

**NEW ISSUE
FULL BOOK ENTRY**

**RATING: S&P: “ ”
See “RATINGS.”**

In the opinion of Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, subject, however to certain qualifications described herein, under existing law, the interest on the Bonds is excluded from gross income for federal income tax purposes and such interest is not an item of tax preference for purposes of the federal alternative minimum tax, although, in the case of tax years beginning prior to January 1, 2018, for the purpose of computing the alternative minimum tax imposed on certain corporations, such interest earned by a corporation prior to the end of its tax year in 2018 is taken into account in determining certain income and earnings. In the further opinion of Bond Counsel, such interest is exempt from California personal income taxes. See "TAX MATTERS."

\$ _____ *

**CITY OF SANTA ROSA
WASTEWATER REVENUE REFUNDING BONDS,
SERIES 2018A**

Dated: Date of Delivery

Due: September 1, as shown on inside cover

General. The captioned bonds (the “Series 2018A Bonds”) are being issued by the City of Santa Rosa (the “City”) under an Indenture of Trust dated as of February 1, 1988, as amended by a series of Supplemental Indentures of Trust, including the Twentieth Supplemental Indenture of Trust, dated as of _____ 1, 2018, which relates specifically to the Series 2018A Bonds (the “Twentieth Supplement,” and collectively, the “Indenture”), between the City and U.S. Bank National Association, San Francisco, California, as trustee (the “Trustee”).

Purpose of the Series 2018A Bonds. Proceeds of the Series 2018A Bonds will be used to (i) defease, pay and redeem the City’s outstanding Wastewater Revenue Bonds, Series 2007A, maturing on or after September 1, 2019, which were issued in the initial aggregate principal amount of \$67,010,000 and are currently outstanding in the aggregate principal amount of \$17,685,000, and (ii) pay the costs of issuing the Series 2018A Bonds. See “REFUNDING PLAN.”

DTC; Interest Payment Dates. The Series 2018A Bonds will be delivered as fully registered bonds, registered in the name of Cede & Co. as nominee of The Depository Trust Company, New York, New York (“DTC”), and will be available to ultimate purchasers (“Beneficial Owners”) in the denomination of \$5,000 or any integral multiple thereof, under the book-entry system maintained by DTC. Beneficial Owners will not be entitled to receive delivery of certificates representing their ownership interest in the Series 2018A Bonds. Interest on the Series 2018A Bonds is payable on September 1 and March 1 of each year, commencing March 1, 2019, by the Trustee to DTC for subsequent disbursement to DTC participants, so long as DTC, or its nominee, remains the registered owner of the Series 2018A Bonds.

Redemption Prior to Maturity. *The Series 2018A Bonds are subject to redemption prior to maturity as described in this Official Statement. See “THE SERIES 2018A BONDS – Redemption.”*

Security for the Series 2018A Bonds. The Series 2018A Bonds are special obligations of the City and are payable exclusively from Net Revenues (as defined in this Official Statement) of the City’s wastewater enterprise system (the “Enterprise”) and from amounts on deposit in certain funds and accounts established under the Indenture.

Additional Parity Bonds and State Loans. Under the Indenture, the City may incur additional obligations secured by Net Revenues on a parity basis with the Series 2018A Bonds, including additional bonds issued under the Indenture and loans from the State of California, provided that the conditions set forth in the Indenture are met. See “RISK FACTORS” and “SECURITY FOR THE SERIES 2018A BONDS – Parity Bonds and State Loans.”

Deemed Consent to Certain Springing Amendments. Under the Indenture, the initial purchasers of the City’s Wastewater Revenue Refunding Bonds, Series 2016A (the “Series 2016A Bonds”) Series 2016A Bonds and any series of Parity Bonds (as defined in this Official Statement) issued thereafter, including the Series 2018A Bonds, are deemed to have filed their written consents to certain amendments to the Indenture regarding the Reserve Account that would become effective at such time as the Series 2016A Bonds and such series of Parity Bonds issued after the delivery of the Series 2016A Bonds constitute at least a majority in aggregate principal amount of the Bonds then outstanding. The amendments include, among others, that the City may notify the Trustee in writing that the owners of the Series 2018A Bonds will no longer have any interest in or claim to the Reserve Account and the City may withdraw from the Reserve Account any moneys in excess of the Reserve Requirement when it is calculated, without taking into account the Series 2018A Bonds. If the City gives such notice to the Trustee in the future, owners of the Series 2018A Bonds will have no further interest in the Reserve Account. See “SECURITY FOR THE SERIES 2018A BONDS – Deemed Consent to Certain Springing Amendments.”

Limited Obligation. Neither the Series 2018A Bonds nor the obligation of the City to pay principal of or interest thereon constitutes a debt, obligation or liability of the City within the meaning of any Constitutional limitation on indebtedness, or a pledge of the full faith and credit of the City. The Series 2018A Bonds are secured solely by the pledge of Net Revenues of the Enterprise by the City and certain funds held under the Indenture. The Series 2018A Bonds are not secured by a pledge of the taxing power of the City. Neither the Series 2018A Bonds nor the obligation of the City to pay principal of or interest thereon constitutes a debt, obligation or liability whatsoever of the State of California or any of its other political subdivisions.

Summary Only. This cover page contains certain information for quick reference only. It is not intended to be a summary of all factors relating to an investment in the Series 2018A Bonds. Investors should review the entire Official Statement before making any investment decision.

MATURITY SCHEDULE

(See inside cover)

This Preliminary Official Statement and the information contained herein are subject to completion or amendment. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

MATURITY SCHEDULE

\$ _____*
WASTEWATER REVENUE REFUNDING BONDS,
SERIES 2018A

Base CUSIP†:

<u>Maturity</u> <u>(September 1)</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP†</u> <u>Number</u>
2019					
2020					
2021					
2022					
2023					
2024					
2025					
2026					
2027					
2028					
2029					
2030					
2031					
2032					
2033					
2034					
2035					
2036					
2037					

* Preliminary; subject to change.

C: Priced to the first optional redemption date at par of September 1, 20__.

† Copyright 2018, American Bankers Association. CUSIP data in this Official Statement are provided for convenience of reference only. Neither the City nor Underwriter assumes any responsibility for the accuracy of these CUSIP data.

GENERAL INFORMATION ABOUT THIS OFFICIAL STATEMENT

No Offering May Be Made Except by this Official Statement. No dealer, broker, salesperson or other person has been authorized to give any information or to make any representations with respect to the Series 2018A Bonds other than as contained in this Official Statement, and if given or made, such other information or representation must not be relied upon as having been authorized.

No Unlawful Offers or Solicitations. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

Effective Date. This Official Statement speaks only as of its date, and the information and expressions of opinion contained in this Official Statement are subject to change without notice. Neither the delivery of this Official Statement nor any sale of the Series 2018A Bonds will, under any circumstances, create any implication that there has been no change in the affairs of the City or any other parties described in this Official Statement.

Use of this Official Statement. This Official Statement is submitted in connection with the sale of the Series 2018A Bonds referred to in this Official Statement and may not be reproduced or used, in whole or in part, for any other purpose. This Official Statement is not a contract with the purchasers of the Series 2018A Bonds.

Preparation of this Official Statement. The information contained in this Official Statement has been obtained from sources that are believed to be reliable, but this information is not guaranteed as to accuracy or completeness.

The Underwriter has provided the following sentence for inclusion in this Official Statement: The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

Document References and Summaries. All references to and summaries of the Indenture or other documents contained in this Official Statement are subject to the provisions of those documents and do not purport to be complete statements of those documents.

Bonds are Exempt from Securities Laws Registration. The issuance and sale of the Series 2018A Bonds have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"), in reliance upon exemptions for the issuance and sale of municipal securities provided under Section 3(a)(2) of the Securities Act and Section 3(a)(12) of the Securities Exchange Act.

Stabilization of Prices. In connection with this offering, the Underwriter may overallocate or effect transactions which stabilize or maintain the market price of the Series 2018A Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time. The Underwriter may offer and sell the Series 2018A Bonds to certain dealers and others at prices lower than the public offering prices set forth on the cover page hereof and said public offering prices may be changed from time to time by the Underwriter.

Estimates and Projections. Certain statements included or incorporated by reference in this Official Statement constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 21E of the Securities Exchange Act and Section 27A of the Securities Act. Such statements are generally identifiable by the terminology used such as "plan," "expect," "estimate," "budget" or other similar words.

THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. THE CITY DOES NOT PLAN TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN ITS EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED OCCUR.

Website. The City maintains a website; however, the information presented on the website is not a part of this Official Statement and should not be relied upon in making an investment decision with respect to the Series 2018A Bonds.

CITY OF SANTA ROSA

CITY COUNCIL

Chris Coursey, *Mayor*
Chris Rogers, *Vice Mayor*
Julie Combs, *Council Member*
Ernesto Olivares, *Council Member*
John Sawyer, *Council Member*
Tom Schwedhelm, *Council Member*
Jack Tibbetts, *Council Member*

BOARD OF PUBLIC UTILITIES

Daniel Galvin III, *Chairman*
J. Matthew Mullan, *Member*
William Arnone, Jr., *Member*
Richard A. Dowd, *Member*
Christopher L. Grabill, *Member*
Lisa A. Badenfort, *Member*
Mary Watts, *Member*

CITY OFFICIALS

Sean McGlynn, *City Manager*
Gloria Hurtado, *Deputy City Manager*
Chuck McBride, *Chief Financial Officer*
Daisy Gomez, *City Clerk*
Bennett Horenstein, *Director of Santa Rosa Water*
Jason Nutt, *Director of Transportation and Public Works*
Sue Gallagher, *City Attorney*

BOND RELATED SERVICES

Bond Counsel

Jones Hall, A Professional Law Corporation
San Francisco, California

Municipal Advisor

PFM Financial Advisors LLC
San Francisco, California

Verification Agent

Trustee

U.S. Bank National Association
San Francisco, California

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LOCATION MAP

OFFICIAL STATEMENT

\$ _____ *

CITY OF SANTA ROSA
WASTEWATER REVENUE REFUNDING BONDS, SERIES 2018A

INTRODUCTION

This Official Statement, including the cover page and appendices, is provided to furnish information in connection with the sale by the City of Santa Rosa (the “City”) of the captioned bonds (the “Series 2018A Bonds”). This Introduction contains a brief summary of certain information contained in this Official Statement. It is not intended to be complete and is qualified by the more detailed information contained elsewhere in this Official Statement. Definitions of certain terms used in this Official Statement are set forth in “APPENDIX B – Summary of the Indenture.”

Authority for Issuance. The Series 2018A Bonds are being issued under the following:

(i) Provisions of Chapter 3-12 (commencing with Section 3-12.010) of the Santa Rosa City Code (the “**Revenue Code**”), which authorizes the City to issue its revenue bonds for the purpose of financing the City’s wastewater enterprise (the “**Enterprise**”).

(ii) Indenture of Trust dated as of February 1, 1988 (the “**Master Indenture**”), as amended by a series of Supplemental Indentures of Trust, including the Twentieth Supplemental Indenture of Trust dated as of _____ 1, 2018, which relates specifically to the Series 2018A Bonds (the “**Twentieth Supplement**,” and collectively with the Master Indenture, the “**Indenture**”).

Use of Proceeds. The proceeds of the Series 2018A Bonds will be used to (i) defease, pay and redeem the City’s outstanding Wastewater Revenue Bonds, Series 2007A, maturing on or after September 1, 2018 (“**Prior Bonds**”) which were issued in the initial aggregate principal amount of \$67,010,000 and are currently outstanding in the aggregate principal amount of \$17,685,000, and (ii) pay the costs of issuing the Series 2018A Bonds. See “REFUNDING PLAN.”

Security for the Series 2018A Bonds. The Series 2018A Bonds will be payable from and secured by Net Revenues (as defined in this Official Statement) derived from the operation of the Enterprise and amounts in certain funds and accounts held under the Indenture, on a parity basis with Parity Bonds and, to the extent described below and under the heading “SECURITY FOR THE SERIES 2018A BONDS,” the State Loans.

* Preliminary; subject to change.

Parity Bonds. The Series 2018A Bonds will be payable from and secured by Net Revenues on a parity basis with the following (collectively, “**Parity Bonds**”):

- (i) certain outstanding obligations of the City, which will be outstanding in the principal amount of \$189,071,719 upon the issuance of the Series 2018A Bonds; and
- (ii) obligations issued in the future by the City in compliance with the Indenture.

Outstanding Parity Bonds and the Series 2018A Bonds are referred to as “**Bonds**” in this Official Statement.

See “SECURITY FOR THE SERIES 2018A BONDS – Parity Bonds and State Loans.”

State Loans. In addition, the City may incur a loan from the State (each, a “**State Loan**”) to finance improvements to the Enterprise. A State Loan may be treated as Parity Bonds, except that the State is not entitled to be paid from monies in the Reserve Account. See “SECURITY FOR THE SERIES 2018A BONDS – Parity Bonds and State Loans.”

Reserve Account. The Indenture establishes a debt service reserve account (the “**Reserve Account**”) that is held by the Trustee, in which an amount equal to the Reserve Requirement (as defined in “SECURITY FOR THE SERIES 2018A BONDS – Reserve Account”) must be deposited and maintained. A single Reserve Account has been created under the Master Indenture for all Bonds issued under the Indenture; *however*, see “– Deemed Consent to Certain Springing Amendments” and “SECURITY FOR THE SERIES 2018A BONDS – Deemed Consent to Certain Springing Amendments” for information about certain springing amendments to the Reserve Account-related provisions of the Indenture. There will be no deposit to the Reserve Account from the proceeds of the Series 2018A Bonds because amounts on deposit in the Reserve Account on the date of delivery of the Series 2018A Bonds will equal the Reserve Requirement.

Moneys in the Reserve Account are not available to pay debt service on any State Loans.

Deemed Consent to Certain Springing Amendments. Under the Indenture, the initial purchasers of the Series 2016A Bonds and any series of Parity Bonds issued thereafter, including the Series 2018A Bonds, are deemed to have filed their written consents to certain amendments to the Indenture regarding the Reserve Account that would become effective at such time as the Series 2016A Bonds and such series of Parity Bonds issued after the delivery of the Series 2016A Bonds constitute at least a majority in aggregate principal amount of the Bonds then Outstanding. The amendments include, among others, that the City may notify the Trustee in writing that the Owners of the Series 2018A Bonds will no longer have any interest in or claim to the Reserve Account and the City may withdraw from the Reserve Account any moneys in excess of the Reserve Requirement when it is calculated, without taking into account the Series 2018A Bonds. If the City gives such notice to the Trustee in the future, Owners of the Series 2018A Bonds will have no further interest in the Reserve Account. See “SECURITY FOR THE SERIES 2018A BONDS – Deemed Consent to Certain Springing Amendments.”

Rate Covenant. In the Indenture, the City covenants that it will fix, prescribe, revise and collect Charges (as defined in this Official Statement) for the services and facilities furnished by the Enterprise during each fiscal year that are sufficient to satisfy specific obligations of the Enterprise and provide certain coverage on the debt service payable with respect to the outstanding Bonds and State Loans becoming due and payable in such fiscal year. See

“SECURITY FOR THE SERIES 2018A BONDS – Rate Covenant; Collection of Rates and Charges.”

Limited Obligation. Neither the Series 2018A Bonds nor the obligation of the City to pay principal of or interest thereon constitutes a debt, obligation or liability of the City within the meaning of any Constitutional limitation on indebtedness, or a pledge of the full faith and credit of the City. The Series 2018A Bonds are secured solely by the pledge of Net Revenues of the Enterprise by the City and certain funds held under the Indenture. The Series 2018A Bonds are not secured by a pledge of the taxing power of the City. Neither the Series 2018A Bonds nor the obligation of the City to pay principal of or interest thereon constitutes a debt, obligation or liability whatsoever of the State of California or any of its other political subdivisions.

Risk Factors. The purchase of the Series 2018A Bonds involves certain risks. For a description of some of these risks, see “RISK FACTORS.”

The City. The City is the county seat of Sonoma County (the “**County**”) at the crossroads of U.S. Highway 101 and State Route 12, approximately 50 miles north of San Francisco. The City has a current estimated population of 178,488 as of January 1, 2018.

For selected financial, economic and demographic information about the City, see “APPENDIX C – General Demographic Information About the City of Santa Rosa and County of Sonoma.”

The City’s audited financial statements for the fiscal year ended June 30, 2017, are attached as Appendix A.

The Enterprise. The Enterprise includes any and all facilities, properties and improvements owned, controlled or operated by the City for the collection, treatment, disposal or reuse of wastewater. The Enterprise provides for the collection and treatment of wastewater for the City and, through its subregional wastewater treatment and disposal system, also serves the wastewater treatment and disposal needs of the adjacent cities of Rohnert Park, Cotati, and Sebastopol and the South Park County Sanitation District. See “THE ENTERPRISE.”

Definitive Statement. All descriptions and summaries of various documents in this Official Statement do not purport to be comprehensive or definitive, and reference is made to each document for complete details of all terms and conditions. All statements in this Official Statement are qualified in their entirety by reference to each document. Certain capitalized terms used in this Official Statement and not defined in this Official Statement have the respective meanings given to them in “APPENDIX B – Summary of the Indenture.”

REFUNDING PLAN

General

The proceeds of the Series 2018A Bonds will be used to (i) defease, pay and redeem the outstanding Prior Bonds, and (ii) pay the costs of issuing the Series 2018A Bonds.

Refunding of the Prior Bonds

A portion of the proceeds of the Series 2018A Bonds will be used for the purpose of defeasing, paying and redeeming the Prior Bonds. Upon the issuance of the Series 2018A Bonds, the Prior Bonds will be defeased pursuant to the terms of the Indenture and all obligations of the City under the Prior Bonds will be discharged.

Series	Outstanding Principal Amount of Series	Maturity Date (September 1)	Principal Amount of Refunded Bonds to Be Redeemed	Redemption Date	Redemption Price
Wastewater Revenue Bonds, Series 2007A	\$17,685,000	2019	\$2,575,000	_____, 2018	100%
		2020	375,000		
		2020	2,330,000		
		2021	2,835,000		
		2022	2,980,000		
		2023	570,000		
		2024	595,000		
		2025	615,000		
		2026	640,000		
		2037	4,170,000		

Pursuant to an Escrow Deposit and Trust Agreement, dated as of _____ 1, 2018 (the “**Escrow Agreement**”), by and between the City and U.S. Bank National Association, as escrow agent (the “**Escrow Agent**”), the Escrow Agent will establish an escrow fund containing a subaccount for the Prior Bonds (the “**Escrow Fund**”). The Escrow Agent will hold the Escrow Fund in trust as an irrevocable escrow securing the payment of the Prior Bonds. *The moneys held by the Escrow Agent in the Escrow Fund will not be available for payment of the Series 2018A Bonds except after the redemption of the Prior Bonds in the circumstances described under the Escrow Agreement.*

On the delivery date of the Series 2018A Bonds, the Escrow Agent will deposit a portion of the proceeds of the Series 2018A Bonds, together with other available funds relating to the Prior Bonds, into the Escrow Fund. The Escrow Agent will invest \$_____ of the deposit amount in certain non-callable Federal Securities (the “**Defeasance Securities**”) and the remaining \$_____ in cash, uninvested. The principal of and interest on the Defeasance Securities, together with any amounts held as cash in the Escrow Fund, will be sufficient to pay the scheduled principal and interest on the Prior Bonds until the redemption date shown in the table above and, on such date, the principal amount to be redeemed, without premium, plus accrued interest.

The accuracy of the mathematical computations of the adequacy of the principal of and interest on the Defeasance Securities and other amounts to provide for the payment of the principal, interest and redemption price of the Prior Bonds will be verified at the time of delivery of the Series 2018A Bonds by a firm of independent accountants. See “VERIFICATION.”

Estimated Sources and Uses of Funds

The anticipated sources and uses of funds relating to the Series 2018A Bonds are as follows:

Sources:

Principal Amount of the Series 2018A Bonds
[Plus][Minus] [Net] Original Issue [Premium][Discount]
[Amounts Related to Prior Bonds]
Total Sources:

Uses:

Deposit into Escrow Fund⁽¹⁾ \$ _____
Costs of Issuance⁽²⁾
Underwriter's Discount
Total Uses:

(1) See "– Refunding of the Prior Bonds."

(2) Includes fees of the Trustee, Escrow Agent, Verification Agent and Municipal Advisor, fees of Bond Counsel and Disclosure Counsel, printing costs, rating agency fees and other related costs.

Debt Service Schedule

Scheduled debt service on the Series 2018A Bonds is shown in the following table. See “APPENDIX F – Revenue Obligation Debt Service Schedule” for the debt service schedule on the Series 2018A Bonds and Parity Bonds that will be outstanding after issuance of the Series 2018A Bonds and refunding of the Prior Bonds.

Debt Service Schedule

<u>Fiscal Year</u> <u>Ending June 30</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Amount</u>	<u>Total</u>
2019	\$	\$	\$
2020			
2021			
2022			
2023			
2024			
2025			
2026			
2027			
2028			
2029			
2030			
2031			
2032			
2033			
2034			
2035			
2036			
2037			
Total	\$	\$	\$

THE SERIES 2018A BONDS

Description

The Series 2018A Bonds will be dated their date of delivery and will mature on September 1 in each of the years and in the principal amounts and will bear interest at the rates per annum all as set forth on the inside cover page of this Official Statement.

The Series 2018A Bonds will bear interest payable on March 1 and September 1 of each year, commencing March 1, 2019. Interest on the Series 2018A Bonds will accrue from the date of delivery and will be computed based on a 360-day year of twelve 30-day months.

The Series 2018A Bonds will be issued in fully registered form, registered in the name of The Depository Trust Company, New York, New York (“DTC”), or its nominee. Individual purchases of Series 2018A Bonds registered in the name of DTC, or its nominee, will be made in book-entry form only in denominations of \$5,000. Purchasers of such Series 2018A Bonds will not receive physical delivery of certificates representing their purchased Series 2018A Bonds. Principal, interest and premium, if any, payable with respect to such Series 2018A Bonds will be paid by wire transfer of the Trustee to DTC, which is obligated in turn to remit such interest, principal and premium, if any, to DTC Participants (as defined in this Official Statement), which is obligated in turn to remit such interest, principal and premium, if any, to the Beneficial Owners (as defined in this Official Statement) of such Series 2018A Bonds. See “APPENDIX G – Book Entry Only System.”

Interest on the Series 2018A Bonds will be payable on each Interest Payment Date by check mailed by first class mail on such Interest Payment Date to the registered Owners thereof (as defined in this Official Statement) at the address shown on the registration books maintained by the Trustee on the applicable Record Date (as defined in this Official Statement); provided, however, that any Owner of at least \$1,000,000 in aggregate principal amount of Series 2018A Bonds may be paid interest by wire transfer upon written request of such Owner submitted to the Trustee prior to the Record Date.

While the Series 2018A Bonds are held in the book-entry only system of DTC, all such payments will be made to Cede & Co., as the registered Owner of the Series 2018A Bonds. The principal of the Series 2018A Bonds and any premium upon redemption, are payable in lawful money of the United States of America upon presentation and surrender thereof at the principal corporate trust office of the Trustee. See “APPENDIX G – Book Entry Only System.”

Redemption*

The Series 2018A Bonds maturing on or before September 1, 20__, are not subject to optional redemption prior to maturity. The Series 2018A Bonds maturing on or after September 1, 20__, are subject to redemption prior to their respective maturity dates, at the option of the City, as a whole, or in part, as determined by the City, on any date on or after September 1, 20__, from any source of available funds, at the principal amount of the Series 2018A Bonds to be redeemed, plus accrued interest thereon to the date of redemption, without premium.

