

(HA-97-4)

HOUSING AUTHORITY OF

THE CITY OF SAN DIEGO

RESOLUTION NO. 00862

ADOPTED ON JULY 30, 1996

A RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MULTIFAMILY HOUSING REVENUE REFUNDING BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$6,000,000 FOR THE PURPOSE OF REFUNDING OUTSTANDING BONDS OF THE AUTHORITY ISSUED FOR THE CREEKSIDE VILLAGE 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 "Housing Bond Act"), the Housing Authority of The City of San Diego (the "Authority") on November 2, 1989, issued its Housing Authority of The City of San Diego Multifamily Mortgage Revenue Bonds, 1989 Issue B (Creekside Village Apartments Project) (the "Prior Bonds"), in an aggregate principal amount of \$6,000,000; and

WHEREAS, the proceeds of the Prior Bonds were used to make a loan (the "Original Loan") to WKB Partnership, a California general partnership (the "Prior Developer") in order to provide

the construction and permanent financing for a multifamily rental housing development known as Creekside Village Apartments in the City of San Diego, California (the "Project"); and

WHEREAS, the Authority desires to issue up to \$6,000,000 principal amount of the Housing Authority of The City of San Diego Multifamily Housing Revenue Refunding Bonds (Creekside Village Apartments Project), Issue 1996 (the "Bonds") and to make a loan of the proceeds thereof (the "Loan") to Creekside Villa Apartments, Ltd., a California limited partnership, as successor owner of the Project (together with its successors and assignees, the "Developer"), for the purpose of refunding the Prior Bonds; and

WHEREAS, Chapter 3 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California (the "Refunding Law"), provides a complete, additional and alternative method for such refunding; and

WHEREAS, Newman and Associates, Inc. (the "Underwriter"), has expressed its intention to purchase the refunding bonds authorized hereby, and the Board finds that the public interest and necessity require that the Authority at this time make arrangements for the sale of such refunding 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 First Trust of California, National Association, as trustee (the "Trustee"), including the form of Bond;

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

(3)The form of Preliminary Official Statement relating to the Bonds (the "Preliminary Official Statement");

(4)The form of Bond Purchase Contract (the "Bond Purchase Contract"), by and between the Authority, the Developer and the Underwriter;

(5)The form of Remarketing Agreement (the "Remarketing Agreement"), by and between the Authority, the Developer and the Remarketing Agent (as hereinafter defined); and

(6)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 within the City of San Diego in obtaining decent, safe and sanitary housing and to achieve certain other public purposes; and

Section 2. Authorization of Bonds. For the purpose of refunding the Prior Bonds and refinancing the Project, the Authority hereby determines to issue the Bonds in a principal amount not to exceed \$6,000,000. 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. _____, 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 Loan 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 Loan Agreement, a copy of which is on file in the office of the Executive Director as Document No. , 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 Loan Agreement presented to this meeting, which form of Loan Agreement is hereby in all respect approved.

Section 6. Approval of Preliminary Official Statement. The form of preliminary official statement relating to the Bonds, to be used in connection with the offer and sale of the Bonds, in substantially the form presented to the Board, a copy of which is on file in the office of the Executive Director as Document No. , is hereby approved, and the Board hereby ratifies and approves distribution of the Preliminary Official Statement to prospective purchasers of the Bonds. Any Designated Officer is hereby authorized to execute, at the time of sale of the Bonds, said form of Preliminary Official Statement as the final Official Statement (the "Official Statement"), with such additions thereto or changes therein as such Designated Officer may approve or recommend.

Section 7. Approval of Bond Purchase Contract. The Authority is hereby authorized to sell the Bonds to the Underwriter pursuant to the terms and conditions of the Bond Purchase Contract, between the Authority, the Developer and the Underwriter, in substantially the form presented to the Board, a copy of which is on file in the office of the Executive Director as Document No. , and such Bond Purchase Contract is hereby approved. Any Designated Officer is hereby authorized to execute, and the Secretary of the Authority is hereby authorized to affix and attest the seal of the Authority on, the Bond Purchase Contract, in substantially said form, with such additions thereto or changes therein as such Designated Officer may approve or recommend.

Section 8. Approval of Remarketing Agreement. The Authority is hereby authorized to sell the Bonds to the Underwriter pursuant to the terms and conditions of the

Remarketing Agreement, between the Authority, the Developer and the remarketing agent therein identified (the "Remarketing Agent"), in substantially the form presented to the Board, a copy of which is on file in the office of the Executive Director as Document No. , and such Remarketing Agreement is hereby approved. Any Designated Officer is hereby authorized to execute, and the Secretary of the Authority is hereby authorized to affix and attest the seal of the Authority on, the Remarketing Agreement, in substantially said form, with such additions thereto or changes therein as such Designated Officer may approve or recommend.

Section 9. 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. , 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.

Section 10. 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 (including an intercreditor agreement and a tender agreement) 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 11. 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 12. Conflicting Resolutions Repealed. All resolutions or parts thereto in conflict herewith are, to the extent of such conflict, hereby repealed.

Section 13. 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 14. Effective Date. This resolution shall take effect immediately upon its adoption.

APPROVED: JOHN W. WITT, General Counsel

By

Harold O. Valderhaug
Deputy Counsel

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Or.Dept:Hsg.Comm.
Aud.Cert:N/A
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