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Corrected 05/02/94

RESOLUTION NUMBER R-283434

OF THE

SAN DIEGO OPEN SPACE PARK

FACILITIES DISTRICT NO. 1

ADOPTED ON FEBRUARY 22, 1994

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$65,000,000 PRINCIPAL AMOUNT OF SAN DIEGO OPEN SPACE PARK FACILITIES DISTRICT NO. 1 GENERAL OBLIGATION BONDS REFUNDING SERIES 1994, PRESCRIBING THE TERMS AND FORM OF SAID BONDS; FIXING THE MAXIMUM RATE OF INTEREST ON SAID BONDS; AUTHORIZING THE EXECUTION OF SAID BONDS; PROVIDING FOR THE APPLICATION OF CERTAIN MONEYS PLEDGED BY THE CITY OF SAN DIEGO TO PAY THE PRINCIPAL AND INTEREST THEREOF AND THE LEVY OF TAX BY THE DISTRICT IN THE EVENT THAT MONEYS PLEDGED BY THE CITY OF SAN DIEGO ARE INSUFFICIENT THEREFOR; PRESCRIBING THE TERMS OF SALE OF SAID BONDS; APPROVING FORMS OF OFFICIAL STATEMENT, OFFICIAL NOTICE OF SALE, NOTICE OF INTENTION TO SELL BONDS AND ESCROW AGREEMENT; AUTHORIZING APPOINTMENT OF PAYING AGENT; AND AUTHORIZING EXECUTION OF NECESSARY CERTIFICATES.

WHEREAS, on February 23, 1977, the City Council of the City of San Diego (the "City") adopted Ordinance No. 12027 which added a new Division 20 (the "Procedural Ordinance") to Chapter VI, Article 1 of the San Diego Municipal Code, and which authorized the City to create park facilities districts for the purpose of acquiring, constructing, improving, maintaining and operating park facilities; and

WHEREAS, pursuant to Resolution No. 220486 adopted by the City Council on March 20, 1978, the City formed San Diego Open

Space Park Facilities District No. 1 (the "District"), for the purposes of acquiring open space and other park facilities, pursuant to the Procedural Ordinance and, to the extent not inconsistent with the Procedural Ordinance, the Community Facilities Law of 1911 (commencing with Section 4600, Part 3, Division 5 of the Health and Safety Code), excepting certain provisions hereinafter described (the "Facilities Law"); and

WHEREAS, pursuant to said Resolution No. 220486, the following proposition was placed on the June 6, 1978, primary election ballot:

Proposition: Shall the San Diego Open Space Park Facilities District No. 1 incur an indebtedness, to be represented by general obligation bonds of the District, in the maximum principal amount of Sixty-five Million Dollars (\$65,000,000), to provide funds for the acquisition of open space and other park facilities, as more particularly described in the San Diego Park Facilities District Procedural Ordinance?; and

WHEREAS, said proposition was approved by an affirmative vote of a majority of the voters of the District voting on the proposition, as required by Section 61.2042 of the Procedural Ordinance; and

WHEREAS, on December 18, 1978, the City Council adopted Resolution No. 222446 (the "Master Resolution"), authorizing the issuance by the District of \$65,000,000 aggregate principal amount of "San Diego Open Space Park Facilities District No. 1 Open Space Park Bonds of 1978," to be issued in one or more series; and

WHEREAS, pursuant to Resolution No. 222447, adopted by the City Council on December 18, 1978, the District issued \$15,000,000 original aggregate principal amount of Open Space

Park Bonds of 1978, Series 79 (the "1979 Bonds"); and

WHEREAS, pursuant to Resolution No. 265809, adopted by the City Council on May 27, 1986, the District issued \$20,000,000 original aggregate principal amount of Open Space Park Bonds of 1978, Series 86A (the "1986A Bonds"); and

WHEREAS, pursuant to Resolution No. 265810, adopted by the City Council on May 27, 1986, the District issued \$32,790,000 original aggregate principal amount of Open Space Park Refunding Bonds of 1986 (the "1986 Bonds") (the 1979 Bonds, 1986 Bonds and 1986A Bonds are collectively referred to herein as the "Prior Bonds"); and

WHEREAS, the District has determined and hereby declares that prudent management of the fiscal affairs of the District requires that it refund in part or in full any or all series of the Prior Bonds (the "Refunded Bonds") by issuing refunding bonds either at the same time or from time to time (the "Refunding Bonds") pursuant to Section 61.2004 of the Procedural Ordinance and, except as to matters therein inconsistent with the intent, purpose and provisions of the Procedural Ordinance, the provisions of the Community Facilities Law of 1911 (commencing with Section 4600, Part 3, Division 5 of the Health and Safety Code), excepting Article 2a, subdivision (d) of Section 4616, the first sentence of Section 4618, the first sentence of Section 4623, Sections 4623.5 and 4625 and the last sentence of Section 4638 thereof, and the provisions of Article 9 (commencing with Section 53550), as modified by Article 11 (commencing with Section 53580), Chapter 3, Part 1, Division 2, Title 5 of the Government Code, excepting Section 53569 thereof, all without

submitting the question of issuance of the Refunding Bonds to a vote of the qualified electors of the City; and

WHEREAS, the Refunding Bonds will not be issued if the total net interest cost to maturity thereon plus the principal amount thereof exceeds the total net interest cost to maturity on the Refunded Bonds plus the principal amount thereof, although the principal amount of the Refunding Bonds may be more than, less than or the same as the Refunded Bonds; and

WHEREAS, the District proposes to conduct a public sale of the Refunding Bonds for the purpose of defeasing the Refunded Bonds; and

WHEREAS, a form of Escrow Agreement, Official Notice of Sale, Notice of Intention to Sell Bonds and Preliminary Official Statement describing the District, the City and the Refunding Bonds have been submitted to the governing body of the District; NOW, THEREFORE,

BE IT RESOLVED, by the governing body of the District, as follows:

Section 1. Definitions. (a) All of the recitals herein are true and correct. The governing body of the District has reviewed all proceedings heretofore taken relative to the authorization of the Refunding Bonds and has found, as a result of such review, and hereby finds and determines that all conditions, things and acts required by law to exist, happen and be performed precedent to and in the issuance of the Refunding Bonds have existed, happened and been performed in due time, form and manner as required by law, and the District is now authorized, pursuant to each and every requirement of law, to

incur indebtedness and issue the Refunding Bonds in the manner and form as in this Resolution provided.

(b) Unless the context otherwise requires, the terms defined in this Section 1(b) shall for all purposes of this Resolution have the meanings herein specified:

Bond - The term "Bond" means the Refunding Bonds and unrefunded portions of the Prior Bonds and any obligations which refund any or all of the Refunding Bonds or any unrefunded portions of the Prior Bonds.

Bond Fund - The term "Bond Fund" shall mean the Bond Fund established pursuant to Section 7.01 of Part 7 of the Master Resolution.

Business Day - The term "Business Day" shall mean a day other than a Saturday or Sunday or a day on which banking institutions are authorized or required to be closed for commercial banking purposes in the State of California.

Charter - The term "Charter" means the Charter of the City.

City - The term "City" shall mean the City of San Diego, California.

City Treasurer - The term "City Treasurer" shall mean the Treasurer of the City.

City Ordinance - The term "City Ordinance" shall mean Ordinance No. O-18043 adopted by the City on March 7, 1994, pursuant to which the City pledges certain moneys in the Environmental Growth Fund of the City created and maintained pursuant to Section 103.1a of the Charter to the payment of principal and interest on the Bonds as described in Section 10 of this Resolution.

Clerk - The term "Clerk" shall mean the Clerk of the City.

