

(RA-96-115)

REDEVELOPMENT AGENCY OF

THE CITY OF SAN DIEGO

RESOLUTION NO. 2643

ADOPTED ON APRIL 16, 1996

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO APPROVING THE ISSUANCE OF THE HORTON PLAZA REDEVELOPMENT PROJECT, TAX ALLOCATION REFUNDING BONDS, SERIES 1996, A TRUST INDENTURE, AN ESCROW AGREEMENT, AN OFFICIAL STATEMENT AND A PURCHASE CONTRACT, AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO SET THE FINAL TERMS OF THE SALE OF THE BONDS APPROVING IN THE ALTERNATIVE THE ISSUANCE OF THE BONDS IN TWO SERIES, APPROVING THE PAYMENT OF COSTS OF ISSUING THE BONDS AND MAKING CERTAIN DETERMINATIONS RELATING THERETO.

WHEREAS, the Redevelopment Agency of The City of San Diego (the "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 issue bonds for any of its corporate purposes; and

WHEREAS, a redevelopment plan, for a redevelopment project known as the Horton Plaza Project (the "Project"), has been adopted and approved and all requirements of law for, and precedent to, the adoption and approval of said plan have been duly complied with; and

WHEREAS, pursuant to Resolution No. 1621, the Agency issued \$11,635,000 aggregate principal amount of Horton Plaza Project Tax Allocation Refunding Bonds, Series 1988 (the "Prior Bonds") of which \$9,245,000 aggregate principal amount remaining outstanding; and

WHEREAS, the Agency proposes to issue not to exceed \$22,800,000 principal amount of its Horton Plaza Redevelopment Project, Tax Allocation Refunding Bonds, Series 1996 (the "Bonds"), which Bonds may be issued in two series, with one series subordinate to the other, the proceeds of which will be used to refund and defease the Prior Bonds to repay certain loan obligations owed by the Agency to the City (the "City Loan") to fund a reserve account for the Bank and to pay the costs of issuing the Bonds; and

WHEREAS, there has been presented at this meeting a form of Trust Indenture providing for the issuance of the Bonds; and

WHEREAS, there has been presented to this meeting a form of preliminary official statement relating to the Bonds and a purchase contract between the Agency and Grigsby Brandford & Co., Inc. (the "Underwriter") pursuant to which the Underwriter has offered to purchase the Bonds from the Agency, all on the terms and conditions set forth therein; and

WHEREAS, the Agency is authorized to sell the Bonds on a negotiated basis pursuant to Articles 10 and 11 of Chapter 3 of Division 2 of Title 5 of the California Government Code; and

WHEREAS, on April 16, 1996, the Agency held a public hearing on the proposed issuance of the Bonds as required under the Internal Revenue Code of 1986, as amended, following published notice of such hearing; NOW, THEREFORE,

BE IT RESOLVED, DETERMINED AND ORDERED by the Agency, as follows:

SECTION 1. Approval of Issuance of Bonds. The issuance of not to exceed \$22,800,000 principal amount Redevelopment Agency of the City of San Diego Horton Plaza Redevelopment Project, Tax Allocation Refunding Bonds, Series 1996, in order to refund and defease the Prior Bonds and repay a portion of the City Loan and is hereby authorized and approved. This approval is with the understanding that the Bonds may be issued, with the approval of an Authorized Officer (as defined below), in two series with one series subordinate to the other.

SECTION 2. Trust Indenture. The form of Trust Indenture by

and between the Agency and U.S. Trust Company of California, N.A., as trustee (the "Indenture"), presented at this meeting is hereby approved and the Chair or any other member of the Agency or the Executive Director or his designee (collectively, the "Authorized Officers") and the Secretary are hereby authorized and directed, for and in the name of and on behalf of the Agency, to execute, acknowledge and deliver said Indenture in substantially the form presented at this meeting with such insubstantial changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 3. Appointment of Trustee. U.S. Trust Company of California N.A. is hereby appointed as Trustee pursuant to the Indenture, to take any and all action provided for therein to be taken by the Trustee.

