

ORDINANCE NUMBER O- 16766 (NEW SERIES)

ADOPTED ON NOV 24 1986

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF AND AUTHORIZING A LOAN AGREEMENT WITH GENE E. LYNN CARMEL MOUNTAIN LIMITED PARTNERSHIP, A WASHINGTON LIMITED PARTNERSHIP, AND AN INDENTURE WITH A TRUSTEE OR TRUSTEES TO BE SELECTED IN CONNECTION WITH THE ISSUANCE OF CITY OF SAN DIEGO INDUSTRIAL DEVELOPMENT REVENUE BONDS (CARMEL MOUNTAIN HEALTHCARE CENTER PROJECT), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,800,000.

WHEREAS, the City Council of The City of San Diego (the "City") has, by Ordinance No. O-15586 (New Series), adopted by the City Council on September 14, 1981, enacted an Act of the City 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. R-264599, adopted by the Council on December 2, 1985, evidenced its intent to authorize the issuance of one or more series of such revenue bonds or other evidences of indebtedness to fund such a loan or loans to Gene E. Lynn to finance the acquisition, construction and equipping of a skilled care center at the intersection of Camino Del Norte and Carmel Mountain Road in the City (the "Project"); and

WHEREAS, Gene E. Lynn has formed Gene E. Lynn Carmel Mountain Limited Partnership, a Washington limited partnership (the "Company"), for the purpose of being the developer of the Project and the borrower under any loan agreement with the City in connection with the financing of the Project and desires to have Resolution No. R-264599 be effective as to the Company; and

WHEREAS, the Company has assured the City that the interest savings the Company will realize by virtue of the City's providing tax-exempt financing for the Project will be passed on to the patients using the facilities financed with the proceeds of any bonds issued to finance the Project by way of lower rates to such patients than would otherwise prevail; and

WHEREAS, the City 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 ORDAINED, 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 (Carmel Mountain Healthcare Center Project) Series 1986" in an aggregate principal amount not to exceed \$5,800,000 (herein called in aggregate the "Bonds"), are authorized to be issued in one or more series as the Company and the officers of the City may determine are appropriate.

Section 2. The City Manager and other proper officers of the City are authorized to prepare and to enter into, for and in the

name and on behalf of the City, in accordance with the Law, from time to time as needed to finance the Project, agreements with the Company providing for loans to it to be funded by the issuance of one or more series of economic development revenue bonds of the City in an aggregate principal amount not to exceed \$5,800,000 and for terms not to exceed thirty years, and one or more indentures between the City and a trustee or trustees, to be selected by the Company with the approval of the City Manager or other proper officer of the City, setting forth the terms of said bonds and providing for the payment and security thereof, and all necessary and appropriate documents in connection therewith. Forms of the proposed Loan Agreement, the Indenture and the Bond Purchase Agreement are on file in the office of the City Clerk as Document Nos 00-16766-1, 00-16766-2 and 00-16766-3, respectively.

Section 3. The proposed form of loan agreement (the "Loan Agreement"), between the City and the Company, presented to this meeting, is hereby approved. The City Manager or other proper officer of the City is hereby authorized, on and after the effective date hereof, for and in the name and on behalf of the City, to execute, acknowledge and deliver one or more loan agreements, or supplements thereto, in substantially such form in connection with each issuance of a series of the Bonds with such changes therein as such officer and the City Attorney may require or approve, and with the inclusion of such of the alternative provisions contemplated thereby as may be appropriate to provide or accommodate differing types of security or collateral for the

Bonds, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The proposed form of trust indenture (the "Indenture"), between the City and a trustee, presented to this meeting, is hereby approved. The City Manager or other proper officer of the City is hereby authorized, on or after the effective date hereof, for and in the name and on behalf of the City, (a) to execute, acknowledge and deliver one or more trust indentures in substantially such form, in connection with each issuance of a series of Bonds, with such changes therein as such officer and the City Attorney may require or approve, and with the inclusion of such of the alternative provisions contemplated thereby as may be appropriate to provide or accommodate differing types of security or collateral for the Bonds, such approval to be conclusively evidenced by the execution and delivery thereof and (b) to approve a trustee selected by the Company for each series of Bonds. The date, maturity date or dates, interest rate or rates (and the method for any adjustment thereof), interest payment dates, terms of redemption, terms, if any, on which the Bonds may be tendered, security and other terms of the Bonds shall be as provided in each such Indenture as finally executed.

