

(HA-98-32)

HOUSING AUTHORITY OF

THE CITY OF SAN DIEGO

RESOLUTION NO. 00949

ADOPTED ON APRIL 7, 1998

A RESOLUTION AUTHORIZING THE ISSUANCE OF MULTIFAMILY HOUSING REVENUE BONDS ("BONDS") IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$4,700,000 FOR THE PURPOSE OF FINANCING THIS ACQUISITION AND REHABILITATION OF A MULTIFAMILY RENTAL HOUSING PROJECT; APPROVING AND AUTHORIZING THE EXECUTION OF AN INDENTURE PROVIDING THE TERMS OF THE BONDS; APPROVING AND AUTHORIZING THE EXECUTION OF A LOAN AGREEMENT PROVIDING THE TERMS AND CONDITIONS FOR THE LOAN OF BOND PROCEEDS TO THE BORROWER NAMED THEREIN; APPROVING AND AUTHORIZING THE EXECUTION OF A REGULATORY AGREEMENT; APPROVING AND AUTHORIZING THE EXECUTION OF THE BOND PURCHASE CONTRACT PROVIDING THE TERMS AND CONDITIONS FOR THE SALE OF THE BONDS; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF ANY DOCUMENT NECESSARY TO IMPLEMENT THIS RESOLUTION; RATIFYING AND APPROVING ANY ACTION HERETOFORE TAKEN IN CONNECTION WITH THE BONDS; AND RELATED MATTERS.

WHEREAS, the Housing Authority of the City of San Diego (the "Authority") desires to assist in financing the acquisition and rehabilitation of a 145-unit multifamily rental housing development known as Mountain View Estates (the "Project"), in furtherance of the policies and public purposes of the Authority; and

WHEREAS, pursuant to Section 34312.3 of the California Health and Safety Code (the "Housing Law"), the Authority is authorized to issue revenue bonds for the purpose of financing the acquisition, construction, rehabilitation, refinancing or development of multifamily rental housing; and

WHEREAS, San Diego Community Housing Corporation, a 501(c)(3) nonprofit corporation, serves as the general partner of Mountain View Properties, Ltd., a California limited partnership (the "Borrower"); and

WHEREAS, the Borrower has requested the Authority to issue tax-exempt multifamily housing revenue bonds (the "Bonds") and loan the proceeds of the Bonds to the Borrower to finance the acquisition and rehabilitation of the Project; and

WHEREAS, the Board of Commissioners of the Authority (the "Board") desires to assist the Borrower and preserve the availability of the units in the Project for low and very low income persons or families, and in order to accomplish such purposes it is desirable for the Authority to provide for the issuance of the Bonds and financing of the Project; and

WHEREAS, there has been prepared and presented to the Board for consideration at this meeting the forms of the following documents;

- (1) an Indenture of Trust;
- (2) a Loan Agreement;
- (3) a Regulatory Agreement; and
- (4) a Bond Purchase Contract; and

WHEREAS, it appears that each of the foregoing documents is substantially in appropriate form and is an appropriate instrument to be executed and delivered for the purposes intended; and

WHEREAS, Bank of America, FSB, a Federal Savings Bank (the "Purchaser"), has expressed its intention to purchase all of the Bonds authorized in a private placement transaction, and the Board finds that the public interest and necessity require that the Authority at this time make arrangements for the sale of the Bonds; and

WHEREAS, Government National Mortgage Association ("GNMA") has agreed, subject to the satisfaction of certain conditions,

to facilitate the financing of the Project by causing the issuance of a fully-modified mortgage-backed security guaranteed by GNMA (the "GNMA Security") which will secure the Bonds; and

WHEREAS, Bank of America NT & SA, a national banking association (the "Lender"), is expected to originate the related FHA loan and issue and service the GNMA Security; NOW, THEREFORE,

BE IT RESOLVED, by the Board of Commissioners of the Housing Authority of The City of San Diego as follows:

Section 1. Recitals. The Authority finds and declares that the above recitals are true and correct.

