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 City of Stockton
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9 UNITED STATES BANKRUPTCY COURT
 10 EASTERN DISTRICT OF CALIFORNIA
 11 SACRAMENTO DIVISION
 12

13 In re:
 14 CITY OF STOCKTON, CALIFORNIA,
 15 Debtor.

Case No. 2012-32118
 D.C. No. OHS-15
 Chapter 9

**EXHIBITS B THROUGH C TO THE
 DECLARATION OF KENNETH
 DIEKER IN SUPPORT OF CITY'S
 SUPPLEMENTAL MEMORANDUM
 OF LAW IN SUPPORT OF
 CONFIRMATION OF FIRST
 AMENDED PLAN FOR THE
 ADJUSTMENT OF DEBTS OF CITY
 OF STOCKTON, CALIFORNIA
 (NOVEMBER 15, 2013)¹**

Date: May 12, 2014
 Time: 9:30 a.m.
 Dept: Courtroom 35
 Judge: Hon. Christopher M. Klein

Exhibit B

Resolution No. 08-0372

STOCKTON CITY COUNCIL

RESOLUTION APPROVING PROCEEDINGS BY THE STOCKTON PUBLIC FINANCING AUTHORITY FOR THE ISSUANCE AND SALE OF LEASE REVENUE BONDS TO FINANCE VARIOUS CAPITAL IMPROVEMENTS THROUGHOUT THE GEOGRAPHIC BOUNDARIES OF THE CITY AND APPROVING RELATED DOCUMENTS AND OFFICIAL ACTIONS

WHEREAS, the City of Stockton (the "City"), working together with the Stockton Public Financing Authority (the "Authority"), proposes to undertake the financing of the acquisition and development of various capital improvements throughout the geographic boundaries of the City (the "Project");

WHEREAS, for such purposes, the Authority has determined to issue its Stockton Public Financing Authority Lease Revenue Bonds, 2008 Series A (Capital Improvement Projects) (the "Bonds");

WHEREAS, the Bonds will be issued under the provisions of Article 4 (commencing with section 6584) of the Act (the "Bond Law") and an indenture of trust (the "Indenture"), by and between the Authority and Wells Fargo Bank, National Association, as trustee;

WHEREAS, in order to provide for the repayment of the Bonds, the Authority will lease certain real property and improvements (the "Property") to the City pursuant to a lease agreement (the "Lease Agreement") under which the City will agree to make lease payments to the Authority from moneys in its General Fund and the City will budget and appropriate sufficient amounts in each year to pay the full amount of principal of and interest on the Bonds;

WHEREAS, as required by section 6586.5(a) of the California Government Code, a public hearing has been held by this Council in connection with the financing;

WHEREAS, the Council desires to make a finding of significant public benefit pursuant to section 6586.5(a)(2) of the California Government Code, and to approve of the financing and the transactions contemplated by the Bonds;

WHEREAS, a proposed form of official statement (the "Official Statement") describing the Bonds, to be used in connection with the marketing of the Bonds, has been prepared and has been presented to the City; and

City Atty: LSW
Review _____
Date September 3, 2008

WHEREAS, the Council has duly considered such transactions and wishes at this time to approve said transactions in the public interests of the City; now, therefore,

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF STOCKTON, AS FOLLOWS:

1. Findings and Consent. The Council hereby finds that significant public benefits will arise from the financing, in accordance with section 6586 of the California Government Code.

2. Approval of Bonds. The Council hereby approves the issuance of the Bonds by the Authority for the purpose of providing funds to finance the Project.

3. Approval of Site and Facility Lease. The Council hereby approves a site and facility lease, by and between the City and the Authority (the "Site and Facility Lease"), pursuant to which the City will lease the Property to the Authority, to be leased back to the City pursuant to the Lease Agreement, in substantially the form on file with the City Clerk, together with any changes therein or additions thereto deemed advisable by the City Manager, the Deputy City Manager or the Chief Financial Officer (the "Designated Officers"), whose execution thereof shall be conclusive evidence of such approval. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the City to execute, and the City Clerk is hereby authorized and directed to attest, the final form of the Site and Facility Lease for and in the name of the City. The Council hereby authorizes the delivery and performance of the Site and Facility Lease.

4. Approval of Lease Agreement. The Council hereby approves the Lease Agreement, in substantially the form on file with the City Clerk, together with any changes therein or additions thereto deemed advisable by any Designated Officer, whose execution thereof shall be conclusive evidence of the approval of any such changes or additions, so long as the term of the Lease Agreement (not including extensions, as permitted therein) does not extend beyond September 1, 2038, and so long as the principal amount of the Lease Agreement is not greater than \$45,000,000. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the City to execute, and the City Clerk is hereby authorized and directed to attest, the final form of the Lease Agreement for and in the name of the City. The Council hereby authorizes the delivery and performance of the Lease Agreement.

