

RESOLUTION NO. R-251175

FEB 1 2 1980

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF THE CITY OF SAN DIEGO HOSPITAL REVENUE BONDS (MERCY HOSPITAL AND MEDICAL CENTER, SAN DIEGO), SERIES A, THE EXECUTION AND DELIVERY OF AN INDENTURE, LOAN AGREEMENT, CONTRACT OF PURCHASE, OFFICIAL STATEMENT AND CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH.

WHEREAS, the City Council of The City of San Diego (the "City") has, by Ordinance No. 15074 (New Series), adopted by the Council on November 13, 1979, enacted The City of San Diego Health Facility Revenue Bond Law (herein called the "Law"), constituting Article 7 of Chapter IV of the Municipal Code of the City, establishing a program and procedure for the authorization, sale and issuance of revenue bonds by the City for the purpose of making loans to participating health institutions to finance and refinance health facilities, including the issuance of such bonds to fund a loan to Mercy Hospital and Medical Center, San Diego (the "Hospital") to finance and refinance such facilities at the Hospital, and authorizing proper officers of the City to enter into an indenture with a corporate trustee specifying the terms and conditions upon which such bonds are to be issued and providing for the payment and security thereof and a loan agreement with the Hospital specifying the terms and conditions of a loan by the City to the Hospital of the proceeds of such bonds and the repayment of such loan by the Hospital and all necessary and appropriate documents in connection therewith, subject to approval of the form of said

documents prior to execution by resolution of the Council; NOW,  
THEREFORE,

BE IT RESOLVED, by the Council of The City of San Diego,  
as follows:

1. Pursuant to the Law, revenue bonds of the City, designated as "The City of San Diego Hospital Revenue Bonds (Mercy Hospital and Medical Center, San Diego), Series A," in the aggregate principal amount of \$29,000,000 (herein called the "Bonds"), are authorized to be issued.

2. The proposed form of loan agreement, dated as of February 1, 1980, between the City and the Hospital, presented to this meeting, is hereby approved. The Council hereby specifically finds and declares that the findings of the City set forth in Section 2.2 of said form of loan agreement are true and correct. The Mayor and the City Manager (or his designee) are hereby authorized and directed, for and in the name and on behalf of the City, to execute, acknowledge and deliver a loan agreement in substantially said form, with such changes therein as the officers executing the same, with the advice of the City Attorney of the City (herein called the "City Attorney"), may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

3. The proposed form of indenture, dated as of February 1, 1980, between the City and California First Bank, as trustee (herein called the "Trustee"), presented to this meeting, is hereby approved. The Mayor is hereby authorized and directed,

for and in the name and on behalf of the City, to execute, acknowledge and deliver to the Trustee an indenture in substantially said form, with such changes therein as such officer, with the advice of the City Attorney, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The date, maturity dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, manner of execution, place or places of payment, terms of redemption and other terms of the Bonds and coupons appertaining thereto shall be as provided in said indenture, as finally executed.

4. The proposed form of contract of purchase, dated February 12, 1980, between the City and Kidder, Peabody & Co. Incorporated, as representative (the "Representative") of the Underwriters referred to therein (the "Underwriters"), presented to this meeting, is hereby approved. The Mayor and the City Manager (or his designee) are hereby authorized and directed to execute and deliver to the Representative said contract of purchase in substantially said form, with such changes therein as the officers executing the same, with the advice of the City Attorney, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

5. The proposed form of official statement relating to the Bonds, presented to this meeting, is hereby approved. The Mayor is hereby authorized, for and in the name and on behalf of the City, to execute an official statement, in substantially

said form, with such changes therein as such officer, with the advice of the City Attorney, may require or approve, such approval to be conclusively evidenced by the execution thereof. The Underwriters are hereby authorized to distribute copies of said official statement, as finally executed, to persons who may be interested in the purchase of the Bonds and are directed to deliver such copies to all actual purchasers of the Bonds.

6. Forms of the proposed loan agreement, indenture, contract of purchase and official statement are on file in the office of the City Clerk as Document Numbers RC-251175-1, RC-251175-2, RC-251175-3, and RC-251175-4.

7. Bonds in the aggregate principal amount of \$29,000,000 shall be executed by the facsimile signature of the Mayor, the facsimile of the seal of the City shall be reproduced thereon and attested by the facsimile signature of the City Clerk, and the interest coupons attached thereto shall be executed by the facsimile signature of the Treasurer, in forms set forth in and otherwise in accordance with said indenture.

8. The Bonds, when so executed, shall be delivered to the Trustee for authentication. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's certificate of authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the Underwriters in accordance with written instructions executed on behalf of the City by the City Manager (or his designee), which instructions said officer is hereby authorized

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and directed, for and in the name and on behalf of the City, to execute and deliver to the Trustee. Such instructions shall provide for the delivery of the Bonds to the Underwriters in accordance with said contract of purchase, upon payment of the purchase price thereof.

9. The City Clerk is hereby authorized and directed to attest the signatures of the Mayor and the City Manager (or his designee) and to affix and attest the seal of the City as may be required in connection with the execution and delivery of the indenture, the contract of purchase and the Bonds in accordance with this resolution.

10. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds and otherwise to carry out, give effect to and comply with the terms and intent of this resolution, the Bonds and said loan agreement, indenture and contract of purchase.

11. This resolution shall take effect immediately upon its passage.

APPROVED: JOHN W. WITT, City Attorney

By Robert S. Teaze  
Robert S. Teaze  
Assistant City Attorney

RST:rc:502.1.2  
2/8/80  
Or.Dept.: City Attorney

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Passed and adopted by the Council of The City of San Diego on \_\_\_\_\_,  
by the following vote:

FEB 12 1980

Councilmen	Yeas	Nays	Not Present	Ineligible
Bill Mitchell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bill Cleator	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bill Lowery	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Leon L. Williams	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Fred Schnaubelt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mike Gotch	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Larry Stirling	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lucy Killea	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Pete Wilson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

PETE WILSON

Mayor of The City of San Diego, California.

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

(Seal)

By Rita Andrews, Deputy.

Office of the City Clerk, San Diego, California

Resolution Number R-251175 Adopted FEB 12 1980