

**BOARD OF DIRECTORS
SANTA CLARA VALLEY WATER DISTRICT**

RESOLUTION NO. 2025-

**AUTHORIZING THE ISSUANCE OF WATER SYSTEM REFUNDING REVENUE BONDS AND
REVENUE BONDS, AND APPROVING THE EXECUTION AND DELIVERY OF CERTAIN
DOCUMENTS AND CERTAIN ACTS IN CONNECTION THEREWITH**

WHEREAS, the Santa Clara Valley Water District ("Valley Water"), is a water supply and flood protection special district duly organized and existing under and pursuant to the Constitution and laws of the State of California; and

WHEREAS, Valley Water has previously financed the planning, design, acquisition and/or construction of certain capital improvements to the water utility system of Valley Water by causing the execution and delivery of the Commercial Paper Notes, Series A (Tax-Exempt), the Commercial Paper Notes, Series B (Taxable), the Santa Clara Valley Water District Revolving Certificates, Series C (Tax-Exempt) (Non-Syndicated) and the Santa Clara Valley Water District Revolving Certificates, Series D (Taxable) (Non-Syndicated) (collectively, the "Outstanding ABCD Obligations"); and

WHEREAS, Valley Water has previously financed and refinanced the planning, design, acquisition and/or construction of certain capital improvements to the water utility system equipment and facilities of Valley Water by causing issuance of its Water System Refunding Revenue Bonds, Series 2016A and Taxable Series 2016B, and the execution and delivery of its Revenue Certificates of Participation (Water Utility System Improvement Projects), Series 2016C and Taxable Series 2016D (collectively, the "Outstanding 2016 Obligations"); and

WHEREAS, Valley Water has determined that it would be in the best interests of Valley Water and citizens of the community to authorize refunding bonds in one or more series (the "Refunding Bonds") pursuant to Article 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code (the "Refunding Bond Law") to refund all or a portion of the Outstanding ABCD Obligations and the Outstanding 2016 Obligations outstanding from time-to-time; and

WHEREAS, pursuant to the Santa Clara Valley Water District Act, as amended by Assembly Bill 939 (as amended, the "District Act"), Valley Water is authorized to issue revenue bonds to finance the planning, design, acquisition and/or construction by Valley Water of certain capital improvements to the water utility system of Valley Water to provide water service and purification, groundwater protection and dam safety; and

WHEREAS, the Board of Directors of Valley Water (the "Board") proposes to plan, design, acquire or construct additional water utility system capital improvements and to reimburse Valley Water for costs previously expended to plan, design, acquire or construct certain water utility system capital improvements; and

WHEREAS, Valley Water has determined that it would be in the best interests of Valley Water and citizens of the community to issue revenue bonds in one or more series (the "Revenue Bonds") pursuant to the District Act and the Revenue Bond Law of 1941 (commencing with Section 54300 of the Government Code), as supplemented by the District Act (the "Bond Law"), to finance the planning, design, acquisition and/or construction of, and to reimburse the costs of, facilities for water service and purification, groundwater protection and dam safety; and

WHEREAS, it is proposed that each series of Refunding Bonds and Revenue Bonds be sold in competitive sales pursuant to official notices of sale unless otherwise determined in accordance with this Resolution; and

WHEREAS, as to projects for which Valley Water has not yet completed its review and approval in accordance with the California Environmental Quality Act ("CEQA"), adoption of this Resolution to authorize execution of the agreements and documents referred to in this Resolution and implementation of actions necessary to accomplish the intention of this Resolution do not commit Valley Water to a definite course of action with regard to any particular project and do not limit Valley Water in exercising any discretion following CEQA review of the project, including (i) considering other feasible alternatives and mitigation measures to avoid or minimize project impacts, (ii) making modifications deemed necessary to reduce project impacts, or (iii) determining not to proceed with one or more component of a project; and

WHEREAS, Valley Water desires to authorize the sale and delivery of the Refunding Bonds and Revenue Bonds as set forth in this Resolution, provided that the aggregate principal amount of such obligations shall not exceed \$520,000,000; and

NOW, THEREFORE BE IT RESOLVED that the Board of Directors of the Santa Clara Valley Water District does hereby find, determine, declare, and resolve as follows:

Section 1. Authorization of Refunding Bonds. This Board hereby authorizes the issuance, sale and delivery of one or more series of Refunding Bonds in accordance with the Refunding Bond Law and the terms and provisions of the Indenture of Trust with respect to the Refunding Bonds referred to in Section 2 below and the Water Utility Parity System Master Resolution, the interest on which may be taxable or tax-exempt. The purposes for which the proceeds of the sale of the Refunding Bonds shall be expended are to pay all or a portion of the Outstanding ABCD Obligations and the Outstanding 2016 Obligations, and to pay the costs of the sale and delivery of the Refunding Bonds.

Section 2. Refunding Bonds Documents. The Indenture of Trust and Continuing Disclosure Agreement with respect to the Refunding Bonds, in substantially the forms on file with Valley Water, are hereby approved. The Chief Executive Officer (or any acting or interim of such position, the "Chief Executive Officer") and the Clerk of the Board or the designee of each of the foregoing (each an "Authorized Officer" and together the "Authorized Officers"), are hereby each individually authorized and directed to execute and deliver the Indenture of Trust and Continuing Disclosure Agreement with respect to the Refunding Bonds with such changes, insertions and omissions as may be approved by such Authorized Officer executing the same, said execution being conclusive evidence of such approval.