Code - The term "Code" shall mean the Internal Revenue Code of 1986, as amended, and any regulations promulgated or in effect thereunder.

Council - The term "Council" shall mean the Council of the City.

District - The term "District" shall mean the San Diego Open Space Park Facilities District No. 1.

Environmental Growth Fund - The term "Environmental Growth Fund" shall mean the fund of the City created and maintained pursuant to Section 103.1a of the Charter.

Facilities Law - The term "Facilities Law" shall mean the Community Facilities Law of 1911 (commencing with Section 4600, Part 3, Division 5 of the Health and Safety Code), excepting Article 2a, subdivision (d) of Section 4616, the first sentence of Section 4618, the first sentence of Section 4623, Sections 4623.5 and 4625 and the last sentence of Section 4638 thereof.

Federal Securities - The term "Federal Securities" shall mean direct obligations of, or obligations guaranteed by, the United States of America, in which the District may lawfully invest its money and which are not subject to redemption prior to maturity thereof.

Governing Body - The term "Governing Body" or "governing body" shall mean the governing body of the District which, pursuant to the Procedural Ordinance and the Facilities Law, is the Council of the City.

Master Resolution - The term "Master Resolution" shall mean Resolution No. 222446 adopted by the Council on December 18,

1978, authorizing the issuance by the District of \$65,000,000 aggregate principal amount of District bonds, in one or more series.

Outstanding - The term "Outstanding" when used as of any particular time with reference to the Refunding Bonds shall mean all the Refunding Bonds theretofore issued and delivered by the District under this Resolution except:

(a) Refunding Bonds theretofore cancelled by the Paying Agent or surrendered to the Paying Agent for cancellation;

(b) Refunding Bonds for the payment or redemption of which money or securities in the necessary amount (as provided in Section 20) shall have been theretofore deposited with the Paying Agent (whether upon or prior to the maturity or the redemption date of such Refunding Bonds), provided that, if such Refunding Bonds are to be redeemed prior to the maturity thereof, notice of such redemption shall have been given as provided in Section 4 or provision satisfactory to the Paying Agent shall have been made for the giving of such notice; and

(c) Refunding Bonds in lieu of, or in substitution for, which other Refunding Bonds shall have been issued and delivered pursuant to the terms of Section 18.

Paying Agent - The term "Paying Agent" shall mean the Paying Agent appointed by the City Treasurer, for and on behalf of the District, pursuant to Section 17, as paying agent, registrar and transfer agent for the Refunding Bonds, or any successor thereto.

Principal Corporate Trust Office - The term "Principal

Corporate Trust Office" shall mean the principal corporate trust office of the Paying Agent in Los Angeles, California, as designated in writing by the Paying Agent pursuant to Section 17 hereof.

Prior Bonds - The term "Prior Bonds" shall mean the 1979 Bonds, the 1986A Bonds and the 1986 Bonds of the District issued in the respective original aggregate principal amounts of \$15,000,000, \$20,000,000 and \$32,790,000 pursuant to the terms of the Prior Resolutions.

Prior Resolutions - The term "Prior Resolutions" shall mean, with respect to the 1979 Bonds, Resolution No. 222447 adopted by the Council on December 18, 1978; with respect to the 1986A Bonds, Resolution No. 265809 adopted by the Council on May 27, 1986; and, with respect to the 1986 Bonds, Resolution 265810 adopted by the Council on May 27, 1986.

Procedural Ordinance - The term "Procedural Ordinance" shall mean Ordinance No. 12027 adopted by the Council on February 23, 1977.

Rebate Fund - The term "Rebate Fund" shall mean the Rebate Fund established pursuant to Section 16 of this Resolution.

Rebate Requirement - The term "Rebate Requirement" shall mean the Rebate Requirement as defined in the Tax Certificate.

Record Date - The term "Record Date" shall mean the fifteenth day of the month immediately preceding an interest payment date, whether or not such day is a Business Day.

Redemption Fund - The term "Redemption Fund" shall mean the San Diego Open Space Park Facilities District No. 1 General Obligation Bond Refunding Series 1994 Redemption Fund established



pursuant to Section 4 of this Resolution.

Refunded Bonds - The term "Refunded Bonds" shall mean the specified amount of Prior Bonds to be refunded with the proceeds of the Refunding Bonds.

Refunding Bond Owner or Owner or owner - The term "Refunding Bond Owner" or "Owner" or "owner" shall mean the registered owner of an Outstanding Refunding Bond.

Refunding Bonds - The term "Refunding Bonds" shall mean San Diego Open Space Park Facilities District No. 1 General Obligation Bonds Refunding Series 1994 issued in the original principal amount not to exceed \$65,000,000 pursuant to the terms of this Resolution.

Resolution - The term "Resolution" shall mean this Resolution as adopted by the Governing Body of the District on February 22, 1994.

Tax Certificate - The term "Tax Certificate" shall mean the tax certificate and agreement executed by the District at the time of issuance and delivery of the Refunding Bonds, relating to the requirements of Section 148 of the Internal Revenue Code of 1986, as amended, as such certificate may be amended or supplemented.

Underwriter - The term "Underwriter" shall mean the original purchaser or purchasers of the Refunding Bonds.

Section 2. Principal Amount; Sale of Refunding Bonds. The Governing Body of the District hereby authorizes the sale of not to exceed \$65,000,000 in principal amount of Refunding Bonds of the District (and the designation thereof as the "San Diego Open Space Park Facilities District No. 1 General Obligation Bonds

Refunding Series 1994") to the Underwriter.

Section 3. Terms of Refunding Bonds; Maturities. The Refunding Bonds shall be dated May 15, 1994. The Refunding Bonds shall bear interest at a rate of not to exceed the greater of the maximum rate permitted by law at the time of issuance or eight percent (8%) per annum (the exact rate to be determined upon sale of the Refunding Bonds), payable on July 1, 1994, and semiannually thereafter on January 1 and July 1 of each year. The Refunding Bonds shall be in fully registered form, without coupons, in denominations of \$5,000 or any integral multiple thereof, provided that no Refunding Bond shall have principal maturing on more than one date, and shall mature on January 1 of each of the years not later than year 2012, and in the principal amounts not greater than \$65,000,000.

The foregoing schedule of principal amounts of Refunding Bonds to mature in a year may be modified by the District in consultation with Bond Counsel provided that (i) the purpose for modifying such schedule shall be to reduce the overall net interest cost payable on the Refunding Bonds; (ii) some principal amount shall mature in each year; (iii) the principal amount to mature in a year shall not be less than the principal amount to mature in the prior year; and (iv) the amount to mature in the last year shall not be greater than fifteen percent (15%) of the original principal amount of Refunding Bonds issued under this Resolution.

The principal of the Refunding Bonds shall be payable in lawful money of the United States of America to the registered owner thereof, upon the surrender thereof at the Principal

Corporate Trust Office of the Paying Agent. The interest on the Refunding Bonds shall be payable in like lawful money to the person whose name appears on the bond registration books of the Paying Agent as the owner thereof as of the Record Date for such interest payment date.

Each Refunding Bond shall bear interest from the interest payment date next preceding the date of authentication thereof unless it is authenticated as of a day during the period from the Record Date next preceding an interest payment date to such interest payment date, inclusive, in which event it shall bear interest from such interest payment date, or unless it is authenticated on or before July 1, 1994, in which event it shall bear interest from May 15, 1994; provided, however, that if, at the time of authentication of any Refunding Bond, interest is in default on Outstanding Refunding Bonds, such Refunding Bond shall bear interest from the interest payment date to which interest has previously been paid or made available for payment on the Outstanding Refunding Bonds. Payment of the interest on any Refunding Bond shall be made to the person appearing on the bond registration books of the Paying Agent as the owner thereof as of the Record Date for such interest payment date, such interest to be paid by check or draft mailed to such owner at such owner's address as it appears on such registration books or at such address as the owner may have filed with the Paying Agent for that purpose.

