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RESOLUTION NUMBER R- 307991

DATE OF FINAL PASSAGE FEB 05 2013

A RESOLUTION OF THE COUNCIL OF THE CITY OF SAN DIEGO ACTING AS THE LEGISLATIVE BODY OF COMMUNITY FACILITIES DISTRICT NO. 3 (LIBERTY STATION) AUTHORIZING THE ISSUANCE OF ITS SPECIAL TAX REFUNDING BONDS SERIES 2013 IN A PRINCIPAL AMOUNT NOT TO EXCEED EIGHTEEN MILLION DOLLARS (\$18,000,000) AND AUTHORIZING THE RETENTION OF STRADLING YOCCA CARLSON & RAUTH AS BOND AND DISCLOSURE COUNSEL IN CONNECTION THEREWITH; AND APPROVING THE FORM OF AND THE EXECUTION AND DELIVERY OF THE BOND PURCHASE AGREEMENT, INDENTURE, CONTINUING DISCLOSURE CERTIFICATE AND PRELIMINARY OFFICIAL STATEMENT AND TAKING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

WHEREAS, the City Council of the City of San Diego, located in San Diego County, California (the "City Council"), has heretofore undertaken proceedings and declared the necessity of the Community Facilities District No. 3 (Liberty Station) (the "District") to issue bonds pursuant to the terms and provisions of the Mello-Roos Community Facilities Act of 1982, as amended, being Chapter 2.5, Part 1, Division 2, Title 5 of the Government Code of the State of California (the "Act") to finance the acquisition and construction of various public facilities; and

WHEREAS, the District has previously issued its \$16,000,000 Special Tax Bonds, Series A of 2006 (the "2006 Bonds") pursuant to the Act, of which \$14,530,000 is currently outstanding; and

WHEREAS, the District has previously issued its \$3,950,000 Special Tax Bonds, Series A of 2008 (the "2008 Bonds") pursuant to the Act, of which \$3,595,000 is currently outstanding; and

WHEREAS, in order to benefit taxpayers within the District by lowering the annual special taxes to be levied for debt service, the District now desires to defease all of the outstanding 2006 Bonds and 2008 Bonds through the issuance of its Special Tax Refunding Bonds Series 2013 (the "Refunding Bonds") in an aggregate principal amount not to exceed \$18,000,000 and the application of certain existing District funds to such defeasance; and

WHEREAS, the Refunding Bonds shall be issued in accordance with the Bond Indenture dated as of February 1, 2013 (the "Indenture") by and between the District and Wells Fargo Bank, National Association, as trustee (the "Trustee"); and

WHEREAS, in order to effect the issuance of the Refunding Bonds, the City Council, acting in its capacity as the legislative body of the District, desires to approve the form of a Preliminary Official Statement for the Refunding Bonds (the "Preliminary Official Statement") which E. J. De La Rosa & Co. Inc. and Stifel, Nicolaus & Company, Incorporated dba Stone & Youngberg, a Division of Stifel Nicolaus, as Underwriters (the "Underwriters"), will use to market the Refunding Bonds and to approve the forms of and authorize the execution and delivery of the Indenture, a Bond Purchase Agreement and a Continuing Disclosure Certificate,

in substantially the forms on file with the City Clerk as Document Numbers ^{RR-}307991 - 1 and ⁻² RR-307991-3, respectively, and to authorize such changes and additions thereto as the Authorized Officers (defined herein) deem necessary or desirable; and

WHEREAS, on the basis of certain information set forth in the Report to City Council regarding the proposed issuance of the Refunding Bonds (the "Report to City Council"), the City Council, acting in its capacity as the legislative body of the District, has determined in accordance with Government Code Section 53360.4 that a negotiated sale of the Refunding Bonds to the Underwriters in accordance with the terms of the Bond Purchase Agreement to be

entered into by the District and the Underwriters (the “Bond Purchase Agreement”) will result in a lower overall cost to the District than a sale of the Refunding Bonds on sealed proposals to the highest bidder as described in Government Code Section 53360 in that a negotiated sale will allow for adequate time to pre-market the Refunding Bonds and for the timing of the sale of the Refunding Bonds to be flexible, thereby maximizing the estimated debt service savings to the District; and

WHEREAS, the City Council, acting in its capacity as the legislative body of the District, has determined that it is prudent in the management of the District’s fiscal affairs to issue the Refunding Bonds; and

WHEREAS, the aggregate assessed value of the real property in the District subject to the special taxes used to pay debt service on the Refunding Bonds based on the full cash value of the property within the District as shown on the most recent *ad valorem* assessment roll for property within the District having a lien date as of January 1, 2012 and provided by the County of San Diego is more than three times the principal amount of the Refunding Bonds and the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act or a special assessment levied on property within the District, which assessed value exceeds the minimum value required by the Act for the issuance of the Refunding Bonds; and

