This Preliminary Official Statement and the information contained herein are subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY OFFICIAL STATEMENT DATED [____________], 2016

NEW ISSUE—BOOK-ENTRY-ONLY

S&P: [___]
Fitch: [___]
See "RATINGS" herein.

In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the County of Riverside, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest with respect to the Note is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from State of California personal income taxes. The amount treated as interest on the Note and excluded from gross income may depend upon the taxpayer's election under Internal Revenue Notice 94-84. In the further opinion of Bond Counsel, interest on the Note is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Note. See "TAX MATTERS" herein.

$[AMOUNT]*
COUNTY OF RIVERSIDE
2016 TAX AND REVENUE ANTICIPATION NOTE

CUSIP®: ____________

Dated: Date of Delivery Coupon: ____% Yield: _____% Price: _____% Due: June 30, 2017

The County of Riverside 2016 Tax and Revenue Anticipation Note (the "Note") will be issued in fully registered book-entry form only in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC") and will be available to the beneficial owners thereof in the denomination of $5,000 or any multiple thereof under the book-entry system maintained by DTC. Purchasers of the Note will not receive certificates representing their interests in the Note. Principal of and interest on the Note will be payable only at maturity at the principal office of The Bank of New York Mellon Trust Company, N.A., as paying agent (the "Paying Agent"), by wire transfer to DTC, which will in turn remit such principal and interest to its Participants, which in turn will remit such principal and interest to the Indirect Participants or to the Beneficial Owners of the Note, as more fully described herein.

The Note, in accordance with California law, is a general obligation of the County of Riverside (the "County"), and is payable from taxes, income, revenues, cash receipts and other moneys of the County attributable to the County's 2016-17 Fiscal Year commencing July 1, 2016 which are legally available for payment thereof. The Note shall constitute a first lien and charge on such revenues and shall be payable from the moneys received by the County from such pledged revenues as more particularly described herein. To the extent not so paid, the Note shall be paid from any other taxes, income, revenue, cash receipts and other moneys of the County lawfully available therefor. The Note Resolution requires the County to set aside and deposit in a special fund (the "Payment Account") to be established by the Paying Agent certain amounts from such pledged revenues received by the County in those months described herein so that the amount on deposit in the Payment Account on such dates as described herein, taking into consideration anticipated investment earnings thereon to be received by the maturity date, will be, following all such deposits, equal to all of the principal of and interest due on the Note, as more fully described herein.

THE NOTE IS NOT SUBJECT TO REDEMPTION PRIOR TO MATURITY.

THE NOTE IS A LIMITED OBLIGATION OF THE COUNTY, PAYABLE SOLELY FROM CERTAIN FUNDS PLEDGED UNDER THE NOTE RESOLUTION. THE COUNTY IS NOT AUTHORIZED TO LEVY OR COLLECT ANY TAX FOR REPAYMENT OF THE NOTE.

The cover page contains information for quick reference only, and is not a summary of this issue. Potential purchasers must read the entire Official Statement in order to obtain information essential to making an informed investment decision.

The Note is offered when, as and if issued and delivered, subject to the approval as to its legality of Orrick, Herrington & Sutcliffe LLP, Los Angeles, California, Bond Counsel. Certain additional legal matters will be passed upon for the County by the County Counsel, and for the Underwriters by their counsel, Norton Rose Fulbright US LLP. It is anticipated that the Note, in definitive form, will be available for delivery through the facilities of DTC on or about July [1], 2016.

STIFEL **BofA Merrill Lynch**

Dated: ____________, 2016.

* Preliminary; subject to change.

® CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Capital IQ. CUSIP data provided herein is for convenience of reference only. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. Neither the Underwriters nor the County are responsible for the selection or correctness of the CUSIP numbers set forth herein and no representation is made as to its correctness on the Note or as included herein.

No dealer, broker, salesperson or other person has been authorized by the County to give any information or to make any representations other than as set forth herein and, if given or made, such other information or representation must not be relied upon as having been authorized by the County. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the Note by a person in any jurisdiction in which it is unlawful for such person to make such an offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchasers of the Note. Statements contained in this Official Statement which involve estimates, projections or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representations of facts. See "INTRODUCTION—Forward-Looking Statements."

The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the County since the date hereof. This Official Statement is submitted in connection with the sale of the Note referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

This Official Statement and the information contained herein is in a form deemed final by the County for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended (except for omission of certain information permitted to be omitted under Rule 15c2-12(b)(1)). However, the information herein is subject to revision, completion or amendment in a final Official Statement.

The Underwriters have provided the following sentence for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, its responsibility to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

IN CONNECTION WITH THIS OFFERING THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE NOTE OFFERED HEREIN AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. THE UNDERWRITERS MAY OFFER AND SELL THE NOTE TO CERTAIN DEALERS, INSTITUTIONAL INVESTORS AND OTHERS AT PRICES LOWER THAN THE PUBLIC OFFERING PRICE STATED ON THE COVER PAGE HEREOF AND SAID PUBLIC OFFERING PRICE MAY BE CHANGED FROM TIME TO TIME BY THE UNDERWRITERS.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COUNTY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE NOTE HAS NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, IN RELIANCE UPON EXCEPTIONS CONTAINED IN SUCH ACT. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER FEDERAL, STATE OR OTHER GOVERNMENTAL ENTITY, NOR ANY AGENCY OR DEPARTMENT THEREOF, HAS PASSED UPON THE MERITS OF THE NOTE OR THE ACCURACY OR COMPLETENESS OF THIS OFFICIAL STATEMENT. THE NOTE HAS NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

THE COUNTY HAS ENTERED INTO AN UNDERTAKING FOR THE BENEFIT OF THE HOLDERS OF THE NOTE TO PROVIDE CERTAIN QUARTERLY FINANCIAL INFORMATION AND OPERATING DATA TO CERTAIN INFORMATION REPOSITORIES AND TO PROVIDE NOTICE TO THE MUNICIPAL SECURITIES RULEMAKING BOARD AND TO CERTAIN INFORMATION REPOSITORIES OF CERTAIN EVENTS, PURSUANT TO THE REQUIREMENTS OF SECTION (b)(5)(i) OF RULE 15c2-12 OF THE SECURITIES AND EXCHANGE COMMISSION.

COUNTY OF RIVERSIDE

County Executive Office
4th Floor
4080 Lemon Street
Riverside, California 92501

Board of Supervisors

John J. Benoit, Fourth District, Chairman
Kevin Jeffries, First District,
John F. Tavaglione, Second District
Chuck Washington, Third District
Marion Ashley, Fifth District

County Officials

Jay Orr, County Executive Officer
Don Kent, Treasurer Tax Collector
Paul Angulo, Auditor Controller
Peter Aldana, Assessor-County Clerk-Recorder
Gregory P. Priamos, County Counsel
Paul McDonnell, Finance Director

SPECIAL SERVICES

Bond Counsel

Orrick, Herrington & Sutcliffe LLP
Los Angeles, California

Disclosure Counsel

Kutak Rock LLP
Los Angeles, California

Financial Advisor

Fieldman, Rolapp & Associates
Irvine, California

Paying Agent

The Bank of New York Mellon Trust Company, N.A.
Los Angeles, California

Table of Contents

OFFICIAL STATEMENT

$[AMOUNT]*
COUNTY OF RIVERSIDE
2016 TAX AND REVENUE ANTICIPATION NOTE

INTRODUCTION

This introduction contains only a brief summary of certain of the terms of the Note being offered, and a brief description of this Official Statement. All statements contained in this introduction are qualified in their entirety by reference to the entire Official Statement. References to, and summaries of, provisions of the Constitution and laws of the State of California and any documents referred to herein do not purport to be complete and such references are qualified in their entirety by reference to the complete provisions thereof. All capitalized terms used in this Official Statement and not otherwise defined herein have the meanings set forth in the Resolution. See APPENDIX F—"FORM OF RESOLUTION" attached hereto.

General

This Official Statement, including the Appendices hereto, has been prepared under the direction of the County of Riverside (the "County"), in order to furnish information with respect to its sale of certain tax and revenue anticipation note designated, "County of Riverside, 2016 TAX AND REVENUE ANTICIPATION NOTE" (the "Note") in the aggregate principal amount of $[AMOUNT]*. The Note was authorized pursuant to the resolution of the County adopted on [________], 2016 (the "Resolution"), and will be issued in full conformity with the constitution and laws of the State of California (the "State"), including Article 7.6, Chapter 4, Part 1, Division 2, Title 5 (commencing with Section 53850) of the California Government Code (the "Act"). The Note is a general obligation of the County payable solely from taxes, income, revenue, cash receipts and other moneys of the County attributable to its fiscal year commencing on July 1, 2016 and ending on June 30, 2017 (the "2016-17 Fiscal Year" or "Fiscal Year 2016-17") and legally available for payment thereof. Proceeds from the sale of the Note will be used for current General Fund expenditures, including current expenses and capital expenditures. The California Government Code (the "Government Code") provides that the County may issue the Note only if the principal of and interest on the Note will not exceed 85% of the estimated moneys legally available for the payment of the Note and the interest thereon.

The Note and interest thereon are secured by a pledge of certain of the County's unrestricted revenues received in the months and in the amounts described under the caption "THE NOTE—Security for the Note" below.

If the full amount of the revenues pledged in a particular month to the repayment of the Note has not been received by the County, then the amount of any deficiency shall be satisfied and made up from additional moneys of the County received and lawfully available for payment of the Note and interest thereon.

Forward-Looking Statements

This Official Statement contains statements relating to future results that are "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. When used in this Official Statement, the words "estimate," "forecast," "projection," "intend," "expect" and similar expressions identify forward-looking statements. Any forward-looking statement is subject to uncertainty

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* Preliminary; subject to change

and risks that could cause actual results to differ, possibly materially, from those contemplated in such forward-looking statements. Inevitably, some assumptions used to develop forward-looking statements will not be realized or unanticipated events and circumstances may occur. Therefore, investors should be aware that there are likely to be differences between forward-looking statements and actual results; those differences could be material.

THE NOTE

Authority for Issuance

The Note is issued under the authority of the cited provisions of the Government Code and pursuant to the Resolution (see "INTRODUCTION" above).

Purpose of Issue

Issuance of the Note will provide moneys to meet the County's 2016-17 Fiscal Year General Fund expenditures, including current expenses, capital expenditures and prepayment of pension plan contributions, and the discharge of other obligations or indebtedness of the County.

Description of the Note

The Note will be issued in the aggregate principal amount of $[AMOUNT]* and will be issued in denominations of $5,000 or integral multiples thereof. The Note shall bear interest at the rate and will mature on the dates set forth on the inside cover page hereof. The Note is payable at maturity and interest thereon will be computed on a 30-day month/360-day year basis. The Note is to be delivered as a fully registered Note, without coupons and, when delivered, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository of the Note. Purchases will be made in book-entry form only, in the principal amount of $5,000 or any integral multiple thereof.

Security for the Note

The Note and the interest thereon are payable from taxes, income, revenue, cash receipts and other moneys of the County attributable to the 2016-17 Fiscal Year and legally available for payment thereof, and are secured by a pledge of certain of said moneys, excluding amounts heretofore pledged by the County to the payment of its Teeter Plan obligations issued pursuant to Resolution No. 97-203, as such resolution may be amended and supplemented from time to time (the "Pledged Revenues"). As security for the payment of the Note including the interest thereon, the County has covenanted pursuant to the Resolution to set aside: (a) on [__________], 2016, an amount equal to [__]% of the principal amount of and interest on the Note at maturity from Unrestricted Revenues received by the County in [________] 2016; and (b) on [___________], 2016, an amount equal to [__]% of the principal amount of and interest on the Note at maturity from Unrestricted Revenues received by the County in [_______] 2016. Certain deposits may take into consideration anticipated investment earnings on amounts deposited in Permitted Investments through the Maturity Date. See APPENDIX F—"FORM OF RESOLUTION" attached hereto. As of the date hereof, the County has met all of its prior obligations to set aside amounts for payments of tax and revenue anticipation notes, and expects to timely set aside funds on May 31, 2016 to meet the remainder of its current obligations with respect thereto.

