

FORT ORD REUSE AUTHORITY
Resolution No. 20-06

A RESOLUTION OF THE GOVERNING BODY OF THE FORT ORD REUSE AUTHORITY
*Approving the Form and Authorizing Distribution of a Preliminary Official Statement in
Connection With the Offering and Sale of Tax Allocation Bonds to Fund Building
Removal Costs, Affirming Revised Documents Related to the Bonds, and
Approving Related Documents and Actions*

THIS RESOLUTION is adopted with reference to the following facts and circumstances:

- A. On December 13, 2019, the Board of Directors (the "Board") of the Fort Ord Reuse Authority (the "Authority") adopted Resolution No. 19-13 ("Resolution 19-13") authorizing the issuance of tax allocation revenue bonds (the "Bonds") and approving and authorizing the execution and delivery of an Indenture (the "Indenture") among the Authority, U.S. Bank National Association, as trustee (the "Trustee") and the City of Marina, California, as administrator (in such capacity, the "Administrator"), among other matters, in order to finance Building Removal Costs, as defined in the Indenture.
- B. On April 30, 2020, the Board adopted Resolution No. 20-02 ("Resolution No. 20-02" and, together with Resolution No. 19-13, the "Prior Resolutions"), approving Building Removal Funding Agreements (collectively, the "Funding Agreements"), with the Cities of Marina and Seaside, the County of Monterey (the "County"), the Transportation Agency of Monterey County, the Marina Coast Water District and the Monterey-Salinas Transit District (collectively, the "Local Agencies"), and authorizing the execution and delivery of the Funding Agreements, as well as designating the allocation of Bond proceeds available to fund Building Removal Costs to be inserted therein.
- C. Due to changing circumstances, including, among other changes, a desire to allow the use of Bond proceeds to provide for any shortfall in funds available to satisfy any liability of the Authority to CalPERS, and a decision not to include tax increment revenues from the East Garrison Redevelopment Project Area in the Pledged Tax Revenues pledged under, and as such capitalized term is defined in, the Indenture, to the repayment of the Bonds, various revisions have been made to the Indenture and the Funding Agreements, and it has been determined that the County will not enter into a Funding Agreement with the Authority and the Administrator (referred to in this Resolution as the "Canceled County Funding Agreement").
- D. The Board now desires to approve and authorize the execution and delivery of the revised Indenture and Funding Agreements (except for the Canceled County Funding Agreement), and to proceed with the sale and issuance of the Bonds.
- E. A preliminary official statement to be used in connection with the offering of the Bonds (the "Preliminary Official Statement"), as well as a bond purchase agreement to be used in connection with the sale of the Bonds to the Underwriters identified in this Resolution (the "Bond Purchase Agreement"), have been prepared and it is appropriate at this time for the Authority to

approve the forms thereof and the distribution of the Preliminary Official Statement to prospective purchasers of the Bonds.

NOW THEREFORE the Board hereby resolves that:

1. The foregoing recitals are true and correct.
2. The Board hereby acknowledges that proceeds of the Bonds will be used to finance Building Removal Costs, and to pay costs of issuance of the Bonds (which may include costs of a reserve fund insurance policy (a "Reserve Policy") for the Bonds, and an insurance policy ("Bond Insurance") for the payment of the Bonds), to make a cash deposit to the Reserve Account under the Indenture if required by the Underwriters to fund a reserve fund for the Bonds with cash, and to pay the debt of the Authority to CalPERS in excess of available funds allocated thereto in connection with the Authority's transition plan, all as provided in the Indenture as approved below. The Board hereby further acknowledges that the Pledged Tax Revenues to be used to repay the Bonds will only include tax increment revenues allocated to the Authority before and after its dissolution pursuant to the California Health and Safety Code derived from the Seaside-Fort Ord Project Area and the Marina Redevelopment Project No. 3, as provided in the Indenture approved below, and the Board hereby determines that only such Pledged Tax Revenues are needed to pay amounts owing on the Bonds and otherwise under the Indenture, including any amounts that may be owing to the provider of any Reserved Policy and Bond Insurance, and Administrative Expenses (as defined in the Indenture).
3. The Board hereby approves the revised Indenture in the form on file with the Secretary. The Chair, the Executive Officer and the Controller/Finance Manager of the Authority (each, an "Authorized Officer"), each acting alone, are hereby authorized and directed to execute and deliver the revised Indenture for and in the name and on behalf of the Authority in such form, together with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, upon consultation with Bond Counsel and the Counsel to the Authority, such approval to be conclusively evidenced by the execution and delivery by an Authorized Officer of the Indenture. The Board hereby authorizes the delivery and performance of the Indenture.
4. The Board hereby authorizes and directs the Executive Officer to execute and deliver the Irrevocable Direction to Transfer Funds to the County Auditor-Controller and the County Treasurer Tax-Collector, in the form on file with the Secretary, together with such changes thereto as the Executive Officer, upon consultation with Bond Counsel and Counsel to the Authority, may approve, so long as the Pledged Tax Revenues as defined therein remains consistent with the Pledged Tax Revenues as defined in the revised Indenture approved above.
5. The bond purchase agreement for the Bonds (the "Purchase Contract") between the Authority and Stifel Nicolaus & Company Incorporated and Citibank, N.A. (collectively, the "Underwriters"), in the form on file with the Secretary, is hereby approved. The Executive Officer is hereby authorized and directed, for and in the name and on behalf of the Authority, to accept the offer of the Underwriters to purchase the Bonds contained in the Purchase Contract (provided that the aggregate principal amount of the Bonds sold thereby is not in excess of

\$55,000,000, any Underwriters' discount is not in excess of 0.70%, and the true interest cost of the Bonds is not in excess of 4.50% per annum), and to execute and deliver the Purchase Contract in said form, with such additions thereto or changes therein as are recommended or approved by the Executive Officer upon consultation with Bond Counsel, Counsel to the Authority and the Authority's Municipal Advisor, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Purchase Contract by the Executive Officer.

