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CITY OF EL CERRITO, CALIFORNIA

2019-20 TAX AND REVENUE ANTICIPATION NOTE

INTEREST RATE: 2.19%
MATURETY DATE: July 7, 2020
ISSUE DATE: July 8, 2019

REGISTERED OWNER: WESTAMERICA BANK

PRINCIPAL SUM: ****NINE MILLION DOLLARS****

The CITY OF EL CERRITO, a municipal corporation, duly organized and existing under and by virtue of the Constitution and laws of the State of California (the “City”), for value received hereby promises to pay to the Registered Owner stated above, or registered assigns (the “Owner”), on the Maturity Date stated above, the Principal Sum stated above, in lawful money of the United States of America, and to pay interest thereon in like lawful money at the rate per annum stated above, payable on the Maturity Date stated above, calculated on the basis of 360-day year composed of twelve 30-day months. Both the principal of and interest on this Note shall be payable at maturity to the Owner.

It is hereby certified, recited and declared that this Note is one of an authorized issue of Notes in the aggregate principal amount of Nine Million Dollars ($9,000,000), all of like tenor, issued pursuant to the provisions of Resolution No. 2019-38 of the City Council of the City duly passed and adopted on June 4, 2018 (the “Resolution”), and pursuant to Article 7.6 (commencing with section 53850) of Chapter 4, Part 1, Division 2, Title 5, of the California Government Code, and that all things, conditions and acts required to exist, happen and be performed precedent to and in the issuance of the Notes exist, have happened and have been performed in regular and due time, form and manner as required by law, and that this Note, together with all other indebtedness and obligations of the City, does not exceed any limit prescribed by the Constitution or statutes of the State of California.

The principal amount of the Notes, together with the interest thereon, shall be payable from taxes, income, revenue, cash receipts and other moneys which are received by the City for the General Fund of the City for Fiscal Year 2019-20. As security for the payment of the principal of and interest on the Notes the City has pledged the first “unrestricted moneys” (as hereinafter defined) to be received by the City as follows: (a) an amount equal to fifty percent (50%) of the principal amount of the Notes in the month of February, 2020; (b) an amount equal to fifty percent
(50%) of the principal amount of the Notes in the month of May, 2020; and (c) an amount sufficient to pay interest as due on the Notes at their maturity, in the month of June, 2020 (such pledged amounts being hereinafter called the “Pledged Revenues”). The principal of the Notes and the interest thereon shall constitute a first lien and charge thereon and shall be payable from the Pledged Revenues. To the extent not so paid from the Pledged Revenues, the Notes shall be paid from any other moneys of the City lawfully available therefor. In the event that there are insufficient “unrestricted moneys” received by the City to permit the deposit into the Special Account (as hereinafter defined) of the full amount of the Pledged Revenues to be deposited in any month by the last business day of such month, then the amount of any deficiency shall be satisfied and made up from any other moneys of the City lawfully available for the repayment of the Notes and interest thereon. The term “unrestricted moneys” shall mean taxes, income, revenue, cash receipts, and other moneys intended as receipts for the General Fund of the City for Fiscal Year 2019-20 and which are generally available for the payment of current expenses and other obligations of the City.

The Notes are issuable as fully registered notes, without coupons, in a denomination equal to the outstanding principal amount of the Note. Subject to the limitations and conditions as provided in the Resolution, Notes may be exchanged for a like aggregate principal amount of Notes of other authorized denominations and of the same maturity.

The Notes are not subject to redemption prior to maturity.

This Note is transferable by the Owner hereof in a denomination equal to the outstanding principal amount of the Note to a purchaser that is an “accredited investor” as such term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended. Each such purchaser shall deliver to the City an executed letter substantially in the form of the Certificate of Purchase delivered to the City on the Issue Date by the initial purchaser of the Note. Failure to comply with the requirements of the preceding sentence shall cause the purported transfer to be null and void. Upon registration of such transfer a new Note or Notes, of authorized denomination or denominations, for the same aggregate principal amount and of the same maturity will be issued to the transferee in exchange herefor.

