

RECORDING REQUESTED BY:)
Manhattan Beach Capital)
Improvements Corporation)
)
AND WHEN RECORDED MAIL TO:)
Stradling Yocca Carlson & Rauth)
500 Capitol Mall, Suite 1120)
Sacramento, California 95814)
Attn: Kevin M. Civale, Esq.)
)

[Space above for Recorder.]

THIS DOCUMENT IS RECORDED FOR THE BENEFIT OF THE CITY OF MANHATTAN BEACH, AND THE RECORDING IS FEE-EXEMPT UNDER SECTION 27383 OF THE GOVERNMENT CODE. THE GRANTOR IS A GOVERNMENTAL AGENCY. LEASE TERM LESS THAN 35 YEARS.

SECOND AMENDMENT TO ASSIGNMENT AGREEMENT

by and between

MANHATTAN BEACH CAPITAL IMPROVEMENTS CORPORATION

and

**U.S. BANK NATIONAL ASSOCIATION,
as Trustee**

Dated as of August 1, 2021

Relating to:

**\$ _____
CITY OF MANHATTAN BEACH
CERTIFICATES OF PARTICIPATION
(FIRE STATION #2)
SERIES 2021**

SECOND AMENDMENT TO ASSIGNMENT AGREEMENT

This Second Amendment to Assignment Agreement, dated as of August 1, 2021 (the “Second Amendment to Assignment Agreement”), is made and entered into by and between the CITY OF MANHATTAN BEACH CAPITAL IMPROVEMENTS CORPORATION, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California (the “Corporation”), as assignor, and U.S. Bank National Association, a national banking association organized and existing under the laws of the United States, as trustee (the “Trustee”) and amends that certain Assignment Agreement between the Corporation and the Trustee, dated as of February 1, 2013 and recorded in the official records of the County of Los Angeles (the “County”) on February 13, 2013 as Document No. 2013-0212870 (the “Original Assignment Agreement”), as amended;

W I T N E S S E T H :

WHEREAS, the Corporation and the City of Manhattan Beach (the “City”) have entered into a certain Site and Facilities Lease, dated as of February 1, 2013, recorded on February 13, 2013 in the official records of the County as Document No. 2013-0212868, as amended by that certain First Amendment to Site Lease dated as of December 1, 2016, recorded on December 16, 2021 in the official records of the County as Document No. _____, and as amended by the Second Amendment to Site Lease dated as of August 1, 2021 being recorded concurrently herewith (collectively, the “Site Lease”), whereby the City has leased to the Corporation certain real property, including the improvements thereon, described in Exhibit A to First Amendment to Site Lease and in Exhibit A hereto (the “Property”); and

WHEREAS, the Corporation and the City have entered into a certain Lease Agreement, dated as of February 1, 2013, recorded on February 13, 2013 in the official records of the County as Document No. 2013-0212869, as amended by that certain First Amendment to Lease Agreement dated as of December 1, 2016, and as amended by that certain Second Amendment to Lease Agreement dated as of August 1, 2021 being recorded concurrently herewith (collectively, the “Lease”), whereby the Corporation has leased to the City, and the City has leased from the Corporation, the Leased Premises (as defined therein); and

WHEREAS, the Corporation has assigned absolutely, without recourse, all of its rights to receive the Lease Payments scheduled to be paid by the City under and pursuant to the Lease to the Trustee and certain of its other rights, title and interest under the Lease, pursuant to the Original Assignment Agreement, as amended by the First Amendment to Assignment Agreement, dated as of December 1, 2016; and

WHEREAS, the Corporation has assigned absolutely, without recourse, all of its rights to, under and pursuant to the Site Lease to the Trustee, pursuant to the Original Assignment Agreement; and

WHEREAS, the Corporation and the Trustee desire to enter into this Second Amendment to Assignment Agreement in order to facilitate the execution and delivery of the \$_____ City of Manhattan Beach Certificates of Participation (Fire Station #2) Series 2021 (the “2021 Certificates”); and

WHEREAS, the 2021 Certificates are being executed and delivered as Additional Certificates under that certain Trust Agreement, dated as of February 1, 2013, as supplemented by the First Supplement to Trust Agreement, dated as of December 1, 2016, and as supplemented by the Second Supplement to Trust Agreement, dated as of August 1, 2021, each by and among the Trustee, the Corporation and the City; and

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other valuable consideration, it is hereby mutually agreed as follows:

SECTION 1. Definitions. Unless the context otherwise requires, the capitalized terms used herein shall have the meanings specified in the Lease and the Trust Agreement.

SECTION 2. Execution and Delivery of 2021 Certificates. From and after the date of the execution and delivery of the 2021 Certificates, the 2021 Certificates shall constitute Additional Certificates subject to the provisions of the Assignment Agreement.

SECTION 3. No Other Amendments. Except as expressly set forth in Sections 2 and 3 above, all other provisions of the Assignment Agreement remain in full force and effect.

SECTION 4. Counterparts. This First Amendment to Assignment Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties have executed this First Amendment to Assignment Agreement by their officers thereunto duly authorized as of the day and year first written above.

MANHATTAN BEACH CAPITAL
IMPROVEMENTS CORPORATION

By: _____
Corporation Representative

ATTEST:

Secretary

U.S. BANK NATIONAL ASSOCIATION, as Trustee

By: _____
Authorized Officer

CONSENT

The City of Manhattan Beach hereby consents to the foregoing.

CITY OF MANHATTAN BEACH, as Lessee

By: _____
City Representative

ATTEST:

City Clerk

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On _____ before me, _____, Notary Public,

personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose names(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 OF NOTARY PUBLIC

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On _____ before me, _____, Notary Public,

personally appeared _____, who proved to me on the basis of satisfactory evidence to be the person(s) whose names(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 OF NOTARY PUBLIC

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

Real property in the City of Manhattan Beach, County of Los Angeles, State of California, described as follows:

LOTS 46 THROUGH 56, LOTS 65 THROUGH 74, LOTS 83 THROUGH 92 AND A PORTION OF LOT C (EASTERLY OF A LINE DRAWN BETWEEN THE WESTERLY BORDERS OF LOTS 65 AND 83), AND VACATED STREET (EASTERLY OF A LINE DRAWN EXTENDING THE WESTERLY BORDER OF LOT 65 TO THE SOUTHERLY BORDER OF LOT 46), TRACT NO. 2541 IN THE CITY OF MANHATTAN BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 24, PAGE 86 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

APN: 8940-211-016