5. Sale of the Bonds. The Council hereby approves the negotiated sale of the Bonds by the Authority to RBC Capital Markets (the "Underwriter"). The Council hereby approves a bond purchase agreement, by and among the Authority, the City and the Underwriter (the "Bond Purchase Agreement"), in substantially the form on file with the City Clerk, together with any changes therein or additions thereto deemed advisable by any Designated Officer, whose execution thereof shall be conclusive evidence of the approval of any such changes or additions, so long as the maximum par amount of the

Bonds sold to the Underwriter does not exceed \$45,000,000, the average interest rate on the Bonds does not exceed 7% and the Underwriter's discount with respect to the Bonds does not exceed 1%. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the City to execute, and the City Clerk is hereby authorized and directed to attest, the final form of the Bond Purchase Agreement for and in the name of the City. The Council hereby authorizes the delivery and performance of the Bond Purchase Agreement.

6. Official Statement. The Council hereby approves, and hereby deems nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 (the "Rule"), the preliminary official statement describing the Bonds (the "Preliminary Official Statement") in substantially the form on file with the City Clerk. The Designated Officers, each acting alone, are hereby authorized and directed to execute an appropriate certificate stating the City's determination that the Preliminary Official Statement is deemed final with permitted exceptions within the meaning of the Rule. Distribution of the Preliminary Official Statement in connection with the sale of the Bonds is hereby approved. The Designated Officers, each acting alone, are hereby authorized and directed to approve any changes in or additions to a final form of official statement (the "Final Official Statement"), and the execution thereof by any Designated Officer shall be conclusive evidence of approval of any such changes and additions. The Council hereby authorizes the distribution of the Final Official Statement by the Underwriter. The Final Official Statement shall be executed in the name and on behalf of the City by any Designated Officer.

7. Official Actions. The City Manager, the Deputy City Manager, the Chief Financial Officer, the City Clerk and all other officers of the City are each authorized and directed in the name and on behalf of the City to make any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they or any of them might deem necessary or appropriate in order to consummate any of the transactions contemplated by the documents approved pursuant to this Resolution. Whenever in this Resolution any officer of the City is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

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

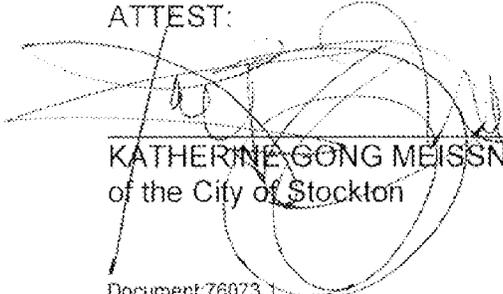
9. The City Manager is authorized to take such other actions as are appropriate to carry out the intent of this Resolution.

PASSED, APPROVED AND ADOPTED SEP - 9 2008



EDWARD J. CHAVEZ, Mayor
of the City of Stockton

ATTEST:



KATHERINE GONG MEISSNER, City Clerk
of the City of Stockton



Document:76073.1

Exhibit C

Resolution No. PFA ~~08-04~~

STOCKTON PUBLIC FINANCING AUTHORITY

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF LEASE REVENUE BONDS TO FINANCE VARIOUS CAPITAL IMPROVEMENTS THROUGHOUT THE GEOGRAPHIC BOUNDARIES OF THE CITY OF STOCKTON AND APPROVING RELATED DOCUMENTS AND OFFICIAL ACTIONS

WHEREAS, the Stockton Public Financing Authority (the "Authority") is a joint powers authority duly organized and existing under and pursuant to that certain Joint Exercise of Powers Agreement, dated as of June 18, 1990, by and between the City of Stockton (the "City") and the Redevelopment Agency of the City of Stockton (the "Agency" and, with the City, the "Members"), and under the provisions of Articles 1 through 4 (commencing with section 6500) of Chapter 5 of Division 7 of Title 1 of the California Government Code (the "Act"), and is authorized pursuant to Article 4 of the Act to borrow money for the purpose of financing the acquisition of bonds, notes and other obligations of, or for the purpose of making loans to, public entities, including the Members, and to provide financing for public capital improvements of public entities, including the Members;

WHEREAS, the City, working together with the Authority, proposes to undertake the financing of the acquisition and development of various capital improvements throughout the geographic boundaries of the City (the "Project");

WHEREAS, for such purposes, the Authority has determined to issue its Stockton Public Financing Authority Lease Revenue Bonds (Capital Improvement Projects), 2008 Series A, in a principal amount not to exceed \$45,000,000 (the "Bonds");

WHEREAS, the Bonds will be issued under the provisions of Article 4 (commencing with section 6584) of the Act (the "Bond Law") and an indenture of trust (the "Indenture"), by and between the Authority and Wells Fargo Bank, National Association, as trustee;

