



## Meeting Agenda

Thursday, May 24, 2018

11:00 AM

City Council Rotunda  
Salinas City Hall  
200 Lincoln Avenue, Salinas, CA 93901

### Salinas Public Facilities Inc. Board Meeting

#### Board Members:

John Finke, President  
Erin Birkenkopf, Vice President, Secretary, Treasurer  
Matt Calcavecchia, Vice President  
Don Reynolds, Independent Director

#### ROLL CALL

#### GENERAL PUBLIC COMMENTS

*Receive public communications from the audience on items that are not on the agenda and that are in Salinas Public Facilities Inc.'s subject matter jurisdiction. Comments on Consent or Consideration items should be held until the items are reached. The public may request that the Salinas Public Facilities Inc. Board of Directors consider adding an item for consideration on a future agenda. The public may comment on scheduled agenda items as they are considered. In order to be respectful of all speakers' views and to avoid disruption of the meeting, the audience shall refrain from applauding or jeering speakers who have been recognized by the Chair.*

#### CONSIDERATIONS

Financing Resolutions for Board of Directors – City of Salinas El Gabilan Library Project

Financing Resolutions for Board of Directors – City of Salinas Public Safety Building Project

#### FUTURE AGENDA ITEMS

#### ADJOURNMENT



Erin Birkenkopf, SPF Secretary



#### **ADGENDA MATERIAL / ADDENDUM**

ANY ADDENDUMS WILL BE POSTED WITHIN 72 HOURS OF REGULAR MEETINGS OR 24 HOURS OF SPECIAL MEETINGS.

ITEMS FOR CONSIDERATION MAY BE VIEWED AT THE SALINAS CITY CLERK'S OFFICE, 200 LINCOLN AVENUE, SALINAS, AND ARE POSTED ON THE CITY'S WEBSITE AT [WWW.CITYOFSALINAS.ORG](http://WWW.CITYOFSALINAS.ORG) ON THE THURSDAY BEFORE THE MEETING. PUBLIC MATERIAL FOR OPEN CITY MEETINGS, THAT IS DISTRIBUTED TO THE MAJORITY OF THE BOARD LESS THAN 72 HOURS BEFORE THE MEETING, MAY BE VIEWED AT THE CITY CLERK'S OFFICE. THE BOARD MAY TAKE ACTION THAT IS DIFFERENT THAN THE PROPOSED ACTION REFLECTED ON THE AGENDA.

DISABILITY-RELATED MODIFICATION OR ACCOMMODATION, INCLUDING AUXILIARY AIDS OR SERVICES, MAY BE REQUESTED BY ANY PERSON WITH A DISABILITY WHO REQUIRES A MODIFICATION OR ACCOMMODATION IN ORDER TO PARTICIPATE IN THE MEETING. REQUESTS SHOULD BE REFERRED TO THE CITY CLERK'S OFFICE AT 200 LINCOLN AVENUE, SALINAS, 758-7381, AS SOON AS POSSIBLE BUT BY NO LATER THAN 5 P.M. OF THE LAST BUSINESS DAY PRIOR TO THE MEETING. HEARING IMPAIRED OR TTY/TDD TEXT TELEPHONE USERS MAY CONTACT THE CITY BY DIALING 711 FOR THE CALIFORNIA RELAY SERVICE (CRS) OR BY TELEPHONING ANY OTHER SERVICE PROVIDERS' CRS TELEPHONE NUMBER.

#### **PUBLIC NOTIFICATION**

*This agenda was posted on May 21, 2018 at the City Clerk's Office.*

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**Salinas Public Facilities Inc.  
Financing Resolutions for Board of Directors Meeting on May 15, 2018**

WHEREAS, Salinas Public Facilities Inc. (the “Issuer”) is a nonprofit public benefit corporation organized under the laws of the State of California; and

WHEREAS, the Issuer has been requested by the City of Salinas, California (the “City”) to finance a portion of the costs of designing, permitting, constructing and furnishing a new El Gabilan library, with associated parking and related on- and off-site improvements, on behalf of the City (collectively, the “Project”), on land owned by the City in Salinas, California (the “Land”); and

