

RESOLUTION NO. R-253329

DEC 15 1980

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF THE CITY OF SAN DIEGO HOSPITAL REVENUE BONDS (CHILDREN'S HOSPITAL - SAN DIEGO), SERIES A, THE EXECUTION AND DELIVERY OF AN INDENTURE, LOAN AGREEMENT, CONTRACT OF PURCHASE, OFFICIAL STATEMENT, REGULATORY AGREEMENT AND CONTRACT OF INSURANCE, 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; and

WHEREAS, the City Council has, by Ordinance No. 15382 (New Series), adopted by the Council on November 17, 1980, authorized the City Manager and other proper officers of the City to prepare and to enter into, for and in the name and on the behalf of the City, an agreement or agreements with Children's Hospital - San Diego (the "Hospital") providing for a loan by the City to the Hospital to be funded by the issuance of hospital revenue bonds by the City, and an indenture between the City and a corporate trustee setting forth the terms of said bonds and providing for the payment

and security thereof, 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 Insured Hospital Revenue Bonds (Children's Hospital - San Diego), Series A," in the aggregate principal amount of \$15,000,000 (the "Bonds"), are authorized to be issued.

2. The proposed form of loan agreement, dated as of December 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 (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 December 1, 1980, between the City and Bank of America National Trust and

Savings Association, as trustee (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 December 15, 1980, between the City and Merrill Lynch White Weld Capital Markets Group (the "Underwriter") presented to this meeting is hereby approved. The City Manager (or his designee) is hereby authorized and directed to execute and deliver to the Underwriter 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 City Manager (or his designee) 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 Underwriter is 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 is directed to deliver such copies to all actual purchasers of the Bonds. Distribution of such official statement in preliminary form by the Underwriter is hereby ratified.

6. The proposed forms of regulatory agreement and contract of insurance relating to the Bonds, presented to this meeting, are hereby approved. The Mayor is hereby authorized, for and in the name and on behalf of the City, to execute a regulatory agreement and contract of insurance, in substantially said forms, 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.

7. Forms of the proposed loan agreement, indenture, contract of purchase, official statement, regulatory agreement and contract of insurance are on file in the office of the City Clerk as Document Numbers RR-253329-1, RR-253329-2, RR-253329-3, RR-253329-4, RR-253329-5, and RR-253329-6.

8. Bonds in the aggregate principal amount of \$15,000,000 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.

9. 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 thereon, and to deliver the Bonds, when duly executed and authenticated, to the Underwriter 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 and directed, for and in the name and on behalf of the City, to execute and deliver to the Trustee. Said instructions shall provide for the delivery of the Bonds to the Underwriter in accordance with said contract of purchase, upon payment of the purchase price thereof.

10. The City Clerk is hereby authorized and directed to attest the seal of the City as may be required in connection with the execution and delivery of the indenture, the loan agreement, the contract of purchase, the official statement, the regulatory agreement, the contract of insurance and the Bonds in accordance with this resolution.

11. 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, contract of purchase, regulatory agreement and contract of insurance.

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

APPROVED: JOHN W. WITT, City Attorney

By Stuart H. Swett
Stuart H. Swett
Chief Deputy City Attorney

SHS:rc:502.1.6
12/5/80 REVISED 12/15/80
Or. Dept.: City Attorney

Passed and adopted by the Council of The City of San Diego on DEC 15 1980,
 by the following vote:

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 Schnsubelt	<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 Seiring	<input 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 type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

absent

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 Ellen Board, Deputy.

Office of the City Clerk, San Diego, California	
Resolution Number <u>R 253329</u>	Adopted <u>DEC 15 1980</u>