

RESOLUTION NO. ____

**A RESOLUTION OF THE CITY OF SANTA CLARA,
CALIFORNIA, AUTHORIZING THE ISSUANCE AND SALE OF
ITS GENERAL OBLIGATION BONDS, AUTHORIZING AND
DIRECTING THE EXECUTION OF A PAYING AGENT
AGREEMENT, OFFICIAL STATEMENT AND CERTAIN OTHER
RELATED DOCUMENTS, AND AUTHORIZING ACTIONS
RELATED THERETO**

WHEREAS, the City of Santa Clara (the “City”) is a municipal corporation and charter city duly organized and existing under the Constitution and laws of the State of California; and

WHEREAS, an election was duly and regularly held in the City of Santa Clara (the “City”) on November 5, 2024, for the purpose of submitting Measure I (the “Bond Measure”) to the qualified electors of the City; and

WHEREAS, the abbreviated form of the Bond Measure was:

“To improve 911 emergency response; fix streets to reduce potholes and provide safer roads and routes for drivers, pedestrians, and cyclists; upgrade stormdrains/pipes to prevent flooding/sinkholes; and renovate/replace recreation, library and other community facilities; shall the City of Santa Clara’s measure authorizing \$400,000,000 in bonds, funded by levying an estimated \$19 per \$100,000 of assessed value while bonds are outstanding, generating approximately \$21,674,000 annually, with annual audits and citizen oversight of spending, be adopted?”; and

WHEREAS, more than two-thirds of the electors voted in favor of the Bond Measure authorizing the issuance by the City of general obligation bonds in the aggregate principal amount of \$400,000,000 for the purpose of providing funds for certain municipal improvements within the City as authorized by the Bond Measure (as more particularly defined herein, the “Project”); and

WHEREAS, the City is empowered to issue general obligation bonds that are authorized by two-thirds of the qualified electors of the City pursuant to Article 4.5, commencing with Section 53506, of

Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code (collectively, the “Act”); and

WHEREAS, for the purpose of financing a portion of the Project, the City has determined at this time to issue its bonds in two series captioned “City of Santa Clara (County of Santa Clara, California) Election of 2024 General Obligation Bonds, 2026 Series A” (the “Series A Bonds”), and “City of Santa Clara (County of Santa Clara, California) Election of 2024 General Obligation Bonds, 2026 Series B (Qualified 501(c)(3) Bonds)” (the “Series B Bonds” and, collectively, the “Bonds”), as the first two series of bonds issued under the Bond Measure; and

WHEREAS, the City Council intends to issue the Series B Bonds as qualified 501(c)(3) bonds within the meaning of Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”); and

WHEREAS, as required by California Government Code Section 5852.1, attached hereto as Exhibit A is the information relating to the Bonds that has been obtained by the City Council and is hereby disclosed and made public; and

WHEREAS, the City Council of the City has duly considered such transactions and desires at this time to approve said transactions and the documents related thereto.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF SANTA CLARA AS FOLLOWS:

1. Recitals Correct. The foregoing recitals are true and correct.
2. Findings Regarding Series B Bonds. The City Council hereby finds that it is the purpose and intent of the City Council that this resolution constitutes approval of the issuance of the Series B Bonds by the City for the purposes of Section 147(f) of the Internal Revenue Code to the extent that the Series B Bonds are issued as qualified 501(c)(3) bonds for purposes of Section 147(f).
3. Issuance of Bonds; Approval of Paying Agent Agreement. The City Council hereby authorizes the issuance of the Bonds under the Act for the purpose of providing funds to finance a portion of the Project. The Bonds shall be issued under a Paying Agent Agreement between the City and U.S.

Bank Trust Company, National Association, as paying agent, which is hereby approved in substantially the form on file with the City Clerk together with any changes therein or additions thereto deemed advisable by the Mayor, the City Manager, any Deputy or Assistant City Manager, the Director of Finance, any Assistant Director of Finance, or the written designee of any of them (each, an “Authorized Officer”), and the execution thereof by an Authorized Officer shall be conclusive evidence of the approval of such changes and additions. The City Council hereby authorizes and directs an Authorized Officer to execute, and the City Clerk to attest, said form of the Paying Agent Agreement for and in the name of the City. The City Council hereby authorizes the delivery and performance of the Paying Agent Agreement.

4. Execution of Bonds. Pursuant to California Government Code Section 43623, the City Council hereby authorizes the Bonds to be executed on behalf of the City by the manual or facsimile signature of the City Manager and the Director of Finance, who serves as City treasurer, and attested with the manual or facsimile signature of the City Clerk or any Assistant City Clerk. Pursuant to California Government Code Section 43623, this Resolution shall be approved by a two-thirds vote of the City Council.

5. Sale of Series A Bonds. The City Council hereby authorizes the sale of the Series A Bonds by competitive public bidding pursuant to Section 53508.7 of the Act, provided that (a) the principal amount of the Series A Bonds shall not exceed \$73,765,000, (b) the true interest cost of the Series A Bonds shall not exceed 6.00% per annum, and (c) the final maturity date of the Series A Bonds shall not extend beyond August 1, 2055.

