

SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA



ITEM
3.42
(ID # 9714)

MEETING DATE:

Tuesday, April 30, 2019


FROM : EXECUTIVE OFFICE:

SUBJECT: EXECUTIVE OFFICE: Adopt Resolution No. 2019-104 Approving the Form of a Support Agreement and an Offering Circular Each Relating to the Issuance of \$95,000,000 (estimated) Inland Empire Tobacco Securitization Authority Tobacco Settlement Asset-Backed Bonds, Series 2019 Turbo Current Interest Bonds (Federally Taxable) and the Refunding of Series 2007 Bonds, All Districts and Certain Other Actions. [\$995,359 - 100% Bond Proceeds]

RECOMMENDED MOTION: That the Board of Supervisors:

1. Adopt Resolution No. 2019-104 Approving the Form of a Support Agreement and Approving the Form of an Offering Circular, Each Related to the Issuance by the Inland Empire Tobacco Securitization Authority of its 2019 Tobacco Settlement Asset-Backed Bonds and the Refunding of a Portion of its 2007 Tobacco Settlement Asset-Backed Bonds; and
2. Authorize the Chairman of the Board of Supervisors to Execute Resolution No. 2019-104 on behalf of the Board of Supervisors; and
3. Authorize the Clerk of the Board to Attest the Signature of the Chairman of the Board of Supervisors and the Signature of any Authorized Officer in Connection with the Execution and Delivery of Documents They are Authorized to Sign; and
4. Recommend Approval of the Issuance of the \$95,000,000 (estimated) Inland Empire Tobacco Securitization Authority Tobacco Settlement Asset-Backed Bonds, Taxable Series 2019 Turbo Current Interest Bonds (Federally Taxable) (the "2019 Bonds") and the Refunding of a Portion of the Outstanding Inland Empire Tobacco Securitization Authority Tobacco Settlement Asset-Backed Bonds (Inland Empire Tobacco Securitization Corporation) Series 2007 (the "2007 Bonds"); and
5. Authorize Certain Other Actions in Connection with the Issuance of the 2019 Bonds and the Refunding of the 2007 Bonds.

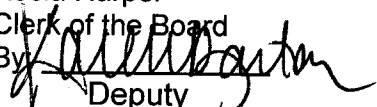
ACTION:Policy


Stephanie Perez, Principal Management Analyst 4/23/2019

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Jeffries, seconded by Supervisor Perez and duly carried, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Spiegel, Washington and Perez
Nays: None
Absent: Hewitt
Date: April 30, 2019
xc: E.O.

Kecia Harper
Clerk of the Board
By: 
Deputy

**SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE,
STATE OF CALIFORNIA**

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost
COST	\$995,359	\$0	\$995,359	\$0
NET COUNTY COST	\$0	\$0	\$0	\$0
SOURCE OF FUNDS: 100% Bond Proceeds			Budget Adjustment: No	
			For Fiscal Year: 2019/20	

C.E.O. RECOMMENDATION: Approve

BACKGROUND:

Summary

In 1998, a settlement agreement was entered into between 46 states, including the State of California, and the major tobacco companies to settle litigation relating to the long-term health care costs of smoking (the "Master Settlement Agreement" or the "MSA") and the payment of Tobacco Settlement Revenues ("TSRs"). California is one of only two states that share its MSA payments with cities and counties pursuant to a Memorandum of Understanding (the "MOU").

Under the MOU, the State receives 50% of each payment, the counties share 45% and the four largest cities share 5%. The County of Riverside (the "County") currently receives 2.6449% of the State's annual TSR payments which is subject to revision every 10 years based on the County's population as a percentage of the State as reported by the most recent US Census.

