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OAKLAND

2016 NOV 22 PM 1:57

AGENDA REPORT

TO: Sabrina B. Landreth
City Administrator

FROM: Katano Kasaine
Treasurer, Treasury Bureau

SUBJECT: General Obligation Bonds, Series
2017C Measure DD

DATE: November 14, 2016

City Administrator Approval

Christina Jefferson SBL

Date:

11/22/16

RECOMMENDATION

Staff is recommending that the City Council adopt:

Resolution Approving The Issuance And Sale Of Not To Exceed \$27,500,000 Aggregate Principal Amount Of City Of Oakland General Obligation Bonds (Series 2017C, Measure DD); Prescribing The Terms Of Sale Of Said Bonds; Approving The Form Of And Authorizing The Execution And Delivery Of A Fiscal Agent Agreement, Continuing Disclosure Certificate And Official Notice Of Sale; Approving The Form Of And Authorizing The Distribution Of A Preliminary Official Statement And Authorizing The Execution And Delivery Of An Official Statement; And Authorizing Necessary Actions Related Thereto

EXECUTIVE SUMMARY

The Oakland Trust for Clean Water and Safe Parks Program (known as "Measure DD") was implemented by the City in November 2002 upon receiving voter approval authorizing the City to issue \$198.2 million in general obligation bonds to preserve and acquire open space, renovate parks, provide educational and recreation facilities for children, clean up Lake Merritt and restore Oakland's creeks, waterfront and estuary. In August 2003, the City issued the first series of Measure DD bonds, the \$71,450,000 City of Oakland General Obligation Bonds (Series 2003A, Measure DD) ("Series 2003A"). In July 2009, the City issued the second series of Measure DD bonds, the \$64,545,000 City of Oakland General Obligation Bonds (Series 2009B, Measure DD) ("Series 2009B").

Issuance in 2017 of the third series, the City of Oakland, General Obligation Bonds (Series 2017C, Measure DD) ("Series 2017C"), will allow the City to continue work on approved Measure DD projects and proceed with executing new projects. The proposed resolution has been prepared authorizing and directing the sale of Series 2017C in an aggregate principal amount not to exceed \$27.5 million and levying an ad valorem tax for payment of debt service; approving the financing team; and authorizing all other actions in connection with issuing the bonds.

Item: 7
Finance Committee
December 6, 2016

BACKGROUND / LEGISLATIVE HISTORY

On November 5, 2002, more than two-thirds of the qualified voters of the City approved Measure DD authorizing the City to issue general obligation bonds in an amount not to exceed \$198,250,000 to provide project funding for the Oakland Trust for Clean Water and Safe Parks Program. Pursuant to the measure, the City received authorization to use bond proceeds to finance specific (i) Lake Merritt restoration and water quality improvements; (ii) estuary waterfront access, parks and clean up; (iii) Lake Merritt to estuary connection (Lake Merritt Channel); (iv) public recreation facilities; and (v) creeks and waterways restoration projects.

Subsequent to enacting Measure DD, on August 6, 2003, the City issued Series 2003A in the amount of \$71,450,000, the first of multiple series of bonds to provide funds to preserve and acquire open space, renovate parks, provide recreation facilities for children, make improvements related to Lake Merritt and restore Oakland's creeks. On July 30, 2009, the City issued the second series, Series 2009B in the amount of \$64,545,000. Issuance of the remaining \$62,255,000 in authorized bonds is determined by spending requisites.

ANALYSIS AND POLICY ALTERNATIVES

Approximately \$140 million (including interest monies) of Measure DD funds have been expended on approved Measure DD projects. Of the \$62.3 million in remaining Measure DD bond authorization, \$27.5 million is being proposed to be sold in January 2017 in order to provide the additional funding required to execute projects consistent with their projected timelines. The Series 2017C bonds will be sold through a competitive method of sale and will be awarded to the bidder with the lowest true interest cost to the City.

The proceeds from the Series 2017C bonds will be used to finance new and existing projects as shown in the table below.