The City may treat the Owner hereof as the absolute owner hereof for all purposes, and the City shall not be affected by any notice to the contrary.
IN WITNESS WHEREOF, the City of El Cerrito has caused this Note to be executed by the City Manager and countersigned by the City Clerk of the City, all as of the Issue Date stated above.

CITY OF EL CERRITO

By: [Signature]

City Manager

Countersigned:

[Signature]

City Clerk
ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Note, shall be construed as though they were written out in full according to applicable laws or regulations:

- TEN COM -- as tenants in common
- TEN ENT -- as tenants by the entireties
- JT TEN -- as joint tenants with right of survivorship and not as tenants in common
- UNIF GIFT MIN ACT
  - Custodian
  - Minor
  - Under Uniform Gifts to Minor Act
  - (State)

ADDITIONAL ABBREVIATIONS MAY ALSO BE USED THOUGH NOT IN THE LIST ABOVE

ASSIGNMENT

For value received, the undersigned do(es) hereby sell, assign and transfer unto

____________________________________________________

(Name, Address and Tax Identification or Social Security Number of Assignee)

the within Note and do(es) hereby irrevocably constitute and appoint

____________________________________________________

attorney, to transfer the same on the registration books of the City with full power of substitution in the premises.

Dated: __________________________

Signature Guaranteed:

____________________________________________________

NOTICE: Signature(s) must be guaranteed by an eligible guarantor

NOTICE: The signature on this Assignment must correspond with the name(s) as written on the face of the within Note in every particular without alteration or enlargement or any change whatsoever.
July 8, 2019

City Council
City of El Cerrito
10940 San Pablo Avenue
El Cerrito, California 94530

OPINION: $9,000,000 City of El Cerrito, California 2019-20 Tax and Revenue Anticipation Notes

Members of the City Council:

We have acted as bond counsel in connection with the issuance by the City of El Cerrito, California (the “City”), of $9,000,000 City of El Cerrito, California 2019-20 Tax and Revenue Anticipation Notes, dated the date hereof (the “Notes”), pursuant to Article 7.6 (commencing with Section 53850) of Chapter 4, Part 1, Division 2, Title 5 of the California Government Code (the “Act”), and a resolution of the City adopted on June 4, 2019 (the “Resolution”). We have examined the law and such certified proceedings and other papers as we deem necessary to render this opinion.

As to questions of fact material to our opinion, we have relied upon representations of the City contained in the Resolution and in the certified proceedings of public officials and others furnished to us, without undertaking to verify such facts by independent investigation.

Based upon our examination, we are of the opinion, under existing law, as follows:

1. The City is a duly created and validly existing municipal corporation with the power to adopt the Resolution, to perform the agreements on its part contained therein and to issue the Notes.

2. The Resolution has been duly adopted by the City and constitutes a valid and binding obligation of the City enforceable upon the City.

3. Pursuant to the Act, the Resolution creates a first lien on funds pledged by the Resolution for the security of the Notes.

4. The Notes have been duly authorized, executed and delivered by the City and are valid and binding general obligations of the City.
5. Interest on the Notes is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax. The Notes are "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the "Tax Code"), and, in the case of certain financial institutions (within the meaning of Section 265(b)(5) of the Tax Code), a deduction is allowed for 80 percent of that portion of such financial institutions' interest expense allocable to the portion of the Notes designated as and comprising interest.

The opinions set forth in the preceding paragraph are subject to the condition that the City comply with all requirements of the Tax Code that must be satisfied subsequent to the issuance of the Notes in order that the interest thereon be, and continue to be, excludable from gross income for federal income tax purposes, and in order for the Notes to be "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Tax Code. The City has made certain representations and covenants in order to comply with each such requirement. Inaccuracy of those representations, or failure to comply with certain of those covenants, may cause the inclusion of such interest in gross income for federal income tax purposes, which may be retroactive to the date of issuance of the Notes, or may cause the Notes not to be "qualified tax-exempt obligations" within the meaning of Section 265(b)(3) of the Tax Code.