Section 2. Authorization to Issue Bonds. In accordance with the Housing Law and pursuant to the Indenture (hereinafter defined), the Authority is authorized to issue revenue bonds of the Authority, such bonds to be designated as "Housing Authority of the City of San Diego Multifamily Housing Revenue Bonds (GNMA Collateralized - Mountain View Estates Apartments) 1998 Issue A" in an aggregate principal amount not to exceed \$4,700,000 (the "Bonds"), with an interest rate or rates, a maturity date or dates and other terms as provided in the Indenture as finally executed. The Bonds shall be in the form set forth in and otherwise in accordance with the Indenture, and shall be executed by the manual or facsimile signature of the Executive Director of the Authority and the manual or facsimile seal of the Authority shall be impressed or reproduced thereon and attested by the manual or facsimile signature of the Secretary of the Authority.

Section 3. Approval of the Indenture of Trust. The Indenture of Trust (the "Indenture"), between the Authority and trustee (the "Trustee"), 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.00949-1, is approved. Any one of the Chairman or Executive Director or any designee thereof (each, an "Authorized Officer"), is authorized to execute, and the Secretary of the Authority is authorized to affix and attest the seal of the Authority on, the Indenture in substantially said form, with such additions thereto and changes therein as such Authorized Officer may approve or recommend in accordance with Section 8 hereof. The date, maturity date or dates, interest rate or rates, interest payment dates, denominations, form, registration privileges, manner of execution, place of payment, terms of redemption, and other terms of the Bonds shall be as provided in the Indenture as finally executed.

Section 4. Approval of Loan Agreement. The Loan

Agreement (the "Loan Agreement"), among the Authority, the Borrower, the Trustee and the Lender, 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. 00949-2, is approved. Any Authorized Officer is authorized to execute, and the Secretary of the Authority is authorized to affix and attest the seal of the Authority on, the Loan Agreement, in substantially said form, with such additions thereto and changes therein as such Authorized Officer may approve or recommend in accordance with Section 7 hereof.

Section 5. Approval of Regulatory Agreement. The Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement"), among the Authority, the Trustee and the Borrower, 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. 00949-3, is approved. Any Authorized Officer is authorized to execute, and the Secretary of the Authority is authorized to affix and attest the seal of the Authority on, the Regulatory Agreement, in substantially said form, with such additions thereto and changes therein as such Authorized Officer may approve or recommend in accordance with Section 7 hereof.

Section 6. Approval of Purchase Contract. The Authority is authorized to sell the Bonds to the Purchaser pursuant to the terms and conditions of the bond purchase contract (the "Purchase Contract"), among the Authority, the Borrower and the Purchaser, 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. 00949-4, and such Purchase Contract is approved. Any Authorized Officer is authorized to execute, and the Secretary of the Authority is authorized to affix and attest the seal of the Authority on, the Purchase Contract, in substantially said form, with such additions thereto and changes therein as such Authorized Officer may approve or recommend in accordance with Section 7 hereof.

Section 7. Further Actions. Any Authorized Officer executing a document approved herein, in consultation with General Counsel to the Authority and Fulbright & Jaworski L.L.P., Bond Counsel, is authorized to approve and make such modifications, changes or additions to the Indenture, the Loan Agreement, the Regulatory Agreement, the Purchase Contract or other document as may be necessary or advisable, and the approval of any modification, change or addition to any of the aforementioned agreements shall be evidenced conclusively by the execution and delivery thereof by such Authorized Officer. Further, any Authorized Officer, acting alone, is authorized to

execute any assignment agreement related to any mortgage note, mortgage, deed of trust or other related document and to prepare a private placement memorandum or other offering or disclosure document, in each case as may be necessary or desirable to carry out the intent of this resolution and as contemplated by the transaction described herein.

Section 8. Actions Ratified and Authorized. All actions heretofore taken by the officers, employees and agents of the Authority with respect to the issuance and sale of the Bonds are approved, confirmed and ratified, and the officers, employees and agents of the Authority are authorized and directed, 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 documents described in the Indenture and the other documents herein approved, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and to effectuate the purposes thereof and of the documents herein approved in accordance with this resolution and resolutions heretofore adopted by the Board.

Section 9. Conflicting Resolutions Repealed. All prior resolutions or parts thereof in conflict with this resolution herewith are, to the extent of such conflict, 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 sections, paragraphs or provisions of this resolution.

Section 11. Immediate Effect. This resolution shall take effect immediately upon its adoption.

APPROVED: CASEY GWINN, General Counsel

By
Prescilla Dugard
Deputy Counsel

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Or.Dept:Hsg.Comm.
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