

CITY OF OAKLAND
AGENDA REPORT

OFFICE OF THE CITY CLERK
2006 AUG 31 AM 10:52

TO: Agency/City Administrator & Executive Director of the Oakland JPFA
ATTN: Deborah A. Edgerly
FROM: Finance and Management Agency/Community and Economic Development Agency
DATE: September 12, 2006
RE: **Resolutions Authorizing the Issuance and Prescribing the Terms, Conditions and Forms of Not to Exceed \$30,555,000 Principal Amount of the Redevelopment Agency of the City of Oakland Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B and \$77,850,000 Principal Amount of the Redevelopment Agency of the City of Oakland Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B-T (Federally Taxable); Authorizing the Refunding of the Outstanding Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2003; Approving the Form of and Authorizing the Execution and Delivery of an Indenture of Trust and a Bond Purchase Contract; Approving the Form of and Authorizing the Distribution of a Preliminary Official Statement and Authorizing Execution and Delivery of an Official Statement; Approving the Selection and Retention of a Financing Team; Authorizing Payment of Costs of Issuance; Allocating Bond Proceeds to Finance Redevelopment Activities in the Redevelopment Project Area; and Authorizing and Approving Necessary Actions in Connection Therewith**

SUMMARY

Three resolutions have been prepared to authorize the issuance of the Redevelopment Agency of the City of Oakland (the "Agency") Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B (the "Series 2006B Bonds") and Series 2006B-T (Federally Taxable) (the "Series 2006B-T Bonds" and, together with the Series 2006B Bonds, the "Coliseum Series 2006 Bonds"). The Coliseum Series 2006 Bonds will be issued to finance various redevelopment activities to benefit the Coliseum Project Area ("Project Area"). The proceeds from the tax-exempt Series 2006B Bonds will be used to fund redevelopment projects including public infrastructure projects such as public facilities, streetscape and improvements in the right of way. The proceeds from the taxable Series 2006B-T Bonds will be used for activities such as property acquisition development incentive programs to facilitate residential and commercial development within the Project Area. In addition, the Coliseum Series 2006 Bonds will refund the outstanding Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2003 (the "Series 2003 Bonds") in order to subordinate the pass-through payments. Tax Revenues generated solely within the Project Area will secure the Coliseum Series 2006 Bonds.

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The first resolution is a resolution of the Agency authorizing the issuance of the Series 2006B Bonds in an amount not to exceed \$30,555,000 for the Series 2006B Bonds and \$77,850,000 for the Series 2006B-T Bonds. In addition, this resolution authorizes the refunding of the Series 2003 Bonds as well as the execution and delivery of the Trust Indenture, Bond Purchase Contract, Preliminary Official Statement, and Official Statement; retention of a financing team; payment of cost of issuance; and any necessary actions related to the issuance of the bonds.

The second resolution is a resolution of the Oakland Joint Powers Financing Authority (the "JPFA") that authorizes the purchase and sale of the Coliseum Series 2006 Bonds, and the distribution of the Official Statement.

The third resolution is a resolution of the City approving the Agency's issuance of the Bonds.

FISCAL IMPACTS

The Coliseum Series 2006 Bonds will be supported solely by a pledge of the tax increment generated within the Coliseum Project Area.

The proceeds of the Coliseum Series 2006 Bonds will finance redevelopment projects throughout the Project Area. The approximate \$8.2 million generated from the tax-exempt Series 2006B Bonds will finance public infrastructure improvements. The approximate \$72.5 million generated from the taxable Series 2006B-T Bonds will be used for land acquisition and development incentive programs to promote residential and commercial growth within the Project Area.

In addition, the Coliseum Series 2006 Bonds will refund the Series 2003 Bonds in order to subordinate the pass-through payments within the Coliseum Area. Subordinating the pass-through payments will enhance the credit of the Coliseum Series 2006 Bonds by allowing greater debt service coverage. In general, better credit results in lower debt service payments. Also, subordinating the pass-throughs will increase the overall debt capacity of the Coliseum Area.