* Preliminary; subject to change.

The City is required to give the Trustee written notice of its intention to redeem Series 2018A Bonds as provided above not less than 30 nor more than 60 days prior to the date fixed for redemption.

Partial Redemption

In the event only a portion of any Bond is called for redemption, then upon surrender of such Bond redeemed in part only, the City will execute and the Trustee shall authenticate and deliver to the Owner, at the expense of the City, a new Bond or Bonds, of the same series and maturity, of authorized denominations in aggregate principal amount equal to the unredeemed portion of the Bond or Bonds.

Selection of Bonds for Redemption

Whenever provision is made in the Indenture for the redemption of less than all of a Series of Bonds, the Trustee will select the Bonds to be redeemed from all of the same Series of Bonds or such given portion thereof not previously called for redemption, by lot in a manner which results in the Bonds Outstanding after such redemption to be in Authorized Denominations (unless the City otherwise consents in writing) and which the Trustee in its sole discretion will deem appropriate and fair. See "APPENDIX B – Summary of the Indenture."

Notice of Redemption

Notice of Redemption. Unless waived by any Owner of Bonds to be redeemed, official notice of any redemption of Bonds will be given, at the expense of the City, by the Trustee by mailing a copy of an official redemption notice by first class mail at least 30 days, and not more than 60 days, prior to the date fixed for redemption (except for Bonds bearing interest at a variable rate of interest, in which case, the notice will be mailed at least 20 days but not more than 30 days before the redemption date) to the Owner of the Bond or Bonds to be redeemed at the address shown on the Bond Registration Books or at such other address as is furnished in writing by such Owner to the Trustee; provided, that neither the failure to receive such notice nor any immaterial defect in any notice will affect the sufficiency of the proceedings for the redemption of the Bonds.

Such notice must specify: (i) the redemption date, (ii) the redemption price, (iii) if fewer than all Outstanding Bonds are to be redeemed, the identification (and, in the case of partial redemption, the respective principal amounts) of the Bonds to be redeemed, (iv) that on the redemption date the redemption price will become due and payable with respect to each such Bond or portion thereof called for redemption, and that interest with respect thereto will cease to accrue from and after said date, (v) the place or places where such Bonds are to be surrendered for payment of the redemption price, which places of payment may include the Trust Office of the Trustee, (vi) the CUSIP numbers of all Bonds being redeemed, (vii) the stated interest rate with respect to each Bond being redeemed, and (viii) the maturity date of each Bond being redeemed.

Rescission of Notice of Redemption. The City has the right to rescind any notice of the optional redemption of Series 2018A Bonds by written notice to the Trustee on or prior to the date fixed for redemption. Any notice of optional redemption will be cancelled and annulled if for any reason funds will not be or are not available on the date fixed for redemption for the payment in full of the Series 2018A Bonds then called for redemption, and such cancellation will not constitute an Event of Default under the Indenture. The City and the Trustee have no liability to the Bond Owners or any other party related to or arising from a rescission of a notice of redemption. The

Trustee will mail notice of a rescission of notice of redemption in the same manner as the original notice of redemption was sent.

Consequences of Notice. Notice of redemption having been given as described above, the Bonds or portions of Bonds so to be redeemed will, on the redemption date, become due and payable at the redemption price therein specified, and from and after such date (unless the City defaults in the payment of the redemption price) such Bonds or portions of Bonds will cease to have interest accrue thereon. Upon surrender of such Bonds for redemption in accordance with the notice, such Bonds will be paid by the Trustee at the redemption price. Installments of interest due on or prior to the redemption date will be payable as provided in the Indenture for payment of interest. Upon surrender for any partial redemption of any Bond, there will be prepared for the Owner a new Bond or Bonds of the same maturity in the amount of the unpaid principal. All Bonds which have been redeemed will be cancelled and destroyed by the Trustee and will not be redelivered. Neither the failure of any Bond Owner to receive any notice so mailed nor any defect therein will affect the sufficiency of the proceedings for redemption of any Bonds nor the cessation of accrual of interest thereon.

Transfer and Exchange

So long as the Series 2018A Bonds are registered in the name of Cede & Co., as nominee of DTC, transfers and exchanges of Series 2018A Bonds will be made in accordance with DTC procedures. See Appendix G. Any Series 2018A Bond may, in accordance with its terms, be transferred, only upon the registration books of the City kept for that purpose at the office of the Trustee, by the Owner thereof in person, or by his attorney duly authorized in writing, upon the surrender of such Series 2018A Bond together with a written instrument of transfer satisfactory to the Trustee duly executed by the Owner or his attorney duly authorized in writing, and thereupon a new Series 2018A Bond or Bonds, without coupons, and in the same aggregate principal amount and of the same maturity, shall be issued to the transferee in exchange, as provided in the Indenture, and upon the payment of charges, if any, including, after the first exchange, the cost of preparing new Bonds therein prescribed. The Trustee is not required to register the transfer or exchange of any Series 2018A Bond during the period the Trustee is selecting Series 2018A Bonds for redemption or as to any Series 2018A Bond selected for redemption.

SECURITY FOR THE SERIES 2018A BONDS

Pledge of Net Revenues; Net Revenues

Pledge of Net Revenues. Pursuant to the Indenture, the City transfers, places a charge upon, assigns and sets over to the Trustee, for the benefit of the owners of the Bonds (which consist of the Series 2018A Bonds and any Parity Bonds), that portion of the Net Revenues that is necessary to pay the principal or redemption price of and interest on the Bonds in any Fiscal Year, together with all moneys on deposit in the Debt Service Fund (except, potentially, as described under the heading “– Deemed Consent to Certain Springing Amendments” with respect to the Reserve Account, which is held within the Debt Service Fund), and such portion of the Net Revenues is irrevocably pledged to the punctual payment of the principal or redemption price of and interest on the Bonds (and any State Loans treated as Parity Bonds, to the extent described below under the heading “– Parity Bonds and State Loans – State Loans”).

The Indenture provides that the Net Revenues may not be used for any other purpose while any of the Bonds remain Outstanding, except that out of Net Revenues there may be apportioned and paid such sums for such purposes as are expressly permitted by the Indenture, including payment of debt service on State Loans that are treated like Parity Bonds (to the extent described under the heading “– Parity Bonds and State Loans – State Loans”). The pledge under the Indenture constitutes a first, direct charge and lien on the Net Revenues for the payment of the principal or redemption price of and interest on the Bonds in accordance with the terms thereof.

Pursuant to the Indenture, the Net Revenues constitute a trust fund for the security and payment of the principal or redemption price of and interest on the Bonds.

Definition of Net Revenues. Set forth below are the definitions of Net Revenues and certain related terms:

“Net Revenues” means, for any period of computation, the amount of the Gross Revenues received during such period less the amount of Maintenance and Operation Costs becoming payable during such period.

“Gross Revenues” means, for any period of computation, all gross charges received for, and all other gross income and revenues derived by the City from, the ownership or operation of the Enterprise or otherwise arising from the Enterprise during such period, including but not limited to

- (a) all Charges (as defined in this Official Statement) received by the City;
- (b) all receipts derived from the investment of funds held by the City or the Trustee under the Indenture and receipts from the Rate Stabilization Fund;
- (c) all moneys received by the City from other public entities whose inhabitants are served pursuant to contracts with the City; and
- (d) moneys deposited into the Debt Service Fund or other fund to secure the Bonds or to provide for the payment of the principal of or interest on the Bonds.

“Maintenance and Operation Costs” means the reasonable and necessary costs of maintaining and operating the Enterprise, calculated on sound accounting principles, including (among other things) the reasonable expenses of management, personnel, services, equipment, repair and other expenses necessary to maintain and preserve the Enterprise in good repair and working order, and reasonable amounts for administration, overhead, insurance, taxes (if any) and other similar costs, but excluding in all cases, depreciation and obsolescence charges or reserves therefor and amortization of intangibles or other bookkeeping entries of a similar nature.

Rate Covenant

The City has covenanted in the Indenture to fix, prescribe, revise and collect Charges (as defined below) for the services and facilities furnished by the Enterprise during each fiscal year which (together with other funds accumulated from Gross Revenues and which are lawfully available to the City for payment of any of the following amounts during such fiscal year) are at least sufficient, after making allowances for contingencies and errors in the estimates, to pay the following amounts in the following order:

(a) all Maintenance and Operation Costs of the Enterprise estimated by the City to become due and payable in such fiscal year;

(b) the Debt Service on the outstanding Bonds and State Loans becoming due and payable during such fiscal year;

(c) all other payments required for compliance with the Indenture and the instruments pursuant to which any Parity Bonds shall have been issued; and

(d) all payments required to meet any other obligations of the City which are charges, liens or encumbrances upon, or payable from, the Gross Revenues or the Net Revenues.

In addition, the City has covenanted in the Indenture to fix, prescribe, revise and collect Charges for the services and facilities furnished by the Enterprise during each fiscal year which are sufficient to yield (i) Net Revenues, including Demand Fees, at least equal to 125% of the amounts payable under the preceding clause (b) in such fiscal year, and (ii) Net Revenues, excluding Demand Fees, at least equal to 100% of the amounts payable under the preceding clause (b) in such fiscal year. See “RISK FACTORS – Articles XIII C and XIII D of the California Constitution.”

“Charges” means fees, tolls, rates and rentals prescribed under the Revenue Bond Law or any other law of the State by the City Council for the services and facilities of the Enterprise furnished by the City, and includes sewer service charges, Demand Fees, connection fees and any other capacity, demand or facility fees and charges.

“Demand Fees” means the charges so denominated in Section 15-16.030 of the Santa Rosa City Code and payable as a one-time charge at the time of and as a condition precedent to the connection of properties to the City portion of the Enterprise.

“Debt Service” means, during any period of computation, the amount obtained for such period by totaling the following amounts:

(a) The principal amount of all Outstanding Serial Bonds payable by their terms in such period;

(b) The principal amount of all Outstanding Term Bonds scheduled to be paid or redeemed by operation of mandatory Sinking Fund Installments in such period; and

(c) The interest which would be due during such period on the aggregate principal amount of Bonds which would be Outstanding in such period if the Bonds are paid or redeemed as scheduled; and

(d) The Maturity Amount of Capital Appreciation Bonds; and

(e) Loan payments to be made to the State under the State Loans.

For purposes of this definition, it is assumed that any Parity Bonds that bear a variable interest rate bear interest at a fixed rate, calculated as follows:

(i) If the Parity Bonds are issued on a tax-exempt basis, the interest rate on such Parity Bonds shall be deemed to be equal to the greater of: (A) the most recently published Bond Buyer 25 Bond Revenue Index (or comparable index if no longer published); or (B) the average variable rate of interest borne by such Parity Bonds during the preceding 36 months;

(ii) If the Parity Bonds are issued on a taxable basis, the interest rate on such Parity Bonds shall be deemed to be the greater of: (A) the rate of interest borne by U.S. Treasury Bonds of a 30-year maturity, as published in a financial publication or electronically disseminated as of the date of calculation, plus 75 basis points; or (B) the average of the actual interest rate borne by such Parity Bonds over a 36-month period occurring immediately prior to the date of calculation;

(iii) If an interest rate “cap” (or similar instrument) has been purchased for such Parity Bonds, neither of the formulas set in (i) or (ii) above shall produce an interest rate in excess of said cap for the period that such interest rate cap is in effect; and

(iv) If the City has entered into a “swap” agreement meeting the requirements of the Indenture (a “**Swap Agreement**”), the interest rate borne by the Bonds during the term of such Swap Agreement shall be considered to be the interest rate payable by the City under such Swap Agreement (as to those Bonds equal in principal amount to the notional amount of such Swap Agreement).

As of the date of this Official Statement, the City has no Parity Bonds that bear a variable rate of interest, or swap agreements, that are outstanding.

Outstanding Parity Revenue Obligations

A summary of the outstanding Bonds after issuance of the Series 2018A Bonds is set forth in “THE ENTERPRISE – Outstanding Parity Revenue Obligations.”

The annual payment schedule for the City's outstanding Bonds for each fiscal year in which the Series 2018A Bonds are scheduled to be outstanding is set forth in “APPENDIX F – Revenue Obligation Debt Service Schedule.”

The City also has a loan outstanding from the California Energy Commission in the aggregate principal amount of \$148,770 as of September 30, 2018 (the “CEC Loan”). Such loan is not secured by the Net Revenues, but historically has been paid from Net Revenues.

Parity Bonds and State Loans

Limitations on Issuance of Parity Bonds. The Indenture permits the issuance of additional bonds to provide financing for the Enterprise. Parity Bonds secured by a pledge of and lien on a parity basis with that of the Bonds may be issued, pursuant to a supplemental indenture, under the following conditions:

(a) The City must be in compliance with all covenants set forth in the Indenture.

(b) The Net Revenues, calculated on sound accounting principles, and excluding any balances in any fund (other than the Rate Stabilization Fund) at the beginning of the period of computation, as shown by the books of the City for the latest fiscal year or any more recent 12-month period selected by the City ending not more than 60 days prior to the adoption of the supplemental indenture pursuant to which such Parity Bonds are issued, plus, at the option of the City, any or all of the items set forth in subparagraphs (i) and (ii) below, must be an amount at least equal to 100% of the Maximum Annual Debt Service on the Bonds, excluding Demand Fees, and 125% of the Maximum Annual Debt Service on the Bonds, including Demand Fees, with Maximum Annual Debt Service calculated, in each case, on all Bonds that will be outstanding immediately subsequent to the issuance of such Parity Bonds.

The items, any or all of which may be added to such Net Revenues for the purpose of issuing or incurring Parity Bonds, are the following:

(i) An allowance for Net Revenues from any additions to or improvements or extensions of the Enterprise to be made with the proceeds of such Parity Bonds, and also for Net Revenues from any such additions, improvements or extensions which have been made from moneys from any source but in any case which, during all or any part of such fiscal year or such 12-month period were not in service, all in an amount equal to 90% of the estimated additional average annual Net Revenues to be derived from such additions, improvements and extensions for the first 36-month period in which each addition, improvement or extension is respectively to be in operation, all as shown in the written report of an Independent Financial Advisor engaged by the City.

(ii) An allowance for earnings arising from any increase in the Charges which has become effective prior to the incurring of such additional indebtedness but which, during all or any part of such fiscal year or other such 12-month period, was not in effect, in an amount equal to the amount by which the Net Revenues would have been increased if such increase in charges had been in effect during the whole of such fiscal year or such 12-month period, all as shown in the written report of an Independent Financial Advisor engaged by the City.

(c) The supplemental indenture providing for the issuance of such Parity Bonds is required to provide that:

(i) The proceeds of such Parity Bonds will be applied to the acquisition, construction, improvement, financing or refinancing of additional facilities, improvements or extensions of existing facilities within the Enterprise, or otherwise for facilities,

improvements or property which the City determines are of benefit to the Enterprise, or for the purpose of refunding any Bonds in whole or in part, including all costs (including costs of issuing such Parity Bonds and including capitalized interest on such Parity Bonds during any period which the City deems necessary or advisable) relating thereto;

(ii) Interest on such Parity Bonds must be payable on an Interest Payment Date;

(iii) The principal of such Parity Bonds must be payable on September 1 in any year in which principal is payable; and

(iv) Money (or a letter of credit or surety bond meeting the requirements of the Indenture) must be deposited in the Reserve Account at the time of sale of such Parity Bonds, from proceeds of the sale or any other source, to increase the amount of deposit in the Reserve Account to an amount equal to the Reserve Requirement on all outstanding Bonds (including the Parity Bonds); *however*, see “– Deemed Consent to Certain Springing Amendments.”

State Loans. The City may borrow money from the State and incur additional State Loans to finance improvements to the Enterprise. A State Loan may be treated as a Parity Bond for purposes of the Indenture as long as the City complies with the provisions of the Indenture described in paragraphs (a), (b) and (c)(i) above before incurring said State Loan, but the City is not obligated to comply with the provisions of the Indenture described in paragraphs (c) (ii), (iii) or (iv) above in order for such State Loan to be treated as a Parity Bond under the Indenture.

Pursuant to the Indenture, the State Loans may be treated as Parity Bonds, but the State is not entitled to be paid from any monies held in the Reserve Account in the event the Net Revenues are insufficient to make timely payments on the State Loans. In addition, because the State Loans may not be payable on the same interest and principal payment dates as the Bonds issued under the Indenture, the Indenture provides that the City may not make a payment on the State Loans when to do so would cause the City to fail to make timely payment on the Bonds. However, in the event the Net Revenues are insufficient to pay the full amount of payments on the Bonds then Outstanding and the State Loans, the City will make payments on the Outstanding Bonds and such State Loans on a pro rata basis.

Senior Obligations; Subordinate Obligations. The City has covenanted that no additional bonds or other obligations will be issued or incurred having any priority in payment of principal or interest out of the Net Revenues over the Bonds. Nothing in the Indenture will prohibit or impair the authority of the City to issue bonds or other obligations secured by a lien on Gross Revenues or Net Revenues that is subordinate to the lien established under the Indenture, upon such terms and in such principal amounts as the City may determine.

Application of Revenues

The City has covenanted and agreed in the Indenture that all Gross Revenues, when and as received, will be held in trust and will be deposited in the Revenue Fund maintained by the City. While any Bond is outstanding or interest thereon is unpaid, amounts in the Revenue Fund are required to be disbursed in the following manner and order of priority:

Maintenance and Operation Costs. The City will first pay from moneys in the Revenue Fund the budgeted Maintenance and Operation Costs as such costs become due and payable.

Debt Service Fund. On or before each Interest Payment Date, the City will transfer from the Revenue Fund to the Trustee for deposit in the Debt Service Fund, the amount of interest to become due and payable on all Outstanding Bonds.

On or before each date that the principal amount of Outstanding Bonds or any mandatory sinking fund installments with respect to Bonds is due (the “**Principal Installments**”), the City will transfer from the Revenue Fund to the Trustee, for deposit in the Debt Service Fund, an amount equal to the amount of Principal Installments becoming due and payable on all Outstanding Bonds.

On or before each date on which a State Loan payment is due under the State Loans that are treated like Parity Bonds (to the extent described under the heading “– Parity Bonds and State Loans – State Loans”), the City shall transfer from the Revenue Fund to the State an amount equal to the aggregate amount of State Loan payments becoming due and payable under the State Loans.

Prior to each Interest Payment Date and each date any Principal Installment or State Loan payment is due, the Trustee shall withdraw from the Debt Service Fund an amount equal to the interest, principal amount of maturing Bonds or State Loan payments, as applicable, due on such date and shall cause the same to be applied to the payment of said interest, principal amount or State Loan payments, as applicable.

Reserve Account and Reserve Account Surety Bonds. After making the payments, allocations and transfers described above, if the balance in the Reserve Account is less than the Reserve Requirement, the deficiency will be restored by transfers from the first funds which become available in the Revenue Fund to the Trustee for deposit in the Reserve Account, such transfer to be made no later than the times provided in the Indenture. No deposit need be made in the Reserve Account so long as the balance therein is an amount at least equal to the Reserve Requirement. There will be no deposit to the Reserve Account from the proceeds of the Series 2018A Bonds because amounts on deposit in the Reserve Account on the date of delivery of the Series 2018A Bonds will equal the Reserve Requirement.

“**Reserve Requirement**” is defined as an amount equal to Maximum Annual Debt Service, exclusive of Debt Service on State Loans; provided, that in no event will the proceeds of a Series of Parity Bonds deposited to the Reserve Account exceed the least of: (1) 10% of the principal amount of such Series of Parity Bonds; (2) 125% of average annual Debt Service on such Series of Parity Bonds; or (3) Maximum Annual Debt Service on such Series of Parity Bonds. The Reserve Requirement on the date of delivery of the Series 2018A Bonds will be \$_____. Moneys in the Reserve Account will be used solely for the purpose of paying the principal of and interest on the Bonds, or the mandatory sinking fund payments required to be made for the Bonds, in the event that the moneys in the Debt Service Fund are insufficient therefor, and for only that purpose, the Trustee will withdraw and transfer moneys from the Reserve Account to the Debt Service Fund in accordance with the terms of the Indenture.

Money (or a letter of credit or an insurance policy deposited to the Reserve Account pursuant to the Indenture as described below) will be deposited in the Reserve Account from the proceeds of the sale of Parity Bonds to increase the amount on deposit in the Reserve Account to an amount equal to the Reserve Requirement, taking into account the Debt Service on all Outstanding Bonds (including such Parity Bonds); *however*, see “– Deemed Consent to Certain Springing Amendments.”

In lieu of making the Reserve Requirement deposit, the City may, pursuant to the Indenture, deliver an irrevocable letter of credit, with a term of no less than three years, issued by a financial institution whose unsecured debt obligations are rated in one of the two highest rating categories of Moody's Investors Service, Inc. and Standard & Poor's Rating Services, or an insurance policy issued by an insurance company whose unsecured debt obligations (or for which obligations secured by such insurance company's insurance policies) are rated in one of the two highest rating categories of Moody's Investors Service, Inc., and Standard & Poor's Rating Services, in full or partial satisfaction of the Reserve Requirement; *however*, as of the date of this Official Statement, the City does not intend to exercise this right prior to the time at which the springing amendments to the Indenture that are described under the heading “–Deemed Consent to Certain Springing Amendments” become effective. See also “APPENDIX B – Summary of the Indenture.”

In the event that the amount on deposit, or credited to, the Reserve Account exceeds the amount of one or more letters of credit or insurance policies (each, a “**Qualified Reserve Account Credit Instrument**”), any draw on the Qualified Reserve Account Credit Instrument(s) shall be made only after all the funds in the Reserve Account have been expended. In the event that the amount on deposit in, or credited to, the Reserve Account includes amounts available under more than one Qualified Reserve Account Credit Instrument, draws on the Qualified Reserve Account Credit Instruments shall be made on a pro rata basis. The Indenture provides that the Reserve Account must be replenished in the following priority: (i) principal and interest on the Qualified Reserve Account Credit Instrument(s) must be paid from first available Revenues (and if there is more than one Qualified Account Credit Instrument, such payment will be made on a pro rata basis); and (ii) after all such amounts are paid in full, amounts necessary to fund the Reserve Account to the required level, after taking into account the amounts available under the Qualified Reserve Account Credit Instrument(s) must be deposited from next available Net Revenues.

The Reserve Account does not secure the State Loans.

The Reserve Requirement is currently satisfied by a combination of cash, securities and surety bonds. Approximately ____% of the Reserve Requirement is satisfied by surety bonds from Ambac Assurance Corporation (“**Ambac Assurance**”) in the face amount of \$_____. The City makes no representation as to the current claims-paying ability of Ambac Assurance. **Furthermore, there can be no assurance that Ambac Assurance will be able to honor a demand for payment under the surety bonds contained in the Reserve Account.** For information relating to Ambac Assurance and its financial status, see www.ambac.com. *This Internet address is included for reference only, and the information on this Internet site is not a part of this Official Statement and is not incorporated by reference into this Official Statement. No representation is made in this Official Statement as to the accuracy or adequacy of the information contained on this Internet site.*

Surplus. The City has covenanted to manage, conserve and apply moneys in the Revenue Fund in such a manner that all deposits required to be made pursuant to the Indenture and as specified above will be made at the times and in the amounts so required. If all of the foregoing transfers are made within the time required, any surplus moneys in the Revenue Fund may be applied as follows. Subject to the foregoing, so long as no default has occurred and is continuing under the Indenture, the City may at any time and from time to time use and apply Net Revenues in the Revenue Fund for (i) transfers to the Rate Stabilization Fund; (ii) the acquisition and construction of extensions and betterments to the Enterprise; (iii) the redemption of any of the Bonds which are then subject to redemption or the purchase from time to time in the open

market of any Outstanding Bonds whether or not then subject to redemption (irrespective of the maturity or number of such Bonds) at prices and in such manner, either at public or private sale, or otherwise, as the City in its discretion may determine; (iv) payment of debt service on any outstanding bonds or other obligations incurred to finance improvements to the Enterprise; or (v) any other lawful purpose of the Enterprise.

