

BEFORE THE BOARD OF COUNTY COMMISSIONERS

MULTNOMAH COUNTY, OREGON

In the matter of the authorizing)
and approving of the issuance and)
negotiated sale of the Series 1990C)
Tax-Exempt Certificates of)
Participation Approving and)
Authorizing Certificate Purchase) RESOLUTION
Agreement, the Lease-Purchase and) #90- 89
Escrow Agreement, and the)
Preliminary Official Statement and)
Official Statement and designating)
an Authorized Officer.)

WHEREAS, the Board of County Commissioners of Multnomah County, Oregon (the "Board") desires to acquire the land and the building known as the Postal Credit Union Building in Portland, Oregon (the "Probation Services Facility");

WHEREAS, the sellers of the Postal Credit Union Building desire to close the purchase before June 30, 1990;

WHEREAS, the Board has reviewed a proposed plan to provide funds for the payment of the costs of such acquisition through the issuance of Certificates of Participation under a Lease-Purchase and Escrow Agreement to be entered into between Multnomah County (the "County") and a Vendor and Escrow Agent (the "Vendor" and "Escrow Agent") and the Board does determine 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 Series 1990C Certificates of Participation (the "Certificates"). The Series 1990C Certificates in the principal amount not to exceed \$475,000 will be tax-exempt certificates issued for the purpose of the acquisition of the Probation Services Facility and to pay the costs of issuance of the Certificates; 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 the Lease-Purchase payments to be made by the County;

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 substantially final form and ready for approval and authorization;

THEREFORE BE IT RESOLVED THAT:

1. The Board does authorize and approve of the disbursement of appropriated funds from the Lease/Purchase Project Fund to purchase the Probation Services Facilities prior to the issuance of Certificates of Participation and the Lease/Purchase Project Fund shall be reimbursed from the proceeds of the sale of the Certificates of Participation.

2. The Board does authorize and approve of the Lease-Purchase financing of the acquisition of the Probation Services Facility (the "Facility") as more fully described in the Series 1990C Lease-Purchase and Escrow Agreement (the "Agreement"), does authorize and approve of the Agreement, and does designate the Finance Director or Designee as the Authorized Officer with the advice and consent of the Chair, to execute these documents for and on behalf of the County.

3. The Board does accept the terms and provisions of the Series 1990C 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 Authorized Officer, with the advice and consent of the Chair, to execute the Purchase Contract on behalf of the County.

4. Pursuant to the authority of Oregon Revised Statutes Sections 271.390 and 279.101(2) and the applicable provisions of the Charter of the County, the County does approve of and authorize and direct the issuance of the Series 1990C Certificates in fully registered form, in denominations of Five Thousand Dollars (\$5,000) each or integral multiples thereof, to be dated July 1, 1990 and to be numbered sequentially beginning with Certificate No. R-1. The Certificates shall mature serially on the first day of July of each year as stated in the Certificate Purchase Agreement.

5. The Certificates shall bear interest payable semiannually on the first day of January and the first day of July of each year commencing January 1, 1991. Interest shall be calculated on the basis of a 30-day month, 360-day year and shall be payable by check or draft mailed on the interest payment date to the Certificate owners whose names appear on the registration books of the County maintained by the Paying Agent as of the close of business on the fifteenth day of the month wherein an interest payment is due.

6. In addition, the Certificates are redeemable, if, in the opinion of the County, the Facilities suffer substantial damage or destruction to the extent it cannot be reasonably used for its intended purposes or in the event of prepayment of the Lease Payments by the deposit by the County with the Escrow Agent of sufficient cash or government obligations to prepay the outstanding Lease Payments.

7. Notice of such redemption will be given by first-class mail, postage prepaid, at least thirty (30) days but not more than sixty (60) days prior to the date fixed for redemption to the owners of the Certificates to be redeemed at the addresses of such owners as shown on the Certificate Register.

8. The County may budget and appropriate expenditures, sufficient to pay the Lease Payments for each fiscal year in the amount of the annual principal component maturities and the accruing interest components on the outstanding Certificates, but the County is not obligated to budget and appropriate such expenditures unless the Board of County Commissioners includes such expenditures in the County budget for each fiscal year. 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 of the Agreement and the Escrow Agent may exercise such remedies as are provided for in the Agreement.

9. The Certificates shall be secured by a pledge and covenant of the County to apply appropriate funds from the general funds of the County upon the Lease Payments and by a pledge of the County's leasehold interest in the Facilities.

10. The County does designate and appoint Security Pacific Bank Oregon as the Vendor, 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.

11. 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 the 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.

12. The proceeds of the Series 1990C 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.

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

ADOPTED this 14th day of June, 1990.



BOARD OF COUNTY COMMISSIONERS
MULTNOMAH COUNTY, OREGON

By Gladys McCoy
Multnomah County Chair

Reviewed by:

LAURENCE KRESSEL
County Counsel for
Multnomah County, Oregon

By Laurence Kessel
County Counsel