The MSA was executed by 46 states while the other 4 states have their own separate agreements. Twenty-one states have securitized their TSRs in one form or another. The District of Columbia and 5 U.S. territories also participate in the MSA, 3 of these have securitized their TSRs. Fourteen of the 58 California counties and 1 city have securitized their TSRs directly including: Alameda, Fresno, Kern, Los Angeles, Marin, Merced, Placer, Riverside, Sacramento, the County of San Diego, the City of San Diego, Santa Clara, Sonoma, Stanislaus, and Tulare. In addition, 10 counties securitized through a pooled financing including: Colusa, Imperial, Kings, Madera, San Benito, Solano, Tehama, Tuolumne, Yolo and Yuba.

In 2007, the County determined to issue bonds as a risk reduction strategy. In 2007 the County determined that there was significant risk of MSA validity and tobacco company bankruptcy due to continued individual and class action smoking litigation, a reduction in cigarette consumption and loss of full payment due to what it termed the Non-Participating Manufacturer Adjustment (the "NPM Adjustment"). The cost of this risk reduction strategy was the interest payment to bondholders.

In order to issue bonds, an Authority was created pursuant to a Joint Exercise of Powers Agreement dated July 18, 2007, by and between the County and the County of San Bernardino. The Authority is governed by a three-person Board of Directors, two directors designated by the Board of Supervisors and one member designated by the Board of Supervisors of San Bernardino County. The Authority subsequently formed the Inland Empire Tobacco Securitization Corporation in order to issue bonds.

**SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE,
STATE OF CALIFORNIA**

Under the MSA and the MOU, the County was receiving annual payments of approximately \$15.9 million per year by 2007. On August 3, 2007, the Inland Empire Tobacco Securitization Authority "IETSA" issued \$294 million in bonds while retaining its rights to the first \$10.0 million of tobacco settlement payments received per year through 2020 and the first \$11.5 million per year from 2021 through 2026 (the "Unsold Tobacco Assets"). After the County's receipt of the first \$10.0 and \$11.5 million as described above, the remainder of the funds is pledged to repayment on the bonds.

Through the issuance of "tobacco bonds" by the Authority/Corporation, the County's intent was to transfer a significant portion of its risk of not receiving its annual cash settlement payments, the TSRs, with the exception of the Unsold Tobacco Assets through 2026.

The TSR payments under the MSA have been less than anticipated primarily based on cigarette shipments that have been lower than projected in 2007 by IHS, a consulting firm that was retained by the IETSA and other issuers of tobacco bonds. The IETSA has been advised by their independent auditing firm, Brown Armstrong and the investment banking firm Jefferies LLC that it is highly likely that annual TSR payments will be insufficient to pay bond principal for the Series 2007A bonds which mature on June 1, 2021. Since the Series 2007A Bonds are parity debt with the Series 2007B Bonds which mature on June 1, 2026, those bonds would default as well.

Additionally, Jefferies LLC has advised IETSA that the Series 2007A Bonds will be the first in the nation to default. The Series 2007A are current interest bonds. The Series 2007B Bonds are convertible capital appreciation bonds that are now current interest bonds. There are additional series of 2007 Bonds, Series C-1, C-2, D, E, F which are all capital appreciation bonds and subordinate to 2007A and B Bonds.

The proposed 2019 Bonds will have a stated maturity of June 1, 2036 and be subject to turbo redemption (a special mandatory redemption feature that requires principal be retired on an accelerated basis with any excess TRS's after interest is paid). The County's right to receive annual tobacco settlement payments terminates in 2026. All TSRs after that will be available to pay interest and turbo redemptions payments. In addition, there will be a cash funded debt service reserve fund established for the 2019 Bonds. In order to achieve interest rates that produce debt service savings, which is required to refund the Series 2007A and B Bonds, the 2019 Bonds will require an investment grade rating in the "A" category.

In order obtain the "A" rating, the senior manager of the investment banking team, Jefferies LLC, has advised the County that it will need to provide a Support Agreement as additional security and support solely for the payment of interest as a part of the bond structure. The Support Agreement would be available to pay debt service on the 2019 Bonds in the event the Pledged TRSs are insufficient to make scheduled interest payments. The Support Agreement only becomes effective after the debt service reserve fund has been exhausted and is limited to

**SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE,
STATE OF CALIFORNIA**

the period starting on June 1, 2022 through June 1, 2026 and in an amount not to exceed \$4,000,000, subject to appropriation.

