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Approved as to Form and Legality

  
Joint Powers Financing Authority Counsel

**OAKLAND JOINT POWERS FINANCING AUTHORITY**

**2008 - 0002**

RESOLUTION NO. \_\_\_\_\_ J.P.F.A.

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**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF LEASE REVENUE BONDS (OAKLAND ADMINISTRATION BUILDINGS) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED ONE HUNDRED TWENTY FIVE MILLION DOLLARS (\$125,000,000); AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT, LEASE, SUBLEASE, ESCROW AGREEMENT, BOND PURCHASE 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 RETENTION OF BOND COUNSEL, FINANCIAL ADVISOR AND UNDERWRITERS; AND AUTHORIZING PAYMENT OF COSTS OF ISSUANCE**

**WHEREAS**, the City of Oakland (the "City") is a municipal corporation and charter city duly organized and existing under the Charter of the City (the "Charter") and the laws of the State of California (the "State"); and

**WHEREAS**, the City and the Redevelopment Agency of the City of Oakland (the "Agency") have heretofore executed 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**, on June 10, 2004, the Authority issued \$117,200,000 Oakland Joint Powers Financing Authority Lease Revenue Bonds (Oakland Administration Buildings), 2004 Series A (the "2004 Bonds"), to refinance the design, construction, rehabilitation and equipping of the Wilson Building (150 Frank H. Ogawa Plaza) and the Dalziel Building (250 Frank H. Ogawa Plaza) (collectively, the "Property") for the City; and

**WHEREAS**, the Authority desires to issue lease revenue refunding bonds in order to refund its 2004 Bonds and finance any termination payments owed with respect to termination of the interest rate swap agreements relating to the 2004 Bonds; and

**WHEREAS**, the Authority will lease the Property from the City pursuant to an Amended and Restated Lease Agreement (the "Lease"); and

**WHEREAS**, the Authority will lease the Property back to the City pursuant to an Amended and Restated Sublease Agreement (the "Sublease"); and

**WHEREAS**, lease payments paid by the City to the Authority pursuant to the Sublease will secure the Bonds; and

**WHEREAS**, all acts, conditions and things required by the Agreement and the laws of the State to exist, to have happened and to have been performed precedent to and in connection with the enactment of this Resolution do exist, have happened and have been performed in regular and due time, form and manner as required by law; now, therefore, be it

**RESOLVED**, that the governing body of the Oakland Joint Powers Financing Authority (the "Board") hereby finds, determines, declares and resolves as follows:

**Section 1. Recitals.** All of the recitals set forth above are true and correct, and the Board so finds and determines.

**Section 2. Issuance of Bonds.** The Authority hereby authorizes the issuance of lease revenue refunding bonds of the Authority, in one or more series at fixed or variable rates, which shall be designated the "Oakland Joint Powers Financing Authority Lease Revenue Refunding Bonds (Oakland Administration Buildings)" in an aggregate principal amount of not to exceed \$125,000,000 with such series designations and other changes to the name of the bonds as deemed appropriate by the Executive Director of the Authority (collectively, the "Bonds"), subject to the following:

- (a) The rate of interest on the Bonds shall not exceed twelve percent (12%).
- (b) Underwriter's discount for the Bonds shall not exceed 0.65% of the principal amount of the Bonds.

**Section 3. Form of Bonds.** The form of the Bonds, in substantially the form attached as Exhibit A to the Trust Agreement described below, is hereby approved and adopted. The President, Vice-President, Director of the Finance and Management Agency, or Executive Director is hereby authorized and directed to approve and to execute the Bonds by manual or facsimile signature; and the Secretary of the Authority (the "Secretary") is hereby authorized and directed to attest, by manual or facsimile signature and to cause the seal of the Authority to be reproduced or impressed on the Bonds, with such changes, additions, amendments or modifications made in accordance with Section 14 hereof.

**Section 4. Trust Agreement.** The proposed form of the Trust Agreement by and between the Authority and a trustee named therein, on file with the Secretary of the Authority, is hereby approved. The President, Vice-President or Executive Director, Director of the Finance and Management Agency, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Trust Agreement, substantially in such form, with such changes, additions, amendments or modifications made in accordance with Section 14 hereof.

**Section 5.** Escrow Agreement. The proposed form of the Escrow Agreement by and between the Authority and the escrow agent named therein, on file with the Secretary of the Authority, is hereby approved. The President, Vice-President or Executive Director, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Escrow Agreement, substantially in such form, with such changes, additions, amendments or modifications made in accordance with Section 14 hereof.

**Section 6.** Lease. The proposed form of the Lease by and between the City, as Lessor, and the Authority, as Lessee, on file with the Secretary of the Authority, is hereby approved. The President, Vice-President or Executive Director, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Lease, substantially in such form, with such changes, additions, amendments or modifications made in accordance with Section 14 hereof.

**Section 7.** Sublease. The proposed form of the Sublease by and between the Authority, as Lessor, and the City, as Lessee, on file with the Secretary of the Authority, is hereby approved. The President, Vice-President or Executive Director, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Sublease, substantially in such form, with such changes, additions, amendments or modifications made in accordance with Section 14 hereof.

