

For further information on an agenda item, please contact the City at 12363 Limonite Ave.
Suite 910, Eastvale, CA 91752

AGENDA
REGULAR MEETING OF THE CITY COUNCIL
OF THE CITY OF EASTVALE

Wednesday, July 23, 2014

6:30 P.M.

Rosa Parks Elementary School, 13830 Whispering Hills Drive

1. **CALL TO ORDER:** 6:30 p.m.
2. **ROLL CALL/INVOCATION /PLEDGE OF ALLEGIANCE:**

Council Members –William Link, Ric Welch
Mayor Pro Tem – Adam Rush
Mayor – Ike Bootsma

Invocation led by Pastor Ed Moreno with New Day Christian Church.

3. **PRESENTATIONS/ANNOUNCEMENTS:**

At this time, the City Council may recognize citizens and organizations that have made significant contributions to the community and it may accept awards on behalf of the City.

- 3.1 Presentation to Lt. Michael Yates.
- 3.2 Update by the Public Safety Commission.

4. **PUBLIC COMMENT/CITIZEN PARTICIPATION:**

*This is the time when any member of the public may bring a matter to the attention of the Mayor and the City Council that is within the jurisdiction of the City Council. The Ralph M. Brown act limits the Mayor's, City Council's and staff's ability to respond to comments on non-agendized matters at the time such comments are made. Thus, your comments may be agendized for a future meeting or referred to staff. The City Council may discuss or ask questions for clarification, if desired, at this time. Although voluntary, we ask that you fill out a "Speaker Request Form", available at the side table. The completed form is to be submitted to the City Clerk prior to being heard. **Public comment is limited to two (2) minutes each with a maximum of six (6) minutes.***

5. **CONSENT CALENDAR:**

*Consent Calendar items are normally enacted in one motion. The Mayor or City Council may remove a Consent Calendar item for separate action. **Public comment is limited to two (2) minutes each with a maximum of (6) minutes.***

- 5.1 **Minutes – July 9, 2014 Regular Meeting.**

Recommendation: Approve the minutes from the Regular Meeting held on July 9, 2014.

5.2 Warrant Register.

Recommendation: Approve the payment of Warrants (check numbers 12134 through 12183, wire numbers W00284 to W00296), for a total amount of \$1,456,222.18, and payroll in the amount of \$67,610.44 (paid on 06/06/14 and 06/20/14).

6. **PUBLIC HEARINGS:**

*The public is encouraged to express your views on any matter set for public hearing. It is our procedure to first receive the staff report, then to ask for public testimony, first from those in favor of the project followed by testimony from those in opposition to it, and if there is opposition, to allow those in favor, rebuttal testimony only as to the points brought up in opposition. To testify on the matter, you need to simply come forward to the speaker's podium at the appropriate time, give your name and address and make your statement. After a hearing is closed, you may not further speak on the matter unless requested to do so or are asked questions by the Mayor or a Member of the City Council. **Public comment is limited to two (2) minutes each with a maximum of six (6) minutes.***

There are no Public Hearings.

7. **OLD BUSINESS ITEMS:**

*Public comment will be called for each item. Please keep comments brief so that everyone who wishes to speak has the opportunity to do so. After public comment is closed you may not further speak on the matter unless the City Council requests further clarification of your statement. **Public comment is limited to two (2) minutes with a maximum of six (6) minutes.***

There are no Old Business Items.

8. **NEW BUSINESS ITEMS:**

*Public comment will be called for each non-hearing item. Please keep comments brief so that everyone who wishes to speak has the opportunity to do so. After public comment is closed, you may not further speak on the matter unless the Mayor or City Council requests further clarification of your statement. **Public Comment is limited to two (2) minutes with a maximum of six (6) minutes.***

8.1 **Resolution Authorizing Acceptance Of Deeds Or Grants Of Interests Or Easements In Real Property; Acceptance Of Easement Deed For Road Right Of Way And Quitclaim Deed For Fire Station 27 Located At 7067 Hamner Avenue, Eastvale, California.**

Recommendation: Take the following actions:

- 1) Approve Resolution No. 14-44, entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EASTVALE, CALIFORNIA GRANTING AUTHORITY TO ACCEPT DEEDS OR GRANTS TO THE CITY OF EASTVALE AS REQUIRED BY SECTION 27281 OF THE GOVERNMENT CODE AND DESIGNATING CERTAIN OFFICIALS OF THE CITY OF EASTVALE AS AGENTS OF THE CITY TO EXECUTE CERTIFICATION OF ACCEPTANCE OF DEEDS OR GRANTS.

- 2) Authorize the City Manager to execute the Certificate of Acceptance of the Easement Deed For Public Road and Utility Easement at the corner of Hamner Avenue and Schliesman Road.
- 3) Authorize the City Manager to execute the Certificate of Acceptance for the Quitclaim Deed from the County of Riverside to the City of Eastvale for Fire Station #27.

8.2 Cash Account Application, Non-Corporate Resolution Form For Multi-Bank Securities, LLC & Pershing LLC.

Recommendation: Take the following actions:

- 1) Approve the cash account application and client agreement.
- 2) Approve authorized signers.
- 3) Approve Resolution No. 14-43, entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EASTVALE AUTHORIZING ESTABLISHMENT OF A CUSTODIAL BANK ACCOUNT WITH MULTI-BANK SECURITIES & PERSHING LLC AND DESIGNATING THE PERSONS AUTHORIZED TO EXECUTE THE AGREEMENT.

9. CITY MANAGER'S REPORT:

10. COUNCIL COMMUNICATIONS:

(Committee Reports, Agenda Items, Meeting Requests and Review etc.)

This is an opportunity for the Mayor and City Council Members to report on their activities and the actions of the Committees upon which they sit, to bring a matter to the attention of the full Council and staff, and to request agenda items. Any matter that was considered during the public hearing portion is not appropriate for discussion in this section of the agenda. NO ACTION CAN BE TAKEN AT THIS TIME.

11. CLOSED SESSION:

There are no Closed Session Items.

12. ADJOURNMENT:

The next regular meeting of the Eastvale City Council will be held on August 13, 2014 at 6:30 p.m. at Rosa Parks Elementary School.

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the City of Eastvale. Notification 48 hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting.

POSTING STATEMENT:

I, Carol Jacobs, City Clerk or my designee, hereby certify that a true and correct, accurate copy of the foregoing agenda was posted July 17, 2014, seventy-two (72) hours prior to the meeting per Government Code 54954.2, at the following locations:

Eastvale City Hall 12363 Limonite Ave. Suite 910

Rosa Parks Elementary School 13830 Whispering Hills Drive

Eastvale Library 7447 Scholar Way

City of Eastvale Website, www.eastvaleca.gov



City of Eastvale

City Council Meeting Agenda

Staff Report

MEETING DATE: JULY 23, 2014

1. CALL TO ORDER



City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014

2. *ROLL CALL/INVOCATION/PLEDGE OF ALLEGIANCE*



City of Eastvale

City Council Meeting Agenda

Staff Report

MEETING DATE: JULY 23, 2014

3. *PRESENTATIONS/ANNOUNCEMENTS*

- 3.1 Presentation to Lt. Michael Yates.
- 3.2 Update by the Public Safety Commission.



City of Eastvale
City Council Meeting Agenda
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MEETING DATE: JULY 23, 2014

4. PUBLIC COMMENT/CITIZEN PARTICIPATION



City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014

5. *CONSENT CALENDAR*

MINUTES
REGULAR MEETING OF THE CITY COUNCIL,
OF THE CITY OF EASTVALE

Wednesday, July 9, 2014

6:30 P.M.

Rosa Parks Elementary School, 13830 Whispering Hills Drive

1. CALL TO ORDER: 6:29 p.m.

2. ROLL CALL/PLEDGE OF ALLEGIANCE/INVOCATION:

Council Members present: Council Members Welch, Link, and Mayor Bootsma.

Council Members absent: Mayor Pro Tem Rush

Mayor Pro Tem Rush arrived at 6:34 p.m.

Staff Members present: City Manager Jacobs, City Attorney Cavanaugh, Public Information Officer Nissen, Deputy Finance Director Gitmed, Management Analyst Rowe, Public Works Director Alvarez, Police Chief Horton, Assistant Police Chief Peterson, and Recording Secretary Wuence.

Invocation was led by Pastor Tim Eaton with Edgewater Church.

The Pledge of Allegiance was led by Council Member Welch.

3. PRESENTATIONS/ANNOUNCEMENTS:

3.1 Introduction of Lt. Evan Petersen.

Police Chief Horton provided background information and introduced Assistant Police Chief Lt. Evan Peterson.

Mayor Pro Tem Rush arrived at 6:34 p.m.

Lt. Peterson noted his pleasure in returning to Eastvale, an area he patrolled in the mid 1990's. He stated that he was looking forward to be a part of the City.

3.2 Presentation by Simple Acts of Kindness World Youth.

Shirley Zink, President of Simple Acts of Care and Kindness (SACK), provided background and a video on the World Kindness Youth Conference. She noted that the Conference would be held on July 17 at Roosevelt High School for 4th Grade students from all Eastvale Elementary Schools currently on-track. She noted that on October 1 and 2 the Conference would be held at South Hills Church in Corona for all other CNUSD students and Eastvale Elementary

students that did not attend the previous Conference. She invited the entire community to attend the Conference on October 2.

Mayor Pro Tem Rush thanked Ms. Zink for attending and for putting together this event and noted the importance of getting more recognition for the topic of bullying.

Mayor Bootsma noted that SACK is a great organization.

3.3 Update by the Eastvale Community Foundation.

Sharyn Link, Executive Director, provided an update on the Foundation. She noted that the Foundation had distributed over \$25,000.00 in CDBG scholarships to over 100 kids participating in twenty different organizations in the area. The Foundation partnered with JCSD to host a Beer Garden at Picnic in the Park, where many first time volunteers participated. She noted that the Foundation would have a booth at all Concerts in the Park and would be selling City of Eastvale decals and books, as well as promoting the upcoming Golf Tournament. On August 2, the Foundation would also host a booth at the 88iMPACT Foundation event at Mid Hill Farms. The 2nd Annual Golf Tournament would be held on August 15 at Los Serranos Country Club in Chino Hills. She noted that the Eastvale Store was selling "A Brief History of Eastvale" books and City of Eastvale decals. On July 21 the Foundation would vote to purchase all new hardware for the Military Banner Program and to repair and re-hang Military Banners by Labor Day. She noted that the Foundation Tax Returns and activities were available on the website as well as contact information.

4. ***PUBLIC COMMENT/CITIZEN PARTICIPATION:***

Hari Dhiman, Founder of 88iMPACT Foundation, noted that the primary goal of the Foundation is to work with public safety agencies. Their first festival would be held on August 2 from 4:00 – 9:00 p.m. at the Mid Hill Golf Center. The event would feature music, dancing, food, and beverages and would honor Eastvale residents and law enforcement community members, Nora Perez and the late Al Rivera. He noted that the Foundation would sponsor a plaque at American Heroes Park in honor of Al Rivera and would support the Military Banner Program. He invited everyone to the event and thanked Public Information Officer Nissen for coordinating the recent "Coffee with a Cop" event. He noted that the Foundation would be hosting a "Breakfast with a Cop" event in September at the Eastvale Fire Station.

5. ***CONSENT CALENDAR:***

5.1 **Minutes – June 25, 2014 Regular Meeting.**

Recommendation: Approve the minutes from the Regular Meeting held on June 25, 2014.

Motion: Moved by Rush, seconded by Link to approve the minutes from the Regular Meeting held on June 25, 2014, as presented.

Motion carried 4-0 with Link, Welch, Rush and Mayor Bootsma voting aye.

6. PUBLIC HEARINGS:

There were no Public Hearings.

7. OLD BUSINESS:

There were no Old Business Items.

8. NEW BUSINESS ITEMS:

8.1 Project Management Services – Fire Station No. 2 And Fire Services Training Operations Center.

Recommendation: Take the following actions:

- 1) Approve Budget Adjustment in the amount of \$55,270.
- 2) Authorize City's Public Works Consultant to provide Project Management Services for Fire Station No. 2 and Fire Services Operations Center.

City Manager Jacobs provided the Staff Report for this item.

Council Member Link inquired whether the amount requested was above the original budgeted amount for design of the project and why it was necessary. City Manager Jacobs noted that the City had not built a facility prior to this and does not have anyone on staff with Project Manager expertise.

Motion: Moved by Rush, seconded by Link to approve the Budget Adjustment in the amount of \$55,270 and Authorize City's Public Works Consultant to provide Project Management Services for Fire Station No. 2 and Fire Services Operations Center.

Motion carried 4-0 with Link, Welch, Rush, and Bootsma voting aye.

8.2 Options For Filling The Vacancy For The Unexpired Term Of Former Councilmember DeGrandpre.

Recommendation: Determine what method to utilize to fill the City Council vacancy.

City Manager Jacobs provided the Staff report for this item.

There was discussion about the possibility to fill the seat temporarily until the November election. It was noted that this was not an option.

Mayor Pro Tem Rush initiated discussion about the logistics and procedures of getting the item added to the November Election Ballot. The likelihood of confusion among voters as to which seat they would be voting for was discussed, as candidates would be allowed to run for both a full term seat and the partial term seat.

There was discussion about when an elected replacement would take office. It was noted that the elected replacement would likely take office in January. Council Member Link expressed concern about having a vacant seat for more than four months if the replacement was decided on in the November Election.

Steven Aguilar, a resident and potential candidate, requested Council keep voters in the loop and allow them to decide on the replacement for the vacant seat in the November Election.

Motion: Moved by Link, seconded by Bootsma to Fill the Vacancy for the Unexpired Term of Former Councilmember DeGrandpre by appointment.

Motion carried 3-1 with Link, Rush, and Bootsma voting aye and Welch voting no.

8.3 Approval Of Resolution Calling And Giving Notice Of A General Municipal Election.

Recommendation: Approve Resolution No. 14-42, entitled:

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EASTVALE, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA, REPEALING RESOLUTION NO. 14-31 AND CALLING AND GIVING NOTICE OF THE HOLDING OF A GENERAL MUNICIPAL ELECTION TO BE HELD ON TUESDAY, NOVEMBER 4, 2014, FOR THE ELECTION OF CERTAIN OFFICERS OF THE CITY AS REQUIRED BY THE PROVISIONS OF THE LAWS OF THE STATE OF CALIFORNIA RELATING TO GENERAL LAW CITIES, AND REQUESTING THE REGISTRAR OF VOTERS OF THE COUNTY OF RIVERSIDE TO RENDER SPECIFIED SERVICES.

City Manager Jacobs noted that based on Council's prior direction this item would be eliminated from the agenda.

It was decided that City Manager Jacobs would put the applications out to the community on July 10 and interviews would be held the first week in August at a Special Council Meeting. The appointment could be made by mid-August.

9. CITY MANAGER'S REPORT:

There was no City Manager report.

10. STUDENT LIAISON UPDATE:

There was no Student Liaison Update.

11. COUNCIL COMMUNICATIONS:

Council Member Welch stated that he enjoyed seeing everyone at Picnic in the Park and looks forward to the 88iMPACT Foundation event, Eastvale Community Foundation Golf Tournament and upcoming Concerts in the Park. He assured Eastvale residents that Council Members can cast votes, whether in agreement or not, and move on professionally. He noted that residents should not be discouraged from running for Council. He recognized Mr. Loren Meissner, author of "A Brief History of Eastvale," who was present at the meeting.

Mayor Pro Tem Adam Rush noted that summer is a fun time in Eastvale, with many family events happening. He welcomed residents attending the Council Meeting for the first time.

Council Member Link commended Council Member Welch on the Picnic in the Park. He addressed Mr. Aguilar's comments and stated that if the Council agreed on every item, there would not be a need for five Council Members. He stated that all members have different perspectives on decisions being made and hopefully those are in line with the perspectives of the community.

Mayor Bootsma thanked JCSD for their hard work and great job on the Picnic in the Park fireworks display. He noted that there was strong community support and the event appeared to run smoothly, despite hiccups and a new venue.

12. CLOSED SESSION:

There were no Closed Session Items.

13. ADJOURNMENT:

There being no further business, the meeting was adjourned at 7:25 p.m.

*Submitted by Margo Wuence, Recording Secretary
Reviewed and edited by Carol Jacobs, City Manager/City Clerk*



City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014

TO: MAYOR AND COUNCIL MEMBERS

FROM: TERRY SHEA, FINANCE DIRECTOR

SUBJECT: WARRANT REGISTER

RECOMMENDATION: APPROVE THE PAYMENT OF WARRANTS AS SUBMITTED BY THE FINANCE DEPARTMENT

BACKGROUND:

The attached list of invoices for services performed was reviewed by the Finance Committee on July 16, 2014 and has been recommended for payment.

DISCUSSION:

All of the invoices have been reviewed by the Finance Department for completeness, proper approvals and, if applicable, in accordance with the underlying contracts. All items were properly supported.

FISCAL IMPACT:

Funds are available for the payment of the warrants (check numbers 12134 through 12183 and wire numbers W00284 to W00296) for a total of \$1,456,222.18 and payroll in the amount of \$67,610.44 (paid on 06/06/14 and 06/20/14).

The warrants have been reviewed and approved by the Finance Committee on July 16, 2014.

Ric Welch, Council Member

William Link, Council Member



City of Eastvale

City Council Meeting Agenda

Staff Report

ATTACHMENTS:

1. Warrant Register

Prepared by: Joann Gitmed, Deputy Finance Director

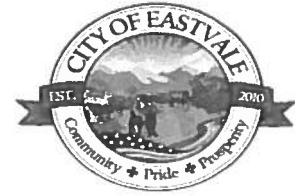
Reviewed by: Terry Shea, Finance Director

Carol Jacobs City Manager

John Cavanaugh, City Attorney

Accounts Payable

Checks by Date - Detail by Check Number



<u>Check No</u>	<u>Vendor No</u> <u>Invoice No</u>	<u>Vendor Name</u> <u>Description</u>	<u>Check Date</u>	<u>Void Checks</u>	<u>Check Amount</u>
284	ATI001 0N1RYLS 1E7ZQLS 1T8XV4N 1VW6SR1 1WQ8QRB 3PXR1ZP 66GSDSE HP5SGK P97YG6J SB54YDT SSLZHSW	ATIRA CREDIT MASTERCARD MONTHLY POSTAGE JUN 2014 COMPLIANCE POSTERS/PUB REFUND COPIES COPIES PN 11-0271 CC MTG 5/28/24 POSTAGE CONFERENCE 4/22-4/25 A. HALL LEDGER PAPER MINUTE BOOKS CA CODE ENF SOURCEGUIDE (2) NOTARY SEALS/JOURNAL EMP ID C. SAPP	06/30/2014		15.99 45.74 -194.30 194.30 219.86 200.00 144.48 118.21 120.93 129.15 13.84
Total for Check Number 284:					1,008.20
285	CAL007 518-053114 518-053114 518-053114 518-053114	CALPERS RETIREMENT RETIREMENT PR 5/31/14 ER RETIREMENT PR 5/31/14 EE RETIREMENT PR 5/31/14 SUP BEN RETIREMENT PR 5/31/14 EE BUY BACK	06/30/2014		2,291.84 1,756.88 10.80 339.44
Total for Check Number 285:					4,398.96
286	CAL007 601-061414 601-061414 601-061414 601-061414	CALPERS RETIREMENT RETIREMENT PR 6/14/14 ER RETIREMENT PR 6/14/14 EE RETIREMENT PR 6/14/14 SUR BEN RETIREMENT PR 6/14/14 EE BUY BACK	06/30/2014		2,189.70 1,681.16 10.80 339.44
Total for Check Number 286:					4,221.10
287	CBI001 1728620	CBIZ PAYROLL PAYROLL 6/20/14	06/30/2014		81.83
Total for Check Number 287:					81.83
288	CBI001 1732740	CBIZ PAYROLL PAYROLL 7/3/14	06/30/2014		88.81
Total for Check Number 288:					88.81
289	SCE001 APR-MAY2014	SOUTHERN CALIFORNIA EDISON ELECT SVC SIGNAL/ST APR/MAY14	06/30/2014		4,726.25
Total for Check Number 289:					4,726.25
290	SCE001 FY13/14	SOUTHERN CALIFORNIA EDISON ELECT SVC MAY-JUN 2014	06/30/2014		660.77
Total for Check Number 290:					660.77
291	VER001 9727142901 9727142901	VERIZON WIRELESS PHONE JUN-JUL 2014 PHONE JUN-JUL 2014	06/30/2014		130.29 105.99
Total for Check Number 291:					236.28

<u>Check No</u>	<u>Vendor No Invoice No</u>	<u>Vendor Name Description</u>	<u>Check Date</u>	<u>Void Checks</u>	<u>Check Amount</u>
292	CAL006 JULY14 JULY14 JULY14 JULY14	CALPERS HEALTH HEALTH PREMS JULY14 HEALTH PREMS JULY14 HEALTH PREMS JULY14 HEALTH PREMS JULY14	07/23/2014		2,479.11 1,529.46 1,413.30 545.00
Total for Check Number 292:					5,966.87
293	PRJ001 JULY14 JULY14 JULY14 JULY14	PLIC SBD GRAND ISLAND PRINCIPAL FINANCIAL GRC DENTAL PREMS JUL14 DENTAL PREMS JUL14 DENTAL PREMS JUL14 DENTAL PREMS JUL14	07/23/2014		86.73 194.88 151.79 194.88
Total for Check Number 293:					628.28
294	STA003 JUL2014	STATE COMPENSATION INSURANCE FUND WORK COMP DEP PREM JUL 14	07/23/2014		1,136.50
Total for Check Number 294:					1,136.50
295	TEL001 57302706-0	TELE PACIFIC COMMUNICATIONS PHONE SVC CITY HALL JUL 14	07/23/2014		767.02
Total for Check Number 295:					767.02
296	VSP001 JULY14 JULY14 JULY14 JULY14	VISION SERVICE PLAN VISION PREMS JUL14 VISION PREMS JUL14 VISION PREMS JUL14 VISION PREMS JUL14	07/23/2014		18.71 46.45 33.55 33.55
Total for Check Number 296:					132.26
12134	JOH001 X00979	JOHN CHIANG CALIFORNIA STATE CONTROLLER AD AUDIT CONFIRM FEE FY 13/14	06/26/2014		100.00
Total for Check Number 12134:					100.00
12135	MET002 X00980	METLIFE DEF COMP PR PD 6/20/14	06/26/2014		710.00
Total for Check Number 12135:					710.00
12136	REH001 LA140661C1567	REHRIG PACIFIC COMPANY RECYCLING BINS (600)	06/26/2014		5,000.00
Total for Check Number 12136:					5,000.00
12137	SYN001 222180a 222216A	SYNOPTEK SRVCS MAR 2014 HARDWARE/DVD ROM	06/26/2014		2,505.00 68.65
Total for Check Number 12137:					2,573.65
12138	ECO001 14	ECONOMICS CAL RECYCLE JUNE 2014	06/26/2014		9,976.91
Total for Check Number 12138:					9,976.91
12139	WRC001 X00982	WESTERN RIVERSIDE COUNCIL OF GOVERNMENTS TUMF FEES JUN 14	07/09/2014		128,465.46
Total for Check Number 12139:					128,465.46

