

**RESOLUTION NO. 29-06**

**A RESOLUTION OF THE CITY COUNCIL OF THE  
CITY OF RICHMOND DIRECTING STAFF TO  
PREPARE PROCEEDINGS IN CONNECTION WITH  
THE FINANCING OF THE CIVIC CENTER  
PROJECT AND APPOINTING UNDERWRITERS,  
BOND AND DISCLOSURE COUNSEL, AND  
FINANCIAL ADVISORS**

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WHEREAS, the City of Richmond (the “City”) has determined to renovate its former City Hall and certain other buildings located in the area of the City known as the Civic Center, including the possible construction of new municipal buildings thereon, and is presently working with a developer selected by the City to pursue such projects; and

WHEREAS, the completion of such projects will involve the need for public financing through the issuance of bonds by or on behalf of the City (the “Civic Center Bonds”) from time to time; and

WHEREAS, the City Council desires to direct staff to commence preparation of proceedings for the Civic Center Bonds and to appoint a financing team for the Civic Center Bonds so that the City will be in a position to accomplish the required financing promptly once the Civic Center project is ready to commence construction;

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF RICHMOND HEREBY RESOLVES, AS FOLLOWS:

Section 1. The City Council hereby directs the City Manager, Director of Finance, and other appropriate officers and employees of the City to prepare or cause to be prepared legal proceedings and documents to issue the Civic Center Bonds and to submit same to the City Council for consideration at the earliest practical opportunity.

Section 2. The firm of RBC Capital Markets Inc. is hereby appointed Senior Managing Underwriter for the Civic Center Bonds, and the firm of Backstrom McCarley Berry & Co. is hereby appointed Co-Managing Underwriter for the Civic Center Bonds (such firms being referred to collectively as the “Co-Underwriters”). The proceedings and documents referred to in Section 1 will include one or more Bond Purchase Agreements pursuant to which the City will sell the Civic Center Bonds to the Co-Underwriters.

Section 3. The firm of Orrick, Herrington & Sutcliffe LLP is hereby appointed bond and disclosure counsel for the Civic Center Bonds in accordance with that certain agreement on file with the Clerk and presented to this meeting (the “Bond Counsel Agreement”). The City Manager is hereby authorized and directed to execute and deliver the Bond Counsel Agreement in substantially the form on file, with such changes, additions, amendments or supplements approved by the City Manager in the interests of the City, such approval to be conclusively evidenced by such execution and delivery.

Section 4. The firm of Tamalpais Advisors, Inc. is hereby appointed Financial Advisor for the Bonds in accordance with that certain agreement on file with the Clerk and presented to this meeting (the “Financial Advisory Agreement”). The City Manager is hereby authorized and directed to execute and deliver the Financial Advisory Agreement in substantially the form on file, with such changes, additions, amendments or supplements approved by the City Manager in the interests of the City, such approval to be conclusively evidenced by such execution and delivery.

Section 5. The firm of Bond Logistix LLC is hereby appointed advisor to the City for any interest rate swap agreement or other similar hedging agreement that may be entered into in connection with the Civic Center Bonds in accordance with that certain agreement on file with the Clerk and presented to this meeting (the “Swap Advisory Agreement”). The City Manager 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 City Manager in the interests of the City, such approval to be conclusively evidenced by such execution and delivery..

Section 5. This resolution shall take effect immediately upon its passage.

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I hereby certify that the foregoing resolution of the City Council of the City of Richmond, California duly passed and adopted at a joint meeting of the Redevelopment Agency thereof held on March 28, 2006, 2006 by the following vote:

AYES: Councilmembers Bates, Butt, Griffin, Marquez, McLaughlin, Rogers, Thurmond, Viramontes, and Mayor Anderson

NOES: None

ABSTENTIONS: None

ABSENT: None

SANDRA L. THOMPSON  
Acting Clerk of the City of Richmond

(SEAL)

APPROVED:

IRMA L. ANDERSON  
Mayor

APPROVED AS TO FORM:

JOHN EASTMAN  
City Attorney

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

I certify that the foregoing is a true copy Resolution No. 29-06, finally passed and adopted by the Council of the City of Richmond at a joint meeting held on March 28, 2006, and published in accordance with law.