ALBERT A. WEBB ASSOCIATES

Annual Continuing Disclosure Report
Fiscal Year Ending June 30, 2015

Riverside Auto Center Assessment District
Limited Obligation Refunding Improvement Bonds
Series 2012

Prepared for:

CITY OF RIVERSIDE

March 2016

www.webbassociates.com

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CUSIP Numbers

Year	CUSIP	Year	CUSIP	Year	CUSIP
9/2/2013	769003MP6	9/2/2017	769003MT8	9/2/2021	769003MX9
9/2/2014	769003MQ4	9/2/2018	769003MU5	9/2/2022	769003MY7
9/2/2015	769003MR2	9/2/2019	769003MV3	9/2/2023	769003MZ4
9/2/2016	769003MS0	9/2/2020	769003MW1	9/2/2024	769003NA8

The information herein for the Riverside Auto Center Assessment District of the City of Riverside, (the "District") was prepared by Albert A. Webb Associates and the City of Riverside, as Administrators. Except as otherwise noted all information is current as of September 2, 2015.

Riverside Auto Center Assessment District
Limited Obligation Refunding Improvement Bonds, Series 2012

Project Description

The District was formed to fund roadway, storm drain, water, landscape and irrigation improvements, wall rehabilitation, and street and display lighting. The estimated cost of such improvements is approximately $4,947,882 and was funded from moneys deposited in the Acquisition and Improvement Account. The construction of the project facilities was complete as of December 31, 2002.

Location

The District is located in the City of Riverside and encompasses approximately 95 acres of land and is generally bordered by State Route 91 on the west, the AT & SF Railroad easement on the east, Windstrom Street on the north and Vance Street on the south.

Audited Financial Statements for Fiscal Year 2014-15

The City of Riverside's Fiscal Year 2014-15 Audited Financial Statements will be submitted to the Municipal Securities Rulemaking Board using EMMA (Electronic Municipal Market Access) under separate cover and are incorporated herein by reference.

Limited Obligation Improvement Bonds

Riverside Auto Center Assessment District Limited Obligation Refunding Improvement Bonds (the "Bonds") in the amount of $4,050,000 were issued on January 26, 2012, to refund the City of Riverside Auto Center Assessment District Limited Obligation Improvement Bonds.

The interest rates for the Refunding Bonds range from 1.875% to 5.000%. Interest on the Bonds is payable semi-annually on March 2 and September 2. The final maturity of the Bonds is September 2, 2024. The principal amount of the Bonds Outstanding as of September 2, 2015 is $2,970,000.

Fund Information

The Reserve Fund must be maintained at the Reserve Requirement, which is defined as 75% of the Maximum Annual Debt Service. The Reserve Fund Requirement as of September 2, 2015 is $309,478.13. The balance in the Reserve Fund as of September 2, 2015 is $315,864.16. As of September 2, 2015, the balance in the Redemption Fund is $407,969.27 which is Cumulative Excess Increment (as defined in the Official Statement).

2. Property Information

Assessed Value

As of September 2, 2015 the Total Assessed Value in the District is $154,633,233.

Table 2-1

Fiscal Year Sales Tax

The following table is the updated Table 2 from the Official Statement, with Total Sales Tax and Available Assessment District Sales Tax proceeds history.

Bond Year 9/2	Total Sales Tax	Net Sales Tax [1]	Available Assessment District Sales Tax Proceeds [2]	Annual Debt Service	Coverage
2002	$6,186,858.00	$3,035,710.00	$1,517,855.00	$463,157.50	3.28x
2003	$6,663,057.00	$3,511,909.00	$1,755,954.50	$461,492.50	3.80x
2004	$7,757,468.00	$4,606,320.00	$2,303,160.00	$459,612.50	5.01x
2005	$8,408,953.00	$5,257,805.00	$2,628,902.50	$462,517.50	5.68x
2006	$9,320,558.00	$6,169,410.00	$3,084,705.00	$459,992.50	6.71x
2007	$8,888,343.00	$5,737,195.00	$2,868,597.50	$462,072.50	6.21x
2008	$7,552,126.00	$4,400,978.00	$2,200,489.00	$458,522.50	4.80x
2009	$4,808,827.00	$1,657,679.00	$828,839.50	$459,503.76	1.80x
2010	$5,032,581.00	$1,881,433.00	$940,716.50	$459,663.76	2.05x
2011	$6,095,511.00	$2,944,363.00	$1,472,181.50	$459,182.50	3.21x
2012	$7,004,860.00	$3,853,712.00	$1,926,856.00	$455,292.50	4.23x
2013	$8,003,642.00	$4,852,494.00	$2,426,247.00	$413,262.50	5.87x
2014	$9,264,928.00	$6,113,780.00	$3,056,890.00	$413,200.00	7.40x
2015	$9,865,020.00	$6,713,872.00	$3,356,936.00	$411,325.00	8.16x

[1] Total Sales Tax minus the Base Year (1994) amount of $3,151,148.
[2] Available Assessment District Sales Tax Proceeds amount reflects 50% of the Net Sales Tax.

