

# Agenda Report

**TO:** Pasadena Public Financing Authority      **DATE:** August 14, 2006

**FROM:** Executive Director

**SUBJECT:** RESOLUTION OF THE CITY OF PASADENA PUBLIC FINANCING AUTHORITY APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND SUPPLEMENTAL TRUST AGREEMENT, A SUPPLEMENTAL NO.2 TO LEASE, A SUPPLEMENTAL NO. 2 TO SUBLEASE AND APPROVING OTHER RELATED DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

## **RECOMMENDATION**

It is recommended that the Pasadena Public Financing Authority adopt a Resolution approving the form of and authorizing the execution and delivery of a second Supplemental Trust Agreement, a Supplemental No. 2 to Lease, a Supplemental No. 2 to Sublease and approving other related documents and actions in connection therewith.

## **BACKGROUND**

On July 17, 2006, the City Council approved the Pasadena Conference Center expansion project and the financing plan and directed staff to take the necessary actions and proceed with the documentation related to the issuance of the financing of the project.

## **Project Outline**

The planned expansion includes a 60,000 sq. ft. exhibit hall divisible into two sections and a 25,000 sq. ft. ballroom divisible into eight sections at street level on the west side of the Civic Auditorium. The spaces are adjacent to each other and can be combined to create a single space of 85,000 sq. ft. The exhibit hall and ballroom are wrapped by pre-function and lobby area in order to accommodate registration and other necessary services. The exhibit hall and ballroom will be supported by a new subterranean loading/parking area that includes seven dock slips and space for the largest trucks to maneuver. A new 7,500 sq. ft. kitchen will also be constructed on the lower level. The loading and kitchen area will be connected to the exhibit hall and ballroom by five service elevators. The existing conference building on the east side of the Civic Auditorium will be retained and a suite of administrative offices will be added to the building along the Green St. and Euclid Ave. frontage. The exterior design, which was developed through an inclusive community based process, is historically referenced and is complimentary to the existing Civic Auditorium by using similar materials and colors. The plaza area in front of the Civic Auditorium will be restored to its original 1931 configuration and will be flanked by prominent entry lobbies to the exhibit hall/ballroom building on the west and the conference building on the east. One level of parking added to the east side of the project south of the conference building, by using the existing plaza level slab.

## **The Financing**

Staff proposes to finance the project through issuance of Certificates of Participation (COPs). It is estimated that the issue size will be approximately \$163.5 million. Rather than issuing conventional fixed rate COPs, the City will issue Capital Appreciation Bonds for \$28 million and create a "synthetic" fixed rate obligation for the remaining \$135.5 million of the bond issue by issuing variable rate COPs and then entering into a SWAP transaction. The swap will have the net effect of converting the City's variable rate debt service obligation to a fixed rate debt obligation at an interest rate that is more favorable than if the City had issued traditional fixed rate debt from the outset. While the savings from the SWAP cannot be projected with complete accuracy, in today's market, the City can expect to lower its borrowing cost by 50 basis points (0.5%) or more by structuring synthetic fixed rate debt compared to issuing traditional fixed rate bonds.

The floating-to-fix rate swap agreement can be negotiated with a single provider (usually the underwriter of the associated variable rate bonds) or the swap can be competitively bid to a broader group of potential counterparties. The proposed plan of finance for the Pasadena Conference Center expansion project calls for the competitive bidding of the swap. On July 31, 2006, the City Council

adopted a Resolution authorizing the entry into an interest rate swap transaction related to the Conference Center financing.

On August 4, 2006, the City entered into the Swap with Depfa Bank plc (the "Counterparty") and locked in the fixed interest rate on the COPs. The Swap was entered into in anticipation of the execution and delivery of the City of Pasadena COPs Series 2006B on September 7, 2006. Under the Swap, the City will make payments to the Counterparty based on application of a fixed rate of 3.536% and the Counterparty will make payments to the City based on 64% of LIBOR index. The Swap is to be effective on September 18, 2006, and will terminate on February 1, 2034.

