

RESOLUTION NUMBER R- 312033

DATE OF FINAL PASSAGE NOV 05 2018

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO (I) APPROVING FORM AND AUTHORIZING THE DISTRIBUTION OF THE OFFERING MEMORANDUM IN CONNECTION WITH THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF THE AUTHORITY'S LEASE REVENUE COMMERCIAL PAPER NOTES FROM TIME TO TIME IN THE PRINCIPAL AMOUNT NOT TO EXCEED IN THE AGGREGATE \$88,500,000; (II) APPROVING THE FORMS OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE DEALER AGREEMENTS; (III) AUTHORIZING THE EXECUTION, DELIVERY AND PERFORMANCE BY THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO OF THE REIMBURSEMENT AGREEMENT; AND (IV) APPROVING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the Joint Exercise of Powers Agreement, dated as of May 14, 1991, as amended and restated as of January 11, 1999, further amended and restated on October 29, 2002, and further amended and restated as of January 1, 2013, by and among the City of San Diego, California (City), the City, solely in its capacity as the designated Successor Agency to the former Redevelopment Agency of the City of San Diego and the Housing Authority of the City of San Diego (Housing Authority), established the Public Facilities Financing Authority of the City of San Diego (Authority), a California joint exercise of powers authority duly organized to provide financial assistance to the City; and

WHEREAS, on May 15, 2018, pursuant to Resolution No. R-311757, the City authorized the issuance and sale of one or more series of the Authority's lease revenue commercial paper notes from time to time (Commercial Paper Notes) in an aggregate principal amount not to exceed \$80,500,000 that are payable from Base Rental Payments (Base Rental Payments) to be

made by the City pursuant to the Facilities Lease by and between the City and the Authority (Lease) to (i) provide short-term financing for the acquisition, design, construction, installation, improvement, replacement, and equipping of various capital improvements related to the City, (ii) reimburse the City for eligible expenditures in accordance with applicable law, (iii) to pay principal of Commercial Paper Notes at maturity or to reimburse the related Credit Facility Provider (as defined in the Indenture herein referred to) for draws under the related Credit Facility (as defined in the Indenture herein referred to), and (iv) pay costs of issuance incurred in connection with the issuance of Commercial Paper Notes; and

WHEREAS, on August 14, 2018, pursuant to Resolution No. R-311956, the City authorized the issuance and sale of one or more series of the Commercial Paper Notes in the principal amount not to exceed in the aggregate \$88,500,000; and

WHEREAS, to facilitate such financing, the City authorized the issuance and sale from time to time by the Authority of the Commercial Paper Notes for the purposes set forth above; and

WHEREAS, the City approved the execution and delivery of an Indenture (Indenture) by and between the Authority and U.S. Bank National Association, as Trustee (Trustee), in conjunction with the issuance of Commercial Paper Notes from time to time, in one or more series, which Commercial Paper Notes will be payable from Base Rental Payments to be made by the City pursuant to the Lease; and

WHEREAS, in furtherance of the issuance of the Commercial Paper Notes under the Indenture, the City proposed to cause the Authority to enter into an Issuing and Paying Agency Agreement (Issuing and Paying Agency Agreement) with U.S. Bank National Association, as Issuing and Paying Agent (Issuing and Paying Agent); and

WHEREAS, in order to secure the payment of the Commercial Paper Notes, the City and the Authority proposed to enter into a Site Lease (Site Lease), pursuant to which the City will lease to the Authority certain real property of the City (Leased Property), and the City and the Authority have proposed to enter into the Lease pursuant to which the Authority will lease the Leased Property back to the City; and

WHEREAS, in furtherance of the issuance of the Commercial Paper Notes, the City proposes to cause the Authority to enter into one or more Dealer Agreements (each, a Dealer Agreement), by and between the Authority and J.P. Morgan Securities LLC and Wells Fargo Securities (each, a Dealer), as the initial Dealers; and

WHEREAS, in furtherance of the issuance of the Commercial Paper Notes, this Resolution will approve the execution and delivery of, and the City proposes to enter into and to cause the Authority to enter into, a Reimbursement Agreement and related fee letter agreement (collectively, the Reimbursement Agreement), each by and among the City, the Authority, and Wells Fargo Bank, National Association and any other Credit Facility Agreement (as defined in the Indenture); and

