



Meeting Date: 12/4/2007

ACTION	TYPE OF ITEM
<input type="checkbox"/> Approved Recommendation	<input checked="" type="checkbox"/> Info/Consent
<input type="checkbox"/> Ord. No(s). _____	<input type="checkbox"/> Report
<input type="checkbox"/> Res. No(s). _____	<input type="checkbox"/> Public Hearing
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Prepared By: Michael More / Beth Vo *MSM/BV* Agenda Item No. I-6

Reviewed By: City Manager *JPB* City Attorney *J* Finance *SW* Other (Specify) _____

DATE: November 27, 2007

TO: City Council
City of Oxnard Financing Authority

FROM: Michael More, Financial Services Manager *Michael M*
Finance Department

SUBJECT: Execution and Delivery of City of Oxnard Gas Tax Revenue Certificates of Participation (2007 Street Improvement Program)

RECOMMENDATION

That City Council:

1. Adopt a resolution approving certain purchase and disclosure documents and authorizing certain actions in connection with the sale, execution, and delivery of not more than \$30 million in principal amount of City of Oxnard Gas Tax Revenue Certificates of Participation (2007 Street Improvement Program) (the "Certificates").
2. Approve a special budget appropriation in the amount of \$25,834,465 to allocate \$24,388,000 of the net proceeds of the Certificates to the Project as described in this agenda report and \$1,446,465 from the Traffic Congestion Relief Fund to the Project.

That the City of Oxnard Financing Authority adopt a resolution approving certain purchase and disclosure documents and authorizing certain actions in connection with the sale, execution, and delivery of not more than \$30 million in principal amount of City of Oxnard Gas Tax Revenue Certificates of Participation (2007 Street Improvement Program).

DISCUSSION

On June 12, 2007, the City Council and COFA adopted resolutions authorizing the sale, execution, and delivery of the Certificates to finance the construction, acquisition, and improvement of certain public streets and roadways within the City (the "Project"). Simultaneous with the adoption of these resolutions, the City Council and COFA approved the related bond documents, which were: the Agency Agreement, Installment Purchase Agreement, Sale Agreement, and Trust Agreement. The Project is part of the City's ongoing capital improvement program and consists of street improvements, handicap

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ramps, sidewalk improvements, curbs and gutters, and replacement and upgrade of all striping and street name signs. The Project is necessary to reduce annual maintenance funding needs and to raise the service level of the City's street network. Planned components of the Project and estimated costs are listed in the following table:

Name of Project Component	Description of Project Component	Estimated Cost
Via Marina Neighborhood Resurfacing	Resurface streets in neighborhood bounded by Wooley Road to Hemlock Street and Patterson Road to Victoria Avenue.	\$ 4,717,000
Doris Avenue/Fremont South/Wilson Resurfacing	Resurface streets in neighborhood bounded by Doris Avenue, Oxnard Boulevard, Fifth Street, and Ventura Road.	300,000
Cabrillo Neighborhood Resurfacing	Resurface Streets in neighborhood bounded by Gonzales Road, Ventura Road, Doris Avenue, and Patterson Road.	4,412,962
Ventura Road Resurfacing – Gonzales to Wagon Wheel	Reconstruct roadway and median and install irrigated landscaping on Ventura Road from Gonzales Road to Wagon Wheel Road.	2,225,900
Rose Avenue and Gonzales Road Arterial Resurfacing	Resurface streets on arterial from intersection of Rose Avenue and Gonzales Road to intersection of Third Street and Gonzales Road, from Rose Avenue to Rice Avenue.	4,115,443
Sea View Estates Neighborhood Resurfacing	Resurface streets within neighborhood bounded by Fifth Street, Patterson Road, Wooley Road, and Victoria Avenue.	3,431,440
Carriage Square Neighborhood Resurfacing	Resurface streets in neighborhood bounded by Gonzales Road, Oxnard Boulevard, Doris Avenue, and H Street.	4,983,569
Marina West Neighborhood Resurfacing	Resurface streets in neighborhood bounded by Wooley Road, Ventura Road, Hemlock Street, and Patterson Road.	3,417,538
Tierra Vista Neighborhood Resurfacing	Resurface streets in neighborhood bounded by Pleasant Valley Road to Sanford, and Rose Avenue to Olds Road.	3,732,438
Terrace Estates Neighborhood Resurfacing	Resurface streets in neighborhood bounded by Bard Road to Pleasant Valley Road, and Terrace Avenue to Olds Road.	2,137,805
Total		\$33,474,095

