

OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

RESOLUTION NO. RES-13-0084

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A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LONG BEACH PROVIDING FOR THE ISSUANCE OF 2013-2014 TAX AND REVENUE ANTICIPATION NOTES OF THE CITY OF LONG BEACH, CALIFORNIA IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$22,000,000

WHEREAS, in accordance with Article 7.6 of Chapter 4, Part 1, Division 2, Title 5 (commencing with Section 53850 thereof) of the Government Code of the State of California (the "Government Code"), entitled "Temporary Borrowing," the City Council (the "City Council") of the City of Long Beach, California (the "City"), is authorized to issue tax and revenue anticipation notes in order to satisfy the cash flow needs of the City; and

WHEREAS, the City Council hereby finds and determines that the City needs to borrow funds in an aggregate principal amount not to exceed \$22,000,000 in its 2013-2014 Fiscal Year (the "Fiscal Year") for authorized purposes of the City, and the City Council desires to authorize for that purpose the issuance of, and offer for sale, tax and revenue anticipation notes of the City in an aggregate principal amount not to exceed \$22,000,000 (the "Notes"), pursuant to the cited provisions of the Government Code to be applied for any purposes for which the City is authorized to expend moneys; and

WHEREAS, the Notes will not be outstanding for more than twelve (12) months from the date on which the Notes are issued, and the maximum anticipated cumulative cash flow deficit of the City to be financed by the Notes in anticipation of taxes and other revenues is expected to occur within six (6) months of the date of issuance of the Notes, determined without excluding any working capital reserve from

1 available amounts, as defined in Treasury Regulation Section 1.148 6(d)(3); and

2 WHEREAS, the City desires to designate the City Treasurer and his  
3 designees (each, the "Treasurer") to serve as fiscal agent (the "Fiscal Agent") and as  
4 agent for the City in matters relating to the Pledged Revenues, defined below, and also  
5 designate The Bank of New York Mellon Trust Company, N.A., to serve as paying agent  
6 for the Notes; and

7 WHEREAS, the City desires to appoint Kutak Rock LLP to act as note  
8 counsel ("Note Counsel") in connection with the issuance and sale of the Notes and to  
9 appoint Public Financial Management, Inc. to act as financial advisor (the "Financial  
10 Advisor") in connection with the issuance and sale of the Notes; and

11 WHEREAS, the City desires to obtain competitive bids for the sale of the  
12 Notes, and in connection therewith, Note Counsel and the Financial Advisor have  
13 prepared and presented to this City Council a form of the Notice of Intention to Sell and  
14 a form of Notice Inviting Bids, respectively, for the Notes; and

15 NOW, THEREFORE, the City Council of the City of Long Beach hereby  
16 resolves as follows:

17 Section 1. Authorization of Issuance of Notes; Terms Thereof. Subject  
18 to the conditions set forth in this Resolution, the City Council hereby determines to and  
19 shall issue not to exceed \$22,000,000 aggregate principal amount of the City's 2013-  
20 2014 Tax and Revenue Anticipation Notes; such Notes shall be in the denominations of  
21 \$5,000 or any integral multiple thereof; be dated the date of delivery thereof; shall mature  
22 (without option of prior redemption) on a date not more than twelve (12) months from the  
23 date of delivery thereof; and shall bear interest, with interest accruing up to but not  
24 including the maturity date, payable at maturity and computed on a 30-day month/360-  
25 day year basis, at the rate or rates determined at the time of competitive sale of the  
26 Notes, but in no event shall the interest rates on the Notes exceed four percent (4%) per  
27 annum. The exact amount of funds to be borrowed pursuant to the authority of this  
28 Resolution shall be determined by either the Treasurer, the City Manager or any written

1 designee of the City Manager (each a "Designated Officer") prior to the sale of the Notes  
2 after consultation with the City Attorney and Note Counsel regarding appropriate issue  
3 size such that interest on the Notes will not be includible in gross income for federal  
4 income tax purposes and shall not exceed \$22,000,000 aggregate principal amount, plus  
5 the amount of any original issue premium at which the Notes may be sold. Both the  
6 principal of and the interest on the Notes shall be payable, but only upon surrender  
7 thereof, in lawful money of the United States of America upon presentation and surrender  
8 thereof at the principal office of the Paying Agent, defined below, for the Notes.

