

CITY OF MOUNTAIN VIEW
RESOLUTION NO.
SERIES 20__

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MOUNTAIN VIEW FINDING THAT THE ISSUANCE OF THE LEASE REVENUE BONDS WILL RESULT IN SIGNIFICANT PUBLIC BENEFITS; DECLARING THE INTENTION TO REIMBURSE EXPENDITURES ON THE PUBLIC SAFETY BUILDING PROJECT MADE PRIOR TO ISSUANCE OF THE LEASE REVENUE BONDS; APPROVING THE ISSUANCE AND SALE OF THE LEASE REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$140,000,000; APPROVING RELATED DOCUMENTS, INCLUDING A SITE LEASE, LEASE AGREEMENT, BOND PURCHASE AGREEMENT AND CONTINUING DISCLOSURE CERTIFICATE; APPROVING A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT AND A FINAL OFFICIAL STATEMENT; APPOINTING BOND COUNSEL, DISCLOSURE COUNSEL AND MUNICIPAL ADVISOR IN CONNECTION WITH THE LEASE REVENUE BONDS; AND AUTHORIZING OFFICIAL ACTIONS

WHEREAS, the City of Mountain View (the "City") wishes to finance the demolition of the existing Mountain View Police Department building located at 1000 Villa Street in the City's Public Facility District, and the acquisition and construction of a Public Safety Building, also to be located at 1000 Villa Street (the "Project"); and

WHEREAS, the City and the Mountain View Shoreline Regional Park Community (the "Shoreline Community") are parties to a Joint Exercise of Powers Agreement, dated as of February 25, 1992 (the "Joint Powers Agreement"), pursuant to which the City of Mountain View Capital Improvements Financing Authority (the "Authority") was established as a joint exercise of powers authority under the Joint Exercise of Powers Act (California Government Code §6500 et seq.) for the purpose of providing assistance with financings that are authorized under the Joint Exercise of Powers Act; and

WHEREAS, the City has proposed to lease to the Authority the land and improvements constituting (i) the City Hall, the Public Library, the Center for Performing Arts, the Civic Center Parking Garage and Pioneer Memorial Park ("Civic Center Parcels") and (ii) the existing Police Station (which will be demolished upon completion of the acquisition and construction of the Public Safety Building) and the Public Safety Building (the "Leased Property") under a Site Lease (the "Site Lease"), in consideration of the payment by the Authority of an upfront rental payment (the "Site Lease Payment") that is sufficient to provide funds to finance the Project; and

WHEREAS, in order to raise funds to pay the Site Lease Payment, the Authority proposes to issue and sell its City of Mountain View Capital Improvements Financing Authority Lease Revenue Bonds, Series 2026 (Public Safety Building Project) (the "Bonds") under Article 4 of the Joint Exercise of Powers Act (the "Bond Law"); and

WHEREAS, in order to secure the payments of principal of and interest on the Bonds, the Authority proposes to lease the Leased Property back to the City under a Lease Agreement (the "Lease Agreement"), under which the City is obligated to pay semiannual lease payments (the "Lease Payments") as rental for the Leased Property, and, pursuant to an Assignment Agreement (the "Assignment Agreement"), the Authority will assign substantially all of its rights under the Lease Agreement to U.S. Bank Trust Company, National Association, as trustee for the Bonds (the "Trustee"); and

WHEREAS, there has been submitted to the City Council a form of preliminary Official Statement in connection with the marketing of the Bonds and the City Council, with the aid of its staff, has reviewed the preliminary Official Statement to assure proper disclosure of all material facts relating to the Bonds that are in the personal knowledge of the members of the City Council and the City staff; and

WHEREAS, the Authority and the City propose to sell the Bonds to Stifel, Nicolaus & Company, Inc., on behalf of itself and as representative of Morgan Stanley (the "Underwriter") pursuant to a Bond Purchase Agreement (the "Bond Purchase Agreement") among the City, the Authority and the Underwriter, the form of which is on file with the City Clerk; and

WHEREAS, in order to assist the Underwriter in complying with Rule 15c2-12 of the Securities and Exchange Commission, the City will undertake certain continuing disclosure obligations with respect to the Bonds pursuant to a continuing disclosure certificate to be executed by the City (the "Continuing Disclosure Certificate"), the form of which is on file with the City Clerk; and

