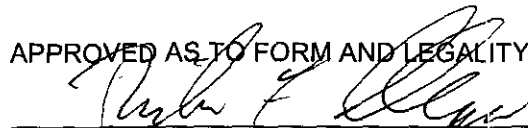


OFFICE OF THE CITY CLERK
OAKLAND

2006 APR 20 PM 5:27

APPROVED AS TO FORM AND LEGALITY


AGENCY COUNSEL

**REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND**

2006-0038

RESOLUTION No. _____ C.M.S.

**RESOLUTION AUTHORIZING THE AGENCY'S WAIVER OF ANY
CONFLICT OF INTEREST THAT THE LAW FIRM OF BELL,
ROSENBERG & HUGHES, LLP MAY HAVE IN REPRESENTING
THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND
WITH RESPECT TO THE FOX THEATER PROJECT**

WHEREAS, the Redevelopment Agency of the City of Oakland wishes to retain the law firm of Bell, Rosenberg & Hughes, LLP ("BR&H") to serve as legal counsel to the Agency and provide advice with respect to the Fox Theater Project (the "Project"); and

WHEREAS, BR&H has provided complex construction contracting legal advice to the City of Oakland for several years; and

WHEREAS, BR&H has been retained previously by Underground Construction Co. Inc. ("Underground"), the general contractor for the Project in a separate unrelated stop notice bond claim matter involving the University of Merced; and

WHEREAS, BR&H has requested that the Agency waive any potential conflict that may arise as a result of the firm's representation of Underground in the unrelated stop notice matter described above and BR&H's representation of the Agency concerning the Project; and

WHEREAS, pursuant to Rule 3-310 of the California Rules of Professional Conduct concerning the avoidance of conflict of interest, BR&H requires that the Agency and Underground execute a written consent agreement ("Consent Agreement") which acknowledges and waives this potential conflict of interest and which attached to this Resolution; and

WHEREAS, Underground has agreed to waive any conflict of interest that might arise in the course of BR&H's representation of Agency with respect to the Project and has executed the Consent Agreement; and

WHEREAS, BR&H has requested that the Agency waive any conflict of interest that might arise in the course of its representation of Agency with respect to the Project and execute the Consent Agreement; and

WHEREAS, the City Attorney's Office is satisfied that BR&H has adequate procedures in place, as more fully described in the Staff Report, to avoid any ethical breaches and the waivers requested do not constitute a violation of the California State Bar Rules of Professional Conduct; and

WHEREAS, the City Attorney requests that the Agency agree to waive any conflict of interest that might arise in the course of BR&H's representation of the Agency with respect to the Project and authorize the City Attorney to execute the Consent Agreement which waives any such potential conflict of interest; now, therefore, be it

RESOLVED, That the Agency hereby waives any conflict of interest that the law firm of Bell, Rosenberg and Hughes, LLP may have by virtue of serving as legal counsel to the Agency with respect to the Project and authorizes the City Attorney to execute the Consent Agreement which waives any such potential conflict of interest.

IN SESSION, OAKLAND, CALIFORNIA, MAY 2, 2006

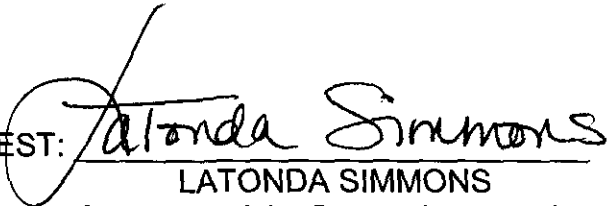
PASSED BY THE FOLLOWING VOTE:

AYES - BRUNNER, KERNIGHAN, NADEL, QUAN, BROOKS, REID, CHANG AND CHAIRPERSON DE LA FUENTE - 8

NOES - 0

ABSENT - 0

ABSTENTION - 0

ATTEST: 
LATONDA SIMMONS
Secretary of the Redevelopment Agency
of the City of Oakland