

RESOLUTION NO. ____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PASADENA APPROVING THE EXECUTION AND DELIVERY OF NOT TO EXCEED \$39,000,000 AGGREGATE INITIAL PRINCIPAL AMOUNT OF REFUNDING CERTIFICATES OF PARTICIPATION, SERIES 2026A, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN EIGHTH SUPPLEMENTAL TRUST AGREEMENT, A SUPPLEMENT NO. 7 TO LEASE, A SUPPLEMENT NO. 7 TO SUBLICENSE, A CONTINUING DISCLOSURE AGREEMENT, AN ESCROW AGREEMENT AND OTHER RELATED DOCUMENTS, AUTHORIZING THE PUBLICATION OF A NOTICE OF INTENTION TO SELL CERTIFICATES OF PARTICIPATION AND A NOTICE OF SALE, AUTHORIZING THE DISTRIBUTION OF AN OFFICIAL STATEMENT AND APPROVING OTHER RELATED ACTIONS IN CONNECTION THEREWITH

WHEREAS, the City of Pasadena (the "City") has from time to time financed and refinanced the acquisition and construction of certain public facilities and capital improvements through the sale and delivery of multiple series of City of Pasadena Certificates of Participation (Refunding and Capital Projects) (collectively, the "Certificates"), executed and delivered pursuant to a Trust Agreement, dated as of January 1, 1994, as supplemented and amended (the "Trust Agreement"), by and among The Bank of New York Mellon 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"), and the City;

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

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

WHEREAS, the City now desires to cause to be executed and delivered an additional series of Certificates in an aggregate initial principal amount not to exceed \$39,000,000 and designated as City of Pasadena Refunding Certificates of Participation, Series 2026A (the "2026A Certificates") for the purpose of refunding the outstanding 2015A Certificates issued under the Trust Agreement, funding, if necessary, a deposit to a reserve fund and financing the costs of execution and delivery of the 2026A Certificates;

WHEREAS, the City has determined to appoint Norton Rose Fulbright US LLP as Special Counsel and Disclosure Counsel and KNN Public Finance LLC as Municipal Advisor for the 2026A Certificates transaction;

WHEREAS, the Trustee, the Authority and the City will enter into an Eighth Supplemental Trust Agreement (the "Supplemental Trust Agreement"), in order to provide for the execution and delivery of the 2026A Certificates;

WHEREAS, the City has determined to sell the 2026A Certificates as fixed rate certificates;

WHEREAS, the Authority and the City will enter into a Supplement No. 7 to Amended and Restated Lease (the "Lease Supplement") and a Supplement No. 7 to Amended and Restated Sublease (the "Sublease Supplement") in order to supplement the Lease and the Sublease, respectively, to increase the amount of base rental payments payable by the City under the Sublease and to make the provisions thereof applicable to the 2026A Certificates;

WHEREAS, an official statement (the "Official Statement") relating to the 2026A Certificates will be distributed to prospective purchasers of the 2026A Certificates;

WHEREAS, the City will execute and deliver a continuing disclosure agreement (the "Continuing Disclosure Agreement") for the benefit of the Owners (as defined in the Trust Agreement) of the 2026A Certificates and in order to assist the initial purchaser(s) of the 2026A Certificates in complying with S.E.C. Rule 15c2-12(b)(5); and

WHEREAS, the City will execute and deliver an escrow agreement (the "Escrow Agreement") for the benefit of the Owners (as defined in the Trust Agreement) of the 2015A Certificates; and

WHEREAS, pursuant to Government Code Section 5852.1, certain information relating to the 2026A Certificates is set forth in Appendix A attached to this Resolution, and such information is hereby disclosed and made public; and

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 City 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, BE IT RESOLVED, ORDERED AND FOUND, by the City Council of the City that:

Section 1. Declaration and Findings of City Council. The City Council hereby specifically finds and declares that the actions authorized hereby constitute and are with respect

to public affairs of the City, and that the statements, findings and determinations of the City set forth herein, in the preambles above and in the documents approved herein are true and correct.

