

**City of Long Beach, California
Harbor Revenue Refunding Bonds
Series 2005A**

**NOTICE TO FISCAL AGENT REGARDING
REDEMPTION OF THE SERIES 2005A BONDS**

To: U.S. Bank National Association
Corporate Trust Services
633 West Fifth Street, 24th Floor
Los Angeles, California 90071
Attn: [_____]

Pursuant to Resolution No. HD-1475 adopted by the Board of Harbor Commissioners of the City of Long Beach, California (the “Board”) on November 8, 1989, as amended (the “Master Resolution”), and Resolution No. HD-2242 adopted by the Board on February 28, 2005 (the “Eleventh Supplemental Resolution”), U.S. Bank National Association (the “Fiscal Agent”), was appointed as fiscal agent for the City of Long Beach, California, Harbor Revenue Refunding Bonds, Series 2005A (the “Series 2005A Bonds”). Capitalized terms not defined in this notice shall have the meanings ascribed to them in the Master Resolution or the Eleventh Supplemental Resolution, as applicable.

Pursuant to Section 4.02 and Section 4.04 of the Master Resolution, the Board hereby provides notice to the Fiscal Agent that the Board has selected the following Series 2005A Bonds to be redeemed (the “Redeemed Series 2005A Bonds”) on [_____], 2015 (the “Redemption Date”):

CUSIP*	Maturity	Rate	Principal Amount
542424ML7	5/15/2016	5.00%	\$8,960,000
542424MM5	5/15/2018	5.00	25,000
542424MN3	5/15/2019	5.00	6,210,000
542424MP8	5/15/2020	5.00	6,850,000
542424MQ6	5/15/2021	5.00	4,835,000
542424MR4	5/15/2022	5.00	14,390,000
542424MS2	5/15/2023	5.00	16,815,000
542424MT0	5/15/2024	5.00	7,025,000
542424MU7	5/15/2025	5.00	3,330,000

* Neither the Board nor the City of Long Beach shall be responsible for the selection or use of the CUSIP Numbers, nor is any representation made as to their correctness indicated in this Conditional Notice of Redemption. They are included solely for the convenience of the Bondholders. The CUSIP numbers have been assigned by an independent service for convenience of reference and that neither the Board, the City of Long Beach shall be liable for any inaccuracy in such numbers.

Pursuant to Section 4.02 of the Master Resolution, the Treasurer of the City of Long Beach, California (the “Treasurer”) hereby gives written notice to the Fiscal Agent specifying that the redemption date is [_____], that the maturities and Bond Obligation amounts of the Redeemed Series 2005A Bonds are described above and hereby irrevocably directs the Fiscal Agent to give conditional notice of redemption to the Owners of the Redeemed Series

2005A Bonds. Such notice shall be (i) in a form required by the Master Resolution and the Eleventh Supplemental Resolution, (ii) given to each Owner, the Securities Depositories and one or more Information Services by the Fiscal Agent, as required by Section 4.05 of the Master Resolution, (iii) provided to the Bond Insurer as required by in Section 4.03 of the Eleventh Supplemental Resolution, and (iv) substantially in the form attached hereto as Exhibit A.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has signed and executed this Notice this [DATE], 2015.

CITY OF LONG BEACH CALIFORNIA,
ACTING BY AND THROUGH ITS BOARD OF
HARBOR COMMISSIONERS

By: _____
[TBD]

TREASURER OF THE CITY OF LONG BEACH

By: _____
David S. Nakamoto

cc: National Public Finance Guarantee Corporation
TIFIA Joint Program Office (HITJ)
Federal Highway Administration