<u>Check No</u>	<u>Vendor No</u> <u>Invoice No</u>	<u>Vendor Name</u> <u>Description</u>	<u>Check Date</u>	<u>Void Checks</u>	<u>Check Amount</u>
12140	WRR001 X00983	WESTERN RIVERSIDE REGIONAL CONSERVATION AG MSHCP FEES JUN 14	07/09/2014		37,075.14
Total for Check Number 12140:					37,075.14
12141	WAY001 LA140661C1567	WAYFAIR SUPPLY LLC 6 GAL APT RECYCLING BINS (600 EA)	06/30/2014	VOID 5,000.00	
Total for Check Number 12141:					0.00
12142	ALB001 142282 142283	ALBERT A. WEBB ASSOCIATES PN 11-0271 EASTVALE COMMERCE CTR EIR PN 11-0271 EASTVALE COMMERCE CTR EIR	07/23/2014		14,750.00 355.00
Total for Check Number 12142:					15,105.00
12143	AME001 B166794 B166794	AMERICAN FIDELITY ASSURANCE CO LIFE/CANCER/ACC PREMS JUL14 LIFE/CANCER/ACC PREMS JUL14	07/23/2014		59.90 50.58
Total for Check Number 12143:					110.48
12144	AME002 64789 64864	AMERICAN FORENSIC NURSES BLOOD DRAWS 4/18-4/28/14 BLOOD DRAWS 5/01-5/09/14	07/23/2014		400.00 160.00
Total for Check Number 12144:					560.00
12145	AME003 FY14/15	AMERICAN MINI STORAGE RENT UNIT B155-1 YR LESS 15%	07/23/2014		2,142.00
Total for Check Number 12145:					2,142.00
12146	AWE001 18846	AWESOME AWARDS/WESTERN TROPHY RECOG AWARD - YATES	07/23/2014		59.40
Total for Check Number 12146:					59.40
12147	BAR001 666522 666522 666522 666522	BARCODES INC ITHERM 280 RECEIPT PRINTER THERMAL RECEIPT PAPER (CASE) RECEIPT PRINTER RIBBON-BLACK RECEIPT PRINTER RIBBON-RED	07/23/2014		315.92 94.47 33.39 33.41
Total for Check Number 12147:					477.19
12148	BAR001 642688 642688 642688	BARCODES INC APG CASH DRAWER CABLE MOUNTING BRACKET FOR CLASSIC/SERIES 4000 CASH DRAWER APG S100 CASH DRAWER	07/23/2014		14.66 70.61 192.35
Total for Check Number 12148:					277.62
12149	BIO001 28848 28849	BIO-TOX LABORATORIES BLOOD DRAWS MAY 2014 BLOOD DRAWS MAY 2014	07/23/2014		1,012.80 237.00
Total for Check Number 12149:					1,249.80
12150	CES001 X00984 X00984	CALIFORNIA EMERGENCY SERVICES ASSN (CESA) CESA CONF REG - ROWE - 9/8-9/11/14 CESA PRE CONF TRNG - ROWE - 9/8/14	07/23/2014		559.95 77.87
Total for Check Number 12150:					637.82

<u>Check No</u>	<u>Vendor No Invoice No</u>	<u>Vendor Name Description</u>	<u>Check Date</u>	<u>Void Checks</u>	<u>Check Amount</u>
12151	CMT001 300000018	CALIFORNIA MUNICIPAL TREASURERS' ASSOCIATION CMTA DUES FY14/15	07/23/2014		155.00
Total for Check Number 12151:					155.00
12152	CAL012 B039487-IN	CALIFORNIA SCHOOL BOARDS ASSOCIATION OPEB ACTUARIAL	07/23/2014		1,500.00
Total for Check Number 12152:					1,500.00
12153	JOH001 39448	JOHN CHIANG CALIFORNIA STATE CONTROLLER AD FTB OFFSET FEES 2013	07/23/2014		17.85
Total for Check Number 12153:					17.85
12154	CAV001 3474 3475 3475 3475 3475	CAVANAUGH LAW GROUP LEGAL SVCS JUN14 PN 11-0271 LEGAL SVCS JUN14 PN 12-0051 LEGAL SVCS JUN14 PN 13-0545 LEGAL SVCS JUN14 PN 13-0632 LEGAL SVCS JUN14	07/23/2014		11,212.80 4,902.00 273.60 296.40 934.80
Total for Check Number 12154:					17,619.60
12155	COR001 141074	CORONA-NORCO UNIFIED SCHOOL DISTRICT XNG GUARD 5/11-5/24/14	07/23/2014		1,406.00
Total for Check Number 12155:					1,406.00
12156	RCE001 FM0000007423	COUNTY OF RIVERSIDE - EDA REAL ESTATE SVCS FS#2 MAY14	07/23/2014		257.34
Total for Check Number 12156:					257.34
12157	RCE002 AC0000001015	COUNTY OF RIVERSIDE EXECUTIVE OFFICE LAFCO FY15	07/23/2014		1,837.48
Total for Check Number 12157:					1,837.48
12158	COV001 1260135532	COVERALL JANITORIAL SVCS JUL14	07/23/2014		210.00
Total for Check Number 12158:					210.00
12159	FEH001 93060	FEHR & PEERS PN 14-0296 RANCH TRAFFIC MAR14	07/23/2014		5,000.00
Total for Check Number 12159:					5,000.00
12160	14-0017 X00981 X00981 X00981	HIRAM FONG REFUND BUS REG NOT REQUIRED REFUND CASP FEE NOT REQUIRED REFUND RENT REG NOT REQUIRED	07/23/2014		110.00 1.00 147.00
Total for Check Number 12160:					258.00
12161	GRE002 1290	GREYBAR PRINTING FLYERS-HIT & RUN (200)	07/23/2014		6.48
Total for Check Number 12161:					6.48
12162	HSW001 JUN14	H.S. WINDOW CLEANING, INC. WINDOW CLNG CITY HALL	07/23/2014		25.00
Total for Check Number 12162:					25.00

<u>Check No</u>	<u>Vendor No</u> <u>Invoice No</u>	<u>Vendor Name</u> <u>Description</u>	<u>Check Date</u>	<u>Void Checks</u>	<u>Check Amount</u>
12163	INT004	INTERWEST CONSULTING GROUP	07/23/2014		
	17972-MAY	PN 13-0689 NCOM-12442 LIMONITE AVE-SAN ANTONIO COMMUNITY HOSPITA			1,076.25
	17972-MAY	PN 13-0748 SHOP 1-14244 SCHLEISMAN-THE MARKETPLACE @ ENCLAVE			1,750.00
	17972-MAY	PN 13-0780 TI-12768 LIMONITE STE 101-PONINO'S PIZZARENA			87.50
	17972-MAY	PN 13-0798 PV SOLAR-4 PLANS (P/C ONLY)-KB HOMES-STREAMLINE PERMI			202.50
	17972-MAY	PN 13-0903 TI-14268 SCHLIESMAN AVE-STARBUCKS-MJY GROUP INC			17.50
	17972-MAY	PN 13-0953 ACCESSORY STRUCTURE-7986 KOA WOOD CT-ESTRADA			75.00
	17972-MAY	PN 13-1601 PRE-APP-A ST & HAMNER-99 CENT STORE-ATC DESIGN G			25.00
	17972-MAY	PN 13-1700 TI-12303 LIMONITE #810-PHO VIET RESTAURANT			105.00
	17972-MAY	PN 13-1792 PRE-APP-THE RANCH AT EV-BENTROTT PROPERITES LLC			555.00
	17972-MAY	PN 13-1801 TI-12571 LIMONITE #210 & 220-TIO'S RESTAURANT			450.00
	17972-MAY	PN 13-3187 EP-SCE-R&R EQUIP-SCHLEISMAN-PAR			50.00
	17972-MAY	PN 13-8044 EP-INSTALL NEW AREA B TRUNK SEWER @ ARHCIBALD BELLGRA			6,000.00
	17972-MAY	PN 13-8074 EP-GRADING-THE MARKETPLACE @ THE ENCLAVE SHOPS 4-JG C			40.00
	17972-MAY	PW ADMIN MAY 14			16,905.00
	17972-MAY	TRAFFIC INVEST MAY 14			4,302.50
	17972-MAY	PW - LEAL SPECIFIC PLAN			382.50
	17972-MAY	PN 14-1179 TI-12436 LIMONITE #520-CARTERS			575.00
	17972-MAY	PN 14-1180 STORAGE RACKS-12436 LIMONITE #520-CARTERS			35.00
	17972-MAY	PN 14-1191 CELL SITE MOD -13099 65TH ST-VERIZON			307.50
	17972-MAY	PN 14-1289 VERIZON CELL SITE MOD-12423 RIVERSIDE DR-ACO ARCH			135.00
	17972-MAY	PN 14-1323 SPEC INSPECT/REHAB-13142 KISO CT			183.75
	17972-MAY	BLDG & SFTY FIXED FEE PERMITS MAY 14			19,147.50
	17972-MAY	ARCHIBALD SLURRY SEAL PROJECT MAY 14			420.00
	17972-MAY	RES SLURRY SEAL PROJECT MAY 14			480.00
	17972-MAY	MILLIKEN GRADE SEPARATION MAY 14			1,307.50
	17972-MAY	LIMONITE AT I-15 MAY 14			47.50
	17972-MAY	HAMNER AVENUE REHAB MAY 14			60.00
	17972-MAY	BIKEWAY MASTER PLAN STUDY MAY 14			135.00
	17972-MAY	CIP-CDBG WALTERS ST MAY 14			39.58
	17972-MAY	CIP-CDBG ARCHIB/CHANDLER MAY 14			39.58
	17972-MAY	CIP-CDBG CHANDLER-ARCH/HELLMAN MAY 14			39.59
	17972-MAY	HAMNER AVE RESURF-RVRSD/SAMANTHA MAY 14			23.75
	17972-MAY	HAMNER AVE RESURF-SAMANTHA/CANTU MAY 14			47.50
	17972-MAY	RIVER ROAD RESURF MAY 14			47.50
	17972-MAY	SCHLEISMAN REHAB MAY 14			7,653.25
	17972-MAY	PN 14-0046 MDR-TTM 36696-CONDO'S-EV GATEWAY S-WILLIAM LYON			125.00
	17972-MAY	PN 14-0061 TI-7084 ARCHIBALD #103-BOBA 2 GO			105.00
	17972-MAY	PN 14-0083 EP-DEPOSIT ACCT-6905 HARRJSON-AUGUSTINE RAMERIZ-CNUSD			50.00
	17972-MAY	PN 14-0219 GRADING-14224 SCHLEISMAN-MKTPLACE AT ENCLAVE SHOPS I-			50.00
	17972-MAY	PN 14-0526 TI-12435 LIMONITE #500-LEWIS RETAIL			17.50
	17972-MAY	PN 14-0529 TI-12435 LIMONITE #520-LEWIS RETAIL			17.50
	17972-MAY	PN 14-0700 EP-HAUL ROUTE-HAVEN AVE/EDISON TO WINEVILLE/68TH-LENN			475.00
	17972-MAY	PN 14-0804 EP-ARCHIBALD AVE WIDENING N/O LIMONITE-SUKUT CONSTRUC			50.00
	17972-MAY	PN 14-0861 PV SOLAR-MASTER P/C ONLY TR 32821-1-KB HOMES-STREAMLI			540.00
	17972-MAY	PN 14-0885 HIGH PILE STPRAGE-4100 HAMNER AVE-WALMART			352.50
	17972-MAY	PN 14-1077 PAR-2 NCOM BLDGS N E CORNER CANTU GALLEANO/HAMNER-LBA			850.00
	17972-MAY	PN 14-1081 AS BUILT REMODEL-13327 LINNEA ST-MASON			35.00
	17972-MAY	PN 14-1098 EP-STOCKPILE-6101 HARRISON-WEKA TO STRATHAM			787.50
	17972-MAY	BUS REG APP REVIEW MAY 14			3,643.75
	17972-MAY	GENERAL CITY ADMIN MAY 14			380.00
	17972-MAY	STORM WATER MGMT MAY 14			1,892.50
	17972-MAY	MILLIKEN AVE RESURF MAY 14			23.75
	17972-MAY	CHANDLER ST RECONST-HELLMAN TO HALL AVE MAY 14			242.50
	17972-MAY	PN 10-0001 PULTE HOMES TRACK 31252 + 31252-1			612.50
	17972-MAY	PN 10-0015 MBK HOMES TR 30896			75.00
	17972-MAY	PN 10-0016 TR 30971 KB HOMES-ENCLAVE			5,782.50
	17972-MAY	PN 10-0048 TR 31826-SHEA HOMES (HELLMAN)			300.00
	17972-MAY	PN 10-0058 NEW HOPE CHRISTIAN CHURCH			1,157.50
	17972-MAY	PN 10-0088 TR 31931-STANDARD PACIFIC			25.00

<u>Check No</u>	<u>Vendor No Invoice No</u>	<u>Vendor Name Description</u>	<u>Check Date</u>	<u>Void Checks</u>	<u>Check Amount</u>
	17972-MAY	PN 10-0089 TR 31961-STANDARD PACIFIC			50.00
	17972-MAY	PN 10-0119 LENNAR-TR 30913-1-LAUREL CREEK PHASE 9			387.50
	17972-MAY	PN 10-0124 TR 32821-THE LODGE-KB HOME			18,122.00
	17972-MAY	PN 10-0140 TR 31406-MERITAGE HOMES-RIVER RD			3,112.50
	17972-MAY	PN 11-0213 TR 30893-1-CIMMARRON TRAILS-KB HOMES			292.50
	17972-MAY	PN 11-0250 TR 30931-VAN DAELE-DEPOSIT			150.00
	17972-MAY	PN 11-0271 EV GCC- LEWIS-CANTU GALLEANO			2,467.50
	17972-MAY	PN 11-0335 KB HMS TR 30480 -0/-1/-2/-3/-4-WILLOW RANCH ALPINE I			100.00
	17972-MAY	PN 11-0354 ARCO-PLANNING APP SUBMITTAL-APP TO FOLLOW			2,030.00
	17972-MAY	PN 11-0366 EV SAN ANTONIO MEDICAL-PLOT PLAN EV GATEWAY S.			1,800.00
	17972-MAY	PN 11-0558 TR 36423-D R HORTON (PAR-6313 ARCHIBALD- SANHAMEL DEV			10,200.00
	17972-MAY	PN 11-0688 PV SOLAR-TR 30971 KB HOME DAVENPORT-SUN POWER/SOLAR M			202.50
	17972-MAY	PN 11-8036 SOURCE BRDBAND-ALDERGATE DR			1,540.00
	17972-MAY	PN 12-0001 TR 31492-LAUREL/NOBLE DR HORTON			687.50
	17972-MAY	PN 12-0041 TR 30893-1 PV SOLAR-KB ALPINE III @ CIMARRON TRAILS			240.00
	17972-MAY	PN 12-0051 PRE-APP-SE LIMONITE/ARCHIBALD-RETAIL CENTER-WAL-MART			25.00
	17972-MAY	PN 12-0275 LENNAR HOMES-PRE APP FOR SFD-CITRUS/SCHOLAR WAY			10,712.50
	17972-MAY	PN 12-0297 TR 29997 TTM HELLMAN & CHANDLER SFD MCCUNE			1,950.00
	17972-MAY	PN 12-0330 TR 36382 LLA-13300 CITRUS ST-ALLTFILLISCH CONST			52.50
	17972-MAY	PN 12-0545 TR 31476 FOREMOST COMMUNITIES BOND BIFURCATION-HELLMA			125.00
	17972-MAY	PN 12-0679 TR 31476-PLOT PLAN-SFD (63)-BEAZER HOMES			5,167.50
	17972-MAY	PN 12-0750 PRE-APP-14 INDUSTRIAL BUILDINGS-BIRCHER			960.00
	17972-MAY	PN 12-8019 JCSD ANNUAL PERMIT			250.00
	17972-MAY	PN 12-8043 EP-WATERLINE INSTALL- HAMNER/MISSISSIPPI-WEBB ASSOC			2,675.00
	17972-MAY	PN 12-8070 EP-MASTER PLAN (AREA B) SEWERLINE-BELLGRAVE/ARCHIBALD			875.00
	17972-MAY	PN 13-0074 POOL BATH-12389 KERN RIVER DR-LUA 13-0074			52.50
	17972-MAY	PN 13-0274 MDR-13200 CITRUS ST-MARY'S PROPERTY (LENNAR)			1,155.00
	17972-MAY	PN 13-0395 TR 34014-VAN DAELE ENTITLEMENT WORK- D.R. HORTON			11,076.25
	17972-MAY	PN 13-0523 TI-12569 LIMONITE #350-FANCHER DEV SVC -HABIT BURGER			17.50
	17972-MAY	PN 13-0588 P.GRADE-PH 5-MKTPLACE @ ENCLAVE (SHOPS 2-14232 SCHLEI			40.00
Total for Check Number 12163:					156,854.00
12164	JOB001 1413012	JOBS AVAILABLE AD CITY CLERK	07/23/2014		351.00
Total for Check Number 12164:					351.00
12165	KOS001 0002	KOSMONT COMPANIES ICSC SVCS MAY 2014	07/23/2014		2,075.20
Total for Check Number 12165:					2,075.20
12166	LEW002 092257	LEWIS OPERATING CORP RENT CITY HALL JUL14	07/23/2014		6,384.80
Total for Check Number 12166:					6,384.80
12167	MIC001 E01000BT3U	MICROSOFT CORPORATION TECH SVCS 7/9-8/8/14	07/23/2014		34.00
Total for Check Number 12167:					34.00
12168	NAT001 14-6125	NATIONAL DATA & SURVEYING SERVICES 24HR VOL FIELDMASTER/BUSHMASTER	07/23/2014		150.00
Total for Check Number 12168:					150.00
12169	NBS001 61400212 61400212 61400212 61400212 61400212	NBS GOVERNMENT FINANCE GROUP LLMD ADMIN JUL-SEPT14 LLMD ADMIN JUL-SEPT14 LLMD ADMIN JUL-SEPT14 LLMD ADMIN JUL-SEPT14 LLMD ADMIN JUL-SEPT14	07/23/2014		209.28 22.27 230.98 155.50 228.53

<u>Check No</u>	<u>Vendor No</u> <u>Invoice No</u>	<u>Vendor Name</u> <u>Description</u>	<u>Check Date</u>	<u>Void Checks</u>	<u>Check Amount</u>
	61400212	LLMD ADMIN JUL-SEPT14			23.02
	61400212	LLMD ADMIN JUL-SEPT14			22.83
	61400212	LLMD ADMIN JUL-SEPT14			22.26
	61400212	LLMD ADMIN JUL-SEPT14			28.31
	61400212	LLMD ADMIN JUL-SEPT14			10.19
	61400212	LLMD ADMIN JUL-SEPT14			2,113.55
Total for Check Number 12169:					3,066.72
12170	PMC001	PMC	07/23/2014		
	40586	PUBLIC ASST JUN14			5,542.50
	40586	DEPT MGMT JUN14			3,037.50
	40586	DEPT STAFF MTGS JUN14			337.50
	40586	ADMIN JUN14			271.25
	40586	COORD W/OTHER AGENCIES JUN14			213.75
	40586	BLDG PERMIT REV JUN14			1,740.00
	40586	BUS LICENSE REV JUN14			260.00
	40587	PN 10-0001 LENNAR/PULTE TRACT 31252 JUN14			26.25
	40587	PN 10-0016 TR 30971 KB HOMES - ENCLAVE JUN14			940.00
	40587	PN 10-0076 TRACT 31622 - STANDARD PACIFIC JUN14			26.25
	40587	PN 10-0087 TRACT 31643-1 - STANDARD PACIFIC JUN14			26.25
	40587	PN 10-0088 TRACT 31931 - STANDARD PACIFIC JUN14			26.25
	40587	PN 10-0089 TRACT 31961 - STANDARD PACIFIC JUN14			26.25
	40587	PN 10-0121 DR HORTON TM 32491 JUN14			161.25
	40587	PN 10-0124 CLEVELAND SQUARE - KB HOMES - TR 32821 JUN14			2,266.33
	40587	PN 10-0140 TR 31406 - MERITAGE HOMES - RIVER ROAD; GRADING SUBM			212.50
	40587	PN 11-0271 LEWIS EASTVALE COMMERCE CENTER JUN14			6,946.00
	40587	PN 11-0366 STRATEGIC PROPERTIES MEDICAL OFFICE BUILDING JUN14			363.75
	40587	PN 11-0558 RICHLAND COMMUNITIES PRD & TR 36423 JUN14			3,654.14
	40587	PN 12-0001 D.R. HORTON RIVERGLEN TRACT 31492 JUN14			230.00
	40587	PN 12-0051 WAL-MART SEC LIMONITE/ARCHIBALD JUN14			835.00
	40587	PN 12-0275 LENNAR PAR FOR TRACTS 36382 & 36373 JUN14			1,444.23
	40587	PN 12-0297 TTM 29997 (BONDAR/MCCUNE - LENNAR) JUN14			236.25
	40587	PN 12-0679 BEAZER HOMES AT HELLMAN AND PINE JUN14			282.50
	40587	PN 12-0750 PAR FOR BIRCHER INDUSTRIAL PARK JUN14			281.25
	40587	PN 13-0395 VAN DEALE - TM 34014 JUN14			6,171.53
	40587	PN 13-0632 STRATHAM HOMES JUN14			6,470.83
	40587	PN 13-0748 PLAN CHECK FOR ENCLAVE SHOP 1 JUN14			115.00
	40587	PN 13-1792 THE RANCH JUN14			980.00
	40587	PN 14-0032 TIOS RESTAURANT ALCOHOL SALES CUP JUN14			78.75
	40587	PN 14-0046 KASENBERGEN MAJOR DEVELOPMENT PLAN & TTM 36696 JUN14			1,534.31
	40587	PN 14-0083 SCHLEISMAN ROAD PARKWAY RENOVATION JUN14			143.75
	40587	PN 14-1077 PRE-APPLICATION REVIEW FOR GRAINGER SITE JUN14			735.00
	40587	PN 14-1398 PAR FOR HARRISON PROJECT (STRATHAM HOMES) JUN14			2,450.00
	40587	PN 14-1584 WILLIAM LYONS A STREET PAR JUN14			1,336.25
	40587	PN 14-1800 ORANGEVALE (PHIL WILLIAMS) ADDITION JUN14			210.00
	40590	DESIGN GUIDELINES JUN14			1,458.75
	40590	MISC CITY MGR REQUESTS JUN14			147.50
	40590	CHANDLER AREA COMM PLAN JUN14			520.00
	40591	LEAL PROP SPEC PLAN JUN14			7,328.50
Total for Check Number 12170:					59,067.12
12171	PUB001	PUBLIC ENTITY RISK MANAGEMENT AUTHORITY	07/23/2014		
	FY14/15	GEN LIAB PREM FY14/15			34,924.00
	FY14/15	CRIME COV PREM FY14/15			631.00
	FY14/15	CYBER LIABILITY PREM FY14/15			471.00
	FY14/15	PROPERTY COVERAGE PREM FY14/15			526.00
Total for Check Number 12171:					36,552.00