Rate Stabilization Fund

General. The City maintains a separate fund known as the “**Rate Stabilization Fund**,” which is held and maintained by the City. The City continuously maintains a balance of \$1,000,000 in the Rate Stabilization Fund (which was the balance as of the date of this Official Statement) and has no plans to alter such amount.

Amounts, if any, on deposit in the Rate Stabilization Fund have not been pledged to the payment of the principal of or interest on the Bonds. The City can provide no assurance that additional moneys will be set aside at any time in the future for deposit into the Rate Stabilization Fund.

The Rate Stabilization Fund is held, maintained and invested by the City in accordance with the policies and guidelines generally applicable to moneys held by the City.

Deposits to the Rate Stabilization Fund. From time to time, the City may deposit into the Rate Stabilization Fund from Net Revenues remaining, after making the allocation provided in “– Application of Revenues,” such amounts as the City may determine, provided that deposits for each fiscal year may be made at any time during such fiscal year and until (but not after) the end of the following fiscal year.

Withdrawals from the Rate Stabilization Fund. The City may withdraw amounts from the Rate Stabilization Fund (i) for inclusion in Gross Revenues for any fiscal year at any time during such fiscal year and until (but not after) the end of the following fiscal year, or (ii) for any of the other purposes pursuant to the Indenture at any time. All interest or other earnings on deposits in the Rate Stabilization Fund will be withdrawn at least annually and accounted for as Gross Revenues in the Revenue Fund. Notwithstanding the foregoing, no deposit of Net Revenues in the Rate Stabilization Fund may be made to the extent such Net Revenues were included in an independent Financial Advisor's report submitted in accordance with the Indenture and the withdrawal of Net Revenues for purposes of such deposit would cause noncompliance with provisions of the Indenture.

Deemed Consent to Certain Springing Amendments

The Indenture provides that at such time as the Series 2016A Bonds and any series of Parity Bonds issued after the delivery of the Series 2016A Bonds, including the Series 2018A Bonds, constitute at least a majority in aggregate principal amount of the Bonds then Outstanding, the Indenture will be amended to provide:

- the City the option not to deposit any money or other assets into the Reserve Account as long as the supplemental indenture expressly declares that the Owners of such Parity Bonds will have no interest in or claim to the Reserve Account or any other reserve account;

- that no deposit into the Reserve Account will be required from the proceeds of any Parity Bonds not covered by the Reserve Account;
- that the unsecured debt obligations of an issuer of an irrevocable letter of credit for deposit into the Reserve Account, as described under the heading “– Application of Revenues – Reserve Account and Reserve Account Surety Bonds,” must, at the time of issuance of the letter of credit, be rated in one of the two highest rating categories of a nationally-recognized rating agency;
- that the unsecured debt obligations of an issuer of an insurance policy into the Reserve Account, as described under the heading “– Application of Revenues – Reserve Account and Reserve Account Surety Bonds,” must, at the time of issuance of the letter of credit, be rated in one of the two highest rating categories of a nationally-recognized rating agency, and the City will have no obligation to replace such insurance policy if it lapses or expires for any reason; and
- that on the effective date of the foregoing amendments effected by the Nineteenth Supplement, the City may notify the Trustee in writing that the Owners of the Series 2018A Bonds will no longer have any interest in or claim to the Reserve Account, and the City may withdraw from the Reserve Account any moneys in excess of the Reserve Requirement when it is calculated without taking into account the Series 2016A Bonds.

The initial purchasers of the Series 2016A Bonds and any series of Parity Bonds issued thereafter, including the Series 2018A Bonds, are deemed to have filed their written consent to these amendments under the Indenture.

Limited Obligation

The general fund of the City is not liable and the credit or taxing power of the City is not pledged for the payment of the principal or redemption price of and interest on the Bonds. The Owner of the Bonds may not compel the exercise of the taxing power by the City or the forfeiture of its property. The principal or redemption price of and interest on the Bonds are not a debt of the City within the meaning of the State Constitutional debt limitation applicable to the City, nor a legal or equitable pledge, charge, lien or encumbrance, upon any of its property, or upon any of its income, receipts, or revenues except the Net Revenues of the Enterprise.

THE ENTERPRISE

City Government

General. The City was incorporated in 1868 and became a chartered city in 1872. The City operates under the Council-Manager form of government. The City has broad powers to finance the acquisition, construction, extension or improvement of any enterprise system or facility of the City, such as the Enterprise.

The City Council consists of seven members elected at large to serve overlapping four-year terms.

The City Council, which acts as the City's legislative and policy-making body, also selects the City Manager. As the City's chief administrator, the City Manager is responsible for implementing the policies established by the City Council.

The Board of Public Utilities (the "BPU") was created pursuant to the Charter of the City and its members are appointed by the City Council for staggered, four-year terms. The City Charter requires the City Manager or a member of the City Manager's staff to be an ex-officio non-voting member of the BPU. The BPU is charged with the responsibility for maintaining, building and operating the utilities of the City, including the Enterprise. The City Council may act on behalf of the BPU, with its consent, and has retained the right to establish rates and charges for utilities pursuant to ordinance. All funds and properties of the Enterprise are managed by the City on books separate from those of other utilities of the City.

City Council; Board of Public Utilities. Members of the City Council and the BPU, their terms of office and a brief biographical sketch of some of the senior City staff are set forth below.

City Council

Member	Position	Term Expires
Chris Coursey	Mayor	December 2018
Chris Rogers	Vice Mayor	December 2020
Ernesto Olivares	Council Member	December 2020
Julie Combs	Council Member	December 2020
John Sawyer	Council Member	December 2018
Tom Schwedhelm	Council Member	December 2018
Jack Tibbetts	Council Member	December 2020

Board of Public Utilities

Member	Position	Term Expires
Daniel Galvin III	Chairman	December 2018
William Arnone, Jr.	Vice Chairman	December 2018
J. Matthew Mullan	Board Member	December 2018
Richard A. Dowd	Board Member	December 2020
Christopher L. Grabill	Board Member	December 2020
Mary Watts	Board Member	December 2020
Lisa A. Badenfort	Board Member	December 2020

City Staff. Set forth below are biographies of members of senior staff of the City with responsibility for the Enterprise. Operations of the Enterprise are carried out under the general supervision of the City's Director of Utilities. Daily operations of the Enterprise are under the direct supervision of the Deputy Director – Local Utility Operations.

Sean McGlynn, City Manager. Sean P. McGlynn has been serving as the City of Santa Rosa's City Manager since the middle of September 2014. Prior to his current position, Mr. McGlynn served as Deputy City Manager for El Paso, Texas, the 19th most populous city in the country. Mr. McGlynn oversaw a diverse portfolio that included Aviation, City Development (El Paso's planning and economic development functions), Community Development, Destination El Paso, Libraries, Museums and Cultural Affairs, Parks, and the Zoo. The operating budget of the portfolio was over \$130 million and had over 1,000 employees. He oversaw the implementation of a \$500 million dollar Quality of Life bond investment, which garnered an over 70 percent voter approval in 2012. Mr. McGlynn managed El Paso's participation in the Rockefeller Foundation's 100 Resilient Cities initiative, for which El Paso was selected from nearly 400 applicants worldwide for inclusion in the first cohort of 32 cities. During his tenure as Deputy City Manager, the economic development team, after little job creation activity since 2007, added 1,100 jobs and recruited two large companies to El Paso: Prudential and Schneider Electric. In May 2014, El Paso's City Council asked Mr. McGlynn to serve as Interim City Manager to ensure a smooth and productive transition between City Managers.

Prior to serving as Deputy City Manager, Mr. McGlynn was the head of El Paso's Museums and Cultural Affairs where he reorganized funding opportunities to support local individual arts, launched the Public Art program, created a unique incentive package to encourage downtown events, oversaw multiple award winning exhibitions, programs, and processes, developed a public private partnership for 40 plus live/work artist spaces, garnered multiple National Endowment for the Arts grants, and was recognized by his peers as a national leader by being elected President of the Urban Arts Federation. Prior to his work in El Paso, Mr. McGlynn served six years in the Department of Cultural Affairs in New York City where he was responsible for an operating budget of over \$150 million and a ten-year capital plan in excess of \$800 million. He was also responsible for creating a City-wide after school initiative with New York City's Department of Youth and Community Development, as well as serving on the board of over ten arts and culture not-for-profit organizations.

Gloria Hurtado, Deputy City Manager. Gloria Hurtado joined the City in June 2015 as Deputy City Manager. In this role, she serves as the Chief Operating Officer overseeing internal operations and city departments. Prior to joining the Santa Rosa team, Ms. Hurtado served as Assistant City Manager for the City of San Antonio, Texas. As Assistant City Manager, Ms. Hurtado was responsible for the management and oversight of the Parks and Recreation, Library, Human Services and Health departments. The four departments represent combined budgets of \$217 million and a workforce of over 500 employees. During her tenure in San Antonio, Ms. Hurtado led efforts to improve services to the community, including implementing adult literacy services at four branch libraries with wrap around social services. She was also responsible for overseeing major capital projects that included the construction of two senior centers and "makeovers" of eight branch libraries. Ms. Hurtado also developed and implemented a successful mentoring program for women in the city organization.

Prior to joining the San Antonio team, Ms. Hurtado held various management positions with the City of Phoenix, Arizona, including 13 years as Human Services Director. In addition to overseeing the city's social service system, she managed multiple federal grants for Head Start, Senior Services and Homeless programs. Ms. Hurtado was instrumental in establishing the Continuum of Care for Phoenix and implementing comprehensive Homeless programs. Prior to her career in municipal government, Ms. Hurtado served in a variety of positions in the private and public sectors. Ms. Hurtado is a native of Los Angeles, California. She holds a B.A. in Political Science from Whittier College and an M.B.A. from the University of Phoenix.

Chuck McBride, Chief Financial Officer Mr. McBride was appointed to the position of Chief Financial Officer on July 16, 2018. Mr. McBride holds a Bachelor's of Science degree in Economics from the University of California at Davis and a Master of Business Administration degree from the University of Southern California. He is also a Certified Public Accountant and taught fiscal and budgetary policy at San Diego State University. Mr. McBride served most recently as the Administrative Services Director for the City of Carlsbad, overseeing finance, human resources and information technology. His previous experience includes serving as Assistant Finance Director of the City of Santa Monica, he was the Accounting Manager for the City of Oceanside and JC Resorts, a private resort management company prior.

Bennett Horenstein, Director of Santa Rosa Water. Mr. Horenstein was appointed Director in March 2017. He has a Bachelor of Science in Environmental Engineering from the University of Florida and is a registered Professional Engineer, as well as a Grade V certified Wastewater Operator. He has 30 years of wastewater and water recycling experience including the management of operations in wastewater treatment and water recycling facilities, oversight of the full range of regulatory issues and associated activities, capital program planning and implementation, budget and rate development, union relations and renewable energy/sustainability programs. Most recently prior to Santa Rosa Water, he served as the Director of the Wastewater Department for the East Bay Municipal Utility District ("**EBMUD**"). Prior to his work with EBMUD, he worked as a Process Engineer with the City of Los Angeles, working for the Bureau of Sanitation for 5 years. Mr. Horenstein currently serves as a board member of the National Association of Clean Water Agencies and as chair of the Utility Leadership Committee of the California Association of Sanitation Agencies.

Jason Nutt, Director of Transportation and Public Works. Mr. Nutt was appointed to this position in March 2015, rejoining the City for a second time. Prior to this appointment, Mr. Nutt served as the Deputy Director of Public Works – Traffic between August 2005 and January 2010. Between his service times in the City, Mr. Nutt served as the Director of Public Works with the City of Novato from January 2010 and June 2013 then as the Deputy Director of Transportation and Public Works with the County of Sonoma between June 2013 and March 2015. Other prior employers have been the County of Marin and private environmental consulting firms located in the south and east areas of the Bay. He holds a Bachelor of Science degree in Civil Engineering from Santa Clara University and two advanced certificates from UC Davis Extension in Transportation Management and Land Use & Environmental Planning. He is licensed in the State of California as a Professional Civil Engineer and Traffic Engineer.

Employment; Employees' Retirement Plan

Approximately 252 people are employed by the City directly or indirectly to support the services provided by Santa Rosa Water, which is the City department that consists of three enterprise funds: the Wastewater Utility Fund, the City's water utility fund, and the City's storm water fund. Some staffing is shared among these funds and is charges among them on a percentage basis. Retirement calculations are based on only those charges to the Enterprise.

Retirement Plan Description. All permanent employees of the City are eligible to participate in the Public Employees' Retirement Fund (the "**Fund**") of the State of California's Public Employees' Retirement System ("**PERS**"). The Fund is an agent multiple-employer defined benefit retirement plan that acts as a common investment and administrative agent for various local and state governmental agencies within the State of California. The Fund provides retirement, disability, and death benefits based on the employee's years of service, age and final compensation. Employees vest after five years of service and may receive retirement benefits at age 50. These benefit provisions and all other requirements are established by State statute and memoranda of understanding with bargaining units.

All Enterprise employees are members of the City's Miscellaneous Plan, and such employees constitute approximately 28% of the City's membership in the Miscellaneous Plan. The Enterprise is allocated its portion of the City's required contribution to the Fund as determined by PERS actuaries. The Enterprise contributed 100% of its allocated required contributions of \$2,492,213, \$2,968,009 and \$2,936,861 to PERS for the fiscal years ended June 30, 2016, 2017, and 2018, respectively. The City budgeted to make Enterprise contributions of \$3,451,689 for fiscal year 2018-19. Based on the PERS actuarial valuation report for the City for the fiscal year ended June 30, 2017, the City expects an annual increase in its contribution to PERS for the Enterprise of approximately 16.5%, 12.1% and 9.5% in fiscal years 2019-20, 2020-21 and 2021-22, respectively.

The following table sets forth the schedule of funding for the City's Miscellaneous Plan for the fiscal years ended June 30, 2015, 2016, and 2017.

Valuation Date (June 30)	Entry Age Normal Accrued Liability	Market Value of Assets	Unfunded Accrued Liability	Funded Ratio ⁽¹⁾
2015	\$615,515,204	\$485,900,711	\$129,614,493	78.9%
2016	652,009,060	476,497,477	175,511,583	73.1
2017	689,730,194	516,249,979	173,480,215	74.8

(1) Based on the market value of assets.
Source: CalPERS Actuarial Report Dated July 2018.

The City's Comprehensive Annual Financial Report for the fiscal year ended June 30, 2017, and in particular Note 8 thereto, includes additional information on the City's pension liabilities and available funding. See Appendix B.

Recent Actions Taken by PERS.

PERS Actuarial Assumptions and Policies. At its April 17, 2013, meeting, PERS' Board of Administration (the "**PERS Board**") approved a recommendation to change the PERS amortization and smoothing policies. Prior to this change, PERS employed an

amortization and smoothing policy that spread investment returns over a 15-year period with experience gains and losses paid for over a rolling 30-year period. After this policy change, PERS will employ an amortization and smoothing policy that will pay for all gains and losses amortized over a 20-year period with a five-year ramp-up and five-year ramp-down period. The new amortization and smoothing policy was used for the first time in the June 30, 2013, actuarial valuations in setting employer contribution rates for fiscal year 2015-16.

On February 18, 2014, the PER Board approved new demographic actuarial assumptions based on a 2013 study of recent experience. The largest impact, applying to all benefit groups, is a new 20-year mortality projection reflecting longer life expectancies and that longevity will continue to increase. Because retirement benefits will be paid out for more years, the cost of those benefits will increase as a result. The PERS Board also assumed earlier retirements for Police 3%@50, Fire 3%@55, and Miscellaneous 2.7%@55 and 3%@60, which will increase costs for those groups. As a result of these changes, rates increased beginning in fiscal year 2016-17 (based on the June 30, 2014, valuation) with full impact in fiscal year 2020-21.

On November 18, 2015, the PERS Board adopted a Funding Risk Mitigation Policy that seeks to reduce funding risk over time. It establishes a mechanism whereby PERS investment performance that significantly outperforms the discount rate triggers adjustments to the discount rate, expected investment return, and strategic asset allocation targets. Reducing the volatility of investment returns is expected to increase the long-term sustainability of PERS pension benefits for members. A lower discount rate could result in a more conservative portfolio, which could require members to increase PERS contributions to offset reduced portfolio returns.

On February 13, 2018, the PERS Board voted to shorten the period over which CalPERS will amortize actuarial gains and losses from 30 years to 20 years for new pension liabilities, effective for the June 30, 2019, actuarial valuations. Amortization payments for all unfunded accrued liability bases will be computed to remain a level dollar amount throughout the amortization period, and certain five-year ramp-up and ramp-down periods will be eliminated. As a result of the shorter amortization period, the contributions required to be made by employers may increase beginning in fiscal year 2020-21.

In addition to Circular Letters #200-019-13 (Employer Rate Increases Due to Amortization and Smoothing Policy Changes) and #200-013-14 (Employer Rate Impact Due to Changes in Actuarial Assumptions) and the Funding Risk Mitigation Policy, the PERS Board may consider or approve future measures which could result in increases in the required contribution rates in the future. For complete updated inflation and actuarial assumptions, please contact PERS at the above-referenced address.

PERS Discount Rate Adjustment. On March 14, 2012, the PERS Board voted to lower the PERS' rate of expected price inflation and its investment rate of return (net of administrative expenses) (the "**PERS Discount Rate**") from 7.75% to 7.5%. On November 17, 2015, the PERS Board approved a new funding risk mitigation policy to incrementally lower the PERS Discount Rate by establishing a mechanism whereby such rate is reduced by a minimum of 0.05% to a maximum of 0.25% in years when investment returns outperform the existing PERS Discount Rate by at least four percentage points.

On December 21, 2016, the PERS Board voted to lower the PERS Discount Rate to 7.0% over the next three years in accordance with the following schedule: 7.375% in fiscal year 2017-18, 7.25% in fiscal year 2018-19 and 7.00% in fiscal year 2019-20. The new discount rate went into effect July 1, 2018, for the City. Lowering the PERS Discount Rate likely means employers that contract with PERS to administer their pension plans (such as the City) will see increases in their normal costs and unfunded actuarial liabilities. Active members hired after January 1, 2013, under the PEPRA (defined below) will likely also see their contribution rates rise. The three-year reduction of the discount rate to 7.0% is expected to result in average employer rate increases of approximately 1-3% of normal cost as a percent of payroll for most miscellaneous retirement plans and a 2-5% increase for most safety plans.

PEPRA. On September 12, 2012, the California Governor signed AB 340, a bill that enacted the California Public Employees' Pension Reform Act of 2012 ("**PEPRA**") and that also amended various sections of the California Education and Government Codes, including the County Employees Retirement Law of 1937. Effective January 1, 2013, AB 340: (i) requires public retirement systems and their participating employers to share equally with employees the normal cost rate for such retirement systems; (ii) prohibits employers from paying employer-paid member contributions to such retirement systems for employees hired after January 1, 2013; (iii) establishes a compulsory maximum non-safety benefit formula of 2.5% at age 67; (iv) defines final compensation as the highest average annual pensionable compensation earned during a 36-month period; and (v) caps pensionable income at \$110,100 (\$132,120 for employees not enrolled in Social Security) subject to Consumer Price Index increases. Other provisions reduce the risk of the City incurring additional unfunded liabilities, including prohibiting retroactive benefits increases, generally prohibiting contribution holidays, and prohibiting purchases of additional non-qualified service credit. The City has implemented the requirements of PEPRA.

Description of Postretirement Healthcare Benefits (OPEB). The City sponsors a single-employer defined-benefit postemployment healthcare plan to provide medical insurance benefits to eligible retired employees and their spouses. The plan is administered by a third party. Benefit provisions are established and may be amended by the City.

The City has a stand-alone medical program for Miscellaneous employees (which include all Enterprise employees), providing medical insurance options through City healthcare plans. The City allows retirees to continue participating in the medical insurance program after retirement, with some retirees eligible to receive a stipend from retiree medical stipend plans established for some bargaining units.

The Enterprise is allocated its portion of the City's OPEB costs, which were \$136,785, \$157,904, and \$186,799 for the fiscal years ended June 30, 2016, 2017, and 2018, respectively. The City budgeted to make Enterprise contributions of \$192,033 for OPEB costs in fiscal year 2018-19.

The City's Comprehensive Annual Financial Report for the fiscal year ended June 30, 2017, and in particular Note 9 thereto, includes information about the City's postemployment healthcare liabilities and funding.

Investment Policies and Procedures

The City invests its funds, including funds of the Enterprise, in accordance with the City's Investment and Portfolio Policy (the "**Investment Policy**"), which is subject to review and approval

by the City Council. The purpose of the Investment Policy is to establish the investment goals of safety, liquidity, and return on investments (in that order). The City's Investment Policy complies with the provisions of the California Government Code, Sections 53600 through 53659 (the authority governing investments for municipal governments in the State). The Investment Policy limits the City to investments authorized by State law (Sections 53601, 53635 and 16429.1 et seq.) and establishes further guidelines.

The City Council receives monthly investment reports. According to the report for the month ended June 30, 2018, the City has invested funds as set forth in the table below.

**City of Santa Rosa
Investment Portfolio as of June 30, 2018**

	Par Value	Amortized Cost Value ⁽¹⁾	Market Value ⁽¹⁾	% of Portfolio ⁽³⁾
Treasury Coupon Securities	\$117,955,000	\$117,735,266	\$116,081,842	29%
Federal Agency	81,358,000	81,598,159	80,569,785	20
Federal Agency Mortgage-Backed	3,803,970	3,859,204	3,837,881	1
Negotiable CD	59,465,000	59,882,761	59,617,045	15
FDIC-Insured CD	1,167,647	1,174,233	1,163,985	<1
Corporate Notes	85,678,000	86,046,946	85,033,776	21
Commercial Paper	800,000	796,587	796,789	<1
Municipal Bonds	6,950,000	6,987,696	6,911,534	2
Liquid Funds ⁽²⁾	49,396,965	49,396,965	49,396,965	12
Total	\$406,574,581	\$407,477,816	\$403,409,604	100%

(1) Security market values include accrued interest as of trade date.

(2) Liquid Funds include the City's LAIF, PFM Funds-Prime Money Market Fund, Wells Fargo Sweep Account, and custody account cash balances.

(3) % of Portfolio is based on Market Value plus accrued interest.

Source: PFM Asset Management June 2018 Investment Report and Account Statements.

Wastewater Operations

General. The City is responsible for the operation and maintenance of the local wastewater collection system (the “**Local Wastewater System**”) and is the managing partner of the subregional wastewater treatment and disposal system (the “**Subregional System**”).

Through the Local Wastewater System and the Subregional System, the City provides wastewater treatment throughout the City and much of the adjacent area. The Enterprise consists of both the Local Wastewater System and the Subregional System. Maps of the Local Wastewater System and Subregional System are provided on the following pages.

Local Wastewater System. The Local Wastewater System consists of 590 miles of sewer main and 17 wastewater lift pump stations.