BACKGROUND

Created in 1995, the Coliseum Redevelopment Area is one of the largest redevelopment areas in California – approximately 11 square miles in size. The general boundaries of the Coliseum Redevelopment Area extend from the Oakland/San Leandro border from the south, north to 22nd Avenue, and east of International Blvd. (E.14th Street), and west to the Estuary and Oakland International Airport. The area has a mixture of land uses but is predominately industrial and commercial in character with well utilized truck transportation routes anchored by Interstate Highway 880. The Coliseum Project Area is home to approximately 50,000 Oakland residents.

The Coliseum Project Area bonds will support land and property acquisition and public and streetscape infrastructure for a variety of proposed projects throughout the district including:

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- Coliseum Transit Village Replacement Parking and Mixed Use Development Project
- International Boulevard Mixed Used Project
- Oakland Estuary Projects
- I-880 Corridor Commercial Projects
- Streetscape Infrastructure Projects
 - Edes Avenue and South Coliseum Way
 - Hegenberger East
 - International Boulevard at Three Nodes
 - Railroad Avenue Phase II
 - Fruitvale Avenue from International to Alameda Street
 - 66th Avenue from International to I-880

KEY ISSUES AND IMPACTS

The Coliseum Series 2006 Bonds will be structured as 30-year fixed rate bonds with level debt service. These bonds will be secured by the tax increment generated within the Project Area.

Issuing the Coliseum Series 2006 Bonds will contribute to the Agency's overall goal of redevelopment and revitalization efforts in the Coliseum Redevelopment Area. The bonds are intended to provide acquisition and infrastructure funding to support projects, which implement the project goals of redevelopment plan for the Coliseum Area. The proposed project implementation is expected to meet the following goals and generate the following benefits:

- Improve the quality of the residential environments by assisting new construction
- Stimulate industrial, retail, research and development, and commercial development by improving obsolete, underused and vacant properties
- Provide employment opportunities for residents
- Stimulate home ownership opportunities
- Improve transportation, public facilities and infrastructure in residential, commercial and industrial areas
- Assist neighborhood commercial revitalization
- Attract new and retain existing businesses.

SUSTAINABLE OPPORTUNITIES

Economic: Implementation of these proposed projects will provide opportunities to use local contractors, suppliers and will provide employment openings to Oakland residents, thereby strengthening the local economy. The physical improvements will help improve and protect the economic vitality of the community.

Environmental: The various proposed projects will encourage and support mass transit and pedestrian and bicycle uses that help reduce automobile dependence and thus improve air quality.

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Social Equity: The variety of proposed new capital projects will not only help improve and enhance the quality of life for the historically underserved East Oakland community but for the entire region as well.

DISABILITY AND SENIOR CITIZEN ACCESS

The proposed projects will comply with the American for Disabilities Act (ADA) guidelines and will improve access for persons with disabilities and senior citizens who use wheelchairs, walk or bicycle.

RECOMMENDATIONS AND RATIONALE

Staff recommends that the Agency's governing body and City Council approve the resolutions approving and authorizing the issuance of the Coliseum Series 2006 Bonds, refunding of the Series 2003 Bonds, and the execution and delivery of the Trust Indenture, Bond Purchase Contract, Official Statement, and approving the Preliminary Official Statement and authorizing related actions, including payment of costs of issuance associated with the issuance of the Coliseum Series 2006 Bonds and appropriation of bond proceeds. This action will result in the generation of new funding for redevelopment projects within the Coliseum Area area.

In addition, Staff recommends that the Governing Board of the JPFA approve the resolution authorizing the purchase and sale of the Coliseum Series 2006 Bonds, the distribution of the Official Statement and related actions.

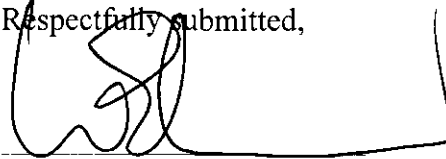
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ACTIONS REQUESTED


Staff requests that the Agency's governing body, City Council and the JPFA Board accept and approve the resolutions authorizing the issuance and sale of the Coliseum Series 2006 Bonds; refunding of the Series 2003 Bonds; authorizing the execution and delivery of the Indenture of Trust, Bond Purchase Contract and Official Statement, and approving the Preliminary Official Statement; authorizing the appropriation of bond proceeds; and authorizing the Agency/City Administrator to take any necessary actions connection with the issuance of the financing.

