

RESOLUTION NO. 23-07

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RICHMOND APPROVING A FORM OF OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE BY THE RICHMOND JOINT POWERS FINANCING AUTHORITY OF NOT TO EXCEED \$14,000,000 OF ITS SUBORDINATE MULTIFAMILY HOUSING REVENUE BONDS (WESTRIDGE AT HILLTOP APARTMENTS), SERIES 2007

WHEREAS, the Affordable Housing Agency (“AHA”) issued its Subordinate Multifamily Housing Revenue Bonds (Westridge at Hilltop Apartments) 2003 Series A-S (the “Prior Bonds”) to finance a portion of the cost of the acquisition by RHA Properties (“RHAP”), a joint powers authority formed by the Richmond Housing Authority (“RHA”) and the City, of an apartment complex known as “Westridge at Hilltop Apartments” (the “Project”); and

WHEREAS, the Prior Bonds are secured on a subordinate basis to AHA’s Variable Rate Demand Multifamily Housing Revenue Bonds (Westridge at Hilltop Apartments) 2003 Series A (the “Senior Bonds”) by revenues from the Project and rent payments, if any, by the City under a Lease Agreement, dated as of August 1, 2003 (the “Lease”) by and between RHAP and the City pursuant to which the City is obligated to pay, subject to the limitations on the City’s obligations set forth in the Lease, rent if the revenues of the Project are insufficient to pay debt service on the Senior Bonds and the Prior Bonds and to maintain required reserve funds; and

WHEREAS, the revenues of the Project have fallen below projections that were made at the time of issuance of the Prior Bonds and the City has been required to make payments under the Lease; and

WHEREAS, City staff previously determined that it is necessary and desirable to refund the Prior Bonds through the issuance by the Richmond Joint Powers Financing Authority (the “Authority”) of Bonds (the “Bonds”) to pay the Prior Bonds in a manner which would make it substantially less likely that the City would continue to be required to make payments under the Lease; and

WHEREAS, pursuant to Section 6586.5 of the Government Code, a public hearing on the proposed financing was duly convened by this Council of the City (the “Council”) on November 21, 2006, at the time and place as set forth in the notice of public hearing, and at such public hearing the City Council heard all interested persons desiring to be heard; and

WHEREAS, pursuant to Resolution No. 126-06, adopted on November 21, 2006, this City Council authorized the sale and the issuance of the Bonds by the Authority in order to refund the Prior Bonds; and

WHEREAS, by said resolution, this City Council approved the form of an Official Statement relating to the Bonds to be used by the underwriter of the Bonds in marketing the Bonds to potential investors, under the direction and with the assistance of the officers and agents of the City; and

WHEREAS, in furtherance of implementing the financing, there has been filed with the City Clerk for consideration and approval by this City Council a proposed form of Official Statement for the Bonds, and the Director of Finance of the City has examined the form of Official Statement or caused it to be examined and has recommended that this City Council direct the completion, execution and distribution of such document and the consummation of such financing;

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

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

Section 2. The form and substance of the preliminary Official Statement is hereby approved. The Mayor, the City Manager or the Director of Finance (each, an “Authorized Officer”) is hereby authorized to execute the final Official Statement to be derived therefrom.

(a) Any Authorized Officer is authorized 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 any Authorized Officer is hereby authorized to execute a certificate to such effect in the customary form.

(c) Any Authorized Officer is 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 City Council or that such corrections or additions are in form rather than in substance.

(d) M.L. Stern & Co., LLC, as underwriter of the Bonds (the “Underwriter”) is authorized to distribute said preliminary Official Statement and the final Official Statement to be derived therefrom in connection with the sale and distribution of the Bonds.

Section 5. The Mayor, City Manager, Director of Finance, City Attorney, Clerk and any and all other officers, agents and employees of the City are hereby authorized and directed to take any and all actions and execute and deliver any and all documents necessary or convenient to assist the Authority with respect to the issuance of the Bonds and to accomplish the purposes of this Resolution including, but not limited to, the execution and delivery of a continuing disclosure certificate or agreement with respect to the Bonds.

Section 6. All actions heretofore taken by the officers and agents of the City with respect to the sale, execution and delivery of the Bonds are hereby approved, confirmed and ratified.

Section 7. This resolution shall take effect immediately upon its passage.

I hereby certify that the foregoing Resolution was passed and adopted by the Council of the City of Richmond at a regular meeting thereof held March 20, 2007, by the following vote:

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

DIANE HOLMES
CLERK OF THE CITY OF RICHMOND

(SEAL)

Approved:

GAYLE McLAUGHLIN
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 of Resolution No. 23-07, finally passed and adopted by the Council of the City of Richmond at a meeting held on March 20, 2007.