The Local Wastewater System transports the City’s wastewater flow to a regional wastewater treatment plant that is owned and operated by the City, the Laguna Wastewater Treatment Plant (the “**Laguna Facility**”), as described below.

Subregional System. The Subregional System consists of the Laguna Facility, which has a current capacity of 21.34 mgd (average dry weather flow) and provides tertiary level of treatment to the influent. For more information about the Laguna Facility, see “Existing Facilities – Laguna Facility” below.

The Subregional System serves the City, as well as the adjacent cities of Rohnert Park, Cotati and Sebastopol (collectively, the “**Other Subregional Cities**”) and the South Park County Sanitation District (the “**Sanitation District**”) through contracts with those public agencies. (See “**Subregional Agreement**” below.) Together, the City, the Other Subregional Cities and the Sanitation District are referred to in this Official Statement as the “**Member Agencies.**”

Service Area. The service area of the Enterprise includes the 41 square miles of the City and the service areas of the Other Subregional Cities and the Sanitation District. The total square mileage of the Enterprise’s service area is 69.4 square miles.

[Remainder of page intentionally left blank.]

[INSERT MAP OF LOCAL WASTEWATER SYSTEM]

[INSERT MAP OF SUBREGIONAL SYSTEM]

Existing Facilities

General. The Enterprise consists of the following infrastructure and features:

- 6.60 miles of force main pipe ranging from 2-inch to 20-inch
- 584 miles of gravity sewer pipe ranging in size from 4-inch to 66-inch (includes South Park)
- Approximately 12,220 manholes (City-owned)
- 3,218 cleanouts (City-owned)
- 17 lift stations
- Two wastewater treatment plants (only one of which, the Laguna Facility, is being operated)
- A compost facility and numerous rural properties for beneficial reuse of biosolids
- A 28.16-mile pipeline and associated pump stations, referred to as the Subregional Reclamation Lines
- A 41-mile pipeline and associated pump stations, referred to as the Geysers Pipeline (Geysers lines)
- A 1.4 billion gallon storage system consisting of an extensive network of storage ponds, pump stations, and pipelines for agricultural and urban irrigation from reclaimed water
- 3.78 miles of Urban Reuse pipe ranging from 4-inch to 24-inch

Capacity. In 2017, the Enterprise had an average wastewater treatment demand of approximately 14.0 million-gallons per day (“**mgd**”) (average dry weather flow). The treatment capacity of the Enterprise is 21.34 mgd (average dry weather flow). The hydraulic capacity of the Laguna Facility (to handle short-term wet weather flow) is approximately 65.0 mgd. The City certified a programmatic environmental impact report for flows up to 25.9 mgd, which is sufficient to meet projected demand in the service areas through the City’s General Plan horizon of 2035 and beyond.

Laguna Facility. The Laguna Facility consists of three parts: (1) the wastewater treatment plant, (2) the biosolids reuse system and (3) the recycled water system.

Wastewater Treatment Plant. Raw wastewater from the interceptor sewers and septage receiving system are combined and channeled to the primary treatment process, which consists of screening, grit removal and primary sedimentation at the wastewater treatment plant. In the primary treatment tanks, suspended material in the wastewater is allowed to settle out. The settled material (primary sludge) is routed to the digesters while the liquid effluent flows to the secondary treatment process.

In secondary treatment, the primary effluent is aerated, and bacteria consume most of the organic material. The resulting mixture then flows into secondary clarifiers where additional settlement occurs. The secondary sludge is either recirculated to the aeration tanks or removed for sludge thickening while the liquid effluent flows to the tertiary treatment process.

Tertiary treatment consists of filtration of the secondary effluent through anthracite coal beds that remove remaining organic material. After filtration, the tertiary effluent is disinfected by ultraviolet light that neutralizes remaining bacteria and viruses. After disinfection, the effluent is pumped through pipelines to storage ponds for subsequent reuse (as described under “—

Recycled Water System”) or for discharge to the Laguna de Santa Rosa, a freshwater wetlands complex.

Biosolids Reuse System. The solids generated during the wastewater treatment process (sludge) are thickened to remove excess water and then pumped to four anaerobic digesters for volatile solids reduction, stabilization, and production of methane gas. The methane gas is recovered and used in on-site generators to help meet treatment plant heat and electrical power needs. The product of the digestion process, called biosolids, is further dewatered and then transported for agricultural land application or landfill disposal, or processed by composting. The City aims to minimize the use of landfill in favor of agricultural land application or processing by composting.

Currently, the City may dispose up to 3,700 wet tons per year, and 22 tons per day, of biosolids at the Redwood Landfill (owned by Waste Management) in Novato, California, through October 30, 2020. The City currently expects to be able to renew this agreement beyond its expiration.

In 1991, the Subregional System implemented the Biosolids Beneficial Reuse Program with the goal of reducing the amount of biosolids disposed at the landfill by developing diversified reuse alternatives. This program, which includes agricultural land application and composting, has reduced landfill disposal from 100% to less than 10%.

Recycled Water System. Tertiary treated, recycled water is currently disposed of in three ways: agricultural and urban reuse, use in the Geysers Recharge Project, and discharge into the Russian River via the Laguna de Santa Rosa. The City manages these three disposal methods, which are described below, in order to remain in regulatory compliance independent of weather; however, agricultural and urban reuse and use in the Geysers Recharge Project provide a cost-effective alternative to discharging water into the Russian River.

Agricultural and Urban Reuse: Pursuant to contracts with end users of recycled water, the recycled water system irrigates, at a price of \$50 per acre-foot of water, approximately 6,300 acres of farmland, golf courses, and urban reuse area annually, currently reusing approximately 2.2 billion gallons annually (approximately 35% of total water treated by the Laguna Facility). The City received total revenues of \$229,527, \$199,010 and \$242,558 from these contracts in fiscal years 2015-16, 2016-17, and 2017-18, respectively. These contracts have expirations that currently vary between 2018 and 2027, and the City expects to be able to extend these contracts in the normal course of operations.

The storage system consists of three storage ponds located at the Laguna Facility, and a series of pumps and piping that convey recycled water to eight remote storage ponds. The storage system has a capacity of 1.4 billion gallons of usable storage (constituting approximately 22% of total wastewater treated by the Laguna Facility). The irrigation system consists of smaller pumps, piping and sprinkler equipment and can meet a peak irrigation demand of up to 35 mgd.

Geysers Recharge Project. The Geysers Recharge Project was completed in 2003, and the original project provided approximately 4.0 billion gallons of recycled water annually to the Geysers Power Company, LLC (“**GPC**”), a subsidiary of the Calpine Corporation (“**Calpine**”), in northern Sonoma County. Calpine is listed on the New York Stock Exchange under the trading symbol “CPN.” Information about Calpine is contained

in reports filed with the Securities and Exchange Commission. Additional information regarding Citibank is available on the Internet at www.calpine.com. *This Internet address is included for reference only, and the information on this Internet site is not a part of this Official Statement and is not incorporated by reference into this Official Statement. No representation is made in this Official Statement as to the accuracy or adequacy of the information contained on this Internet site.*

The treated effluent is injected into a geothermal steam field that in turn produces electricity. The project includes 40 miles of transmission pipeline, four pump stations and a one million gallon terminal reservoir, as well as infield piping and injection wells. In 2007, the contract with GPC was amended to provide up to 5.5 billion gallons of recycled water to the geothermal steam field, at the City's option. In fiscal year 2017-18, the City provided 4.064 billion gallons of recycled water to GPC (which was approximately 62% of the total water treated by the Laguna Facility).

Under the City's current agreement with GPC with respect to the Geysers Recharge Project, GPC pays the City \$300,000 on the first business day following January 1 annually through 2022, inclusive. The City includes the payments it receives from the GPC in Gross Revenues. The agreement is scheduled to terminate on December 31, 2037; however, the City or GPC may terminate the agreement earlier under certain circumstances, including the right of the City to terminate upon failure of GPC to accept certain minimum amounts of treated water and the right of GPC to terminate upon failure of the City to deliver certain minimum amounts of treated water. Both parties may determine to optionally terminate in 2028 upon notice to the other party. If the agreement is optionally terminated by GPC or is terminated by the City for failure of GPC to accept the minimum amounts of treated water required under the agreement, GPC is required under the agreement to pay a sliding-scale termination fee to the City that ranges from \$30,000,000 if terminated in 2018 to \$2,000,000 in the final year (2037) for each year or portion of a year that the 30-year term of the agreement is reduced. Such payment is also guaranteed by Calpine. The agreement also specifies the annual amount of water that the City is required to deliver to GPC and that GPC is required to accept. If the agreement is optionally terminated by the City or is terminated by GPC for failure of City to deliver the minimum amounts of treated water required under the agreement, the City is required under the agreement to pay a sliding-scale termination fee to GPC that ranges from \$15,000,000 if terminated in 2018 to \$1,000,000 in the final year (2037) for each year or portion of a year that the 30-year term of the agreement is reduced. If the agreement were ever terminated, the City would use a combination of diverting the water to its other recycled water customers and discharging the water to the Russian River within its NPDES permit (described below in "– Environmental Compliance"). Any termination payment made by the City would constitute a Maintenance and Operation Cost and is not secured by a pledge of Net Revenues.

The agreement provides that should either party deliver/accept less than 90% of the annual amount in any year, it has four years to make up the amount using best efforts and, if it cannot, the agreement provides for payments ranging from \$360,000 to \$1,200,000 per year for each year in which the water was not delivered/accepted. Neither party has ever failed to deliver or accept, as applicable, the agreed-upon levels of recycled water, and the City does not currently anticipate any inability to deliver agreed-upon levels of recycled water.

The City is also a party to an “Agreement to Convey Recycled Water by and through Geysers Pipeline for Reuse” dated November 6, 2008 (the “**Windsor Agreement**”), with the Town of Windsor and the Windsor Water District (collectively, the “**Town of Windsor**”). The Windsor Agreement has a stated termination date of December 31, 2037, subject to earlier termination as a result of an un-remedied breach by either party or, in the City’s discretion, following termination of the current agreement with GPC described in the previous paragraph. Pursuant to the Windsor Agreement, the City agrees to accept from the Town of Windsor and the Town of Windsor agrees to deliver to the City between 193 and 456 million gallons per year of treated wastewater for discharge into the Geysers pipeline; the recycled water from the Town of Windsor is not treated in the Laguna Facility. The Town of Windsor pays all of the power costs to pump its recycled water into the pipeline. The Town of Windsor also agrees to pay annual payments to the City that are unrelated to the volume of recycled water delivered to the City; the payments escalate from \$844,828 in calendar year 2018 to \$1.5 million in calendar year 2037. In the Windsor Agreement, the Town of Windsor covenants to fix and collect sewer rates from the customers of its sewer system to allow the Town to make the required payments to the City. The City includes the payments it receives from the Town of Windsor in Gross Revenues.

Discharge to Russian River. Between October and May, when irrigation is not needed or practical, and the Geysers Recharge Project is taking maximum deliveries, excess recycled water is stored and discharged to the Russian River via the Laguna de Santa Rosa. The allowable discharge rate is based upon specific criterion set forth in the Laguna Facility’s NPDES permit (described below in “– Environmental Compliance”). In many recent years, discharge has not been necessary due to the aforementioned agricultural and urban reuse and deliveries to the Geysers Recharge Project.

Subregional Agreement

The City is a party to an agreement for wastewater treatment and disposal, originally dated April 3, 1975, and subsequently amended five times (as amended, “**Subregional Agreement**”), with the Cities of Rohnert Park, Cotati and Sebastopol and the Sanitation District. The Subregional Agreement specifies the terms by which the City will receive raw wastewater from the Member Agencies (and from California State University, Sonoma, pursuant to an additional agreement with the City of Rohnert Park) at the Laguna Facility.

The original term of the Subregional Agreement was not less than 30 years after the date on which the system became operational. Pursuant to its terms, the Subregional Agreement continues thereafter so long as the Laguna Facility and related facilities, or their replacement facilities, remain in service. The City expects the Laguna Facility to remain in service, at least through the maturity of the Series 2018A Bonds, so long as the City maintains the Laguna Facility at current standards, which are in accordance with all regulatory requirements. The Subregional Agreement provides that the City will continue to own, maintain and operate the Subregional System, and the other Member Agencies shall not acquire any capital or proprietary interest therein by reason of the Subregional Agreement. Each Member Agency is required to provide, operate and maintain in good working order and repair its own collection and transmission facilities.

Each Member Agency provides a member to the Technical Advisory Committee, which reviews and advises the City and the other Member Agencies with regard to mutual problems relating to the Subregional Agreement, provides recommendations and advice in the drafting and

application of uniform wastewater use ordinances, reviews annual budgets and capacity assignments, and advises the BPU and each Member Agency's legislative body. A similarly constituted policy committee was established in 1985 to advise the City and the other Member Agencies on policy matters.

The Subregional Agreement requires each Member Agency to enact and enforce adequate wastewater use and pollution control ordinances. Each Member Agency is responsible for setting its own fees for industrial permits and user charges. Each Member Agency has granted the City responsibility and control over the industrial pretreatment (source control) program for the entire Subregional System.

Operation and maintenance costs of the Subregional System are allocated to the Member Agencies and include administration and labor, material, utility and other special service charges. Such operation and maintenance costs are offset, to some extent, by treatment process by-product revenues (which are applied under the Subregional Agreement only to the operation and maintenance costs of the Subregional System). Operation and maintenance costs are apportioned on the basis of each Member Agency's actual annual flow as measured over the previous fiscal year.

Ongoing operating expenses and cash-funded capital upgrades are apportioned among the Member Agencies based on the previous calendar year's total flow into the Laguna Facility. Debt service expenses are apportioned based on (i) whether the projects being funded from debt improve existing operations ("**preservation**") or provide additional capacity ("**expansion**") and (ii) the requirements of the Subregional Agreement as amended when the debt was issued. The first four amendments to the Subregional Agreement reapportioned capacity among Member Agencies based on general plan needs each time additional treatment capacity was acquired. The fifth amendment, executed in 2008, also created a cost allocation basis for wet weather driven projects based on each Member Agency's wet weather flows. If a Member Agency were to fail to make a monthly payment, the Member Agency would be in breach of contract and the Subregional Agreement obligates a delinquent Member Agency to pay interest at the rate of 8% per annum for the period of delinquency or dispute. No Member Agency has ever failed to make its monthly payment.

The proportion of each Member Agency's capacity service relating to operation and maintenance costs for fiscal year 2018-19 and the proportion of each Member Agency's capacity service relating to capital-related costs for debt service costs in effect for fiscal year 2018-19 for the current system capacity are shown below. The fiscal year 2018-19 allocations are consistent with the previous five years' allocations.

**Fiscal Year 2018-19
Member Agency Allocations**

Member Agency	O&M Contribution	% of O&M Contribution	Debt Service⁽²⁾	% of Debt Service	Total O&M and Debt Service Contribution
Santa Rosa	\$24,337,660 ⁽¹⁾	74.57%	\$16,942,017	76.37%	\$41,279,677
Rohnert Park	5,665,842	17.36	3,383,155 ⁽³⁾	15.20	9,048,997
Sebastopol	894,263	2.74	598,324	2.62	1,492,587
Cotati	714,758	2.19	826,034	3.73	1,540,792
SPCSD	<u>1,024,812</u>	<u>3.14</u>	<u>466,577</u>	<u>2.07</u>	<u>1,491,389</u>
	\$32,637,335	100.00%	\$22,216,107	100.00%	\$54,853,442

(1) The City accounts for these costs as Maintenance and Operations Costs.

(2) Excludes CEC Loan.

(3) Includes payments for City's loan of 1.03 mgd capacity to Rohnert Park pursuant to November 6, 2002, agreement, as described below.

Source: *City of Santa Rosa.*

The capital-related expenses for costs other than debt service were historically approximately \$1 million annually in the aggregate for all Member Agencies until fiscal year 2014-15, when the Member Agencies agreed to increase their cash-funded capital contributions on an annual basis. It is anticipated that the Member Agencies will be contributing an aggregate of approximately \$8 million per year for capital replacement by 2022, and that each Member Agency's share of that contribution will be proportionate to its operations and maintenance cost contribution.

There are a number of side agreements between the City and certain of the Member Agencies regarding minor reallocation of capacity due to annexations of property and the provision of wastewater service to areas outside the City limits. In addition, on November 6, 2002, the City agreed to loan capacity of 1.03 mgd to Rohnert Park. Until such time as the capacity is returned to the City, Rohnert Park makes debt service payments based on this capacity. Such loaned capacity will revert to the City after a subsequent enlargement of the Subregional System results in additional capacity being allocated to Rohnert Park as approved by the Member Agencies; however, the City has no anticipated timeframe for such enlargement.

The City operates and maintains the wastewater collection facilities within the service area of the Sanitation District (which is within the urban boundary of the City) pursuant to an agreement between the two entities. The City has taken preliminary steps to annex the Sanitation District into the City's service area. If and when the area that is served by the Sanitation District is annexed to the City, the Sanitation District will eventually dissolve, and the rights and obligations of the Sanitation District will be assigned to and assumed by the City, including \$1,752,045 of outstanding revenue bonds as of June 30, 2018, according to the Sanitation District's fiscal year 2017-18 financial statements; the City does not expect the assignment and assumption to materially impact the finances of the Enterprise. The agreement covers the City's ongoing operation and maintenance of the Sanitation District's collection system and requires the Sanitation District to continue to pay its share of the capital expenses of the Subregional System until the area is annexed to the City.

Environmental Compliance

The Enterprise is subject to federal, state and local regulatory requirements pertaining to drinking water quality and distribution, wastewater treatment and reuse, biosolids management, air quality, hazardous materials handling and waste management. Federal regulations are based upon provisions within the Safe Drinking Water Act, Clean Water Act (the “**CWA**”), Clean Air Act, and Resource Conservation and Recovery Act. State and local regulations are prescribed by the California Air Resources Board, California Department of Toxic Substances Control, the State Water Resources Control Board (the “**State Water Board**”), the North Coast Water Quality Control Board (the “**Regional Water Board**”) and the Bay Area Air Quality Management District. Enterprise facilities and programs are managed to comply with all applicable laws and regulations.

CWA regulations deal primarily with the quality of effluent that may be discharged from Enterprise facilities, the recycling of residual solids generated by Enterprise facilities, the reuse of reclaimed water for irrigation and industrial uses to conserve potable water, and the nature of waste material (particularly industrial waste) discharged into a sanitary sewer system. Provisions of the CWA are administered through the Regional Water Board through a National Pollutant Discharge Elimination System (“**NPDES**”) permit. On November 21, 2013, the Regional Water Board issued Order No. R1-2013-0001, which sets forth the Subregional System’s renewed five-year NPDES Waste Discharge Requirements and Master Reclamation Permit (“**Permit**”). The five-year Permit is set to expire on January 31, 2019. Accordingly, the City filed a request for permit renewal with a formal Report of Waste Discharge submittal on August 3, 2018.

After the issuance of the new Permit, the City filed a Petition for Review of the Permit with the State Water Board challenging the Permit provisions related to final effluent limitations and for phosphorus, recycled water use, receiving water temperature limitations, and a number of other issues the City raised during the Regional Board’s permit review and issuance process. In 2014, settlement talks regarding recycled water requirements between the City and the Regional Water Board were ongoing in good faith. As a result, on December 23, 2014, the City sent a request to the State Water Board to put the Petition for Review into abeyance. In October 2015, the City requested the State Water Board extend the current abeyance period for the Petition for Review for an additional two years to October 23, 2017. On November 16, 2015, the State Water Board provided written confirmation to hold the Petition for Review in abeyance until October 23, 2017. In October 2017, the City requested the State Water Board to again extend the abeyance period for the Petition for Review with an additional two years to October 23, 2019. On November 20, 2017, the State Water Board provided written confirmation to hold the Petition for Review in abeyance until October 23, 2019. The City may opt to end the abeyance period at any time, and if it does, the Petition for Review would be placed in the queue to be considered by the State Water Board. The City believes that the State Water Board’s consideration of the Petition for Review will likely either solidify the existing terms of the Permit that are being contested, or alleviate the City’s regulatory obligation, but that there is minimal risk for increased regulatory requirements or mandated changes to the Enterprise’s operations that would adversely impact the Enterprise’s finances or ability to repay the Bonds.

The City expects to enroll in the State Water Board’s General Order for Recycled Water Use (the “**General Order**”); once enrolled under that permit, the City’s regulatory obligations contained in the Permit pertaining to recycled water will be terminated. The City does not anticipate any concerns with its ability to comply with the prescribed monitoring and inspection requirements in the General Order.

See “THE ENTERPRISE – Historical and Projected Revenues, Expenses and Debt Service Coverage” and “RISK FACTORS – Environmental Regulation.”

The City is not aware of any conditions that could result in regulatory action that could materially impact its ability to pay debt service on the Series 2018A Bonds.

Capital Improvement Program

Local Wastewater System Improvements. In order to assess certain capital improvement needs of the Enterprise’s sewer system through 2035, the City commissioned outside consultants to update the City’s Sanitary Sewer System Master Plan. The most current update, the October 2014 Sanitary Sewer System Master Plan Update (the “**2014 Master Plan Update**”), recommends upsizing 23.3 miles of trunk sewers, based on projected population increases and expected storm level intensities through 2035. The recommended upsizing of trunk sewers is estimated to cost \$64 million and be completed over a 20- to 30-year period. The City intends that projects identified in the 2014 Master Plan Update to accommodate development will be built by outside developers as a condition of their development. The City currently does not anticipate issuing Parity Bonds to fund the improvements recommended in the 2014 Master Plan Update.

The City’s five-year capital improvement program projection (fiscal years 2016-17 through 2020-21) includes a proposed \$60 million of projects for Local Wastewater System improvements that are to be funded solely from user rates and demand fee revenues. Such amount consists of an estimated \$18.7 million for trunk sewers (representing a portion of the \$64 million of improvements recommended by the 2014 Master Plan Update) and \$41.3 million for other infrastructure upgrades and replacements. The projects identified as correcting existing deficiencies in the collection system of the Enterprise have been integrated into the City’s existing capital improvement program for the Enterprise.

The City performs a rigorous risk-based analysis of the Enterprise facilities annually. Piping is ranked and assigned a priority for replacement/refurbishment based on its age, pipe material, actual condition and service record. Not all pipelines exceeding their expected service life need to be replaced: appropriate projects are determined by physical inspection and/or video inspection, proximity to vital/fragile areas (streams, wetlands, etc.) and need for maintenance. The selected pipelines then become a part of an annual replacement program. The improvement projects typically consist of replacing the pipeline with a new pipeline of like size. It is City policy to use a minimum of 8” diameter for all new pipelines.

Special Initiative Projects.

Subregional System Improvements. The City continues to invest in the Subregional System to manage wastewater flows and more restrictive regulatory requirements. The Subregional System capital program consists of projects encompassing urban reuse, discharge compliance, water conservation, Geysers Recharge Project reuse, agricultural reuse, upgrades at the Laguna Facility and biosolids reuse. Over the past five years, the Subregional System has spent over \$37 million on capital improvements. The Subregional System expects to spend another approximately \$37 million over the next five years, with approximately 75% of such amount being contributed by the City and the remainder being contributed by the other partners in the Subregional System.

High Strength Waste Receiving Facility. In an effort to reduce the carbon footprint of regional traffic, reduce electrical power costs, and promote local business development, the Subregional System has completed construction of a high strength waste (“**HSW**”) receiving facility. HSW is essentially wastewater with very high volatile solids and very high biochemical oxygen demand that has significant methane production potential when directly anaerobically digested. Local restaurants and food production businesses were once burdened with disposing of HSW via trucking to EBMUD’s high strength waste facility in Oakland, California, but now have a local disposal option.