Section 5. The proposed form of bond purchase agreement (the "Bond Purchase Agreement"), among the City, the Company and Glickenhau & Co. (the "Underwriters"), presented to this meeting, is hereby approved. The City Manager or other proper officer of the City is hereby authorized, for and in the name and on behalf of the City, to execute, acknowledge and deliver a bond

purchase agreement in substantially such form, in connection with each issuance of a series of Bonds, 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 6. The City Manager or other proper officer of the City is hereby authorized, for and in the name and on behalf of the City, to approve and sign an official statement or other disclosure statement relating to the Bonds (the "Official Statement"), subject to the review and approval of the City Attorney, in connection with each issuance of a series of Bonds, which Official Statement shall describe the series of Bonds being offered and shall include an annex setting forth information with respect to the Company.

Section 7. Forms of the proposed Loan Agreement, the Indenture and the Bond Purchase Agreement are on file in the office of the City Clerk as Document Nos. 00-16766-1, 00-16766-2 and 00-16766-3, respectively, and the actual form of Indenture, Loan Agreement or Bond Purchase Agreement executed and delivered in connection with a series of Bonds shall be similarly so filed.

Section 8. Bonds in an aggregate principal amount not to exceed \$5,800,000 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 so executed, shall be delivered to the trustee or other designated person under an indenture for a series of Bonds (a "Trustee") for authentication. The Trustees are 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 other proper officer of the City, 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 to the Underwriters 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 or the Assistant or Deputy City Manager or other proper officer of the City and to affix and attest the seal of the City as may be requested in connection with the execution and delivery of the Bonds and said Loan Agreements, Indentures and Bond Purchase Agreements as may be prepared in connection with one or more series of Bonds in accordance with this ordinance.

Section 11. The officers of the City are hereby authorized, jointly and severally, to do any and all things and to execute and deliver all documents and select or approve such other parties 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 intents of this ordinance, the Bonds and said Loan Agreements, Indentures and Bond Purchase Agreements.


Section 12. It is the purpose and intent of the City Council that this ordinance constitutes, to the extent its approval is required by Section 103(k) of the Internal Revenue Code of 1954, as amended, or Section 147(f) of the Internal Revenue Code of 1986, the City's approval of the Projects and the Bonds by an applicable elected representative.

Section 13. The City Clerk is hereby authorized and directed to cause a digest or a copy of this ordinance to be published at least once in "The San Diego Daily Transcript" within fifteen (15) days after the adoption of this ordinance pursuant to Section 18 of the City Charter.

Section 14. This ordinance shall take effect and be in force on the thirtieth day from and after its passage.

APPROVED: John W. Witt, City Attorney

By


Harold O. Valderhaug
Deputy City Attorney

HOV:ps
11/04/86
11/07/86 REV.1
Or.Dept:Prop.
0-87-100
Form=o.none

01465

0-16766

Passed and adopted by the Council of The City of San Diego on NOV 24 1986
 by the following vote:

Council Members	Yeas	Nays	Not Present	Ineligible
Abbe Wolfsheimer	<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 Struikma	<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"/>
Judy McCarty	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
District 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> VACANT
Mayor Maureen O'Connor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

MAUREEN O'CONNOR
 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.

