

FORM APPROVED COUNTY COUNSEL
 BY: [Signature] 9/15/15
 DATE: _____
 GREGORY P. PRAMOS

**SUBMITTAL TO THE BOARD OF DIRECTORS OF THE RIVERSIDE
 COUNTY INFRASTRUCTURE FINANCING AUTHORITY
 COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

209



FROM: Executive Office

SUBMITTAL DATE:
 September 10, 2015

SUBJECT: Riverside County Infrastructure Financing Authority Lease Revenue Refunding Bonds, Series 2015A (Capital Improvement Projects Refunding), All, [\$300,000], Bond Proceeds 100%, **(Vote on Separately)**

RECOMMENDED MOTION: That the Board of Directors:

1. Approve the Issuance of the Riverside County Infrastructure Financing Authority Lease Revenue Bonds, Series 2015A (Capital Improvement Projects Refunding), authorizing the preparation and distribution of a Preliminary Official Statement and authorizing certain other actions in connection therewith be approved.

BACKGROUND:

Summary

In 2005 & 2006 the County of Riverside Asset Leasing Corporation (CORAL) issued tax-exempt certificates to fund certain improvements to build various facilities and refund the County's Historic Courthouse (the 2005B Historic Courthouse Refunding.)

[Signature]

Stephanie Persi
 Senior Management Analyst

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost:	POLICY/CONSENT (per Exec. Office)
COST	\$ 300,000	\$ 0	\$ 300,000	\$ 0	Consent <input type="checkbox"/> Policy X
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0	

SOURCE OF FUNDS: Bond Proceeds

Budget Adjustment: No

For Fiscal Year: 2015-16

C.E.O. RECOMMENDATION:

APPROVE

BY: [Signature]

County Executive Office Signature

Ivan M. Chand

9/15/2015

MINUTES OF THE BOARD OF SUPERVISORS

- Positions Added
- Change Order
- A-30
- 4/5 Vote

Prev. Agn. Ref.:

District: All

Agenda Number.

5-1 c

SUBMITTAL TO THE BOARD OF DIRECTORS OF THE RIVERSIDE COUNTY INFRASTRUCTURE FINANCING AUTHORITY, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA

FORM 11: Riverside County Infrastructure Financing Authority Lease Revenue Refunding Bonds, Series 2015A (Capital Improvement Projects Refunding), All, [\$300,000], Bond Proceeds 100%, (Vote on Separately)

DATE: September 10, 2015

PAGE: 2 of 2

BACKGROUND:

Summary (continued)

Current market conditions allow for a current refunding of the 2005 Series A and 2005 Series B certificates and an advance refunding of the 2006 series A Capital Improvement Projects certificates. The Riverside County Infrastructure Financing Authority (IFA) Lease Revenue Refunding Bonds, Series 2015A will be issued in an aggregate principal amount not to exceed \$87 million, depending on the amount of reserves funded for the bonds. Based on current market conditions, this can provide the County with approximately \$10.2 million in aggregate net present value savings or 11.4% of the aggregate refunded par amount. This exceeds the Board Policy B-24 requirement of at least a 3% savings threshold. In addition, this refunding will not extend the maturity date per the policy.

Staff recommends issuing the not to exceed amount of \$87 million in fixed interest rate bonds. The estimated aggregate gross savings are approximately \$11 million through the life of the bonds based on current market conditions. The average annual debt service on the refunding bonds is anticipated to be approximately \$5.2 million in aggregate.

This item has been approved by the Debt Advisory Committee.

Impact on Citizens and Businesses

The savings achieved by the refunding will help to reduce the debt obligation of the County and therefore allow for resources to be redirected to services for the citizens.

SUPPLEMENTAL:

Additional Fiscal Information

The savings will be realized by the general fund, which pays the current debt service on these bond issues.

3
4 **RESOLUTION NO. IFA 2015-02**

5 **A RESOLUTION OF THE BOARD OF DIRECTORS OF THE**
6 **RIVERSIDE COUNTY INFRASTRUCTURE FINANCING**
7 **AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO**
8 **EXCEED \$87,000,000 OF RIVERSIDE COUNTY**
9 **INFRASTRUCTURE FINANCING AUTHORITY LEASE**
10 **REVENUE REFUNDING BONDS, SERIES 2015A (CAPITAL**
11 **IMPROVEMENT PROJECTS REFUNDING), APPROVING**
12 **THE EXECUTION AND DELIVERY OF VARIOUS RELATED**
13 **DOCUMENTS IN CONNECTION WITH THE OFFERING AND**
14 **SALE OF SUCH BONDS AND OTHER MATTERS RELATED**
15 **THERE TO**

