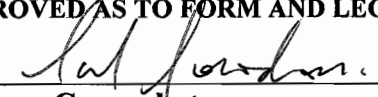


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APPROVED AS TO FORM AND LEGALITY


Agency Counsel for KSB

REDEVELOPMENT AGENCY
OF THE CITY OAKLAND
2009 - 0011
RESOLUTION NO. _____ C.M.S.

RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND AUTHORIZING THE ISSUANCE AND PRESCRIBING THE TERMS, CONDITIONS AND FORM OF NOT TO EXCEED \$60,000,000 PRINCIPAL AMOUNT OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND CENTRAL DISTRICT REDEVELOPMENT PROJECT SUBORDINATED TAX ALLOCATION BONDS, SERIES 2009T (FEDERALLY TAXABLE), APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A THIRD SUPPLEMENTAL 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 PURCHASE AND CANCELLATION OF A PORTION OF THE SERIES 2005 BONDS; APPROVING THE SELECTION AND RETENTION OF A FINANCIAL ADVISOR AND UNDERWRITER; 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

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 bonds to finance redevelopment activities; and

WHEREAS, on January 9, 2003, the Agency issued its \$120,605,000 aggregate principal amount of Central District Redevelopment Subordinated Project Tax Allocation Bonds, Series 2003 (the "Series 2003 Bonds"), pursuant to an Indenture of Trust dated as of January 1, 2003 (the "Series 2003 Indenture") between the Agency and BNY Western Trust Company (now known as The Bank of New York Mellon Trust Company, N.A.), as trustee (the "Trustee"), on February 8, 2005, the Agency issued its \$44,360,000 aggregate principal amount of Central District Redevelopment Subordinated Project Tax Allocation Bonds, Series 2005 (the "Series 2005 Bonds") pursuant to a First Supplemental Indenture of Trust dated as of February 1, 2005 (the "First Supplement") between the Agency and the Trustee, and on November 21, 2006, the Agency issued its \$33,135,000 aggregate principal amount of Central District Redevelopment Subordinated Project Tax Allocation Bonds, Series 2006T (Federally Taxable) (the "Series

2006T Bonds") pursuant to a Second Supplemental Indenture of Trust dated as of November 1, 2006 (the "Second Supplement"); and

WHEREAS, the Agency intends to issue an additional series of bonds (the "Bonds") under and pursuant to the Law and the hereinafter defined Indenture, to provide funds to finance redevelopment in the Agency's Central District Redevelopment Project, and such Bonds will be issued on a parity with the Series 2003 Bonds, the Series 2005 Bonds and the Series 2006T Bonds under and pursuant to the provisions of the Series 2003 Indenture; and

WHEREAS, the Agency also desires to use a portion of the unused proceeds of the Series 2005 Bonds to purchase and cancel a portion of the Series 2005 Bonds; 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 bonds exist, have happened and 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 may be supplemented from time to time.

Section 2. Indenture. The Third Supplemental Indenture of Trust (the "Third Supplement" and, together with the Series 2003 Indenture, the First Supplement and the Second Supplement, the "Indenture"), between the Agency and 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, each acting alone, or the designee of either, is hereby authorized and directed to execute and the Secretary of the Agency is hereby authorized to attest to, the Third Supplement 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) that are approved by the Agency Administrator or the Agency Treasurer, in consultation with 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 which shall be designated the "Redevelopment Agency of the City of Oakland Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2009T (Federally Taxable)" in an aggregate amount of not to exceed \$60,000,000, subject 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 Bonds shall be subject to all applicable federal income taxation.

Section 4. Form of Bonds. The form of the Bonds, in substantially the form attached to the Third Supplement, is hereby approved and adopted. The Agency Administrator or the Agency Treasurer, or the designee of either, 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 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 Underwriter (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, is hereby authorized and directed to execute and deliver said Purchase Contract with such changes therein as the Agency Administrator or 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 Bonds to be issued shall not exceed \$60,000,000, the true interest cost of the Bonds shall not exceed twelve percent (12.00%), the Underwriters' discount (excluding original issue discount, if any) shall not exceed eighty five one-hundredths of one percent (0.85%), and the final maturity for Bonds shall not be later than September 1, 2022. RBC Capital Markets Corporation is hereby approved as the underwriter of the Bonds (the "Underwriter").

Section 6. Purchase and Cancellation of Series 2005 Bonds. The Agency is hereby authorized to utilize all or a portion of the unused proceeds of the Series 2005 Bonds, being approximately \$17,000,000, to purchase not to exceed \$22,000,000 principal amount of the Series 2005 Bonds in the open market at a price equal to their then current market value, but in no event at a price in excess of the par amount thereof plus accrued and unpaid interest thereon. Any Series 2005 Bonds so purchased shall be delivered to the Trustee for cancellation. Additionally, if required, the Agency may also apply a portion of the unused proceeds of the Series 2005 Bonds to fund the reserve requirement for the Series 2005 Bonds in the not to exceed amount of \$4,774,657.06, and the amount of the proceeds of the Series 2005 Bonds available to purchase Series 2005 Bonds will be reduced by the actual amount used to fund such reserve requirement.

Section 7. Appointment of Depositories and Other Agents. The Agency Administrator or the Agency Treasurer, each acting alone, or the designee of either, is hereby authorized and directed to appoint from time to time one or more depositories for the Bonds, as they may deem desirable. The Agency Administrator or the Agency Treasurer, each acting alone, or the designee of either, is hereby also authorized and directed to appoint from time to time one or more agents, as she may deem necessary or desirable. To the extent permitted by applicable law, and under the supervision of the Agency Treasurer, such agents may serve as paying agent, Trustee or registrar for the Bonds, or financial printer or may assist the Agency Treasurer in performing any or all of such functions and other duties as the Agency Treasurer shall determine. Such agents shall serve under such terms and conditions, as the Agency Treasurer shall determine. 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 or the Agency Treasurer are hereby authorized to negotiate and procure a municipal bond insurance policy for the Bonds so long as such policy, 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 or the Agency Treasurer are hereby authorized to negotiate such additional conditions, 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 Trust Indenture as executed by the Agency.

Section 9. Official Statement. The Agency Administrator is 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 KNN Public Finance, A Division of Zions First National Bank, as financial advisor to the Agency on this issuance is hereby approved. The Agency Administrator or the Agency Treasurer, each acting alone, or the designee of either, is hereby authorized to negotiate and execute contractual agreements with KNN Public Finance, A Division of Zions First National Bank 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, including the payment of the costs of issuance associated with the Bonds.

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, the Agency Treasurer 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 not authorize an aggregate principal amount of Bonds in excess of \$60,000,000 or the purchase and cancellation of an aggregate amount of Series 2005 Bonds in excess of \$22,000,000. 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 Administrator, the Agency Treasurer, 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, an agreement relating to the delivery of a debt service reserve fund surety bond, and a letter 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 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, FEB 17 2009, 20

PASSED BY THE FOLLOWING VOTE:

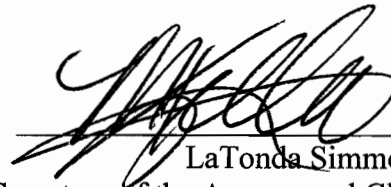
AYES - BROOKS, DE LA FUENTE, KAPLAN, KERNIGHAN, NADEL, QUAN, ~~REED~~, and CHAIRPERSON BRUNNER - 7

NOES - 0

ABSENT - *Reid - 1*

ABSTENTION - 0

ATTEST:



LaTonda Simmons
Secretary of the Agency and Clerk of the Council
of the City of Oakland, California