**Section 8.** Bond Purchase Agreement. The proposed form of the Bond Purchase Agreement, by and among the Authority, the City and UBS Investment Bank, as representative, on file with the Secretary of the Authority, is hereby approved. The President, Vice-President or Executive Director, Director of Finance and Management Agency, or a designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver one or more Bond Purchase Agreements, substantially in said form, with such changes, additions, amendments or modifications made in accordance with Section 14 hereof.

**Section 9.** Official Statement. The Executive Director of the Authority is hereby authorized and directed, in consultation with the City Attorney, 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 Board and, on file with the Secretary, is hereby approved and adopted with such changes, additions, amendments or modifications as may be made in accordance with Section 14 hereof. The Executive Director is hereby authorized to cause the distribution of a Preliminary Official Statement for the Bonds, deemed final by this Board for purposes of Rule 15c2-12 of the Securities and Exchange Act of 1934, as amended, and the President and the Executive Director are each separately authorized to execute a certificate to that effect. The President and the Executive Director are each separately authorized and directed to sign a final Official Statement for the Bonds. The Executive Director is hereby authorized and directed to cause to be electronically posted, electronically distributed, printed and mailed to

prospective buyers of the Bonds copies of the Preliminary Official Statement and the final Official Statement.

**Section 10. Authorization of Variable Rate Bonds and Related Bond Provisions.**

The President, Vice-President or Executive Director, or a designee of any such official, is hereby authorized to approve variable rate bond provisions and related provisions in the Lease, Sublease and other Bond documents. The Authority approves the selection by the City of one or more financial institutions to provide one or more letters of credit to support variable rate bonds and the negotiation by the City of the terms of one or more reimbursement agreements (the "Reimbursement Agreement") with terms that provide for payment by the City to the financial institutions of amounts not to exceed fair rental values as described in Section 3.03 of the Sublease (such payments may include amounts characterized as deferred rental). Any amounts payable by the City to the financial institutions that are in excess of the foregoing shall be subject to appropriations. The President, Vice-President or Executive Director, or designee of any such official, is hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver, the Reimbursement Agreement, in such form as such officer may require or approve, such approval shall be conclusively evidenced by the execution and delivery thereof.

**Section 11. Appointment of Bond Counsel, Financial Advisor and Underwriter.**

The retention of the law firm of Hawkins Delafield & Wood LLP as bond counsel to the Authority, Public Financial Management, Inc., as financial advisor and UBS Investment Bank and Banc of America Securities as underwriters for the Bonds, in connection with the issuance of the Bonds is hereby approved.

**Section 12. Appointment of Other Agents.**

The Executive Director 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 Executive Director, such agents may serve as paying agent, fiscal agent or registrar for the Bonds, or financial printer or verification agent or may assist the Executive Director in performing any or all of such functions and other duties as the Executive Director shall determine. Such agents shall serve under such terms and conditions, as the Executive Director shall determine. The Executive Director may remove or replace agents appointed pursuant to this section at any time.

**Section 13. Payment of Costs of Issuance.**

The Executive Director is hereby authorized and directed to pay, or cause to be paid on behalf of the Authority, the costs of issuance associated with the Bonds.

**Section 14. Modification to Documents.**

Any official of the Authority authorized by this Resolution to execute any document is hereby further authorized, in consultation with the Executive Director and the City Attorney, 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 modifications shall be within the parameters provided for in Section 2.) 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 15. Ratification.** All actions heretofore taken by the officials, employees and agents of the City with respect to the sale and issuance of the Bonds are hereby approved, confirmed and ratified.

IN COUNCIL, OAKLAND, CALIFORNIA MAR 18 2008, 2008

PASSED BY THE FOLLOWING VOTE:

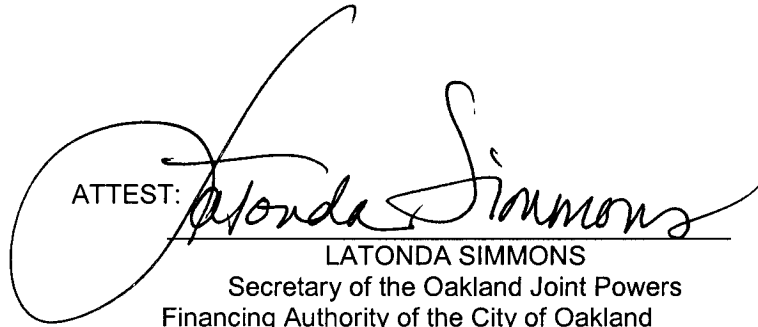
AYES- BROOKS, BRUNNER, CHANG, NADEL, QUAN, REID. KERNIGHAN and PRESIDENT DE LA FUENTE -8

NOES -0

ABSENT -0

ABSTENTION -0

ATTEST:



LATONDA SIMMONS  
Secretary of the Oakland Joint Powers  
Financing Authority of the City of Oakland