SECTION 4. Official Statement. The form of preliminary official statement relating to the Bonds and presented to this meeting is hereby approved. The preparation of a final official statement relating to the Bonds is hereby approved and an Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver a final official statement containing such changes from the preliminary official statement as may be approved by an Authorized Officer and the distribution of such preliminary and final official statements in connection with the sale of the Bonds is hereby authorized. An Authorized Officer is also authorized and directed to deem the preliminary official statement final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 (the "Rule"), omitting only such information as is permitted under such Rule, and to execute an appropriate certificate stating the Agency's determination that the preliminary official statement has been deemed final within the meaning of such Rule.

SECTION 5. Form of Bonds. The form of the Bonds as set forth in the Indenture as presented to this meeting is hereby approved and the Chair and Secretary are hereby authorized and directed to execute by manual or facsimile signature, in the name and on behalf of the Agency and under its seal, such Bonds in either temporary and/or definitive form in the aggregate principal amount set forth in the Indenture and all in accordance with the terms and provisions of the Indenture.

SECTION 6. Purchase Contract. The form of Purchase Contract (the "Purchase Contract") as presented to this meeting between the Agency and the Underwriter and the sale of the Bonds pursuant thereto upon the terms and conditions set forth therein is hereby approved, and subject to such approval and

subject to the provisions of Section 7 hereof, an Authorized Officer is hereby authorized and directed to evidence the Agency's acceptance of the offer made by the Purchase Contract by executing and delivering the Purchase Contract in said form with such changes therein as the officers executing the same may approve and such matters as are authorized by Section 7 hereof, such approval to be conclusively evidenced by the execution and deliver thereof.

SECTION 7. An Authorized Officer Authorized to Establish Final Terms of Sale of Bonds. An Authorized Officer, based on such advice of staff as he may deem necessary, is hereby authorized and directed to act on behalf of the Agency to establish and determine (a) the final principal amount of the various maturities of the Bonds, which amount shall not exceed \$22,800,000 in the aggregate for the Bonds; (b) the true interest cost to the Agency on all of the Bonds shall not exceed 7% on various maturities of the Bonds, (c) the Underwriter's discount for the purchase of the Bonds, which amount shall not exceed .727% of the principal amount of the Bonds; and (d) whether to issue the Bonds in two series, with one series subordinate to the other. In the event of such determination to issue in two series, the Authorized Officers are authorized to execute all documents necessary to accomplish such issuance, including a subordinate indenture and a revised Official Statement reflecting such structure.

SECTION 8. Escrow Agreement. The form of Escrow Agreement by and between the Agency and First Trust California, as escrow bank (the "Escrow Agreement"), presented at this meeting is hereby approved and an Authorized Officer and the Secretary are hereby authorized and directed, for and in the name of and on behalf of the Agency, to execute, acknowledge and deliver said Escrow Agreement in substantially the form presented at this meeting with such insubstantial changes therein as the officers executing the same may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 9. Filing of CDAC Notice. The Agency hereby approves the filing by bond counsel of a notice of the Agency's intent to sell the Bonds with the California Debt Advisory Commission pursuant to Section 8855 of the California Government Code.

SECTION 10. Other Acts. The officers and staff of the Agency are hereby authorized and directed, jointly and severally, to do any and all things (including, but not limited to, obtaining a policy or policies of municipal bond insurance and/or a rating from a national rating agency with respect to the Bonds), to execute and deliver any and all documents,

including an ongoing disclosure agreement, which in consultation with staff and bond counsel, they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds, or otherwise to effectuate the refunding of the Prior Bonds 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.

SECTION 11. Effective Date. This Resolution shall take effect upon adoption.

APPROVED: JOHN W. WITT, General Counsel

By
Allisyn L. Thomas
Deputy Counsel

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Aud.Cert:N/A
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