Section 4. Redemption. Refunding Bonds maturing on or before January 1, 2004, are not subject to redemption prior to their respective stated maturities. Refunding Bonds maturing on

or after January 1, 2005, are subject to redemption prior to their respective stated maturities, at the option of the District, from any source of available funds, in whole or in part on any date, and by lot within any such maturity if less than all of the Refunding Bonds of such maturity be redeemed, on or after January 1, 2004, at the principal amount thereof and accrued interest thereon to the date fixed for redemption, plus a premium (expressed as a percentage of the principal amount so redeemed) as follows:

<u>Redemption Periods (Inclusive)</u>	<u>Redemption Price</u>
January 1, 2004 through December 31, 2004	101%
January 1, 2005 and thereafter	100%

When redemption is authorized pursuant to this Section 4, the Paying Agent shall give notice, at the expense of the District, of the redemption of the Refunding Bonds. The notice of redemption shall specify: (a) the Refunding Bonds or designated portions thereof (in the case of redemption of the Refunding Bonds in part but not in whole) which are to be redeemed, (b) the date of redemption, (c) the place or places where the redemption will be made, including the name and address of any paying agent, (d) the redemption price, (e) the CUSIP numbers assigned to the Refunding Bonds to be redeemed, (f) the numbers of the Refunding Bonds to be redeemed in whole or in part and, in the case of any Refunding Bonds to be redeemed in part only, the amount of such Refunding Bonds to be redeemed, and (g) the interest rate and stated maturity date of each Refunding Bond to be redeemed in whole or in part. Such notice of redemption shall further state that on the specified date there shall become due and payable upon each Refunding Bond or portion thereof being

redeemed the redemption price, together with interest accrued to the redemption date thereon, and that from and after such date interest thereon shall cease to accrue and be payable.

The Paying Agent shall take the following actions with respect to such notice of redemption:

(a) At least thirty (30) but not more than sixty (60) days prior to the redemption date notice of redemption shall be given to the respective owners of Refunding Bonds designated for redemption by registered or certified mail, postage prepaid, at their addresses appearing on the registration books of the Paying Agent as of the close of business on the day before such notice of redemption is given.

(b) At least thirty-five (35) days before the redemption date, notice of redemption shall be given by (i) registered or certified mail, postage prepaid, (ii) confirmed facsimile transmission or (iii) overnight delivery service, to each of the following securities depositories and/or such other securities depositories as the City Treasurer or deputy treasurer may, for and on behalf of the District, designate in writing to the Paying Agent:

- (1) The Depository Trust Company  
711 Stewart Avenue  
Garden City, New York 11530  
Facsimile transmission: (516) 227-4039  
(516) 227-4190
- (2) Midwest Securities Trust Company  
Capital Structured-Call Notification  
440 South La Salle Street  
Chicago, Illinois 60605  
Facsimile transmission: (312) 663-2343
- (3) Philadelphia Depository Trust Company  
Reorganization Division  
1900 Market Street

Philadelphia, Pennsylvania 19103  
Attn: Bond Department  
Facsimile transmission: (215) 496-5058

(c) At least thirty-five (35) days before the redemption date, notice of redemption shall be given by (i) registered or certified mail, postage prepaid, or (ii) overnight delivery service, to each of the following information services and/or, in accordance with then current guidelines of the Securities and Exchange Commission, to such other addresses and/or such other services providing information with respect to called bonds and/or to such other services as the City Treasurer or deputy treasurer may, for and on behalf of the District, designate in writing to the Paying Agent:

- (1) Financial Information, Inc.'s  
Daily Called Bond Service  
30 Montgomery Street, 10th Floor  
Jersey City, New Jersey 17302
- (2) Kenny Information Service's  
Called Bond Service  
55 Broad Street, 28th Floor  
New York, New York 10004
- (3) Moody's Investors Services' Municipal  
and Government  
99 Church Street, 8th Floor  
New York, New York 10007  
Attn: Municipal Reports; and
- (4) Standard and Poor's Corporations'  
Call Bond Record  
25 Broadway, 3d Floor  
New York, New York 10004

(d) At least thirty (30) days prior to the redemption date, notice of redemption shall be published one time in the Bond Buyer or, if such publication is impractical or unlikely to reach a substantial number of the Refunding Bond owners, in some other financial newspaper or journal which (i) regularly carries

notices of redemption of other obligations similar to the Refunding Bonds, and (ii) is customarily circulated on each trading day in the City and in New York, New York.

The actual receipt by the Refunding Bond owner of any notice of such redemption shall not be a condition precedent to redemption, and failure to receive such notice shall not affect the validity of the proceedings for the redemption of such Refunding Bonds or the cessation of interest on the date fixed for redemption.

A certificate by the City Treasurer or a deputy treasurer, acting on behalf of the District that notice of call and redemption has been given to Refunding Bond owners as herein provided shall be conclusive as against all parties, and no Refunding Bond Owner whose Refunding Bond is called for redemption may object thereto or object to the cessation of interest on the fixed redemption date by any claim or showing that said Refunding Bond owner failed to actually receive such notice of call and redemption.

Prior to the time the District determines to call and redeem any of the Refunding Bonds there shall be established in the City Treasury for and on behalf of the District a special fund designated as the "San Diego Open Space Park Facilities District No. 1 General Obligation Bond Refunding Series 1994 Redemption Fund," which shall be kept separate and apart from all other funds in the City Treasury, and prior to or on the redemption date there must be set aside in the Redemption Fund moneys available for the purpose and sufficient to redeem at the premiums, if any, payable as in this Resolution provided, the

Refunding Bonds designated in said notice of redemption. Said moneys must be set aside in the Redemption Fund solely for that purpose and shall be applied on or after the redemption date to payment (principal and premium, if any) for the Refunding Bonds to be redeemed upon presentation and surrender of such Refunding Bonds, and shall be used only for that purpose. If, after all of the Refunding Bonds called have been redeemed and cancelled or paid and cancelled, there are moneys remaining in the Redemption Fund, said moneys shall be transferred to the fund from which the moneys were advanced as required Section 4.09 of the Master Resolution; provided, however, that if said moneys are part of the proceeds of refunding bonds, said moneys shall be transferred to the fund created for the payment of principal of and interest on such refunding bonds.

When notice of redemption has been given, as provided for herein, and when the amount necessary for the redemption of the Refunding Bonds called for redemption (principal and premium, if any) is set aside for such purpose in the Redemption Fund, as provided for herein, the Refunding Bonds designated for redemption shall become due and payable on the date fixed for redemption thereof, and upon presentation and surrender of said Refunding Bonds at the place specified in the notice of redemption, such Refunding Bonds shall be redeemed and paid at said redemption price out of the Redemption Fund, and no interest will accrue on such Refunding Bonds called for redemption after the redemption date specified in such notice, and the owners of said Refunding Bonds so called for redemption after such redemption date shall look for the payment of such Refunding



Bonds and the premium, if any, thereon only to the Redemption Fund. All Refunding Bonds redeemed shall be cancelled forthwith by the Paying Agent and shall not be reissued. Upon surrender of any Refunding Bond redeemed in part only, the City Treasurer, for and on behalf of the District, shall execute and the Paying Agent shall authenticate and deliver to the owner thereof, a new Refunding Bond or Bonds of like maturity and of authorized denominations designated by such owner equal in aggregate principal amount to the unredeemed portion of the Refunding Bond surrendered.

