

RESOLUTION NUMBER R- **315688** (NEW SERIES)

DATE OF FINAL PASSAGE **JUL 17 2024**

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO (I) APPROVING THE FORMS AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE (A) PRELIMINARY OFFICIAL STATEMENTS AND (B) OFFICIAL STATEMENTS; (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 ONE OR MORE SERIES OF ITS SEWER REVENUE BONDS; AND (III) DECLARING THE OFFICIAL INTENT OF THE CITY TO REIMBURSE CERTAIN EXPENDITURES FROM THE PROCEEDS OF INDEBTEDNESS.

WHEREAS, in accordance with the San Diego City Charter (Charter) section 99, the City Council has heretofore authorized and approved by Ordinance Number O-21804 (Ordinance) dated April 29, 2024 certain agreements and conditions attendant to the issuance by the Authority of one or more series of Authorized Sewer Bonds (as defined in the Ordinance) in an aggregate principal amount not to exceed \$300,000,000, the proceeds of which will be loaned to the City and used by the City to finance improvements to the City's Wastewater System; and

WHEREAS, in connection with the marketing and sale of the Authorized Sewer 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 Sewer Bonds, 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 Authorized Sewer Bonds, a copy of which Preliminary Official Statement is on file in the Office of the City Clerk as Document No. **RR315688** 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 each issuance of the Authorized Sewer 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 intends to acquire and construct, or cause to be acquired or constructed, certain improvements, additions, and/or rehabilitations to the City Wastewater System (Projects) as described in the City's Wastewater System Capital Improvement Program, which may include but are not limited to, the Pure Water program, large pump stations, pipelines, trunk sewers, treatment plants, municipal pump stations and other projects; and

WHEREAS, the City expects to pay for certain capital expenditures related to the Projects (Reimbursable Expenditures) on a cash basis prior to the issuance of indebtedness for the purpose of financing costs associated with the Projects on a long-term basis; and

WHEREAS, in order to reimburse the Reimbursable Expenditures with tax-exempt debt obligations, the City must adopt a reimbursement resolution in accordance with section 1.150-2 of Treasury Regulations (Regulations); and

WHEREAS, the City reasonably expects that debt obligations in an aggregate principal amount not expected to exceed \$470,000,000 will be issued in connection with the Projects, and certain of the proceeds of such debt obligations will be used to reimburse eligible Reimbursable Expenditures; and

WHEREAS, by adopting this resolution the City will satisfy the official intent requirement under the Regulations and will be able to reimburse certain Reimbursable Expenditures from tax-exempt proceeds of future Wastewater System bonds, notes and loans, and adoption of this resolution will not obligate the City to expend any funds or issue debt, but merely enables the City to reimburse itself for all qualified Reimbursable Expenditures from any such debt issuances; 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 and each such Preliminary Official Statement in conjunction with one or more issuances of the Authorized Sewer Bonds in one or more series and on one or more sale dates, 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 Nixon Peabody 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 Sewer 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 Sewer 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 Sewer Bonds. 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 Sewer 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 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 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 in accordance with this Resolution, including, without limitation, payment of necessary and appropriate fees and expenses of the 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.

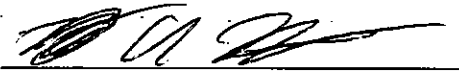
Section 5. This declaration of official intent is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations and does not bind the City to make any expenditure, incur any indebtedness, or proceed with the Projects.

Section 6. The City hereby declares its official intent under section 1.150-2 of Treasury Regulations, to reimburse itself for eligible Reimbursable Expenditures of the Projects with proceeds of indebtedness, the aggregate principal amount of which is not expected to exceed \$470,000,000.

Section 7. This Resolution does not supersede any prior reimbursement resolutions with respect to the Projects, and such prior reimbursement resolutions remain in full force and effect.

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

APPROVED: MARA W. ELLIOTT, City Attorney

By   
For: David Powell  
Deputy City Attorney

DLP:jdf  
06/20/2024  
07/01/2024 COR. COPY  
Or.Dept.: Department of Finance  
Doc. No.: 3691043\_2

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego,  
at this meeting of JUL 16 2024.

DIANA FUENTES  
City Clerk

By

  
Deputy City Clerk

Approved:

7/17/24  
(date)

  
TODD GLORIA, Mayor

Vetoed:

\_\_\_\_\_  
(date)

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

Passed by the Council of The City of San Diego on JUL 16 2024, 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"/>
Henry L. Foster III	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marni von Wilpert	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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 checked="" type="checkbox"/>	<input type="checkbox"/>	<input 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 JUL 17 2024.

**(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.

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

\_\_\_\_\_  
(Seal)

By Linda Irwin, Deputy  
For Gilbert Sanchez

Office of the City Clerk, San Diego, California  
Resolution Number R- **315688**