

## RESOLUTION NO. 11-2

**A RESOLUTION OF THE RICHMOND JOINT POWERS FINANCING AUTHORITY AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF NOT TO EXCEED \$6,250,000 PRINCIPAL AMOUNT OF RICHMOND JOINT POWERS FINANCING AUTHORITY REASSESSMENT REVENUE REFUNDING BONDS; APPROVING THE FORMS OF AMENDED AND RESTATED TRUST AGREEMENT, PRELIMINARY OFFICIAL STATEMENT, BOND PURCHASE AGREEMENT AND ESCROW AGREEMENT, AUTHORIZING THE EXECUTION AND DELIVERY THEREOF, AND AUTHORIZING AND DIRECTING CERTAIN RELATED ACTIONS NECESSARY TO IMPLEMENT THE PROPOSED REFUNDING PROGRAM**

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**WHEREAS**, the Richmond Joint Powers Financing Authority is a joint exercise of powers entity duly organized and existing under and by virtue of the laws of the State of California (the “Authority”); and

**WHEREAS**, the Authority is empowered under the provisions of Article 4, Chapter 5, Division 7, Title 1 of the California government Code (the “Law”) to issue bonds for the purpose of purchasing various local obligations issued by certain local agencies, including the City, and to issue bonds for the purpose of refunding bonds previously issued by the Authority under the Law; and

**WHEREAS**, the Authority previously issued its Richmond Joint Powers Financing Authority Revenue Reassessment Bonds, 2003 Series A (the “Prior Bonds”) to purchase City of Richmond Limited Obligation Refunding Improvement Bonds, Reassessment District No. 2003-01, the proceeds of which were used to fund the acquisition and construction of capital improvements in the Reassessment District; and

**WHEREAS**, the interest rates are now such that the Authority can achieve interest savings by refunding the Prior Bonds; and

**WHEREAS**, the Authority has determined to issue its Richmond Joint Powers Financing Authority Reassessment District Revenue Refunding Bonds, Series 2011A (the “Bonds”) to refund the Prior Bonds, to fund a reserve fund for the Bonds and to pay costs of issuance of the Bonds; and

**WHEREAS**, the Authority has determined that the estimated amount necessary to refund the Prior Bonds, to fund the reserve fund and to pay costs of issuance will require the issuance of the Bonds in the aggregate principal amount not to exceed six million two hundred fifty thousand Dollars (\$6,250,000); and

**WHEREAS**, the Authority and the City have determined that all things necessary to make the Bonds, when authenticated by the Trustee, and issued as provided in that certain Amended and Restated Trust Agreement (the “Amended and Restated Trust Agreement”), between the Authority and U.S. Bank National Association, as trustee (the “Trustee”), the valid, binding and legal obligations of the Authority according to the import thereof and hereof have been done and performed; and

**WHEREAS**, in furtherance of implementing the financing, there have been filed with the Authority Secretary for consideration and approval by this Board forms of the following:

(a) an Amended and Restated Trust Agreement, under the terms of which the Bonds are to be issued for the purpose of refunding the outstanding Prior Bonds, funding the reserve fund and paying for the costs of issuance of the Bonds;

(b) a Bond Purchase Agreement, under the terms of which, among other things, the Authority agrees to sell and the underwriter agrees to purchase the Bonds;

(c) a form of Escrow Agreement, providing for the defeasance and redemption of the Prior Bonds;

(c) a Preliminary Official Statement, describing the Bonds; and

**WHEREAS**, being fully advised in the matter of the proposed refunding program, this Board wishes to proceed with implementation of said refunding program; and

**WHEREAS**, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to authorize the execution and delivery of certain documents in order to further implement the financing in the manner and upon the terms herein provided; and

**WHEREAS**, the City has determined that the issuance of the Bonds by the Authority will result in significant public benefits, including demonstrable savings in effective interest rate, reduced annual assessments on taxable parcels within the reassessment district and/or increased funding for future capital improvements within the reassessment district;

**NOW, THEREFORE, BE IT RESOLVED** by the Governing Board of the Richmond Joint Powers Financing Authority as follows:

Section 1. The foregoing recitals are true and correct, and this Board so finds and determines.

Section 2. Pursuant to the Law, the Bonds shall be issued in the aggregate principal amount of not to exceed six million two hundred fifty thousand (\$6,250,000). The maximum term of any maturity of the Bonds shall not extend beyond September 2, 2029, which is the final maturity of the Prior Bonds.

Section 3. The form and substance of the Amended and Restated Trust Agreement are hereby approved. The President of the Authority, the Vice-President of the Authority, the Treasurer of the Authority, the Chair of the Authority, the Vice-Chair of the Authority, or any designee thereof (the "Authorized Officers") are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Trust Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form and substance of the Escrow Agreement are hereby approved. The Authorized Officers are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver one or more Escrow Agreements in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof, including such changes as are necessary to provide for the defeasance and redemption of the Prior Bonds.

Section 5. The form and substance of the Bond Purchase Agreement is hereby approved. The Authorized Officers are hereby authorized and directed, for and in the name and on behalf of the Authority, to execute and deliver the Bond Purchase Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided that the underwriter's discount specified in the Bond Purchase Agreement shall not exceed 1% of the aggregate principal amount of the Bonds.

Section 6. (a) The form and substance of the Preliminary Official Statement is hereby approved. The Authorized Officers are each authorized to execute the final Official Statement to be derived therefrom.

(b) This Board hereby authorizes the President and the Treasurer of the Authority to find and determine that said Preliminary Official Statement in preliminary form is, and as of its date shall be deemed "final" for purpose of Rule 15c(2)-12 of the Securities and Exchange Commission, and the Authorized Officers are hereby authorized to execute a certificate to such effect in the customary form.

(c) The Authorized Officers are authorized to approve corrections and additions to the Preliminary Official Statement by supplement or amendment thereto, by appropriate insertions, or otherwise as appropriate, provided that such corrections or additions shall be regarded by such officer as necessary to cause the information contained therein to

conform to facts material to the Bonds or to the proceedings of this Board or the City Council of the City of Richmond or that such corrections or additions are in form rather than in substance.

(d) The underwriter of the Bonds is authorized to distribute said Preliminary Official Statement and the final Official Statement to be derived therefrom in connection with the sale and delivery of the Bonds.

Section 7. The officers of the Authority are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents, including any agency agreement, which they may deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and to obtain a policy of bond insurance and/or a rating for any series of the Bonds. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 8. This resolution shall take effect immediately upon its passage.

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I certify that the foregoing resolution was passed and adopted by the Governing Board of the Richmond Joint Powers Financing Authority at a regular meeting thereof, held on the 18th day of October, 2011, by the following vote:

Ayes: Councilmembers Bates, Beckles, Boozé, Ritterman, Rogers, Vice Mayor Butt, and Mayor McLaughlin.

Noes: None.

Abstentions: None.

Absent: None.

DIANE HOLMES  
Secretary of the Richmond Joint  
Powers Financing Authority

Approved:

GAYLE MCLAUGHLIN  
President of the Richmond Joint  
Powers Financing Authority

Approved as to form:

RANDY RIDDLE  
Authority Counsel

I certify that the foregoing is a true copy of **Resolution No. 11-2**, finally passed and adopted by the Governing Board of the Richmond Joint Powers Financing Authority at a regular meeting held on October 18, 2011.