

ORDINANCE NO. \_\_\_\_

**AN ORDINANCE OF THE CITY OF PASADENA AUTHORIZING THE  
ISSUANCE BY THE CITY OF NOT TO EXCEED \$15,000,000  
AGGREGATE PRINCIPAL AMOUNT OF CITY OF PASADENA  
ELECTRIC REVENUE REFUNDING BONDS, 2012A SERIES, PAYABLE  
OUT OF THE LIGHT AND POWER FUND, AND APPROVING THE  
EXECUTION AND DELIVERY OF A SEVENTH SUPPLEMENT TO  
ELECTRIC REVENUE BOND FISCAL AGENT AGREEMENT, ESCROW  
AGREEMENTS AND A CONTINUING DISCLOSURE AGREEMENT IN  
CONNECTION THEREWITH**

WHEREAS, pursuant to Article XIV of the Charter (the "Charter") of the City of Pasadena (the "City"), the City Council of the City (the "City Council") is authorized to provide for the issuance of revenue bonds for the purpose of providing moneys for the acquisition and construction of additions to, extensions, improvements, or repairs of the electric works of the City, or the purchase for intertie purposes of undivided joint interests or rights of use in other generation or transmission facilities, constructed either by governmental agencies or investor-owned companies, or for the purpose of refunding any revenue bonds issued for such purposes, by ordinance authorizing the issuance of such revenue bonds; and

WHEREAS, pursuant to Ordinance No. 6902 of the City, adopted on July 1, 2002, the City has heretofore authorized and issued \$82,320,000 principal amount of its City of Pasadena, California Electric Revenue Bonds, 2002 Series (the "2002 Bonds"), of which \$9,155,000 principal amount are outstanding and unpaid, which 2002 Bonds were issued for the purpose of providing moneys (i) to finance the costs of acquisition and construction of certain improvements to the Electric System of the City; (ii) to fund a deposit to the parity reserve fund; and (iii) to pay costs of issuance of the 2002 Bonds.

WHEREAS, pursuant to Ordinance No. 6949 of the City, adopted on July 21, 2003, the City has heretofore authorized and issued \$9,905,000 principal amount of its City of Pasadena, California Electric Revenue Bonds, 2003 Series (the "2003 Bonds"), of which \$6,010,000 principal amount are outstanding and unpaid, which 2003 Bonds were issued for the purpose of providing moneys (i) to finance the costs of acquisition and construction of certain improvements to the Electric System of the City; (ii) to fund a deposit to the parity reserve fund; and (iii) to pay costs of issuance of the 2003 Bonds.

WHEREAS, pursuant to Article XIV of the Charter, the City now proposes to issue its Electric Revenue Refunding Bonds, 2012A Series (the "2012A Bonds") pursuant to the Electric Revenue Bond Fiscal Agent Agreement, dated as of August 1, 1998 (the "Master Fiscal Agent Agreement"), by and between the City and The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to BNY Western Company), as fiscal agent (the "Fiscal Agent"), as amended and supplemented, including as amended and supplemented by a Seventh Supplement to Electric Revenue Bond Fiscal Agent Agreement, by and between the City and the Fiscal Agent (the Master Fiscal Agent Agreement as so amended and supplemented hereinafter, the "Fiscal Agent Agreement"), in order to refund a portion of the outstanding 2002 Bonds and a portion of the outstanding 2003 Bonds (such bonds to be refunded, collectively, the "Refunded

Bonds”), said 2012A Bonds not to constitute an indebtedness of the City but to constitute obligations which shall be payable as to both principal and interest, and any premiums upon the redemption of any thereof prior to maturity, only from the Light and Power Fund of the City and certain other funds as provided in the Fiscal Agent Agreement; and this Ordinance is for the purpose of authorizing the issuance of such 2012A Bonds.

NOW, THEREFORE, the People of the City of Pasadena ordain as follows:

Section 1. Authorization to Issue 2012A Bonds; Purpose; Principal Amount.

(a) Pursuant to Article XIV of the Charter, the City Council does hereby authorize to be issued, upon the terms and conditions as hereinafter set forth, the 2012A Bonds in the aggregate principal amount of not to exceed \$15,000,000 for the primary purpose of refunding the Refunded Bonds, funding a deposit to the parity reserve fund if so required in connection therewith and paying the costs and expenses incidental to the issuance of the 2012A Bonds.

(b) This Ordinance shall constitute complete authority to issue the 2012A Bonds pursuant to the Fiscal Agent Agreement as provided herein.

Section 2. Issuance of 2012A Bonds. The 2012A Bonds shall be issued pursuant to and in accordance with the terms and conditions set forth in this Ordinance, and more specifically in the Fiscal Agent Agreement and the Seventh Supplement.

Section 3. Date of Issuance; Maximum Interest Rates. The 2012A Bonds shall be dated their date of delivery. The maximum interest rate to be payable on the 2012A Bonds shall not exceed such rate as will result in a true interest cost to the City of greater than four percent (4.00%) per annum.