WHEREAS, the Land will be leased by the City to the Issuer pursuant to a Ground Lease Agreement between the City, as lessor, and the Issuer, as lessee (the “Ground Lease”); and

WHEREAS, the Project is to be constructed pursuant to a Development Agreement to be entered into between the Issuer and Griffin Swinerton, a joint venture, as developer (the “Development Agreement”); and

WHEREAS, the Issuer, as landlord, and the City, as tenant, will enter into a Project Lease Agreement (the “Project Lease”), pursuant to which the Project and the Issuer’s interest in the Land (together, the “Premises”) will be leased by the Issuer to the City; and

WHEREAS, the Project is proposed to be financed by tax-exempt lease revenue bonds, denominated as the Salinas Public Facilities Inc., 2018 Lease Revenue Bonds, Series B (City of Salinas El Gabilan Library Project) (the “Bonds”), to be issued by the Issuer on behalf of the City under authority of U.S. Department of Treasury Rev. Rul. 63-20 and Rev. Proc. 82-26 (collectively, the “Rulings”); and

WHEREAS, the Bonds are to be issued pursuant to an Indenture of Trust (the “Indenture”) to be made and entered into between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), authorizing the issuance of and setting forth the terms and conditions of the Bonds and setting forth the recitals, covenants and agreements of the parties with respect thereto; and

WHEREAS, the Bonds are to be sold by competitive sale pursuant to an Official Notice Inviting Bids (the “Notice of Sale”); and

WHEREAS, in connection with the issuance of the Bonds, a Preliminary Official Statement (the “Preliminary Official Statement”) and a final Official Statement (the “Official Statement”) for the Bonds will be prepared and distributed; and

WHEREAS, in connection with the Notice of Sale and the issuance of the Bonds, the Issuer and the City have engaged the services of Stifel, Nicolaus & Company, Incorporated, as municipal advisor, pursuant to a letter agreement dated April 10, 2018 (the “Advisor Agreement”); and

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WHEREAS, the total principal amount of the Bonds to be issued will depend upon the market conditions at the time of offering of such Bonds and on the final budget for the Project, but is expected not to exceed \$22,000,000; and

WHEREAS, in connection with the issuance of the Bonds, the Issuer and the City will enter into an Issuer Fee and Governance Agreement (the "Fee and Governance Agreement") under which, among other things, the Issuer will agree, upon the occurrence of certain events set forth therein, to amend its governing documents and take such other actions as may be necessary to replace Public Facilities Group as the sole member of the Issuer with the City or the City's designee;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF SALINAS PUBLIC FACILITIES INC. as follows:

Section 1. Findings of the Issuer. The Board hereby finds that the Issuer is authorized by its Articles of Incorporation and Restated Bylaws to enter into the Ground Lease and the Project Lease, to construct and operate the Project pursuant to the Development Agreement and the Project Lease, and, in order to pay the costs of the Project, to issue the Bonds and to enter into the Indenture, the Fee and Governance Agreement, and all other agreements and instruments necessary or incidental thereto (the "Ancillary Documents"), and to perform all other acts and things required under the Constitution and laws of the State of California to make the Ground Lease, the Project Lease, the Development Agreement, the Bonds, the Indenture, the Fee and Governance Agreement, and the Ancillary Documents the valid and binding obligations of the Issuer enforceable in accordance with their respective terms.

