

RESOLUTION NUMBER R- **314665**

DATE OF FINAL PASSAGE MAR 20 2023

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO APPROVING THE FORM AND AUTHORIZING THE DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION, DELIVERY AND DISTRIBUTION OF THE OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE AND SALE BY THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO OF ITS LEASE REVENUE BONDS; AND APPROVING OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the City of San Diego (City), the Successor Agency to the Redevelopment Agency of the City of San Diego, and the Housing Authority of the City of San Diego have heretofore entered into a Third Amended and Restated Joint Exercise of Powers Agreement, dated as of January 1, 2013, which created and established the Public Facilities Financing Authority of the City of San Diego (Authority), a California joint exercise of powers authority duly organized for the purpose, among others, of issuing its bonds to be used to provide financial assistance to the City to finance and refinance public capital improvements; and

WHEREAS, the City Council (Council) has in Ordinance No. O-21586 (Bond Ordinance) requested the Authority to issue lease revenue bonds in one or more series (2023 Bonds), in a total aggregate principal amount not to exceed \$175,000,000 to finance the costs of the acquisition, design, construction, installation, improvement, replacement and equipping of certain capital improvement projects, and the acquisition of certain equipment of the City, including through the payment of the Lease Revenue Commercial Paper Notes, Series A issued to finance certain of such projects; and

WHEREAS, the Authority has previously entered into an Indenture, dated as of July 1, 2012, as supplemented and amended (Indenture), with Wells Fargo Bank, National Association, which has been succeeded as trustee thereunder by Computershare Trust Company, National Association, to provide for the issuance of bonds pursuant to the terms of the Indenture to finance and refinance public capital improvements for the City and has previously issued several series of bonds (Prior Bonds) for such purpose and the 2023 Bonds will be issued under the Indenture as Additional Bonds (as defined in the Indenture) secured on a parity with the Prior Bonds; and

WHEREAS, there has been presented to this meeting a proposed form of Preliminary Official Statement relating to the 2023 Bonds (Preliminary Official Statement), a copy of which is on file in the Office of the City Clerk as Document No. R-314665, which will be used in marketing the 2023 Bonds; and

WHEREAS, pursuant to section 22.4107 of the San Diego Municipal Code (as enacted by Ordinance O-19320), the Disclosure Practices Working Group (DPWG) is required to review disclosure documents of the City and DPWG has reviewed and approved, in accordance with Section 5.2 of the Disclosure Controls and Procedures, the form of the Preliminary Official Statement; and

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

WHEREAS, the Office of the City Attorney has drafted this Resolution based on the information provided by City staff, with the understanding that this information is complete, true, and accurate; NOW, THEREFORE,

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

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

Section 2. The form and content of the proposed Preliminary Official Statement substantially in the form presented to and considered at this meeting, are hereby approved, with such changes thereto as the Mayor, the Chief Operating Officer or the Chief Financial Officer and each of them or any of their respective designees (together, the Authorized Signatories and each, an Authorized Signatory) shall determine are necessary and desirable and may require or approve, such approval to be conclusively evidenced by the execution of the certificate described below by an Authorized Signatory. Each Authorized Signatory is hereby authorized and directed, for and in the name of and on behalf of the City, to execute and deliver an official statement with respect to the 2023 Bonds (Official Statement), in substantially the form of the final Preliminary Official Statement, with such changes thereto as such Authorized Signatory executing and delivering such document shall determine are necessary and desirable and may require or approve and believes to be in the best interests of the Authority and the City, such requirement or approval to be conclusively evidenced by the execution and delivery thereof. The use and distribution of electronic or physical copies of the Preliminary Official Statement and the Official Statement to persons who may be interested in the purchase of 2023 Bonds is hereby authorized and approved. The Authorized Signatories are, and each of them acting alone is,

hereby authorized to certify on behalf of the City that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 promulgated by the Securities and Exchange Commission (except for the omission of certain information as permitted by such Rule).

Section 3. All actions heretofore taken by any Authorized Signatory or by any officers, employees or agents of the City with respect to: (i) the issuance, delivery, or sale of the 2023 Bonds; or (ii) the Preliminary Official Statement, are hereby approved, confirmed and ratified. Any Authorized Signatory is, and such other officers, employees or agents of the City as may be authorized by the Mayor, the Chief Financial Officer or the Chief Operating Officer are, 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, conforming any of the documents to be executed with respect to the 2023 Bonds to the terms of the Preliminary Official Statement and Official Statement, paying necessary and appropriate fees and expenses, and executing and delivering any and all certificates, agreements and other documents which they, or any of them, may deem necessary or advisable to consummate the transactions evidenced by the documents referenced herein in accordance with the Bond Ordinance and this Resolution.

APPROVED: MARA W. ELLIOTT, City Attorney

By:   
Bret A. Bartolotta  
Deputy City Attorney

BAB:jdf  
03/07/2023  
Or.Dept: Debt Management  
Doc. No.: 3235745

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at their meeting of MAR 20 2023.

DIANA J.S. FUENTES  
Interim City Clerk

By: Connie Patterson  
Deputy City Clerk

Approved: 3/20/23  
(date)

Todd Gloria  
TODD GLORIA, Mayor

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

\_\_\_\_\_  
TODD GLORIA, Mayor

Passed by the Council of The City of San Diego on MAR 20 2023, by the following vote:

Councilmembers	Yeas	Nays	Not Present	Recused
Joe LaCava	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jennifer Campbell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Stephen Whitburn	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Monica Montgomery Steppe	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marni von Wilpert	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kent Lee	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Raul A. Campillo	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Vivian Moreno	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Sean Elo-Rivera	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage MAR 20 2023.

**(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:

TODD GLORIA  
Mayor of The City of San Diego, California.

(Seal)

DIANA J.S. FUENTES  
City Clerk of The City of San Diego, California.

By Connie Patterson, Deputy

Office of the City Clerk, San Diego, California

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