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OAKLAND

APPROVED AS TO FORM AND LEGALITY
Kathleen Helen Boyd
CITY ATTORNEY

2012 APR 18 PM 5:57

OAKLAND CITY COUNCIL

83827
RESOLUTION NO. _____ C.M.S.

RESOLUTION REGARDING THE OAKLAND-ALAMEDA COUNTY COLISEUM AUTHORITY'S OUTSTANDING LEASE REVENUE BONDS (OAKLAND COLISEUM ARENA PROJECT) 1996 SERIES A-1 AND 1996 SERIES A-2, APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE CITY OF OAKLAND OF ONE OR MORE LETTERS OF REPRESENTATIONS; APPROVING SUCH OTHER DOCUMENTS AND THE TAKING OF ALL NECESSARY ACTIONS BY THE CITY IN CONNECTION WITH A RESTRUCTURING, INCLUDING THE REPLACEMENT OF ONE OR MORE LETTERS OF CREDIT AND APPROVING THE FORM AND DISTRIBUTION OF A REMARKETING MEMORANDUM IN RESPECT OF THE OAKLAND-ALAMEDA COUNTY COLISEUM AUTHORITY'S OUTSTANDING LEASE REVENUE BONDS; AND APPROVING THE TAKING OF ALL NECESSARY ACTIONS IN CONNECTION THEREWITH

WHEREAS, the City of Oakland (the "City") and the County of Alameda (the "County") have heretofore executed an Amended and Restated Joint Exercise of Powers Agreement dated as of July 1, 1995 (as amended and restated, the "Joint Powers Agreement"), which Joint Powers Agreement creates and establishes the Oakland-Alameda County Coliseum Authority (the "Authority"); and

WHEREAS, pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of Government Code of the State of California (the "Act") and the Joint Powers Agreement, the Authority is authorized to issue bonds for financing public capital improvements whenever there are significant public benefits; and

WHEREAS, by Ordinance No. 11888 C.M.S. adopted May 1, 1996 ("Ordinance 11888") by the City Council of the City (the "City Council") and Resolution No. 72715 adopted by the City Council on June 11, 1996, the City Council previously approved the Authority's issuance of not to exceed \$140 million aggregate principal amount of Oakland-Alameda County Coliseum Authority Lease Revenue Bonds (Oakland Coliseum Arena Project) 1996 Series A-1 (the "1996 Series A-1 Bonds") and 1996 Series A-2 (the "1996 Series A-2 Bonds" and, together with the 1996 Series A-1 Bonds, the "Bonds"), of which \$95,435,000 remain outstanding, which Bonds were originally issued to finance improvements to and expansion of the Oakland-Alameda County Coliseum Arena (the "Arena") and other costs and payments required to induce CC Partners, a California partnership d/b/a Golden State Warriors (the "Warriors") to continue to play its home basketball games at the Arena (collectively, the "Arena Project"); and

WHEREAS, the payment of principal of, premium, if any, and interest on the 1996 Series A-1 Bonds is supported by an irrevocable direct-pay letter of credit issued severally and not jointly by The Bank of New York and California State Teachers' Retirement System (the "Existing 1996 Series A-1 Letter of Credit"); and

WHEREAS, the payment of principal of, premium, if any, and interest on the 1996 Series A-2 Bonds is supported by an irrevocable direct-pay letter of credit issued severally and not jointly by Allied Irish Banks, p.l.c., New York Branch, and The Bank of New York (the "Existing 1996 Series A-2 Letter of Credit" and together with the Existing 1996 Series A-1 Letter of Credit, the "Existing Letters of Credit"); and

WHEREAS, the Trust Agreement for the Bonds, dated as of June 1, 1996 (as supplemented and amended, the "Trust Agreement"), between the Authority and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the "Trustee"), provides for new letters of credit to be delivered from time to time for the purpose of providing credit and liquidity support for the Bonds; and

WHEREAS, the Existing Letters of Credit will expire by their terms on July 25, 2012, and the Authority is proceeding to restructure the Bonds in the manner that is the most advantageous to the Authority, which may include but is not limited to replacing one or more of the Existing Letters of Credit with new letters of credit to be provided by banks meeting the approval of the Authority (individually or collectively, the "New Letters of Credit"), and/or refunding or replacing the Bonds with one or more new series of bonds to be publicly issued or privately placed, accruing interest at fixed or variable rates ("Refunding Bonds", and together with the New Letters of Credit, collectively, the "Restructuring"); and

WHEREAS, in connection with the delivery of any New Letters of Credit, the City is expected to be required to deliver one or more letters of representations (the "Letters of Representations") to the provider or providers of such New Letters of Credit; and

WHEREAS, in connection with the Restructuring and to provide certain information about the Bonds, any Refunding Bonds, any New Letters of Credit and the providers thereof, the Arena Project, the City, the County and the Authority to purchasers and potential purchasers of the Bonds, there has been prepared a proposed form of Remarketing Memorandum (the "Remarketing Memorandum"); and

WHEREAS, the Authority has appointed Orrick, Herrington & Sutcliffe LLP as bond counsel and disclosure counsel ("Bond and Disclosure Counsel") and KNN Public Finance as financial advisor (the "Financial Advisor") with respect to the transactions described in this Resolution; and

WHEREAS, there have been submitted and are on file with the Clerk of this City Council (the "Clerk") the proposed form of Remarketing Memorandum; the proposed form of letter of representations from the City (the "Letter of Representations" and, together with the Remarketing Memorandum, collectively, the "Transaction Documents"); and

WHEREAS, this City Council desires to authorize the Transaction Documents, and to direct the execution by the City of such of the Transaction Documents as to which the City is a party, and the consummation of the transactions contemplated by this Resolution; and

WHEREAS, all acts, conditions and things required by the Charter of the City and the laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the transactions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the City is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions for the purpose, in the manner and upon the terms herein provided; now, therefore be it

RESOLVED: That by the City Council of the City of Oakland as follows:

Section 1. Recitals. All of the above recitals are true and correct.