WHEREAS, United States Income Tax Regulations section 1.150-2 provides generally that proceeds of tax-exempt debt are not deemed to be expended when such proceeds are used for reimbursement of expenditures made prior to the date of issuance of such debt unless certain procedures are followed, one of which is a requirement that (with certain exceptions), prior to the payment of any such expenditure, the issuer declares an intention to reimburse such expenditure; and

WHEREAS, in order to comply with California Government Code Section 5852.1, certain information relating to the Bonds is set forth in Appendix A attached to this Resolution, and such information is hereby disclosed and made public; and

WHEREAS, as a condition precedent to the issuance of the Bonds, Section 6586.5 of the California Government Code requires that the City approve the Authority's issuance of the Bonds and make certain findings, and Section 6586.5 further requires that the City give the approval and make the findings only after holding a noticed public hearing; and

WHEREAS, as required by Section 6586.5, the City has caused publication of a notice of a public hearing once at least five days prior to the hearing in a newspaper of general circulation in the City; and

WHEREAS, on the date hereof, the City Council held a public hearing at which all interested persons were provided the opportunity to speak on the subject of the proposed issuance of Bonds by the Authority to provide financing for the Project; and

WHEREAS, the City Council wishes at this time to approve all proceedings to which it is a party relating to the issuance and sale of the Bonds; now, therefore, be it

RESOLVED by the City Council of the City of Mountain View as follows:

1. **Recitals.** The foregoing recitals are true and correct.
2. **Findings.**

(a) Pursuant to California Government Code Section 6586.5, and based on the information provided to the City Council by City staff and consultants, all as set forth in the proceedings and documents providing for the issuance and delivery of the Bonds, the City Council hereby finds and determines that the issuance of the Bonds and the transactions related thereto will result in significant public benefits within the contemplation of California Government Code Section 6586, namely, demonstrable savings in bond preparation, bond underwriting and bond issuance costs.

(b) The City Council hereby finds that the fair rental value of the Leased Property is equal to or greater than the Lease Payments to be paid by the City under the Lease Agreement. The City Council further hereby finds that the real property and improvements constituting the existing Police Station will be substantially available for use and occupancy by the City during construction of the Public Safety Building, and that the real property and improvements constituting the Public Safety Building will be substantially available for use and occupancy by the City during demolition of the Police Station.

(c) The City hereby declares that it reasonably expects (i) to pay certain costs of the Project prior to the date of issuance of the Bonds and (ii) to use a portion of the proceeds of the Bonds for reimbursement of expenditures for the Project that are paid before the date of issuance of the Bonds.

3. **Issuance of Bonds.** The City Council hereby approves the issuance of the Bonds by the Authority under the Bond Law in the maximum principal amount set forth in Section 5, for the purpose of providing funds to finance the Project.

4. **Approval of Related Financing Agreements.** The City Council hereby approves each of the following agreements required for the issuance and sale of the Bonds, in substantially the respective forms on file with the City Clerk together with any changes therein or additions thereto deemed advisable by the Mayor, Vice-Mayor, City Manager, Administrative Services Director or an authorized representative thereof (each, an "Authorized Officer"); execution of the agreements by an Authorized Officer shall be conclusive evidence of the approval of any such changes or additions. An Authorized Officer, acting alone, is hereby authorized and directed for and on behalf of the City to execute, and the City Clerk is hereby authorized and directed to attest, if applicable, the final form of each such agreement, as follows:

- Site Lease, between the City as lessor and the Authority as lessee, under which the City leases the Leased Property to the Authority in consideration

of the payment of an amount which will be applied by the Authority to finance the Project.

- Lease Agreement, between the Authority as lessor and the City as lessee, under which the Authority leases the Leased Property back to the City and the City agrees to pay semiannual lease payments which are sufficient to provide revenues with which to pay principal of and interest on the Bonds when due.
- Bond Purchase Agreement, among the City, the Authority and the Underwriter, which establishes the terms under which the Underwriter will purchase the Bonds from the Authority.
- Continuing Disclosure Certificate, to be executed by the City for the purpose of providing continuing disclosure to owners of the Bonds.