Existing capacity in the Laguna Facility’s digestion and combined heat and power facilities allows the Laguna Facility to receive and digest up to 40,000 gallons per day of locally generated HSW and convert the produced methane into heat and electricity to be used at the Laguna Facility. By doing this, the carbon footprint associated with hauling HSW from Sonoma County to EBMUD has been eliminated, power costs attributable to running the Laguna Facility are offset, and local businesses have a more economical HSW disposal alternative.

Microgrid Demonstration Project. The Laguna Facility was selected in 2015 by the California Energy Commission (“CEC”) to be one of three microgrid demonstration project sites in California, and of the three, the only wastewater treatment plant to be selected. The project will allow the CEC to better understand how facilities such as the Laguna Facility, which have the ability to produce variable amounts of electrical power, may be able to mitigate regional power grid instability by varying their demand on the grid. Varying the Laguna Facility’s electrical demand is expected to allow greater market penetration of solar energy, which has reached an effective penetration limit due to its inherent variable, grid-destabilizing supply characteristic.

The microgrid demonstration project is a joint venture with Trane Inc., a subsidiary of Ingersoll Rand Inc., who is the primary recipient of the associated CEC grant. The project is slated for completion in the spring of 2019.

Property Acquisition. The City has long had a program to buy property surrounding the Laguna Facility when market conditions were favorable for purchase in order to create a buffer around the Facility and thereby limit costs associated with mitigation of complaints and/or litigation. Additionally, in order to increase available biosolids land application acreage, the City has been pursuing opportunities to acquire property in southern Sonoma County; the City has been funding and anticipates that it will continue to fund these acquisitions through loans from its Local Wastewater System operating fund to its Subregional System operating fund (the repayments for which would be treated as Maintenance and Operations Costs), but does not expect to incur Parity Bonds for such purpose. Over the past five years, the City has spent approximately \$2.6 million on acquiring Laguna Facility buffer property and biosolids land application sites and may purchase an additional buffer property for approximately \$700,000 if it becomes available in the next few years.

The rate increase adopted by the City Council on December 1, 2015, for rates taking effect in 2016 through 2020, includes funding to gradually increase the cash funding for on-going Subregional System capital replacements. See “– Rates and Charges.”

In October 2017, the Tubbs fire destroyed one lift station and damaged an additional lift station in the Enterprise. The Enterprise was in a position to cash-fund the repair and replacement of these lift stations with newly appropriated funds, catastrophic reserves and redirection of funds previously appropriated to other planned projects. The City also expects to receive reimbursement from the Federal Emergency Management Agency (“FEMA”) for up to 75% of the funds needed for fire-related repairs over the next several years. No other capital improvement programs are expected related to the wildfire.

The capital improvement program described above does not reflect any costs of complying with regulatory requirements that may be imposed on the City in the future. See “THE ENTERPRISE – Environmental Compliance” and “– Historical and Projected Revenues, Expenses and Debt Service Coverage” and “RISK FACTORS – Permits and Regulation.”

The table below sets forth the estimated five-year capital improvement plan for the Enterprise to be funded both from expected revenues and proceeds of Parity Bonds. The City believes that these funding elements will be adequate to meet the Enterprise's capital needs over the periods shown.

Table 1
City of Santa Rosa Wastewater Enterprise
Estimated Capital Improvement Plan

System	Fiscal Year 2017-18	Fiscal Year 2018-19⁽¹⁾	Fiscal Year 2019-20	Fiscal Year 2020-21	Fiscal Year 2021-22	Total
Local System - Cash Funded	\$12,000,000	\$22,000,000	\$12,000,000	\$12,360,000	\$12,730,000	\$71,090,000
Subregional - Cash Funded ⁽²⁾	4,080,000	11,739,000	6,080,000	7,080,000	8,080,000	37,059,000
<i>Subtotal - Cash Funded⁽²⁾</i>	<i>16,080,000</i>	<i>33,739,000</i>	<i>18,080,000</i>	<i>19,440,000</i>	<i>20,810,000</i>	<i>108,149,000</i>
Local System - Bond Funded	--	--	--	--	--	--
Subregional - Bond Funded	--	--	--	--	--	--
Total⁽²⁾	\$16,080,000	\$33,739,000	\$18,080,000	\$19,440,000	\$20,810,000	\$108,149,000

(1) 2018-19 includes additional cash-funded projects and fire-related projects subject to reimbursement.

(2) Reflects total Subregional System estimated capital improvement expenditures. The City's portion of such capital improvement expenditures is approximately 75%, with the remainder being contributed by the other partners in the Subregional System.

Total Customer Accounts – City Only

The following table shows a history of customers served by the Enterprise in the City only. See Table 7 below for the number of customers served by the Enterprise in the service area of the other Member Agencies in fiscal year 2017-18.¹

Table 2
City of Santa Rosa Wastewater Enterprise
City Customer Accounts
(Fiscal Years 2003-04 through 2017-18)

Fiscal Year	Population ⁽¹⁾	Customer Accounts ⁽²⁾		
		Single-Family Residential and Duplex	Multifamily Residential, Commercial, Industrial and Institutional	City Customer Accounts
2003-04	156,245	43,161	2,657	45,818
2004-05	157,175	43,785	2,704	46,489
2005-06	158,365	44,308	2,728	47,052
2006-07	159,716	45,089	2,764	47,853
2007-08	162,657	45,443	2,783	48,226
2008-09	165,405	45,636	2,784	48,420
2009-10	167,815	43,582	4,797	48,379
2010-11	168,766	43,858	4,762	48,620
2011-12	170,339	44,116	4,708	48,824
2012-13	171,971	44,360	4,644	49,004
2013-14	173,611	44,606	4,559	49,165
2014-15	175,693	44,887	4,481	49,368
2015-16	176,937	45,045	4,396	49,441
2016-17	178,064	45,192	4,317	49,509
2017-18	178,488	45,350	4,319	49,669 ⁽³⁾

(1) As of January 1 in the fiscal year shown.

(2) An account can include multiple services (e.g., wastewater or storm water) of the City.

(3) Number of customer accounts includes accounts for properties with lost structures in the Tubbs Fire, a wildfire that burned portions of the City in October 2017. The City's tracking system treats these accounts as active accounts if they were active for any portion of the fiscal year. Rebuilding in the affected area has commenced; however, there can be no guarantee as to the extent or timing of rebuild.

Source: City of Santa Rosa for all customer account data and population data for Fiscal Years 2003-04 through 2008-09. California State Department of Finance, Demographic Research Unit; Census.gov for population data for Fiscal Years 2009-10 through 2017-18. City of Santa Rosa.

¹ The tables in this Official Statement that identify customers of the City do not reflect the Member Agencies or the Member Agencies' customers. This is because the Member Agencies are not customers of the Local Wastewater System but, rather, member agencies of the Subregional System.

Profile of Customers in the City

The following table sets forth the distribution of water meters in the Enterprise in the City by water meter size as of June 30, 2017. The totals of Table 3 are different from those in Table 2 because individual customer accounts may have multiple water meters.

Table 3
City of Santa Rosa Wastewater Enterprise
Water Meters by Meter Size
(As of June 30, 2017)

Meter Size	Single-Family Residential and Duplex		Multifamily Residential, Commercial, Industrial and Institutional		Total	
	#	% of Total	#	% of Total	#	%
5/8"	43,167	82.33%	3,161	6.03%	46,328	88.36%
1"	2,206	4.21	2,001	3.82	4,207	8.03
1.5"	60	0.12	322	0.61	382	0.73
2"	14	0.02	1,316	2.51	1,330	2.53
3," 4," 6" & 8"	1	0.00	181	0.35	182	0.35
Totals	45,448	86.68	6,981	13.32	52,429	100.00%

Source: City of Santa Rosa.

Top 10 Customers in the City

The top 10 wastewater customers in the City served by the Enterprise for fiscal year 2017-18 are listed in the table below and identified by business category. The largest user in the City accounted for 0.75% of the Enterprise's gross revenues for fiscal year 2017-18. The 10 largest users in the City collectively accounted for 4.8% of the Enterprise's gross revenues.

Table 4
City of Santa Rosa Wastewater Enterprise
Top Ten Wastewater Customers in City
(Fiscal Year 2017-18)

Customer Description	Gallons Billed (In thousands)	Amount Billed	% of Total Gross Revenues ⁽¹⁾
Food Processor	42,476	\$594,024	0.73%
Technology Business	38,403	540,244	0.66
Housing Developer	36,542	610,872	0.75
Municipal User	31,498	536,641	0.66
Medical Facility	22,693	344,503	0.42
Assisted Living Community	21,243	373,647	0.46
Multi-Family Complex	17,375	253,924	0.31
Medical Facility	15,717	247,155	0.30
Cleaners	14,580	202,499	0.25
Educational Institution	13,526	245,319	0.30
Total	254,053	\$3,948,832	4.8%

(1) Total gross revenues for fiscal year 2017-18 were \$81,688,210.

Source: City of Santa Rosa.

Wastewater Flow – Laguna Facility

The following table shows the average treatment data (dry weather flow) for the service area of the Laguna Facility (which includes the City and the other Member Agencies). Table 6 below separately identifies the average dry weather flow into the Laguna Facility from the other Member Agencies in fiscal year 2016-17. The capacity of the Laguna Facility is 21.34 mgd.

Table 5
City of Santa Rosa Wastewater Enterprise
Laguna Facility
Average Annual Subregional Treatment
(Dry Weather Flow – mgd)
(Fiscal Years 2004-05 through 2016-17)

<u>Fiscal Year</u>	<u>Total</u>
2004-05	16.5
2005-06	16.5
2006-07	16.4
2007-08	15.3
2008-09	14.6
2009-10	14.5
2010-11	14.8
2011-12	15.4
2012-13	15.0
2013-14	15.1
2014-15	13.9
2015-16	13.3
2016-17	14.0
2017-18	14.5 ⁽¹⁾

(1) Dry flow is average prior to October 2017. During the Tubbs Fire, a wildfire that burned portions of the City in October 2017, there was a low volume of flow due to evacuations, therefore average was taken from prior to October 8, 2017 (start of fire) since dry season ends November 1.

Source: City of Santa Rosa.

Wastewater Flow – Other Member Agencies

Set forth in the following table is the average dry weather flow into the Laguna Facility from the other Member Agencies in fall 2017. See Table 5 above for a history of average dry weather flow from the entire service area of the Enterprise (including the City and the other Member Agencies).

Table 6
City of Santa Rosa Wastewater Enterprise
Laguna Facility
Member Agencies
Average Daily Dry-Weather Flow (mgd)
(Fall 2017)

	<u>Dry-Weather</u>
Santa Rosa/SPCSD ⁽¹⁾	10.80
Rohnert Park	2.77
Sebastopol	0.43
Cotati	<u>0.35</u>
Total	14.50

(1) The South Park County Sanitation District flow is approximately 3.4% of the total system flow.
 Source: City of Santa Rosa.

Customer Accounts – Other Member Agencies

The approximate number of customer accounts for the other Member Agencies is set forth in the table below, together with the number of customer accounts for the City.

Table 7
City of Santa Rosa Wastewater Enterprise
Water and Sewer Customer Accounts
(As of December 31, 2017)

Rohnert Park	8,933
Sebastopol	2,758
Cotati	2,310
South Park Sanitation	<u>2,082</u>
Subtotal	16,002
City of Santa Rosa	<u>45,872</u>
Total	65,348

Source: City of Santa Rosa.

Rates and Charges

Approval Process. The BPU annually reviews and periodically makes recommendations for wastewater user rates for City customers. Rate changes are subject to approval by the City Council. The current wastewater rates were approved and adopted by Resolution No. 28718 of the City Council adopted on December 1, 2015, in accordance with the requirements of Articles XIII C and XIII D of the California Constitution, and have been reflected on billings rendered as of January 5, 2016, as described below. Rate increases are reviewed annually by City Council as part of the budgeting process and can be set lower than the rate increases approved pursuant to Resolution No. 28718. See “RISK FACTORS – Articles XIII C and XIII D of the California Constitution” for a discussion of provisions of the California Constitution that limit the City’s ability to increase or tier rates.

Resolution No. 28718 reflects the recommendations of a rate study completed by The Reed Group, Inc., dated September 9, 2015 (the “**Water and Wastewater Rate Study**”), among others, to adopt a five-year rate plan (rather than a two-year rate plan, which had been the City’s historic practice) and consolidate the various commercial/industrial-type special wastewater categories used previously for calculating user charges (as discussed below into four general strength categories: low strength, standard strength, medium strength and high strength). The resolution authorized the maximum rate increases shown in the table below.

Table 8a
City of Santa Rosa Wastewater Enterprise
Maximum Rate Increases Approved Under Resolution No. 28718
(Fiscal Years 2018-19 through 2020-21)

<u>Fiscal Year</u>	<u>% Increase</u>
2018-19	3.0 ⁽¹⁾
2019-20	2.5
2020-21	2.5

(1) Rate increases are reviewed annually by City Council as part of the budgeting process and can be set lower than the rate increases approved pursuant to Resolution No. 28718. For fiscal year 2018-19, the City Council approved the full rate increase that had been approved pursuant to Resolution No. 28718.

Historical Rates. Set forth below is a history of system-wide rate increases approved by the City between fiscal years 2009-10 and 2017-18.

Table 8b
City of Santa Rosa Wastewater Enterprise
History of Rate Increases
(Fiscal Years 2009-10 through 2017-18)

<u>Fiscal Year</u>	<u>% Increase</u>
2009-10	7.0%
2010-11	7.0
2011-12	3.0
2012-13	3.0
2013-14	3.5
2014-15	3.5
2015-16	0.0 ⁽¹⁾
2016-17	2.0
2017-18	3.0 ⁽²⁾

-
- (1) New rate structure approved pursuant to Resolution No. 28718, which was adopted by City Council on December 1, 2015, but resulted in no average increase. See “– Current Rates.”
 - (2) Rate increases are reviewed annually by City Council as part of the budgeting process and can be set lower than the rate increases approved pursuant to Resolution No. 28718. For fiscal year 2017-18, the City Council approved a 3.0% rate increase.

Current Rates. The current wastewater rates are composed of a (i) “**fixed monthly charge**” that is based on water meter size (or estimated size for wastewater-only customers), (ii) “**user charge**” that (a) for any single-family residential, duplex or commercial customer that uses its water meter for irrigation, is based on the average indoor water consumption by the user during the winter billing periods between November and March (which is used to determine the number of sewer billing units) (such average is referred to as the “**sewer cap**”), which is typically the rainy season and consequently represents a fair estimate of the non-irrigation, internal water use of a customer and a fair estimate of the wastewater discharge in terms of the number of sewer billing units, and (b) for all other customers, is based on actual water usage, and (iii) for commercial and industrial customers, an additional surcharge based on strength.

The sewer cap is used throughout the year until July of the next year when each customer’s sewer billing unit is again recalculated; the sewer cap limits the user charge, but if monthly water usage is ever less than the sewer cap, the user charge is based on water usage, not the sewer cap. Consequently, drought could potentially affect the Enterprise’s user charge revenue if customers aggressively conserve during the winter months. For more information, see “RISK FACTORS – Drought.”

The current maximum City Council-approved rates are summarized in the tables below. Each of the other Member Agencies sets its own user charges and demand fees.

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Table 8c
City of Santa Rosa Wastewater Enterprise
Monthly User Charges
Current and Future Maximum Rate Structures as of July 1, 2018⁽¹⁾

Fixed Monthly Charges

Customer User Charge (By Meter Size)	Current Rates (As of July 1, 2018)	Future Rates (As of July 1, 2019)	Future Rates (As of July 1, 2020)
Single-Family Residential:	\$24.84	\$25.46	\$26.10
Commercial:			
5/8" & 3/4"	24.84	25.46	26.10
1"	59.82	61.32	62.85
1.5"	118.13	121.08	124.11
2"	188.11	192.81	197.63
3"	351.38	360.16	369.16
4"	584.61	599.23	614.21
6"	1,167.69	1,196.88	1,226.80

User Charges

Quantity Charge Per 1,000 Gallons	Current Rates (As of July 1, 2018)	Future Rates (As of July 1, 2019)	Future Rates (As of July 1, 2020)
Single-Family Residential:	\$14.29	\$14.65	\$15.02
Commercial:			
Low Strength	11.89	12.19	12.49
Standard Strength	14.29	14.65	15.02
Medium Strength	15.85	16.25	16.66
High Strength	19.57	20.06	20.56

Additional Surcharge per Pound (Commercial/Industrial Only)

Pollutant	Current Rates (As of July 1, 2018)	Future Rates (As of July 1, 2019)	Future Rates (As of July 1, 2020)
BOD	\$0.47	\$0.48	\$0.49
TSS	0.57	0.58	0.59
Ammonia	1.22	1.25	1.28

(1) Approved and adopted by Resolution No. 28718 of the City Council adopted on December 1, 2015, as described under the heading "– Approval Process." For fiscal year 2018-19, the City Council approved the full rate increase that had been approved pursuant to Resolution No. 28718.

Source: *City of Santa Rosa.*

The following table sets forth a history of the typical monthly wastewater residential bill and the yearly percentage change over this period, assuming a 5/8" meter size and 5,200 gallons of water usage (estimated typical use during the wet weather, non-irrigation period).

Table 9
City of Santa Rosa Wastewater Enterprise
Typical Monthly Wastewater Charges for Single-Family User

	2014-15	2015-16	2016-17	2017-18	2018-19
\$ Per Month	\$87.22	\$90.45	\$90.76	\$95.34	98.19
% Change over previous Year	--	3.7%	0.5%	5.0%	3.0%

Source: City of Santa Rosa.

The following table sets forth a comparison of the monthly residential wastewater bill of customers of the City and those existing in neighboring cities.

Table 10
Single-Family Residential Wastewater Bill Comparisons with Other Wastewater Districts⁽¹⁾

<u>City</u>	<u>Monthly Wastewater Bill</u>
Vallejo	\$48.69
Rohnert Park ⁽²⁾	69.44
Sebastopol ⁽²⁾	86.82
San Francisco	91.09
Cotati ⁽²⁾	50.40
South Park Sanitation ⁽²⁾	87.44
Windsor	84.79
Petaluma	89.11
Healdsburg	109.16
Santa Rosa	98.19

(1) Current rates were obtained by reviewing other cities' most recent rate sheets. Assumes a sewer cap (and sewer usage) of 5.2 billing units.

(2) Member Agency.

Source: City of Santa Rosa

Demand Fee. The latest demand fee ordinance follows a City-commissioned Santa Rosa 2014 Water and Wastewater Demand Fee Study. The current methodology computes demand fees based on a modified system buy-in approach, which resulted in a significant reduction from previous demand fees.

Pursuant to the City's latest wastewater demand fee ordinance (Ordinance No. 4034), effective on September 16, 2014, the residential Demand Fee rates are increased (or decreased) on January 1 of each calendar year by a percentage equal to the percentage change in the Engineering News Record 20 Cities Construction Cost Index (published by The McGraw-Hill Companies, Inc.) for the 12-month period ending November 30 of the prior calendar year. The ordinance also provides that demand fees will be reviewed at least every 5 years and be increased or decreased to take actual changes in the City's General Plan or Department Master Plans into consideration. The table below sets forth a three-year history of the City's schedule of Demand Fees. In fiscal year 2017-18, Demand Fees totaled \$3,561,853, or 4.4%, of Gross Revenues.

Table 11
City of Santa Rosa Wastewater Enterprise
Demand Fee Schedule
(Calendar Years 2015 through 2018)

<u>Type of Connection</u>	<u>Effective Jan. 1, 2015</u>	<u>Effective Jan. 1, 2016</u>	<u>Effective Jan. 1, 2017</u>	<u>Effective Jan. 1, 2018</u>
Single Family Residential				
Small lot ⁽¹⁾	\$5,745	\$5,860	\$6,089	\$6,290
Large & Medium lot ⁽²⁾	6,547	6,678	6,938	7,167
Very Large lot ⁽³⁾	7,616	7,768	8,071	8,337
Condominiums, Apartments and Mobile Homes	6,414	6,542	6,797	7,021
Second Units or Senior Housing Units	4,810	4,906	5,097	5,265
Commercial, Industrial and Irrigation ⁽⁴⁾	1,336	1,363	1,416	1,463

- (1) 6,000 square feet and under.
(2) Over 6,000 square feet up to one acre.
(3) Over one acre.
(4) Per thousand gallons per month.
Source: City of Santa Rosa.

The current nonresidential wastewater Demand Fee is determined based on a rate of \$1,463 per thousand gallons per month (“TGM”) times an estimated monthly flow quantity. The estimated monthly wastewater flow quantity is determined by City ordinance and is based on the type of customer use (e.g. car wash, gas station, commercial laundry, bakery). The minimum flow quantity that must be purchased for nonresidential uses is 1 TGM, and purchases must be made in increments of 1 TGM. The Director of Utilities may periodically review the water/wastewater usage of nonresidential and industrial customers.

The City also currently charges a one-time processing fee of \$510 per new residential connection to the wastewater system.

Table 12
City of Santa Rosa Wastewater Enterprise
Regional Comparison of Demand Fees

<u>City</u>	<u>Residential</u>		<u>Commercial</u>	
	<u>Basis of Calculation</u>	<u>Fee</u>	<u>Basis of Calculation</u>	<u>Fee</u>
Santa Rosa	Large/Medium Lot (6,000 square feet to 1 acre)	\$7,167	TGM (10,000 square feet office)	\$1,463
Healdsburg	Residential Unit	\$10,253	'Low Strength' (1" meter)	\$17,124
Rohnert Park	Residential Unit	\$16,638	Per Acre	\$27,787
Cotati	3/4" Meter	\$8,314	1" Meter	\$21,340

Source: City of Santa Rosa.

The other Agencies are responsible for setting rates within their own jurisdictions. The Member Agencies make payments to the Enterprise based on the agreed upon formula and timetable within the Subregional Agreement.

Revenues from demand fees are related directly to development activity in the Enterprise service area. See Table 13 and "APPENDIX C – General Demographic Information About the City of Santa Rosa and County of Sonoma."

Billing and Collection Procedures

Bills for Enterprise customers within the City are computer-generated and included with the water billing. These bills are sent to customers on a monthly basis. The bills are collected by the Revenue Division of the Finance Department. Upon presentation of a bill, a customer is given 21 days to pay the bill and the account becomes delinquent at 45 days. Delinquent accounts are subject to disconnection of the customer's water service.

There are three types of accounts: Water/Sewer, Water-only and Sewer-only. In fiscal year 2017-18 over 88% of all bills were paid within 36 days of the billing date and therefore do not become delinquent. In fiscal year 2017-18, nearly all delinquencies of active customers were brought current within 90 days utilizing disconnection of water service as the main collection tool. Sewer usage and fixed charges on domestic accounts for fiscal year 2017-18 billed was \$63.4M. Outstanding bills on 984 accounts (mostly closed) were sent to a collection agency was \$283,798 for all services. In fiscal year 2017-18, the sewer usage and fixed charges sent to a collection agency was approximately 0.34% of total receivables (approximately \$216,000). In fiscal year 2017-18, the collection agency recovered approximately 18% of such amount.