The Series A Bonds shall be offered for sale in accordance with the provisions of the Official Notice of Sale (the “Series A Bonds Official Notice of Sale”), which is hereby approved in substantially the form on file with the City Clerk together with any changes therein or additions thereto deemed advisable by an Authorized Officer. Each Authorized Officer is hereby separately authorized and directed to accept the best responsible bid for the purchase of the Series A Bonds, determined in

accordance with the Series A Bonds Official Notice of Sale, and, if accepted, to evidence the City's acceptance of an offer to purchase the Series A Bonds.

Jones Hall LLP, as bond counsel to the City ("Bond Counsel"), is hereby authorized and directed to cause a notice of the City's intention to sell the Series A Bonds, in form and substance acceptable to said firm, to be published once in The Bond Buyer in accordance with California Government Code Section 53692.

Notwithstanding the foregoing, the Series A Bonds may be sold on a negotiated sale basis, upon: (i) the determination by PFM Financial Advisors LLC, the City's municipal advisor (the "Municipal Advisor") that the municipal credit markets are not, at the time scheduled for the sale of the Series A Bonds, in the judgment of the Municipal Advisor, conducive to a successful competitive sale of the Series A Bonds; and (ii) an Authorized Officer's concurrence with the conclusion of the Municipal Advisor. In such event, the Series A Bonds may be sold on a negotiated basis, to the firm selected through a competitive selection process and determined to provide best value to the City, pursuant to a purchase contract (the "Series A Bonds Purchase Contract"), between the City and the underwriting firm so selected to purchase the Series A Bonds, in form and substance approved by an Authorized Officer upon consultation with Bond Counsel and the Municipal Advisor. Any Authorized Officer is hereby authorized and directed to execute the Series A Bonds Purchase Contract on behalf of the City; provided, however, that the principal amount, true interest cost and final maturity date with respect to the Series A Bonds shall not exceed the maximum amounts set forth above, and the underwriter's discount with respect to the Series A Bonds shall not exceed 0.50% of the original aggregate principal amount of the with respect to the Series A Bonds. The City Council hereby finds that any such negotiated sale will provide more flexibility to choose the time and date of the sale of the Series A Bonds, and will provide time for underwriters to educate potential investors about the City and the Series A Bonds with the goal of maximizing investor orders and reducing interest cost on the day of bond pricing.

In accordance with the Act, the City Council shall (a) at the next scheduled City Council meeting

following the sale of the Series A Bonds, disclose actual cost information regarding the Series A Bonds and, if sold on a negotiated basis, the identity of the Series A Bonds underwriter, and (b) submit or cause to be submitted an itemized summary of the costs of the Series A Bonds sale to the California Debt and Investment Advisory Commission.

6. Sale of Series B Bonds. The City Council hereby authorizes the sale of the Series B Bonds by competitive public bidding pursuant to Section 53508.7 of the Act, provided that (a) the principal amount of the Series B Bonds shall not exceed \$26,235,000, (b) the true interest cost of the Series B Bonds shall not exceed 6.00% per annum, and (c) the final maturity date of the Series B Bonds shall not extend beyond August 1, 2027.

The Series B Bonds shall be offered for sale in accordance with the provisions of the Official Notice of Sale (the “Series B Bonds Official Notice of Sale”), which is hereby approved in substantially the form on file with the City Clerk together with any changes therein or additions thereto deemed advisable by an Authorized Officer. Each Authorized Officer is hereby separately authorized and directed to accept the best responsible bid for the purchase of the Series B Bonds, determined in accordance with the Series B Bonds Official Notice of Sale, and, if accepted, to evidence the City’s acceptance of an offer to purchase the Series B Bonds.

Bond Counsel is hereby authorized and directed to cause a notice of the City's intention to sell the Series B Bonds, in form and substance acceptable to said firm, to be published once in The Bond Buyer in accordance with California Government Code Section 53692.

Notwithstanding the foregoing, the Series B Bonds may be sold on a negotiated sale basis, upon: (i) the determination by the Municipal Advisor that the municipal credit markets are not, at the time scheduled for the sale of the Series B Bonds, in the judgment of the Municipal Advisor, conducive to a successful competitive sale of the Series B Bonds; and (ii) an Authorized Officer’s concurrence with the conclusion of the Municipal Advisor. In such event, the Series B Bonds may be sold on a negotiated basis, to the firm selected through a competitive selection process and determined to provide best value

to the City, pursuant to a purchase contract (the “Series B Bonds Purchase Contract”), between the City and the underwriting firm so selected to purchase the Series B Bonds, in form and substance approved by an Authorized Officer upon consultation with Bond Counsel and the Municipal Advisor. Any Authorized Officer is hereby authorized and directed to execute the Series B Bonds Purchase Contract on behalf of the City; provided, however, that the principal amount, true interest cost and final maturity date with respect to the Series B Bonds shall not exceed the maximum amounts set forth above, and the underwriter’s discount with respect to the Series B Bonds shall not exceed 0.50% of the original aggregate principal amount of the with respect to the Series B Bonds. The City Council hereby finds that any such negotiated sale will provide more flexibility to choose the time and date of the sale of the Series B Bonds, and will provide time for underwriters to educate potential investors about the City and the Series B Bonds with the goal of maximizing investor orders and reducing interest cost on the day of bond pricing.