Section 4. Maturity Dates. The maximum term for the 2012A Bonds shall not exceed ten (10) years. Subject to the preceding sentence, the 2012A Bonds shall mature and be payable on such dates as specifically set forth in the Seventh Supplement described in Section 6 hereof.

Section 5. Source of Payment. The 2012A Bonds shall not constitute an indebtedness of the City but shall constitute obligations which shall be payable as to both principal and interest, and any premiums upon the redemption of any thereof prior to maturity, only from the Light and Power Fund of the City, as provided in Article XIV of the Charter, and certain other funds as authorized by Article XIV and provided in the Fiscal Agent Agreement.

Section 6. Approval of Seventh Supplement. In order to prescribe the terms and conditions upon which the 2012A Bonds are to be issued, secured, executed, authenticated and held, the Seventh Supplement proposed to be executed and entered into by the City and the Fiscal Agent, in substantially the form attached hereto as Exhibit A is hereby approved, and the Director of Finance (or, in the absence of the Director of Finance, his designee) is hereby authorized and directed, for and in the name and on behalf of the City, to execute, and the City Clerk is authorized to affix the official seal of the City to, and deliver the Seventh Supplement in substantially such form, with such changes (including, without limitation, such changes as may be requested by rating agencies providing a rating on the 2012A Bonds) as may be approved by

the Director of Finance (or, in the absence of the Director of Finance, his designee), acting on behalf of the City, subject to advice of counsel, such execution thereof to constitute conclusive evidence of the approval of the City of all changes from the form of the Seventh Supplement presented to this meeting.

Section 7. Escrow Agreements. An Escrow Agreement relating to the 2002 Bonds to be refunded and an Escrow Agreement relating to the 2003 Bonds to be refunded, each proposed to be executed and entered into by and between the City and The Bank of New York Mellon Trust Company, N.A., as the Escrow Agent, in substantially the forms attached hereto as Exhibit B and Exhibit C, respectively, are hereby approved, and the Director of Finance (or, in the absence of the Director of Finance, his designee) is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Escrow Agreements in substantially said forms, with such changes as may be approved by the Director of Finance (or, in the absence of the Director of Finance, his designee), acting on behalf of the City, subject to advice of counsel, such execution thereof to constitute conclusive evidence of the approval of the City of all changes from the forms of the Escrow Agreements presented to this meeting.

Section 8. Continuing Disclosure Agreement. The Continuing Disclosure Agreement, proposed to be executed and entered into by and between the City and the Digital Assurance Certification, L.L.C., in substantially the form attached hereto as Exhibit D is hereby approved, and the Director of Finance (or, in the absence of the Director of Finance, his designee) is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Continuing Disclosure Agreement in substantially said form, with such changes as may be approved by the Director of Finance (or, in the absence of the Director of Finance, his designee), acting on behalf of the City, subject to advice of counsel, such execution thereof to constitute conclusive evidence of the approval of the City of all changes from the form of the Continuing Disclosure Agreement presented to this meeting.

Section 9. Official Action. All actions heretofore taken by the officers and agents of the City with respect to the issuance of the 2012A Bonds and the negotiation and execution of said agreements are hereby approved, confirmed and ratified. The City Manager, the Director of Finance, the City Treasurer, the City Clerk and any and all other officers of the City are hereby authorized and directed, for and in the name and on behalf of the City to do any and all things and take any and all actions, including, without limitation, the execution and delivery of any and all certificates, requisitions, agreements and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the issuance, sale and delivery of the 2012A Bonds pursuant to the agreements described herein.

Section 10. Provisions Necessary and Desirable. The provisions of this Ordinance are deemed necessary and desirable to facilitate the issuance and sale of the 2012A Bonds authorized by this Ordinance.

Section 11. Publication. The City Clerk shall certify to the passage and adoption of this Ordinance and shall cause this Ordinance, excepting the exhibits attached hereto, to be published once in the Pasadena Star-News, a daily newspaper of general circulation published in said City.

Section 12. Effective Date. This Ordinance shall take effect on the date of publication pursuant to Section 11, subject only to the right of referendum provided in Section 1413 of the City Charter.

Signed and approved this 13<sup>th</sup> day of August, 2012.

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Mayor of the City of Pasadena, California

I HEREBY CERTIFY that the foregoing Ordinance was adopted by the City Council of the City of Pasadena at its regular meeting held August 13, 2012, by the following vote:

Ayes: \_\_\_\_\_

Noes: \_\_\_\_\_

Absent: \_\_\_\_\_

Published: \_\_\_\_\_, 2012, Pasadena Star News

APPROVED AS TO FORM:

*for Michele Beal Bagneris 8/1/2012*  
\_\_\_\_\_  
Michele Beal Bagneris  
City Attorney

\_\_\_\_\_  
Mark Jomsky  
City Clerk

APPROVED AS TO FORM:

*Donald L. Hunt*  
\_\_\_\_\_  
Donald L. Hunt, Partner  
Fulbright & Jaworski L.L.P.  
Bond Counsel