3. Payment History

Annual Assessment

The District has the authority under the Municipal Improvement Act of 1913 to annually assess the parcels or lots within its boundaries to provide funding for the debt service and administrative expenses incurred from the bond financing of the project improvements. Under the Act, the assessment would be in proportion to the estimated benefit received by each parcel from the improvements with varying amounts applied to each. To date, the District has not had to make such an assessment due to a revenue sharing agreement more fully explained under "Annual Contribution of Portion of Incremental Sales Tax Revenues" herein.

Annual Contribution of Portion of Incremental Sales Tax Revenues

The City entered into a written agreement with the Auto Dealers Association under the terms of which the City has agreed to make an Annual Contribution to the Redemption Account for the Bonds of a portion of the incremental sales tax proceeds, if any, generated within the District and received by the City from retail transactions (including leasing transactions). The Annual Contribution is defined to be the lesser of (a) 50% of the amount by which the Assessment District Sales Tax Proceeds for the just completed calendar year exceeds the amount of $3,151,148 (1994 Base Year Amount) or (b) the Debt Service on the Bonds for the coming calendar year. In the event the Assessment District Sales Tax Proceeds for any calendar year are less than the Base Year Amount, the City has no obligation to make any contribution to the Redemption Account for that year. The Annual Contribution for Fiscal Year 2015-16 is equal to 100% of the Fiscal Year 2015-16 assessment requirement of $411,325.00.

District Delinquency Rate and Amount of Levy Placed on Tax Roll

Since the formation of the District, all annual debt service requirements have been met by the Annual Contribution. (See "Annual Contribution of Portion of Incremental Sales Tax Revenues"). As such, there have been no assessment levies placed on the tax roll for delinquencies to occur.

Foreclosure Covenant

The City has covenanted to institute judicial foreclosure in the event of a delinquency and thereafter to prosecute diligently to completion, court foreclosure proceedings upon the lien of any and all delinquent reassessments and interest.

Pursuant to Part 14 of Division 10 of the California Streets and Highways Code, as amended, in the event any Reassessment Installment is not paid when due, the City may order the institution of a court action to foreclose the lien of the delinquent unpaid Reassessment Installments. In such an action, the property subject to the unpaid Reassessment Installments may be sold at judicial foreclosure sale. This foreclosure sale procedure is not mandatory. However, the City covenants with and for the benefit of the Owners of the Bonds that it will order, and cause to be commenced, judicial foreclosure proceedings against properties with delinquent Reassessment Installments in excess of $10,000 by the October 1 following the close of the Fiscal Year in which such installments were due, and will commence judicial foreclosure proceedings against all properties with delinquent Reassessment Installments by the October 1 following the close of each Fiscal Year in which it receives Reassessment Revenues in an amount which is less than 95% of the total Reassessment Revenues which were to be received in the Fiscal Year and diligently pursue to completion such foreclosure proceedings.

Foreclosure Actions

There are no foreclosure actions pending in the District.

4. Material Events

The following events as set forth in Rule 15c2-12 promulgated by the Securities and Exchange Commission are considered material by the District.

(i)	Principal and interest payment delinquencies;	Not Applicable
(ii)	Unscheduled draws on debt service reserves reflecting financial difficulties;	Not Applicable
(iii)	Unscheduled draws on credit enhancements reflecting financial difficulties;	Not Applicable
(iv)	Substitution of credit or liquidity providers, or their failure to perform;	Not Applicable
(v)	Issuance by the Internal Revenue Service of proposed or final determination of taxability or a Notice of Proposed Issue (IRS Form 5701-TEB);	Not Applicable
(vi)	Tender Offers;	Not Applicable
(vii)	Defeasances;	Not Applicable
(viii)	Rating changes and;	Not Applicable
(ix)	Bankruptcy, insolvency, receivership or similar event of the obligated person;	Not Applicable
(x)	Modifications to the rights of the Bondholders;	Not Applicable
(xi)	Optional, unscheduled or contingent Bond calls;	Not Applicable
(xii)	Release, substitution or sale of property securing repayment of the Bonds;	Not Applicable
(xiii)	Non-payment related defaults;	Not Applicable
(xiv)	Merger, consolidation, or acquisition of the obligated person, if material;	Not Applicable
(xv)	Appointment of a successor or additional trustee, or the change of name of a trustee.	Not Applicable