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12172	RCA002 AN0000000321 AN0000000321 AN0000000321 AN0000000321	RIVERSIDE COUNTY DEPT OF ANIMAL SERVICES SHELTER SVCS-JUN14 FIELD SVCS-JUN14 LICENSE SVCS-JUN14 LICENSE REV-JUN14	07/23/2014		5,593.50 6,604.75 6,869.13 -14,135.00
Total for Check Number 12172:					4,932.38
12173	RCS001 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000023953 SH0000024191 SH0000024191 SH0000024191 SH0000024191 SH0000024191 SH0000024191 SH0000024191 SH0000024191 SH0000024191 SH0000024191 SH0000024191	RIVERSIDE COUNTY SHERIFF DEPARTMENT LAW ENF CSO 4/3-4/30/14 LAW ENF CSO OT 4/3-4/30/14 LAW ENF MILEAGE 4/3-4/30/14 LAW ENF PATROL 4/3-4/30/14 LAW ENF PATROL OT 4/3-4/30/14 LAW ENF INV OT 4/3-4/30/14 LAW ENF ZONE OFF 4/3-4/30/14 LAW ENF ZONE OFF OT 4/3-4/30/14 LAW ENF TRAFFIC 4/3-4/30/14 LAW ENF TRAFFIC OT 4/3-4/30/14 LAW ENF CSO 05/01-05/28/14 LAW ENF MILEAGE 05/01-05/28/14 LAW ENF PATROL 05/01-05/28/14 LAW ENF PATROL OT 05/01-05/28/14 LAW ENF INV OT 05/01-05/28/14 LAW ENF ZONE OFF 05/01-05/28/14 LAW ENF ZONE OFF OT 05/01-05/28/14 LAW ENF TRAFFIC 05/01-05/28/14	07/23/2014		14,224.00 424.71 16,267.76 331,844.50 9,626.86 9,936.29 34,690.11 322.40 36,955.10 1,599.10 12,979.40 16,686.20 319,015.89 3,172.42 475.80 38,147.20 483.60 35,763.00
Total for Check Number 12173:					882,614.34
12174	RCS001 SH0000024108	RIVERSIDE COUNTY SHERIFF DEPARTMENT JAIL ACCESS FEE FY13/14	07/23/2014		8,992.41
Total for Check Number 12174:					8,992.41
12175	RCT001 TL0000010668 TL0000010668 TL0000010668 TL0000010668 TL0000010668	RIVERSIDE COUNTY TLMA ADMINISTRATION ROAD MTCE MAY 14 SIGNAL MTCE MAY 14 PN 13-8044 SIGNAL MTCE MAY 14 PN I0-0124 SIGNAL MTCE MAY 14 PN 13-0395 SIGNAL MTCE MAY 14	07/23/2014		12,204.17 11,893.55 843.29 843.28 295.14
Total for Check Number 12175:					26,079.43
12176	SCA001 X00968	SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENT FY14/15 DUES ASSESSMENT	07/23/2014		5,457.00
Total for Check Number 12176:					5,457.00
12177	SCE001 JUNE14 JUNE14 JUNE14	SOUTHERN CALIFORNIA EDISON ELEC SVCS LMD 10 JUN 14 ELEC SVCS LMD 10 JUN 14 ELEC SVCS LMD 33 JUN 14	07/23/2014		67.06 50.36 67.06
Total for Check Number 12177:					184.48
12178	SRD001 001723	SRD HEATING AND AIR REPLACE A/C FILTERS STE 910 & 940	07/23/2014		157.00
Total for Check Number 12178:					157.00
12179	STA001 3234114584 3234114585	STAPLES ADVANTAGE BINDERS, FLASH DRIVES BINDER DIVIDERS	07/23/2014		89.68 24.25

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	3234655627	TONER, MISC SUPPLIES			249.90
	3234655627	MISC SUPPLIES			64.25
	3234655627	MISC OFFICE SUPPLIES			1.80
	3234655627	RECEIPT BOOKS			66.96
	3234655627	COPIES FOR PRR			81.00
Total for Check Number 12179:					577.84
12180	SYN001 223801	SYNOPTEK IT SVC JULY 14	07/23/2014		2,505.00
Total for Check Number 12180:					2,505.00
12181	PRE001	THE PRESS-ENTERPRISE	07/23/2014		
	9898040	ADV NOPH BURRTEC INCREASE			335.50
	9898396	PN 11-0271 ADV EIR CERTIFICATION			280.50
	9909210	ADV NOPH BUDGET			80.30
	9909288	ADV RES 14-22 LLMD LEVY			282.70
	9909533	ADV NOPH WST MGMT INCREASE			698.50
	9915334	ADV NOPH TAX ROLL DEL SW			113.40
	9919963	ADV NOPH DES GUIDELINES			84.00
	9920782	ADV ORD 2014-07 TUMF AMEND			86.40
	9925305	ADV ORD 2014-05 GAS CO FRANCHISE			76.80
Total for Check Number 12181:					2,038.10
12182	VOY001	VOYAGER FLEET SYSTEMS INC	07/23/2014		
	869288209426	CNG FUEL JUN 2014			40.00
	869288209426	FUEL JUN 2014			325.81
	869288209426	TAX EXEMPTION JUN 2014			-14.25
Total for Check Number 12182:					351.56
12183	XER001	XEROX CORPORATION	07/23/2014		
	074757279	XEROX LEASE JUN 2014			308.19
	074757279	XEROX USAGE JUN 2014			623.26
Total for Check Number 12183:					931.45
Report Total (63 checks):				<u>5,000.00</u>	<u>1,456,222.18</u>



City of Eastvale

City Council Meeting Agenda

Staff Report

MEETING DATE: JULY 23, 2014

6. *PUBLIC HEARINGS*

There are no Public Hearings.



City of Eastvale

City Council Meeting Agenda

Staff Report

MEETING DATE: JULY 23, 2014

7. *OLD BUSINESS ITEMS:*

There are no Old Business items.



City of Eastvale

City Council Meeting Agenda

Staff Report

MEETING DATE: JULY 23, 2014

8. *NEW BUSINESS ITEMS:*



City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014

TO: MAYOR AND COUNCIL MEMBERS

FROM: CAROL JACOBS, CITY MANAGER

SUBJECT: RESOLUTION AUTHORIZING ACCEPTANCE OF DEEDS OR GRANTS OF INTERESTS OR EASEMENTS IN REAL PROPERTY; ACCEPTANCE OF EASEMENT DEED FOR ROAD RIGHT OF WAY AND QUITCLAIM DEED FOR FIRE STATION 27 LOCATED AT 7067 HAMNER AVENUE, EASTVALE, CALIFORNIA

RECOMMENDATION: (1) APPROVE RESOLUTION NO. 14-44 GRANTING AUTHORITY TO ACCEPT DEEDS OR GRANTS TO THE CITY OF EASTVALE AS REQUIRED BY SECTION 27281 OF THE GOVERNMENT CODE; (2) AUTHORIZE THE CITY MANAGER TO EXECUTE THE CERTIFICATE OF ACCEPTANCE OF THE EASEMENT DEED FOR PUBLIC ROAD AND UTILITY EASEMENT AT THE CORNER OF HAMNER AVENUE AND SCHLIESMAN ROAD 3) AUTHORIZE THE CITY MANAGER TO EXECUTE THE CERTIFICATE OF ACCEPTANCE FOR THE QUIT CLAIM DEED FROM THE COUNTY OF RIVERSIDE TO THE CITY OF EASTVALE FOR FIRE STATION #27

BACKGROUND:

Prior to the City's incorporation, the County of Riverside purchased land and constructed Fire Station #27 located at 7076 Hamner Avenue, Eastvale CA 92880. The Fire Station was built by the County of Riverside and opened in September 2011. Since that time the County has provided maintenance to the facility and the parcels next door at the corner of Hamner and Schleisman.

DISCUSSION:

Since the City's incorporation, staff has been working with the County of Riverside to transfer the fire station and adjacent property to the City (Attachment 2). The funding for this project was paid for by developers and the taxpayers of Eastvale.

The County purchased three parcels for the construction of the fire station. One parcel is where the fire station sits and the other two are currently vacant. The County Board of Supervisors has approved an Easement Deed for Public Road and Utilities (Attachment 2). This Easement Deed will allow for the future expansion of Schliesman to its ultimate width and is located at the corner of Hamner and Schliesman. The Quit Claim Deed gives the City the fire station building and associated land and the two vacant parcels directly north of the fire station (Attachment 3).

City Council approval of Resolution No. 14-44 is necessary to authorize the City Manager to execute Certificates of Acceptance for both the Easement Deed and the Quit Claim Deed.

Should the City Council approve these actions, the Fire Station and adjacent parcels will become property of the City of Eastvale.

FISCAL IMPACT:

The annual cost of maintenance is included with the Fire Department's budget.

ATTACHMENTS:

1. Resolution No. 14-44
2. Map of Property
3. Easement Deed
4. Quitclaim Deed

Prepared by: Carol Jacobs, City Manager
Reviewed by: John Cavanaugh, City Attorney

RESOLUTION NO. 14-44

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EASTVALE, CALIFORNIA GRANTING AUTHORITY TO ACCEPT DEEDS OR GRANTS TO THE CITY OF EASTVALE AS REQUIRED BY SECTION 27281 OF THE GOVERNMENT CODE AND DESIGNATING CERTAIN OFFICIALS OF THE CITY OF EASTVALE AS AGENTS OF THE CITY TO EXECUTE CERTIFICATION OF ACCEPTANCE OF DEEDS OR GRANTS

The City Council of the City of Eastvale does hereby resolve, determine, and order as follows:

SECTION 1. Pursuant to the authority granted in Section 27281 of the California Government Code, the City Manager of the City of Eastvale, upon written approval of the City Attorney noted thereon, is hereby authorized to accept and consent to the recordation of any deed or grant conveying any interest in or easement upon real property to the City of Eastvale.

SECTION 2. Said acceptance and consent shall be in the form of a Certificate of Acceptance which shall be in the form and manner as follows:

CERTIFICATE OF ACCEPTANCE

This is to certify that the interest in real property conveyed by the deed or grant to the City of Eastvale, a governmental agency, in hereby accepted under the authority of Resolution No. 14-44 of the City of Eastvale adopted by the City Council of said City on July 23, 2014 and the Grantee consents to the recordation thereof by its duly authorized officer.

Dated this ____ day of _____ .

By: _____
City Manager, City of Eastvale

Approved:

City Attorney, City of Eastvale

SECTION 3. It is further ordered that the above Resolution be recorded by the City Clerk in the Office of the County Recorder of the County of Riverside.

PASSED, APPROVED, AND ADOPTED this 23rd day of July, 2014.

Ike Bootsma, Mayor

Attest:

Carol Jacobs, City Clerk

Approved as to form:

John E. Cavanaugh, City Attorney

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) §
CITY OF EASTVALE)

I, Carol Jacobs, City Clerk of the City Council of the City of Eastvale, California, do hereby certify that the foregoing City Council Resolution, No. 14-44, was duly adopted by the City Council of the City of Eastvale, California, at a regular meeting thereof held on the 23rd day of July, 2014, by the following vote, to wit:

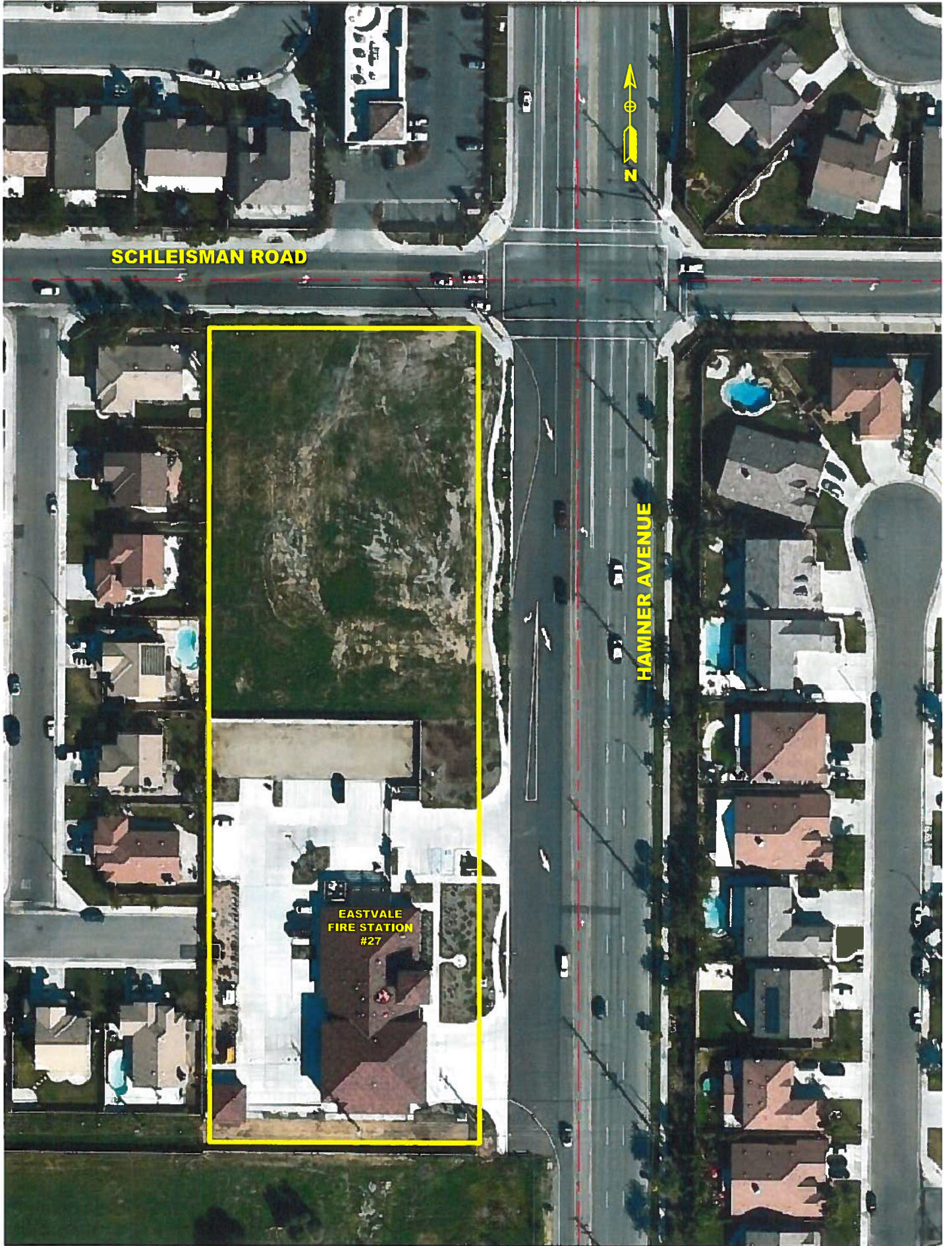
AYES:

NOES:

ABSENT:

ABSTAIN:

City Clerk, Carol Jacobs
City of Eastvale, California



SCHLEISMAN ROAD

HAMNER AVENUE

EASTVALE
FIRE STATION
#27



Recorded at request of and return to:
City of Eastvale
12363 Limonite Avenue, Suite 910
Eastvale, CA 91752

FREE RECORDING

This instrument is for the benefit of
the County of Riverside, and is
entitled to be recorded without fee.
(Govt. Code 6103)

CAO sl/041014/002EV/16 820

(Space above this line for Recorder's use)

PROJECT: Eastvale Fire Station
APN: 152-050-003 (Portion)

EASEMENT DEED

FOR GOOD AND VALUABLE CONSIDERATION, receipt and adequacy of which are hereby acknowledged,

COUNTY OF RIVERSIDE, a political subdivision of the State of California

Grant(s) to the CITY OF EASTVALE, a general municipal corporation, an easement for public road and utility purposes, including drainage purposes, over, upon, across and within the real property in the County of Riverside, State of California, as more particularly described as:

See Exhibits "A" and "B" attached hereto
and made a part hereof

PROJECT: Eastvale Fire Station
APN: 152-050-003 (Portion)

Dated: _____

GRANTOR:
COUNTY OF RIVERSIDE, a political
subdivision of the State of California

By: [Signature]
Robert Field
Assistant County Executive Officer/EDA

FOR AN APPROVED COUNTY COUNSEL
[Signature] 5/6/14
DATE

STATE OF CALIFORNIA)
)ss
COUNTY OF Riverside)

On June 23, 2014, before me, Ruth Andrews, a Notary
Public in and for said County and State, personally appeared
Robert Field, who proved
to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed
the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.

WITNESS my hand and official seal:

Signature [Signature]



[SEAL]

EXHIBIT "A"
MS4214
PUBLIC ROAD AND UTILITY EASEMENT

A PORTION OF LOT 52 OF KINGSTON TRACT, AS SHOWN BY MAP ON FILE IN BOOK 12, PAGE 6 OF MAPS, RECORDS OF SAN BERNARDINO COUNTY, CALIFORNIA, IN SECTION 36, TOWNSHIP 2 SOUTH, RANGE 7 WEST, OF THE SAN BERNARDINO MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCING AT THE NORTHEAST CORNER OF SAID LOT 52, BEING ALSO THE CENTER LINE INTERSECTION OF HAMNER AVENUE AND SCHLEISMAN ROAD;

THENCE SOUTH 00°05'54" EAST ALONG THE EAST LINE OF SAID LOT 52 AND THE CENTER LINE OF SAID HAMNER AVENUE, A DISTANCE OF 230.00 FEET TO A PARALLEL LINE, 230.00 FEET SOUTH OF, AND AT RIGHT ANGLES TO, THE NORTH LINE OF SAID LOT 52 AND THE CENTER LINE OF SAID SCHLEISMAN ROAD;

THENCE SOUTH 89°54'18" WEST ALONG SAID PARALLEL LINE, A DISTANCE OF 30.00 FEET TO THE TRUE POINT OF BEGINNING;

THENCE CONTINUING SOUTH 89°54'18" WEST ALONG SAID PARALLEL LINE, A DISTANCE OF 46.00 FEET, TO A PARALLEL LINE, 76.00 FEET WEST OF, AND AT RIGHT ANGLES TO, SAID EAST LINE OF LOT 52 AND SAID CENTER LINE OF HAMNER AVENUE;

THENCE NORTH 00°05'54" WEST ALONG SAID PARALLEL LINE, A DISTANCE OF 173.00 FEET;

THENCE NORTH 35°05'17" WEST, A DISTANCE OF 24.41 FEET TO A PARALLEL LINE, 37.00 FEET SOUTH OF, AND AT RIGHT ANGLES TO, SAID NORTH LINE OF LOT 52 AND SAID CENTER LINE OF SCHLEISMAN ROAD;

THENCE SOUTH 89°54'18" WEST ALONG SAID PARALLEL LINE, A DISTANCE OF 193.80 FEET, TO A PARALLEL LINE, 376.00 FEET EAST OF, AND AT RIGHT ANGLES TO, THE WEST LINE OF SAID LOT 52;

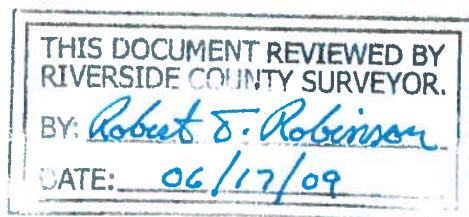
THENCE NORTH 00°06'26" WEST ALONG SAID PARALLEL LINE, A DISTANCE OF 7.00 FEET TO A PARALLEL LINE, 30.00 FEET SOUTH OF, AND AT RIGHT ANGLES TO, SAID NORTH LINE OF LOT 52 AND SAID CENTER LINE OF SCHLEISMAN ROAD;

THENCE NORTH 89°54'18" EAST ALONG SAID PARALLEL LINE, A DISTANCE OF 253.80 FEET TO A PARALLEL LINE, 30.00 FEET WEST OF, AND AT RIGHT ANGLES TO, SAID EAST LINE OF LOT 52 AND SAID CENTER LINE OF HAMNER AVENUE;

THENCE SOUTH 00°05'54" EAST ALONG SAID PARALLEL LINE, A DISTANCE OF 200.00 FEET TO THE TRUE POINT OF BEGINNING.

CONTAINS 10,795 SQUARE FEET, MORE OR LESS.

SEE PLAT ATTACHED HERETO AS EXHIBIT "B" AND BY THIS REFERENCE MADE A PART HEREOF.



PAGE 1 OF 1





NORTH

1"=60'

EXHIBIT "B"

PUBLIC ROAD AND UTILITY EASEMENT SECTION 36, T.2S, R.7W., S.B.M.