Section 5. Refunding Bond Execution and Registration. In accordance with Section 3.09 of the Master Resolution, the Refunding Bonds shall be issued in the name of and for the District, and signed by the facsimile signatures of the City Treasurer and the Mayor of the City, and attested by the manual signature of the Clerk or Deputy Clerk, which Clerk or Deputy Clerk shall cause the official seal of the City to be printed upon each of the Refunding Bonds. In case any officer whose signature appears on the Refunding Bonds shall cease to be such officer before the delivery of the Refunding Bonds to their purchasers, such manual or facsimile signature shall nevertheless be valid and sufficient for all purposes, the same as if the officer had remained in office until the delivery of the Refunding Bonds. The Refunding Bonds shall be authenticated by the Paying Agent.

Only such of the Refunding Bonds as shall bear thereon a certificate of authentication and registration in the form hereinafter recited, executed by the Paying Agent, shall be valid

or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of the Paying Agent shall be conclusive evidence that the Refunding Bonds so authenticated have been duly authenticated and delivered hereunder and are entitled to the benefits of this Resolution.

The Paying Agent shall assign each Refunding Bond authenticated and registered by it a distinctive letter, or number, or letter and number, and shall maintain a record thereof which shall be available to the District for inspection. The District and the Paying Agent may treat the person in whose name each Refunding Bond is registered in the registration books kept by the Paying Agent as the absolute owner of such Refunding Bond for the purpose of payment of principal of, premium, if any, and interest on such Refunding Bond, for the purpose of giving notices of redemption and other matters with respect to such Refunding Bond, for the purpose of registering transfers with respect to such Refunding Bond, and for all other purposes whatsoever. The Paying Agent shall pay all principal of, premium, if any, and interest on the Refunding Bonds only to or upon the order of the respective Refunding Bond owners, as shown in the registration books kept by the Paying Agent, or their respective attorneys duly authorized in writing, and all such payments shall be valid and effective to fully satisfy and discharge the District's obligations with respect to payment of principal of, premium, if any, and interest on the Refunding Bonds to the extent of the sum or sums so paid.

Section 6. Transfer of Refunding Bonds; Book-Entry Provisions. (a) Subject to the provisions in subsection (b) of

this Section 6, any Refunding Bond may, in accordance with its terms, be transferred, upon the registration books of the Paying Agent required to be kept pursuant to the provisions of Section 8 hereof, by the person in whose name it is registered, in person or by the duly authorized attorney of such person, upon surrender of such Refunding Bond for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Paying Agent.

Whenever any Refunding Bond or Bonds shall be surrendered for transfer, the City Treasurer, acting for and on behalf of the District, shall execute and the Paying Agent shall authenticate and deliver a new Refunding Bond or Bonds of the same maturity, for a like aggregate principal amount. The Paying Agent shall require the payment by any Refunding Bond owner requesting any such transfer of any tax or other governmental charge required to be paid with respect to such transfer.

No transfer of Refunding Bonds shall be required to be made by the Paying Agent during the period from the Record Date next preceding each interest payment date to such interest payment date.

(b) (i) Except as otherwise provided in paragraphs (ii) and (iii) of this subsection (b), the Refunding Bonds initially executed and delivered hereunder shall be registered in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"), or such other nominee as DTC may request. Payment of the principal of and interest on each Bond registered in the name of Cede & Co. shall be made to the account, in the manner and at the address indicated in or pursuant to the Letter

of Representations delivered to DTC by the District and the Paying Agent.

(ii) Refunding Bonds executed and delivered hereunder shall be in the form of a single authenticated fully registered bond for each maturity. Upon initial execution of the Refunding Bonds, the ownership of all such Refunding Bonds shall be registered in the registration books maintained by the Paying Agent pursuant to subsection (a) of this Section 6 in the name of Cede & Co., as nominee of DTC, or such other nominee as DTC may request. The Paying Agent and the District may treat DTC (or its nominee) as the sole and exclusive owner of the Refunding Bonds registered in its name for the purposes of payment of the principal of and interest on such Refunding Bonds, selecting any Refunding Bonds or portions thereof to be prepaid, giving any notice permitted or required to be given to an Owner under this Resolution, registering the transfer of Refunding Bonds, obtaining any consent or other action to be taken by the owners and for all other purposes whatsoever; and neither the Paying Agent nor the District shall be affected by any notice to the contrary. Neither the Paying Agent nor the District shall have any responsibility or obligation to any Participant (which shall mean, for purposes of this subsection (b), securities brokers and dealers, banks, trust companies, clearing corporations and other entities, some of whom directly or indirectly own DTC), any person claiming a beneficial ownership interest in the Refunding Bonds under or through DTC or any Participant, or any other person which is not shown on the registration records as being an owner, with respect to (A) the accuracy of any records maintained

by DTC or any Participant, (B) the payment by DTC or any Participant of any amount in respect of the principal or interest represented by such Refunding Bonds, (C) any notice which is permitted or required to be given to the owners under this Resolution, (D) the selection by DTC or any Participant of any person to receive payment in the event, if any, of a partial prepayment of the Refunding Bonds, or (E) any consent given or other action taken by DTC as owner. The Paying Agent shall pay all principal or and premium, if any, and interest on the Refunding Bonds only at the times, to the accounts, at the addresses and otherwise in accordance with the Representation Letter. Upon delivery by DTC to the Paying Agent of written notice to the effect that DTC has determined to substitute a new nominee in place of its then existing nominee, the Refunding Bonds will be transferable to such new nominee in accordance with paragraph (vi).

(iii) In the event that the District determines that it is in the best interests of the beneficial owners of the Refunding Bonds that they be able to obtain bonds, the Paying Agent shall, upon the written instruction of the City Treasurer, acting on behalf of the District, so notify DTC, whereupon DTC shall notify the Participants of the availability through DTC of Refunding Bonds. In such event, the Refunding Bonds will be transferable in accordance with paragraph (vi). DTC may determine to discontinue providing its services with respect to the Refunding Bonds at any time by giving written notice of such discontinuance to the District or the Paying Agent and discharging its responsibilities with respect thereto under

applicable law. In such event, the Refunding Bonds will be transferable in accordance with paragraph (vi). Whenever DTC requests the District or the Paying Agent to do so, the Paying Agent and the District will cooperate with DTC in taking appropriate action after reasonable notice to arrange for another securities depository to maintain custody of all bonds evidencing the Refunding Bonds then Outstanding. In such event, the Refunding Bonds will be transferable to such securities depository in accordance with paragraph (vi) and thereafter, all references in this Resolution to DTC or its nominee shall be deemed to refer to such successor securities depository and its nominee, as appropriate.

(iv) Notwithstanding any other provision of this Resolution to the contrary, so long as all Refunding Bonds Outstanding are registered in the name of any nominee of DTC, all payments with respect to the principal and interest represented by each such Refunding Bond and all notices with respect to each such Refunding Bond shall be made and given, respectively, to DTC as provided in the Letter of Representation.

(v) Authorized officials of the governing body of the District shall execute and deliver the Letter of Representation and, in connection with any successor nominee for DTC and any successor depository, enter into comparable arrangements, and shall have the same rights with respect to its actions thereunder as it has with respect to its actions under this Resolution.

(vi) In the event that any transfer or exchange of Refunding Bonds is authorized under paragraph (ii) or (iii), such transfer or exchange shall be accomplished upon receipt by the

Paying Agent from the registered owner thereof of the Refunding Bonds to be transferred or exchanged and appropriate instruments of transfer to be permitted transferee, all in accordance with the applicable provisions of Section 6(a) and Section 7. In the event Refunding Bonds are issued to holders other than Cede & Co., its successor as nominee for DTC as holder of all the Refunding Bonds, another securities depository as holder of all the Refunding Bonds, or the nominee of such successor securities depository, the provisions of Sections 3, 4, 6(a) and 7 shall also apply to, among other things, the registration, exchange and transfer of the Refunding Bonds and the method of payment of principal of, premium, if any, and interest on the Refunding Bonds.

