

RESOLUTION NO. 07-02

A RESOLUTION OF THE RICHMOND COMMUNITY REDEVELOPMENT AGENCY DETERMINING TO UNDERTAKE PROCEEDINGS IN CONNECTION WITH THE ISSUANCE OF BONDS FOR AGENCY'S MERGED PROJECT AREAS, ADOPTING INTEREST RATE SWAP POLICIES AND APPOINTING AN UNDERWRITER, BOND AND DISCLOSURE COUNSEL, FINANCIAL ADVISOR, SWAP ADVISOR AND SWAP COUNTERPARTY

WHEREAS, the Richmond Community Redevelopment Agency (the "Agency") desires to issue tax allocation bonds (the "Bonds") for its Merged Project Areas for the purpose of financing certain redevelopment projects; and

WHEREAS, the Agency has determined to undertake certain proceedings toward the issuance of the Bonds; and

WHEREAS, the Agency has determined that it may be possible to achieve a significantly lower overall cost of funds by issuing the Bonds as synthetic fixed rate bonds, utilizing a variable interest rate bond mode combined with an interest rate swap; and

WHEREAS, the Agency wishes to confirm that it will comply with the Interest Rate Swap Policy of the City of Richmond originally adopted in May of 2006 as such policy may be amended from time to time (the "Swap Policy"); and

WHEREAS, the Agency now desires to appoint the members of the bond financing team to enable the Agency to pursue said proceedings and financing;

NOW, THEREFORE, THE RICHMOND COMMUNITY REDEVELOPMENT AGENCY HEREBY RESOLVES, AS FOLLOWS:

Section 1. The Agency Board hereby determines to undertake proceedings pursuant to the Community Redevelopment Law to issue the Bonds and hereby directs the Executive Director, Agency Treasurer and all other officers and employees of the Agency to prepare or cause to be prepared proceedings to accomplish same and to submit same to the Agency Board for consideration at the earliest practical opportunity.

Section 2. The Swap Policy complying with the Interest Rate Swap Policy of the City of Richmond originally adopted in May of 2006 as such policy may be amended from time to time (the "Swap Policy") is hereby adopted as the policy which will apply to the Agency with respect to any interest rate swap agreement entered into in connection with Agency financings, including the Bonds.

Section 3. The firm of Tamalpias Advisors is hereby appointed Financial Advisor for the Bonds. The terms and conditions of such financial advisory services will comply with terms and conditions of the City of Richmond's agreement with Tamalpias Advisors.

Section 4. The firm of RBC Capital Markets, Inc. is hereby appointed Underwriter for the Bonds. The terms and conditions of such underwriting will be governed by a Bond Purchase Agreement to be entered into by the Agency, the Richmond Joint Powers Financing Authority and the Underwriter at the time of issuance of the Bonds.

Section 5. The Royal Bank of Canada is hereby appointed the counterparty with respect to any interest rate swap agreement entered into in connection with the Bonds. The terms and conditions of such interest rate swap will be governed by an ISDA Master Agreement and associated Schedule and Confirmation entered into by the Agency and the swap counterparty at the time of issuance of the Bonds.

Section 6. The firm of Orrick, Herrington & Sutcliffe LLP is hereby appointed Bond and Disclosure Counsel for the financing in accordance with the existing agreement for legal services by and between the Agency and said firm dated as of June 8, 2004.

Section 7. The firm of Bond Logistix LLC is hereby appointed as the Swap Advisor to the Agency in connection with any interest rate swap entered into for the financing in accordance with that certain agreement on file with the Agency Clerk and presented to this meeting (the "Swap Advisory Agreement"). The Executive Director is hereby authorized and directed to execute and deliver the Swap Advisory Agreement in substantially the form on file, with such changes, additions, amendments or supplements approved by the Executive Director in the interests of the Agency, such approval to be conclusively evidenced by such execution and delivery.

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

I hereby certify that the foregoing resolution of the Redevelopment Agency of the City of Richmond was duly passed and adopted at a meeting thereof held on February 20, 2007 by the following vote:

AYES:	Boardmembers Bates, Butt, Lopez, Rogers, and Mayor McLaughlin
NOES:	None
ABSTENTIONS:	None
ABSENT:	Boardmembers Marquez, Sandhu, Thurmond, and Viramontes

DIANE HOLMES
Clerk of the Redevelopment Agency

[SEAL]

Approved:

GAYLE McLAUGHLIN
Agency Chair

Approved as to form:

JOHN EASTMAN
Agency Attorney

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

I certify that the foregoing is a true copy of Resolution No. 07-02, finally passed and adopted by the Redevelopment Agency at a meeting held on February 20, 2007.