

RESOLUTION NO. 16-____

A RESOLUTION OF THE BOARD OF HARBOR COMMISSIONERS OF THE CITY OF LOS ANGELES APPROVING THE FORMS OF AN INDENTURE, A CONTINUING DISCLOSURE CERTIFICATE, A BOND PURCHASE AGREEMENT, AN ESCROW AGREEMENT, PRELIMINARY AND FINAL OFFICIAL STATEMENTS AND OTHER RELATED DOCUMENTS IN CONNECTION WITH THE ISSUANCE OF THE HARBOR DEPARTMENT OF THE CITY OF LOS ANGELES REFUNDING REVENUE BONDS AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO

WITNESSETH:

WHEREAS, the City of Los Angeles, California (the “City”) is a chartered city duly organized and existing under and pursuant to the provisions of the Constitution of the State of California (the “State”) and the Charter of the City (the “Charter”); and

WHEREAS, the Harbor Department (the “Department”) is a Proprietary Department (as defined in the Charter) of the City, established and provided for by the Charter, having control of its own revenues and funds and under the management and control of a Board of Harbor Commissioners (the “Board”); and

WHEREAS, pursuant to Section 609 of the Charter and the Charter implementation ordinance (the “Procedural Ordinance”) relating to the procedures for issuance and sale of revenue bonds by the Department under Section 609 of the Charter, which Procedural Ordinance is codified at Division 11, Chapter 1, Article 6.5, Sections 11.28.1 through 11.28.9, of the City Administrative Code, the Department has the power to borrow money and to issue bonds, refunding bonds, notes and other evidences of indebtedness for any lawful purpose relating to the Department payable from the revenues of the Department and from any other money lawfully available to the Department or under its control, in the form and manner approved by the Board; and

WHEREAS, on August 4, 2016, the Board of Harbor Commissioners of the City of Los Angeles (the “Board”) adopted Resolution Nos. 16-____ and 16-____ (collectively, the “Authorizing Resolution”), which authorize the issuance of one or more series of Harbor Department of the City of Los Angeles Refunding Revenue Bonds in an aggregate principal amount not to exceed \$240,000,000 (the “Bonds”), for the purpose of (i) refunding all or a portion of the Department’s Refunding Revenue Bonds, 2006 Series A (AMT), 2006 Series B (AMT) and 2006 Series C and Revenue Bonds, 2009 Series B (the portion thereof refunded, the “Refunded Bonds”); (ii) providing for the funding of a debt service reserve fund with respect to the Bonds; and (iii) paying the costs incidental to the issuance of the Bonds and the refunding of the Refunded Bonds; and

WHEREAS, on August 4, 2016, the Board adopted Resolution Nos. 16-____ and 16-____ (collectively, the “Resolution Appointing Underwriters”), which appointed RBC Capital

Markets, LLC, Citigroup Global Markets Inc. and Loop Capital Markets LLC as the underwriters for the private sale of the Bonds (the “Underwriters”); and

WHEREAS, there has been presented to the board a form of report that Sustainalytics, an independent consultant, is expected to deliver verifying that Bonds to be identified in the final report qualify as “green bonds”;

WHEREAS, the following documents have been presented to this Board:

(a) a form of the Indenture of Trust (the “Indenture”), to be entered into by and between the Department and U.S. Bank National Association, as trustee (the “Trustee”);

(b) a form of the Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”) to be entered into by the Department;

(c) a form of the Bond Purchase Agreement (the “Bond Purchase Agreement”), to be entered into by and between the Department and the Underwriters;

(d) a form of Escrow Agreement (the “Escrow Agreement”) to be entered into by and between the Department and U.S. Bank National Association, as trustee and escrow agent (the “Escrow Agent”); and

(e) a form of a Preliminary Official Statement relating to the Bonds; and

WHEREAS, said documents will be modified and amended to reflect the various details applicable to the Bonds and said documents are subject to completion to reflect the results of the sale of the Bonds; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Harbor Commissioners of the City of Los Angeles, as follows:

Section 1. Findings. The Board hereby determines that the forgoing recitals are true and correct.

Section 2. Indenture, Escrow Agreement(s) and Continuing Disclosure Certificate. The Board hereby approves in all respects the forms, terms and provisions of the Indenture, the Escrow Agreement and the Continuing Disclosure Certificate substantially in the forms now before the Board, and hereby authorizes and directs the Executive Director, the Chief Financial Officer, and the Director of Debt and Treasury of the Department or any one or more thereof (each an “Authorized Representative”) to execute, acknowledge and deliver the Indenture, one or more Escrow Agreement(s) and the Continuing Disclosure Certificate, including counterparts thereof, for and in the name of and on behalf of the Department. The Indenture, the Escrow Agreement(s) and the Continuing Disclosure Certificate, as executed and delivered, shall be in substantially the forms now before the Board and hereby approved, or with such changes therein as shall be approved by the Authorized Representative(s) executing the same and the execution thereof shall constitute conclusive evidence of the Board’s approval of any and all changes or revisions therein from the forms of the Indenture, the Escrow Agreement(s) and the Continuing

Disclosure Certificate now before the Board. Each Authorized Representative, acting individually, is authorized to determine the final terms of the Bonds so long as such terms are consistent with the limitations set forth in Resolution No. 16-____, to determine the Refunded Bonds (provided that the present value savings of the refunding meets the minimum savings amount determined as provided in Section 2(f) of Resolution No. 16-____), and to determine the amount (if any) of proceeds of the Bonds to be deposited in a debt service reserve fund for the Bonds. The final terms shall be reflected in the Indenture, the Escrow Agreement(s) and the Continuing Disclosure Certificate to the extent appropriate. From and after the execution and delivery of the Indenture, the Escrow Agreement(s) and the Continuing Disclosure Certificate, the officers, agents and employees of the Department are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Indenture, the Escrow Agreement(s) and the Continuing Disclosure Certificate.