As noted in the table above, the total estimated cost of the Project is approximately \$33.474 million. It is anticipated that the proceeds from the sale of the Certificates will cover approximately \$24.388 million of the Project. Further, the remaining balance in the Traffic Congestion Relief Fund, totaling \$1,446,465, will be appropriated toward the Project to utilize this funding source that must be spent before June 30, 2008 or risk being returned to the State of California pursuant to the requirements of AB 2928. The Project components not funded by the Certificates or the remaining balance in the Traffic Congestion Relief Fund will be financed with: (1) cash in the Gas Tax Fund as funds accumulate, (2) interest earnings on the Bonds, and/or (3) savings on the other components of the Project.

In order to issue, sell, execute, and deliver the Certificates, the Certificates were required to be judicially validated by the Superior Court of Ventura County. A judicial validation is necessary so that the City can issue debt as an exception to the California Constitutional debt limit and that bond counsel can opine that the Certificates are valid and legal. On June 12, 2007, the City Council authorized City staff to commence the judicial validation proceedings in the Superior Court of Ventura County pursuant to the provision of Section 860 et. Seq. of the California Code of Civil Procedure. On October 28,

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2007, the Superior Court of Ventura County entered a default judgment to the effect that the City of Oxnard's Certificates are valid, legal, and binding obligations of the City and that the City has the legal ability to pledge Gas Tax revenues toward the repayment of debt. Following the mandatory 30-day appeal period after the default judgment, the judicial validation proceedings were completed on November 28, 2007.

Financing Plan

Article 19, of the California Constitution authorizes the collection of the Motor Vehicle Fuel Tax (the "Gas Tax") to be used for operation, construction, or maintenance of public streets and highways. The Gas Tax is an 18 cents state fuel excise tax levied per gallon. The California State Controller allocates the Gas Tax to cities and counties on a monthly basis based on factors such as population according to Sections 2105, 2106, and 2107 of the California Streets & Highway Code. The Certificates will be secured solely by Gas Tax revenues that the City receives from the State of California.

The Certificates are to be insured by XL Capital Assurance at a rate of 78 basis points (.78 percent). The purchase of bond insurance will assign the bonds a 'AAA' rating, resulting in lowest possible interest rate for the Certificates. The Certificates will be repaid over 30 years with level annual payments, and debt service on the Certificates will be structured to provide at least 2.00 times coverage from the City's annual Gas Tax revenues. Stated differently, the City will only use one-half of its Gas Tax revenues for debt service. The remaining Gas Tax revenue may continue to be used for additional street construction and maintenance projects. The City received \$3,467,995 in Gas Tax revenues in Fiscal Year 2006-07. Based on the 2.00 times coverage ratio, the estimated debt service on the Certificates is \$1,730,000 annually.

The expected sale date of the Certificates is December 11, 2007, and the closing of the Certificates and delivery of proceeds to the City is anticipated to occur on January 10, 2008.

Staff has structured the issuance of the Certificates so that no debt service payment will be required in the current fiscal year. The first payment on the Certificates will be due on September 1, 2008.

Tonight's Actions

City Council and COFA are being asked tonight to approve certain purchase and disclosure documents and authorize certain actions to allow the sale, execution, and delivery of the Certificates.

