

PUBLIC FACILITIES FINANCING AUTHORITY OF
THE CITY OF SAN DIEGO

RESOLUTION NO. FA-2000-3

ADOPTED ON FEBRUARY 8, 2000

RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$299,000,000 AGGREGATE PRINCIPAL AMOUNT OF ITS LEASE REVENUE BONDS, SERIES 2000A, APPROVING VARIOUS DOCUMENTS AND AUTHORIZING AND DIRECTING VARIOUS ACTIONS IN CONNECTION WITH THE ISSUANCE AND SALE OF THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO LEASE REVENUE BONDS, SERIES 2000A AND APPROVING OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, on November 3, 1998, the electorate of the City of San Diego [City] approved Ordinance No. O-18613 [1998 Ordinance] which authorized the City and the Redevelopment Agency of the City of San Diego [Agency] to enter into a Memorandum of Understanding Concerning a Ballpark District, Construction of a Baseball Park, and a Redevelopment Project [MOU], within the Centre City East (East Village) Redevelopment District of the Expansion Sub Area of the Centre City Redevelopment Project; and

WHEREAS, the 1998 Ordinance provided that it was the intent of the electorate that the 1998 Ordinance and the MOU constitute the legislative acts establishing policy for the City on those matters, and provided for the ways and means for the implementation of that policy by such administrative and non-legislative acts as may be necessary and appropriate to carry out the purpose and intent of the 1998 Ordinance; and

WHEREAS, the MOU has been executed by all parties thereto; and

WHEREAS, it is now fitting to consider such actions as may be necessary and appropriate to implement the purpose and intent of the 1998 Ordinance and MOU, consistent with both the City's and Agency's obligations under California law, and the discretion lawfully

vested in the City Council of the City acting on behalf of the City and Agency; and

WHEREAS, the Public Facilities Financing Authority of the City of San Diego [Authority] intends to approve and authorize the issuance and sale of not to exceed Two Hundred Ninety-Nine Million Dollars (\$299,000,000) aggregate principal amount of the Authority's Lease Revenue Bonds, Series 2000A [2000A Bonds], pursuant to an Indenture, tentatively dated as of March 1, 2000 [Indenture], by and between the Authority and the trustee to be named therein [Trustee], the proceeds of which will be used to finance the construction of a state-of-the-art baseball park [Ballpark], a multi-story parking facility and a public park to be located adjacent to the Ballpark [collectively, the Project], to finance interest payable during construction, to fund any debt service reserve fund requirement and/or pay the costs of a debt service reserve surety bond, to fund the costs of bond insurance or any other form of credit or liquidity enhancement which results in a lower effective cost of borrowing, and to pay the costs of issuance for financing the Project, all as determined by the City and the Authority in consultation with the City's financial advisors with respect to the 2000A Bonds; and

WHEREAS, on January 31, 2000, the City approved, by Ordinance No. 18747, the issuance and sale by the Authority of not to exceed Two Hundred Ninety-Nine Million Dollars (\$299,000,000) aggregate principal amount of the 2000A Bonds for the purpose of financing the Project; and

WHEREAS, the Authority desires to sell the 2000A Bonds by negotiated sale to Merrill Lynch, Pierce, Fenner & Smith Incorporated [Representative], as representative of a group of underwriters [Underwriters] pursuant to a Purchase Contract (defined below) for resale to the public; and

WHEREAS, the Authority desires that the 2000A Bonds be issued, certain actions be undertaken and certain documents be approved in connection therewith; NOW, THEREFORE,

BE IT RESOLVED by the Board of Commissioners of the Public Facilities Financing Authority of the City of San Diego as follows:

SECTION 1. The Authority finds and determines that the above recitals are true and correct.

SECTION 2. The issuance of the 2000A Bonds in the aggregate principal amount of not to exceed Two Hundred Ninety-Nine Million Dollars (\$299,000,000) on the terms and conditions set forth in and subject to the limitations specified in the Indenture, is hereby approved and authorized. The 2000A Bonds are authorized to be executed for and in the name and on behalf of the Authority by the manual or facsimile signature of the Chairman or Vice Chairman of the Authority and attested to by the manual or facsimile signature of the Secretary/Treasurer or the alternate Secretary/Treasurer of the Authority. The 2000A Bonds, when so executed and attested, are authorized to be delivered to the Trustee for authentication. The 2000A Bonds shall be in substantially the form set forth in the Indenture, with such changes as the Chairman or the Vice Chairman may approve as being in the best interests of the Authority and as are approved as to form by the General Counsel to the Authority or his specified designee, such approval to be conclusively evidenced by the execution and delivery of the 2000A Bonds.

SECTION 3. The form and content of the Indenture, substantially in the form on file in the Office of the City Clerk as Document No. OO-18747-1, is hereby approved. The Chairman or Vice Chairman of the Authority and their respective specified designees, and each of them, are hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute and deliver the Indenture in substantially the form presented to and considered at this meeting, and the Secretary/Treasurer of the Authority or his specified designee are each authorized to attest thereto, with such additions and changes therein as the Chairman, Vice

Chairman of the Authority or their respective specified designees may approve as being in the best interests of the Authority, and as are approved as to form by the General Counsel to the Authority or his specified designee, such approval to be conclusively evidenced by such officer's execution and delivery of the Indenture.