Section 7. Exchange of Refunding Bonds. Refunding Bonds may be exchanged at the Principal Corporate Trust Office of the Paying Agent, for a like aggregate principal amount of Refunding Bonds of other authorized denominations of the same maturity. The Paying Agent shall require the payment by the Refunding Bond owner requesting such exchange of any tax or other governmental charge required to be paid with respect to such exchange.

No exchange of Refunding Bonds shall be required to be made by the Paying Agent during the period from the Record Date next preceding each interest payment date to such interest payment date.

Section 8. Registration and Transfer. The Paying Agent will keep or cause to be kept, at the Principal Corporate Trust Office of the Paying Agent, sufficient books for the registration and transfer of the Refunding Bonds, which shall at all times

during regular business hours be open to inspection by the District, and, upon presentation for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred, on said books, Refunding Bonds as hereinbefore provided.

Section 9. Form of Refunding Bond. The Refunding Bonds and the Paying Agent's certificate of authentication and registration and the form of assignment to appear thereon shall be in substantially the forms, respectively, attached hereto as Exhibit A, with necessary or appropriate variations, omissions and insertions as permitted or required by this Resolution (provided that if a portion of the text of the Refunding Bonds is printed on the reverse of the Refunding Bonds, the following legend shall be printed on the Refunding Bonds: "THE PROVISIONS OF THIS REFUNDING BOND ARE CONTINUED ON THE REVERSE HEREOF AND SUCH CONTINUED PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS THOUGH FULLY SET FORTH AT THIS PLACE").

Section 10. City of San Diego Pledge; Levy of Property Taxes; Bond Fund. The City pledges in Section 6 of the City Ordinance for the purpose of paying the principal of and interest on the Bonds, to pay into the Bond Fund, on or before July 15 of each year, commencing July 15, 1994, an amount equal to the lesser of two-thirds of the moneys paid into the Environmental Growth Fund or such amount from said fund as is necessary to pay debt service on the Bonds coming due on January 1 and July 1 of the next calendar year until the final maturity of all outstanding Bonds or earlier redemption thereof; provided,



however, if there are insufficient funds on deposit in the Bond Fund on July 15 of each year, to make the next two debt service payments on any outstanding Bonds, due on January 1 and July 1 of the next calendar year, the City shall levy, on the next tax roll, a property tax on behalf of the District to cover the amount of the shortfall; provided further, however, that with respect to the debt service payment due with respect to the Refunding Bonds on July 1, 1994, the City is required under the City Ordinance, on the date of issuance and delivery of the Refunding Bonds, to deposit in the Bond Fund an amount sufficient to make said debt service payment.

For the purpose of paying principal of and interest on outstanding Bonds in the event the moneys pledged by the City pursuant to the City Ordinance as described above and received by the Paying Agent are insufficient therefor, the governing body of the District shall instruct the City, at the time of making the general tax levy for each fiscal year until all outstanding Bonds are paid or until there is a sum set apart for that purpose sufficient to meet all payments of principal of and interest on outstanding Bonds as they become due, to levy and collect a tax sufficient, together with any available amounts on deposit in the Bond Fund and amounts on deposit in the Bond Fund resulting from payments made by the City as described in the first paragraph of this Section, to pay the interest on the Bonds and such part of the principal as will become due before the proceeds of a tax levied at the next general tax levy will be available. Such taxes shall be levied and collected as other District taxes and shall be in addition to all other taxes and shall be used only

for payment of the principal of outstanding Bonds and interest thereon. All taxes specified in this Section 10, to be used to pay principal of or interest on outstanding Bonds, if any, shall be forthwith paid into the Bond Fund. There shall likewise be deposited in the Bond Fund upon delivery of the Refunding Bonds to the purchaser thereof, any moneys received on account of any premium paid on any of the Refunding Bonds and interest accrued on any of the Refunding Bonds from their date to the date of delivery and actual payment of the purchase price thereof, to be applied solely to the payment of the Refunding Bonds.

So long as any of the Bonds are Outstanding, except as provided in Section 25 hereof as it pertains to the Refunding Bonds and except as provided in the corresponding section of the Prior Resolutions, moneys in the Bond Fund shall be used solely for the purpose of paying the principal of and interest on outstanding Bonds as such principal and interest shall become due and payable; provided, however, that when all of the principal of and interest on all Bonds shall have been paid, any balance of money then remaining in the Bond Fund shall be transferred to the Environmental Growth Fund.

On or before the Business Day preceding each day on which principal of or interest on the Refunding Bonds is due to be paid, the City Treasurer shall cause to be transferred from the Bond Fund to the Paying Agent moneys in an amount sufficient to make the next succeeding payments of principal and interest due with respect to the Refunding Bonds.

Section 11. Books and Records. The District hereby covenants to keep, or cause to be kept, at all times proper and

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current books, records and accounts regarding the Refunding Bonds. Such records shall be available for inspection upon reasonable request by the Paying Agent or the Refunding Bond owners.

Section 12. Application of Proceeds of the Refunding Bonds. The proceeds, including accrued interest, of the sale of the Refunding Bonds and the initial City contribution to the Bond Fund as required by Section 10 hereof, shall be deposited simultaneously with the delivery of the Refunding Bonds as follows:

(i) There shall be deposited into the Bond Fund an amount representing the accrued interest received on the sale of the Refunding Bonds; and an amount representing the City's initial contribution to the Bond Fund as required by Section 10(b) hereof; and

(ii) There shall be deposited into subaccounts established within the Escrow Fund maintained and administered by Bank of America National Trust & Savings Association, as escrow agent (the "Escrow Agent") pursuant to the Escrow Agreement, dated May 15, 1994, by and among the District, the City and the Escrow Agent, amounts sufficient to pay the redemption price of each series of Prior Bonds, or portions thereof, to be refunded.

Section 13. Official Notice of Sale; Notice of Intention to Sell Bonds. The Refunding Bonds shall be offered for sale and sealed proposals therefor shall be received by the governing body of the District at the place and up to the time and dates fixed in an Official Notice of Sale in substantially the form submitted to this meeting (the "Notice"), relating to the public sale of

the Refunding Bonds, which is hereby approved with such additions, changes or corrections as the City Treasurer, for and on behalf of the District may approve. The City Treasurer, for and on behalf of the District, is hereby authorized and directed to distribute, or to cause to be distributed, copies of the Notice in connection with the offering and sale of the Refunding Bonds. The City Treasurer, for and on behalf of the District, is hereby authorized and directed to award the Refunding Bonds to the highest bidder or bidders on the basis of the lowest true interest cost to the District all in accordance with the Notice subject to the following limitations: (i) the true interest cost shall not exceed eight percent (8%) per annum; (ii) the present value savings on account of the bonds to be refunded shall not be less than four percent (4%) of the principal amount of the bonds now outstanding, as calculated by the City's financial advisor; and (iii) this Resolution and the City Ordinance shall be in full force and effect. The City Treasurer reserves the right, in his or her discretion, on behalf of the District to reject any and all bids and to waive any irregularity or informality in any bid. The City Treasurer shall award, for and on behalf of the District, the Refunding Bonds in accordance with the foregoing by the execution and delivery to the successful bidder of a Declaration of Award (the "Declaration") in the form submitted to this meeting.

A Notice of Intention to Sell Bonds in substantially the form submitted to this meeting shall be published once in The Bond Buyer within the time prescribed by law.

