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RESOLUTION NUMBER R- 305718

DATE OF FINAL PASSAGE MAR 26 2010

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF A BOND PURCHASE AGREEMENT; APPROVING THE FORM AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT FOR SENIOR SEWER REFUNDING BONDS, SERIES 2010A; AUTHORIZING THE EXECUTION, DELIVERY AND DISTRIBUTION OF AN OFFICIAL STATEMENT FOR THE BONDS; AND APPROVING CERTAIN ACTIONS, ALL IN CONNECTION WITH THE ISSUANCE AND SALE BY THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO OF THE BONDS

WHEREAS, The City of San Diego [City] and the Redevelopment Agency of the City of San Diego have entered into a Joint Exercise of Powers Agreement, dated as of May 14, 1991, as amended and restated as of January 11, 1999, and as again amended and restated on October 29, 2002, establishing the Public Facilities Financing Authority of the City of San Diego [Authority], a California joint exercise of powers authority duly organized to provide financing assistance to the City; and

WHEREAS, the Authority currently has outstanding \$43,850,000 of its Sewer Revenue Bonds, Series 1995, \$30,825,000 of its Sewer Revenue Bonds, Series 1997 A and B, and \$104,100,000 of its Sewer Revenue Bonds, Series 1999 A and B [collectively, Outstanding Refundable Bonds] issued pursuant to an Indenture, dated as of September 1, 1993 [as amended and supplemented, the 1993 Indenture], between the Authority and the trustee named therein; and

WHEREAS, the City has heretofore determined in Ordinance Number O-19841 that it is in the best interests of the City to (i) refund, between now and June 30, 2010, all or a portion of

the Outstanding Refundable Bonds as will, in the aggregate, create a net present value savings equal to or greater than 3 percent of the principal amount of Outstanding Refundable Bonds to be refunded through the issuance of sewer revenue refunding bonds [Sewer Refunding Bonds], and (ii) finance a debt service reserve fund for any Sewer Refunding Bonds; and

WHEREAS, to provide for the issuance, sale and payment of the Sewer Refunding Bonds, the City Council has heretofore authorized and approved by Ordinance Number O-19841 the issuance by the Authority of its Sewer Refunding Bonds, a proposed form of Supplemental Indenture [Supplemental Indenture] between the Authority and the bond trustee named therein, a proposed form of Supplement to the Master Installment Purchase Agreement between the Authority and the City, and a proposed form of Continuing Disclosure Certificate; and

WHEREAS, in order to market and sell the Sewer Refunding Bonds, it is necessary that the Council authorize and approve the distribution of a preliminary official statement and the execution, delivery and distribution of an official statement relating to the Sewer Refunding Bonds; and

WHEREAS, there has been presented to this meeting the following documents relating to the issuance of a series of Sewer Refunding Bonds to be designated the Senior Sewer Revenue Refunding Bonds, Series 2010A [Series 2010A Bonds]:

- A. a proposed form of Bond Purchase Agreement for the Series 2010A Bonds [Bond Purchase Agreement], a copy of which is on file in the office of the City Clerk as Document No. ^{RR-}305718⁻¹, by and among the City, the Authority and the underwriters named therein [Underwriters] under which the Authority and the

City will sell the Series 2010A Bonds to the underwriters for resale to the public;
and

- B. a proposed form of Preliminary Official Statement [Preliminary Official Statement], a copy of which is on file in the office of the City Clerk as Document No. ^{RR} 305718⁻², which the Underwriters will use in connection with the marketing the Series 2010A Bonds; and

WHEREAS, to prepare the necessary documents, render the necessary legal opinions and advise the City in connection with the issuance of the Series 2010A Bonds, it is necessary to retain Bond Counsel and Disclosure Counsel for the City and the Authority for the Series 2010A Bonds; and

WHEREAS, the form of the Bond Purchase Agreement and the form of the Preliminary Official Statement submitted to this meeting of the City Council have been reviewed by the Disclosure Practices Working Group [DPWG]; and

WHEREAS, the City is authorized to undertake all of the actions described in this Resolution pursuant to Ordinance Number O-19841, its Charter and the Constitution and other applicable laws of the State of California; NOW, THEREFORE,

BE IT RESOLVED, by the Council of the City of San Diego, as follows:

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

Section 2. The Council hereby finds that the refinancing of components of the Wastewater System as set forth in the recitals to this Resolution will provide significant public benefits in accordance with the criteria specified in section 6586 of the Government Code.