WHEREAS, Section III.A2.1 of City Council Policy No. 800-03 of the City of San Diego (the “City”) that was in effect as of the date of formation of the District (“City Council Policy No. 800-03”) requires that, where the value-to-lien ratio of a lot or lots is less than 3 to 1, credit enhancements must be provided to the satisfaction of the City; and

WHEREAS, David Taussig and Associates, Inc., the Special Tax Consultant for the District has provided information demonstrating that the assessed value-to-lien ratio for two assessor's parcels (the "Affected Parcels") is less than 3 to 1 in Fiscal Year 2013; and

WHEREAS, based on information in the Preliminary Official Statement, the City Council, acting in its capacity as the legislative body of the District, has determined to waive the requirement for credit enhancement under Section III.A2.1 of City Council Policy No. 800-03 for the Affected Parcels because the maximum special taxes that may be levied on developed property with assessed value-to-lien ratios in excess of 3 to 1 provide sufficient security for the bonds of the District that will remain outstanding following the issuance of the Refunding Bonds; and

WHEREAS, the City Council, acting in its capacity as the legislative body of the District, finds that the issuance of the Refunding Bonds will achieve debt service savings and will benefit taxpayers within the District; and

WHEREAS, the District is required by the bond markets to retain bond and disclosure counsel to issue the Refunding Bonds, and Stradling Yocca Carlson & Rauth, a Professional Corporation ("Stradling") was selected by the City Attorney's Office as bond and disclosure counsel; the legal fees and costs of Stradling are not expected to exceed \$62,000 and the legal fees and costs will be paid from the bond proceeds held by the Trustee for the District only on the successful closing and sale of the Refunding Bonds, and such legal fees and costs will not be paid from any City funds whatsoever; and

WHEREAS, pursuant to the San Diego Municipal Code Section 22.4108 (as amended and enacted by Ordinance O-19320), the Disclosure Practices Working Group ("DPWG") is required to review disclosure documents of the City and related entities, and the District is a

related entity which involves different certification procedures under the Disclosure Controls and Procedures of the City (the "Disclosure Controls"), and DPWG has reviewed and approved, in accordance with the Disclosure Controls, the form of the Preliminary Official Statement;

NOW, THEREFORE, the City Council of the City of San Diego, acting as the legislative body of Community Facilities District No. 3 (Liberty Station), DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:

SECTION 1. Each of the above recitals is true and correct and is adopted by the City Council, acting in its capacity as the legislative body of the District.

SECTION 2. The City Council, acting in its capacity as the legislative body of the District, finds that the issuance of the Refunding Bonds as described in the Preliminary Official Statement will provide significant public benefits by reducing the total amount of special taxes to be levied for debt service within the District.

SECTION 3. The City Council, acting in its capacity as the legislative body of the District, has determined to defease the 2006 Bonds and the 2008 Bonds, subject to the provisions of Section 5 below regarding debt service savings, through the issuance of its Refunding Bonds pursuant to the Indenture and a Bond Purchase Agreement between now and March 31, 2014 and the application of certain existing District funds to such defeasance.

SECTION 4. The District is authorized pursuant to Section 53362 *et seq.* of the Act to issue the Refunding Bonds for the purpose of refunding the 2006 Bonds and the 2008 Bonds.

SECTION 5. The issuance of the Refunding Bonds in a principal amount not to exceed \$18,000,000 is hereby authorized, with the exact principal amount to be determined by the official signing the Bond Purchase Agreement in accordance with Section 8 below. The Refunding Bonds

may be issued to refund the 2006 Bonds and the 2008 Bonds only if the Mayor or the Chief Operating Officer, or the written designee of one of the foregoing (each an "Authorized Officer" and, together, the "Authorized Officers"), determines that there is an economic benefit to the District in the form of aggregate net present value savings of at least 3%, expressed as a percentage of the par amount of the 2006 Bonds and the 2008 Bonds to be refunded by the Refunding Bonds. Each of the foregoing determinations to be made by an Authorized Officer will be conclusively evidenced by the execution of the Bond Purchase Agreement by the District and the Underwriters.