EXHIBIT A

CONDITIONAL NOTICE OF REDEMPTION

**CITY OF LONG BEACH, CALIFORNIA
HARBOR REVENUE REFUNDING BONDS
SERIES 2005A**

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of Resolution No. HD-1475 adopted by the Board of Harbor Commissioners of the City of Long Beach (the “Board”) on November 8, 1989, as amended and supplemented (the “Master Resolution”), and in particular as supplemented by Resolution No. HD-2242 adopted by the Board on February 28, 2005 (the “Eleventh Supplemental Resolution”), the City of Long Beach, California, Harbor Revenue Refunding Bonds, Series 2005A, issued on March 23, 2005 and more particularly described below (the “Bonds”):

CUSIP*	Maturity	Rate	Principal Amount
542424ML7	5/15/2016	5.00%	\$8,960,000
542424MM5	5/15/2018	5.00	25,000
542424MN3	5/15/2019	5.00	6,210,000
542424MP8	5/15/2020	5.00	6,850,000
542424MQ6	5/15/2021	5.00	4,835,000
542424MR4	5/15/2022	5.00	14,390,000
542424MS2	5/15/2023	5.00	16,815,000
542424MT0	5/15/2024	5.00	7,025,000
542424MU7	5/15/2025	5.00	3,330,000

* None of the Board, the City of Long Beach or U.S. Bank National Association, as fiscal agent for the Bonds, shall be responsible for the selection or use of the CUSIP Numbers, nor is any representation made as to their correctness indicated in this Conditional Notice of Redemption. They are included solely for the convenience of the Bondholders. The CUSIP numbers have been assigned by an independent service for convenience of reference and that none of the Board, the City of Long Beach or U.S. Bank National Association, as fiscal agent for the Bonds, shall be liable for any inaccuracy in such numbers.

shall be redeemed, in whole, on [_____] (the “Redemption Date”) at the redemption price equal to 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon to the Redemption Date, without premium. Capitalized terms not defined in this notice shall have the meanings ascribed to them in the Master Resolution or the Eleventh Supplemental Resolution, as applicable.

HOLDERS OF THE BONDS ARE FURTHER NOTIFIED THAT PURSUANT TO SECTION 2.05 OF THE ELEVENTH SUPPLEMENTAL RESOLUTION, THIS NOTICE AND THE REDEMPTION OF THE BONDS ARE CONDITIONAL, THAT IS, THIS NOTICE AND THE REDEMPTION OF THE BONDS ARE SUBJECT TO THE DEPOSIT OF THE REDEMPTION MONEYS WITH THE TREASURER, THE FISCAL AGENT, AN ESCROW AGENT OR OTHER FIDUCIARY NOT LATER THAN THE OPENING OF BUSINESS FIVE BUSINESS DAYS PRIOR TO THE SCHEDULED REDEMPTION DATE, AND THIS NOTICE WILL BE OF NO EFFECT UNLESS SUCH MONEYS ARE SO DEPOSITED. PURSUANT TO SECTION 2.05 OF THE ELEVENTH SUPPLEMENTAL RESOLUTION, IN THE EVENT SUFFICIENT MONEYS ARE NOT ON DEPOSIT ON THE REQUIRED DATE, THEN THIS NOTICE AND THE REDEMPTION OF THE BONDS WILL BE CANCELED.

Pursuant to Section 4.05 of the Master Resolution, on the Redemption Date there will become due and payable on each of the Bonds the Redemption Price thereof, together with interest accrued thereon to the Redemption Date, and from and after the Redemption Date interest on the Bonds shall cease to accrue. Pursuant to Section 4.05 of the Master Resolution, on the Redemption Date, the Bonds are required to be surrendered at the address or addresses of the Fiscal Agent specified in this notice.

Pursuant to Section 4.06 of the Master Resolution, the Bonds so called for redemption shall become due and payable on the Redemption Date at the Redemption Price, plus interest accrued and unpaid to the Redemption Date, and, upon presentation and surrender of the Bonds at the office specified in this notice, such Bonds shall be paid at the Redemption Price, plus interest accrued and unpaid to the redemption date. Pursuant to Section 4.06 of the Master Resolution, if, on the Redemption Date, moneys for the redemption of all the Bonds, together with interest to the Redemption Date, shall be available therefor on the Redemption Date, then, from and after the Redemption Date interest on the Bonds shall cease to accrue and become payable.