Notice for listed events described in Section 5 subsection (a) (vii) and (ix) of the Disclosure Certificate need not be given under this sub-section any earlier than the notice (if any) of the underlying event is given to holders of affected Bonds pursuant to the Fiscal Agent Agreement.

APPENDIX A

Debt Service Schedule

ALBERT A. WEBB ASSOCIATES

Auto Center AD Refunding

City of Riverside

Payment Date	Interest Rate	Principal	Principal Outstanding	Interest	Semi Annual Debt Service	Annual Debt Service	Call Premium
9/2/2012	1.8750%	$255,000.00	$3,795,000.00	$88,826.25	$343,826.25	$343,826.25	3.0000%
3/2/2013			$3,795,000.00	$71,631.25	$71,631.25		3.0000%
9/2/2013	1.8750%	$270,000.00	$3,525,000.00	$71,631.25	$341,631.25	$413,262.50	3.0000%
3/2/2014			$3,525,000.00	$69,100.00	$69,100.00		3.0000%
9/2/2014	2.5000%	$275,000.00	$3,250,000.00	$69,100.00	$344,100.00	$413,200.00	3.0000%
3/2/2015			$3,250,000.00	$65,662.50	$65,662.50		3.0000%
9/2/2015	3.0000%	$280,000.00	$2,970,000.00	$65,662.50	$345,662.50	$411,325.00	3.0000%
3/2/2016			$2,970,000.00	$61,462.50	$61,462.50		3.0000%
9/2/2016	3.1250%	$285,000.00	$2,685,000.00	$61,462.50	$346,462.50	$407,925.00	3.0000%
3/2/2017			$2,685,000.00	$57,009.38	$57,009.38		3.0000%
9/2/2017	3.5000%	$295,000.00	$2,390,000.00	$57,009.38	$352,009.38	$409,018.76	3.0000%
3/2/2018			$2,390,000.00	$51,846.88	$51,846.88		3.0000%
9/2/2018	3.6250%	$305,000.00	$2,085,000.00	$51,846.88	$356,846.88	$408,693.76	3.0000%
3/2/2019			$2,085,000.00	$46,318.75	$46,318.75		3.0000%
9/2/2019	4.0000%	$320,000.00	$1,765,000.00	$46,318.75	$366,318.75	$412,637.50	2.0000%
3/2/2020			$1,765,000.00	$39,918.75	$39,918.75		2.0000%
9/2/2020	4.0000%	$325,000.00	$1,440,000.00	$39,918.75	$364,918.75	$404,837.50	1.0000%
3/2/2021			$1,440,000.00	$33,418.75	$33,418.75		1.0000%
9/2/2021	4.1250%	$340,000.00	$1,100,000.00	$33,418.75	$373,418.75	$406,837.50	0.0000%
3/2/2022			$1,100,000.00	$26,406.25	$26,406.25		0.0000%
9/2/2022	4.3750%	$350,000.00	$750,000.00	$26,406.25	$376,406.25	$402,812.50	0.0000%
3/2/2023			$750,000.00	$18,750.00	$18,750.00		0.0000%
9/2/2023	5.0000%	$365,000.00	$385,000.00	$18,750.00	$383,750.00	$402,500.00	0.0000%
3/2/2024			$385,000.00	$9,625.00	$9,625.00		0.0000%
9/2/2024	5.0000%	$385,000.00	$0.00	$9,625.00	$394,625.00	$404,250.00	0.0000%
Totals:		**$4,050,000.00**		**$1,191,126.27**	**$5,241,126.27**	**$5,241,126.27**	

Bond Issue Date: 1/26/2012

Original Bond Principal: $4,050,000.00

ALBERT A. WEBB ASSOCIATES

Corporate Headquarters
3788 McCray Street
Riverside, CA 92506
951.686.1070

Palm Desert Office
36-951 Cook Street #103
Palm Desert, CA 92211
760.568.5005

Murrieta Office
41391 Kalmia Street #320
Murrieta, CA 92562
951.686.1070