

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE PASADENA PUBLIC FINANCING AUTHORITY AUTHORIZING THE ISSUANCE OF LEASE REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$180,000,000 AND THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO LEASE, A FIRST AMENDMENT TO SUBLEASE, BOND INDENTURE, BOND PURCHASE AGREEMENT AND AN OFFICIAL STATEMENT AND CERTAIN OTHER ACTIONS RELATING THERETO

WHEREAS, pursuant to the provisions of Article 4 of the Joint Exercise of Powers Act, comprising Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act") and the Joint Exercise of Powers Agreement, dated April 25, 2000, by and between the City of Pasadena, a municipal corporation and a chartered city of the State of California (the "City") and the Pasadena Community Development Commission, creating the Pasadena Financing Authority (the "Authority"), the Authority is authorized to issue bonds to finance public capital improvements; and

WHEREAS, the City and the Authority previously entered into an Lease, dated as of February 1, 2006 (the "2006 Lease"), pursuant to which the City leased certain land and improvements thereon consisting primarily of the Rose Bowl Stadium (the "Leased Property") to the Authority; and

WHEREAS, the City and the Authority previously entered into a Sublease, dated as of February 1, 2006 (the "2006 Sublease"), pursuant to which the Authority subleased the Leased Property to the City; and

WHEREAS, the Authority desires to assist the City with, *inter alia*, financing renovations and additional improvements to the Rose Bowl Stadium (the "Project"); and

WHEREAS, in order to finance the Project the Authority proposes to enter into a First Amendment to the Lease with the City (the "First Amendment to Lease"), pursuant to which the City will add the Project to the Leased Property; and

WHEREAS, in order to finance the Project the Authority further proposes to enter into a First Amendment to Sublease with the City (the "First Amendment to Sublease"), pursuant to which the Authority will sublease the Leased Property, including the Project to the City and the City will make additional base rental payments ("2010 Base Rental Payments") to the Authority; and

WHEREAS, pursuant to a Bond Indenture (the "Indenture"), dated as of November 1, 2010, between the Authority and Deutsche Bank National Trust Company, N.A. or such other financial institution as may be selected by the officers of the Authority in accordance with Section 12 hereof, as trustee (the "Trustee"), the Authority will assign its rights to receive the 2010 Base Rental Payments to the Trustee and the Authority will issue the bonds, which

bonds will be designated generally as the “Pasadena Public Financing Authority Lease Revenue Bonds (Rose Bowl Renovation Project) (the “2010 Bonds”), of one or more series and with such other name or names as may be designated pursuant to the Indenture; and

WHEREAS, pursuant to a Bond Purchase Agreement (the “Purchase Agreement”) among BMO Capital Markets GKST Inc., as representative of the underwriters (the “Underwriters”), the Authority and the City, the 2010 Bonds are to be sold to the Underwriters; and

WHEREAS, the 2010 Bonds will be offered for sale by the Underwriters to investors through an official statement (the “Official Statement”); and

WHEREAS, there have been presented to this meeting proposed forms of the following documents and agreements:

- (1) The First Amendment to Lease;
- (2) The First Amendment to Sublease;
- (3) The Indenture;
- (4) The Purchase Agreement; and
- (6) The Official Statement.

NOW, THEREFORE, BE IT RESOLVED, ORDERED AND FOUND by the Board of Directors of the Pasadena Public Financing Authority, that:

Section 1. The form of First Amendment to Lease presented to this meeting, and on file with the Secretary, is hereby approved. Each of the Executive Director and the Treasurer, acting singly, is hereby authorized and directed for, on behalf of, and in the name of the Authority, to execute and deliver the First Amendment to Lease in substantially said form, with such changes, insertions and deletions as may be consistent with this Resolution and as may be approved by the officer executing the First Amendment to Lease, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 2. The form of First Amendment to Sublease presented to this meeting, and on file with the Secretary, is hereby approved. Each of the Executive Director and the Treasurer, acting singly, is hereby authorized and directed for, on behalf of, and in the name of the Authority, to execute and deliver the First Amendment to Sublease in substantially said form, with such changes, insertions and deletions as may be consistent with this Resolution and as may be approved by the officer executing the First Amendment to Sublease, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. Pursuant to the Article 4 of the Act, Article 11 and the Indenture, the Authority is hereby authorized to issue its lease revenue bonds designated generally as the “Pasadena Public Financing Authority Lease Revenue Bonds (Rose Bowl Renovation Project)” in one or more series and in an aggregate principal amount of not to exceed \$180,000,000. The

2010 Bonds shall be issued and secured in accordance with the terms of, and shall be in the form set forth in, the Indenture as finally executed in accordance with Section 4.

Section 4. The form of Indenture presented to this meeting, and on file with the Secretary, is hereby approved. Each of the Executive Director and the Treasurer, acting singly, is hereby authorized and directed for, on behalf of, and in the name of the Authority, to execute and deliver the Indenture in substantially said form, with such changes, insertions and deletions as may be consistent with this Resolution and as may be approved by the officer executing the Indenture, such approval to be conclusively evidenced by the execution and delivery thereof. The dated date, maturity date or dates, interest rates, accreted discount or compounded interest, terms of redemption, tax-exempt or taxable status, and other terms and conditions of the 2010 Bonds shall be as provided in the Indenture as presented to this meeting; provided, however, that the 2010 Bonds shall not exceed an aggregate principal amount of \$180,000,000.

