

(HA-96-8)
HOUSING AUTHORITY OF
THE CITY OF SAN DIEGO
RESOLUTION NO. 00796
ADOPTED ON OCTOBER 3, 1995

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST SUPPLEMENTAL INDENTURE, A LOAN AGREEMENT AMENDMENT, A REMARKETING AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH A SUBSTITUTION OF A NEW LETTER OF CREDIT TO SECURE THE HOUSING AUTHORITY OF THE CITY OF SAN DIEGO VARIABLE RATE MULTIFAMILY REVENUE DEMAND BONDS (MARKET STREET SQUARE APARTMENTS PROJECT), 1985 ISSUE G, AND APPROVING AND AUTHORIZING RELATED DOCUMENTS, ACTIONS AND MATTERS

WHEREAS, pursuant to Chapter 1 of Part 2 of Division 24 of the Health and Safety Code of the State of California and an Indenture dated as of November 1, 1985 (the "Indenture"), by and between the Housing Authority of the City of San Diego (the "Authority") and Seattle-First National Bank, as trustee, the Authority has previously issued \$8,600,000 aggregate principal of its Variable Rate Multifamily Revenue Demand Bonds (Market Street Square Apartments Project), 1985 Issue G (the "Bonds"); and

WHEREAS, pursuant to a Loan Agreement dated as of November 1, 1985 (the "Loan Agreement"), by and between the Authority and Market Street Square, a California Limited Partnership (the "Developer"), proceeds of the Bonds were loaned to the Developer to finance a multifamily rental housing development known as Market Street Square Apartments; and

WHEREAS, payment of the principal of, interest on and purchase price of the Bonds is currently secured by a letter of credit issued by Barclays Bank PLC, New York Branch (the "Existing Letter of Credit") which expires on November 1, 1995; and

WHEREAS, the Developer has arranged for a new letter of credit (the "New Letter of Credit") to be issued by Bank of America National Trust and Savings Association (the "New Credit Bank") to replace the Existing Letter of Credit; and

WHEREAS, in connection with the provision of the New Letter of Credit, the Developer has requested certain amendments to the Indenture and the Loan Agreement in order to accommodate the New Letter of Credit

and certain requests made by the New Credit Bank and to permit the appointment of Newman and Associates, Inc. as remarketing agent for the Bonds; and

WHEREAS, the Board of Commissioners of the Authority has determined to approve such requested amendments; and

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

- (1) a First Supplemental Indenture;
- (2) a Loan Agreement Amendment;
- (3) a Remarketing Agreement; and
- (4) a Remarketing Statement; and

WHEREAS, it appears that each of the foregoing documents and instruments which are 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. Approval of First Supplemental Indenture. The Chairman, the Vice Chairman, the Executive Director and the Secretary or a deputy thereof, 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 First Supplemental Indenture, a copy of which is on file in the office of the Executive Director as Document No. 00609, 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, the approval of such changes to be evidenced conclusively by the execution and delivery of the First Supplemental Indenture.

Section 2. Approval of Loan Agreement Amendment. The Designated Officers are each hereby authorized to execute and deliver the Loan Agreement Amendment, a copy of which is on file in the office of the Executive Director as Document No. 00610, 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, the approval of such changes to be evidenced conclusively by the execution and delivery of the Loan Agreement Amendment.

Section 3. Approval of Remarketing Agreement. The Designated Officers are each hereby authorized to execute and deliver the Remarketing Agreement, a copy of which is on file in the office of the Executive Director as Document No. 00611, 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, the approval of such changes to be

evidenced conclusively by the execution and delivery of the Remarketing Agreement.

Section 4. Approval of Remarketing Statement. The Designated Officers are each hereby authorized to execute and deliver the Remarketing Statement, a copy of which is on file in the office of the Executive Director as Document No. 00612, in substantially the form presented to this meeting and with such changes as may be approved by the Designated Officer executing the same, upon consultation with the General Counsel to the Authority, the approval of such changes to be evidenced conclusively by the execution and delivery of the Remarketing Statement.

Section 5. Actions Ratified and Authorized. All actions heretofore taken by the officers and agents of the Authority with respect to the substitution of the New Letter of Credit for the Existing Letter of Credit and the remarketing of the Bonds in connection therewith 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 documents which they, or any of them, may deem necessary or advisable in order to complete the substitution of the New Letter of Credit for the Existing Letter of Credit and the remarketing of the Bonds in connection therewith.

Section 6. Further Actions. All further consents, approvals, notices, orders, requests, powers of appointment and other actions permitted or required by the Indenture or the Loan Agreement or any related documents, or which may be necessary or desirable in connection with any further amendment of such documents to provide for additional security for the Bonds or for substitution of credit enhancement for the Bonds, may be given, taken or approved by the Executive Director of the Authority or his or her designee without further authorization by this Board of Commissioners, and the Executive Director or his or her designee is 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, the Indenture, the Loan Agreement and any related documents.

Section 7. Conflicting Resolutions Repealed. All resolutions or parts thereof in conflict herewith are, to the extent of such conflict, hereby repealed.

Section 8. 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 sections, paragraphs or provisions of this resolution.

Section 9. This resolution shall take effect immediately upon its adoption.

APPROVED: JOHN W. WITT, General Counsel

By

Harold O. Valderhaug

Deputy Counsel

HOV:ps

09/15/95

Or.Dept:Hsg.Comm.

HA-96-8

Form=ha.t