

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RIVERSIDE, CALIFORNIA AUTHORIZING THE EXTENSION OF A LETTER OF CREDIT SUPPORTING THE 2008A ELECTRIC REVENUE BONDS, THE SUBSTITUTION OF THE REMARKETING AGENT FOR THE 2008A ELECTRIC REVENUE BONDS AND THE SUBSTITUTION OF THE LETTER OF CREDIT PROVIDER FOR THE 2008C ELECTRIC REVENUE BONDS, APPROVING THE FORMS OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A REIMBURSEMENT AGREEMENT FOR THE 2008C ELECTRIC REVENUE BONDS AND RELATED DOCUMENTS AND AUTHORIZING OTHER MATTERS RELATING THERETO

WHEREAS, the City of Riverside (the "City") previously issued the City of Riverside, California Variable Rate Refunding Electric Revenue Bonds, Issue of 2008A (the "2008A Bonds") and Issue of 2008C (the "2008C Bonds"); and

WHEREAS, the 2008A Bonds are currently supported by an irrevocable direct-pay letter of credit (the "2008A Barclays Letter of Credit") issued by Barclays Bank plc ("Barclays"); and

WHEREAS, the 2008A Barclays Letter of Credit expires on May 22, 2017; and

WHEREAS, the City desires to amend the 2008A Barclays Letter of Credit to extend the term thereof for approximately four years; and

WHEREAS, the 2008C Bonds are currently supported by an irrevocable direct-pay letter of credit (the "2008C BofA Letter of Credit") issued by Bank of America, N.A. ("BofA"); and

WHEREAS, the 2008C BofA Letter of Credit expires on May 24, 2017; and

WHEREAS, the City desires to replace the 2008C BofA Letter of Credit with an irrevocable direct-pay letter of credit issued by Barclays (the "New 2008C Barclays Letter of Credit"); and

WHEREAS, the replacement of the 2008C BofA Letter of Credit with the New 2008C Barclays Letter of Credit will cause a mandatory tender of the 2008C Bonds; and

WHEREAS, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") currently serves as remarketing agent for the 2008A Bonds and the 2008C Bonds pursuant to a Remarketing Agreement, dated as of May 1, 2008 (the "2008 Remarketing Agreement"), by and between Merrill Lynch and the City; and

WHEREAS, the City desires to amend the 2008 Remarketing Agreement to replace Merrill Lynch as the remarketing agent for the 2008A Bonds; and

WHEREAS, the City desires to enter into a Remarketing Agreement with Barclays Capital Inc. ("BCI") pursuant to which BCI will serve as remarketing agent for the 2008A Bonds; and

WHEREAS, the City desires to approve the form of a supplement to the Official Statement for the 2008A Bonds to reflect: (i) the extension of the Barclays Letter of Credit for the 2008A Bonds; and (ii) the substitution of BCI as the remarketing agent for the 2008A Bonds; and

WHEREAS, the City desires to approve the form of a limited offering memorandum for the 2008C Bonds to reflect the replacement of the 2008C BofA Letter of Credit with the New 2008C Barclays Letter of Credit to support the 2008C Bonds.

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

Section 1. Findings. The City Council hereby finds and declares that: (i) the actions contemplated by this Resolution are in the best interests of the City; and (ii) the above recitals are true and correct.

Section 2. Amendment to Barclays Letter of Credit for 2008A Bonds. The proposed form of Amendment Agreement to the 2008A Barclays Letter of Credit (the "2008A Barclays Letter of Credit Amendment"), between the City and Barclays, a copy of which has been provided to the City Council, is hereby approved. The Mayor, the Treasurer, the Chief Financial Officer and the City Manager (the "Authorized Representatives") are each hereby authorized and directed, severally, for and on behalf of the City, to execute and deliver the 2008A Barclays Letter of Credit Amendment, substantially in the form provided to the City Council, with such changes therein, deletions therefrom and additions thereto (including, but not limited to changes, deletions and additions as may be required by a bond rating agency) as such Authorized Representative shall approve, such approval to be conclusively evidenced by the execution and delivery of the 2008A Barclays Letter of Credit Amendment.

Section 3. Letter of Credit for 2008C Bonds. The proposed form of Reimbursement Agreement for the 2008C Bonds (the "2008C Reimbursement Agreement"), between the City and Barclays, a copy of which has been provided to the City Council, is hereby approved. The Authorized Representatives are each hereby authorized and directed, severally, for and on behalf of the City, to execute and deliver the 2008C Reimbursement Agreement, together with the related Fee Letter, substantially in the form provided to the City Council, with such changes therein, deletions therefrom and additions thereto (including, but not limited to changes, deletions and additions as may be required by a bond rating agency) as such Authorized Representative shall approve, such approval to be conclusively evidenced by the execution and delivery of the 2008C Reimbursement Agreement and the related Fee Letter.