Section 14. Escrow Agreement. The proposed form of Escrow

Agreement between the District and the Paying Agent, providing for the deposit of Federal Securities to defease the Prior Bonds, in the form presented to this meeting, is hereby approved, and the District is hereby authorized and directed to execute and deliver the same, substantially in the form presented to this meeting, to the Escrow Agent for the Prior Bonds to be refunded pursuant hereto, together with Federal Securities purchased from the proceeds of the Prior Bonds to be refunded pursuant hereto, whereupon said Prior Bonds will be deemed to be no longer Outstanding within the meaning of the Prior Resolutions.

Section 15. Preliminary Official Statement; Official Statement. The Preliminary Official Statement describing the Refunding Bonds, in substantially the form submitted to this meeting, is hereby approved as the Official Statement of the District with respect to the Refunding Bonds (the "Official Statement"). The Underwriter is hereby authorized to utilize copies of an Official Statement in such form, completed to include the final principal amount, interest rate or rates, maturities and other final sale information, and with such additions, corrections and revisions as may be determined to be necessary or desirable by the City Manager, and executed by the City Manager, or in his or her absence, a Deputy City Manager. The City Manager or his designee is hereby authorized to certify on behalf of the District, that the preliminary form of Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 under the Securities Exchange Act of 1934.

Section 16. Rebate Fund. (a) In addition to the other funds and accounts created pursuant hereto, the District shall

establish and maintain a fund separate from any other fund or account established and maintained hereunder designated the "San Diego Open Space Park Facilities District No. 1 General Obligation Bond Refunding Series 1994 Rebate Fund" (the "Rebate Fund"). There shall be deposited in the Rebate Fund such amounts as are required to be deposited herein pursuant to the Tax Certificate. All money at any time deposited in the Rebate Fund shall be held by the District, in trust, to the extent required to satisfy the Rebate Requirement, for payment to the United States of America. Notwithstanding defeasance of Refunding Bonds pursuant to Section 20 or anything to the contrary contained herein, all amounts required to be deposited into or on deposit in the Rebate Fund shall be governed exclusively by this Section 16 and by the Tax Certificate (which is incorporated herein by reference). Any funds remaining in the Rebate Fund after payment in full of all of the Refunding Bonds and after payment of any amounts described in this Section 16, may be transferred to the Environmental Growth Fund.

(b) In furtherance of the covenants of the District set forth above, the governing body of the District will cause the City Treasurer to comply with the Tax Certificate.

Section 17. Paying Agent. The City Treasurer, for and on behalf of the District, is hereby authorized and directed to appoint a bank or trust company doing business and having an office in Los Angeles, California, having a combined capital and surplus of at least fifty million dollars (\$50,000,000), and subject to supervision or examination by federal or state authority, Paying Agent for the purpose of receiving all moneys

which the District and the City are required to deposit with the Paying Agent hereunder, to allocate, use and apply the same as provided in this Resolution and otherwise to hold all the offices and to perform all the functions and duties provided in this Resolution to be held and performed by the Paying Agent. The Paying Agent shall signify its acceptance of the duties and obligations imposed upon it by this Resolution and shall designate its Principal Corporate Trust Office by executing and delivering to the District a written acceptance thereof; and by executing and delivering such acceptance, the Paying Agent shall be deemed to have accepted such duties and obligations, but only upon the terms and conditions set forth in this Resolution. The District agrees that it will maintain a Paying Agent having an office in Los Angeles, California, so long as any Refunding Bonds are Outstanding.

The District may remove the Paying Agent initially appointed, by giving written notice to such Paying Agent and by causing written notice thereof to be mailed to each owner, and shall appoint a successor or successors thereto; provided that any such successor shall be a bank or trust company doing business and having an office in Los Angeles or San Francisco, California, having a combined capital and surplus of at least fifty million dollars (\$50,000,000), and subject to supervision or examination by federal or state authority. If such bank or trust company publishes a report of condition at least annually, pursuant to law or to the requirements of any supervising or examining authority above referred to, then for the purposes of this Section 17 the combined capital and surplus of such bank or

trust company shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published.

The Paying Agent may at any time resign by giving written notice to the governing body of the District and by giving the owners notice by mail of such resignation. Upon receiving such notice of resignation, the City Treasurer, acting on behalf of the District, shall promptly appoint a successor Paying Agent by an instrument in writing. Any resignation or removal of the Paying Agent and appointment of a successor Paying Agent shall become effective upon acceptance of appointment by the successor Paying Agent. If no successor Paying Agent shall have been appointed and have accepted appointment within forty-five days of giving notice of removal or notice of resignation as aforesaid, the resigning Paying Agent or any owner (on behalf of himself and all other owners) may petition any court of competent jurisdiction for the appointment of a successor Paying Agent, and such court may thereupon, after such notice (if any) as it may deem proper, appoint such successor Paying Agent.

Section 18. Lost, Stolen, Mutilated or Destroyed Refunding Bonds. In case any Refunding Bonds shall become mutilated or be destroyed, stolen or lost, the Paying Agent shall issue new Refunding Bonds of like principal amount and maturity as the Refunding Bonds so mutilated, destroyed, stolen or lost, in exchange and substitution for such mutilated Refunding Bonds, upon surrender and cancellation of such mutilated Refunding Bonds or in lieu of and substitution for the Refunding Bonds destroyed, stolen or lost, upon the filing with the Paying Agent of evidence



satisfactory to the Paying Agent that such Refunding Bonds have been destroyed, stolen or lost, and proof of ownership thereof, and upon furnishing the Paying Agent with indemnity satisfactory to the Paying Agent and complying with such other reasonable regulations as the Paying Agent may prescribe and paying such expenses as the Paying Agent may incur. All Refunding Bonds so surrendered shall be cancelled. Any such new Refunding Bonds issued pursuant to this Section 18 in substitution for the Refunding Bonds alleged to be destroyed, stolen or lost, shall constitute original additional contractual obligations on the part of the District, whether or not the Refunding Bonds so alleged to be destroyed, stolen or lost be at any time enforceable by anyone, and shall be equally secured by and entitled to equal and proportionate benefits with all other Refunding Bonds issued under this Resolution, in any moneys or securities held by the City Treasurer or any Paying Agent for the benefit of the Refunding Bond Owners.

Section 19. Benefit of Resolutions. The provisions of this Resolution and of any other resolution supplementing or amending this Resolution and adopted prior to the issuance of the Refunding Bonds hereunder or adopted subsequent to such issuance if permitted herein, shall constitute a contract between the District and the Refunding Bond owners and the provisions hereof and thereof shall be enforceable for the equal benefit and protection of all owners of Refunding Bonds similarly situated by mandamus, accounting, mandatory injunction or any other suit, action or proceeding at law or in equity that is now or may hereafter be authorized under the laws of the State of California

in any court of competent jurisdiction. Said contract is made under and is to be construed in accordance with the laws of the State of California.

After the issuance and delivery of the Refunding Bonds, this Resolution and any amendatory or supplemental resolutions thereto shall be irrevocable, but shall be subject to supplement, modification or amendment to the extent and in the manner provided in this Resolution and the Master Resolution, but to no greater extent and in no other manner.

