

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE PASADENA PUBLIC FINANCING AUTHORITY APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A THIRD SUPPLEMENTAL TRUST AGREEMENT, A SUPPLEMENT NO. 3 TO LEASE, A SUPPLEMENT NO. 3 TO SUBLEASE, A REIMBURSEMENT AGREEMENT, A CERTIFICATE PURCHASE AGREEMENT AND APPROVING OTHER RELATED DOCUMENTS AND ACTIONS IN CONNECTION THEREWITH

WHEREAS, in 1993, the City of Pasadena (the "City") financed and refinanced the acquisition and construction of certain public facilities and capital improvements through the sale and delivery of City of Pasadena 1993 Certificates of Participation (Refunding and Capital Projects) (the "1993 Certificates"), executed and delivered pursuant to a Trust Agreement, dated as of January 1, 1994 (the "1993 Trust Agreement"), by and among The Bank of New York Trust Company, N.A., as successor trustee (the "Trustee"), the Pasadena Civic Improvement Corporation (the "Corporation"), the obligations of which have been assumed by the Pasadena Public Financing Authority (the "Authority") as described below, and the City;

WHEREAS, the City leased certain real property, and the improvements thereto (the "1993 Property") to the Corporation pursuant to an Amended and Restated Lease, dated as of January 1, 1994 (the "1993 Lease"), and the City subleased the 1993 Property back from the Corporation pursuant to an Amended and Restated Sublease, dated as of January 1, 1994 (the "1993 Sublease");

WHEREAS, all rights to receive base rental payments payable by the City under the 1993 Sublease were assigned without recourse by the Corporation to the Trustee, pursuant to an Assignment Agreement, dated as of January 1, 1994 (the "1993 Assignment Agreement");

WHEREAS, in 1996, the City financed the acquisition and construction of certain public facilities and capital improvements (the "1996 Project"), through the sale and delivery of City of Pasadena 1996 Certificates of Participation (Multi-Purpose Projects) (the "1996 Certificates") executed and delivered pursuant to a Trust Agreement, dated as of March 1, 1996 (the "1996 Trust Agreement"), by and among the Trustee, the Corporation and the City;

WHEREAS, in connection with the financing of the 1996 Project, the City and the Corporation added to the property leased under the 1993 Lease and 1993 Sublease certain real property and the improvements thereto pursuant to a Lease, dated as of March 1, 1996, constituting an amendment to the 1993 Lease (as amended, the "1996 Lease"), and a Sublease, dated as of March 1, 1996, constituting an amendment to the 1993 Sublease (as amended, the "1996 Sublease");

WHEREAS, all rights to receive base rental payments payable by the City under the 1996 Sublease were assigned without recourse by the Corporation to the Trustee, pursuant to an Assignment Agreement, dated as of March 1, 1996 (the "1996 Assignment Agreement");

WHEREAS, the City, the Corporation and the Authority have entered into an Assignment, Assumption and Consent Agreement, whereby the Corporation assigned to the

Authority, with the consent of the City, all of its right, title and interest in, and its obligations under, and with respect to, the 1993 Lease, the 1993 Sublease, the 1993 Trust Agreement, the 1993 Assignment Agreement, the 1996 Lease, the 1996 Sublease, the 1996 Trust Agreement and the 1996 Assignment Agreement, and all other agreements and instruments executed by the Corporation, and property leased, in connection with the execution and delivery of the 1993 Certificates and the 1996 Certificates;

WHEREAS, in 2003, the City financed a portion of the costs of renovation of Pasadena City Hall and certain other public improvements (the "2003 Project") through the sale and delivery of City of Pasadena 2003 Variable Rate Demand Certificates of Participation (City Hall and Park Improvement Projects) (the "2003 Certificates"), executed and delivered pursuant to the Amended and Restated Trust Agreement, dated as of January 1, 2003 (the "Trust Agreement"), by and among the Trustee, the Authority and the City, and consented to by Ambac Assurance Corporation;

WHEREAS, in connection with the financing of the 2003 Project, the Authority and the City entered into an Amended and Restated Lease, dated as of January 1, 2003 (the "Lease"), in order to amend and restate the 1993 Lease and the 1996 Lease and entered into an Amended and Restated Sublease, dated as of January 1, 2003 (the "Sublease"), in order to amend and restate the 1993 Sublease and the 1996 Sublease, so as to increase the amount of base rental payments payable thereunder, and, in both cases, to make the provisions thereof applicable to the 2003 Project and to make certain other modifications in order to provide for the execution and delivery of Additional Certificates in accordance with the provisions of the 1996 Trust Agreement;

WHEREAS, the Authority and the Trustee entered into an Amended and Restated Assignment Agreement, dated as January 1, 2003 (the "Assignment Agreement"), in order to amend and restate the 1993 Assignment Agreement and the 1996 Assignment Agreement so as to expressly provide that all rights to receive the base rental payments payable by the City under the Sublease, including the increased amounts thereof provided for in the Sublease, were assigned without recourse by the Authority to the Trustee; and

WHEREAS, in 2004, the City refunded a portion of the 1993 Certificates and a portion of the 1996 Certificates through the sale and delivery of City of Pasadena Refunding Certificates of Participation, Series 2004A (the "2004A Certificates") and City of Pasadena Refunding Certificates of Participation, Series 2004B (the "2004B Certificates" and together with the 2004A Certificates, the "2004 Certificates"), executed and delivered pursuant to a First Supplemental Trust Agreement, dated as of March 1, 2004 (the "First Supplemental Trust Agreement"), by and among the Trustee, the Authority and the City;

WHEREAS, the City and the Authority entered into a Supplement No. 1 to Lease and a Supplement No. 1 to Sublease in order to supplement the Lease and the Sublease, respectively, and so as to make the provisions thereof applicable to the 2004 Certificates;