Depending upon bond market conditions at the time of the bond sale, it may be possible to increase the size of the deposit to the Debt Service Reserve Account for the benefit of the 2019 Bonds, which would at least initially mitigate the potential for or extent of any demand for a Support Payment under the Support Agreement.

The finance team will use their best efforts with regard to such sizing when pricing the Series 2019 Bonds. The Series 2019 Bonds are scheduled to be priced in early May and close about two weeks later.

Impact on Residents and Businesses

No impact on residents and businesses



Don R. Kent, Assistant CEO-County Finance Officer

4/25/2019



Gregory V. Priamos, Director County Counsel

4/25/2019

2
3 RESOLUTION NO. 2019-104

4
5 A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF RIVERSIDE
6 APPROVING THE FORM OF A SUPPORT AGREEMENT AND OF AN OFFERING CIRCULAR,
7 EACH RELATING TO THE ISSUANCE BY THE INLAND EMPIRE TOBACCO SECURITIZATION
8 AUTHORITY OF ITS TOBACCO SETTLEMENT ASSET-BACKED BONDS (INLAND EMPIRE
9 TOBACCO SECURITIZATION CORPORATION), SERIES 2019 TURBO CURRENT INTEREST
10 BONDS (FEDERALLY TAXABLE) AND THE REFUNDING OF A PORTION OF THE
11 OUTSTANDING INLAND EMPIRE TOBACCO SECURITIZATION AUTHORITY TOBACCO
12 SETTLEMENT ASSET-BACKED BONDS (INLAND EMPIRE TOBACCO SECURITIZATION
13 CORPORATION), SERIES 2007, AND AUTHORIZING CERTAIN OTHER ACTIONS IN
14 CONNECTION THEREWITH

15
16 **WHEREAS**, the County of Riverside (the "County") is a political subdivision of the State of
17 California, entitled to a portion of certain payments (the "County Tobacco Assets") coming to the State of
18 California (the "State") pursuant to the Master Settlement Agreement among a number of jurisdictions and
19 certain tobacco manufacturing companies, all pursuant to a Memorandum of Understanding, dated August
20 5, 1998 (the "MOU") and an Agreement Regarding Interpretation of the Memorandum of Understanding,
21 dated January 18, 2000 (the "ARIMOU");

22 **WHEREAS**, in 2007, the County determined to sell a portion of the County Tobacco Assets to
23 obtain money to finance and refinance certain County projects, all as provided by law and, to further such
24 purpose, authorized and approved the formation of the Inland Empire Tobacco Securitization Corporation
25 (the "Corporation");

26 **WHEREAS**, in furtherance of such purpose, the County entered into a Joint Exercise of Powers
27 Agreement, dated as of July 18, 2007 (the "Joint Powers Agreement"), between the County and the County
28 of San Bernardino, pursuant to Chapter 5 (commencing with Section 6500) of Division 7 of Title 1 of the

FORM APPROVED COUNTY COUNSEL
BY:  DAVID M. MCCARTHY
DATE: 21 April 2019

1 Government Code of the State of California (the "JPA Law"), pursuant to which the Inland Empire Tobacco
2 Securitization Authority (the "Issuer") was created to, among other things, finance and refinance various
3 public capital improvements and working capital, both as defined in the Marks-Roos Local Bond Pooling
4 Act of 1985, constituting Article 4 (commencing with Section 6584) of the JPA Law;

5 **WHEREAS**, under California law and the Joint Powers Agreement, the Issuer is duly established
6 as a public entity separate and apart from the parties to the Joint Powers Agreement and the debts, liabilities
7 and obligations of the Issuer will not be the debts, liabilities or obligations of the County or any
8 representative of the County serving on the governing body of the Issuer;

