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

RESOLUTION NO. RES-13-0084

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 16 17 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 18 19 the City Council desires to authorize for that purpose the issuance of, and offer for sale, 20 tax and revenue anticipation notes of the City in an aggregate principal amount not to 21 exceed \$22,000,000 (the "Notes"), pursuant to the cited provisions of the Government 22 Code to be applied for any purposes for which the City is authorized to expend moneys; 23 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

OFFICE OF THE CITY ATTORNEY CHARLES PARKIN, City Attorney 333 West Ocean Boulevard, 11th Floor Long Beach, CA 90802-4664 1

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

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

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 Advisor") in connection with the issuance and sale of the Notes; and 10

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

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

17 Authorization of Issuance of Notes; Terms Thereof. Subject Section 1. 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 \$5,000 or any integral multiple thereof; be dated the date of delivery thereof; shall mature 21 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 2

designee of the City Manager (each a "Designated Officer") prior to the sale of the Notes 1 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 income tax purposes and shall not exceed \$22,000,000 aggregate principal amount, plus 4 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 thereof at the principal office of the Paying Agent, defined below, for the Notes. 8

Section 2. 9 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 Pledged Revenues; provided, however, that any lien on or security interest in the 12 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 set aside in the Repayment Account (as defined herein) to pay in full the Notes at 16 17 maturity.

18 Approval of Notice Inviting Bids. The form of Notice Inviting Section 3. 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.

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

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

Authorization to Receive and Accept Bids. The period ending 8 Section 5. 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; provided that any Designated Officer is hereby authorized to select such other time(s) 12 and date(s) to receive such proposals as such person shall, in his or her discretion, deem 13 necessary or desirable. Any Designated Officer on behalf of the City, is hereby 14 15 authorized to read such bids in the manner described in the Notice Inviting Bids. Any Designated Officer is hereby further authorized to award the Notes to the responsible 16 17 bidder submitting the best bid in accordance with the terms and conditions of the Notice Inviting Bids. 18

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

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

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

Section 8. Payment of Notes.

A. Source of Payment. 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 received by the City during the Fiscal Year and which are available therefore. Pursuant to Section 53857 of the Government Code, the Notes shall be the general obligations of the City, and to the extent the principal of and interest on the Notes are not paid from the Pledged Revenues (as defined in paragraph B below), the Notes shall be paid with interest thereon from any other moneys of the City lawfully available therefore, as provided in this Resolution and otherwise by law.

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

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

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

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

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

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

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

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RFA:bg A13-01675 (8/26/13) L:\Apps\CtyLaw32\WPDocs\D019\P022\00404999.DOC in the Repayment Account shall be used, to the extent necessary, to pay the principal of and interest on the Notes and shall be remitted by the Fiscal Agent to the Paying Agent on or before such date.

Moneys in the Repayment Account, Note proceeds deposited in the General Fund held by the Fiscal Agent and moneys deposited with and held by the Paying Agent to pay principal and interest on the maturing Notes, shall be invested by or at the direction of the Treasurer in investments pursuant to Section 53601 of the Government Code, in the City's investment portfolio, and in 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 thereof (each, the "City Manager"), is hereby authorized to sign the Notes manually or by 14 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).

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

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

7 Section 11. Tax Covenants. The City covenants that it will make no use of the proceeds of the Notes or any other amounts that would cause the Notes to be 8 9 "arbitrage bonds" under Section 148 of the Internal Revenue Code of 1986, as amended (the "Tax Code"); and, to that end, the City agrees to comply with all requirements of said 10 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 amounts, if required, to the United States. The City further covenants to do and perform 14 all acts and things within its power and authority necessary to comply with each 15 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.

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

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Securities and Exchange Commission (the "Rule"). Any Designated Officer and the
 Financial Advisor are each hereby authorized to cause to be prepared and distributed in
 both electronic and printed form the Preliminary Official Statement for use in the
 marketing and sale of the Notes. The City hereby approves the use and distribution of
 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 of the City Council. Any Designated Officer is hereby authorized and directed to execute 10 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 before this meeting. The City hereby approves the use and distribution of the Official 14 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.