I HEREBY CERTIFY that the foregoing ordinance was not finally passed until twelve calendar days had elapsed between the day of its introduction and the day of its final passage, to wit, on

NOV 10 1986, and on NOV 24 1986

~~I FURTHER CERTIFY that said ordinance was read in full prior to its final passage.~~

I FURTHER CERTIFY that the reading of said ordinance in full was dispensed with by a vote of not less than a majority of the members elected to the Council, and that there was available for the consideration of each member of the Council and the public prior to the day of its passage a written or printed copy of said ordinance.

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

(Seal)

By Ellen Board, Deputy.

01466

Office of the City Clerk, San Diego, California	
Ordinance Number <u>0-16766</u>	Adopted <u>NOV 24 1986</u>

CERTIFICATE OF PUBLICATION

CITY OF SAN DIEGO
202 C STREET 12TH FLOOR
SAN DIEGO, CA 92101

IN THE MATTER OF
AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE
OF AND AUTHORIZING A LOAN AGREEMENT WITH GENE E.
LYNN CARMEL MOUNTAIN LIMITED PARTNERSHIP

NO.

ORDINANCE NUMBER O-16766 (NEW SERIES)

AN ORDINANCE AUTHORIZING THE ISSUANCE AND SALE OF AND AUTHORIZING A LOAN AGREEMENT WITH GENE E. LYNN CARMEL MOUNTAIN LIMITED PARTNERSHIP, A WASHINGTON LIMITED PARTNERSHIP, AND AN INDENTURE WITH A TRUSTEE OR TRUSTEES TO BE SELECTED IN CONNECTION WITH THE ISSUANCE OF CITY OF SAN DIEGO INDUSTRIAL DEVELOPMENT REVENUE BONDS (CARMEL MOUNTAIN HEALTHCARE CENTER PROJECT), IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,800,000.

This ordinance authorizes the issuance and sale of and authorizes a loan agreement with Gene E. Lynn Carmel Mountain Limited Partnership, a Washington limited partnership, and an indenture with a trustee or trustees to be selected in connection with the issuance of City of San Diego Industrial Development Revenue Bonds (Carmel Mountain Healthcare Center Project), in an aggregate principal amount not to exceed \$5,800,000. The full text of this ordinance, together with related documents, is on file in the office of the City Clerk and available for public inspection.

Passed and adopted by the Council of The City of San Diego on November 24, 1986, by the following vote:

YEAS: Wolfshelmer, Cleator, McColi, Jones, Struikama, Gotch, McCarty, O'Connor.

NAYS: None.

NOT PRESENT: None. District 8-vacant.

AUTHENTICATED BY: MAUREEN O'CONNOR

Mayor of The City of San Diego, California.

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

(Seal)
By ELLEN BOVARD, Deputy.

I HEREBY CERTIFY that the foregoing ordinance was not finally passed until twelve calendar days had elapsed between the day of its introduction and the day of its final passage, to wit, on November 10, 1986.

I FURTHER CERTIFY that the reading of said ordinance was dispensed with by a vote of not less than a majority of the members elected to the Council, and that there was available for the consideration of each member of the Council and the public prior to the day of its passage a written or printed copy of said ordinance.

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

(Seal)
By ELLEN BOVARD, Deputy.

Pub. December 8

65883

I, THOMAS D. KELLEHER, am a citizen of the United States and a resident of the County aforesaid; I am over the age of eighteen years, and not a party to or interested in the above-entitled matter. I am the principal clerk of the San Diego Daily Transcript, a newspaper of general circulation, printed and published daily, except Saturdays and Sundays, in the City of San Diego, County of San Diego, and which newspaper has been adjudged a newspaper of general circulation by the Superior Court of the County of San Diego, State of California, under the date of January 23, 1909, Decree No. 14894; and the


ORDINANCE NUMBER O-16766
(NEW SERIES)

is a true and correct copy of which the annexed is a printed copy and was published in said newspaper on the following date(s), to wit:

DECEMBER 8, 1986

I certify under penalty of perjury that the foregoing is true and correct.

Dated at San Diego, California this 8 day of DEC, 19 86



(Signature)

01467

8 1/2" x \$10.24 = \$87.04