The Pledged Revenues shall be deposited by the County and held by the Paying Agent, in a special account (the "Payment Account") and applied as directed under the Resolution. The County will

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* Preliminary; subject to change.

instruct the Paying Agent to invest the amounts in the Payment Account in the County Treasurer's Pooled Investment Fund pursuant to an investment agreement between the Paying Agent and the County until such amounts are required for the repayment of the Note. Any money deposited by the Paying Agent in the Payment Account shall be for the benefit of the holders of the Note and, until the Note and all interest thereon are paid or until provision has been made for the payment of the principal of and interest on the Note at maturity, the moneys in the Payment Account shall be applied solely for the purpose of paying the principal of and interest the Note at its respective maturity, although such amounts shall be invested by the County in Permitted Investments (as defined in the Resolution). In the event investment losses cause amounts on deposit in the Payment Account to be insufficient to pay principal and interest on the Note at maturity, the County is required to use any available Unrestricted Revenues (as defined below) from Fiscal Year 2016-17 for the payment of principal and interest on the Note, but there is no guarantee that the County will have sufficient Unrestricted Revenues to pay the principal of and interest on the Note as the same becomes due. Moneys in the Payment Account may not be withdrawn to pay operating expenses.

The Resolution requires that the Pledged Revenues be deposited and held in the Payment Account until maturity, at which time the moneys in such fund will be used to repay the Note. If during the foregoing period there are insufficient sources of Pledged Revenues to permit deposit of the full amount of Pledged Revenues, then the amount of any deficiency shall be satisfied from any Unrestricted Revenues lawfully available for the repayment of the Note. The County is not authorized to levy or collect any taxes for the repayment of the Note.

Should the County file for Chapter 9 bankruptcy, a court might hold that the holders of the Note do not have a valid and prior lien on the Payment Account invested in the County Treasurer's Pooled Investment Fund. While the County has taken steps to mitigate this risk by retaining the Paying Agent, by entering into a formal investment agreement with the Paying Agent, and by its practice of maintaining separate records of the Payment Account held in the Pooled Investment Fund, if the holders of the Note cannot trace the Payment Account funds, they may not be available for payment of principal and interest on the Notes. There can be no assurance that the holders of the Note will be able to successfully trace such funds in the County Treasurer's Pooled Investment Fund in the future. For more information regarding the County Treasurer's Pooled Investment Fund, see "APPENDIX A-FINANCIAL INFORMATION-Riverside County Treasurer's Pooled Investment Fund."

Available Sources of Repayment

The Note, in accordance with the Act, is a general obligation of the County but is payable only out of Unrestricted Revenues, which include the taxes, income, revenue, cash receipts and other moneys of the County which are accrued, received or held by the County for the General Fund of the County and are provided for or attributable to the 2016-17 Fiscal Year and which are generally available for the payment of current expenses and other obligations of the County ("Unrestricted Revenues"). The Constitution of the State substantially limits the County's ability to levy ad valorem taxes (see "CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS" herein). The County may, under the Act, issue the Note only if the principal of, and interest on, the Note plus interest thereof will not exceed 85% of the estimated amounts of the County's uncollected taxes, income, revenue (including, but not limited to, revenue from the state and federal governments), cash receipts, and other moneys to be received or accrued by the County for the general fund of the County and provided for or attributable to the Repayment Fiscal Year, all of which will be legally available to pay principal of and interest on the Note. The County has reserved the right to issue additional notes during Fiscal Year 2016-17 having a parity or subordinate lien on the Pledged Revenues, so long as the principal of and interest on the Note and such additional notes will not exceed 85% of the estimated moneys legally available for the payment of the Note and the interest thereon. See "Additional Note Obligations" below and APPENDIX F—"FORM OF RESOLUTION" attached hereto. Further detail as to the estimated

Unrestricted Revenues available for repayment can be found in Table I, "County of Riverside Fiscal Year 2016-17 Projected Unrestricted Revenues Available for Note Repayment," Table IV, "County of Riverside Fiscal Year 2016-17 Projected General Fund Cash Flow," and Table VII "County of Riverside Alternative and Other Restricted Cash Resources, Actual Projected."

The table below sets forth the source and amount of estimated Unrestricted Revenues available for repayment of the Note.

TABLE I
County of Riverside
Fiscal Year 2016-17 Projected Unrestricted Revenues
Available for Note Repayment
(in Thousands)

Revenue Source	**Fiscal Year 2016-17 Amount**
Property Taxes	$
Sales and Use Taxes	
Other Taxes	
Licenses and Permits	
Fines, Forfeitures and Penalties	
Use of Money and Property	
State Aid	
Federal Aid	
Other Government Aid	
Charges for Current Services	
Miscellaneous Revenue	
Other Financing Sources	
Repayment of Advances to Other Funds	
Reimbursement from Depts (for CalPERS)	
Total	**$**

Estimated and Projected General Fund Cash Flows

Set forth below in Table II is a detailed summary of the County's actual Fiscal Year 2014-15 General Fund cash flows. Set forth below in Table III is a detailed summary of the County's actual and estimated Fiscal Year 2015-16 General Fund cash flows. Set forth below in Table IV is a detailed summary of the County's projected Fiscal Year 2016-17 General Fund cash flow projections. Table V provides a comparison between the Fiscal Year 2015-16 original projections of General Fund cash flows and the Fiscal Year 2015-16 actual/estimated General Fund cash flows. Table VI provides a comparison between the Fiscal Year 2015-16 actual/estimated General Fund cash flows and the Fiscal Year 2016-17 projected General Fund cash flows.

The estimated Fiscal Year 2015-16 cash flows and the projected Fiscal Year 2016-17 cash flows, as prepared by the County Auditor's Office, reflect the best currently available estimates and judgments of the County Auditor's Office as to the County's revenues and expenditures and the expected financial condition of the County for such fiscal years. The presented projected cash flows assume that all of the

County's cash flow requirements are externally funded through the issuance of the Note, but, based on market conditions, the County may determine to borrow internally for a portion of its cash flow needs.

Neither the County's independent auditors, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the estimated Fiscal Year 2015-16 cash flows or the projected Fiscal Year 2016-17 cash flows contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and such parties assume no responsibility for, and disclaim any association with, the estimated Fiscal Year 2015-16 cash flows or the projected Fiscal Year 2016-17 cash flows.

The assumptions and estimates underlying the projected cash flows are uncertain and, though considered reasonable by the management of the County as of the date hereof, are subject to a wide variety of significant business, economic and political risks and uncertainties that could cause actual results to differ materially from those contained in the projected cash flows. Accordingly, there can be no assurance that the projected results are indicative of the future performance of the County or that actual results will not be materially higher or lower than those contained in the projected cash flows. Inclusion of the projected cash flows in this Official Statement should not be regarded as a representation by any person that the results contained in the projected cash flows will be achieved. Basic assumptions underlying these general fund projections include, but are not limited to, revenues and expenses as set forth in the County's recommended budget, impacts of recommended State budget, and no additional extraordinary support to the Riverside County Regional Medical Center from the general fund.

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TABLE II
County of Riverside Fiscal Year 2014-15
Actual General Fund Cash Flow
($ in Thousands)

	Jul-14 Actuals	Aug-14 Actuals	Sep-14 Actuals	Oct-14 Actuals	Nov-14 Actuals	Dec-14 Actuals	Jan-15 Actuals	Feb-15 Actuals	Mar-15 Actuals	Apr-15 Actuals	May-15 Actuals	Jun-15 Actuals	TOTALS
Beginning General Fund Cash Balance	129,305	(81,507)	(145,082)	(174,669)	(254,014)	(210,518)	(223,150)	(70,598)	(57,903)	(58,116)	(88,343)	29,876	129,305
Receipts													
Property Taxes	147	(147)	7,982	4,699	45,342	11,369	51,146	-	543	18,804	66,438	5,380	211,703
Sales and Use Taxes	1,749	1,680	2,060	1,671	1,771	2,556	1,627	2,274	7,664	1,467	6,067	1,748	32,334
Other Taxes	1,099	1,400	816	1,438	1,314	1,059	4,501	1,138	905	1,400	1,150	7,495	23,715
Licenses & Permits	1,269	1,375	753	837	1,576	808	713	1,603	820	5,298	1,556	855	17,463
Fines, Forfeitures & Penalties	2,129	2,073	2,030	2,087	2,174	1,740	1,524	8,288	2,406	2,427	5,258	28,838	60,974
Use of Money and Property	313	316	834	416	280	821	(93)	2,215	899	567	349	1,627	8,544
State Aid	45,011	49,571	56,880	81,798	89,826	74,045	179,565	92,186	103,798	88,948	177,086	176,211	1,214,925
Federal Aid	38,392	36,818	37,476	51,370	43,964	40,359	44,863	40,782	26,115	57,236	35,963	95,374	548,712
Other Govenmental Aid	-	-	-	-	-	51	47,607	-	-	-	-	46,499	94,157
Charges for Current Services	38,638	29,396	36,720	17,925	31,514	45,465	41,868	34,968	72,357	25,845	46,172	46,736	467,604
Miscellaneous Revenue	504	557	1,680	1,725	1,138	2,514	2,443	2,065	1,225	11,339	5	6,691	31,886
Other Financing Sources	-	4	7,682	6	994	6	3	6	809	4	-	7,032	16,546
Repayment of Advances to Other Funds	-	71	-	15,000	1,500	10,628	2,500	9,600	1,300	2,435	8,313	2,200	53,547
Reimbursement from Departments for CalPERS	2,701	7,204	7,292	11,063	7,284	7,737	7,626	7,453	7,633	11,382	7,605	4,527	89,507
Interfund Transfers	-	-	-	-	-	-	-	-	53,000	-	-	-	53,000
Total Receipts	131,952	130,318	162,205	190,035	228,677	199,158	385,893	202,578	279,474	227,152	355,962	431,213	2,924,617
Disbursements													
Salaries & Benefits	102,293	106,933	108,264	155,847	108,824	111,024	113,746	109,891	113,057	161,059	111,929	110,859	1,413,726
Services & Supplies	61,228	31,912	30,581	36,394	29,357	34,126	70,127	40,841	79,640	26,271	69,973	90,602	601,052
Other Charges	42,854	53,276	52,140	57,320	45,169	58,735	48,205	38,424	53,283	66,807	45,522	64,550	626,285
Fixed Assets & Capital Outlay	156	561	807	103	335	187	266	512	33,309	407	318	2,868	39,829
Other Financing Uses	247	911	-	16,016	1,496	6,118	997	215	398	2,835	10,001	5,045	44,279
Advances to Other Funds	49,348	300	-	3,700	-	1,600	-	-	-	-	-	-	54,948
CalPERs Prepayment	86,638	-	-	-	-	-	-	-	-	-	-	-	86,638
Interfund Transfers	-	-	-	-	-	-	-	-	-	-	-	53,000	53,000
Total Disbursements	342,764	193,893	191,792	269,380	185,181	211,790	233,341	189,883	279,687	257,379	237,743	326,924	2,919,757
Ending General Fund Cash Balance	(81,507)	(145,082)	(174,669)	(254,014)	(210,518)	(223,150)	(70,598)	(57,903)	(58,116)	(88,343)	29,876	134,165	134,165
TRANS Borrowing	0	253,062	253,062	253,062	253,062	253,062	253,062	100,818	100,818	100,818	100,818	(678)	-
Proceeds of Notes	250,000									-	-		250,000
Principal Payment on Note	-						(150,000)			-	(100,000)		(250,000)
Premium	3,362									-	-		3,362
Interest Earnings	-									-	-		-
Interest Expense / Cost of Issuance	(300)						(2,244)			-	(1,496)		(4,040)
Total TRANs Borrowing	253,062	253,062	253,062	253,062	253,062	253,062	100,818	100,818	100,818	100,818	(678)	(678)	(678)
Ending Balance WITH TRANs Borrowing	171,555	107,980	78,393	(952)	42,544	29,912	30,220	42,915	42,702	12,475	29,198	133,487	133,487

Source: County Auditor-Controller

TABLE III
County of Riverside Fiscal Year 2015-16
Actual/Estimated General Fund Cash Flow
($ in Thousands)