9 **WHEREAS**, also in 2007, the County entered into a Purchase and Sale Agreement, dated as of
10 August 1, 2007 (the "2007 Purchase and Sale Agreement"), between the County and the Corporation,
11 pursuant to which the County sold to the Corporation certain County Tobacco Assets, for consideration
12 paid by the Corporation of \$343,451,030.53, consisting of only that portion specified in the 2007 Purchase
13 and Sale Agreement (the "2007 Sold County Tobacco Assets");

14 **WHEREAS**, the County acknowledges that the Corporation has pledged and assigned all of its
15 rights to the 2007 Sold County Tobacco Assets to the Issuer to secure repayment of a loan (the "Loan")
16 made by the Issuer to the Corporation under the terms of a Secured Loan Agreement, dated as of August 1,
17 2007, by and between the Issuer and the Corporation;

18 **WHEREAS**, the County further acknowledges that the Issuer issued its Tobacco Settlement Asset-
19 Backed Bonds (Inland Empire Tobacco Securitization Corporation), in multiple series (the "Series 2007
20 Bonds"), pursuant to an Indenture, as supplemented by a Series 2007 Supplement, each dated as of August
21 1, 2007 (the "2007 Indenture"), between the Issuer and Wells Fargo Bank, National Association (the
22 "Trustee") the proceeds of which were loaned to the Corporation and used to purchase the 2007 Sold County
23 Tobacco Assets;

24 **WHEREAS**, except for amounts constituting the 2007 Sold County Tobacco Assets, the County
25 remains the owner of all right, title and interest of the County in, to and under the MOU, the ARIMOU, the
26 MSA and the Consent Decree (each as defined in the 2007 Purchase and Sale Agreement) including, without
27 limitation, the rights of the County to be paid the unsold County Tobacco Assets (the "Unsold County
28 Tobacco Assets"), proceeds of which are deposited to the County's general fund;

1 **WHEREAS**, the payments with respect to the 2007 Sold County Tobacco Assets and the Unsold
2 County Tobacco Assets are subject to numerous adjustments, including, delay and/or reduction in certain
3 events;

4 **WHEREAS**, the County is informed that in order to reduce the amount and the duration of the
5 payment risks associated with the Series 2007 Bonds, the Issuer desires to issue its Tobacco Settlement
6 Asset-Backed Bonds (Inland Empire Tobacco Securitization Corporation), Series 2019 Turbo Current
7 Interest Bonds (Federally Taxable) in an aggregate principal amount not to exceed \$120,000,000 (the
8 "Series 2019 Bonds") the proceeds of which will be used to refund and defease in accordance with the 2007
9 Indenture the outstanding principal amount of the Series 2007 Bonds designated Series 2007A Turbo
10 Current Interest Bonds and Series 2007B Turbo Convertible Capital Appreciation Bonds (the "Refunded
11 Bonds"), fund a Debt Service Reserve Account for the Series 2019 Bonds, and pay costs of issuance
12 incurred in connection with the issuance of the Series 2019 Bonds;

13 **WHEREAS**, the Series 2019 Bonds will be issued pursuant to the 2007 Indenture as supplemented
14 by a Series Supplement (as defined in the 2007 Indenture) to be executed and delivered by the Issuer and
15 the Trustee pursuant to the terms of the 2007 Indenture (referred to herein as the "Series 2019 Supplement,"
16 and collectively, the "Indenture");

17 **WHEREAS**, the County and the Corporation desire to enter into a Support Agreement, tentatively
18 dated as of the closing date of the Series 2019 Bonds (the "Support Agreement"), as additional security and
19 support solely for the payment of interest on the Series 2019 Bonds to supplement the Collateral pledged
20 under the Indenture in order to reduce the amount and the duration of the payment risks associated with the
21 Series 2007 Bonds, pursuant to which the County will agree to include in its annual general fund budgets
22 from Fiscal Year 2021-22 through and including Fiscal Year 2025-26, on an annual basis subject to
23 appropriation, \$4,000,000 to make Support Payments (as defined in the Support Agreement) to the Trustee,
24 as assignee of the Corporation, to pay the interest component of debt service on the Series 2019 Bonds due
25 and payable from June 1, 2022 through and including December 1, 2026, in the event that the Collateral is
26 otherwise insufficient for such purpose; provided however that such amount shall not exceed as of any date
27 of actual disbursement, the lesser of (i) the annual proceeds of the Unsold County Tobacco Assets in such
28 Fiscal Year and (ii) the amount by which the other Collateral is insufficient to pay such interest component