9           Section 2. Additional Notes. Pursuant to this Resolution and subject to  
10 the terms hereof, the City Council reserves the right to issue additional notes during the  
11 Fiscal Year, which additional notes may be secured by a lien on or security interest in the  
12 Pledged Revenues; provided, however, that any lien on or security interest in the  
13 Pledged Revenues which secures the payment of any such additional notes issued by  
14 the City shall be subordinate to the lien on the Pledged Revenues securing the Notes and  
15 such subordinate notes shall not be paid unless sufficient funds have been irrevocably  
16 set aside in the Repayment Account (as defined herein) to pay in full the Notes at  
17 maturity.

18           Section 3. Approval of Notice Inviting Bids. The form of Notice Inviting  
19 Bids, attached hereto as Exhibit "A", is hereby approved in the form attached hereto with  
20 such changes as shall be acceptable to any Designated Officer and as shall be approved  
21 as to form by the City Attorney and Note Counsel, such approval to be conclusively  
22 evidenced by the publication of the Notice Inviting Bids as described below. Any  
23 Designated Officer and the Financial Advisor are hereby authorized and directed to  
24 cause the Notice Inviting Bids to be distributed to persons who may be interested in  
25 purchasing the Notes.

26           Section 4. Approval of Notice of Intention to Sell. Attached hereto as  
27 Exhibit "B" is the form of the Notice of Intention to Sell giving notice of the City's intention  
28 to sell the Notes by competitive sale. Pursuant to Section 53692 of the California

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1 Government Code, such Notice of Intention to Sell must be published once in The Bond  
2 Buyer or other financial publication meeting the requirements of said Section 53692 at  
3 least five (5) days prior to the date fixed for receipt of sealed proposals for the Notes, or  
4 as otherwise set forth on said Section 53692. Any Designated Officer and the Financial  
5 Advisor will subsequent to the adoption of this Resolution by the City Council, publish the  
6 Notice of Intention to Sell. We hereby ratify and approve the actions heretofore or  
7 hereafter taken related to the publishing the Notice of Intention to Sell.

8 Section 5. Authorization to Receive and Accept Bids. The period ending  
9 at 8:30 a.m. (Pacific Daylight Time) on the date of September 24, 2013, is hereby  
10 approved as the time and date that proposals will be received with respect to the Notes  
11 upon the terms and in the manner set forth in the Notice Inviting Bids approved above;  
12 provided that any Designated Officer is hereby authorized to select such other time(s)  
13 and date(s) to receive such proposals as such person shall, in his or her discretion, deem  
14 necessary or desirable. Any Designated Officer on behalf of the City, is hereby  
15 authorized to read such bids in the manner described in the Notice Inviting Bids. Any  
16 Designated Officer is hereby further authorized to award the Notes to the responsible  
17 bidder submitting the best bid in accordance with the terms and conditions of the Notice  
18 Inviting Bids.

19 Section 6. Form of Notes. The Notes may be issued in bearer form  
20 without coupons or, if the Notes are delivered in book entry only form pursuant to Section  
21 10 hereof, in registered form, and shall be substantially in the form and substance set  
22 forth in the example attached hereto as Exhibit "C", the blanks in said form to be filled in  
23 with the appropriate terms and figures.

24 Section 7. Deposit of the Note Proceeds. The moneys representing the  
25 proceeds of sale of the Notes shall be deposited pursuant to the direction of any  
26 Designated Officer into the City's general fund (the "General Fund"). Following such  
27 deposit, said proceeds shall be withdrawn and expended by the City for any lawful  
28 purpose for which the City is authorized to expend moneys, including, but not limited to,

1 current expenses, capital expenditures and the discharge of any obligation or  
2 indebtedness of the City.