	Jul-15 Actuals	Aug-15 Actuals	Sep-15 Actuals	Oct-15 Actuals	Nov-15 Actuals	Dec-15 Actuals	Jan-16 Actuals	Feb-16 Actuals	Mar-16 Actuals	Apr-16 Actuals	May-16 Projected	Jun-16 Projected	TOTALS
Beginning General Fund Cash Balance	133,487	(59,988)	(127,282)	(223,509)	(222,019)	(244,788)	(190,737)	(71,618)	(72,590)	(97,197)	(82,867)	40,678	133,487
Receipts													
Property Taxes	145	(145)	7,850	4,450	20,606	39,619	54,169	28	567	19,845	37,156	36,989	221,279
Sales and Use Taxes	1,692	2,256	2,068	1,672	2,118	930	3,159	2,166	2,392	1,793	3,560	5,535	29,341
Other Taxes	1,596	1,306	1,170	1,402	1,717	1,397	6,933	1,710	1,271	1,246	1,869	2,049	23,666
Licenses & Permits	1,127	1,799	687	1,187	1,550	1,123	889	1,718	933	5,312	1,434	570	18,329
Fines, Forfeitures & Penalties	662	1,953	1,958	1,955	4,020	1,783	1,959	2,461	7,173	2,306	4,526	25,492	56,248
Use of Money and Property	323	298	5,481	467	282	875	45	555	1,309	2,270	702	1,844	14,451
State Aid	42,441	46,174	65,766	102,287	89,659	86,335	187,340	94,516	87,181	75,804	210,528	163,976	1,252,007
Federal Aid	29,648	29,013	36,236	81,907	25,570	63,675	11,648	47,304	64,120	57,688	54,196	66,895	567,900
Other Governmental Aid	-	-	-	-	-	56	48,237	-	-	-	-	46,149	94,442
Charges for Current Services	48,473	45,930	26,473	27,090	21,820	61,766	36,211	34,140	67,599	37,209	43,937	56,740	507,388
Miscellaneous Revenue	364	448	348	3,161	1,940	528	1,164	2,252	2,221	10,893	2,566	5,916	31,801
Other Financing Sources	-	2,265	-	353	278	-	3	1	353	4	-	8,359	11,616
Repayment of Advances to Other Funds	-	-	7,000	4,000	4,400	2,500	5,500	4,000	3,000	15,615	312	6,099	52,426
Reimbursement from Departments for Ca	7,731	7,786	11,631	8,088	7,974	7,873	8,210	8,006	12,000	8,348	7,980	7,974	103,601
Interfund Transfers	-	-	-	-	-	-	-	-	20,000	-	-	-	20,000
Total Receipts	134,202	139,083	166,668	238,019	181,934	268,460	365,467	198,857	270,119	238,333	368,766	434,587	3,004,495
Disbursements													
Salaries & Benefits	116,084	118,364	170,909	119,866	120,433	120,601	125,646	121,432	178,308	122,197	119,080	119,080	1,552,000
Services & Supplies	27,255	40,234	37,347	41,670	31,728	36,870	68,705	37,023	50,549	33,625	64,388	107,544	576,938
Other Charges	46,606	47,341	50,323	50,096	48,463	53,468	49,661	40,308	65,348	48,657	53,858	60,540	614,669
Fixed Assets & Capital Outlay	320	133	782	686	62	499	187	144	91	654	1,604	13,660	18,822
Other Financing Uses	198	305	3,184	24,211	2,517	2,971	2,065	922	430	18,954	6,291	3,554	65,602
Advances to Other Funds	50,576	-	350	-	1,500	-	-	-	-	-	-	-	52,426
CalPERs Prepayment	86,638	-	-	-	-	-	-	-	-	-	-	-	86,638
Interfund Transfers	-	-	-	-	-	-	84	-	-	(84)	-	20,000	20,000
Total Disbursements	327,677	206,377	262,895	236,529	204,703	214,409	246,348	199,829	294,726	224,003	245,221	324,378	2,987,095
Ending General Fund Cash Balance	(59,988)	(127,282)	(223,509)	(222,019)	(244,788)	(190,737)	(71,618)	(72,590)	(97,197)	(82,867)	40,678	150,887	150,887
TRANS Borrowing		253,848	253,848	253,848	253,848	253,848	253,848	100,856	100,856	100,856	100,856	(1,138)	-
Proceeds of Notes	250,000												250,000
Principal Payment on Note							(150,000)				(100,000)		(250,000)
Premium	4,153												4,153
Interest Earnings													-
Interest Expense / Cost of Issuance	(305)						(2,992)				(1,994)		(5,291)
Total TRANs Borrowing	253,848	253,848	253,848	253,848	253,848	253,848	100,856	100,856	100,856	100,856	(1,138)	(1,138)	(1,138)
Ending Balance WITH TRANs Borrowing	193,860	126,566	30,339	31,829	9,060	63,111	29,238	28,266	3,659	17,989	39,540	149,749	149,749

Source: County Auditor-Controller

TABLE IV
County of Riverside Fiscal Year 2016-17
Projected General Fund Cash Flow
($ in Thousands)

	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17	Apr-17	May-17	Jun-17	TOTALS
	Projected	Projected	Projected	Projected	Projected	Projected	Projected	Projected	Projected	Projected	Projected	Projected	
Beginning General Fund Cash Balance	149,749	(147,802)	(254,535)	(289,972)	(305,589)	(277,600)	(260,555)	(48,279)	(58,189)	(132,881)	(107,181)	32,785	149,749
Receipts													
Property Taxes	154	(154)	8,360	4,739	21,946	42,195	57,691	30	604	21,135	39,572	39,394	235,666
Sales and Use Taxes	1,973	2,630	2,480	1,844	2,458	2,694	2,100	2,800	2,494	1,817	2,423	2,627	28,340
Other Taxes	1,215	1,680	1,341	1,497	3,267	1,641	3,840	1,337	1,372	2,204	1,860	4,305	25,559
Licenses & Permits	1,160	1,476	823	1,059	1,568	785	838	1,719	929	5,575	1,529	617	18,078
Fines, Forfeitures & Penalties	1,618	1,820	1,807	1,831	2,224	1,621	1,870	3,106	4,229	4,789	4,188	25,204	54,307
Use of Money and Property	380	1,317	639	792	466	2,078	688	1,233	991	1,292	911	1,793	12,580
State Aid	51,288	55,266	75,520	94,330	109,173	80,156	211,105	97,900	93,863	90,403	213,103	137,975	1,310,082
Federal Aid	32,674	43,141	38,343	57,556	50,630	42,195	45,835	49,360	47,033	52,391	49,767	70,809	579,734
Other Govenmental Aid	-	-	-	-	-	-	48,927	-	-	-	-	47,180	96,107
Charges for Current Services	35,260	40,928	35,027	31,000	30,803	51,630	51,130	39,930	52,730	40,895	45,780	62,876	517,989
Miscellaneous Revenue	458	1,319	579	1,400	746	1,229	1,161	1,110	794	9,598	2,000	5,555	25,949
Other Financing Sources	3	3,767	1,394	87	601	87	92	1,978	401	808	2,434	4,529	16,179
Repayment of Advances to Other Funds	-	-	4,262	7,413	1,955	2,668	2,663	1,001	4,603	16,619	7,057	8,211	56,452
Reimbursement from Departments for CalPERS	13,197	19,796	13,197	13,197	13,197	13,197	13,197	13,197	19,796	13,197	13,197	13,197	171,562
Interfund Transfers	-	-	-	-	-	-	-	-	20,000	-	-	-	20,000
Total Receipts	139,379	172,985	183,772	216,745	239,034	242,177	441,137	214,700	249,838	260,724	383,820	424,272	3,168,584
Disbursements													
Salaries & Benefits	126,889	190,333	126,889	126,889	126,889	126,889	126,889	126,889	190,333	126,889	126,889	126,889	1,649,556
Services & Supplies	46,927	34,850	34,134	36,773	33,177	37,918	54,126	50,659	69,222	39,951	57,184	105,215	600,136
Other Charges	43,500	52,870	55,395	52,011	49,079	56,642	46,302	44,698	61,153	55,602	51,498	60,775	629,525
Fixed Assets & Capital Outlay	1,179	1,107	2,183	966	668	939	431	821	3,225	882	1,373	6,217	19,991
Other Financing Uses	327	559	608	15,722	1,233	2,744	1,113	1,543	597	11,700	6,910	11,797	54,853
Advances to Other Funds	52,426	-	-	-	-	-	-	-	-	-	-	-	52,426
CalPERs Prepayment	165,682	-	-	-	-	-	-	-	-	-	-	-	165,682
Interfund Transfers	-	-	-	-	-	-	-	-	-	-	-	20,000	20,000
Total Disbursements	436,930	279,719	219,209	232,361	211,046	225,132	228,861	224,610	324,530	235,024	243,854	330,893	3,192,169
Ending General Fund Cash Balance	(147,802)	(254,535)	(289,972)	(305,589)	(277,600)	(260,555)	(48,279)	(58,189)	(132,881)	(107,181)	32,785	126,164	126,164
TRANS Borrowing		344,080	344,080	344,080	344,080	344,080	344,080	136,011	136,011	136,011	136,011	(2,701)	-
Proceeds of Notes	340,000												340,000
Principal Payment on Note							(204,000)				(136,000)		(340,000)
Premium	4,420												4,420
Interest Earnings													-
Interest Expense / Cost of Issuance	(340)						(4,069)				(2,712)		(7,121)
Total TRANs Borrowing	344,080	344,080	344,080	344,080	344,080	344,080	136,011	136,011	136,011	136,011	(2,701)	(2,701)	(2,701)
Ending Balance WITH TRANs Borrowing	196,278	89,545	54,108	38,491	66,480	83,525	87,732	77,823	3,130	28,830	30,084	123,463	123,463

Source: County Auditor-Controller

TABLE V
County of Riverside Fiscal Year 2015-16
Comparison between Original Projected General Fund Cash Flows and Actual/Estimated General Fund Cash Flows
(in Thousands)

	FY 15/16 Original Projections	FY 15/16 Actual / Revised Projections	$ Over (Under)	% Over (Under)	
Property Taxes	$218,844	$221,279	$2,435	1.1%	
Sales and Use Taxes	31,471	29,341	(2,130)	-6.8%	
Other Taxes	24,200	23,666	(534)	-2.2%	
Licenses & Permits	17,000	18,329	1,329	7.8%	
Fines, Forfeitures & Penalties	56,848	56,248	(600)	-1.1%	
Rev from Use of Money and Property	8,934	14,451	5,517	61.8%	A
State Aid	1,302,414	1,252,007	(50,407)	-3.9%	
Federal Aid	603,404	567,900	(35,504)	-5.9%	
Other Governmental Aid	94,007	94,442	435	0.5%	
Charges for Current Services	512,370	507,388	(4,982)	-1.0%	
Miscellaneous Revenue	30,690	30,663	(27)	-0.1%	
Other Financing Sources	15,722	11,616	(4,106)	-26.1%	
Repayment of Advances to Other Funds	53,401	52,426	(975)	-1.8%	
Reimbursement from Depts (CalPERS)	89,830	103,601	13,771	15.3%	B
Interfund Transfers	10,000	20,000	10,000	100.0%	
Total	**$3,069,135**	**$3,003,357**	**$(65,778)**	**-2.1%**	
Salaries and Benefits	$1,548,040	$1,552,000	$3,960	0.3%	
Services and Supplies	651,212	576,938	(74,274)	-11.4%	C
Other Charges	646,721	614,669	(32,052)	-5.0%	
Fixed Assets and Capital Outlay	23,847	18,822	(5,025)	-21.1%	
Other Financing Uses	46,503	65,602	19,099	41.1%	D
Advances to Other Funds	53,402	52,426	(976)	-1.8%	
CalPERS Prepayment	86,638	86,638	-	0.0%	
Interfund Transfers	10,000	20,000	10,000	100.0%	
Total	**$3,066,393**	**$2,987,095**	**$(79,268)**	**-2.6%**	

A. In November 2013, the Board of Supervisors approved a Landfill Lease Agreement which is expected to generate $1.8M General Fund revenue for the next 25 years. During Fiscal Year 2016, an additional $4.5 million was received under this agreement for Fiscal Years 2012-13, 2013-14 and 2014-15.

B. Reimbursement from Departments is based on a percentage rate from salaries paid. With salary wages increasing due to labor negotiations, the amount collected has increased resulting in a higher amount than projected.

C. Professional Services have decreased by $37.3 million, which includes a $23.8 million credit from the State to the County to offset a portion of the County's quarterly Fire Protection and Forestry payment. Overall, departments have been asked to limit their spending to comply with the County's strategic financial objectives.

D. The General Fund increased contributions in Fiscal Year 2015-16 to EDA, IT, CORAL and Assessor. EDA was given a one-time contribution of $4.7 million to enhance the economic position of the County. IT was given $2.7 million to assist with the implementation of the County-wide Coverage network phone system. CORAL contribution increased by $10 million and Assessor will received $1.8 million as county match to a state grant received for the State-County Assessors' Partnership Agreement Program (SCAPAP).