6. The interest on the Notes is exempt from personal income taxation imposed by the State of California.

We express no opinion regarding any other tax consequences arising with respect to the ownership, sale or disposition of, or the amount, accrual or receipt of interest on, the Notes.

The rights of the owners of the Notes and the enforceability of the Notes and the Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted and may also be subject to the exercise of judicial discretion in appropriate cases.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur. Our engagement with respect to this matter has terminated as of the date hereof.

Respectfully submitted,

[Signature]

A Professional Law Corporation
RESOLUTION 2019-38

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EL CERRITO
APPROVING THE BORROWING OF FUNDS FOR FISCAL YEAR 2019-20 AND THE
ISSUANCE AND SALE OF 2019-20 TAX AND REVENUE ANTICIPATION NOTES

WHEREAS, pursuant to Article 7.6 (commencing with section 53850) of
Chapter 4 of Part 1 of Division 2 of Title 5 of the California Government Code (the
"Law"), this City Council (the "Council") has found and determined that moneys are
needed for the requirements of the City, a municipal corporation and general law city
duly organized and existing under the laws of the State of California, to satisfy
obligations payable from the General Fund of the City (the "General Fund"), and that
it is necessary that said sum be borrowed for such purpose at this time by the issuance
of temporary notes therefor in anticipation of the receipt of taxes, income, revenue,
cash receipts and other moneys to be received by the City for the General Fund during
or allocable to the fiscal year of the City beginning July 1, 2019 and ending June 30,
2020 ("Fiscal Year 2019-20").

NOW THEREFORE, BE IT RESOLVED that the Council of the City of El Cerrito
approves the following:

Section 1. Limitation on Maximum Amount. The principal amount of notes
issued pursuant hereto, when added to the interest payable thereon, shall not exceed
eighty-five percent (85%) of the estimated amount of the uncollected taxes, income,
revenue, cash receipts and other moneys of the City for the General Fund attributable
to Fiscal Year 2019-20, and available for the payment of said notes and the interest
thereon (as hereinafter provided).

Section 2. Authorization and Terms of Notes. Solely for the purpose of
anticipating taxes, income, revenue, cash receipts and other moneys to be received
by the City for the General Fund during or allocable to Fiscal Year 2019-20, and not
pursuant to any common plan of financing, the City hereby determines to and shall
borrow the principal amount of not-to-exceed Nine Million Dollars ($9,000,000) by
the issuance of temporary notes under the Law, designated "City of El Cerrito, California
2019-20 Tax and Revenue Anticipation Notes" (the "Notes"). The Notes shall be dated
the date of initial delivery, shall mature (without option of prior redemption) no later
than thirteen months after their date of issuance, and shall bear interest, payable at
maturity and computed on a 30-day month/360-day year basis, at a rate not in excess
of two and nineteen one hundredths percent (2.19%) per annum. Both the principal of
and interest on the Notes shall be payable in lawful money of the United States of
America, as described below.

Section 3. Form of Notes. The Notes shall be issued in fully registered form,
without coupons, and shall be substantially in the form and substance set forth in
Exhibit A attached hereto and by reference incorporated herein, the blanks in said
form to be filled in with appropriate words and figures. The Notes shall be numbered
from 1 consecutively upward in order of issuance, shall be in the denomination of
$5,000 each or any integral multiple thereof.

Section 4. Use of Proceeds. The proceeds of the sale of the Notes shall be
deposited in a segregated account in the General Fund and used and expended by
the City for any purpose for which it is authorized to expend funds from the General
Fund.

