

ALAMEDA PUBLIC FINANCING AUTHORITY RESOLUTION NO. _____

RESOLUTION ELECTING TO SUBSTITUTE THE REMARKETING AGENT, APPROVING THE FORM AND AUTHORIZING EXECUTION OF A REMARKETING AGENT AGREEMENT WITH THE SUCCESSOR REMARKETING AGENT, ELECTING TO REMOVE THE CONFIRMING LETTER OF CREDIT, APPROVING THE FORM AND AUTHORIZING EXECUTION OF AMENDMENTS TO THE INDENTURE OF TRUST, DATED AS OF DECEMBER 1, 2003, APPROVING AMENDMENTS TO THE REIMBURSEMENT AGREEMENT, DATED AS OF DECEMBER 1, 2003, AND APPROVING A FEE LETTER, ALL RELATING TO THE \$9,080,000 ALAMEDA PUBLIC FINANCING AUTHORITY VARIABLE RATE DEMAND REVENUE BONDS (ALAMEDA POINT IMPROVEMENT PROJECT), 2003 SERIES A, AND THE \$4,360,000 ALAMEDA PUBLIC FINANCING AUTHORITY TAXABLE VARIABLE RATE DEMAND REVENUE BONDS (ALAMEDA POINT IMPROVEMENT PROJECT), 2003 SERIES B, AND APPROVING OFFICIAL ACTIONS

RESOLVED, by the Board of Directors (the "Board") of the Alameda Public Financing Authority (the "Authority"), as follows:

WHEREAS, the Authority is a joint powers authority duly organized and existing under and pursuant to that certain Joint Exercise of Powers Agreement, dated as of March 17, 1992, by and between the City of Alameda (the "City") and the City of Alameda Community Improvement Commission (the "Commission" and, with the City, the "Members"), and under the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the California Government Code (the "Act"), and is authorized pursuant to Article 4 of the Act to borrow money for the purpose of financing the acquisition of bonds, notes and other obligations of, or for the purpose of making loans to, public entities, including the Members, and to provide financing for public capital improvements of public entities, including the Members; and

WHEREAS, for the purpose of providing funds to finance a portion of the costs of the acquisition, construction, installation and equipping of various public capital improvements to Alameda Point (the "Improvements"), the Authority has issued its \$9,080,000 Alameda Public Financing Authority Variable Rate Demand Revenue Bonds (Alameda Point Improvement Project), 2003 Series A, and \$4,360,000 Alameda Public Financing Authority Taxable Variable Rate Demand Revenue Bonds (Alameda Point Improvement Project), 2003 Series B (collectively, the "Bonds"); and

WHEREAS, in order to provide for the repayment of the Bonds, the Authority has pledged certain revenues, substantially derived from rentals paid to the Alameda Reuse and Redevelopment Authority ("ARRA") for certain land, buildings, fixtures and equipment leased by ARRA to certain subtenants which rentals have been assigned by ARRA to the Authority, which revenues are calculated to be sufficient to enable the

Authority to pay the principal of and interest and premium (if any) on the Bonds when due and payable; and

WHEREAS, the obligations of ARRA have been assumed by the City; and

WHEREAS, the Bonds were issued by the Authority pursuant to that certain Indenture of Trust, dated as of December 1, 2003 (the "Indenture"), by and between the Authority and Union Bank of California, N.A., now known as Union Bank, N.A. (the "Trustee"); and

WHEREAS, the Authority has determined to remove the existing remarketing agent for the Bonds and to substitute a new remarketing agent in its place; and

WHEREAS, Section 2.11 of the Indenture authorizes the Authority to remove the remarketing agent for the Bonds and to select a successor thereto in accordance with Section 2.12 of the Indenture; and

WHEREAS, the Authority has determined to cancel the confirming letter of credit established for the Bonds because the cost of maintaining such confirming letter of credit exceeds the interest rate benefit of retaining it and, in furtherance thereof, the Authority has determined to amend the Indenture to remove all references and provisions relating to a confirming letter of credit and to add a provision that would allow future amendments to the Indenture, if required, without the necessity of obtaining Bond owner consent; and

WHEREAS, Section 7.01 of the Indenture provides that the Indenture may be modified or amended, with the consent of the owners of the Bonds and the prior written consent of the letter of credit bank (so long as the letter of credit thereunder is in effect and the letter of credit bank is honoring draws thereunder); and

WHEREAS, such amendments necessitate amendments to the reimbursement agreement, dated as of December 1, 2003 (the "Reimbursement Agreement"), by and among the Authority, ARRA and Union Bank, N.A., as letter of credit bank, previously known as Union Bank of California, N.A. (the "Bank").

