

RESOLUTION NO. PFA 2015 - _____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CHULA VISTA PUBLIC FINANCING AUTHORITY APPROVING THE FORM OF AN ESCROW DEPOSIT AND TRUST AGREEMENT AND THE TERMINATION OF AN INVESTMENT AGREEMENT BOTH PERTAINING TO THE DEFEASANCE AND REDEMPTION OF THE CHULA VISTA PUBLIC FINANCING AUTHORITY REVENUE REFUNDING BONDS, SERIES 2005A

WHEREAS, the Chula Vista Public Financing Authority (the “Public Financing Authority”) has previously issued its \$93,930,000 Chula Vista Public Financing Authority Revenue Refunding Bonds, Series 2005A (the “Prior Bonds”) pursuant to an Indenture of Trust, dated as of July 1, 2005 (the “Prior Indenture”), by and between the Public Financing Authority and U.S. Bank National Association, as the trustee (the “Prior Trustee”); and

WHEREAS, as a result of a combination of favorable conditions in the municipal bond market the City Council of Chula Vista has determined it will achieve debt service savings by the issuance of it Chula Vista Municipal Financing Authority Revenue Refunding Bonds, Series 2015B (the “Series 2015B Bonds”) in order to defease and refund the Prior Bonds; and

WHEREAS, there has been prepared and filed with the Secretary of this Board of Directors the form of an Escrow Deposit and Trust Agreement by and between the Public Financing Authority and the Prior Trustee, as escrow bank, to provide for the defeasance and redemption of the Prior Bonds (the “Escrow Agreement”); and

WHEREAS, this Board has reviewed and considered such Escrow Agreement and finds the document suitable for approval, subject to the conditions set forth in this resolution; and

WHEREAS, in connection with the Prior Bonds, an Investment Agreement, dated as of April 2, 2007 (the “Investment Agreement”) was entered into by and between the Prior Trustee and Citigroup Financial Products Inc. (“CFPI”) to provide for the investment of the funds on deposit in the Reserve Fund established pursuant to the Prior Indenture; and

WHEREAS, in connection with the issuance of the Series 2015B Bonds, it will be necessary to terminate the Investment Agreement and utilize the funds as a source to fund the defeasance and refunding of the Prior Bonds; and

NOW, THEREFORE, BE IT RESOLVED, AND DETERMINED:

SECTION 1. Recitals. The above recitals are true and correct.

SECTION 2. Escrow Agreement. The form of the Escrow Agreement on file in the office of the Secretary is hereby approved. The Executive Director, the Chief Financial Officer or an authorized designee of the Executive Director or the Chief Financial Officer (each, an “Authorized Officer”), acting for and on behalf of the Public Financing Authority, are, and each of them is, hereby authorized and directed to execute, acknowledge and deliver the Escrow Agreement in substantially

the form approved hereby, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve as being in the best interests of the Public Financing Authority, and as approved as to form by the legal advisor to the Authority or his specified designee (“Authority General Counsel”) and Best Best & Krieger LLP, as bond counsel (“Bond Counsel”), such approval to be conclusively evidenced by the execution and delivery thereof by such Authorized Officer.

SECTION 3. Investment Agreement. The Public Financing Authority does hereby authorize and approve the termination of the Investment Agreement in connection with the issuance of the Series 2015B Bonds.

SECTION 4. Official Action. The Chairperson, the Vice-Chairperson, the Secretary, the Authorized Officers and any and all other officers of the Public Financing Authority are hereby authorized and directed, jointly and severally, for and in the name of the Public Financing Authority, to do any and all things and take any and all actions, including without limitation, the 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 and advisable in order to consummate the transactions contemplated by the Escrow Agreement and termination of the Investment Agreement approved pursuant to this Resolution and any such actions previously taken by such officers are hereby ratified and confirmed. In the event any such officer is unavailable or unable to execute and deliver the Escrow Agreement, any other officer of the Public Financing Authority may validly execute and deliver such document.

SECTION 5. Effective Date. This Resolution shall take effect immediately upon its passage and adoption.

Maria Kachadoorian
Chief Financial Officer

Glen R. Googins
General Counsel