

TOWN OF MAMMOTH LAKES

RESOLUTION NO. ____

RESOLUTION APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF CERTAIN LEASE FINANCING DOCUMENTS IN CONNECTION WITH THE OFFERING AND SALE OF CERTIFICATES OF PARTICIPATION RELATING THERETO TO FINANCE THE COST OF CONSTRUCTING AND EQUIPPING A NEW TOWN HALL FACILITY AND THE COST OF ACQUIRING CERTAIN LAND AND IMPROVEMENTS AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO

RESOLVED, by the Town Council (the "Council") of the Town of Mammoth Lakes (the "Town"):

WHEREAS, the Town, with the assistance of the Mammoth Lakes Municipal Service Corporation (the "Corporation"), has determined at this time, due to prevailing interest rates in the municipal bond market and for other reasons, to finance the cost of constructing and equipping a new Town Hall facility and the cost of acquiring certain land and improvements (collectively, the "Project"), and to implement a lease financing for such purposes;

WHEREAS, it is in the public interest and for the public benefit that the Town authorize and direct execution of the Lease Agreement (hereinafter defined) and certain other financing documents in connection therewith;

WHEREAS, a preliminary official statement containing information material to the offering and sale of the Certificates described below (the "Preliminary Official Statement") has been prepared on behalf of the Town;

WHEREAS, the documents below specified shall be filed with the Town and the members of the Council, with the aid of its staff, shall review said documents; and

WHEREAS, pursuant to section 5852.1 of the Government Code, which became effective on January 1, 2018 by the enactment of Senate Bill 450, certain information relating to the Certificates is set forth in Exhibit A attached to this Resolution, and such information is hereby disclosed and made public;

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

Section 1. Certificates of Participation (2024 Capital Improvement Financing Project) (the "Certificates") are hereby authorized to be executed and delivered pursuant to the provisions of the Trust Agreement, as hereinafter defined, to finance the Project and to pay the costs of the financing.

Section 2. The below-enumerated documents, in the forms on file with the Town Clerk, be and are hereby approved, and the Mayor, the Vice Mayor, the Town Manager, the Finance Director, or the designees thereof (the "Designated Officer"), are hereby authorized and directed to execute said documents, with such changes, insertions and omissions as may be approved by such officials:

(a) a site and facility lease, by and between the Town, as lessor, and the Corporation, as lessee, pursuant to which the Town will lease certain existing Town property (collectively, the "Property") to the Corporation, for the purpose of leasing the Property back to the Town pursuant to the Lease Agreement;

(b) a lease agreement relating to the Property, between the Corporation, as lessor, and the Town, as lessee (the "Lease Agreement"), so long as the principal amount of the Lease Agreement is not greater than \$_____, the true interest cost of the Lease Agreement does not exceed ____% and the term of the Lease Agreement does not extend beyond June 1, ____;

(c) a trust agreement, by and among the Corporation, the Town and U.S. Bank Trust Company, National Association, as trustee, relating to the execution and delivery of the Certificates (the "Trust Agreement"); and

(d) a continuing disclosure certificate.

Section 3. A certificate purchase agreement, by and between Piper Sandler & Co., as underwriter (the "Underwriter"), and the Town, relating to the purchase by the Underwriter of the Certificates, in the form on file with the Town Clerk, be and is hereby approved, and any Designated Officer is hereby authorized and directed to execute said document, with such changes, insertions and omissions as may be approved by such official, so long as the Underwriter's discount does not exceed 0.____% of the principal amount of the Certificates.

Section 4. The Council hereby approves the Preliminary Official Statement, in the form on file with the Town Clerk, together with any changes therein or additions thereto deemed advisable by any Designated Officer. The Council authorizes and directs any Designated Officer to deem the Preliminary Official Statement "final" pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the "Rule").

Section 5. Any Designated Officer is authorized and directed to cause the Preliminary Official Statement to be brought into the form of a final official statement (the "Final Official Statement") and to execute said Final Official Statement, dated as of the date of the sale of the Certificates, and a statement that the facts contained in the Final Official Statement, and any supplement or amendment thereto (which shall be deemed an original part thereof for the purpose of such statement) were, at the time of sale of the Certificates, true and correct in all material respects and that the Final Official Statement did not, on the date of sale of the Certificates, and does not, as of the date of delivery of the Certificates, contain any untrue statement of a material fact with respect to the Town or omit to state material facts with respect to the Town required to be stated where necessary to make any statement made therein not misleading in the light of the circumstances under which it was made. The Designated Officers shall take such further actions prior to the signing of the Final Official Statement as are deemed necessary or appropriate to verify the accuracy thereof. The execution of the final Official Statement, which shall include such changes and additions thereto deemed advisable by any Designated Officer and such information permitted to be excluded from the Preliminary Official Statement pursuant to the Rule, shall be conclusive evidence of the approval of the final Official Statement by the Town.

Section 6. The Final Official Statement, when prepared, is approved for distribution in connection with the offering and sale of the Certificates.

Section 7. The Mayor, the Vice Mayor, the Town Manager, the Finance Director, the Town Clerk and any and all other officers of the Town are hereby authorized and directed, for and in the name and on behalf of the Town, to do any and all things and take any and all

actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the delivery of the Certificates and the consummation of the transactions as described herein.

Section 8. This Resolution shall take effect from and after the date of its passage and adoption.

Section 9. The Town Clerk shall certify to the adoption of this Resolution and provide for appropriate distribution thereof.

I, the undersigned hereby certify that the foregoing Resolution was duly and regularly adopted and passed by the Town Council of the Town of Mammoth Lakes in a regular meeting assembled on the 21st day of February, 2024, by the following vote to wit:

YAES:

NOES:

ABSENT:

ABSTENTIONS:

Town Clerk

EXHIBIT A

GOVERNMENT CODE SECTION 5852.1 DISCLOSURE

The following information consists of estimates that have been provided by the Town's municipal advisor and underwriter which has been represented to have been provided in good faith:

(A) True Interest Cost of the Certificates: ____%

(B) Finance Charges:

Costs of issuance:
Underwriter's discount:
Total

(C) Net Proceeds to be Received: \$ _____
(net of finance charges)

(D) Total Payment Amount through Maturity: \$ _____

The foregoing estimates constitute good faith estimates only.

The principal amount of the Certificates, the true interest cost of the 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 Certificates being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Certificates sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the 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 Certificates being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the Town's financing plan, or a combination of such factors. The actual date of sale of the Certificates and the actual principal amount of Certificates sold will be determined by the Town based on the timing of the need for proceeds of the Certificates and other factors. The actual interest rates with respect to the Certificates will depend on market interest rates at the time of sale thereof. The actual amortization of the 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 Town.