City Resolution

The City Resolution (Attachment No. 1) will accomplish the following:

- Approves the form of the following documents:
 - Purchase Agreement (Attachment No. 3)
 - Preliminary Official Statement (Attachment No. 4)
 - Continuing Disclosure Agreement (Appendix E to Attachment No. 4)

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- Authorizes the Mayor, Mayor Pro-Tem, City Clerk, Finance Director, and any other proper officer of the City to execute and deliver all of the above documents, and such other documents and certifications that may be necessary to consummate the transaction.

The documents presented for approval pursuant to the attached resolution are as follow:

Purchase Agreement. The Purchase Agreement defines the terms and conditions under which the underwriter, E. J. De La Rosa & Co., Inc. agrees to purchase the bonds from the City.

Preliminary Official Statement. The Preliminary Official Statement is the offering document circulated to potential investors describing the terms and conditions of the bonds.

Continuing Disclosure Agreement. The Continuing Disclosure Agreement defines the continuing disclosure obligations of the City and COFA to bondholders.

COFA Resolution

The COFA Resolution (Attachment No. 2) will accomplish the following:

- Approves the form of the following documents:
 - Purchase Agreement (Attachment No. 3)
 - Preliminary Official Statement (Attachment No. 4)
 - Continuing Disclosure Agreement (Appendix E to Attachment No. 4)
- Authorizes the Chairman, Vice Chairman, Secretary, Controller, Assistant Controller or any other proper officer of the Authority to execute and deliver all of the above documents, and such other documents and certifications that may be necessary to consummate the transaction.

FINANCIAL IMPACT

There will be no budget requirement for debt service in Fiscal Year 2007-08. Beginning in Fiscal Year 2008-09, average annual debt service will be approximately \$1,730,000. Debt service on the Certificates will be paid and are secured solely from Gas Tax revenues.

Proceeds from the sale of the Certificates will be appropriated to City Account No 181-xxxx-826-8605 (Projects No. 083129 through 083135) to fund the Project described herein in the amount of approximately \$24.388 million. Additionally, a total of \$1,446,465 will be appropriated to City Account No. 211-3048-826-8608 (Project No. 083129) to utilize the remaining balance in the Traffic Congestion Relief Fund. The balance of the proceeds of the Certificates, totaling approximately \$1,648,151 will be appropriated at a future date along with any accrued interest earnings to fund the remaining components of the Project.

MJM / BV

Attachments

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**Execution and Delivery of City of Oxnard Gas Tax Revenue Certificates of Participation
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#1 – City Resolution approving certain purchase and disclosure documents and authorizing certain actions in connection with the sale, execution, and delivery of not more than \$30,000,000 in principal amount of the City of Oxnard Gas Tax Revenue Certificates of Participation (2007 Street Improvement Program)

#2 – COFA Resolution approving certain purchase and disclosure documents and authorizing certain actions in connection with the sale, execution, and delivery of not more than \$30,000,000 in principal amount of the City of Oxnard Gas Tax Revenue Certificates of Participation (2007 Street Improvement Program).

#3 – Purchase Agreement

#4 – Preliminary Official Statement

#5 – Special Budget Appropriation

Note: Attachments No. 3 and 4 have been provided to the City Council. Copies are available for review at the Circulation Desk in the Library after 6:00 p.m. on the Monday prior to the Council meeting and at the City Clerk's Office after 8:00 a.m. on Friday.

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RESOLUTION NO. _____

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF OXNARD
APPROVING CERTAIN PURCHASE AND DISCLOSURE DOCUMENTS
AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION WITH THE
SALE, EXECUTION, AND DELIVERY OF NOT MORE THAN \$30,000,000
IN PRINCIPAL AMOUNT OF CITY OF OXNARD GAS TAX REVENUE
CERTIFICATES OF PARTICIPATION (2007 STREET IMPROVEMENT
PROGRAM)

WHEREAS, the City of Oxnard (the "City") has determined to undertake a program for the construction, acquisition, and improvement of certain public streets and roadways within the City (collectively, the "Project") and the City desires to finance such program from motor vehicle fuel tax revenues received by the City from the State of California and deposited into a special fund to be held and administered by the City (the "Gas Tax Fund"); and

