RESOLUTION NO. RES-15-0113

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF LONG BEACH APPROVING AMENDMENTS TO THE INDENTURE OF TRUST FOR THE CITY'S 2010 TAXABLE REVENUE BONDS (CARNIVAL CRUISE TERMINAL FINANCING), AND AUTHORIZING RELATED ACTIONS

WHEREAS, on November 20, 2002, the City of Long Beach (the "City") issued $32,100,000 principal amount of City of Long Beach, California, 2002 Taxable Revenue Bonds (Carnival Cruise Terminal Financing) (the "2002 Bonds"), in order to assist Carnival Corporation ("Carnival") in financing various improvements to the wharf in the City at which Carnival conducts its cruise ship operations (the "Cruise Terminal"); and

WHEREAS, on November 2, 2010, the City issued $30,000,000 principal amount of City of Long Beach, California, 2010 Taxable Revenue Bonds (Carnival Cruise Terminal Financing) (the "2010 Bonds") to refund the 2002 Bonds and to provide funds to finance additional improvements to the Cruise Terminal; and

WHEREAS, the 2002 Bonds were payable, and the 2010 Bonds are payable, from the wharfage portion of a tariff collected from passengers embarking from or debarking at the Cruise Terminal (the "Tariff Revenues"), and not from any other funds of the City; and

WHEREAS, the Indenture of Trust, dated as of November 1, 2010 (the "Indenture"), between the City and U.S. Bank National Association, as Trustee, pursuant to which the 2010 Bonds were issued contains provisions with respect to a 2010 Improvements Account into which a portion of the proceeds of the 2010 Bonds were deposited, and an Excess Revenues Fund into which Tariff Revenues not needed for the payment of debt service on the 2010 Bonds are deposited; and

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WHEREAS, the Indenture provides that on certain dates (the "Transfer Dates"), funds in the 2010 Improvements Account and in the Excess Revenues Fund are to be used to redeem 2010 Bonds prior to their stated maturities; and

WHEREAS, Carnival has requested that the City amend the Indenture to extend the Transfer Dates, so that funds in the 2010 Improvements Account and in the Excess Revenues Fund may be used for improvements to the Cruise Terminal and certain operating expenses related thereto, instead of being used to redeem 2010 Bonds, and Carnival has agreed to pay the costs of the City to process the requested amendments to the Indenture; and

WHEREAS, there have been presented to this City Council a draft of a First Supplemental Indenture which amends the 2010 Improvements Account provisions of the Indenture (the "First Supplement"), and which requires the consent of the owners of a majority in principal amount of the 2010 Bonds outstanding to be effective, and a Second Supplemental Indenture which amends the Excess Revenues Fund provisions of the Indenture (the "Second Supplement"), and which does not require the consent of the Bondowners to be effective, and the City Council now desires to approve the First Supplement and the Second Supplement in order to accommodate the request of Carnival regarding amendments to the Indenture.

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

Section 1. The First Supplement and the Second Supplement (collectively, the "Supplements"), in the respective forms on file with the City Attorney, are hereby approved. The City Manager and the City Treasurer (collectively, the "Designated Officers") are hereby authorized, each acting alone, for and in the name and on behalf of the City, to execute and deliver the Supplements in said form, together with such additions thereto or changes therein as are recommended or approved by the Designated Officer executing the Supplements upon consultation with the City Attorney and Quint & Thimmig LLP, the Bond Counsel to the City for the 2010 Bonds, the approval

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of such additions or changes to be conclusively evidenced by the execution and delivery by a Designated Officer of the Supplements.

Section 2. The City Manager, the City Treasurer, the City Clerk and all other officers and officials of the City are hereby authorized and directed to do any and all things and to execute and deliver any and all agreements, documents and certificates which they deem necessary or advisable in order to carry out and give effect to the Supplements, and otherwise to comply with the intent of this resolution and the Supplements.

Section 3. 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 8, 2015 by the following vote:

Ayes: Councilmembers: Gonzalez, Lowenthal, Price, Supernaw, Mungo, Andrews, Austin, Richardson.

Noes: Councilmembers: None.

Absent: Councilmembers: Uranga.

City Clerk

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