Section 5. Security. The principal amount of the Notes, together with the
interest thereon, shall be payable from taxes, income, revenue, cash receipts and
other moneys which are received by the City for the General Fund for Fiscal Year
2019-20. As security for the payment of the principal of and interest on the Notes the
City hereby pledges the first “unrestricted moneys” (as hereinafter defined) to be
received by the City as follows: (a) an amount equal to fifty percent (50%) of the
principal amount of the Notes in the month of February, 2020; (b) an amount equal to
fifty percent (50%) of the principal amount of the Notes in the month of May, 2020;
and (c) an amount sufficient to pay interest as due on the Notes at their maturity, in
the month of June, 2020 (such pledged amounts being hereinafter called the “Pledged
Revenues”). The principal of the Notes and the interest thereon shall constitute a first
lien and charge thereon and shall be payable from the Pledged Revenues. To the
extent not so paid from the Pledged Revenues, the Notes shall be paid from any other
moneys of the City lawfully available therefor. In the event that there are insufficient
“unrestricted moneys” received by the City to permit the deposit into the Special
Account (as hereinafter defined) of the full amount of the Pledged Revenues to be
deposited in any month by the last business day of such month, then the amount of
any deficiency shall be satisfied and made up from any other moneys of the City
lawfully available for the repayment of the Notes and interest thereon. The term
“unrestricted moneys” shall mean taxes, income, revenue, cash receipts, and other
moneys intended as receipts for the General Fund for Fiscal Year 2019-20 and which
are generally available for the payment of current expenses and other obligations of
the City.

Section 6. Special Account. There is hereby created, within the General
Fund, a special account to be designated the “2019-20 Tax and Revenue Anticipation
Note Special Account” (the “Special Account”) and applied as directed in this
Resolution. Any money placed in the Special Account shall be for the benefit of the
owners of the Notes and, until the Notes and all interest thereon are paid or until
provision has been made for the payment of the Notes at maturity with interest to
maturity, the moneys in the Special Account shall be applied solely for the purposes
for which the Special Account is created.

During the months of February, May, and June 2020, the City shall deposit all
Pledged Revenues in the Special Account. On the maturity date of the Notes, the City
shall use the moneys in the Special Account to pay the principal of and interest on the
Notes at maturity and to the extent said moneys are insufficient therefor an amount of
moneys from the General Fund which will enable payment of the full principal of and
interest on the Notes at maturity. Any moneys remaining in the Special Account after
the Notes and the interest thereon have been paid, or provision for such payment has been made, shall be transferred to the General Fund.

Section 7. Deposit and Investment of Special Account. All moneys held by the City in the Special Account, if not invested, shall be held in time or demand deposits as public funds and shall be secured at all times by bonds or other obligations which are authorized by law as security for public deposits, of a market value at least equal to the amount required by law.

Moneys in the Special Account shall, to the greatest extent possible, be invested by the City directly, or through an investment agreement, in investments as permitted by the laws of the State of California as now in effect and as hereafter amended, and the proceeds of any such investments shall be deposited in the Special Account.

Section 8. Execution of Notes. The Mayor of the City, the City Manager, and the Finance Director (each an “Authorized Officer”) are each hereby authorized to execute the Notes by manual or facsimile signature, and the City Clerk of the City is hereby authorized to countersign the same by manual or facsimile signature (although at least one of such signatures shall be manual) and to affix the seal of the City thereto by facsimile impression thereof, and said officers are hereby authorized to cause the blank spaces thereof to be filled in as may be appropriate.

Section 9. Transfer of Notes. Whenever any Note or Notes shall be surrendered for transfer, the City shall execute, authenticate and deliver a new Note or Notes, for like aggregate principal amount.

Section 10. Exchange of Notes. Any Note may be exchanged at the office of the City Clerk for a like aggregate principal amount of Notes of authorized denominations and of the same maturity.

Section 11. Note Register. The City shall keep or cause to be kept sufficient books for the registration and transfer of the Notes and the City Clerk shall register or transfer or cause to be registered or transferred, on said books, Notes as herein before provided.