Section 2. Approval of Financing. The execution and delivery by the Trustee of the 2026A Certificates in an aggregate initial principal amount not to exceed \$39,000,000, is hereby approved. The 2026A Certificates shall result in net debt service savings to the City of not less than three percent (3.0%) of the par value of the 2015A Certificates on a net present value basis, using the 2026A Certificates' true interest cost as the discount rate.

Section 3. Supplemental Trust Agreement. The form of Supplemental Trust Agreement presented to this meeting and on file with the City Clerk is hereby approved. The City Manager or the Director of Finance (including the Acting Director of Finance) is hereby authorized and directed for and on behalf of the City, 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 4. Lease Supplement. The form of Lease Supplement presented to this meeting and on file with the City Clerk is hereby approved. The City Manager or the Director of Finance is hereby authorized and directed, for and in the name and on behalf of the City, 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 5. Sublease Supplement. The form of Sublease Supplement presented to this meeting and on file with the City Clerk is hereby approved. The City Manager or the Director of Finance is hereby authorized and directed, for and in the name and on behalf of the City, 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 6. Continuing Disclosure Agreement. The form of the Continuing Disclosure Agreement presented to this meeting and on file with the City Clerk is hereby approved. The City Manager or the Director of Finance is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver said Continuing Disclosure Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the acknowledgement and delivery thereof.

Section 7. Sale of Certificates of Participation. The City Manager or the Director of Finance is hereby authorized to elect to sell the 2026A Certificates by one of the following methods: (1) by competitive sale under an Notice of Sale, or (2) if deemed by the City Manager

or Director of Finance to be more advantageous to the City than a competitive sale, by negotiated sale to one or more underwriters for public offering under a Contract of Purchase.

The form of the Notice of Sale presented to this meeting and on file with the City Clerk is hereby approved. The City Manager or the Director of Finance is hereby authorized and directed to conduct the competitive sale of the 2026A Certificates in accordance with the Notice of Sale in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the acknowledgement and delivery thereof. The City Manager or the Director of Finance is hereby authorized and directed to accept the best bid for the sale of the 2026A Certificates, as determined by the Municipal Advisor in accordance with the Notice of Sale and subject to the limitations contained in Section 2 hereof.

Pursuant to Section 53692 of the Government Code, Norton Rose Fulbright US LLP, as Special Counsel, is hereby authorized and directed to cause a notice of the intention to sell the 2026A Certificates, in form and substance acceptable to said firm, in the manner required by applicable law.

The form of the Contract of Purchase presented to this meeting and on file with the City Clerk is hereby approved. The City Manager or the Director of Finance is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver said Contract of Purchase in substantially said form, with such changes therein as such officer may require or approve (subject to the limitations contained in Section 2 hereof and subject to a maximum underwriter discount of 1.0% of the principal amount evidenced by the 2026A Certificates), such approval to be conclusively evidenced by the acknowledgement and delivery thereof. The underwriter(s) under the Contract of Purchase shall be selected by the City Manager or the Director of Finance from the firms listed on the California State Treasurer's underwriter pool.

Section 8. Official Statement. The form of the preliminary Official Statement of the City relating to the 2026A Certificates presented to this meeting and on file with the City Clerk is hereby approved in substantially said form, with such changes therein as the City Manager or the Director of Finance may require or approve. The City Manager or the Director of Finance is hereby authorized to certify that the preliminary Official Statement, with such changes therein as the officer so certifying shall approve, are, as of their respective dates "deemed final" for purposes of Rule 15c2-12 of the Securities and Exchange Commission. The City Manager or the Director of Finance is hereby authorized to execute for and on behalf of the City the final Official Statement, in substantially the form of the preliminary Official Statement, with such changes therein (and additions thereto to reflect the terms of the sale of the 2026A Certificates) as the City Manager or the Director of Finance shall approve, such approval to be evidenced by the execution and delivery thereof. The successful bidder and the underwriters, as the case may be, for the 2026A Certificates are hereby authorized to distribute

the Official Statement and any such amendment or supplement thereto to the purchasers of the 2026A Certificates.

