RESOLUTION NO. ____ (PFFC)

A RESOLUTION OF THE CITY OF SANTA CLARA PUBLIC **FACILITIES** FINANCING CORPORATION **APPROVING**

INSTALLMENT SALE FINANCING IN THE PRINCIPAL AMOUNT NOT TO EXCEED \$50,000,000 TO PROVIDE INTERIM FINANCING

FOR CAPITAL COSTS OF THE SAN JOSÉ-SANTA CLARA REGIONAL WASTEWATER FACILITY, AND APPROVING FINAL

FORM OF FINANCING DOCUMENTS AND OFFICIAL ACTIONS

BE IT RESOLVED BY THE CITY OF SANTA CLARA PUBLIC FACILITIES FINANCING

CORPORATION AS FOLLOWS:

WHEREAS, the City of Santa Clara (the "City") owns and operates facilities and property for the

collection and transmission of wastewater within the service area of the City (the "Wastewater

System"), and wastewater which is collected by the City is transmitted for treatment to the San José-

Santa Clara Regional Wastewater Facility (the "Wastewater Treatment Facility") which is co-owned

by the City and the City of San José pursuant to that certain Sewage Plant Agreement dated March

30, 1959, as amended (the "Wastewater Treatment Agreement");

WHEREAS, under the Wastewater Treatment Agreement, the City is obligated to contribute its

share of the capital costs of improvements to the Wastewater Treatment Facility, and the City is

currently obligated to contribute funds towards the cost of constructing certain improvements to the

Wastewater Treatment Facility ("Project");

WHEREAS, the City has determined that it is in its best interests to provide interim financing for the

Project and in order to implement such financing the City has proposed to enter into an Installment

Sale Agreement (the "Installment Sale Agreement") with the City of Santa Clara Public Facilities

Financing Corporation (the "Financing Corporation") pursuant to which the Financing Corporation

agrees to provide financing for the Project and to sell the completed Project to the City in

consideration of the payment by the City of periodic installment payments (the "Installment

Payments"), which are payable from and secured by a pledge of and lien on the net revenues of the

Wastewater System;

WHEREAS, in order to provide the funds needed to finance the Project in an amount not exceeding

\$50,000,000, the Financing Corporation proposes to assign the Installment Payments to JPMorgan

Chase Bank, N.A., as lender (the "Lender"); and

WHEREAS, the Board of Directors of the Financing Corporation approves all of said transactions in

furtherance of the public purposes of the Financing Corporation, and the Board of Directors wishes

at this time to authorize all proceedings and documents relating to the financing for the Project as

described herein;

NOW THEREFORE, BE IT FURTHER RESOLVED BY THE CITY OF SANTA CLARA PUBLIC

FACILITIES FINANCING CORPORATION AS FOLLOWS:

1. That ...

A. <u>Approval of Financing Plan and Related Documents</u>. The Board of Directors hereby

approves the financing plan outlined above, and in accordance with the proposal submitted to the

City by the Lender in the form on file with the Secretary.

B. <u>Installment Sale Agreement</u>. The Board of Directors hereby approves the

Installment Sale Agreement relating to the financing of the Project, between the City and the

Financing Corporation, in the form thereof on file with the Secretary together with any changes

therein or additions thereto deemed advisable by the Executive Director, whose execution thereof

shall be conclusive evidence of such approval. The Executive Director is hereby authorized and

directed for and in the name and on behalf of the Financing Corporation to execute, and the

Secretary is hereby authorized and directed to attest to, the final form of the Installment Sale

Agreement on behalf of the Financing Corporation.

C. <u>Assignment to Lender</u>. The hereby approves the assignment to the Lender of certain

rights of the Financing Corporation under the Installment Sale Agreement, including the right to

receive the Installment Payments. Such assignment shall be made pursuant to an Assignment

Agreement among the City, the Financing Corporation and the Lender in substantially the form on

file with the Secretary, together with any changes therein or additions thereto deemed advisable by

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the Executive Director, whose execution thereof shall be conclusive evidence of such approval. The

Executive Director is hereby authorized and directed for and in the name and on behalf of the

Financing Corporation to execute, and the Secretary is hereby authorized and directed to attest to,

the final form of the Assignment Agreement on behalf of the Financing Corporation.

D. Official Actions. The President, the Executive Director, the Director of Finance, the

Secretary and all other officers of the Financing Corporation are each authorized and directed in the

name and on behalf of the Financing Corporation to make any and all assignments, certificates,

requisitions, agreements, notices, consents and other instruments of conveyance and other

documents, which they or any of them might deem necessary or appropriate in order to consummate

any of the transactions contemplated by the agreements and documents approved under this

Resolution. Whenever in this Resolution any officer of the Financing Corporation is authorized to

execute or countersign any document or take any action, such execution, countersigning or action

may be taken on behalf of such officer by any person designated by such officer to act on his or her

behalf in the case such officer is absent or unavailable.

2. <u>Constitutionality, severability</u>. If any section, subsection, sentence, clause, phrase, or word of

this Resolution is for any reason held by a court of competent jurisdiction to be unconstitutional or

invalid for any reason, such decision shall not affect the validity of the remaining portions of this

Resolution. The hereby declares that it would have passed this Resolution and each section,

subsection, sentence, clause, phrase, and word thereof, irrespective of the fact that any one or more

section(s), subsection(s), sentence(s), clause(s), phrase(s), or word(s) be declared invalid.

3. <u>Effective date</u>. This resolution shall become effective immediately.

I HEREBY CERTIFY THE FOREGOING TO BE A TRUE COPY OF A RESOLUTION PASSED AND

ADOPTED BY THE CITY OF SANTA CLARA PUBLIC FACILITIES FINANCING CORPORATION,

AT A REGULAR MEETING THEREOF HELD ON THE ___ DAY OF _____, 2020, BY THE

FOLLOWING VOTE:

AYES:

DIRECTORS:

NOES:	DIRECTORS:
ABSENT:	DIRECTORS:
ABSTAINED:	DIRECTORS:

ATTEST:

NORA PIMENTEL, MMC SECRETARY OF THE SANTA CLARA PUBLIC **FACILITIES FINANCING CORPORATION**

Santa Clara Public Facilities Financing Corporation/RWF Financing Rev: Rev: 11/22/17