

C C U N C I L C O M M U N I C A . I O N

TO : THE CITY COUNCIL
FROM: THE CITY MANAGERS OFFICE

COUNCIL MEETING DATE
JULY 20, 1988

SUBJECT: ADOPT RESOLUTION APPROVING, AUTHORIZING AND DIRECTING EXECUTION OF CERTAIN
 INSTALLMENT SALE FINANCING DOCUMENTS, APPROVING A PURCHASE AGREEMENT, APPROVING
 THE FORM AND AUTHORIZING DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT IN
 CONNECTION WITH THE OFFERING AND SALE OF CERTIFICATES OF PARTICIPATION AND
 AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO
 (1988 WASTEWATER TREATMENT PLANT EXPANSION PROJECT)

PREPARED BY: City Manager

RECOMMENDED ACTION: That the City Council adopt Resolution No. 88-96
 approving, authorizing and directing execution of
 certain installment sale financing documents,
 approving a purchase agreement, approving the form
and authorizing distribution of a preliminary official statement in connection
with the offering and sale of certificates of participation, and authorizing
and directing certain actions with respect thereto (1988 Wastewater Treatment
Plant Expansion Project).

BACKGROUND INFORMATION: This is the final step requiring City Council
 action in the financing of the White Slough Water
 Pollution Control Plant expansion project. This
 action will be upon the reconvening of the City
Council following a short meeting of the Lodi Public Improvement Corporation
to adopt a somewhat similar resolution. Mr. John Fitzgerald, of
Seidler-Fitzgerald Public Finance, the bond underwriter, and Mr. Brian Quint,
of Jones Hall Hill and White, the City's bond counsel, will both be in
attendance at Wednesday night's meeting to present this matter. The actual
bond closing, at which time the City will receive the funds, will occur
Thursday, August 25, 1988 in Los Angeles.

Respectfully submitted,



Thomas A. Peterson
City Manager

TAP:br

TXTA.07A COUNC401

CITY COUNCIL

JAMES W PINKERTON, Jr. Mayor
JOHN R (Randy) SNIDER
Mayor Pro Tempore
DAVID M HINCHMAN
EVELYN M OLSON
FRED M. REID

CITY OF LODI

CITY HALL, 221 WEST PINE STREET
CALL BOX 3006
LODI, CALIFORNIA 95241-1910
(209) 334-5634

TELECOPIER: (209) 333-6795

THOMAS A PETERSON
City Manager
ALICE M REIMCHE
City Clerk
BOB McNATT
City Attorney

July 21, 1988

Mr. Brian D. Quint
Attorney at Law
Jones Hall Hill and White
Four Embarcadero Center, Suite 150
San Francisco, CA 94111

Re: Certificates of Participation (1988 Wastewater Treatment Plant
Expansion Project)

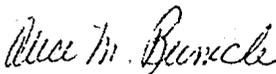
Dear Mr. Quint:

Enclosed herewith please find three certified copies of Resolution No. 88-7 entitled "Resolution approving, authorizing and directing execution of certain installment sale financing documents and authorizing and directing certain actions with respect thereto (1988 Wastewater Treatment Plant Expansion Project)" which was adopted by the Lodi Public Improvement Corporation on July 20, 1988.

Also enclosed please find three certified copies of Resolution No. 88-96 entitled "Resolution No. 88-95 approving, authorizing and directing execution of certain installment sale financing documents, approving a purchase agreement, approving the form and authorizing distribution of a preliminary official statement in connection with the offering and sale of certificates of participation, and authorizing and directing certain actions with respect thereto (1988 Wastewater Treatment Plant Expansion Project)" which was adopted by the Lodi City Council at its regular meeting of July 20, 1988.

Should you have any questions or if we can provide any additional information, please do not hesitate to call this office.

Very truly yours,


Alice M. Reimche
City Clerk

AMR:jj

Enc.

LODI PUBLIC IMPROVEMENT CORPORATION

RESOLUTION NO. 88-7

A RESOLUTION APPROVING, AUTHORIZING AND DIRECTING
EXECUTION OF CERTAIN INSTALLMENT SALE FINANCING
DOCUMENTS AND AUTHORIZING AND DIRECTING CERTAIN
ACTIONS WITH RESPECT THERETO

RESOLVED, by the Lodi Public Improvement Corporation (the "Corporation"):

WHEREAS, the City of Lodi (the "City"), working together with the Corporation, is proposing to proceed with an installment sale financing of certain public improvements; and

