

PUBLIC FACILITIES FINANCING AUTHORITY

RESOLUTION NUMBER FA-97-1

ADOPTED ON DECEMBER 4, 1996

A RESOLUTION OF THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO (THE "AUTHORITY") REAUTHORIZING AND REAPPROVING THE OFFICIAL STATEMENT (IN PRELIMINARY AND FINAL FORM) AND THE CONTINUING DISCLOSURE AGREEMENT RELATING TO THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO TAXABLE LEASE REVENUE BONDS, SERIES 1996A (SAN DIEGO JACK MURPHY STADIUM) AND APPROVAL OF CERTAIN DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the Public Facilities Financing Authority of the City of San Diego (the "Authority") previously adopted Resolution No. FA- 96-7, adopted January 9, 1996, authorizing the issuance and sale by the authority of its Taxable Lease Revenue Bonds, Series 1996A (San Diego Jack Murphy Stadium) (the "Bonds") and approving certain documents and actions in connection therewith; and

WHEREAS, in connection with the issuance and sale of the Bonds, certain documents described below require the reauthorization and reapproval of the Authority; NOW, THEREFORE,

BE IT RESOLVED, by the Authority, as follows:

Section 1. Authorization of Preliminary and Final Official Statements. The preliminary official statement relating to the Bonds (the "Preliminary Official Statement"), a copy of which is before this Board and is on file in the office

of the City Clerk of the City (the "City Clerk") as Document No. RR-288106-1, is hereby approved and ratified for use in connection with the public offering of the Bonds, with such changes as may be approved by the Chairman of the Authority (the "Chairman"), the City Attorney of the City (the "City Attorney") or the City's financial advisors or disclosure counsel, on behalf of the Authority, which form of Preliminary Official Statement is hereby in all respects approved and incorporated by reference and made a part hereof. The Chairman, or his designee, is hereby authorized to certify to the underwriters of the Bonds (the "Underwriters") on behalf of the Authority that the Preliminary Official Statement is deemed final as of its date within the meaning of Rule 15c12-12 promulgated under the Securities Exchange Act of 1934 (the "Rule") (except for the omission of certain final pricing, rating and related information as permitted by the Rule). The Chairman, or his designee is hereby authorized to execute and deliver a final official statement relating to the Bonds (the "Official Statement") in substantially the form of said Preliminary Official Statement, with such changes or additions to the Preliminary Official Statement and Continuing Disclosure Agreement which the Chairman shall approve as being necessary or in the best interests of the Authority, and which, in the opinion of the City Attorney, do not: (1) increase the financial commitments or the scope of the obligations of the City, or the Authority; or (2) decrease revenue to the City, or the Authority, such approval to be conclusively evidenced by the execution of said Official Statement. The Chairman, is hereby authorized and directed to cause the printing and delivery of the Preliminary Official Statement and the Official Statement. The Authority's financial advisors and the Underwriters are hereby authorized to distribute copies of the Preliminary Official Statement and the Official Statement to prospective purchasers of the Bonds and all actual purchasers of the Bonds from the Underwriters acting in such capacity.

Section 2. Ratification of Actions. All actions heretofore taken by any officers, employees or agents of the City or the Authority with respect to the issuance, execution, delivery or sale of the Bonds, or in connection with or related to any of the agreements or documents referenced herein, including, but not limited to, the printing and delivery of the Preliminary Official Statement, are hereby approved, confirmed and ratified.

Section 3. Designated Officers; General Authorization. Notwithstanding the foregoing, the Chairman of the Authority and the other members of the Governing Board of the Authority

and officers of the Authority acting alone or together are authorized for and on behalf of the Authority to take such actions and to execute such documents and certificates as may be necessary to effectuate the purposes of this resolution.

APPROVED: JOHN W. WITT, General Counsel

By  
Kelly J. Salt  
Deputy General Counsel

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