Respectfully submitted,



WILLIAM E. NOLAND

Director, Finance and Management Agency/
Treasurer



DANIEL VANDERPRIEM

Director, Redevelopment, Economic Development,
Housing and Community Development

Prepared by:

Katano Kasaine
Treasury Manager

APPROVED AND FORWARDED TO THE
FINANCE AND MANAGEMENT COMMITTEE
AND CED COMMITTEE:



OFFICE OF THE CITY ADMINISTRATOR

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APPROVED AS TO FORM AND LEGALITY


Agency Counsel

Sullivan B. J. 01

**REDEVELOPMENT AGENCY
OF THE CITY OF OAKLAND**

RESOLUTION NO. ____

RESOLUTION AUTHORIZING THE ISSUANCE AND PRESCRIBING THE TERMS, CONDITIONS AND FORMS OF NOT TO EXCEED \$30,555,000 PRINCIPAL AMOUNT OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND COLISEUM AREA REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2006B AND \$77,850,000 PRINCIPAL AMOUNT OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND COLISEUM AREA REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2006B-T (FEDERALLY TAXABLE), AUTHORIZING THE REFUNDING OF THE OUTSTANDING COLISEUM AREA REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2003, APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST, A BOND PURCHASE CONTRACT AND AN ESCROW AGREEMENT; APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; APPROVING THE SELECTION AND RETENTION OF A FINANCING TEAM; AUTHORIZING PAYMENT OF COSTS OF ISSUANCE; ALLOCATING BOND PROCEEDS TO FINANCE REDEVELOPMENT ACTIVITIES IN THE REVELOPMENT PROJECT AREA; AND AUTHORIZING AND APPROVING NECESSARY ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Redevelopment Agency of the City of Oakland (the "Agency") is a public body, corporate and politic, duly organized and existing and authorized to transact business and exercise its powers, all under and pursuant to the Community Redevelopment Law, being Part 1 of Division 24 of the Health and Safety Code of the State of California (the "Law") and the powers of the Agency include the power to issue refunding bonds; and

WHEREAS, a redevelopment plan for the Coliseum Area Redevelopment Project (the "Redevelopment Project") in the City of Oakland has been adopted in compliance with all requirements of the Law; and

WHEREAS, the Agency, in order to finance redevelopment activities with respect to the Redevelopment Project, has heretofore issued its Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2003 (the "Series 2003 Bonds");

WHEREAS, in order to refund the Series 2003 Bonds and to finance redevelopment activities with respect to the Redevelopment Project, the Agency intends to issue two series of bonds (collectively, the "Bonds") as more fully described below under and pursuant to the Law and the hereinafter defined Indenture;

NOW, THEREFORE, BE IT RESOLVED, as follows:

Section 1. Conditions Precedent. All conditions, things and acts required by law to exist, to happen and to be performed precedent to and in connection with the issuance by the Agency of refunding bonds exist, have happened and have been performed in due time, form and manner, in accordance with applicable law, and the Agency is now authorized pursuant to the Law to incur indebtedness in the manner and form provided in this Resolution, as it may be supplemented from time to time.

Section 2. Indenture. The Indenture of Trust (the "Indenture"), between the Agency and Wells Fargo Bank, National Association, as trustee (the "Trustee"), in substantially the form on file with the Secretary of the Agency, is hereby approved and adopted. The Agency Administrator or the Agency Treasurer, or the designee of either, each acting alone, is hereby authorized and directed to execute, and the Secretary of the Agency (the "Secretary of the Agency") is hereby authorized to attest to, the Indenture in substantially such form, with such changes, additions, amendments or modifications (including but not limited to changes, additions, amendments or modifications necessary to obtain ratings on the Bonds or a municipal bond insurance commitment), which are approved by the Agency Administrator and the Agency Treasurer, in consultation with Agency Counsel (the "Agency Counsel"), as being in the interest of the Agency, such approval to be conclusively evidenced by said execution. The Agency hereby agrees to comply with, or cause to be complied with, all covenants of the Agency set forth in the Indenture.

