

RESOLUTION NO.

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF DUARTE
 APPROVING THE ISSUANCE OF THE CALIFORNIA STATEWIDE
 COMMUNITIES DEVELOPMENT AUTHORITY REVENUE BONDS
 (SOUTHERN CALIFORNIA PRESBYTERIAN HOMES), SERIES 2009A IN AN
 AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$85,000,000 FOR
 THE PURPOSE OF FINANCING AND REFINANCING THE CAPITAL
 EXPENDITURES AT ONE OR MORE CONTINUING CARE FACILITIES,
 WHICH ARE, OR WILL BE, OPERATED BY SOUTHERN CALIFORNIA
 PRESBYTERIAN HOMES OR WESTMINSTER GARDENS, CALIFORNIA
 NONPROFIT PUBLIC BENEFIT CORPORATIONS**

WHEREAS, Southern California Presbyterian Homes (the "Corporation"), a nonprofit public benefit corporation, has requested that the California Statewide Communities Development Authority (the "Authority") participate in the issuance of one or more series of revenue bonds in an aggregate principal amount not to exceed \$85,000,000 (the "Bonds") for the purpose of financing and refinancing, among other things, the capital expenditures related to the following continuing care retirement facility located within the City of Duarte (the "City"): Westminster Gardens facility located at 1420 Santo Domingo (the "Facility"). The Facility is owned and operated by Westminster Gardens, which is an affiliate of the Corporation; and

WHEREAS, the Bonds are also financing and refinancing capital expenditures at additional continuing care retirement facilities located in other jurisdictions, which jurisdictions will also consider approval of the transaction separate from the City; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), the issuance of the Bonds by the Authority to finance the Facility must be approved by the City because the Facility is located within the territorial limits of the City; and

WHEREAS, the City Council of the City (the "Council") is the elected legislative body of the City and the applicable elected representative of the City required to approve the issuance of the Bonds to finance and refinance the Facilities under Section 147(f) of the Code; and

WHEREAS, the Authority has requested that the Council approve the issuance of the Bonds by the Authority to finance the Facility in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 9 of the Amended and Restated Joint Exercise of Powers Agreement, dated as of June 1, 1988 (the "Agreement"), among certain local agencies, including the City; and

WHEREAS, pursuant to Section 147(f) of the Code, the Council has, following notice duly given, held a public hearing regarding the issuance of the Bonds, and now desires to approve the issuance of the Bonds by the Authority;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Duarte as follows:

Section 1. The Council hereby approves the issuance of the Bonds and Refunding Bonds by the Authority. It is the purpose and intent of the Council that this Resolution constitute approval of the Financing and the issuance of the Bonds and Refunding Bonds by the Authority for the purposes of (a) Section 147(f) of the Code by the applicable elected representative of the issuer of the Bonds and the governmental unit having jurisdiction over the area in which the Facility is located, in accordance with said Section 147(f) and (b) Section 9 of the Agreement.

Section 2. The officers of the City 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 deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this Resolution and the financing transaction approved hereby.

Section 3. This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED, AND ADOPTED this 23rd day of June, 2009.

Mayor John Fasana

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.
CITY OF DUARTE)

I, Marla Akana, City Clerk of the City of Duarte, County of Los Angeles, State of California, hereby attest to the above signature and certify that Resolution No. 09-20 was adopted by the City Council of said City of Duarte at a regular meeting of said Council held on the 23rd day of June, 2009, by the following vote:

AYES: Councilmembers:

NOES: Councilmembers:

ABSENT: Councilmembers:

City Clerk Marla Akana
City of Duarte, California