Outstanding Parity Revenue Obligations

The following table summarizes the aggregate principal amount of the obligations of the City that will be payable from Net Revenues on a parity basis with the Series 2018A Bonds, assuming issuance of the Series 2018A Bonds and, as described under the heading "REFUNDING PLAN," defeasance of the Prior Bonds and prepayment of all the Outstanding State Loans:

<u>Obligation</u>	<u>Outstanding Principal Amount</u> ⁽²⁾
Revenue Bonds Series 2002B ⁽¹⁾	\$35,746,719
Revenue Bonds Series 2012A	50,870,000
Revenue Bonds Series 2014A	11,070,000
Revenue Bonds Series 2016A	<u>74,560,000</u>
Subtotal	\$172,246,719
Revenue Bonds Series 2018A*	
Total*	<hr/> \$

(1) Estimated accreted value of \$89,271,407 as of November 1, 2018.

(2) Assumes issuance of the Series 2018A Bonds and resulting defeasance of the Prior Bonds, as described under the heading "REFUNDING PLAN."

Pursuant to the Master Indenture, the State Loans are treated as Parity Bonds, but the State is not entitled to be paid from any monies held in the Reserve Account created under the Master Indenture.

* Preliminary; subject to change.

The annual payment schedule for the City's outstanding Bonds, for each fiscal year, is set forth in "APPENDIX F – Revenue Obligation Debt Service Schedule."

Financial Management and Policies

The City Council has adopted, and the City staff has implemented, a policy of maintaining the following discretionary reserves:

- Unrestricted fund balances (operating reserves), after providing for debt service on all Bonds and other outstanding debt of the Enterprise, equal to 15% of each fiscal year's Maintenance and Operation Costs.
- A \$3 million capital reserve (consisting of \$2 million for the Local Wastewater System and \$1 million for the Subregional System).
- An \$8.5 million catastrophic reserve (consisting of \$6.8 million for the Local Wastewater System and \$1.7 million for the Subregional System).
- A \$1.25 million reserve for the Geysers Recharge Project.
- A Subregional User Agency Reserve, which is funded by all user agencies in proportion to flow into the plant and intended to enhance the City's Subregional fund liquidity and provide a user agency funded security for debt service payments. Although the reserve may be used for debt service payments on the Bonds, it is not pledged to the payment of interest on or principal of the Bonds. The City expects that the reserve will be maintained at approximately 20% of annual debt service amounts and had a balance of \$5,000,120 on June 30, 2018.
- A Rate Stabilization Fund, which is described under the heading "SECURITY FOR THE SERIES 2018A BONDS – Rate Stabilization Fund."

Upon the prepayment of all the Outstanding State Loans as described under the heading "REFUNDING PLAN – Prepayment of Outstanding State Loans," the City expects to use any unneeded reserve amounts for capital projects.

The City may amend or discontinue its reserve policy at any time.

Financial Statements

Portions of the City's comprehensive annual financial report for the fiscal year ended June 30, 2017 are attached as Appendix B to this Official Statement. See "FINANCIAL STATEMENTS" below.

Service user charges received by the City from its own customers (as opposed to those served by the other Member Agencies) account for most of the "Operating Revenues" of the Enterprise as recorded in the audited financial statements; however, the term "Gross Revenues" as defined in the Indenture includes not only the amounts accounted for as "Operating Revenues" in the City's audited financial statements, but also (i) receipts from the Member Agencies pursuant to the Subregional Agreement (partially accounted for under "Intergovernmental/Contributions" in

the City's audited financial statements), (ii) demand fees received, and (iii) interest earned on funds held by the Chief Financial Officer or the Trustee. Demand fees were approximately 4.4% of the total Gross Revenues for the Enterprise in fiscal year 2017-18.

Historical and Projected Revenues, Expenses and Debt Service Coverage

The following table sets forth historical and projected Gross Revenues, Maintenance and Operation Costs, Net Revenues, annual debt service and debt service coverage ratios for the Enterprise. The financial information provided in Table 13 conforms to the terms defined in the Indenture. The projections are based on the assumptions described in the footnotes to the table.

The financial forecast represents the City's estimate of projected financial results based upon its judgment of the probable occurrence of future events. The assumptions set forth in the previous paragraphs and in the footnotes to Table 13 are material in the development of the City's financial projections, and variations in the assumptions may produce substantially different financial results. Actual operating results achieved during the projection period may vary from those presented in the forecast and such variations may be material.

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Table 13
City of Santa Rosa Wastewater Enterprise
Historical and Projected Revenues, Expenses and Debt Service Coverage
(\$000)

	Historical ⁽¹⁾				Estimated Fiscal Year 2017-18 ⁽¹¹⁾	Projected			
	Fiscal Year 2013-14	Fiscal Year 2014-15	Fiscal Year 2015-16	Fiscal Year 2016-17		Fiscal Year 2018-19	Fiscal Year 2019-20	Fiscal Year 2020-21	Fiscal Year 2021-22
Enterprise Revenues									
User Charges ⁽²⁾	--	--	--	--	\$66,029	\$68,150	\$70,015	\$73,602	\$77,378
Other Revenues (Intgovt/Misc.) ⁽³⁾	--	--	--	--	10,789	11,218	11,565	11,903	12,106
Interest Earnings ⁽⁴⁾	--	--	--	--	936	735	831	939	1,076
Subtotal	--	--	--	--	77,754	80,103	82,412	86,444	90,560
Demand Fees ⁽⁵⁾	--	--	--	--	5,268	5,373	5,480	5,590	5,702
Total Gross Revenues	\$82,802	\$84,478	\$80,748	\$82,957	\$83,022	\$85,476	\$87,893	\$92,034	\$96,262
Total Maintenance and Operation Costs ⁽⁶⁾	(33,714)	(34,441)	(35,019)	(37,972)	(37,919)	(39,368)	(40,549)	(41,765)	(43,018)
Net Revenues	\$49,088	\$50,037	\$45,729	\$44,985	\$45,103	\$46,108	\$47,344	\$50,269	\$53,244
Debt Service subject to coverage ratio ⁽⁷⁾	\$25,494	\$26,594	\$26,577	\$28,355	\$25,322	\$24,879	\$24,861	\$24,863	\$24,861
Debt Service Coverage ⁽⁸⁾	193%	188%	172%	159%	178%	185%	190%	202%	214%
Debt Service Coverage (Excl. Demand Fees) ⁽⁹⁾	186%	176%	163%	147%	157%	164%	168%	180%	191%
Surplus	--	--	--	--	\$19,781	\$21,230	\$22,483	\$25,406	\$28,383
Ongoing Capital Improvement Plan - Cash Funded ⁽¹⁰⁾	--	--	--	--	\$16,080	\$23,739	\$18,080	\$19,440	\$20,810
Enterprise Fund Available Surplus (ending balance)	--	--	--	--	\$29,893	\$27,383	\$31,787	\$37,753	\$45,326
Rate Stabilization Fund (ending balance)	--	--	--	--	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000

-
- * Amounts shown for fiscal year 2018-19 and thereafter are preliminary, subject to change.
- (1) Historical information sourced from (and conforms in scope) to presentation of information in the Comprehensive Annual Financial Report for the fiscal year ended June 30, 2017.
 - (2) Assumes City Council pre-approved rate increases through fiscal year 2020-21 and no increases thereafter because the City Council has not yet determined or approved any rate plan for years subsequent to fiscal year 2020-21.
 - (3) Includes all revenues to the Enterprise and Subregional Systems other than those listed separately.
 - (4) Assumes 1% earnings rate on reserves and carry-over capital improvement project amounts.
 - (5) Projections assume Demand Fee revenue for fiscal year 2018-19 meet budgeted amounts. Thereafter assuming 2% annual growth.
 - (6) For fiscal years 2017-18 and thereafter, assumes expenses grow at 4% per year.
 - (7) Bond debt service on a fiscal year basis. Assumes no additional State Loans are executed. See "APPENDIX F" for additional information regarding debt service payments on the outstanding Bonds and the State Loans, respectively. Assumes the City's current capital improvement program costs. See " – Capital Improvement Program" above. Includes debt service on outstanding loans from the California Energy Commission, which are outstanding in the aggregate principal amount of \$148,770 as of September 30, 2015, and are not secured by Net Revenues, but historically have been paid from Net Revenues.
 - (8) Equals Net Revenues divided by debt service subject to coverage ratio. The Indenture requires 125% coverage.
 - (9) Equals Net Revenues, less Demand Fees, divided by debt service subject to coverage ratio. The Indenture requires 100% coverage.
 - (10) Per the City's currently adopted rate plan and agreement with the Subregional user agencies. Fiscal year 2018-19 capital improvement program appropriations were escalated on a one-time basis in response to the wildfires of October 2017.
 - (11) Unaudited.

Source: *City of Santa Rosa*.

RISK FACTORS

The following information should be considered by prospective investors in evaluating the Series 2018A Bonds. However, the following does not purport to be an exhaustive listing of risks and other considerations which may be relevant to investing in the Series 2018A Bonds. In addition, the order in which the following information is presented is not intended to reflect the relative importance of any such risks.

The purchase of the Series 2018A Bonds involves investment risk. If a risk factor materializes to a sufficient degree, it could delay or prevent payment of principal of and interest on the Series 2018A Bonds. Such risk factors include, but are not limited to, the following matters and should be considered, along with other information in this Official Statement, by potential investors.

Revenues; Rate Covenant

Revenues are dependent upon the demand for wastewater services, which can be affected by population factors, more stringent wastewater standards, wastewater regulations, water conservation, water shortages, or problems with the City's wastewater production, treatment and distribution facilities. There can be no assurance that wastewater service demand will be consistent with the levels contemplated in this Official Statement. A decrease in the demand for wastewater services could require an increase in rates or charges in order to comply with the rate covenant. Such an increase could drive down demand for wastewater and related services or otherwise increase the possibility of nonpayment of the Series 2018A Bonds.

City Expenses

There can be no assurance that expenses of the City related to the Enterprise will be consistent with the levels contemplated in this Official Statement. Changes in technology, changes in quality standards, increases in the cost of operation or other expenses could require substantial increases in rates or charges in order to comply with the rate covenant in the Indenture. Such rate increases could drive down demand for wastewater and related services or otherwise increase the possibility of nonpayment of the Series 2018A Bonds.

Environmental Regulation

The kind and degree of wastewater service which is effected through the Enterprise is regulated, to a large extent, by the federal government and the State of California. See "THE ENTERPRISE – Environmental Compliance" for a discussion of the status of existing permits. If the federal government or the State were to impose stricter wastewater treatment standards upon the Enterprise, the City's Maintenance and Operation Costs could increase accordingly and rates and charges may need to be increased to offset those expenses. In addition, increased regulation could result in the issuance of additional Parity Bonds or incurrence of additional State Loans. It is not possible to predict the direction that federal or State regulation will take with respect to wastewater treatment standards.

Insurance

The Indenture obligates the City to obtain and keep in force various forms of insurance or self-insurance, subject to deductibles, for repair or replacement of a portion of the Enterprise in

the event of damage or destruction to such portion of the Enterprise. No assurance can be given as to the adequacy of any such self-insurance or any additional insurance to fund necessary repair or replacement of any other portion of the Enterprise. Significant damage to the Enterprise could cause the City to be unable to generate sufficient Net Revenues to pay principal of and interest on the Bonds (including the Series 2018A Bonds and any Parity Bonds) and any State Loans. See “– Natural Disasters.”

Limitations on Remedies Available to Bond Owners

The ability of the City to comply with its covenants under the Indenture and to generate Net Revenues sufficient to pay principal of and interest on the Series 2018A Bonds may be adversely affected by actions and events outside of the control of the City, and may be adversely affected by actions taken (or not taken) by voters, property owners, taxpayers or payers of assessments, fees and charges. See “– Articles XIIC and XIID of the California Constitution” below. Furthermore, any remedies available to the owners of the Series 2018A Bonds upon the occurrence of an Event of Default under the Indenture are in many respects dependent upon judicial actions, which are often subject to discretion and delay and could prove both expensive and time consuming to obtain. Such remedies include the right of the Owners of a majority in aggregate principal amount of the Bonds at the time Outstanding to compel the Trustee to accelerate the principal of and accrued interest on the Bonds then Outstanding.

In addition to the limitations on remedies contained in the Indenture, the rights and obligations under the Series 2018A Bonds and the Indenture may be subject to the following: the United States Bankruptcy Code and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditors’ rights generally, now or hereafter in effect; usual equity principles which may limit the specific enforcement under State law of certain remedies; the exercise by the United States of America of the powers delegated to it by the Federal Constitution; and the reasonable and necessary exercise, in certain exceptional situations, of the police power inherent in the sovereignty of the State of California and its governmental bodies in the interest of serving a significant and legitimate public purpose. Bankruptcy proceedings, or the exercise of powers by the federal or state government, if initiated, could subject the owners of the Series 2018A Bonds to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation or modification of their rights.

Parity Bonds and State Loans

The Series 2018A Bonds are payable from Net Revenues on a parity basis within certain outstanding Parity Bonds. See “THE ENTERPRISE – Outstanding Parity Revenue Obligations” above.

In addition, the Indenture permits the City to issue additional obligations secured by a pledge of Net Revenues that is on a parity basis to the pledge of Net Revenues to the Series 2018A Bonds and any outstanding Parity Bonds and State Loans (see “SECURITY FOR THE SERIES 2018A BONDS – Parity Bonds and State Loans” above). See “THE ENTERPRISE – Capital Improvement Program” for information about the capital plans of the Enterprise and the need for additional funding to pay for those plans.

The coverage tests described in “SECURITY FOR THE SERIES 2018A BONDS – Parity Bonds and State Loans” involve, to some extent, projections of Net Revenues. If such indebtedness is issued, the debt service coverage for the Series 2018A Bonds could be diluted

below what it otherwise would be. Moreover, there is no assurance that the assumptions that form the basis of such projections, if any, will be actually realized subsequent to the date of such projections. If such assumptions are not realized, the amount of future Net Revenues may be less than projected, and the actual amount of Net Revenues may be insufficient to provide for the payment of the Bonds (including the Series 2018A Bonds and any Parity Bonds) and any State Loans.

Natural Disasters

General. From time to time, the City is subject to natural calamities that may adversely affect economic activity in the City, which could have a negative impact on City finances. There can be no assurance that the occurrence of any natural calamity would not cause substantial damage to the Enterprise, or that the City would have insurance or other resources available to make repairs to the Enterprise in order to generate sufficient Net Revenues to pay debt service on the Series 2018A Bonds when due.

Other than as described below, the casualty and liability insurance maintained by the City does not currently cover damage and losses to the Enterprise due to seismic damage or flood.

Seismic. The following information is excerpted from the City's General Plan. According to the General Plan, the City is within the natural region of California known as the Coast Ranges geomorphic province. The City currently insures the buildings and appurtenances of the Subregional System against earthquake damage as a requirement of its State Revolving Loan Agreement, but there can be no assurance that the City will maintain such insurance in the future.

According to the General Plan, earthquakes pose especially high risks to the City because of the City's proximity to active faults. The Rodgers Creek Fault Zone, approximately 8 miles southeast of the Maacama Fault Zone, and 20 miles northeast of the San Andreas Fault Zone runs through the central part of the City. The Rodgers Creek and San Andreas faults are the two principally active, Bay Area "strike-slip" faults and have experienced movement within the last 150 years. The San Andreas Fault Zone is a major structural feature in the region. Other principal faults capable of producing ground shaking in the City include the Hayward fault, San Gregorio-Hosgri Fault Zone, the Calaveras fault, and the Concord-Green Valley fault.

The City could experience a major Rodgers Creek Fault Zone earthquake or an earthquake on any one of the active or potentially active faults in the greater San Francisco Bay Area. General Plan policies seek to ensure that the new structures are built with consideration of the four major hazards associated with earthquakes.

Surface Fault Rupture. Surface fault rupture, displacement at the earth's surface resulting from fault movement, is typically observed close to or on the active fault trace. The Rodgers Creek Fault Zone extends beneath downtown and has the highest potential for significant fault rupture.

Ground Shaking. The City could be affected by strong ground shaking caused by a major earthquake during the next 30 years. Ground shaking can be described in terms of peak acceleration, peak velocity, and displacement of the ground. Areas that are underlain by bedrock tend to experience less ground shaking than those underlain by unconsolidated sediments such as artificial fill. Ground shaking may affect areas hundreds of miles away from the earthquake's epicenter.

Liquefaction and Ground Failure. Liquefaction is the process by which water-saturated soil materials lose strength and fail during strong seismic ground shaking. The shaking causes the pore-water pressure in the soil to increase, thus transforming the soil from a solid to a liquid. Liquefaction has been responsible for ground failures during almost all of California's great earthquakes.

Earthquake-Induced Landslides. Seismically induced landsliding is typical of upland areas with slopes greater than 25%. Earthquake groundshaking can trigger slope movements such as earth flows and rotational landslides, or dislodge fractured bedrock material resulting in a rockfall.

Flood. Flooding hazards may be considered in two categories: natural flooding and dam inundation.

Natural Flooding. Natural flooding hazards are those associated with major rainfall events, which result in the flooding of developed areas due to overflows of nearby waterways, or inadequacies in local storm drain facilities. In the City, most of the annual precipitation falls between the months of November and April. The Federal Emergency Management Agency ("**FEMA**") has identified a 100-year flood zone, approximately 7 square blocks in area, at the confluence of Spring Creek and Matanzas Creek in Santa Rosa. Major creeks in the City have the potential to cause flooding during a large storm event. In the northern part of the City, the number and geographic distribution of creeks, combined with favorable topography creates a condition in which flooding risks are expected to be minimal. In the southern part of the City, drainage conditions are less favorable due to flat topography and the limited number of drainageways (creeks and conduits) that are available for storm water disposal. Currently, the majority of collected storm water in the southern part of the City is channeled into Colgan and Roseland creeks. Limited capacity and concentrated discharge place these creeks at the greatest risk of flooding during a 100-year storm event. Drainage improvements to both creeks will be necessary to minimize flooding risks in the future.

Dam inundation. Dam inundation hazards are those associated with the downstream inundation that would occur given a major structural failure in a nearby reservoir. A major earthquake could potentially cause damage or failure to a dam structure, and cause localized flooding. Although dam failure is unlikely due to current state regulations for design, maintenance, and monitoring of dams, the City is exposed to the hazard of inundation from failure of local dams such as Lake Ralphine and Spring Lake. Improvements to the storm drain system consistent with expansion or intensification of urban development is essential to protecting the City from flooding hazards.

Wildfire. Hillside residential neighborhoods located in the northern and eastern portions of the City are subject to risk of wildland fire. Open areas and slopes covered with tall grasses and/or chaparral provide fuels to feed wildfires, once started. Fire-resistant building materials and landscaping contribute to prevention of damage to residences in case of a wildfire. General Plan policies requiring adequate fire flows and community fire breaks in residential subdivisions also minimize potential for fire damage.

In October 2017, the City was affected by the Tubbs Fire which was the then-most destructive wildfire in California history, causing the loss of a lift station, and damaging another. The costs to repair and replace this equipment are being cash funded until reimbursement can be obtained by the Federal Emergency Management Agency. This event is not expected to require a rate increase to carry the funds.

Drought. In recent years, the State of California experienced a significant drought that resulted in severe impacts to California's water supplies and its ability to meet all the demands for water in the State. The City cannot predict if and when drought conditions may return or what effect drought conditions may have on the revenues of the Enterprise.

Drought could potentially affect the Enterprise's user charge revenue if customers aggressively conserve during the winter months. Sewer rates for the City are composed of a fixed charge that contributes 25% of wastewater rate revenue and a user charge that makes up the other 75%. User charges for most single-family residential customers are determined by an account's "sewer cap." To determine the sewer cap, water usage during the months of November through March is averaged to determine a base indoor water use, which becomes the "cap" on the monthly user charge. Sewer caps are re-evaluated annually, based on the prior winter's water user. If monthly water usage is ever less than the sewer cap, the sewer usage charge is based on water usage, not the sewer cap. Indoor winter water use is fairly inelastic and the City's residents are already low water users. In response to the mandatory drought restrictions, winter water usage was reduced. As planned, the reduction is being offset by available fund balances held aside in higher water use years for this purpose; these amounts are separate from the reserves discussed under the heading "THE ENTERPRISE – Financial Management and Policies." The Enterprise's long-term financial plan shows the use of this available balance to offset rate spikes over the next 10 years.

Additionally, the Enterprise receives revenues from GPC for recycled water pumped to its Geysers geothermal steamfields, from urban customers who are connected to the urban reuse systems in the City and Rohnert Park, and from many agricultural customers. During the drought, the City's available supply of recycled water could decline, which could trigger the right of GPC to terminate its contract with the City (as described under the heading "THE ENTERPRISE – Existing Facilities"). However, if the City's available supply of recycled water were to decline due to drought conditions, the City has the ability to interrupt service to agricultural customers pursuant to its recycled water supply contracts with such customers; consequently, the City believes that drought conditions are unlikely to ever result in termination of the contract with GPC. Furthermore, potential contractual costs associated with not meeting annual deliveries to the Geysers (as described under the heading "THE ENTERPRISE – Existing Facilities") can be avoided through deliberate operational changes that are accommodated by the contract with GPC.

See "THE ENTERPRISE – Existing Facilities" for information about the contractual relationship with GPC and the consequences of failing to deliver/accept the agreed-upon levels of recycled water; however, neither GPC nor the City has ever failed to deliver/accept the agreed-upon levels of recycled water, and the City does not currently anticipate any inability to deliver the agreed-upon levels of recycled water.

Loss of Tax-Exemption and Other Tax-Related Matters

As discussed under the caption "TAX MATTERS," interest on the Series 2018A Bonds could become includable in gross income for purposes of federal income taxation retroactive to

the date the Series 2018A Bonds were issued, as a result of future acts or omissions of the City in violation of its covenants in the Indenture. Should such an event of taxability occur, the Series 2018A Bonds are not subject to special redemption and will remain outstanding until maturity or until redeemed under other provisions set forth in the Indenture. In addition, no assurance can be given that the market price for the Series 2018A Bonds will not be affected by any action of the Internal Revenue Service, including but not limited to the publication of proposed or final regulations, the issuance of rulings, the selection of the Series 2018A Bonds for audit examination, or the course or result of any Internal Revenue Service audit or examination of the Series 2018A Bonds or obligations that present similar tax issues as the Series 2018A Bonds.

Changes in Law

No assurance can be given that the market price for the Series 2018A Bonds will not be affected by the introduction or enactment of any future legislation (including without limitation amendments to the Internal Revenue Code), or changes in interpretation of the Internal Revenue Code.

Articles XIII C and XIII D of the California Constitution

General. On November 5, 1996, California voters approved Proposition 218, the so-called “Right to Vote on Taxes Act.” Proposition 218 added Articles XIII C and XIII D to the State Constitution, which affect the ability of local governments to levy and collect both existing and future taxes, assessments, and property-related fees and charges. Proposition 218, which generally became effective on November 6, 1996, changed, among other things, the procedure for the imposition of any new or increased property-related “fee” or “charge,” which is defined as “any levy other than an ad valorem tax, a special tax or an assessment, imposed by a [local government] upon a parcel or upon a person as an incident of property ownership, including user fees or charges for a property related service” (and referred to in this section as a “property-related fee or charge”).

