

RESOLUTION NO. _____

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RIVERSIDE
APPROVING A SCHEDULE OF PROPERTY NO. 4 AND AUTHORIZING
CERTAIN ACTIONS IN CONNECTION THEREWITH RELATING TO THE
FINANCING OF CERTAIN EQUIPMENT FOR THE CITY**

WHEREAS, the City of Riverside, a municipal corporation and chartered city (the “City”), has determined that it is necessary and desirable to finance the acquisition of certain Airbus helicopters and certain ancillary equipment for the benefit of the City’s police department (collectively, the “Project”); and

WHEREAS, in order to accomplish the financing of the Project and other projects, the City and Banc of America Public Capital Corp (“BAPCC”) desire to enter into that certain Schedule of Property No. 4, along with an Addendum Relating to Aircraft to Schedule of Property to Master Lease Agreement and related documents (collectively, the “Schedule”) under that certain Master Equipment Lease/Purchase Agreement dated as of December 20, 2013, by and between the City and BAPCC (the “Master Lease” and, with the Schedule, the “Lease”), the form of which has been presented to the City Council of the City (the “City Council”) at the meeting at which this Resolution has been adopted; and

WHEREAS, pursuant to the Lease, the City will grant a security interest in certain equipment owned or to be acquired by the City (the “Equipment”) to BAPCC in consideration for BAPCC’s assistance in financing such Equipment in an amount not to exceed \$12,000,000, and the City will lease the Equipment from BAPCC and pay certain rental payments in connection therewith;

NOW, THEREFORE, THE CITY COUNCIL DOES HEREBY RESOLVE, DETERMINE AND ORDER as follows:

Section 1. Each of the foregoing recitals is true and correct.

Section 2. The form of the Schedule presented at this meeting is hereby approved; provided that the maximum principal amount borrowed pursuant to the Schedule shall not exceed \$12,000,000 and the interest rate thereon shall not exceed 3.50%. Each of the Mayor, the City Manager, the Treasurer or the Chief Financial Officer, or designee thereof, and the City Clerk or designee thereof (each, an “Authorized Officer”) is hereby authorized for and in the name of the City to execute the Schedule in substantially the form on file with the City Clerk, with such additions thereto and changes therein as are recommended or approved by Stradling Yocca Carlson & Rauth, a Professional Corporation, as Special Counsel (“Special Counsel”), the City Attorney and the officers executing the same. Approval of such changes shall be conclusively evidenced by the execution and delivery of the Schedule by such Authorized Officers. Each of the Authorized Officers is hereby authorized to execute, acknowledge and deliver any and all documents required to consummate the transactions contemplated by the Schedule.

Section 3. The form of the Escrow and Account Control Agreement (the “Escrow Agreement”) by and among BAPCC, the City and Bank of America, National Association, as escrow agent, presented at this meeting is hereby approved. Each of the Authorized Officers is hereby authorized for and in the name of the City to execute the Escrow Agreement in substantially the form on file with the City Clerk, with such additions thereto and changes therein as are recommended or

approved by Special Counsel, the City Attorney and the officers executing the same. Approval of such changes shall be conclusively evidenced by the execution and delivery of the Escrow Agreement by such Authorized Officers. Each of the Authorized Officers is hereby authorized to execute, acknowledge and deliver any and all documents required to consummate the transactions contemplated by the Escrow Agreement.

Section 4. The Term Sheet relating to the Schedule presented at this meeting is hereby ratified, and the Authorized Officers are hereby directed to incorporate the provisions thereof into the Schedule or its supporting documents.

Section 5. Good faith estimates of the matters required by Government Code Section 5852.1 are set forth in Exhibit A.

Section 6. Each of the Authorized Officers is hereby authorized, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary and advisable in order to consummate the entry into of the Schedule and the Escrow Agreement and otherwise effectuate the purposes of this Resolution (including, but not limited to, executing such documents or taking such actions as may be necessary to arrange for the execution of such instructions and directions on behalf of the City to effect the transactions described in this Resolution), and such actions previously taken by such officers are hereby ratified and confirmed. In the event that the Mayor is unavailable or unable to execute and deliver any of the above-referenced documents, any other member of the City Council may validly execute and deliver such document, and, in the event that the City Clerk is unavailable or unable to execute and deliver any of the above-referenced documents, any Deputy City Clerk may validly execute and deliver such document in his or her place.

Section 7. This Resolution shall take effect upon the approval of a majority of the members of the City Council.

ADOPTED by the City Council this _____ day of _____, 2022.

PATRICIA LOCK DAWSON
Mayor of the City of Riverside

ATTEST:

DONESIA GAUSE
City Clerk of the City of Riverside

I, Donesia Gause, 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 _____, 2022, 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 _____, 2022.

DONESIA GAUSE
City Clerk of the City of Riverside

EXHIBIT A

GOVERNMENT CODE SECTION 5852.1 DISCLOSURE

The following information consists of estimates that have been provided by CSG Advisors Inc. and has been represented by such party to have been provided in good faith.

- (A) True Interest Cost of the Schedule: 1.7729%
- (B) Finance Charge of the Schedule (Sum of all fees/charges paid to third parties): \$20,000
- (C) Net Proceeds of the Schedule to be Received (net of finance charges, reserves and capitalized interest, if any): \$11,271,564
- (D) Total Payment Amount through Maturity of the Schedule: \$12,381,572

The foregoing constitute good faith estimates only. The principal amount of the Schedule, the true interest cost of the borrowing under the Schedule, the finance charges thereof, the amount of proceeds received therefrom and the total payment amount with respect thereto may differ from such good faith estimates due to: (a) the actual date of the execution of the Schedule being different than the date assumed for purposes of such estimates; (b) the actual principal amount borrowed under the Schedule being different from the estimated amount used for purposes of such estimates; (c) the actual amortization of the Schedule being different than the amortization assumed for purposes of such estimates; (d) the actual market interest rates at the time of execution of the Schedule being different than those estimated for purposes of such estimates; (e) other market conditions; or (f) alterations in the City's financing plan, or a combination of such factors.

The actual date of execution of the Schedule and the actual principal amount of the borrowing thereunder will be determined by the City based on a variety of factors. The actual interest rates borne by the Schedule will depend on market interest rates at the time of sale thereof. The actual amortization of the Schedule will also depend, in part, on market interest rates at the time of sale thereof. Market interest rates are affected by economic and other factors beyond the control of the City.