Section 9. Escrow Agreement. The form of the Escrow Agreement presented to this meeting and on file with the City Clerk is hereby approved. The City Manager or the Director of Finance is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver said Escrow 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 10. Attestations. The City Clerk is hereby authorized and directed to attest the signature of the City Manager, the Director of Finance or such other City officers, as may be required or appropriate in connection with the execution and delivery or acknowledgement of said Supplemental Trust Agreement, Lease Supplement, Sublease Supplement, Contract of Purchase, Official Statement or related documents.

Section 11. Approval of Professionals. The appointment of Norton Rose Fulbright US LLP as Special Counsel and Disclosure Counsel is hereby ratified and approved. The appointment of KNN Public Finance LLC as Municipal Advisor is hereby ratified and approved.

Section 12. Other Actions. The City Manager, the Director of Finance, the City Clerk and the other 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 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, including, without limitation, any actions or the execution of any documents in connection with the securing by the City of any reserve fund deposit in connection with the 2026A Certificates or the creation of any escrow for the refunded 2015A Certificates. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 13. Effective Date. This Resolution shall take effect from and after its date of passage and adoption, and the authorization hereunder shall expire 180 days from the date of passage and adoption, unless the 2026A Certificates have been issued on or prior to such date.

ADOPTED at a meeting of the City Council of the City of Pasadena on the 9th day of February, 2026, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Mark Jomsky
City Clerk

APPROVED AS TO FORM:



Michele Beal Bagneris
City Attorney

APPROVED AS TO FORM:



Eric Tashman
Norton Rose Fulbright US LLP

APPENDIX A

Government Code Section 5852.1 Disclosure

The following information consists of estimates that have been provided by the City's municipal advisor and have been represented by such party to have been provided in good faith:

1. *True Interest Cost.* Assuming a par amount of \$33,080,000.00 of 2026A Certificates is sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the true interest cost of the 2026A Certificates, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the 2026A Certificates, is 2.643097%.
2. *Finance Charge.* A good faith estimate of the finance charge of the 2026A Certificates, which means the sum of all fees and charges paid to third parties, is \$440,400.00.
3. *Amount of Proceeds to Be Received.* A good faith estimate of the amount of proceeds expected to be received for sale of the 2026A Certificates less the finance charge of the 2026A Certificates described in paragraph 2 above and any reserves or capitalized interest paid or funded with proceeds of the 2026A Certificates, is \$37,499,174.60.
4. *Total Payment Amount.* Assuming a par amount of \$33,080,000.00 is sold and based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the total payment amount, which means the sum total of all payments the City will make to pay debt service on the 2026A Certificates plus the finance charge of the 2026A Certificates described in paragraph 2 above not paid with the proceeds of the 2026A Certificates, calculated to the final maturity of the 2026A Certificates, is \$44,274,877.78.

The foregoing estimates constitute good faith estimates only. The principal amount of the 2026A Certificates, the true interest cost of the 2026A Certificates, 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 2026A Certificates being different than the date assumed for purposes of such estimates; (b) the actual principal amount of 2026A Certificates sold being different from the estimated amount used for purposes of such estimates; (c) the actual amortization of the 2026A Certificates being different than the amortization assumed for purposes of such estimates; (d) the actual market interest rates at the time of sale of the 2026A Certificates 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 2026A Certificates and the actual principal amount of 2026A Certificates sold will be determined by the City based on the timing of the need for proceeds of the 2026A Certificates and other factors. The actual interest rates borne by the 2026A Certificates will depend on market interest rates at the time of sale thereof. The actual amortization of the 2026A Certificates 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.