WHEREAS, the City of Oxnard Financing Authority (the "Authority") has been formed for the purpose of, among other things, assisting the City in financing facilities and property useful to the City and is authorized to assist the City in the financing, construction, acquisition, and improvement of the Project; and

WHEREAS, on June 12, 2007, this City Council of the City (this "City Council") adopted Resolution No. 13,275 entitled "Resolution of the City Council of the City of Oxnard Authorizing the Sale, Execution, and Delivery of Not More than \$40,000,000 in Principal Amount of City of Oxnard Certificates of Participation (2007 Street Improvement Program) Evidencing Direct, Undivided Fractional Interests of the Owners Thereof in Installment Payments to Be Made by the City of Oxnard to the City of Oxnard Financing Authority Pursuant to an Installment Purchase Agreement, Approving Certain Documents and Authorizing Certain Actions in Connection Therewith, and Authorizing Judicial Validation Proceedings Relating Thereto" ("Resolution No. 13,275"); and

WHEREAS, pursuant to Resolution No. 13,275, this City Council, among other things, (a) authorized and approved the execution and delivery by the City of (i) a Trust Agreement, by and among the Authority, the City, and Wells Fargo Bank, National Association, as trustee (the "Trustee"), (ii) a Sale Agreement, by and between the City and the Authority, (iii) an Agency Agreement, by and between the Authority and the City, and (iv) an Installment Purchase Agreement (the "Installment Purchase Agreement"), by and between the Authority and the City, (b) authorized and approved the execution and delivery by the Trustee of the City of Oxnard Certificates of Participation (2007 Street Improvement Program) evidencing direct, undivided fractional interests of the owners thereof in the installment payments to be made by the City pursuant to the Installment Purchase Agreement solely from moneys on deposit in the Gas Tax Fund (the "Certificates"), and (c) authorized and directed the City Attorney of the City, in concert with Goodwin Procter LLP ("Special Counsel"), to prepare and cause to be filed and prosecuted to completion all proceedings required for the judicial validation of such Resolution No. 13,275 and the foregoing agreements and Certificates in the Superior Court of Ventura

County, under and pursuant to the provisions of Sections 860 et seq. of the California Code of Civil Procedure; and

WHEREAS, on October 29, 2007, the Superior Court of Ventura County issued a judgment in favor of the City with respect to such validation proceedings; and

WHEREAS, this City Council has determined that it is desirable to sell the Certificates on a negotiated sale basis to E. J. De La Rosa & Co., Inc., as underwriter (the "Underwriter"), pursuant to a Certificate Purchase Agreement (the "Purchase Contract") to be entered into by and among the City, the Authority, and the Underwriter; and

WHEREAS, this City Council has appointed Goodwin Procter LLP as Special Counsel and as disclosure counsel ("Disclosure Counsel") to prepare proceedings for the installment purchase of the Project and the sale, execution, and delivery of the Certificates and to prepare and review the form and content of initial and continuing disclosure materials in connection with the execution and delivery of the Certificates, including, without limitation, a preliminary official statement (the "Preliminary Official Statement"); and

WHEREAS, this City Council has determined that it is desirable to reduce the aggregate principal amount of Certificates authorized to be executed and delivered by the Trustee to an amount not to exceed \$30,000,000 and, at the request of the Underwriter, to revise the name of the Certificates; and

WHEREAS, the City proposes to enter into a Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") by and between the City and the Trustee, as dissemination agent (the "Dissemination Agent"), to provide for the City's continuing disclosure obligations with respect to the Certificates under Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"); and

WHEREAS, the forms of the following documents are on file with the City Clerk of the City (the "City Clerk") and have been submitted to this City Council, and the Finance Director of the City (the "Finance Director"), in consultation with Special Counsel and Disclosure Counsel, has examined and approved each document and has recommended that this City Council direct the completion, where appropriate, and the execution and delivery of such documents and the consummation of such financing:

- (1) the Purchase Contract;
- (2) the Preliminary Official Statement; and
- (3) the Continuing Disclosure Agreement

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF OXNARD DOES HEREBY FIND, DETERMINE, RESOLVE, AND ORDER AS FOLLOWS:

SECTION 1. The foregoing recitals, and each of them, are true and correct.

