

(HA-96-39)
HOUSING AUTHORITY OF
THE CITY OF SAN DIEGO
RESOLUTION NO. 00828
ADOPTED ON JANUARY 30, 1996

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MULTIFAMILY REVENUE REFUNDING BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$40,000,000 FOR THE PURPOSE OF REFUNDING OUTSTANDING BONDS OF THE AUTHORITY ISSUED FOR THE MIRADA AT LA JOLLA COLONY APARTMENTS PROJECT, DETERMINING AND PRESCRIBING CERTAIN MATTERS RELATED THERETO, AND AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND RELATED AGREEMENTS AND ACTIONS.

WHEREAS, pursuant to Chapter 1 of Part 2 of Division 24 of the Health and Safety Code of the State of California, as amended (the "Act") and resolutions duly adopted by the Housing Authority of the City of San Diego (the "Authority"), the Authority, on July 23, 1985, issued its Housing Authority of the City of San Diego Multifamily Housing Revenue Bonds, 1985 Issue F (Mirada at La Jolla Colony Apartments) (the "Prior Bonds"), in an aggregate principal amount of \$36,800,000; and

WHEREAS, the proceeds of the Prior Bonds were used to make a loan (the "Original Loan") to Crow Mublen La Jolla Partners, Ltd., a California limited partnership (the "Prior Developer") in order to provide the construction and permanent financing for a multifamily rental housing development known as Mirada at La Jolla Colony Apartments in the City of San Diego, California (the "Development"); and

WHEREAS, the Prior Developer has defaulted under the terms of the Original Loan, and the Prior Bonds are in default by reason of, among other things, the failure to pay interest thereon when due; and

WHEREAS, the Authority desires to issue up to \$35,600,000 principal amount of the Housing Authority of the City of San Diego Multifamily Housing Revenue Refunding Bonds (Mirada at La Jolla Colony Apartments Project) Series 1996 A (the "Series A Bonds") and up to \$4,400,000 principal amount of the Housing Authority of the City of San Diego Multifamily Housing Revenue Refunding Bonds (Mirada at La Jolla Colony Apartments Project) Series 1996 B (the "Series B Bonds" and, together with the Series A Bonds, the "Bonds") and to make a loan of the proceeds thereof (the "Loan") to Consolidated Apartment Ventures, L.P., a Delaware limited partnership, as successor owner of the Project

(together with its successors and assigns, the "Developer"), for the purpose of refunding the Prior Bonds; and

WHEREAS, there have been prepared and presented to the Board of Commissioners for consideration at this meeting the following documents:

(1) The form of Trust Indenture (the "Indenture"), by and between the Authority and Bankers Trust Company of California, N.A., as trustee (the "Trustee"), including the form of Bond;

(2) The form of Financing Agreement (the "Financing Agreement"), by and between the Authority and the Developer; and

(3) The form of Amended and Restated Regulatory Agreement (the "Regulatory Agreement"), by and among the Authority, the Trustee and the Developer; and

WHEREAS, it appears that each of the documents and instruments above referred to which is now before this meeting is in appropriate form and is an appropriate instrument to be executed and delivered for the purposes intended; NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Housing Authority of the City of San Diego, as follows:

Section 1. Finding and Determination. It is hereby found and determined that it is necessary and desirable for the Authority to provide for the refunding of the Prior Bonds and the refinancing of the Project through the issuance and sale of the Bonds in order to assist persons of low or moderate income in San Diego, California, in obtaining decent, safe and sanitary housing and by achieving certain other public purposes.

Section 2. Authorization of Bonds. For the purpose of refunding the Prior Bonds and refinancing the Project, the Authority hereby determines to issue the Series A Bonds in a principal amount not to exceed \$35,600,000 and the Series B Bonds in a principal amount not to exceed \$4,400,000. The Bonds shall bear such rate(s) of interest and shall mature on such date(s) as provided in the Indenture. The Bonds shall be in substantially the form set forth in the Indenture, with such appropriate variations, omissions, insertions and provisions as are required or permitted by the Indenture. The Bonds shall be limited obligations of the Authority and shall be payable as to principal and interest, and the obligations of the Authority under the Indenture shall be paid and satisfied, solely from the revenues, receipts and other moneys pledged therefor under the Indenture.