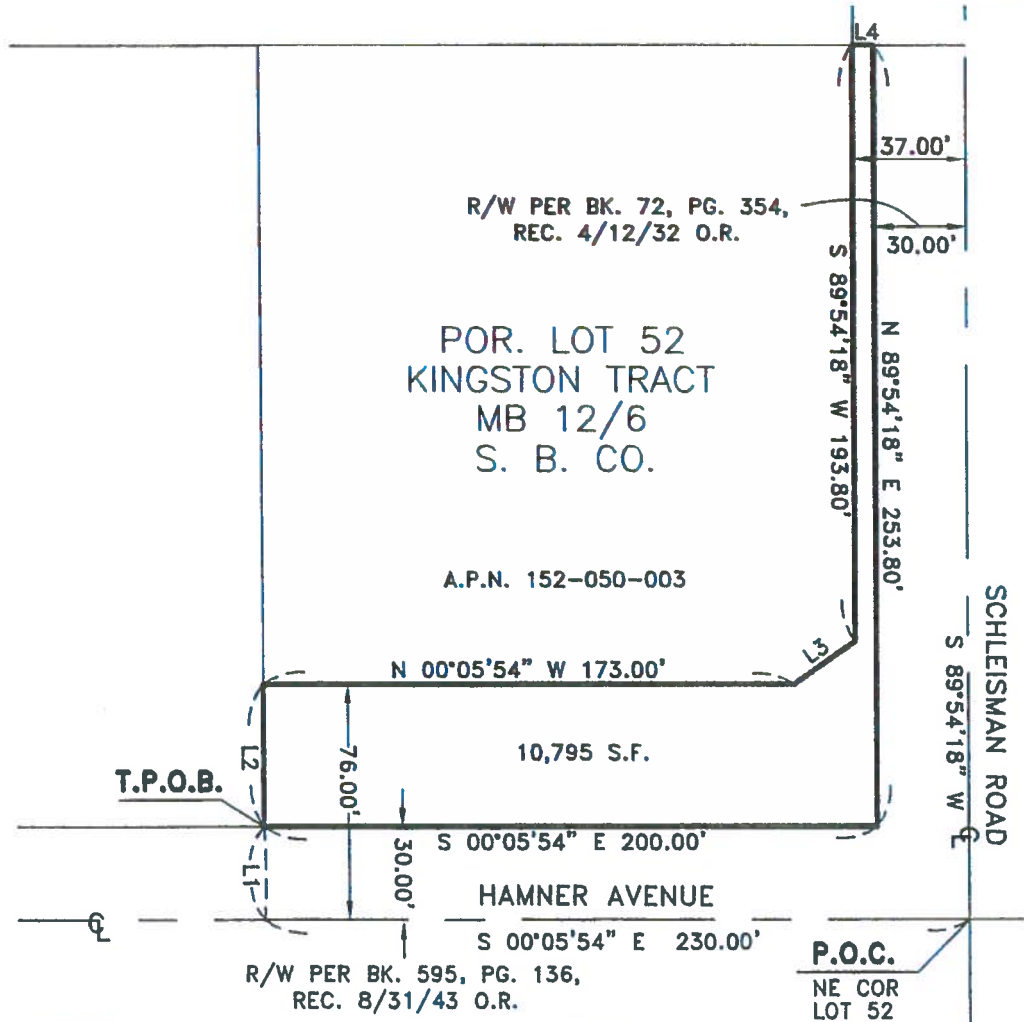
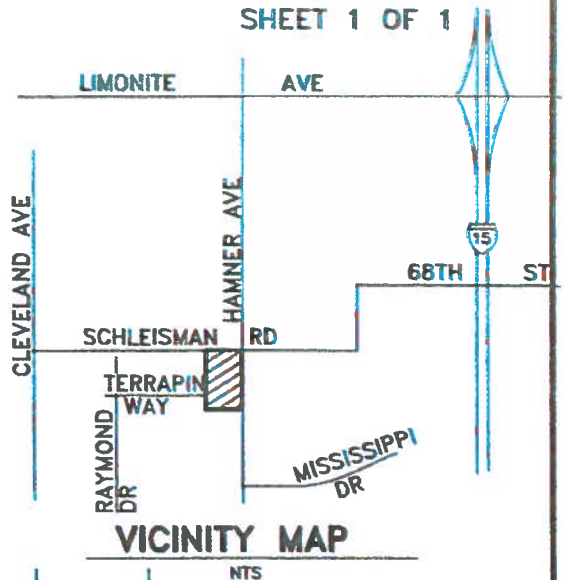
SHEET 1 OF 1

LEGEND

P.O.C. ~ POINT OF COMMENCEMENT
T.P.O.B. ~ TRUE POINT OF BEGINNING

LINE DATA

NO.	DIRECTION	DISTANCE
L1	S 89°54'18" W	30.00'
L2	S 89°54'18" W	46.00'
L3	N 35°05'17" W	24.41'
L4	N 00°06'26" W	7.00'



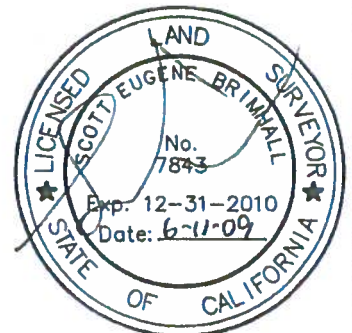
THIS DOCUMENT REVIEWED BY
RIVERSIDE COUNTY SURVEYOR.
BY: *Robert S. Robinson*
DATE: 06/17/09



BLAINE A. WOMER
CIVIL ENGINEERING

- PLANNING
- SURVEYING
- CIVIL ENGINEERING
- PUBLIC WORKS

41555 E Florida Ave., Suite G, Hemet, Ca 92544
Phone (951)658-1727 Fax (951)658-9347
5133 Cove Canyon Dr, #302, Park City, Ut 84098
Phone (801)859-9755, Fax (801)261-2219



PROJECT: Eastvale Fire Station
APN: 152-050-003 (Portion)

**CERTIFICATE of ACCEPTANCE
(GOVERNMENT CODE SECTION 27281)**

**CITY OF EASTVALE
RIVERSIDE COUNTY, CALIFORNIA**

CERTIFICATE OF ACCEPTANCE OF DEED OR GRANT

This is to certify that the interest in real property conveyed by the deed or grant to the City of Eastvale, a governmental agency, is hereby accepted under the authority of Resolution No. 14-44 of the City of Eastvale adopted by the City Council of said City on July 23, 2014, and the Grantee consents to the recordation thereof by its duly authorized officer.

CITY OF EASTVALE, CALIFORNIA

By: _____
Carol Jacobs, City Manager

Dated: _____

Attest: _____
Carol Jacobs, City Clerk

APPROVED:

John E. Cavanaugh, City Attorney

<p>CALIFORNIA CONSTITUTION ARTICLE 13 TAXATION</p> <p>SEC. 3. The following are exempt from property taxation:</p> <p>(a) Property owned by the State.</p> <p>(b) Property owned by a local government, except as otherwise provided in Section 11(a).</p>

Office Use Only:

APN:
Location:
Grantor: County of Riverside, a political subdivision of the State of California
Grantee: City of Eastvale
Agenda: N/A

Recorded at request of and return to:
City of Eastvale
12363 Limonite Avenue, Suite 910
Eastvale, CA 91752

FREE RECORDING

This instrument is for the benefit of the
County of Riverside, and is entitled to be
recorded without fee.
(Govt. Code 27383)

CO s/012114/002ED/16 678

Space above this line for recorder's use

APNs: 152-050-003, 152-050-048 and 152-050-049

QUITCLAIM DEED

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

THE COUNTY OF RIVERSIDE, a political subdivision of the State of California

hereby remises, releases and forever quitclaims to the

CITY OF EASTVALE, a general municipal corporation,
its successors and assigns, all grantor's right, title and interest in and to that certain real
property situated in the County of Riverside, State of California, more fully described as:

See attached Exhibit A, attached hereto and made a part hereof

County of Riverside, a political subdivision
of the State of California

Date: 7/1/14

By: Jeff Stone
Jeff Stone, Chairman,
Board of Supervisors

ATTEST:

KECIA HARPER, IHEM, Clerk

By: Kecia Harper
DEPUTY

APPROVED COUNTY COUNSEL

[Signature] 5/7/14
MUNROE DATE

JUL 01 2014 3-13

STATE OF CALIFORNIA

COUNTY OF RIVERSIDE

} §

On July 1, 2014, before me, Karen Barton, Board Assistant, personally appeared Jeff Stone, Chairman of the Board of Supervisors, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument; and that a copy of this paper, document or instrument has been delivered to the chairperson.

I certify under the penalty of perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal

Kecia Harper-Ihem
Clerk of the Board of Supervisors

By: 
Deputy Clerk

(SEAL)

EXHIBIT "A"

All that certain real property situated in the County of Riverside, State of California, described as follows:

Parcel 1: 152-050-003

The Northerly 230.00 feet of Lot 52, Kingston Tract, in the County of Riverside, State of California, as shown by Map recorded in Book 12, Page 6 of Maps, Records of San Bernardino County, California.

Except the Westerly 376.00 feet.

Parcel 2: 152-050-048 (underlying No. 152-050-004)

The Southerly 100 feet of the Northerly 330 feet of Lot 52 of Kingston Tract, in the County of Riverside, State of California, as shown by Map on file in Book 12, Page 6 of Maps, San Bernardino County Records.

Except the Westerly 376 feet.

Parcel 3: 152-050-049 (underlying No. 152-050-005)

Lot 52 of Kingston Tract, as shown by Map on file in Book 12, Page 6 of Maps, San Bernardino County Records.

Excepting therefrom the Westerly 376 feet thereof.

Also excepting therefrom the Northerly 330 feet thereof.

Assessor's Parcel Number: 152-050-003-8; 048-9; 049-0

**CERTIFICATE OF ACCEPTANCE OF
QUITCLAIM DEED**
APNs: 152-050-003, 152-050-048 and 152-050-049
Pursuant to Government Code Section 27281

This is to certify that the interest in real property conveyed by Quitclaim Deed dated _____ from the [INSERT NAME OF GRANTOR], [LEGAL CAPACITY], to the [INSERT NAME OF GRANTEE], [LEGAL CAPACITY], is hereby accepted by the undersigned officer or agent on behalf of the [INSERT GOVERNING BODY AUTHORIZING] pursuant to authority conferred by Resolution _____ of the [GOVERNING BODY] adopted on [INSERT DATE], and the [NAME OF GRANTEE] consents to recordation thereof by its duly authorized officer.

Dated this _____ day of _____, 2013

NAME OF GRANTEE

By _____
Name of authorized delegate
Title

**CITY OF EASTVALE
RIVERSIDE COUNTY, CALIFORNIA**

CERTIFICATE OF ACCEPTANCE OF DEED OR GRANT

This is to certify that the interest in real property conveyed by the deed or grant to the City of Eastvale, a governmental agency, is hereby accepted under the authority of Resolution No. 14-44 of the City of Eastvale adopted by the City Council of said City on July 23, 2014, and the Grantee consents to the recordation thereof by its duly authorized officer.

CITY OF EASTVALE, CALIFORNIA

By: _____
Carol Jacobs, City Manager

Dated: _____

Attest: _____
Carol Jacobs, City Clerk

APPROVED:

John E. Cavanaugh, City Attorney

CALIFORNIA CONSTITUTION
ARTICLE 13 TAXATION

SEC. 3. The following are exempt from property taxation:

- (a) Property owned by the State.
- (b) Property owned by a local government, except as otherwise provided in Section 11(a).

Office Use Only:

APN:

Location:

Grantor: County of Riverside, a political subdivision of the State of California

Grantee: City of Eastvale

Agenda: N/A



City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014
TO: MAYOR AND COUNCIL MEMBERS
FROM: TERRY SHEA, FINANCE DIRECTOR
SUBJECT: CASH ACCOUNT APPLICATION, NON-CORPORATE RESOLUTION FORM FOR MULTI-BANK SECURITIES, INC & PERSHING LLC

RECOMMENDATION:

- 1. APPROVE THE CASH ACCOUNT APPLICATION AND CLIENT AGREEMENT**
 - 2. APPROVE AUTHORIZED SIGNERS**
 - 3. ADOPT RESOLUTION 14-43, ENTITLED: AUTHORIZING ESTABLISHMENT OF A CUSTODIAL BANK ACCOUNT WITH MULTI-BANK SECURITIES, INC AND PERSHING LLC AND DESIGNATING THE PERSONS AUTHORIZED TO EXECUTE THE AGREEMENT**
-

BACKGROUND:

The City of Eastvale currently invests its funds in the State of California Local Agency Investment Fund, a money market account at Citizens Business Bank, and Certificates of Deposits (CD's) purchased and held by Morgan Stanley. The first two are short-term highly liquid investments, paying less than .35%. The CD's offer a higher rate of return from .50% to 1.20%, and have staggered maturity dates from 18 months to three years. The City's investments are governed by the City's Investment Policy which was adopted by the City Council January 12, 2011 and is in accordance with the California Government Code, sections 53601 et. Seq. The Investment Policy allows the investment in Federally Insured Certificates of Deposit, up to a five year term, in addition to other investment vehicles.

DISCUSSION:

Staff is proposing opening accounts with Multi-Bank Securities, Inc., which will allow the City to purchase authorized investments from more than one broker-dealer. In order to transact these investments, it is also necessary to establish a separate custodial account with Pershing LLC. Current CD rates available are from .7% to 1.20%. All CDs will be below the FDIC insured amount of \$250,000 and any additional investments will conform to the City's Investment Policy.

The authorized signers on the account would be the City Manager and City Treasurer.



City of Eastvale

City Council Meeting Agenda

Staff Report

FISCAL IMPACT:

There are no fees associated with MBS and Pershing LLC for purchasing or holding the CDs or other instruments. The commission is built into the offering price.

ATTACHMENTS:

1. Cash Account Application and Customer Account Agreement
2. Resolution 14-43
3. MBS Non-Corporate Resolution Form
4. MBS Municipal Due Diligence Package

Prepared by: Terry Shea, Finance Director
Reviewed by: Carol Jacobs, City Manager
John Cavanaugh, City Attorney

CASH ACCOUNT APPLICATION

(We) would like to open a brokerage account with Multi-Bank Securities, Inc. to be carried by Pershing.
ACCOUNT INFORMATION (NOTE ALL INFORMATION MUST BE COMPLETED.) PLEASE TYPE OR PRINT



MULTI-BANK SECURITIES, INC.

Account Information	ACCOUNT NAME City of Eastvale		SOC SEC OR TAX ID NO 273240221	
	BUSINESS ADDRESS 12363 Limonite Ave. Suite 910	CITY Eastvale	STATE CA	ZIP 91752
	ATTENTION Joann Gitmed			
	BUSINESS PHONE +1 (951) 361-0900	MAIL TO (Check one) <input checked="" type="checkbox"/> Business <input type="checkbox"/> Mailing <input type="checkbox"/> P.O. Box		U.S. ENTITY <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	FAX	MAILING ADDRESS (if different than Business Address)		CITY STATE ZIP
ATTENTION				
HAVE YOU GRANTED TRADING AUTHORIZATION TO ANOTHER PARTY? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, Request Trading Authorization Form and provide name of agent _____				

Bank or Brokerage Reference	NAME OF FIRM City of Eastvale	BRANCH AND ACCOUNT NUMBER

Account Type	<input checked="" type="checkbox"/> CASH (Customer Agreement on reverse side of this application) <input type="checkbox"/> MARGIN (Request Margin and truth in Lending Agreements)	
	<input type="checkbox"/> LLC <input type="checkbox"/> Partnership <input type="checkbox"/> Option	<input type="checkbox"/> Trust (Trustee Certification Required) <input type="checkbox"/> Corporation (Request Form) <input type="checkbox"/> Other (Specify) _____

Investment Profile	INVESTMENT OBJECTIVE	RISK TOLERANCE
	<input checked="" type="checkbox"/> Income: An investment approach in which an investor generally seeks current income over time <input type="checkbox"/> Long-Term Growth: An investment approach in which an investor generally seeks capital appreciation through buying and holding securities over an extended period of time <input type="checkbox"/> Short-Term Growth: An investment approach in which an investor generally seeks short-term capital gains through buying and selling securities over a short period of time	<input checked="" type="checkbox"/> Low <input type="checkbox"/> Medium <input type="checkbox"/> High

Service Instructions	WHEN SECURITIES ARE SOLD: <input checked="" type="checkbox"/> Hold Proceeds <input type="checkbox"/> Send Proceeds	DIVIDENDS: <input checked="" type="checkbox"/> Hold <input type="checkbox"/> Send
	WHEN SECURITIES ARE PURCHASED, THEY WILL BE HELD IN FIRM NAME _____	CONTACT YOUR BROKER FOR FREQUENCY OF 'SEND' _____

Municipal Bond Offerings	Official Statements: Municipal bond offering official statements are available electronically at: http://www.emma.marb.org/ Are you interested in hard copy delivery of Municipal Bond Official Statements for this account? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
---------------------------------	---

Taxpayer Certification	TAXPAYER CERTIFICATION: Under penalties of perjury, I certify that: <input checked="" type="checkbox"/> (1) the number shown on this form in Section III is my correct Social Security Number or Taxpayer Identification Number (or I am waiting for a number to be issued to me); <input type="checkbox"/> (2) I am not subject to backup withholding because (a) I am exempt from backup withholding or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and <input type="checkbox"/> (3) I am a U.S. citizen or other U.S. person (defined below).
	CERTIFICATION INSTRUCTIONS: You must check item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. If you are an exempt payee (if you are unsure, ask us for a complete set of IRS instructions), write the words "Exempt Payee" here: <u>Exempt Payee</u>
	Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are: (a) An individual who is a U.S. citizen or U.S. resident alien, (b) A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States, (c) An estate (other than a foreign estate), or (d) A domestic trust (as defined in Regulations section 301.7701-7). The signature provided below is that of the primary account holder.
	Signature: _____ Date: <u>7-16-14</u>

Signatures BY SIGNING THIS APPLICATION, I (WE) ACKNOWLEDGE THE FOLLOWING: (1) THAT, IN ACCORDANCE WITH PARAGRAPH #8 OF THE CUSTOMER AGREEMENT, I (WE) AGREE IN ADVANCE TO ARBITRATE ANY CONTROVERSIES WHICH MAY ARISE WITH EACH OR BOTH OF US, (2) RECEIPT OF A COPY OF THE CUSTOMER AGREEMENT ON THE REVERSE SIDE OF THIS APPLICATION AND (3) THE INFORMATION PROVIDED ABOVE IS ACCURATE AND CORRECT.

For Office Use Only	ACCOUNT NO RMB030487	INTRODUCING REP SIGNATURE MBP	REP. NO.	DATE
	VERIFIED <input type="checkbox"/> Yes <input type="checkbox"/> No	BRANCH MGR. APPROVAL	DATE	

CUSTOMER ACCOUNT AGREEMENT

TO: Multi-Bank Securities (My Broker), and Pershing LLC (Pershing)

Pershing will be responsible for the following: (1) receiving and delivering customer funds and securities; (2) safekeeping customer funds and securities using **ordinary care** (while they are in Pershing's possession or control) in, which, for purposes of this document, ordinary care means the degree of care, which an ordinarily prudent and competent person engaged in the same line of business or endeavor should exercise under similar circumstances in accordance with the rules and regulations of the Securities and Exchange Commission and The Financial Industry Regulatory Authority and segregating such funds and securities as required by applicable law (3) preparing and transmitting to the customer confirmation of trades; and (4) preparing and transmitting to the customer account statements.

1. The client executing this Agreement agrees as follows with respect to the Account I have established with you for the purchase, sale or carrying of securities or contracts relating thereto and/or the borrowing of funds.
2. All transactions for my Account shall be subject to the constitution, rules, regulations, customs and usages of the exchange or market (and Pershing, if any) where executed.
3. The client executing this Agreement agrees that, in giving orders to sell, all "short" sale orders will be designated as "short," and all "long" sale orders will be designated as "long," and that the designation of a sell order as "long" is a representation on my part that I own the security, and if the security is not in your possession or if it is then impracticable to deliver the security to you forthwith, that I will deliver it as soon as possible.
4. Reports of the execution of orders and statements of my account shall be conclusive if not objected to within five days and ten days, respectively, after transmittal to me by mail or otherwise.
5. At any time and from time to time you may, at your discretion, without notice to me, apply and/or transfer any securities, commodities, contracts relating thereto, or any other property or equity therein, interchangeably between any of my accounts, whether individual or joint and from any of my accounts to any account guaranteed by me.
6. In consideration of your carrying my account with a Post Office Box Address, or your sending any mail to me in care of a third party, I hereby agree that "all correspondence of any nature whatsoever" sent to me in such address will have the same force and effect as if it had been delivered to me personally. I have listed my permanent address on the New Account Application.
7. To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account. What this means for you: When you open an account, we will ask for your name, address, date of birth, and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents.
8. **This agreement contains a pre-dispute arbitration clause. By signing an arbitration agreement the parties agree as follows:**
 - a. All parties to this agreement are giving up the right to sue each other in court, including the right to a trial by jury, except as provided by the rules of the arbitration forum in which a claim is filed.
 - b. Arbitration awards are generally final and binding; a party's ability to have a court reverse or modify an arbitration award is very limited.
 - c. The ability of the parties to obtain documents, witness statements and other discovery is generally more limited in arbitration than in court proceedings.
 - d. The arbitrators do not have to explain the reason(s) for their award.
 - e. The panel of arbitrators will typically include a minority of arbitrators who were or are affiliated with the securities industry.
 - f. The rules of some arbitration forums may impose time limits for bringing a claim in arbitration. In some cases a claim that is ineligible for arbitration may be brought in court.
 - g. The rules of the arbitration forum in which the claim is filed, and any amendments thereto, shall be incorporated into this agreement. The undersigned agrees, and by carrying and/or introducing an account of the undersigned you agree, that all controversies which may arise between us, including but not limited to those involving any transaction or the construction, performance, or breach of this or any other agreement between us, whether entered into prior, on or subsequent to the date hereof, shall be determined by arbitration. Any arbitration under this agreement shall be conducted before the New the Financial Industry Regulatory Authority ("FINRA"), and in accordance with its rules then in force. I may elect in the first instance whether arbitration shall be conducted before FINRA, but if I fail to make such election, by registered letter or telegram addressed to you at your main office, before the expiration of five days after receipt of a written request from you to make such election, then you may make such election. Judgment upon the award of arbitrators may be entered in any court, state or federal, having jurisdiction. Class-action matters are excluded from arbitration proceedings conducted by the FINRA. Therefore, it is further agreed that the parties to this agreement shall not bring a putative or certified class-action to arbitration, nor seek to enforce any predispute arbitration agreement against any person who has initiated in court a putative class-action; or who is member of a putative class who has not opted out of the class with respect to any claims encompassed by the putative class action until: (i) the class certification is denied; or (ii) the class is decertified; or (iii) the customer is excluded from the class by the court. Such forbearance to enforce an agreement to arbitrate shall not constitute a waiver of any rights under this agreement except to the extent stated herein.
9. Investment Objective Definitions: **Capital Preservation** - a conservative investment strategy characterized by a desire to avoid risk of loss; **Income** - strategy focused on current income rather than capital appreciation; **Growth** - investing in stocks with strong earnings and/or revenue growth or potential; **Speculation** - taking larger risks, usually by frequent trading, with hope of higher than-average gain. All strategies involve various types and levels of risk, the most common of which are market, credit, inflation, business and interest rate.
10. This Agreement and its terms shall be binding upon Client's successors, administrators, liquidator, receiver, trustee, assignee, custodian, conservator or other similar official ("successors"). In the event of Client's insolvency or bankruptcy whether or not any successors of its assets shall have qualified or been appointed, until Pershing and My Broker has written notice of Client's insolvency or bankruptcy Pershing and My Broker may continue to operate as though Client were solvent and not bankrupt and Pershing and My Broker may liquidate its Account WITHOUT PRIOR WRITTEN NOTICE TO OR DEMAND upon its successors. This Agreement shall inure to the benefit of Pershing's and My Broker's successors and assigns, whether by merger, consolidation or otherwise (and Pershing and My Broker may transfer Client's Account and this Agreement to any such successors and assigns) WITHOUT NOTICE. Client may not assign its rights or delegate duties under this Agreement without Pershing's and My Broker's consent.