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

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

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

Section 17. Approval of Continuing Disclosure Certificate. The City 13 Council does hereby covenant and agree, for the benefit of the holders of the Notes, that 14 15 the City will comply with the provisions of the Rule relating to secondary market and continuing disclosure. Failure of the City to comply with such provisions shall not be 16 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 accordance with the terms thereof, the "Continuing Disclosure Certificate") in form and 24 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 <u>September 17</u>, 2013, by the following vote:

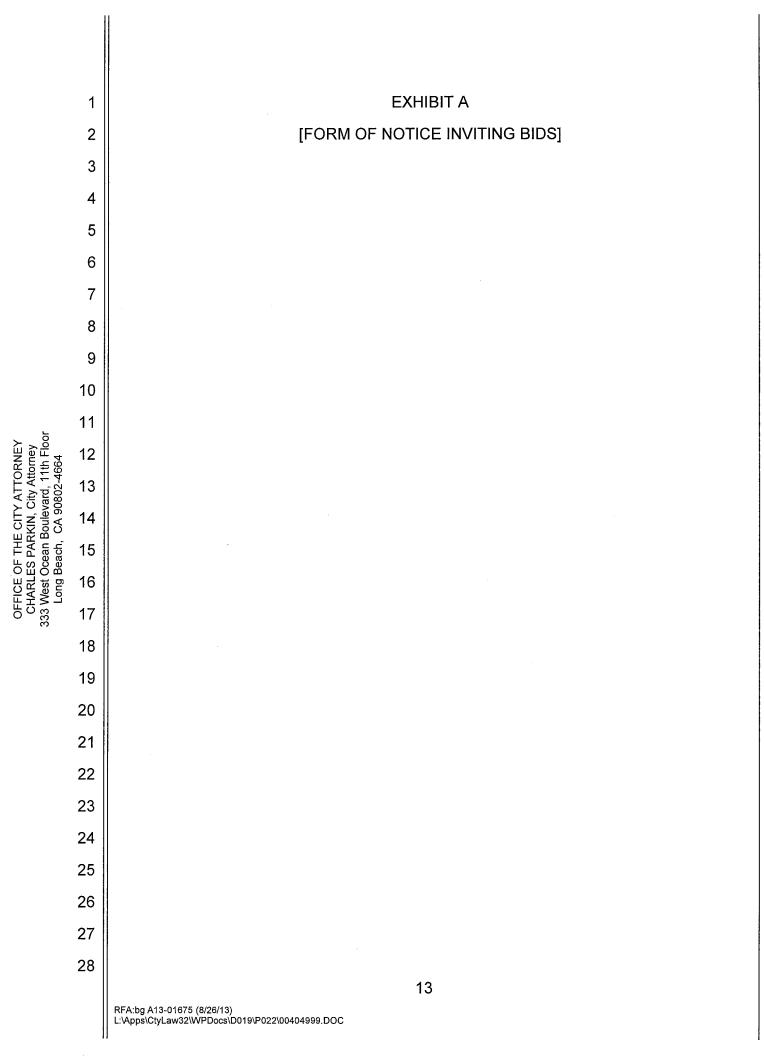
17	Ayes:	Councilmembers:	Lowenthal, DeLong, Schipske, Andrews,
18		<i>ti</i>	Johnson, Austin, O'Donnell.
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21	Noes:	Councilmembers:	None.
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23	Absent:	Councilmembers:	Garcia, Neal.
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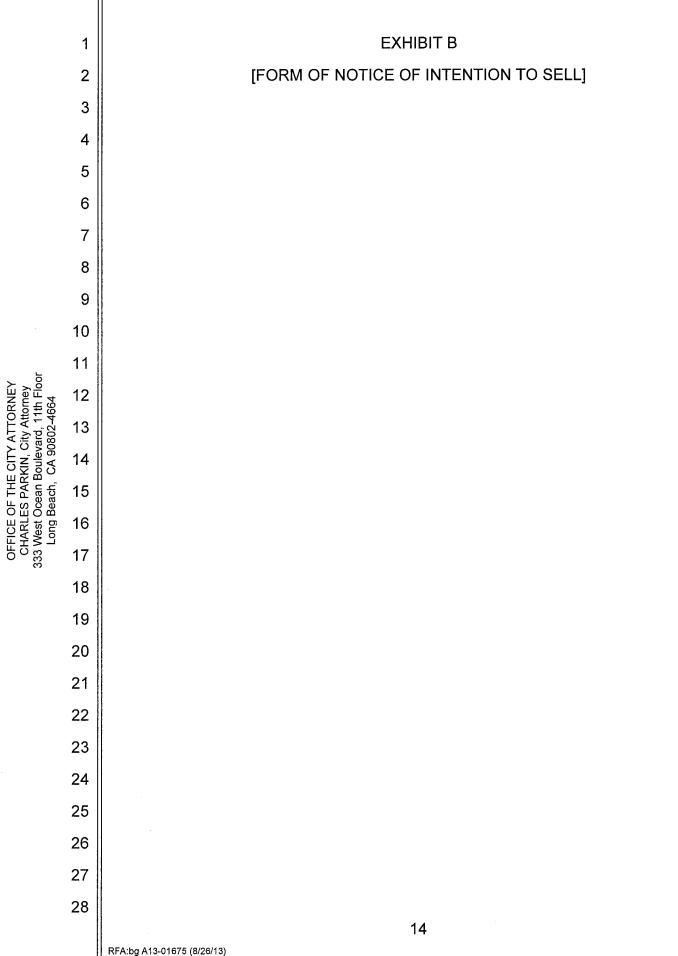
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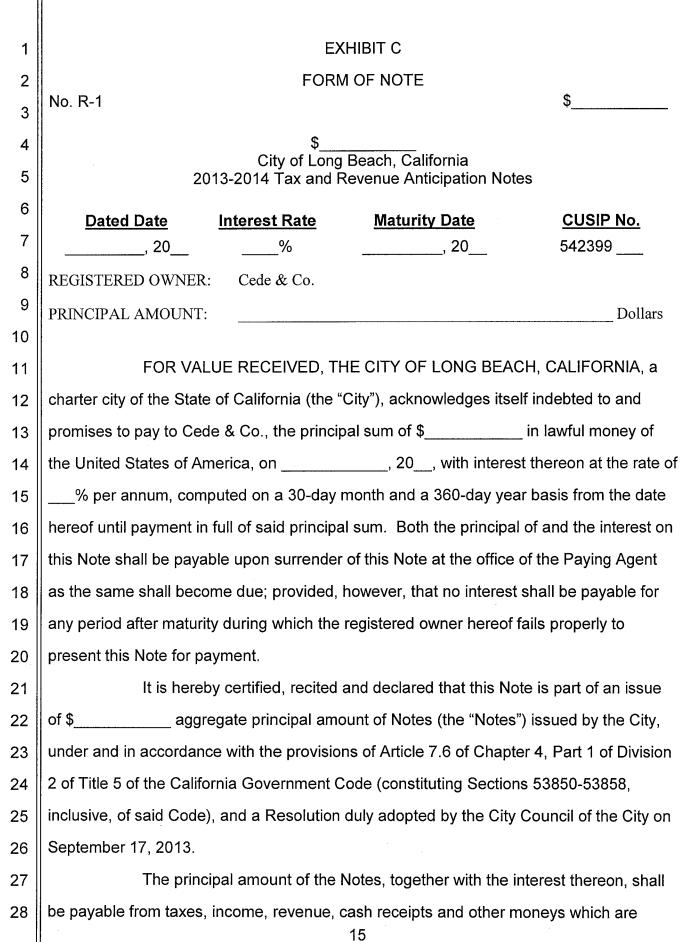
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received by the City during its 2013-2014 fiscal year. As security for the payment of 1 2 principal of and interest on the Notes, the City has pledged an amount equal to 33% of 3 the principal amount of the Notes, plus an amount equal to 33% of the interest due on the Notes, from the first unrestricted revenues received by the City in the month ending May 4 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 due on the Notes at maturity from the first unrestricted revenues received by the City in 9 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.

