

RESOLUTION NO. 17-10

A RESOLUTION OF THE CITY COUNCIL APPROVING THE EXECUTION AND DELIVERY BY THE RICHMOND COMMUNITY REDEVELOPMENT AGENCY OF A FIXED RECEIVER SWAP AGREEMENT, AND APPROVING THE TAKING OF ALL NECESSARY ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Richmond Community Redevelopment Agency (the "Agency") has previously issued its Subordinate Tax Allocation Bonds (Merged Project Areas), 2007 Series A (the "Prior Bonds"), pursuant to the Indenture, dated as of July 1, 2007 (the "Master Indenture"), as supplemented by the First Supplemental Indenture, dated as of July 1, 2007 (the "First Supplemental Indenture"), each by and between the Agency and Union Bank of California, N.A., as trustee (the "Trustee") for the purpose of funding improvements in the Agency's Merged Project Area; and

WHEREAS, in order to reduce the amount of interest rate risk and lower the cost of borrowing in combination with the issuance of the Prior Bonds, the Agency entered into an Interest Rate Swap Agreement, dated June 26, 2007, between the Agency and Royal Bank of Canada (the "Counterparty") (the "2007 Swap Agreement"); and

WHEREAS, the Agency has determined that it is necessary and desirable to re-fund the Prior Bonds; and

WHEREAS, in connection with refunding the Prior Bonds, the Agency deems it necessary and desirable to maintain the 2007 Swap Agreement in full force and effect by entering into an offsetting interest rate swap agreement with the Counterparty (the "Fixed Receiver Swap Agreement"); and

WHEREAS, the Agency has full legal right, power and authority under the laws of the State of California to enter into the transactions hereinafter authorized.

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

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

Section 2. The City hereby consents to and approves the execution and delivery of the Fixed Receiver Swap Agreement. The City Manager or Assistant City Manager, Finance Director, Clerk, City Attorney and all other duly designated officers and agents of the City are hereby authorized and directed to take any and all actions on behalf of the City, execute any and all documents, and render any and all opinions necessary or convenient to accomplish the execution and delivery of the Fixed Receiver Swap Agreement.

Section 3. The officers of the City are hereby authorized and directed, jointly and severally, to do any and all things, and to execute and deliver, on behalf of the City, any certificate, consent, request, approval, notice, amendment, confirmation, supplement or revision, permitted or required to be delivered pursuant to the documents authorized hereby or otherwise as may be necessary or desirable in connection with the Fixed Receiver Swap Agreement without further authorization by this Council, and any and all documents 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. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 4. This resolution shall take effect immediately upon its passage.

I certify that the foregoing Resolution was passed and adopted by the City Council of the City of Richmond and the Richmond Community Redevelopment Agency Board at a joint meeting thereof held on February 16, 2010, by the following vote:

AYES: Councilmembers Bates, Butt, Lopez, Rogers, Viramontes, Vice Mayor Ritterman, 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:

RANDY RIDDLE
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. 17-10**, finally passed and adopted by the Richmond Community Redevelopment Agency and City Council at a regular meeting held on February 16, 2010.