Section 2. Authorization and Approval. The Issuer hereby ratifies and confirms the entering into of the Advisor Agreement by the Issuer. The Issuer hereby authorizes and approves the Issuer's entering into the Ground Lease, the Project Lease, the Development Agreement, the Indenture, the Notice of Sale, and the Fee and Governance Agreement, together with the other Ancillary Documents (which may include, without limitation, deeds of trust, assignments of rent and leases, UCC financing statements and other security documents, indemnities, subordination agreements, management agreements, construction contracts, investment agreements, insurance applications and agreements, continuing disclosure undertakings under applicable securities laws, and tax and other certificates) (collectively, the "Transaction Documents"), and the transactions contemplated thereby. Without limiting the generality of the foregoing, the Ancillary Documents are expressly stated to include the documents listed on Schedule 1 attached hereto. The Issuer hereby authorizes and approves the issuance of not to exceed \$22,000,000 in aggregate principal (par) amount of the Bonds. The Bonds shall mature and be subject to payment and redemption and shall bear interest as set forth in the final form of the Indenture. John Finke, President, is hereby appointed as the "Authorized Officer" of the Issuer pursuant to these resolutions (subject to Section 11 below). The Authorized Officer is hereby authorized to make all determinations on behalf of the Issuer with respect to the acceptance or rejection of any bids received in connection with the Notice of Sale, and to award the Bonds (or reject all bids and not award the Bonds) and fix the final principal amounts, interest rates and terms for the Bonds, all in consultation with the City.

The execution and delivery of the Advisor Agreement on behalf of the Issuer by the Authorized Officer, and all other actions taken prior to the date hereof by the officers on behalf of the Issuer in connection with the Project and the transactions described in these resolutions, are ratified and approved. The Transaction Documents are approved in such form as is deemed appropriate and approved by the Authorized Officer, which approval shall be conclusively evidenced by the execution and delivery of such document by the Authorized Officer. The Authorized Officer is hereby authorized and directed to negotiate and execute, in the name and on behalf of the Issuer, in such final form as such individual shall approve, the Transaction Documents and to deliver the same in accordance with the terms thereof. Any third party (including without limitation the law firms of Hillis Clark Martin & Peterson P.S. and Glaser Weil Fink Jacobs Howard Avchen & Shapiro LLP, for purposes of any legal opinions delivered by them in connection with the Project and the Bonds) may rely on the signature of such individual as evidencing that such document has been duly authorized and executed by the Issuer.

The Authorized Officer is hereby authorized to make any finding or determination required to be made hereunder (or under any of the above-referenced documents) by the Issuer.

Section 3. Sale of Bonds. The Authorized Officer is authorized to accept the proposal of the winning bidder to purchase the Bonds pursuant to the terms thereof, and is authorized and directed to execute any and all documents or instruments to effect the sale of the Bonds thereunder in the name and on behalf of the Issuer.

Section 4. Execution and Delivery of Bonds. The President or any Vice President is authorized and directed to execute by facsimile or manual signature for and on behalf of the Issuer the Bonds as provided in the Indenture and to deliver such Bonds to the Trustee for authentication and thereafter to authorize delivery of the Bonds upon the simultaneous payment of the purchase price therefor.

Section 5. Appointment of Trustee. The Bank of New York Mellon Trust Company, N.A., is hereby designated as Trustee for the Bonds under the Indenture. The Authorized Officer is authorized and directed to request and authorize the Trustee or other appropriate party on behalf of the Issuer to authenticate the Bonds.

Section 6. Grant of Liens and Security Interests. The grant of liens and security interests in the Issuer's interest in the Premises and other real and personal property comprising or related to the Project, as security for the Bonds and the Issuer's obligations in connection therewith, is approved, as provided in the Transaction Documents.

Section 7. Preliminary Official Statement; Official Statement. The Authorized Officer, on the Issuer's behalf, has participated in the preparation of the Preliminary Official Statement for the Bonds; and is authorized and directed as of the date of the Preliminary Official Statement to execute the Preliminary Official Statement and to provide a certificate in the name and on behalf of the Issuer deeming final the Preliminary Official Statement in compliance with Rule 15c2-12 of the Securities and Exchange Commission. The Authorized Officer's deeming final of the Preliminary Official Statement is hereby approved and the Preliminary Official Statement is hereby approved in such form as the Authorized Officer shall approve. The

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Authorized Officer is authorized and directed to participate in the preparation of the final Official Statement with such changes from the Preliminary Official Statement as he deems to be appropriate, and to execute the same on behalf of the Issuer.

