

RESOLUTION NO. 98-002

ADOPTED BY THE SACRAMENTO CITY FINANCING AUTHORITY

ON DATE OF JUN 4 1998

A RESOLUTION OF THE SACRAMENTO CITY FINANCING AUTHORITY AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF NOT TO EXCEED \$37,500,000 SACRAMENTO CITY FINANCING AUTHORITY BOND ANTICIPATION NOTES FOR THE STATE OF CALIFORNIA – CAL EPA BUILDING, 1998 SERIES A AND THE EXECUTION AND DELIVERY OF A TRUST INDENTURE, A CONSENT AND ASSIGNMENT AGREEMENT, A PRELIMINARY OFFERING MEMORANDUM, A NOTE PURCHASE CONTRACT AND CERTAIN OTHER ACTIONS IN CONNECTION THEREWITH AND AUTHORIZING RELATED ACTIONS

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 the costs of any Public Capital Improvement (as that term is defined in the Act); and

WHEREAS, the Authority has determined to issue its Sacramento City Financing Authority Bond Anticipation Notes for the State of California – Cal EPA Building, 1998 Series A, in the aggregate principal amount of not to exceed \$37,500,000 (the "Notes") for the purpose of providing interim financing for the construction, installation and equipping of certain facilities located on property owned by the City of Sacramento (the "City"), a local agency pursuant to the Act, which facilities, when complete, are to be an office building occupied by various State of California agencies including those currently organized under the Environmental Protection Agency (the "Project"); and

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WHEREAS, the City, as lessor, has entered into a Sacramento/State Building Lease with the Department of General Services of the State of California (the "Department"), as lessee, dated April 23, 1997 (the "Lease" or "City Agreement No. 97-045"), to finance and to construct, install and equip the Project and subsequently to lease the Project to the Department; and

WHEREAS, the City has requested the assistance of the Authority in issuing the Notes to provide interim financing for the construction, installation and equipping of the Project; and

WHEREAS, the City has determined that the Project will result in substantial public benefits; 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 finance the Project in the manner and upon the terms herein provided; and

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.

Section 2. The form of Trust Indenture (the "Indenture") by and among the Authority and the Trustee, presented to this meeting and on file with the Secretary of the Board, is hereby approved. The Chairman, the Vice Chairman and the Treasurer of the Authority are hereby jointly and severally authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Indenture in substantially said form, with such changes therein as such boardmember or officer, as appropriate, may require or approve; such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The form of Consent and Assignment Agreement (the "Consent Agreement"), by and among the Authority, the City, the Trustee and the Department, presented to this meeting and on file with the Secretary of the Board, is

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hereby approved. The Chairman, the Vice Chairman and the Treasurer of the Authority are hereby jointly and severally authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Consent Agreement in substantially said form, with such changes therein as such boardmember or officer, as appropriate, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Notes in the aggregate principal amount of not to exceed thirty seven million five hundred thousand dollars (\$37,500,000) are hereby authorized to be issued. The Notes shall be executed by the manual or facsimile signature of the Chairman or Vice Chairman of the Authority and attested by the manual or facsimile signature of the Secretary of the Authority, in accordance with the Indenture.

Section 5. The form of Note Purchase Contract (the "Note Purchase Contract"), by and between Merrill Lynch & Co., as representative of the underwriters named therein (the "Underwriters"), the Treasurer of the State of California, as agent for sale of the Notes, and the Authority, presented to this meeting and on file with the Secretary of the Board, is hereby approved. The Chairman, the Vice Chairman and the Treasurer of the Authority are hereby jointly and severally authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Note Purchase Contract in substantially said form, with such changes therein as such boardmember or officer, as appropriate, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The form of Preliminary Offering Memorandum relating to the Notes (the "Preliminary Offering Memorandum") and to be used in connection with the offer and sale of the Notes, presented to this meeting and on file with the Secretary of the Board, is hereby approved. The Chairman, the Vice Chairman and the Treasurer of the Authority are hereby jointly and severally authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Preliminary Offering Memorandum in substantially said form, with such changes therein as such boardmember or officer, as appropriate, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. The Secretary of the Board is hereby authorized and directed to attest to the manual or facsimile signatures of the officers of, or the seal of, the Authority, as may be required or appropriate in connection with the execution and delivery of the Indenture, the Notes, the Consent Agreement, and the Note Purchase Contract.

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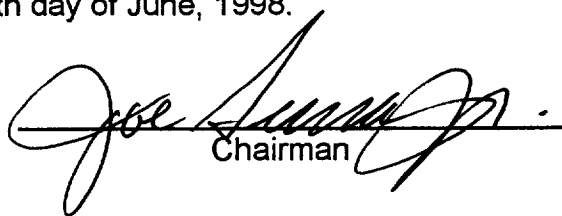
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Section 8. The Chairman, the Vice Chairman, the Treasurer, and any and all other officers, agents and employees of the Authority are hereby further authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all document, including, without limitations, documents relating to bond insurance, 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, including, without limitation, the Indenture, the Consent Agreement, the Note Purchase Contract, the Preliminary Offering Memorandum, City Agreement No. 97-045 and the issuance, sale and delivery of the Notes. Any such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

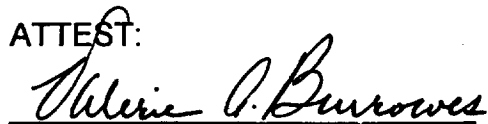
Section 9. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 4th day of June, 1998.


Chairman

[Seal]

ATTEST:


Secretary

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