

RESOLUTION NO. - _____

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RIVERSIDE AUTHORIZING THE EXECUTION AND DELIVERY BY THE CITY OF A FIRST SUPPLEMENT TO GROUND LEASE, FIRST SUPPLEMENT TO LEASE AGREEMENT, FIRST SUPPLEMENTAL INDENTURE, CONTINUING DISCLOSURE CERTIFICATE AND A BOND PURCHASE AGREEMENT IN CONNECTION WITH THE ISSUANCE OF RIVERSIDE PUBLIC FINANCING AUTHORITY LEASE REVENUE BONDS, SERIES 2019B (MAIN LIBRARY PROJECT), APPROVING THE ISSUANCE OF SUCH BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$43,000,000, AUTHORIZING THE DISTRIBUTION OF AN OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF SUCH BONDS AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, the City of Riverside, California (the “City”) is a municipal corporation and chartered city duly organized and existing under and pursuant to the Constitution and laws of the State of California (the “State”);

WHEREAS, the Riverside Public Financing Authority (the “Authority”) has previously assisted the City to refund certain outstanding debt obligations through the issuance of the \$41,240,000 Riverside Public Financing Authority Lease Revenue Refunding Bonds, Series 2012A (the “Series 2012A Bonds”) pursuant to that certain Indenture, dated as of August 1, 2012 (the “Original Indenture”), by and among the City, the Authority and U.S. Bank National Association, as trustee (the “Trustee”), which Series 2012A Bonds refinanced a portion of the costs of the acquisition, construction and installation of certain capital improvements and related improvements, facilities and equipment;

WHEREAS, in order to facilitate the issuance of the Series 2012A Bonds, the City leased to the Authority the real property set forth in Exhibit A to that certain Ground Lease, dated as of August 1, 2012 (the “Original Ground Lease”), by and between the City and the Authority, and the Authority simultaneously leased back such real property to the City pursuant to that certain Lease Agreement, dated as of August 1, 2012 (the “Original Lease Agreement”), by and between the City and the Authority;

WHEREAS, the Original Indenture and the Assignment Agreement, dated as of August 1, 2012, by and between the Authority and the Trustee, allow for the issuance of Additional Bonds (as such term is defined in the Original Indenture) to finance the costs of acquiring, constructing, installing, furnishing or equipping certain capital improvements, including, but not limited to, a public library and related improvements, to be owned and operated by the City (the “Project”);

WHEREAS, the Authority and the City have determined that it would be in the best interests of the Authority, the City and residents of the City to authorize the preparation, sale and delivery of Riverside Public Financing Authority Lease Revenue Bonds, Series 2019B (Main

Library Project) (the “Bonds”) for the purpose of financing all or a portion of the costs of the Project; and

WHEREAS, in order to facilitate the issuance of the Bonds, the City and the Authority desire to enter into a First Supplement to Ground Lease, by and between the City and the Authority (the “First Supplement to Ground Lease”) and that certain First Supplement to Lease Agreement (the “First Supplement to Lease Agreement”), by and between the City and the Authority, to, among other things, secure the Bonds and add additional real property (consisting of the Bobby Bonds Park and City Corporate Yard and Annex, subject to adjustment as described in Section 2 below) to the real property leased under the Original Ground Lease (collectively, the “Leased Assets”), in order to provide for the issuance of the Bonds, and to pay certain Base Rental Payments (as defined in the Lease Agreement), which are pledged to the owners of the Bonds by the Authority pursuant to a First Supplemental Indenture by and among the Authority, the City and the Trustee (the “First Supplemental Indenture”);

WHEREAS, the Bonds will be issued pursuant to the Marks-Roos Local Bond Pooling Act of 1985, commencing with Section 6584 of the California Government Code (the “Act”);

WHEREAS, the City and the Authority desire to provide for the negotiated sale of the Bonds;

WHEREAS, the City and the Authority have selected Stifel, Nicolaus & Company, Incorporated to act as underwriter (the “Underwriter”) to purchase the Bonds from the Authority pursuant to a Bond Purchase Agreement (the “Bond Purchase Agreement”);

WHEREAS, Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended (“Rule 15c2-12”), requires that, in order to be able to purchase or sell the Bonds, the underwriter thereof must have reasonably determined that the City has undertaken in a written agreement or contract for the benefit of the holders of the Bonds to provide disclosure of certain financial information and certain events on an ongoing basis;

WHEREAS, in order to cause such requirement to be satisfied, the City desires to execute and deliver a Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”);

WHEREAS, a form of the Preliminary Official Statement (the “Preliminary Official Statement”) has been prepared;

WHEREAS, the City is a member of the Authority and the Project is located within the boundaries of the City;

WHEREAS, the City has prior to the consideration of this resolution held a public hearing on the financing of the Project with the proceeds of the issuance of the Bonds in accordance with Section 6586.5 of the Act, which hearing was held at 3900 Main Street, Riverside, California on May 21, 2019;

WHEREAS, notice of such hearing was published once in the Press Enterprise, a newspaper of general circulation in the City, at least 15 days prior to the hearing (in accordance

with Section 1108 of the City Charter) and at least five days prior to the hearing (in accordance with Section 6586.5 of the Act);

WHEREAS, the City Council has been presented with the form of each document referred to herein relating to the financing contemplated hereby, and the City Council has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such financing;

WHEREAS, the City desires to make certain amendments to the documents used in the connection with the Series 2012A Bonds in order to improve the marketability of the Bonds and finds that such amendments will not adversely affect the owners of the Series 2012A Bonds; and

WHEREAS, all acts, conditions and things required by the laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of such financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Authority is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF RIVERSIDE, as follows:

Section 1. Each of the above recitals is true and correct. Following a duly noticed and conducted public hearing, the City Council hereby further finds and determines that there are significant public benefits to the citizens of the City through the use of the Act to assist the City with respect to the subject matter hereof through the approval of the issuance of the Bonds and otherwise hereunder within the meaning of Section 6586(a)-(d), inclusive, of the Act, in that the issuance of the Bonds and related transactions will result in more efficient delivery of local agency services to residential and commercial development.

