

RESOLUTION NUMBER R- **314666** (NEW SERIES)

DATE OF FINAL PASSAGE MAR 20 2023

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO (I) APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT; AND (II) APPROVING CERTAIN OTHER AGREEMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE AND SALE BY THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO OF ITS WATER REVENUE BONDS.

WHEREAS, Article 1 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California authorizes and empowers local agencies to form a joint powers authority, separate and apart from the contracting parties, and Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (known as the Marks-Roos Local Bond Pooling Act of 1985) authorizes and empowers such an authority to issue bonds for the purpose of financing public capital improvements, working capital, liability and other insurance needs, or projects whenever there are significant public benefits to local agencies; and

WHEREAS, 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, are parties to a Joint Exercise of Powers Agreement establishing the Public Facilities Financing Authority of the City of San Diego (Authority), a California joint exercise of powers authority duly organized and established to finance, acquire, construct, maintain, repair and control certain capital facilities improvements for the City; and

WHEREAS, to effectuate the design, acquisition, construction and installation of improvements (Projects) to the City's water system (Water System), the City has caused the Authority to have issued various series of water revenue bonds and commercial paper notes, each with an appropriate series, lien, and purpose designation including but not limited the Subordinated Water Revenue Commercial Paper Notes, Series A (Payable Solely from Subordinated Installment Payments Secured by Net System Revenues of the Water Utility Fund) (the Commercial Paper Notes); and

WHEREAS, the Authority issued the Commercial Paper Notes to initially finance various Projects with the expectation that the Commercial Paper Notes would be paid, in whole or in part, with the proceeds of water revenue bonds (the water revenue bonds issued to pay such Commercial Paper Notes and/or finance Projects, the Authorized Water Revenue Bonds); and

WHEREAS, the City desires to finance the acquisition, construction, installation, and improvement of additional components to the Water System; and

WHEREAS, the City desires to provide of the issuance of water revenue bonds to finance the additional components of the Water System and pay, in whole or in part, the Commercial Paper Notes (such water revenue bonds being referred to herein as Authorized Water Revenue Bonds); and

WHEREAS, in accordance with Charter section 99, the City Council has heretofore authorized and approved by Ordinance Number O-21561 (Ordinance) on November 14, 2022 certain agreements and conditions attendant to the issuance by the Authority of one or more series of Authorized Water Revenue Bonds payable from Installment Payments or Subordinated Installment Payments secured by Net System Revenues of the Water Utility Fund of the City (as such terms are defined in the Ordinance) in an aggregate principal amount not to exceed

\$300,000,000 to pay, in whole or in part, the Commercial Paper Notes, to provide the necessary capacity to initially finance various other Projects and/or to initially finance various other Projects; and

WHEREAS, in connection with the marketing and sale of the Authorized Water Revenue Bonds, it is necessary for the City to authorize and approve the distribution of the Preliminary Official Statement (Preliminary Official Statement) and the execution, delivery, and distribution of the final Official Statement (Official Statement) relating to the Authorized Water Revenue Bonds, as the case may be, all in accordance with the policies of this City Council and applicable securities laws and regulations; and

WHEREAS, there has been presented to this meeting a proposed form of Preliminary Official Statement related to the issuance of the Authorized Water Revenue Bonds, a copy of which Preliminary Official Statement is on file in the Office of the City Clerk as Document No. R-**314666**, 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 Preliminary Official Statement related to the issuance of the Authorized Water Revenue Bonds, in accordance with the applicable Disclosure Controls and Procedures; and

WHEREAS, the form of the Preliminary Official Statement submitted to this meeting has been reviewed and approved by DPWG; 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; 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 City Council, 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 form and content of the form of the Preliminary Official Statement submitted to this meeting, a copy of which Preliminary Official Statement is on file in the Office of the City Clerk, and the execution and delivery thereof by the City are hereby approved. Any of the Mayor, the Chief Operating Officer or the Chief Financial Officer of the City and each of them or any of their respective designees (each, an Authorized Signatory) is hereby authorized, and any one of the Authorized Signatories is hereby directed, for and in the name and on behalf of the City, to execute and deliver any requested certificate or instrument evidencing the City's approval of the Preliminary Official Statement in conjunction with the issuance of the Authorized Water Revenue Bonds, in substantially the form presented to this meeting and the City Clerk is authorized to attest thereto, with such additions, changes, supplements and amendments therein as any 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 and DPWG, and with such other changes as may be required or requested by Hawkins Delafield & Wood LLP, as Disclosure Counsel (Disclosure Counsel), such approval to be conclusively evidenced by the execution and delivery thereof by the Authorized Signatory.

Upon approval of the Preliminary Official Statement for use in marketing the Authorized Water Revenue Bonds by the Authorized Signatories and in accordance with applicable policies and procedures of the City, including approval by DPWG, the Preliminary Official Statement shall be "deemed final" as of its date, except for the omission of certain information as permitted in and pursuant to Rule 15c2-12 (Rule), promulgated by the Securities and Exchange Commission pursuant to the provisions of the Securities Act of 1934, as amended, and the Authorized Signatories are hereby authorized, and any one of the Authorized Signatories is hereby directed, for and in the name and on behalf of the City, to execute a certificate to that effect.

Section 3. Following the pricing and sale of the Authorized Water Revenue Bonds, the Authorized Signatories are authorized and directed to cause a form of the Official Statement to be prepared in accordance with the disclosure policies of the City, the requirements of the Rule and with the assistance of DPWG together with such changes as are determined to be necessary or desirable by the Authorized Signatory executing the Official Statement to make such Official Statement complete and accurate as of its date, such approval to be conclusively evidenced by the execution and delivery of the Official Statement to the initial purchasers of the Authorized Water Revenue Bonds, as the case may be. The Official Statement shall be executed by any of the Authorized Signatories upon satisfaction of applicable DPWG requirements and the recommendation of Disclosure Counsel.

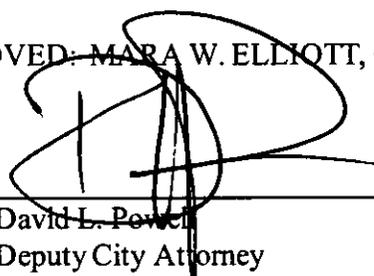
Section 4. All actions heretofore taken by any officers, employees, or agents of the Authority with respect to the issuance, delivery, or sale of the Authorized Water Revenue Bonds are hereby approved, confirmed and ratified; and any officers, employees, or agents of the City as may be authorized by the Authorized Signatories are hereby authorized and directed, for 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 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 authorized by the Ordinance and the Resolution in accordance with this Resolution, including, without limitation, payment of necessary and appropriate fees and expenses of bond counsel, disclosure counsel, Municipal Advisor and other professionals retained by the City, and execute and deliver any and all certificates, agreements and other documents (including, but not limited to, the tax compliance certificate) at the time of their original issuance and/or execution which they, or any of them, may deem necessary or advisable to consummate the transactions authorized by the Ordinance in accordance with this Resolution.

Section 5. This Resolution shall take effect immediately upon its adoption.

APPROVED: MARA W. ELLIOTT, City Attorney

By

  
\_\_\_\_\_  
David L. Powell  
Deputy City Attorney

DLP:jdf  
03/02/2023  
Or.Dept: Debt Management  
Doc. No.: 3238694

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

DIANA J.S. FUENTES  
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 checked="" type="checkbox"/>	<input 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 Corrie Patterson, Deputy

Office of the City Clerk, San Diego, California  
Resolution Number R- **314666**