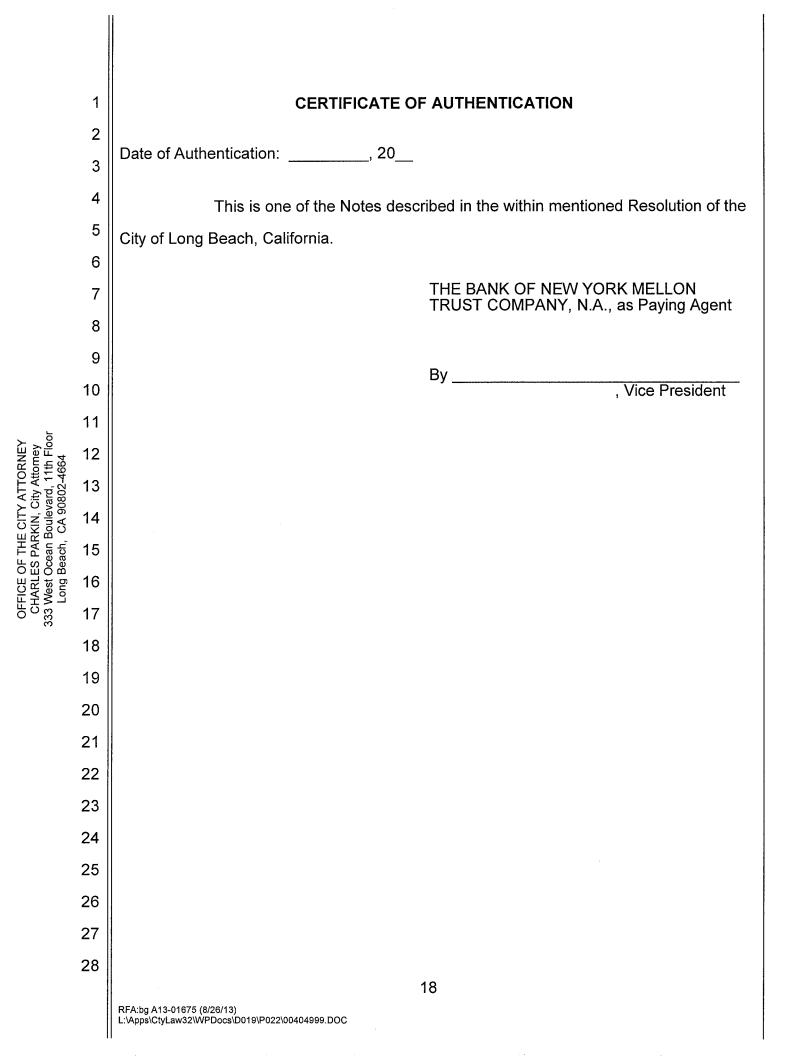
Unless this Note is presented by an authorized representative of The Depository Trust Company to the City or its agent for registration of transfer, exchange or payment, and any Note issued is registered in the name of Cede & Co. or such other name as requested by authorized representative of The Depository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