Section 2. Remarketing Memorandum. The City Council hereby authorizes and directs the City Administrator, the Deputy City Administrator or such other officer of the City designated by the City Administrator in writing (each such officer being hereinafter referred to as an “Authorized Representative”), at or after the time the form of Remarketing Memorandum relating to the Bonds and the Restructuring, including any New Letters of Credit, has been authorized and approved by the Authority, to execute and deliver one or more certificates substantially to the effect that the statements contained in the Remarketing Memorandum (insofar as such statements relate to the City and the Arena Project) are true and correct and do not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading. The underwriters or remarketing agents, as applicable, designated by the Authority with respect to the Restructuring are hereby authorized to distribute (via printed format and/or electronic means) the Remarketing Memorandum, in connection with the remarketing of the Bonds and/or the marketing of any Refunding Bonds to the public or other purchaser. The remarketing agents or underwriters, as applicable, are hereby further authorized to distribute (via printed format and/or through electronic means) copies of the City’s most recent annual audited financial statements and such other financial statements of the City as an Authorized Representative shall approve.

Section 3. Letters of Representation. The form of the Letter of Representation, in substantially the form on file with the Clerk and attached to this Resolution as Exhibit A, is hereby approved and authorized. The Authorized Representative is hereby authorized to execute one or more instruments in substantially said form, completed with terms as shall be agreed to by the Authorized Representative in accordance with this Resolution, and with such additions, changes or modifications therein as the Authorized Representative, upon consultation with legal counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The City hereby covenants and agrees that it will comply with and carry out all of the provisions of such Letters of Representation as finally executed and delivered.

Section 4. Authorization of Further Actions. (a) The Authority, the designated remarketing agents and underwriters, Bond and Disclosure Counsel, the Financial Advisor, and the Authorized Representatives and other appropriate City officials are hereby authorized and directed to continue to prepare the necessary legal documents to accomplish the transactions authorized herein, and to take any and all necessary actions in connection therewith.

(b) The Authorized Representative and other appropriate City officials are hereby authorized and directed, without further action by the City Council, to take such actions and execute and deliver such letters of representation, certificates, continuing disclosure undertakings, amendments and/or other instruments, and to approve the preparation and distribution of any official statement or reoffering memorandum as shall be necessary or required in respect of the Bonds and the Restructuring, in connection with any amendment or substitution of any letter of credit or delivery of other credit facility, remarketing, refunding or defeasance of all or a portion of the Bonds, or the conversion of all or any portion of the Bonds to one or more new interest rate modes (including but not limited to a fixed rate mode or term mode), all as shall be in accordance with the Trust Agreement, as now in effect and as may be supplemented, amended or replaced from time to time in accordance with its terms.

(c) The officers and employees of the City are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized, and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. The Authorized Representative is hereby authorized and directed to execute and deliver any and all amendments, notices, certificates and representations, including signature certificates, no-litigation certificates, tax certificates, certificates relating to continuing disclosure obligations, notices to the California Debt and Investment Advisory Commission, and certificates concerning the Remarketing Memorandum, and to enter into such agreements or contracts, including as may be necessary to the consummation, as such officers deem necessary and desirable to accomplish the purposes of this Resolution.

Section 5. Ratification of Actions. All actions heretofore taken by the officers and agents of the City with respect to the Bonds, the Restructuring, the New Letters of Credit, the Arena Project and such other transactions not inconsistent with this Resolution, are hereby approved, confirmed and ratified.

Section 6. Effective Date. This Resolution shall take effect immediately from and after its adoption.

In Council, Oakland, California, May , 2012.

APR 30 2012

PASSED BY THE FOLLOWING VOTE:

AYES:


BROOKS, BRUNNER, DE LA FUENTE, KERNIGHAN, NADEL, SCHAAF, and
PRESIDENT REID - 8

NOES: 0

ABSENT: 0

ABSTENTION: 0

ATTEST:



LA TONDA SIMMONS
City Clerk and Clerk of the City Council
City of Oakland, California

EXHIBIT A

[ATTACH FORM OF LETTER OF REPRESENTATIONS]

CERTIFICATE OF THE CITY CLERK

I, La Tonda Simmons, City Clerk and Clerk of the Council of the City of Oakland (the "City"), hereby certify that the foregoing is a full, true and correct copy of Resolution No. ____, duly adopted at a meeting of the City Council of the City duly and regularly held on ____, 2012, of which meeting all of said City Council had due notice.

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a true, complete and correct copy of the original resolution duly adopted at said meeting and entered in said minutes; and that said resolution has not been modified, amended, rescinded or revoked except as provided in such resolution in any manner since the date of their adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate this ____ day of _____ 2012.

LA TONDA SIMMONS
City Clerk and Clerk of the City Council
City of Oakland, California