Section 20. Defeasance. Refunding Bonds shall no longer be deemed to be Outstanding and unpaid if the District shall have made adequate provision for the payment, in accordance with the Refunding Bonds and this Resolution, of the principal, interest and premiums, if any, to become due thereon at maturity or upon call and redemption prior to maturity and the District shall have given to the Paying Agent irrevocable instructions (a) to mail, as provided in Section 4 hereof, notice of redemption of Refunding Bonds on the redemption date if any of the Refunding Bonds are to be redeemed prior to maturity, and (b) if any of the Refunding Bonds are not to be redeemed within the succeeding sixty (60) days, to promptly mail to the owners of such Refunding Bonds a notice that a deposit contemplated by this Section 20 has been made with the Paying Agent and that such Refunding Bonds are deemed to have been paid in accordance with this section, and stating the maturity date or redemption date upon which money is to be available for the payment of principal of and redemption premiums, if any, upon such Refunding Bonds. Such provision for payment shall be deemed to be adequate if the District shall have

irrevocably set aside, in a special trust fund or account held by the Paying Agent, moneys in an amount sufficient, and/or Federal Securities the interest and principal of which, if paid on the scheduled payment dates, will provide an amount sufficient, to pay when due the principal of, premium, if any, and interest on the Refunding Bonds on and prior to the redemption date or maturity date, as the case may be.

Section 21. Consent of Owners. Any request, consent or other instrument required by this Resolution to be signed and executed by owners of Refunding Bonds may be in any number of concurrent writings of substantially similar tenor and may be signed or executed by such owners in person or by agent or agents duly appointed in writing. Proof of the execution of any such request, consent or other instrument or of a writing appointing any such agent shall be sufficient for any purpose of this Resolution and shall be conclusive in favor of the District if made in the manner provided in this Section 21.

The fact and date of the execution by any person of any such request, consent or other instrument or writing may be proved by the affidavit of a witness of such execution or by the certificate of any notary public or other officer of any jurisdiction authorized by the laws thereof to take acknowledgments of deeds, certifying that the person signing such request, consent or other instrument or writing acknowledged the execution thereof.

The ownership of Refunding Bonds shall be provided by the Register of such Refunding Bonds.

Any request, consent or vote of the owner of any Refunding

Bond shall bind every future owner of the same Refunding Bond and the owner of every Refunding Bond issued in exchange therefor or in lieu thereof, in respect of anything done or suffered to be done by the District in pursuance of such request, consent or vote.

In determining whether the owners of the requisite aggregate principal amount of Refunding Bonds have concurred in any demand, request, direction, consent or waiver under this Resolution, Refunding Bonds which are owned by the District, or by any person directly or indirectly controlling or controlled by, or under direct or indirect common control with, the District, shall be disregarded and deemed not to be Outstanding for the purpose of any such determination.

Section 22. Severability. If any covenant, agreement or provision, or any portion thereof, contained in this Resolution and any action taken thereunder, or the application thereof to any person or circumstance, is held to be unconstitutional, invalid or unenforceable, then the remainder of this Resolution and the application of any such covenant, agreement or provision, or portion thereof, to other persons or circumstances, shall be deemed severable and shall not be affected thereby, and this Resolution and the Refunding Bonds issued pursuant hereto shall remain valid and the owners of the Refunding Bonds shall retain all valid rights and benefits accorded to them under this Resolution and the Constitution and laws of the State of California.

Section 23. Further Action. The Mayor, City Manager, City Treasurer, City Attorney, and Clerk, acting for and on behalf of

the District, be and they are hereby severally and jointly authorized and directed to do and perform, or cause to be done and performed, from time to time any and all acts and things consistent with this Resolution necessary or appropriate to carry the same into effect and to execute and deliver any and all certificates and representations, including signature certificates, no-litigation certificates, arbitrage bond certificates and certificates concerning the contents of the official statement proposed to be distributed in connection with the sale of the Refunding Bonds, necessary and desirable to accomplish the transactions set forth above.

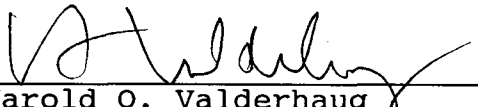
Section 24. Amendments. Subject to Section 2.19 of the Master Resolution, this Resolution may be modified or amended without the consent of the Refunding Bond owners in order to (i) cure any ambiguity or formal defect or omission in this Resolution; (ii) grant to or confer upon the Refunding Bond owners any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon them; or (iii) amend or supplement this Resolution in any other respect, provided that such amendment or supplement is not materially adverse to the interests of the Refunding Bond owners. For any other purpose, this Resolution may be modified or amended only with the consent of the owners of at least sixty (60) percent of all Refunding Bonds then Outstanding; provided, however, that no such modification or amendment shall extend the maturity of or the times for paying interest thereon, reduce the interest rate on or principal amount of any Refunding Bond, advance the earliest redemption date, reduce the premium payable

upon redemption thereof, change the monetary medium in which principal and interest is payable or reduce the percentage of consent required for amendment hereof without the express consent of all the owners of Refunding Bonds so affected.

Section 25. Investment Earnings. Any interest, profit or loss on the investment of moneys in the Bond Fund shall be credited or charged to that Fund. To the extent required by the Tax Certificate, in order to comply with Section 16 hereof, interest and profits in the Bond Fund shall be transferred to the Rebate Fund at the times and in the amounts as required by the Tax Certificate for payment to the United States as provided in Section 16 hereof. To the extent not so transferred such interest and profits may remain in the Bond Fund as the case may be, or to the extent permitted by law, may be transferred therefrom to the Environmental Growth Fund and used for any lawful purpose.

Section 26. Effectiveness. This Resolution shall take effect immediately upon its adoption.

APPROVED: JOHN W. WITT, City Attorney

By   
Harold O. Valderhaug  
Chief Deputy City Attorney

HOV:ps  
02/08/94  
05/02/94 COR.COPY  
Or.Dept:Fin.Mgmt.  
R-94-1145

EXHIBIT A

[FORM OF BOND]

Number	UNITED STATES OF AMERICA	Amount
_____	STATE OF CALIFORNIA	\$ _____

SAN DIEGO OPEN SPACE PARK FACILITIES DISTRICT NO. 1

Interest Rate	Maturity Date	Dated as of	CUSIP NO.
_____	_____	[_____, 1994]	_____

Registered Owner: \_\_\_\_\_

Principal Sum: \_\_\_\_\_

SAN DIEGO OPEN SPACE PARK FACILITIES DISTRICT NO. 1, a district formed by the City of San Diego (the "City") pursuant to the Procedural Ordinance of the City and, except to matters therein inconsistent with the intent, purpose and provisions of the Procedural Ordinance, certain provisions of the Community Facilities Law of 1911 (commencing with Section 4600, Part 3, Division 5 of the Health and Safety Code) (herein called the "District"), acknowledges itself indebted to and promises to pay to the registered owner set forth above, or registered assigns, on the maturity date set forth above the principal sum set forth above in lawful money of the United States of America, and to pay interest thereon in like lawful money from the interest payment date next preceding the date of authentication of this

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bond (unless this bond is authenticated as of the day during the period from the 16th day of the month next preceding any interest payment date to such interest payment date, inclusive, in which event it shall bear interest from such interest payment date, or unless this bond is authenticated on or before \_\_\_\_\_, in which event it shall bear interest from \_\_\_\_\_) until payment of such principal sum, at the interest rate per annum stated above, payable on \_\_\_\_\_, and semiannually thereafter on \_\_\_\_\_ 1 and \_\_\_\_\_ 1 in each year. The principal hereof is payable to the registered owner hereof upon the surrender hereof at the principal corporate trust office of \_\_\_\_\_ (herein called the "Paying Agent"), the paying agent/registrar and transfer agent of the District, in \_\_\_\_\_, California. The interest hereon is payable to the person whose name appears on the bond registration books of the Paying Agent as the registered holder hereof as of the close of business on the 15th day of the month immediately preceding an interest payment date, whether or not such day is a business day, such interest to be paid by check or draft mailed to such registered owner at the owner's address as it appears on such registration books.

