RESOLUTION NO. 26-_____

A RESOLUTION OF THE CITY OF SANTA CLARA, CALIFORNIA AUTHORIZING AND APPROVING THE EXECUTION, DELIVERY AND PERFORMANCE OF A REVOLVING CREDIT AGREEMENT WITH TD PUBLIC FINANCE, LLC AND THE BORROWINGS BY THE CITY THEREUNDER TO BE EVIDENCED BY THE CITY OF SANTA CLARA, CALIFORNIA ELECTRIC REVENUE BOND, SERIES 2026 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $350 MILLION; AND THE EXECUTION, DELIVERY AND PERFORMANCE OF RELATED DOCUMENTS AND AUTHORIZING CERTAIN OTHER ACTIONS RELATING THERETO

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

WHEREAS, the City of Santa Clara (the "City") is a duly constituted charter city of the State of California authorized to exercise the powers granted by its Charter; and

WHEREAS, Section 1321(e) of the City's Charter authorizes the City to issue revenue bonds for the purpose of financing the generation, production, transmission and distribution of electric energy; and

WHEREAS, on May 8, 1984, the City Council adopted its Resolution No. 4796 entitled "A Resolution of the City Council of the City of Santa Clara Establishing Procedures for the Authorization, Issuance and Sale of Electric Utility Revenue Bonds," as amended by Resolution No. 4804, adopted on May 29, 1984, and as amended by Resolution No. 7313, adopted on April 25, 2006; and on April 30, 1985, the City Council adopted its Resolution No. 4934 entitled "A Resolution of the City Council of the City of Santa Clara Establishing Procedures for the Authorization, Issuance and Sale of Refunding Electric Utility Revenue Bonds," as amended by Resolution No. 4966, adopted on July 9, 1985, as supplemented by Resolution No. 4967, adopted on July 9, 1985, and as amended by Resolution No. 7314, adopted on April 25, 2006 (collectively, the "Procedural Resolution"); and

WHEREAS, pursuant to the City Charter and the Procedural Resolution, and for the purposes of securing the Bonds (as defined below) issued thereunder, the City entered into a Subordinated Electric Revenue Bond Indenture, dated as of March 1, 1998 (the "Original Subordinated Electric Revenue Bond Indenture"), by and between the City and BNY Western Trust Company (which has been succeeded by The Bank of New York Mellon Trust Company, N.A.), as trustee (the "Trustee"), as amended and supplemented by a number of supplemental subordinated electric revenue bond indentures pursuant to which various series of the City's then subordinated electric revenue bonds were issued; and

WHEREAS, the City amended and restated the Original Subordinated Electric Revenue Bond Indenture by execution and delivery of an Amended and Restated Electric Revenue Bond Indenture, dated as of March 1, 2011 (the "Amended and Restated Electric Revenue Bond Indenture"), by and between the City and The Bank of New York Mellon Trust Company, N.A., as Trustee, in order to reflect that electric revenue bonds (the "Bonds") issued pursuant thereto were no longer subordinated to certain previously issued bonds of the City, to eliminate the references to "subordinated" contained therein and to reflect certain amendments made thereto pursuant to the fourth and fifth supplemental subordinated electric revenue bond indentures; and

WHEREAS, pursuant to the Amended and Restated Electric Revenue Bond Indenture, as amended and supplemented by (i) a First Supplemental Electric Revenue Bond Indenture, dated as of March 1, 2011, by and between the City and the Trustee, the City's Electric Revenue Refunding Bonds, Series 2011 A were issued (all of which Bonds have been retired); (ii) a Second Supplemental Electric Revenue Bond Indenture, dated as of April 1, 2013, by and between the City and the Trustee, the City's Electric Revenue Refunding Bonds, Series 2013 A were issued (all of which Bonds have been retired); (iii) a Third Supplemental Electric Revenue Bond Indenture, dated as of December 1, 2018, by and between the City and the Trustee, the City's Electric Revenue Refunding Bonds, Series 2018 A were issued; and (iv) a Fourth Supplemental Electric Revenue Bond Indenture, dated as of October 1, 2024, by and between the City and the Trustee, the City's Electric Revenue Bonds, Series 2024 A were issued; and