1 of debt service on the Series 2019 Bonds;

2 **WHEREAS**, the Series 2019 Bonds will be payable from and secured solely by Revenues and the
3 other Collateral pledged under the 2007 Indenture on a parity basis with the Payment Priorities (each as
4 defined in the 2007 Indenture) provided for the Refunded Bonds, and the Support Payments as and to the
5 extent provided in the Support Agreement, and will be subject to Turbo Redemption in accordance with the
6 Payment Priorities as specified in the Series 2019 Supplement;

7 **WHEREAS**, pursuant to the Support Agreement, the obligation of the County to make the Support
8 Payments in any particular Fiscal Year under the Support Agreement shall be absolutely subject in all
9 respects to the Board of Supervisors of the County (the "Board") having duly budgeted and appropriated
10 funds sufficient to pay the Support Payments coming due in such Fiscal Year, and the County through the
11 Board shall have the annual right, to determine in its sole and absolute discretion, for any reason, not to
12 budget and appropriate such funds;

13 **WHEREAS**, in connection with the issuance and delivery of the Series 2019 Bonds, the Issuer
14 desires to approve the form and distribution of a preliminary offering circular with respect to the Series
15 2019 Bonds (the "Preliminary Offering Circular") including a description of the County, its operations and
16 finances to be provided by the County in the form of an Appendix A thereto ("Appendix A"), and the form
17 of a contract of purchase (the "Contract of Purchase") between the Issuer and Jefferies LLC, as
18 representative of the underwriters (the "Representative") including a form of Certificate of the County to
19 be executed and delivered by the County substantially in the form attached thereto;

20 **WHEREAS**, to fulfill the requirements of Rule 15c2-12 under the Securities Exchange Act of 1934
21 (the "Rule"), the Issuer and the Trustee will enter into a County of Riverside Continuing Disclosure
22 Undertaking (Series 2019 Tobacco Bonds) (the "Continuing Disclosure Undertaking"), whereby the Issuer
23 will agree to provide certain continuing disclosure reports;

24 **WHEREAS**, Section 5852.1 of the California Government Code, which became effective on
25 January 1, 2018, enacted pursuant to Senate Bill 450 (Chapter 625 of the 2017-2018 Session of the
26 California Legislature) requires that the governing board of the issuer obtain from an underwriter, municipal
27 advisor or private lender and disclose, prior to authorization of the issuance of bonds, including debt
28 instruments such as the Series 2019 Bonds, with a term of greater than 13 months, good faith estimates of

1 the following information in a meeting open to the public: (a) the true interest cost of the Series 2019 Bonds,
2 (b) the sum of all fees and charges paid to third parties with respect to the Series 2019 Bonds, (c) the amount
3 of proceeds of the Series 2019 Bonds expected to be received net of the fees and charges paid to third parties
4 and any reserves or capitalized interest paid or funded with proceeds of the Series 2019 Bonds, and (d) the
5 sum total of all debt service payments on the Series 2019 Bonds calculated to the final maturity of the Series
6 2019 Bonds plus the fees and charges paid to third parties not paid with the proceeds of the Series 2019
7 Bonds;

8 **WHEREAS**, in compliance with SB 450, the Issuer has obtained from Columbia Capital
9 Management, LLC, as the Issuer's municipal advisor (the "Municipal Advisor"), and the Representative,
10 the required good faith estimates and such estimates are set forth on Exhibit A attached hereto;

11 **WHEREAS**, the County has determined that the completion of the financing transaction
12 contemplated herein represents a prudent course of action for the County and does not impair the rights or
13 interests of the County's present or future creditors; and

14 **WHEREAS**, the financing transaction contemplated herein will result in significant public benefits;

15
16 **NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE**
17 **COUNTY BOARD OF SUPERVISORS AS FOLLOWS:**

18 **Section 1. Findings.** The Board finds and determines that the foregoing recitals are true and
19 correct.

