

(O-88-9)

ORDINANCE NUMBER O- 16925 (NEW SERIES)

ADOPTED ON AUG 10 1987

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF AND AUTHORIZING OF ONE OR MORE LOAN AGREEMENTS WITH SAN DIEGO GAS & ELECTRIC COMPANY AND ONE OR MORE INDENTURES WITH A TRUSTEE OR TRUSTEES TO BE SELECTED IN CONNECTION WITH THE ISSUANCE OF CITY OF SAN DIEGO INDUSTRIAL DEVELOPMENT REVENUE BONDS (SAN DIEGO GAS & ELECTRIC COMPANY), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$25,000,000.

WHEREAS, the City Council of The City of San Diego (the "City") has, by Ordinance No. O-15586 (New Series), adopted by the City Council on September 14, 1981, enacted an Act of the City entitled the Economic Development Revenue Bond Law (the "Law"), amending Article 7 of Chapter IX of the Municipal Code of the City by adding Divisions 1, 2, 3 and 4, authorizing and establishing a procedure for the sale and issuance of revenue bonds or other evidences of indebtedness by the City for the purpose of providing financing to participating parties for economic development purposes; and

WHEREAS, the City Council of the City has, by Ordinance No. O-16469 (New Series), adopted by the City Council on July 22, 1985, amended Chapter IX, Article 7, Division 3, Section 97.0301 of the San Diego Municipal Code to authorize the issuance of an increased principal amount of revenue bonds by the City; and

WHEREAS, the City Council of the City has, by Ordinance No. O-16760 (New Series), adopted by the Council on November 10,

1986, further amended Chapter IX, Article 7, Division 3, Section 97.0301 of the San Diego Municipal Code to authorize an increase in the outstanding principal amount of revenue bonds which may be sold by the City; and

WHEREAS, the City Council of the City has, by Resolution No. R-266868, adopted by the Council on October 27, 1986, evidenced its intent to authorize the issuance of one or more series of such revenue bonds or other evidences of indebtedness to fund such a loan or loans to San Diego Gas & Electric Company (the "Company") to finance the acquisition and construction of local distribution facilities for electric energy and gas (the "Projects") for the Company; and

WHEREAS, the Company has assured the City that the interest savings the Company will realize by virtue of the City's providing tax-exempt financing for the Projects will be passed on to the Company's electric energy and gas customers, including all such customers within the boundaries of the City, by way of lower rates than would otherwise prevail; and

WHEREAS, the Company has requested the City to issue such bonds or other evidences of indebtedness to provide financing for the Projects in one or more series of bonds from time to time as needed to finance the Projects; and

WHEREAS, the City Council finds that it is in the best interests of the City to accommodate such request by the Company and to grant and delegate such authority to the officers of the City as may be necessary or appropriate to do so; NOW, THEREFORE,

BE IT ORDAINED, by the Council of The City of San Diego, as follows:

Section 1. Pursuant to the Law, revenue bonds of the City, designated "The City of San Diego Industrial Development Revenue Bonds (San Diego Gas & Electric Company)", and having such series designated as may be appropriate, in an aggregate principal amount not to exceed \$25,000,000 (herein called in aggregate the "Bonds"), are authorized to be issued in one or more series as the Company and the officers of the City may determine are appropriate.

Section 2. The City Manager and other proper officers of the City are authorized to prepare and to enter into, for and in the name and on behalf of the City, in accordance with the Law, from time to time as needed to finance the Projects, agreements with the Company providing for loans to it to be funded by the issuance of one or more series of economic development revenue bonds of the City in an aggregate principal amount not to exceed \$25,000,000 and for terms not to exceed forty years, and one or more indentures between the City and a trustee or trustees, to be selected by the Company with the approval of the City Manager or other proper officer of the City, setting forth the terms of said bonds and providing for the payment and security thereof, and all necessary and appropriate documents in connection therewith. Forms of the proposed Loan Agreement, the Indenture and the Bond Purchase Agreement are on file in the office of the City Clerk as Document Nos. 00-16925-1, 0016925-2 and 0016925-3, respectively.

