

RESOLUTION NO. 6485

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF GARDENA, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, APPROVING THE FORM AND AUTHORIZING DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF A BOND PURCHASE AGREEMENT AND A CONTINUING DISCLOSURE CERTIFICATE, ALL IN CONNECTION WITH THE OFFERING AND SALE OF TAXABLE PENSION OBLIGATION BONDS, AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO

RESOLVED, by the City Council (the "Council") of the City of Gardena (the "City"), Los Angeles County, State of California, as follows:

WHEREAS, the City has previously elected to become a contracting member of the California Public Employees' Retirement System ("CalPERS");

WHEREAS, the Public Employees' Retirement Law (commencing with section 20000 of the California Government Code) and the contract (the "CalPERS Contract") between the Board of Administration of CalPERS and the City Council of the City (the "City Council") obligate the City to (i) make contributions to CalPERS to fund pension benefits for certain City employees, (ii) amortize the unfunded accrued actuarial liability with respect to such pension benefits, and (iii) appropriate funds for the foregoing purposes;

WHEREAS, the City desires to authorize the issuance of its City of Gardena Taxable Pension Obligation Bonds, Series 2020 (the "Bonds"), in a principal amount not to exceed \$101.49 million, pursuant to the provisions of Articles 10 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with section 53570 of said Code, for the purpose of refunding all or a portion of the City's obligation to PERS, as evidenced by the PERS Contract, to pay the unfunded accrued actuarial liability of the City with respect to pension benefits under the Public Employees' Retirement Law, and paying the costs of issuance of the Bonds;

WHEREAS, on July 28, 2020, the City adopted its Resolution No. 6474 authorizing issuance of the Bonds and approving the form and authorizing execution of the various documents prepared in connection therewith; and

WHEREAS, a preliminary official statement to be used in connection with the offering and sale of the Bonds has been prepared and it is appropriate at this time for the Council to approve the form thereof and its distribution to prospective purchasers of the Bonds;

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

SECTION 1. Approval of the Preliminary Official Statement. The Council hereby approves and deems final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 except for permitted omissions, a preliminary official statement describing the Bonds in the form on file with the City Clerk (the "Preliminary Official Statement"). Distribution of the Preliminary Official Statement by B of A Securities, Inc., Stifel, Nicolaus & Company, Inc. and Siebert Williams Shank & Co., LLC (the "Underwriters") to prospective purchasers

of the Bonds is hereby approved. The Mayor, the City Manager and the Chief Fiscal Officer, or any designee thereof (each, an "Authorized Officer"), each acting alone, are hereby authorized to execute the final form of an official statement, including as it may be modified by such additions thereto and changes therein as an Authorized Officer shall deem necessary, desirable or appropriate (the "Final Official Statement"), and the execution of the Final Official Statement by an Authorized Officer shall be conclusive evidence of the approval of any such additions and changes. The Council hereby authorizes the distribution of the Final Official Statement by the Underwriter. The Final Official Statement shall be executed in the name and on behalf of the City by an Authorized Officer.

SECTION 2. Approval of Bond Purchase Agreement. The Council hereby authorizes the sale of the Bonds to the Underwriter so long as the true interest rate on the Bonds does not exceed 5.056% per annum and Underwriter's discount, excluding original issue discount which does not constitute compensation to the Underwriter, does not exceed 0.40%. A bond purchase agreement, by and between the City and the Underwriter (the "Bond Purchase Agreement"), in the form on file with the City Clerk, is hereby approved and the Authorized Officers, each acting alone, are hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Bond Purchase Agreement in such form together with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, subject to the advice of Bond Counsel and the City Attorney, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement. Under no circumstances shall the elected Mayor be authorized to make any such changes on his or her own. The Council hereby authorizes the delivery and performance of the Bond Purchase Agreement.

SECTION 3. Approval of Continuing Disclosure Certificate. The continuing disclosure certificate, in the form on file with the City Clerk (the "Continuing Disclosure Certificate"), is hereby approved and any Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Continuing Disclosure Certificate in such form together with such changes therein, deletions therefrom and additions thereto as the Authorized Officer executing the same shall approve, such approval to be conclusively evidenced by the execution and delivery of the Continuing Disclosure Certificate. The Council hereby authorizes the delivery and performance of the Continuing Disclosure Certificate.

SECTION 4. Official Actions. The Mayor, the City Manager, the Chief Fiscal Officer, the City Clerk, and all other officers of the City are each authorized and directed in the name and on behalf of the City to make any and all assignments, certificates, agreements, notices, consents, instruments of conveyance and other documents, which they or any of them might deem necessary or appropriate in order to consummate the issuance of the Bonds, and any of the other transactions approved or contemplated by this Resolution and Resolution No. 6474. Whenever in this Resolution any officer of the City is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer is absent or unavailable.

SECTION 5. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

SECTION 6. Certification. The City Clerk shall certify to the passage and adoption hereof.

Passed, approved, and adopted this 27th day of October 2020

Mark E. Henderson for

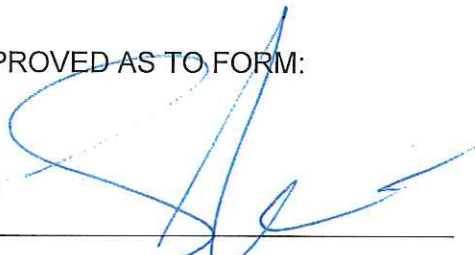
TASHA CERDA, Mayor

ATTEST:

Becky Romero

for MINA SEMENZA, City Clerk

APPROVED AS TO FORM:



CARMEN VASQUEZ, City Attorney

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) SS:
CITY OF GARDENA)

I, **MINA SEMENZA**, City Clerk of the City of Gardena, do hereby certify that the whole number of members of the City Council of said City is five; that the foregoing Resolution, being **Resolution No. 6485** duly passed and adopted by the City Council of said City of Gardena, approved and signed by the Mayor of said City, and attested by the City Clerk, all at a regular meeting of said City Council held on the **27th day of October, 2020**, and that the same was so passed and adopted by the following roll call vote:

AYES: COUNCIL MEMBERS TANAKA AND KASKANIAN, MAYOR PRO TEM
 HENDERSON, COUNCIL MEMBER FRANCIS AND MAYOR CERDA

NOES: NONE

ABSENT: NONE

for Becky Romero
City Clerk of the City of Gardena, California

(SEAL)