WHEREAS, in order to provide for the repayment of the Bonds, the Authority will lease certain real property and improvements (the "Property") to the City pursuant to a lease agreement (the "Lease Agreement") under which the City will agree to make lease payments to the Authority from moneys in its General Fund and the City will budget and appropriate sufficient amounts in each year to pay the full amount of principal of and interest on the Bonds;

City Atty: _____
Revised: LSW
Date: September 2, 2008

WHEREAS, as required pursuant to section 6586.5(a) of the California Government Code, a public hearing has been held by the City Council of the City in connection with the financing;

WHEREAS, a proposed form of official statement (the "Official Statement") describing the Bonds, to be used in connection with the marketing of the Bonds by the Underwriter, has been prepared and has been presented to the Authority; and

WHEREAS, the Board has duly considered such transactions and wishes at this time to approve said transactions in the public interests of the Authority; now, therefore,

BE IT RESOLVED, as follows:

1. Findings. The Board hereby finds that significant public benefits will arise from the financing in accordance with section 6586 of the California Government Code.

2. Issuance of Bonds; Approval of Indenture. The Board hereby authorizes the issuance of the Bonds under and pursuant to the Bond Law and the Indenture, for the purpose of providing funds to finance the Project. The Authority hereby approves the Indenture, in substantially the form on file with the Secretary, together with any changes therein or additions thereto approved by the Chair, the Vice Chair, the Treasurer or the Executive Director of the Authority (the "Designated Officers"), whose execution thereof shall be conclusive evidence of such approval. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the Authority to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Indenture for and in the name of the Authority. The Authority hereby authorizes the delivery and performance of the Indenture.

3. Approval of Site and Facility Lease. The Board hereby approves a site and facility lease, by and between the City and the Authority (the "Site and Facility Lease"), pursuant to which the City will lease the Property to the Authority, to be leased back to the City pursuant to the Lease Agreement, in substantially the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by any Designated Officer, whose execution thereof shall be conclusive evidence of such approval. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the Authority to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Site and Facility Lease for and in the name of the Authority. The Authority hereby authorizes the delivery and performance of the Site and Facility Lease.

4. Approval of Lease Agreement. The Board hereby approves the Lease Agreement, in substantially the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by any Designated Officer, whose execution thereof shall be conclusive evidence of such approval. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the Authority to execute, and the Secretary is hereby

authorized and directed to attest, the final form of the Lease Agreement for and in the name of the Authority. The Authority hereby authorizes the delivery and performance of the Lease Agreement.

5. Sale of the Bonds. The Authority hereby approves the negotiated sale of the Bonds to RBC Capital Markets (the "Underwriter"). The Authority hereby approves a bond purchase agreement, by and among the Authority, the City and the Underwriter (the "Bond Purchase Agreement"), in substantially the form on file with the Secretary, together with any changes therein or additions thereto deemed advisable by any Designated Officer, whose execution thereof shall be conclusive evidence of the approval of any such changes or additions, so long as (a) the maximum par amount of the Bonds sold to the Underwriter does not exceed \$45,000,000, the average interest rate on the Bonds does not exceed 7% and the Underwriter's discount with respect to the Bonds does not exceed 1%. The Designated Officers, each acting alone, are hereby authorized and directed for and in the name and on behalf of the Authority to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Bond Purchase Agreement for and in the name of the Authority. The Authority hereby authorizes the delivery and performance of the Bond Purchase Agreement.

6. Official Statement. The Board hereby approves, and hereby deems nearly final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 (the "Rule"), the preliminary official statement describing the Bonds (the "Preliminary Official Statement"), in substantially the form on file with the Secretary. The Designated Officers, each acting alone, are hereby authorized and directed to execute an appropriate certificate stating the Authority's determination that the Preliminary Official Statement is nearly final within the meaning of the Rule. Distribution of the Preliminary Official Statement in connection with the sale of the Bonds is hereby approved. The Designated Officers, each acting alone, are hereby authorized and directed to approve any changes in or additions to a final form of official statement (the "Final Official Statement"), and the execution thereof by any Designated Officer shall be conclusive evidence of approval of any such changes and additions. The Authority hereby authorizes the distribution of the Final Official Statement by the Underwriter. The Final Official Statement shall be executed in the name and on behalf of the Authority by any Designated Officer.

7. Official Actions. The Chair, the Vice Chair, the Treasurer, the Executive Director, the Secretary and all other officers of the Authority are each authorized and directed in the name and on behalf of the Authority to make any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they or any of them might deem necessary or appropriate in order to consummate any of the transactions contemplated by the documents approved pursuant to this Resolution. Whenever in this Resolution any officer of the Authority is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

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

The City Manager is authorized to take such other actions as are appropriate to carry out the intent of this Resolution.

PASSED, APPROVED AND ADOPTED SEP - 9 2008



EDWARD J. CHAVEZ, Chairman
Stockton Public Financing Authority

ATTEST:



KATHERINE GONG MEISSNER, Secretary
Stockton Public Financing Authority



Document: 76072.1