Section 3. Issuance of Bonds. The Board of the Agency hereby authorizes the issuance of the Bonds in two series which shall be designated as (i) the "Redevelopment Agency of the City of Oakland Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B" (the "Series 2006B Bonds") and (ii) the "Redevelopment Agency of the City of Oakland Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B-T (Federally Taxable)" (the "Series 2006B-T Bonds") . The Series 2006B Bonds and the Series 2006B-T Bonds shall be subject to the terms set forth in Section 5 below and to the terms set forth in the Purchase Contract (defined below). Pursuant to Section 5903 of the Government Code, the Agency finds and determines that the interest on the Series 2006B-T Bonds shall be subject to all applicable federal income taxation.

Section 4. Forms of Bonds. The form of the Series 2006B Bonds and the form of the Series 2006B-T Bonds, in substantially the forms attached to the Indenture, are hereby approved. The Agency Administrator or the Agency Treasurer, or the designee of either, each acting alone, is hereby authorized and directed to approve and to execute the Bonds by manual or facsimile signature; and the Secretary of the Agency is hereby authorized and directed to attest, by manual or facsimile signature and to cause the seal of the Agency to be reproduced or impressed on the Bonds, with such changes, additions, amendments or modifications made in accordance with Section 5 and Section 11 hereof.

Section 5. Bond Purchase Contract. The Bond Purchase Contract (the "Purchase Contract"), by and among the Agency, the Oakland Joint Powers Financing Authority and the Underwriters (as hereinafter defined), substantially in the form submitted to this meeting, is hereby approved and the Agency Administrator or the Agency Treasurer, or the designee of either, each acting alone, is hereby authorized and directed to execute and deliver the Purchase

Contract with such changes therein as the Agency Administrator and the Agency Treasurer may approve, such approval to be conclusively evidenced by the execution and delivery of such Purchase Contract, provided that the aggregate principal amount of Series 2006B Bonds to be issued shall not exceed \$30,555,000, the aggregate principal amount of Series 2006B-T Bonds to be issued shall not exceed \$77,850,000, the true interest cost of the Series 2006B Bonds shall not exceed six and one-half percent (6.5%), the true interest cost of the Series 2006B-T Bonds shall not exceed seven and one-half percent (7.5%), the Underwriters' discount (excluding original issue discount, if any) on either series of Bonds shall not exceed one-half of one percent (0.5%), and the final maturity for Bonds shall not exceed 40 years. Morgan Stanley & Co. Incorporated and Stone & Youngberg LLC are hereby approved as the underwriters of the Bonds (collectively, the "Underwriters").

Section 6. Escrow Agreement. The Escrow Agreement relating to the refunding and defeasance of the Series 2003 Bonds (the "Escrow Agreement"), by and between the Agency and Wells Fargo Bank, National Association, as escrow agent, substantially in the form submitted to this meeting, is hereby approved, and the Agency Administrator or the Agency Treasurer, or the designee of either, each acting alone, is hereby authorized and directed to execute and deliver the Escrow Agreement with such changes therein as the Agency Administrator and Agency Treasurer may approve, such approval to be conclusively evidenced by the execution and delivery of such Escrow Agreement.

Section 7. Appointment of Depositories and Other Agents. The Agency Administrator and the Agency Treasurer are hereby authorized and directed to appoint from time to time one or more depositories for the Bonds, as he may deem desirable. The Agency Administrator and the Agency Treasurer are hereby also authorized and directed to appoint from time to time one or more agents, as he may deem necessary or desirable. To the extent permitted by applicable law, and under the supervision of the Agency Administrator and the Agency Treasurer, such agents may serve as paying agent, Trustee or registrar for the Bonds, or financial printer, or may assist the Agency Administrator and the Agency Treasurer in performing any or all of such functions and other duties as the Agency Administrator and the Agency Treasurer shall determine. Such agents shall serve under such terms and conditions as the Agency Administrator and the Agency Treasurer shall determine. The Agency Administrator and the Agency Treasurer may remove or replace agents appointed pursuant to this section at any time.

