

MINUTES
SANTA CLARA VALLEY WATER DISTRICT
PUBLIC FACILITIES FINANCING CORPORATION
November 10, 2016

(Paragraph numbers coincide with agenda item numbers)

A Regular Meeting of the Santa Clara Valley Water District Public Facilities Financing Corporation (PFFC) was held in Conference Room A-136 of the District Headquarters Building, 5700 Almaden Expressway, San Jose, California, at 10:00 a.m. on November 10, 2016.

1. Roll Call: PFFC Board of Director members in attendance were Anthony Bennetti, Dean Chu, Steve Mullen, Maria Oberg, and David Vanni, constituting a quorum.

PFFC Corporate Officer present: Michele King, Corporate Secretary.

District staff present: Najon Chu, Interim Chief Administrative Officer; Jim Fielder, Chief Operating Officer, Water Utilities; and Charlene Sun, Treasury and Debt Officer.

Members of the external finance team present: Mr. Ed Soong, Financial Advisor, Public Resources Advisory Group; Mr. Eric D. Tashman, Norton, Rose, Fullbright; Mr. Sean Tierney, Hawkins, Delafield and Wood; and Mr. Mark Hewlet and Mr. Michael J. Engelbrecht, Wells Fargo.

2. Time Open for Public Comment on Any Subject Not on the Agenda: There was no one present who wished to speak.

Ms. Charlene Sun, Treasury Debt Officer, introduced the external finance team.

3. Approval of Minutes of January 28, 2016 PFFC Meeting: It was moved by Director Chu, seconded by Director Bennetti, and unanimously carried that the January 28, 2016, minutes be approved as amended to include the correct the spelling of Chief Operating Officer, Water Utility J. Fiedler on Page One.

4. Fiscal Year 2016-2017 Santa Clara Valley Water District Budget and Debt Program Updates: Ms. Sun reviewed the information on this item, per the attached PowerPoint Presentation.

Mr. Jim Fiedler, Chief Operating Officer, Water Utility, provided a brief status update on the Anderson Dam Seismic Retrofit project, in response to a question from Director Oberg. Ms. Sun and Mr. Ed Soong, Financial Advisor, Public Advisory Group answered Director Chu's questions regarding the revolving certificate and short term debt competitive bid process.

5. Adopt a Resolution of the Board of Directors of the Santa Clara Valley Water District Public Facilities Financing Corporation Authorizing the Execution and Delivery of Aggregate Principal Amount Not To Exceed \$65,000,000 Refunding and Improvement Certificates of Participation, Approving the Execution and Delivery of Certain Documents and Authorizing Certain Actions in Connection Therewith. Mr. Sean Tierney, Hawkins, Delafield and Wood, reviewed the information on this item per the attached PFFC Agenda Memo.

It was moved by Director Oberg, seconded by Director Bennetti, to ADOPT RESOLUTION NO. 16-003 OF THE BOARD OF DIRECTORS OF THE SANTA CLARA VALLEY WATER DISTRICT PUBLIC FACILITIES FINANCING CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY

OF AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$65,000,000 REFUNDING AND IMPROVEMENT CERTIFICATES OF PARTICIPATION, APPROVING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH, by roll call vote:

Ayes: A. Bennetti, D. Chu, M. Oberg, S. Mullen, D. Vanni
Noes: None
Abstain: None.
Absent: None.

6. Adopt a Resolution of the Board of Directors of the Santa Clara Valley Water District Public Facilities Financing Corporation Authorizing the Execution and Delivery of Certain Agreements In Connection With the Expansion of the Santa Clara Valley Water District Commercial Paper Program and the Execution and Delivery of Santa Clara Valley Water District Commercial Paper Certificates and Revolving Certificates Thereunder and Certain Related Actions and Adopt a Resolution of the Board of Directors of the Santa Clara Valley Water District Public Facilities Financing Corporation Amending and Restating Resolution No. PFFC-12-001, as Amended, Providing for the Execution and Delivery of Santa Clara Valley Water District Commercial Paper Certificates and Revolving Certificates and the Entering into of Various Agreements in Connection Therewith. Mr. Eric D. Tashman, Norton, Rose, Fullbright, and Mr. Najon Chu, Interim Chief Administrative Officer, reviewed the information on this item per the attached PFFC Agenda Memo.

It was moved by Director Chu, seconded by Director Bennetti, to ADOPT RESOLUTION NO. 16-004 OF THE BOARD OF DIRECTORS OF THE SANTA CLARA VALLEY WATER DISTRICT PUBLIC FACILITIES FINANCING CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN AGREEMENTS IN CONNECTION WITH THE EXPANSION OF THE SANTA CLARA VALLEY WATER DISTRICT COMMERCIAL PAPER PROGRAM AND THE EXECUTION AND DELIVERY OF SANTA CLARA VALLEY WATER DISTRICT COMMERCIAL PAPER CERTIFICATES AND REVOLVING CERTIFICATES THEREUNDER AND CERTAIN RELATED ACTIONS, by roll call vote:

Ayes: A. Bennetti, D. Chu, M. Oberg, D. Vanni
Noes: None
Abstain: S. Mullen
Absent: None.

Director Mullen abstained due to possible conflict of interest with his wife's employment with KPMG, associated with Wells Fargo Bank.

It was moved by Director Bennetti, seconded by Director Oberg, to ADOPT RESOLUTION NO. 16-005 OF THE BOARD OF DIRECTORS OF THE SANTA CLARA VALLEY WATER DISTRICT PUBLIC FACILITIES FINANCING CORPORATION AMENDING AND RESTATING RESOLUTION NO. PFFC 12-001, AS AMENDED, PROVIDING FOR THE EXECUTION AND DELIVERY OF SANTA CLARA VALLEY WATER DISTRICT COMMERCIAL PAPER CERTIFICATES AND REVOLVING CERTIFICATES AND THE ENTERING INTO OF VARIOUS AGREEMENTS IN CONNECTION THEREWITH, by roll call vote:

Ayes: A. Bennetti, D. Chu, M. Oberg, D. Vanni
Noes: None
Abstain: S. Mullen
Absent: None.

Director Mullen abstained due to possible conflict of interest with his wife's employment with KPMG, associated with Wells Fargo Bank.

7. Schedule Next PFFC Meeting: The Corporation members agreed that the next meeting of the PFFC would be in November of 2017, in accordance with the regular meeting resolution, unless staff identified a need for a special meeting.

8. Other Business: Mr. Najon Chu informed the corporation members of his upcoming retirement in December 2016, and Mr. Fiedler's retirement in May 2017.

9. Adjourn: The meeting adjourned at 10:50 a.m.



Michele L. King, CMC
Corporate Secretary, PFFC