Section 8. Compliance with Federal Tax Law. The City has informed the Issuer that substantial benefits will accrue to the City as a result of the undertaking and financing of the Project. Accordingly, and in compliance with the Rulings, the City shall have a beneficial interest in the Premises while the Bonds remain outstanding. As provided in the Project Lease, the City shall have the option to acquire title to the Premises at any time while the Bonds remain outstanding upon the payment by the City of the amount necessary to pay and redeem or defease all outstanding Bonds. As provided in the Indenture and Project Lease, the Issuer will deliver unencumbered title to the Premises to the City at such time as all of the Bonds have been paid or defeased and are no longer outstanding.

Section 9. Further Actions. Following closing of the sale of the Bonds, the President and any Vice President, or any of them individually, are authorized and directed, without any further action of the Board, to make all determinations, take all actions, and execute and deliver all documents (including without limitation all requisitions and change orders) as they, or any of them individually, may determine to be necessary or desirable in connection with the development, construction or operation of the Project, to the extent not inconsistent with the Transaction Documents.

Section 10. Further Documents and Certificates. The officers of the Issuer are authorized and directed to execute any and all documents, to make any and all filings and applications, and to do any and all other things determined by them to be necessary or desirable to effect the sale, issuance and delivery of the Bonds, to consummate the other transactions contemplated herein, and to deliver the necessary documents, including, but not limited to, title insurance, certificates of insurance and other items required as a condition to the closing and delivery of the Bonds, to the proper parties to carry out the intended purposes of these Resolutions. The officers are also authorized and directed to furnish such information, execute such instruments (including consents to service of process) and take such other action not inconsistent with law as may be reasonably necessary in order to qualify the Bonds for offer and sale under the blue sky or other securities laws and regulations of such states and other jurisdictions of the United States as may be determined to be desirable for the sale of the Bonds.

Section 11. Further Authority. These Resolutions further constitute specific confirmation, pursuant to Sections 8.7, 8.8, 8.9 and 8.10 of the Issuer's Restated Bylaws, that the President has authorized and directed the Vice Presidents, Secretary/Treasurer and any other officers of the Issuer to take any and all actions and to execute any and all agreements, instruments or other documents on behalf of the Issuer that are necessary or appropriate for carrying out the purposes of these Resolutions and that could otherwise be undertaken or executed by the President, including but not limited to signing checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness in the name of the Issuer.

In the absence of the President, any Vice President of the Issuer is hereby designated the "Authorized Officer" hereunder, with full authority to take any and all actions, and execute and

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deliver any documents, as might have been done by the President, and with the same effect as if done by the President.

The Authorized Representatives of the Issuer under the Indenture shall be the President and any Vice President, or any of them individually, and they are so designated for purposes of delivering requisitions and certificates as may be required under the Indenture. Additional or other Authorized Representatives of the Issuer may be appointed by the Board from time to time by resolution, followed by delivery of a written certificate to the Trustee containing the specimen signatures of such person or persons and signed on behalf of the Issuer by the President or Secretary. Such certificate may designate an alternate or alternates.

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Schedule 1  
Partial List of Ancillary Documents

1. Construction Leasehold Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing from Issuer, as trustor, for the benefit of Trustee, as beneficiary.
2. Assignment of Leases and Cash Collateral from Issuer to Trustee.
3. Subordination, Nondisturbance and Attornment Agreement among Issuer, the City and Trustee.
4. Unsecured Environmental Indemnity Agreement by Issuer in favor of Trustee.
5. Ground Lessor Consent, Estoppel, Recognition and Non-Disturbance Agreement among Issuer, the City and Trustee.
6. Construction Management Agreement between Issuer and Swinerton Builders.
7. Architect's Agreement between Issuer and Anderson Brule Architects
8. Assignment of Development Agreement and Other Construction-Related Agreements from Issuer to Trustee.
9. Blanket Issuer Letter of Representations from Issuer to the Depository Trust Company.



