

CITY OF OAKLAND
AGENDA REPORT

OFFICE OF THE CITY CLERK
2006 OCT 24 12:08:55

TO: City Administrator of the City of Oakland, Agency Administrator of the
Redevelopment Agency of the City of Oakland and Executive Director of the
Oakland Joint Powers Financing Authority

ATTN: Deborah A. Edgerly

FROM: Finance and Management Agency

DATE: October 24, 2006

RE: **Resolutions Authorizing the Issuance and Prescribing the Terms, Conditions
and Form of Not to Exceed \$30,000,000 Principal Amount of the Redevelopment
Agency of the City of Oakland Central District Redevelopment Project
Subordinated Tax Allocation Bonds, Series 2006T (Federally Taxable),
Approving the Form of and Authorizing the Execution and Delivery of a Second
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
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 Redevelopment Agency of the City of Oakland (the "Agency") Central District Redevelopment Project Tax Allocation Bonds, Series 2006T (Federally Taxable) (the "Series 2006T Bonds"). The Series 2006T Bonds will be issued to finance redevelopment activities to benefit the Central District Project Area ("Project Area"), and specifically, the Fox Theater Rehabilitation Project ("Fox Project"). The Series 2006T Bonds will be secured solely by tax revenues generated within the Project Area.

The first resolution is an Agency resolution authorizing the issuance of the Series 2006T Bonds in an amount not to exceed \$30,000,000. In addition, this resolution authorizes the execution and delivery of the Second Supplemental Indenture of Trust, Bond Purchase Contract, Preliminary Official Statement, and Official Statement; retention of a financing team; payment of cost of issuance; allocation of bond proceeds; and any other 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 Series 2006T Bonds, and the distribution of the Official Statement.

The third resolution is a resolution of the City approving the Agency's issuance of the Series 2006T Bonds.

FISCAL IMPACTS

The Series 2006T Bonds will be structured as 30-year fixed rate taxable bonds. Secured solely by a pledge of the tax increment generated within the Project Area, the Series 2006T Bonds will not affect the General Fund. There are sufficient tax increment revenue and debt capacity within the Central District Project Area to fully support the Series 2006T Bonds' debt service.

The proceeds of the Series 2006T Bonds will go towards the Fox Project. The taxable nature of the bond proceeds will allow the Fox Project to capture significant fiscal benefits in the form of Historic Rehabilitation and New Market Tax Credits, as the Internal Revenue Service rules governing the use of tax-exempt bonds proceeds prevent the maximization of tax credits. In fact, by structuring the bonds as taxable, the Fox Project will be able to capitalize on approximately \$10 million more in tax credit benefits.

BACKGROUND

In 1996, the Agency purchased the Fox Theater with the intention of restoring and re-opening the theater and the attached wrap-around buildings to stimulate new investment in the Uptown District of Oakland. While some improvements were made to the Fox Theater since its purchase, it was not until recently that the Agency fully initiated the Fox Project. The Fox Project will include the renovation of the Fox Theater into a live performing arts center as well as new construction to house the Oakland School for the Arts. Currently estimated to cost approximately \$56 million, the Fox Project will be funded by a number of sources including federal and state grants, tax credits, and Agency funding.

The Series 2006T Bonds are being issued by the Agency to finance the Agency's contribution of \$25.5 million towards the Fox Project.

KEY ISSUES AND IMPACTS

The proceeds of the Series 2006T Bonds will finance a portion of the Fox Project and ultimately contribute to the Agency's overall goal of redevelopment and revitalization efforts in the Central District Redevelopment Area.

It is expected that the Fox Project will aid in establishing the Central District Project Area as an important cultural and entertainment center, while restoring a historically significant structure in the Project Area.

SUSTAINABLE OPPORTUNITIES

Economic: The Fox Project will contribute significantly to the elimination of blight in the Uptown District of Downtown Oakland. The Agency investment in the area with the proceeds of

the Series 2006T Bonds will contribute towards the creation of an arts and entertainment district in Uptown. The Fox Project will stimulate new investment in the food and entertainment sectors and benefit the local labor force by providing Living Wage employment.

Environmental: The Fox Project will preserve a historically significant structure and improve the physical environment in Downtown Oakland. The rehabilitation portion of the Fox Project will include the removal of hazardous materials from the existing building and incorporate recycled content and other environmentally sensitive materials into the new building elements. The Fox Theater is located next to the 20th Street BART station, and future patrons will be able to use mass transit to reduce the reliance on automobiles.

Social Equity: The Fox Project will exceed City local hiring by seeking to employ 50% local and small local business enterprises. In addition, the Fox Project will house the Oakland School for the Arts, which will train and educate students, providing them with the opportunity for future employment.

DISABILITY AND SENIOR CITIZEN ACCESS

The Fox Project will comply with all applicable State and Federal accessibility laws and regulations.