WHEREAS, pursuant to the San Diego Municipal Code, including section 22.4108 (as amended by Ordinance No. O-19320), the Disclosure Practices Working Group (DPWG) is required to review disclosure documents of the City and related entities, and DPWG is required to review and approve a proposed form of Offering Memorandum for the Commercial Paper Notes (Offering Memorandum) in accordance with the applicable Disclosure Controls and Procedures; and

WHEREAS, there has been presented to this meeting the following documents:

a. A proposed form of the Offering Memorandum, relating to the issuance by the Authority, of one or more Series of the Authority's Commercial Paper Notes from time to time in the principal amount not to exceed in the aggregate \$88,500,000; and

b. A proposed form of each Dealer Agreement, by and between the Authority and each initial Dealer, copies of which Dealer Agreements are on file in the Office of the City Clerk as Document Nos. 312033-1, pursuant to which Dealer Agreements the Dealers will serve as dealers for the Commercial Paper Notes; and

c. A proposed form of the Reimbursement Agreement, by and among the City, the Authority and Wells Fargo Bank, National Association, a copy of which Reimbursement Agreement is on file in the Office of the City Clerk as Document No 312033-2, pursuant to which Reimbursement Agreement Wells Fargo Bank, National Association will issue a letter of credit in favor of the Issuing and Paying Agent; and

WHEREAS, a notice of public hearing concerning the adoption of this Resolution was duly published once at least five (5) days prior to such hearing in a newspaper of general circulation in the County of San Diego; and

WHEREAS, the City is authorized to undertake the actions described in this Resolution pursuant to its Charter and the Constitution and applicable laws of the State of California; NOW, THEREFORE,

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

Section 1. The City Council hereby finds and determines that the statements set forth above in the recitals to this Resolution are true and correct.

Section 2. The City Council hereby finds that financing various capital improvements as described in the recitals to this Resolution will provide significant public benefits in accordance with the criteria specified in California Government Code Section 6586.

Section 3. The City hereby authorizes and approves and requests the Authority authorize and approve the issuance and sale of one or more series of the Authority's Commercial Paper Notes in the principal amount not to exceed in the aggregate \$88,500,000 to provide funds for financing various capital improvements, reimburse the City for eligible expenditures and pay costs of issuance incurred in connection with the issuance of the Commercial Paper Notes from time to time.

Section 4. The forms of the Dealer Agreement and the Reimbursement Agreement (collectively, the Financing Documents) are hereby approved, and the execution, delivery and performance thereof by the City of the agreements to which it is a party is hereby approved. The Mayor, the Chief Operating Officer of the City, the Chief Financial Officer of the City and their designees (each, an Authorized Signatory) are hereby jointly and severally authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Financing Documents to which the City is a party, and the Authority is hereby requested to execute and deliver the Financing Documents to which it is a party, in conjunction with the issuance of Commercial Paper Notes substantially in the forms submitted to this meeting, and the City Clerk is authorized to attest thereto, with such additions and changes therein, including but not limited to determining which parcel or parcels of City property shall be included as the Leased Property, as an Authorized Signatory shall determine are necessary or desirable and approve as being in the best interests of the City, and as approved as to form by the City Attorney or his, her or their specified designee, and with such other changes that may be required by Hawkins Delafield &

Wood LLP, Bond Counsel to the City (Bond Counsel), such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The form and content of the proposed Offering Memorandum substantially in the form presented to and considered at this meeting, are hereby approved, with such changes thereto as an Authorized Signatory shall determine are necessary and desirable and may require or approve, such approval to be conclusively evidenced by the delivery of the Offering Memorandum for release to prospective purchasers of the Commercial Paper Notes. The distribution of electronic or physical copies of the Offering Memorandum to persons who may be interested in the purchase of the Commercial Paper Notes is hereby authorized and approved. The Mayor, the Chief Operating Officer, the Chief Financial Officer, the Director of the Debt Management, the City Comptroller, the City Attorney and any such other officers, employees, or agents of the City as may be authorized by the Mayor of the City, the Chief Operating Officer or the Chief Financial Officer (each, a City Representative) are hereby authorized and directed, jointly and severally, for and in the name of and on behalf of the City, to amend or supplement the Offering Memorandum from time to time and cause the distribution thereof, subject to the prior review and approval of the Offering Memorandum, as amended or supplemented, by the City's Disclosure Practices Working Group.