16 WHEREAS, the Riverside County Infrastructure Financing Authority (the
17 “Authority”) is a joint exercise of powers authority, duly organized and existing under and pursuant
18 to that certain Joint Exercise of Powers Agreement, dated as of September 15, 2015 (the “Joint
19 Powers Agreement”), by and between the County of Riverside (the “County”) and the Riverside
20 County Flood Control and Water Conservation District, and under the provisions of Articles 1
21 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 of the Government
22 Code of the State of California (the Act”), and is authorized and empowered pursuant to Article 4
23 (commencing with Section 6584) of the Act to issue bonds for the purposes of financing and
24 refinancing public capital improvements; and

25 WHEREAS, the County has expressed its desire to obtain interest cost savings by
26 refunding all or a portion of the (i) County of Riverside Certificates of Participation, 2005 Series A
27 (Capital Improvement and Family Law Court Refunding Projects) (the “2005A Certificates”), (ii)
28 County of Riverside Certificates of Participation, 2005 Series B (Historic Courthouse Refunding) (the
“2005B Certificates”), and (iii) County of Riverside Certificates of Participation, 2006 Series A

FORM APPROVED COUNTY COUNSEL
BY *Dale A. Gardner*
DALE A. GARDNER
DATE 9/14/15

1 (Capital Improvement Projects) (the “2006A Certificates” and, together with the 2005A Certificates
2 and the 2005B Certificates, the “Refunded Certificates”) (collectively, the “Refunding”); and
3

4 WHEREAS, in order to provide the funds necessary for the Refunding, the County
5 and the Authority will enter into a Site Lease (the “Site Lease”), whereby the County will lease to the
6 Authority certain real property and the improvements located thereon (the “Leased Property”), and
7 the County and the Authority will enter into a Facility Lease (the “Facility Lease”), whereby the
8 County will sublease from the Authority the Leased Property; and
9

10 WHEREAS, pursuant to an assignment agreement (the “Assignment Agreement”), the
11 Authority will transfer certain of its rights, title and interests in and to the Site Lease and the Facility
12 Lease, including its right to receive base rental payments due under the Facility Lease, to Wells Fargo
13 Bank, National Association, a national banking association duly organized and existing under and by
14 virtue of the laws of the United States of America (the “Trustee”); and
15

16 WHEREAS, pursuant to an Indenture (the “Indenture”) by and among the County, the
17 Authority and the Trustee, the Authority will issue and deliver its Riverside County Infrastructure
18 Financing Authority Lease Revenue Refunding Bonds, Series 2015A (Capital Improvement Projects
19 Refunding), in an aggregate principal amount of not to exceed \$87,000,000 (the “Bonds”), the
20 proceeds of which will be used to finance the Refunding and related costs of issuance and, possibly, a
21 reserve fund; and
22

23 WHEREAS, the Bonds will be secured by, among other things, the base rental
24 payments made by the County under the Facility Lease; and
25

26 WHEREAS, in connection with the issuance and delivery of the Bonds, the Authority
27 also desires to approve the form and distribution of a preliminary official statement (the “Preliminary
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1 Official Statement”) and the form of a purchase contract (the “Purchase Contract”) among the
2 Authority, the County and the underwriters named therein (collectively, the “Underwriters”); and
3

4 WHEREAS, the County, in consideration of the Authority's determination to assist
5 with the Refunding as described above, has agreed to indemnify and hold harmless the Authority in
6 connection with entering into the Site Lease, the Facility Lease and the Refunding, as more
7 particularly set forth in the Facility Lease; and
8

9 WHEREAS, there have been presented to this meeting the proposed forms of the
10 following documents:

- 11 (a) the Indenture;
 - 12 (b) the Assignment Agreement;
 - 13 (c) the Site Lease;
 - 14 (d) the Facility Lease;
 - 15 (e) the Preliminary Official Statement; and
 - 16 (f) the Purchase Contract;
- 17

18 NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE
19 RIVERSIDE COUNTY PUBLIC FINANCING AUTHORITY AS FOLLOWS:
20

21 SECTION 1. Issuance of Bonds. The issuance of the Bonds by the Authority on the
22 terms and conditions set forth in, and subject to the limitations specified in, the Indenture and this
23 Resolution, is hereby approved; provided, however, that (i) the aggregate principal amount of Bonds
24 shall not exceed \$87,000,000 (ii) the maturity of the Bonds shall not exceed November 1, 2037 and
25 (iii) the net present value of the savings shall equal or exceed 3.00% of the par value of each Series of
26 Refunded Certificates refunded.
27
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1 SECTION 2. Approval of Indenture. The form of Indenture presented at this
2 meeting is hereby approved and the Chair, the Vice Chair, and the Secretary of the Authority (each an
3 "Authorized Officer") are hereby authorized and directed, for and in the name of and on behalf of the
4 Authority, to execute, acknowledge and deliver the Indenture in substantially the form presented at
5 this meeting with such changes therein as the officers executing the same may approve, such
6 approval to be conclusively evidenced by the execution and delivery thereof, including with respect
7 to whether and what type(s) of credit enhancement secures the Bonds, the amount, if any, to be
8 deposited in a reserve fund for the Bonds, or by other factors, as determined by the Authorized
9 Officers in consultation with the Authority's financial and legal consultants as being in the best
10 interests of the Authority and the County.