**Salinas Public Facilities Inc.  
Financing Resolutions for Board of Directors Meeting on May 15, 2018**

WHEREAS, Salinas Public Facilities Inc. (the “Issuer”) is a nonprofit public benefit corporation organized under the laws of the State of California; and

WHEREAS, the Issuer has been requested by the City of Salinas, California (the “City”) to finance a portion of the costs of designing, permitting, constructing and furnishing a new two-story police headquarters building, a new one-story support building and related improvements on behalf of the City (collectively, the “Project”), on land owned by the City in Salinas, California (the “Land”); and

WHEREAS, the Land will be leased by the City to the Issuer pursuant to a Ground Lease Agreement between the City, as lessor, and the Issuer, as lessee (the “Ground Lease”); and

WHEREAS, the Project is to be constructed pursuant to a Development Agreement to be entered into between the Issuer and Griffin Swinerton, a joint venture, as developer (the “Development Agreement”); and

WHEREAS, the Issuer, as landlord, and the City, as tenant, will enter into a Project Lease Agreement (the “Project Lease”), pursuant to which the Project and the Issuer’s interest in the Land (together, the “Premises”) will be leased by the Issuer to the City; and

WHEREAS, the Project is proposed to be financed by tax-exempt lease revenue bonds, denominated as the Salinas Public Facilities Inc., 2018 Lease Revenue Bonds, Series A (City of Salinas Public Safety Building Project) (the “Bonds”), to be issued by the Issuer on behalf of the City under authority of U.S. Department of Treasury Rev. Rul. 63-20 and Rev. Proc. 82-26 (collectively, the “Rulings”); and

WHEREAS, the Bonds are to be issued pursuant to an Indenture of Trust (the “Indenture”) to be made and entered into between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), authorizing the issuance of and setting forth the terms and conditions of the Bonds and setting forth the recitals, covenants and agreements of the parties with respect thereto; and

WHEREAS, the Bonds are to be sold by competitive sale pursuant to an Official Notice Inviting Bids (the “Notice of Sale”); and

WHEREAS, in connection with the issuance of the Bonds, a Preliminary Official Statement (the “Preliminary Official Statement”) and a final Official Statement (the “Official Statement”) for the Bonds will be prepared and distributed; and

WHEREAS, in connection with the Notice of Sale and the issuance of the Bonds, the Issuer and the City have engaged the services of Stifel, Nicolaus & Company, Incorporated, as municipal advisor, pursuant to a letter agreement dated April 10, 2018 (the “Advisor Agreement”); and

WHEREAS, the total principal amount of the Bonds to be issued will depend upon the market conditions at the time of offering of such Bonds and on the final budget for the Project, but is expected not to exceed \$60,000,000; and

WHEREAS, in connection with the issuance of the Bonds, the Issuer and the City will enter into an Issuer Fee and Governance Agreement (the “Fee and Governance Agreement”) under which, among other things, the Issuer will agree, upon the occurrence of certain events set forth therein, to amend its governing documents and take such other actions as may be necessary to replace Public Facilities Group as the sole member of the Issuer with the City or the City’s designee;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF SALINAS PUBLIC FACILITIES INC. as follows:

Section 1. Findings of the Issuer. The Board hereby finds that the Issuer is authorized by its Articles of Incorporation and Restated Bylaws to enter into the Ground Lease and the Project Lease, to construct and operate the Project pursuant to the Development Agreement and the Project Lease, and, in order to pay the costs of the Project, to issue the Bonds and to enter into the Indenture, the Fee and Governance Agreement, and all other agreements and instruments necessary or incidental thereto (the “Ancillary Documents”), and to perform all other acts and things required under the Constitution and laws of the State of California to make the Ground Lease, the Project Lease, the Development Agreement, the Bonds, the Indenture, the Fee and Governance Agreement, and the Ancillary Documents the valid and binding obligations of the Issuer enforceable in accordance with their respective terms.