WHEREAS, in 2006, the City financed the construction, expansion and renovation of the Pasadena Conference Center and certain other improvements through the sale and delivery of City of Pasadena Certificates of Participation (Conference Center Project), Series 2006A (the "2006A Certificates") and City of Pasadena Certificates of Participation (Conference Center

Project), Series 2006B (the “2006B Certificates” and together with the 2006A Certificates, the “2006 Certificates”) executed and delivered pursuant to a Second Supplemental Trust Agreement, dated as of September 1, 2006 (the “Second Supplemental Trust Agreement”), by and among the Trustee, the Authority and the City;

WHEREAS, the City and the Authority entered into a Supplement No. 2 to Lease and a Supplement No. 2 to Sublease in order to supplement the Lease and the Sublease, respectively, and so as to make the provisions thereof applicable to the 2006 Certificates;

WHEREAS, the Trust Agreement provides that the City may at any time issue additional certificates payable on a parity with the outstanding 1993 Certificates, 2003 Certificates, 2004 Certificates and 2006 Certificates, pursuant to a supplemental trust agreement;

WHEREAS, the City now desires to cause to be executed and delivered an additional series of certificates in an aggregate initial principal amount not to exceed \$138,000,000 and designated as City of Pasadena Variable Rate Demand Refunding Certificates of Participation, Series 2008A (the “2008A Certificates”) for the purpose of refunding the outstanding 2006B Certificates, funding capitalized interest with respect to the 2008A Certificates, funding, if necessary, a deposit to a reserve fund and financing the costs of execution and delivery of the 2008A Certificates;

WHEREAS, the City has determined to sell the 2008A Certificates initially as variable rate demand certificates;

WHEREAS, the Trustee, the Authority and the City will enter into a Third Supplemental Trust Agreement (the “Supplemental Trust Agreement”), in order to provide for the execution and delivery of the 2008A Certificates;

WHEREAS, the Authority and the City will enter into a Supplement No. 3 to Amended and Restated Lease (the “Lease Supplement”) and a Supplement No. 3 to Amended and Restated Sublease (the “Sublease Supplement”) in order to supplement the Lease and the Sublease, respectively, to increase the amount of base rental payments payable by the City under the Sublease and to make the provisions thereof applicable to the 2008A Certificates;

WHEREAS, the City and, if necessary, the Authority, will enter into a reimbursement agreement (the “Reimbursement Agreement”) with Bank of America, N.A. (the “Bank”) pursuant to which the Bank will provide a letter of credit to be used by the City to pay the principal and interest with respect to the 2008A Certificates and the purchase price of 2008A Certificates tendered or deemed tendered for purchase but not remarketed;

WHEREAS, the Authority, the City and Banc of America Securities LLC will enter into a certificate purchase agreement for the 2008A Certificates (the “Purchase Agreement”) pursuant to which the Underwriter will purchase the 2008A Certificates and the City will cause the execution and delivery of the 2008A Certificates to the Underwriter upon certain conditions; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the transactions authorized hereby do exist, have happened

and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, the Governing Board of the Authority does hereby resolve as follows:

Section 1. Declaration of Authority. The Authority hereby specifically finds and declares that the statements, findings and determinations of the Authority set forth herein, in the preambles above and in the documents approved herein are true and correct.

Section 2. Supplemental Trust Agreement. The form of Supplemental Trust Agreement presented to this meeting and on file with the Secretary of the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver said Supplemental Trust Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. Lease Supplement. The form of Lease Supplement presented to this meeting and on file with the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver said Lease Supplement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. Sublease Supplement. The form of the Sublease Supplement presented to this meeting and on file with the Secretary of the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver said Sublease Supplement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. Reimbursement Agreement. The form of the Reimbursement Agreement presented to this meeting and on file with the Secretary of the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver, if necessary, said Reimbursement Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. Purchase Agreement. The form of the Purchase Agreement presented to this meeting and on file with the Secretary of the Authority is hereby approved. The Executive Director of the Authority or the Treasurer of the Authority or the duly authorized designee of

either of such officers is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver said Purchase Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 7. Attestations. The Secretary is hereby authorized and directed to attest the signature of the Executive Director, the Treasurer or such other officer of the Authority, as may be required or appropriate in connection with the execution and delivery of said Supplemental Trust Agreement, Lease Supplement, Sublease Supplement, or related documents.

Section 8. Other Actions. The Executive Director, the Treasurer, the Secretary and the other officers of the Authority are hereby authorized and directed jointly and severally to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the transactions contemplated and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 9. Effective Date. This Resolution shall take effect from and after its date of passage and adoption.

ADOPTED at a meeting of the Board of Directors of the Pasadena Public Financing Authority on the \_\_th day of March, 2008, by the following vote:

AYES:

NOES:

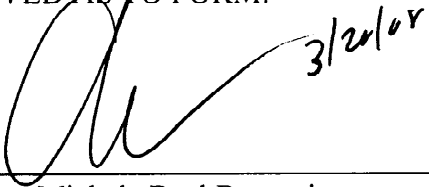
ABSENT:

ABSTAIN:

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Jane L. Rodriguez, CMC  
Secretary

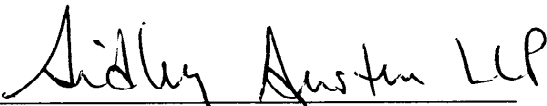
APPROVED AS TO FORM:

Handwritten signature of Michele Beal Bagneris in black ink, with the date "3/20/08" written to the right of the signature.

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Michele Beal Bagneris  
City Attorney

APPROVED AS TO FORM:

Handwritten signature of Sidley Austin LLP in black ink, written in a cursive style.

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Sidley Austin LLP