SECTION 2. The Certificates shall be designated "City of Oxnard Gas Tax Revenue Certificates of Participation (2007 Street Improvement Program)." The aggregate principal

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amount of Certificates authorized to be executed and delivered by the Trustee shall not exceed \$30,000,000.

SECTION 3. The Purchase Contract is approved in substantially the form on file with the City Clerk. The Finance Director is authorized and directed, for and in the name of the City, upon receipt of a complete Purchase Contract from the Underwriter, to execute and deliver the Purchase Contract with such changes, insertions, and omissions as the Finance Director shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided that the aggregate principal amount of the Certificates to be executed, delivered, and sold shall not exceed \$40,000,000, the underwriting fee payable to the Underwriter with respect to the Certificates does not exceed two percent (2.00%) of the par amount of the Certificates, excluding any original issue discount or premium, and the interest rates or yields to maturity with respect to the Certificates are such that the net interest cost does not exceed seven percent (7.0%).

SECTION 4. (a) The Preliminary Official Statement is approved and authorized in substantially the form on file with the City Clerk. The Preliminary Official Statement shall be deemed final as of its date, except for either revision or addition of the offering price(s), yield(s) to maturity, selling compensation, aggregate denominational amount and maturity value, denominational amount and maturity value per maturity, delivery date, rating(s), and other terms of the Certificates that depend upon the foregoing as provided in and pursuant to the Rule, and the Finance Director, as the City officer to be authorized and directed to execute the Official Statement for the Certificates, is authorized to execute and deliver a certificate in the customary form respecting such finality.

(b) This City Council authorizes such modifications to the Preliminary Official Statement, whether by corrections or additions thereto or by supplement or amendment thereof, as shall be approved by Disclosure Counsel and by the Finance Director, such approval to be conclusively established by delivery thereof to the Underwriter. The Underwriter is authorized to distribute the Preliminary Official Statement in connection with its public offering of the Certificates to persons who may be interested in the initial purchase of the Certificates, and the Finance Director, in coordination with the Underwriter and Disclosure Counsel, shall cause sufficient copies of the Preliminary Official Statement to be printed and made available to the Underwriter for said purpose.

(c) The Finance Director is further authorized and directed to approve, execute, and deliver the final Official Statement with respect to the Certificates, which final Official Statement shall be in the form of the Preliminary Official Statement with such changes, insertions, and omissions as may be approved by the Finance Director, such approval to be conclusively evidenced by the execution and delivery thereof. The Underwriter is directed to deliver copies of the final Official Statement to all actual initial purchasers of the Certificates.

SECTION 5. The Continuing Disclosure Agreement is approved in substantially the form on file with the City Clerk. The Finance Director is authorized and directed, for and in the name of the City, to execute and deliver the Continuing Disclosure Agreement with such changes, insertions, and omissions as the Finance Director shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 6. The Mayor of the City (the "Mayor"), the Mayor Pro-Tem of the City (the "Mayor Pro-Tem"), the City Clerk, the Finance Director, and any other proper officer of the City are authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents necessary or proper for carrying out the transactions contemplated by the Purchase Contract, the Continuing Disclosure Agreement, and this Resolution and to execute and deliver any and all certificates and representations, including signature certificates, no-litigation certificates, tax certificates, and certificates concerning the preliminary or final Official Statement describing the Certificates, necessary and desirable to accomplish the transactions described in such documents or as set forth above.