Section 3. Authorization of Revenue Bonds. This Board hereby authorizes the issuance, sale and delivery of one or more series of Revenue Bonds in accordance with the Bond Law and the terms and provisions of the Indenture of Trust with respect to the Revenue Bonds referred to in Section 4 below and the Water Utility Parity System Master Resolution, the interest on which may be taxable or tax-exempt. The purposes for which the proceeds of the sale of the Revenue Bonds shall be expended are to finance the planning, design, acquisition and/or construction by Valley Water of certain capital improvements to the water utility system of Valley Water to provide water service and purification, groundwater protection and dam safety and to reimburse Valley Water for, and/or refinance, costs previously expended to plan, design, acquire and/or construct such water utility system capital improvements as described in the related Indenture of Trust, and to pay the costs of the sale and delivery of the Revenue Bonds.

Section 4. Revenue Bonds Documents. The Indenture of Trust and Continuing Disclosure Agreement with respect to the Revenue Bonds, in substantially the forms on file with Valley Water, are hereby approved. Each Authorized Officer is individually authorized and directed to execute and deliver the foregoing documents with respect to the Revenue Bonds, with such changes, insertions and omissions as may be approved by such Authorized Officer executing the same, said execution being conclusive evidence of such approval.

Section 5. Notices of Sale. One or more Notices of Sale relating to the Refunding Bonds and the Revenue Bonds, in substantially the form on file with Valley Water, are hereby approved, with such changes, insertions and omissions as may be approved by an Authorized Officer or the designee thereof. Each Authorized Officer or the designee thereof is individually authorized and directed to cause to be published notices of intention to sell Refunding Bonds or the Revenue Bonds (a) once at least five (5) days prior to the date set for receipt of bids, in a financial publication generally circulated throughout the State of California or reasonably expected to be disseminated among prospective bidders, in accordance with Section 53692 of the California Government Code, and/or (b) once at least ten (10) days prior to the date set for receipt of bids in a newspaper of general circulation circulated within the boundaries of Valley Water's service area, in accordance with Section 53583(c)(2)(A) of the California Government Code, as applicable. The Authorized Officers or the Treasury and Debt Officer, in cooperation with Public Resources Advisory Group, as Municipal Advisor, shall cause the applicable Notice of Sale to be circulated among prospective bidders.

As an alternative to competitive sales, if the Chief Executive Officer, or the designee thereof, determines to sell any of the Refunding Bonds or the Revenue Bonds by one or more negotiated sales, each Authorized Officer is individually authorized and directed to execute and deliver one or more purchase contracts for such sales in substantially the forms approved by this Board pursuant to Resolution No. 22-105 adopted on November 8, 2022, with the underwriters to be named therein as determined by the Chief Executive Officer or the designee thereof, and with such changes, insertions and omissions as may be approved by such Authorized Officer executing the same, said execution being conclusive evidence of such approval.

Section 6. Total Principal Amount Authorized. The aggregate principal amount of the Refunding Bonds and Revenue Bonds as authorized by this Resolution shall not exceed \$520,000,000.

Section 7. Escrow Agreement. The Escrow Agreement relating to the Outstanding 2016 Obligations (the "Escrow Agreement"), in substantially the form on file with Valley Water and, upon execution as authorized below, made a part hereof as though set forth in full herein, are hereby approved. Each Authorized Officer is individually authorized and directed to execute and deliver one or more Escrow Agreements with respect to the Outstanding 2016 Obligations to be refunded, with such changes, insertions and omissions as may be approved by such Authorized Officer executing the same, said execution being conclusive evidence of such approval.

Section 8. Payment of Outstanding ABCD Obligations and Outstanding 2016 Obligations. Each Authorized Officer and such other officers and staff of Valley Water are authorized and directed, acting singly, to do any and all things and to execute and deliver any and all documents which such officers may deem necessary or advisable in order to pay all or a portion of the Outstanding ABCD Obligations and Outstanding 2016 Obligations from a portion of the proceeds of the Refunding Bonds.

Section 9. Trustee. U.S. Bank Trust Company, National Association is hereby appointed to act as trustee under the Indenture of Trusts with respect to the Refunding Bonds and the Revenue Bonds.

Section 10. Good Faith Estimate of Certain Costs. The Board acknowledges that the good faith estimates of certain costs required by Section 5852.1 of the California Government Code with respect to each of the Refunding Bonds and Revenue Bonds are disclosed in the staff report and are available to the public at the meeting at which this Resolution is approved.

Section 11. Other Actions. The Authorized Officers and such other officers and staff of Valley Water are authorized and directed, acting singly, to do any and all things and to execute and deliver any and all documents which such officers may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Refunding Bonds and the Revenue Bonds, and the delivery of the documents approved by this Resolution with respect thereto, and otherwise effectuate the purposes of this Resolution, and such actions in connection therewith previously taken by such officers and staff are hereby ratified and confirmed.

Section 12. Definitions. Unless otherwise defined in this Resolution, all terms used by the Resolution and not otherwise defined shall have the meanings given to such terms in the Indenture of Trusts with respect to the Refunding Bonds and the Revenue Bonds, as applicable, unless the context otherwise clearly requires.

Section 13. Effect. This Resolution shall take effect immediately.

PASSED AND ADOPTED by the Board of Directors of the Santa Clara Valley Water District by the following vote on May 16, 2025:

AYES: Directors

NOES: Directors

ABSENT: Directors

ABSTAIN: Directors

SANTA CLARA VALLEY WATER DISTRICT

TONY ESTREMER
Chair, Board of Directors

ATTEST: CANDICE KWOK-SMITH

Clerk, Board of Directors



I hereby certify that the foregoing is a full, true and correct copy of the original thereof on file in my office.

DATED: May 16, 2025

Candice Kwok-Smith
Clerk, Board of Directors

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