WHEREAS, following a request for proposals process and a review of proposals received in connection therewith, the City has determined that in order to provide additional funds for capital expenditures, it is necessary to incur additional indebtedness, through the execution and delivery of a Revolving Credit Agreement to be entered into between the City and TD Public Finance, LLC (the "Lender") pursuant to which the Lender has agreed to make loans ("Loans") to the City on the terms and conditions set forth therein (the "Revolving Credit Agreement") and in the related fee agreement (the "Fee Agreement'), by and between the City and the Lender, and the obligations of the City to repay such Loans and other amounts payable to the Lender under the Revolving Credit Agreement and the Fee Agreement will be secured by and payable from Adjusted Net Revenues (as defined in the Amended and Restated Electric Revenue Bond Indenture) on a parity with the Bonds; and

WHEREAS, the repayment obligations of the City for the Loans to be made to the City under the Revolving Credit Agreement will be evidenced by an additional series of Bonds issued pursuant to the Amended and Restated Electric Revenue Bond Indenture, as supplemented by a Fifth Supplemental Electric Revenue Bond Indenture, by and between the City and the Trustee, to be designated "City of Santa Clara, California Electric Revenue Bond, Series 2026" (the "Series 2026 Bond") in a principal amount not to exceed $350 million; and;

WHEREAS, California Government Code Section 5852.1 requires that the City Council obtain from an underwriter, financial advisor or private lender and disclose, prior to authorization of the issuance of bonds with a term of greater than 13 months, good faith estimates of the following information in a meeting open to the public: (a) the true interest cost of the bonds, (b) the sum of all fees and charges paid to third parties with respect to the bonds, (c) the amount of proceeds of the bonds expected to be received net of the fees and charges paid to third parties and any reserves or capitalized interest paid or funded with proceeds of the bonds, and (d) the sum total of all debt service payments on the bonds calculated to the final maturity of the bonds plus the fees and charges paid to third parties not paid with the proceeds of the bonds; and

WHEREAS, in compliance with California Government Code Section 5852.1, the City Council has obtained from PFM Financial Advisors LLC, the City's municipal advisor in connection with the Series 2026 Bond, the required good faith estimates and such estimates are disclosed and set forth on Exhibit A attached hereto; and

WHEREAS, it is desirable that the City Council provide for the execution, delivery and performance of the Revolving Credit Agreement and the Fee Agreement and the execution, delivery, and securing of the Series 2026 Bond at this time; and

WHEREAS, there has been presented to this meeting proposed forms of the Revolving Credit Agreement, the Fee Agreement and certain financing documents relating to the Series 2026 Bond and the execution and delivery thereof; and

WHEREAS, the City Council has reviewed all proceedings previously taken relative to the transactions contemplated by the foregoing, and has found as a result of such review, and hereby determines and declares that all conditions, things and acts required by law to exist, happen or be performed precedent to the transactions contemplated by the foregoing do exist, and were performed in due time, form and manner as required by law, and the City Council is now authorized to undertake the transactions contemplated by the foregoing.

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

1. Approval of Revolving Credit Agreement. The City Manager of the City (the “City Manager”) or any duly authorized designee thereof is hereby authorized and directed to execute for and on behalf of the City, and the City Clerk shall attest thereto, the Revolving Credit Agreement, in substantially the form submitted to this meeting, with such changes therein and additions thereto as the City Manager or the Director of Finance of the City (the “Director of Finance”) shall approve after consultation with the City Attorney of the City (the “City Attorney”) and Stradling Yocca Carlson & Rauth LLP, the City’s Bond Counsel (“Bond Counsel”), such approval to be evidenced by the execution and delivery thereof. The Revolving Credit Agreement, as executed and delivered, is hereinafter referred to as the “Revolving Credit Agreement” and such Revolving Credit Agreement and the performance thereof is hereby approved.

2. Approval of Fee Agreement. The City Manager or any duly authorized designee thereof is hereby authorized and directed to execute for and on behalf of the City, and the City Clerk shall attest thereto, the Fee Agreement, in substantially the form submitted to this meeting, with such changes therein and additions thereto as the City Manager or the Director of Finance shall approve after consultation with the City Attorney and Bond Counsel, such approval to be evidenced by the execution and delivery thereof. The Fee Agreement, as executed and delivered, is hereinafter referred to as the “Fee Agreement” and such Fee Agreement and the performance thereof hereby is hereby approved.