Section 2. The forms of the First Supplement to Ground Lease and First Supplement to Lease Agreement, on file with the City Clerk, are hereby approved, and the Mayor of the City, or such other member of the City Council as the Mayor may designate, the City Manager of the City and the Chief Financial Officer of the City, or the designee of either (the "Authorized Officers"), are each, acting alone, hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the First Supplement to Ground Lease and First Supplement to Lease Agreement in substantially said forms, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the term of the First Supplement to Ground Lease and First Supplement to Lease Agreement shall terminate no later than November 1, 2037 (provided that such term may be extended as provided therein) and the true interest cost applicable to the interest components of the Base Rental Payments shall not exceed 6.50% per annum. The Authorized Officers are each hereby authorized to remove or designate other real property of the City to be leased or subleased pursuant to the Lease Agreement and the Ground Lease, with such removal or designation to be conclusively evidenced by the execution and delivery of the First Supplement to Lease

Agreement and the First Supplement to Ground Lease by one or more of the Authorized Officers.

Section 3. The form of First Supplemental Indenture, on file with the City Clerk, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the First Supplemental Indenture in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the aggregate amount of the Bonds shall not exceed \$43,000,000, the final maturity date of the Bonds shall be no later than November 1, 2037 and the true interest cost applicable to the Bonds shall not exceed 6.50% per annum, and, provided, further, that such changes, insertions and omissions shall be consistent with the terms of the Bonds established at negotiated sale pursuant to the Bond Purchase Agreement.

Section 4. U.S. Bank National Association shall continue to act as trustee under the First Supplemental Indenture unless and until replaced in accordance with the provisions of the Original Indenture.

Section 5. The Bond Purchase Agreement, on file with the City Clerk, is hereby approved and the Authorized Officers are, and each of them is, hereby authorized and directed, for and in the name of the City, to execute and deliver the acceptance thereof set forth in the Bond Purchase Agreement, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, such requirement or approval to be conclusively evidenced by the execution of the Bond Purchase Agreement by such Authorized Officer; provided, however, that such changes, insertions and omissions shall not result in an aggregate underwriter's discount (not including any original issue discount or bond insurance or reserve surety premium paid by the Underwriter) from the principal amount of the Bonds in excess of one percent (1.00%) of the aggregate principal amount of the Bonds.

Section 6. The issuance of not to exceed \$43,000,000 aggregate principal amount of the Bonds, in the principal amounts, bearing interest at the rates and maturing on the dates as specified in the First Supplemental Indenture as finally executed, is hereby approved.

Section 7. The form of Preliminary Official Statement, on file with the City Clerk, with such changes, insertions and omissions therein as may be approved by an Authorized Officer, is hereby approved, and the use of the Preliminary Official Statement in connection with the offering and sale of the Bonds is hereby authorized and approved. The Authorized Officers are each hereby authorized to certify on behalf of the City that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12).

Section 8. The preparation and delivery of an Official Statement, and its use in connection with the offering and sale of the Bonds, is hereby authorized and approved. The Official Statement shall be in substantially the form of the Preliminary Official Statement with such changes, insertions and omissions as may be approved by an Authorized Officer, such approval to be conclusively evidenced by the execution and delivery thereof. The Authorized

Officers are each hereby authorized and directed, for and in the name of and on behalf of the City, to execute the final Official Statement and any amendment or supplement thereto for and in the name and on behalf of the City.

Section 9. The form of Continuing Disclosure Certificate, on file with the City Clerk, is hereby approved, and the Authorized Officers are each hereby authorized and directed, for and in the name and on behalf of the City, to execute and deliver the Continuing Disclosure Certificate in substantially said form, with such changes, insertions and omissions therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced to the execution and delivery thereof.

Section 10. Stradling Yocca Carlson & Rauth, a Professional Corporation is hereby confirmed to act as bond counsel with respect to the Bonds.

Section 11. Jones Hall, A Professional Law Corporation is hereby confirmed to act as disclosure counsel with respect to the Bonds.

Section 12. The City Council acknowledges that the good faith estimates required by Section 5852.1 of the California Government Code are disclosed in the staff report and are available to the public at the meeting at which this Resolution is approved.

Section 13. The officers, employees and agents of the City are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. All actions heretofore taken by the officers, employees and agents of the City with respect to the transactions set forth above are hereby approved, confirmed and ratified.

Section 14. This Resolution shall take effect from and after its date of adoption.

PASSED, ADOPTED, AND APPROVED by the City Council of the City of Riverside, California, at a regular meeting held on the 21st day of May, 2019.

William R. Bailey, III, Mayor

ATTEST:

Colleen J. Nicol, City Clerk

STATE OF CALIFORNIA)
) ss.
COUNTY OF RIVERSIDE)

I, Colleen J. Nicol, City Clerk of the City of Riverside, do hereby certify that the foregoing Resolution No. _____ was duly adopted by the City Council at a meeting of said City Council held on the 21st day of May, 2019, by the following vote, to wit:

AYES:

NOES:

ABSTAIN:

ABSENT:

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the City of Riverside, California this 21st day of May, 2019.

Colleen J. Nicol, City Clerk, City of Riverside