WHEREAS, in connection therewith, the City proposes to finance the construction of improvements to its municipal wastewater treatment plant (the "Project") and it is in the public interest and for the public benefit that the Corporation authorize and direct execution of an installment sale agreement and certain other financing documents in connection therewith; and

WHEREAS, the documents below specified have been filed with the Corporation, and the Board of Directors of the Corporation, with the aid of its staff, have reviewed said documents;

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

Section 1. The below-enumerated documents be and are hereby approved, and the President, the Vice President and the Treasurer of the Corporation are hereby separately authorized and directed to execute and deliver said documents, for and in the name and on behalf of the Corporation, with such changes, insertions and omissions as may be approved by such official, such approval to be conclusively evidenced by the execution of such documents by such official, and the Secretary of the Corporation is hereby authorized and directed to attest to such official's signature:

(a) an installment sale agreement relating to the financing of the Project, between the Corporation, as seller, and the City, as purchaser (the "installment Sale Agreement");

(b) a trust agreement by and among the Corporation, the City and Bank of America National Trust and Savings Association, San Francisco, California, as trustee (the "Trustee"), relating to the financing and the execution and delivery of certificates of participation evidencing undivided fractional interests of the owners

thereof in installment payments to be made by the City under the Installment Sale Agreement: and

(c) an assignment agreement by and between the Corporation and the Trustee, pursuant to which the Corporation will assign certain of its rights under the Installment Sale Agreement, including its right to receive installment payments thereunder, to the Trustee.

Section 2. The President, the Vice President, the Treasurer, the Secretary and other officials of the Corporation are hereby authorized and directed to execute such other agreements, documents and certificates as may be necessary to effect the purposes of this resolution and the installment sale financing herein authorized.

Section 3. This Resolution shall take effect upon its adoption.

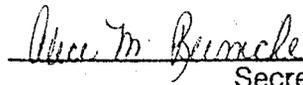
* * * * *

I hereby certify that the foregoing resolution was duly adopted at a meeting of the Lodi Public Improvement Corporation held on the 20th day of July, 1988, by the **following** vote:

AYES. and in favor of, Directors: Olson, Reid, Snider and Pinkerton

NOES. Directors: None

ABSENT, Directors: Hinchman

 Alice M. Reimche
Secretary

CITY OF LODI

RESOLUTION NO. 88-96

**A RESOLUTION APPROVING, AUTHORIZING AND DIRECTING
EXECUTION OF CERTAIN INSTALLMENT SALE FINANCING
DOCUMENTS, APPROVING A PURCHASE AGREEMENT, APPROVING
THE FORM AND AUTHORIZING DISTRIBUTION OF A PRELIMINARY
OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND
SALE OF CERTIFICATES OF PARTICIPATION, AND AUTHORIZING AND
DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO**

RESOLVED, by the City Council of the City of Lodi, California (the "City"):

WHEREAS, the City, working together with the Lodi Public Improvement Corporation (the "Corporation"), is proposing to proceed with an installment sale financing of certain public improvements; and

WHEREAS, in connection therewith, the City proposes to finance the construction of improvements to its municipal wastewater treatment plant (the "Project") and it is in the public interest and for the public benefit that the City authorize and direct execution of an installment sale agreement and certain other financing documents in connection therewith; and

WHEREAS, pursuant to the City's authorization, Seidler-Fitzgerald Public Finance (A Division of Seidler Amdec Securities Inc.) (the "Underwriter"), has prepared and presented to the City a form of preliminary official statement containing information material to the offering and sale of the Certificates of Participation described below (the "Preliminary Official Statement"); and

WHEREAS, the documents specified below have been filed with the City, and the members of the City Council, with the aid of the City staff, have reviewed said documents;

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

Section 1. The below-enumerated documents be and are hereby approved, and the Mayor, City Manager and the Finance Director are hereby separately authorized and directed to execute and deliver said documents for and in the name and on behalf of the City, substantially in the form presented to the City Council at this meeting, together with such changes, insertions and omissions as may be approved by such official, such approval to be conclusively evidenced by the execution of such documents by such official, and the City Clerk is hereby authorized and directed to attest to such official's signature:

(a) an installment sale agreement relating to the financing of the Project, between the Corporation, as seller, and the City, as purchaser (the "Installment Sale Agreement"), so long as the stated term of the installment Sale Agreement does not exceed thirty (30) years, so long as the principal amount of the Installment Sale Agreement does not exceed \$9,500,000 and so long as the gross installment payments payable by the City under the Installment Sale Agreement in any year beginning on July 2 and ending on the succeeding July 1 does not exceed 5875,000; and

(b) a trust agreement, by and among the City, the Corporation and Bank of America National Trust and Savings Association, San Francisco, California, as trustee (the "Trustee") (the "Trust Agreement"), relating to the financing and the execution and delivery of certificates of participation evidencing undivided fractional interests of the owners thereof in installment payments to be made by the City under the Installment Sale Agreement (the "Certificates of Participation").

