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JONES HALL

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\$16,324,609.05

Lease and Sublease Agreement

dated as of June 1, 2013, between the  
City of Roseville

and the

Roseville Finance Authority

(Refunding of Certificates of Participation, Series 2003A & Series 2003B)

Closing Date: June 27, 2013

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**\$16,324,609.05**  
**LEASE AND SUBLEASE AGREEMENT**  
**dated as of June 1, 2013, between the**  
**CITY OF ROSEVILLE**  
**and the**  
**Roseville Finance Authority**  
**(Refunding of Certificates of Participation, Series 2003A & Series 2003B)**

**SCHEDULE OF TRANSCRIPT DOCUMENTS**

**A. BASE LEGAL DOCUMENTS**

1. List of Financing Participants.
2. City of Roseville (the "City") Resolution No. 13-207, entitled "Resolution of the City Council of the City of Roseville Authorizing the Execution and Delivery of Financing Documents and Approving Official Actions Relating to the Refinancing of Outstanding 2003 Certificates of Participation of the City," adopted by the City Council of the City on June 5, 2013.
3. Roseville Finance Authority (the "Authority") Resolution No. 2-13, entitled "Resolution of the Board of Directors of the Roseville Finance Authority Authorizing the Execution and Delivery of Financing Documents and Approving Official Actions Relating to the Refinancing of Outstanding 2003 Certificates of Participation of the City of Roseville," adopted by the Board of Directors of the Authority on June 5, 2013.
4. Termination Agreement, dated as of June 1, 2013, among the City, the Authority and The Bank of New York Mellon Trust Company, N.A. (as successor-in-interest to BNY Western Trust Company), as trustee for the Series 2003A Certificates and the Series 2003B Certificates (the "2003 Trustee"), relating to the Series 2003A Certificates. *(recorded with the Placer County Recorder)*
5. Termination Agreement, dated as of June 1, 2013, among the City, the Authority and the 2003 Trustee, relating to the Series 2003B Certificates. *(recorded with the Placer County Recorder)*
6. Lease and Sublease Agreement, dated as of June 1, 2013 (the "Lease"), between the Authority, as lessee and sublessor, and the City, as lessor and sublessee, together with City's Certificate of Acceptance. *(recorded with the Placer County Recorder)*
7. Assignment of Lease Agreement, dated as of June 1, 2013, between the Authority and Compass Mortgage Corporation, as assignee. *(recorded with the Placer County Recorder)*

8. Escrow Deposit and Trust Agreement, dated as of June 1, 2013, among the City, the Authority and The Bank of New York Mellon Trust Company, N.A., as escrow agent (the "Escrow Agent"), relating to the Series 2003A Certificates.
9. Escrow Deposit and Trust Agreement, dated as of June 1, 2013, among the City, the Authority and the Escrow Agent, relating to the Series 2003B Certificates.
10. Costs of Issuance Custodian Agreement, dated as of June 27, 2013, between the City and The Bank of New York Mellon Trust Company, N.A., as custodian (the "Custodian").
11. Certificate of Filing Report of Final Sale with the California Debt and Investment Advisory Commission ("CDIAC"), and Acknowledgment No. 2013-1213 of Receipt of Report of Proposed Debt Issuance by CDIAC, together with Reports.

**B. CITY DOCUMENTS**

1. Officer's Certificate of the City.
2. Certificate as to Arbitrage.
3. Certificate Regarding Use of Proceeds.
4. Written Requisition to Custodian for Distribution of Costs of Issuance.
5. Evidence of public liability insurance, property insurance, rental interruption insurance and worker's compensation insurance required under Sections 5.3, 5.4, 5.5, 5.6 and 5.8 of the Lease.
6. CLTA Standard Coverage Title Insurance Policy issued by Stewart Title Guaranty Company (the "Title Company").
7. Certificate of Mailing Information Return for Tax-Exempt Governmental Obligations, Form 8038-G, to the Internal Revenue Service Center, together with Form 8038-G.

**C. AUTHORITY DOCUMENTS**

1. Notice of a Joint Powers Agreement, as certified by the California Secretary of State.
2. Statement of Facts Roster of Public Agencies Filings, as certified by the California Secretary of State.
3. Certificate Regarding Effectiveness of Joint Powers Agreement, together with Joint Powers Agreement.
4. Officer's Certificate of the Authority.

**D. ESCROW AGENT DOCUMENTS**

1. Incumbency and Signature Certificate of the Escrow Agent.
2. Certificate of Escrow Agent.
3. Escrow Agent's Receipts of Funds.

**E. ASSIGNEE AND CONSULTANT DOCUMENTS**

1. Certificate of Assignee.
2. Certificate of Piper Jaffray & Co., as placement agent (the "Placement Agent").
3. Verification Report of Causey Demgen & Moore P.C.

**F. SPECIAL COUNSEL DOCUMENTS**

1. Final Opinion of Jones Hall, A Professional Law Corporation, Special Counsel ("Special Counsel").
2. Defeasance Opinion of Special Counsel with respect to the 2003A Certificates.
3. Defeasance Opinion of Special Counsel with respect to the 2003B Certificates.
4. Recordation Instructions given by Special Counsel to the Title Company.