The City Council hereby authorizes the delivery and performance of each of the foregoing agreements.

5. **Negotiated Sale of Bonds.** The City Council hereby approves the sale of the Bonds by the Authority to the Underwriter pursuant to the terms and provisions of the Bond Purchase Agreement, provided that the aggregate principal amount of the Bonds may not exceed \$140,000,000, the true interest cost may not exceed 5.0% and the underwriter's discount (exclusive of any original issue discount) may not exceed 0.5%.

6. **Official Statement.** The City Council hereby approves the preliminary Official Statement describing the Bonds in substantially the form on file with the City Clerk. An Authorized Officer is hereby authorized and directed to approve any changes in or additions to the preliminary Official Statement and to execute an appropriate certificate stating the Authorized Officer's determination that the preliminary Official Statement (together with any changes therein or additions thereto) has been deemed final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934. Distribution of the preliminary Official Statement by the Underwriter is hereby approved. An Authorized Officer is hereby authorized and directed to approve any changes in or additions to a final form of said Official Statement, and the execution thereof by the Authorized Officer shall be conclusive evidence of approval of any such changes and additions. The City Council hereby authorizes the distribution of the final Official Statement by the Underwriter. The final Official Statement shall be executed on behalf of the City by an Authorized Officer.

7. **California Environmental Quality Act.** On November 4, 2025, pursuant to Resolution No. 19046, the City Council certified that the final environmental impact report for the Project (the "Final EIR") had been completed in accordance with the California Environmental Quality Act ("CEQA"), adopted the Mitigation Monitoring and Reporting Program, CEQA findings related to the Project, and a Statement of Overriding Consideration, and certified that the Final EIR was adequate to support approval of the Project.

8. **Investment of Bond Proceeds.** The Authorized Officers, acting alone, are authorized and directed on behalf of the City to provide for investment of the proceeds of the

Bonds held by the Trustee under the Indenture. In accordance with Section 1.1 of the City's Investment Policy, proceeds of the Bonds held by the Trustee will be invested in "Permitted Investments," as defined in the Indenture, and are not subject to the City's Investment Policy.

9. **Official Actions.** The Authorized Officers, the City Clerk and all other officers of the City are each authorized and directed on behalf of the City to make any and all leases, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance or termination, warrants and other documents, which they or any of them deem necessary or appropriate in order to consummate any of the transactions contemplated by the agreements and documents approved under this Resolution, including any agreements required to purchase a debt service reserve fund insurance policy or a municipal bond insurance policy. An Authorized Officer may revise the identity of the Leased Property as necessary in order to accomplish the purposes of this Resolution. 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.

10. **Approval of Professional Services.** The City Council hereby appoints the firm of Jones Hall LLP, as bond counsel and disclosure counsel to the City in connection with the issuance of the Bonds, and the City Attorney is authorized to execute an agreement with said firm in substantially the form of the agreement on file with the City Clerk.

The City Council hereby appoints the firms of Urban Futures Incorporated, as municipal advisor to the City in connection with the issuance of the Bonds, and the Administrative Services Director is authorized to execute an agreement with said firm in substantially the form of the agreement on file with the City Clerk.

11. **Effective Date.** This Resolution shall take effect immediately upon its passage and adoption.

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APPENDIX A

California Government Code Section 5852.1 Disclosure

The following information consists of estimates that have been provided in good faith by the Municipal Advisor:

(A) True Interest Cost of the Bonds: 4.36%

(B) Finance Charge of the Bonds (Sum of all fees/charges paid to third parties, but excluding potential bond insurance or debt service reserve fund insurance premiums): \$798,821

(C) Net Proceeds to be Received (net of finance charges, reserves and capitalized interest, if any): \$138,000,000

(D) Total Payment Amount Through Maturity: \$250,216,797

The foregoing estimates constitute good faith estimates only. The principal amount of the Bonds, the true interest cost of the Bonds, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the City's financing plan, or a combination of such factors. The actual date of sale of the Bonds and the actual principal amount of Bonds sold will be determined by the City based on the timing of the need for proceeds of the Bonds and other factors. The actual interest rates borne by the Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the City.