RESOLUTION 14-43

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF EASTVALE AUTHORIZING ESTABLISHMENT OF A CUSTODIAL BANK ACCOUNT WITH MULTI-BANK SECURITIES & PERSHING LLC AND DESIGNATING THE PERSONS AUTHORIZED TO EXECUTE THE AGREEMENT

WHEREAS, that the Authorized Persons are, and each of them hereby is, authorized and empowered to the fullest extent possible, to act on behalf of the City of Eastvale (City), to establish and maintain with Multi-Bank Securities, Inc. (MBS) and Pershing LLC (Pershing) where eligible under applicable law one or more cash accounts, or any other type of account offered by Pershing and its applicable affiliates ("Account"), for the purpose of purchasing, investing in, or otherwise acquiring, selling, possessing, transferring, exchanging, borrowing, or otherwise disposing of, and generally dealing in and with, cash and any and all forms of financial instruments, including, but limited to investments as authorized by the City of Eastvale's Investment Policy and the California Government Code, Sections 53601 et. Seq., as whether represented by trust, participating and/or other certificates or otherwise; and

WHEREAS, that, without obligation on Pershing's part to inquire, instructions or actions, by any Authorized Person shall individually have the fullest authority on behalf of the City with respect to the Account including, but not limited to, authority to:

- (a) give written or oral instructions to Pershing with respect to any securities in, or transaction or service offered in connection with, the Account;
- (b) deposit or withdraw money, securities and other property of the City to and from the Account;
- (c) make payments related to the Account by checks and/or drafts drawn upon the funds of the City;
- (d) endorse any securities in order to pass ownership thereof or for any other purpose;
- (e) direct the sale or exercise of any rights with respect to securities therein;
- (f) sign releases and powers of attorney and enter into contracts and agreements, including but not limited to any Pershing account agreements and documentation relating to any debit or credit card, the check writing privilege, online services, electronic fund transfers and other services which are or may be offered in connection with the Account (where available), as such documents may be modified from time to time, and any documentation permitted or contemplated by such agreements, products and services, and to affix the seal to same when necessary;
- (g) direct Pershing to surrender securities to the proper agent or party for the purpose of effecting any exchange or conversion, or otherwise;
- (h) take any and all action in connection with the Account deemed necessary or desirable by any Authorized Person; and

WHEREAS, that any Authorized Person may appoint any person(s) ("Designated Persons") to:

- (a) conduct trading in the Account;
- (b) endorse any securities, or to make, execute and deliver; under the seal of the City or otherwise, any instrument of assignment and/or transfer necessary or proper to pass title to such securities;
- (c) sign checks (in which event, the signature of the Designated Person shall promptly be provided on any applicable signature card upon request by Pershing);
- (d) provide instructions to effect electronic fund transfers; and

WHEREAS, that each Authorized Person is empowered and authorized to do all things each deems necessary or desirable to implement the foregoing Resolutions; and

WHEREAS, that Pershing may deal with any and all of the persons directly or indirectly empowered by foregoing Resolutions as though they are dealing with the City directly; and

WHEREAS, that the duly designated officer is hereby authorized and empowered to certify to Pershing, under the seal of the City or otherwise:

- (a) a true, correct and complete copy of these Resolutions;
- (b) specimen signatures of each Authorized Person and each Designated Person empowered by these Resolutions, if so requested by Pershing;
- (c) a certificate (which, if required by Pershing, shall be supported by an opinion of the general counsel of the City, or other counsel satisfactory to Pershing) that the City is duly organized and in good standing, that City's charter authorizes the action or business described in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulation, charter, bylaw or otherwise; and

WHEREAS, that Pershing may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until Pershing shall receive due written notice of an amendment, modification or rescission of such Resolutions or certification. Further resolved that Pershing shall not be liable for any action taken or not taken upon instruction of any Authorized Person or Designated Person prior to Pershing's actual receipt of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature shall not invalidate any transaction which is in accordance with authority previously granted. Further resolved that the City shall indemnify and hold harmless Pershing and any of its subsidiaries and affiliates from any and all claims that a transaction was unauthorized or outside the scope of the City's powers, if such transaction was authorized by any of the Authorized Persons or Designated Persons; and

WHEREAS, that in the event of any change in the office or powers of persons hereby empowered, the secretary (or other duly designated officer), shall certify such changes to Pershing, in writing, which certification, when Pershing receives it, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted in accordance with all the provisions of these Resolutions; and

WHEREAS, that the City hereby authorizes Pershing to charge any amount due to Pershing under any arrangement with the City, against any or all of the accounts and other property of the City held. with Pershing or any of its affiliates, with the City remaining liable for any deficiency and each Authorized Person or Designated Person is authorized and directed to pay to Pershing by checks and/or drafts drawn upon the funds of the City such sums as may be necessary to discharge the City's obligations to Pershing; and

WHEREAS, that Pershing may apply these Resolutions to any accounts in the name of the City listed herein.

NOW, THEREFORE, BE IT RESOLVED that the City council of the City of Eastvale does hereby order as follows:

1. Authorize the establishment of custodial account with Pershing LLC for the purpose of transacting investments of City reserve funds; and
2. That the following City of Eastvale officers shall be authorized to execute the agreement to establish the Custodial Account:

City Manager - Carol Jacobs
City Treasurer - Terry Shea

PASSED, APPROVED AND ADOPTED this 23rd day of July, 2014.

Ike Bootsma
Mayor

APPROVED AS TO FORM:

ATTEST:

John E. Cavanaugh
City Attorney

Carol Jacobs
City Clerk

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) §
CITY OF EASTVALE)

I, Carol Jacobs, CITY CLERK OF THE CITY OF EASTVALE, CALIFORNIA, DO HEREBY CERTIFY that the foregoing Resolution Number 14-43 was duly and regularly adopted by the City Council of the City of Eastvale at a regular meeting thereof held the 23RD day of July, 2014, and that it was so adopted by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

City Clerk, Carol Jacobs



I. IDENTIFICATION OF QUALIFIED INTERMEDIARY / WITHHOLDING ENTITY

LEGAL NAME OF ORGANIZATION: City of Eastvale

TYPE OF ORGANIZATION: Municipal Government

ACCOUNT NUMBER: RMB030487

Be it resolved that each of the following has been duly elected or appointed and is now legally holding the title set opposite his/her name.

Carol Jacobs (Name of Authorized Person) City Manager (Title)

Terry Shea (Name of Authorized Person) Treasurer (Title)

____ (Name of Authorized Person) _____ (Title)

II. CERTIFICATION

I, Joann Gitmed, Deputy Finance Director of (Name and Title of Officer or Partner signing this Non-Corporate Resolution)

City of Eastvale (Name of Organization) hereby certify that said organization is duly and legally

organized and existing and that a quorum of the City Council (Name of Governing Body of Organization)

of said Organization attended a meeting duly held on the 23rd day of July, 2014

at which the following resolutions were duly adopted, and that such resolutions are in full force and effect on this date and

do not conflict with the Investment Policy (Name of Governing Rules) of said organization.

I further certify that I have the authority to execute this Non-Corporate Resolution on behalf of said Organization, and that the City Council (Name of Governing Body of Organization) of the Organization which took the action called for by the resolutions annexed hereto has the power to take such action.

*SIGNATURE: _____ DATE: _____

TITLE: Deputy Finance Director

*The signer should be someone other than one of the authorized person(s) named above. However, if signed by an authorized person named above, the Fed Wire Letter of Authorization and/or ACH Authorization Agreement must be signed by an authorized person other than the signer of this document.

III. RESOLUTIONS

Certified Copy Of Certain Resolutions by the Governing Body of Said Organization Whereby the Establishment and Maintenance of Accounts Have Been Authorized.

RESOLVED –

FIRST: That the named Authorized Persons of this organization or _____ or _____ be and they hereby are, and each of them is, authorized and empowered, for and on behalf of this organization (herein called the “Organization”), to establish and maintain one or more accounts with Multi-Bank Securities, Inc. (herein called the “Brokers”) and Pershing LLC, its successors or assigns, and for the purpose of purchasing, investing in, or otherwise acquiring, selling, possessing, transferring, exchanging, pledging, or otherwise disposing of or realizing upon, and generally dealing in and with;

(a) THIS PARAGRAPH PERMITS CASH TRANSACTIONS IN SECURITIES

any and all forms of securities including, but not by way of limitation, shares, stocks, options, stock options, stock index options, foreign currency options and debt instrument options, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, warrants, certificates of deposit, mortgages, choses in action, evidence of indebtedness, commercial paper, certificates of indebtedness and certificates of interest of any and every kind and nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise;

(b) THIS PARAGRAPH PERMITS CASH AND MARGIN TRANSACTIONS IN SECURITIES

any and all forms of securities including, but not by way of limitation, shares, stocks, options, stock options, stock index options, foreign currency options and debt instrument options, bonds, debentures, notes, scrip, participation certificates, rights to subscribe, warrants, certificates of deposit, mortgages, choses in action, evidence of indebtedness, commercial paper, certificates of indebtedness and certificates of interest of any and every kind and nature whatsoever, secured or unsecured, whether represented by trust, participating and/or other certificates or otherwise; and margin transactions, including short sales;

The fullest authority at all times with respect to any such commitment or with respect to any transaction deemed by any of the said Authorized Persons and/or agents to be proper in connection therewith is hereby conferred, including authority (without limiting the generality of the foregoing) to give written or oral instructions to the Brokers with respect to said transactions; to bind and obligate the Organization to and for the carrying out of any contract, arrangement, or transaction, which shall be entered into by any such Authorized Persons and/or drafts drawn upon the funds of the Organization such sums as may be necessary in connection with any of the said accounts to deposit funds with the Brokers; to deliver securities and/or contracts to the Brokers; to order the transfer or delivery thereof to any other person whatsoever, and/or to order the transfer record of any securities, or contracts, or titles, to any name selected by any of the said Authorized Persons or agents; to affix the Organization’s seal to any documents or agreements, or otherwise; to endorse any securities and/or contracts in order to pass title thereto; to direct the sale or exercise of any rights with respect to any securities; to sign for the Organization all releases, powers of attorney and/or other documents in connection with any such account, and to agree to any terms or conditions to control any such account; to direct the Brokers to surrender any securities to the proper agent or party for the purpose of effecting any exchange or conversion, or for the purpose of deposit with any protective or similar committee, or otherwise; to accept delivery of any securities, to borrow money and securities, if applicable, and to secure repayment thereof with the property of the Organization; to appoint any other person or persons to do any and all things which any and all things which any of the said Authorized Persons and/or agents is hereby empowered to do, and generally to do and take all action necessary in connection with the account, or considered desirable by such Authorized Persons and/or agents with respect thereto.

SECOND: That the Brokers may deal with any and all of the persons directly or indirectly by the foregoing resolution empowered, as though they were dealing with the Organization directly.

THIRD: That the person signing this Non-corporate Resolution on behalf of the Organization be and hereby is authorized, empowered and directed to certify to the Brokers:

- (a) a true copy of these resolutions;
- (b) specimen signatures of each and every person by these resolutions empowered;
- (c) a certificate (which, if required by brokers, shall be supported by an opinion of the general counsel of the Organization, or other counsel satisfactory to the Brokers) that the Organization is duly organized and existing, that its governing rules empower it to transact the business by these resolutions defined, and that no limitation has been imposed upon such powers by the governing rules of the Organization or otherwise.

FOURTH: That the Brokers may rely upon the certified copy of the resolutions, specimen signatures, and certificate, as continuing fully effective unless and until the Brokers shall receive due written notice of change or rescission, and the dispatch or receipt of any other form of notice shall not constitute a waiver of this provision. nor shall the fact that any person hereby empowered ceases to be an Authorized Person of the Organization or becomes an Authorized Person under some title, in any way affect the powers hereby conferred, but the failure to supply any specimen signature shall not invalidate any transaction where the party authorizing the same has been actually empowered thereto by or in conformity with these resolutions.

FIFTH: That in the event of any change in the office of powers of persons hereby empowered, an Authorized Person shall certify such changes to the Brokers in writing in the manner herein above provided, which notification, when received, shall be adequate both to terminate the powers of the persons therefore authorized, and to empower the persons thereby substituted.

SIXTH: That the Authorized Persons of the Organization be, and hereby is, authorized and empowered to countersign items as aforesaid.

SEVENTH: That the foregoing resolutions and the certificates actually furnished to the Brokers by the Authorized Person of pursuant thereto, be and they hereby are made irrevocable until written notice of the revocation thereof shall have been received by the Brokers.



MUNICIPAL DUE DILIGENCE PACKET

PAUL REHMUS

ACCOUNT EXECUTIVE

PHONE/FAX: +1 (800) 967-4513

PREHMUS@MBSSECURITIES.COM

MULTI-BANK SECURITIES, INC.
1000 TOWN CENTER, SUITE 2300
SOUTHFIELD, MI 48075

WWW.MBSSECURITIES.COM

THE INFORMATION PROVIDED IN THE FOLLOWING PAGES
HAS BEEN PREPARED TO MEET OR EXCEED YOUR
REGULATORY REQUIREMENTS.

MEMBER OF FINRA & SIPC; MSRB

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Thank you for your interest in Multi-Bank Securities, Inc. (MBS). We understand that you have numerous options for your investment needs and **we appreciate you taking the time to learn more about us and how we may be of service to you.**

As a customer of investment purchases, it's quite beneficial to you that the **investment industry is closely monitored** and as a broker/dealer we are regulated. By going to <http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/index.htm>, you can access BrokerCheck, a free tool that allows you to research the professional backgrounds of current and former FINRA-registered brokerage firms and brokers with whom you do business.

To say we have been in business since 1988 may be commonplace but what is noteworthy is that we have **maintained a zero customer complaint record.*** Institutions that may be somewhat hesitant to do business with a new broker/dealer **have offered us the opportunity to do business with them on this fact alone.** We invite you to have a look for yourself, navigate to BrokerCheck, our FINRA CRD # is **22098**.

We are proud to say **we have helped more than 5,000 institutions** like yours and **have earned and preserved the respect of our customers** by addressing their investment goals with **personal service, investment expertise, and progressive technologies.**

As a privately-held organization providing fixed-income securities, we provide you the broad market visibility that you should expect from a trusted service provider. Here are just a few additional facts on us:

- We place several billion dollars in CDs annually.
- We offer an array of Treasury and Agency Securities.
- We provide services to several thousand institutional accounts located in EVERY state in the USA.
- We clear through Pershing, LLC to reduce risk and to provide you with smooth execution.
- We serve institutional investors with investment capital ranging from one million to several billion dollars.
- We offer a variety of brokered and non-brokered solutions and have placed billions of dollars in deposits to thousands of community banks.

I hope you will find everything you need in the enclosed document to complete your due diligence on our firm. We have included information on both our firm as well as our clearing firm, Pershing LLC. For further assistance, please contact your MBS Account Executive.

We look forward to the opportunity to do business with you.

Sincerely,

Dave T. Maccagnone
Chief Executive Officer
(800) 967-9055

cc: Merlin Elsner
Chief Compliance Officer
(800) 967-9008

* Based on information available through our regulators and/or supplied to us by our clearing firm.

ADDRESS 1000 Town Center, Suite 2300
Southfield, Michigan 48075

PHONES 800.967.9045
248.291.1100

FAXES 248.291.1101

2400 East Commercial Boulevard, Suite 812
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MULTI-BANK SECURITIES, INC. IS COMMITTED TO PROVIDING YOUR MUNICIPALITY WITH THE HIGHEST QUALITY SERVICE AVAILABLE. WE ARE PROVIDING YOU WITH THE MOST CURRENT INFORMATION AVAILABLE AND BELIEVE IT WILL MEET OR EXCEED YOUR DUE DILIGENCE NEEDS AND EXPECTATIONS.

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MUNICIPAL INVESTMENT POLICY RECOMMENDATIONS & GUIDELINES

YOUR INVESTMENT POLICY

Since 1988, Multi-Bank Securities, Inc. (MBS) had been serving the investment needs of municipalities throughout the United States. It is with great care that we recommend investment products that we feel are appropriate and strictly adhere to your investment policy guidelines. We have systems in place to assist you in reducing the risk of making inappropriate investments.

MAINTENANCE OF YOUR POLICY

It is our policy to review and maintain a copy of your investment policy on file. Should your policy need reviewing, your MBS Account Executive is ready to help. Our team of highly skilled professionals is required to regularly complete continuing education to insure a broad understanding of how fixed-income products impact the municipal market. They are well versed in current regional, state, and federal governmental investment statutes and policies.

SAMPLE INVESTMENT POLICIES

National municipal organizations such as the Association of Public Treasurers of the United States & Canada (APT) and the Government Finance officers Association (GFOA) make sample investment policy guidelines and recommendations available to governmental entities. To receive a free copy, please contact your MBS Representative.

WWW.MBSSECURITIES.COM

MEMBER OF FINRA & SIPC; MSRB

2013 MUNI Investment Policy.pdf 10.18.13

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SECURITIES INVESTOR PROTECTION CORPORATION
805 FIFTEENTH STREET, N. W., SUITE 800
WASHINGTON, D.C. 20005-2215
(202) 371-8300 FAX (202) 371-6728
WWW.SIPC.ORG

March 6, 2014

3

Mr. Merlin Eisner
Chief Compliance Officer
Multi-Bank Securities, Inc.
1000 Town Center, Ste. 2300
Southfield, MI 48075

Dear Mr. Eisner:

In response to your recent email request, please be advised that according to SIPC's records, the corporation is registered with the Securities and Exchange Commission as a securities broker or dealer under Section 15(b) of the 1934 Act, (8-39547, 5/6/1988). By operation of the Securities Investor Protection Act of 1970, the corporation is a SIPC member unless (i) its principal business, in the determination of SIPC, taking into account business of affiliated entities, is conducted outside the United States and its territories and possessions; (ii) its business as a broker or dealer consists exclusively of (I) the distribution of shares of registered open end investment companies or unit investment trusts, (II) the sale of variable annuities, (III) the business of insurance, or (IV) the business of rendering investment advisory services to one or more registered investment companies or insurance company separate accounts, or (iii) it effects transactions in security futures products only.

Sincerely,

A handwritten signature in blue ink that reads "Linda McKenzie Siemers".

Linda McKenzie Siemers
Asst. VP – Member Assessments
Human Resources & Facilities

LMcKS:kew

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UNDERSTANDING THE PROTECTION OF CLIENT ASSETS

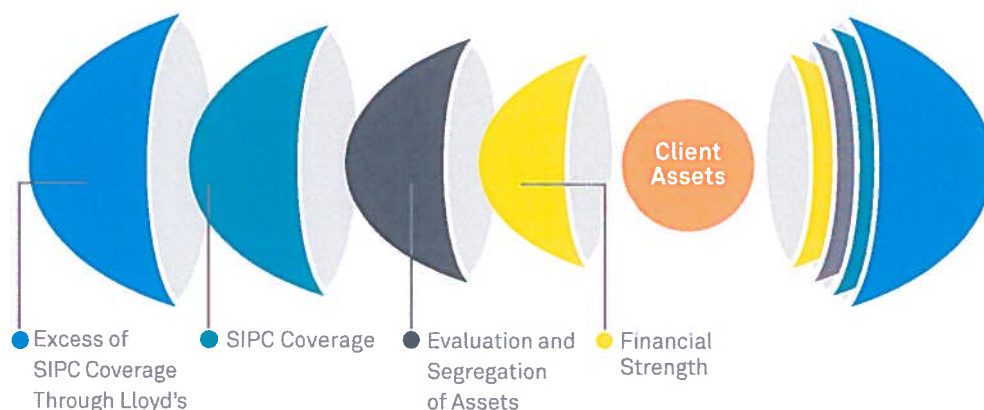
4TH QUARTER 2013

PERSHING'S STRENGTH, STABILITY AND FOCUS

Pershing LLC (Pershing), a BNY Mellon company, has been a leading global provider of financial business solutions for 75 years and serves many of the world's most respected financial organizations. We remain committed to the safekeeping, servicing, segregation and reporting of our global client assets.

THE PROTECTION OF CLIENT ASSETS REMAINS AT THE CENTER OF OUR FOCUS

4



FINANCIAL STRENGTH—DECEMBER 31, 2013

Pershing's core financial strength provides the foremost measure of protection for our global client assets. Our parent company, BNY Mellon, is a leading provider of financial services for institutions, corporations and high-net-worth individuals. Pershing's financial strength does not protect against loss due to market fluctuation.

Pershing, a BNY Mellon company

- › Over \$1 trillion in global client assets
- › Net capital of over \$1.5 billion—well above the minimum requirement

BNY Mellon

- › \$27.6 trillion in assets under custody and/or administration
- › \$1.6 trillion in assets under management
- › Total shareholders' equity: \$37.5 billion
- › Market capitalization: \$39.9 billion

Pershing[®]


BNY MELLON

EVALUATION AND SEGREGATION OF ASSETS

As required, Pershing segregates clients' fully paid-for assets from our own to ensure the return of client assets in the unlikely event of the financial failure of Pershing. Pershing also takes the following measures to protect client assets:

- › Annual audit by a major independent audit firm and the audit team at our parent company, BNY Mellon
- › Annual Service Organizations report (as required) by a major independent audit firm provides additional evaluation of the design and operating effectiveness of Pershing's internal controls related to:
 - Account transfers
 - Billing
 - Clearance and settlement
 - Confirmations and cash management functions
 - Corporate actions
 - Foreign exchange and prime brokerage controls
 - Interest
 - Margin monitoring
 - Order and trade processing
 - Physical custody
 - Pricing
 - Statements
- › Maintenance of enough liquid assets, net of any liabilities, to ensure the return of clients' fully paid-for assets in the event of Pershing's failure and liquidation
- › Quarterly vault inspection and securities verification to confirm custody of fully paid-for client assets

SECURITIES INVESTOR PROTECTION CORPORATION (SIPC*) COVERAGE

Pershing is a member of the SIPC, which protects securities customers of its members up to \$500,000 (including \$250,000 for claims for cash). Explanatory brochure available upon request or at sipc.org.