Section 2. Authorization and Approval. The Issuer hereby ratifies and confirms the entering into of the Advisor Agreement by the Issuer. The Issuer hereby authorizes and approves the Issuer’s entering into the Ground Lease, the Project Lease, the Development Agreement, the Indenture, the Notice of Sale, and the Fee and Governance Agreement, together with the other Ancillary Documents (which may include, without limitation, deeds of trust, assignments of rent and leases, UCC financing statements and other security documents, indemnities, subordination agreements, management agreements, construction contracts, investment agreements, insurance applications and agreements, continuing disclosure undertakings under applicable securities laws, and tax and other certificates) (collectively, the “Transaction Documents”), and the transactions contemplated thereby. Without limiting the generality of the foregoing, the Ancillary Documents are expressly stated to include the documents listed on Schedule 1 attached hereto. The Issuer hereby authorizes and approves the issuance of not to exceed \$60,000,000 in aggregate principal (par) amount of the Bonds. The Bonds shall mature and be subject to payment and redemption and shall bear interest as set forth in the final form of the Indenture. John Finke, President, is hereby appointed as the “Authorized Officer” of the Issuer pursuant to these resolutions (subject to Section 11 below). The Authorized Officer is hereby authorized to make all determinations on behalf of the Issuer with respect to the acceptance or rejection of any bids received in connection with the Notice of Sale, and to award the Bonds (or reject all bids and not award the Bonds) and fix the final principal amounts, interest rates and terms for the Bonds, all in consultation with the City.

The execution and delivery of the Advisor Agreement on behalf of the Issuer by the Authorized Officer, and all other actions taken prior to the date hereof by the officers on behalf of the Issuer in connection with the Project and the transactions described in these resolutions, are ratified and approved. The Transaction Documents are approved in such form as is deemed appropriate and approved by the Authorized Officer, which approval shall be conclusively evidenced by the execution and delivery of such document by the Authorized Officer. The Authorized Officer is hereby authorized and directed to negotiate and execute, in the name and on behalf of the Issuer, in such final form as such individual shall approve, the Transaction Documents and to deliver the same in accordance with the terms thereof. Any third party (including without limitation the law firms of Hillis Clark Martin & Peterson P.S. and Glaser Weil Fink Jacobs Howard Avchen & Shapiro LLP, for purposes of any legal opinions delivered by them in connection with the Project and the Bonds) may rely on the signature of such individual as evidencing that such document has been duly authorized and executed by the Issuer.

The Authorized Officer is hereby authorized to make any finding or determination required to be made hereunder (or under any of the above-referenced documents) by the Issuer.

Section 3. Sale of Bonds. The Authorized Officer is authorized to accept the proposal of the winning bidder to purchase the Bonds pursuant to the terms thereof, and is authorized and directed to execute any and all documents or instruments to effect the sale of the Bonds thereunder in the name and on behalf of the Issuer.

Section 4. Execution and Delivery of Bonds. The President or any Vice President is authorized and directed to execute by facsimile or manual signature for and on behalf of the Issuer the Bonds as provided in the Indenture and to deliver such Bonds to the Trustee for authentication and thereafter to authorize delivery of the Bonds upon the simultaneous payment of the purchase price therefor.

Section 5. Appointment of Trustee. The Bank of New York Mellon Trust Company, N.A., is hereby designated as Trustee for the Bonds under the Indenture. The Authorized Officer is authorized and directed to request and authorize the Trustee or other appropriate party on behalf of the Issuer to authenticate the Bonds.

Section 6. Grant of Liens and Security Interests. The grant of liens and security interests in the Issuer's interest in the Premises and other real and personal property comprising or related to the Project, as security for the Bonds and the Issuer's obligations in connection therewith, is approved, as provided in the Transaction Documents.

Section 7. Preliminary Official Statement; Official Statement. The Authorized Officer, on the Issuer's behalf, has participated in the preparation of the Preliminary Official Statement for the Bonds, and is authorized and directed as of the date of the Preliminary Official Statement to execute the Preliminary Official Statement and to provide a certificate in the name and on behalf of the Issuer deeming final the Preliminary Official Statement in compliance with Rule 15c2-12 of the Securities and Exchange Commission. The Authorized Officer's deeming final of the Preliminary Official Statement is hereby approved and the Preliminary Official Statement is hereby approved in such form as the Authorized Officer shall approve. The

Authorized Officer is authorized and directed to participate in the preparation of the final Official Statement with such changes from the Preliminary Official Statement as he deems to be appropriate, and to execute the same on behalf of the Issuer.

