

RESOLUTION NUMBER R- 291677

ADOPTED ON MAY 24 1999

BE IT RESOLVED, by the City Council of The City of San Diego, that the issuance of Tax Anticipation Notes in one or two series (the "Notes") of The City of San Diego (the "City") for Fiscal Year 1999-2000 is hereby authorized pursuant to the Section 92 of the City Charter, together with Article 7.6 (commencing with Section 53850) of Chapter 4, Part 1, Division 2, Title 5 of the California Government Code (collectively, the "Authorizing Law"), and in accordance with the declarations, conditions and terms set forth in that certain document on file in the Office of the City Clerk as Document No. RR- 291677-1 (the "Accompanying Document"), completed and executed as set forth herein, in an aggregate principal amount not to exceed the lesser of \$110,000,000 or the maximum amount permitted under the Authorizing Law.

BE IT FURTHER RESOLVED, that the City pledges security for the payment of the principal of and interest on the Notes, as follows: (1) from the first property tax moneys received by the City on or after November 30, 1999, an amount equal to one-half of the total principal and interest due with respect to the Notes on or before the maturity thereof, and (2) from the remaining property tax moneys received by the City on or after April 10, 2000, an amount equal to the difference between (a) the total principal and interest due with respect to the Notes on or before the maturity thereof and (b) the amount previously deposited for the repayment of the Notes in accordance with the Accompanying Document. If by April 30, 2000, such property tax moneys are insufficient to enable the City to make such transfers, the City shall thereafter transfer

such other legally available taxes, income, revenue, cash receipts and other moneys attributable to the City's 1999-2000 fiscal year to the Repayment Fund established pursuant to the Accompanying Document so that the amounts in such fund are at least equal to the amounts required to pay the principal of and interest on the Notes as they become due.

BE IT FURTHER RESOLVED, that the City Manager or his designee is hereby authorized to sell the Notes at negotiated sale(s) in accordance with one or two note purchase contracts, which note purchase contracts shall be in the form of the Contract of Purchase attached to the Accompanying Document; provided the true interest cost of the Notes shall not exceed 6% per annum and the aggregate principal amount of the Notes shall not exceed the lesser of \$110,000,000 or the maximum amount permitted under the Authorizing Law, as certified by the City Treasurer pursuant to the completed Accompanying Document.

BE IT FURTHER RESOLVED, that the City Manager or his designee is further authorized and empowered to execute, for and on behalf of the City, an agreement with Fulbright & Jaworski L.L.P. ("Bond Counsel") to act as Bond Counsel and as Disclosure Counsel for the issuance of the Notes, in the form of agreement on file in the Office of the City Clerk as Document No. RR- 291677-2 with such changes as such officer may approve, such approval to be conclusively evidenced by such officer's execution thereof.

BE IT FURTHER RESOLVED, that the City Manager or his designee is further authorized and empowered to negotiate and execute, for and on behalf of the City, an agreement, in the form of a Contract of Purchase or other agreements as necessary with Bear, Stearns & Co. Inc. and E. J. De La Rosa & Co., Inc., to act as underwriters ("Underwriters") with respect to the Notes, in the form of agreement on file in the Office of the City Clerk as Document No.

RR291677-3, with such changes as such officer may approve, such approval to be conclusively evidenced by such officer's execution thereof.

BE IT FURTHER RESOLVED, that the City Manager or his designee is authorized to execute and deliver the Accompanying Document, including the Contract of Purchase, the Paying Agent Agreement and the Continuing Disclosure Certificate (substantially in the forms of which are attached to the Accompanying Document), for and on behalf of the City, each such document to be modified with the approval of the City Manager or his designee to reflect the final terms described herein, and as further modified in such manner as may be requested by Bond Counsel or the Underwriters to enhance the marketability of the Notes in a manner consistent with the Authorizing Law, such approval to be conclusively evidenced by such officer's execution thereof.

BE IT FURTHER RESOLVED, that the City Manager or his designee is authorized to accept the final terms of the Notes based on the offer or offers of the Underwriters on or before August 30, 1999 with respect to the first series of Notes, and on or before December 15, 1999, with respect to the second series of Notes (if any), provided in each case that the true interest cost of the Notes shall not exceed 6% per annum. The Underwriters' discount (or fee) as a percentage of the aggregate principal amount of the Notes shall not exceed the percentage set forth in the Underwriters' Proposal, on file in the Office of the City Clerk as Document No.

RR- 291677-4, and the aggregate principal amount of the Notes shall not exceed the lesser of \$110,000,000 or the maximum amount permitted under the Authorizing Law, as certified by the City Treasurer pursuant to the completed Accompanying Document.