RECOMMENDATIONS AND RATIONALE

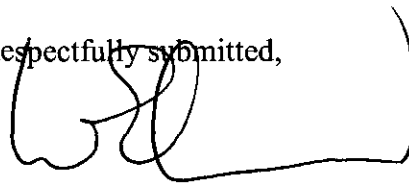
Staff recommends that the Agency's governing body, City Council, and the Governing Board of the JPFA approve the resolutions as its approval will result in generating the necessary funding for the Fox Project. The Fox Project will benefit the City in that it will:

- Establish the Central District Redevelopment Area, and thereby the City, as an important cultural and entertainment center;
- Provide employment and other economic benefits to disadvantaged persons living within or near the Project Area; and
- Restore a historically significant structure in the Project Area.

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 Series 2006T Bonds; authorizing the execution and delivery of the Second Supplemental Indenture of Trust, Bond Purchase Contract and Official Statement, and approving the Preliminary Official Statement; approving the selection and retention of a financing team; authorizing the payment of costs of issuance; allocating 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

Prepared by:

Katano Kasaine
Treasury Manager

APPROVED AND FORWARDED TO THE
FINANCE AND MANAGEMENT COMMITTEE



OFFICE OF THE CITY ADMINISTRATOR

OFFICE OF THE CITY CLERK
OF OAKLAND

APPROVED AS TO FORM AND LEGALITY

Kathleen Salin Boyd
Agency Counsel

2006 OCT 12 AM 8:55

**REDEVELOPMENT AGENCY
OF THE CITY OAKLAND**

RESOLUTION NO. ___

RESOLUTION AUTHORIZING THE ISSUANCE AND PRESCRIBING THE TERMS, CONDITIONS AND FORM OF NOT TO EXCEED \$30,000,000 PRINCIPAL AMOUNT OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND CENTRAL DISTRICT REDEVELOPMENT PROJECT SUBORDINATED TAX ALLOCATION BONDS, SERIES 2006T (FEDERALLY TAXABLE), APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND 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 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

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 Trust Company, N.A.), as trustee (the "Trustee"), and 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

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 and the Series 2005 Bonds under and pursuant to the provisions of the Series 2003 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 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 Second Supplemental Indenture of Trust (the "Second Supplement" and, together with the Series 2003 Indenture and the First 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 Second 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 2006T (Federally Taxable)" in an aggregate amount of not to exceed \$30,000,000, 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 Second 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 \$30,000,000, the true interest cost of the Bonds shall not exceed seven percent (7.00%), the

Underwriters' discount (excluding original issue discount, if any) shall not exceed sixty-five one-hundredths of one percent (0.65%), and the final maturity for Bonds shall not be later than September 1, 2022. Bear Stearns & Co. Inc. is hereby approved as the underwriter of the Bonds (the "Underwriter").

Section 6. 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 she 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 7. Municipal Bond Insurance Policy. The Agency Administrator and 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 and 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 8. 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 9. Appointment of Financial Advisor. The retention of the firm of Public Financial Management, Inc. 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 Public Financial Management, Inc. in connection with the issuance of the Bonds.

Section 10. 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 11. 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 12. 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 \$30,000,000. 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 13. 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 14. 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 15 . 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 Agency and Clerk of the Council
of the City of Oakland, California

OFFICE OF THE CITY CLERK
CITY OF OAKLAND

2006 OCT 12 AM 8:55

APPROVED AS TO FORM AND LEGALITY


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 \$30,000,000 PRINCIPAL
AMOUNT OF REDEVELOPMENT AGENCY OF THE CITY OF
OAKLAND CENTRAL DISTRICT REDEVELOPMENT PROJECT
SUBORDINATED TAX ALLOCATION BONDS, SERIES 2006T
(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 \$30,000,000 aggregate principal amount of Redevelopment Agency of the City of Oakland Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2006T (Federally Taxable) (the "Bonds"), solely from the proceeds received from the Authority's concurrent sale of the Bonds to Bear Stearns & Co. Inc. (the "Underwriter"); 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 Underwriter, substantially in the form on file with the Secretary of the Authority is hereby approved. Each of the President, the Executive Director or the Treasurer of the Authority, is hereby authorized and directed, each acting alone, 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 Underwriter, and to accept the offer of the Underwriter 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 Underwriter; provided, however, that the stated average annual interest rate payable with respect to the Bonds shall not exceed seven percent (7.00%) per annum, and the Underwriter's discount (excluding original issue discount, if any) for the purchase of the Bonds shall not exceed sixty-five one-hundredths of one percent (0.65%) of the par amount thereof. Approval of any additions or changes in such form shall be conclusively evidenced by such execution and delivery of the Purchase Contract.

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 Underwriter 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 _____, 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



City Attorney

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 \$30,000,000 AGGREGATE PRINCIPAL AMOUNT OF REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND CENTRAL DISTRICT REDEVELOPMENT PROJECT SUBORDINATED TAX ALLOCATION BONDS, SERIES 2006T (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 \$30,000,000, aggregate principal amount of its Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2006T (Federally Taxable) (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 Central District 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 of Agency Loans. The City Council hereby agrees and acknowledges that the repayment of amounts which have been advanced, or which will in the future be advanced, by the City to the Agency are subordinate as to tax increment revenues 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
Clerk of the Council of the
City of Oakland, California