Section 3. The proposed form of loan agreement (the "Loan Agreement"), between the City and the Company, presented to this meeting, is hereby approved. The City Manager or other proper officer of the City is hereby authorized, on and after the effective date hereof, for and in the name and on behalf of the City, to execute, acknowledge and deliver one or more loan agreements, or supplements thereto, in substantially such form in connection with each issuance of a series of the Bonds with such changes therein as such officer and the City Attorney may require or approve, and with the inclusion of such of the alternative provisions contemplated thereby as may be appropriate to provide or accommodate differing types of security or collateral for the Bonds, so long as each such series bears an investment grade rating at least equal to that of the First Mortgage Bonds of the Company, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The proposed form of trust indenture (the "Indenture"), between the City and a trustee, presented to this meeting, is hereby approved. The City Manager or other proper officer of the City is hereby authorized, on or after the effective date hereof, for and in the name and on behalf of the City, (a) to execute, acknowledge and deliver one or more trust indentures in substantially such form, in connection with each issuance of a series of Bonds, with such changes therein as such officer and the City Attorney may require or approve, and with the inclusion of such of the alternative provisions contemplated thereby as may be appropriate to provide or accommodate differing

types of security or collateral for the Bonds, so long as each such series bears an investment grade rating at least equal to that of the First Mortgage Bonds of the Company, such approval to be conclusively evidenced by the execution and delivery thereof and (b) to approve a trustee selected by the Company for each series of Bonds. The date, maturity date or dates, interest rate or rates (and the method for any adjustment thereof), interest payment dates, terms of redemption, terms, if any, on which the Bonds may be tendered, security and other terms of the Bonds shall be as provided in each such Indenture as finally executed.

Section 5. The proposed form of bond purchase agreement (the "Bond Purchase Agreement"), among the City, the Company and Salomon Brothers, Inc. and Dean Witter Reynolds, Inc., as co-managing underwriters (the "Underwriters"), presented to this meeting, is hereby approved. The City Manager or other proper officer of the City is hereby authorized, for and in the name and on behalf of the City, to execute, acknowledge and deliver a bond purchase agreement in substantially such form, in connection with each issuance of a series of Bonds, with such changes therein as such officer and the City Attorney may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The City Manager or other proper officer of the City is hereby authorized, for and in the name and on behalf of the City, to approve and sign an official statement or other disclosure statement relating to the Bonds (the "Official Statement"), subject to the review and approval of the City

Attorney, in connection with each issuance of a series of Bonds, which Official Statement shall describe the series of Bonds being offered and shall include an annex setting forth information with respect to the Company.

Section 7. Forms of the proposed Loan Agreement, the Indenture and the Bond Purchase Agreement are on file in the office of the City Clerk as Document Nos. 00-16925-1, 00-16925-2 and 00-16925-3, respectively, and the actual form of Indenture, Loan Agreement or Bond Purchase Agreement executed and delivered in connection with a series of Bonds shall be similarly so filed.

Section 8. Bonds in an aggregate principal amount not to exceed \$25,000,000 shall be executed by the manual or facsimile signature of the Mayor, and the seal of the City shall be affixed or imprinted thereon and attested by the manual or facsimile signature of the City Clerk, in forms as set forth in and otherwise in accordance with said Indenture. The seal of the City may be reproduced in facsimile form.

Section 9. The Bonds, when so executed, shall be delivered to the trustee or other designated person under an indenture for a series of Bonds (a "Trustee") for authentication. The Trustees are hereby requested and directed to authenticate the Bonds by executing the Trustee's certificate of authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the Underwriters in accordance with written instructions executed on behalf of the City by the City Manager or other proper officer of the City, which instructions said officer is hereby authorized and directed, for and in the name

and on behalf of the City, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Underwriters upon payment of the purchase price thereof.