SECTION 4. The form and content of the Ballpark Facility Lease, tentatively dated as of March 1, 2000 [Facility Lease], by and between the Authority and the City, substantially in the form on file in the Office of the City Clerk as Document No. OO-18747-4, is hereby approved. The Chairman or Vice Chairman of the Authority and their respective specified designees, and each of them, are hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute and deliver the Facility Lease in substantially the form presented to and considered at this meeting, and the Secretary/Treasurer or his specified designee is authorized to attest thereto, with such additions and changes therein as the Chairman, Vice Chairman of the Authority or their respective specified designees and each of them, may approve as being in the best interests of the Authority, and as are approved as to form by General Counsel to the Authority or his specified designee, such approval to be conclusively evidenced by such officer's execution and delivery of the Facility Lease.

SECTION 5. The form and content of the assignment agreement, tentatively dated as of March 1, 2000 [Assignment Agreement] by and between the Authority and the Trustee, substantially in the form on file in the Office of the City Clerk as Document No. OO-18747-2, is hereby approved. The Chairman or Vice Chairman of the Authority and their respective specified designees, and each of them, are hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute and deliver the Assignment Agreement in substantially the form presented to and considered at this meeting, and the Secretary/Treasurer or his specified designee are authorized to attest thereto, with such additions and changes therein as the

Chairman or Vice Chairman of the Authority or their respective specified designees, and each of them, may approve as being in the best interests of the Authority, and as are approved as to form by the General Counsel to the Authority or his specified designee, such approval to be conclusively evidenced by such officer's execution and delivery of the Assignment Agreement.

SECTION 6. The form and content of the Site Lease, tentatively dated as of March 1, 2000 [Site Lease], by and between the Authority and the City, substantially in the form on file in the Office of the City Clerk as Document No. OO-18747-3, is hereby approved. The Chairman or Vice Chairman of the Authority and their respective specified designees, and each of them, are hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute and deliver the Site Lease in substantially the form presented to and considered at this meeting, and the Secretary/Treasurer or his specified designee are authorized to attest thereto, with such additions and changes therein as the Chairman or Vice Chairman of the Authority or their respective specified designees, and each of them, may approve as being in the best interests of the Authority, and as are approved as to form by the General Counsel to the Authority or his specified designee, such approval to be conclusively evidenced by such officer's execution and delivery of the Site Lease.

SECTION 7. The form and content of the Purchase Contract [Purchase Contract] dated the date of sale of the 2000A Bonds, among the Authority, the City and the Representative, substantially in the form annexed hereto and marked Exhibit "E," is hereby approved. The Chairman or Vice Chairman of the Authority and their respective specified designees, and each of them, are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Purchase Contract in substantially the form presented to and considered at this meeting, with such additions and changes therein as the Chairman or Vice Chairman or their respective specified designees, and each of them, shall require or approve as

being in the best interests of the Authority, and as are approved as to form by the General Counsel to the Authority or his specified designee, such approval to be conclusively evidenced by the execution and delivery thereof. In connection with the execution and delivery of the Purchase Contract, the Chairman or Vice Chairman of the Authority and their respective specified designees, and each of them, are further authorized to negotiate the principal amount of the 2000A Bonds to be sold pursuant to the Purchase Contract up to a maximum aggregate principal amount of not to exceed Two Hundred Ninety-Nine Million Dollars (\$299,000,000), (1) the true interest cost of the issue (a) shall not exceed the maximum interest rate permitted by law, and (b) shall, in the judgment of the financial advisor to the City and Authority with respect to the 2000A Bonds, the Authority and the City, be an acceptable interest rate given the rating, security and other terms of the 2000A Bonds, and (2) the maximum aggregate underwriters' discount from the principal amount of the 2000A Bonds shall not exceed 1.25% of the aggregate principal amount of the 2000A Bonds (without regard to original issue discount, if any), and the final maturity of the 2000A Bonds shall not be later than 40 years from the date of issuance thereof.

SECTION 8. The Chairman or Vice Chairman of the Authority and their respective specified designees, and each of them, and the Secretary/Treasurer of the Authority and his specified designee, are each hereby authorized and directed to take all actions and execute any and all documents necessary or advisable to arrange for the insuring of all or a portion of the 2000A Bonds and/or to obtain a debt service reserve fund surety bond, and/or to obtain any other form of credit or liquidity enhancement, if, upon the advice of the City's financial advisors with respect to the 2000A Bonds, such surety bond or other credit or liquidity enhancement will result in a lower true interest cost.

SECTION 9. All actions heretofore taken by any officers, employees, agents or

directors of the Authority with respect to the issuance, delivery or sale of the 2000A Bonds, or in connection with or related to any of the agreements or documents referenced herein or the financing of the Project, are hereby approved, confirmed and ratified; and the Chairman of the Authority, the Vice Chairman of the Authority, the Secretary/Treasurer of the Authority, the General Counsel to the Authority and other officers of the Authority are, and each of the foregoing acting alone or through their specified designee, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things, take any and all actions, and execute and deliver such documents, agreements and certificates (including, but not limited to, the Tax Certificate and Agreement), which they, or any of them, may deem necessary or advisable to effectuate the purposes of this Resolution and the lawful issuance and delivery of the 2000A Bonds.

SECTION 10. This Resolution shall take effect immediately upon its adoption.

APPROVED: CASEY GWINN, General Counsel

By

Kelly J. Salt
Deputy General Counsel

KJS:pev

2/3/00

Or.Dept:Fin.&Tech.Svcs

FA-2000-3

Form=r&t.res