

*Before the Board of Supervisors in and for the
County of Monterey, State of California*

RESOLUTION NO. _____

**RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF
MONTEREY APPROVING THE ISSUANCE BY THE CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY OF REVENUE OBLIGATIONS FOR THE BENEFIT
OF THE ESALEN INSTITUTE IN AN AGGREGATE AMOUNT NOT TO EXCEED
\$11,000,000 FOR THE PURPOSE OF FINANCING AND REFINANCING THE COST
OF THE ACQUISITION, CONSTRUCTION, RENOVATION, INSTALLATION,
EQUIPPING AND FURNISHING CERTAIN FACILITIES, PROVIDING THE TERMS
AND CONDITIONS FOR SUCH OBLIGATIONS AND OTHER MATTERS RELATING
THERETO**

WHEREAS, Esalen Institute, a nonprofit public benefit corporation (the “Borrower”), duly organized and existing under the laws of the State of California (the “State”), has requested that the California Enterprise Development Authority (the “Authority”) issue, from time to time, pursuant to a plan of finance, its tax-exempt and/or taxable revenue obligations in an aggregate principal amount not to exceed \$11,000,000 (the “Obligations”) for the benefit of the Borrower, pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State (commencing with Section 6500) (the “Act”) to finance and refinance the cost of acquisition, construction, renovation, remodeling, improvement, installation, equipping and furnishing of staff and guest housing, administrative, educational, meeting and dining facilities comprising approximately 67,000 square feet of space and related infrastructure (collectively the “Facilities”), all located at 54105, 54850 and 55000 Highway 1, Big Sur, California, comprising assessor parcel numbers 421-011-005, 421-011-006, 421-011-007, 421-011-008 and/or 421-011-018, and pay certain costs of issuance in connection with the transaction; and

WHEREAS, the Borrower is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”) and will own or lease the Facilities and operate the Facilities in connection with its mission providing a learning environment for exploring and realizing human potential through experience, education and research; and

WHEREAS, the issuance of the Obligations must be approved by the governmental unit on behalf of which the Obligations are issued and a governmental unit having jurisdiction over the territorial limits in which the Facilities are located pursuant to the public approval requirement of Section 147(f) of the Code; and

WHEREAS, the Facilities are located within the territorial limits of the County of Monterey (the “County”) and the Board of Supervisors of the County (the “Board”) is the elected legislative body of the County; and

WHEREAS, the County is an Associate Member of the Authority and is authorized to participate in the Authority’s conduit financing programs; and

WHEREAS, the Authority and the Borrower have requested that the Board approve the issuance of the Obligations and the financing of the Facilities with the proceeds of the Obligations solely for purposes of complying with Section 147(f) of the Code and the Act; and

WHEREAS, the Facilities are expected to provide significant benefits to the residents of the County by providing education and research opportunities and also providing employment opportunities for residents of the County; and

WHEREAS, the Authority’s issuance of the Obligations will result in a more economical and efficient issuance process because of the Authority’s expertise in the issuance of conduit revenue obligations; and

WHEREAS, a public hearing was held by the Board on this 2nd day of December, 2014, at the meeting which commenced at the hour of 9:00 a.m., at 168 Alisal Street, 1st Floor, Monterey County Government Center, Board of Supervisors’ Chambers, Salinas, California, 93901, following duly published notice thereof in a newspaper of general circulation in the County of Monterey, on Tuesday, November 18, 2014, and all persons desiring to be heard have been heard; and

WHEREAS, it is intended that this Resolution shall comply with the public approval requirements of Section 147(f) of the Code; *provided, however*, that this Resolution is neither intended to, nor shall it constitute an approval by the Board of the Facilities for any other purpose, including, but not limited to, compliance with the California Environmental Quality Act (California Public Resources Code, Section 21100, *et seq.*) (“CEQA”);

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF MONTEREY, AS FOLLOWS;

Section 1. The Board hereby finds and determines that all of the recitals are true and correct.

Section 2. The Board hereby approves the issuance of the Obligations by the Authority, which Obligations may be tax-exempt and/or taxable as approved by the Authority in its resolution, in an amount not to exceed \$11,000,000 to finance the cost of the Facilities. This resolution shall constitute “host” approval of the issuance of the Obligations within the meaning of Section 147(f) of the Code and shall constitute the approval of the issuance of the Obligations within the meaning of the Act; provided, however, that this Resolution shall not constitute an approval by the Board of Supervisors of the Facilities for any other purposes, including compliance thereof with CEQA, nor does it constitute an approval of the underlying credit or financial structure of the Obligations.

Section 3. The payment of principal, prepayment premium, if any, and purchase price of and interest on the Bonds shall be solely the responsibility of Borrower. The County shall not bear any responsibility for the issuance of the Obligations, the tax-exempt status of the Obligations, the repayment of the Obligations or any other matter related to the Obligations.

Section 4. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution and the financing transaction approved hereby.

Section 5. This Resolution shall take effect from and after the date of its passage and adoption.

ADOPTED by the Board of Supervisors of the County of Monterey at a meeting of said Board held on the 2nd day of December, 2014, by the following vote:

AYES:

NOES:

ABSENT:

I, Gail T. Borkowski, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book ____ for the meeting on December 2, 2014.

Dated: _____

Gail T. Borkowski, Clerk of the Board of Supervisors,
County of Monterey, State of California

By: _____
Deputy