SECTION 7. Any document the execution of which by the Mayor is authorized by this Resolution shall, in the absence or inability to act of the Mayor, be executed by the Mayor Pro-Tem or by any authorized designee of the Mayor or the Mayor Pro-Tem. Any document the execution of which by the City Clerk is authorized by this Resolution shall, in the absence or inability to act of the City Clerk, be executed by any person so designated in writing by the City Clerk or by any other proper officer of the City acting on behalf of the City Clerk. Any document the execution of which by the Finance Director is authorized by this Resolution shall, in the absence or inability to act of the Finance Director, be executed by the Financial Services Manager of the City or, in the absence or inability to act of such Financial Services Manager, by any person so designated in writing by the Finance Director or by any other proper officer of the City acting on behalf of the Finance Director.

SECTION 8. All actions previously taken by this City Council and by the officers and staff of the City with respect to the matters addressed by this Resolution are approved, ratified, and confirmed.

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SECTION 9. This Resolution shall take effect immediately upon its passage.

APPROVED AND ADOPTED this 4th day of December, 2007, by the following vote:

AYES:

NOES:

ABSENT:

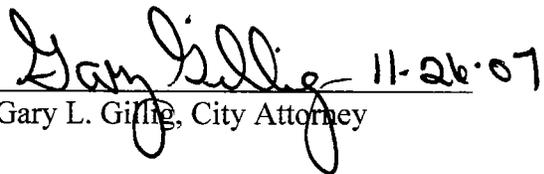
ABSTAIN:

Dr. Thomas E. Holden, Mayor

ATTEST:

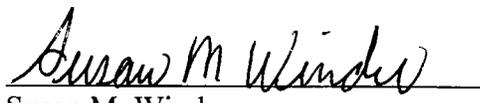
Daniel Martinez, City Clerk

APPROVED AS TO FORM:

 11-26-07

Gary L. Gillig, City Attorney

APPROVED AS TO CONTENT:



Susan M. Winder,
Interim Finance Director

RESOLUTION NO. ____

RESOLUTION OF THE GOVERNING BOARD OF THE CITY OF OXNARD FINANCING AUTHORITY APPROVING CERTAIN PURCHASE AND DISCLOSURE DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION WITH THE SALE, EXECUTION, AND DELIVERY OF NOT MORE THAN \$30,000,000 IN PRINCIPAL AMOUNT OF CITY OF OXNARD GAS TAX REVENUE CERTIFICATES OF PARTICIPATION (2007 STREET IMPROVEMENT PROGRAM)

WHEREAS, the City of Oxnard (the "City") has determined to undertake a program for the construction, acquisition, and improvement of certain public streets and roadways within the City (collectively, the "Project") and the City desires to finance such program from motor vehicle fuel tax revenues received by the City from the State of California and deposited into a special fund to be held and administered by the City (the "Gas Tax Fund"); and

WHEREAS, the City of Oxnard Financing Authority (the "Authority") has been formed for the purpose of, among other things, assisting the City in financing facilities and property useful to the City and is authorized to assist the City in the financing, construction, acquisition, and improvement of the Project; and

WHEREAS, on June 12, 2007, this Governing Board of the Authority (this "Governing Board") adopted Resolution No. 30 entitled "Resolution of the Governing Board of the City of Oxnard Financing Authority Authorizing the Sale, Execution, and Delivery of Not More than \$40,000,000 in Principal Amount of City of Oxnard Certificates of Participation (2007 Street Improvement Program) Evidencing Direct, Undivided Fractional Interests of the Owners Thereof in Installment Payments to Be Made by the City of Oxnard to the City of Oxnard Financing Authority Pursuant to an Installment Purchase Agreement, Approving Certain Documents and Authorizing Certain Actions in Connection Therewith" ("Resolution No. 30"); and

WHEREAS, pursuant to Resolution No. 30, this Governing Board, among other things, (a) authorized and approved the execution and delivery by the Authority of (i) a Trust Agreement, by and among the Authority, the City, and Wells Fargo Bank, National Association, as trustee (the "Trustee"), (ii) a Sale Agreement, by and between the City and the Authority, (iii) an Agency Agreement, by and between the Authority and the City, and (iv) an Installment Purchase Agreement (the "Installment Purchase Agreement"), by and between the Authority and the City, and (b) authorized and approved the execution and delivery by the Trustee of the City of Oxnard Certificates of Participation (2007 Street Improvement Program) evidencing direct, undivided fractional interests of the owners thereof in the installment payments to be made by the City pursuant to the Installment Purchase Agreement solely from moneys on deposit in the Gas Tax Fund (the "Certificates"); and