11
12 SECTION 3. Approval of Site Lease. The form of Site Lease presented at this
13 meeting is hereby approved and each Authorized Officer is hereby authorized and directed, for and in
14 the name of and on behalf of the Authority, to execute, acknowledge and deliver the Site Lease in
15 substantially the form presented at this meeting with such changes therein as the Authorized Officer
16 executing the same may approve, such approval to be conclusively evidenced by the execution and
17 delivery thereof.

18
19 SECTION 4. Approval of Facility Lease. The form of Facility Lease presented at
20 this meeting is hereby approved and each Authorized Officer is hereby authorized and directed, for
21 and in the name of and on behalf of the Authority, to execute, acknowledge and deliver the Facility
22 Lease in substantially the form presented at this meeting with such changes therein as the Authorized
23 Officer executing the same may approve, such approval to be conclusively evidenced by the
24 execution and delivery thereof.

25
26 SECTION 5. Approval of Assignment Agreement. The form of Assignment
27 Agreement presented at this meeting is hereby approved and each Authorized Officer is hereby
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1 authorized and directed, for and in the name of and on behalf of the Authority, to execute,
2 acknowledge and deliver the Assignment Agreement in substantially the form presented at this
3 meeting with such changes therein as the Authorized Officer executing the same may approve, such
4 approval to be conclusively evidenced by the execution and delivery thereof.

5
6 SECTION 6. Approval of Purchase Contract. The form of Purchase Contract
7 presented at this meeting is hereby approved. The Authority is hereby authorized to enter into the
8 Purchase Contract and each Authorized Officer is hereby authorized and directed to execute and
9 deliver the Purchase Contract on behalf of the Authority, in substantially the form presented to this
10 meeting, with such changes therein, deletions therefrom and additions thereto as the Authorized
11 Officer shall approve in consultation with the Authority Counsel and Bond Counsel, which approval
12 shall be conclusively evidenced by the execution and delivery thereof; *provided, however,* that the
13 underwriting fee payable pursuant to the Purchase Contract shall not exceed 0.15% of the aggregate
14 principal amount of the Bonds and the maturity date, the principal amount of the Bonds and the
15 savings accomplished therefrom shall be as specified in Section 1 hereof.

16
17 SECTION 7. Approval of Official Statement. The Preliminary Official Statement is
18 hereby approved and the same may be used and is hereby authorized to be used and distributed in the
19 market by the Underwriters incident to the marketing of the Bonds. Each Authorized Officer is
20 hereby authorized to (a) make such changes in such form of the Preliminary Official Statement as
21 such officer, in consultation with Authority Counsel and the Underwriters, shall determine to be
22 appropriate, and (b) on behalf of the Authority, to deem such Preliminary Official Statement “final”
23 pursuant to Rule 15c2-12 under the Securities Exchange Act of 1934 (the “Rule”). Each Authorized
24 Officer is authorized and directed to prepare a final Official Statement, with such additional
25 information as may be permitted to be excluded from the Preliminary Official Statement pursuant to
26 the Rule, which final Official Statement shall be executed and delivered in the name and on behalf of
27 the Authority by an Authorized Officer, and such Authorized Officer is authorized and directed to
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1 prepare, execute and deliver in the name and on behalf of the Authority any supplemental filings
2 related to such final Official Statement.

3
4 SECTION 8. Other Acts. The officers and staff of the Authority are hereby authorized
5 and directed, jointly and severally, to do any and all things, to execute and deliver any and all
6 documents, which in consultation with Counsel to the Authority or with Nixon Peabody LLP, the
7 Authority's bond counsel, they may deem necessary or advisable in order to effectuate the purposes
8 of this Resolution, and any and all such actions previously taken by such officers or staff members
9 are hereby ratified and confirmed.

10
11 SECTION 9. Effective Date. This Resolution shall take effect upon adoption.

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13 PASSED and ADOPTED this September 22, 2015.

14
15
16 By: _____
17 Marion Ashley, Chairman of the Board of
18 Supervisors of the County of Riverside, acting ex
19 officio as the Board of Directors of the Riverside
20 County Infrastructure Financing Authority

21 ATTESTED:
22 Kecia Harper-Ihem, Clerk of the Board of
23 Supervisors of the County of Riverside, acting *ex*
24 officio as the Board of Directors of the Riverside
25 County Infrastructure Financing Authority

26 By: _____
27 Secretary