Section 12. Temporary Notes. The Notes may be initially issued in temporary form exchangeable for definitive Notes when ready for delivery. The temporary Notes may be printed, lithographed or typewritten, shall be of such denominations as may be determined by the City, and may contain such reference to any of the provisions of this Resolution as may be appropriate. Every temporary Note shall be executed by the City upon the same conditions and in substantially the same manner as the definitive Notes. If the City issues temporary Notes it will execute and furnish definitive Notes without delay, and thereupon the temporary Notes may be surrendered, for cancellation, in exchange therefor at the office of the City Clerk and the City Clerk
shall deliver in exchange for such temporary Notes an equal aggregate principal amount of definitive Notes of authorized denominations. Until so exchanged, the temporary Notes shall be entitled to the same benefits pursuant to this Resolution as definitive Notes executed and delivered hereunder.

Section 13. Notes Mutilated, Lost, Destroyed or Stolen. If any Note shall become mutilated the City, at the expense of the owner of said Note, shall execute and deliver a new Note of like maturity and principal amount in exchange and substitution for the Note so mutilated, but only upon surrender to the City Clerk of the Note so mutilated. Every mutilated Note so surrendered to the City Clerk shall be canceled and delivered to, or upon the order of, the City. If any Note shall be lost, destroyed or stolen, evidence of such loss, destruction or theft may be submitted to the City and, if such evidence be satisfactory to the City and indemnity satisfactory to it shall be given, the City, at the expense of the owner, shall execute and deliver a new Note of like maturity and principal amount in lieu of and in substitution for the Note so lost, destroyed or stolen. The City may require payment of a sum not exceeding the actual cost of preparing each new Note issued under this Section 13 and of the expenses which may be incurred by the City in the premises. Any Note issued under the provisions of this Section 13 in lieu of any Note alleged to be lost, destroyed or stolen shall constitute an original additional contractual obligation on the part of the City whether or not the Note so alleged to be lost, destroyed or stolen be at any time enforceable by anyone, and shall be equally and proportionately entitled to the benefits of this Resolution with all other Notes issued pursuant to this Resolution.

Section 14. Covenants and Warranties. It is hereby covenanted and warranted by the City that all representations and recitals contained in this Resolution are true and correct, and that the City and its appropriate officials have duly taken all proceedings necessary to be taken by them, and will take any additional proceedings necessary to be taken by them, for the prompt collection and enforcement of the taxes, income, revenue, cash receipts and other moneys pledged hereunder in accordance with law and for carrying out the provisions of this Resolution.

Section 15. Tax Covenants.

(a) No Arbitrage. The City shall not take, nor permit nor suffer to be taken any action with respect to the proceeds of the Notes which, if such action had been reasonably expected to have been taken, or had been deliberately and intentionally taken, on the date of issuance of the Notes (the “Closing Date”) would have caused the Notes to be “arbitrage bonds” within the meaning of section 148 of the Internal Revenue Code of 1986 (the “Code”).

(b) Rebate Requirement. The City shall take any and all actions necessary to assure compliance with section 148(f) of the Code, relating to the rebate of excess investment earnings, if any, to the federal government.
(c) Private Activity Note Limitation. The City shall assure that proceeds of the Notes are not so used as to cause the Notes to satisfy the private business tests of section 141(b) of the Code.

(d) Private Loan Financing Limitation. The City shall assure that proceeds of the Notes are not so used as to cause the Notes to satisfy the private loan financing test of section 141(c) of the Code.

(e) Federal Guarantee Prohibition. The City shall not take any action or permit or suffer any action to be taken if the result of the same would be to cause any of the Notes to be "federally guaranteed" within the meaning of section 149(b) of the Code.

(f) Maintenance of Tax-Exemption. The City shall take all actions necessary to assure the exclusion of interest on the Notes from the gross income of the owners of the Notes to the same extent as such interest is permitted to be excluded from gross income under the Code as in effect on the Closing Date.