The addresses of the Fiscal Agent are specified below:

If by Mail: (REGISTERED BONDS)

U.S. Bank National Association Corporate Trust
Services
P.O. Box 64111
St. Paul, MN 55164-0111

If by Hand or Overnight Mail:

U.S. Bank National Association Corporate Trust
Services
111 Fillmore Ave. E
St. Paul, MN 55107

Bondholders presenting their Bonds in person for same day payment must surrender their Bond(s) by 1:00 P.M. on the Redemption Date and a check will be available for pick up after 2:00 P.M. Checks not picked up by 4:30 P.M. will be mailed out to the bondholder via first class mail. If payment of the Redemption Price is to be made to the registered owner of the Bond, you are not required to endorse the Bond to collect the Redemption Price.

IMPORTANT NOTICE

Under existing Federal Income Tax Law, the Fiscal Agent may be obligated to withhold 28% of the Redemption Price from any Bondholder who has failed to furnish the Fiscal Agent with a valid taxpayer identification number and a certification that such Bondholder is not subject to backup withholding under Federal Income Tax Law. Bondholders who wish to avoid the application of these provisions should submit a completed Form W-9 when presenting their Bonds.

By: U.S. Bank National Association, as Fiscal Agent
[Date of Notice], 2015

**City of Long Beach, California
Harbor Revenue Refunding Bonds
Series 2005B**

**NOTICE TO FISCAL AGENT REGARDING
REDEMPTION OF THE SERIES 2005B BONDS**

To: U.S. Bank National Association
Corporate Trust Services
633 West Fifth Street, 24th Floor
Los Angeles, California 90071
Attn: [_____]

Pursuant to Resolution No. HD-1475 adopted by the Board of Harbor Commissioners of the City of Long Beach, California (the “Board”) on November 8, 1989, as amended (the “Master Resolution”), and Resolution No. HD-2242 adopted by the Board on February 28, 2005 (the “Eleventh Supplemental Resolution”), U.S. Bank National Association (the “Fiscal Agent”), was appointed as fiscal agent for the City of Long Beach, California, Harbor Revenue Refunding Bonds, Series 2005B (the “Series 2005B Bonds”). Capitalized terms not defined in this notice shall have the meanings ascribed to them in the Master Resolution or the Eleventh Supplemental Resolution, as applicable.

Pursuant to Section 4.02 and Section 4.04 of the Master Resolution, the Board hereby provides notice to the Fiscal Agent that the Board has selected the following Series 2005B Bonds to be redeemed (the “Redeemed Series 2005B Bonds”) on [_____], 2015 (the “Redemption Date”):

CUSIP*	Maturity	Rate	Principal Amount
542424MV5	5/15/2017	5.00%	\$13,430,000
542424MW3	5/15/2018	5.00	11,540,000

* Neither the Board nor the City of Long Beach shall be responsible for the selection or use of the CUSIP Numbers, nor is any representation made as to their correctness indicated in this Conditional Notice of Redemption. They are included solely for the convenience of the Bondholders. The CUSIP numbers have been assigned by an independent service for convenience of reference and that neither the Board nor the City of Long Beach shall be liable for any inaccuracy in such numbers.

Pursuant to Section 4.02 of the Master Resolution, the Treasurer of the City of Long Beach, California (the “Treasurer”) hereby gives written notice to the Fiscal Agent specifying that the redemption date is [_____], that the maturities and Bond Obligation amounts of the Redeemed Series 2005B Bonds are described above and hereby irrevocably directs the Fiscal Agent to give conditional notice of redemption to the Owners of the Redeemed Series 2005B Bonds. Such notice shall be (i) in a form required by the Master Resolution and the Eleventh Supplemental Resolution, (ii) given to each Owner, the Securities Depositories and one or more Information Services by the Fiscal Agent, as required by Section 4.05 of the Master Resolution, (iii) provided to the Bond Insurer as required by in Section 4.03 of the Eleventh Supplemental Resolution, and (iv) substantially in the form attached hereto as Exhibit A.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has signed and executed this Notice this [DATE], 2015.

