

RESOLUTION NO. CIC-14

RESOLUTION OF THE MANHATTAN BEACH CAPITAL IMPROVEMENTS CORPORATION APPROVING TRUST AGREEMENTS, SITE LEASE, LEASE AGREEMENT, CONTRACT OF PURCHASE, AND ASSIGNMENT AGREEMENT; AUTHORIZING THE TAKING OF CERTAIN ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF NOT TO EXCEED \$13,400,000 CERTIFICATES OF PARTICIPATION SERIES 2025A AND \$3,800,000 CERTIFICATES OF PARTICIPATION SERIES 2025B

WHEREAS, the City of Manhattan Beach, a political subdivision duly organized and existing under and pursuant to the Constitution and laws of the State of California (the "City"), and the Manhattan Beach Capital Improvements Corporation, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California (the "Corporation"), have determined that financing the costs of acquisition of certain property located at 400 Manhattan Beach Boulevard in the City and related costs (the "2025A Project") is necessary and proper for City purposes and uses under the terms of applicable law and is for the common benefit of the City as a whole; and

WHEREAS, the City and the Corporation have determined that financing the acquisition of certain communications equipment and other related costs (the "2025B Project") is necessary and proper for City purposes and uses under the terms of applicable law and is for the common benefit of the City as a whole; and

WHEREAS, in order to implement the foregoing, the City and the Corporation, propose to enter into a Site Lease (as hereinafter defined) pursuant to which the City agrees to lease to the Corporation certain real property and improvements generally consisting of the City's Peck Reservoir and the real property on which it is located (the "Leased Premises"); and

WHEREAS, the City and the Corporation propose to enter into the Lease Agreement (the "Lease Agreement") pursuant to which the Corporation agrees to lease the Leased Premises to the City in consideration for which the City will make payments of base rental ("Base Rental") for the use and possession of the Leased Premises; and

WHEREAS, the Corporation proposes to assign and transfer to U.S. Bank Trust Company, National Association, as trustee (the "Trustee"), certain of its rights, title and interest in and to the Lease Agreement, including its right to receive payments of Base Rental thereunder, by entering into an Assignment Agreement (as hereinafter defined); and

WHEREAS, in order to provide for the financing of the 2025A Project, the City, the Corporation and the Trustee propose to enter into a 2025A Trust Agreement (as hereinafter defined) pursuant to which the Trustee will execute and deliver certificates of participation representing proportionate undivided interests in the Lease Agreement,

including the right to receive payments of 2025A Lease Payments and other amounts thereunder; and

WHEREAS, in order to provide for the financing of the 2025B Project, the City, the Corporation and the Trustee propose to enter into a 2025B Trust Agreement (as hereinafter defined) pursuant to which the Trustee will execute and deliver certificates of participation representing proportionate undivided interests in the Lease Agreement, including the right to receive payments of 2025B Lease Payments and other amounts thereunder; and

WHEREAS, the City, the Corporation and the Underwriter (as defined herein) propose to enter into a Contract of Purchase (the "Purchase Contract") pursuant to which the City will sell the Certificates (as hereinafter defined); and

WHEREAS, the Corporation is authorized to undertake all of the above pursuant to applicable laws of the State of California.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MANHATTAN BEACH CAPITAL IMPROVEMENTS CORPORATION AS FOLLOWS:

SECTION 1. The form of Site Lease by and between the City and the Corporation (the "Site Lease"), a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference, is hereby approved.

SECTION 2. The form of Lease Agreement by and between the City and the Corporation a copy of which is attached hereto as Exhibit "B" and incorporated herein by this reference, is hereby approved.

SECTION 3. The form of Assignment Agreement by and between the Corporation and the Trustee (the "Assignment Agreement"), a copy of which is attached hereto as Exhibit "C" and incorporated herein by this reference, is hereby approved.

SECTION 4. The form of Purchase Contract among the City, the Corporation and BofA Securities, Inc. (the "Underwriter"), a copy of which is attached hereto as Exhibit "D" and incorporated herein by this reference, is hereby approved.

SECTION 5. The form of the Trust Agreement relating to the 2025A Certificates (the "2025A Trust Agreement"), a copy of which is attached hereto as Exhibit "E" and incorporated herein by this reference, is hereby approved. The form of the Trust Agreement relating to the 2025B Certificates (the "2025B Trust Agreement" and, together with the 2025A Trust Agreement, the "Trust Agreements"), a copy of which is attached hereto as Exhibit "F" and incorporated herein by this reference, is hereby approved.

SECTION 6. The President, the Chief Administrative Officer, the Chief Financial Officer, and the other officers of the Corporation are, and each of them acting alone is, hereby authorized and directed for and in the name of and on behalf of the Corporation

to execute and deliver the Site Lease, the Lease Agreement, the Assignment Agreement, the Certificate Purchase Contract and the Trust Agreements, each in substantially the form presented to and considered at this meeting, with such changes therein, deletions therefrom and additions thereto as may be approved (i) by the officer executing the same on behalf of the Corporation, in such officer's discretion, as being in the best interests of the Corporation, (ii) by Stradling Yocca Carlson & Rauth LLP, Special Counsel, and (iii) as to form by the City Attorney; such approval to be conclusively evidenced by the execution and delivery of such document by the officer executing the same on behalf of the Corporation.

SECTION 7. All actions heretofore taken by any officer of the Corporation in connection with or related to any of the agreements referenced herein or the financing of the Project are hereby approved, confirmed and ratified.

SECTION 8. The President, Vice-President and the Secretary of the Corporation and all other officers of the Corporation are, and each of them acting alone is, hereby authorized and directed to take such actions and to execute such documents and certificates (including certificates relating to the accuracy and completeness of the information in the Official Statement relating to the Certificates as set forth in the Purchase Contract) as may be necessary to effectuate the purposes of this Resolution, including but not limited to the execution and delivery of the Certificates, and the execution of any documents and certificates necessary or desirable in connection therewith, to the extent not inconsistent with this resolution.

SECTION 9. This Resolution shall take effect upon its adoption by this Board. The City Clerk shall certify to the adoption of this Resolution and thenceforth and thereafter the same shall be in full force and effect.

ADOPTED on August 5, 2025.

AYES:

NOES:

ABSENT:

ABSTAIN:

DAVID LESSER
President

ATTEST:

LIZA TAMURA
Secretary

EXHIBIT A
FORM OF SITE LEASE

EXHIBIT B
FORM OF LEASE AGREEMENT

EXHIBIT C
FORM OF ASSIGNMENT AGREEMENT

EXHIBIT D
FORM OF CONTRACT OF PURCHASE

EXHIBIT E
FORM OF 2025A TRUST AGREEMENT

EXHIBIT F
FORM OF 2025B TRUST AGREEMENT