

**RESOLUTION NO. 2002-003**

ADOPTED BY THE SACRAMENTO CITY FINANCING AUTHORITY

ON THE DATE OF MAY - 7 2002

A RESOLUTION OF THE SACRAMENTO CITY FINANCING AUTHORITY AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF NOT TO EXCEED \$225,000,000 AGGREGATE PRINCIPAL AMOUNT OF SACRAMENTO CITY FINANCING AUTHORITY 2002 REVENUE BONDS, SERIES A (CIVIC CENTER AND REDEVELOPMENT PROJECTS), AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED AMENDMENTS TO LEASES WITH THE CITY OF SACRAMENTO AND A RELATED LOAN AGREEMENT WITH THE CITY OF SACRAMENTO AND THE REDEVELOPMENT AGENCY OF THE CITY OF SACRAMENTO AND AN INDENTURE IN CONNECTION THEREWITH, AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE CONTRACT FOR SUCH BONDS, AND APPROVING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING THE EXECUTION, DELIVERY AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT FOR SUCH BONDS, AND APPROVING CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH

**WHEREAS**, the Sacramento City Financing Authority is a joint exercise of powers authority duly organized and existing under and by virtue of the laws of the State of California (the "Authority"); and

**WHEREAS**, the City Council (the "City Council") of the City of Sacramento (the "City") has determined that it is in the best interests of the City and its citizens and is necessary and proper for City purposes that the real property described in that certain Third Amendment to Master Site Lease, dated as of June 1, 2002 (the "Third Amendment to Master Site Lease"), by and between the City and the Authority, be leased by the City to the Authority, and that the Authority lease such real property (together with the improvements thereon) back to the City pursuant to that certain Third Amendment to Master Project Lease, dated as of June 1, 2002 (the "Third Amendment to Master Project Lease"), by and between the Authority and the City, in substantially the forms of such leases presented to this meeting, with the total principal components of the 2002A Base Rental Payments (as that term is defined in the Third Amendment to Master Project Lease) to be in an amount not exceeding one hundred eighty-five million dollars (\$185,000,000) and with the term of the Third Amendment to Master Project Lease to be not in excess of thirty and one-half (30-1/2) years; and

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**WHEREAS**, under the Third Amendment to Master Project Lease, the City will be obligated to make base rental payments to the Authority for the lease of such real property (together with the improvements thereon) to it; and

**WHEREAS**, the Redevelopment Agency of the City of Sacramento (the "Agency") has determined that it is in the best interests of the Agency to enter into a Merged Downtown Loan Agreement in the aggregate principal amount of not to exceed forty million dollars (\$40,000,000) dated as of June 1, 2002 (the "Loan Agreement") with the City and the Authority, in substantially the form of the Loan Agreement presented to this meeting; and

**WHEREAS**, under the Loan Agreement, the Agency will be obligated to make loan payments to the Authority; and

**WHEREAS**, the Authority has determined to issue its 2002 Revenue Bonds, Series A (Civic Center and Redevelopment Projects) in an aggregate principal amount of not to exceed two hundred twenty-five million dollars (\$225,000,000) (the "Bonds") pursuant to an Indenture dated as of June 1, 2002 (the "Indenture") by and between the Authority and BNY Western Trust Company, as trustee (the "Trustee"), a portion of the proceeds of which will be used by the Authority as the source of funds for the payment to the City of the purchase price of the Third Amendment to Master Project Lease and for the payment to the Agency of the purchase price of the Loan Agreement (being the Program Obligations as defined in the Indenture), and the City has determined that on the date of issuance of the Bonds the projects to be acquired and constructed for the City and the Agency with the proceeds of the Bonds will be located within the boundaries of the City or the Agency, or both; and

**WHEREAS**, the Authority will assign, without recourse, all its rights to receive such base rental payments from the City under the Third Amendment to Master Project Lease and such loan payments from the Agency under the Loan Agreement to the Trustee, for the benefit of the registered owners of the Bonds; and

**WHEREAS**, in connection with the issuance of the Bonds, the Authority will approve the distribution of a Preliminary Official Statement for the Bonds (the "Preliminary Official Statement") and the Authority will enter into a Purchase Contract providing for the sale of the Bonds (the "Purchase Contract"), all in substantially the forms of the Preliminary Official Statement and the Purchase Contract presented to this meeting, and (after the sale of the Bonds) the Authority will execute and deliver and authorize the distribution of a Final Official Statement for the Bonds (the "Final Official Statement"); and

**WHEREAS**, all acts, conditions and things required by law to exist, to have happened and to have been performed precedent to and in connection with the authorization of the execution and delivery of the Third Amendment to Master Site Lease, the Third Amendment to Master Project Lease, the Loan Agreement and the Indenture do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized to execute and deliver the Third Amendment to Master Site Lease, the Third Amendment to Master Project Lease, the Loan Agreement and the Indenture and to approve the distribution of the Preliminary Official Statement and to execute and deliver

the Purchase Contract and (after the sale of the Bonds) to execute and deliver and authorize the distribution of the Final Official Statement;

**NOW, THEREFORE, BE IT RESOLVED BY THE SACRAMENTO CITY FINANCING AUTHORITY AS FOLLOWS:**

Section 1. All of the above recitals are true and correct, and the Authority so finds and determines.