3. Approval of Fifth Supplemental Electric Revenue Bond Indenture. The City Manager or any duly authorized designee thereof is hereby authorized and directed to execute for and on behalf of the City, and the City Clerk shall attest thereto, the Fifth Supplemental Electric Revenue Bond Indenture, in substantially the form submitted to this meeting, with such changes therein and additions thereto to reflect the terms of Series 2026 Bond as the City Manager or the Director of Finance shall approve after consultation with the City Attorney and Bond Counsel for the Series 2026 Bond, such approval to be evidenced by the execution and delivery thereof. The Fifth Supplemental Electric Revenue Bond Indenture, as executed and delivered, is hereinafter referred to as the “Fifth Supplemental Electric Revenue Bond Indenture” and such Fifth Supplemental Electric Revenue Bond Indenture is hereby approved.

4. **Authorization of Series 2026 Bond**. The issuance of the Series 2026 Bond and the borrowings under the Revolving Credit Agreement evidenced thereby, on the terms and conditions set forth in, and subject to the limitations specified in, the Revolving Credit Agreement, the Amended and Restated Electric Revenue Bond Indenture and the Fifth Supplemental Electric Revenue Bond Indenture, for the purpose of providing additional funds for capital expenditures is hereby authorized and approved.

The proposed form of the Series 2026 Bond, as set forth in such Fifth Supplemental Electric Revenue Bond Indenture, is hereby approved and the Mayor of the City is hereby authorized and directed to execute for and on behalf of the City (by manual signature) the Series 2026 Bond in substantially such form and the City Clerk of the City or any Acting City Clerk or Assistant City Clerk performing functions of the City Clerk (the "City Clerk") is authorized and directed to attest thereto (by manual signature), and the Trustee is hereby authorized and directed to authenticate and deliver the Series 2026 Bond to the Lender in accordance with the Revolving Credit Agreement, the Amended and Restated Electric Revenue Bond Indenture and the Fifth Supplemental Electric Revenue Bond Indenture; provided, however, that (i) the aggregate principal amount to be borrowed by the City under the Revolving Credit Agreement at any time outstanding to the Lender (including successors and assigns) and evidenced by the 2026 Bond shall not exceed $350 million, (ii) the final maturity of the Series 2026 Bond shall not be later than June 21, 2031 (subject to extension as set forth in the Revolving Credit Agreement), (iii) the maximum interest rate on the Series 2026 Bond shall not exceed the maximum rate permitted by law, and (iv) no original issue discount or bond premium shall be applicable.

5. **Additional Actions**. The City Manager, any Assistant City Manager, the Director of Finance, any Assistant Director of Finance, the Utility Director for Silicon Valley Power, the City Clerk and any and all other officers of the City are hereby authorized and directed, individually and collectively, (i) to take all actions and execute any and all documents necessary: to engage The Bank of New York Mellon Trust Company, N.A., the Trustee under the Amended and Restated Electric Revenue Bond Indenture, as trustee for the Series 2026 Bond and to effect the delivery of the Series 2026 Bond pursuant to the terms of the Revolving Credit Agreement and the Amended and Restated Electric Revenue Bond Indenture, as supplemented by the Fifth Supplemental Electric Revenue Bond Indenture; (ii) to do any and all things and to execute and deliver such other agreements, documents and certificates, including (without limitation) a tax certificate and, upon the advice of Bond Counsel, a tax compliance policy relating to the Series 2026 Bond and the Loans, any investment agreements relating to the investment of the proceeds of the Loans, and such amendments to the Amended and Restated Electric Revenue Bond Indenture if such changes are determined by the City Manager or the Director of Finance, after consultation with the City Attorney and Bond Counsel, to be necessary or advisable; (iii) to give any notices, directions, certificates or other documents, and to seek any consents or acknowledgements, in connection with the issuance of the Series 2026 Bond, as may be necessary, convenient or advisable in order to consummate the issuance, execution and delivery of the Series 2026 Bond; and (iv) to take all actions and execute any and all documents necessary to otherwise to carry out, give effect to and comply with the terms and intent of this Resolution, the Revolving Credit Agreement, the Series 2026 Bond, the Amended and Restated Electric Revenue Bond Indenture, and the Fifth Supplemental Electric Revenue Bond Indenture relating to the Series 2026 Bond and the transactions herein authorized. All such actions heretofore taken by such officers or their designees are hereby ratified, confirmed and approved.