3 Section 8. Payment of Notes.

4 A. Source of Payment. The principal amount of the Notes,  
5 together with the interest thereon, shall be payable from taxes, income,  
6 revenue, cash receipts and other moneys which are received by the City  
7 during the Fiscal Year and which are available therefore. Pursuant to  
8 Section 53857 of the Government Code, the Notes shall be the general  
9 obligations of the City, and to the extent the principal of and interest on the  
10 Notes are not paid from the Pledged Revenues (as defined in paragraph B  
11 below), the Notes shall be paid with interest thereon from any other moneys  
12 of the City lawfully available therefore, as provided in this Resolution and  
13 otherwise by law.

14 B. Pledged Revenues. As security for the payment of the  
15 principal of and interest on the Notes, by this Resolution, the City hereby  
16 pledges an amount equal to thirty-three percent (33%) of the principal  
17 amount of the Notes, plus an amount equal to thirty-three percent (33%) of  
18 the interest due on the Notes, from the first unrestricted revenues received  
19 by the City in the month ending May 31, 2014; an amount equal to thirty-  
20 three percent (33%) of the principal amount of the Notes, plus an amount  
21 equal to thirty-three percent (33%) of the interest due on the Notes, from  
22 the first unrestricted revenues received by the City during the month ending  
23 June 30, 2014; and an amount equal to thirty-four percent (34%) of the  
24 principal amount of the Notes, plus an amount sufficient to pay all remaining  
25 interest due on the Notes at maturity, from the first unrestricted revenues  
26 received by the City during the month ending July 31, 2014 (collectively, the  
27 "Pledged Revenues"). Notwithstanding the previous sentence, prior to the  
28 publication of the Notice Inviting Bids, the Treasurer or his designee is

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1 hereby authorized, at the discretion of the Treasurer or his designee, to  
2 approve any adjustment to the dates and amounts of such set asides (but in  
3 no event may such set asides occur prior to December 31, 2013), the same  
4 being in the best interests of the City, such approval to be conclusively  
5 evidenced by the issuance and delivery of the Notes. However, in no event  
6 shall the set aside amounts exceed the total principal amount of Notes, plus  
7 interest thereon, issued pursuant to this Resolution. The term "unrestricted  
8 revenues" shall mean taxes, income, revenue, cash receipts and other  
9 moneys of the City, as provided in Section 53856 of the Government Code,  
10 which are intended as receipts for the General Fund and which are  
11 generally available for the payment of current expenses and other  
12 obligations of the City. There is hereby established and created a special  
13 reserve general ledger subaccount designated as the "City of Long Beach,  
14 California, 2013-2014 Tax and Revenue Anticipation Notes Repayment  
15 Account" (the "Repayment Account") to be maintained by the Treasurer on  
16 behalf of the City, into which the Treasurer shall promptly cause to be  
17 deposited all Pledged Revenues of the City when and as received, without  
18 further permission of or instruction by the City Council. The Treasurer may  
19 elect for such Pledged Revenues in the Repayment Account to be held by  
20 the Fiscal Agent or the Paying Agent. From the dates of receipt by the  
21 Fiscal Agent or the Paying Agent, as applicable, of any Pledged Revenues,  
22 the City shall have no right, title or interest therein, and the Fiscal Agent  
23 shall have the sole right of withdrawal from the Repayment Account  
24 hereinafter established for the purposes described in this Resolution.  
25 Amounts on deposit in the Repayment Account shall be transferred to the  
26 Paying Agent in amounts and at times sufficient to pay principal of and  
27 interest on maturing Notes. After amounts in the Repayment Account have  
28 been applied to pay principal of and interest on maturing Notes, only

1 amounts remaining and amounts subsequently deposited into the  
2 Repayment Account will be available to provide security for the Notes that  
3 remain outstanding.

4 The principal of the Notes and the interest thereon shall be a first  
5 lien and charge against and shall be payable from the first moneys received by  
6 the City constituting the Pledged Revenues, as provided by law.