Section 5. The 2010 Bonds will be special obligations of the Authority, payable, as to principal and interest, and as to any premiums upon the redemption thereof, solely from 2010 Base Rental Payments and the other assets pledged therefor under the Indenture. The 2010 Bonds will not constitute obligations, nor evidence any indebtedness of the City or the State of California (the "State"), or any political subdivision thereof (other than the special obligation of the Authority, as provided in the Indenture), and neither the faith and credit nor the taxing power of the Authority, the City or the State, or any political subdivision thereof, is pledged to the payment of the 2010 Bonds.

Section 6. The form of Purchase Agreement presented to this meeting, and on file with the Secretary, is hereby approved. Each of the Executive Director and the Treasurer, acting singly, is hereby authorized and directed for, on behalf of, and in the name of the Authority, to execute and deliver the Purchase Agreement in substantially said form, with such changes, insertions and deletions as may be consistent with this Resolution and as may be approved by the officer executing the Purchase Agreement, such approval to be conclusively evidenced by the execution and delivery thereof. The officer executing the Purchase Agreement is hereby authorized to determine the purchase price to be paid for the 2010 Bonds under the Purchase Agreement; provided, however, that the Underwriters' discount shall not be more than 0.12 percent of the initial principal amount of the 2010 Bonds and the true interest cost of the 2010 Bonds shall not be greater than 5.25 percent (including in the calculation of the true interest cost the subsidy payments for the 2010 Bonds to be paid by the U.S. Treasury).

Section 7. The form of Preliminary Official Statement presented to this meeting, and on file with the Secretary, is hereby approved. The Underwriters are hereby authorized and directed to distribute the Preliminary Official Statement in connection with the offering and sale of the 2010 Bonds in substantially said form with such changes therein as the Executive Director and the Treasurer, acting singly, may require or approve. Each of the Executive Director and the Treasurer, acting singly, is hereby authorized and directed, on behalf of, and in the name of the Authority, to certify that such Preliminary Official Statement is "deemed final" by the Authority for purposes of Rule 15c2-12 of the Securities Exchange Commission.

Section 8. Each of the Executive Director and the Treasurer, acting singly, is hereby authorized and directed for, on behalf of, and in the name of the Authority, to execute and

deliver a final Official Statement (and any amendment or supplement thereto contemplated by the Purchase Agreement), in substantially the form of the Preliminary Official Statement, with such changes, insertions and deletions as may be approved by the officer executing the Official Statement, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 9. The Underwriters are hereby authorized to distribute the Official Statement, as executed on behalf of the Authority as herein provided, to all actual purchasers of 2010 Bonds.

Section 10. The 2010 Bonds shall be executed by the manual or facsimile signature of the Chairperson or Vice Chairperson of the Authority and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority, in the form set forth and otherwise in accordance with the Indenture, as finally executed.

Section 11. The 2010 Bonds, when executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the 2010 Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the 2010 Bonds, when duly executed and authenticated, to the purchaser or purchasers thereof in accordance with the written instructions executed on behalf of the Authority by the Chairperson, Vice Chairperson, Executive Director or Treasurer of the Authority, which person, acting singly, is authorized and directed, for and on behalf of the Authority, to execute said instructions and deliver the 2010 Bonds to the Trustee. Such instructions shall provide for the delivery of the 2010 Bonds to the purchaser or purchasers thereof, upon payment of the purchase price thereof to or as directed by the Authority.

Section 12. The Executive Director, Treasurer, Secretary and all other appropriate officers of the Authority are hereby authorized and directed, acting singly, 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 by this Resolution and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. The foregoing authorization includes, but is in no way limited to, the designation of a financial institution to serve as bond trustee in connection with the designation of a financial institution to serve as bond trustee in connection with the Pasadena Public Financing Authority Variable Rate Demand Lease Revenue Bonds (Rose Bowl Refinancing and Improvement Projects), Series 2006 and the 2010 Bonds, the execution and delivery of any tax certificate and a continuing disclosure agreement required by the Indenture or the Sublease, any bond insurance, bond reserve fund surety or other form of credit enhancement determined by such officer to be in the best interests of the City in order to provide for the cost-effective financing of the Project and the execution and delivery of any and all other documents determined to be necessary or appropriate by such officials and not inconsistent with this Resolution, and such determination thereof shall be final, binding and conclusive upon the City. Any actions heretofore taken by such officers in connection therewith are hereby ratified, confirmed and approved.

Section 13. The Secretary is hereby authorized and directed to attest the signature of the Executive Director, the Treasurer or such other Authority officers as may be required or appropriate in connection with the execution and delivery of the agreements and documents contemplated by this Resolution or any related document or instrument.

Section 14. This Resolution shall take effect immediately upon its adoption.

PASSED by the Board of Directors of the Pasadena Public Financing Authority at a regular meeting this 11th day of October, 2010, by the following vote:

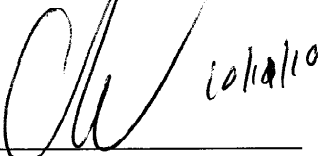
AYES:

NOES:

ABSENT:

Secretary

APPROVED AS TO FORM:

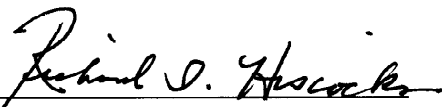


City Attorney

APPROVED AS TO FORM:

ORRICK, HERRINGTON & SUTCLIFFE LLP

per



Richard I. Hiscocks, Partner