

PUBLIC FACILITIES FINANCING AUTHORITY  
OF THE CITY OF SAN DIEGO

RESOLUTION NUMBER FA-2016-2

ADOPTED ON MARCH 22, 2016

RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO APPROVING THE FORM AND AUTHORIZING THE DISTRIBUTION OF THE PRELIMINARY OFFICIAL STATEMENT; AUTHORIZING THE EXECUTION, DELIVERY AND DISTRIBUTION OF THE OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE AND SALE BY THE PUBLIC FACILITIES FINANCING AUTHORITY OF THE CITY OF SAN DIEGO OF ITS LEASE REVENUE REFUNDING BONDS, SERIES 2016 (BALLPARK REFUNDING); AND APPROVING OTHER DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

WHEREAS, The City of San Diego (“City”), the City as the Successor Agency to the Redevelopment Agency of the City of San Diego, and the Housing Authority of the City of San Diego have heretofore entered into a Third Amended and Restated Joint Exercise of Powers Agreement dated January 1, 2013 (the “Joint Powers Agreement”), which created and established the Public Facilities Financing Authority of the City of San Diego (the “Authority”) for the purpose, among others, of issuing its bonds to be used to provide financial assistance to the City to finance and refinance public capital improvements; and

WHEREAS, pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (“Act”) and the Joint Powers Agreement, the Authority is authorized to issue bonds for financing and refinancing public capital improvements whenever there are significant public benefits; and

WHEREAS, the Authority authorized and approved the issuance by the Authority of not to exceed \$136,000,000 aggregate principal amount of its Lease Revenue Refunding Bonds, Series 2016 (Ballpark Refunding) (the “Series 2016 Bonds”) to refund the Authority’s outstanding Lease Revenue Refunding Bonds, Series 2007A; and

WHEREAS, last May the Authority approved a disclosure document for the offer and sale of the Series 2016 Bonds (at that time designated the “Series 2015 Bonds”), however litigation challenging the issuance of the Series 2016 Bonds, recently decided in favor of the Authority and the City by the Superior Court, delayed marketing the Series 2016 Bonds until now; and

WHEREAS, there has been presented to this meeting a proposed form of Preliminary Official Statement relating to the Series 2016 Bonds (“Preliminary Official Statement”), which the underwriters will use in marketing the Series 2016 Bonds; and

WHEREAS, the Authority is authorized to undertake the actions described in this Resolution pursuant to the laws of the State of California; NOW, THEREFORE,

BE IT RESOLVED by the Board of Commissioners of the Public Facilities Financing Authority of the City of San Diego as follows:

1. The Authority hereby finds and determines that the statements set forth above in the recitals to this Resolution are true and correct.
2. The form and content of the proposed Preliminary Official Statement substantially in the form presented to and considered at this meeting, are hereby approved, with such changes thereto as any Chair of the Authority or Vice Chair of the Authority and each of them or any of their respective designees (each, an “Authorized Signatory”) may require or approve, such approval to be conclusively evidenced by the execution of the certificate described below by an Authorized Signatory. Each Authorized Signatory is hereby severally authorized and directed, for and in the name of and on behalf of the Authority, to execute and deliver an official statement with respect to the Series 2016 Bonds (the “Official Statement”), in substantially the form of the final Preliminary Official Statement, with such changes thereto as such Authorized Signatory executing and delivering such document shall determine to be necessary and desirable and shall require or approve and believes to be in the best interests of the Authority and the City, such

requirement or approval to be conclusively evidenced by the execution and delivery thereof. The use and distribution of electronic or physical copies of the Preliminary Official Statement and the Official Statement to persons who may be interested in the purchase of Series 2016 Bonds is hereby authorized and approved. Each Authorized Signatory, acting alone, is hereby authorized to certify on behalf of the Authority that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 promulgated by the Securities and Exchange Commission (except for the omission of certain information as permitted by such Rule) (the "15c2-12 Certificate").

3. All actions heretofore taken by any Authorized Signatory or by any officers, employees, agents or directors of the Authority in connection with or related to the Preliminary Official Statement or the Official Statement are hereby approved, confirmed and ratified. Any Authorized Signatory, the Secretary of the Authority, the General Counsel to the Authority and other officers, employees, agents and directors of the Authority are, and each of the foregoing acting alone or through their specified designee, is hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things, take any and all actions, and execute and deliver such documents, agreements and certificates, which they, or any of them, may deem necessary or advisable to effectuate the purposes of this Resolution and to consummate the transactions authorized hereby. In addition, any Authorized Signatory is hereby authorized to approve additions and changes to the Preliminary Official Statement, as any Authorized Signatory shall determine are necessary or desirable and shall require or approve and that such Authorized Signatory believes to be in the best interests of the Authority, such determination shall be conclusively evidenced by the execution and delivery of the 15c2-12 Certificate.

4. This Resolution shall take effect immediately upon its adoption.

ADOPTED, SIGNED AND APPROVED this 22nd day of March 2016, by the following

vote:

AYES: Lightner, Zapf, Gloria, Cole, Kersey, Cate, Sherman, Alvarez, Emerald

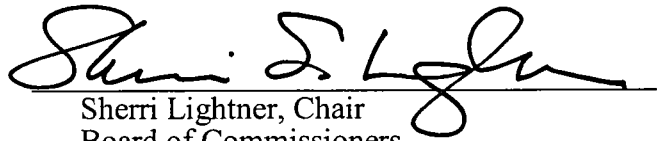
NAYS: \_\_\_\_\_

ABSENT: \_\_\_\_\_

VACANT: \_\_\_\_\_

ABSTAIN: \_\_\_\_\_

PUBLIC FACILITIES FINANCING  
AUTHORITY OF THE CITY OF SAN DIEGO



Sherri Lightner, Chair  
Board of Commissioners

Attest:



Secretary to Board of Commissioners