TABLE VI
County of Riverside
Comparison between Fiscal Year 2015-16 Actual/Estimated General Fund Cash Flows and Fiscal Year 2016-17 Projected General Fund Cash Flows
(in Thousands)

	FY 15/16 Actual / Revised Projections	FY 16/17 Projections	$ Over (Under)	% Over (Under)	
Property Taxes	$221,279	$235,666	$14,387	6.5%	E
Sales and Use Taxes	29,341	28,340	(1,001)	-3.4%	
Other Taxes	23,666	25,559	1,893	8.0%	
Licenses & Permits	18,329	18,078	(251)	-1.4%	
Fines, Forfeitures & Penalties	56,248	54,307	(1,941)	-3.5%	
Rev from Use of Money and Property	14,451	12,580	(1,871)	-13.0%	F
State Aid	1,252,007	1,310,082	58,075	4.6%	
Federal Aid	567,900	579,734	11,834	2.1%	
Other Governmental Aid	94,442	96,107	1,665	1.8%	
Charges for Current Services	507,388	517,989	10,601	2.1%	
Miscellaneous Revenue	30,663	25,949	(4,714)	-15.4%	G
Other Financing Sources	11,616	13,478	1,862	16.0%	
Repayment of Advances to Other Funds	52,426	56,452	4,026	7.7%	
Reimbursement from Depts (CalPERS)	103,601	171,562	67,961	65.6%	H
Interfund Transfers	20,000	20,000	-	0.0%	
Total	**$3,003,357**	**$3,165,882**	**$162,525**	**5.4%**	
Salaries and Benefits	$1,552,000	$1,649,556	$97,556	6.3%	
Services and Supplies	576,938	600,136	23,198	4.0%	
Other Charges	614,669	629,525	14,856	2.4%	
Fixed Assets and Capital Outlay	18,822	19,991	1,169	6.2%	
Other Financing Uses	65,602	54,853	(10,749)	-16.4%	I
Advances to Other Funds	52,426	52,426	-	0.0%	
CalPERS Prepayment	86,638	165,682	79,044	91.2%	H
Interfund Transfers	20,000	20,000	-	0.0%	
Total	**$2,987,095**	**$3,192,169**	**$205,074**	**6.9%**	

E. Assessor projects that the assessment roll value for FY17 will increase by 6.5%.

F. In November 2013, the Board of Supervisors approved a Landfill Lease Agreement which is expected to generate $1.8M General Fund revenue for the next 25 years. During Fiscal Year 2016, an additional $4.5 million was received under this agreement for Fiscal Years 2012-13, 2013-14 and 2014-15.

G. Program Revenue and Other Miscellaneous Revenue decreased for Fiscal Year 2016-17.

H. CalPERS prepayment amount was increased to obtain a higher discount, therefore collections from departments will increase.

I. The General Fund increased contributions in Fiscal Year 2015-16 to EDA, IT, CORAL and Assessor. EDA was given a one-time contribution of $4.7 million to enhance the economic position of the County. IT was given $2.7 million to assist with the implementation of the County-wide Coverage network phone system. CORAL contribution increased by $10 million and Assessor will received $1.8 million as county match to a state grant received for the State-County Assessors' Partnership Agreement Program (SCAPAP).

Source: County Auditor-Controller

California Government Code Section 25252 authorizes the Board of Supervisors of the County to establish and abolish funds necessary for the proper transaction of the business of the County and further provides that the Board of Supervisors may authorize the County Auditor to perform this function. In addition, California Government Code Section 25252 authorizes the Board of Supervisors to make transfers from one fund to another as the public interest requires and further provides that the Board of Supervisors may by resolution authorize the County Auditor to make such transfers of money from one fund to another if the Board of Supervisors has authority over each such fund, as the public interest requires. Pursuant to Resolution 2010-205, adopted by the Board of Supervisors on August 10, 2010, the Board of Supervisors has authorized the County Auditor to make temporary transfers of money between those funds under the authority of the Board of Supervisors as the public interest may require.

Set forth in Table VII below are the actual and estimated alternative cash resources available to the County from the specified funds as of the dates set forth in such table. Pursuant to the authority granted in Resolution 2010-205, the County Auditor is authorized to transfer such moneys from one fund to another fund as the public interest may require, including transfers to the General Fund for the payment of the Note. There is no prescribed time period for the repayment of temporary transfers from one fund to another. The County Auditor has the authority to determine the timing of such repayments based on the needs of the respective funds.

The assumptions and estimates underlying the estimated alternative cash resources are uncertain and, though considered reasonable by the management of the County as of the date hereof, are subject to a wide variety of significant business, economic and political risks and uncertainties that could cause actual results to differ materially from those contained in the estimated alternative cash resources. Accordingly, there can be no assurance that the estimated results are indicative of the future performance of the County or that actual results will not be materially higher or lower than those contained in the estimated alternative cash resources. Inclusion of the estimated alternative cash resources in this Official Statement should not be regarded as a representation by any person that the results contained in the estimated alternative cash resources will be achieved.

TABLE VII
County of Riverside Alternative and Other Restricted Cash Resources
Actual/Estimated
(in Thousands)

Fund Type	Fund Purpose	Audited Actual Balance June 30, 2015	Actual/Estimated Balance June 30, 2016
Special Revenue	*Transportation*	$124,144	$5,095
Special Revenue	*Flood Control*	253,741	152,231
Special Revenue	*Community Services*	44,632	147,268
Special Revenue	*County Service Areas*	21,215	1,290
Special Revenue	*Other Special Revenue*	23,630	7,417
Capital Project	*Public Facilities*	147,135	6,133
Capital Project	*Crest*	15,088	1,624
Capital Project	*PSEC*	253	1,485
Enterprise	*County Service Areas*	111	-
Enterprise	*Flood Control*	2,458	176,185
Enterprise	*Regional Medical Center*	64,027	1,283
Enterprise	*Waste Management*	75,223	5,859
Internal Service	*Records Management and Archive*	1,496	4,672
Internal Service	*Fleet Services*	11,682	5,095
Internal Service	*Information Services*	16,184	152,231
Internal Service	*Printing Services*	2,471	147,268
Internal Service	*Supply Services*	5,282	1,290
Internal Service	*OASIS Project*	-	7,417
Internal Service	*Risk Management*	163,369	6,133
Internal Service	*Temporary Assistance Pool*	402	1,624
Internal Service	*Flood Control Equipment*	5,077	1,485
Internal Service	*EDA Facilities Management*	6,163	-
Total Alternative Cash Resources		**$983,783**	**$1,102,731**

Fund Type	Fund Purpose	Audited Actual Balance June 30, 2015	Actual/Estimated Balance June 30, 2016
Permanent fund	*Perris Valley Cemetery*	$567	$606
Special Revenue	*Regional Park and Open Space*	11,987	7,576
Special Revenue	*Air Quality Improvement*	159	132
Special Revenue	*In-Home Support Services*	1,163	215
Special Revenue	*Perris Valley Cemetery*	627	608
Capital Project	*Flood Control*	7,086	8,304
Capital Project	*Regional Park and Open-Space*	18	18
Enterprise	*Housing*	8,429	25,505
Trust and Agency	*Agency Funds*	258,807	312,613
Trust and Agency	*Private Purpose Trust*	126,801	84,661
Debt Service	*Pension Obligation*	11,666	7,324
Other	*Children and Families Commission*	41,298	12,664
Other Cash Resources of Riverside County		**$468,608**	**$460,226**

Fund Type	Audited Actual Balance June 30, 2015	Actual/Estimated Balance June 30, 2016
Alternative Cash Resources	$983,783	$1,102,731
Other Restricted Cash	468,608	460,226
General Fund Unrestricted Cash	133,487	149,749
All Riverside County Cash	**$1,585,878**	**$1,712,707**
Projected Resources June 30, 2017:		**$1,798,000**

Source: County Auditor-Controller

The County projects that alternative and other restricted cash resources will total approximately $1.798 billion as of June 30, 2017, the final maturity date of the Note. The Board has pre-authorized draws on Alterative Cash Resources referenced above, if necessary to pay debt service of the Note, without the requirement of further Board action. Other Restricted Cash and General Fund Unrestricted Cash amounts are also available as resources for repayment of the Note. Pursuant to current County policy, transfers from Other Restricted Cash would require further approval by the Board.

Additional Note Obligations

Under the Resolution, the County has reserved the right to issue additional notes during Fiscal Year 2016-17 having a lien on the Pledged Revenues that is on parity or subordinate to the lien on the Pledged Revenues securing the Note, so long as the principal of and interest on the Note and such additional notes will not exceed 85% of the estimated moneys legally available for the payment of the

Note and the interest thereon. A parity obligation ("Parity Note") may be issued provided that (i) the issuance of any such Parity Note shall not in and of itself reduce or impair the rating on the Note, (ii) the maturity date of any such Parity Note shall be later than the outstanding Note, and (iii) the Note and Parity Note shall have the same paying agent. In the event that the County issues a Parity Note, the County shall make appropriate deposits into the Payment Account with respect to such Parity Note, and in such event, the Payment Account shall also be held for the benefit of the holders of the Parity Note. The County may incur indebtedness secured by a pledge of its Pledged Revenues subordinate to the pledge of Pledged Revenues with respect to the Note and may issue subordinate tax and revenue anticipation notes. See APPENDIX F— "FORM OF RESOLUTION" attached hereto. The County currently expects that, other than the Note, it will not issue any bonds, notes or warrants pursuant to the Act with respect to the 2016-17 Fiscal Year.

Sources and Uses of Funds

The following table presents the estimated sources and uses of funds in connection with the issuance of the Note.

Sources	
Par Amount of Note	
Original Issue Premium	
Total Sources	
Uses	
Deposit to General Fund	
Costs of Issuance[1]	
Total Uses	

[1] Includes legal fees, underwriters' discount, printing expenses and other costs of issuance.

Book-Entry-Only System

DTC will act as securities depository for the Note. The Note will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Note certificate will be issued for each issue of the Note each in the aggregate principal amount of such issue, and will be deposited with DTC. Individual purchases of participation in the Note will be made in book-entry form only. Purchasers of the Note will not receive certificates representing their ownership interest in the Note purchased. Principal and interest payments represented by the Note are payable directly to DTC by the Paying Agent. Upon receipt of payments of principal and interest, DTC will in turn distribute such payments to its participants who are responsible for distributing such payments to the beneficial owners of the Note. See APPENDIX E—"BOOK-ENTRY ONLY SYSTEM" attached hereto.

Unless otherwise noted, the information contained in Appendix E hereto has been provided by DTC. The County makes no representations as to the accuracy or completeness of such information. The beneficial owners of the Note should confirm the following information with DTC, the Direct Participants or the Indirect Participants.

NEITHER THE COUNTY NOR THE PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DIRECT PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (A) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DIRECT PARTICIPANT OR ANY INDIRECT PARTICIPANT; (B) ANY NOTICE THAT IS PERMITTED OR REQUIRED TO BE GIVEN TO THE

OWNERS OF THE NOTE, (C) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE OWNER OF THE NOTE; (D) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS THE OWNER OF THE NOTE; OR (E) ANY OTHER MATTER REGARDING DTC.

THE COUNTY

The County was organized in 1893 from territory in San Bernardino and San Diego Counties and encompasses 7,177 square miles. The County is bordered on the north by San Bernardino County, on the east by the State of Arizona, on the south by San Diego and Imperial Counties and on the west by Orange and San Bernardino Counties. The County is the fourth largest county (by area) in the state and stretches 185 miles from the Arizona border to within 20 miles of the Pacific Ocean. There are 28 incorporated cities in the County. According to the State Department of Finance, Demographic Research Unit, the County's population was estimated at 2,347,828 as of January 1, 2016, reflecting a 1.3% increase over the prior year.

The County is a general law county divided into five supervisorial districts on the basis of registered voters and population. The County is governed by a five-member Board of Supervisors (the "Board"), elected by district, and serve staggered four-year terms. The Chair of the Board is elected by the Board members. The County administration includes appointed and elected officials, boards, commissions and committees which assist the Board of Supervisors.

The County provides a wide range of services to residents, including police and fire protection, medical and health services, education, library services and public assistance programs. Some municipal services are provided by the County on a contract basis to incorporated cities within its boundaries. These services are designed to allow cities to contract for municipal services such as police and fire protection without incurring the cost of creating County departments and facilities. Services are provided to the cities at cost by the County.