In accordance with the Act, the City Council shall (a) at the next scheduled City Council meeting following the sale of the Series B Bonds, disclose actual cost information regarding the Series B Bonds and, if sold on a negotiated basis, the identity of the Series B Bonds underwriter, and (b) submit or cause to be submitted an itemized summary of the costs of the Series B Bonds sale to the California Debt and Investment Advisory Commission.

7. Approval of Preliminary and Final Official Statement. The City Council hereby approves and deems final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 (the “Rule”), the preliminary Official Statement describing the Bonds, in substantially the form on file with the City Clerk together with any changes therein or additions thereto deemed advisable by an Authorized Officer upon consultation with disclosure counsel to the City. Each Authorized Officer is hereby individually authorized to execute an appropriate certificate affirming the City's determination that the preliminary Official Statement has been deemed final within the meaning of the Rule. Distribution of the preliminary Official Statement by the City’s municipal advisor to prospective bidders on the Series A Bonds and the

Series B Bonds is hereby approved. Any Authorized Officer is hereby individually authorized and directed to approve any changes in or additions to a final form of the Official Statement, and the execution thereof by such Authorized Officer shall be conclusive evidence of approval of any such changes and additions. The City Council hereby authorizes the distribution of the final Official Statement by the respective original purchasers of the Series A Bonds and the Series B Bonds. An Authorized Officer shall execute the final Official Statement in the name and on behalf of the City.

8. Continuing Disclosure Certificates. The City Council hereby approves the Continuing Disclosure Certificate for the Series A Bonds and the Series B Bonds in substantially the forms attached as an appendix to the Preliminary Official Statement on file with the City Clerk, together with any changes therein or additions thereto deemed advisable by an Authorized Officer. Each Authorized Officer is hereby separately authorized and directed to execute each Continuing Disclosure Certificate in the name and on behalf of the City.

9. Official Actions. The Authorized Officers are hereby authorized and directed to execute, sign and deliver any and all documents, approvals, certificates, statements, requests, requisitions and orders of the City in connection with the transactions contemplated by this Resolution. The Authorized Officers may designate such other officers of the City as they deem appropriate to undertake any of the actions which they are authorized or directed to undertake pursuant hereto. Any such actions previously taken by such officers are hereby ratified and confirmed.

10. Severability. If any provision of this Resolution or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of the Resolution which can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The City Council hereby declares that it would have adopted this Resolution irrespective of the invalidity of any particular portion thereof.

11. Effective Date. This Resolution shall take effect immediately upon its adoption.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE COPY OF A RESOLUTION PASSED
AND ADOPTED BY THE CITY OF SANTA CLARA, CALIFORNIA, AT A REGULAR MEETING
THEREOF HELD ON THE 13TH DAY OF JANUARY, 2026, BY THE FOLLOWING VOTE:

AYES: COUNCILORS:

NOES: COUNCILORS:

ABSENT: COUNCILORS:

ABSTAINED: COUNCILORS:

ATTEST:

NORA PIMENTEL, MMC
ASSISTANT CITY CLERK
CITY OF SANTA CLARA

EXHIBIT A

California Government Code Section 5852.1 Disclosure

The following information consists of estimates that have been provided in good faith by the City's Municipal Advisor:

Series A Bonds

(A) True interest cost of the Series A Bonds: 4.20%

(B) Finance charge of the Series A Bonds (sum of all fees/charges paid to third parties, but excluding potential bond insurance premiums): \$535,607.81

(C) Net proceeds to be received (net of finance charges and capitalized interest, if any): \$71,289,392.19

(D) Total payment amount through maturity: \$126,819,572.20

Series B Bonds

(A) True interest cost of the Series B Bonds: 2.78%

(B) Finance charge of the Series B Bonds (sum of all fees/charges paid to third parties, but excluding potential bond insurance premiums): \$190,492.19

(C) Net proceeds to be received (net of finance charges and capitalized interest, if any): \$25,354,507.81

(D) Total payment amount through maturity: \$26,041,734.64

The foregoing estimates constitute good faith estimates only. The principal amount of the Bonds, the true interest cost of the Bonds, the finance charges thereof, the amount of proceeds received therefrom and total payment amount with respect thereto may differ from such good faith estimates due to (a) the actual date of the sale of the Bonds being different than the date assumed for purposes of such estimates, (b) the actual principal amount of Bonds sold being different from the estimated amount used for purposes of such estimates, (c) the actual amortization of the Bonds being different than the amortization assumed for purposes of such estimates, (d) the actual market interest rates at the time of sale of the Bonds being different than those estimated for purposes of such estimates, (e) other market conditions, or (f) alterations in the City's financing plan, or a combination of such factors. The actual date of sale of the Bonds and the actual principal amount of Bonds sold will be determined by the City based on the timing of the need for proceeds of the Bonds and other factors. The actual interest rates borne by the Bonds will depend on market interest rates at the time of sale thereof. The actual amortization of the Bonds will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the City.