BE IT FURTHER RESOLVED, that the proposed form of the Preliminary Official Statement to be used in connection with the offering and sale of the Notes, a copy of which is on file in the Office of the City Clerk as Document No. RR- 291677-5, and by this reference

is incorporated herein, is hereby approved and the City Treasurer or her designee is authorized to cause the preparation of the final form of such Preliminary Official Statement, with such changes therein as the City Treasurer or her designee, with the advice of counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery of a certificate by the City Treasurer, the City Manager or any designee thereof that the City deems the Preliminary Official Statement to be final within the meaning of 17 C.F.R. section 240.15c2-12(b) (the "Rule"), except for information which may be omitted therefrom pursuant to the Rule. Thereafter, the City Treasurer or her designee is authorized to execute and deliver to the Underwriters a final Official Statement, with such changes as the City Treasurer, with the advice of counsel, may require or approve, such approval to be conclusively evidenced by such officer's execution thereof. The Underwriters are authorized to distribute copies of the Preliminary Official Statement to those persons who may be interested in the purchase of the Notes, and to deliver copies of the final Official Statement to all actual purchasers of the Notes.

BE IT FURTHER RESOLVED, that the City Manager, the City Treasurer or any designee thereof is authorized to execute and deliver a Tax Certificate prepared by Bond Counsel obligating the City to comply with certain covenants in order to maintain the exclusion of interest on the Notes from the gross income of the owners thereof for federal income tax purposes.

BE IT FURTHER RESOLVED, that the City Manager, the City Treasurer, the City Clerk and the City Auditor and Comptroller, and their designated assistants, upon advice of the City Attorney and Bond Counsel, are hereby authorized and directed, jointly and severally, to do any and all things and to execute, modify and deliver any and all documents, agreements and

certificates which they may deem necessary or advisable in order to effect the issuance, sale and delivery of the Notes and otherwise to carry out the purposes of this Resolution.

APPROVED: CASEY GWINN, City Attorney

By 

Jacqueline Mittelstadt  
Deputy City Attorney

JM:pev  
5/17/99  
5/20/99 Cor. Copy  
Or.Dept:Trsr  
Aud.Cert:9901179  
R-99-1297  
Form=r-t.frm

**The City of San Diego  
CERTIFICATE OF CITY AUDITOR AND COMPTROLLER**

**CERTIFICATE OF UNALLOTTED BALANCE**

ORIGINATING AC 9901179  
DEPT. NO.: 65013

I HEREBY CERTIFY that the money required for the allotment of funds for the purpose set forth in the foregoing resolution is available in the Treasury, or is anticipated to come into the Treasury, and is otherwise unallotted.

Amount \$ \_\_\_\_\_ Fund \_\_\_\_\_

Purpose \_\_\_\_\_

Date \_\_\_\_\_ By: \_\_\_\_\_

AUDITOR AND COMPTROLLER'S DEPARTMENT

ACCOUNTING DATA										
ACCTG. LINE	CY PY	FUND	DEPT	ORG.	ACCOUNT	JOB ORDER	OPERATION ACCOUNT	BENF/EQUIP	FACILITY	AMOUNT
TOTAL AMOUNT										

FUND OVERRIDE

**CERTIFICATION OF UNENCUMBERED BALANCE**

I HEREBY CERTIFY that the indebtedness and obligation to be incurred by the contract or agreement authorized by the hereto attached resolution, can be incurred without the violation of any of the provisions of the Charter of the City of San Diego; and I do hereby further certify, in conformity with the requirements of the Charter of the City of San Diego, that sufficient moneys have been appropriated for the purpose of said contract, that sufficient moneys to meet the obligations of said contract are actually in the Treasury; or are anticipated to come into the Treasury, to the credit of the appropriation from which the same are to be drawn, and that the said money now actually in the Treasury, together with the moneys anticipated to come into the Treasury, to the credit of said appropriation, are otherwise unencumbered.

Not to Exceed \$ 25,800.00

Vendor Fulbright and Jaworski

Purpose Authorizing the expenditure of funds for bond counsel and disclosure counsel services

to issue FY2000 TANS.

Date May 11, 1999 By: *Jean Talbert*

AUDITOR AND COMPTROLLER'S DEPARTMENT

ACCOUNTING DATA										
ACCTG. LINE	CY PY	FUND	DEPT	ORG.	ACCOUNT	JOB ORDER	OPERATION ACCOUNT	BENF/EQUIP	FACILITY	AMOUNT
1	0	65013	65013	2000	4141	065013				\$25,800.00
TOTAL AMOUNT										\$25,800.00

FUND OVERRIDE

**MAY 24 1999**

*R*-291677