

BY-LAW NO. ____

A By-Law to Authorize the Borrowing
and Incurring of Liabilities in Relation to
the Southeast False Creek Development

PREAMBLE

A. In exercise of the powers provided by, *inter alia*, sections 190.1, 236 and 242 of the Vancouver Charter, Council considers it necessary or advisable to incur liabilities and contract debt by borrowing or otherwise in relation to the development project referred to in section 190.1 of the Vancouver Charter (the "Southeast False Creek development project") and for that purpose to obtain a temporary bank credit facility with one or more Canadian chartered banks in an aggregate principal amount of \$400,000,000.

B. The value according to the last revised assessment role of the real property within the boundaries of the City of Vancouver liable to taxation is \$157,289,372,421.

C. The total amount of the existing debenture debt of the City of Vancouver at the date of first reading of this by-law is \$545,404,500 (exclusive of debts incurred for local improvements secured by special rates or assessments) of which none of the principal or interest is in arrears as of that date.

NOW THEREFORE the Council of the City of Vancouver, in public meeting, enacts as follows:

1. The City incur liabilities and contract debt by borrowing under a temporary revolving credit facility (the "Credit Facility") with one or more Canadian chartered banks, (which may be syndicated by them to persons who are not Canadian chartered banks) the total outstanding of which must not exceed \$400,000,000 on any one day during the term of the Credit Facility, in such amounts and at such time or times as the same may be required, bearing interest at such rate or rates and upon payment of such fees as may be contained in the terms and conditions of such Credit Facility. Outstanding amounts of principal and interest under the Credit Facility are to be repaid in full on April 30, 2009.
2. The Credit Facility shall be on such terms and conditions satisfactory to the Director of Finance, the City Manager and the Director of Legal Services and shall be utilized for the purpose of financing the Southeast False Creek development project, including taking an assignment of that certain loan made by Fortress Credit Co LLC in connection with the Southeast False Creek development project, and related security.
3. The actions of the Director of Finance, the Director of Legal Services or the City Manager in negotiating and in executing and delivering a term sheet in respect of the Credit Facility on behalf of the City of Vancouver are hereby ratified, approved and confirmed and any one or more of the Director of Finance, the Director of Legal Services and the City Manager are hereby authorized to sign all

documents and do all such things on behalf of the City of Vancouver as may be necessary or desirable in respect of the Credit Facility.

4. Promissory notes may be issued by the City of Vancouver under the Credit Facility and shall be sealed with the common seal of the City and shall be signed by the Mayor and one of the City Treasurer or the Director of Finance.
5. This By-Law comes into force and takes effect on February 17, 2009.

ENACTED BY Council this 17th day of February, 2009.

Mayor

City Clerk