20 **Section 2. Approval of Issuance of Series 2019 Bonds by the Issuer.** The issuance of the Series
21 2019 Bonds by the Issuer on the terms and conditions set forth in, and subject to the limitations specified in,
22 the Indenture and this Resolution, is hereby approved; provided, however, that (i) the aggregate principal
23 amount of Series 2019 Bonds shall not exceed \$120,000,000, (ii) the final maturity of the Series 2019 Bonds
24 shall not exceed June 1, 2038, and (iii) the Series 2019 Bonds shall have a maximum true interest cost of
25 5.78%.

26 **Section 3. Support Agreement.** The form of the Support Agreement, as presented to the Board,
27 is hereby approved. The County Executive Officer, the Deputy County Executive Officer, the County
28 Finance Director and the Clerk of the Board of Supervisors, or his or her designee (each, an "Authorized

1 Officer”) are each hereby individually authorized and directed to execute and deliver such Support
2 Agreement on behalf of the County, which shall be in substantially the form presented at this meeting, with
3 such changes therein, deletions therefrom and additions thereto as such Authorized Officer and the County
4 Counsel shall approve, including any changes, deletions and/or additions required by the rating agencies in
5 order to obtain the necessary or desirable ratings on the Series 2019 Bonds or a portion thereof, which
6 approval shall be conclusively evidenced by the execution and delivery of the Support Agreement; provided
7 that (a) the County’s payment obligation shall be limited to an amount required to pay the interest component
8 of debt service on the Series 2019 Bonds on or after June 1, 2022 through December 1, 2026, in the event
9 that Collateral is otherwise insufficient for such purpose, in an amount not to exceed \$4,000,000 in each
10 Fiscal Year from 2021-22 through and including 2025-26; provided however that such amount shall not
11 exceed as of any date of actual disbursement, the lesser of (i) the annual proceeds of the Unsold County
12 Tobacco Assets in such Fiscal Year and (ii) the amount by which the other Collateral is insufficient to pay
13 such interest component of debt service on the Series 2019 Bonds, and (b) such payment obligation shall be
14 absolutely subject in all respects to the Board having duly budgeted and appropriated funds sufficient for
15 such purpose in such fiscal year, and the Board shall have the right, to exercise in its sole and absolute
16 discretion for any reason, not to budget and appropriate such funds.

17 **Section 4. Offering Circular: Appendix A.** The form of Appendix A to the Preliminary Offering
18 Circular (“Appendix A”) in substantially the form presented at this meeting together with the draft
19 Preliminary Offering Circular is hereby approved, and the same may be used and is hereby authorized to be
20 used and distributed in the market by the Representative incident to the marketing of the Series 2019 Bonds.
21 Each Authorized Officer is hereby authorized to (a) make such changes in such form of Appendix A to the
22 Preliminary Offering Circular as such Authorized Officer, in consultation with County Counsel, Disclosure
23 Counsel and the Representative, shall determine to be appropriate, and (b) on behalf of the County, to deem
24 such Appendix A and/or relevant portions of the Preliminary Offering Circular “final” pursuant to the Rule.
25 An Authorized Officer is further hereby authorized and directed to deliver the County’s Comprehensive
26 Annual Financial Report for the Fiscal Year Ended June 30, 2018 to the Issuer on behalf of the County for
27 inclusion as an appendix to the Preliminary Offering Circular. Each Authorized Officer is authorized and
28 directed to prepare a final form of Appendix A to the Offering Circular, and such Authorized Officer is

1 authorized and directed to prepare, execute and deliver in the name and on behalf of the County any
2 supplemental filings related to such final Offering Circular.

