

0-17935
ORDINANCE NUMBER ___ (New Series)

(0-93-189)

Adopted on JUN 28 1993

AN ORDINANCE AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MORTGAGE REVENUE REFUNDING BONDS IN A PRINCIPAL AMOUNT NOT TO EXCEED \$17,500,000 FOR THE PURPOSE OF MAKING A LOAN TO PROVIDE FUNDS TO REFINANCE THE COST OF DEVELOPING A MULTIFAMILY RENTAL PROJECT, DETERMINING AND PRESCRIBING CERTAIN MATTERS RELATING THERETO, AND APPROVING AND AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS, AGREEMENTS AND ACTIONS.

WHEREAS, by Ordinance No. 0-15746 (New Series), adopted on May 3, 1982, the City Council of the City of San Diego (the "City Council") adopted The City of San Diego Multifamily Residential Mortgage Revenue Bond Law (as amended to the date hereof, referred to herein as the "Law") in order to establish a procedure for the authorization, issuance and sale of multifamily mortgage revenue bonds by The City of San Diego (the "City") for the purpose of making loans or otherwise providing funds to finance the development of affordable multifamily rental housing in order to meet a substantial housing need identified in the community (the "Program"); and

WHEREAS, on November 15, 1982 the City adopted Ordinance No. 0-15859 (New Series) authorizing the issuance of the City's Rental Housing Revenue Bonds, Series A - Mariner's Cove (Federal Housing Administration Insured Mortgage Loan) in the aggregate principal amount of \$19,655,000 (the "Prior Bonds") for a multifamily residential project known as Mariner's Cove (the "Project") which was constructed and is owned by Lincoln Mariner's Associates Limited, a California limited partnership (the "Owner"); and

WHEREAS, the City desires to make a loan (the "Loan") to the Owner to assist in the refinancing of the Project, and in order to do so intends to sell and issue not to exceed \$16,250,000 of its Mortgage Revenue Refunding Bonds (FHA - Insured Mortgage Loan -

Mariner's Cove), 1993 Issue B-1 (the "Issue B-1 Bonds") and not to exceed \$1,250,000 of its Taxable Mortgage Revenue Refunding Bonds (FHA Insured Mortgage Loan - Mariner's Cove), 1993 Issue B-2 (the "Issue B-2 Bonds") (collectively, the "Bonds"); and

WHEREAS, the City Council has now determined to make the Loan to provide funds to assist in the refinancing of the Project for the purpose of providing housing for low and moderate income persons or families; and

WHEREAS, there have been prepared and presented to the City Council for consideration at this meeting the following instruments:

- (1) The form of Indenture of Trust (the "Indenture"), including the form of Bond;
- (2) The form of Loan Agreement;
- (3) The form of Regulatory Agreement and Declaration of Restrictive Covenants (the "Regulatory Agreement");
- (4) The form of Bond Purchase Agreement;
- (5) The form of Official Statement relating to the Bonds;
- (6) The form of Administration Agreement relating to the Bonds; and

WHEREAS, it appears that each of the documents and instruments referred to above that are now before this meeting is in appropriate form and is an appropriate instrument to be executed and delivered for the purposes intended; and

WHEREAS, Stradling, Yocca, Carlson & Rauth and Fatica, Boutwell & Behrendt will act as co-bond counsel for the City in connection with the issuance of the Bonds and Banc One Capital Corporation and E. J. De La Rosa & Co., Inc. (the "Underwriters") have expressed their intention to purchase the Bonds, and the City Council finds that the public interest and necessity require that the City at this time make arrangements for the sale of the Bonds; and

WHEREAS, all acts, conditions and things required by the Law, and by all of the laws of the State of California to exist, to have happened and to 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 a manner and upon the terms therein provided; and

NOW, THEREFORE, BE IT ORDAINED, by the Council of The City of San Diego, as follows:

Section 1. Finding and Determination. It is hereby found and determined that it is necessary and desirable for the City to assist in the refinancing of the Project through the issuance and sale of the Bonds in order to assist in the development of dwelling units to be occupied by low and moderate income persons in the community.

Section 2. Authorization of the Bonds. For the purpose of raising moneys with which to make the Loan and refinance the Project, the City hereby determines to issue the Issue B-1 Bonds in an aggregate principal amount not to exceed \$16,250,000, and the Issue B-2 Bonds in an aggregate principal amount not to exceed \$1,250,000, with the exact principal amounts to be such amounts as are necessary to refund the Prior Bonds and to make the required deposits under the Indenture. The Bonds shall bear interest at the rates and shall mature as provided in the Indenture. The Bonds shall be in substantially the forms set forth in the Indenture, with such appropriate variations, omissions, insertions and provisions as are permitted or required by the Indenture, which shall be appropriately completed when the Bonds are prepared.

