

RESOLUTION NO. 13-045

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF MONTEREY AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTY OF AMENDMENTS TO A GROUND LEASE AND A LEASE AGREEMENT IN CONNECTION WITH THE LEASE, SUBSTITUTION AND RELEASE OF PROPERTY PREVIOUSLY LEASED WITH RESPECT TO THE COUNTY OF MONTEREY CERTIFICATES OF PARTICIPATION (2007 REFUNDING AND PUBLIC FACILITIES FINANCING) AND AUTHORIZING EXECUTION BY THE COUNTY DEBT MANAGER OF NECESSARY DOCUMENTS AND CERTIFICATES AND RELATED ACTIONS

WHEREAS, , the County of Monterey (the "County") has heretofore leased to the County of Monterey Public Improvement Corporation, a nonprofit public benefit corporation organized and existing under the laws of the State of California (the "Corporation"), certain parcels of real property, and the improvements thereon, pursuant to a Ground Lease, dated as of May 1, 2007 (the "Ground Lease");

WHEREAS, in order to finance a portion of the costs of the acquisition, construction, rehabilitation and installation of certain administration, health, court and court related facilities, the County leased those parcels of real property, and the improvements thereon, the subject of the Ground Lease, from the Corporation pursuant to a Lease Agreement, dated as of May 1, 2007 (the "Lease Agreement");

WHEREAS, the Corporation assigned, without recourse, all its rights to receive the Base Rental Payments scheduled to be paid by the County for the Property under the Lease Agreement and the Ground Lease to Union Bank, N.A. (successor to Union Bank of California, N.A), as trustee, pursuant to the Assignment Agreement, dated as of May 1, 2007 (the "Assignment Agreement");

WHEREAS, in accordance with a Trust Agreement, dated as of May 1, 2007, among the Trustee, the Corporation and the County, the Trustee executed and delivered the County of Monterey Certificates of Participation (2007 Refunding and Public Facilities Financing);

WHEREAS, Section 8.03 of the Ground Lease and Section 9.03 of the Lease Agreement provide that the County shall have the right to substitute alternate real property for the Property and/or to release portions of the Property from the Ground Lease and the Lease Agreement; provided that there shall be no reduction in or abatement of the Base Rental Payments due from the County under the Lease Agreement as a result of such release and substitution and subject to the prior written consent of Ambac Assurance Corporation, its successors or assigns (the "Insurer") and the satisfaction of certain conditions set forth therein;

WHEREAS, the County has determined to release and substitute a portion of the Property (the "Substituted Property") leased under the Ground Lease and the Lease Agreement and subject to the Assignment Agreement and, in accordance with the provisions of Section 8.03 of the Ground Lease and Section 9.03 of the Lease Agreement, the County and the Corporation

desire, with the consent of the Insurer, to amend the Ground Lease, the Lease Agreement and the Assignment Agreement so as to revise the legal description of such Property set forth, respectively, in Exhibit "A" to the Ground Lease, the Lease Agreement and the Assignment Agreement;

WHEREAS, the County and the Corporation seek to reconvey to the County the released portion of the Substituted Property, and to correct the Ground Lease, the Lease Agreement and the Assignment Agreement with respect to the Property subject thereto and have entered into a form of Termination Agreement and Quitclaim, First Amended and Restated Lease Agreement, Restated Ground Lease and First Amended and Restated Assignment Agreement in order to amend and restate the description of the Property set forth therein;

WHEREAS, the Board has been presented with the form of each document referred to herein relating to the financing contemplated hereby, and the Board has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such financing; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the County is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of Monterey, as follows:

Section 1. All of the recitals herein contained are true and correct and the Board so finds.

Section 2. The form of the First Amended and Restated Ground Lease, on file with the Clerk of the Board, is hereby approved, and the County Debt Manager (the "Authorized Officer"), is hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the First Amended and Restated Ground Lease in substantially said form with such changes therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The form of the First Amended and Restated Lease Agreement, on file with the Clerk of the Board, is hereby approved, and the Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the First Amended and Restated Lease Agreement in substantially said form with such changes therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form of Quitclaim, on file with the Clerk of the Board, is hereby approved, and the Authorized Officer is authorized and directed, for and in the name and on behalf of the County, to execute and deliver the Quitclaim in substantially said form with such

changes therein as the Authorized Officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The Authorized Officer is hereby authorized and directed to do any and all things which he/she may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution.

Section 6. All actions heretofore taken by the officers, employees and agents of the County with respect to the transactions set forth above are hereby approved, confirmed and ratified.

Section 7. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Board of Supervisors of the County of Monterey on June 13, 2013.

Chair of the Board of Supervisors of the
County of Monterey

(SEAL)

ATTEST:

Clerk of the Board of Supervisors
of the County of Monterey

CERTIFICATE OF CLERK

I, GAIL BORKOWSKI, Clerk of the Board of Supervisors of the County of Monterey, California, do hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Supervisors of the County of Monterey duly and regularly held at the regular meeting place thereof on June 11, 2013, of which meeting all of the members of said Board had due notice, and at said meeting said resolution was adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

I do hereby further certify that an agenda of said meeting was posted at least 72 hours before said meeting at 168 West Alisal Street, Salinas, California, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda.

I do hereby further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified, rescinded or revoked in any manner since the date of its adoption, and the same is now in full force and effect.

Dated: _____, 2013

GAIL BORKOWSKI, Clerk of the Board of
Supervisors, County of Monterey, State of
California

By _____
Deputy

[SEAL]