

RESOLUTION NUMBER R-257282

Adopted on OCT 5 1982

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

WHEREAS, The City of San Diego (the "City") is a municipal corporation and charter city duly organized and existing under a freeholders' charter pursuant to which the City has the right and power to make and enforce all laws and regulations in respect to municipal affairs and certain other matters in accordance with and as more particularly provided in Sections 3, 5 and 7 of Article XI of the Constitution of the State of California and Section 2 of the Charter of the City (the "Charter"); and

WHEREAS, THE City Council of the City (the "Council"), acting under and pursuant to the powers reserved to the City under Sections 3, 5 and 7 of Article XI of the Constitution of the State of California and Section 2 of the Charter, has by adoption of Ordinance No. 15074 (New Series) enacted the City of San Diego Health Facility Revenue Bond Law (the "Law") establishing a procedure for the authorization, issuance and sale of revenue bonds by the City for the purpose, inter alia, of providing financing for health facilities as specified therein; and

WHEREAS, the City has determined to engage in a program of

making loans to health facilities pursuant to the Law, and has determined to borrow money for such purpose by the issuance of revenue bonds as authorized by the Law; and

WHEREAS, the City has determined to issue an issue of such revenue bonds, designated "The City of San Diego Hospital Revenue Bonds (San Diego Hospital Association), Series A" (the "Bonds"), in an aggregate principal amount not to exceed ten million dollars (\$10,000,000) for the purpose of providing moneys to make a loan to San Diego Hospital Association ("SDHA") to assist in the financing of certain improvements at Sharp Memorial Hospital and Sharp Cabrillo Hospital; and

WHEREAS, the City Council by Ordinance No. 15775 (New Series), adopted by the Council on July 12, 1982, 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 the San Diego Hospital Association providing for a loan by the City to SDHA 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; and

WHEREAS, assisting in the financing of such improvements promotes the purposes of the Law, is in the public interest, serves a public purpose, promotes the health, welfare and safety of the citizens of the City, and constitutes a municipal affair;

and

WHEREAS, all acts, conditions and things required by the Law, and by all other laws of the State of California, to exist, have happened and have been performed precedent to and in connection with the issuance of the Bonds exist, have happened, and have been performed in regular and due time, form and manner as required by law, and the City is now duly authorized and empowered, pursuant to each and every requirement of law, to issue the Bonds for the purpose, in the manner and upon the terms herein provided; NOW, THEREFORE,

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

Section 1. The Council does hereby find and declare that the above recitals are true and correct and that the issuance of the Bonds is a municipal affair and a proper public purpose.

Section 2. Pursuant to the Law, the Bonds shall be issued in the aggregate principal amount not to exceed ten million dollars (\$10,000,000).

Section 3. The proposed form of Indenture, between the City and a corporate trustee to be designated therein, presented at this meeting, is hereby approved, and the Mayor or Deputy Mayor and City Clerk are 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 the officers executing the same, with the advice of the City Attorney, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. The date, maturity dates, interest rate or

rates, 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.

Section 4. The proposed form of Loan Agreement, by and between the City and SDHA, presented at this meeting is hereby approved. The Mayor or Deputy Mayor and the City Clerk are hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver such agreement with such changes therein as the officers executing the same, with the advice of the City Attorney, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The proposed form of Contract of Purchase, between the City and Goldman, Sachs & Co. (the "Underwriter"), presented at this meeting, is hereby approved. The Mayor or Deputy Mayor and City Clerk are hereby authorized and directed, for and in the name and on behalf of the City, to approve the final terms of the sale of the Bonds (including an interest rate not to exceed 12% and an underwriting discount not to exceed 4%) and to evidence the City's acceptance of the offer made thereby by executing and delivering the 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.

Section 6. The Mayor or Deputy Mayor and the City Clerk are hereby authorized and directed to execute, for and in the name and on behalf of the City and under its seal, the Bonds in

an aggregate principal amount not to exceed ten million dollars (\$10,000,000) in accordance with the Contract of Purchase and the Indenture, and in one or more of the forms set forth in the Indenture.

Section 7. The proposed form of Official Statement to be used in connection with the offer and sale of the Bonds is hereby adopted and approved, and the Mayor or Deputy Mayor and the City Clerk are hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the same 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. The Underwriter is hereby authorized to distribute copies of the Official Statement in preliminary form to persons who may be interested in the purchase of the Bonds and is directed to deliver copies of said Official Statement in final form to all actual purchasers of the Bonds.

Section 8. The Bonds, when executed pursuant to Section 6 hereof, 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 Underwriter, in accordance with written instructions executed on behalf of the City by the Mayor or City Manager, which instructions said officers are 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, upon payment of the purchase price thereof.

Section 9. 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 effectuate the purposes of this resolution.

Section 10. Forms of the proposed Indenture, Loan Agreement, Contract of Purchase and Official Statement are on file in the office of the City Clerk as Document Nos. RR- 257282 -1 , RR- 257282 -2 , RR- 257282 -3 and RR- 257282 -4 .

Section 11. 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:502.1.7  
9/16/82  
Or.Dept:Atty

OCT 5 1982

Passed and adopted by the Council of The City of San Diego on \_\_\_\_\_, 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"/>
Susan Golding	<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"/>
Ed Struiksma	<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"/>
Dick Murphy	<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 type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

PETE WILSON

Mayor of The City of San Diego, California.

(Seal)

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

By June C. Blacknell, Deputy.

Office of the City Clerk, San Diego, California

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