7 If there are insufficient unrestricted revenues received by the City to  
8 permit the deposit into the Repayment Account of the City of the full amount of  
9 Pledged Revenues required hereunder to be deposited from unrestricted  
10 revenues in a given month, then the amount of any deficiency shall be satisfied  
11 and made up from the first additional moneys thereafter received by the City and  
12 lawfully available for the repayment of the Notes and the interest thereon.

13 C. Deposit of Pledged Revenues in Repayment Account.

14 Pledged Revenues shall be held by the City in the Repayment Account, and  
15 applied as directed in this Resolution. Moneys placed in the Repayment  
16 Account shall be held for the sole benefit of the holders of the Notes, and  
17 until the Notes and all interest thereon are paid in full or until provision has  
18 been made for the payment of the Notes at maturity with interest to such  
19 date, the moneys in the Repayment Account shall be applied only for the  
20 purposes for which the Repayment Account was created.

21 D. Disbursement and Investment of Moneys in Repayment

22 Account. From the date this Resolution takes effect, all Pledged Revenues  
23 shall, when received, be deposited into the Repayment Account. After such  
24 date as the amount of the Pledged Revenues deposited in the Repayment  
25 Account shall be sufficient to pay in full the principal of and interest on the  
26 Notes, when due, any moneys in excess of such amount remaining in or  
27 accruing to the Repayment Account shall be transferred by the Fiscal Agent  
28 to the General Fund. On the maturity date of the Notes, moneys on deposit

1 in the Repayment Account shall be used, to the extent necessary, to pay  
2 the principal of and interest on the Notes and shall be remitted by the Fiscal  
3 Agent to the Paying Agent on or before such date.

4 Moneys in the Repayment Account, Note proceeds deposited in the  
5 General Fund held by the Fiscal Agent and moneys deposited with and held by  
6 the Paying Agent to pay principal and interest on the maturing Notes, shall be  
7 invested by or at the direction of the Treasurer in investments pursuant to  
8 Section 53601 of the Government Code, in the City's investment portfolio, and in  
9 accordance with the investment policies of the City.

10 Section 9. Execution of Notes. The Treasurer is hereby directed to  
11 cause to be printed a sufficient number of blank Notes of suitable quality, showing on  
12 their face the interest rate applicable thereto. The Treasurer, is hereby authorized to sign  
13 the Notes manually or by facsimile, and the City Manager, or any duly designated deputy  
14 thereof (each, the "City Manager"), is hereby authorized to sign the Notes manually or by  
15 facsimile signature, and the City Clerk, or any duly designated deputy thereof (each, the  
16 "City Clerk"), is hereby authorized to countersign the Notes manually or by use of his or  
17 her facsimile signature, with at least one of said signatures being manual, and the City  
18 Clerk is hereby authorized to affix the seal of the City thereto by facsimile impression  
19 thereof, and said officers are hereby authorized to cause the blank spaces on the form of  
20 Notes to be filled in prior to initial delivery as may be appropriate. The Notes shall be  
21 manually authenticated by the Paying Agent (as defined in Section 15 below).

22 Section 10. Delivery of Notes in Book Entry Only Form. As an alternative  
23 to printing, executing and delivering certificated Notes, the City may elect to deliver the  
24 Notes in book entry only form by appointing The Depository Trust Company ("DTC"), 19th  
25 Floor, 55 Water Street, New York, New York 10041, to act as securities depository for the  
26 Notes. In that event, a single Note, substantially in the form of Exhibit "C" hereto,  
27 representing all of the outstanding Notes, will be executed and, on the date prior to  
28 closing, delivered to DTC. In that event, upon closing, the City shall notify DTC at which



1 time DTC will credit the account of the successful bidder, and process the book entry  
2 deliveries to the accounts of the subsequent purchasers of interests in such Notes. The  
3 single Note certificate will be lodged with DTC until maturity of such Notes. On the date  
4 of maturity of the Notes, the Treasurer shall remit to the Paying Agent or DTC, as  
5 appropriate, sufficient funds to pay all outstanding principal and interest due with respect  
6 to the Notes.