The City Council, acting in its capacity as the legislative body of the District, hereby determines that it is prudent in the management of the District's fiscal affairs to issue the Refunding Bonds subject to the conditions in this Resolution. The Refunding Bonds shall mature on the dates and pay interest at the rates set forth in the Bond Purchase Agreement. The Refunding Bonds shall be governed by the terms and conditions of the Indenture. The form of the Indenture presented at this meeting is hereby approved. The Indenture shall be executed by any one of the Authorized Officers substantially in the form of the Indenture presented at this meeting, with such additions thereto and changes therein as the officer or officers executing the same deem necessary or desirable, including to insert the offering price(s), interest rate(s), selling compensation, principal amount per maturity, redemption dates and prices, reserve account deposits and such other related terms and provisions as limited by Section 8 hereof, or to conform any provisions therein to the Bond Purchase Agreement and the Official Statement delivered to the purchasers of the Refunding Bonds. Approval of such changes shall be conclusively evidenced by the execution and delivery of the Indenture by any one of the Authorized Officers. Capitalized terms used in this Resolution which are not defined herein have the meanings ascribed to them in the Indenture.

In satisfaction of the requirements contained in Section 53363.2 of the Act, the City Council, acting in its capacity as the legislative body of the District, hereby determines that: (1)

it is anticipated that the Refunding Bonds will be issued prior to March 1, 2013, with the 2006 Bonds maturing on and after September 1, 2013 being redeemed on March 1, 2013 and the 2008 Bonds maturing on and after September 1, 2013 being redeemed on March 1, 2013, (2) the Refunding Bonds shall be dated their date of issuance, be in the denominations, have the maturity dates (which do not exceed the latest maturity date of the 2006 Bonds or the 2008 Bonds being refunded), and be payable at the place and be in the form specified in the Indenture, (3) the Refunding Bonds will bear interest at the minimum rate of 0.25% per annum, and (4) the designated cost of issuing the Refunding Bonds, as defined by Section 53363.8 of the Act, shall include all of the costs specified in Section 53363.8(a), (b)(2) and (c).

In satisfaction of the requirements contained in Section 53364.2 of the Act, the City Council, acting in its capacity as the legislative body of the District, hereby determines that any savings achieved through the issuance of the Refunding Bonds shall be used to reduce the special taxes of the District levied for debt service, and such reductions shall be made in accordance with the Act.

SECTION 6. The Refunding Bonds shall be executed on behalf of the District by the manual or facsimile signature of the President of the legislative body of the District and shall be attested to with the manual or facsimile signature of the City Clerk or Deputy City Clerk.

SECTION 7. The covenants set forth in the Indenture are hereby approved, and such covenants shall be deemed to be covenants of the legislative body of the District, and shall be complied with by the District and its officers. The City Council, acting as the legislative body of the District, hereby makes and adopts the findings and determinations in Section 5.2(g) of the Indenture regarding the reduction of the maximum special tax rates.

SECTION 8. The Underwriters are hereby appointed for purposes of offering the Refunding Bonds for sale in accordance with the provisions of the Bond Purchase Agreement and the Indenture. The form of the Bond Purchase Agreement presented at this meeting is hereby approved, and any one of the Authorized Officers is hereby authorized to execute the Bond Purchase Agreement substantially in the form presented at this meeting, with such additions thereto and changes therein as the officer or officers executing the same deem necessary or desirable, including to conform the Bond Purchase Agreement to the dates, amounts and interest rates applicable to the Refunding Bonds. Approval of such additions and changes shall be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement; provided, however, that the Bond Purchase Agreement shall be signed only if the requirements of Section 5 hereof have been satisfied.

SECTION 9. The form of the Continuing Disclosure Certificate presented at this meeting is hereby approved, and any one of the Authorized Officers is hereby authorized and directed to execute the Continuing Disclosure Certificate substantially in the form hereby approved, with such additions therein and changes thereto as the Authorized Officer or Authorized Officers executing the same deem necessary or desirable, with such approval to be conclusively evidenced by the execution and delivery of the Continuing Disclosure Certificate.

SECTION 10. The form and content of the Preliminary Official Statement substantially in the form presented to and considered at this meeting is hereby approved, with such additions thereto and changes therein as are determined to be necessary or desirable by any one of the Authorized Officers, including, but not limited to, such additions and changes as are necessary to make all information set forth therein accurate and not misleading, such approval to be conclusively evidenced by the delivery of the Preliminary Official Statement to the Underwriters. The Authorized Officers are, and each of them acting alone is, hereby authorized to certify to the Underwriters on behalf of the District that the Preliminary Official Statement is deemed final as of its date, within the meaning

of Rule 15c2-12 of the Securities and Exchange Commission (except for the omission of certain information as permitted therein). The distribution by the Underwriters of the Preliminary Official Statement and the Official Statement to persons who may be interested in the purchase of the Refunding Bonds is hereby authorized and approved. Each of the Authorized Officers is hereby authorized and directed to deliver to the Underwriters a final Official Statement in the form of the Preliminary Official Statement, together with such changes as are determined necessary or desirable by the Authorized Officer executing the Official Statement, and in accordance with any recommendation by DPWG, to make such Official Statement complete and accurate as of its date, such approval to be conclusively evidenced by the delivery of the Official Statement to the Underwriters.