Project Categories	Series 2017C Proposed Allocation
Lake Merritt Restoration and Water Quality	
Snow Park/Lakeside Green Street construction	\$5,355,000
Lake Merritt Water Quality design and construction	\$1,373,500
Lake Merritt Restoration and Access design and construction	\$1,863,750
Estuary Waterfront Access	
Estuary Park design	\$2,887,500
Waterfront Trail design acquisition and construction	\$6,510,000
Lake Merritt to Estuary Connection	
Lake Merritt Channel to Estuary Connection design	\$2,362,500
Lake Merritt Channel at 7th Street design	\$1,575,000
Lake Merritt Channel at 10th Street construction	\$2,100,000
Creeks and Waterways Restoration	
Creek Restoration design	\$1,417,500
Watershed Acquisition	\$1,055,250
Total	\$26,500,000

FISCAL IMPACT

The source of repayment of the Series 2017C bonds is an ad valorem property tax. The City is authorized to levy and collect annually each year an ad valorem tax in an amount sufficient to pay the principal and interest due on the bonds. Fees associated with the Series 2017C bond issuance will be paid from bond proceeds and contingent upon closing of the transaction.

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PUBLIC OUTREACH / INTEREST

This item did not require any additional public outreach other than the required posting on the City's website.

COORDINATION

Staff has coordinated with the Office of the City Attorney, Public Works Agency and the Budget Office in preparation for this report.

SUSTAINABLE OPPORTUNITIES

Economic: Measure DD projects provide construction jobs for local residents, enhance business and residential development opportunities along Oakland's waterfront, increase property values and improve the business climate around Lake Merritt, and promote Oakland's image as an environmentally sustainable and clean city, which boosts tourism, attracts new residents, and leads to job creation.

Environmental: Measure DD projects are at the forefront of environmentally sustainable design. LEED certification of buildings, energy efficient design, use of reclaimed water, daylighting and restoration of creeks, preservation of watershed lands, treatment of stormwater runoff and water quality improvements, creation of new wetlands, traffic calming, and promotion of pedestrian and bicycle use are all integral elements of the Measure DD program.

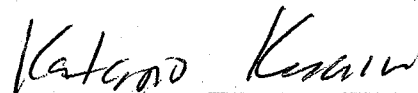
Social Equity: Implementation of Measure DD projects improves water quality and expands accessible parkland, trails, and open space City-wide.

ACTION REQUESTED OF THE CITY COUNCIL

Staff Recommends that the City Council Approve a resolution approving the issuance and sale of not to exceed \$27,500,000 aggregate principal amount of City of Oakland General Obligation Bonds (Series 2017C, Measure DD); prescribing the terms of sale of said bonds; approving the form of and authorizing the execution and delivery of a fiscal agent agreement, continuing disclosure certificate and Official notice of sale; approving the form of and authorizing the distribution of a preliminary official statement and authorizing the execution and delivery of an official statement; and authorizing necessary actions related thereto.

