



## RESOLUTION 2021-028

### AUTHORIZING FULL FAITH AND CREDIT FINANCING

**WHEREAS**, the City of Sherwood, Oregon (the “City”) is authorized by Oregon Revised Statutes Section 271.390 to enter into financing agreements to finance real or personal property which the City Council determines is needed; and

**WHEREAS**, the City Council determines that the following projects are needed: improvements to the City’s Broadband System, projects (the “Urban Renewal Projects”) described in the Sherwood 2021 Urban Renewal Plan as it has been and may be amended pursuant to its terms (the “Plan”), and purchase of property for future City uses (collectively including the Urban Renewal Projects, the “Projects”); and

**WHEREAS**, the Sherwood Urban Renewal Agency (the “Agency”) is projected to have sufficient tax increment revenues to pay the amounts due from the City in connection with the financing of the Urban Renewal Projects, and will enter into an intergovernmental agreement with the City to use tax increment revenues to pay those amounts; and

**WHEREAS**, the City or the Agency may incur expenditures (the “Expenditures”) to pay costs of the Projects prior to the issuance of the financing agreement and the City wishes to declare its official intent to reimburse itself or the Agency for any Expenditures the City or the Agency may make from its own funds on the Projects from the proceeds of the financing agreement, the interest on which may be excluded from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”).

### NOW, THEREFORE, THE CITY OF SHERWOOD RESOLVES AS FOLLOWS:

**Section 1.** **Full Faith and Credit Financing Agreements Authorized.** The City Council hereby authorizes the City to obtain up to \$40,000,000 in principal amount of full faith and credit-backed financing for the Projects pursuant to ORS 271.390, ORS 287A.315 and the other relevant provisions of ORS Chapter 287A.

**Section 2.** **Delegation.** The City Manager of the City or a person designated by the City Manager to act under this Resolution (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 City 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 or trustees and any other professionals whose services are desirable for the financing.
8. Determine the final principal amount of each Financing Agreement, 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 bond" bearing interest that is excludable from gross income under 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. 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.

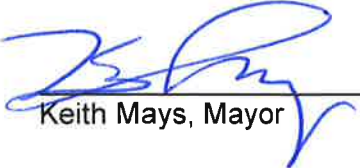
**Section 3.** **Security.** Pursuant to ORS 287A.315, the City Official may pledge the City's full faith and credit and taxing power within the limitations of Sections 11 and 11b of Article XI of the Oregon Constitution to pay the amounts due under the Financing Agreements. The City is not authorized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

**Section 4.** **Payments from Tax Increment Revenues.** The City Official is authorized to enter into an intergovernmental agreement (the "2021 IGA") with the Agency, under which the Agency agrees to provide tax increment revenues in sufficient amounts to pay all amounts due from the City under the portion of the Financing Agreements related to the Urban Renewal Projects. The 2021 IGA may also contain requirements that the Agency prepay portions of the 2021 IGA if the Projects, or a portion of the Projects, are sold to private entities. The 2021 IGA shall be in the form approved by the City Official.

**Section 5.** **Reimbursement Declaration.** The City hereby declares its official intent to reimburse itself or the Agency with the proceeds of the Financing Agreements for any of the Expenditures incurred prior to the issuance of the Financing Agreements. This Resolution is adopted as official action of the City in order to comply with Treasury Regulation Section 1.150-2 and any other regulations of the Internal Revenue Service relating to the qualification for reimbursement of Expenditures of the City or Agency incurred prior to the date of issue of the Financing Agreements.

**Section 6.** **Effective Date.** This Resolution shall be effective upon its approval and adoption.

**Duly passed by the City Council this 21<sup>st</sup> day of June 2021.**

  
Keith Mays, Mayor

Attest:

  
Sylvia Murphy, MMC, City Recorder