Three distinct geographical areas characterize the County: the western valley area, the higher elevations of the mountains and the desert areas. The western portion of the County, which includes the San Jacinto Mountains and the Cleveland National Forest, experiences the mild climate typical of Southern California. The eastern desert areas experience warmer and dryer weather conditions.

See APPENDIX A—"INFORMATION REGARDING THE COUNTY OF RIVERSIDE" for a more detailed description of the County.

CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS

Article XIII A of the State Constitution

In 1978, California voters approved Proposition 13, adding Article XIIIA to the California Constitution. Article XIIIA was subsequently amended in 1986, as discussed below. Article XIIIA limits the amount of any ad valorem tax on real property to 1% of the full cash value thereof, except that additional ad valorem taxes may be levied to pay debt service on indebtedness approved by the voters prior to July 1, 1978 and on bonded indebtedness for the acquisition or improvement of real property which has been approved on or after July 1, 1978 by two-thirds of the voters voting on such indebtedness. Article XIIIA defines full cash value to mean "the county assessor's valuation of real property as shown on the Fiscal Year 1975-76 tax bill under 'full cash' or thereafter, the appraised value of real property when purchased, newly constructed, or a change in ownership have occurred after the 1975 assessment." This full cash value may be increased at a rate not to exceed 2% per year to account for inflation.

Article XIIIA has subsequently been amended to permit reduction of the "full cash value" base in the event of declining property values caused by damage, destruction or other factors, and to provide that there would be no increase in the "full cash value" base in the event of reconstruction of property damaged or destroyed in a disaster.

Legislation has been enacted and amended a number of times since 1978 to implement Article XIIIA. Under current law, local agencies are no longer permitted to levy directly any property tax (except to pay voter-approved indebtedness). The 1% property tax is automatically levied by the county and distributed according to a formula among taxing agencies. The formula apportions the tax roughly in proportion to the relative shares of taxes levied prior to 1979.

Increases of assessed valuation resulting from reappraisals of property due to new construction, change in ownership or from the 2% annual adjustment are allocated among the various jurisdictions in the "taxing area" based upon their respective "situs." Any such allocation made to the County continues as part of its allocation in future years.

Article XIII B of the State Constitution

On November 6, 1979, California voters approved Proposition 4, known as the Gann Initiative, which added Article XIIIB to the California Constitution. Propositions 98 and 111, approved by the California voters in 1988 and 1990, respectively, substantially modified Article XIIIB. The principal effect of Article XIIIB is to limit the annual appropriations of the State and any city, county, school district, authority, or other political subdivision of the State to the level of appropriations for the prior fiscal year, as adjusted for changes in the cost of living and population. The initial version of Article XIIIB provided that the "base year" for establishing an appropriations limit was the 1978-79 Fiscal Year, which was then adjusted annually to reflect changes in population, consumer prices and certain increases in the cost of services provided by these public agencies. Proposition 111 revised the method for making annual adjustments to the appropriations limit by redefining changes in the cost of living and in population. It also required that beginning in Fiscal Year 1990-91, each appropriations limit must be recalculated using the actual 1986-87 appropriations limit and making the applicable annual adjustments as if the provisions of Proposition 111 had been in effect.

Appropriations subject to limitation of a local government under Article XIIIB include generally any authorization to expend during a fiscal year the proceeds of taxes levied by or for that entity and the proceeds of certain State subventions to that entity, exclusive of refunds of taxes. Proceeds of taxes include, but are not limited to, all tax revenues plus the proceeds to an entity of government from (1) regulatory licenses, user charges and user fees (but only to the extent such proceeds exceed the cost of providing the service or regulation), (2) the investment of tax revenues, and (3) certain subventions received from the State. Article XIIIB permits any government entity to change the appropriations limit by a vote of the electors in conformity with statutory and constitutional voting effective for a maximum of four years.

As amended by Proposition 111, Article XIIIB provides for testing of appropriations limits over consecutive two-year periods. If an entity's revenues in any two-year period exceed the amounts permitted to be spent over such period, the excess has to be returned by revising tax rates or fee schedules over the subsequent two years. As amended by Proposition 98, Article XIIIB provides for the payment of a portion of any excess revenues to a fund established to assist in financing certain school needs.

The County's appropriations limit for the Fiscal Year 2014-15 was $2,416,779,004 and the amount shown in its budget for that year as the appropriations subject to limitation was $875,067,523. The County's appropriations limit for Fiscal Year 2015-16 is $2,543,829,145 and the amount subject to the limitation is $1,074,501,736.

Right To Vote on Taxes Initiative-Proposition 218

On November 5, 1996, the voters of the State approved Proposition 218, known as the "Right to Vote on Taxes Act." Proposition 218 adds Articles XIIIC and XIIID to the California Constitution and contains a number of interrelated provisions affecting the ability of local agencies to levy and collect both existing and future taxes, assessments, fees and charges. Proposition 218 (Article XIIIC) requires that all new local taxes be submitted to the electorate before they become effective. Taxes for general governmental purposes of the County require a majority vote and taxes for specific purposes, even if deposited in the County's General Fund, require a two-thirds vote.

Proposition 218 (Article XIIID) also adds several provisions making it generally more difficult for local agencies to levy and maintain fees, charges, and assessments for municipal services and programs. These provisions include, among other things, (i) a prohibition against assessments which exceed the reasonable cost of the proportional special benefit conferred on a parcel, (ii) a requirement that assessments must confer a "special benefit," as defined in Article XIIID, over and above any general benefits conferred, (iii) a majority protest procedure for assessments which involves the mailing of notice and a ballot to the record owner of each affected parcel, a public hearing and the tabulation of ballots weighted according to the proportional financial obligation of the affected party, and (iv) a prohibition against fees and charges which are used for general governmental services, including police, fire or library services where the service is available to the public at large in substantially the same manner as it is to property owners.

Proposition 218 (Article XIIIC) also removes limitations on the initiative power in matters of reducing or repealing local taxes, assessments, fees or charges. No assurance can be given that the voters of any county will not, in the future, approve an initiative or initiatives which reduce or repeal local taxes, assessments, fees or charges currently comprising a substantial part of the County's General Fund. No such initiative is currently pending, or to the knowledge of the County, proposed.

The County is unaware of any assessments imposed by the County which, if challenged, would adversely affect County finances. Implementing legislation respecting Proposition 218 may be introduced in the State legislature from time-to-time that would supplement and add provisions to California statutory law. No assurance may be given as to the terms of such legislation or its potential impact on the County.

Proposition 62

Proposition 62, a statutory initiative that was adopted by the voters voting in the State at the November 4, 1986 general election, (a) requires that any new or higher taxes for general governmental purposes imposed by local governmental entities be approved by a majority vote of the voters of the governmental entity voting in an election on the tax, (b) requires that any special tax (defined as taxes levied for other than general governmental purposes) imposed by a local governmental entity be approved by a two-thirds vote of the voters of the governmental entity voting in an election on the tax, (c) restricts the use of revenues from a special tax to the purposes or for the service for which the special tax was imposed, (d) prohibits the imposition of ad valorem taxes on real property by local governmental entities except as permitted by Article XIIIA of the California Constitution, (e) prohibits the imposition of transaction taxes and sales taxes on the sale of real property by local governmental entities, and (f) requires a reduction of ad valorem property taxes allocable to the jurisdiction imposing a tax not in compliance with its provisions equal to one dollar for each dollar of revenue attributable to the invalid tax, for each year that the tax is collected.

Following its adoption by the voters, various provisions of Proposition 62 were declared unconstitutional at the appellate court level. For example, in *City of Woodlake v. Logan*, 230 Cal.App.3d 1058 (1991) (the "Woodlake Case"), the Court of Appeal held portions of Proposition 62 unconstitutional as a referendum on taxes prohibited by the California Constitution. In reliance on the Woodlake Case, numerous taxes were imposed or increased after the adoption of Proposition 62 without satisfying the voter approval requirements of Proposition 62. On September 28, 1995, the California Supreme Court, in *Santa Clara County Local Transportation Authority v. Guardino*, 11 Cal. 4th 220 (1995) (the "Santa Clara Case"), upheld the constitutionality of the portion of Proposition 62 requiring a two-thirds vote in order for a local government or district to impose a special tax, and, by implication, upheld a parallel provision requiring a majority vote in order for a local government or district to impose any general tax. In deciding the Santa Clara Case on Proposition 62 grounds, the Court disapproved the decision in the Woodlake Case.

The decision in the Santa Clara Case did not address the question of whether it should be applied retroactively. On June 4, 2001, the California Supreme Court released *Howard Jarvis Taxpayers Association v. City of La Habra, et al.* 74 Cal.App.4th 707 (1999) (the "La Habra" case). In this decision, the court held that a public agency's continued imposition and collection of a tax is an ongoing violation, upon which the statute of limitations period begins anew with each collection. The court also held that, unless another statute or constitutional rule provided differently, the statute of limitations for challenges to taxes subject to Proposition 62 is three years. Accordingly, a challenge to a tax subject to Proposition 62 may only be made for those taxes received within three years of the date the action is brought. No such challenge against the County is currently pending, or to the knowledge of the County, proposed.

Proposition 1A

Proposition 1A, proposed by the Legislature in connection with the 2004-05 Budget Act, approved by the voters in November 2004 and generally effective in 2007-08 Fiscal Year, provides that the State may not reduce any local sales tax rate, limit existing local government authority to levy a sales tax rate or change the allocation of local sales tax revenues, subject to certain exceptions. Proposition 1A generally prohibits the State from shifting to schools or community colleges any share of property tax revenues allocated to local governments for any fiscal year, as set forth under the laws in effect as of November 3, 2004. Any change in the allocation of property tax revenues among local governments within a county must be approved by two-thirds of both houses of the Legislature. The State may also approve voluntary exchanges of local sales tax and property tax revenues among local governments within a county. Proposition 1A also provides that if the State reduces the VLF rate then in effect, 0.65 percent of vehicle value, the State must provide local governments with equal replacement revenues. Further, Proposition 1A requires the State, beginning July 1, 2005, to suspend State mandates affecting cities, counties and special districts, excepting mandates relating to employee rights, schools or community colleges, in any year that the State does not fully reimburse local governments for their costs to comply with such mandates.

Proposition 1A may result in increased and more stable County revenues. The magnitude of such increase and stability is unknown and would depend on future actions by the State. However, Proposition 1A could also result in decreased resources being available for State programs. This reduction, in turn, could affect actions taken by the State to resolve budget difficulties. Such actions could include increasing State taxes, decreasing spending on other State programs or other action, some of which could be adverse to the finances of the County.

Proposition 22

Proposition 22, approved by California voters in November 2010, prohibits the State, even during a period of severe fiscal hardship, from delaying the distribution of tax revenues for transportation, redevelopment or local government projects and services and prohibits fuel tax revenues from being loaned for cash-flow or budget balancing purposes to the State General Fund or any other State fund. In addition, Proposition 22 generally eliminates the State's authority to temporarily shift property taxes from cities, counties and special districts to schools, temporarily increase a school and community college districts' share of property tax revenues, prohibits the State from borrowing or redirecting redevelopment property tax revenues or requiring increases in pass-through payments thereof, and prohibits the State from reallocating vehicle license fee revenues to pay for State-imposed mandates. In addition, Proposition 22 requires a two-thirds vote of each house of the State legislature and a public hearing process to be conducted in order to change the amount of fuel excise tax revenues shared with cities and counties. Proposition 22 prohibits the State from enacting new laws that require redevelopment agencies to shift funds to schools or other agencies. While Proposition 22 will not change overall State and local government costs or revenues by the express terms thereof, it will cause the State to adopt alternative actions to address its fiscal and policy objectives.

Proposition 25

According to the State Constitution, the Governor must propose a budget to the State Legislature no later than January 10 of each year, and a final budget must be adopted no later than June 15. Historically, the budget required a two-thirds vote of each house of the Legislature for passage. However, on November 2, 2010, the voters approved Proposition 25, which amends the State Constitution to lower the vote requirement necessary for each house of the Legislature to pass a budget bill and send it to the Governor. Specifically, the vote requirement was lowered from two–thirds to a simple majority (50% plus one) of each house of the Legislature. The lower vote requirement also would apply to trailer bills that appropriate funds and are identified by the Legislature "as related to the budget in the budget bill." The budget becomes law upon the signature of the Governor, who may veto specific items of expenditure. Under Proposition 25, a two–thirds vote of the Legislature is still required to override any veto by the Governor.