3 Any one of the Authorized Officers is hereby authorized and directed to provide Disclosure Counsel
4 and the Issuer with such information relating to the County as they shall reasonably request for inclusion in
5 Appendix A and in the Preliminary Offering Circular and Offering Circular. If, at any time prior to the end
6 of the underwriting period, as defined in the Rule, any event occurs as a result of which the information
7 contained in the Appendix A might include an untrue statement of a material fact or omit to state any
8 material fact necessary to make the statements therein, in light of the circumstances under which they were
9 made, not misleading, the County shall promptly notify the Representative and the Municipal Advisor.

10 **Section 5.** Continuing Disclosure Undertaking. The form of the Continuing Disclosure
11 Undertaking as presented to this meeting is hereby approved.

12 **Section 6.** Additional Authority of County Officers. All consents, approvals, notices, orders,
13 requests and other actions permitted or required by any of the documents authorized by this Resolution and
14 the 2007 Purchase and Sale Agreement, whether before or after the delivery of the Support Agreement or
15 the issuance of the Series 2019 Bonds, including without limitation any of the foregoing that may be
16 necessary or desirable in connection with any default under or amendment of such documents, but for the
17 budgeting and appropriation specified in the Support Agreement, may be given or taken, without further
18 authorization by the Board, by an Authorized Officer, and each of said officers is hereby authorized and
19 directed to give any such consent, approval, notice, order or request and to take any such action which such
20 officers may deem necessary or desirable to further the purposes of this Resolution. Each Authorized
21 Officer and such other County officers and employees, as appropriate, are hereby authorized and directed,
22 jointly and severally, to do any and all things, and to execute and deliver any and all documents, including
23 but not limited to a tax certificate, letter of representations addressed to the Issuer and the Representative,
24 administrative services agreements and other documents, which any of them may deem necessary or
25 desirable in order to implement the Support Agreement and to confirm the 2007 Purchase and Sale
26 Agreement and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution
27 and all other actions permitted or required by any of the documents authorized and/or approved by this
28 Resolution, and all such actions heretofore taken by such officers are hereby ratified, confirmed and

1 approved.

2 **Section 7. Authority to Attest.** The Clerk of the Board is hereby authorized and directed to
3 attest the signature of any Authorized Officer in connection with the execution and delivery of documents
4 they are authorized to sign under this Resolution.

5 **Section 8. Ratification of Prior Actions.** All actions heretofore taken by the officers and agents
6 of the Board or the County with respect to the sale of the 2007 Sold County Tobacco Assets or the issuance
7 of the Series 2019 Bonds are hereby ratified, confirmed and approved.

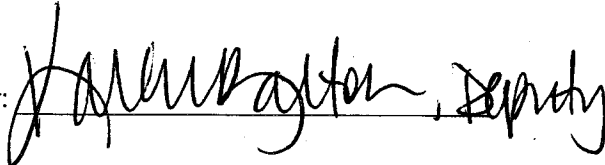
8 **Section 9. Effective Date of Resolution.** This Resolution shall take effect from and after its
9 adoption and approval.

10
11
12 **ADOPTED, SIGNED AND APPROVED** this 30th day of April, 2019, by the Board of
13 Supervisors of the County of Riverside.

14
15 
16 Chairman of the Board of Supervisors

17
18 **ATTEST:**

19 Kecia R. Harper
20 Clerk of the Board of Supervisors

21
22 By:  Deputy
23


24 **ROLL CALL:**

25 Ayes: Jeffries, Spiegel, Washington and Perez
26 Nays: None
27 Absent: Hewitt

28 The foregoing is certified to be a true copy of a resolution duly adopted by said Board of Supervisors on the date therein set forth.

Kecia R. Harper, Clerk of said Board

04.30.19 3.42

By:  Deputy