Section 8. Compliance with Federal Tax Law. The City has informed the Issuer that substantial benefits will accrue to the City as a result of the undertaking and financing of the Project. Accordingly, and in compliance with the Rulings, the City shall have a beneficial interest in the Premises while the Bonds remain outstanding. As provided in the Project Lease, the City shall have the option to acquire title to the Premises at any time while the Bonds remain outstanding upon the payment by the City of the amount necessary to pay and redeem or defease all outstanding Bonds. As provided in the Indenture and Project Lease, the Issuer will deliver unencumbered title to the Premises to the City at such time as all of the Bonds have been paid or defeased and are no longer outstanding.

Section 9. Further Actions. Following closing of the sale of the Bonds, the President and any Vice President, or any of them individually, are authorized and directed, without any further action of the Board, to make all determinations, take all actions, and execute and deliver all documents (including without limitation all requisitions and change orders) as they, or any of them individually, may determine to be necessary or desirable in connection with the development, construction or operation of the Project, to the extent not inconsistent with the Transaction Documents.

Section 10. Further Documents and Certificates. The officers of the Issuer are authorized and directed to execute any and all documents, to make any and all filings and applications, and to do any and all other things determined by them to be necessary or desirable to effect the sale, issuance and delivery of the Bonds, to consummate the other transactions contemplated herein, and to deliver the necessary documents, including, but not limited to, title insurance, certificates of insurance and other items required as a condition to the closing and delivery of the Bonds, to the proper parties to carry out the intended purposes of these Resolutions. The officers are also authorized and directed to furnish such information, execute such instruments (including consents to service of process) and take such other action not inconsistent with law as may be reasonably necessary in order to qualify the Bonds for offer and sale under the blue sky or other securities laws and regulations of such states and other jurisdictions of the United States as may be determined to be desirable for the sale of the Bonds.

Section 11. Further Authority. These Resolutions further constitute specific confirmation, pursuant to Sections 8.7, 8.8, 8.9 and 8.10 of the Issuer's Restated Bylaws, that the President has authorized and directed the Vice Presidents, Secretary/Treasurer and any other officers of the Issuer to take any and all actions and to execute any and all agreements, instruments or other documents on behalf of the Issuer that are necessary or appropriate for carrying out the purposes of these Resolutions and that could otherwise be undertaken or executed by the President, including but not limited to signing checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness in the name of the Issuer.

In the absence of the President, any Vice President of the Issuer is hereby designated the "Authorized Officer" hereunder, with full authority to take any and all actions, and execute and

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deliver any documents, as might have been done by the President, and with the same effect as if done by the President.

The Authorized Representatives of the Issuer under the Indenture shall be the President and any Vice President, or any of them individually, and they are so designated for purposes of delivering requisitions and certificates as may be required under the Indenture. Additional or other Authorized Representatives of the Issuer may be appointed by the Board from time to time by resolution, followed by delivery of a written certificate to the Trustee containing the specimen signatures of such person or persons and signed on behalf of the Issuer by the President or Secretary. Such certificate may designate an alternate or alternates.

Schedule 1  
Partial List of Ancillary Documents

1. Construction Leasehold Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Filing from Issuer, as trustor, for the benefit of Trustee, as beneficiary.
2. Assignment of Leases and Cash Collateral from Issuer to Trustee.
3. Subordination, Nondisturbance and Attornment Agreement among Issuer, the City and Trustee.
4. Unsecured Environmental Indemnity Agreement by Issuer in favor of Trustee.
5. Ground Lessor Consent, Estoppel, Recognition and Non-Disturbance Agreement among Issuer, the City and Trustee.
6. Construction Management Agreement between Issuer and Swinerton Builders.
7. Architect's Agreement between Issuer and LPA, Inc.
8. Assignment of Development Agreement and Other Construction-Related Agreements from Issuer to Trustee.
9. Blanket Issuer Letter of Representations from Issuer to the Depository Trust Company.