

RESOLUTION NUMBER R- 260238

Adopted on MAR 5 1984

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF SAN DIEGO INSURED HOSPITAL REVENUE BONDS (VILLAVIEW COMMUNITY HOSPITAL), SERIES A, IN A PRINCIPAL AMOUNT NOT TO EXCEED \$7,250,000, THE EXECUTION AND DELIVERY OF AN INDENTURE, OPERATING AGREEMENT, CONTRACT OF INSURANCE, REGULATORY AGREEMENT, BOND PURCHASE AGREEMENT AND OFFICIAL STATEMENT 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 issue an issue of such revenue bonds, designated "The City of San Diego Insured Hospital Revenue Bonds (VillaView Community Hospital), Series A" (the "Bonds"), in an aggregate principal amount not to exceed \$7,250,000 for the purpose of providing moneys to fund a loan to VillaView Community Hospital (the "Corporation") to refinance and finance the acquisition of certain equipment and the construction of certain improvements to the Corporation's facilities; and

WHEREAS, the issuance of the Bonds and the loan of the proceeds thereof to the Corporation 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 \$7,250,000.

Section 3. The proposed form of Indenture, between the City and a corporate trustee, on file in the office of the City Clerk as Document No. ~~RR-260238-1~~ is hereby approved, and the City Manager, or his designated representative, 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 the officer 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 (which shall not exceed 12 percent), manner of execution, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in said Indenture, as finally executed.

Section 4. The proposed form of Operating Agreement, between the City and the Corporation, on file in the office of the City Clerk as Document No. ~~RR-260238-2~~ is hereby approved, and the City Manager, or his designated representative, is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver to the Corporation an Operating Agreement in substantially said form, with such changes therein as the officer executing the same, with the

01446

R- 260238

advice of the City Attorney, may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The proposed forms of Contract of Insurance and Regulatory Agreement, among the City, Corporation and the Office of Statewide Health Planning and Development (the "Office") on file in the office of the City Clerk as Document Nos. RR-260238-3 RR-260238-4 and _____ are hereby approved, and the City Manager, or his designated representative, is hereby authorized and directed for and in the name and on behalf of the City to execute and deliver to the Corporation and the Office a Contract of Insurance and a Regulatory Agreement in substantially said form, with such changes therein as the officer 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 6. The proposed form of Bond Purchase Agreement among the City, the Corporation and a purchaser to be designated by the City Manager or his designated representative, on file in the office of the City Clerk as Document No. RR-260238-5 is hereby approved, and the City Manager, or his designated representative, is hereby authorized and directed for and in the name and on behalf of the City to execute and deliver to the Corporation and said purchaser a Bond Purchase Agreement in substantially said form, with such changes therein as the officer executing the same with the advice of the City Attorney, may approve, such approval to be conclusively evidenced by the execution thereof.

01447

R-260238

Section 7. The proposed form of Official Statement on file in the office of the City Clerk as Document No. RR-260238-6 is hereby approved, and the City Manager, or his designated representative, is hereby authorized and directed for and in the name and on behalf of the City to execute an Official Statement in substantially the same form, with such changes therein as the officer executing the same, with the advice of the City Attorney, may approve, such approval to be conclusively evidenced by the execution and delivery thereof. Distribution of the Official Statement to potential purchasers of the Bonds is hereby authorized and distribution of the Official Statement in preliminary form is hereby ratified.

Section 8. Bonds in an aggregate principal amount not to exceed \$7,250,000 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 forms set forth in and otherwise in accordance with said Indenture. The seal of the City may be reproduced in facsimile form.

Section 9. The Bonds, when executed pursuant to Section 8 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 and authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the purchasers thereof, in accordance with written instructions executed on behalf of the City by the City Manager or his designated representative, which instructions

01448

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 purchasers thereof, upon payment of the purchase price thereof.

Section 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 effectuate the purposes of this resolution.

Section 11. The Corporation's selection of Orrick, Herrington and Sutcliffe, a professional corporation, as bond counsel is hereby approved.

Section 12. This resolution shall take effect immediately.

APPROVED: John W. Witt, City Attorney

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

SHS:rc:502.1.1
12/30/83 REV.1/20/84
Or.Dept:Fin.Mgmt.
R-84-1137
Form=r.none

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Passed and adopted by the Council of The City of San Diego on MAR 5 1984,
 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 type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
William Jones	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ed Struiksmma	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mike Gotch	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Dick Murphy	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Uvaldo Martinez	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input 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.

(Seal)

By *Barbara Burridge* Deputy.

Office of the City Clerk, San Diego, California

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