

RESOLUTION NO. 5482

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAUSALITO
AUTHORIZING THE EXECUTION AND DELIVERY OF A JOINT EXERCISE OF
POWERS AGREEMENT BY AND BETWEEN THE CITY OF SAUSALITO AND THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY TO CREATE THE
SAUSALITO FINANCING AUTHORITY AND APPROVING AND AUTHORIZING
CERTAIN OTHER MATTERS RELATING THERETO**

RESOLVED, by the City Council (the "Council") of the City of Sausalito (the "City"), as follows:

WHEREAS, the City is a municipal corporation and general law city duly organized and existing under and pursuant to the laws of the State of California;

WHEREAS, the City, acting pursuant to Article I (commencing with section 6500) of Chapter 5 of Division 7 of Title 1 of the California Government Code (the "JPA Law"), may enter into a joint exercise of powers agreement with one or more other public agencies pursuant to which such contracting parties may jointly exercise any power common to them and, pursuant to section 6588 of the California Government Code, to exercise certain additional powers;

WHEREAS, pursuant to the JPA Law, certain public agencies (the "CMFA Members"), have entered into a Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004, as amended (the "CMFA Agreement"), in order to form the California Municipal Finance Authority ("CMFA"), for the purpose of promoting economic, cultural and community development and in order to exercise any powers common to the CMFA Members, including the issuance of bonds, notes or other evidences of indebtedness;

WHEREAS, the City and CMFA desire to create and establish the Sausalito Financing Authority (the "Authority") pursuant to the JPA Law;

WHEREAS, there has been presented to the Council a proposed form of Joint Exercise of Powers Agreement (the "Agreement"), by and between the City and CMFA, which agreement creates and establishes the Authority;

WHEREAS, under California law and the Agreement, the Authority will be a public entity separate and apart from the parties to the Agreement and the debts, liabilities and obligations of the Authority will not be the debts, liabilities or obligations of CMFA or the City or any representative of the City serving on the governing body of the Authority;

WHEREAS, CMFA has requested and the City has agreed that the City will become a

member of CMFA as a condition to CMFA's agreement to participate in the creation of the Authority; and

WHEREAS, there has been presented to the Council the form of the CMFA Agreement;

NOW, THEREFORE, it is hereby DECLARED and ORDERED, as follows:

Section 1. The statements, findings, and determinations set forth above and in the preambles of the documents approved by this resolution are true and correct.

Section 2. The form the Agreement, on file with the City Clerk, is hereby approved. The Mayor, the City Manager or the Finance Director (each, an "Authorized Officer") are each hereby authorized and directed, on behalf of the City, to execute and deliver the Agreement substantially in the approved form, with such changes as the Authorized Officer executing such document may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The form the CMFA Agreement, on file with the Secretary, is hereby approved. The Authorized Officers are each hereby authorized and directed, on behalf of the City, to execute and deliver the CMFA Agreement substantially in the approved form, with such changes as the Authorized Officer executing such document may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Secretary shall forward a certified copy of this Resolution and originally executed copies of the Agreement and the CMFA Agreement to CMFA in care of its counsel:

Ronald. E. Lee, Esq.
Jones Hall
475 Sansome Street, Suite 1700
San Francisco, CA 94111

and to Bond Counsel to the City:

Brian D. Quint, Esq.
Quint & Thimmig LLP
900 Larkspur Landing Circle, Suite 270
Larkspur, CA 94939

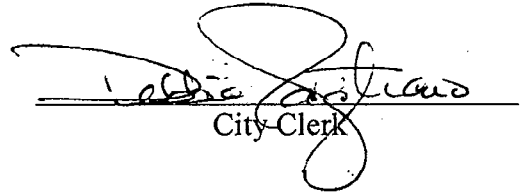
Section 5. The Mayor, the City manager, the Finance Director, the City Clerk and all other appropriate officials of the City are hereby authorized and directed to execute such other agreements, documents and certificates as may be necessary to effect the purposes of this resolution.

Section 6. This Resolution shall take effect upon its adoption by the Council.

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I, the undersigned City Clerk of the City of Sausalito, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted by the City Council at a meeting thereof on the 18th day of November, 2014, by the following vote of the members thereof:

AYES:	Councilmembers:	Leone, Theodores, Weiner and Mayor Withy
NOES:	Councilmembers:	None
ABSTAIN:	Councilmembers:	Pfeifer
ABSENT:	Councilmembers:	None



City-Clerk