Section 3. The form and content of the proposed Bond Purchase Agreement relating to the sale of the Series 2010A Bonds submitted to this meeting, a copy of which is on file in the office of the City Clerk as Document No. ^{RR-}305718⁻¹, is hereby approved. Any of the Chief Operating Officer or the Chief Financial Officer and each of them or any of their respective designees [each, an Authorized Signatory] is hereby severally authorized and directed, for and in the name of and on behalf of the City, to execute and deliver the Bond Purchase Agreement in the form presented to this meeting, with such additions and changes therein, including the addition or deletion of underwriters, as any Authorized Signatory 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 that may be required by the City Attorney and/or Bond Counsel referred to below, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form and content of the proposed Preliminary Official Statement with respect to the Series 2010A Bonds, a copy of which is on file in the office of the City Clerk as Document No. ^{RR-}305718⁻² submitted to this meeting, is hereby approved. Any Authorized Signatory is hereby severally authorized and directed, for and in the name of and on behalf of the City, to execute and deliver an official statement with respect to the Series 2010A Bonds [Official Statement], in the form of the Preliminary Official Statement presented to this meeting, with such changes thereto as the Authorized Signatory executing and delivering such document may require or approve, such requirement or approval to be conclusively evidenced by the execution and delivery thereof. The distribution of copies of the Preliminary Official Statement and the Official Statement to persons who may be interested in the purchase of Series 2010A Bonds is hereby authorized and approved. The Authorized Signatories are, and each of them

acting alone is, hereby authorized to certify on behalf of the City that any Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 promulgated by the Securities and Exchange Commission (except for the omission of certain information as permitted by such Rule).

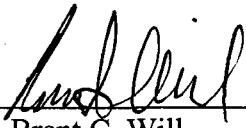
Section 5. The City Attorney or his specified designee is authorized to retain Quint & Thimmig LLP as bond counsel [Bond Counsel] and as disclosure counsel for the City and the Authority [Disclosure Counsel] in connection with the Series 2010A Bonds under such contract or other arrangement as the City Attorney or his specified designee shall approve as being in the best interests of the City. Such contract or other arrangement shall be in an amount not to exceed \$60,000, inclusive of out-of-pocket expenses, for both Bond Counsel and Disclosure Counsel services.

Section 6. All actions heretofore taken by any officers, employees or agents of the City with respect to (i) the issuance, delivery, or sale of the Series 2010A Bonds, (ii) the refinancing and redemption of the Outstanding Refundable Bonds, (iii) any of the documents referenced herein, or (iv) the refinancing of the City's wastewater system, are hereby approved, confirmed and ratified; and any Authorized Signatory and any such other officers, employees or agents of the City as may be authorized by the Mayor, the Chief Operating Officer or the Chief Financial Officer are hereby authorized and directed, for and in the name of and on behalf of the City, to do any and all things and take any and all actions, including, without limitation, payment of necessary and appropriate fees and expenses, and execute and deliver any and all certificates, agreements and other documents which they, or any of them, may deem necessary or advisable to consummate the transactions evidenced by the documents referenced herein in accordance

with this Resolution; provided that any funds derived from the proposed wastewater bond refinancings shall be restricted to benefit the City's wastewater system.

Section 7. That this Resolution shall take effect immediately upon its adoption.

APPROVED: JAN I GOLDSMITH, City Attorney

By 
Brant C. Will
Deputy City Attorney

BCW:jdf
03/04/2010
Or.Dept: Debt Mgmt.

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego at this meeting of MAR 23, 2010.

ELIZABETH S. MALAND
City Clerk

By: 
Deputy City Clerk

Approved: 3-26-10
(date)


JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor