

BEFORE THE BOARD OF COUNTY COMMISSIONERS

MULTNOMAH COUNTY, OREGON

In the matter of the approving )  
of the issuance and negotiated )  
sale of \$7,000,000 Series 1989A )  
Certificates of Participation; )  
approving and authorizing the )  
Certificate Purchase Agreement, )  
the Lease-Purchase and Escrow )  
Agreement, and the Preliminary )  
Official Statement and Official )  
Statement; and designating an )  
Authorized Officer. )

RESOLUTION

#89-125

WHEREAS, the Board of County Commissioners of Multnomah County, Oregon (the "Board") desires to acquire the Inverness, Eschbach, Boilermakers, Hooper Detox Parking Lot and Mid-County property and to make certain improvements to these properties and to acquire equipment;

WHEREAS, the Board has reviewed a proposed plan to provide funds for payment of the costs of such acquisition and improvements through the issuance of certificates of participation in a lease-purchase agreement to be entered into between Multnomah County (the "County") and a vendor and escrow agent (the "Vendor" and "Escrow Agent") and has determined that the proposed issuance of certificates of participation would be in the best interests of the County.

WHEREAS, the certificates of participation will be issued and designated as 1989A Certificates of Participation (the "Certificates"). The Series 1989A Certificates in the principal amount of \$7,000,000 will be tax-exempt certificates issued for the purpose of acquiring the Inverness, Eschbach, Boilermakers and Mid-County property and remodeling these facilities and to acquire tax assessment and election equipment and reserve requirements; and

WHEREAS, the Finance Director has negotiated documents for the issuance of the Certificates and has received from Kidder, Peabody & Co. Incorporated (the "Underwriter") a Certificate Purchase Contract for the purchase of the Certificates evidencing proportionate interests in lease-purchase payments by Multnomah County, Oregon.

WHEREAS, the Board does find and determine that it is reasonable and necessary to approve and authorize the execution of the financing documents and being advised by the Finance Director that the documents are in final form and ready for approval and authorization:

THEREFORE, BE IT RESOLVED that:

1. The Board does approve of the lease-purchase financing of the acquisition and remodeling of the Inverness, Eschbach, Boilermakers, Hooper Detox Parking Lot and Mid-County property and the acquisition of equipment (the "Facilities") as more fully described in the Series 1989A Lease-Purchase and Escrow Agreement (the "Agreement"), does approve of the Agreement, and does designate the Finance Director as the Authorized Officer to execute these documents for and on behalf of the County.

2. The County does accept the terms and provisions of the Series 1989A Certificate Purchase Contract (the "Purchase Contract") and does approve of the purchase price and interest rate to be borne by the Certificates and does authorize the Finance Director to execute the Purchase Contract on behalf of the County.

3. The County does approve of the issuance of the Series 1989A Certificates in fully registered form, in denominations of Five Thousand Dollars (\$5,000) each or integral multiples thereof, to be dated August 1, 1989 and to be numbered sequentially beginning with R-1, and shall mature serially on the first day of August of each year as follows:

YEAR

AMOUNT

4. The Certificates shall bear interest payable semiannually on the 1st day of February and the 1st day of August of each year commencing February 1, 1990. The Certificates are subject to redemption prior to maturity as provided in the Agreement.

In the event the County desires to redeem any or all of the Certificates, the County shall appropriate sufficient prepayment of lease payments to provide adequate funds for the redemption of the Certificates.

5. The County may, but is not obligated to, take such action as is necessary to budget and appropriate expenditures sufficient to pay lease payments for each fiscal year in the amount of the annual principal maturities and accrued interest on the Certificates. In the event of appropriation of funds for lease payments, the County covenants to maintain such appropriation in full force and effect during that fiscal year and shall expend such appropriated funds only for lease payments. In the event the County determines not to appropriate funds sufficient for lease payments in any fiscal year, such failure shall constitute a termination under the terms of the Agreement and the Escrow Agent may exercise such remedies as are provided in the Agreement.

6. The Certificates shall be secured by a pledge and covenant of the County to apply appropriated funds upon the lease payments from the general funds of the County.

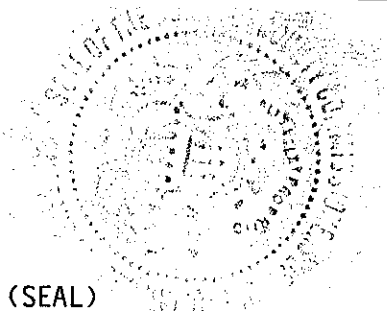
7. The County does designate and appoint Security Pacific Bank Oregon as the Escrow Agent and Paying Agent and Registrar for the Certificates and does request the Paying Agent and Registrar to authenticate the Certificates as of the date of delivery to the purchasers thereof. The County does appoint Kidder, Peabody & Co. Incorporated as Underwriter of the Certificates.

8. The County does approve of the preparation and distribution of the Preliminary Official Statement, does ratify the distribution thereof to prospective purchasers of the Certificates, and does authorize the preparation and distribution of the Official Statement. When the Authorized Officer has been advised that the final Official Statement does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements contained in the Official Statement not misleading in light of the circumstances under which they are made, then the Authorized Officer may certify the accuracy of the Official Statement on behalf of the County.

9. The proceeds of the Series 1989A Certificates shall be used by the County and invested by the Escrow Agent in such manner that the Certificates will not become "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

10. The County does authorize the Authorized Officer of the County to execute such other documents as are necessary and proper to consummate the financing pursuant to the Agreements.

ADOPTED this 22nd day of June, 1989.



BOARD OF COUNTY COMMISSIONERS  
MULTNOMAH COUNTY, OREGON

By Gladys McCoy  
Gladys McCoy  
Multnomah County Chair

Reviewed by:

LAURENCE KRESSEL  
County Counsel for  
Multnomah County, Oregon

By John D. Bay  
County Counsel  
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