Proposition 26

On November 2, 2010, the voters passed Proposition 26, which amends the State Constitution to require that certain state and local fees be approved by two-thirds of each house of the Legislature instead of a simple majority, or by local voters. The change in law affects regulatory fees and charges such as oil recycling fees, hazardous materials fees and fees on alcohol containers.

Proposition 26 provides that the local government bears the burden of proving by a preponderance of evidence that a levy, charge or other exaction is not a tax, that the amount is no more than necessary to cover the reasonable costs of the government activity, and that the manner in which those costs are allocated to a payor bear a reasonable relationship to the payor's burdens on, or benefits received from, the governmental activity. The County does not expect the provisions of Proposition 26 to materially and adversely affect its ability to pay debt service on the Note when due.

Assessment Appeals and Assessor Reductions

Pursuant to California law, a property owner may apply for a reduction of the property tax assessment for such owner's property by filing a written application, in the form prescribed by the State Board of Equalization, with the appropriate county assessment appeals board (a "Proposition 8" appeal).

Any reduction in the assessment ultimately granted applies only to the year for which application is made and during which written application is filed. The assessed value increases to its pre-reduction level for fiscal years following the year for which the reduction application is filed. However, if the taxpayer establishes through proof of comparable values that the property continues to be overvalued (known as "ongoing hardship"), a county assessor has the power to grant a reduction not only for the year for which application was originally made, but also for the then current year as well. In a similar manner, a county assessor may reassert the pre-appeal level of assessed value depending on the county assessor's determination of current value.

In addition to reductions in assessed value resulting from Proposition 8 appeals and general economic conditions, California law also allows assessors to reduce assessed value unilaterally based on a general decline in market value of an area. Although Proposition 8 reductions are temporary and are expected to be eliminated under Proposition 13 if and when market conditions improve, no assurance is given that such reductions will be eliminated. The County has, in prior years, been affected by a reduction in taxable property assessed values due to successful property owner appeals and unilateral reductions by the County Assessor, and may experience additional reductions in the future. According to the Riverside County Assessor-County Clerk-Recorder Annual Report 2015-2016, in Fiscal Year 2015-16, the secured property tax roll increased by approximately [__]% from the prior year. The County expects assessed valuation to increase by approximately [__]% in Fiscal Year 2016-17 primarily as a result of increasing property values and sale volume. See APPENDIX A: "INFORMATION REGARDING THE COUNTY OF RIVERSIDE."

Timing is an important consideration with respect to the property valuation process. Values are set for the current year with a valuation date as of the preceding January 1. Changes in market value subsequent to the January 1 valuation date are not reflected until the subsequent year. Therefore, there is an inherent lag in the process.

The County Assessor prepares the tax roll in each spring and summer. Owners are notified of changes in valuation by early fall and have the ability to file an appeal. The deadline for appeals in the County is November 30th. Current year appeals take a number of months to process and typically are not resolved by the end of the fiscal year.

Assessor-initialized reductions generally represent the bulk of adjustments to the tax roll during a time of a market decline. Cumulatively, assessed valuation in the County declined 11% since Fiscal Year 2007-08 through Fiscal Year 2014-15 due to the County Assessor's proactive reviews. There were significantly less proposition 8 reductions in Fiscal Year 2015-16 and the downward trend in the number of proposition 8 reductions is expected to continue for fiscal Year 2016-17.

Future Initiatives

Article XIII A, Article XIII B, Article XIII C, Article XIII D and Propositions 62, 1A, 25 and 26 were each adopted as measures that qualified for the ballot pursuant to the State's initiative process. From time-to-time, other initiative measures could be adopted, further affecting revenues of the County or the County's ability to expend revenues. The nature and impact of these measures cannot be anticipated by the County.

STATE OF CALIFORNIA BUDGET INFORMATION

The following information concerning the State's budgets has been obtained from publicly available information which the County believes to be reliable; however, the County does not guaranty the accuracy or completeness of this information and has not independently verified such information.

Furthermore, it should not be inferred from the inclusion of this information in this Official Statement that the principal or interest due with respect to the Note is payable from any funds of the State.

The County relies significantly upon State and Federal payments for reimbursement of various costs including certain mandated programs. For Fiscal Year 2015-16, approximately 44.8% of the County's General Fund budget revenues consist of payments from the State and approximately 20.3% consists of payments from the Federal government. For Fiscal Year 2016-17, the County projects that approximately 44.8% of its General Fund budget revenues will consist of payments from the State and 20.9% will consist of payments from the Federal government.

The following information concerning the State's budgets has been obtained from publicly available information which the County believes to be reliable; however, the County neither takes any responsibility for nor guarantees the accuracy or completeness thereof. The County has not independently verified such information. Information about the State Budget is regularly available at various State-maintained websites. Text of the current and past budgets may be found at the Department of Finance website. An impartial analysis of the budget is posted by the Office of the Legislative Analyst at its website. The information referred to is prepared by the respective State agency maintaining each website and not by the County or the Underwriters, and the County and the Underwriters take no responsibility for the continued accuracy of the internet addresses or for the accuracy or timeliness of information posted there, and such information is not incorporated herein by these references.

For a description of certain potential impacts of the State budget on the finances and operations of the County, see APPENDIX A: "INFORMATION REGARDING THE COUNTY OF RIVERSIDE – Financial Information – Impacts of State Budget" attached hereto.

State Budget for Fiscal Year 2015-16. On June 24, 2015, the Governor signed the State Budget Act for Fiscal Year 2015-16 (the "2015-16 Budget Act"). The 2015-16 Budget Act includes approximately \$117.5 billion in general fund resources (including revenues, transfers and the prior year ending balance) and approximately \$115.4 billion in general fund expenditures. By the end of the 2015-16 Fiscal Year, the Budget Stabilization Account/Rainy Day Fund is projected to have a total balance of approximately \$3.5 billion. The 2015-16 Budget Act includes an approximately 0.8% percent State General Fund spending increase from the fiscal year 2014-15 State budget. Additionally, under the 2015-16 Budget Act, the State will repay local governments the final mandate reimbursements for activities completed in 2004 or earlier (totaling \$765 million).

The complete 2015-16 Budget Act and additional information concerning the State's financial condition is available from the California Department of Finance website at www.dof.ca.gov and the State's Legislative Analyst's Office at http://www.lao.ca.gov. The County can take no responsibility for the continued accuracy of this internet address or for the accuracy, completeness or timeliness of information posted therein, and such information is not incorporated herein by such reference.

Proposed State Budget for Fiscal Year 2016-17 and May Revision. **[UPDATE ONCE MAY REVISION IS MADE AVAILABLE]** On January 7, 2016, the Governor released the 2016-17 Proposed State Budget (the "2016-17 Proposed Budget Act"). The 2016-17 Proposed Budget Act proposes a balanced budget for Fiscal Year 2016-17. The 2016-17 Proposed Budget estimates that total sources available in fiscal year 2015-16 will be approximately \$121.1 billion (including a prior year balance of approximately \$3.7 billion) and total expenditures in fiscal year 2015-16 of approximately \$116.2 billion. The 2016-17 Proposed Budget Act projects total sources available for fiscal year 2016-17 of approximately \$125.8 billion (including a prior year balance of approximately \$5.2 billion). The 2016-17 Proposed Budget Act projects total expenditures of \$122.6 billion. The 2016-17 Proposed Budget Act proposes to allocate \$966 million of the General Fund's projected fund balance to the Reserve for

Liquidation of Encumbrances and approximately $2.2 billion of such fund balance to the State's Special Fund for Economic Uncertainties.

In the 2016-17 Proposed Budget Act, the Governor addresses two top budget priorities: transportation funding and the Managed Care Organization (the "MCO") tax. In the 2016-17 Proposed Budget Act, the Governor maintains the $3.6 billion funding plan for transportation, such amount to be shared between State and local programs. Additionally, despite the pending expiration of the MCO tax in the current fiscal year, the 2016-17 Proposed Budget Act offers various revisions through a tax reform package that would prevent the $1.3 billion hole in the State's general fund as a result of the expiration of the MCO tax. The 2016-17 Proposed Budget Act provides approximately $170 million in Medi-Cal Administration funding. The 2016-17 Proposed Budget Act provides approximately $129.7 million to continue the Community Corrections Performance Incentive Grant Program. The 2016-17 Proposed Budget Act proposes $250 million for partially funded or new jail construction projects. The 2016-17 Proposed Budget Act proposes a $3.1 billion cap and trade spending plan, which includes funds for a new local climate program for disadvantage communities, increased spending for investments in waste management and increases to the forestry sector. The 2016-17 Proposed Budget Act includes $323.1 million ($212.1 million general fund) in one-time funds to continue critical drought response efforts. The 2016-17 Proposed Budget Act estimates that property tax revenues will increase by 5.6% in both 2015-16 and 2016-17. The 2016-17 Proposed Budget Act estimates that Medi-Cal caseload will increase by 727,000 and 62,000 recipients in fiscal year 2015-16 and 2016-17, respectively (total caseload is expected to exceed 13.5 million in fiscal year 2016-17), and proposes $169 million in fiscal year 2015-16, plus that amount over baseline in fiscal year 2016-17, to help fund county Medi-Cal administration costs. The 2016-17 Proposed Budget Act includes $145 million of general fund money for the expansion of full-scope Medi-Cal for undocumented children in the State. The 2016-17 Proposed Budget Act includes $9.2 billion ($3 billion general fund) in fiscal year 2016-17 for the In-Home Supportive Services ("IHSS") program and further proposes to restore the seven percent cut in service hours (estimated to cost $236 million in fiscal year 2016-17 and which is proposed to be funded with proceeds from the pending MCO tax in lieu of general fund money). Furthermore, the 2016-17 Proposed Budget Act proposes that IHSS overtime will costs $700.4 million ($331.3 million general fund) in fiscal year 2015-16 and $942 million ($443.8 million general fund) annually thereafter beginning in fiscal year 2016-17. The 2016-17 Proposed Budget Act estimates $7.5 billion in expenditures in fiscal year 2016-17 for the federal Temporary Assistance for Needy Families program. The County is currently evaluating the Governor's 2016-17 Proposed Budget Act. The impact of the Governor's 2016-17 Proposed Budget Act on the County's finances cannot be determined at this time.

Legislative Analyst's Office Response to 2016-17 Proposed Budget Act and May Revision. The Legislative Analyst's Office (the "LAO") released its Overview of the 2016-17 Proposed Budget on January 11, 2016 and its Overview of the May Revision on May [__], 2016 which are available on the LAO's website (which is not incorporated by reference herein) (together, the "LAO Overview"). The LAO Overview praised the Governor's emphasis on building upon the State's reserves and provides that such emphasis will help prepare the State for the next economic downturn. The LAO Overview also gives the Governor considerable credit for the focus on infrastructure. However, the LAO Overview provides that the State's Legislature will want to consider the appropriateness of the proposed funding sources, ensure such funding is allocated to the highest priority and most cost–effective infrastructure needs, and allow for sufficient legislative oversight. [Provide LAO Comments to May Revision once made available]

Future State Budgets. No prediction can be made by the County as to whether the State will encounter budgetary problems in future fiscal years, and if this occurs, it is not clear what measures would be taken by the State to balance its budget, as required by law. In addition, the County cannot predict the final outcome of future State budget negotiations, the impact that such budgets will have on

County finances and operations or what actions will be taken in the future by the State Legislature and Governor to deal with changing State revenues and expenditures. Current and future State budgets will be affected by national and State economic conditions and other factors, over which the County has no control.

TAX MATTERS

In the opinion of Orrick, Herrington & Sutcliffe LLP ("Bond Counsel"), Bond Counsel to the County, based upon an analysis of existing laws, regulations, rulings, and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Note is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code") and is exempt from State of California personal income taxes. The amount treated as interest on the Note and excluded from gross income may depend upon the taxpayer's election under Internal Revenue Notice 94-84. In the further opinion of Bond Counsel, interest on the Note is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. A complete copy of the proposed form of the opinion of Bond Counsel is set forth in APPENDIX C—"PROPOSED FORM OF OPINION OF BOND COUNSEL."