Section 2. A purchase agreement by and between the Underwriter and the City relating to the purchase by the Underwriter of the Certificates of Participation, be and is hereby approved, and the Mayor, the City Manager, the Finance Director or any deputy or assistant of the City Manager designated by the City Manager is hereby authorized and directed to execute and deliver said agreement, for and in the name and on behalf of the City, substantially in the form presented to the City Council at this meeting with such changes, insertions and omissions as may be approved by such official, such approval to be conclusively evidenced by the execution of such document by such official; provided that in no event shall the principal amount of the Certificates of Participation exceed \$9,500,000, shall the gross installment payments payable by the City under the Installment Sale Agreement exceed \$875,000 in any year beginning on July 2 and ending on the succeeding July 1 of shall the Underwriter's discount with respect to the Certificates exceed 6%.

Section 3. To the best of the City's knowledge, information and belief, the Preliminary Official Statement contains no untrue statement of a material fact with respect to the City or omits to state a material fact with respect to the City required to be stated where necessary to make any statement made therein not misleading in the light of the circumstances under which it was made.

Section 4. The Preliminary Official Statement is approved for distribution in connection with the offering and sale of the Certificates of Participation.

Section 5. The Mayor, the City Manager, the Finance Director or any deputy or assistant of the City Manager designated by the City Manager is authorized to approve corrections and additions to the Preliminary Official Statement by supplement or amendment thereto, or otherwise as appropriate, provided that any such corrections or additions shall be necessary to cause the information contained therein to conform with facts material to the Certificates of Participation, or to the proceedings of the City or such corrections or additions are in form rather than in substance.

Section 6. The Mayor, the City Manager, the Finance Director or any deputy or assistant of the City Manager designated by the City Manager is authorized and directed to cause the Preliminary Official Statement to be brought into the form of a final official

statement (the "Final Official Statement") and to execute said Final Official Statement, dated as of the date of the sale of the Certificates of Participation, for and in the name and on behalf of the City, and a statement that the facts contained in the Final Official Statement, and any supplement or amendment thereto (which shall be deemed an original part thereof for the purpose of such statement) were, at the time of sale of the Certificates of Participation, true and correct in all material respects and that the Final Official Statement did not, on the date of sale of the Certificates of Participation, and does not, as of the date of delivery of the Certificates of Participation, contain any untrue statement of a material fact with respect to the City or omit to state material facts with respect to the City required to be stated where necessary to make any statement made therein not misleading in the light of the circumstances under which it was made. The Mayor, the City Manager, the Finance Director or any deputy or assistant of the City Manager designated by the City Manager shall take such further actions prior to the signing of the Final Official Statement as are deemed necessary or appropriate to verify the accuracy thereof.

Section 7. The Final Official Statement, when prepared, is approved for distribution in connection with the offering and sale of the Certificates of Participation.

Section 8. The Mayor, the City Manager, the Finance Director, the City Clerk and all other appropriate officials of the City are hereby authorized and directed to execute such other agreements, documents and certificates as may be necessary to effect the purposes of this resolution and the installment sale financing herein authorized.

Section 3. This Resolution shall take effect upon its adoption by this City Council.

* * * * *

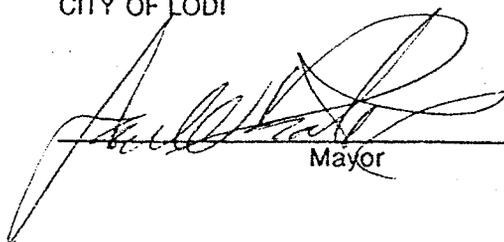
I hereby certify that the foregoing resolution was duly adopted at a meeting of the City Council of the City of Lodi duly held on the 20th day of July, 1988, by the following vote:

AYES, and in favor of, Councilmembers: Olson, Reid, Snider and Pinkerton (Mayor)

NOES, Councilmembers: None

ABSENT, Councilmembers: Hinchman

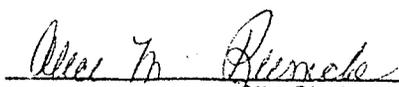
CITY OF LODI



Mayor

[S E A L]

ATTEST:



City Clerk