WHEREAS, the City Council of the City (the "City Council") has determined that it is desirable for the City to sell the Certificates on a negotiated sale basis to E. J. De La Rosa & Co., Inc., as underwriter (the "Underwriter"), pursuant to a Certificate Purchase Agreement (the

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“Purchase Contract”) to be entered into by and among the City, the Authority, and the Underwriter; and

WHEREAS, the City Council has appointed Goodwin Procter LLP as special counsel (“Special Counsel”) and as disclosure counsel (“Disclosure Counsel”) to prepare proceedings for the installment purchase of the Project and the sale, execution, and delivery of the Certificates and to prepare and review the form and content of initial and continuing disclosure materials in connection with the execution and delivery of the Certificates, including, without limitation, a preliminary official statement (the “Preliminary Official Statement”); and

WHEREAS, the City Council has determined that it is desirable to reduce the aggregate principal amount of Certificates authorized to be executed and delivered by the Trustee to an amount not to exceed \$30,000,000 and, at the request of the Underwriter, to revise the name of the Certificates; and

WHEREAS, the City proposes to enter into a Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) by and between the City and the Trustee, as dissemination agent, to provide for the City’s continuing disclosure obligations with respect to the Certificates under Rule 15c2-12 of the Securities and Exchange Commission; and

WHEREAS, the forms of the following documents are on file with the Secretary of this Governing Board (the “Secretary”) and have been submitted to this Governing Board, and the Controller of the Authority (the “Controller”), in consultation with Special Counsel and Disclosure Counsel, has examined and approved each document and has recommended that this Governing Board direct the completion, where appropriate, and the execution and delivery of such documents and the consummation of such financing:

- (1) Purchase Contract;
- (2) Preliminary Official Statement; and
- (3) Continuing Disclosure Agreement;

NOW, THEREFORE, THE GOVERNING BOARD OF THE CITY OF OXNARD FINANCING AUTHORITY DOES HEREBY FIND, DETERMINE, RESOLVE, AND ORDER AS FOLLOWS:

SECTION 1. The foregoing recitals, and each of them, are true and correct.

SECTION 2. The Certificates shall be designated “City of Oxnard Gas Tax Revenue Certificates of Participation (2007 Street Improvement Program).” The aggregate principal amount of Certificates authorized to be executed and delivered by the Trustee shall not exceed \$30,000,000.

SECTION 3. The Purchase Contract is approved in substantially the form on file with the Secretary. The Controller is authorized and directed, for and in the name of the Authority, upon receipt of a complete Purchase Contract from the Underwriter, to execute and deliver the Purchase Contract with such changes, insertions, and omissions as the Controller shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the City shall determine the following matters with respect to the

Certificates: (a) the principal amount of the Certificates to be executed, delivered, and sold; (b) the Underwriter's discount at which the Certificates are to be sold to the Underwriter; and (c) the interest rates or yields to maturity with respect to the Certificates.

SECTION 4. The Preliminary Official Statement is approved in substantially the form on file with the Secretary, with such modifications to the Preliminary Official Statement, whether by corrections or additions thereto or by supplement or amendment thereof, as shall be approved by Disclosure Counsel and by the Finance Director of the City (the "Finance Director"). The Underwriter is authorized to distribute copies of the Preliminary Official Statement to persons who may be interested in the initial purchase of the Certificates and is directed to deliver copies of the final Official Statement to all actual initial purchasers of the Certificates. Such final Official Statement shall be in the form of the Preliminary Official Statement with such changes, insertions, and omissions as may be approved by the Finance Director.

SECTION 5. The Authority understands, acknowledges, and agrees that the Continuing Disclosure Agreement, in the form on file with the Secretary, is subject to such changes, insertions, and omissions as the Finance Director require or approve.