Section 6. The City Attorney or his, her or their specified designee is authorized to retain Hawkins Delafield & Wood LLP as bond counsel and disclosure counsel for the City and the Authority to provide ongoing, as-needed legal services related to the Commercial Paper Notes in an amount not to exceed \$45,000 over a three-year period.


Section 7. All actions heretofore taken by any officers, employees, or agents of the City with respect to the authorization of the Offering Memorandum and Financing Documents

and the issuance, delivery, or sale of the Commercial Paper Notes are hereby approved, confirmed and ratified. Each City Representative is hereby authorized and directed, for and in the name of and on behalf of the City, to do any and all things and take any and all actions, including, without limitation, pay necessary and appropriate fees and expenses and to execute and deliver any and all certificates, agreements and other documents which they, or any of them, may deem necessary or desirable to consummate the transactions evidenced by the Offering Memorandum and the Financing Documents in accordance with this Resolution. In addition, any City Representative, in consultation with the City's municipal advisor, is hereby specifically authorized to approve additions and changes to the Offering Memorandum and the Financing Documents authorized by this Resolution as any City Representative shall determine are necessary or desirable and in the best interests of the City, such determination being conclusively evidenced by the execution and delivery of such Offering Memorandum and the Financing Documents by the City. Such other officials, employees, and agents of the City as may be authorized by any Authorized Signatory are hereby each authorized, and directed, for and in the name and on behalf of the City, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements, and other documents which they, or any of them, may deem necessary or advisable in order to consummate the execution, delivery of the Offering Memorandum and the delivery and performance of the Financing Documents and other documents authorized by this Resolution, the transactions authorized hereby and evidenced by the Financing Documents and the disbursement of proceeds of the Commercial Paper Notes in accordance with this Resolution. In addition, any City Representative, in consultation with the City's municipal advisor, is hereby authorized to amend, supplement or restate any Credit Facility Agreement in connection with any extension of the term of any Credit Facility or any

increase or decrease in the maximum principal amount of Commercial Paper Notes secured by any Credit Facility and to execute and deliver any additional, replacement or successor Credit Facility Agreement as such City Representative shall determine are necessary or desirable and in the best interests of the City, such determination shall be conclusively evidenced by the execution and delivery of such amendment, supplement or restatement of, or additional, replacement or successor, Credit Facility Agreement.

Section 8. This Resolution shall take effect immediately upon its adoption


APPROVED: MARA W. ELLIOTT, City Attorney

By   
Bret A. Bartolotta  
Deputy City Attorney


BAB:jdf  
10/17/18  
Or.Dept: Debt Management  
Doc. No.: 1844738

I certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of OCT 30 2018.

ELIZABETH S. MALAND  
City Clerk

By   
Deputy City Clerk

Approved: 11/5/18  
(date)

  
KEVIN L. FAULCONER, Mayor

Vetoed: \_\_\_\_\_  
(date)

\_\_\_\_\_  
KEVIN L. FAULCONER, Mayor



Passed by the Council of The City of San Diego on OCT 30 2018, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Barbara Bry	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lorie Zapf	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Ward	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Myrtle Cole	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mark Kersey	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Chris Cate	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Scott Sherman	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
David Alvarez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Georgette Gomez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage NOV 05 2018

(Please note: When a resolution is approved by the Mayor, the date of final passage is the date the approved resolution was returned to the Office of the City Clerk.)

AUTHENTICATED BY:

KEVIN L. FAULCONER  
Mayor of The City of San Diego, California.

ELIZABETH S. MALAND  
City Clerk of The City of San Diego, California.

(Seal)

By , Deputy

Office of the City Clerk, San Diego, California  
Resolution Number R- 312033