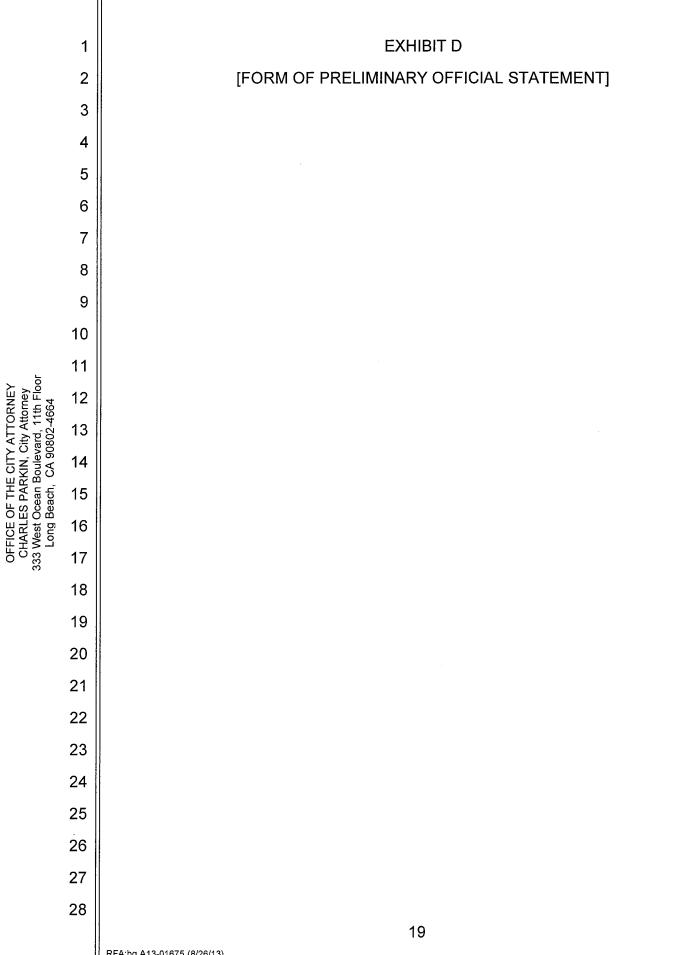
IT IS HEREBY CERTIFIED, RECITED AND DECLARED that the Notes are issued in conformity with the laws of the State of California and the proceedings of the City Council, and that all acts, conditions and things required to exist, happen and be performed precedent to and in the issuance of the Notes have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