SECTION 6. The Chairman of this Governing Board (the "Chairman"), the Vice Chairman of this Governing Board (the "Vice Chairman"), the Controller, the Secretary, and any other proper officer of the Authority are authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents necessary or proper for carrying out the transactions contemplated by the Purchase Contract and this Resolution and to execute and deliver any and all certificates and representations, including signature certificates, non-litigation certificates, tax certificates, and other certificates, necessary and desirable to accomplish the transactions described in such documents or as set forth above.

SECTION 7. Any document the execution of which by the Chairman is authorized by this Resolution shall, in the absence or inability to act of the Chairman, be executed by the Vice Chairman or by any authorized designee of the Chairman or the Vice Chairman. Any document the execution of which by the Secretary is authorized by this Resolution shall, in the absence or inability to act of the Secretary, be executed by any person so designated in writing by the Secretary or by any other proper officer of the Authority acting on behalf of the Secretary. Any document the execution of which by the Controller is authorized by this Resolution shall, in the absence or inability to act of the Controller, be executed by the Assistant Controller of the Authority or, in the absence or inability to act of such Assistant Controller, by any person so designated in writing by the Controller or by any other proper officer of the Authority acting on behalf of the Controller.

SECTION 8. All actions previously taken by this Governing Board and by the officers and staff of the Authority with respect to the matters addressed by this Resolution are approved, ratified, and confirmed.

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SECTION 9. This Resolution shall take effect from and after its date of adoption.

APPROVED AND ADOPTED this 4th day of December, 2007, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Dr. Thomas E. Holden, Chairman

ATTEST:

Daniel Martinez, Secretary

APPROVED AS TO FORM:

Gary L. Gillig 11-26-07
Gary L. Gillig, General Counsel

APPROVED AS TO CONTENT:

Susan M. Winder
Susan M. Winder, Acting Controller

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LIBD/2045197.2

ATTACHMENT NO. 2
PAGE 4 OF 4

CITY OF OXNARD
REQUEST FOR SPECIAL BUDGET APPROPRIATION

To the City Manager:

December 4, 2007

Request is hereby made for an appropriation of total

\$ 25,834,465

Reason for appropriation: Budget receipt and expenditure of Gas Tax COPs proceeds.

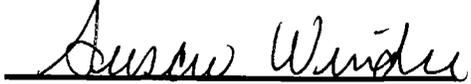
<u>FUND</u>	<u>DESCRIPTION/ACCOUNT</u>	<u>AMOUNT</u>
Gas Tax Fund (181)	181-3120-712-7951 Proceeds From Sale of Bonds	(24,388,000)
	181-3048-826-8605 (083129) Via Marina Neighborhood Resurfacing	3,270,535
	181-3049-826-8605 (083130) Doris Ave/Fremont South/Wilson Resurfacing	300,000
	181-3050-826-8605 (083131) Cabrillo Neighborhood Resurfacing	4,412,962
	181-3051-826-8605 (083132) Ventura Rd Resurfacing - Gonzales to Wagon Wheel	2,225,900
	181-3052-826-8605 (083133) Rose Ave/Gonzaleeds Rd Resurfacing	4,115,443
	181-3053-826-8605(083134) Sea View Estates Neighborhood Resurfacing	3,431,440
	181-3054-826-8605 (083135) Carriage Square Neighborhood Resurfacing	4,983,569
	Net Estimated Change to Gas Tax Fund	<u><u>1,648,151</u></u>
Traffic Congestion Relief Fund (211)	211-3048-826-8605 (083129) Via Marina Neighborhood Resurfacing	1,446,465
	Net Estimated Change to Traffic Congestion Relief Fund	<u><u>(1,446,465)</u></u>



 Program Leader

REQUIRES CITY COUNCIL APPROVAL

DIRECTOR OF FINANCE



Disposition

Approved _____

Rejected _____

Transfer by Journal Voucher _____

City Manager

000087

ATTACHMENT NO. 5

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