

RESOLUTION NO 1121

RESOLUTION OF THE BOARD OF PUBLIC UTILITIES RECOMMENDING THAT THE CITY COUNCIL AUTHORIZE THE ISSUANCE OF SERIES 2016A REVENUE REFUNDING BONDS

WHEREAS, the City of Santa Rosa (the "City") has heretofore authorized, issued and sold multiple series of its wastewater revenue bonds pursuant to an Indenture of Trust dated as of February 1, 1988 (the "Master Indenture"), by and between the City and U.S. Bank National Association (the "Trustee"), as successor trustee, and multiple supplements to the Master Indenture (the Master Indenture and such supplements being collectively referred to herein as the "Indenture"); and

WHEREAS, the City previously issued the following series of wastewater revenue bonds, among others:

(i) City of Santa Rosa Wastewater Revenue Bonds, Series 2007A, issued pursuant to the Master Indenture and the Fifteenth Supplemental Indenture, dated as of June 1, 2007, in the original principal amount of \$67,000,000 (the "Series 2007A Bonds"). The Series 2007A Bonds maturing on and after September 1, 2018, are subject to redemption on any date on or after September 1, 2017.

(ii) City of Santa Rosa Wastewater Revenue Bonds, Series 2008A, issued pursuant to the Master Indenture and the Sixteenth Supplemental Indenture, dated as of July 1, 2008, in the original principal amount of \$48,630,000 (the "Series 2008A Bonds"). The Series 2008A Bonds maturing on or after September 1 2017, are subject to redemption on any date on or after September 1, 2016; and

WHEREAS, the City also previously borrowed money from the State Water Resources Control Board pursuant to a series of loan agreements (collectively, the "State Loans"), 10 of which are currently outstanding in the principal amount of \$55,865,000; and

WHEREAS, the City has determined to issue its Wastewater Revenue Refunding Bonds, Series 2016A, in the aggregate principal amount of not to exceed \$125,000,000 (the "Series 2016A Bonds") at this time for the purpose of (i) defeasing, paying and redeeming, as applicable, a portion of the outstanding 2007A Bonds and all of the outstanding 2008A Bonds (the "Refunded Bonds") and (ii) prepaying all or a portion of the outstanding State Loans; and

WHEREAS, in addition, the proceeds of the Series 2016A Bonds will be used to fund the Reserve Account for the Series 2016A Bonds and pay the costs of issuing the Series 2016A Bonds; and

WHEREAS, the Series 2016A Bonds are proposed to be issued pursuant to the Master Indenture, as amended, and a Nineteenth Supplemental Indenture of Trust (the "Nineteenth Supplemental Indenture"), by and between the City and U.S. Bank National Association; and

WHEREAS, Raymond James & Associates, Inc., as underwriter for the Series 2016A Bonds (the "Underwriter"), has proposed to submit an offer to the City to purchase the Series 2016A Bonds, and in connection therewith, Jones Hall, A Professional Law Corporation, as bond and disclosure counsel to the City, has prepared on behalf of the City an "Official Statement"

describing the Series 2016A Bonds, the City, and the City's Wastewater Enterprise, and a "Continuing Disclosure Certificate" (which is attached to the Official Statement as an exhibit), the preliminary forms of which are on file with the City Clerk; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Public Utilities recommends that the City Council authorize and approve the issuance of City of Santa Rosa Wastewater Revenue Refunding Bonds, Series 2016A; and

BE IT FURTHER RESOLVED that the Board of Public Utilities recommends that the Council authorize the execution of such documents and the performance of such acts as may be necessary or desirable to effect the issuance and sale of the Series 2016A Bonds.

DULY AND REGULARLY ADOPTED by the City of Santa Rosa Board of Public Utilities this 16th day of June, 2016

AYES: (6) Galvin, Kaun, Dowd, Holt, Tibbetts, and Watts

NOES: (0)

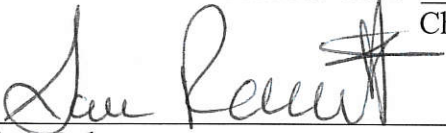
ABSENT: (1) Arnone

ABSTAIN: (0)

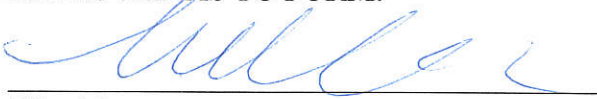
APPROVED:


Chairman Daniel J. Galvin III

ATTEST:


Sara Roberts
Recording Secretary

APPROVED AS TO FORM:


City Attorney