

RESOLUTION NO. _____

BOARD OF SUPERVISORS, COUNTY OF SAN MATEO, STATE OF CALIFORNIA

RESOLUTION AUTHORIZING THE FORMS OF AND DIRECTING THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO 1993 FACILITY LEASE; A FIRST AMENDMENT TO 1993 SITE LEASE; AND AUTHORIZING THE TAKING OF NECESSARY ACTIONS AND EXECUTION OF NECESSARY DOCUMENTS IN CONNECTION THEREWITH.

WHEREAS, the County of San Mateo (the “County”) and the Community Development Commission for the County of San Mateo (the “Commission”) have heretofore entered into a Joint Exercise of Powers Agreement, dated as of May 15, 1993 (as amended from time to time, the “Joint Powers Agreement”), which Joint Powers Agreement creates and establishes the San Mateo County Joint Powers Financing Authority (the “Authority”);

WHEREAS, pursuant to Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California and the Joint Powers Agreement, the Authority is authorized to issue bonds for financing and refinancing public capital improvements whenever there are significant public benefits;

WHEREAS, the County has leased certain real property and the improvements thereon to the Authority pursuant to a master site lease, dated as of September 1, 1993 (the “Site Lease”);

WHEREAS, the Authority has issued lease revenue bonds (the “Bonds”) to finance public capital improvements for the County and to secure the Bonds has leased certain real property and the improvements thereon to the County pursuant to a master facility lease, dated as of September 1, 1993 (the “Facility Lease”);

WHEREAS, the County pays base rental payments to the Authority pursuant to the Facility Lease for the use and occupancy of Demised Premises and the Project (as defined under the Facility Lease) leased thereunder, including the Jail Addition to the Maguire Correctional Facility (“Component 1”) and the County Government Center Parking Garage (“Component 2”), which rental payments are in amounts sufficient to pay debt service on the Bonds;

WHEREAS, it is proposed that the County and the Authority enter into a First Amendment to 1993 Site Lease (the “First Amendment to 1993 Site Lease”) to release the Component 1 parcel of real property from the Site Lease consisting of the Jail Addition to the Maguire Correctional Facility (the “Released Property”) and to substitute therefor certain real property and the improvements thereon, consisting of County Office Building One (the “Substituted Property”);

WHEREAS, it is proposed that the County and the Authority enter into a First Amendment to 1993 Facility Lease (the “First Amendment to 1993 Facility Lease”) to release the Released Property from the Facility Lease and to substitute the Substituted Property;

WHEREAS, Component 2, the County Government Center Parking Garage, will continue to be leased under the Site Lease, as amended, and under the Facility Lease, as amended;

WHEREAS, such partial release from the Site Lease and the Facility Lease and the substitution of the Substituted Property will not cause any reduction in the base rental payments of the County under the Facility Lease and the remaining property leased pursuant to the Facility Lease following such release and substitution will continue to have a fair rental value at least equal to the maximum amount of base rental payments becoming due in each fiscal year during the term of the amended Facility Lease;

WHEREAS, such release and substitution of property will not adversely affect the County's use and occupancy of the Project and the Demised Premises and the County, following such release and substitution, will continue to have "Good Merchantable Title" to the Project and the Demised Premises as described in the amended Facility Lease;

WHEREAS, the amendment of the Facility Lease is permitted by Sections 2.03 and 10.07 of the Facility Lease and Section 10.15 of the Trust Agreement, dated as of September 1, 1993, pursuant to which the Bonds are issued as the amendment will not materially adversely affect the interests of the Bondholders or result in any material impairment of the security given for the payment of the Bonds;

WHEREAS, there have been presented to this meeting the proposed forms of:

1. the First Amendment to 1993 Site Lease, and
2. the First Amendment to 1993 Facility Lease;

WHEREAS, this Board has been presented with the form of each document referred to herein, 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 transaction;

WHEREAS, the County has full legal right, power and authority under the laws of the State of California to enter into the transactions hereinafter authorized; and

NOW THEREFORE, IT IS HEREBY DETERMINED AND RESOLVED by the Board of Supervisors of the County of San Mateo that:

Section 1. The foregoing recitals are true and correct and this Board hereby so finds and determines.

Section 2. The County hereby specifically finds and declares that the actions authorized hereby constitute and are with respect to public affairs of the County and that the statements, findings and determinations of the County set forth above are true and correct.

Section 3. The proposed form of First Amendment to 1993 Site Lease on file with the Clerk of the Board of Supervisors is hereby approved. The County Manager, or any Deputy County Manager, the Budget Director or any designee of any such official (the

“Authorized Officers”) are each hereby authorized and directed, acting singly, for and in the name and on behalf of the County, to execute and deliver the First Amendment to 1993 Site Lease in substantially said form, with such changes therein as such executing officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The proposed form of First Amendment to 1993 Facility Lease on file with the Clerk of the Board of Supervisors is hereby approved. The Authorized Officers are each hereby authorized and directed, acting singly, for and in the name and on behalf of the County, to execute and deliver the First Amendment to 1993 Facility Lease in substantially said form, with such changes therein as such executing officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The officers and Supervisors of the County are hereby authorized and directed, acting singly, to do any and all things and to execute and deliver any and all documents and certificates which they deem necessary or advisable in order to consummate the execution and delivery of the documents mentioned herein and otherwise to effectuate the purposes of this Resolution and the transactions contemplated hereby.

Section 6. This Resolution shall take effect from and after its adoption.

CLERK'S CERTIFICATE

I, _____, Clerk of the Board of Supervisors of the County of San Mateo, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Supervisors of said County duly and regularly and legally held at the regular meeting place thereof on _____ of which meeting all of the members of the Board of Supervisors of said County had due notice and at which a majority thereof were present.

At said meeting said resolution was adopted by the following vote:

Ayes:

Noes:

Absent:

I have carefully compared the same with the original minutes of said meeting on file and of record in my office and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

I further certify that an agenda of said meeting was posted at least 72 hours prior to the date of the meeting in a place in the City of Redwood City, California, freely accessible to members of the public and that a short description of said resolution appeared on said agenda.

Said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: _____

Clerk of the Board of Supervisors
County of San Mateo

[Seal]