EXCESS OF SIPC COVERAGE THROUGH UNDERWRITERS AT LLOYD'S

In addition to SIPC protection, Pershing provides coverage in excess of SIPC limits from certain underwriters in Lloyd's insurance market. The excess of SIPC insurance program is valid through February 10, 2015 for Pershing LLC accounts. It provides the following protection for Pershing LLC's global client assets:

- › An aggregate loss limit of \$1 billion for eligible securities—over all client accounts
 - › A per-client loss limit of \$1.9 million for cash awaiting reinvestment—within the aggregate loss limit of \$1 billion
- SIPC and the excess of SIPC insurance policy do not protect against loss due to market fluctuation.

An excess of SIPC claim would only arise if Pershing failed financially and client assets for covered accounts—as defined by SIPC—cannot be located due to theft, misplacement, destruction, burglary, robbery, embezzlement, abstraction, failure to obtain or maintain possession or control of client securities, or to maintain the special reserve bank account required by applicable rules.

Lloyd's currently holds A+ ratings from Fitch Ratings and Standard & Poor's® (S&P®), and an A rating from A.M. Best. These ratings are based on the financial strength of the company and are subject to change by the rating agencies at any time.¹ For more information about Lloyd's, please see www.lloyds.com.

¹ Ratings as of November 2013.

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 pershing.com

One Pershing Plaza, Jersey City, NJ 07399
OVR-PER-SF-4013-1-14





March 1, 2014

To Whom It May Concern:

This letter is to inform you that we at Multi-Bank Securities, Inc. (MBS) do not give accounting, regulatory, tax, or legal advice. However, MBS makes every effort to recommend investments that we feel are appropriate for our clients.

It is our intention to maintain on file an investment policy from every one of our clients. If you have a written investment policy outlining the types of investments that you can and cannot make, please forward it to us at your convenience. We have designed a system of controls to help reduce the risk of inappropriate investments for our clients.

Sincerely,

David T. Maccagnone
Chief Executive Officer
Multi-Bank Securities, Inc.

ADDRESS 1000 Town Center, Suite 2300
Southfield, Michigan 48075

PHONES 800.967.9045
248.291.1100

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A Veteran-Owned Business



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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	March 31, 2016
Estimated average burden hours per response.....	12.00

**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8- 39547

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/13 AND ENDING 12/31/13
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Multi-Bank Securities, Inc.

OFFICIAL USE ONLY

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM I.D. NO.

1000 Town Center, Suite 2300

(No. and Street)

Southfield

MI

48075

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Jeffery Maccagnone

(248) 291-1100

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Carnaghi & Schwark, PLLC

(Name - if individual, state last, first, middle name)

30435 Groesbeck Highway

Roseville

MI

48066

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- Certified Public Accountant
 Public Accountant
 Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

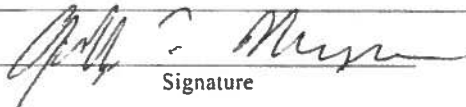
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

OATH OR AFFIRMATION

I, Jeffery Maccagnone, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Multi-Bank Securities, Inc., as of December 31, 20 13, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:


Signature

President
Title


Notary Public

STEPHANIE M. WOOD
Notary Public, Wayne County, MI
My Commission Expires April 9, 2014
Acting in the County of Oakland

This report ** contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



MULTI-BANK SECURITIES, INC.
STATEMENT OF FINANCIAL CONDITION
December 31, 2013

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CARNAGHI & SCHWARK, PLLC

CERTIFIED PUBLIC ACCOUNTANTS
UPTON PROFESSIONAL BUILDING
30435 GROESBECK HIGHWAY
ROSEVILLE, MICHIGAN 48066

Anthony L. Carnaghi, CPA
Douglas W. Schwark, CPA
Louis J. Carnaghi, CPA

(586) 779-8010
FAX (586) 771-8970

INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholder
Multi-Bank Securities, Inc.

We have audited the accompanying statement of financial condition of Multi-Bank Securities, Inc. as of December 31, 2013, that is filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statement.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of Multi-Bank Securities, Inc. as of December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Carnaghi + Schwark, PLLC

February 19, 2014

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MULTI-BANK SECURITIES, INC.
STATEMENT OF FINANCIAL CONDITION
December 31, 2013

ASSETS

Assets:	
Cash	\$ 7,683,928
Accounts receivable:	
Brokers, dealers and clearing organization	32,060,719
Deposit - clearing organization	2,000,000
Other	88,854
Securities owned, at fair value	70,795,262
Prepaid expenses	258,672
Amount due from Parent Company (Note 4)	1,996,206
Deferred tax asset (Note 2)	1,690,600
	<u>\$116,574,241</u>
Other assets:	
Deferred costs (Note 6)	2,206,143
Total assets	<u>\$118,780,384</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities:	
Accounts payable:	
Commissions due sales representatives	\$ 3,522,569
Other	275,409
Securities sold, not yet purchased, at fair value	61,009,458
Accrued interest – subordinated debt	210,972
Accrued expenses	1,199,078
Total current liabilities	<u>66,217,486</u>
Subordinated debt (Note 7)	20,000,000
Subordinated debt – Exit fee (Note 7)	620,000
Deferred compensation (Note 9)	4,972,361
Total long-term liabilities	<u>25,592,361</u>
Total liabilities	91,809,847
Stockholder's equity:	
Common stock, par value \$1.00 per share; 50,000 shares authorized; 16,000 shares issued	16,000
Capital in excess of par value	733,000
Retained earnings	26,221,537
Total stockholder's equity	<u>26,970,537</u>
	<u>\$118,780,384</u>

See accompanying notes.

MULTI-BANK SECURITIES, INC.
NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2013

Note 1 - ORGANIZATION

Multi-Bank Securities, Inc. (the "Company") is an institutional fixed-income securities broker-dealer registered with the Financial Industry Regulatory Authority (FINRA) and the U.S. Securities and Exchange Commission. The Company is a wholly owned subsidiary of Multi-Bank Services, Ltd. See Note 4 for transactions with Parent Company.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition

Securities transactions are recorded on the trade date, as if they had settled. Profit and losses arising from all securities transactions are recorded on a trade date basis.

Securities owned and securities sold, not yet purchased are recorded at fair value in accordance with FASB ASC 820, *Fair Value Measurements and Disclosures*.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Concentrations of Counterparty Credit Risk

The Company is engaged in various trading and brokerage activities with counterparties that primarily include broker-dealers, banks, and other financial institutions. In the event the counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty. The Company monitors its exposure to risk through a variety of control procedures, including daily review of trading positions.

Federal Income Taxes

The Company files a consolidated Federal income tax return with its Parent Company. The provision for Federal income tax for the year ended December 31, 2013 is based on a separate return filing. The amount of current and deferred taxes payable or refundable is recognized as of the date of the financial statements, utilizing currently enacted tax laws and rates. The Company's income tax asset relates primarily to deferred compensation and represents the amount available to reduce income taxes payable in future years.

The Company recognizes and measures its unrecognized tax benefits in accordance with FASB ASC 740, *Income Taxes*. The primary objective of ASC 740 is to prescribe measurement and disclosure requirements for income tax provisions when uncertainty exists as to whether the reporting entity's tax positions would be sustained in the event of an examination. Company management believes that there are no material uncertainties in which tax positions taken would not be sustained upon examination.

MULTI-BANK SECURITIES, INC.
NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2013
(Continued)

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subsequent Events

The Company has evaluated events and transactions for potential recognition or disclosure through February 19, 2014, which is the same date the financial statements were available to be issued.

Note 3 – FAIR VALUE

Fair Value Measurement

FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by FASB ASC 820, are used to measure fair value.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access.
- Level 2 inputs are inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly or indirectly.
- Level 3 are unobservable inputs for the asset or liability and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs should be developed based on the best information available in the circumstances and may include the Company's own data.)

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

MULTI-BANK SECURITIES, INC.
NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2013
(Continued)

Note 3 – FAIR VALUE (Continued)

The following table presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2013.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Corporate and other debt	\$ -	\$ 2,349,482	\$ -	\$ 2,349,482
U.S. government and agency	-	54,327,074	-	54,327,074
U.S. Treasuries	14,056,588	-	-	14,056,588
Municipal debt	-	50,178	-	50,178
Equities	<u>11,940</u>	<u>-</u>	<u>-</u>	<u>11,940</u>
Total securities owned	<u>\$ 14,068,528</u>	<u>\$ 56,726,734</u>	<u>\$ -</u>	<u>\$ 70,795,262</u>
Liabilities:				
U.S. government and agency	\$ -	\$ 28,950,416	\$ -	\$ 28,950,416
U.S. Treasuries	32,008,206	-	-	32,008,206
Municipal debt	<u>-</u>	<u>50,836</u>	<u>-</u>	<u>50,836</u>
Total securities sold, not yet purchased	<u>\$ 32,008,206</u>	<u>\$ 29,001,252</u>	<u>\$ -</u>	<u>\$ 61,009,458</u>

Note 4 - TRANSACTIONS WITH PARENT COMPANY

The Parent Company, Multi-Bank Services, Ltd. provides various administrative services to the Company, including furniture and fixtures. For the year ended December 31, 2013, administrative expenses charged to the Company amounted to \$300,000.

In addition, at various times, each Company makes advances to each other. The net of all inter-company activity resulted in a receivable from the Parent Company in the amount of \$1,996,206 at December 31, 2013.

Note 5 - NET CAPITAL REQUIREMENTS

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1). Based on the provisions of this rule, the Company must maintain net capital equivalent to the greater of \$100,000 or 1/15th of aggregate indebtedness, as defined.

At December 31, 2013, the Company's net capital was \$39,182,209 and its required net capital was \$720,026. The ratio of aggregate indebtedness to net capital (which may not exceed 15 to 1) was .28 to 1.

MULTI-BANK SECURITIES, INC.
NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2013
(Continued)

Note 6 – DEFERRED COSTS

Deferred costs in the amount of \$2,206,143 at December 31, 2013 are summarized as follows:

	<u>Borrowing fees and related costs</u>	<u>Website Development costs</u>	<u>Total</u>
Balance, 12/31/12	\$ 1,028,638	\$ 1,013,140	\$ 2,041,778
Additions	-	616,105	616,105
Amortization	(301,200)	(150,540)	(451,740)
Balance, 12/31/13	<u>\$ 727,438</u>	<u>\$ 1,478,705</u>	<u>\$ 2,206,143</u>

Borrowing fees and related costs represent amounts paid in connection with the financing of the subordinated debt. These amounts are being amortized over the original term of the loan.

Website development costs represent amounts paid in connection with the website application and infrastructure development of a web-based platform as a means for financial institutions to research, trade, or obtain both brokered and non-brokered funding alternatives. These costs are being amortized over the estimated useful life of ten years.

Note 7 – SUBORDINATED DEBT

The Company in consideration of the sum of \$20,000,000 has a subordinated loan agreement with a private investment firm. The loan bears interest at 12.25% per annum and matures on May 31, 2018. The debt is subordinate in right of payment to all claims of all other present and future creditors of the Company. The subordinated debt has been approved by the Financial Industry Regulatory Authority (FINRA) and is thus available in computing the Company's net capital under the SEC's net capital rule.

During the year ended December 31, 2013 the note was amended to extend the maturity date from May 31, 2016 to May 31, 2018.

In addition, under the terms of the agreement the Company is obligated to pay an exit fee of \$1,200,000 at maturity. The Company is accruing for this obligation over the original term of this agreement.

MULTI-BANK SECURITIES, INC.
NOTES TO STATEMENT OF FINANCIAL CONDITION
December 31, 2013
(Continued)

Note 8 - EMPLOYEES' BENEFIT PLAN

The Company maintains a defined contribution 401(k) benefit plan covering all eligible employees of the Company. Under provisions of the Plan, participating employees can elect to contribute to their account a percentage of their compensation not to exceed the limitations imposed by the Internal Revenue Service. In addition, the Company at its discretion may make a matching contribution, which percentage will be determined each year by the Company. For the year ended December 31, 2013, the Company elected not to make a matching contribution.

Note 9 – DEFERRED COMPENSATION PLAN

The Company maintains a Deferred Compensation Plan available to a select group of management and highly compensated employees. The plan allows participants each year to elect to defer all or a portion of their salary and bonuses. All deferrals to the participants' accounts vest immediately. Deferred account balances earn interest at 7% per annum.

At December 31, 2013 the total deferred compensation in the amount of \$4,972,361 includes \$167,890 of accrued interest.

Note 10 - OPERATING LEASE COMMITMENTS

The Company leases its primary operating facilities in Southfield, Michigan and Ft. Lauderdale, Florida. They also lease facilities in various other states. The minimum lease payments on these leases are summarized as follows:

<u>Years Ended December 31,</u>	<u>Amount</u>
2014	275,000
2015	319,000
2016	308,000
2017	239,000
2018	246,000

The lease agreements include escalation clauses that increase the minimum rental payment for increased lessor taxes and operating expenses.

For the year ended December 31, 2013, the total lease expense pursuant to the above operating leases amounted to \$347,631.

Furniture and equipment is provided by the Parent Company, the charge for which is included in the administrative charges paid to the Parent Company, see Note 4.



REGULATORY, STATE, & TERRITORY REGISTRATIONS

Jurisdiction/SRO	Category	Status	Status As Of Date
AK	Broker Dealer	Approved	03/27/1997
AL	Broker Dealer	Approved	11/07/1994
AR	Broker Dealer	Approved	05/02/1997
AZ	Broker Dealer	Approved	10/11/2001
CA	Broker Dealer	Approved	03/30/1994
CO	Broker Dealer	Approved	04/23/1991
CT	Broker Dealer	Approved	08/20/1998
DC	Broker Dealer	Approved	03/30/1994
DE	Broker Dealer	Approved	10/11/1994
FINRA	Broker Dealer	Approved	12/23/1988
FL	Broker Dealer	Approved	02/05/1991
GA	Broker Dealer	Approved	02/28/1994
HI	Broker Dealer	Approved	04/05/1995
IA	Broker Dealer	Approved	03/31/1994
ID	Broker Dealer	Approved	03/20/1997
IL	Broker Dealer	Approved	07/13/1989
IN	Broker Dealer	Approved	03/24/1997
KS	Broker Dealer	Approved	05/04/1994
KY	Broker Dealer	Approved	03/08/1994
LA	Broker Dealer	Approved	09/07/1994
MA	Broker Dealer	Approved	07/25/1994
MD	Broker Dealer	Approved	03/11/1994
ME	Broker Dealer	Approved	05/24/1994
MI	Broker Dealer	Approved	08/31/1988
MN	Broker Dealer	Approved	09/02/1994
MO	Broker Dealer	Approved	05/02/2002
MS	Broker Dealer	Approved	03/04/1994
MT	Broker Dealer	Approved	02/14/1994
NC	Broker Dealer	Approved	08/02/1994
ND	Broker Dealer	Approved	04/25/1997
NE	Broker Dealer	Approved	11/02/1994

DATA CURRENT AS OF: MARCH 1, 2014 (continued)

CRD#: 22098

REGULATORY, STATE, & TERRITORY REGISTRATIONS

Jurisdiction/SRO	Category	Status	Status As Of Date
NH	Broker Dealer	Approved	09/28/1995
NJ	Broker Dealer	Approved	11/09/1994
NM	Broker Dealer	Approved	08/02/1994
NV	Broker Dealer	Approved	05/23/1994
NY	Broker Dealer	Approved	06/05/1996
OH	Broker Dealer	Approved	11/21/1994
OK	Broker Dealer	Approved	06/04/1991
OR	Broker Dealer	Approved	04/04/1997
PA	Broker Dealer	Approved	03/07/1994
PR	Broker Dealer	Approved	02/10/2000
RI	Broker Dealer	Approved	03/02/1994
SC	Broker Dealer	Approved	08/04/1994
SD	Broker Dealer	Approved	03/04/1994
SEC	Broker Dealer	Approved	05/06/1988
TN	Broker Dealer	Approved	08/04/1994
TX	Broker Dealer	Approved	06/29/1990
UT	Broker Dealer	Approved	01/19/1994
VA	Broker Dealer	Approved	05/16/1994
VI	Broker Dealer	Approved	01/30/2012
VT	Broker Dealer	Approved	06/18/1997
WA	Broker Dealer	Approved	10/04/1989
WI	Broker Dealer	Approved	09/06/1991
WV	Broker Dealer	Approved	01/28/1994
WY	Broker Dealer	Approved	08/08/1994



IMPORTANT COMPLIANCE INFORMATION

USA PATRIOT ACT

Multi-Bank Securities, Inc. is committed to complying with U.S. statutory and regulatory requirements designed to combat money laundering and terrorist financing. The USA PATRIOT Act requires that all financial institutions obtain certain identification documents or other information in order to comply with their customer identification procedures (CIP).

What this means for you is when you open an account, we will ask for your name, address, date of birth and other information that will allow us to identify you. We may also ask to see your driver's license or other identifying documents. Until you provide the required information or documents, we may not be able to open an account or effect any transactions for you. For additional information, contact Merlin Elsner, our Designated AML Officer, at (800) 967-9008.

ORDER ROUTING

Order routing information for your specific orders is available upon request by contacting your account executive. You can also see the most recent quarterly order routing information at our corporate website, www.mbssecurities.com, by clicking on Order Routing at the bottom of the home page.

FINRA BROKERCHECK INFORMATION

The FINRA BrokerCheck Program is available at www.finra.org by clicking on Protect Yourself, then clicking on BrokerCheck under Before You Invest. This site gives background information, registration/license status, and disciplinary history of brokers and firms.

SECURITIES INVESTOR PROTECTION CORPORATION (SIPC)

Information about SIPC, including the SIPC brochure, can be obtained by calling SIPC at (202) 371-8300 or at the SIPC website: www.sipc.org.

FIRM CONTACT INFORMATION

If you have any concerns with your account, please contact Merlin Elsner, our Chief Compliance Officer, at (800) 967-9008.

Updated March 2014



PRIVACY POLICY

Multi-Bank Securities, Inc. respects your right to privacy. We have always been committed to securing the confidentiality and integrity of your personal information. We are proud of our privacy practices and want our current and prospective clients to understand what information we collect and how we use it.

WHY WE COLLECT YOUR INFORMATION

We gather information about you and your accounts so that we can (i) know who you are and thereby prevent unauthorized access to your information, (ii) design and improve the products and services we offer, and (iii) comply with the laws and regulations that govern the financial industry.

WHAT INFORMATION WE COLLECT

We may collect the following types of 'non-public personal information' about you:

- Information about your identity, such as your name, address, and tax identification number
- Information about your transactions with us
- Information we receive from you on applications, forms, or through discussion

SOURCES FROM WHICH WE OBTAIN YOUR INFORMATION

We collect non-public personal information about Multi-Bank Securities, Inc. clients from the following sources:

- Information we receive from you on applications, forms or through direct discussion with you
- Information we may obtain via the Internet
- Information we receive from our clearing firm or any third-party vendor for authentication purposes

WHAT INFORMATION WE DISCLOSE

Your securities account is carried by our clearing firm pursuant to clearing agreements. We may disclose to them all the information we collect regarding your account. Our clearing firm is contractually obligated to keep the information we have provided them confidential, and use the information only for the services required and as allowed by applicable law or regulation.

We may also disclose information to third parties to effect a transaction you request or authorize; for example, to a bank from which you wish to purchase a certificate of deposit.

We do not disclose any non-public personal information about our customers or former customers to anyone, except as permitted by law and noted above. Moreover, we will not release information about our customers or former customers, except as noted above, unless one of the following conditions is met:

- We receive your prior written consent
- We believe the recipient to be you or your authorized representative
- We are required by law or regulation to release information to the recipient

CONFIDENTIALITY AND SECURITY

We maintain physical, electronic, and procedural safeguards to protect your personal account information. We also restrict access to your personal and financial data to authorized associates who have a need for these records. We require all non-affiliated organizations to conform to our privacy standards and are contractually obligated to keep the provided information confidential and used only as requested. Furthermore, we will continue to adhere to the privacy policies and practices described in this notice even after your account is closed or becomes inactive.

The examples contained within the Privacy Policy are illustrations and are not intended to be exclusive. If there are material changes to this policy they will be posted on our website at www.mbssecurities.com.

Updated March 2014



BUSINESS CONTINUITY STATEMENT

If after a significant business disruption you cannot contact us as you usually do through your account executive or your branch office, you should call our alternative number 800-967-5094 or go to our website at www.mbssecurities.com. If you cannot access us through either of those means, contact our clearing firm Pershing LLC (Pershing) directly in one of three ways:

1. Call 1-201-413-3635. Pershing will process limited trade-related transactions (option #1), cash disbursements (option #2), and security transfers (option #3) on your behalf
2. Via Facsimile at 1-201-413-5368
3. Via Postal Service, at "Pershing LLC, P.O. Box 2065, Jersey City, New Jersey 07303-2065"

OUR BUSINESS CONTINUITY PLAN

We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption. Our business continuity plan addresses: data back up and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical suppliers, contractors, banks, and counter-party impact; regulatory reporting; and assuring our customers prompt access to their funds and securities if we are unable to continue our business. Our clearing firm, Pershing, backs up our important records in a geographically separate area. While every emergency situation poses unique problems based on external factors, such as time of day and the severity of the disruption, we have been advised by our clearing firm that its objective is to quickly restore its own operations and be able to complete existing transactions and accept new transactions and payments. Your orders and requests for funds and securities could be delayed during the restoration period.

VARYING DISRUPTIONS

Significant business disruptions can vary in their scope, such as the business district, the city, or the entire region where one or more of our offices are located. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to one or more of our offices, we will transfer our operations to an appropriate site when needed, and expect to recover and resume business within twenty-four hours. In a disruption affecting a larger area, we will transfer our operations to a site outside of the affected area when needed, and expect to recover and resume business within forty-eight hours. In either situation, we plan to continue in business, transferring operations to our clearing firm if necessary, and notify you through our web site www.mbssecurities.com or our customer emergency number, 800-967-5094 on how to contact us. If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customers' prompt access to their funds and securities.