The City Council is currently being asked to approve the bond documents to complete the financing.

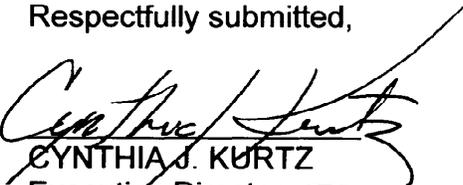
**FISCAL IMPACT**

The total amount of the Certificates of Participation will be approximately \$163.5 million. The COPs will be issued in two series. The 2006A Series will be approximately \$28 million and will be sold as Capital Appreciation Certificates. The 2006B Series will be approximately \$135.5 million and will be sold as Auction Rate Certificates. It is estimated that the proceeds of the bonds will be used in the following manner:

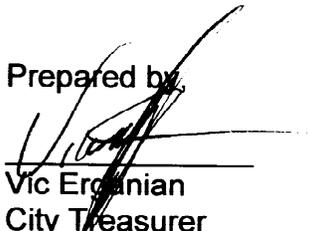
Deposit to project Construction Fund	\$135,865,028
Deposit to Capitalized Interest Fund	11,421,352
Deposit to Debt Service Reserve Fund	13,608,801
Bond Insurance premium	1,371,767
Underwriter's Discount and Fees	854,212
Cost of Issuance	<u>375,000</u>
Total	163,496,160

It is estimated that in today's interest rate environment, the True Interest Cost of the financing will be approximately 4.06%. The annual debt service on the COPs is estimated at \$5.4 million in year 2010 and will gradually increase to \$16 million in year 2035. The debt service is structured so that the projected net operating income of the Conference Center provides at all times a debt service coverage ratio of 120%.

Respectfully submitted,

  
CYNTHIA J. KURTZ  
Executive Director

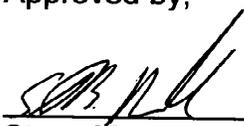
Prepared by,



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Vic Erganian  
City Treasurer

Approved by,



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Steve Mermell  
Acting Authority Treasurer

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE PASADENA PUBLIC FINANCING AUTHORITY APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND SUPPLEMENTAL TRUST AGREEMENT, A SUPPLEMENT NO. 2 TO LEASE, A SUPPLEMENT NO. 2 TO SUBLEASE AND APPROVING OTHER RELATED DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

WHEREAS, in 1993, the City of Pasadena (the "City") financed and refinanced the acquisition and construction of certain public facilities and capital improvements through the sale and delivery of City of Pasadena 1993 Certificates of Participation (Refunding and Capital Projects) (the "1993 Certificates"), executed and delivered pursuant to a Trust Agreement, dated as of January 1, 1994 (the "1993 Trust Agreement"), by and among The Bank of New York Trust Company, N.A., as successor trustee (the "Trustee"), the Pasadena Civic Improvement Corporation (the "Corporation"), the obligations of which have been assumed by the Pasadena Public Financing Authority (the "Authority") as described below, and the City;

WHEREAS, the City leased certain real property, and the improvements thereto (the "1993 Property") to the Corporation pursuant to an Amended and Restated Lease, dated as of January 1, 1994 (the "1993 Lease"), and the City subleased the 1993 Property back from the Corporation pursuant to an Amended and Restated Sublease, dated as of January 1, 1994 (the "1993 Sublease");

WHEREAS, all rights to receive base rental payments payable by the City under the 1993 Sublease were assigned without recourse by the Corporation to the Trustee, pursuant to an Assignment Agreement, dated as of January 1, 1994 (the "1993 Assignment Agreement");

WHEREAS, in 1996, the City financed the acquisition and construction of certain public facilities and capital improvements (the "1996 Project"), through the sale and delivery of City of Pasadena 1996 Certificates of Participation (Multi-Purpose Projects) (the "1996 Certificates") executed and delivered pursuant to a Trust Agreement, dated as of March 1, 1996 (the "1996 Trust Agreement"), by and among the Trustee, the Corporation and the City;