The Bonds shall be limited obligations of the City and shall be payable as to principal, premium, if any, and interest, and the obligations of the City under the Indenture shall be paid

and satisfied, solely from the revenues, receipts and other moneys pledged therefor under the Indenture.

Section 3. Execution and Delivery of the Bonds. The Bonds shall be executed on behalf of the City by the manual or facsimile signature of the Mayor or Deputy Mayor, and the official seal of the City, or a facsimile thereof, shall be impressed or imprinted thereon and attested with the manual or facsimile signature of the City Clerk.

Section 4. Approval of Indenture. To provide for the details of the Bonds, and to prescribe the terms and conditions upon which they are to be issued, secured, executed, authenticated and held and upon which the Loan is to be made, the City Manager or a deputy City Manager and the City Clerk or deputy City Clerk are hereby authorized to execute and deliver the Indenture, a copy of which is on file in the office of the City Clerk as Document No. 00-17935-1, in substantially the form presented to this meeting with such changes as may be approved by the officers of the City executing the same, upon consultation with the City Attorney, their execution thereof to constitute conclusive evidence of their approval of all changes from the form of Indenture presented to this meeting, which form of Indenture is hereby in all respects approved and incorporated by reference and made a part hereof.

Section 5. Approval of Loan Agreement. To provide for the details of the making of the Loan, and the duties and obligations of the Owner, the City Manager or a deputy City Manager and the City Clerk or deputy City Clerk are hereby authorized to execute and deliver the Loan Agreement, a copy of which is on file in the office of the City Clerk as Document No. 00-17935-2, in substantially the form presented to this meeting with such changes as may be approved by the officers of the City executing the same, upon consultation with the City Attorney, their execution thereof to constitute conclusive evidence of their approval of all changes

from the form of Loan Agreement presented to this meeting, which form of Loan Agreement is hereby in all respects approved and incorporated by reference and made a part hereof.

Section 6. Approval of Regulatory Agreement. To provide for certain conditions and terms of the operation of the Project, and the duties and obligations of the Owner, the City Manager or a deputy City Manager and the City Clerk or a deputy City Clerk are hereby authorized to execute the Regulatory Agreement, the form of which is on file in the office of the City Clerk as Document No. 00-17935-3, in substantially the form presented to this meeting with such changes as may be approved by the officers of the City executing the same, upon consultation with the City Attorney, their execution thereof to constitute conclusive evidence of their approval of all changes from the form of Regulatory Agreement presented to this meeting, which form of Regulatory Agreement is in all respects approved and incorporated by reference and made a part hereof.

Section 7. Approval of Bond Purchase Agreement. The form of Bond Purchase Agreement presented to this meeting, a copy of which is on file in the office of the City Clerk as Document No. 00-17935-4, is hereby approved in all respects and incorporated herein by reference and made a part hereof, and the City Manager or a deputy City Manager is hereby authorized to execute and deliver to the Underwriters a Bond Purchase Agreement in substantially such form with such changes as may be approved by the officer of the City executing the same, upon consultation with the City Attorney, such execution to constitute conclusive evidence of the approval by such officer of all changes from the form of Bond Purchase Agreement presented to this meeting, which form of Bond Purchase Agreement is in all respects approved and incorporated by reference and made a part hereof.

Section 8. Approval of Official Statement. The form of Official Statement presented to this meeting, a copy of which is on file with the City Clerk as Document No. 00-17935-5, is hereby

approved and the Underwriters are authorized to mail a preliminary Official Statement to potential investors following receipt by the Underwriters of a written certificate of the City Manager or a deputy City Manager deeming the form of the preliminary Official Statement to be mailed "final" for such purpose within the meaning of Securities and Exchange Commission Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended ("Rule 15c2-12"). The City Manager and the deputy City Manager are hereby authorized to make such changes as are necessary to comply with Rule 15c2-12 and such changes as are necessary to convert the preliminary Official Statement to a final Official Statement, and the City Manager or a deputy City Manager of the City is hereby authorized to execute and deliver the final Official Statement, such execution to constitute conclusive evidence of the approval by such officer of all changes from the form of Official Statement presented to this meeting, which form of Official Statement is in all respects approved and incorporated by reference and made a part hereof.