On November 2, 2010, California voters approved Proposition 26, the so-called “Supermajority Vote to Pass New Taxes and Fees Act.” Section 1 of Proposition 26 declares that Proposition 26 is intended to limit the ability of the State Legislature and local government to circumvent existing restrictions on increasing taxes by defining the new or expanded taxes as “fees.” Proposition 26 amended Articles XIII A and XIII C of the State Constitution. The amendments to Article XIII A limit the ability of the State Legislature to impose higher taxes (as defined in Proposition 26) without a two-thirds vote of the Legislature. Proposition 26’s amendments to Article XIII C broadly define “tax,” but specifically exclude, among other things:

- (1) A charge imposed for a specific benefit conferred or privilege granted directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of conferring the benefit or granting the privilege.
- (2) A charge imposed for a specific government service or product provided directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of providing the service or product.
- (3) A charge imposed as a condition of property development.
- (4) Assessments and property-related fees imposed in accordance with the provisions of Article XIII D.

Property-Related Fees and Charges. Under Article XIID, before a municipality may impose or increase any property-related fee or charge, the entity must give written notice to the record owner of each parcel of land affected by that fee or charge. The municipality must then hold a hearing upon the proposed imposition or increase at least 45 days after the written notice is mailed, and, if a majority of the property owners of the identified parcels present written protests against the proposal, the municipality may not impose or increase the property-related fee or charge.

Further, under Article XIID, revenues derived from a property-related fee or charge may not exceed the funds required to provide the “property-related service” and the entity may not use such fee or charge for any purpose other than that for which it imposed the fee or charge. The amount of a property-related fee or charge may not exceed the proportional cost of the service attributable to the parcel, and no property-related fee or charge may be imposed for a service unless that service is actually used by, or is immediately available to, the owner of the property in question.

Initiative Power. In addition, Article XIIC states that “the initiative power shall not be prohibited or otherwise limited in matters of reducing or repealing any local tax, assessment, fee or charge. The power of initiative to affect local taxes, assessments, fees and charges shall be applicable to all local governments and neither the Legislature nor any local government charter shall impose a signature requirement higher than that applicable to statewide statutory initiatives.”

Judicial Interpretation of Articles XIIC and XIID. After Proposition 218 was enacted in 1996, appellate court cases and an Attorney General’s opinion initially indicated that fees and charges levied for water and wastewater services would not be considered property-related fees and charges, and thus not subject to the requirements of Article XIID regarding notice, hearing and protests in connection with any increase in the fees and charges being imposed. However, three subsequent court cases have held that certain types of water and wastewater charges could be subject to the requirements of Article XIID under certain circumstances.

In *Richmond v. Shasta Community Services District* (2004) 32 Cal.4th 409, the California Supreme Court addressed the applicability of the notice, hearing and protest provisions of Article XIID to certain charges related to water service. In *Richmond*, the Court held that capacity charges are not subject to Proposition 218. The Court also indicated in dictum that a fee for ongoing water service through an existing connection could, under certain circumstances, constitute a property-related fee and charge, with the result that a local government imposing such a fee and charge must comply with the notice, hearing and protest requirements of Article XIID.

In *Howard Jarvis Taxpayers Association v. City of Fresno* (2005) 127 Cal.App.4th 914, the California Court of Appeal, Fifth District, concluded that water, sewer and trash fees are property-related fees subject to Proposition 218 and a municipality must comply with Article XIID before imposing or increasing such fees. The California Supreme Court denied the City of Fresno’s petition for review of the Court of Appeal’s decision on June 15, 2005.

In July 2006 the California Supreme Court, in *Bighorn-Desert View Water Agency v. Verjil* (2006) 39 Cal.4th 205, addressed the validity of a local voter initiative measure that would have (a) reduced a water agency’s rates for water consumption (and other water charges), and (b) required the water agency to obtain voter approval before increasing any existing water rate, fee, or charge, or imposing any new water rate, fee, or charge. The court adopted the position indicated by its statement in *Richmond* that a public water agency’s charges for ongoing water

delivery are “fees and charges” within the meaning of Article XIID, and went on to hold that charges for ongoing water delivery are also “fees” within the meaning of Article XIIC’s mandate that the initiative power of the electorate cannot be prohibited or limited in matters of reducing or repealing any local tax, assessment, fee or charge. Therefore, the court held, Article XIIC authorizes local voters to adopt an initiative measure that would reduce or repeal a public agency’s water rates and other water delivery charges. (However, the court ultimately ruled in favor of the water agency and held that the entire initiative measure was invalid on the grounds that the second part of the initiative measure, which would have subjected future water rate increases to prior voter approval, was not supported by Article XIIC and was therefore invalid.)

The court in *Bighorn* specifically noted that it was not holding that the initiative power is free of all limitations; the court stated that it was *not* determining whether the electorate’s initiative power is subject to the statutory provision requiring that water service charges be set at a level that will pay for operating expenses, provide for repairs and depreciation of assets, provide a reasonable surplus for improvements, extensions, and enlargements, pay the interest on any bonded debt, and provide a sinking or other fund for the payment of the principal of such debt as it may become due.

In August 2013, an Orange County Superior Court judge ruled that the tiered pricing model of the City of San Juan Capistrano, which charges higher rates to customers who use more water, violates Proposition 218. The City of San Juan Capistrano appealed the decision, to the 4th District Court of Appeal, which published its decision on April 20, 2015. The court’s decision found that the City of San Juan Capistrano’s tiered rates were not sufficiently cost justified, but that the Constitution does allow for tiered rates. In July 2015, the California Supreme Court denied a request to depublish the case.

The City believes that its rate structure is distinguishable from the structure deemed unconstitutional in the San Juan Capistrano case and consistent with Proposition 218 and the Constitution because the City’s tiered rates correlate with the actual costs for the various tiers. Following the San Juan Capistrano case, the City updated and slightly revised the structure of its water and sewer rates, which is based on the costs of service and thus consistent with the requirements addressed in the case.

Articles XIIC and XIID and the City’s Wastewater Rates and Charges. The City’s current wastewater rates (see “THE ENTERPRISE – Rates and Charges”) were adopted by resolution of the City Council on December 1, 2015, following notice to property owners and a public hearing held at least 45 days after the notice had been mailed, in compliance with Articles XIIC and XIID.

Further, the City believes its wastewater rates and charges do not constitute “taxes” under Article XIIC as revised by Proposition 26 because, as described in subsection 1(e)(7) of Article XIIC, they are “property-related fees imposed in accordance with the provisions of Article XIID” (and are also charges for a “property-related service” as defined in subsection 2(g) of Article XIID) and because, as described in subsection 1(e)(2) of Article XIIC, they are charged for water service, “a specific government service or product provided directly to the payor that is not provided to those not charged.”

Conclusion. It is not possible to predict how courts will further interpret Article XIIC and Article XIID in future judicial decisions, and what, if any, further implementing legislation will be enacted.

Under the *Bighorn* case, local voters could adopt an initiative measure that reduces or repeals the City's rates and charges, though it is not clear whether (and California courts have not decided whether) any such reduction or repeal by initiative would be enforceable in a situation in which such rates and charges are pledged to the repayment of bonds or other indebtedness, as is the case with respect to the Bonds.

There can be no assurance that the courts will not further interpret, or the voters will not amend, Article XIII C and Article XIII D to limit the ability of local agencies to impose, levy, charge and collect increased fees and charges for sewer services, or to call into question previously adopted sewer services rate increases.

Secondary Market for Bonds

There can be no guarantee that there will be a secondary market for the Series 2018A Bonds or, if a secondary market exists, that any Series 2018A Bonds can be sold for any particular price. Occasionally, because of general market conditions or because of adverse history or economic prospects connected with a particular issue, secondary marketing practices in connection with a particular issue are suspended or terminated. Additionally, prices of issues for which a market is being made will depend upon then-prevailing circumstances. Such prices could be substantially different from the original purchase price.

CONTINUING DISCLOSURE

The City has covenanted for the benefit of owners of the Series 2018A Bonds to provide certain financial information and operating data relating to the City and the Enterprise by not later than nine months after the end of the City's fiscal year, or March 31 each year based on the City's current fiscal year-end of June 30, commencing March 31, 2019, with the report for fiscal year 2017-18 (the "**Annual Report**"), and to provide notices of the occurrence of certain enumerated events.

These covenants have been made in order to assist the Underwriter in complying with Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934, as amended (the "**Rule**"). The specific nature of the information to be contained in the Annual Report or the notices of listed events by the City is set forth in "APPENDIX E – Form of Continuing Disclosure Certificate."

[TO BE UPDATED] In the past five years, the City and its related entities failed to comply in all material respects with its continuing disclosure undertakings in the following instances:

- On at least ____ occasions, the City and its related entities failed to file audited financial statements on a timely basis or all required financial and operating data on a timely basis;
- For certain issuances outstanding in the past five years, the City and its related entities failed to file notice of several changes in underlying ratings and insured ratings on a timely basis; and
- On at least ____ occasion, the City failed to file a notice of redemption on a timely basis.

In addition to the above, certain audited financial statements and annual reports of financial and operating data were posted on emma.msrb.org, in connection with certain tax allocation bonds of the now-dissolved Redevelopment Agency of the City of Santa Rosa, with incorrect hyperlink labels. Furthermore, certain annual reports of financial and operating data were posted on emma.msrb.org with titles reflecting the fiscal year in which the reports were filed instead of the fiscal year for the applicable reporting period. Each of these reports has been re-posted with correct hyperlink labels and cover pages to correctly indicate the reporting period reflected in the report, as applicable. The City has retained Fraser & Associates to provide continuing disclosure services related to bond issuances of the Successor Agency to the Redevelopment Agency of the City of Santa Rosa.

In March 2014, the Securities and Exchange Commission (the “**SEC**”) announced the Municipalities Continuing Disclosure Cooperation Initiative (the “**MCDC Initiative**”) with the intent of addressing violations of anti-fraud provisions of federal and securities laws. Under the MCDC Initiative, issuers and underwriters who self-report possible violations of the Rule regarding materially inaccurate statements relating to prior compliance with continuing disclosure undertakings under the Rule may be required to enter into a settlement agreement with the SEC reflecting terms specified in the MCDC Initiative.

The City and its related entities have made all required remedial filings prior to issuance of the Series 2018A Bonds, and the City believes it has established procedures to ensure material compliance with its continuing disclosure undertakings in the future. These procedures include maintaining a Master Schedule of Annual Continuing Disclosure due dates for each debt issuance and assigning additional trainings for staff and oversight responsibilities. In addition, the City Council “Statement of Debt Management and Disclosure Policy” was updated on February 10, 2015, to include a section on Initial and Continuing Disclosure Compliance.

LITIGATION

In connection with issuance of the Series 2018A Bonds, the City will certify that there is no litigation pending or, to the City’s knowledge, threatened in any way to restrain or enjoin the issuance, execution or delivery of the Series 2018A Bonds, to contest the validity of the Series 2018A Bonds, the Indenture or any proceedings of the City with respect thereto.

Also in connection with issuance of the Series 2018A Bonds, the City will certify that there are no lawsuits or claims pending against the City that will materially affect the City’s finances so as to impair the ability to pay principal of and interest on the Series 2018A Bonds when due.

See “RISK FACTORS – Articles XIII C and XIII D of the California Constitution” for a summary of pending litigation relating to the City’s wastewater rates, which the City believes will not materially adversely affect its revenues from the Enterprise.

FINANCIAL STATEMENTS

Macias Gini & O’Connell LLP (the “**Auditor**”) audited the financial statements of the City for the fiscal year ended June 30, 2017. The Auditor’s examination was made in accordance with generally accepted auditing standards and Governmental Auditing Standards, issued by the

Comptroller General of the United States. See “APPENDIX A – Audited Financial Statements of the City for Fiscal Year Ended June 30, 2017.”

The City has not requested nor did the City obtain permission from the Auditor to include the audited financial statements as an appendix to this Official Statement. Accordingly, the Auditor has not performed any post-audit review of the financial condition or operations of the City.

RATINGS

S&P Global Ratings has assigned their municipal bond rating of “___” to the Series 2018A Bonds.

This rating reflects only the view of S&P Global Ratings, and an explanation of the significance of the rating, and any outlook assigned to or associated with the rating, should be obtained from such rating agency.

Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. The City has provided certain additional information and materials to each rating agency (some of which does not appear in this Official Statement).

There is no assurance that such rating will continue for any given period of time or that such rating will not be revised downward or withdrawn entirely by S&P Global Ratings, if in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of a rating on the Series 2018A Bonds may have an adverse effect on the market price or marketability of the Series 2018A Bonds.

VERIFICATION

Precision Analytics Inc./Samuel Klein and Company, CPAs (the "**Verification Agent**"), will examine the arithmetical accuracy of certain computations included in the schedules provided by the City relating to the refunding of the Prior Bonds. See “REFINANCING PLAN” above.

The Verification Agent has restricted its procedures to examining the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information upon which the computations are based and, accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions, or the achievability of the forecasted outcome.

TAX MATTERS

Federal Tax Status. In the opinion of Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, subject, however to the qualifications set forth below, under existing law, the interest on the Series 2018A Bonds is excluded from gross income for federal income tax purposes and such interest is not an item of tax preference for purposes of the federal alternative minimum tax, although, in the case of tax years beginning prior to January 1, 2018, for the purpose of computing the alternative minimum tax imposed on certain corporations, such

interest earned by a corporation prior to the end of its tax year in 2018 is taken into account in determining certain income and earnings.

The opinions set forth in the preceding paragraph are subject to the condition that the City comply with all requirements of the Internal Revenue Code of 1986, as amended (the "**Tax Code**") relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Bonds. The City has made certain representations and covenants in order to comply with each such requirement. Inaccuracy of those representations, or failure to comply with certain of those covenants, may cause the inclusion of such interest in gross income for federal income tax purposes, which may be retroactive to the date of issuance of the Bonds.

Tax Treatment of Original Issue Discount and Premium. If the initial offering price to the public at which a Bond is sold is less than the amount payable at maturity thereof, then such difference constitutes "original issue discount" for purposes of federal income taxes and State of California personal income taxes. If the initial offering price to the public at which a Bond is sold is greater than the amount payable at maturity thereof, then such difference constitutes "original issue premium" for purposes of federal income taxes and State of California personal income taxes. *De minimis* original issue discount and original issue premium are disregarded.

Under the Tax Code, original issue discount is treated as interest excluded from federal gross income and exempt from State of California personal income taxes to the extent properly allocable to each owner thereof subject to the limitations described in the first paragraph of this section. The original issue discount accrues over the term to maturity of the Bond on the basis of a constant interest rate compounded on each interest or principal payment date (with straight-line interpolations between compounding dates). The amount of original issue discount accruing during each period is added to the adjusted basis of such Series 2018A Bonds to determine taxable gain upon disposition (including sale, redemption, or payment on maturity) of such Bond. The Tax Code contains certain provisions relating to the accrual of original issue discount in the case of purchasers of the Series 2018A Bonds who purchase the Series 2018A Bonds after the initial offering of a substantial amount of such maturity. Owners of such Series 2018A Bonds should consult their own tax advisors with respect to the tax consequences of ownership of Series 2018A Bonds with original issue discount, including the treatment of purchasers who do not purchase in the original offering, the allowance of a deduction for any loss on a sale or other disposition, and the treatment of accrued original issue discount on such Series 2018A Bonds under federal individual alternative minimum taxes.

Under the Tax Code, original issue premium is amortized on an annual basis over the term of the Bond (said term being the shorter of the Bond's maturity date or its call date). The amount of original issue premium amortized each year reduces the adjusted basis of the owner of the Bond for purposes of determining taxable gain or loss upon disposition. The amount of original issue premium on a Bond is amortized each year over the term to maturity of the Bond on the basis of a constant interest rate compounded on each interest or principal payment date (with straight-line interpolations between compounding dates). Amortized Bond premium is not deductible for federal income tax purposes. Owners of premium Bonds, including purchasers who do not purchase in the original offering, should consult their own tax advisors with respect to State of California personal income tax and federal income tax consequences of owning such Bonds.

California Tax Status. In the further opinion of Bond Counsel, interest on the Series 2018A Bonds is exempt from California personal income taxes.

Other Tax Considerations. Current and future legislative proposals, if enacted into law, clarification of the Tax Code or court decisions may cause interest on the Series 2018A Bonds to be subject, directly or indirectly, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals, clarification of the Tax Code or court decisions may also affect the market price for, or marketability of, the Bonds. It cannot be predicted whether or in what form any such proposal might be enacted or whether, if enacted, such legislation would apply to bonds issued prior to enactment.

The opinions expressed by Bond Counsel are based upon existing legislation and regulations as interpreted by relevant judicial and regulatory authorities as of the date of such opinion, and Bond Counsel has expressed no opinion with respect to any proposed legislation or as to the tax treatment of interest on the Series 2018A Bonds, or as to the consequences of owning or receiving interest on the Series 2018A Bonds, as of any future date. Prospective purchasers of the Series 2018A Bonds should consult their own tax advisors regarding any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

Owners of the Series 2018A Bonds should also be aware that the ownership or disposition of, or the accrual or receipt of interest on, the Series 2018A Bonds may have federal or state tax consequences other than as described above. Other than as expressly described above, Bond Counsel expresses no opinion regarding other federal or state tax consequences arising with respect to the Bonds, the ownership, sale or disposition of the Bonds, or the amount, accrual or receipt of interest on the Bonds.

The form of the proposed opinion of Bond Counsel is attached as Appendix D.

CERTAIN LEGAL MATTERS

Jones Hall, A Professional Law Corporation, San Francisco, California, Bond Counsel, will render its opinion approving the validity of the Series 2018A Bonds, the form of which opinion is set forth in Appendix D hereto. Copies of such approving opinion will be provided to the original purchasers upon delivery of the Series 2018A Bonds. Jones Hall, A Professional Law Corporation, San Francisco, California is also acting as Disclosure Counsel to the City.

Certain matters will be passed upon for the City by the City Attorney.

UNDERWRITING

The Series 2018A Bonds are being purchased by Stifel, Nicolaus & Company, Incorporated (the “**Underwriter**”).

The Underwriter has agreed to purchase the Series 2018A Bonds at a price equal to \$_____, which equals the par amount of the Series 2018A Bonds (\$_____), less an Underwriter’s discount of \$_____, plus an original issue premium of \$_____. The bond purchase agreement between the City and the Underwriter provides that the Underwriter will purchase all of the Series 2018A Bonds if any are purchased, the obligation to make such

purchase being subject to certain terms and conditions set forth in said agreement, the approval of certain legal matters by counsel and certain other conditions.

EXECUTION

The execution and delivery of this Official Statement have been duly authorized by the City.

CITY OF SANTA ROSA

By: _____
Chief Financial Officer

APPENDIX A

**AUDITED FINANCIAL STATEMENTS OF THE CITY
FOR FISCAL YEAR ENDED JUNE 30, 2017**

APPENDIX B
SUMMARY OF THE INDENTURE

APPENDIX C

GENERAL DEMOGRAPHIC INFORMATION ABOUT THE CITY OF SANTA ROSA AND SONOMA COUNTY

The following information concerning the City of Santa Rosa (the “City”) and Sonoma County (the “County”) is included only for the purpose of supplying general information regarding the area of the City. The 2018A Bonds are not a debt of the City, the County, the State of California (the “State”) or any of its political subdivisions, and neither the City, the County, the State nor any of its political subdivisions is liable therefor.

General

The City. The City is located in the central portion of the County, covers an area of about 35 square miles. The City is centered at the crossroads of U.S. Highway 101 and State Route 12.

Incorporated in 1868, the City became a charter city in 1872. The City operates under the council-manager form of government, with a City Council comprised of seven members elected at large to serve overlapping four-year terms. The City Council, which acts as the City's legislative and policy-making body, also selects the City Manager. As the City's chief administrator, the City Manager is responsible for implementing the policies established by the City Council.

The County. One of California's original 27 counties (incorporated in 1850), the County is the northernmost of the nine greater San Francisco Bay Area counties. Bordered on the north and east by Mendocino, Lake, and Napa counties and to the west and south by the Pacific Ocean, Marin County, and San Pablo Bay, its area encompasses 1,598 square miles. Varied terrain in the County includes Pacific coastline, the Russian River, vineyards, and old growth redwoods. The County is the original home of wine production in northern California and still the largest producer of quality wine.

Geographically, the County is divided almost equally into mountainous regions, rolling hills and valley land. Three narrow valleys, separated by mountains, run northwest to southeast. Elevations range from sea level to 4,262 feet at Mt. Saint Helena, where Sonoma, Napa, and Lake counties converge.

Population

The historic population estimates of the towns and cities that are in the County, as of January 1 of the past five years are shown in the following table.

**Sonoma County
Population Estimates
Years 2014 through 2018, as of January 1**

<u>Area</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Cloverdale	8,774	8,893	8,927	8,988	9,134
Cotati	7,320	7,371	7,376	7,453	7,716
Healdsburg	11,540	11,707	11,734	11,757	12,061
Petaluma	60,076	60,953	61,488	61,657	62,708
Rohnert Park	41,689	42,325	42,586	42,490	43,598
Santa Rosa	173,611	175,693	176,937	178,064	178,488
Sebastopol	7,521	7,593	7,609	7,624	7,786
Sonoma	10,785	10,906	10,929	11,072	11,390
Windsor	27,077	27,364	27,445	27,492	28,060
Unincorporated	147,471	147,278	147,444	148,016	142,391
County Total	495,864	500,083	502,475	504,613	503,332

Source: California State Department of Finance, Demographic Research Unit.

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Employment and Industry

The City is included in the Santa Rosa Metropolitan Statistical Area (“MSA”), which consists of the County. The unemployment rate in the Sonoma County was 2.4 percent in May 2018, down from a revised 2.6 percent in April 2018, and below the year-ago estimate of 3.0 percent. This compares with an unadjusted unemployment rate of 3.7 percent for California and 3.6 percent for the nation during the same period.

The following table shows the average annual estimated numbers by industry comprising the civilian labor force, as well as unemployment information for years 2013 through 2017.

**Santa Rosa MSA
(Sonoma County)
Annual Average Civilian Labor Force, Employment and Unemployment,
Employment by Industry
(March 2018 Benchmark)**

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
Civilian Labor Force ⁽¹⁾	250,500	257,600	260,300	260,100	262,900
Employment	232,800	243,200	248,700	249,800	254,000
Unemployment	17,700	14,400	11,700	10,400	8,900
Unemployment Rate	7.1%	5.6%	4.5%	4.0%	3.4%
<u>Wage and Salary Employment ⁽²⁾</u>					
Agriculture	6,300	6,1000	6,000	6,100	6,300
Mining and Logging	200	300	200	200	200
Construction	9,900	10,500	11,500	12,400	13,100
Manufacturing	20,100	20,700	21,800	22,700	23,100
Wholesale Trade	7,400	7,5000	7,500	7,700	7,600
Retail Trade	23,700	24,300	24,600	25,000	25,300
Transportation, Warehousing and Utilities	4,100	4,300	4,300	4,200	4,000
Information	2,600	2,700	2,700	2,700	2,700
Finance and Insurance	4,700	4,800	4,900	5,200	5,100
Professional and Business Services	19,300	20,100	20,700	20,700	21,500
Educational and Health Services	27,900	32,100	32,200	33,000	34,300
Leisure and Hospitality	22,800	23,800	24,600	25,300	25,700
Other Services	6,600	6,8000	7,000	7,200	7,300
Federal Government	1,400	1,300	1,300	1,300	1,400
State Government	4,600	5,000	5,100	5,000	4,800
Local Government	22,900	24,900	25,400	26,000	26,500
Total, All Industries ⁽³⁾	187,100	197,100	202,900	207,800	212,100

(1) Labor force data is by place of residence; includes self-employed individuals, unpaid family workers, household domestic workers, and workers on strike.

(2) Industry employment is by place of work; excludes self-employed individuals, unpaid family workers, household domestic workers, and workers on strike.

(3) Totals may not add due to rounding.