(g) Bank Qualification. The City hereby designates the Notes for purposes of paragraph (3) of section 265(b) of the Code and represents that not more than $10,000,000 aggregate principal amount of obligations the interest on which is excludable (under section 103(a) of the Code) from gross income for federal income tax purposes (excluding (i) private activity bonds, as defined in section 141 of the Code, except qualified 501(c)(3) bonds as defined in section 145 of the Code and (ii) current refunding obligations to the extent the amount of the refunding obligation does not exceed the outstanding amount of the refunded obligation), including the Notes, has been or will be issued by the City, including all subordinate entities of the City, during the calendar year 2019.

Section 16. Sale of Notes. If applicable, an Authorized Officer is hereby authorized to cause Bond Counsel (as defined below) to prepare and to execute and deliver a Note Purchase Agreement with Westamerica Bank (or such other purchaser identified by the Finance Director) in such form as an Authorized Officer shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof.

An Authorized Officer is further authorized to determine the maximum principal amount of Notes not to exceed Nine Million Dollars ($9,000,000) and the maximum interest rate on the Notes not to exceed two and nineteen one hundredths percent (2.19%) per annum.

Section 17. Engagement of Professional Services. The City hereby approves the engagement of NHA Advisors, LLC as Municipal Advisor, Jones Hall, A Professional Law Corporation, as Bond Counsel, and Hilltop Securities as Placement
Agent to the City in connection with the issuance and sale of the Notes. An Authorized Officer is hereby directed and authorized to negotiate and execute agreements with Bond Counsel, the Municipal Advisor and the Placement Agent.

Section 18. Preparation of Notes; Official Action. Bond Counsel is directed to cause suitable Notes to be prepared showing the interest rate determined in accordance with the manner of sale of the Notes, to procure their execution by the proper officers, and to cause the Notes to be delivered when so executed to the purchaser upon the receipt of the purchase price by the City.

An Authorized Officer is further authorized and directed to make, execute and deliver such certificates, agreements and other closing documents as are necessary to consummate the transactions contemplated by this Resolution.

Section 19. Effective Date. This Resolution shall take effect upon its adoption.

I CERTIFY that at the regular meeting on June 4, 2019, the El Cerrito City Council passed this resolution by the following vote:

Ayes: Councilmembers Abelson, Fadell, Lyman, Quinto, and Mayor Pardue-Okimoto
Noes: None
Absent: None
Abstain: None

IN WITNESS of this action, I sign this document and affix the corporate seal of the City of El Cerrito on June 5, 2019.

APPROVED:

Rochelle Pardue-Okimoto, Mayor

Holly M. Charley, City Clerk
CITY OF EL CERRITO, CALIFORNIA

2019-20 TAX AND REVENUE ANTICIPATION NOTE

INTEREST RATE: 2.19%  MATURITY DATE: July 7, 2020  ISSUE DATE: July 8, 2019

REGISTERED OWNER:

PRINCIPAL SUM: ****NINE MILLION DOLLARS****

The CITY OF EL CERRITO, a municipal corporation, duly organized and existing under and by virtue of the Constitution and laws of the State of California (the “City”), for value received hereby promises to pay to the Registered Owner stated above, or registered assigns (the “Owner”), on the Maturity Date stated above, the Principal Sum stated above, in lawful money of the United States of America, and to pay interest thereon in like lawful money at the rate per annum stated above, payable on the Maturity Date stated above, calculated on the basis of 360-day year composed of twelve 30-day months. Both the principal of and interest on this Note shall be payable at maturity to the Owner.

It is hereby certified, recited and declared that this Note is one of an authorized issue of Notes in the aggregate principal amount of Nine Million Dollars ($9,000,000), all of like tenor, issued pursuant to the provisions of Resolution No. ______ of the City Council of the City duly passed and adopted on June 4, 2018 (the “Resolution”), and pursuant to Article 7.6 (commencing with section 53850) of Chapter 4, Part 1, Division 2, Title 5, of the California Government Code, and that all things, conditions and acts required to exist, happen and be performed precedent to and in the issuance of the Notes exist, have happened and have been performed in regular and due time, form and manner as required by law, and that this Note, together with all other indebtedness and obligations of the City, does not exceed any limit prescribed by the Constitution or statutes of the State of California.

