

REDEVELOPMENT AGENCY OF

THE CITY OF SAN DIEGO

RESOLUTION NO. R-03048

ADOPTED ON OCTOBER 5, 1999

CENTRE CITY REDEVELOPMENT PROJECT PARKING REVENUE  
BONDS, SERIES 1999A.

WHEREAS, the Redevelopment Agency of The City of San Diego [the Agency] is a redevelopment agency, a public body, corporate and politic, duly created, established and authorized to transact business and exercise powers under and pursuant to the provisions of the Community Redevelopment Law of the State of California [the Law], including the power to issue bonds, notes and other obligations for any of its corporate purposes;

WHEREAS, a redevelopment plan [the Plan] for a redevelopment project known and designated as the "Centre City Redevelopment Project" [the Project Area] has been adopted and approved and all requirements of law for, and precedent to, the adoption and approval of the Plan have been duly complied with; and

WHEREAS, the Plan contemplates that the Agency will issue its bonds to finance and refinance a portion of the cost of such redevelopment, including the acquisition and construction of certain parking facilities [the Facilities] located within the Project Area; and

WHEREAS, pursuant to a project operating agreement [the Project Operating Agreement], dated as of November 1, 1999, between the Agency and The City of San Diego [the City], the City will operate, or cause to be operated, the Facilities for the benefit of the Agency; and

WHEREAS, in order to finance the Facilities, the Agency has determined to adopt this

Resolution to approve the issuance of the Bonds (as defined herein) in a principal amount not to exceed \$12,500,000; and

WHEREAS, all acts and proceedings required by law necessary to make the Bonds, when executed by the Agency, authenticated and delivered by the Trustee, and duly issued, the valid, binding and legal special obligations of the Agency have been done and taken, and the adoption and the execution, issuance and delivery of the Bonds have been in all respects duly authorized; NOW, THEREFORE,

BE IT RESOLVED, by the Redevelopment Agency of The City of San Diego, California, as follows:

1. Issuance of Bonds; Approval of Indenture. The Agency hereby authorizes the issuance of the Bonds under and pursuant to the Law, in the maximum principal amount of \$12,500,000. The Bonds shall be designated "Redevelopment Agency of The City of San Diego Centre City Redevelopment Project Parking Revenue Bonds, Series 1999A." The Bonds shall be issued pursuant to a Trust Indenture dated as of November 1, 1999 [the Indenture] by and between the Agency and U.S. Trust Company, N.A., as trustee named therein [the Trustee]. The Agency hereby approves the Indenture in the form presented to the Board at this meeting. The Chair, the Executive Director, the Deputy Executive Director (or their designated representatives) [the Authorized Officers] are each hereby authorized and directed to execute the Indenture, for and in the name and on behalf of the Agency, in such form, together with any additions thereto or changes therein deemed necessary or advisable by the Authorized Officer executing such document upon consultation with Bond Counsel, and the Secretary or Deputy Secretary is hereby authorized and directed to attest the final form of the Indenture for and in the name and on behalf of the Agency. The Agency hereby authorizes the delivery and performance by the Agency of the Indenture.

2. Approval of Project Operating Agreement. The proposed form of the Project Operating Agreement, as presented to this meeting, is hereby approved. The Authorized Officers, each acting alone, are hereby authorized and directed, for and on behalf of the Agency, to execute, acknowledge and deliver the Project Operating Agreement, in substantially the form presented to this meeting, with such changes therein as such Authorized Officer may require or approve, with the advice and approval of counsel to the Agency and upon consultation with Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof. The Agency hereby authorizes the delivery and performance by the Agency of the Project Operating Agreement.