Source: State of California Employment Development Department.

Largest Employers

The City's largest employers are set forth in the table below.

City of Santa Rosa Largest Employers (As of June 30, 2017)

Employer	Employees	Percentage of Total City Employment
County of Sonoma	3,894	4.38%
Kaiser Permanente	2,640	2.97
Santa Rosa School District	1,657	1.86
Santa Rosa Junior College	1,644	1.85
St. Joseph Health System	1,640	1.84
Keysight/Agilent Technologies	1,275	1.43
City of Santa Rosa	1,268	1.42
Medtronic/Arterial Vascular Eng	1,000	1.12
Sutter Medical Center of Santa Rosa	936	1.05
Amy's Kitchen	890	1.00
Total	16,844	18.93%

Source: City of Santa Rosa, Comprehensive Annual Financial Report for Fiscal Year 2016-17.

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Major Employers

The County's major employers are set forth below, in alphabetical order.

Sonoma County Major Employers As of July 2018

Employer Name	Location	Industry
Aabalat Fine & Rare Wines	Petaluma	Wines-Wholesale
Amy's Kitchen Inc	Santa Rosa	Frozen Food Processors (mfrs)
Amy's Kitchen Inc	Santa Rosa	Frozen Food Processors (mfrs)
Army National Guard Recruiter	Santa Rosa	Government Offices - State
Calix Inc	Petaluma	Communications Services NEC
Enphase Energy Inc	Petaluma	Semiconductors & Related Devices (mfrs)
Ferrellgas	Guerneville	Gas-Propane-Refilling Stations
First Security Svc	Rohnert Park	Security Guard & Patrol Service
Flex Products	Santa Rosa	Coatings-Vacuum Deposition (mfrs)
Ghilotti Construction Co	Santa Rosa	Excavating Contractors
Kaiser Permanente Medl Ctr	Santa Rosa	Medical Centers
Korbel Champagne Cellars	Guerneville	Wineries (mfrs)
Medtronic Cardiovascular	Santa Rosa	Physicians & Surgeons Equip & Supls-Mfrs
Petaluma City PassportsI	Petaluma	Government Offices-City, Village & Twp
Petaluma Valley Hospitals	Petaluma	Hospitals
Protransport-1 LLC	Cotati	Transportation Services
Santa Rosa Memorial Hospital	Santa Rosa	Hospitals
Santa Rosa Police Dept	Santa Rosa	Police Departments
Sante At the Farimont Sonoma	Sonoma	Hotels & Motels
Sonoma County Sheriff	Santa Rosa	Government Offices-County
Sonoma Developmental Center	Eldridge	Hospitals
Sonoma Valley Hospital	Sonoma	Hospitals
Sutter Santa Rosa Regl Hosp	Santa Rosa	Hospitals
US Coast Guard	Petaluma	Federal Government-National Security
Walmart	Windsor	Department Stores

Source: California Employment Development Department, extracted from The America's Labor Market Information System (ALMIS) Employer Database, 2018 2nd Edition.

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Effective Buying Income

“Effective Buying Income” is defined as personal income less personal tax and nontax payments, a number often referred to as “disposable” or “after-tax” income. Personal income is the aggregate of wages and salaries, other labor-related income (such as employer contributions to private pension funds), proprietor’s income, rental income (which includes imputed rental income of owner-occupants of non-farm dwellings), dividends paid by corporations, interest income from all sources, and transfer payments (such as pensions and welfare assistance). Deducted from this total are personal taxes (federal, state and local), nontax payments (fines, fees, penalties, etc.) and personal contributions to social insurance. According to U.S. government definitions, the resultant figure is commonly known as “disposable personal income.”

The following table summarizes the total effective buying income for the City, the County, the State and the United States for the period 2013 through 2017.

City of Santa Rosa, Sonoma County, State of California and United States Effective Buying Income 2013 through 2017

<u>Year</u>	<u>Area</u>	<u>Total Effective Buying Income (000's Omitted)</u>	<u>Median Household Effective Buying Income</u>
2013	City of Santa Rosa	\$4,139,593	\$49,267
	Sonoma County	12,795,860	51,899
	California	858,676,636	48,340
	United States	6,982,757,379	43,715
2014	City of Santa Rosa	\$4,339,873	\$50,465
	Sonoma County	13,365,133	53,069
	California	901,189,699	50,072
	United States	7,357,153,421	45,448
2015	City of Santa Rosa	\$4,565,210	\$52,843
	Sonoma County	14,241,130	56,067
	California	981,231,666	53,589
	United States	7,757,960,399	46,738
2016	City of Santa Rosa	\$4,937,452	\$56,521
	Sonoma County	15,518,066	60,353
	California	1,036,142,723	55,681
	United States	8,132,748,136	48,043
2017	City of Santa Rosa	\$5,144,498	\$58,681
	Sonoma County	16,179,391	62,413
	California	1,113,648,181	59,646
	United States	8,640,770,229	50,736

Source: The Nielsen Company (US), Inc.

Commercial Activity

Summaries of historic taxable sales within the City and the County during the past five years in which data is available are shown in the following tables. Annual figures are not yet available for calendar years 2017 or 2018.

Total taxable sales during the calendar year 2016 in the City were reported to be \$3,213,648,047, a 2.05% increase over the total taxable sales of \$3,147,614,673 reported during the calendar year 2015.

**City of Santa Rosa
Taxable Retail Sales
Number of Permits and Valuation of Taxable Transactions
(Dollars in Thousands)**

	<u>Retail Stores</u>		<u>Total All Outlets</u>	
	Numbers of Permits	Taxable Transactions	Number of Permits	Taxable Transactions
2012	3,152	\$2,274,177	4,837	2 \$2,744,427
2013	3,405	2,401,094	5,119	2,907,024
2014	3,498	2,540,708	5,250	3,073,610
2015	3,308	2,579,495	5,699	3,147,615
2016	3,393	2,675,876	5,859	3,213,648

Source: State of California, Board of Equalization.

Total taxable sales during the calendar year 2016 in the County were reported to be \$9,002,535,533, a 3.31% increase over the total taxable sales of \$8,704,968,650 reported during the calendar year 2015.

**Sonoma County
Taxable Retail Sales
Number of Permits and Valuation of Taxable Transactions
(Dollars in Thousands)**

	<u>Retail Stores</u>		<u>Total All Outlets</u>	
	Numbers of Permits	Taxable Transactions	Number of Permits	Taxable Transactions
2012	11,105	\$5,228,062	17,311	\$7,382,997
2013	11,757	5,618,188	17,998	8,017,883
2014	11,881	5,931,984	18,179	8,467,551
2015	8,699	6,104,395	19,916	8,704,969
2016	11,318	6,348,476	20,378	9,002,535

Source: State of California, Board of Equalization.

Construction Activity

The following tables show a five-year summary of the valuation of building permits issued in the City and the County.

City of Santa Rosa Total Building Permit Valuations (Figures in Thousands) 2013 through 2017

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
<u>Permit Valuation</u>					
New Single-family	\$30,912.3	\$38,616.3	\$25,397.3	\$29,331.7	\$58,523.7
New Multi-family	43,091.6	6,475.3	2,475.2	12,671.8	11,537.1
Res. Alterations/Additions	<u>15,752.1</u>	<u>17,349.9</u>	<u>26,601.6</u>	<u>20,405.5</u>	<u>28,614.2</u>
Total Residential	89,756.0	62,441.5	54,474.1	62,389.0	98,675.0
New Commercial	21,853.7	10,726.1	16,748.9	20,191.4	13,039.4
New Industrial	0.0	0.0	0.0	156.4	0.0
New Other	0.0	1,911.5	5,247.4	5,572.7	9,174.4
Com. Alterations/Additions	<u>18,597.4</u>	<u>29,499.3</u>	<u>43,025.5</u>	<u>24,201.2</u>	<u>44,712.4</u>
Total Nonresidential	40,451.1	42,136.9	65,021.8	50,121.7	66,926.2
<u>New Dwelling Units</u>					
Single Family	125	186	96	108	240
Multiple Family	<u>359</u>	<u>64</u>	26	<u>142</u>	100
TOTAL	484	250	122	250	340

Source: Construction Industry Research Board, Building Permit Summary.

Sonoma County Total Building Permit Valuations (Figures in Thousands) 2013 through 2017

	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>
<u>Permit Valuation</u>					
New Single-family	\$91,419.1	\$69,788.4	\$65,968.4	\$112,941.1	\$202,169.1
New Multi-family	51,210.7	91,806.3	27,797.3	26,149.2	46,674.0
Res. Alterations/Additions	<u>59,124.5</u>	<u>64,228.0</u>	78,005.1	<u>71,079.1</u>	<u>97,326.9</u>
Total Residential	201,754.3	225,822.7	171,770.8	210,169.4	346,170.0
New Commercial	60,889.7	55,718.9	53,975.7	93,462.5	79,737.8
New Industrial	0.0	0.0	2,484.9	156.4	759.6
New Other	9,776.3	8,657.2	16,513.5	19,225.1	25,572.7
Com. Alterations/Additions	<u>55,293.2</u>	<u>70,889.7</u>	<u>84,641.9</u>	<u>79,943.7</u>	<u>99,102.9</u>
Total Nonresidential	125,959.2	135,265.8	157,616	192,767.7	205,173.0
<u>New Dwelling Units</u>					
Single Family	295	292	236	560	881
Multiple Family	<u>732</u>	<u>214</u>	206	<u>264</u>	351
TOTAL	1,027	506	442	824	1,232

Source: Construction Industry Research Board, Building Permit Summary.

Transportation

All modes of commercial transportation are available in the County. The Petaluma River is capable of handling water barge freight from the San Francisco Bay to Petaluma. Northwestern Pacific Railroad provides rail transportation with the County with connections to major rail interchanges. The Sonoma County Airport, located just outside the City of Santa Rosa, handles commercial and private air traffic, with Horizon-Alaska Airlines providing regional air transportation. Seven private airfields serve the County as well. In addition, highways bisect the County; the major freeway is U.S. Highway 101, which runs north-south. State Highway 12 is the major east-west thoroughfare.

Education

The County is divided into 40 school districts for kindergarten through twelfth-grade (K-12) educational services. There are 31 elementary, 3 high school, and 6 unified districts. Unified districts operate both elementary and secondary schools for the students residing within their boundaries.

Although many districts are small in size, 70,932 students attend the 181 public schools that are located in Sonoma County. There are 108 elementary, 23 middle/junior high, and 19 high schools, as well as 24 alternative schools and 7 independent study schools. Fifty-six of Sonoma County's public schools are charter schools. Seventy-nine schools have been named California Distinguished Schools and ten have been recognized as National Blue Ribbon Schools.

APPENDIX D
FORM OF OPINION OF BOND COUNSEL

APPENDIX E

FORM OF CONTINUING DISCLOSURE CERTIFICATE

\$ _____
**CITY OF SANTA ROSA
WASTEWATER REVENUE REFUNDING BONDS
SERIES 2018A**

This Continuing Disclosure Certificate (this “Disclosure Certificate”) is executed and delivered by the City of Santa Rosa (the “City”) in connection with the issuance of the \$ _____ aggregate principal amount of City of Santa Rosa Wastewater Revenue Refunding Bonds, Series 2018A (the “Bonds”). The Bonds are being issued under an Indenture of Trust dated as of February 1, 1988 (the “Master Indenture”), as amended by Supplemental Indentures of Trust, including the Twentieth Supplemental Indenture of Trust dated as of _____ 1, 2018 (collectively, the “Indenture”) between the City and U.S. Bank National Association, as trustee (the “Trustee”). The City covenants and agrees as follows:

Section 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the holders and beneficial owners of the Bonds and in order to assist the Participating Underwriters in complying with Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended.

Section 2. Definitions. In addition to the definitions set forth in the Indenture, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms have the following meanings:

“*Annual Report*” means any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“*Annual Report Date*” means the date that is nine months after the end of the City’s fiscal year (currently March 31 based on the City’s fiscal year end of June 30).

“*Dissemination Agent*” means a Dissemination Agent designated in writing by the City and which has filed with the City and the Trustee a written acceptance of such designation.

“*Listed Events*” means any of the events listed in Section 5(a) of this Disclosure Certificate.

“*MSRB*” means the Municipal Securities Rulemaking Board, which has been designated by the Securities and Exchange Commission as the sole repository of disclosure information for purposes of the Rule, or any other repository of disclosure information that may be designated by the Securities and Exchange Commission as such for purposes of the Rule in the future.

“*Official Statement*” means the final official statement executed by the City in connection with the issuance of the Bonds.

“*Participating Underwriter*” means the original underwriter of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Rule” means Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as it may be amended from time to time.

Section 3. Provision of Annual Reports.

(a) The City shall, or shall cause the Dissemination Agent to, not later than the Annual Report Date, commencing March 31, 2019, with the report for fiscal year 2015-16, provide to the MSRB, in an electronic format as prescribed by the MSRB, an Annual Report that is consistent with the requirements of Section 4 below. Not later than 15 Business Days prior to the Annual Report Date, the City shall provide the Annual Report to the Dissemination Agent (if other than the City). If by 15 Business Days prior to the Annual Report Date the Dissemination Agent (if other than the City) has not received a copy of the Annual Report, the Dissemination Agent shall contact the City to determine if the City is in compliance with the previous sentence. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may include by reference other information as provided in Section 4; provided that the audited financial statements of the City may be submitted separately from the balance of the Annual Report, and later than the Annual Report Date, if not available by that date. If the City’s fiscal year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(c). The City shall provide a written certification with each Annual Report furnished to the Dissemination Agent to the effect that such Annual Report constitutes the Annual Report required to be furnished by the City hereunder.

(b) If the City does not provide (or cause the Dissemination Agent to provide) an Annual Report by the Annual Report Date, the City shall provide (or cause the Dissemination Agent to provide) to the MSRB and the Participating Underwriter, in an electronic format as prescribed by the MSRB, a notice in substantially the form attached as Exhibit A.

(c) With respect to each Annual Report, the Dissemination Agent shall:

(i) determine each year prior to the Annual Report Date the then-applicable rules and electronic format prescribed by the MSRB for the filing of annual continuing disclosure reports; and

(ii) if the Dissemination Agent is other than the City, file a report with the City certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, and stating the date it was provided.

Section 4. Content of Annual Reports. The City’s Annual Report shall contain or incorporate by reference the following:

(a) The City’s audited financial statements prepared in accordance with generally accepted accounting principles as promulgated to apply to governmental entities from time to time by the Governmental Accounting Standards Board. If the City’s audited financial statements are not available by the Annual Report Date, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.

(b) Unless otherwise provided in the audited financial statements filed on or before the Annual Report Date, financial information and operating data with respect to the City for the

preceding fiscal year, substantially similar to that provided in the corresponding tables in the Official Statement:

- (i) Principal amount of Bonds, Parity Bonds and State Loans outstanding.
- (ii) Balances in the Reserve Account and the Rate Stabilization Fund.
- (iii) Total actual Maintenance and Operation Costs incurred by the City in connection with the Enterprise during the subject fiscal year.
- (iv) Updated information set forth in the following tables of the Official Statement (in all cases, information for only the preceding fiscal year is required):
 - a. Table 3 (Water Meters by Meter Size)
 - b. Table 4 (Top 10 Wastewater Customers in City). The City is not obligated to disclose the identity of the users.
 - c. Table 9 (Typical Monthly Wastewater Charges for Single Family User)
 - d. Table 13 (Historical and Projected Revenues, Expenses and Debt Service Coverage)
- (v) Status of any significant legislative, administrative and judicial challenges to the construction and operation of the Enterprise known to the City.

(c) In addition to any of the information expressly required to be provided under paragraphs (a) and (b) of this Section, the City shall provide such further information, if any, as may be necessary to make the specifically required statements, in the light of the circumstances under which they are made, not misleading.

(d) Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the City or related public entities, which are available to the public on the MSRB's Internet web site or filed with the Securities and Exchange Commission. The City shall clearly identify each such other document so included by reference.

Section 5. Reporting of Significant Events.

(a) The City shall give, or cause to be given, notice of the occurrence of any of the following Listed Events with respect to the Bonds:

- (1) Principal and interest payment delinquencies.
- (2) Non-payment related defaults, if material.
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties.
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties.
- (5) Substitution of credit or liquidity providers, or their failure to perform.
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security.
- (7) Modifications to rights of security holders, if material.

- (8) Bond calls, if material, and tender offers.
- (9) Defeasances.
- (10) Release, substitution, or sale of property securing repayment of the securities, if material.
- (11) Rating changes.
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person. This event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.
- (13) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) Whenever the City obtains knowledge of the occurrence of a Listed Event, and, if the Listed Event is described in subsections (a)(2), (a)(6), (a)(7), (a)(8) (if the event is a bond call), (a)(10), (a)(13) or (a)(14) above, the City determines that knowledge of the occurrence of that Listed Event would be material under applicable Federal securities law, the City shall, or shall cause the Dissemination Agent (if not the City) to, file a notice of such occurrence with the MSRB, in an electronic format as prescribed by the MSRB, and the Participating Underwriter in a timely manner not in excess of 10 business days after the occurrence of the Listed Event. Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(8) and (9) above need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected Bonds under the Indenture.

Section 6. Identifying Information for Filings with the MSRB. All documents provided to the MSRB under the Disclosure Certificate shall be accompanied by identifying information as prescribed by the MSRB.

Section 7. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the City shall give notice of such termination in the same manner as for a Listed Event under Section 5(c).

Section 8. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent may resign by providing thirty days written notice to the City and the Trustee. The City will initially act as the Dissemination Agent.

Section 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

- (a) if the amendment or waiver relates to the provisions of Sections 3(a), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of an obligated person with respect to the Bonds, or type of business conducted;
- (b) the undertakings herein, as proposed to be amended or waived, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and
- (c) the proposed amendment or waiver either (i) is approved by holders of the Bonds in the manner provided in the Indenture for amendments to the Indenture with the consent of holders, or (ii) does not, in the opinion of the Trustee or nationally recognized bond counsel, materially impair the interests of the holders or beneficial owners of the Bonds.

If the annual financial information or operating data to be provided in the Annual Report is amended pursuant to the provisions hereof, the first Annual Report filed pursuant hereto containing the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of the change in the type of operating data or financial information being provided.

If an amendment is made to this Disclosure Certificate modifying the accounting principles to be followed in preparing financial statements, the Annual Report for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information, in order to provide information to investors to enable them to evaluate the ability of the City to meet its obligations. To the extent reasonably feasible, the comparison shall be quantitative.

A notice of any amendment made pursuant to this Section 9 shall be filed in the same manner as for a Listed Event under Section 5(c).

Section 10. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that

which is required by this Disclosure Certificate. If the City chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 11. Default. In the event of a failure of the City to comply with any provision of this Disclosure Certificate any holder or beneficial owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Indenture, and the sole remedy under this Disclosure Certificate in the event of any failure of the City to comply with this Disclosure Certificate shall be an action to compel performance.

Section 12. Duties, Immunities and Liabilities of Dissemination Agent. Article VI of the Indenture is hereby made applicable to this Disclosure Agreement as if this Disclosure Agreement were (solely for this purpose) contained in the Trust Agreement. The Dissemination Agent shall be entitled to the protections and limitations from liability afforded to the Trustee thereunder. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the City agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the City under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

Section 13. Notices. Any notice or communications to be given under this Disclosure Certificate may be given as follows:

To the Issuer: City of Santa Rosa
90 Santa Rosa Avenue
Santa Rosa, CA, 95404
Attention: Chief Financial Officer

To the Participating Underwriter: Stifel, Nicolaus & Company, Incorporated
One Montgomery Street, 35th Floor
San Francisco, CA 94104
Attn: _____

Any person may, by written notice to the other persons listed above, designate a different address or telephone number(s) to which subsequent notices or communications should be sent.

Section 14. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriters and holders and beneficial owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Date: _____, 2018

CITY OF SANTA ROSA

By _____
Chief Financial Officer

EXHIBIT A

NOTICE OF FAILURE TO FILE ANNUAL REPORT

Name of Obligated Party: City of Santa Rosa

Name of Bond Issue: \$_____ City of Santa Rosa Wastewater Revenue Refunding Bonds, Series 2018A

Date of Issuance: _____, 2018

NOTICE IS HEREBY GIVEN that the City has not provided an Annual Report with respect to the above-named Bonds as required by the Continuing Disclosure Certificate, dated _____, 2018. The City anticipates that the Annual Report will be filed by _____.

Dated: _____

DISSEMINATION AGENT:

By: _____
Its: _____

cc: Trustee and Participating Underwriter

APPENDIX F
REVENUE OBLIGATION DEBT SERVICE SCHEDULE

**Existing Debt Service Table
All Parity Obligations⁽¹⁾**

Fiscal Year Ended June 30	Series 2002B (CABs)	Series 2012A	Series 2014A	Series 2016A	Series 2018A	Total
2019	\$4,770,000	\$2,522,500	\$1,025,000	\$11,724,050		
2020	4,750,000	2,522,500	1,026,375	13,223,050		
2021	4,730,000	2,522,500	1,021,625	13,246,250		
2022	4,700,000	2,522,500	1,025,625	13,281,050		
2023	5,825,000	2,522,500	1,452,250	11,731,800		
2024	11,250,000	3,668,125	1,519,250	7,591,800		
2025	11,225,000	6,140,250	527,250	6,134,800		
2026	11,185,000	6,221,125	509,500	6,116,425		
2027	11,165,000	6,268,500	482,500	6,120,425		
2028	11,125,000	6,322,625	427,250	6,159,150		
2029	11,095,000	6,377,625	428,125	6,134,625		
2030	13,465,000	4,209,750	6,990,500	--		
2031	13,440,000	4,246,625	--	--		
2032	13,420,000	4,279,125	--	--		
2033	16,480,000	2,020,625	--	--		
2034	--	18,414,125	--	--		
2035	--	--	--	--		
2036	--	--	--	--		
2037	--	--	--	--		
2038	--	--	--	--		
Total ⁽²⁾	\$148,625,000	\$80,781,000	\$16,435,250	\$101,463,425		

(1) Assumes issuance of Series 2018A Bonds. See "REFUNDING PLAN."

(2) Numbers may not add due to rounding.

APPENDIX G

BOOK ENTRY ONLY SYSTEM

The following description of the Depository Trust Company (“DTC”), the procedures and record keeping with respect to beneficial ownership interests in the Bonds, payment of principal, interest and other payments on the Bonds to DTC Participants or Beneficial Owners, confirmation and transfer of beneficial ownership interest in the Bonds and other related transactions by and between DTC, the DTC Participants and the Beneficial Owners is based solely on information provided by DTC. Accordingly, no representations can be made concerning these matters and neither the DTC Participants nor the Beneficial Owners should rely on the foregoing information with respect to such matters, but should instead confirm the same with DTC or the DTC Participants, as the case may be.

*Neither the issuer of the Bonds (the “**Issuer**”) nor the trustee, fiscal agent or paying agent appointed with respect to the Bonds (the “**Agent**”) take any responsibility for the information contained in this Appendix.*

No assurances can be given that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Bonds, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Bonds, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Appendix. The current “Rules” applicable to DTC are on file with the Securities and Exchange Commission and the current “Procedures” of DTC to be followed in dealing with DTC Participants are on file with DTC.

1. The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for each issue of the Securities, each in the aggregate principal amount of such issue, and will be deposited with DTC. If, however, the aggregate principal amount of any issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.

2. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned

subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org. *The information contained on this Internet site is not incorporated herein by reference.*

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as

possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

9. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

10. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

11. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.