

REDEVELOPMENT AGENCY OF

THE CITY OF SAN DIEGO

RESOLUTION NO. R- 04345

DATE OF FINAL PASSAGE OCT 30 2008

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF  
THE CITY OF SAN DIEGO AUTHORIZING THE EXECUTION  
OF A FIRST AMENDMENT TO CREDIT AGREEMENT WITH  
BANK OF AMERICA, N.A. FOR THE NORTH PARK  
REDEVELOPMENT PROJECT

WHEREAS, the Redevelopment Agency of the City of San Diego [Agency] is a redevelopment agency duly created, established and authorized to transact business and exercise its powers, all under and pursuant to the Community Redevelopment Law, being Section 33000 and following of the Health and Safety Code of the State of California, and the powers of the Agency include the power to borrow money from private lending institutions for any of its corporate purposes; and

WHEREAS, the City Council of the City of San Diego has heretofore adopted Ordinance No. 0-18386, approving a Redevelopment Plan for a redevelopment project known as the North Park Redevelopment Project [North Park Project]; and

WHEREAS, the Agency has heretofore issued its North Park Redevelopment 2003 Tax Allocation Bonds [2003 Bonds], and its North Park Redevelopment Project Tax Allocation Bonds, Series 2000 [2000 Bonds] and together with the 2003 Bonds, referred to as the [North Park Bonds], which North Park Bonds are secured by a pledge of certain tax increment revenues from the North Park Redevelopment Project [North Park Tax Increment]; and

WHEREAS, proceeds of the North Park Bonds were used to finance and refinance certain redevelopment activities relating to the North Park Theatre Project [North Park Theatre

Project] pursuant to a Disposition and Development Agreement dated May 1, 2002, as amended, between the Agency and North Park Theatre LLC and a six-level parking structure [North Park Parking Project] pursuant to a Disposition and Development Agreement dated February 12, 2004 between the Agency and Bud Fisher; and

WHEREAS, the Agency has heretofore entered into a Credit Agreement [Credit Agreement] with Bank of America, N.A. [Bank], pursuant to which the Agency has borrowed \$8,530,333 [Bank Loan]; and

WHEREAS, the Credit Agreement expires and the Bank Loan becomes due in full on November 1, 2008; and

WHEREAS, the Agency and the Bank mutually desire to amend the Credit Agreement pursuant to a First Amendment to Credit Agreement [First Amendment to Credit Agreement] to limit the Bank Loan to an amount equal to \$8,530,333, to extend the expiration date of the Bank Loan for 9 months and to make other modifications thereto; and

WHEREAS, a portion of the Bank Loan was made on a tax-exempt basis to finance and refinance qualifying expenditures relating to the North Park Theatre Project and the North Park Parking Project and the remaining portion of the Bank Loan was made on a taxable basis; and

WHEREAS, the Bank Loan is secured by and will be repaid from the North Park Tax Increment on a subordinate basis to the pledge of the North Park Tax Increment to repayment of the North Park Bonds; and

WHEREAS, there has been presented to this meeting a form of the First Amendment to the Credit Agreement; NOW, THEREFORE,

BE IT RESOLVED, the Redevelopment Agency of the City of San Diego hereby finds, determines, resolves and orders as follows:


Section 1. First Amendment to Credit Agreement. The form of the First Amendment to Credit Agreement between the Agency and Bank of America, N.A., presented at this meeting is hereby approved and the Chair, the Executive Director, the Assistant Executive Director, or Deputy Executive Director (each being a "Designated Officer"), is and each of them are hereby authorized and directed, for and in the name of and on behalf of the Agency, to execute, acknowledge and deliver the First Amendment to Credit Agreement in substantially the form presented at this meeting with such changes therein as the Designated Officer executing the same may approve upon consultation with Agency Counsel, the Agency's Financial Advisor and Bond Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 2. Approval of Bank Loan Extension. The extension of the Bank Loan under the First Amendment of Credit Agreement in an amount of \$8,530,333 and to be repaid in the manner and on the terms set forth in the First Amendment to Credit Agreement in order to refinance monies loaned to finance portions of the North Park Theatre Project and the North Park Parking Project is hereby authorized and approved.