Section 3. Execution and Delivery of the Bonds. The Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of the Chairman or Vice Chairman, and the official seal of the Authority, or a facsimile thereof, shall be impressed or imprinted thereon and attested with the manual or facsimile signature of the Secretary or a deputy Secretary.

Section 4. Approval of Indenture. To provide for the terms of the Bonds, and to prescribe the terms and conditions upon which they are to

be issued, secured, executed, authenticated and held and upon which the Loan is to be made, the Chairman, the Vice Chairman, the Executive Director and the Secretary or a deputy Secretary, or the designee of any such officer (such officer and any of his or her respective designees are hereinafter referred to as the "Designated Officers") are each hereby authorized to execute and deliver the Indenture, a copy of which is on file in the office of the Executive Director as Document No. 00619, in substantially the form presented to this meeting and with such changes as may be approved by the Designated Officers executing the same, upon consultation with the General Counsel to the Authority, their execution thereof to constitute conclusive evidence of their approval of all changes from the form of Indenture presented to this meeting, which form of Indenture is hereby in all respects approved and incorporated by reference and made a part hereof.

Section 5. Approval of Financing Agreement. To provide for the terms of the Loan, and the duties and obligations of the Developer, the Trustee and the Authority relating to the Loan, the Designated Officers are each hereby authorized to execute and deliver the Financing Agreement, a copy of which is on file in the office of the Executive Director as Document No. 00620, in substantially the form presented to this meeting and with such changes as may be approved by the Designated Officers executing the same, upon consultation with the General Counsel to the Authority, their execution thereof to constitute conclusive evidence of their approval of all changes from the form of Financing Agreement presented to this meeting, which form of Financing Agreement is hereby in all respects approved and incorporated by reference and made a part hereof.

Section 6. Approval of Regulatory Agreement. To evidence the requirements of the Act and the Internal Revenue Code with respect to the Bonds and the Project, the Designated Officers are each hereby authorized to execute and deliver the Regulatory Agreement, a copy of which is on file in the office of the Executive Director as Document No. 00621, in substantially the form presented to this meeting and with such changes as may be approved by the Designated Officers executing the same, upon consultation with the General Counsel to the Authority, their execution thereof to constitute conclusive evidence of their approval of all changes from the form of Regulatory Agreement presented to this meeting, which form of Regulatory Agreement is hereby in all respects approved and incorporated by reference and made a part hereof.

Section 7. Actions Ratified and Authorized. All actions heretofore taken by the officers and agents of the Authority with respect to the issuance and sale of the Bonds are hereby approved, confirmed and ratified, and the Designated Officers are each hereby authorized, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited

to those described in any of the documents approved hereby, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds, the making and administration of the Loan in accordance with the Act and this resolution.

Section 8. Further Consents, Approvals and Other Actions. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this resolution, including without limitation any of the foregoing which may be necessary or desirable in connection with any amendment of such documents, any substitution of security for the Bonds or any redemption of the Bonds, may be taken or given by the Chairman, the Vice Chairman or the Executive Director of the Authority without further authorization by the Board of Commissioners, and the Chairman, the Vice Chairman and the Executive Director are hereby authorized and directed to give any such consent, approval, notice, order or request and to take any such action which such officer may deem necessary or desirable to further the purposes of this resolution.

Section 9. Conflicting Resolutions Repealed. All resolutions or parts thereto in conflict herewith are, to the extent of such conflict, hereby repealed.

Section 10. Severability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any remaining provisions of this resolution.

Section 11. Effective Date. This resolution shall take effect immediately upon its adoption.

APPROVED: JOHN W. WITT, General Counsel

By

Harold O. Valderhaug
Chief Deputy Counsel

HOV:ps

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Or.Dept:Hsg.Comm.

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