

RESOLUTION NUMBER R- 259538

Adopted on OCT 31 1983

RESOLUTION AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF THE CITY OF SAN DIEGO INDUSTRIAL DEVELOPMENT REVENUE BONDS, SERIES B (SOUTHWEST MARINE, INC. PROJECT), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$13,000,000.00

WHEREAS, the City Council of The City of San Diego (the "City") has, by Ordinance No. O-15586 (New Series), adopted by the Council on September 14, 1981, enacted an Act of The City of San Diego entitled the Economic Development Revenue Bond Law (the "Law"), amending Article 7 of Chapter IX of the Municipal Code of the City by adding Divisions 1, 2, 3 and 4, authorizing and establishing a procedure for the sale and issuance of revenue bonds or other evidences of indebtedness by the City for the purpose of providing financing to participating parties for economic development purposes; and

WHEREAS, the City Council of the City has, by Resolution No. 255319, adopted by the Council on November 2, 1981, given preliminary approval for the issuance of such bonds or other evidences of indebtedness to fund a loan to Southwest Marine, Inc. (the "Company") to finance the acquisition and construction of a dry dock facility in the City (the "Project") for the Company, and

WHEREAS, the City Council of the City has, by Ordinance No. O-16060 (New Series), adopted by the Council on October 10, 1983, approved the entering into of a Loan Agreement, dated as of September 15, 1983 with the Company (the "Loan Agreement")

and an Indenture, dated as of September 15, 1983 with First Interstate Bank of California (the "Indenture"), which documents are on file in the office of the City Clerk as Document Nos. RR-259333-1 and RR-259333-2, respectively, and by Resolution No. R-259333, adopted by the Council on September 27, 1983, authorized the issuance of \$7,000,000 principal amount of City of San Diego Industrial Development Revenue Bonds (Southwest Marine, Inc. Project) Series A and in connection therewith the City; and

WHEREAS, the Company has requested the City to issue an additional series of bonds or other evidences of indebtedness to provide additional financing for the Project; and

WHEREAS, this Council finds that it is in the best interests of the City to accommodate such request by the Company and to grant and delegate such authority to the officers of the City as may be necessary or appropriate to do so; NOW, THEREFORE,

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

Section 1. Pursuant to the Law, revenue bonds of the City, designated "City of San Diego Industrial Development Revenue Bonds, Series B (Southwest Marine, Inc. Project)" in an aggregate principal amount not to exceed \$13,000,000.00 (herein called in the aggregate the "Bonds of Series B"), are authorized to be issued.

Section 2. The proposed form of amendment to loan agreement (the "Amendment to Loan Agreement"), between the City and the Company, presented to this meeting, is hereby approved.

The City Manager is hereby authorized and directed, on or after the effective date of Ordinance No. O- 16082 (New Series) authorizing such execution, for and in the name and on behalf of the City, to execute, acknowledge and deliver an Amendment to Loan Agreement in substantially said form in connection with the issuance of the Bonds of Series B, with such changes therein as such officer and the City Attorney may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The proposed form of supplemental trust indenture (the "Supplemental Indenture"), between the City and First Interstate Bank of California, as trustee (the "Trustee"), presented to this meeting, is hereby approved. The City Manager is hereby authorized and directed, on or after the effective date of Ordinance No. O- 16082 (New Series) authorizing such execution, for and in the name and on behalf of the City, to execute, acknowledge and deliver the Supplemental Indenture in substantially said form in connection with the issuance of the Bonds of Series B, with such changes therein as such officer and 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 (and the method of adjustment thereof), interest payment dates, terms of redemption and other terms of the Bonds of Series B shall be as provided in the Supplemental Indenture as finally executed.

Section 4. The proposed form of bond purchase agreement (the "Bond Purchase Agreement"), among the City, the Company and Rauscher Pierce Refsnes Inc. (the "Underwriter"), presented to

this meeting, is hereby approved. The City Manager is hereby authorized and directed, for and in the name and on behalf of the City, to execute, acknowledge and deliver a bond purchase agreement in substantially said form in connection with the issuance of the Bonds of Series B, with such changes therein as such officer and the City Attorney may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The proposed form of letter of credit (the "Letter of Credit"), from Wells Fargo Bank, N.A. to the Trustee, presented to this meeting, is hereby approved. The City Manager is hereby authorized and directed, for and in the name and on behalf of the City, to accept the letter of credit in substantially said form in connection with the issuance of the Bonds of Series B, with such changes therein as such officer and the City Attorney may require or approve, such approval to be conclusively evidenced by the acceptance thereof.

Section 6. The Official Statement relating to the Bonds of Series B (the "Official Statement"), in substantially the form presented to this meeting is hereby approved with such additions, changes or corrections as the City Manager may require or approve upon consultation with the City Attorney, and the City Manager is hereby authorized to distribute or cause to be distributed the Official Statement in connection with the offering and sale of the Bonds of Series B.

Section 7. Forms of the proposed Amendment to Loan Agreement, the Supplemental Indenture, the Bond Purchase Agreement, the Letter of Credit and the Official Statement are

on file in the office of the City Clerk as Document Nos. RR-  
259538-1, RR- 259538-2, RR- 259538-3, RR-  
259538-4 and RR- 259538-5, and the actual forms of  
Supplemental Indenture, Amendment to Loan Agreement, Letter of  
Credit, Bond Purchase Agreement and Official Statement executed  
and delivered in connection with the Bonds of Series B shall be  
similarly filed.

Section 8. Bonds of Series B in an aggregate principal  
amount not to exceed \$13,000,000.00 shall be executed by the  
manual or facsimile signature of the Mayor, the seal of the City  
shall be affixed or imprinted thereon and attested by the manual  
or facsimile signature of the City Clerk, in form set forth in  
and otherwise in accordance with said Supplemental Indenture.  
The seal of the City may be reproduced in facsimile form.

Section 9. The Bonds of Series B, when so executed, shall  
be delivered to the Trustee for authentication. The Trustee is  
hereby requested and directed to authenticate the Bonds of  
Series B by executing the Trustee's certificate of  
authentication appearing thereon, and to deliver the Bonds of  
Series B, when duly executed and authenticated, to the  
Underwriter in accordance with written instructions executed on  
behalf of the City by the City Manager, 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. Such instructions shall provide for the delivery of  
the Bonds of Series B to the Underwriter upon payment of the  
purchase price thereof.

Section 10. The City Clerk is hereby authorized and

directed to attest the signatures of the Mayor and the City Manager and to affix and attest the seal of the City as may be requested in connection with the execution and delivery of the Bonds of Series B and said Loan Agreement, Supplemental Indenture and Bond Purchase Agreement in accordance with this resolution.

Section 11. The officers of City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver all documents which they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the Bonds of Series B and otherwise to carry out, give effect to and comply with the terms and intents of the resolution, the Bonds of Series B and said Amendment to Loan Agreement, Supplemental Indenture and Bond Purchase Agreement.

Section 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:112.4  
10/17/83  
R-84-643  
Or.Dept:Prop.  
Form=r.none

Passed and adopted by the Council of The City of San Diego on **OCT 3 1 1983**,  
 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"/>
Gloria McColl	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
William Jones	<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"/>
Uvaldo Martinez	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Mayor Roger Hedgecock	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

**ROGER HEDGECOCK**  
 Mayor of The City of San Diego, California.

**CHARLES G. ABDELNOUR**  
 City Clerk of The City of San Diego, California.

By *Jane A. Blackwell*, Deputy.

(Seal)

Office of the City Clerk, San Diego, California

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