3. Sale of Bonds. The Bonds shall be sold pursuant to a Purchase Contract [the Purchase Contract] among the Agency, the Public Facilities Financing Authority [the Authority] and Prudential Securities Incorporated, as representative of the underwriters [the Underwriter] consistent with the requirements of this Resolution. The Agency hereby approves the Purchase Contract in the form presented to the Board at this meeting. The Authorized Officers are each hereby authorized and directed to execute the Purchase Contract, for and in the name and on behalf of the Agency, in such form, together with any additions thereto or changes therein deemed necessary or advisable by the Authorized Officer executing such document upon consultation with Bond Counsel and counsel to the Agency (provided that no additions or changes shall authorize an aggregate principal amount of Bonds in excess of \$12,500,000, or result in a true interest cost thereon not to exceed six and one-half percent (6.5%) per annum, and with an aggregate underwriter's discount, exclusive of original issue discount, not to exceed 0.55% of the Bonds if the Bonds are insured, 0.77% of the Bonds if the Bonds are rated, and 0.95% of the Bonds if the Bonds are unrated. In addition, original issue discount shall not exceed one percent (1%) of the principal amount of the Bonds. The Agency hereby authorizes

the delivery and performance by the Agency of the Purchase Contract.

.....4.....Approval of Acquisition Agreement. The proposed form of the Acquisition Agreement, currently dated as of October 5, 1999, between the Agency and Ace Parking Management, Inc. [the Acquisition Agreement] as presented to this meeting, is hereby approved. The Authorized Officers, each acting alone, are hereby authorized and directed, for and on behalf of the Agency, to execute, acknowledge and deliver the Acquisition Agreement, in substantially the form presented to this meeting, with such changes therein as such Authorized Officer may require or approve, with the advice and approval of counsel to the Agency and upon consultation with Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof. The Agency hereby authorizes the delivery and performance by the Agency of the Acquisition Agreement.

.....5.....Approval of Official Statement. The Agency authorizes a Preliminary Official Statement and a final Official Statement of the Agency relating to the Bonds to be prepared by Underwriter's Counsel. The draft Preliminary Official Statement, in substantially the form presented hereto, is hereby approved. An Authorized Officer is hereby authorized and directed to execute, approve and deliver the final Official Statement with such changes, insertions and omissions as the officer or officers executing said document may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. An Authorized Officer is authorized, upon completion of the Preliminary Official Statement, to execute a certificate "deeming final" such Preliminary Official Statement, as required by Rule 15c2-12 of the Securities and Exchange Commission. When the form of said Preliminary Official Statement has been approved by an Authorized Officer, such Authorized Officer may authorize the distribution thereof, including the mailing by the Underwriter to prospective purchasers for the Bonds of copies of said Preliminary Official Statement. The cost of printing and mailing said

documents shall be borne by the Agency. The use and distribution of said Preliminary Official Statement and final Official Statement in connection with the sale of the Bonds is hereby ratified and approved.

.....6.....Approval of Continuing Disclosure Agreement. The proposed form of the Continuing Disclosure Agreement, dated as of November 1, 1999 [the Continuing Disclosure Agreement], relating to the Bonds, as presented to this meeting, is hereby approved. The Authorized Officers, each acting alone, are hereby authorized and directed, for an on behalf of the Agency, to execute, acknowledge and deliver the Continuing Disclosure Agreement, in substantially the form presented to this meeting, with such changes therein as such Authorized Officer may require or approve, with the advice and approval of counsel to the Agency and upon consultation with Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

.....Section 7.....Approval of Facilities. In connection with the issuance of the Bonds, the Agency hereby determines as follows:

.....(1)..... The Facilities are of benefit to the Project Area;

.....(2)..... No other reasonable means of financing the Facilities are available to the community; and

.....(3)..... The payment of funds for the acquisition of land and the cost of the Facilities will assist in the elimination of one or more blighting conditions inside the Project Area, and is consistent with the Implementation Plan adopted for the Project Area pursuant to Section 33490 of the Law.

.....Section 8.....Official Actions. The Authorized Officers are hereby authorized and directed, jointly and severally, to perform any and all actions and to execute and deliver any and all certificates, opinions and documents which they deem necessary and advisable in order to

consummate the issuance, sale and delivery of the Bonds and otherwise to effectuate the purposes of this Resolution and the transactions contemplated hereby and thereby, and any such actions previously taken by such Authorized Officers are hereby ratified and affirmed.

.....Section 9.....Budget Amendment. The Executive Director of the Agency, or Designee is authorized to amend the Fiscal Year 1999-2000 Budget by increasing the public Parking Project Budget by \$750,000.

.....Section 10.....Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

APPROVED: CASEY GWINN, General Counsel

By  
Douglas K. Humphreys  
Deputy General Counsel

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