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

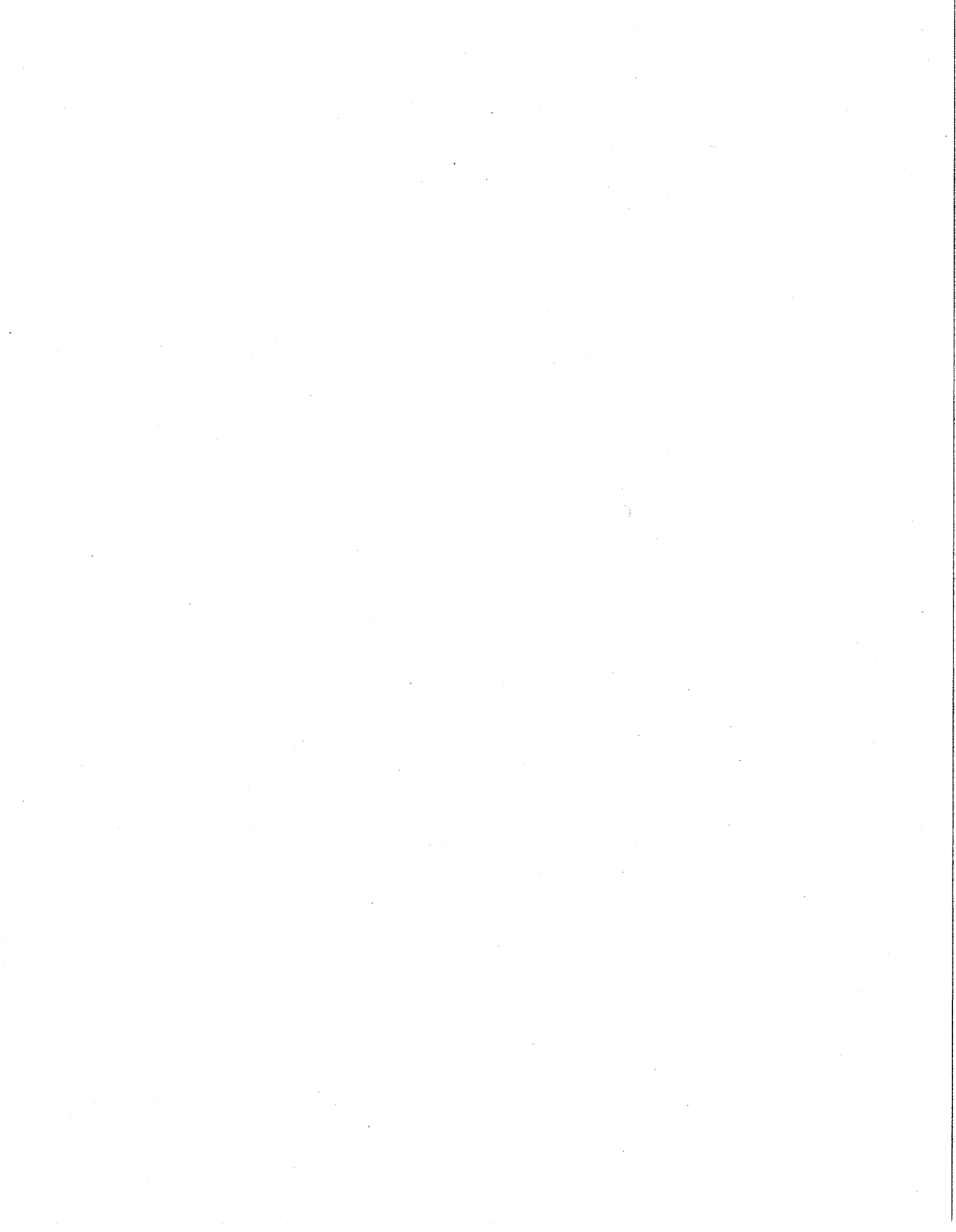
Respectfully submitted,



KATANO KASAINÉ
Treasurer, Treasury Bureau

Reviewed by:
David Jones, Assistant Controller
Treasury Bureau

Prepared by:
Dawn Hort, Principal Financial Analyst
Treasury Bureau



OAKLAND CITY COUNCIL 2016 NOV 22 PM 1:57

RESOLUTION NO. _____ C.M.S.

RESOLUTION APPROVING THE ISSUANCE AND SALE OF NOT TO EXCEED \$27,500,000 AGGREGATE PRINCIPAL AMOUNT OF CITY OF OAKLAND GENERAL OBLIGATION BONDS (SERIES 2017C, MEASURE DD); PRESCRIBING THE TERMS OF SALE OF SAID BONDS; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A FISCAL AGENT AGREEMENT, CONTINUING DISCLOSURE CERTIFICATE AND OFFICIAL NOTICE OF SALE; APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; AND AUTHORIZING NECESSARY ACTIONS RELATED THERETO

WHEREAS, the City Council enacted Ordinance No. 12435 C.M.S. on July 23, 2002 (the "Ordinance");

WHEREAS, the Ordinance ordered the submission of a ballot measure ("Measure DD") to incur bonded indebtedness in an amount not to exceed \$198,250,000 to provide funds for the provision of educational and recreational facilities for children, clean up of Lake Merritt, improvement of water quality, restoration of the City's creeks, waterfront and estuary, acquisition and preservation of open space, renovation of parks, provision of safe public spaces and provision of matching funds to qualify for state and federal funding; and

WHEREAS, Measure DD was approved by more than two-thirds of the qualified voters of the City on November 5, 2002; and

WHEREAS, the provisions of the Constitution of the State of California, Article 1 of Chapter 4 of Division 4 of Title 4 (commencing with Section 43600) of the Government Code of the State of California and other applicable laws of the State of California (the "Bond Act") authorize local governments to issue bonds secured by a levy of ad valorem taxes; and

WHEREAS, this City Council intends to issue City of Oakland General Obligation Bonds (Series 2017C, Measure DD) (the "Bonds") for the purposes set forth above; and

WHEREAS, there have been submitted and are on file with the Clerk of this City Council (the "Clerk") proposed forms of a fiscal agent agreement, tentatively dated as of January 1, 2017 (the "Fiscal Agent Agreement"), by and between the City and the fiscal agent named therein; the Official Notice of Sale (the "Official Notice of Sale"); a Continuing Disclosure Certificate, dated the date of issuance and delivery of the Bonds (the "Continuing Disclosure Certificate"); and an official statement (the "Official Statement"), all with respect to the Bonds proposed to be issued and sold; now, therefore be it

7

RESOLVED: By the City Council of the City of Oakland as follows:

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Oakland as follows:

Section 1. Recitals. All of the above recitals are true and correct.