Section 3. Bond Purchase Agreement. The Board hereby approves in all respects the form, terms and provisions of the Bond Purchase Agreement substantially in the form now before the Board and hereby authorizes and directs one or more of the Authorized Representatives to execute, acknowledge and deliver the Bond Purchase Agreement, including counterparts thereof, for and in the name of and on behalf of the Department. The Bond Purchase Agreement, as executed and delivered, shall be in substantially the form now before the Board and hereby approved, or with such changes therein as shall be approved by the Authorized Representative(s) executing the same, provided that the final form of the Bond Purchase Agreement shall be consistent with the parameters, terms and conditions previously established by the Board and approved by the Board in Resolution No. 16-____. The execution of the Bond Purchase Agreement shall constitute conclusive evidence of the Board's approval of any and all changes or revisions therein from the form of the Bond Purchase Agreement now before the Board. From and after the execution and delivery of the Bond Purchase Agreement, the officers, agents and employees of the Department are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Bond Purchase Agreement. The aggregate Underwriters' discount under the Bond Purchase Agreement shall not exceed \$2.25 per \$1,000 of principal amount of the Bonds.

Section 4. Preliminary and Final Official Statements. A Preliminary Official Statement of the Department relating to the Bonds (the "Preliminary Official Statement"), in substantially the form submitted to the Board for consideration with this Resolution, is hereby approved, subject to such additions thereto or changes therein, and any amendments or supplements thereto, consistent with the parameters, terms and conditions previously established by the Board and approved by the Board and, where applicable, the City Council, as an Authorized Representative, with the approval of the City Attorney, may deem appropriate. All references to the Preliminary Official Statement herein shall be deemed to include such amendments and supplements thereto. The Authorized Representatives are each hereby authorized and directed, for and on behalf of the Department, to cause the printing of and distribution (via printed format and/or electronic means) of said Preliminary Official Statement to persons who may be interested in purchasing the Bonds. The Authorized Representatives are each hereby authorized and directed, acting alone, for and on behalf of the Department, to execute and deliver a final Official Statement of the Department relating to the Bonds (the

“Official Statement”), in substantially the form of the Preliminary Official Statement, subject to such additions thereto or changes therein, and any amendments or supplements thereto, consistent with the parameters, terms and conditions previously established by the Board and approved by the Board and, where applicable, the City Council, as such Authorized Representative, with the approval of the City Attorney, may deem appropriate, and to execute and deliver such certifications as the Underwriters may require in order to confirm that the Preliminary Official Statement and Official Statement have been “deemed final” by the Department for purposes of Securities and Exchange Commission Rule 15c2-12, such approval to be conclusively evidenced by the execution and delivery thereof. All references to the Official Statement herein shall be deemed to include such amendments and supplements thereto. The Board hereby approves the distribution (via printed format and/or electronic means) of the Preliminary Official Statement and the Official Statement by the Underwriters in connection with the offering, marketing and sale of the Bonds.

Section 5. Attestations. Each of the Authorized Representatives, the Secretary of the Board or any of their respective designees are each hereby authorized and directed, acting alone, for and on behalf of the Department, to attest the signatures of the Authorized Representatives, and to affix and attest the seal of the Department, as may be required or appropriate in connection with the execution and delivery of the financing documents, including, but not limited to, the Indenture, the Continuing Disclosure Certificate, the Bond Purchase Agreement, the Escrow Agreement(s) and the Official Statement.

Section 6. Additional Action. The Authorized Representatives and the other officers, employees and agents of the Department are each hereby authorized and directed, jointly and severally, for and on behalf of the Department, to do any and all things, including, without limitation, to engage a verification agent, to take any actions necessary or desirable to obtain the certification of some or all of the Bonds as “green bonds” and to determine which Bonds shall be issued with that designation, and to publish any notice required in connection with the purchase of the Bonds, and to execute, attest and deliver the Bonds as provided in the Indenture and any and all documents, certificates and other instruments, which may include, one or more tax compliance certificates or investment agreements, and amendments or supplements thereto, and any and all documents, which they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and/or the refunding of all or a portion of the Refunded Bonds, and otherwise to effectuate the purposes of this Resolution, the Authorizing Resolution and the Resolution Appointing Underwriters and the transactions contemplated hereby and thereby. The Authorized Representatives and other officers, employees and agents of the Department are directed to take the actions specified herein or necessary to effect the purposes hereof, and all such actions by such officers, employees and agents or their designees are hereby deemed to be non-discretionary and ministerial.

Section 7. Ratification of Prior Actions. All actions heretofore taken by the officers, employees and agents of the Department prior to the date this Resolution becomes final as described in Section 8 hereof in connection with or related to the issuance and sale of the Bonds or the refunding of all or a portion of the Refunded Bonds, are hereby approved, ratified and confirmed.

Section 8. Effective Date. This Resolution shall take effect in the manner and at the time set forth in the Charter, including Section 11.28.5 of the City Administrative Code.

APPROVED AS TO FORM AND LEGALITY

_____, 2016
MICHAEL N. FEUER, City Attorney
JANNA B. SIDLEY, General Counsel

By: _____
HEATHER M. MCCLOSKEY, Deputy

CERTIFICATION

The undersigned, duly qualified and acting as Secretary of the Harbor Department, certifies that the foregoing is a true and correct copy of a Resolution adopted at a legally convened meeting of the Board of the Department held on August ____, 2016.

By: _____
Secretary, City of Los Angeles Board of
Harbor Commissioners

Dated: _____