

## RESOLUTION NO. XXXX-2025

### RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FORT BRAGG APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE INSTALLMENT PURCHASE AGREEMENT WITH EVERBANK, N.A., AND RELATED DOCUMENTS AND ADDITIONAL ACTIONS

**WHEREAS**, pursuant to the provisions Article 12 (commencing with Section 53167) of Chapter 1 of Part 1 of Division 2 of Title 5 of the Government Code, the City of Fort Bragg (the “City”) is authorized to provide broadband internet access service (the “System”); and

**WHEREAS**, the City has or will receive certain government grants to fund a portion of the costs to design, construct and improve the System (the “Project”); and

**WHEREAS**, the City desires to fund the remaining portion of the costs necessary to complete the Project by entering into an Installment Purchase Agreement (the “2025 IPA”) with the City of Fort Bragg Joint Powers Public Financing Authority (the “Authority”); and

**WHEREAS**, pursuant to the 2025 IPA, the Authority has agreed to purchase the Project from the City with funds provided by EverBank, N.A. (the “Lender”) pursuant to an Assignment Agreement (the “Assignment Agreement”) by and between the Authority, as assignor, and the Lender, as assignee; and

**WHEREAS**, pursuant to the 2025 IPA, the City will acquire the Project from the Authority and obligate itself to make installment payments in the amounts and on the dates set forth in Exhibit B attached to the 2025 IPA (the “Installment Payments”); and

**WHEREAS**, pursuant to the Assignment Agreement, the Authority will assign to the Lender substantially all of the Authority’s rights, title and interest under the 2025 IPA; and

**WHEREAS**, in compliance with the requirements of Government Code Section 5852.1, the City has obtained good faith estimates of certain financial terms related to the financing of the Project through the execution and delivery of the 2025 IPA which estimates are disclosed and set forth in Exhibit A to the staff report submitted in connection with the approval of this Resolution and were made available at a public meeting of the City Council; and

**NOW, THEREFORE, BE IT RESOLVED** the City Council of the City of Fort Bragg does hereby RESOLVE, DETERMINE and ORDER as follows:

**Section 1.** Each of the above recitals is true and correct and is adopted by the City Council as the legislative body of the City.

**Section 2.** The form of the 2025 IPA is hereby approved and each of the Mayor of the City, the Mayor Pro Tem of the City, the City Manager/Finance Director of the City or any of their written designees (each an “Authorized Officer”), each acting alone, is hereby authorized and directed to execute and deliver the 2025 IPA (subject to the limitations set forth in the following sentence) in the name of and on behalf of the City, in

substantially the form and content now before this meeting, but with such changes, modifications, additions and deletions therein as shall be deemed necessary, desirable or appropriate by the Authorized Officer or Authorized Officers executing the same, such approval to be conclusively evidenced by the execution and delivery thereof by one or more of the Authorized Officers. The 2025 IPA shall be executed only if the interest rate does not exceed 4.85%, assuming no Event of Default or Event of Taxability occurs (as defined in the 2025 IPA).

**Section 3.** The form of the Project Fund Administration Agreement (the “Project Fund Agreement”) between and among the City and the Lender is hereby approved and each Authorized Officer acting alone, is hereby authorized and directed to execute and deliver the Project Fund Agreement in the name of and on behalf of the City, in substantially the form and content now before this meeting, but with such changes, modifications, additions and deletions therein as shall be deemed necessary, desirable or appropriate by the Authorized Officer or Authorized Officers executing the same, such approval to be conclusively evidenced by the execution and delivery thereof by one or more of the Authorized Officers.

**Section 4.** The form of the Project Fund Agreement may also be used to create any other agreement necessary to document the holding of funds by the Lender, including, but not limited to, for capitalized interest or for a debt service reserve, and each Authorized Officer is hereby authorized and directed to execute and deliver such fund agreement in the name of and on behalf of the City, in substantially the form and content of the Project Fund Agreement now before this meeting, but with such changes, modifications, additions and deletions therein for such additional holding of funds as shall be deemed necessary, desirable or appropriate by the Authorized Officer or Authorized Officers executing the same, such approval to be conclusively evidenced by the execution and delivery thereof by one or more of the Authorized Officers.

**Section 5.** The City hereby approves and authorizes the Authority to enter into and assign its rights under the 2025 IPA pursuant to the Assignment Agreement.

**Section 6.** In accordance with Government Code section 5852.1, good faith estimates of the following have been obtained and are set forth on Exhibit A attached to the staff report relating to the approval of this Resolution: (a) the true interest cost of the 2025 IPA, (b) the sum of all fees and charges to be paid to third parties with respect to the 2025 IPA, including an estimate of the costs of issuance, (c) the amount of proceeds expected to be received in connection with the 2025 IPA net of the fees and charges paid to third parties and any reserves or capitalized interest paid or funded with proceeds received under the 2025 IPA, and (d) the sum total of all debt service payments due on the 2025 IPA calculated through the term of the 2025 IPA plus the fees and charges paid to third parties not paid with the proceeds received under the 2025 IPA. The City Council finds and determines that the provisions of Government Code section 5852.1 have been satisfied with respect to the authorization of the 2025 IPA.

**Section 7.** Each of the Authorized Officers is hereby 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 this Resolution, including, but not limited to, documents required by the Lender, including account control agreements, commitment letter and other documents, and to pay all costs of issuance related to the execution and delivery of the 2025 IPA.

**Section 8.** This Resolution shall take effect immediately upon its passage.

The above and foregoing Resolution was introduced by Councilmember \_\_\_\_\_, seconded by Councilmember \_\_\_\_\_, and passed and adopted at a regular meeting of the City Council of the City of Fort Bragg held on the 28th day of April, 2025, by the following vote:

**AYES:**

**NOES:**

**ABSENT:**

**ABSTAIN:**

**RECUSED:**

\_\_\_\_\_  
**Jason Godeke**  
**Mayor**

**ATTEST:**

\_\_\_\_\_  
**Diana Paoli**  
**City Clerk**