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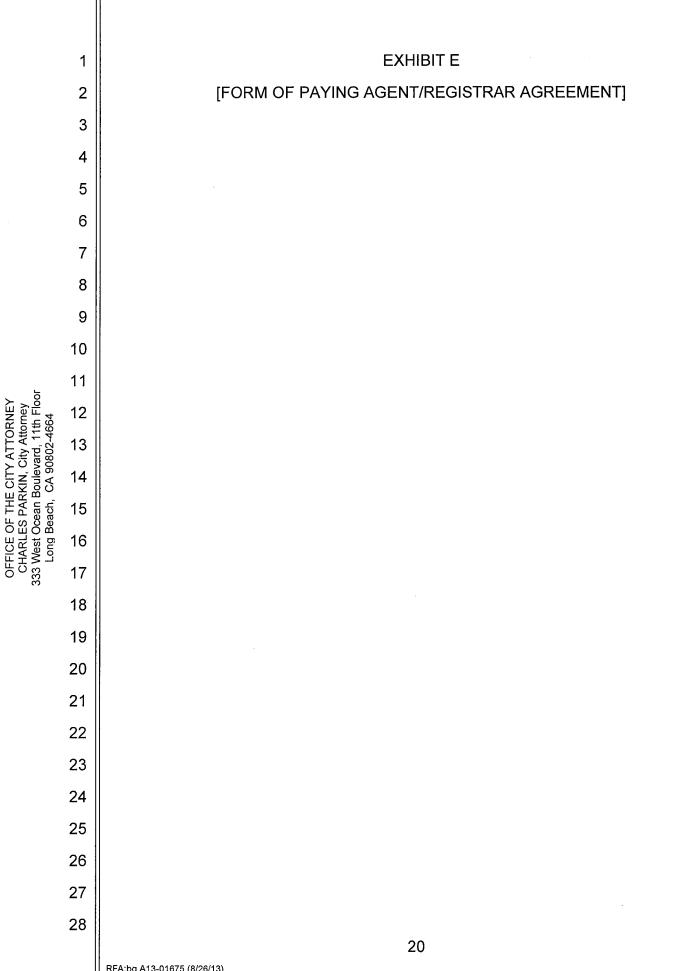
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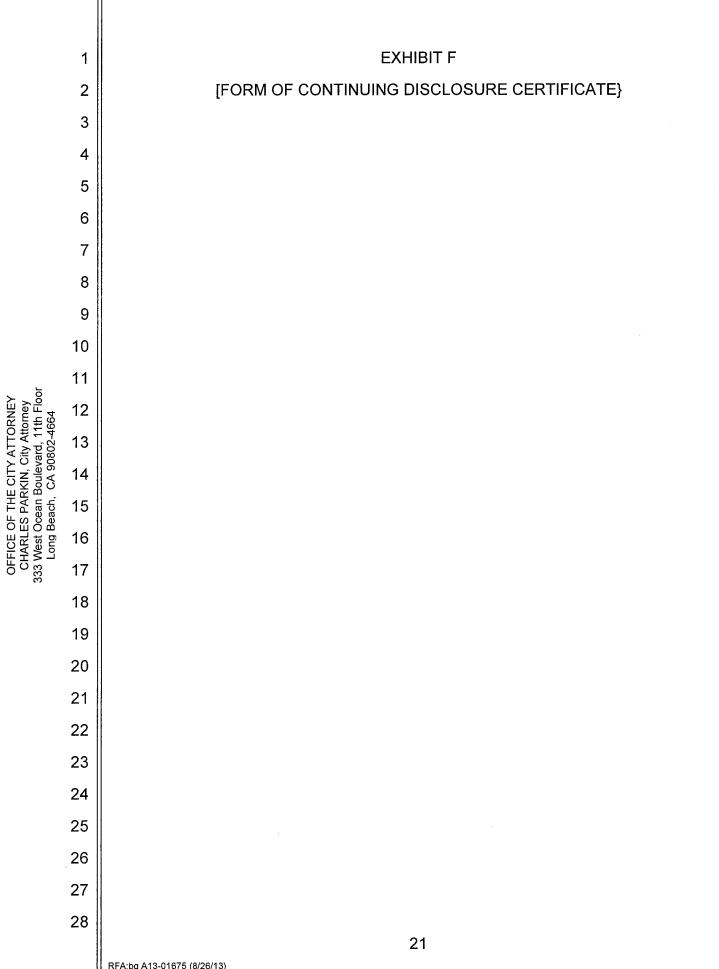
	1 2	IN WITNESS WHEREOF, the City has caused this Note to be executed by the City Manager and the City Treasurer, and has caused it to be countersigned by the		
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	4	caused a facsimile of its official seal to be printed thereon, and has caused this Note to		
	5	be dated October 3, 2013.		
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	7	CITY OF LONG BEACH, CALIFORNIA		
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	9	[SEAL] By Patrick H. West, City Manager		
	10			
	11	By David S. Nakamoto, City Treasurer		
IEY Iey Floor	12	David S. Nakamolo, Gity Treasurer		
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ARKII ARKII an Bou	15	By Larry Herrera, City Clerk		
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