

201⁵⁷

(O-94-21)
Corrected 7/29/93

ORDINANCE NUMBER O- 17969 (NEW SERIES)

ADOPTED ON SEP 07 1993

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF, AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE LOAN AGREEMENTS WITH SAN DIEGO GAS & ELECTRIC COMPANY AND ONE OR MORE INDENTURES WITH A TRUSTEE OR TRUSTEE TO BE SELECTED IN CONNECTION WITH, THE CITY OF SAN DIEGO INDUSTRIAL DEVELOPMENT REVENUE BONDS (SAN DIEGO GAS & ELECTRIC COMPANY) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$400,000,000.

WHEREAS, the City Council of The City of San Diego (the "City") has, by Ordinance No. O-15586 (New Series), adopted by the Council on September 14, 1981, enacted an Act of the City entitled the Economic Development Revenue Bond Law, as amended by Ordinance No. O-16469 (New Series), adopted on July 22, 1985, by Ordinance No. O-16760 (New Series), adopted on November 10, 1986 (as so amended, the "Law"), adding Divisions 1, 2, 3 and 4 to Article 7 of Chapter IX of the Municipal Code of the City, 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, San Diego Gas & Electric Company (the "Company") has requested the City to issue such bonds or other evidences of indebtedness of the City to fund loans to the Company to finance the acquisition and construction of local facilities for the generation, transmission and distribution of electric energy and

local facilities for the transmission, storage and distribution of gas (the "Projects") for the Company, and to authorize proper officers of the City to proceed to prepare or cause to be prepared all documentation necessary or appropriate for such purposes; and

WHEREAS, the Company has assured the City that the interest savings the Company will realize by virtue of the City's provision of 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 through procedures established by the California Public Utilities Commission; and

WHEREAS, this Council finds that it is in the best interests of the City to accommodate the Company's request for tax-exempt financing for the Projects 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 designations as may be appropriate, in an aggregate principal amount not to exceed \$400,000,000 and maturing not later than 40 years from their respective dates of issuance (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 determine are appropriate, subject in each case to approval by the City Council

of the form of bond purchase agreement and official statement relating to each series of Bonds.

Section 2. The City Manager and his designee 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 (a) 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 his designee (the "Trustee"), setting forth the terms of the Bonds and providing for the payment and security thereof; (b) one or more agreements with the Company providing for repayment of the loans made or deemed made to it from proceeds of the Bonds, such repayments to be made at the times and in the amounts necessary to pay all amounts due on the Bonds at the times required therefor; (c) one or more agreements providing for the purchase and sale of the Bonds; and (d) all other necessary and appropriate documents in connection therewith.

Section 3. The proposed form of trust indenture (the "Indenture"), between the City and the Trustee, presented to this meeting and on file with the City Clerk as Document No. 00-17969-1 is hereby approved. The City Manager or his designee 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, in connection with each issuance of a series of Bonds, one or more trust indentures in substantially such form, with such changes therein as such officer and the City Attorney may require or approve, and with the inclusion of such alternative or additional provisions as may be appropriate to provide or

accommodate differing terms of the Bonds or 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, subject to the limitations on amount and maturity set forth in Section 1 hereof.

Section 4. The proposed form of loan agreement (the "Loan Agreement"), between the City and the Company, presented to this meeting and on file with the City Clerk as Document No. 0-17969-2 is hereby approved. The City Manager or his designee 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, in connection with each issuance of a series of Bonds, one or more loan agreements, or supplements thereto, in substantially either such form, with such changes therein as such officer and the City Attorney may require or approve, and with the inclusion of such alternative or additional provisions as may be appropriate to provide or accommodate differing terms of the Bonds or 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 5. The actual form of Indenture, Loan Agreement, bond purchase agreement and official statement executed and delivered in connection with each series of Bonds shall be filed in the office of the City Clerk.

6. Section 6. The Bonds 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 the applicable Indenture. The seal of the City may be reproduced in facsimile form. The Bonds, when so executed, shall be delivered for authentication to the Trustee or other designated person under the applicable Indenture. Each Trustee is 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 of said Bonds in accordance with written instructions executed on behalf of the City by the City Manager or his designee, 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 said underwriters upon payment of the purchase price thereof.

Section 7. 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 any designee thereof 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 each Loan Agreement and Indenture as may be prepared in connection with one or more series of Bonds in accordance with this ordinance.

