



FILED
OFFICE OF THE CITY CLERK
OAKLAND
13 MAY -2 PM 1:41

AGENDA REPORT

TO: DEANNA J. SANTANA
CITY ADMINISTRATOR

FROM: Katano Kasaine

SUBJECT: City of Oakland 2013-2014
Tax And Revenue Anticipation Notes

DATE: April 22, 2013

City Administrator
Approval

Date

4/23/13

COUNCIL DISTRICT: City-Wide

RECOMMENDATION

Staff recommends that the City Council adopt a resolution authorizing the sale of the 2013-2014 Tax and Revenue Anticipation Notes in an amount not to exceed one hundred million dollars (\$100,000,000); authorizing the execution and delivery of related documents and approving certain related actions.

EXECUTIVE SUMMARY

A resolution has been prepared authorizing the sale of the 2013-2014 Tax and Revenue Anticipation Notes (the "TRAN") for a not to exceed amount of one hundred million dollars (\$100,000,000) in one or more series and to authorize the execution and delivery of related documents.

The City is anticipating issuing the TRAN in one or more series or subseries, the interest on which will be tax-exempt and the City desires to sell the TRAN at a public sale. The notes will be issued for the purpose of:

- As with prior years, pursuant to Section 53850 et seq. of the Government Code of the State of California, (the "Government Code"), the TRAN will be issued to alleviate the periodic cash flow deficits within the City's General Fund Group for Fiscal Year 2013-2014.
- The TRAN will be critical to meeting the operating expenditures of the City in the first half of Fiscal Year 2013-2014.

Item: _____
Finance and Management Committee
May 14, 2013

OUTCOME

The schedule in which the City receives its revenues (including property taxes, business license taxes and sales and use taxes, etc.) is irregular, which results in temporary cash flow deficits during the first half of each fiscal year. These deficits are "made-whole" at the end of each fiscal year when all of the revenues are received. The issuance is necessary to alleviate the periodic cash flow deficits within the City's General Fund Group for Fiscal Year 2013-2014.

In effect, the TRAN will positively impact the City's finances by providing the cash flow to meet the operating expenditures of the City in the first half of Fiscal Year 2013-2014.

The cost of issuing the TRAN will be captured in the proceeds of the financing. In addition, the City's portion of debt service from the TRAN will be covered by the General Purpose Fund, as well as interest earned on proceeds.

BACKGROUND/LEGISLATIVE HISTORY

Under California's Government Code, a city may borrow money through the issuance of a TRAN for any purposes for which a city is authorized to expend monies, including current expenses, capital expenditures and the discharge of any obligation or indebtedness of the City. Therefore, the ordinance will authorize the borrowing of funds to meet some of the City's authorized expenditure requirements and this resolution will authorize the sale of the TRAN as well as the execution of all documents and the taking of all necessary actions relating to the issuance of the TRAN.

Where the previously approved ordinance by the Finance and Management Committee on April 23, 2013 authorized the borrowing and issuance of the TRAN, this resolution authorizes the sale of the TRAN, as well as the execution and delivery of documents related to the sale of the TRAN.

ANALYSIS

TRANs are issued to address temporary cash flow shortfalls arising from fluctuations in annual tax or revenue receipts that the General Fund is dependent on to meet monthly cash flow needs during the fiscal year. Issuing the TRAN is necessary for the Fiscal Year 2013-2014 in order to increase available cash balances which provide operating funds to cover cash shortfalls. The cash shortfalls arise due to the timing differential of expected monthly cash receipts and disbursements throughout the Fiscal Year 2013-2014.

The issuance and sale of the TRAN will contain an amount not to exceed \$100,000,000 consisting of a rate not to exceed 3.0%, with a maturity no later than (13) months after the date of issue. The TRAN will be sold through a public sale, the official "Notice of Sale" pertaining to the notes will be filed with the City Clerk and "Notice of Intention to Sell" will be published in

Item: _____
Finance and Management Committee
May 14, 2013

the Bond Buyer at least 5 days prior to the award of the notes at competitive bid pursuant to Section 53692 et seq. of the Government Code. The bidder with the lowest true interest cost will be awarded the notes.