Notice 94-84, 1994-2 C.B. 559, states that the Internal Revenue Service (the "IRS") is studying whether the amount of the payment at maturity on debt obligations such as the Note that is excluded from gross income for federal income tax purposes is (i) the stated interest payable at maturity, or (ii) the difference between the issue price of the Note and the aggregate amount to be paid at maturity of the Note (the "original issue discount"). For this purpose, the issue price of the Note is the first price at which a substantial amount of the Note is sold to the public (excluding bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). Until the IRS provides further guidance, taxpayers may treat either the stated interest payable at maturity or the original issue discount as interest that is excluded from gross income for federal income tax purposes. However, taxpayers must treat the amount to be paid at maturity on all tax exempt debt obligations with a term that is not more than one year from the date of issue in a consistent manner. Taxpayers should consult their own tax advisors with respect to the tax consequences of ownership of the Note original issue discount treatment is elected.

A Note purchased, whether at original issuance or otherwise, for an amount higher than the principal amount payable at maturity ("Premium Note") will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of obligations, like the Premium Note, the interest on which is excluded from gross income for federal income tax purposes. However, the amount of tax-exempt interest received, and a holder of the Note's basis in a Premium Note, will be reduced by the amount of amortizable bond premium properly allocable to such holder of the Note. Holders of a Premium Note should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

The Code imposes various restrictions, conditions, and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Note. The County has made certain representations and covenanted to comply with certain restrictions, conditions and requirements designed to ensure that interest on the Note will not be included in federal gross income. Inaccuracy of these representations or failure to comply with these covenants may result in interest on the Note being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Note. The opinion of Bond Counsel assumes the accuracy of these representations and compliance with these covenants. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken), or events occurring (or not occurring), or any other matters coming to Bond Counsel's attention after the date of issuance of the Note may adversely affect the value of, or the tax status of interest on, the Note. Accordingly, the opinion of Bond Counsel is not intended to, and may not, be relied upon in connection with any such actions, events or matters.

One of the covenants of the County referred to above requires the County to reasonably and prudently calculate the amount, if any, of excess investment earnings on the proceeds of the Note which must be rebated to the United States, to set aside from lawfully available sources sufficient moneys to pay such amounts and to otherwise do all things necessary and within its power and authority to ensure that interest on the Note is excluded from gross income for federal income tax purposes. Under the Code, if the County spends 100% of the proceeds of the Note within six months after issuance, there is no requirement that there be a rebate of investment profits in order for interest on the Note to be excluded from gross income for federal income tax purposes. The Code also provides that such proceeds are not deemed spent until all other available moneys (less a reasonable working capital reserve) are spent. The County expects to satisfy this expenditure test or, if it fails to do so, to make any required rebate payments from moneys received or accrued during the 2016-17 Fiscal Year. To the extent that any rebate cannot be paid from such moneys, California law is unclear as to whether such covenant would require the County to pay any such rebate. This would be an issue only if it were determined that the County's calculation of expenditures of Note proceeds or of rebatable arbitrage profits, if any, was incorrect.

Although Bond Counsel is of the opinion that interest on the Note is excluded from gross income for federal income tax purposes and is exempt from State of California personal income taxes, the ownership or disposition of, or the accrual or receipt of amounts treated as interest on, the Note may otherwise affect a holder of the Note's federal, state or local tax liability. The nature and extent of these other tax consequences will depend upon the particular tax status of the holder(s) of the Note or the holder(s) of the Note's other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Note to be subject, directly or indirectly, in whole or in part, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent holders from realizing the full current benefit of the tax status of such interest. For example, the Obama Administration's budget proposals in recent years have proposed legislation that would limit the exclusion from gross income of interest on the Note to some extent for high-income individuals. The introduction or enactment of any such legislative proposals or clarification of the Code or court decisions may also affect, perhaps significantly, the market price for, or marketability of, the Note. Prospective purchasers of the Note should consult their own tax advisors regarding the potential impact of any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel is expected to express no opinion.

The opinion of Bond Counsel is based on current legal authority, covers certain matters not directly addressed by such authorities, and represents Bond Counsel's judgment as to the proper treatment of the Note for federal income tax purposes. It is not binding on the IRS or the courts. Furthermore, Bond Counsel cannot give and has not given any opinion or assurance about the future activities of the County, or about the effect of future changes in the Code, the applicable regulations, the interpretation thereof or the enforcement thereof by the IRS. The County has covenanted, however, to comply with the requirements of the Code.

Bond Counsel's engagement with respect to the Note ends with the issuance of the Note, and, unless separately engaged, Bond Counsel is not obligated to defend the County or the holders of the Note regarding the tax-exempt status of the Note in the event of an audit examination by the IRS. Under current procedures, parties other than the County and its appointed counsel, including the holders of the Note, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of the IRS's positions with which the County legitimately disagrees may not be practicable. Any action of the IRS, including but not limited to selection of the Note for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues may affect the market price for, or the marketability of, the Note, and may cause the County or the holders of the Note to incur significant expense.

LITIGATION

No litigation is pending, or, to the best knowledge of the County, threatened, concerning the validity of the Note or the Resolution, or contesting the County's ability to appropriate or make the repayment of the Note, and an opinion of the Office of County Counsel to that effect will be furnished to the Underwriters at the time of the execution and delivery of the Note. See APPENDIX A—"INFORMATION REGARDING THE COUNTY OF RIVERSIDE—Financial Information—Litigation" for a discussion of the County's pending general litigation.

LEGALITY FOR INVESTMENT

Under provisions of the California Financial Code, the Note is a legal investment for commercial banks in California to the extent that the Note, in the informed opinion of the bank, is prudent for the investment of funds of its depositors, and is eligible to secure deposits of public moneys in California under provisions of the California Government Code.

UNDERWRITING

The Note is being purchased initially by Stifel, Nicolaus & Company, Inc. ("Stifel"), and Bank of America Merrill Lynch ("BAML", and, together with Stifel, the "Underwriters"), at a price of $__________ (being the par amount of the Note, plus an original issue premium in the amount of $__________, less the Underwriter's discount of $__________). The Contract of Purchase provides that the Underwriters will purchase the entire Note, if it is purchased. Furthermore, the obligation to make such purchase is subject to certain terms and conditions set forth in the Contract of Purchase and certain other conditions.

The Underwriters may offer and sell the Note to certain dealers and others at a price lower than the initial public offering price. The offering price may be changed from time to time by the Underwriters.

CONTINUING DISCLOSURE

Pursuant to the Resolution, the County has covenanted for the benefit of the Owners and beneficial owners of the Note to comply with Securities and Exchange Commission Rule 15c2-12(b)(5) (the "Rule") and will enter into a Continuing Disclosure Certificate as of the closing date, in which it covenants to provide information regarding material adverse events, if any such events should occur in connection with the following, to the owners of the Note and to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access ("EMMA") system, or any successor thereto, during the term of the Note. In addition, the County has covenanted to provide updated quarterly cash flow information within 40 days of the end of each fiscal quarter, beginning with the fiscal quarter ending September 30, 2016. See APPENDIX D—"PROPOSED FORM OF CONTINUING DISCLOSURE

CERTIFICATE." These covenants have been made in order to assist the Underwriters in complying with the Rule.

During the last five years, the County and certain of its related entities have failed to comply in certain respects with continuing disclosure obligations related to outstanding indebtedness. The failure to comply fell into two general categories: (i) failure to provide significant event notices with respect to changes in the ratings of outstanding indebtedness, primarily related to changes in the ratings of various bond insurers insuring the indebtedness of the County or its related entities; and (ii) missing, incomplete or late filing of annual reports with respect to a number of the bond issues. In almost every case with respect to obligations related to the General Fund, such information and reports were available on the County's website and/or available in other continuing disclosure filings made by the County. The County and its related entities have reviewed their previous filings and have made corrective filings, including an omnibus corrective notice regarding bond insurer ratings and ratings of the County's General Fund debt.

In order to ensure ongoing compliance by the County and its related entities with their continuing disclosure undertakings, (i) the County has instituted new procedures to ensure future compliance and coordination between the County and its related entities; and (ii) the County has contracted with a consultant to assist the County in filing accurate, complete and timely disclosure reports. The County continues to review its procedures to ensure continued compliance with the Rule.

The County has been advised by two underwriters that they filed self-reports under the Securities and Exchange Commission's Municipalities Continuing Disclosure Cooperation ("MCDC") initiative regarding incorrect statements in the County's official statements concerning the County's compliance with its continuing disclosure requirements. In addition, the County filed a self-report under MCDC with respect to statements concerning continuing disclosure compliance made in official statements for over thirty bond issues of the County and related issuers.

RATINGS

Standard and Poor's Rating Services, a division of the McGraw Hill Companies Inc. and Fitch, Inc. are expected to assign ratings of "[___]" and "[___]", respectively, to the Note. Such ratings reflect only the views of such rating agencies, and any explanation of the significance of such ratings should be obtained from each rating agency. Further, there is no assurance that any of the ratings will be retained for any given period of time or that any of the ratings will not be revised or withdrawn entirely by such rating agencies if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of the rating may have an adverse effect on the trading value and the market price of the Note.

CERTAIN LEGAL MATTERS

At the time of the delivery of the Note, Orrick, Herrington & Sutcliffe LLP, Bond Counsel, will deliver its final approving opinion. A proposed form of such approving opinion is contained in APPENDIX C hereto and will be delivered to DTC with the Note. Bond Counsel has undertaken no responsibility for the accuracy, completeness or fairness of this Official Statement.

Certain legal matters will be passed upon for the County by the County Counsel, and for the Underwriters by their counsel, Norton Rose Fulbright US LLP. Payment of the fees of Bond Counsel, Disclosure Counsel and Underwriter's Counsel, is contingent upon the issuance of the Note. Underwriters Counsel has undertaken no responsibility for the accuracy, completeness or fairness of this Official Statement.

FINANCIAL ADVISOR

The County has retained Fieldman, Rolapp & Associates, Irvine, California, as Financial Advisor in connection with the authorization and delivery of the Note. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness or fairness of the information contained in the Official Statement. The fees of the Financial Advisor are contingent upon the sale, issuance and delivery of the Note.

Fieldman, Rolapp & Associates is an independent advisory firm and is not engaged in the business of underwriting, trading or distributing municipal or other public securities.

FINANCIAL STATEMENTS

The general purpose financial statements of the County, pertinent sections of which are included in APPENDIX B to this Official Statement, have been audited by Brown Armstrong Accountancy Corporation, independent certified public accountants, as stated in their report appearing in APPENDIX B. Brown Armstrong Accountancy Corporation, has not consented to the inclusion of its report as APPENDIX B and has not undertaken to update its report or to take any action intended or likely to elicit information concerning the accuracy, completeness or fairness of the statements made in this Official Statement, and no opinion is expressed by Brown Armstrong Accountancy Corporation, with respect to any event subsequent to its report dated December 22, 2015. See APPENDIX B— "THE COUNTY OF RIVERSIDE AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2015" attached hereto.

MISCELLANEOUS

References made herein to certain documents and reports are brief summaries thereof, which do not purport to be complete or definite, and reference is made to such documents and reports for full and complete statements of the contents thereof. Copies of the Resolution are available upon request from the County of Riverside, County Executive Office, 4th Floor, 4080 Lemon Street, Riverside, California 92501, Attention: County Finance Director.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the County and the purchasers or holders of the Note.

The execution and delivery of this Official Statement has been duly authorized by the County.

COUNTY OF RIVERSIDE

By:__________________________________
Jay Orr, County Executive Officer

APPENDIX A

INFORMATION REGARDING THE COUNTY OF RIVERSIDE

APPENDIX B

THE COUNTY OF RIVERSIDE AUDITED FINANCIAL STATEMENTS

FOR THE FISCAL YEAR ENDED JUNE 30, 2015

APPENDIX C

PROPOSED FORM OF OPINION OF BOND COUNSEL

Upon issuance of the Note, Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the County, proposes to render its final approving opinion with respect to the Note in substantially the following form:

[Date of Delivery]

County of Riverside
Riverside, California

County of Riverside
2016 Tax and Revenue Anticipation Note
(Final Opinion)

Ladies and Gentlemen:

We have acted as bond counsel to the County of Riverside, California (the "County") in connection with the issuance of $_________ aggregate principal amount of notes, designated the "County of Riverside 2016 Tax and Revenue Anticipation Note" (the "Note"), issued under and by authority of a resolution of the Board of Supervisors of the County duly passed and adopted on May __, 2016 (the "Resolution"), under and by authority of Article 7.6, Chapter 4, Part 1, Division 2 of Title 5 (commencing with Section 53850) of the California Government Code.

