



Legislation Details (With Board Report)

File #: RES 19-149 **Name:**

Type: BoS Resolution **Status:** Passed - County Administrative Office

File created: 10/25/2019 **In control:** Board of Supervisors

On agenda: 11/5/2019 **Final action:** 11/5/2019

Title: a. Adopt a Resolution approving the forms of and authorizing the execution and delivery of a Site Lease, Lease Agreement, Trust Agreement, Escrow Agreement, Certificate Purchase Agreement, and a Continuing Disclosure Certificate in connection with the offering and sale of the County of Monterey Certificates of Participation (2019 Public Facilities Refinancing) (the “2019 COPs”), and authorizing the distribution of an Official Statement and an Official Notice of Sale in connection therewith and authorizing execution of necessary documents, certificates, and certain other related actions; and b. Direct the Authorized Officers and the officers and employees of the County the authority to amend and execute documents, determine appropriateness of bond terms and conditions, and to carry out, give effect to, and comply with the terms and intent of this Resolution.

Sponsors: County Administrative Office

Indexes:

Code sections:

Attachments: 1. Board Report, 2. County Resolution, 3. Site Lease, 4. Lease Agreement, 5. Assignment Agreement, 6. Trust Agreement, 7. Escrow Agreement, 8. Official Notice of Sale, 9. Certificate Purchase Agreement, 10. Preliminary Official Statement, 11. Refunding Update for the 2009 and 2010 COPs, 12. Completed Board Order and Resolution Item No. 34

| Date | Ver. | Action By | Action | Result |
|-----------|------|----------------------|--|--------|
| 11/5/2019 | 1 | Board of Supervisors | adopted - county administrative office | Pass |

a. Adopt a Resolution approving the forms of and authorizing the execution and delivery of a Site Lease, Lease Agreement, Trust Agreement, Escrow Agreement, Certificate Purchase Agreement, and a Continuing Disclosure Certificate in connection with the offering and sale of the County of Monterey Certificates of Participation (2019 Public Facilities Refinancing) (the “2019 COPs”), and authorizing the distribution of an Official Statement and an Official Notice of Sale in connection therewith and authorizing execution of necessary documents, certificates, and certain other related actions; and b. Direct the Authorized Officers and the officers and employees of the County the authority to amend and execute documents, determine appropriateness of bond terms and conditions, and to carry out, give effect to, and comply with the terms and intent of this Resolution.

RECOMMENDATION:

It is recommended that the Board of Supervisors:

a. Adopt a Resolution approving the forms of and authorizing the execution and delivery of a Site Lease, Lease Agreement, Trust Agreement, Escrow Agreement, Certificate Purchase Agreement, and a Continuing Disclosure Certificate in connection with the offering and sale of the County of Monterey Certificates of Participation (2019 Public Facilities Refinancing) (the “2019 COPs”), and authorizing the distribution of an Official Statement and an Official Notice of Sale in connection therewith and authorizing execution of necessary documents, certificates, and certain other related actions; and b. Direct the Authorized Officers and the officers and employees of the County the authority to amend and execute documents, determine appropriateness of bond terms and conditions, and to carry out, give effect to, and comply with the terms and intent of this Resolution.

SUMMARY:

Given favorable conditions in the municipal market and a low interest rate environment, the County Administrative Office has been monitoring debt service savings opportunities associated with the County of Monterey Certificates of Participation (2009 Refinancing Project and 2010 Refinancing Project) (the “COPs”). It is estimated that refunding the COPs will result in approximately \$3.1 million in gross cash flow savings, based on current market conditions. Given the dynamic nature of the interest rate market, the actual refinancing savings may vary depending on the municipal market conditions at the time of pricing, which is scheduled to occur in late November. Because the feasibility and value of a refunding are completely dependent on municipal market yields, this authorization is requested now to enable the County to move quickly to maximize savings, when yields are favorable.