7           Section 11. Tax Covenants. The City covenants that it will make no use  
8 of the proceeds of the Notes or any other amounts that would cause the Notes to be  
9 “arbitrage bonds” under Section 148 of the Internal Revenue Code of 1986, as amended  
10 (the “Tax Code”); and, to that end, the City agrees to comply with all requirements of said  
11 Section 148 and the Treasury Regulations promulgated thereunder, including restrictions  
12 on the use and investment of proceeds of the Notes and certain other amounts and the  
13 rebate of a portion of the investment earnings on proceeds of the Notes and certain other  
14 amounts, if required, to the United States. The City further covenants to do and perform  
15 all acts and things within its power and authority necessary to comply with each  
16 applicable requirement of Section 103 and Sections 141 through 150, inclusive, of the  
17 Tax Code. In furtherance of the covenants contained in this Section, the City agrees to  
18 comply with the tax compliance certificate of the City to be delivered concurrently with the  
19 issuance and delivery of the Notes. The City covenants that it will take no action that  
20 would cause the interest on the Notes to be included in gross income for federal income  
21 tax purposes, nor will it refrain from taking action required to maintain the exclusion of  
22 interest on the Notes from gross income for federal income tax purposes.

23           Section 12. Approval of Preliminary Official Statement. The form of the  
24 Preliminary Official Statement, attached hereto as Exhibit “D”, presented to and  
25 considered at this meeting of the City Council is hereby approved, with such changes  
26 therein as may be approved by any Designated Officer, with the advice of the City  
27 Attorney and Note Counsel. Any Designated Officer is hereby authorized to certify that  
28 the Preliminary Official Statement is deemed final for purposes of Rule 15c2 12 of the

1 Securities and Exchange Commission (the "Rule"). Any Designated Officer and the  
2 Financial Advisor are each hereby authorized to cause to be prepared and distributed in  
3 both electronic and printed form the Preliminary Official Statement for use in the  
4 marketing and sale of the Notes. The City hereby approves the use and distribution of  
5 the Preliminary Official Statement by the successful bidder.

6 Section 13. Approval of Official Statement. In connection with the sale  
7 and issuance of the Notes, the City Council hereby provides for the preparation,  
8 publication, execution and delivery of an Official Statement relating to the Notes in  
9 substantially the form of the draft Preliminary Official Statement presented at this meeting  
10 of the City Council. Any Designated Officer is hereby authorized and directed to execute  
11 and deliver in both electronic and printed form the Official Statement. The execution  
12 thereof shall constitute conclusive evidence of the City Council's approval of any and all  
13 changes or revisions therein from the form of the Preliminary Official Statement now  
14 before this meeting. The City hereby approves the use and distribution of the Official  
15 Statement by the successful bidder.

16 Section 14. Delivery of Notes. Any Designated Officer is hereby  
17 authorized and directed to deliver the Notes to the successful bidder upon payment  
18 therefore in accordance with the Notice Inviting Bids. All actions heretofore taken with  
19 respect to the sale and issuance of the Notes are hereby approved, confirmed and  
20 ratified, and any Designated Officer is hereby authorized, confirmed and directed, for and  
21 in the name and on behalf of the City, to do any and all things and take any and all  
22 actions and execute and deliver any and all certificates, agreements and other  
23 documents, which may be deemed necessary or advisable in order to consummate the  
24 lawful issuance and delivery of the Notes in accordance with this Resolution.

25 Section 15. Appointment of Fiscal Agent and Paying Agent for the Notes.  
26 The Treasurer shall serve as the Fiscal Agent for the Notes. The City hereby appoints  
27 The Bank of New York Mellon Trust Company, N.A. as authenticating and paying agent  
28 (the "Paying Agent") for the Notes. The form of Paying Agent/Registrar Agreement

1 attached hereto as Exhibit "E" is hereby approved in the form attached hereto with such  
2 changes as shall be acceptable to any Designated Officer and shall be approved as to  
3 form by the City Attorney and Note Counsel. Any Designated Officer is authorized to  
4 execute the final form of the Paying Agent/Registrar Agreement.