6. The Board hereby approves the Preliminary Official Statement in the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by the Executive Officer following consultation with Counsel to the Authority and Disclosure Counsel. The Board authorizes the Executive Officer to deem "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule") the Preliminary Official Statement prior to its distribution to prospective purchasers of the Bonds.

The Executive Officer is hereby authorized and directed to assist the Disclosure Counsel in causing the Preliminary Official Statement to be brought into the form of a final official statement (the "Final Official Statement"), and the Executive Officer, on behalf of the Authority, is hereby authorized to execute the Final Official Statement and a statement that the facts contained in the Final Official Statement, and any supplement or amendment thereto (which shall be deemed an original part thereof for the purpose of such statement) were, at the time of sale of the Bonds, true and correct in all material respects and that the Final Official Statement did not, on the date of sale of the Bonds, and does not, as of the date of delivery of the Bonds contain any untrue statement of material fact or omit to state any material fact required to be stated where necessary to make any statement made therein not misleading in the light of the circumstances under which it was made. The execution and delivery by the Executive Officer of the Final Official Statement, which shall include such changes and additions thereto deemed advisable by the Executive Officer, upon consultation with Counsel to the Authority and Disclosure Counsel and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of the Final Official Statement by the Authority.

The Final Official Statement, when prepared, is approved for distribution in connection with the offering and sale of the Bonds.

7. The Board hereby approves the revised Funding Agreements in the respective forms on file with the Secretary, which approval, however, does not include the Canceled County Funding Agreement. The Authorized Officer, each acting alone, are hereby authorized and directed to execute and deliver the revised Funding Agreements (other than the Canceled County Funding Agreement) for and in the name and on behalf of the Authority in such forms, together with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, upon consultation with Bond Counsel and the Counsel to the Authority, such approval to be conclusively evidenced by the execution and delivery by an Authorized Officer of the Funding Agreements. The Board hereby authorizes the delivery and performance of the Funding Agreements (other than the Canceled County Funding Agreement).

Notwithstanding the provisions of Section 2 of Resolution No. 20-02, the allocation of Bond Proceeds and certain other funds available to fund the Building Removal Costs are hereby revised as follows: (a) from the proceeds of the Bonds deposited to the Project Fund established under the Indenture on the date of issuance of the Bonds, City of Marina, 52.25% (a portion of which funds will be transferred to the Escrow Interest Account to be used to pay interest on the Escrow Term Bonds (as such capitalized terms are defined in the Indenture)); Transportation Agency for Monterey County, 7.00%; Marina Coast Water District, 5.25%; Monterey-Salinas Transit District, 1.00%; and City of Seaside, 34.50%; (b) from funds released from the CalPERS Obligation Fund that are not needed to pay the CalPERS Obligation (as such capitalized terms are defined in the Indenture), City of Marina, 50% and City of Seaside, 50%; and (c) from amounts released from the Escrow Fund which has been funded with Escrow Term Bond proceeds, and from the Escrow Interest Account not needed to pay interest on the Deemed Escrow Term Bonds (as such terms are defined in the Indenture), City of Marina, 100%

8. The Continuing Disclosure Certificate (the "Disclosure Agreement"), in the form attached as an Appendix to the Preliminary Official Statement, is hereby approved. The Executive Officer is hereby authorized and directed to execute and deliver the Disclosure Agreement in said form, which such additions thereto or changes therein as are recommended or approved by such officer upon consultation with Disclosure Counsel and Counsel to the Authority, the approval of such additions or changes to be conclusively evidenced by the execution and delivery of the Disclosure Agreement by the Executive Officer.

9. The designation of the law firm of Quint & Thimmig LLP as Bond Counsel and Disclosure Counsel to the Authority in connection with the issuance, sale and delivery of the Bonds, as set forth in Section 8 of Resolution No. 19-13, is hereby affirmed. The Executive Officer is hereby authorized to enter into an agreement with said firm for its services, in the form on file with the Secretary, it being hereby acknowledged that the compensation for such firm is fully contingent upon the successful issuance of the Bonds.

10. The Authorized Officers, and any and all other officers and employees of the Authority, are hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents which they, or any of them, may deem necessary or advisable in order to consummate the lawful sale and issuance of the Bonds. In furtherance of the foregoing, the Executive Officer is hereby authorized to approve modifications to the documents approved by this Resolution to accommodate Bond Insurance and/or the Reserve Policy for the Bonds if, upon the advice of the Underwriters and the Municipal Advisor to the Authority for the Bonds, such Bond Insurance and/or Reserve Policy are advantageous to the Authority in the circumstances.

11. Except as may be modified pursuant to this Resolution, the provisions of the Prior Resolutions are hereby affirmed.

12. This Resolution shall take effect from and after the date of its passage and adoption.

Upon motion by Board Member O'Connell, seconded by Board Member Wizard, the foregoing Resolution was passed on this 27th day of May, 2020, by the following vote:

AYES: PHILLIPS, ADAMS, GAGLIOTI, HAFFA, OGLESBY, WIZARD, CARBONE, GARFIELD, REIMERS

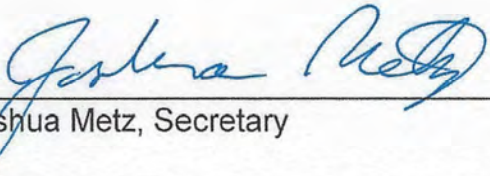
NOES: O'CONNELL, MORTON

ABSTENTIONS:

ABSENT: PARKER, GUNTER



Jane Parker, Chair



Joshua Metz, Secretary