DISCUSSION:

In 2009 and 2010, the County issued \$43.7 million and \$17.9 million, respectively, of Series 2009 and 2010 (Tax Exempt) Certificates of Participation (COPs). The COPs were issued to refund the 1998 Natividad Medical Center Improvement Project, Series E. The COPs are outstanding in the amount of \$15.7 million and \$17.2 million, respectively. The COPs are callable on February 1, 2020, at a redemption price of 100 percent and eligible for a current refunding beginning on November 3, 2019 (90 days before the call date).

The municipal market continues to perform strong and demand for Monterey County transactions is favorable. All outstanding callable maturities will be refunded.

Based on current market conditions, the refunding is estimated to reduce total debt service payments over the next nine years (2020-2028) by approximately \$3.1 million. The refinancing is expected to create approximately \$340,815 in annual budgetary savings for Natividad Medical Center.

The attached Preliminary Official Statement has been reviewed and approved for transmittal to the Board by the County’s financing team. The distribution of the Preliminary Official Statement by the County and the Corporation is subject to the federal securities laws, including the Securities Act of 1933 and the Securities Exchange Act of 1934. These laws require the Preliminary Official Statement to include all facts that would be material to an investor in the Refunding Certificates. Information is “material information” if there is a substantial likelihood it would have actual significance in the deliberations of a reasonable investor when deciding whether to buy or sell securities. The resolution approves the Preliminary Official Statement, and delegates to staff (a) the ability to make additional changes if needed, and (b) to sign a certificate on behalf of the County that deems the Preliminary Official Statement final for purposes of the federal securities laws.

The Securities and Exchange Commission (SEC), the federal agency with regulatory authority over compliance with the federal securities laws, has indicated that, if a member of a legislative body like the Board of Supervisors has knowledge of any facts or circumstances that an investor would want to know about prior to investing in securities like the Refunding Certificates, whether relating to the County and its financial status, undisclosed conflicts of interest with interested parties, or otherwise, he or she should endeavor to discover whether such facts are adequately disclosed in the Preliminary Official Statement. The steps that a member of the Board of Supervisors could take to fulfill this obligation include becoming familiar with the Preliminary Official Statement and questioning staff and other members of the financing team about the disclosure of such facts.

The attached Board Resolution authorizes the execution and delivery of the Refunding Certificates and related financing and sale documents, and provide that the Refunding Certificates may only be sold if the principal amount does not exceed \$35,000,000, the term of the Lease Agreement does not extend beyond October 1, 2027 (except for an extension in the event of nonpayment of Lease Payments), and the net present value

interest rate savings with respect to the refinancing of the Prior Certificates is at least 3% (as provided in the County of Monterey Public Finance Policy dated July 25, 2017).

OTHER AGENCY INVOLVEMENT:

Natividad Medical Center, Assessor-County Clerk-Recorder, the Auditor-Controller, Treasurer-Tax Collector, County Counsel, and the Resource Management Agency are working with the County Administrative Office on the 2019 COPs transaction.

FINANCING:

It is estimated that refinancing the 2009 and 2010 COPs and issuance of the 2019 COPs will result in approximately \$3.1 million in gross cash flow savings, based on current market conditions. All costs of issuance will be paid from bond proceeds.

BOARD OF SUPERVISORS STRATEGIC INITIATIVES:

The issuance of COPs to refinance the 2009 and 2010 COPs correlates with the Board's Administration policy area. Refinancing is estimated to create \$3.1 million in gross cash flow savings, thus advancing the County's commitment to achieve a balanced budget that sustains core services and efficiently allocates resources.

Mark a check to the related Board of Supervisors Strategic Initiatives

- Economic Development
- Administration
- Health & Human Services
- Infrastructure
- Public Safety

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Attachments: County Resolution; Site Lease; Lease Agreement; Assignment Agreement; Trust Agreement; Escrow Agreement; Official Notice of Sale; Certificate Purchase Agreement; Preliminary Official Statement, including Continuing Disclosure Certificate; and Refunding Update for the 2009 and 2010 COPs