Section 4. Amendment to 2008 Remarketing Agreement. The proposed form of Amendment to the 2008 Remarketing Agreement (the "2008 Remarketing Agreement Amendment"), between the City and Merrill Lynch, a copy of which has been provided to the City Council, is hereby approved. The Authorized Representatives are each hereby authorized and directed, severally, for and on behalf of the City, to execute and deliver the 2008 Remarketing Agreement Amendment, substantially in the form provided to the City Council, with such changes therein, deletions therefrom and additions thereto (including, but not limited to changes, deletions and additions as may be required by a bond rating agency) as such Authorized Representative shall approve, such approval to be conclusively evidenced by the execution and delivery of the 2008 Remarketing Agreement Amendment.

Section 5. 2008A Remarketing Agreement. The proposed form of Remarketing Agreement (the "2008A Remarketing Agreement"), between the City and BCI, a copy of which has been provided to the City Council, is hereby approved. The Authorized Representatives are each hereby authorized and directed, severally, for and on behalf of the City, to execute and deliver the

2008A Remarketing Agreement, substantially in the form provided to the City Council, with such changes therein, deletions therefrom and additions thereto (including, but not limited to changes, deletions and additions as may be required by a bond rating agency) as such Authorized Representative shall approve, such approval to be conclusively evidenced by the execution and delivery of the 2008A Remarketing Agreement.

Section 6. Supplement to 2008A Official Statement. Each of the Authorized Representatives is hereby authorized to approve a Supplement to the Official Statement relating to the 2008A Bonds (such approval to be conclusively evidenced by his execution and delivery thereof) (the "2008A Supplement"), and the City Council hereby approves the use of the 2008A Supplement in connection with the remarketing of the 2008A Bonds. The City Council hereby further approves the use of any supplement or amendment to the 2008A Supplement that is necessary or appropriate so that, in the opinion of an Authorized Representative, such 2008A Supplement does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which such statements were made, not misleading. Each of the Authorized Representatives is hereby authorized and directed, severally, to execute the 2008A Supplement and any amendment or supplement thereto, in the name and on behalf of the City, and thereupon to cause such 2008A Supplement and any such amendment or supplement to be delivered to BCI, the remarketing agent for the 2008A Bonds. BCI is authorized to distribute the 2008A Supplement, and any such supplement or amendment thereto, to the purchasers or prospective purchasers of the 2008A Bonds.

Section 7. Limited Offering Memorandum. Each of the Authorized Representatives is hereby authorized to approve a Limited Offering Memorandum relating to the remarketing of the 2008C Bonds (such approval to be conclusively evidenced by his execution and delivery thereof) (the "2008C LOM"), and the City Council hereby approves the use of the 2008C LOM in connection with the remarketing of the 2008C Bonds. The City Council hereby further approves the use of any supplement or amendment to the 2008C LOM that is necessary or appropriate so that, in the opinion of an Authorized Representative, such 2008C LOM does not include any untrue statement of a material fact and does not omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which such statements were made, not misleading. Each of the Authorized Representatives is hereby authorized and directed, severally, to execute the 2008C LOM and any amendment or supplement thereto, in the name and on behalf of the City, and thereupon to cause such 2008C LOM and any such amendment or supplement to be delivered to Merrill Lynch, the remarketing agent for the 2008C Bonds. Merrill Lynch authorized to distribute the 2008C LOM, and any such supplement or amendment thereto, to the purchasers or prospective purchasers of the 2008C Bonds.

Section 8. Extension of Letters of Credit. Each of the Authorized Representatives is hereby authorized to negotiate and execute documents in connection with the extension of the 2008A Barclays Letter of Credit and the New 2008C Barclays Letter of Credit prior to the expiration thereof for a period of up to four years if such Authorized Representative: (i) determines that such an extension would be in the best interest of the City; and (ii) notifies the City Council and the Board of Utilities of the intention to enter into such negotiations. Each of the Authorized Representatives is hereby authorized to do any and all things, including (without limitation) to execute and deliver any and all certificates, requisitions, agreements, notices, consents and other documents in connection with such extensions.

Section 9. Other Actions. Each of the Authorized Representatives is hereby authorized to do any and all things, including (without limitation) to execute and deliver any and all certificates, requisitions, agreements, notices, consents and other documents, including a letter of representations to the securities depository, a continuing disclosure certificate or agreement and the closing certificates, which any such Authorized Representative may deem necessary or advisable in order to undertake the matters that are described herein, and any such actions previously taken by any Authorized Representative are hereby ratified, confirmed and approved.

Section 10. Effective Date. This Resolution shall take effect upon its adoption.

ADOPTED by the City Council this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

---

WILLIAM R. BAILEY, III  
Mayor of the City of Riverside

Attest:

---

COLLEEN J. NICOL  
City Clerk of the City of Riverside

I, Colleen J. Nicol, City Clerk of the City of Riverside, California, hereby certify that the foregoing resolution was duly and regularly adopted by the City Council of said City at its meeting held on the \_\_\_\_ day of \_\_\_\_\_, 2017, by the following vote, to wit:

Ayes:

Noes:

Absent:

Abstain:

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of the City of Riverside, California, this \_\_\_\_ day of \_\_\_\_\_, 2017.

---

COLLEEN J. NICOL  
City Clerk of the City of Riverside