CITY OF LONG BEACH CALIFORNIA,
ACTING BY AND THROUGH ITS BOARD OF
HARBOR COMMISSIONERS

By: _____
[TBD]

TREASURER OF THE CITY OF LONG BEACH

By: _____
David S. Nakamoto

cc: National Public Finance Guarantee Corporation
TIFIA Joint Program Office (HITJ)
Federal Highway Administration

EXHIBIT A

**CONDITIONAL NOTICE OF REDEMPTION
CITY OF LONG BEACH, CALIFORNIA
HARBOR REVENUE REFUNDING BONDS
SERIES 2005B**

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of Resolution No. HD-1475 adopted by the Board of Harbor Commissioners of the City of Long Beach (the “Board”) on November 8, 1989, as amended and supplemented (the “Master Resolution”), and in particular as supplemented by Resolution No. HD-2242 adopted by the Board on February 28, 2005 (the “Eleventh Supplemental Resolution”), the City of Long Beach, California, Harbor Revenue Refunding Bonds, Series 2005B, issued on March 23, 2005 and more particularly described below (the “Bonds”):

CUSIP*	Maturity	Rate	Principal Amount
542424MV5	5/15/2017	5.00%	\$13,430,000
542424MW3	5/15/2018	5.00	11,540,000

* None of the Board, the City of Long Beach or U.S. Bank National Association, as fiscal agent for the Bonds, shall be responsible for the selection or use of the CUSIP Numbers, nor is any representation made as to their correctness indicated in this Conditional Notice of Redemption. They are included solely for the convenience of the Bondholders. The CUSIP numbers have been assigned by an independent service for convenience of reference and that none of the Board, the City of Long Beach or U.S. Bank National Association, as fiscal agent for the Bonds, shall be liable for any inaccuracy in such numbers.

shall be redeemed, in whole, on [_____] (the “Redemption Date”) at the redemption price equal to 100% of the principal amount of the Bonds to be redeemed, plus accrued interest thereon to the Redemption Date, without premium. Capitalized terms not defined in this notice shall have the meanings ascribed to them in the Master Resolution or the Eleventh Supplemental Resolution, as applicable.

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Pursuant to Section 4.05 of the Master Resolution, on the Redemption Date there will become due and payable on each of the Bonds the Redemption Price thereof, together with interest accrued thereon to the Redemption Date, and that from and after the Redemption Date interest on the Bonds shall cease to accrue. Pursuant to Section 4.05 of the Master Resolution, on the Redemption Date, the Bonds are required to be surrendered at the address or addresses of the Fiscal Agent specified in this notice.

Pursuant to Section 4.06 of the Master Resolution, the Bonds so called for redemption shall become due and payable on the Redemption Date at the Redemption Price, plus interest accrued and unpaid to the Redemption Date, and, upon presentation and surrender of the Bonds at the office specified in this notice, such Bonds shall be paid at the Redemption Price, plus interest accrued and unpaid to the redemption date. Pursuant to Section 4.06 of the Master Resolution, if, on the Redemption Date, moneys for the redemption of all the Bonds, together with interest to the Redemption Date, shall be available therefor on the Redemption Date, then, from and after the Redemption Date interest on the Bonds shall cease to accrue and become payable.

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P.O. Box 64111
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U.S. Bank National Association
Corporate Trust Services
111 Fillmore Ave. E
St. Paul, MN 55107

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By: U.S. Bank National Association, as Fiscal Agent
[Date of Notice], 2015