For more information - If you have questions about our business continuity planning, you can contact us at businesscontinuity@mbssecurities.com.

CORPORATE HEADQUARTERS

1000 Town Center, Suite 2300
Southfield, MI 48075
(800) 967-9045
Fax (248) 291-1101

Updated March 2014

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March 1, 2014

To Whom It May Concern,

This letter is to inform you that as of the date of this letter, (1) there are no current regulatory sanctions outstanding against Multi-Bank Securities, Inc. (MBS), nor any of its account executives or officers, and (2) MBS has never had a regulatory customer complaint.*

Additionally, MBS certifies that it has implemented an AML program in compliance with all applicable anti-money laundering statutes, rules, and regulations, including without limitation the USA PATRIOT Act, the BSA, and the statutes, rules, and regulations administered by OFAC and FinCEN. This AML program includes the following:

- The designation of an AML Officer
- An AML program consisting of written policies, procedures, and controls, approved by the Board of Directors on an annual basis
- A Customer Identification Program as prescribed in Section 326 of the USA PATRIOT Act
- A process designed to comply with the requirements of OFAC
- An ongoing employee AML training program
- An annual independent audit to test the effectiveness of the AML Program

Sincerely,

Merlin Elsner
Chief Compliance Officer
Multi-Bank Securities, Inc.

* Based on information available through our regulators and/or supplied to us by our clearing firm.

ADDRESS 1000 Town Center, Suite 2300
Southfield, Michigan 48075

PHONES 800.967.9045
248.291.1100

FAXES 248.291.1101

2400 East Commercial Boulevard, Suite 812
Ft. Lauderdale, Florida 33308

800.967.9045
954.351.6930
954.351.9197

Member of FINRA & SIPC; MSRB
A Veteran-Owned Business



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MULTI-BANK SECURITIES, INC.
ANTI-MONEY LAUNDERING POLICY TEST PROCEDURES
JANUARY 1, 2014

Executive Summary

Multi-Bank Securities, Inc. (MBS) has in place an Anti-Money Laundering (AML) policy. Merlin Elsner is Chief Compliance Officer and Michael W. Drews is the Florida Compliance Officer. Management has approved the AML policy as written, and all questions are to be directed to Merlin Elsner. The Company AML policy is available for review upon request.

Merlin Elsner is responsible for ensuring the review of all new accounts. Additionally, the company's clearing agent Pershing, LLC (Pershing) also reviews each account. Many MBS accounts (credit unions, banks, municipalities and SEC registered investment advisors) are exempt from full Customer Identification Procedures (CIP). MBS relies on the fact that each of these exempted institutional entities are independently audited to ensure AML compliance. Whenever practical and/or available, MBS will review external AML policies and independent audit reports made available for compliance with appropriate rules and regulations.

MBS engaged the Company Controller to perform the annual AML Independent Testing. The Company Controller operates fully independent of the Compliance Department and reports directly to the CEO. During the annual independent testing of our AML procedures, randomly selected accounts were checked against the OFAC list found at www.ustreas.gov/ofac. Further, the Controller verified as of the most recent test (concluded December 30th, 2013), none of the randomly selected accounts were found on the OFAC list. The Company Controller found no material deficiencies for 2013.

Day to Day Operations

Michael W. Drews, or his designee(s) are responsible for making sure that all new accounts have appropriate and sufficient information, including names, addresses, and tax identification numbers prior to opening the accounts. The trading desk will reject all improperly filled out forms or forms missing information. Pershing systems do not allow for customer accounts to be opened without proper identification information.

Pershing is responsible for verifying new control lists with all existing accounts. They have assured us that they do this task regularly.

Merlin Elsner is responsible for deposit and withdrawal review. He follows the AML policy instructions for verifying information and recordkeeping. Mr. Elsner reviews the in-house Pivotal reports as well as Pershing system reports to capture all information necessary for his AML review. MBS does not accept money or securities from clients at any time. MBS account activity is reviewed systematically against a complex series of dynamic logical rules to screen for potential AML activity through the Pershing Platform. This platform produces behavior-based reports which are reviewed in addition to internal CRM reports. CRM reports are reviewed on a daily basis by Executive Management. This two-pronged approach ensures that MBS has in place an adequate policy to guard against and detect potential AML activity.

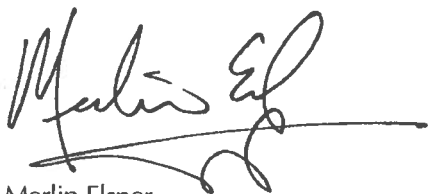
Merlin Elsner is also responsible for ensuring the review the bi-weekly Financial Crimes Enforcement Network (FinCEN) report and compares them to the MBS customer database in a timely fashion. Evidence of these report reviews is kept extremely confidential and is available for review upon request from FINRA and/or the SEC. MBS screens new accounts (Banks, Credit Unions, municipalities are exempt) against the Office of Foreign Asset Control (OFAC) database. Pershing screens accounts and transaction beneficiaries against the report for all clearing transactions. MBS performs OFAC screening on an "ongoing" basis in addition to the initial account opening procedures.

Merlin Elsner is responsible for AML training of new and existing employees. The company also holds employee meetings to cover sales practice and compliance issues. The company maintains attendance records and has the record book available for review as necessary. Employees must complete Firm Element continuing education training as well as the FINRA required continuing education. Merlin Elsner handles compliance training for all MBS locations.

The company has procedures in place to maintain files for at least five years. The company maintains documentation for two years on site. The company also has an off-site storage facility to maintain previous years. The Company Controller personally verifies the packaging and storage of all relevant documents. The off-site storage facility was subjected to an inspection by MBS and all associated files were stored in a safe and secure location with extremely limited access.

Merlin Elsner is responsible for the Suspicious Activity Report (SAR). Mr. Elsner is familiar with the SAR form and BSA E-filing procedures. He will file a SAR immediately as applicable. The company does not accept money from clients; and therefore, does not maintain a Currency Transaction Report (CTR). All customer checks must be payable to Pershing LLC and all money wires go directly to Pershing. Pershing will not accept funds that originate from outside of the United States, this includes, but is not limited to, checks and electronic transfers.

Please contact me at 1-800 967-9008 with any questions related to this AML document.

A handwritten signature in black ink, appearing to read 'Merlin Elsner', with a long horizontal flourish extending to the right.

Merlin Elsner
Chief Compliance Officer
Multi-Bank Securities, Inc.

PERSHING LLC
(An Indirect Wholly Owned Subsidiary of
The Bank of New York Mellon Corporation)

Statement of Financial Condition

December 31, 2013

(With Reports of Independent Registered Public Accounting Firm)

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PERSHING LLC
(An Indirect Wholly Owned Subsidiary of
The Bank of New York Mellon Corporation)

Statement of Financial Condition

December 31, 2013

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Report of Independent Registered Public Accounting Firm

The Board of Managers and
Member of Pershing LLC:

We have audited the accompanying statement of financial condition of Pershing LLC as of December 31, 2013, that is filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the statement of financial condition (the financial statement).

Management's Responsibility for the Financial Statement

Management is responsible for the preparation and fair presentation of this financial statement in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statement that is free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statement referred to above presents fairly in all material respects, the financial position of Pershing LLC as of December 31, 2013, in accordance with U.S. generally accepted accounting principles.

KPMG LLP

February 26, 2014

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PERSHING LLC
 (An Indirect Wholly Owned Subsidiary of
 The Bank of New York Mellon Corporation)

Statement of Financial Condition

December 31, 2013

(Dollars in millions)

Assets	
Cash and cash equivalents	\$ 583
Cash and securities segregated for regulatory purposes	5,637
Collateralized financing agreements:	
Securities borrowed	4,661
Securities purchased under agreements to resell	796
Receivables:	
Customers	10,100
Broker-dealers and clearing organizations	2,977
Affiliates	1,357
Intangible assets	30
Financial instruments owned, at fair value	21
Other assets	347
Total assets	<u>\$ 26,509</u>
Liabilities and Member's Equity	
Liabilities:	
Drafts payable	\$ 390
Collateralized financing agreements:	
Securities sold under agreements to repurchase	3,292
Securities loaned	1,938
Payables:	
Customers	14,417
Broker-dealers and clearing organizations	1,727
Affiliates	2,128
Financial instruments sold, but not yet purchased, at fair value	4
Accounts payable, accrued expenses and other	289
Total liabilities	<u>24,185</u>
Member's contributions	756
Accumulated earnings	1,568
Total member's equity	<u>2,324</u>
Total liabilities and member's equity	<u>\$ 26,509</u>

See accompanying notes to statement of financial condition.

PERSHING LLC
(An Indirect Wholly Owned Subsidiary of
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Notes to Statement of Financial Condition
December 31, 2013

(1) Organization and Description of Business

Pershing LLC (the Company) is a single member Delaware Limited Liability Company and a wholly owned subsidiary of Pershing Group LLC (the Parent), which is a wholly owned subsidiary of The Bank of New York Mellon Corporation (BNY Mellon).

The Company is registered as a securities broker-dealer with the Securities and Exchange Commission (SEC) authorized to engage in fully disclosed and omnibus clearing, sales and trading and brokerage services. The Company is a member of the New York Stock Exchange, Inc. (NYSE), Financial Industry Regulatory Authority (FINRA), Chicago Board of Options Exchange, Inc., Securities Investor Protection Corporation (SIPC), and other regional exchanges.

(2) Summary of Significant Accounting Policies

The Company's statement of financial condition is prepared in accordance with accounting principles generally accepted in the United States of America which require the use of management's best judgment and estimates. Estimates and assumptions that affect the reported amounts in the statement of financial condition and accompanying notes may vary from actual results.

(a) Cash and Cash Equivalents

The Company defines cash and cash equivalents as highly liquid investments with original maturities of three months or less.

(b) Cash and Securities Segregated for Regulatory Purposes

The Company defines cash and securities segregated for regulatory purposes as deposits that have been segregated in a special reserve bank account for the benefit of customers under Rule 15c3-3 of the SEC.

(c) Collateralized Financing Agreements

Securities sold under agreements to repurchase (repurchase agreements) and securities purchased under agreements to resell (resale agreements) are treated as financing arrangements and are carried at their contract amount, the amount at which they will subsequently be resold or repurchased, plus related accrued interest. Repurchase and resale agreements are typically collateralized by cash or government and government agency securities and generally have terms from overnight up to three months. The Company nets repurchase agreements and resale agreements in the statement of financial condition in accordance with Accounting Standards Codification (ASC) 210-20, *Offsetting of Amounts Related to Certain Repurchase and Reverse Repurchase Agreements*. The impact of netting as of December 31, 2013 was \$799.1 million.

Securities borrowed and securities loaned are financing arrangements that are recorded at the amount of cash collateral advanced or received. For securities borrowed, the Company deposits cash, letters of credit or other collateral with the lender. For securities loaned, the Company receives cash collateral that typically exceeds the market value of securities loaned.

(continued)

PERSHING LLC
(An Indirect Wholly Owned Subsidiary of
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Notes to Statement of Financial Condition
December 31, 2013

It is the Company's policy to take possession of the underlying collateral, monitor its market value relative to the amounts due under the agreements and, when necessary, require prompt transfer of additional collateral or reduction in the loan balance in order to maintain contractual margin protection. In the event of counterparty default, the financing agreement provides the Company with the right to liquidate the collateral held.

(d) *Receivables and Payables – Broker-Dealers and Clearing Organizations*

Receivables from brokers, dealers and clearing organizations include amounts receivable for securities not delivered by the Company to a purchaser by the settlement date (fails to deliver), deposits with clearing organizations and the Company's introducing brokers' margin loans. Payables to brokers, dealers and clearing organizations include amounts payable for securities not received by the Company from a seller by the settlement date (fails to receive), clearing deposits from introducing brokers and amounts payable to the Company's introducing brokers.

(e) *Fair Value of Financial Instruments Owned*

ASC 820, *Fair Value Measurement and Disclosures*, defines fair value, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. ASC 820 defines fair value as "the price that would be received to sell an asset and paid to transfer a liability in an ordinary transaction between market participants at the measurement date." Under ASC 820, fair value is generally based on quoted market prices. If quoted market prices are not available, fair value is determined based on other relevant factors, including price activity for equivalent instruments and valuation pricing models. See note 4 to Statement of Financial Condition for disclosures with respect to ASC 820.

(f) *Fixed Assets and Intangibles*

Fixed assets are recorded at cost, net of accumulated depreciation. Depreciation is recorded on a straight-line basis over the useful lives of the related assets, generally two to five years. Leasehold improvements are amortized on a straight-line basis over the lesser of the term of the lease or 10 years. For internal-use computer software, the Company capitalizes qualifying costs incurred during the application development stage. The resulting asset is amortized using the straight-line method over the expected life, which is generally five years. All other nonqualifying costs incurred in connection with any internal-use software projects are expensed as incurred.

Identifiable intangible assets are amortized on a straight-line basis over their estimated useful life, which is generally 15 years from the date of acquisition and are assessed annually for impairment indicators pursuant to the provision of ASC 350, *Intangibles – Goodwill and Other*, and ASC 360, *Property, Plant & Equipment*.

(g) *Customer Transactions*

Receivables from and payables to customers include amounts due on cash and margin transactions. Securities owned by customers are held as collateral for receivables. Customer securities transactions are recorded on a settlement date basis, which is generally three business days after trade date.

(continued)

PERSHING LLC
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Notes to Statement of Financial Condition

December 31, 2013

Securities owned by customers, including those that collateralize margin or other similar transactions are not reflected in the statement of financial condition.

(h) Restricted Stock Units

During the year, BNY Mellon issued restricted stock to employees, including certain Company employees. The Company accounts for this plan in accordance with ASC 718, *Compensation – Stock Compensation* and, accordingly, compensation cost is measured at the grant date based on the value of the award and is recognized over the vesting period.

(i) Income Taxes

The Company is included in the consolidated federal and combined state and local income tax returns filed by BNY Mellon. In addition, the Company files stand-alone tax returns in certain jurisdictions including New Jersey. Income taxes are calculated using the modified separate return method, and the amount of current tax expense or benefit is either remitted to or received from BNY Mellon, pursuant to a tax sharing agreement between BNY Mellon and the Company.

The Company accounts for income taxes in accordance with FASB ASC 740, *Income Taxes*, which requires the recognition of tax benefits or expenses on the temporary differences between the financial reporting and the tax basis of the assets and liabilities. If appropriate, deferred tax assets are adjusted by a valuation allowance, which reflects expectations of the extent to which such assets will be realized.

In accordance with ASC 740, the Company recognizes the effect of the income tax positions only if those positions are more likely than not of being sustained. A tax position that fails to meet a more-likely than-not recognition threshold will result in either a reduction of the current and deferred tax assets, and/or recording of current or deferred tax liabilities.

(3) Receivables from and Payables to Broker-Dealers and Clearing Organizations

Amounts receivable from and payable to broker-dealers and clearing organizations include the following (dollars in millions):

Receivables:	
Brokers and dealers	\$ 2,239
Securities failed to deliver	555
Clearing organizations	183
Total receivables	\$ 2,977
Payables:	
Brokers and dealers	\$ 1,159
Securities failed to receive	568
Total payables	\$ 1,727

(continued)

PERSHING LLC
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Notes to Statement of Financial Condition

December 31, 2013

(4) Financial Instruments

ASC 820 applies to all financial instruments that are being measured and reported on a fair value basis. This includes those items currently reported in financial instruments owned, at fair value and financial instruments sold, not yet purchased, at fair value on the statement of financial condition.

As defined in ASC 820, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various methods including market and income approaches. Based on these approaches, the Company utilizes certain assumptions that market participants would use in pricing the asset or liability. The Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Based on the observability of the inputs used in the valuation techniques, the Company is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial instrument assets and liabilities carried at fair value have been classified and disclosed in one of the following three categories:

Level 1 Quoted market prices in active markets for identical assets or liabilities.

Level 2 Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 Unobservable inputs that are not corroborated by market data.

Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as listed equities.

Level 2 includes those financial instruments that are valued using models or other valuation methodologies calibrated to observable market inputs. These models are primarily industry-standard models that consider various assumptions, including discount margins, credit spreads, discounted anticipated cash flows, the terms and liquidity of the instrument, the financial condition, operating results and credit ratings of the issuer or underlying company, the quoted market price of publicly traded securities with similar duration and yield, time value, yield curve, default rates, as well as other measurements. In order to be classified as Level 2, substantially all of these assumptions would need to be observable in the marketplace and can be derived from observable data or supported by observable levels at which transactions are executed in the marketplace. Financial instruments in this category include corporate and other debt, CD's and municipal debt.

Level 3 is comprised of financial instruments whose fair value is estimated based on internally developed models or methodologies utilizing significant inputs that are unobservable from objective sources. The Company did not have any assets or liabilities classified as Level 3 at December 31, 2013 and there was no change in Level 3 assets or liabilities during the year.

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In determining the appropriate levels, the Company performed a detailed analysis of the assets and liabilities that are subject to ASC 820. The following tables present the financial instruments carried at fair value as of December 31, 2013 (dollars in millions):

Assets at fair value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Financial instruments owned:				
Equities	\$ 21	—	—	21
Total financial instruments owned at fair value	\$ 21	—	—	21
Liabilities at fair value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Financial instruments sold:				
Equities	\$ 1	—	—	1
Corporate and other debt	—	3	—	3
Total Financial instruments sold at fair value	\$ 1	3	—	4

Estimated Fair Value of Financial Instruments Not Carried at Fair Value

The fair values of the other financial assets and liabilities are considered to approximate their carrying amounts because they have limited counterparty credit risk and are short-term, replaceable on demand, or bear interest at market rates.

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The table below presents the carrying value and fair value of Pershing LLC's financial instruments which are not carried at fair value (dollars in millions). The table below therefore excludes items measured at fair value on a recurring basis presented in the table above. In addition, the table excludes the values of non-financial assets and liabilities (dollars in millions).

		December 31, 2013				
		Level 1	Level 2	Level 3	Estimated fair value	Carrying amount
Summary of financial instruments:						
Assets:						
Securities borrowed	\$	—	4,661	—	4,661	4,661
Securities purchased under agreement to resell		—	796	—	796	796
Receivable from customers		—	10,100	—	10,100	10,100
Receivable from broker dealers		—	2,977	—	2,977	2,977
Total	\$	—	18,534	—	18,534	18,534
Liabilities:						
Securities sold under agreement to repurchase	\$	—	3,292	—	3,292	3,292
Securities loaned		—	1,938	—	1,938	1,938
Payable to customers		—	14,417	—	14,417	14,417
Payable to broker dealers		—	1,727	—	1,727	1,727
Total	\$	—	21,374	—	21,374	21,374

Fair value can vary from period to period based on changes in a wide range of factors, including interest rates, credit quality, and market perceptions of value and as existing assets and liabilities run off and new transactions are entered into.

(continued)

PERSHING LLC
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December 31, 2013

Offsetting Assets and Liabilities

The following table presents financial instruments that are either subject to an enforceable netting agreement or offset by collateral arrangements. There were no financial instruments subject to a netting agreement for which the Company is not currently netting (dollars in millions).

Financial assets subject to enforceable master netting agreements					
	Gross assets recognized	Offset in the Statement of Financial Condition	Net assets recognized	Financial instruments (1)	Net exposure
December 31, 2013					
Securities borrowed	\$ 4,661	—	4,661	4,576	85
Securities purchased under agreement to resell	1,595	799	796	796	—
Total financial assets subject to enforceable master netting agreement	<u>\$ 6,256</u>	<u>799</u>	<u>5,457</u>	<u>5,372</u>	<u>85</u>
Financial liabilities subject to enforceable master netting agreements					
	Gross liabilities recognized	Offset in the Statement of Financial Condition	Net liabilities recognized	Financial instruments (1)	Net exposure
Securities borrowed	\$ 1,938	—	1,938	1,907	31
Securities purchased under agreement to resell	4,091	799	3,292	3,292	—
Total financial liabilities subject to enforceable master netting agreement	<u>\$ 6,029</u>	<u>799</u>	<u>5,230</u>	<u>5,199</u>	<u>31</u>

(1) The total amount reported in financial instruments is limited to the amount of the related instruments presented in the consolidated statement of financial condition and therefore any over-collateralization of these positions is not included.

(continued)

PERSHING LLC
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 Notes to Statement of Financial Condition
 December 31, 2013

(5) Fixed Assets

Fixed assets are included in other assets on the statement of financial condition and consists of the following (dollars in millions):

Capitalized software	\$	145
Leasehold improvements		25
Computer equipment		10
Computer software		17
Other		14
Total		211
Less accumulated depreciation		(141)
Total	\$	70

(6) Third Party Bank Loans and Lines of Credit

The Company has \$2.3 billion in uncommitted and committed lines of credit with banks as of December 31, 2013. There were no borrowings against these lines of credit during the year ended December 31, 2013.

(7) Income Taxes

The deferred income taxes reflect the tax effects of temporary differences between the financial reporting and tax bases of asset and liabilities. The Company has a gross deferred tax asset of \$18.0 million and a gross deferred tax liability of \$14.4 million at December 31, 2013. The deferred tax asset is primarily attributable to nondeductible reserves and the deferred tax liability is primarily attributable to depreciation and a deferred intercompany gain. The net deferred tax asset is \$3.6 million. The Company has not recorded a valuation allowance because management believes it is more likely than not that the deferred tax assets will be realized.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (dollars in millions):

Balance at January 1, 2013	\$	—
Prior period tax positions:		
Increases		12.0
Decreases		—
Current period tax positions		—
Settlements		—
Statute expiration		—
Balance at December 31, 2013	\$	12.0

(continued)

PERSHING LLC
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December 31, 2013

Of the above balance at December 31, 2013, \$7.8 million represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate in future periods.

The Company had \$5.1 million for the payment of interest related to income taxes accrued at December 31, 2013.

The Company anticipates that the total change in the amount of gross unrecognized tax benefits over the next 12 months will not have a material impact on the statement of financial condition.

BNY Mellon's federal consolidated income tax returns are closed to examination through 2008. The Company's New York State income tax return examination has been completed through 2006. The Company's New York City income tax return examination has been closed through 2011. The Company's New Jersey income tax returns are closed to examination through 2010.

(8) Related Party Transactions

The Company provides clearing and technology related services to indirect wholly owned subsidiaries of BNY Mellon. Cash balances due from/to these affiliates were approximately \$1.4 billion and \$193.4 million, respectively. They are included in receivable from affiliates and payables to affiliates, respectively, on the statement of financial condition.

