

REDEVELOPMENT AGENCY OF
THE CITY OF SAN DIEGO

RESOLUTION NO. R- _____

DATE OF FINAL PASSAGE _____

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO APPROVING THE ISSUANCE OF ITS HOUSING SET-ASIDE TAX ALLOCATION BONDS, 2010 SERIES A TAXABLE, APPROVING A TRUST INDENTURE, AN OFFICIAL STATEMENT, A CONTINUING DISCLOSURE CERTIFICATE AND A PURCHASE CONTRACT, AND AUTHORIZING THE EXECUTIVE DIRECTOR OR EXECUTIVE DIRECTOR'S DESIGNEE TO SET THE FINAL TERMS OF THE SALE OF THE BONDS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS RELATED THERETO.

WHEREAS, the Redevelopment Agency of the City of San Diego (Agency) is a redevelopment agency duly created, established and authorized to transact business and exercise its powers, all under and pursuant to the Community Redevelopment Law (Law), being Section 33000 and following of the Health and Safety Code of the State of California, and the powers of the Agency include the power to issue bonds for any of its corporate purposes; and

WHEREAS, redevelopment plans for redevelopment projects known as the City Heights Redevelopment Project, the North Bay Redevelopment Project, the North Park Redevelopment Project, the Crossroads Redevelopment Project, the San Ysidro Redevelopment Project and the Naval Training Center Redevelopment Project (Redevelopment Projects) have been adopted and approved and all requirements of the law for, and precedent to, the adoption and approval of said plans have been duly complied with; and

WHEREAS, the Agency proposes to issue not to exceed \$65,000,000 aggregate principal amount of its Housing Set-Aside Tax Allocation Bonds 2010 Series A Taxable (2010 Bonds), the proceeds of which will be used to provide refinancing of housing lines of credit from San

Diego National Bank (now U.S. Bank National Association) entered into in 2007 for housing projects (Housing Lines of Credit) and financing of certain low and moderate income housing projects, a list of which is on file in the office of the secretary to the Agency as Document No. D-_____, within or for the benefit of the Redevelopment Projects (Housing Projects); and

WHEREAS, the 2010 Bonds will be secured by and repaid from a portion of the tax increment revenues from the Redevelopment Projects that are required under the Law to be deposited in the Low and Moderate Income Housing Fund of the Agency pursuant to sections 33334.2 and 33334.3 of the Law, subordinate to the claim therein of certain outstanding bonds of the Agency in the City Heights Redevelopment Project Area, the North Bay Redevelopment Project Area and the North Park Redevelopment Project Area; and

WHEREAS, section 33334.2 of the Law authorizes the use of tax increment revenue outside of a Redevelopment Project but only if the Agency and the City Council find that such use constitutes a benefit to the Redevelopment Project; and

WHEREAS, there has been presented at this meeting a form of a Trust Indenture providing for the issuance of the 2010 Bonds; and

WHEREAS, there has been presented to this meeting a form of Preliminary Official Statement relating to the 2010 Bonds and a form of Purchase Contract among the Agency, the Public Facilities Financing Authority of the City of San Diego (Authority) and De La Rosa & Co. and Piper Jaffray & Co., the underwriters for the 2010 Bonds (Underwriters) pursuant to which the Authority has offered to purchase the 2010 Bonds from the Agency and the Underwriters have offered to purchase the 2010 Bonds from the Authority, all on the terms and conditions set forth therein; and

WHEREAS, the Preliminary Official Statement presented at this meeting has been reviewed by the Disclosure Practices Working Group; and

WHEREAS, the Agency is authorized to cause the 2010 Bonds to be sold on a negotiated basis pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the California Government Code; NOW, THEREFORE,

BE IT RESOLVED, the Redevelopment Agency of the City of San Diego hereby finds, determines, resolves and orders as follows:

Section 1. Approval of Issuance of 2010 Bonds. The issuance of not to exceed \$65,000,000 in aggregate principal amount of the 2010 Bonds in order to refinance the Housing Lines of Credit and to finance the Housing Projects and to finance costs associated with the issuance and sale of the 2010 Bonds is hereby authorized and approved.

Section 2. Trust Indenture. The form of the Trust Indenture (Indenture) by and between the Agency and U.S. Bank National Association, as trustee, presented at this meeting is hereby approved and the Chair, the Executive Director and the Executive Director's designee (each being an Authorized Officer) are, and each of them acting alone is, hereby authorized and directed, for and in the name of and on behalf of the Agency, to execute and deliver the Indenture in substantially the form presented at this meeting with such changes therein as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. Direction to Trustee. U.S. Bank National Association, as Trustee under the Indenture, is hereby directed to execute and deliver the Indenture and to take any and all action provided for therein to be taken by the Trustee.