SECTION 11. In accordance with the requirements of Section 53345.8 of the Act and the policies of the City, the City Council, acting in its capacity as the legislative body of the District, hereby determines that the value of the real property in the District subject to the special tax to pay debt service on the Refunding Bonds is at least three times the sum of the principal amount of the Refunding Bonds plus the principal amount of all other bonds outstanding that are secured by a special tax levied pursuant to the Act or a special assessment levied on property within the District. This determination is based exclusively on the full cash value of property within the District as shown on the *ad valorem* assessment roll for property within the District provided by the County of San Diego and having a lien date as of January 1, 2012. Section III.A2.1 of City Council Policy No. 800-03 is hereby waived with respect to the Affected Parcels.

SECTION 12. The City Attorney is authorized to retain Stradling and execute an agreement for legal services with Stradling for the provision of bond and disclosure counsel services for a flat fee in an amount not to exceed \$62,000 that is contingent on the successful closing and payable from bond proceeds in connection with the Refunding Bonds.

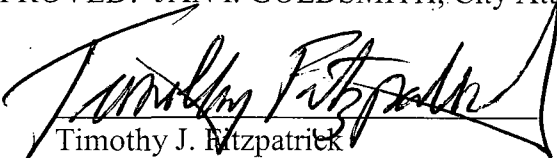
SECTION 13. Each of the Authorized Officers is authorized to provide for all services necessary to effect the issuance, sale and delivery of the Refunding Bonds. Such services shall include, but not be limited to, obtaining legal services, trustee services, verification agent services, consultant services and any other services deemed appropriate by an Authorized Officer. Any one of the Authorized Officers is authorized to pay for the cost of such services, together with other Costs of Issuance (as defined in the Indenture and as otherwise agreed to in writing by an Authorized Officer) from the sale and delivery of Refunding Bond proceeds. The Authorized Officers are hereby authorized and directed to pay all the fees and other costs of issuance of the Refunding Bonds in accordance with the Bond Purchase Agreement and as otherwise agreed to by the District and the respective parties thereto, including the fees and expenses of bond counsel and disclosure counsel, the financial advisor and special tax consultant, applicable CDIAC fees, verification agent fees and printer fees.

SECTION 14. The City Council, acting in its capacity as the legislative body of the District, does hereby authorize the deposit and withdrawal of the proceeds of the sale of the Refunding Bonds, including such proceeds held by the Trustee, in the Local Agency Investment Fund in the State Treasury in accordance with the provisions of Section 16429.1 of the Government Code for the purpose of investment as stated therein, and verification by the State Treasurer's Office of all banking information provided in that regard. Any Authorized Officer or the Trustee on behalf of the District is hereby authorized to order the deposit or withdrawal of the proceeds of the sale of the Bonds in the Local Agency Investment Fund.

SECTION 15. All actions heretofore taken by any Authorized Officers, or by any officers, employees or agents of the City, with respect to: (1) the issuance, delivery or sale of the Refunding Bonds; (2) the refunding, defeasance and redemption of the 2006 Bonds and the 2008 Bonds; and (3) the Bond Purchase Agreement, Indenture, Continuing Disclosure Certificate, Preliminary Official

Statement and Official Statement, or any of the documents referenced therein, are hereby approved, confirmed and ratified. The Mayor or his designee and the other Authorized Officers responsible for the fiscal affairs of the District are hereby jointly and severally authorized and directed to do all things and take any and all actions and execute and deliver any and all documents as are necessary or desirable to accomplish the issuance, sale and delivery of the Refunding Bonds in accordance with the provisions of this Resolution and as are necessary or appropriate for the fulfillment of the purposes of the Refunding Bonds as described in the Indenture. Any document authorized herein to be signed by the City Clerk may be signed by a duly appointed Deputy City Clerk.


APPROVED: JAN I. GOLDSMITH, City Attorney

By 
Timothy J. Fitzpatrick
Deputy City Attorney

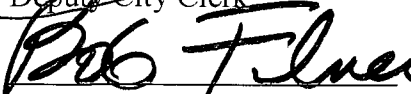
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Or.Dept:Debt Management
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I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of 2/5/2013.

ELIZABETH S. MALAND
City Clerk

By 
Deputy City Clerk

Approved: 2/5/13
(date)


BOB FILNER, Mayor

Vetoed: _____
(date)

BOB FILNER, Mayor