

RESOLUTION NO. _____

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF SANTA BARBARA APPROVING THE ISSUANCE OF THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY REVENUE BONDS (WESTMONT COLLEGE), SERIES 2016 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$80,000,000 FOR THE PURPOSE OF FINANCING AND REFINANCING THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, RENOVATION, UPGRADING AND EQUIPPING OF CERTAIN EDUCATIONAL FACILITIES AND CERTAIN OTHER MATTERS RELATING THERETO

WHEREAS, Westmont College, a California nonprofit public benefit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Borrower”), has requested that the California Municipal Finance Authority (the “Authority”) participate in the issuance of one or more series of revenue bonds in an aggregate principal amount not to exceed \$80,000,000 (the “Bonds”) pursuant to a plan of financing to:

- (a) finance and refinance the acquisition, construction, improvement, renovation, upgrading and equipping of certain educational facilities, including related administrative facilities, site improvements, and parking, located at the College’s Montecito Campus facilities at 955 La Paz Road, Santa Barbara, California 93108 (the “Campus”), including but not limited to,
 - (i) a 45,000 square foot residence hall facility; and
 - (ii) various other qualified educational facilities, buildings, improvements and infrastructure, as determined from time to time by the College, located at or adjacent to the Campus;
- (b) refinance all or a portion of the College’s outstanding California Municipal Finance Authority Variable Rate Demand Revenue Bonds (Westmont College) Series 2010A (the “Series 2010A Bonds”), issued to,
 - (i) finance or refinance the costs of acquisition, construction, improvement, renovation, upgrading or equipping of educational facilities located at or adjacent to the Campus, including (A) a 28,000 square foot visual arts building; (B) a 42,000 square foot science building; (C) a 1,500 square foot observatory; (D) a central plant building to heat and cool the new buildings being constructed; (E) various infrastructure improvements on the Campus, including, without limitation, construction of a new perimeter road around and throughout the Campus; (F) new baseball and soccer fields, an all-weather track, stadium seating areas, dugouts and storage and restroom facilities; (G) a 44,000 square foot residence hall facility; and

- (H) various other qualified educational facilities, buildings, improvements and infrastructure, as determined from time to time by the College;
- (ii) fund a debt service reserve fund with respect to the 2010A Bonds;
- (iii) pay capitalized interest on the 2010A Bonds; and
- (iv) pay the costs of issuance of the 2010A Bonds;
- (c) pay funded interest with respect to the Bonds; and
- (d) pay costs of issuance and certain interest with respect to the Bonds (collectively, the “Project”).

WHEREAS, the Project is or will be owned and operated by the Borrower; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the “Code”), the issuance of the Bonds by the Authority must be approved by the County of Santa Barbara (the “County”) because the Project is or will be located within the territorial limits of the County; and

WHEREAS, the Board of Supervisors of the County (the “Board”) is the elected legislative body of the County and is an “applicable elected representative” required to approve the issuance of the Bonds under Section 147(f) of the Code; and

WHEREAS, the Authority has requested that the Board approve the issuance of the Bonds by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 4 of the Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 (the “Agreement”), among certain local agencies, including the County;

WHEREAS, pursuant to Section 147(f) of the Code, the Board has, following notice duly given, held a public hearing regarding the issuance of the Bonds, and now desires to approve the issuance of the Bonds by the Authority; and

WHEREAS, it is in the public interest and for the public benefit that the Board approve the issuance of the Bonds by the Authority for the aforesaid purposes;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors of the County of Santa Barbara, as follows:

Section 1. The foregoing recitals are true and correct.

Section 2. The Board hereby approves, solely for the purposes and in accordance with Section 147(f) of the Code and Section 4 of the Agreement, the issuance of the Bonds by the Authority, provided that the bonds will not constitute an indebtedness or obligation of, or involve a pledge of the faith and credit of the County. It is the purpose and intent of the Board that this

resolution constitute approval of the issuance of the Bonds by the Authority for the purposes of: (a) Section 147(f) of the Code, by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is to be located, in accordance with said Section 147(f), and (b) Section 4 of the Agreement.

Section 3. The issuance of the Bonds shall be subject to approval of the Authority of all financing documents relating thereto to which the Authority is a party. The County shall have no responsibility or liability whatsoever with respect to repayment or administration of the Bonds. The approval by the County of the issuance of the Bonds is neither an approval of the underlying credit issues of the proposed Project, nor an approval of the financial structure of the Bonds. The County makes no express or implied opinion or recommendation about the transaction, revenue streams, disclosure, or repayment structure related to the Bonds.

Section 4. The adoption of this Resolution shall not obligate the County or any department thereof to (i) provide any financing with respect to the Project; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary with respect to the Project; (iii) make any contribution or advance any funds whatsoever to the Authority or the Borrower; or (iv) take any further action with respect to the Authority or its membership therein.

Section 5. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

Section 6. This resolution shall take effect immediately upon its adoption.

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PASSED AND ADOPTED by the Board of Supervisors of the County of Santa Barbara
this 15th day of November, 2016.

AYES:
NOES:
ABSTAIN:
ABSENT:

CHAIR, BOARD OF SUPERVISORS
COUNTY OF SANTA BARBARA

ATTEST:

MONA MIYASATO
CLERK OF THE BOARD

By: _____
Deputy Clerk

APPROVED AS TO FORM:

MICHAEL C. GHIZZONI
COUNTY COUNSEL

By: _____
Deputy County Counsel

APPROVED AS TO ACCOUNTING FORM:

THEODORE A. FALLATI, C.P.A.
AUDITOR-CONTROLLER

By: _____