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

Section 1 Removal of the Remarketing Agent; Selection of New Remarketing Agent; Approval of Remarketing Agreement. The Authority hereby determines to remove the existing remarketing agent for the Bonds, JP Morgan Securities LLC (the "Prior Remarketing Agent"), and selects Mitsubishi UFJ Securities (USA), Inc. to act as remarketing agent in its place (the "Successor Remarketing Agent"). A remarketing agreement, by and between the Authority and the Successor Remarketing Agent (the "Remarketing Agreement"), in the form thereof on file with the Secretary, together with any additions thereto or changes therein deemed necessary or advisable by the Chair, the Vice Chair, the Treasurer or the Executive Director is hereby approved by the

Board. The Chair, the Vice Chair, the Treasurer or the Executive Director is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest to, the final form of the Remarketing Agreement for and in the name and on behalf of the Authority. The Board hereby authorizes the delivery and performance of the Remarketing Agreement. The Executive Director is hereby directed to inform the Trustee of the removal of the Prior Remarketing Agent and the selection of the substitution of Successor Remarketing Agent.

Section 2. Cancellation of the Confirming Letter of Credit. The Authority hereby elects to cancel the confirming letter of credit for the Bonds (the "Confirming Letter of Credit"), currently being provided by the California State Teachers' Retirement System ("STRS"). Following execution of the Remarketing Agreement, the Executive Director is hereby directed to request that STRS terminate the Confirming Letter of Credit. Doing so will instigate a mandatory tender of the Bonds which will be remarketed by the Successor Remarketing Agent, but without the Confirming Letter of Credit providing any support for the Bonds.

Section 3. Approval of Amendments to the Indenture. A first supplemental indenture, amending and supplementing the Indenture, by and between the Authority and the Trustee (the "First Supplemental Indenture"), in the form thereof on file with the Secretary, together with any additions thereto or changes therein deemed necessary or advisable by the Chair, the Vice Chair, the Treasurer or the Executive Director is hereby approved by the Board. The Chair, the Vice Chair, the Treasurer or the Executive Director is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest to, the final form of the First Supplemental Indenture for and in the name and on behalf of the Authority. The Board hereby authorizes the delivery and performance of the First Supplemental Indenture. The First Supplemental Indenture shall not be effective until the Successor Remarketing Agent, as sole owner of the Bonds following the mandatory tender of the Bonds described above shall have provided its consent to First Supplemental Indenture.

Section 4. Approval of Amendments to the Reimbursement Agreement. A first amendment to reimbursement agreement, amending and supplementing the Reimbursement Agreement, by and among the Authority, the City (as successor to ARRA) and the Bank (the "First Amendment to Reimbursement Agreement"), in the form thereof on file with the Secretary, together with any additions thereto or changes therein deemed necessary or advisable by the Chair, the Vice Chair, the Treasurer or the Executive Director is hereby approved by the Board. The Chair, the Vice Chair, the Treasurer or the Executive Director is hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest to, the final form of the First Amendment to Reimbursement Agreement for and in the name and on behalf of the Authority. The Board hereby authorizes the delivery and performance of the First Amendment to Reimbursement Agreement.

Section 5. Approval of Bank Fee Letter. A letter, setting for the fees to be paid to the Bank under the Reimbursement Agreement, as amended by the First Amendment

to Reimbursement Agreement (the "Fee Letter"), in the form thereof on file with the Secretary, together with any additions thereto or changes therein deemed necessary or advisable by the Chair, the Vice Chair, the Treasurer or the Executive Director is hereby approved by the Board. The Chair, the Vice Chair, the Treasurer or the Executive Director is hereby authorized and directed to execute, the final form of the Fee Letter for and in the name and on behalf of the Authority. The Board hereby authorizes the delivery and performance of the Fee Letter.

Section 6. Official Actions. The Chair, the Vice Chair, the Executive Director, the Treasurer, the Secretary and any and all other officers of the Authority are hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the amendment of the Indenture. Whenever in this resolution any officer of the Authority is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

Section 7. Effective Date. This Resolution shall take effect from and after the date of its passage and adoption.

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I, the undersigned Secretary of the Alameda Public Financing Authority, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted by the Board of Directors of the Authority, at a meeting thereof on the 15th day of April, 2014, by the following vote of the members thereof:

AYES:

NOES:

ABSTAIN:

ABSENT:

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed the official seal of said Authority this 16th day of April, 2014.

Lara Weisiger, Secretary
Alameda Public Financing Authority