

**RESOLUTION NO. 1404**

**A RESOLUTION OF THE CITY OF WILSONVILLE, CLACKAMAS COUNTY, OREGON AUTHORIZING NEGOTIATION OF A LOAN AGREEMENT, RELATED DOCUMENTS AND AUTHORIZING THE ISSUANCE OF CERTIFICATES OF PARTICIPATION.**

WHEREAS, the City Council of the City of Wilsonville, Clackamas County, Oregon (the "City") has been duly authorized pursuant to ORS 271.390 (the "Act") to enter into financing agreements as the governing body determines are needed; and,

WHEREAS, the City has determined that in conjunction with the Village at Main Street improvements to Wilsonville Road and related sidewalks and landscaping medians (the "Project") are needed, and;

WHEREAS, it is in the best interest of the City to authorize negotiation of a loan agreement or similar type of financing agreement, an escrow agreement and a purchase agreement which provides for the issuance of Certificates of Participation, Series 1997 ("Certificates") in a principal amount of not more than \$1,100,000 to finance the Project, and the costs of issuance;

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

**Section 1. Authorization.** The City Council authorizes the execution and delivery of the Certificates pursuant to the Act to provide financing for the Project. The Certificates shall be issued in an aggregate principal amount equal to the estimated costs of the Project, including costs of issuing the Certificates. The Certificates shall not be issued in an aggregate principal amount of more than One Million One Hundred Thousand Dollars (\$1,100,000).

**Section 2. Security.** The City pledges to any repayment of the Certificates, the City's street system development charges and the supplemental street system development charges (collectively, the "SDC") and, subject to appropriation, the City's general fund.

**Section 3. Execution.** The Certificates shall be executed on behalf of the City with the manual or facsimile signature of the Finance Director or the designee of the Finance Director (the "Director").

**Section 4. Tax-Exempt Status.** If the Director determines that the Certificates interest is to be excludable from gross income under the Internal Revenue Code of 1986, as amended (the "Code"), the Director may, on behalf of the City and without further action by the City Council, covenant not to take any action or omit any action if the taking or omission would cause interest paid on the Certificates to be includable in gross income of the owners of the Certificates under the Code.

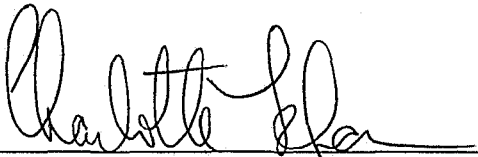
**Section 5. Authority of Director; Delegation.** The Director, may, on behalf of the City and without further action by the City Council:

- A. Participate in the preparation of, authorize the distribution of, and deem final any disclosure documents for the Certificates;
- B. Establish the final principal amounts, maturity schedules, interest rates, sale prices, redemption terms, payment terms and dates, and other terms of the Certificates, and negotiate the terms of, and enter into a purchase agreement with the purchaser of the Certificates;
- C. Negotiate the terms of, and enter into, contract for the leasing, rental or financing of any real or personal property which contains covenants for the protection of the owners of the Certificates, establishes terms under which the SDCs may be committed to future borrowings and describes the City's obligations relating to the Certificates;
- D. Pledge all or any portion of the revenues of the City's SDCs;
- E. Undertake to provide any continuing disclosure for the Certificates which is required by Rule 15c2-12 of the United States Securities and Exchange Commission, if necessary;
- F. Determine whether the Certificates will be issued with interest which is excludable from gross income under the Code, or interest which is includable in gross income under the Code, and, if the Certificates are eligible, designate the Certificates as "qualified tax-exempt obligations" under Section 265 of the Code;

G. Determine whether the Certificates shall be in typewritten, printed, or book entry form, and the provisions that shall apply for registration and reregistration of the Certificates; and,


H. Execute any documents and take any other action in connection with the Certificates or the Project which the Director finds will be advantageous to the City.

ADOPTED by the City Council of the City of Wilsonville at a regular meeting thereof this 4th day of August, 1997, and filed with the Wilsonville City Recorder this same date.



CHARLOTTE LEHAN, Mayor

ATTEST:



Sandra C. King, CMC, City Recorder

SUMMARY OF VOTES:

Mayor Lehan	Yes
Councilor Helser	Yes
Councilor Luper	Yes
Councilor Barton	Yes