Section 2. The Authority is authorized to execute and deliver the Third Amendment to Master Site Lease and the Third Amendment to Master Project Lease, and the Treasurer of the Authority (the "Treasurer") is hereby authorized and directed to execute the Third Amendment to Master Site Lease and the Third Amendment to Master Project Lease for and on behalf of the Authority, and the Secretary of the Authority (the "Secretary") is hereby authorized and directed to attest such execution and to deliver the Third Amendment to Master Site Lease and the Third Amendment to Master Project Lease, and as executed and delivered, the Third Amendment to Master Site Lease and the Third Amendment to Master Project Lease shall be in substantially the forms presented to this meeting, with such additions thereto or changes therein as the Treasurer shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The Authority is authorized to execute and deliver the Loan Agreement, and the Treasurer is hereby authorized and directed to execute the Loan Agreement for and on behalf of the Authority, and the Secretary is hereby authorized and directed to attest such execution and to deliver the Loan Agreement, and as executed and delivered, the Loan Agreement shall be in substantially the form presented to this meeting, with such additions thereto or changes therein as the Treasurer shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Authority is authorized to execute and deliver the Indenture, and the Treasurer is hereby authorized and directed to execute the Indenture for and on behalf of the Authority, and the Secretary is hereby authorized and directed to attest such execution and to deliver the Indenture, and as executed and delivered, the Indenture shall be in substantially the form presented to this meeting, with such additions thereto or changes therein as the Treasurer shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof, and the Bonds authorized to be issued under such Indenture, when executed, shall be delivered to the Trustee for authentication by the Trustee, and the Trustee is hereby requested and directed to authenticate the Bonds by executing the Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the Representatives hereinafter defined in accordance with written instructions executed on behalf of the Treasurer, which instructions said officer is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver to the Trustee and which instructions shall provide for the delivery of the Bonds to such Representatives upon payment of the purchase price thereof.

Section 5. The Purchase Contract between Merrill Lynch & Co. and Stone & Youngberg LLC, as the representatives of the underwriters of the Bonds (the "Representatives"), and the Authority, in substantially the form presented to this meeting, providing for the sale of the Bonds by the Authority to the Representatives, is hereby approved by the Authority for execution and delivery by the Authority to the Representatives, and the Treasurer is hereby authorized and directed (after the approval of the City and the Agency) to execute the Purchase Contract for and on behalf of the Authority and to deliver the Purchase Contract, and as executed and delivered, the Purchase Contract shall be in substantially the form presented to this meeting, with such additions thereto or changes therein as the officer executing the Purchase Contract shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, that the Bonds shall bear interest at a true interest cost not to exceed six and one-half per cent (6-1/2%) per annum and with an underwriter's discount of not more than one per cent (1%) of the principal amount thereof, plus accrued interest.

Section 6. The Treasurer is hereby authorized and directed for and on behalf of the Authority to approve the distribution of the Preliminary Official Statement, in substantially the form presented to this meeting, and to certify on behalf of the Authority that the Preliminary Official Statement has been "deemed final" by the Authority, except for certain final pricing and related information pursuant to Rule 15c2-12 of the Securities and Exchange Commission, and (after the sale of the Bonds) the Treasurer is hereby authorized and directed for and on behalf of the Authority (after the approval of the City and the Agency) to execute and deliver to the Representatives the Final Official Statement, with such additions thereto or changes therein as the Treasurer shall require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; and the Representatives are hereby authorized to distribute copies of the Preliminary Official Statement to persons who may be interested in the purchase of the Bonds and are directed to distribute copies of the Final Official Statement to all actual purchasers of the Bonds.

Section 7. The officers of the Authority are hereby each authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, including without limitation, any documents as may be required in order to obtain bond insurance or to issue the Bonds in one or more series, which they may deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution, the Third Amendment to Master Site Lease, the Third Amendment to Master Project Lease, the Loan Agreement, the Indenture, the Purchase Contract and the Bonds, including the purchase of a bond insurance policy for the Bonds if deemed desirable, and any such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 8. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 7th day of May, 2002.

Deborah Fargy  
Chair

Attest:

Valerie A. Burrows  
Secretary

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