

IRREVOCABLE REFUNDING INSTRUCTIONS

These IRREVOCABLE REFUNDING INSTRUCTIONS (these "Instructions"), dated _____ 1, 2018, are given by the SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN LEANDRO, a public entity existing under the laws of the State of California (the "Successor Agency"), as successor agency of the REDEVELOPMENT AGENCY OF THE CITY OF SAN LEANDRO (the "Former Agency"), to U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, acting as trustee (the "2008 Trustee") for the hereinafter defined 2008 Bonds.

WITNESSETH:

WHEREAS, the Former Agency previously issued its Alameda County - City of San Leandro Redevelopment Project Tax Allocation Bonds, Series 2008 (the "2008 Bonds") for the purpose of financing redevelopment activities, pursuant to an Indenture of Trust, dated as of July 1, 2008, between the Former Agency and the 2008 Trustee (the "2008 Indenture"); and

WHEREAS, by implementation of California Assembly Bill X1 26, which amended provisions of the California Redevelopment Law, (found at Health and Safety Code Section 33000, et.seq.) and the California Supreme Court's decision in *California Redevelopment Association v. Matosantos*, the Former Agency was dissolved on February 1, 2012 in accordance with California Assembly Bill X1 26 approved by the Governor of the State of California on June 28, 2011 ("AB 26"), and on February 1, 2012, the Successor Agency, in accordance with and pursuant to AB 26, assumed the duties and obligations set forth in AB 26 for the Former Agency, including, without limitation, the obligations of the Former Agency under the 2008 Indenture and related documents to which the Former Agency was a party; and

WHEREAS, the Successor Agency has determined that it is in the best financial interests of the Successor Agency to refund, at this time, all of the outstanding 2008 Bonds, which bonds are described on Exhibit A hereto; and

WHEREAS, in order to provide funds for such purpose, the Successor Agency is issuing its Successor Agency to the Redevelopment Agency of the City of San Leandro Alameda County - City of San Leandro Redevelopment Project Area 2018 Tax Allocation Refunding Bonds (the "2018 Bonds") and applying a portion of the proceeds thereof, together with certain other moneys, to defease and redeem all of the outstanding 2008 Bonds; and

WHEREAS, the 2018 Bonds are being issued pursuant to an Indenture of Trust dated as of _____ 1, 2018, between the Successor Agency and U.S. Bank National Association, as trustee (the "2018 Trustee"); and

WHEREAS, the Successor Agency wishes to give these Instructions to the 2008 Trustee for the purpose of providing the terms and conditions relating to the deposit and application of moneys to provide for the payment and redemption of the outstanding 2008 Bonds;

NOW, THEREFORE, the Successor Agency hereby irrevocably instructs the 2008 Trustee as follows:

Section 1. Establishment of the 2008 Bonds Escrow Fund. The 2008 Trustee shall establish and hold, separate and apart from all other funds and accounts held by it, a special fund

known as the "2008 Bonds Escrow Fund" (the "Escrow Fund"). All amounts on deposit in the Escrow Fund are hereby irrevocably pledged as a special trust fund for the redemption of all of the outstanding 2008 Bonds on September 1, 2018. Neither the 2008 Trustee, the 2018 Trustee nor any other person shall have a lien upon or right of set off against the amounts at any time on deposit in the Escrow Fund, and such amounts shall be applied only as provided herein.

Section 2. Deposit into the 2008 Bonds Escrow Fund; Investment of Amounts.

Concurrently with delivery of the 2018 Bonds, the Successor Agency shall cause to be deposited in the Escrow Fund the amount of \$_____ in immediately available funds to be derived from a portion of the proceeds of sale of the 2018 Bonds. The Successor Agency shall also transfer to the Trustee for deposit in the Escrow Fund the total amount of \$_____ of funds on hand relating to the 2008 Bonds (consisting of \$_____ on deposit in the Redevelopment Fund established under the 2008 Indenture and held by the Successor Agency), and hereby directs the 2008 Trustee to transfer for deposit into the Escrow Fund \$_____ on deposit in the Reserve Account established pursuant to the 2008 Indenture and held by the Trustee, resulting in a total deposit into the Escrow Fund of \$_____.

The Successor Agency hereby directs the 2008 Trustee to invest \$_____ of such amount in the securities listed in Schedule 1 hereto (the "Defeasance Securities"), and to hold the remaining \$_____ on deposit into the Escrow Fund in cash, uninvested.