In such connection, we have reviewed the Resolution, the Tax Certificate of the County, dated the date hereof (the "Tax Certificate"), an opinion of counsel to the County, certificates of the County and others, and such other documents, opinions and matters to the extent we deemed necessary to render the opinions set forth herein.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions, and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or events do occur or any other matters come to our attention after the date hereof. Accordingly, this letter speaks only as of its date and is not intended to, and may not, be relied upon or otherwise used in connection with any such actions, events or matters. Our engagement with respect to the Note has concluded with their issuance, and we disclaim any obligation to update this letter. We have assumed the genuineness of all documents and signatures presented to us (whether as originals or as copies) and the due and legal execution and delivery thereof by, and validity against, any parties other than the County. We have assumed, without undertaking to verify, the accuracy of the factual matters represented, warranted or certified in the documents referred to in the second paragraph hereof, and of the legal conclusions contained in the opinions referred to in the second paragraph hereof. Furthermore, we have assumed compliance with all covenants and agreements contained in the Resolution and the Tax Certificate, including (without limitation) covenants and agreements compliance with which is necessary to ensure that future actions, omissions or events will not cause interest on the Note to be included in gross income for federal income tax purposes. We call attention to the fact that the rights and obligations under the Note, the Resolution and the Tax Certificate, and their enforceability, may be subject to bankruptcy, insolvency, receivership, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors' rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases, and to the limitations on legal remedies against counties in the State of California. We express no opinion with respect to any indemnification, contribution, liquidated damages, penalty (including any remedy deemed to constitute a penalty), right of set-off, arbitration, judicial reference, choice of law, choice of forum, choice of venue, non-exclusivity of remedies, waiver or severability provisions contained in the documents mentioned in the preceding sentence. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Note, and express no opinion with respect thereto.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

1. The Note constitutes the valid and binding obligation of the County. The principal of and interest on the Note are payable from Pledged Revenues (as that term is defined in the Resolution), and to the extent not so paid, are payable from any other moneys of the County lawfully available therefor.

2. Interest on the Note is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from State of California personal income taxes. The amount treated as interest and excluded from gross income may depend upon the taxpayer's election under Internal Revenue Notice 94-84. Interest on the Note is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although we observe that it is included in adjusted current earnings when calculating corporate alternative minimum taxable income. We express no opinion regarding other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Note.

Faithfully yours,

APPENDIX D

PROPOSED FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is entered into by the County of Riverside (the "County") in connection with the issuance by the County of Riverside of its $____________ aggregate principal amount of County of Riverside 2016 Tax and Revenue Anticipation Note (the "Note"). The Note is being issued pursuant to a Resolution adopted by the Board of Supervisors of the County on [_________], 2016 (the "Resolution"). The County covenants and agrees as follows:

Section 1. Purpose of Certificate. This Certificate is being executed and delivered by the County for the benefit of the Owners and Beneficial Owners (as defined below) of the Note and in order to assist the Participating Underwriters (as defined below, in complying with the Rule (as defined below).

Section 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Certificate unless otherwise defined in this Section, the following capitalized terms have the following meanings:

"*Beneficial Owner*" means any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Note (including persons holding a Note through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Note for federal income tax purposes.

"*Commission*" means the Securities and Exchange Commission.

"*Dissemination Agent*" means any person appointed in writing by the County to act as the County's agent in complying with the filing requirements of the Rule, which person has accepted such appointment. As of the date of this Certificate, the County has not appointed a Dissemination Agent.

"*Listed Event*" means any of the events listed in Section 4(a) of this Certificate.

"*MSRB*" means the Municipal Securities Rulemaking Board and any successors or assigns, or any other entities or agencies approved under the Rule.

"*Participating Underwriters*" means any of the original purchasers of the Note required to comply with the Rule in connection with the offering of the Note.

"*Quarterly Report*" means any Quarterly Report of the County provided by the County pursuant to and as described in Section 3 of this Certificate.

"*Repository*" means, until otherwise designated by the Commission, the Electronic Municipal Market Access website of the MSRB located at http://emma.msrb.org.

"*Rule*" means paragraph (b)(5) of Rule 15c2-12 adopted by the Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

Section 3. Provision of Reports.

(a) The County shall, or shall cause the Dissemination Agent to, not later than 40 days after the end of the fiscal quarters ending September 30, 2016, December 31, 2016 and March 31, 2017, provide to the Repository, in such format accompanied by such identifying information as shall have been prescribed by the MSRB and which shall be in effect on the date of filing of such information, copies of the Quarterly Report of the County, which is consistent with the requirements of subsection (b) below. Each Quarterly Report may include by reference other information as required by this Certificate. The County shall provide a written certification with each Quarterly Report filed with the Dissemination Agent to the effect that such Quarterly Report constitutes the Quarterly Report required to be submitted by the County hereunder. The Dissemination Agent may conclusively rely upon such certification of the County.

(b) The County's Quarterly Report shall contain or include by reference information regarding the County's cash flow in the fiscal quarter most recently ended, including comparative information to the projected cash flow included in the Official Statement.

(c) The Dissemination Agent (if one has been appointed) shall:

(i) determine prior to the date for providing the Quarterly Report the name and address of the Repository; and

(ii) if the Quarterly Report has been furnished to the Dissemination Agent, file a report with the County certifying that the Quarterly Report has been provided pursuant to this Certificate, stating the date it was provided.

Section 4. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 4, the County shall give, or cause to be given, notice to the Repository of the occurrence of any of the following events (the "Listed Events") with respect to the Note in a timely manner not in excess of ten (10) business days after the occurrence of the event:

(i) principal and interest payment delinquencies;

(ii) non-payment related defaults, if material;

(iii) unscheduled draws on debt service reserves reflecting financial difficulties;

(iv) unscheduled draws on credit enhancements reflecting financial difficulties;

(v) substitution of credit or liquidity providers, or their failure to perform;

(vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701–TEB) or other material notices or determinations with respect to the tax status of the Note, or other material events affecting the tax status of the Note;

(vii) modifications to the rights of Owners of the Note, if material;

(viii) bond calls, if material, and tender offers;

(ix) defeasances;

(x) release, substitution, or sale of property, if any, securing repayment of the Note, if material;

(xi) rating changes;

(xii) bankruptcy, insolvency, receivership or similar event of the County;

(xiii) the consummation of a merger, consolidation, or acquisition involving the County or the sale of all or substantially all of the assets of the County, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to such actions, other than pursuant to its terms, if material; and

(xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) Notwithstanding the foregoing, notice of Listed Events described in Subsections (a)(viii) and (ix) above need not be given under this subsection any earlier than when the notice, if any, of the underlying event is given to Owners of affected Note pursuant to the Resolution.

Section 5. Termination of Reporting Obligation. The County's obligations under this Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Note or upon delivery to the County and to the Dissemination Agent (if any) of an opinion of nationally recognized bond counsel to the effect that continuing disclosure is no longer required. If such termination occurs prior to the final maturity of the Note, the County shall give notice of such termination in the same manner as for a Listed Event under Subsection 4(c).

Section 6. Dissemination Agent. The County may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent may resign by providing 60 days' written notice to the County. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the County pursuant to this Certificate.

Section 7. Amendment Waiver. Notwithstanding any other provision of this Certificate, the County may amend this Certificate, and any provision of this Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Section 3 or Subsection 4(a), it may only be made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, change in law (including rules or regulations) or in interpretations thereof, or change in the identity, nature or status of an obligated person with respect to the Note, or the type of business conducted;

(b) The undertakings, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Note, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the Owners of the Note in the same manner as provided in the Resolution for amendments to the Resolution with the consent of Owners of the Note, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Owners or Beneficial Owners of the Note.

In the event of any amendment or waiver of a provision of this Certificate, the County shall describe such amendment in its next Quarterly Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the County.

Section 8. Additional Information. Nothing in this Certificate shall be deemed to prevent the County from disseminating any other information, including the information then contained in the County's official statements or other disclosure documents relating to debt issuances, using the means of dissemination set forth in this Certificate or any other means of communication, or including any other information in any Quarterly Report or notice of occurrence of a Listed Event, in addition to that which is required by this Certificate. If the County chooses to include any information in any Quarterly Report or notice of occurrence of a Listed Event, in addition to that which is specifically required by this Certificate, the County shall have no obligation under this Certificate to update such information or include it in any future Quarterly Report or notice of occurrence of a Listed Event.

Section 9. Default. In the event of a failure of the County to comply with any provision of this Certificate, any Owner or Beneficial Owner of the Note may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the County to comply with its obligations under this Certificate. A default under this Certificate shall not be deemed an Event of Default under the Resolution with respect to the Note, and the sole remedy under this Certificate in the event of any failure of the County to comply with this Certificate shall be an action to compel performance, and no person or entity shall be entitled to recover monetary damages under this Certificate.

Section 10. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are expressly and specifically set forth in this Certificate and the County agrees, to the extent permitted by law, to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys' fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's negligence or willful misconduct. The obligations of the County under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Note.

Section 11. Beneficiaries. This Certificate shall inure solely to the benefit of the County, the Dissemination Agent, the Participating Underwriters, the Owners and Beneficial Owners from time to time of the Note, and shall create no rights in any other person or entity.

Section 12. Governing Law. This Certificate shall be governed by the laws of the State of California and the federal securities laws.

COUNTY OF RIVERSIDE

By __________________________________
Authorized Officer

EXHIBIT A

FORM OF NOTICE TO REPOSITORIES
OF FAILURE TO FILE REPORT

Name of Issuer:	County of Riverside, California
Name of Bond Issue:	$_________ County of Riverside 2016 Tax and Revenue Anticipation Note
Issuance Date:	________, 2016

NOTICE IS HEREBY GIVEN that the COUNTY OF RIVERSIDE (the "County") has not provided the Quarterly Report with respect to the above-named Note as required by Section 3 of the Continuing Disclosure Certificate, dated as of _________, 2016, executed and delivered by the County. The County anticipates that such report will be filed by ____________.

Dated: ______________

COUNTY OF RIVERSIDE

By ____
Authorized Officer

APPENDIX E

BOOK-ENTRY-ONLY SYSTEM

The information in this APPENDIX E concerning DTC and its book-entry system has been obtained from DTC and the County takes no responsibility for the completeness or accuracy thereof. The County cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners (a) payments of interest, principal or premium, if any, with respect to the Note, (b) certificates representing ownership interest in or other confirmation or ownership interest in the Note, or (c) prepayment or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Note, or that they will so do on a timely basis, or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this APPENDIX E. The current "Rules" applicable to DTC are on file with the Securities and Exchange Commission and the current "Procedures" of DTC to be followed in dealing with DTC Participants are on file with DTC.

General

DTC will act as securities depository for the Note. The Note will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully registered Note certificate will be issued for each maturity of the Note, each in the aggregate principal amount of such maturity, and will be deposited with DTC or held by the Paying Agent.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Bonds Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of "AA." The DTC Rules applicable to Direct Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org. The County has not undertaken any responsibility for and makes no representations as to the accuracy or the completeness of the content of such material contained on the websites described in the preceding sentence including, but not limited to, updates of such information or links to other Internet sites accessed through the aforementioned websites.

Purchases of the Note under the DTC system must be made by or through Direct Participants, which will receive a credit for the Note on DTC's records. The ownership interest of each actual purchaser of the Note ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Note are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Note, except in the event that use of the book-entry system for the Note is discontinued.

To facilitate subsequent transfers, all Note deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Note with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Note; DTC's records reflect only the identity of the Direct Participants to whose accounts such Note are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

While the Note is in the book-entry-only system, redemption notices will be sent to DTC. If less than all of the Note is being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be prepaid.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Note unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Paying Agent as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Note is credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Note will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the County, the Paying Agent on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Direct and Indirect Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Direct and Indirect Participant and not of DTC, the Paying Agent or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Note at any time by giving reasonable notice to the County. Under such circumstances, in the event that a successor depository is not obtained, certificates representing the Note are required to be printed and delivered.

The County may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, certificates representing the Note will be printed and delivered to the registered holders of the Note.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the County believes to be reliable, but the County takes no responsibility for the accuracy thereof.

BENEFICIAL OWNERS WILL NOT RECEIVE PHYSICAL DELIVERY OF THE NOTE AND WILL NOT BE RECOGNIZED BY THE PAYING AGENT AS OWNERS THEREOF, AND BENEFICIAL OWNERS WILL BE PERMITTED TO EXERCISE THE RIGHTS OF OWNERS ONLY INDIRECTLY THROUGH DTC AND THE PARTICIPANTS.