Section 10. The City Clerk is hereby authorized and directed to attest the signature of the Mayor and the City Manager or the Assistant or Deputy City Manager or other proper officer of the City and to affix and attest the seal of the City as may be requested in connection with the execution and delivery of the Bonds and said Loan Agreements, Indentures and Bond Purchase Agreements as may be prepared in connection with one or more series of Bonds in accordance with this ordinance.

Section 11. The officers of the City are hereby authorized, jointly and severally, to do any and all things and to execute and deliver all documents and select or approve such other parties which they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to carry out, give effect to and comply with the terms and intents of this ordinance, the Bonds and said Loan Agreements, Indentures and Bond Purchase Agreements. In particular, the officers of the City are hereby authorized, jointly and severally, to do any and all things and to execute and deliver all documents which may be necessary or advisable to allocate to the Bonds any portion of the State of California's private activity bond limit which the California Debt Limit Allocation Committee transfers or allocates to the City specifically for purposes of the Bonds. The City Manager or his designee is hereby authorized to execute and file carryforward

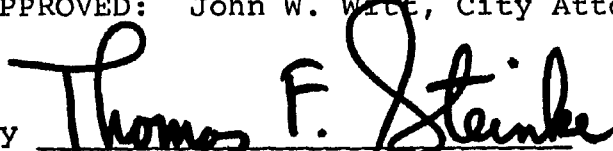
elections pursuant to Section 146(f) of the Internal Revenue Code of 1986, as amended, with respect to any portion of the State of California private activity bond volume cap allocated or transferred to the City with respect to the Projects.

Section 12. It is the purpose and intent of the City Council that this ordinance constitutes, to the extent its approval is required by Section 147(f) of the Internal Revenue Code of 1986, as amended, the City's approval of the Projects and the Bonds by an applicable elected representative.

Section 13. The City Clerk is hereby authorized and directed to cause a digest or a copy of this ordinance to be published at least once in "The San Diego Daily Transcript" within fifteen (15) days after the adoption of this ordinance pursuant to Section 18 of the City Charter.

Section 14. This ordinance shall take effect and be in force on the thirtieth day from and after its passage.

APPROVED: John W. Witt, City Attorney

By 
for Harold O. Valderhaug
Deputy City Attorney

HOV:ps
07/14/87
Or.Dept:Prop.
O-88-9
Form=o.none

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Passed and adopted by the Council of The City of San Diego on **AUG 10 1987**,
by the following vote:

Council Members	Yeas	Nays	Not Present	Ineligible
Abbe Wolfsheimer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bill Cleator	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Gloria McColl	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
William Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ed Struikma	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mike Gotch	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Judy McCarty	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Celia Ballesteros	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Maureen O'Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

MAUREEN O'CONNOR
Mayor of The City of San Diego, California.

CHARLES G. ABDELNOUR
City Clerk of The City of San Diego, California.

(Seal)

By *June G. Blackhall*, Deputy.

I HEREBY CERTIFY that the foregoing ordinance was not finally passed until twelve calendar days had elapsed between the day of its introduction and the day of its final passage, to wit, on

JUL 27 1987

AUG 10 1987

....., and on

~~I FURTHER CERTIFY that said ordinance was read in full prior to its final passage.~~

I FURTHER CERTIFY that the reading of said ordinance in full was dispensed with by a vote of not less than a majority of the members elected to the Council, and that there was available for the consideration of each member of the Council and the public prior to the day of its passage a written or printed copy of said ordinance.

CHARLES G. ABDELNOUR
City Clerk of The City of San Diego, California.

(Seal)

By *June G. Blackhall*, Deputy.

Office of the City Clerk, San Diego, California

Ordinance Number 0-16925 Adopted AUG 10 1987

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CITY CLERK'S OFFICE

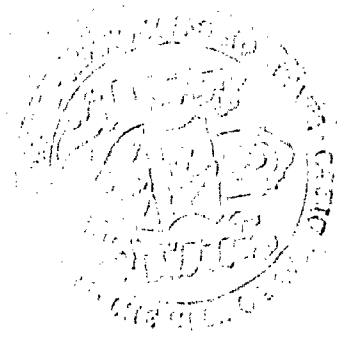
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