The Successor Agency signifies that by making the deposit described herein, it is discharging the 2008 Bonds pursuant to Section 9.03 of the 2008 Indenture.

Section 3. Proceedings for Redemption of 2008 Bonds. From the maturing principal of the Defeasance Securities held in the Escrow Fund and the investment income and other earnings thereon and any uninvested money then held in the Escrow Fund, the 2008 Trustee shall pay the principal of and interest with respect to the 2008 Bonds in accordance with Exhibit B.

In connection with the proposed redemption of all of the outstanding 2008 Bonds, the 2008 Trustee shall cause a notice of such redemption to be mailed to the owners of the outstanding 2008 Bonds in the form attached hereto as Exhibit C by no later than July 31, 2018. The 2008 Trustee shall post a copy of such notice to the Municipal Securities Rulemaking Board Electronic Municipal Market Access (EMMA) system accessible at the emma.msrb.org website.

In addition to the notice of redemption referred to above, the 2008 Trustee shall, within three (3) business days of receipt of the amounts set forth in Section 2 above, post a notice of defeasance relating to the outstanding 2008 Bonds, in the form attached hereto as Exhibit D, to EMMA. The Trustee shall also send such notice of defeasance to the owners of the 2008 Bonds.

Section 4. Transfer of Remaining Funds. On _____, 2018, following the payment and redemption described above and payment of any amounts then owed to the 2008 Trustee, the 2008 Trustee shall withdraw any amounts remaining on deposit in the Escrow Fund and transfer such amounts to the 2018 Trustee for deposit into the Interest Account established under the Indenture to be used solely for the purpose of paying interest on the 2018 Bonds.

Section 5. Amendment. These Instructions shall be irrevocable by the Successor Agency. These Instructions may be amended or supplemented by the Successor Agency, but only if the Successor Agency shall file with the 2008 Trustee and the 2018 Trustee (a) an opinion of nationally recognized bond counsel engaged by the Successor Agency stating that such amendment or supplement will not, of itself, adversely affect the exclusion from gross income of interest on the 2008 Bonds or the 2018 Bonds under federal income tax law, and (b) a certification of an independent accountant or independent financial adviser engaged by the Successor Agency stating that such amendment or supplement will not affect the sufficiency of funds invested and held hereunder to make the payments required by Section 3.

Section 6. Application of Certain Terms of the 2008 Indenture. All of the terms of the 2008 Indenture relating to the payment of principal of and interest and repayment premium, if any, on the 2008 Bonds and the redemption thereof, and the protections, immunities and limitations from liability afforded the 2008 Trustee, are incorporated in these Instructions as if set forth in full herein.

Section 7. Counterparts. These Instructions may be signed in several counterparts, each of which will constitute an original, but all of which will constitute one and the same instrument.

Section 8. Governing Law. These Instructions shall be construed in accordance with and governed by the laws of the State of California.

**SUCCESSOR AGENCY TO THE
REDEVELOPMENT AGENCY OF THE
CITY OF SAN LEANDRO**

By: _____
City Manager

ACCEPTED:

U.S. BANK NATIONAL ASSOCIATION,
as 2008 Trustee

By: _____
Authorized Officer

Accepted with respect to Section 4

U.S. BANK NATIONAL ASSOCIATION,
as 2018 Trustee

By: _____
Authorized Officer

SCHEDULE 1

DEFEASANCE SECURITIES

EXHIBIT A

OUTSTANDING 2008 BONDS

Maturity Date (September 1)	Principal Amount	Interest Rate	CUSIP Number* (798456)
2018	\$ 645,000	5.00%	CT4
2019	675,000	4.70	CU1
2020	705,000	4.75	CV9
2021	735,000	4.80	CW7
2022	770,000	4.80	CX5
2023	805,000	4.90	CY3
2024	845,000	4.90	CZ0
2025	885,000	5.00	DA4
2026	930,000	5.00	DB2
2027	975,000	5.10	DC0
2028	1,025,000	5.10	DD8
2029	1,080,000	5.20	DE6
2030	1,140,000	5.25	DF3
2031	1,200,000	5.25	DG1
2032	1,270,000	5.25	DH9
2038	9,175,000	5.40	DJ5

EXHIBIT B

PAYMENT AND PREPAYMENT OF OUTSTANDING 2008 BONDS

Payment Date	Maturing Principal	Accrued Interest	Principal Prepaid	Total
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EXHIBIT C