The principal amount of the Notes, together with the interest thereon, shall be payable from taxes, income, revenue, cash receipts and other moneys which are received by the City for the General Fund of the City for Fiscal Year 2019-20. As security for the payment of the principal of
and interest on the Notes the City has pledged the first "unrestricted moneys" (as hereinafter defined) to be received by the City as follows: (a) an amount equal to fifty percent (50%) of the principal amount of the Notes in the month of February, 2020; (b) an amount equal to fifty percent (50%) of the principal amount of the Notes in the month of May, 2020; and (c) an amount sufficient to pay interest as due on the Notes at their maturity, in the month of June, 2020 (such pledged amounts being hereinafter called the "Pledged Revenues"). The principal of the Notes and the interest thereon shall constitute a first lien and charge thereon and shall be payable from the Pledged Revenues. To the extent not so paid from the Pledged Revenues, the Notes shall be paid from any other moneys of the City lawfully available therefor. In the event that there are insufficient “unrestricted moneys” received by the City to permit the deposit into the Special Account (as hereinafter defined) of the full amount of the Pledged Revenues to be deposited in any month by the last business day of such month, then the amount of any deficiency shall be satisfied and made up from any other moneys of the City lawfully available for the repayment of the Notes and interest thereon. The term “unrestricted moneys” shall mean taxes, income, revenue, cash receipts, and other moneys intended as receipts for the General Fund of the City for Fiscal Year 2019-20 and which are generally available for the payment of current expenses and other obligations of the City.

The Notes are issuable as fully registered notes, without coupons, in a denomination equal to the outstanding principal amount of the Note. Subject to the limitations and conditions as provided in the Resolution, Notes may be exchanged for a like aggregate principal amount of Notes of other authorized denominations and of the same maturity.

The Notes are not subject to redemption prior to maturity.

This Note is transferable by the Owner hereof in a denomination equal to the outstanding principal amount of the Note to a purchaser that is an “accredited investor” as such term is defined in Rule 501(a) of Regulation D promulgated under the Securities Act of 1933, as amended. Each such purchaser shall deliver to the City an executed letter substantially in the form of the Certificate of Purchaser delivered to the City on the Issue Date by the initial purchaser of the Note. Failure to comply with the requirements of the preceding sentence shall cause the purported transfer to be null and void. Upon registration of such transfer a new Note or Notes, of authorized denomination or denominations, for the same aggregate principal amount and of the same maturity will be issued to the transferee in exchange herefor.

The City may treat the Owner hereof as the absolute owner hereof for all purposes, and the City shall not be affected by any notice to the contrary.
IN WITNESS WHEREOF, the City of El Cerrito has caused this Note to be executed by the City Manager and countersigned by the City Clerk of the City, all as of the Issue Date stated above.

CITY OF EL CERRITO

By: ________________________________

[SEAL]

Countersigned:

____________________________________
City Clerk
ABBREVIATIONS

The following abbreviations, when used in the inscription on the face of this Note, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM -- as tenants in common  UNIF GIFT MIN ACT
TEN ENT -- as tenants by the entireties  Custodian
JT TEN -- as joint tenants with  Minor
right of survivorship and  Under Uniform Gifts to Minors
not as tenants in  Act
common

(State)

ADDITIONAL ABBREVIATIONS MAY ALSO BE USED
THOUGH NOT IN THE LIST ABOVE

ASSIGNMENT

For value received, the undersigned do(es) hereby sell, assign and transfer unto

(Name, Address and Tax Identification or Social Security Number of Assignee)

the within Note and do(es) hereby irrevocably constitute and appoint

attorney, to transfer the same on the registration books of the City with full power of substitution in the premises.

Dated: ___________________________

Signature Guaranteed:

____________________________________

NOTICE: Signature(s) must be guaranteed by an eligible guarantor

NOTICE: The signature on this Assignment must correspond with the name(s) as written on the face of the within Note in every particular without alteration or enlargement or any change whatsoever.