Public Resources Advisory Group, the City's financial advisor, will review all aspects of the sale to ensure that the TRAN is fairly priced. Orrick, Herrington & Sutcliffe LLP, the City's bond counsel, will review all aspects of the issuance to ensure that all applicable State laws and Internal Revenue Service regulations are met. Law Offices of Alexis S. M. Chiu, the City's Disclosure Counsel, will provide advice on disclosure documents and will prepare the Preliminary Official Statement as well as the Official Statement. The Bank of New York Mellon will provide trustee services. The TRAN will be rated by the accredited rating agencies of Moody's Investors Service and Standard & Poor's Ratings Services.

PUBLIC OUTREACH/INTEREST

Not Applicable

COORDINATION

This report has been prepared by the Treasury Division in coordination with City Attorney's Office, and Budget Office.

COST SUMMARY/IMPLICATIONS

Debt service will be covered by the General Purpose Fund and investment earnings. The City will be required to set aside an amount sufficient to pay principal and interest in March 2013 and May 2013.

SUSTAINABLE OPPORTUNITIES

Economic: Issuance of the TRAN will result in a positive impact on the City's finances, which will benefit Oakland's economy at large.

Environmental: There are no environmental opportunities associated with this report.

Social Equity: There are no social equity opportunities associated with this report.

CEQA

This report is not a project under CEQA.

For questions regarding this report, please contact Katano Kasaine, Treasurer at (510) 238-2989.

Respectfully submitted,



KATANO KASAINE
Treasurer, Treasury Division

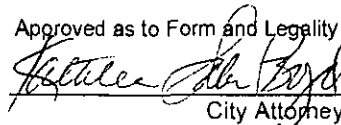
Reviewed by:
David Jones, Principal Financial Analyst
Treasury Division

Prepared by:
Dawn Hort, Financial Analyst
Treasury Division

OFFICE OF THE CITY CLERK
OAKLAND

13 MAY -2 PM 1:41

Approved as to Form and Legality


City Attorney

OAKLAND CITY COUNCIL

RESOLUTION NO. ___ C.M.S.

RESOLUTION AUTHORIZING THE SALE OF 2013-2014 TAX AND REVENUE ANTICIPATION NOTES IN AN AMOUNT NOT TO EXCEED ONE HUNDRED MILLION DOLLARS (\$100,000,000); AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND APPROVING CERTAIN RELATED ACTIONS

WHEREAS, pursuant to Section 53850 et seq. of the Government Code of the State of California (the "Government Code") contained in Article 7.6 of Chapter 4 of Part 1 of Division 2 of Title 5 thereof, entitled "Temporary Borrowing," on or after the first day of any fiscal year (being July 1), a city may borrow money by issuing notes for any purpose for which a city is authorized to expend moneys, including but not limited to current expenses, capital expenditures, and the discharge of any obligation or indebtedness of a city; and

WHEREAS, pursuant to Section 53853 of the Government Code, the City Council (the "Council") of the City of Oakland (the "City") has found and determined that the sum of up to One Hundred Million Dollars (\$100,000,000) is needed for the requirements of the City to satisfy obligations payable from the General Fund of the City, and that it is necessary that an amount up to said sum be borrowed for such purpose at this time by the issuance of notes (the "Notes") in anticipation of the receipt of taxes, revenues and other moneys to be received by the City for the General Fund of the City during or allocable to Fiscal Year 2013-2014; and

WHEREAS, the City intends to issue the Notes in one or more series or subseries, the interest on which may be tax-exempt or taxable, pursuant to an ordinance to be enacted; by Ordinance; and

WHEREAS, the City desires to sell the Notes pursuant to a public sale; now therefore be it