Section 8. Municipal Bond Insurance Policy. The Agency Administrator and the Agency Treasurer are hereby authorized to negotiate and procure a municipal bond insurance policy or policies for the Bonds so long as such policy or policies, in the opinion of such parties, will result in present value debt service savings to the Agency, taking into account the cost of the premium for such policy to the Agency. If a municipal bond insurance policy is to be obtained, the Agency Administrator and the Agency Treasurer are hereby authorized to negotiate such additional covenants and agreements to be observed by the Agency as may be required by such municipal bond insurer, and such covenants and agreements shall be reflected in the Indenture as executed by the Agency.

Section 9. Official Statement. The Agency Administrator and the Agency Treasurer are hereby authorized and directed, in consultation with the Agency Counsel, to prepare a preliminary official statement for the Bonds authorized by this Resolution. The form of proposed preliminary official statement (the "Preliminary Official Statement"), in substantially the form presented to this Agency Board and, on file with the Secretary of the Agency, is hereby approved and adopted with such changes, additions, amendments or modifications as may be made in accordance with Section 11 hereof. The Agency Administrator is hereby authorized to cause the distribution of a Preliminary Official Statement for the Bonds, deemed final by this Agency Board for purposes of Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934, as amended, and the Agency Treasurer and the Agency Administrator are each separately authorized to execute a certificate to that effect. The Agency Treasurer and the Agency Administrator are each separately authorized and directed to sign a final Official Statement for the Bonds. The Agency Administrator is hereby authorized and directed to cause to be printed and mailed to prospective purchasers of the Bonds copies of the Preliminary Official Statement and the final Official Statement.

Section 10. Appointment of Financial Advisor. The retention of the firm of Kelling Northcross & Nobriga, a Division of Zions First National Bank ("KNN"), as financial advisor to the Agency for the Bonds, is hereby approved. The Agency Treasurer is hereby authorized to negotiate and execute contractual agreements with KNN, in connection with the issuance of the Bonds.

Section 11. Payment of Costs of Issuance. The Agency Treasurer is hereby authorized and directed to pay, or cause to be paid on behalf of the Agency, the costs of issuance associated with the Bonds.

Section 12. Allocation of Bond Proceeds. The Agency hereby allocates the bond proceeds to finance redevelopment activities in the Redevelopment Project.

Section 13. Modification to Documents. Any Agency official authorized by this Resolution to execute any document is hereby further authorized, in consultation with the Agency Administrator and the Agency Counsel, to approve and make such changes, additions, amendments or modifications to the document or documents the official is authorized to execute as may be necessary or advisable (provided that such changes, additions, amendments or modification shall comply with the parameters set forth in Section 5 above). The approval of any change, addition, amendment or modification to any of the aforementioned documents shall be evidenced conclusively by the execution and delivery of the document in question.

Section 14. Ratification. All actions heretofore taken by the officials, employees and agents of the Agency with respect to the sale and issuance of the Bonds are hereby approved, confirmed and ratified.

Section 15. General Authority. The Agency Treasurer, the Agency Administrator, the Secretary of the Agency or each such person's duly authorized designee and agent, and any other officials of the Agency and their duly authorized designee and agents are hereby authorized and directed, for and in the name and on behalf of the Agency, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents including a Continuing Disclosure Certificate, a tax certificate or certificates for the Series

2006B Bonds, an agreement relating to the delivery of a debt service reserve fund surety bond, letters of representation to any depository for the Bonds, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and delivery of the Bonds and the refunding of the Series 2003 Bonds, and to effectuate the purposes thereof and of the documents herein approved in accordance with this Resolution.

