

## RESOLUTION NO. 82-13

### A RESOLUTION OF THE CITY COUNCIL AUTHORIZING THE EXTENSION OF A LETTER OF CREDIT PROVIDED BY UNION BANK AND APPROVING THE TAKING OF ALL NECESSARY ACTIONS IN CONNECTION THEREWITH

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WHEREAS, the City Council of the City of Richmond (the “City Council”) authorized and issued its Variable Rate Wastewater Revenue Refunding Bonds, Series 2008A (the “Bonds”); and

WHEREAS, the payment of principal of, premium, if any, and interest on the Bonds is supported by irrevocable direct-pay letter of credit number S307185M (the “Letter of Credit”) issued by Union Bank, N.A. (formerly known as Union Bank of California, N.A., and hereinafter referred to as the “Letter of Credit Bank”); and

WHEREAS, the Letter of Credit is scheduled to expire by its terms on October 21, 2013, and the City of Richmond (the “City”) and the Letter of Credit Bank now wish to amend the Letter of Credit to extend its expiration date until a date not later than October 21, 2016; and

WHEREAS, the City has appointed Orrick, Herrington & Sutcliffe LLP as bond counsel (“Bond Counsel”) and Tamalpais Advisors, Inc. as financial advisor (the “Financial Advisor”) with respect to the extension of the Letter of Credit; and

WHEREAS, a form of Reimbursement Agreement (the “Reimbursement Agreement”) has been presented to the City Council and is on file with the City Clerk; and

WHEREAS, the Letter of Credit Bank has provided a term sheet (the “Term Sheet”) describing the terms on which it is willing to extend the Letter of Credit; and

WHEREAS, the Term Sheet has been presented to the City Council and is on file with the City Clerk; and

WHEREAS, this City Council desires to approve the form of Reimbursement Agreement with such changes as are proposed in the Term Sheet, and to direct, authorize and approve the extension of the Letter of Credit to a date not later than October 21, 2016 and the execution and delivery of a Reimbursement Agreement substantially in the form of the agreement on file with the City Clerk; and

WHEREAS, all acts, conditions and things required by the Constitution and the 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 transactions authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the City is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such transactions for the purpose, in the manner and upon the terms herein provided.

NOW THEREFORE, BE IT RESOLVED by the City Council of the City of Richmond, State of California as follows:

**Section 1.** The foregoing recitals are true and correct, and the City Council so finds and determines.

**Section 2.** The form of Reimbursement Agreement, in substantially the form on file with the City Clerk, is hereby approved with such changes as are outlined in the Term Sheet. The City Manager, the Director of Finance for the City, or the written designee of either such officer (each, an “Authorized Officer”) is hereby authorized to execute an instrument in substantially said form, completed with terms as shall be agreed to by the Authorized Officer in accordance with this Resolution, and with such additions, changes or modifications therein as the Authorized Officer, upon and in consultation with the Financial Advisor and Bond Counsel, may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 3.** (a) The City Council hereby authorizes, approves, and directs Bond Counsel, the Financial Advisor, the Authorized Officers, and other appropriate City officials to extend the expiration date of the Letter of Credit until a date not later than October 21, 2016, to prepare the necessary legal documents to accomplish the transactions authorized herein, and to take any and all necessary actions in connection therewith.

(b) The Authorized Officers and other appropriate City officials are further authorized to take such actions without further action by the City Council to effect any subsequent extensions of this letter of credit as may be necessary or desirable, provided that the final expiration date of the Letter of Credit shall not be later than the final maturity of the Bonds, and provided that the cost of the Letter of Credit shall be no greater than 100 basis points per annum.

**Section 4.** All actions heretofore taken by the officers and agents of the City Council with respect to the extension of the Letter of Credit, are hereby approved, confirmed and ratified.

**Section 5.** This Resolution shall take effect from and after its adoption and approval.

I certify that the foregoing resolution was passed and adopted by the Council of the City of Richmond at a special meeting thereof held July 30, 2013, by the following vote:

AYES: Councilmembers Bates, Beckles, Butt, Myrick, Rogers, Vice Mayor Boozé, and Mayor McLaughlin.

NOES: None.

ABSTENTIONS: None.

ABSENT: None.

DIANE HOLMES  
CLERK OF THE CITY OF RICHMOND  
(SEAL)

Approved:

GAYLE MCLAUGHLIN  
Mayor

Approved as to form:

BRUCE GOODMILLER  
City Attorney

State of California            }  
County of Contra Costa        } : ss.  
City of Richmond               }

I certify that the foregoing is a true copy of **Resolution No. 82-13**, finally passed and adopted by the City Council of the City of Richmond at a special meeting held on July 30, 2013.

CLERK'S CERTIFICATE

I, Diane Holmes, City Clerk of the City of Richmond, do hereby certify as follows:

I have carefully compared the foregoing with the original resolution on file and of record in my office. The foregoing resolution is a full, true and correct copy of Resolution No. \_\_, which was duly adopted at a regular meeting of the City Council of said City, held at the regular meeting place thereof on the 30<sup>th</sup> day of July, 2013, of which meeting all of the members of said City Council had due notice and at which a majority thereof were present.

An agenda of said meeting was posted at least 72 hours before said meeting at City Hall, 450 Civic Center Plaza, Richmond, California 94804, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: \_\_\_\_\_, 2013.

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City Clerk of the  
City of Richmond