Section 3. Other Acts. The Designated Officers and the Agency Secretary are hereby authorized and directed, jointly and severally, to do any and all things to execute and deliver any and all documents which in consultation with the Financial Advisor, Bond Counsel and the Agency Counsel, they may deem necessary or advisable in order to enter into the Bank Loan and the First Amendment to Credit Agreement, or otherwise effectuate the purposes of this

Resolution, and any and all such actions previously taken by such officers or staff members are hereby ratified and confirmed.

APPROVED: MICHAEL J. AGUIRRE, General Counsel

By   
Lourdes M. Epley  
Deputy General Counsel

LME:jdf  
10/22/08  
Or.Dept:RA  
RA-2009-37  
Companion to R-2009-509

I hereby certify that the foregoing Resolution was passed by the Redevelopment Agency of the City of San Diego, at its meeting of OCT 28 2008.

REDEVELOPMENT AGENCY

By   
Jeannette Santos, Deputy Secretary

Approved: 10-30-08  
(date)

  
JERRY SANDERS, Executive Director

Vetoed: \_\_\_\_\_  
(date)

\_\_\_\_\_  
JERRY SANDERS, Executive Director

The City of San Diego  
CERTIFICATE OF CITY AUDITOR AND COMPTROLLER

CERTIFICATE OF UNALLOTTED BALANCE

AC 2900330  
ORIGINATING DEPT. NO.: 10275

I HEREBY CERTIFY that the money required for the allotment of funds for the purpose set forth in the foregoing resolution is available in the Treasury, or is anticipated to come into the Treasury, and is otherwise unallotted.

Amount: \$16,000.00 Fund: 98300

Purpose: Authorizing the expenditure of funds for bond counsel and bank attorney fees associated with the amendment to the agreement with Bank of America for the North Park line of credit.

Date: October 23, 2008 By: [Signature]

AUDITOR AND COMPTROLLER'S DEPARTMENT

ACCOUNTING DATA										
ACCTG. LINE	CY PY	FUND	DEPT	ORG.	ACCOUNT	JOB ORDER	OPERATION ACCOUNT	BENF/ EQUIP	FACILITY	AMOUNT
1	0	98300	98304	2001	4141	2001				\$16,000.00
TOTAL AMOUNT										\$16,000.00

FUND OVERRIDE

CERTIFICATION OF UNENCUMBERED BALANCE

I HEREBY CERTIFY that the indebtedness and obligation to be incurred by the contract or agreement authorized by the hereto attached resolution, can be incurred without the violation of any of the provisions of the Charter of the City of San Diego; and I do hereby further certify, in conformity with the requirements of the Charter of the City of San Diego, that sufficient moneys have been appropriated for the purpose of said contract, that sufficient moneys to meet the obligations of said contract are actually in the Treasury, or are anticipated to come into the Treasury, to the credit of the appropriation from which the same are to be drawn, and that the said money now actually in the Treasury, together with the moneys anticipated to come into the Treasury, to the credit of said appropriation, are otherwise unencumbered.

Not to Exceed: \_\_\_\_\_

Vendor: \_\_\_\_\_

Purpose: \_\_\_\_\_

Date: \_\_\_\_\_ By: \_\_\_\_\_

AUDITOR AND COMPTROLLER'S DEPARTMENT

ACCOUNTING DATA										
ACCTG. LINE	CY PY	FUND	DEPT	ORG.	ACCOUNT	JOB ORDER	OPERATION ACCOUNT	BENF/ EQUIP	FACILITY	AMOUNT
TOTAL AMOUNT										

FUND OVERRIDE

Passed by the Redevelopment Agency of The City of San Diego on OCT 28 2008, by the following vote:

Agency Members	Yeas	Nays	Not Present	Ineligible
Scott Peters	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Faulconer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Toni Atkins	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Young	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brian Maienschein	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Madaffer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ben Hueso	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date of final passage OCT 30 2008

AUTHENTICATED BY:

JERRY SANDERS  
Executive Director of The City of San Diego, California.

ELIZABETH S. MALAND  
Secretary of The City of San Diego, California.

(Seal)

By , Deputy

Office of the Redevelopment Agency, San Diego, California

Resolution Number R 04345