The Agency Administrator and the Agency Treasurer may designate in writing one or more persons to perform any act, which such persons are hereby authorized by this Resolution to perform.

Section 16 . Effect. This Resolution shall take effect immediately upon its passage.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 20_____

PASSED BY THE FOLLOWING VOTE:

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

NOES -

ABSENT -

ABSTENTION -

ATTEST: _____

LaTonda Simmons
Secretary of the Redevelopment Agency
of the City of Oakland, California

OFFICE OF THE
CITY CLERK

2006 AUG 31 AM 11:02

APPROVED AS TO FORM AND LEGALITY
A. Jordan for K. S. Smith
Joint Powers Financing Authority Counsel

OAKLAND JOINT POWERS FINANCING AUTHORITY

RESOLUTION NO. _____ J.P.F.A.

RESOLUTION OF THE OAKLAND JOINT POWERS FINANCING AUTHORITY AUTHORIZING THE PURCHASE AND SALE OF NOT TO EXCEED \$30,555,000 PRINCIPAL AMOUNT OF REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND COLISEUM AREA REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2006B AND NOT TO EXCEED \$77,850,000 PRINCIPAL AMOUNT OF REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND COLISEUM AREA REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2006B-T (FEDERALLY TAXABLE), UPON CERTAIN TERMS AND CONDITIONS, APPROVING DISTRIBUTION OF OFFICIAL STATEMENT RELATING THERETO, AND PROVIDING OTHER MATTERS PROPERLY RELATING THERETO

WHEREAS, the City of Oakland (the "City") and the Redevelopment Agency of the City of Oakland (the "Agency") have entered into a Joint Exercise of Powers Agreement, dated as of February 1, 1993 (the "Agreement"), creating the Oakland Joint Powers Financing Authority (the "Authority"); and

WHEREAS, pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act") and the Agreement, the Authority is authorized to purchase bonds issued by the Agency for financing and refinancing public capital improvements; and

WHEREAS, pursuant to the Act and the Agreement the Authority is further authorized to sell bonds so purchased to public or private purchasers at public or negotiated sale; and

WHEREAS, the Authority desires to purchase from the Agency not to exceed \$30,555,000 aggregate principal amount of Redevelopment Agency of the City of Oakland Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B (the "Series 2006B Bonds") and \$77,850,000 aggregate principal amount of Redevelopment Agency of the City of Oakland Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B-T (Federally Taxable) (the "Series 2006B-T Bonds" and, together with the Series 2006B Bonds, the "Bonds"), solely from the proceeds received from the Authority's concurrent sale of the

Bonds to Morgan Stanley & Co. Incorporated and Stone & Youngberg LLC, as purchasers of the Bonds (collectively, the "Underwriters"); and

WHEREAS, the Agency has caused an Official Statement relating to the Bonds (the "Official Statement") to be submitted to the Authority for approval for distribution to purchasers of the Bonds;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Oakland Joint Powers Financing Authority, as follows:

Section 1. Sale of Bonds. The bond purchase contract (the "Purchase Contract"), by and among the Agency, the Authority, and the Underwriters, substantially in the form on file with the Secretary of the Authority is hereby approved. The President, the Executive Director or the Treasurer of the Authority, each acting alone, is hereby authorized and directed, for and in the name and on behalf of the Authority, to accept the offer to purchase the Bonds from the Agency for concurrent resale to the Underwriters, and to accept the offer of the Underwriters to purchase the Bonds from the Authority, subject to the terms and conditions of the Purchase Contract, and to execute and deliver the Purchase Contract to the Agency and the Underwriters; provided that the aggregate principal amount of Series 2006B Bonds to be issued shall not exceed \$30,555,000, the aggregate principal amount of Series 2006B-T Bonds to be issued shall not exceed \$77,850,000, the true interest cost of the Series 2006B Bonds shall not exceed six and one-half percent (6.5%), the true interest cost of the Series 2006B-T Bonds shall not exceed seven and one-half percent (7.5%), the Underwriters' discount (excluding original issue discount, if any) on either series of Bonds shall not exceed one-half of one percent (0.5%), and the final maturity for the Bonds shall not exceed 40 years. Approval of any additions or changes in such form shall be conclusively evidenced by such execution and delivery of the Purchase Agreement.