5 Section 16. Appointment of Note Counsel and Financial Advisor. Kutak  
6 Rock LLP is hereby appointed as Note Counsel for the issuance of the Notes on the  
7 terms and conditions approved by any Designated Officer and the City Attorney, and  
8 payment of services therefore shall be payable from the proceeds of the Notes. Public  
9 Financial Management, Inc., is hereby appointed Financial Advisor for the issuance of the  
10 Notes on the terms and conditions approved by any Designated Officer and the City  
11 Attorney, and payment of services therefore shall be payable from the proceeds of the  
12 Notes.

13 Section 17. Approval of Continuing Disclosure Certificate. The City  
14 Council does hereby covenant and agree, for the benefit of the holders of the Notes, that  
15 the City will comply with the provisions of the Rule relating to secondary market and  
16 continuing disclosure. Failure of the City to comply with such provisions shall not be  
17 considered an event of default with respect to the Notes; however, any holder of the  
18 Notes may take such action as may be necessary and appropriate, including seeking  
19 mandate or specific performance by court order, to cause the City to comply with its  
20 obligations under this provision.

21 The City Council hereby authorizes any Designated Officer to execute and  
22 deliver by and on behalf of the City, for the benefit of the holders of the Notes, a  
23 Continuing Disclosure Certificate (as it may be amended from time to time in  
24 accordance with the terms thereof, the "Continuing Disclosure Certificate") in form and  
25 substance substantially similar to that attached as Exhibit "F", said Continuing  
26 Disclosure Certificate to be dated the date of issuance of the Notes, with such changes  
27 as shall be acceptable to any Designated Officer and as shall be approved as to form by  
28 the City Attorney and Note Counsel.

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The City Council shall at all times do and perform all other acts and things necessary or desirable and within its power to assure compliance with the above referenced provisions of the Rule.

Section 18. Additional Authorization. Any Designated Officer shall be, and hereby is, authorized and directed to execute the Tax Compliance Certificate and any additional certificates relating to the issuance of the Notes, and to take such other actions as they deem necessary or advisable in order to carry out and perform the purposes of this Resolution, and the execution or taking of such action shall be conclusive evidence of such necessity or advisability.

Section 19. Effective Date of Resolution. This Resolution shall take effect immediately upon its adoption by the City Council, and the City Clerk shall certify the vote adopting this Resolution.

I hereby certify that the foregoing resolution was adopted by the City Council of the City of Long Beach at its meeting of September 17, 2013, by the following vote:

Ayes: Councilmembers: Lowenthal, DeLong, Schipske, Andrews,  
Johnson, Austin, O'Donnell.

Noes: Councilmembers: None.

Absent: Councilmembers: Garcia, Neal.

  
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City Clerk

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EXHIBIT A  
[FORM OF NOTICE INVITING BIDS]

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EXHIBIT B

[FORM OF NOTICE OF INTENTION TO SELL]

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EXHIBIT C  
FORM OF NOTE

No. R-1 \$ \_\_\_\_\_

\$ \_\_\_\_\_  
City of Long Beach, California  
2013-2014 Tax and Revenue Anticipation Notes

<u>Dated Date</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u>CUSIP No.</u>
_____, 20__	____%	_____, 20__	542399 ____

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT: \_\_\_\_\_ Dollars

FOR VALUE RECEIVED, THE CITY OF LONG BEACH, CALIFORNIA, a charter city of the State of California (the "City"), acknowledges itself indebted to and promises to pay to Cede & Co., the principal sum of \$ \_\_\_\_\_ in lawful money of the United States of America, on \_\_\_\_\_, 20\_\_, with interest thereon at the rate of \_\_\_\_% per annum, computed on a 30-day month and a 360-day year basis from the date hereof until payment in full of said principal sum. Both the principal of and the interest on this Note shall be payable upon surrender of this Note at the office of the Paying Agent as the same shall become due; provided, however, that no interest shall be payable for any period after maturity during which the registered owner hereof fails properly to present this Note for payment.

