

RESOLUTION NO. RA96-01

RESOLUTION OF THE EL PASO DE ROBLES REDEVELOPMENT AGENCY AUTHORIZING THE ISSUANCE AND SALE OF TAX ALLOCATION BONDS IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$4,200,000 TO REFUND 1991 BONDS RELATING TO THE PASO ROBLES REDEVELOPMENT PROJECT, AND APPROVING RELATED DOCUMENTS AND ACTIONS

WHEREAS, the El Paso de Robles Redevelopment Agency (the "Agency") is undertaking the redevelopment of the Paso Robles Redevelopment Project (the "Redevelopment Project") pursuant to the Community Redevelopment Law of the State of California, constituting Part 1 of Division 24 of the Health and Safety Code of the State of California, and for such purpose the Agency has previously issued its El Paso de Robles Redevelopment Agency (Paso Robles Redevelopment Project) 1991 Tax Allocation Bonds in the aggregate principal amount of \$3,500,000 (the "1991 Bonds"); and

WHEREAS, the Agency has determined at this time that due to prevailing interest rates in the municipal bond market, it is in the economic interests of the Agency to refund the 1991 Bonds and for that purpose the Agency has determined to authorize the issuance of its 1996 Tax Allocation Refunding Bonds (the "Bonds") under the provisions of Articles 10 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, commencing with Section 53570 of said Code (the "Bond Law"), the principal of and interest on which will be payable from the tax increment revenues from the Redevelopment Project; and

WHEREAS, the Agency has duly considered such transactions and wishes at this time to authorize proceedings for the issuance and sale of the Bonds;

NOW, THEREFORE, be it resolved, determined, and ordered by the El Paso de Robles Redevelopment Agency as follows:

Section 1. Issuance of Bonds; Approval of Indenture. The Agency hereby authorizes the issuance of the Bonds in the aggregate principal amount of not to exceed \$4,200,000 for the purpose of refunding the 1991 Bonds. The Bonds shall be issued pursuant to the Bond Law and pursuant to an Indenture of Trust dated as of April 1, 1996, by and between the Agency and First Trust Washington, as trustee (the "Indenture"). The Agency hereby approves the Indenture in substantially the form on file with the Secretary, together with such additions thereto and changes therein as the Executive Director shall deem necessary, desirable or appropriate, and the execution thereof by the Chairman shall be conclusive evidence of the approval of any such additions and changes. The Chairman is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the Agency to, the final form of the Indenture for and in the name and on behalf of the Agency. The Agency hereby authorizes the delivery and performance of the Indenture.

Section 2. Refunding of 1991 Bonds. The proceeds of the Bonds shall be applied to refund the 1991 Bonds in full pursuant to an Escrow Deposit and Trust Agreement dated as of April 1, 1996, by and between the Agency and First Trust Washington, as escrow bank (the "Escrow Agreement"). The Agency hereby approves the Escrow Agreement in substantially the form on file with the Secretary, together with such additions thereto and changes therein as the Chairman shall deem necessary, desirable or appropriate, and the execution thereof by the

Chairman shall be conclusive evidence of the approval of any such additions and changes. The Chairman is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest and affix the seal of the Agency to, the final form of the Escrow Agreement for and in the name and on behalf of the Agency. The Agency hereby authorizes the delivery and performance of the Escrow Agreement.

Section 3. Sale of Bonds; Designation of Minimum Savings. The Agency hereby authorizes and directs the sale of the Bonds by competitive bid among a limited number of bidders to be determined by the Executive Director upon consultation with the financial adviser. Bids shall be received, and the Bonds shall be sold, subject to the terms and conditions set forth in the Notice Inviting Bids in substantially the form attached hereto as Exhibit A and by this reference incorporated herein, together with any additions thereto or changes therein (including but not limited to changes in the time and date fixed for sale of the Bonds) as may be deemed necessary or advisable by the Executive Director. The Executive Director or his designee is hereby authorized and directed to accept the best bid determined in accordance with the Notice Inviting Bids, in the name and on behalf of the Agency.

Notwithstanding the foregoing provisions of this Section 3, the Bonds shall not be sold, and neither the Executive Director nor his designee shall accept any bid for the sale of the Bonds, unless the net present value savings to the Agency on the refunding of the 1991 Bonds, as determined by the financial adviser in accordance with industry practice, is at least equal to 4.5% of the principal amount of the outstanding 1991 Bonds.

Section 4. Official Statement. The Agency hereby approves and deems final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934 except for permitted omissions, a preliminary form of Official Statement describing the Bonds in the form on file with the Secretary. Distribution of such preliminary Official Statement by the financial adviser to prospective bidders on the Bonds is hereby approved. The Executive Director is hereby authorized to execute the final form of the Official Statement, including as it may be modified by such additions thereto and changes therein as the Executive Director shall deem necessary, desirable or appropriate, and the execution of the final Official Statement by the Executive Director shall be conclusive evidence of the approval of any such additions and changes. The Agency hereby authorizes the distribution of the final Official Statement by the purchaser of the Bonds. The final Official Statement shall be executed in the name and on behalf of the Agency by the Executive Director.

Section 5. Engagement of Professional Services. The firm of Project Finance Associates is hereby retained as financial adviser to the Agency, the firm of Jones Hall Hill & White is hereby retained as bond counsel to the Agency, and the firm of Haight & Weist is hereby retained as disclosure counsel to the Agency, in connection with the issuance and sale of the Bonds. Such firms shall be retained upon the terms and conditions set forth in their respective proposals which are on file with the Secretary, the execution of which by the Executive Director is hereby approved and authorized.

Section 6. Official Actions. The Chairman, the Executive Director, the Treasurer and the Secretary of the Agency, and any and all other officers of the Agency, are hereby authorized and directed, for and in the name and on behalf of the Agency, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and sale of the Bonds as described herein. Whenever in this resolution any officer of the Agency is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer

by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

Section 7. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

PASSED, APPROVED AND ADOPTED at a regular meeting of the El Paso de Robles Redevelopment Agency on the 2nd day of April, 1996, by the following vote, to wit:

AYES: Iversen, Martin, and Macklin, and Picanco

NOES: None

ABSENT: Heggarty

ABSTAIN:



Chairman

ATTEST



Secretary