Section 2. Authorization of Bonds. This City Council hereby approves the issuance and sale of one or more series of bonds of the City designated as the "City of Oakland General Obligation Bonds (Series 2017C, Measure DD)" (hereinafter referred to as the "Bonds") in an aggregate principal amount not to exceed twenty-seven million five hundred thousand dollars (\$27,500,000), which amount shall be finally determined by the City Administrator or the Treasurer or such other officer of the City designated by the City Administrator or the Treasurer in writing (each such officer being hereinafter referred to as an "Authorized Representative").

Section 3. Terms of the Bonds. The aggregate principal amount of Bonds, the date thereof, the maturity dates, principal amounts and annual rates of interest of each maturity thereof, the initial and semiannual interest payment dates thereof, and the terms of optional and mandatory sinking fund redemption thereof, shall be as specified in the Fiscal Agent Agreement as executed by an Authorized Representative.

Section 4. Tax Levy. For the purpose of paying principal of and interest on the Bonds, the City Council shall, at the time of making the general tax levy after incurring the bonded indebtedness, and annually thereafter until the Bonds are paid or until there is a sum in the treasury of the City set apart for that purpose sufficient to meet all payments of principal and interest on the Bonds as they become due, levy and collect a tax sufficient to pay the interest on the Bonds and such part of the principal as will become due before the proceeds of a tax levied at the next general tax levy will be available; provided, however, that if it is expected that all or any part of the Bonds will be sold at such time that the principal of or interest on such Bonds will become due before the proceeds of a tax levied after such sale would be available to pay such principal or interest, the City Council, at the time of fixing the annual tax levy, may levy a tax in an amount clearly sufficient to pay that portion of the principal of and interest on the Bonds which it is expected will become due before the proceeds of the next succeeding tax levy will be available. Such taxes shall be levied and collected as other City taxes and shall be in addition to all other taxes and shall be used only for payment of the principal of the Bonds and interest thereon. Said taxes as collected shall be forthwith paid into the fund for which the same were levied and collected and which shall be designated the "City of Oakland General Obligation Bonds (Series 2017C, Measure DD) Debt Service Fund" (the "Debt Service Fund"), and all sums to become due for the principal of and interest on the Bonds shall be paid from such Debt Service Fund.

When all of the principal of and interest on the Bonds shall have been paid, any balance of money then remaining in said Debt Service Fund shall be transferred to the general fund of the City.

Section 5. Authorization of Sale and Award of Bid. The Treasurer is hereby authorized and directed to establish a date, time and place to receive bids for the purchase of the

Bonds as described in and subject to the terms and conditions of the Official Notice of Sale (described below). The Treasurer is authorized to receive bids for the purchase of the Bonds, and to award such Bonds to the bidder whose responsible bid for the Bonds results in the lowest true interest cost to the City (the "Original Purchaser"), all in accordance with and determined by the procedures described in the Official Notice of Sale, as approved by the Treasurer.

Section 6. Fiscal Agent Agreement. The form of the Fiscal Agent Agreement, by and between the City and a financial institution to be selected by the Treasurer through a competitive process, in substantially the form on file with the Clerk, is hereby approved and authorized. Any Authorized Representative is hereby authorized and directed to execute and deliver an instrument in substantially said form, completed with terms as shall be agreed to by the Authorized Representative in accordance with this Resolution, and with such other additions, changes or modifications therein as the Authorized Representative, upon consultation with legal counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. Official Notice of Sale. The form of Official Notice of Sale, in substantially the form on file with the Clerk, is hereby approved and authorized with such other additions, changes or modifications therein as any Authorized Representative, upon consultation with legal counsel, may require or approve, including, but not limited to the bidding platform used for the competitive sale of the Bonds.

