

RESOLUTION NUMBER R- 291252

ADOPTED ON FEB 01 1999

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAN DIEGO APPROVING THE FORM AND AUTHORIZING EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE AGREEMENT AND AN OFFICIAL STATEMENT RELATING TO AN INSTALLMENT PURCHASE FINANCING AND APPROVING CERTAIN ACTIONS IN CONNECTION THEREWITH.

WHEREAS, The City of San Diego (the "City") and the Redevelopment Agency of The City of San Diego entered into a Joint Exercise of Powers Agreement establishing the Public Facilities Financing Authority of The City of San Diego (the "Authority"), a California joint exercise of powers entity duly organized to provide financial assistance to the City; and

WHEREAS, the City desires to acquire, construct, install and improve, or cause the acquisition, construction, installation and improvement of its wastewater system (the "Project"); and

WHEREAS, in order to effectuate such acquisition, construction, installation and improvement of the Project, the Authority agreed to sell components of the Project to the City pursuant to a Master Installment Purchase Agreement, dated as of September 1, 1993, between the Authority and the City, as subsequently amended and supplemented from time to time (the "Installment Purchase Agreement"); and

WHEREAS, in order to provide for the acquisition, construction, installation and improvement of additional components of the Project it is proposed that the City and the Authority enter into a 1999-1 Supplement to the Installment Purchase Agreement, dated as of

March 1, 1999 (the "1999-1 Supplement"), amending and supplementing the Installment Purchase Agreement, pursuant to which the Authority will sell and the City will purchase additional components of the Project; and

WHEREAS, under the Installment Purchase Agreement and the 1999-1 Supplement, the City will be obligated to make installment payments to the Authority for the purchase of certain additional components of the Project; and

WHEREAS, to provide funds for the purchase of certain additional components of the Project, and in order that such components may be sold to the City pursuant to the Installment Purchase Agreement and the 1999-1 Supplement, the Authority desires to issue its Sewer Revenue Bonds, Series 1999A and Series 1999B (Payable Solely from Installment Payments Secured by Wastewater System Net Revenues) (collectively, the "1999 Bonds"); and

WHEREAS, in order to provide for the authentication and delivery of the 1999 Bonds, to establish and declare the terms and conditions upon which the 1999 Bonds are to be issued and secured and to secure the repayment thereof, it is proposed that the Authority and State Street Bank and Trust Company of California, N.A. (the "Trustee") enter into a Fifth Supplemental Indenture (the "Fifth Supplemental Indenture"), amending and supplementing an Indenture, dated as of September 1, 1993, between the Authority and the Trustee (the "Prior Indenture," as amended and supplemented, including as amended and supplemented by the Fifth Supplemental Indenture, being referred to herein as the "Indenture"); and

WHEREAS, to facilitate compliance by the Underwriters with the provisions of Rule 15c2-12 of the Securities and Exchange Commission in connection with their purchase and resale of the 1999 Bonds, it is proposed that the City and the Trustee enter into a Continuing Disclosure Agreement (as defined below); and

WHEREAS, the City is authorized to undertake the actions described in this Resolution pursuant to its Charter and the Constitution and other applicable laws of the State of California;  
NOW, THEREFORE,

BE IT RESOLVED, that the Council of The City of San Diego does determine and order that:

SECTION 1. The Council hereby finds and determines that the statements set forth above in the recitals to this Resolution are true and correct.

SECTION 2. The form of the preliminary official statement relating to the 1999 Bonds (the "Preliminary Official Statement"), a copy of which is on file in the office of the City Clerk as Document No. RR-~~291252~~ and submitted to this meeting, is hereby approved for use in connection with the public offering of the 1999 Bonds with such changes as may be required or approved by the City Manager of the City and his specified designees and the City Attorney or his specified designee. The City Manager of the City and his specified designees, and each of them, are hereby authorized, for and in the name and on behalf of the City, to certify to the Underwriters that the Preliminary Official Statement (insofar as it presents information relating to the City) is deemed "final" for the purposes of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934 (the "Rule") (except for the omission of certain final pricing, rating and related information as permitted by the Rule). The City Manager of the City and his specified designees are hereby authorized and directed to assist in the preparation of a final Official Statement (the "Official Statement") in substantially the form of the Preliminary Official Statement and the City Manager or his specified designee is authorized to execute and deliver, for and in the name and on behalf of the City, the Official Statement, with such additions and changes as the City Manager shall require or approve as being in the best interests of the City, such approval to be conclusively

evidenced by the execution of said Official Statement. The City Manager is hereby authorized and directed to cause the printing and delivery of the Preliminary Official Statement and the Official Statement. The distribution of the Preliminary Official Statement and the Official Statement in connection with the public offering of the 1999 Bonds is hereby approved.

SECTION 3. The form and content of the Continuing Disclosure Agreement (the "Disclosure Agreement"), between the City and the Trustee relating to the 1999 Bonds, a copy of which is on file in the office of the City Clerk as Document No. RR-291252-2, and submitted to this meeting, is hereby approved. The City Manager of the City and his specified designees, and each of them, are hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Disclosure Agreement in substantially the form presented to and considered at this meeting, with such additions and changes therein as the City Manager, or any of his specified designees, shall approve as being in the best interests of the City, and as approved as to form by the City Attorney or his specified designee, and with such other changes as may be requested by Orrick, Herrington & Sutcliffe LLP and Webster & Anderson, as co-bond counsel ("Co-Bond Counsel"), such approval to be conclusively evidenced by execution and delivery thereof.

SECTION 4. All actions heretofore taken by any officers, employees or agents of the City with respect to the issuance, delivery or sale of the 1999 Bonds, or in connection with or related to any of the documents referenced herein or the financing of the Project, are hereby approved, confirmed and ratified; and such other officials, employees and agents of the City as may be authorized by the City Manager are hereby authorized and directed, 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 the Tax

Certificate and Agreement), which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the 1999 Bonds and the disbursement of proceeds thereof in accordance with this Resolution.

SECTION 5. This Resolution shall take effect immediately upon its adoption.

APPROVED: CASEY GWINN, City Attorney

By   
Jacqueline Mittelstadt  
Deputy City Attorney

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1/20/99  
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