Section 2. Official Statement. The Official Statement relating to the Bonds, together with such amendments and supplements as shall be necessary or convenient to accurately describe the Bonds in accordance with the Purchase Contract, this Resolution and the other related proceedings and documents, is hereby approved for distribution to the purchasers of the Bonds.

Section 3. Official Action. The President, the Executive Director, the Treasurer and the Secretary of the Authority, and any and all other officers of the Authority are hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the sale and delivery of the Bonds to the Authority for resale and delivery to the Underwriters pursuant to the Purchase Contract approved herein.

Section 4. Effective Date. This resolution shall take effect from and after the date of approval and adoption thereof.

The foregoing resolution was passed and adopted by the Board of Directors of the Oakland Joint Powers Financing Authority at a special meeting held on September __, by the following vote:

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 20_____

PASSED BY THE FOLLOWING VOTE:

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

NOES -

ABSENT -

ABSTENTION -

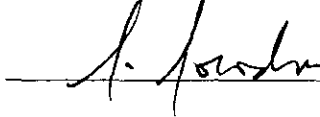
ATTEST: _____

LaTonda Simmons
Secretary of the Oakland Joint Powers Financing
Authority of the City of Oakland, California

OFFICE OF THE CITY CLERK
OAKLAND

2006 AUG 31 AM 11:03

APPROVED AS TO FORM AND LEGALITY

 for K. Salem Bond

CITY OF OAKLAND

RESOLUTION NO. ____ C.M.S.

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF OAKLAND APPROVING ISSUANCE BY THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND OF NOT TO EXCEED \$30,555,000 PRINCIPAL AMOUNT OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND COLISEUM AREA REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2006B, AND \$77,850,000 PRINCIPAL AMOUNT OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND COLISEUM AREA REDEVELOPMENT PROJECT TAX ALLOCATION BONDS, SERIES 2006B-T (FEDERALLY TAXABLE), AND PROVIDING OTHER MATTERS PROPERLY RELATING THERETO

WHEREAS, the Redevelopment Agency of the City of Oakland (the "Agency") intends to issue not to exceed \$30,555,000 aggregate principal amount of its Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B, and not to exceed \$77,850,000 aggregate principal amount of its Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B-T (Federally Taxable) (collectively, the "Bonds"), under and pursuant to the provisions of Part 1 of Division 24 (commencing with Section 33000) of the Health and Safety Code of the State of California (the "Law") and other applicable laws, for the purpose of financing redevelopment activities within and of benefit to the Agency's Coliseum Area Redevelopment Project; and

WHEREAS, Section 33640 of the Law requires the Agency to obtain the approval of the City Council of the City of Oakland prior to issuance of the Bonds; and

WHEREAS, the City Council of the City of Oakland (the "City Council") finds the issuance of the Bonds as being in the public interests of the City of Oakland and of the Agency; and

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

Section 1. Approval of Issuance of Bonds. The City Council of the City of Oakland hereby approves the issuance of the Bonds by the Agency as being in the public interest of the City of Oakland and of the Agency.

Section 2. Subordination. The City Council hereby approves the subordination of the statutory pass-through payments owed to it by the Agency with respect to the Coliseum Area Redevelopment Project pursuant to Section 33607.5(e) of the Law, and any other amounts owed to the City by the Agency, to the payment of debt service on the Bonds.

Section 3. Effect. This Resolution shall take effect immediately upon its passage.

IN COUNCIL, OAKLAND, CALIFORNIA, _____, 20_____

PASSED BY THE FOLLOWING VOTE:

AYES - BROOKS, BRUNNER, CHANG, KERNIGHAN, NADEL, QUAN, REID, and PRESIDENT DE LA FUENTE

NOES -

ABSENT -

ABSTENTION -

ATTEST: _____
LaTonda Simmons
City Clerk and Clerk of the
Council of the City of Oakland, California