6. **Effective date**. 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, CALIFORNIA, AT A REGULAR MEETING THEREOF HELD ON THE 9th DAY OF JUNE, 2026, BY THE FOLLOWING VOTE:

AYES: COUNCILORS:

NOES: COUNCILORS:

ABSENT: COUNCILORS:

ABSTAINED: COUNCILORS:

ATTEST:__________________________________
NORA PIMENTEL, MMC
ASSISTANT CITY CLERK
CITY OF SANTA CLARA

Attachments incorporated by reference:
1. Exhibit A – Good Faith Estimate

EXHIBIT A

GOOD FAITH ESTIMATES

The good faith estimates set forth herein are provided in connection with the execution and delivery by the City of a Revolving Credit Agreement with TD Public Finance, LLC (the "Revolving Credit Agreement") and the delivery of the City of Santa Clara, California Electric Revenue Bond, Series 2026 (the "Series 2026 Bond"), evidencing the indebtedness incurred thereunder, in compliance with Section 5852.1 of the California Government Code. Such good faith estimates have been provided to the City by PFM Financial Advisors LLC, as municipal advisor to the City (the "Municipal Advisor") in connection with the Series 2026 Bond.

True Interest Cost of the Series 2026 Bond. The Municipal Advisor has informed the City that, assuming that the maximum principal amount is borrowed by the City under the Revolving Credit Agreement and of the 2026 Bond ($350,000,000), and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the true interest cost of the Series 2026 Bond, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Series 2026 Bond, is 3.52%.

Finance Charge of the Series 2026 Bond. The Municipal Advisor has informed the City that, assuming that the maximum principal amount is borrowed by the City under the Revolving Credit Agreement and of the Series 2026 Bond ($350,000,000), and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the finance charge for the Series 2026 Bond, which means the sum of all fees and charges paid to third parties (or costs associated with the Revolving Credit Agreement and issuance of the Series 2026 Bond), is $150,000.

Amount of Proceeds to be Received. The Municipal Advisor has informed the City that, assuming that the maximum principal amount is borrowed by the City under the Revolving Credit Agreement and of the Series 2026 Bond ($350,000,000), and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the amount of proceeds expected to be received by the City for sale of the Series 2026 Bond, less the finance charge of the Revolving Credit Agreement and the Series 2026 Bond, as estimated above, and any reserves or capitalized interest paid or funded with proceeds of the Series 2026 Bond, is $350,000,000.

Total Payment Amount. The Municipal Advisor has informed the City that, assuming that the maximum principal amount is borrowed by the City under the Revolving Credit Agreement and of the Series 2026 Bond ($350,000,000), and based on market interest rates prevailing at the time of preparation of such estimate, its good faith estimate of the total payment amount, which means the sum total of all payments the City will make to pay debt service on the loans received under the Revolving Credit Agreement and the Series 2026 Bond, plus the finance charge for the Series 2026 Bond, as described above, not paid with the proceeds of the Revolving Credit Agreement and the Series 2026 Bond, calculated to the final maturity of the Series 2026 Bond, is $411,637,072.

The foregoing estimates constitute good faith estimates only.

The actual interest cost, finance charges, amount of proceeds and total payment amount may vary from the estimates above due to variations from these estimates in the timing of the draws on the Revolving Credit Agreement, the amount of the draws under the Revolving Credit Agreement, the amortization of the draws under the Revolving Credit Agreement and the applicable variable market interest rates over the term of the Revolving Credit Agreement and the Series 2026 Bond. The date or dates of such draws and the amount of the draws will be determined by the issuer based on need for funds and other factors. The actual interest rates at which interest on the draws will accrue interest will depend on market rates. The actual amortization of the draws under the Revolving Credit Agreement will also depend, in part, on whether the Stated Maturity Date (as defined in the Revolving Credit Agreement) of the Revolving Credit Agreement is extended and the City's ability to access the capital markets to refinance the draws on or before the Stated Maturity Date. Market interest rates are affected by economic and other factors beyond the City's control.

[Remainder of Page Intentionally Left Blank]

4928-9027-4973/200891-0004