

RESOLUTION NO. 92-003

ADOPTED BY THE SACRAMENTO CITY FINANCING AUTHORITY

ON DATE OF SEP 22 1992

A RESOLUTION OF THE SACRAMENTO CITY FINANCING AUTHORITY
AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE,
PROJECT LEASE AND ASSIGNMENT AGREEMENT IN CONNECTION WITH THE
FINANCING OF A CONVENTION CENTER EXPANSION AND CERTAIN OTHER
ACTIONS IN CONNECTION THEREWITH

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

WHEREAS, the Authority is authorized pursuant to the Marks-Roos Local Bond Pooling Act of 1985, constituting Article 4, Chapter 5, Division 7, Title 1 (commencing with Section 6584) of the California Government Code, as amended (the "Act"), to issue bonds to provide funds to achieve its purposes, including the payment of costs of any Public Capital Improvement (as that term is defined in the Act); and

WHEREAS, the Authority has heretofore determined to adopt and implement a pooling program (the "Program") under which the Authority will provide financing for Public Capital Improvements by (i) entering into lease agreements with Local Agencies (as that term is defined in the Act) and (ii) purchasing at public or negotiated sale certain qualified obligations issued by Local Agencies; and

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WHEREAS, the City of Sacramento (the "City") is a Local Agency that desires to lease to the Authority certain real property and the facilities thereon comprising a Convention Center Expansion (the "Project"), which Project the Authority desires to lease back to the City, all in furtherance of the purposes of the Program; and

WHEREAS, the Authority has previously issued, sold and delivered its 1991 Revenue Bonds (the "Bonds") in the aggregate principal amount sufficient to obtain money to carry out the Program, all under and in accordance with the Constitution and laws of the State of California, including the Act; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing authorized hereby 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 and empowered, pursuant to each and every requirement of law, to authorize the execution and delivery of certain documents in order to further implement the Program in the manner and upon the terms herein provided;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Sacramento City Financing Authority as follows:

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

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Section 2. The form of Site Lease (the "Site Lease"), proposed to be executed and entered into as of October 1, 1992, by and between the Authority and the City, presented to this meeting and on file with the Secretary of the Board, is hereby approved. The Chairman of the Authority is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Site Lease in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The form of Project Lease (the "Project Lease"), proposed to be executed and entered into as of October 1, 1992, by and between the Authority and the City, presented to this meeting and on file with the Secretary of the Board, is hereby approved. The Chairman of the Authority is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Project lease in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form of Assignment Agreement (the "Assignment Agreement") proposed to be executed and entered into as of October 1, 1992, by and among the Authority, the City and Bank of America National Trust and Savings Association, as successor to Security Pacific National Bank (the "Trustee"), presented to this

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meeting and on file with the Secretary of the Board, is hereby approved. The Chairman of the Authority is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Assignment Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The Secretary of the Board is hereby authorized and directed to attest the signatures of the officers of, or the seal of, the Authority, as may be required or appropriate, by manual or facsimile, in connection with the execution and delivery of the Site Lease, the Project Lease and the Assignment Agreement.

Section 6. The officers of the Authority are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, including any agency agreements, 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 Site Lease, the Project Lease and the Assignment Agreement. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

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Section 7. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 22nd day of September, 1992.

Anne Rudin
Chairman

[Seal]

Attest:

Valerie A. Burrows
Secretary

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