The Company has a \$6.5 billion unsecured line of credit agreement with the Parent. At December 31, 2013 there were borrowings against the line of credit of approximately \$1.284 billion included in payable to affiliate. On August 1, 2013, the Company entered into a loan agreement with an affiliate. At December 31, 2013 there were borrowings against the loan of approximately \$62 million, which is included in payables to affiliate.

Balances due to BNY Mellon for taxes, payroll, technology and leased equipment were \$60.3 million and included in payable to affiliate. The Company entered into a repurchase agreement with BNY Mellon and at December 31, 2013 had a payable of \$500 million included in payable to affiliate.

For the year ended December 31, 2013, the Company leased furniture and fixtures and computer and other communications equipment from an affiliate.

(9) Employee Benefit Plans

BNY Mellon sponsors a 401(k) plan (the Plan) for its active employees. The Plan offers the Company's employees the opportunity to plan, save and invest for their future financial needs. The Company makes periodic contributions to the Plan based on the discretion of management.

(10) Pledged Assets and Guarantees

Under the Company's collateralized financing arrangements and the other business activities, the Company either receives or provides collateral. In many cases, the Company is permitted to sell or repledge these securities held as collateral. At December 31, 2013, the fair value of securities received as collateral where the Company is permitted to sell or repledge the securities was \$30,271 million and the fair value of the

(continued)

PERSHING LLC
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portion that had been sold or repledged was \$14,175 million. The details of these sources and the uses of collateral are noted in the below tables (dollars in millions).

Source of available collateral – received:	
Financial instruments, at fair value	\$ 21
Securities borrowed	4,576
Securities purchased under agreements to resell	1,627
Margin securities available to re-pledge	24,047
Total source of collateral	<u>\$ 30,271</u>
Use of available collateral – re-pledged, lent or sold:	
Financial instruments sold, but not yet purchased, at fair value	\$ 4
Securities loaned	1,907
Securities sold under agreements to repurchase	4,741
Pledged to clearing corporations	895
Good faith deposits	24
Short sale covering	6,604
Total use of collateral	<u>\$ 14,175</u>

The Company additionally receives securities as collateral in connection with certain security for security transactions. In instances where the Company is permitted to sell or repledge these securities, the Company reports the fair value of the collateral received and obligation to return the collateral in the statement of financial condition. At December 31, 2013, the Company reported \$477 million associated with security for security transactions as securities borrowed and securities loaned on the statement of financial condition.

The Company also conducts a fully paid lending program, in which customers agree to make available their fully paid securities to be loaned to third parties in exchange for a fee. At December 31, 2013, the fair value of the securities borrowed under this program was \$211 million and is included in securities borrowed and securities loaned on the statement of financial condition and included in the table above.

Obligations under Guarantees

The Company has adopted the disclosure and recognition requirements for guarantees in accordance with ASC 460, *Guarantees*, whereby the Company will recognize a liability at the inception of a guarantee for obligations it has undertaken in issuing the guarantee, including its ongoing obligation to stand ready to perform over the term of the guarantee in the event that certain events or conditions occur.

The Company provides guarantees to securities clearinghouses and exchanges. Under the standard membership agreement, members are required to guarantee the performance of other members. Under the agreements, if another member becomes unable to satisfy its obligations to the clearinghouse, other members would be required to meet shortfalls. The Company's liability under these arrangements is not quantifiable or limited and could exceed the cash and securities it has posted as collateral. However, management believes the potential for the Company to be required to make payments under these

(continued)

PERSHING LLC
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Notes to Statement of Financial Condition

December 31, 2013

arrangements is remote. Accordingly, no contingent liability is carried on the statement of financial condition for these arrangements.

In connection with its securities clearing business, the Company performs securities execution, clearance and settlement services on behalf of other broker-dealer clients. Management believes the potential for the Company to be required to make unreimbursed payments relating to such services is remote due to the contractual capital requirements associated with clients' activity and the regular review of clients' capital. Accordingly, no contingent liability is carried on the statement of financial condition for these transactions.

(11) Commitments and Contingences

As of December 31, 2013, the Company had commitments with thirteen customers to lend a maximum total of \$2.235 billion for various terms not exceeding 364 days. These commitments consisted of outstanding loans of \$1.271 billion, which are reported in receivables from customers on the statement of financial condition, and unfunded commitments totaling \$964 million.

The Company has noncancelable leases for office space and equipment that expire on various dates through 2021. At December 31, 2013, minimum future rentals on noncancelable operating leases are as follows (dollars in millions): 2014 \$22, 2015 \$22, 2016 \$23, 2017 \$22, 2018 \$22 and \$51 for the years thereafter.

The Company is involved in various legal proceedings arising in connection with the conduct of the Company's business. The Company believes that based on currently available information and the advice of counsel, the results of all such proceedings in the aggregate, will not have a material adverse effect on the Company's financial condition. The Company intends to defend itself vigorously against all claims asserted against it. In accordance with applicable accounting guidance, the Company establishes reserves for litigation and settlements when those matters proceed to a stage where they present loss contingencies that are both probable and reasonably estimable. In such cases, there may be a possible exposure to loss in excess of any amounts accrued. The Company will continue to monitor such matters for developments that will affect the amount of the reserve, and will adjust the reserve amount as appropriate.

(12) Regulatory Requirements

As a registered broker-dealer, the Company is subject to the Uniform Net Capital Rule under Rule 15c3-1 of the Securities Exchange Act of 1934 and has elected to use the alternative method of computing regulatory net capital requirements provided for in that Rule. Under the alternative method, the required net capital may not be less than two percent of aggregate debit items arising from customer transactions or \$1.5 million, whichever is greater. At December 31, 2013, the Company's regulatory net capital of approximately \$1.8 billion was 14.23% of aggregate debit items and in excess of the minimum requirement by approximately \$1.6 billion.

Advances to affiliates, repayment of borrowings, dividend payments and other equity withdrawals are subject to certain notification and other provisions of the Rule 15c3-1 and other regulatory bodies.

(continued)

PERSHING LLC
(An Indirect Wholly Owned Subsidiary of
The Bank of New York Mellon Corporation)

Notes to Statement of Financial Condition

December 31, 2013

Pursuant to Rule 15c3-3 of the SEC, the Company may be required to deposit in a Special Reserve Bank Account, cash or acceptable qualifying securities for the exclusive benefit of customers. At December 31, 2013, the Company had approximately \$5.25 billion of cash or acceptable qualifying securities on deposit in such accounts.

As a clearing broker, the Company has agreed to compute a reserve requirement for the proprietary accounts of introducing broker-dealers (the PAIB Reserve Formula). The PAIB calculation is completed in order for each correspondent firm that uses the Company as its clearing broker-dealer to classify its assets on deposit at the Company as allowable assets in the correspondents' net capital calculation. As of December 31, 2013, the Company had approximately \$387 million of cash deposits in PAIB 15c3-3 accounts.

(13) Financial Instruments and Related Risks

(a) Customer Activities

Certain market and credit risks are inherent in the Company's business, primarily in facilitating customers' trading and financing transactions in financial instruments. In the normal course of business, the Company's customer activities include execution, settlement, and financing of various customer securities, which may expose the Company to off-balance sheet risk in the event the customer is unable to fulfill its contractual obligations.

The Company's customer securities activities are transacted on either a cash or margin basis. In margin transactions, the Company extends credit to customers, which is collateralized by cash and/or securities in the customer's account. In connection with these activities, the Company executes and clears customer transactions involving securities sold but not yet purchased and option contracts. The Company seeks to control risks associated with its customer activities by requiring customers to maintain margin collateral in compliance with various regulatory, exchange and internal guidelines. The Company monitors required margin levels daily; pursuant to such guidelines, the Company requires the customer to deposit additional collateral or to reduce positions, when necessary. Such transactions may expose the Company to significant off-balance sheet risk in the event the margin is not sufficient to fully cover losses which customers may incur. In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell the collateral at prevailing market prices in order to fulfill the customer's obligations.

The Company's customer financing and securities settlement activities may require the Company to pledge customer securities as collateral in support of various secured financing sources, such as securities loaned. Additionally, the Company pledges customer securities as collateral to satisfy margin deposits of the Options Clearing Corporation. In the event the counterparty is unable to meet its contractual obligation to return customer securities pledged as collateral, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its obligation. The Company controls this risk by monitoring the market value of securities pledged on a daily basis and by requiring adjustments of collateral levels in the event of excess market exposures.

(continued)

PERSHING LLC
(An Indirect Wholly Owned Subsidiary of
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Notes to Statement of Financial Condition

December 31, 2013

(b) Credit Risk

As a securities broker and dealer, the Company is engaged in various securities trading and brokerage activities servicing a diverse group of domestic and foreign corporations, governments, and institutional and individual investors. A substantial portion of the Company's transactions is executed with and on behalf of institutional investors including other broker-dealers, banks, U.S. government agencies, mutual funds, hedge funds and other financial institutions.

Credit risk is the potential for loss resulting from the default by a counterparty of its obligations. Exposure to credit risk is generated by securities and currency settlements, contracting derivative and forward transactions with customers and dealers, and the holding in inventory of bonds and/or loans. The Company uses various means to manage its credit risk. The creditworthiness of all counterparties is analyzed at the outset of a credit relationship with the Company. These counterparties are subsequently reviewed on a periodic basis. The Company sets a maximum exposure limit for each counterparty, as well as for groups or classes of counterparties. Furthermore, the Company enters into master netting agreements when feasible and demands collateral from certain counterparties or for certain types of credit transactions.

(c) Market Risk

Market risk is the potential loss the Company may incur as a result of changes in the market or fair value of a particular financial instrument. All financial instruments are subject to market risk. The Company's exposure to market risk is determined by a number of factors, including size, duration, composition and diversification of positions held, the absolute and relative level of interest rates and foreign currency exchange rates, as well as market volatility and liquidity. The Company manages market risk by setting and monitoring adherence to risk limits.

Financial instruments sold, not yet purchased represent obligations of the Company to deliver the specified security at the contracted price and thereby, create a liability to purchase the security in the market at prevailing prices. Accordingly, these transactions result in off-balance sheet risk, as the Company's ultimate obligation to satisfy the sale of financial instruments sold, not yet purchased may exceed the amount reflected in the statement of financial condition.

(d) Operational Risk

In providing a comprehensive array of products and services, the Company may be exposed to operational risk. Operational risk may result from, but is not limited to, errors related to transaction processing, breaches of internal control systems and compliance requirements, fraud by employees or persons outside the Company or business interruption due to systems failures or the other events. Operational risk may also include breaches of the Company's technology and information systems resulting from unauthorized access to confidential information or from internal or external threats, such as cyber attacks. Operational risk also includes potential legal or regulatory actions that could arise as a result of noncompliance with applicable laws and/or regulatory requirements. In the case of an operational event, the Company could suffer a financial loss as well as damage to their reputation.

(continued)

SUPPLEMENTARY REPORT

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**Report of Independent Registered Public Accounting Firm
on Internal Control Pursuant to Rule 17a-5**

The Board of Managers and
Member of Pershing LLC:

In planning and performing our audit of the financial statements of Pershing LLC (the Company), as of and for the year ended December 31, 2013, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company, including consideration of control activities for safeguarding securities. This study included tests of compliance with such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g), in the following:

1. Making the periodic computations of aggregate debits and net capital under Rule 17a-3(a)(11) and the reserve required by Rule 15c3-3(e);
2. Making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13;
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System; and
4. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls, and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's previously mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with U.S. generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the company's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined previously.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2013, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Managers, management, the SEC, Financial Industry Regulatory Authority, Inc. (FINRA), and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

February 26, 2014



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Service Auditors' Report

To the Executive Committee of Pershing LLC:

Scope

We have examined Pershing LLC's description of its introducing firm services and prime services operations system for processing user entities' transactions throughout the period October 1, 2012 to September 30, 2013 (description), and the suitability of the design and the operating effectiveness of controls to achieve the related control objectives stated in the description. The description indicates that certain control objectives specified in the description can be achieved only if complementary user entity controls contemplated in the design of Pershing LLC's controls are suitably designed and operating effectively, along with related controls at the service organization. We have not evaluated the suitability of the design or the operating effectiveness of such complementary user entity controls.

Pershing LLC uses third-party sub-service providers for market data, pricing of securities, check, confirm and statement printing and certain information technology services. Pershing LLC also uses the services of BNY Mellon Client Service Delivery & Client Technology Solutions and Risk & Compliance (referred to as "BNY Mellon CSD&CTS and R&C") to provide the information technology infrastructure support and to administer centrally managed information technology controls for the Pershing LLC systems. The accompanying description includes only those control objectives and related controls of Pershing LLC, and excludes the control objectives and related controls of the third-party sub-service providers and BNY Mellon CSD&CTS and R&C. Our examination did not extend to controls of the sub-service providers.

Other information provided by the service organization

The information in Section V of management's description of the service organization's system, "Other Information Provided by Pershing LLC," that describes business continuity and disaster recovery is presented by management of Pershing LLC to provide additional information and is not a part of Pershing LLC's description of its system made available to user entities during the period October 1, 2012 to September 30, 2013. Information about business continuity and disaster recovery has not been subjected to the procedures applied in the examination of the description of the system and of the suitability of the design and operating effectiveness of controls to achieve the related control objectives stated in the description of the system, and, accordingly, we express no opinion on it.

Service organization's responsibilities

In its description, Pershing LLC has provided an assertion about the fairness of the presentation of the description, the suitability of the design and the operating effectiveness of the controls to achieve the related control objectives stated in the description. Pershing LLC is responsible for preparing the description and for the assertion, including the completeness, accuracy, and method of presentation of the description and the assertion, providing the services covered by the description, specifying the control objectives and stating them in the description, identifying the risks that threaten the achievement of the control objectives, selecting and using suitable criteria, and designing, implementing, and documenting controls to achieve the related control objectives stated in the description.

KPMG LLP is a Delaware limited liability partnership, the U.S. member firm of KPMG International Cooperative ("KPMG International"), a Swiss entity



Service auditor's responsibilities

Our responsibility is to express an opinion on the fairness of the presentation of the description, the suitability of the design and the operating effectiveness of the controls to achieve the related control objectives stated in the description, based on our examination. We conducted our examination in accordance with attestation standards established by the American Institute of Certified Public Accountants. Those standards require that we plan and perform our examination to obtain reasonable assurance about whether, in all material respects, the description is fairly presented, the controls were suitably designed and the controls were operating effectively to achieve the related control objectives stated in the description throughout the period October 1, 2012 to September 30, 2013.

An examination of a description of a service organization's system, and the suitability of the design and operating effectiveness of the service organization's controls to achieve the related control objectives stated in the description involves performing procedures to obtain evidence about the fairness of the presentation of the description, the suitability of the design and the operating effectiveness of those controls to achieve the related control objectives stated in the description. Our procedures included assessing the risks that the description is not fairly presented and that the controls were not suitably designed or operating effectively to achieve the related control objectives stated in the description. Our procedures also included testing the operating effectiveness of those controls that we consider necessary to provide reasonable assurance that the related control objectives stated in the description were achieved. An examination engagement of this type also includes evaluating the overall presentation of the description and the suitability of the control objectives stated therein, and the suitability of the criteria specified by the service organization and described in management's assertion. We believe that the evidence we obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Inherent limitations

Because of their nature, controls at a service organization may not prevent, or detect and correct, all errors or omissions in processing or reporting transactions related to introducing firm services and prime services operations. Also, the projection to the future of any evaluation of the fairness of the presentation of the description, or conclusions about the suitability of the design or operating effectiveness of the controls to achieve the related control objectives is subject to the risk that controls at a service organization may become inadequate or fail.

Opinion

In our opinion, in all material respects, based on the criteria described in Pershing LLC's assertion,

- a. the description fairly presents Pershing LLC's introducing firm services and prime services operations system that was designed and implemented throughout the period October 1, 2012 to September 30, 2013,
- b. the controls related to the control objectives stated in the description were suitably designed to provide reasonable assurance that the control objectives would be achieved if the controls operated effectively throughout the period October 1, 2012 to September 30, 2013 and user entities applied the complementary user entity controls contemplated in the design of Pershing LLC's controls throughout the period October 1, 2012 to September 30, 2013, and
- c. the controls tested, which together with the complementary user entity controls referred to in the scope paragraph of this report, if operating effectively, were those necessary to provide reasonable assurance that the control objectives stated in the description were achieved, operated effectively throughout the period October 1, 2012 to September 30, 2013.

Description of tests of controls

The specific controls tested and the nature, timing, and results of those tests are listed in Section IV.



Restricted use

This report, including the description of tests of controls and results thereof in Section IV, is intended solely for the information and use of Pershing LLC, user entities of Pershing LLC's introducing firm services and prime services operations system during some or all of the period October 1, 2012 to September 30, 2013, and the independent auditors of such user entities, who have a sufficient understanding to consider it, along with other information including information about controls implemented by user entities themselves, when assessing the risks of material misstatements of user entities' financial statements. This report is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

New York, NY
November 25, 2013

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January 07, 2014

To Whom It May Concern:

We have reviewed the internal control environment of Pershing LLC ('Pershing') applicable to the Pershing business described in Pershing's *Service Organization Control (SOC 1) Report as of September 30, 2013 and for the period October 1, 2012 through September 30, 2013* which report includes the Independent Service Auditor's Report, KPMG LLP, dated November 25, 2013. To the best of our knowledge there have been no changes to Pershing's internal controls, as described in the SOC 1 Report, for the period October 1 through December 31, 2013 which would materially adversely affect our internal control environment.

Please note we did not perform procedures to determine the operating effectiveness of the internal controls for the period of October 1, 2013 through December 31, 2013. Accordingly, we express no opinion on the operating effectiveness of any aspects of the controls, individually or in the aggregate.

The information contained in this letter is confidential and proprietary to Pershing LLC and must be treated in accordance with the standard of care specified in your written agreement with Pershing LLC or its affiliate. You should not disclose this letter or provide a copy of it to any third party without the prior written consent of Pershing LLC. However, you can provide a copy of this letter to your independent auditors only for the purposes of their examination of the service performed by Pershing LLC as it relates to an audit of your financial statements and for no other purposes.

Pershing LLC

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BNY MELLON

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News Release



Contact: Paul Patella
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Pershing Named Best North American Prime Broker in Hedgeweek Global Awards for the Second Year in a Row

Pershing Prime Services recognized once again as best in class in key areas of service

JERSEY CITY, N.J.– March 1, 2013– Pershing LLC, a BNY Mellon company, today announced its prime brokerage business received the *Best North American Prime Broker Award* at the *2013 Hedgeweek Global Awards* ceremony in London.

The winners of this year's awards were determined by votes cast by *Hedgeweek* subscribers—which includes institutional investors, wealth advisors and managers. Voters once again distinguished Pershing Prime Services' offering based on a number of criteria including excellent client service, consistency and ease of doing business.

"We are honored to be recognized again by Hedgeweek as the top prime brokerage provider in North America," said Gerry Tamburro, managing director of Pershing Prime Services. "The award reflects our continued investment in technology and talent. We appreciate their recognition of our delivery of unmatched service and operational support, and that we offer clients ongoing opportunities to grow their business."

The *Hedgeweek* recognition marks the fourth award Pershing Prime Services and BNY Mellon's Alternative Investment Services (AIS) business have received in the past from Hedgeweek. In addition to receiving Best North American Prime Broker last year, Pershing earned top honors as the *Best Prime Broker* at the inaugural *U.S. Hedgeweek Awards* ceremony in June of 2011. AIS was awarded Hedgeweek's Best Asian Hedge Fund Administrator Award in March 2012. Pershing Prime Services was also named for the third year in a row as HFMWeek's *Best Prime Broker – Custodial Solution* in October of 2012.

Pershing Prime Services delivers a comprehensive suite of global prime brokerage solutions. This includes extensive access to securities lending, dedicated client service, robust technology and reporting tools, worldwide execution and order management capabilities, a broad array of cash management products and the integrated platform of BNY Mellon. Pershing Prime Services is a service of Pershing LLC. Additional information is available at www.pershingprimeservices.com.

Pershing LLC (member FINRA/NYSE/SIPC) is a leading global provider of financial business solutions to more than 1,500 institutional and retail financial organizations and independent registered investment advisors who collectively represent approximately 5.5 million active investor accounts. Located in 23 offices worldwide, Pershing and its affiliates are committed to delivering dependable operational support, robust trading services, flexible technology, an expansive array of investment solutions, practice

News Release



management support and service excellence. Pershing is a member of every major U.S. securities exchange and its international affiliates are members of the Deutsche Börse, Australian Stock Exchange, Irish Stock Exchange, London Stock Exchange and Toronto Stock Exchange. Pershing LLC is a BNY Mellon company. Additional information is available at www.pershing.com.

BNY Mellon is a global investments company dedicated to helping its clients manage and service their financial assets throughout the investment lifecycle. Whether providing financial services for institutions, corporations or individual investors, BNY Mellon delivers informed investment management and investment services in 36 countries and more than 100 markets. As of December 31, 2012, BNY Mellon had \$26.2 trillion in assets under custody and/or administration, and \$1.4 trillion in assets under management. BNY Mellon can act as a single point of contact for clients looking to create, trade, hold, manage, service, distribute or restructure investments. BNY Mellon is the corporate brand of The Bank of New York Mellon Corporation (NYSE: BK). Additional information is available on www.bnymellon.com, or follow us on Twitter @BNYMellon.

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Paul Rehmus

Account Executive
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Paul began his career in the financial services industry in 1998 where he gained experience working with a few of the larger wire houses in the mortgage, equity and fixed-income markets. He then joined Multi-Bank Securities in 2007. Paul is very enthusiastic about investing and customer service and his extensive background helps support and guide his clients with their needs.

Paul graduated in 1990 from Michigan State University with a Bachelor of Science in Management. He holds the following FINRA licenses: a General Securities Representative (Series 7) and a Uniform Securities Agent Law (Series 63), and is a Certified Fixed Income Practitioner from Fixed Income Academy.

Paul married Kate, in November 2013. When not working he enjoys traveling, golf, fishing, professional and college sports, bowling, and spending time with his wife, friends and family.

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References are available upon request.

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City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014

9. *CITY MANAGER'S REPORT*



City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014

10. COUNCIL COMMUNICATIONS



City of Eastvale

City Council Meeting Agenda

Staff Report

MEETING DATE: JULY 23, 2014

11. CLOSED SESSION

There are no Closed Session items.



City of Eastvale
City Council Meeting Agenda
Staff Report

MEETING DATE: JULY 23, 2014

12. ADJOURNMENT