

RESOLUTION NO. 2785

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BEND, OREGON, AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF AN AMENDED CONTINGENT LOAN AGREEMENT AND RELATED DOCUMENTS; DESIGNATING AUTHORIZED REPRESENTATIVES AND DELEGATING AUTHORITY; AND RELATED MATTERS.

THE CITY COUNCIL OF THE CITY OF BEND, OREGON DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. Findings. The City Council (the "Council") of the City of Bend (the "City") finds:

- (a) The Bend Urban Renewal Agency, as the duly designated Urban Renewal Agency of the City (the "Agency") has been established in accordance with and is organized and exists under the provisions of Oregon Revised Statutes Sections 457.010 to 457.460, inclusive; and
- (b) Ordinance No. NS-1981 (the "Ordinance") was enacted on August 29, 2005, whereby the Council approved the Juniper Ridge Urban Renewal Plan for the Juniper Ridge Urban Renewal Area (the "Juniper Ridge Urban Renewal Area"); and
- (c) On June 19, 2008 the Agency entered into a non-revolving "Line of Credit Agreement for Series 2008 Note (Tax-Exempt) (Not Bank-Qualified)" with Bank of America, N.A. in a maximum principal amount of \$6,000,000 (the "2008 Facility") to finance certain projects in the Juniper Ridge Urban Renewal Area;
- (d) The Agency's lender conditioned the 2008 Facility on the City's willingness to secure the 2008 Facility with the City's full faith and credit in addition to the sources pledged by the Agency;
- (e) Therefore, on June 19, 2008 the City and the Agency entered into a Contingent Loan Agreement (the "2008 Contingent Loan Agreement") which included a promise by the City to repay amounts owed by the Agency under the 2008 Facility under the circumstances and conditions described therein to the extent not paid by the Agency (a "Contingent Loan Payment"), and the repayment to the City by the Agency of any such Contingent Loan Payments; and
- (f) The Agency now desires to amend the 2008 Facility to extend the maturity date of the 2008 Credit Facility and to make such other amendments to such facility as the lender requires in order to extend the maturity date (the "2010 Facility"); and
- (g) In order to secure the 2010 Facility, the City and the Agency must amend the 2008 Contingent Loan Agreement.

Section 2. Authorized Representative. The City authorizes and directs each of the City Manager, the Finance Director, or the designee of either of them (each, an "Authorized Representative") to act on behalf of the City and execute and deliver the Contingent Loan Agreement, as defined below, and such other documents related thereto.

Section 3. Authorization for the Contingent Loan Agreement and Related Agreements and Delegation. The City hereby authorizes the negotiation, execution and delivery of the Contingent Loan Agreement related to the 2010 Facility (the "Contingent Loan Agreement"). The Contingent Loan Agreement may be in the form of an amendment to the 2008 Contingent Loan Agreement or may be a stand alone document. The Authorized Representative is hereby authorized, on behalf of the City and without further action by the City Council, to:

- (1) Establish the terms of the Contingent Loan Agreement and any documents related thereto;
- (2) Extend or amend the Contingent Loan Agreement and related documents; and
- (3) Execute and deliver any other certificates or documents and take any other actions which the Authorized Representative determines are desirable to carry out this resolution.

Section 4. Security. The payments by the City under the Contingent Loan Agreement related to the 2010 Facility shall be payable from the same sources as those described in the 2008 Contingent Loan Agreement.

Section 5. Effective Date of Resolution. This Resolution shall take effect immediately upon its adoption by the City.

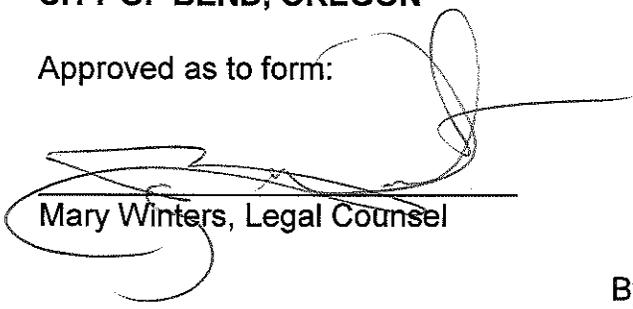
ADOPTED by the Council this 2nd day of June 2010.

Yes: 7 No: 0

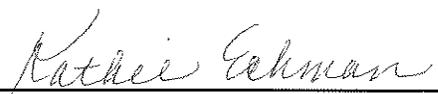
Authenticated by the Mayor the 2nd day of June 2010.

CITY OF BEND, OREGON

Approved as to form:

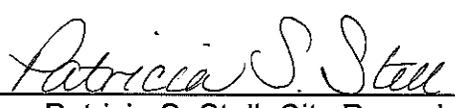


Mary Winters, Legal Counsel

By: 

Kathie Eckman, Mayor

ATTEST:

By: 

Patricia S. Stell, City Recorder