

RESOLUTION NO. _____

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF RIVERSIDE,
CALIFORNIA, APPROVING A LEASE SCHEDULE 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 vehicles and certain ancillary equipment for the benefit of Riverside Public Utilities (collectively, the “Project”); and

WHEREAS, in order to accomplish the financing of the Project and other projects, the City and JPMorgan Chase Bank, N.A. (“Chase”) desire to enter into, among other things, that certain Lease Schedule No. 1000150621 and the addenda thereto, along with a Master Lease-Purchase Agreement Amendment between the City and Chase and other related documents (collectively, the “Schedule”) under that certain Master Lease-Purchase Agreement dated as of March 11, 2013, by and between the City and Chase (as amended, 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 Chase in consideration for Chase’s assistance in financing such Equipment in an amount not to exceed \$4,814,000, and the City will lease the Equipment from Chase and pay certain rental payments in connection therewith; and

WHEREAS, a public hearing on the Schedule was duly noticed, held and conducted in accordance with the City’s Charter;

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 \$4,814,000 and the interest rate thereon shall not exceed 4.15%. Each of the Mayor, the City Manager, 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 LLP, 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 Agreement (the “Escrow Agreement”) by and among Chase, the City and U.S. Bank, 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. Good faith estimates of the matters required by Government Code Section 5852.1 are set forth in Exhibit A.

Section 5. The City Council anticipates that the City may pay certain capital expenditures in connection with the Equipment prior to the receipt of the proceeds of the Lease for the Equipment. The City Council hereby declares the City's official intent to use the proceeds of the Lease to reimburse itself for Equipment expenditures. This section of the Resolution is adopted by the City Council for the purpose of establishing compliance with the requirements of Treasury Regulation § 1.150-2 and any other regulations of the Internal Revenue Service relating to the qualification for reimbursement of City expenditures incurred prior to the date of the Lease. This section of the Resolution does not bind the City to make any expenditure, incur any indebtedness, or proceed with the purchase of the Equipment.

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 ____, 2024.

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 _____, 2024, 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 _____, 2024.

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: 4.1490%
- (B) Finance Charge of the Schedule (Sum of all fees/charges paid to third parties): \$26,500
- (C) Net Proceeds of the Schedule to be Received (net of finance charges, reserves and capitalized interest, if any): \$4,814,000
- (D) Total Payment Amount through Maturity of the Schedule: \$5,596,273

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; or (f) alterations in the City's financing plan, or a combination of such factors.