It is hereby certified, recited and declared that this Note is part of an issue of \$ \_\_\_\_\_ aggregate principal amount of Notes (the "Notes") issued by the City, under and in accordance with the provisions of Article 7.6 of Chapter 4, Part 1 of Division 2 of Title 5 of the California Government Code (constituting Sections 53850-53858, inclusive, of said Code), and a Resolution duly adopted by the City Council of the City on September 17, 2013.

The principal amount of the Notes, together with the interest thereon, shall be payable from taxes, income, revenue, cash receipts and other moneys which are

1 received by the City during its 2013-2014 fiscal year. As security for the payment of  
2 principal of and interest on the Notes, the City has pledged an amount equal to 33% of  
3 the principal amount of the Notes, plus an amount equal to 33% of the interest due on the  
4 Notes, from the first unrestricted revenues received by the City in the month ending May  
5 31, 2014; an amount equal to 33% of the principal amount of the Notes, plus an amount  
6 equal to 33% of the interest due on the Notes, from the first unrestricted revenues  
7 received by the City in the month ending June 30, 2014; and an amount equal to 34% of  
8 the principal amount of the Notes, plus an amount sufficient to pay all remaining interest  
9 due on the Notes at maturity from the first unrestricted revenues received by the City in  
10 the month ending July 31, 2014 (such pledged amounts being hereinafter called the  
11 "Pledged Revenues"), and the principal of the Notes and the interest thereon shall be  
12 payable from the Pledged Revenues, and to the extent not so paid shall be paid from any  
13 other moneys of the City lawfully available therefore.

14 Unless this Note is presented by an authorized representative of The  
15 Depository Trust Company to the City or its agent for registration of transfer, exchange or  
16 payment, and any Note issued is registered in the name of Cede & Co. or such other  
17 name as requested by authorized representative of The Depository Trust Company and  
18 any payment is made to Cede & Co., any transfer, pledge or other use hereof for value or  
19 otherwise by or to any person is wrongful since the registered owner hereof, Cede & Co.,  
20 has an interest herein.

21 IT IS HEREBY CERTIFIED, RECITED AND DECLARED that the Notes are  
22 issued in conformity with the laws of the State of California and the proceedings of the  
23 City Council, and that all acts, conditions and things required to exist, happen and be  
24 performed precedent to and in the issuance of the Notes have existed, happened and  
25 been performed in regular and due time, form and manner as required by law, and that  
26 the Notes, together with all other indebtedness and obligations of the City, do not exceed  
27 any limit prescribed by the Constitution and statutes of the State of California.

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OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

IN WITNESS WHEREOF, the City has caused this Note to be executed by the City Manager and the City Treasurer, and has caused it to be countersigned by the City Clerk, which signatures may be either by their manual or facsimile signatures, has caused a facsimile of its official seal to be printed thereon, and has caused this Note to be dated October 3, 2013.

CITY OF LONG BEACH, CALIFORNIA

[SEAL]

By \_\_\_\_\_  
Patrick H. West, City Manager

By \_\_\_\_\_  
David S. Nakamoto, City Treasurer

COUNTERSIGNED:

By \_\_\_\_\_  
Larry Herrera, City Clerk

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**CERTIFICATE OF AUTHENTICATION**

Date of Authentication: \_\_\_\_\_, 20\_\_

This is one of the Notes described in the within mentioned Resolution of the City of Long Beach, California.

THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A., as Paying Agent

By \_\_\_\_\_, Vice President

OFFICE OF THE CITY ATTORNEY  
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EXHIBIT D  
[FORM OF PRELIMINARY OFFICIAL STATEMENT]

OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

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EXHIBIT E  
[FORM OF PAYING AGENT/REGISTRAR AGREEMENT]

OFFICE OF THE CITY ATTORNEY  
CHARLES PARKIN, City Attorney  
333 West Ocean Boulevard, 11th Floor  
Long Beach, CA 90802-4664

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EXHIBIT F  
[FORM OF CONTINUING DISCLOSURE CERTIFICATE]