

RESOLUTION NO. 2939

A RESOLUTION OF THE CITY OF WILSONVILLE, OREGON AUTHORIZING A FULL FAITH AND CREDIT BORROWING RELATED TO THE EXPANSION OF THE CITY'S WATER TREATMENT PLANT.

WHEREAS, the City of Wilsonville, Oregon (the "City") is authorized by Oregon Revised Statutes Section 271.390 to enter into agreements to finance or refinance real or personal property which the City Council (the "Council") determines is needed so long as the estimated weighted average life of the financing agreement does not exceed the estimated dollar weighted average life of the property that is financed; and

WHEREAS, the City has identified a need to expand the City's water treatment plant (the "Project"); and

WHEREAS, the City Council hereby determines that the Project is needed, and that it is desirable to finance the Project pursuant to ORS 271.390; and

WHEREAS, the City intends to pay amounts due under financing agreements authorized by this resolution from water system revenues, has projected that it will have enough water system revenues to make the payments, and therefore the financing does not constitute voluntary floating indebtedness under Section 39 of the City Charter; and

WHEREAS, the City may make expenditures on the Project (the "Expenditures") before the City borrows to finance the Project, and the rules of the United States Internal Revenue Service require the City to declare its official intent to reimburse itself for amounts that the City will spend before it borrows, in order for the City to reimburse itself for those Expenditures from the proceeds of a tax-exempt borrowing;

NOW, THEREFORE, THE CITY OF WILSONVILLE RESOLVES AS FOLLOWS:

Section 1. Financing Agreement Authorized. The City Council hereby authorizes the City to obtain up to \$7,200,000 in principal amount of full faith and credit-backed financing for the Project pursuant to ORS 271.390, ORS 287A.315 and the other relevant provisions of ORS Chapter 287A.

Section 2. Delegation. The City Manager, the Finance Director, or the person designated by either of those individuals (each of whom is referred to herein as a "City Official") is hereby authorized, on behalf of the City and without further action by the Council, to:

- (1) Negotiate, execute and deliver one or more financing agreements (the "Financing Agreements") to accomplish the financing authorized in Section 1. Subject to the limitations of this Resolution, the Financing Agreements may be in such form and contain such terms as the City Official may approve.

- (2) Negotiate, execute and deliver one or more escrow agreements or similar documents (the “Escrow Agreements”) that provide for the issuance of one or more series of “full faith and credit obligations” (the “Obligations”) that represent ownership interests in the principal and interest payments due from the City under the Financing Agreements. Subject to the limitations of this Resolution, the Escrow Agreements and each series of Obligations may be in such form and contain such terms as the City Official may approve.
- (3) Deem final and authorize the distribution of a preliminary official statement for each series of Obligations, and authorize the preparation and distribution of a final official statement or other disclosure document for each series of Obligations.
- (4) Undertake to provide continuing disclosure for each series of Obligations in accordance with Rule 15c2-12 of the United States Securities and Exchange Commission.
- (5) Apply for ratings for each series of Obligations, determine whether to purchase municipal bond insurance or obtain other forms of credit enhancements for each series of Obligations, enter into agreements with the providers of credit enhancement, and execute and deliver related documents.
- (6) Enter into covenants which the City Official determines are desirable to obtain more favorable terms for the Financing Agreements.
- (7) Engage the services of escrow agents, and any other professionals whose services are desirable for financings.
- (8) Determine the final principal amount, interest rates, payment terms, and all other terms of each Financing Agreement and each series of Obligations.
- (9) Solicit competitive bids for the purchase of each series of the Obligations and award their sale to the bidder offering the most favorable terms to the City, or select one or more underwriters to purchase the Obligations and negotiate the terms of the sale of those Obligations with those underwriters, or place any Financing Agreement directly with a commercial bank or other lender.
- (10) Issue any qualifying Financing Agreement as a “tax-exempt obligation” bearing interest that is excludable from gross income under the Internal Revenue Code of 1986, as amended, (the “Code”) and enter into covenants to maintain the excludability of interest on those Financing Agreements from gross income under the Code.
- (11) Designate any qualifying Financing Agreement as a “qualified tax-exempt obligation” pursuant to Section 265(b)(3) of the Code, if applicable.
- (12) Issue any qualifying Financing Agreement as a “taxable obligation” bearing interest that is includable in gross income under the Code.
- (13) Execute and deliver any other certificates or documents and take any other actions which the City Official determines are desirable to carry out this Resolution.

Section 3. Security. Pursuant to ORS 287A.315, the City is authorized to pledge its full faith and credit and taxing power within the limitations of Sections 11 and 11b of Article XI of the Oregon Constitution, and any and all of the City’s legally available funds, to pay the amounts due under the Financing Agreements. The City is not authorized to levy additional taxes to pay the amounts due under the Financing Agreements.

Section 4. Declaration of Intent to Reimburse. The City hereby declares its official intent pursuant to Section 1.150-2 of the Treasury Regulations to reimburse itself with the proceeds of each Financing Agreement for any Expenditures paid before such Financing Agreement is issued.

Section 5. Effective Date. This Resolution is effective immediately upon adoption by the City Council.

ADOPTED by the City Council of the City of Wilsonville at a regular meeting thereof this 6th day of December, 2021 and filed with Wilsonville City Recorder this same date.

DocuSigned by:
Julie Fitzgerald
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Julie Fitzgerald, Mayor

ATTEST:

DocuSigned by:
Kimberly Veliz
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Kimberly Veliz, City Recorder

SUMMARY OF VOTES:

Mayor Julie Fitzgerald	Yes
Council President Akervall	Excused
Councilor Lehan	Yes
Councilor West	Yes
Councilor Linville	Yes