Section 9. Approval of Administration Agreement. The form of Administration Agreement, substantially in the form submitted to this meeting, a copy of which is one file in the office of the City Clerk as Document No. 0017935-6, is hereby approved, and the City Manager or a deputy City Manager is hereby authorized to execute and deliver an Administration Agreement in substantially such form with such changes therein as may be approved by the officer of the City executing the same, upon consultation with the City Attorney, such execution to constitute conclusive evidence of the approval by such officer of all changes from the form of Administration Agreement presented to this meeting, which form of Administration Agreement is in all respects approved and incorporated by reference and made a part hereof.

Section 10. Approval of Execution of Documents Relating to Substitution of Collateral. The City Manager or a deputy City Manager and the City Clerk or a deputy City Clerk are hereby authorized to execute and deliver such certificates, agreements, amendments to documents

and any other documents approved by and deemed necessary by Bond Counsel and the City Attorney to accomplish the substitution of collateral pursuant to Section 2.11 of the Indenture approved in Section 4 of this ordinance.

Section 11. Actions Ratified and Authorized. All actions heretofore taken by the officers and agents of the City with respect to the sale and issuance of the Bonds are hereby approved, confirmed and ratified, and the officers of the City are hereby authorized, for and in the name and on behalf of the City, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents, including but not limited to those described in the Bond Purchase Agreement, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and the making of the Loan and the refunding of the Prior Bonds in accordance with the Law and this ordinance.

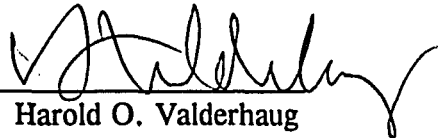
Section 12. Conflicting Resolutions Repealed. All ordinances and resolutions or parts thereto in conflict herewith are, to the extent of such conflict, hereby repealed.

Section 13. Severability. If any section, paragraph or provision of this ordinance shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any remaining provisions of this ordinance.

Section 14. Publication of Notice. 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 15. Effective Date. This ordinance shall take effect on the thirtieth day after its adoption.

APPROVED: John W. Witt, City Attorney

By: 
Harold O. Valderhaug
Deputy City Attorney

HOV:ps
06/01/93
Or.Dept.Hsg.Comm.
O-93-189

JUN 28 1993

Passed and adopted by the Council of The City of San Diego on
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"/>
Ron Roberts	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
John Hartley	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
George Stevens	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Tom Behr	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Valerie Stallings	<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"/>
Juan Vargas	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Susan Golding	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

SUSAN GOLDING

Mayor of The City of San Diego, California.

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

(Seal)

By *Branda B. Barnes*, 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

JUN 14 1993

JUN 28 1993

....., and on.....

~~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 *Branda B. Barnes*, Deputy.

Office of the City Clerk, San Diego, California

Ordinance Number 0 17935

JUN 28 1993

Adopted.....

RECEIVED
93 JUN -4 AM 9:18
CITY CLERKS OFFICE
SAN DIEGO, CA

JUN 14 1993

#51

CERTIFICATE OF PUBLICATION

RECEIVED
CITY CLERK

93 JUL 15 AM 10:18

SAN DIEGO, CALIF. *J*

OFFICE OF THE CITY CLERK
2ND FLOOR
CITY ADMINISTRATION BUILDING
202 C STREET
SAN DIEGO, CA 92101

IN THE MATTER OF

NO.

AN ORDINANCE AUTHORIZING THE ISSUANCE, SALE AND...

I, Corey Donahue, 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 0-17935 (New Series)
AN ORDINANCE AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF MORTGAGE REVENUE BONDS IN A PRINCIPAL AMOUNT NOT TO EXCEED \$17,500,000 FOR THE PURPOSE OF MAKING A LOAN TO PROVIDE FUNDS TO REFINANCE THE COST OF DEVELOPING A MULTIFAMILY RENTAL PROJECT DETERMINING AND PRESCRIBING CERTAIN MATTERS RELATING THERETO, AND APPROVING AND AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS, AGREEMENTS AND ACTIONS.
A complete copy of the Ordinance is available for inspection in the Office of the City Clerk of the City of San Diego, 2nd Floor, City Administration, 202 "C" Street, San Diego, CA 92101.
INTRODUCED ON JUN 14 1993
Passed and adopted by the Council of the City of San Diego on JUN 28 1993.
AUTHENTICATED BY: SUSAN GOLDING
Mayor of The City of San Diego, CA
CHARLES G. ABDELNOUR
City Clerk of The City of San Diego, CA
By RHONDA R. BARNES, Deputy
Pub. July 12 275931

ORDINANCE NUMBER 0-17935 (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:

JULY 12

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

Dated at San Diego, California this 12th day of JULY, 1993.

Corey Donahue

(Signature)

2 1/2 x 2 = \$ 61.44