WHEREAS, in connection with the financing of the 1996 Project, the City and the Corporation added to the property leased under the 1993 Lease and 1993 Sublease certain real property and the improvements thereto pursuant to a Lease, dated as of March 1, 1996, constituting an amendment to the 1993 Lease (as amended, the "1996 Lease"), and a Sublease, dated as of March 1, 1996, constituting an amendment to the 1993 Sublease (as amended, the "1996 Sublease");

WHEREAS, all rights to receive base rental payments payable by the City under the 1996 Sublease were assigned without recourse by the Corporation to the Trustee, pursuant to an Assignment Agreement, dated as of March 1, 1996 (the "1996 Assignment Agreement");

WHEREAS, the City, the Corporation and the Authority have entered into an Assignment, Assumption and Consent Agreement, whereby the Corporation assigned to the Authority, with the consent of the City, all of its right, title and interest in, and its obligations

under, and with respect to, the 1993 Lease, the 1993 Sublease, the 1993 Trust Agreement, the 1993 Assignment Agreement, the 1996 Lease, the 1996 Sublease, the 1996 Trust Agreement and the 1996 Assignment Agreement, and all other agreements and instruments executed by the Corporation, and property leased, in connection with the execution and delivery of the 1993 Certificates and the 1996 Certificates;

WHEREAS, in 2003, the City financed a portion of the costs of renovation of Pasadena City Hall and certain other public improvements (the "2003 Project") through the sale and delivery of City of Pasadena 2003 Variable Rate Demand Certificates of Participation (City Hall and Park Improvement Projects) (the "2003 Certificates"), executed and delivered pursuant to the Amended and Restated Trust Agreement, dated as of January 1, 2003 (the "Trust Agreement"), by and among the Trustee, the Authority and the City, and consented to by Ambac Assurance Corporation (the "Insurer");

WHEREAS, in connection with the financing of the 2003 Project, the Authority and the City entered into an Amended and Restated Lease, dated as of January 1, 2003 (the "Lease"), in order to amend and restate the 1993 Lease and the 1996 Lease and entered into an Amended and Restated Sublease, dated as of January 1, 2003 (the "Sublease"), in order to amend and restate the 1993 Sublease and the 1996 Sublease, so as to increase the amount of base rental payments payable thereunder, and, in both cases, to make the provisions thereof applicable to the 2003 Project and to make certain other modifications in order to provide for the execution and delivery of Additional Certificates in accordance with the provisions of the 1996 Trust Agreement;

WHEREAS, the Authority and the Trustee entered into an Amended and Restated Assignment Agreement, dated as January 1, 2003 (the "Assignment Agreement"), in order to amend and restate the 1993 Assignment Agreement and the 1996 Assignment Agreement so as to expressly provide that all rights to receive the base rental payments payable by the City under the Sublease, including the increased amounts thereof provided for in the Sublease, were assigned without recourse by the Authority to the Trustee; and

WHEREAS, in 2004, the City refunded a portion of the 1993 Certificates and a portion of the 1996 Certificates through the sale and delivery of City of Pasadena Refunding Certificates of Participation, Series 2004A (the "2004A Certificates") and City of Pasadena Refunding Certificates of Participation, Series 2004B (the "2004B Certificates" and together with the 2004A Certificates, the "2004 Certificates"), executed and delivered pursuant to a First Supplemental Trust Agreement, dated as of March 1, 2004 (the "First Supplemental Trust Agreement"), by and among the Trustee, the Authority and the City;

WHEREAS, the City and the Authority entered into a Supplement No. 1 to Lease and a Supplement No. 1 to Sublease in order to supplement the Lease and the Sublease, respectively, and so as to make the provisions thereof applicable to the 2004 Certificates;