NOTICE OF FULL OPTIONAL REDEMPTION TO HOLDERS OF

\$27,530,000

**Successor Agency to the
Redevelopment Agency of the City of San Leandro
Alameda County - City of San Leandro Redevelopment Project
Tax Allocation Bonds, Series 2008
Date of Issue: July 24, 2008**

Maturity Date (September 1)	Principal Amount	Interest Rate	CUSIP Number* (798456)
2018	\$ 645,000	5.00%	CT4
2019	675,000	4.70	CU1
2020	705,000	4.75	CV9
2021	735,000	4.80	CW7
2022	770,000	4.80	CX5
2023	805,000	4.90	CY3
2024	845,000	4.90	CZ0
2025	885,000	5.00	DA4
2026	930,000	5.00	DB2
2027	975,000	5.10	DC0
2028	1,025,000	5.10	DD8
2029	1,080,000	5.20	DE6
2030	1,140,000	5.25	DF3
2031	1,200,000	5.25	DG1
2032	1,270,000	5.25	DH9
2038	9,175,000	5.40	DJ5

* CUSIP® is a registered trademark of the American Bankers Association. CUSIP® data herein is provided by Standard & Poor's CUSIP Service Bureau. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Service Bureau. CUSIP® numbers are provided for convenience of reference only. Neither the Successor Agency nor the Trustee take any responsibility for the accuracy of such numbers.

NOTICE IS HEREBY GIVEN, that the Successor Agency to the Redevelopment Agency of the City of San Leandro (the "Successor Agency") has called for redemption on September 1, 2018 (the "Redemption Date"), all the outstanding above-captioned bonds (the "Bonds"), at a redemption price equal to the principal amount of Bonds to be redeemed, plus unpaid accrued interest thereon to the Redemption Date, without premium (the "Redemption Price"). The Bonds are being called for redemption on the Redemption Date pursuant to the provisions of the Indenture of Trust under which the Bonds were issued.

On the Redemption Date, the Redemption Price shall become due and payable on the Bonds, and from and after the Redemption Date, interest on the Bonds will cease to accrue.

**By: U.S. BANK NATIONAL
ASSOCIATION, as Trustee**

Dated: _____, 2018

EXHIBIT D

FORM OF NOTICE OF DEFEASANCE

\$27,530,000

**Successor Agency to the
Redevelopment Agency of the City of San Leandro
Alameda County - City of San Leandro Redevelopment Project
Tax Allocation Bonds, Series 2008
Date of Issue: July 24, 2008**

NOTICE IS HEREBY GIVEN, pursuant to the Continuing Disclosure Certificate dated July 24, 2008, which was executed and delivered by the Redevelopment Agency of the City of San Leandro (the "Former Agency") in connection with the issuance and delivery of the captioned bonds (the "Bonds"), and Irrevocable Refunding Instructions dated _____, 2018 from the Successor Agency to the Redevelopment Agency of the City of San Leandro (the "Successor Agency") to U.S. Bank National Association, as trustee for the Bonds (the "Trustee"), all of the outstanding Bonds been defeased and discharged under and within the meaning of the Indenture of Trust, dated as of July 1, 2008, by and between the Successor Agency, as successor to the Former Agency, and the Trustee, pursuant to which the Bonds were issued. The Bonds that have been defeased consist of the following maturities and amounts:

Maturity Date (September 1)	Principal Amount	Interest Rate	CUSIP Number* (798456)
2018	\$ 645,000	5.00%	CT4
2019	675,000	4.70	CU1
2020	705,000	4.75	CV9
2021	735,000	4.80	CW7
2022	770,000	4.80	CX5
2023	805,000	4.90	CY3
2024	845,000	4.90	CZ0
2025	885,000	5.00	DA4
2026	930,000	5.00	DB2
2027	975,000	5.10	DC0
2028	1,025,000	5.10	DD8
2029	1,080,000	5.20	DE6
2030	1,140,000	5.25	DF3
2031	1,200,000	5.25	DG1
2032	1,270,000	5.25	DH9
2038	9,175,000	5.40	DJ5

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Funds for the payment of the principal and redemption price of the Bonds on September 1, 2018 have been deposited with the Trustee. The sufficiency of the funds and investments for the purpose of paying the principal and redemption price of and interest on the defeased Bonds has been verified by _____.

The Successor Agency has irrevocably elected to redeem the defeased Bonds listed above on September 1, 2018, at a redemption price equal to the par amount thereof, together with accrued interest thereon to the redemption date, without premium.

**By: U.S. BANK NATIONAL
ASSOCIATION, as Trustee**

Dated: _____, 2018