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APPROVED AS TO FORM AND LEGALITY

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REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND

2010-0111
RESOLUTION NO. _____ C.M.S.

RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND:
(1) FOR THE PURPOSE OF FINANCING A PORTION OF THE AGENCY'S OBLIGATIONS TO THE BROADWAY/MACARTHUR/SAN PABLO REDEVELOPMENT PROJECT, AUTHORIZING THE ISSUANCE OF THE REDEVELOPMENT AGENCY OF THE CITY OF OAKLAND BROADWAY/MACARTHUR/SAN PABLO REDEVELOPMENT PROJECT SECOND LIEN TAX ALLOCATION BONDS, SERIES 2010-T (FEDERALLY TAXABLE RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS - DIRECT PAYMENT) IN AN AMOUNT NOT TO EXCEED \$8,050,000; (2) APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDENTURE OF TRUST AND A BOND PURCHASE CONTRACT; (3) APPROVING THE FORM OF AND AUTHORIZING THE DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND AUTHORIZING EXECUTION AND DELIVERY OF AN OFFICIAL STATEMENT; (4) APPROVING THE FORM OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST RELATING TO THE AGENCY'S SERIES 2006C BONDS; (5) AUTHORIZING PAYMENT OF COSTS OF ISSUANCE; (6) ALLOCATING BOND PROCEEDS TO FINANCE REDEVELOPMENT ACTIVITIES IN THE REDEVELOPMENT PROJECT AREA; AND (7) AUTHORIZING AGENCY OFFICIALS TO TAKE SUCH OTHER ACTIONS NECESSARY TO ISSUE THE BONDS

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, pursuant to the American Recovery and Reinvestment Act of 2009 ("ARRA"); the City of Oakland (the "City") received from the federal government an initial allocation of authority to issue recovery zone economic development bonds ("RZEDBs") within the meaning of Section 1400U-2 to the Internal Revenue Code of 1986, as amended (the "Code") in the aggregate principal amount of \$5,054,000 and pursuant to its resolution adopted on the date hereof, the City has transferred such allocation to the Agency and the Bonds (defined below); and

WHEREAS, pursuant to ARRA, by its Resolution No. 82504 C.M.S. adopted January

19, 2010, the City established the area within the City as a recovery zone within the meaning of ARRA and the Agency desires to confirm the City's establishment of the area within the Agency's Broadway/MacArthur/San Pablo Redevelopment Project (the "Project Area") as within a recovery zone; and

WHEREAS, the Agency, pursuant to a reallocation process undertaken by the California Debt Limit Allocation Committee, the Agency has received an additional allocation of authority to issue RZEDBs in the amount of \$3,000,000; and

WHEREAS, the Agency intends to issue its Redevelopment Agency of the City of Oakland Second Lien Tax Allocation Bonds, Series 2010-T (Federally Taxable Recovery Zone Economic Development Bonds - Direct Payment) (the "Bonds") under and pursuant to the Law;

WHEREAS, the Agency issued its Redevelopment Agency of the City of Oakland Tax Allocation Bonds, Series 2006C-TE (the "Series 2006C-TE Bonds"), and the Redevelopment Agency of the City of Oakland Broadway/MacArthur/San Pablo Redevelopment Project Tax Allocation Bonds, Series 2006C-T (Federally Taxable) (the "Series 2006C-T Bonds" and, together with the Series 2006C-TE Bonds, the "Series 2006C Bonds; and

WHEREAS, the Series 2010-T Bonds will be secured by a edge of certain tax revenues deriving from the Agency's Broadway/MacArthur/San Pablo Redevelopment Project Area on a basis subordinate to the pledge thereof securing the Series 2006C Bonds; and

WHEREAS, in order to enhance the marketability of the Bonds, the Agency desires to covenant not incur additional obligations secured by tax revenues on parity with the pledge thereof securing the Series 2006C 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 Indenture of Trust (the "Indenture"), between the Agency and the Trustee, selected by the Agency by a competitive process through a Request for Proposals (RFP), 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 Broadway/MacArthur/San Pablo Redevelopment Project Second Lien Tax Allocation Bonds, Series 2010-T (Federally Taxable Recovery Zone Economic Development Bonds - Direct Payment)” in an aggregate amount of not to exceed \$8,050,000, 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 \$8,050,000, 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 one and five one-hundredths percent (1.050 %), and the final maturity for Bonds shall not be later than September 1, 2045. E. J. De La Rosa & Co., Inc and Blaylock Robert Van, LLC are hereby approved as the underwriters of the Bonds (the “Underwriters”).

Section 6. First Supplemental Indenture Relating to Series 2006C Bonds. The First Supplemental Indenture of Trust (the “First Supplemental Indenture”), amending and supplementing the Indenture of Trust by and between the Agency and Wells Fargo Bank, National Association, as trustee, relating to the Series 2006C Bonds, 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 First Supplemental Indenture in substantially such form, with such changes, additions, amendments or modifications 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 First Supplemental Indenture.

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. 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. Recovery Zone. The Agency hereby confirms the establishment by the City of the area within the Project Area as within a recovery zone and confirms that projects funded with Bond proceeds will be in such recovery zone. The Agency expressly assigns to the Bonds its allocations of authority to issue RZEDBs in the respective amounts of \$5,054,000 and \$3,000,000 received by the Agency as described in the recitals of this Resolution.

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 \$8,050,000. 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 Tax Certificate, 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 OCT 19 2010, 2010

PASSED BY THE FOLLOWING VOTE:

AYES: BROOKS, DE LA FUENTE, KAPLAN, KERNIGHAN, NADEL, QUAN, REID,
AND PRESIDENT BRUNNER - 8

NOES: 0

ABSENT: 0

ABSTENTION: 0

ATTEST:



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