

RESOLUTION NO. RA-09-004

A RESOLUTION OF THE REDEVELOPMENT AGENCY OF THE CITY OF EL PASO DE ROBLES EMPLOYING BOND COUNSEL, DISCLOSURE COUNSEL, FINANCIAL ADVISOR, BOND UNDERWRITER, FISCAL CONSULTANT AND TRUSTEE AND APPROVING THE FORM OF FEE AGREEMENTS IN CONNECTION WITH THE ISSUANCE OF 2009 TAX ALLOCATION REFUNDING BONDS (SERIES A) AND 2009 TAX ALLOCATION BONDS (SERIES B)

WHEREAS, the public interest and general welfare will be served by appointing and employing Bond Counsel, Disclosure Counsel, Financial Advisor, Bond Underwriter, Fiscal Consultant and Trustee for the preparation and conduct of proceedings and work in connection with the proposed issuance by the Redevelopment Agency of the City of El Paso de Robles (the "Agency") of tax allocation bonds entitled "Redevelopment Agency of the City of El Paso de Robles (Paso Robles Redevelopment Project) 2009 Tax Allocation Refunding Bonds (Series A) and 2009 Tax Allocation Bonds (Series B)" (together, the "Bonds").

NOW, THEREFORE, BE IT RESOLVED as follows:

SECTION 1. That the law firm of Robert M. Haight, Scotts Valley, California, is hereby appointed and employed to do and perform Bond Counsel services required in the conduct of said proceedings, including the preparation of all required legal papers, examining and approving the legal documents in connection therewith, advising all Agency officials on all matters relating thereto when called upon, and furnishing a legal opinion on the validity of said proceedings and Bonds, all as set forth in its Fee Agreement attached hereto as Exhibit "A" and is hereby approved.

SECTION 2. That the law firm of Richards, Watson & Gershon, Los Angeles, California, is hereby appointed and employed as Disclosure Counsel to prepare the Preliminary Official Statement, Official Statement, Continuing Disclosure Certificate, and Bond Purchase Agreement and provide other services including furnishing a legal opinion with respect to the Official Statement, all as set forth in its Fee Agreement that is attached hereto as Exhibit "B" and is hereby approved.

SECTION 3. That Northcross, Hill & Ach, LLC, San Francisco, California, be is hereby appointed as Financial Advisor pursuant to its Agreement that is attached hereto as Exhibit "C" and is hereby approved.

SECTION 4. That Stone & Youngberg LLC, San Francisco, California, is hereby appointed as Bond Underwriter pursuant to a Bond Purchase Agreement to be submitted to and approved by the Agency.

SECTION 5. That HdL Coren & Cone, Diamond Bar, California, be is hereby appointed and employed as Fiscal Consultant to prepare a Fiscal Consultant's Report pursuant to its Agreement that is attached hereto as Exhibit "D" and is hereby approved.

SECTION 6. That Union Bank, N.A., San Francisco, California, be is hereby appointed and employed as Trustee to administer the 2009 Tax Allocation Refunding Bonds (Series A) pursuant to the Second Supplemental Indenture of Trust dated as of August 1, 2009 and as Escrow Agent for the refunding and defeasance of the 1996 Tax Allocation Refunding Bonds pursuant to an Escrow Agreement between the Agency and Union Bank, N.A., to be approved by the Agency.

PASSED AND ADOPTED by the Redevelopment Agency of the City of El Paso de Robles this 7th day of July 2009, by the following vote:

AYES: Gilman, Picanco, Steinbeck, Strong and Hamon

NOES:

ABSENT:

ABSTAIN:

JOHN HAMON
CHAIR OF THE REDEVELOPMENT AGENCY

ATTEST:

CATHY DAVID, SECRETARY