

RESOLUTION NO. 99-95

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RIDGECREST, CALIFORNIA, APPROVING A LEASE AGREEMENT, A TRUST AGREEMENT, AN ESCROW AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT, A PURCHASE CONTRACT, AND AN OFFICIAL STATEMENT AUTHORIZING THE SALE, EXECUTION AND DELIVERY OF APPROXIMATELY \$10,500,000 PRINCIPAL AMOUNT OF REFUNDING CERTIFICATES OF PARTICIPATION AND APPROVING CERTAIN OTHER AGREEMENTS AND DOCUMENTS AND AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, the City of Ridgecrest (the "City") intends to refund its \$12,845,000 City of Ridgecrest Certificates of Participation (City of Ridgecrest 1988 Civic Center Project) (the "1988 Certificates") by causing the execution, sale and delivery of approximately \$10,500,000 Refunding Certificates of Participation (City of Ridgecrest Civic Center Project) (the "Certificates");

WHEREAS, the City Council has determined that it is in the best interests and for the benefit of the City that the refunding of the outstanding 1988 Certificates be accomplished as follows:

- (a) The Project shall be leased by the City from the Ridgecrest Redevelopment Agency (the "Agency"), pursuant to a Lease Agreement by and between the City and the Agency (the "Lease Agreement");
- (b) The Certificates shall be executed by the Trustee pursuant to the Trust Agreement by and among the City, the Agency and the Trustee (the "Trust Agreement");
- (c) The principal and interest with respect to the Certificates shall be paid from lease payments (the "Lease Payments") to be made by the City to the Trustee on behalf of the Agency in accordance with the Trust Agreement;
- (d) The Trustee will act for and on behalf of the owners of the Certificates and will administer the proceeds of the sale of the Certificates, pursuant to the Trust Agreement;
- (e) A portion of the proceeds of the Certificates will be deposited with the Escrow Bank and applied to the payment of the 1988 Certificates as provided in the Escrow Agreement; and

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WHEREAS, all agreements for the execution and delivery of the Certificates are on file in the office of the City.

NOW THEREFORE, the City Council of the City of Ridgecrest does hereby RESOLVE, DETERMINE AND ORDER as follows:

Section 1. Recitals. The above recitals are all true and correct.

Section 2. Authorization for Execution and Delivery of Certificates. The City Council hereby authorizes and directs the execution and delivery of approximately \$10,500,000 Refunding Certificates of Participation (Ridgecrest Civic Center Project), (the "Certificates"), in accordance with the terms and conditions set forth in the Lease Agreement and the Trust Agreement.

Section 3. Approval of Preliminary Official Statement. The Preliminary Official Statement is hereby approved and the Authorized Officer(s) of the City is hereby authorized and directed to make such modifications to the Preliminary Official Statement as may be necessary to accurately disclose the financial condition of the City, the nature and extent of the Project, the terms and conditions for the execution, sale and delivery of the Certificates and any other information material thereto. The Authorized Officer(s) of the City is authorized and directed to take any and all actions necessary to cause the final Official Statement to be prepared and delivered concurrently with the delivery of the Certificates.

Section 4. Authorized Officer(s). The City Council hereby approves and authorizes and designates the Mayor of the City of Ridgecrest, the City Administrator of the City of Ridgecrest and/or the City Clerk of the City of Ridgecrest as the Authorized Officer(s) of the City for the purposes specified as follows:

(a) Executing the agreements and other documents incident to and necessary for the execution, sale and delivery of the Certificates; and

(b) Executing any and all certificates requesting disbursement of the proceeds from the sale of the Certificates, pursuant to the Trust Agreement.

Section 5. Approval of Agreements. The City Council hereby approves and directs the Authorized Officer(s) to execute, for and in the name and on behalf of the City, the documents specified as follows:

(a) Lease Agreement;

(b) Trust Agreement;

- (c) Reimbursement Agreement;
- (d) Escrow Agreement
- (e) Continuing Disclosure Certificate
- (f) Purchase Contract; and
- (g) Official Statement

(the "Financing Agreements") in substantially the form on file with the City and authorizes and directs the Authorized Officer(s) to approve modifications in the Financing Agreements up to the time of delivery of the Certificates to the purchaser thereof.

Section 6. Execution of Purchase Contract. The City Council hereby authorizes and directs its Authorized Officer(s) to execute the Purchase Contract, for and in the name and on behalf of the City, upon final pricing of the Certificates by the Underwriter provided that:

- (a) The Certificates shall be sold to the Underwriter for not less than 97% of par including original issue discount, if any;
- (b) No Certificate shall bear interest at a rate in excess of 7.5% per annum;
- (c) The initial re-offering price for the Certificates shall be as set forth in Exhibit "A" of the Purchase Contract; and
- (d) The underwriter shall pay accrued interest from the original delivery date on all Certificates to the date of delivery thereof to the Underwriter and provided further that the Underwriter shall demonstrate to the satisfaction of the Authorized Officer(s) that the final pricing is consistent with current market conditions for comparable tax exempt securities.

Section 7. Closing Documents. The City Council hereby authorizes and directs the Authorized Officer(s) and such other officers of the City as may be appropriate, jointly and severally, for and in the name and on behalf of the City:

- (a) To execute all closing documents in connection with the Certificates;
- (c) To execute and deliver any and all things and to take any and all actions which may be necessary or advisable in their discretion to fulfill the actions heretofore approved by this City Council; and

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(d) To make such filings, amendments, consents, undertakings or agreements as may be required to affect and maintain any qualifications or exemptions existing or to be obtained under the laws of the State of California and the laws of the United States of America.

Section 8. Effective Date. This Resolution shall take effect upon adoption.

APPROVED AND ADOPTED this 3rd day of November, 1999 by the following vote:

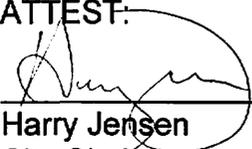
AYES: Mayor Darnell, Council Members Carter, Holloway, Morgan, and Rollins

NOES: None

ABSENT: None

ABSTAIN: None


Donna Darnell, Mayor

ATTEST:


Harry Jensen
City Clerk

STATE OF CALIFORNIA)
COUNTY OF KERN) ss.
CITY OF RIDGECREST)

CLERK'S CERTIFICATE
RE ADOPTION OF RESOLUTION

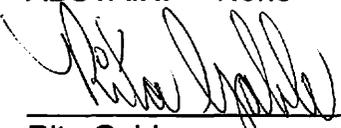
I, RITA GABLE, Deputy Clerk of the City of Ridgecrest, DO HEREBY CERTIFY that the foregoing Resolution was duly adopted by the City at a regular meeting of the City held on the 3rd day of November, 1999, and that the same was passed and adopted by the following vote:

AYES: Mayor Darnell, Council Members Carter, Holloway, Morgan, and Rollins

NOES: None

ABSENT: None

ABSTAIN: None



Rita Gable
Deputy City Clerk

STATE OF CALIFORNIA)
COUNTY OF KERN) ss.
CITY OF RIDGECREST)

CLERK'S CERTIFICATE
OF AUTHENTICATION

I, RITA GABLE, Deputy City Clerk of the City of Ridgecrest, California, DO
HEREBY CERTIFY that the above and foregoing is a full, true and correct copy of
Resolution No. 99-95 of the City Council of said City and that said Resolution was
adopted at the time and by the vote stated on the above certificate, and has not been
amended or repealed.


A handwritten signature in black ink, appearing to read 'Rita Gable', is written over a horizontal line.

Rita Gable, Deputy City Clerk