Section 8. All actions heretofore taken by the officers and agents of the City with respect to the financing of the Projects and the authorization and issuance of the Bonds are hereby approved, confirmed and ratified. 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 any Loan Agreement, Indenture and bond purchase agreement; provided that no series of Bonds may be issued unless the form of bond purchase agreement and the form of official statement with respect to such series shall have been approved by resolution or ordinance of the City Council, which approval shall be at the Council's sole option.

Section 9. Other than as specified above, all consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this ordinance, including without limitation any of the foregoing which may be necessary or desirable in connection with any default under or amendment of such documents, any substitution of security for the Bonds or any redemption of the Bonds, may be given or taken by


the City Manager without further authorization by the City Council, and the City Manager is hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officer, in his or her sole discretion, may deem necessary or desirable to further the purposes of this ordinance.

Section 10. 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 11. 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



Harold O. Valderhaug
Chief Deputy City Attorney

HOV:ps
07/28/93
07/29/ COR.COPY
Or.Dept:Mgr.
0-94-21

207

Passed and adopted by the Council of The City of San Diego on SEP 07 1993
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"/>
Ron Roberts	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
John Hartley	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
George Stevens	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Tom Behr	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Valerie Stallings	<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"/>
Juan Vargas	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Susan Golding	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

SUSAN GOLDING
Mayor of The City of San Diego, California.

(Seal)

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

By Linda Sugano, 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 AUG 09 1993, and on SEP 07 1993

~~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 Linda Sugano, Deputy.

Office of the City Clerk, San Diego, California	
Ordinance Number <u>0517969</u>	Adopted <u>SEP 07 1993</u>

CERTIFICATE OF PUBLICATION

RECORDED
93 SEP 22 AM 11:11
SAN DIEGO, CALIF.

OFFICE OF THE CITY CLERK
2ND FLOOR
CITY ADMINISTRATION BUILDING
202 C STREET
SAN DIEGO, CA 92101

IN THE MATTER OF

NO.

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF,...

I, Corey Donahue, am a citizen of the United States and a resident of the county aforesaid; I am over the age of eighteen years, and not a party to or interested in the above-entitled matter. I am the principal clerk of the San Diego Daily Transcript, a newspaper of general circulation, printed and published daily, except Saturdays and Sundays, in the City of San Diego, County of San Diego and which newspaper has been adjudged a newspaper of general circulation by the Superior Court of the County of San Diego, State of California, under the date of January 23, 1909, Decree No. 14894; and the

ORDINANCE NUMBER 0-17969 (NEW SERIES)

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF, AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE LOAN AGREEMENTS WITH SAN DIEGO GAS & ELECTRIC COMPANY AND ONE OR MORE INDENTURES WITH A TRUSTEE OR TRUSTEE TO BE SELECTED IN CONNECTION WITH, THE CITY OF SAN DIEGO INDUSTRIAL DEVELOPMENT REVENUE BONDS (SAN DIEGO GAS & ELECTRIC COMPANY) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$400,000,000.

This ordinance authorizes the issuance and sale of, and authorizes the execution and delivery of one or more loan agreements with San Diego Gas & Electric Company and one or more indentures with a trustee or trustee to be selected in connection with, the City of San Diego Industrial Development Revenue Bonds (San Diego Gas & Electric Company) in an aggregate principal amount not to exceed \$400,000,000.

A complete copy of this ordinance, together with related documents, is on file in the office of the City Clerk and available for public inspection in the City Administration Building, 202 C Street, 2nd floor, San Diego, CA 92101.

INTRODUCED ON August 9, 1993

Passed and adopted by the Council of the City of San Diego on September 7, 1993.

AUTHENTICATED BY:

SUSAN GOLDING
Mayor of The City of San Diego, CA
CHARLES G. ABDELNOUR
City Clerk of The City of San Diego

(SEAL)

By Linda Lugano, Deputy

(Ordinance)
Pub. Sept. 20

278660

ORDINANCE NUMBER 0-17969 (NEW SERIES)

is a true and correct copy of which the annexed is a printed copy and was published in said newspaper on the following date(s), to wit:

SEPT. 20

I certify under penalty of perjury that the foregoing is true and correct.

Dated at San Diego, California this 20th day of SEPT., 1993.

Corey Donahue

(Signature)

2718" X 2 = \$ 21.92