Section 4. Official Statement. The form of Preliminary Official Statement relating to the 2010 Bonds and presented to this meeting is hereby approved. The preparation of a Final Official Statement relating to the 2010 Bonds is hereby approved and the Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver a Final Official Statement containing such changes from the Preliminary Official Statement as may be approved by the Executive Director or the Executive Director's designee, and/or the Agency Counsel, and the distribution of such Preliminary and Final Official Statements in connection with the sale of the 2010 Bonds is hereby authorized. The Authorized Officers are, and each of them acting alone is, authorized and directed to deem the Preliminary Official Statement final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 (Rule), omitting only such information as is permitted under such Rule, and to execute an appropriate certificate stating the Agency's determination that the Preliminary Official Statement has been deemed final within the meaning of such Rule.

Section 5. Form of 2010 Bonds. The form of the 2010 Bonds as set forth in the Indenture as presented to this meeting is hereby approved and any of the Authorized Officers and the Secretary or any Deputy Secretary of the Agency are hereby authorized and directed to execute by manual or facsimile signature, in the name and on behalf of the Agency, such 2010 Bonds in either temporary and/or definitive form in the aggregate principal amount set forth in the Indenture and all in accordance with the terms and provisions of the Indenture.

Section 6. Purchase Contract. The form of Purchase Contract (Purchase Contract) as presented to this meeting among the Agency, the Authority and the Underwriters and the sale of the 2010 Bonds pursuant thereto upon the terms and conditions set forth therein is hereby approved, and subject to such approval and subject to the provisions of section 7 hereof, any of the Authorized Officers are, and each of them acting alone is, hereby authorized and directed to

evidence the Agency's acceptance of the offer made by the Purchase Contract by executing and delivering the Purchase Contract in substantially the form presented to this meeting with such changes therein as the Authorized Officer executing the same may approve and such matters are as authorized by section 7 hereof, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. Executive Director or Executive Director's Designee Authorized to Establish Final Terms of Sale of 2010 Bonds. The Executive Director or the Executive Director's designee, based on such advice of Agency staff as said officer may deem necessary are, and each of them acting alone is, hereby authorized and directed to act on behalf of the Agency to establish and determine (i) the final principal amount of the various maturities of the 2010 Bonds, which amount shall not exceed \$65,000,000; and (ii) the final interest rates on various maturities of the 2010 Bonds, provided that such rates shall result in a true interest cost on the 2010 Bonds of not to exceed 8.75%;

Section 8. Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate as presented to this meeting to be executed by the Agency to comply with the provisions of Securities and Exchange Commission Rule 15c2-12(b)(5) is hereby approved and any of the Authorized Officers are, and each of them acting alone is, authorized to execute the Continuing Disclosure Certificate for, in the name of an on behalf of the Agency in substantially the form presented to this meeting with such changes therein as the Authorized Officer executing the same conclusively evidence by the execution and delivery thereof.

Section 9. Finding as to Benefit. The Board of the Agency finds that the Housing Projects described in Document No. D-_____, although located outside one, or more than one, or all of the Redevelopment Projects, will provide low and moderate income housing at affordable housing costs that will be available to persons and families of low and moderate

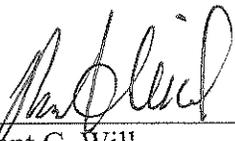
income and will thereby benefit each and every Redevelopment Project. These findings were made in order to satisfy the requirements of section 33334.2(g) of the Law.

Section 10. Requisitions. The Executive Director or the Executive Director's designee are, and each of them acting alone is, hereby authorized and directed to execute one or more requisitions authorizing the Trustee to pay the costs of issuing the 2010 Bonds from the proceeds of the 2010 Bonds and the moneys, if any, deposited by the Agency with the Trustee for such purpose, all pursuant to the Indenture.

Section 11. Other Acts. The Authorized Officers and Secretary of the Agency, or any of them, are hereby authorized and directed to do any and all things (including, but not limited to, in their discretion, obtaining a policy or policies of municipal bond insurance and/or a rating from a national rating agency, obtaining a reserve fund surety with respect to the 2010 Bonds and determining the final coverage test to be established in the Indenture for the issuance of parity bonds, if upon the advice of the Agency's financial advisor, such insurance, reserve fund sureties or coverage test are expected to result in a lower true interest cost on the 2010 Bonds, or to elect to proceed without such credit enhancement, if otherwise beneficial to the Agency), to execute and deliver any and all documents which in consultation with Agency staff, Bond Counsel and the Agency Counsel, they may deem necessary or advisable in order to consummate the issuance, sale and delivery of the 2010 Bonds, or otherwise effectuate the purposes of this Resolution, and any and all such actions previously taken by such officers or staff members are hereby ratified and confirmed.

Section 12. Effective Date. This Resolution shall take effect immediately upon adoption.

APPROVED: JAN GOLDSMITH, General Counsel

By: 
Brant C. Will
Deputy General Counsel

BCW:jdf
07/09/2010
Or.Dept:RDA
RA-2011-7
Companion to: R-2011-57
R-2011-62
RA-2011-6
RA-2011-8

I hereby certify that the foregoing Resolution was passed by the Redevelopment Agency of the City of San Diego, at its meeting of _____, 2010.

REDEVELOPMENT AGENCY

By: _____
JEANNETTE SANTOS, Deputy Secretary

Approved: _____
(date)

JERRY SANDERS, Executive Director

Vetoed: _____
(date)

JERRY SANDERS, Executive Director