WHEREAS, the Trust Agreement provides that the City may at any time issue additional certificates payable on a parity with the outstanding 1993 Certificates, 2003 Certificates and 2004 Certificates, pursuant to a supplemental trust agreement;

WHEREAS, the City now desires to cause to be executed and delivered additional series of certificates in an aggregate initial principal amount not to exceed \$165,000,000 and designated as City of Pasadena Certificates of Participation (Conference Center Project), Series 2006A (the "2006A Certificates") and City of Pasadena Certificates of Participation (Conference Center Project), Series 2006B (the "2006B Certificates" and together with the 2006A Certificates, the "2006 Certificates") for the purpose of financing the construction, expansion and renovation of the Pasadena Conference Center and certain other improvements, funding capitalized interest with respect to the 2006 Certificates, funding a deposit to a reserve fund and financing the costs of execution and delivery of the 2006 Certificates;

WHEREAS, the City has determined to sell the 2006A Certificates as capital appreciation certificates and to sell the 2006B Certificates initially as auction rate certificates;

WHEREAS, the Trustee, the Authority and the City will enter into a Second Supplemental Trust Agreement (the "Supplemental Trust Agreement"), consented to by the Insurer, in order to provide for the execution and delivery of the 2006 Certificates;

WHEREAS, the Authority and the City will enter into a Supplement No. 2 to Amended and Restated Lease (the "Lease Supplement") and a Supplement No. 2 to Amended and Restated Sublease (the "Sublease Supplement") in order to supplement the Lease and the Sublease, respectively, to provide for the addition of certain Additional Property (as defined in the Sublease), to increase the amount of base rental payments payable by the City under the Sublease by an aggregate amount equal to the principal and interest represented by the 2006 Certificates and payments required to be made by the City under a Swap Agreement heretofore authorized to be entered into by the City in connection therewith, and to make the provisions thereof applicable to the 2006 Certificates;

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the transactions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, the Governing Board of the Authority does hereby resolve as follows:

Section 1. Declaration of Authority. The Authority hereby specifically finds and declares that the statements, findings and determinations of the Authority set forth herein, in the preambles above and in the documents approved herein are true and correct.

Section 2. Supplemental Trust Agreement. The form of Supplemental Trust Agreement presented to this meeting and on file with the Secretary of the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver said Supplemental Trust Agreement in

substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. Lease Supplement. The form of Lease Supplement presented to this meeting and on file with the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver said Lease Supplement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. Sublease Supplement. The form of the Sublease Supplement presented to this meeting and on file with the Secretary of the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver said Sublease Supplement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. Attestations. The Secretary is hereby authorized and directed to attest the signature of the Executive Director, the Treasurer or such other officer of the Authority, as may be required or appropriate in connection with the execution and delivery of said Supplemental Trust Agreement, Lease Supplement, Sublease Supplement, or related documents.

Section 6. Other Actions. The Executive Director, the Treasurer, the Secretary and the other officers of the Authority 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 may deem necessary or advisable in order to consummate the transactions contemplated and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 7. Effective Date. This Resolution shall take effect from and after its date of passage and adoption.

ADOPTED at a meeting of the Board of Directors of the Pasadena Public Financing Authority on the 14th day of August, 2006, by the following vote:

AYES:

NOES:

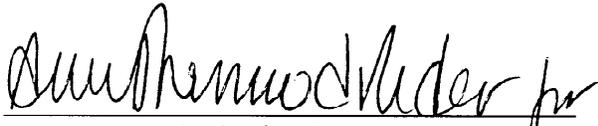
ABSENT:

ABSTAIN:

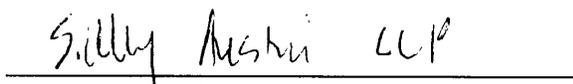
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Jane L. Rodriguez, CMC  
Secretary

APPROVED AS TO FORM:

  
Authority Counsel

APPROVED AS TO FORM:

  
Sidley Austin LLP