

306252
10/19

RESOLUTION NUMBER R- 306252

DATE OF FINAL PASSAGE OCT 26 2010

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT; AUTHORIZING THE CITY ATTORNEY TO APPOINT BOND COUNSEL AND DISCLOSURE COUNSEL; AND APPROVING CERTAIN OTHER AGREEMENTS AND ACTIONS, ALL IN CONNECTION WITH THE ISSUANCE AND SALE BY THE CONVENTION CENTER EXPANSION FINANCING AUTHORITY OF ITS SUBORDINATED LEASE REVENUE REFUNDING BONDS, SERIES 2010.

WHEREAS, the City of San Diego (City) and the San Diego Unified Port District (District) entered into a Joint Exercise of Powers Agreement, filed with the City Clerk on March 5, 1996, establishing the Convention Center Expansion Financing Authority (Authority), a California joint exercise of powers authority duly organized to provide financing assistance to the City and the District in connection with the Convention Center; and

WHEREAS, the Authority currently has outstanding \$162,545,000 of its \$205,000,000 Lease Revenue Bonds, Series 1998A (Series 1998A Bonds); and

WHEREAS, the City Council (Council) has determined by Ordinance No. 0-2011-37 (Bond Ordinance) that it is in the public interest, it will achieve certain savings and will benefit the inhabitants of the City to refinance all or a portion of the Series 1998A Bonds (the Bonds so refunded being the Refunded 1998A Bonds); and

WHEREAS, the Council has in the Bond Ordinance requested the Authority to issue its Subordinated Lease Revenue Refunding Bonds, Series 2010 (Series 2010 Bonds), from time to time between now and June 30, 2011, in one or more series, in a principal amount therein authorized for the purpose of refunding the Refunded 1998A Bonds (Plan of Refunding); and

WHEREAS, the Council finds that the Plan of Refunding will achieve certain savings and will benefit the inhabitants of the City; and

WHEREAS, a refunding of the Series 1998A Bonds would not be economic if a debt service reserve fund is required for the Series 2010 Bonds, and therefore a debt service reserve fund is not included in the Plan of Refunding; and

WHEREAS, there has been presented to this meeting a proposed form of Bond Purchase Agreement (Purchase Agreement) among the City, the Authority, and Stone & Youngberg, LLC, as Representative of the Underwriters therein named (collectively Underwriters), a copy of which is on file in the office of City Clerk as Document No. ~~R-306253~~ and:

WHEREAS, the City is authorized to undertake all of 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, by the Council of the City of San Diego, as follows:

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 Council hereby finds that the Plan of Refunding, as described 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 Purchase Agreement is hereby authorized and approved. Any of the Mayor, Chief Operating Officer or the Chief Financial Officer or any of their respective designees (each an Authorized Signatory) is hereby severally authorized and directed for and in the name and on behalf of the City, to execute and deliver the Purchase Agreement in connection with the purchase and sale of the Series 2010 Bonds, substantially in the form presented to and considered at this meeting, with such changes and additions therein as such


Authorized Signatory shall determine are necessary or desirable and approve and that any such Authorized Signatory believes are in the best interests of the City and as are approved as to form by the City Attorney or his specified designee, such approvals to be conclusively evidenced by the execution and delivery thereof. Such changes may include changes (i) to reflect the issuance in more than one series; (ii) as may be required or appropriate to refund all of the Series 1998A Bonds by the Series 2010 Bonds, including any changes reflecting that the Subordinated Lease and Facility Sublease will not be subordinated to 1998 Facility Lease and the First Amendment will not be needed (as such documents are defined in the Bond Ordinance); and/or (iii) relating to the purchase of bond insurance or other credit enhancement and to the establishment of such additional terms and procedures as may be necessary to provide for the application of such bond insurance or other credit enhancement for the benefit of the owners of the Series 2010 Bonds.

Section 4. The City Attorney or his specified designee is authorized to retain Squire Sanders & Dempsey, L.L.P. as bond counsel and disclosure counsel to the City and the Authority in connection with the Series 2010 Bond financing under such contracts or other arrangements as the City Attorney or his specified designee shall approve and believes to be in the best interests of the City. Such contracts or other arrangements shall be in an amount not to exceed \$110,000 plus reasonable out-of-pocket expenses not to exceed \$5,000.

Section 5. 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 2010 Bonds; (ii) the Purchase Agreement or any of the documents authorized in the Bond Ordinance, are hereby approved, confirmed and ratified. Any Authorized Signatory 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 execution and delivery of any and all certificates, agreements and other documents which they, or

any of them, deem necessary or advisable to consummate the transactions evidenced by the documents referenced herein in accordance with the Bond Ordinance, this Resolution and the Plan of Refunding.

APPROVED: JAN I. GOLDSMITH, City Attorney

By: 
Timothy J. Fitzpatrick
Deputy City Attorney

TJF:jdf
10/04/10
Or.Dept:Debt Mgmt.
R-2011-300

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of ~~OCT 19 2010~~

ELIZABETH S. MALAND
City Clerk

By: 
Deputy City Clerk

Approved: 10.26.10
(date)


JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor