

(ID-89-1)  
INDUSTRIAL DEVELOPMENT AUTHORITY OF  
THE CITY OF SAN DIEGO  
RESOLUTION NO. 14  
ADOPTED ON MAY 16, 1989

A RESOLUTION OF THE INDUSTRIAL DEVELOPMENT  
AUTHORITY OF THE CITY OF SAN DIEGO CONSENTING  
TO THE SALE OF THE J. TODD FIGI PROJECT IN  
COMPLIANCE WITH APPLICABLE BOND DOCUMENTS AND  
AUTHORIZING THE EXECUTION OF A CONSENT AND  
TRANSFER AGREEMENT

WHEREAS, the Industrial Development Authority of The City of San Diego (the "Authority") has on October 25, 1985, issued its \$4,200,000 Floating/Fixed Rate Demand Industrial Development Revenue Bonds, Series 1985 (J. Todd Figi Project) (the "Bonds") the proceeds of which were lent by the Authority to J. Todd Figi to finance the construction of a facility in San Diego for the purpose of manufacturing artwork and framing materials (the "Facility"); and

WHEREAS, J. Todd Figi has completed the construction of the Facility and now desires to sell that Facility and transfer the obligations for the repayment of the Bonds to Jaygee Realty Co. and EFBE Realty Co., each a New York general partnership (the "Assuming Party"); and

WHEREAS, the documents pursuant to which the Authority sold Bonds requires that the Authority consent to the assignment and sale of the Facility and the assumption by the Assuming Party of the repayment obligations thereunder; and

WHEREAS, the Bonds would continue to be secured by letters of credit offered by Bank of America National Trust and Savings Association and The Dai-Ichi Kangyo Bank, Limited, Los Angeles Agency (collectively, the "Banks"); and

WHEREAS, the Banks will consent to the transfer of J. Todd Figi's obligations on the reimbursement agreement supporting such letters of credit to the Assuming Party; NOW, THEREFORE,

BE IT RESOLVED, by the Board of Directors of the Industrial Development Authority of The City of San Diego, as follows:

Section 1. The Authority hereby consents to the assignment of rights and remedies from J. Todd Figi to the Assuming Party as set forth in the Consent attached hereto. The consent of the Authority is intended to satisfy the requirements of the Loan Agreement, dated as of October 1, 1985, between the Authority and J. Todd Figi, and the Indenture of Trust, dated as of October 1, 1985, by and between the Authority and Security Pacific National Bank, as Trustee (the "Trustee").

Section 2. The Authority hereby authorizes the execution and delivery by its Chairman of the Consent and Transfer and Assumption Agreement, dated as of January 1, 1989, among the Assuming Party, J. Todd Figi, Figi Graphics, Inc., The Dai-Ichi Kangyo Bank, Limited, Los Angeles Agency, Bank of America National Trust and Savings Association, the Authority and the Trustee, and such other certificates and other documents as may be necessary in connection therewith.

Section 3. This resolution shall take effect immediately upon its passage.

APPROVED: JOHN W. WITT, General Counsel

By

Harold O. Valderhaug

Deputy Counsel

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