RESOLVED, that the Notes shall be sold at a public sale upon the direction of the City Administrator, an Assistant City Administrator or the Treasurer, or a designee of any such official, said public sale to be at the time and place and upon the terms provided in the Official Notice of Sale pertaining to the Notes, which shall be in substantially the form on file with the City Clerk (the "Notice of Sale"). Bids for the purchase of the Notes shall be received by the City Administrator, an Assistant City Administrator or the Treasurer, or a designee of any such official, at the time and place and in the manner set forth in the Notice of Sale. The City Administrator or an Assistant City Administrator, or a designee of any such official, is authorized to distribute copies of the Notice of Sale. The Council hereby authorizes and ratifies publication in The Bond Buyer of a Notice Of Intention To Sell in substantially the form on file with the City Clerk, said publication being required to be made in a financial publication

generally circulated throughout the State at least 5 days prior to the award of the Notes at competitive bid pursuant to Section 53692 of the Government Code; and be it

FURTHER RESOLVED, that the City Administrator, an Assistant City Administrator or the Treasurer, or a designee of any such official, is hereby authorized to award the Notes in an aggregate principal amount not exceeding the sum set forth in the Ordinance to the bidder for the Notes providing the lowest cost as provided in the Notice of Sale. Upon award of the Notes to the successful bidder, (i) the City Administrator, an Assistant City Administrator or the Treasurer, or a designee of any such official, is hereby authorized and directed to deliver a certificate stating the principal amount of the Notes, the maturity date(s) of the Notes, and the interest rate(s) on the Notes, and (ii) appropriate officers of the City are authorized and directed to execute and deliver the Notes to the successful bidder; and be it

FURTHER RESOLVED, that the proposed form of Fiscal Agent Agreement (the "Fiscal Agent Agreement"), by and between the City and a financial institution to be selected by the City Administrator or an Assistant City Administrator, or a designee of any such official, on file with the City Clerk, is hereby approved. The City Administrator or an Assistant City Administrator, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Fiscal Agent Agreement, substantially in such form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution thereof; and be it

FURTHER RESOLVED, that the preparation and distribution of a Preliminary Official Statement relating to the Notes (the "Preliminary Official Statement"), in substantially the form and substance on file with the City Clerk, is hereby ratified and approved. The City Administrator or an Assistant City Administrator, or a designee of any such official, is authorized to deem such Preliminary Official Statement "final" for purposes of Securities and Exchange Commission Rule 15c2-12, and is further authorized to approve the final Official Statement with such changes therein, deletions therefrom and modifications thereto as such officer may require or approve; such approval to be conclusively evidenced by the execution and delivery thereof by such officer; and be it

FURTHER RESOLVED, that the City hereby covenants and agrees that it will comply with and carry out all of the provisions of that certain Continuing Disclosure Certificate to be executed by the City and dated the date of issuance and delivery of the Notes, as originally executed and as it may be amended from time to time in accordance with the terms thereof; and be it

FURTHER RESOLVED, that Public Resources Advisory Group, is hereby appointed to serve as financial advisor, Orrick, Herrington & Sutcliffe LLP is hereby appointed to serve as bond counsel and the Law Offices of Alexis S. M. Chiu is hereby appointed to serve as disclosure counsel in connection with the issuance of the Notes; and be it

FURTHER RESOLVED, that the City Administrator or an Assistant City Administrator, or a designee of any such official, and other appropriate officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents and certificates which they deem necessary or advisable in order to consummate the

execution and delivery of the documents mentioned herein and otherwise to effectuate the purposes of this Resolution and the transactions contemplated hereby, including but not limited to entering into investment agreements with respect to the Notes; and be it

FURTHER RESOLVED, that all actions heretofore taken by the officers and agents of the City Council with respect to the transactions contemplated hereby are hereby ratified, confirmed and approved; and be it

FURTHER RESOLVED, that this Resolution shall take effect immediately upon its passage.

IN COUNCIL, OAKLAND, CALIFORNIA _____, 2013

PASSED BY THE FOLLOWING VOTE:

AYES - BROOKS, GALLO, GIBSON MCELHANEY, KALB, KAPLAN, REID, SCHAAF,
AND COUNCIL PRESIDENT KERNIGHAN

NOES -

ABSENT -

ABSTENTION -

ATTEST: _____

LaTonda Simmons
City Clerk and Clerk of the Council of the
City of Oakland, California