

RESOLUTION R2022-__

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF NAPA, STATE OF CALIFORNIA, (A) APPROVING THE ISSUANCE BY THE CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF NOT TO EXCEED \$20,000,000 AGGREGATE PRINCIPAL AMOUNT OF THE AUTHORITY'S REVENUE OBLIGATIONS FOR THE PURPOSE OF FINANCING, REFINANCING, AND/OR REIMBURSING THE COST OF ACQUISITION, CONSTRUCTION, RENOVATION, IMPROVEMENT AND EQUIPPING EDUCATIONAL FACILITIES FOR THE BENEFIT OF BLUE OAK SCHOOL AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED; AND (B) DETERMINING THE ACTIONS AUTHORIZED BY THIS RESOLUTION WERE ADEQUATELY ANALYZED BY A PREVIOUS CEQA ACTION

WHEREAS, Blue Oak School, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California (the "Borrower") and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), has submitted, and the California Enterprise Development Authority (the "Authority") has accepted, an application requesting the Authority to issue, from time to time, pursuant to a plan of finance, of one or more series of its tax-exempt bonds, notes, loan obligations or other evidence of indebtedness, in an amount not to exceed \$20,000,000 (the "Obligations") for the benefit of the Borrower pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State (commencing with Section 6500), as amended (the "Act"); and

WHEREAS, the proceeds of the Obligations will be used to (a) finance, refinance and/or reimburse to the Borrower for the cost of acquisition, construction, renovation, improvement and/or equipping of certain school facilities and associated infrastructure including, but not limited to, a middle school building consisting of classrooms, a gymnasium, school administrative offices, and other improvements to the Borrower's educational campus, all of which projects are, or will be, located at 1436 Polk Street, 1461 Polk Street, 1455 Polk Street, 1526 Clay Street, 1584 Clay Street and 1120 Seminary Street, Napa, California 94559 (collectively, the "Facilities") and related working capital; (b) fund a debt service reserve fund and certain interest related to the Obligations; and (c) pay certain financing and other costs incurred in connection with the issuance of the Obligations (collectively, the "Project").

WHEREAS, the interest on the Obligations may qualify for tax exemption under Section 103 of the Code only if the Obligations are approved pursuant to the public approval requirement of Section 147(f) of the Code; and

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WHEREAS, the Facilities are, or will be, owned and operated by the Borrower within the territorial limits of the City of Napa, State of California (the "City"), and the City Council of the City of Napa (the "City Council") is the elected legislative body of the City and is the applicable elected representative required to approve the issuance of the Obligations within the meaning of Section 147(f) of the Code; and

WHEREAS, the City is an Associate Member of the Authority and is eligible to participate in the Authority's financing programs; and

WHEREAS, the Authority and the Borrower have requested that the City Council approve the issuance of the Obligations by the Authority in order to satisfy the public approval requirements of Section 147(f) of the Code; and

WHEREAS, the Facilities will provide significant benefits to the City's residents through the educational services provided by the Borrower and the Facilities will also create and retain employment opportunities for the City's residents; and

WHEREAS, the Authority's issuance of the Obligations will result in a more economical and efficient issuance process because of the Authority's expertise in the issuance of conduit revenue obligations; and

WHEREAS, it is intended that this Resolution shall comply with the public approval requirements of Section 147(f) of the Code; *provided, however*, that this Resolution is neither intended to nor shall it constitute an approval by the City Council of the Facilities for any other purpose; and

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

WHEREAS, the City Council has considered all information related to this matter, as presented at the public meetings of the City Council identified herein, including any supporting reports by City Staff, and any information provided during public meetings.

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

1. The City Council hereby finds that the facts set forth in the recitals to this Resolution are true and correct, and establish the factual basis for the City Council's adoption of this Resolution.
2. The City Council hereby determines that the potential environmental effects of the actions approved by this resolution were adequately addressed by the Initial Study/Addendum for the Blue Oak Middle School Project ("Addendum") approved by the Planning Commission on July 16, 2020, which was prepared as an

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addendum to the Downtown Napa Specific Plan Environmental Impact Report (SCH#20100042043) certified by the City Council by Resolution No. R2012-54 (“DNSP EIR”) pursuant to CEQA Guidelines Section 15164. Since the potential environmental impacts of the Project were adequately analyzed and addressed by the DNSP EIR, no further environmental review is required pursuant to CEQA Guidelines Sections 15162, 15164, and 15168.

3. The City Council hereby approves the issuance by the Authority of the Obligations relating to the Project in an amount not to exceed \$20,000,000, which Obligations may be tax-exempt and/or taxable as approved by the Authority in its resolution, and the related plan of financing with the Borrower with respect to the Obligations relating to the Project. This resolution shall constitute approval of the issuance of the Obligations within the meaning of Section 147(f) of the Code and shall constitute the approval of the issuance of the Obligations within the meaning of the Act. The City shall not bear any responsibility for the tax-exempt status of the Obligations, the repayment of the Obligations or any other matter related to the Obligations.

4. The adoption of this Resolution shall not obligate the City or any department thereof to (i) provide any financing or refinancing for the Facilities; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the design, construction, renovation, remodeling, installation, equipping, furnishing or operation of the Facilities; (iii) make any contribution or advance any funds whatsoever to the Authority; or (iv) take any further action with respect to the Authority or its membership therein.

5. All actions heretofore taken by the officers, employees and agents of the City with respect to the approval of the Obligations are hereby approved, confirmed and ratified, and the officers and employees of the City and their authorized deputies and agents are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates and documents which they or special counsel may deem necessary or advisable in order to effectuate the purposes of this Resolution.

6. This Resolution shall take effect immediately upon its adoption.

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I HEREBY CERTIFY that the foregoing Resolution was duly adopted by the City Council of the City of Napa at a public meeting of said City Council held on the 18th day of October, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST: _____
Tiffany Carranza
City Clerk

Approved as to form:

Michael W. Barrett
City Attorney