This bond is one of a duly authorized issue of bonds of like tenor (except for such variations, if any, as may be required to designate varying numbers, denominations, interest rates, maturities and redemption provisions), amounting in the aggregate to \$\_\_\_\_,000,000, which are being issued to refund \$\_\_\_\_\_ in aggregate principal amount of certain series of



San Diego Open Space Park Facilities District No. 1 General Obligation Bonds of 1978 which were approved by a majority vote of the voters of the District voting on the proposition at an election duly and legally called, held and conducted in said District on June 6, 1978, and is issued and sold by the District pursuant to the provisions of the Constitution and laws of said State, and of a resolution (herein called the "Resolution") adopted by the governing body of the District on \_\_\_\_\_, 1994.

Reference is hereby made to the Resolution and all resolutions supplemental thereto for a description of the rights thereunder of the owners of the bonds, of the nature and extent of the security and of the rights and obligations of the District thereunder, to all of the provisions of which Resolution the owner of this bond, by acceptance hereof, assents and agrees.

The bonds are issuable as fully registered bonds, without coupons, in denominations of \$5,000 or any integral multiple thereof, provided that no bond shall have principal maturing on more than one date. Subject to the limitations and conditions and upon payment of the charges, if any, as provided in the Resolution, bonds may be exchanged for a like aggregate principal amount of bonds of the same maturity of other authorized denominations.

This bond is transferable by the registered owner hereof, in person or by attorney duly authorized in writing, at said office of the Paying Agent, but only in the manner, subject

to the limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this bond. Upon such transfer, a new bond or bonds of the same maturity for the same aggregate principal amount will be issued to the transferee in exchange herefor.

The District and the Paying Agent may treat the registered owner hereof as the absolute owner hereof for all purposes, and the District and the Paying Agent shall not be affected by any notice to the contrary.

Refunding Bonds due on or before January 1, \_\_\_\_\_, are not subject to redemption prior to their respective stated maturities. Refunding Bonds due on or after January 1, \_\_\_\_\_, are subject to redemption prior to their respective stated maturities, at the option of said District, from any source of available funds, in whole or in part on any date and by lot within any such maturity if less than all of the bonds of such maturity be redeemed, on or after January 1, \_\_\_\_\_, at the principal amount thereof and accrued interest thereon to the date fixed for redemption, plus a premium (expressed as a percentage of the principal amount so redeemed) as follows:

<u>Redemption Periods (Inclusive)</u> _____	<u>Redemption Price</u> _____
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Notice of redemption shall be given by registered or certified mail, postage prepaid, at least thirty but not more than sixty days prior to the redemption date, to the registered

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owner hereof, but neither failure to receive such notice nor any defect in the notice so mailed shall affect the sufficiency of the proceedings for redemption.

If this bond is called for redemption and payment is duly provided therefor, interest shall cease to accrue hereon from and after the date fixed for redemption.

The Resolution contains provisions permitting the District to adopt supplemental resolutions adding provisions to, or changing or eliminating any of the provisions of, the Resolution, subject to the limitations set forth in the Resolution.

It is hereby certified, recited and declared that all conditions, things and acts required by law to exist, happen or be performed precedent to and in the issuance of this bond exist, have happened and been performed in due time, form and manner as required by law, and that the amount of this bond, together with all other indebtedness of the District does not exceed any limit prescribed by the Constitution and statutes of said State for the collection of an annual tax sufficient to pay the principal of and interest on this bond as the same become due. The full faith and credit of the District are hereby pledged for the punctual payment of the principal of and interest on this bond.

This bond shall not be entitled to any benefit under the Resolution, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon endorsed shall have been signed by the Paying Agent.

IN WITNESS WHEREOF this bond has been issued in the name of and for the District, and the Council of the City of San Diego has caused this bond to be signed by the facsimile signatures of the Mayor and the Treasurer of the City, to be attested by the manual signature of the City Clerk or a deputy clerk and the seal of the City to be placed hereon, this first day of February, 1994.

\_\_\_\_\_  
Mayor of the City of San Diego

\_\_\_\_\_  
Treasurer of the City of San Diego

[SEAL]

Attested:

\_\_\_\_\_  
Clerk of the City of San Diego

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[FORM OF PAYING AGENT'S CERTIFICATE OF AUTHENTICATION  
AND REGISTRATION TO APPEAR ON BONDS]

This is one of the Bonds described in the  
within-mentioned Resolution and authenticated and registered on

---

[PAYING AGENT],  
as Paying Agent/Registrar and  
Transfer Agent

By \_\_\_\_\_  
Authorized Officer

*R* 283434

[FORM OF ASSIGNMENT]

For value received the undersigned do(es) hereby sell, assign and transfer unto \_\_\_\_\_ the within-mentioned Bond and hereby irrevocably constitute(s) and appoint(s) \_\_\_\_\_ attorney, to transfer the same on the books of the Paying Agent/Registrar and Transfer Agent with full power of substitution in the premises.

\_\_\_\_\_ Dated: \_\_\_\_\_

Signature Guarantee: \_\_\_\_\_

NOTE: The signature(s) on this Assignment must correspond with the name(s) as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

*R* 283434

CERTIFICATE OF PUBLICATION

RECEIVED  
CITY CLERK'S OFFICE  
94 MAR 31 AM 9:37  
SAN DIEGO, CALIF.

OFFICE OF THE CITY CLERK  
CITY ADMIN. BLDG.  
202 C STREET, 2ND FLOOR  
SAN DIEGO, CA 92101

IN THE MATTER OF

NO.

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE...

RESOLUTION NUMBER R- 283434  
OF THE SAN DIEGO OPEN SPACE PARK  
FACILITIES DISTRICT NO. 1

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$85,000,000 PRINCIPAL AMOUNT OF SAN DIEGO OPEN SPACE PARK FACILITIES DISTRICT NO. 1 GENERAL OBLIGATION BONDS REFUNDING SERIES 1994, PRESCRIBING THE TERMS AND FORM OF SAID BONDS; FIXING THE MAXIMUM RATE OF INTEREST ON SAID BONDS; AUTHORIZING THE EXECUTION OF SAID BONDS; PROVIDING FOR THE APPLICATION OF CERTAIN MONEYS PLEDGED BY THE CITY OF SAN DIEGO TO PAY THE PRINCIPAL AND INTEREST THEREOF AND THE LEVY OF TAX BY THE DISTRICT IN THE EVENT THAT MONEYS PLEDGED BY THE CITY OF SAN DIEGO ARE INSUFFICIENT THEREFOR; PRESCRIBING THE TERMS OF SALE OF SAID BONDS; APPROVING FORMS OF OFFICIAL STATEMENT, OFFICIAL NOTICE OF SELL, NOTICE OF INTENTION TO SELL BONDS AND ESCROW AGREEMENT; AUTHORIZING APPOINTMENT OF PAYING AGENT; AND AUTHORIZING EXECUTION OF NECESSARY CERTIFICATES.

A complete copy of the resolution is available for inspection in the Office of the City Clerk of the City of San Diego, 2nd Floor, City Administration Building, 202 "C" Street, San Diego, CA 92101.

Passed and adopted by the Council of the City of San Diego on February 22, 1994 by the following vote:

YEAS: MATHIS, ROBERTS, KEHOE, STEVENS, WARDEN, STALLINGS, VARGAS, MAYOR GOLDING.

NAYS: NONE.

NOT PRESENT: MCCARTY.

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: MARY CEPEDA, Deputy

Pub. Mar. 29

289546

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

RESOLUTION NUMBER R-283434

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:

MAR. 29

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

Dated at San Diego, California this 29th day of MAR., 19 94.

*Corey Donahue*  
\_\_\_\_\_  
(Signature)

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