

FILED
OFFICE OF THE CITY CLERK
Approved as to Form and Legality

2010 MAY 13 PM 3:24 Attorney

OAKLAND CITY COUNCIL

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RESOLUTION NO. ___ C.M.S.

RESOLUTION AUTHORIZING THE SALE OF 2010-2011 TAX AND REVENUE ANTICIPATION NOTES IN AN AMOUNT NOT TO EXCEED TWO HUNDRED MILLION DOLLARS (\$200,000,000); AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND APPROVING CERTAIN RELATED ACTIONS

WHEREAS, pursuant to Section 53850 et seq. of the Government Code of the State of California (the "Government Code") contained in Article 7.6 thereof, entitled "Temporary Borrowing," on or after the first day of any fiscal year (being July 1), a city may borrow money by issuing notes for any purpose for which a city is authorized to expend moneys, including but not limited to current expenses, capital expenditures, and the discharge of any obligation or indebtedness of a city; and

WHEREAS, pursuant to Section 53853 of the Government Code, the City Council (the "Council") of the City of Oakland (the "City") has found and determined that the sum of up to Two Hundred Million Dollars (\$200,000,000) is needed for the requirements of the City to satisfy obligations payable from the General Fund of the City, and that it is necessary that an amount up to said sum be borrowed for such purpose at this time by the issuance of notes (the "Notes") therefor in anticipation of the receipt of taxes, revenues and other moneys to be received by the City for the General Fund of the City during or allocable to Fiscal Year 2010-2011; and

WHEREAS, the City intends to issue the Notes in one or more series or subseries, the interest on which may be tax-exempt or taxable, pursuant to an ordinance to be enacted; and

WHEREAS, the City desires to sell the Notes to J.P. Morgan Securities Inc. and Siebert Brandford Shank & Co., LLC (the "Underwriters"), pursuant to a Note Purchase Agreement (the "Note Purchase Agreement"), by and between the City and the Underwriters; and now therefore be it

RESOLVED: that the proposed form of Note Purchase Agreement for the sale of the Notes, by and between the City and the Underwriters, on file with the City Clerk, is hereby approved. The City Administrator or the Treasurer, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Note Purchase Agreement, substantially in such form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution thereof;

provided, however, that the underwriters' discount (exclusive of original issue discount) shall not exceed one-tenth of one percent (0.1%) of the aggregate principal amount of the Notes; and be it

FURTHER RESOLVED: that the proposed form of Fiscal Agent Agreement (the "Fiscal Agent Agreement"), by and between the City and a financial institution to be selected by the Treasurer, on file with the City Clerk, is hereby approved. The City Administrator or Treasurer, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Fiscal Agent Agreement, substantially in such form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution thereof; and be it

FURTHER RESOLVED: that the preparation and distribution of a Preliminary Official Statement relating to the Notes (the "Preliminary Official Statement"), in substantially the form and substance on file with the City Clerk, is hereby ratified and approved. The Underwriters are hereby authorized to distribute the Preliminary Official Statement to prospective purchasers in connection with the offering and sale of the Notes. The City Administrator or Treasurer, or the designee of either, is authorized to deem such Preliminary Official Statement "final" for purposes of Securities and Exchange Commission Rule 15c2-12, and is further authorized to approve the final Official Statement with such changes therein, deletions therefrom and modifications thereto, such approval to be conclusively evidenced by the execution and delivery thereof by such officer; and be it

FURTHER RESOLVED: that the City hereby covenants and agrees that it will comply with and carry out all of the provisions of that certain Continuing Disclosure Certificate to be executed by the City and dated the date of issuance and delivery of the Notes, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Any Noteholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Section. Noncompliance with this Section shall not result in any default with respect to the Notes or the acceleration of the Notes; and be it

FURTHER RESOLVED: that KNN Public Finance, A Division of Zions First National Bancorporation, is hereby appointed to serve as financial advisor and Orrick, Herrington & Sutcliffe LLP is hereby appointed to serve as bond and disclosure counsel in connection with the issuance of the Notes; and be it

FURTHER RESOLVED: that the City Administrator, Treasurer, Treasury Manager and other appropriate 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 and certificates which they deem necessary or advisable in order to consummate the execution and delivery of the documents mentioned herein and otherwise to effectuate the purposes of this Resolution and the transactions contemplated hereby, including but not limited to entering into investment agreements with respect to the Notes; and be it

FURTHER RESOLVED: that all actions heretofore taken by the officers and agents of the City Council with respect to the transactions contemplated hereby are hereby ratified, confirmed and approved; and be it

FURTHER RESOLVED: that this Resolution shall take effect immediately upon its passage.

IN COUNCIL, OAKLAND, CALIFORNIA, **JUN 1** 2010

PASSED BY THE FOLLOWING VOTE:

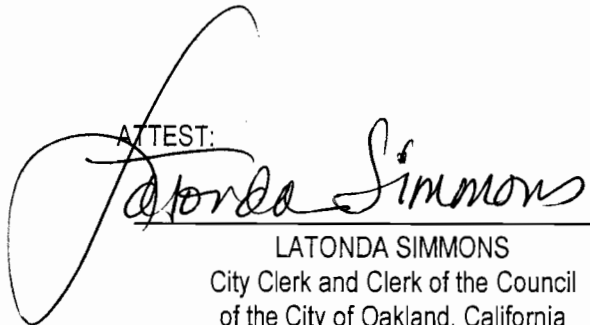
AYES- KERNIGHAN, NADEL, QUAN, DE LA FUENTE, ~~BRUNNER~~, REID, KAPLAN, AND PRESIDENT
BRUNNER - 7

NOES- 0

ABSENT- Brooks - 1

ABSTENTION- 0

ATTEST:



LATONDA SIMMONS
City Clerk and Clerk of the Council
of the City of Oakland, California