Section 8. Official Statement. The form of Official Statement relating to the Bonds, in substantially the form on file with the Clerk, is hereby approved, with such changes, additions and modifications therein as any Authorized Representative, upon consultation with legal counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. Any Authorized Representative is hereby authorized to certify that the preliminary form of the Official Statement was deemed final as of its date within the meaning of Rule 15c2-12 (the "Rule") promulgated under the Securities Exchange Act of 1934 (except for the omission of certain final pricing, rating and related information as permitted by the Rule). Any Authorized Representative is hereby authorized and directed to sign the Official Statement in its final form, including the final pricing information, and to furnish the Original Purchaser with copies thereof, and the Original Purchaser is hereby authorized and directed to deliver copies of such Official Statement in final form to subsequent purchasers of the Bonds.

Section 9. Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate, in substantially the form on file with the Clerk, is hereby approved and authorized. Any Authorized Representative is hereby authorized to execute an instrument in substantially said form, completed with terms as shall be agreed to by the Authorized Representative in accordance with this Resolution, and with such additions, changes or modifications therein as the Authorized Representative, upon consultation with legal counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of such Continuing Disclosure Certificate as finally executed and delivered.

Section 10. Appointment of Bond Counsel, Disclosure Counsel and Municipal Advisor. The City Council hereby acknowledges the appointments by the City Attorney of

Orrick, Herrington & Sutcliffe LLP, as bond counsel ("Bond Counsel"), and the Law Office of Alexis S.M. Chiu, as disclosure counsel ("Disclosure Counsel"). The selection by the Treasurer of FirstSouthwest, a Division of Hilltop Securities, as municipal advisor ("Municipal Advisor") with respect to the Bonds, is hereby reaffirmed.

Section 11. Authorization of Further Actions. (a) Bond Counsel, Disclosure Counsel, the Municipal Advisor and appropriate City officials are hereby authorized and directed to continue to prepare the necessary legal documents to accomplish said financing and the other transactions authorized herein, and to take any and all necessary actions in connection therewith.

(b) The officers and employees of the City are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized, and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. Each Authorized Representative is hereby authorized and directed to execute and deliver any and all notices, certificates and representations, including signature certificates, no-litigation certificates, tax certificates, certificates relating to continuing disclosure obligations, notices to the California Debt and Investment Advisory Commission, and certificates concerning the Official Statement describing the Bonds, and to enter into such agreements or contracts, including as may be necessary to obtain bond insurance with respect to the Bonds, fiscal agent services, or other services with respect to the Bonds, as such officers deem necessary and desirable to accomplish the purposes of this Resolution.

Section 12. Reimbursement. The City Council hereby authorizes reimbursement of expenditures with respect to the Project and, for purposes of establishing compliance with Section 1.150-2 of the Treasury Regulations, hereby declares the City's intent to reimburse the City with the proceeds of the Bonds for expenditures with respect to the Project.

Section 13. Ratification of Actions. All actions heretofore taken by the officers and agents of the City with respect to the sale, execution and delivery of the Bonds, and the other transactions authorized and contemplated herein, are hereby approved, confirmed and ratified.

Section 14. Effective Date. This Resolution shall take effect immediately from and after its adoption.

In Council, Oakland, California, _____, 2016.

PASSED BY THE FOLLOWING VOTE:

AYES: BROOKS, CAMPBELL-WASHINGTON, GALLO, GUILLEN, KALB, KAPLAN, REID AND PRESIDENT GIBSON MCELHANEY

NOES:

ABSENT:

ABSTENTION:

ATTEST:

LA TONDA SIMMONS
City Clerk and Clerk of the City Council
City of Oakland, California

CERTIFICATE OF THE CITY CLERK

I, La Tonda Simmons, City Clerk and Clerk of the City Council of the City of Oakland (the "City"), hereby certify that the foregoing is a full, true and correct copy of Resolution No. ____, duly adopted at a meeting of the City Council of the City duly and regularly held on _____, of which meeting all of said City Council had due notice.

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a true, complete and correct copy of the original resolution duly adopted at said meeting and entered in said minutes; and that said resolution has not been modified, amended, rescinded or revoked except as provided in such resolution in any manner since the date of their adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate this ____ day of _____, 2016.

LA TONDA SIMMONS
City Clerk and Clerk of the City Council
City of Oakland, California