appointed as the underwriters for the 2014 Bonds.

Section 8. In making any determination with respect to the 2014 Bonds, the Indenture, the Lease Agreement, the Site Lease or the Purchase Contract, or in taking any other action required or authorized to be taken pursuant to this Resolution, each Authorized Officer shall be subject to the provisions of this Resolution.

Section 9. Each Authorized Officer, acting alone, is hereby authorized and empowered 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, as amended.

Section 10. The Board of Directors hereby finds and determines that, in accordance with the California Environmental Quality Act (Public Resources Code Section 21000 *et seq.*; herein referred to as “CEQA”) and Title 14 of the California Code of Regulations (herein referred to as the “CEQA Guidelines”), the approvals required under CEQA have been made pursuant to the prior certification of Final EIR No. 340 (which included mitigation measures, a water supply assessment, a statement of overriding considerations and findings thereto), prior approvals of related resolutions and ordinances, and the prior filing of a notice of determination (collectively, the “EIR”), the EIR is the appropriate environmental document for the actions approved by this Resolution, and that none of the conditions set forth in Sections 15162 or 15163 of the CEQA Guidelines calling for the preparation of subsequent or supplemental environmental documentation have occurred, specifically because with respect to the actions approved by this Resolution there is not substantial evidence in light of the whole record that (i) substantial changes have been proposed to the 2014 Project, (ii) substantial changes have occurred with respect to the circumstances under which the 2014 Project is to be undertaken, and (iii) no new material information of substantial importance shows that any of the factors indicated in CEQA Guidelines Section 15162(a)(3) have occurred .

Section 11. The Board of Directors hereby finds and determines that, in accordance with CEQA and the CEQA Guidelines, and notwithstanding the determinations and findings made in the prior section of this Resolution, the adoption of this Resolution by the Board of Directors relates to the funding of a previously-approved project and to the refinancing of the Refinanced Capital Improvements and, therefore, is exempt from CEQA pursuant to CEQA Guidelines Sections 15060(c)(3), 15378(b)(4), and 15378(b)(5) because the activity approved by this Resolution relating to the funding of a previously –approved project and to the Refinanced Capital Improvements will not result in direct or indirect physical changes in the environment and, therefore, is not a “project,” as defined in Section 15378 of the CEQA Guidelines.

Section 12. All actions heretofore taken by the members of the Board of Directors or the officers of the Authority with respect to the leasing of the Leased Premises, the Financing Documents and the issuance and sale of the 2014 Bonds are hereby approved, confirmed and ratified, and the members of the Board of Directors, and the officers of the Authority and their

authorized deputies and agents, are hereby authorized and directed, severally, to do any and all things and to execute and deliver any and all certificates and other documents, including without limitation any continuing disclosure agreement required by Rule 15c2-12, and one or more tax certificates or agreements with respect to the 2014 Bonds, in addition to those enumerated herein, including the preparation and distribution of any additional offering material, which any such officer and counsel to the Authority may deem necessary or advisable in order to consummate the leasing of the Leased Premises as herein approved, the execution and delivery of the Financing Documents and the issuance, sale and delivery of the 2014 Bonds and otherwise to effectuate the purposes of this Resolution.

Section 13. The Authority expects that the 2014 Project is to be located within the City and the Refinanced Capital Improvements are located within the City.

Section 14. This Resolution shall take effect immediately upon its adoption.

THE FOREGOING RESOLUTION is approved and adopted by the Board of Directors of the Anaheim Housing and Public Improvements Authority this ____ day of July, 2014, by the following roll call vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ANAHEIM HOUSING AND PUBLIC
IMPROVEMENTS AUTHORITY

By _____
CHAIRMAN OF THE BOARD OF DIRECTORS
OF THE ANAHEIM HOUSING AND PUBLIC
IMPROVEMENTS AUTHORITY

ATTEST:

SECRETARY OF THE ANAHEIM
HOUSING AND PUBLIC
IMPROVEMENTS AUTHORITY