

RESOLUTION NO. CIC-10

RESOLUTION OF THE MANHATTAN BEACH CAPITAL IMPROVEMENTS CORPORATION APPROVING A SECOND SUPPLEMENT TO TRUST AGREEMENT, A SECOND AMENDMENT TO SITE AND FACILITIES LEASE, A SECOND AMENDMENT TO LEASE AGREEMENT, A PURCHASE CONTRACT, A SECOND AMENDMENT TO ASSIGNMENT AGREEMENT; AUTHORIZING THE TAKING OF CERTAIN ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF NOT TO EXCEED \$9,700,000 CERTIFICATES OF PARTICIPATION (FIRE STATION #2) SERIES 2021

WHEREAS:

(a) 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 constructing and equipping a fire station and related improvements (the "Improvements") 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

(b) In order to implement the foregoing, the City and the Corporation propose to enter into a Second Amendment to Site and Facilities Lease, dated as of August 1, 2021 (the "Second Amendment to Site Lease"), which amends a Site and Facilities Lease, dated as of February 1, 2013 (the "Original Site Lease"), as amended, pursuant to which the City leased to the Corporation certain real property and improvements generally consisting of the police department and fire department headquarters facility (the "Leased Premises"); and

(c) The City and the Corporation propose to enter into a Second Amendment to Lease Agreement, dated as of August 1, 2021 (the "Second Amendment to Lease Agreement"), which amends a Lease Agreement, dated as of February 1, 2013 (the "Original Lease"), as amended, pursuant to which the Corporation leased the Leased Premises to the City in consideration for which the City will make lease payments ("Lease Payments") for the use and possession of the Leased Premises; and

(d) The Corporation proposes to enter into a Second Amendment to Assignment Agreement, dated as of August 1, 2021 ("Second Amendment to Assignment Agreement"), which amends an Assignment Agreement, dated as of February 1, 2013 (the "Original Assignment Agreement"), as amended, pursuant to which the Corporation has assigned and transferred to U.S. Bank National Association, as trustee (the "Trustee"), certain of its rights, title and interest in and to the Lease Agreement, including its right to receive Lease Payments thereunder; and

(e) The City, the Corporation and the Trustee propose to enter into a Second Supplement to Trust Agreement, dated as of August 1, 2021 (the "Second Supplement to Trust Agreement"), which supplements the Trust Agreement, dated as of February 1, 2013, as supplemented by the First Supplement to Trust Agreement, dated as of December 1, 2016, pursuant to which the Trustee will execute and deliver Certificates of Participation (Fire Station #2) Series 2021 (the "2021 Certificates") representing proportionate undivided interests in the Lease Agreement, including the right to receive Lease Payments thereunder; and

(f) The City, the Corporation and the Underwriter (as defined herein) propose to enter into a Purchase Contract (as hereinafter defined) pursuant to which the City will sell the 2021 Certificates; and

(g) 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:

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

2. The form of Second Amendment to 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.

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

4. The form of Contract of Purchase (the "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.

5. The form of Second Supplement to Trust Agreement, a copy of which is attached hereto as Exhibit "E" and incorporated herein by this reference, is hereby approved.

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 Second Amendment to Site Lease, the Second Amendment to Lease Agreement, the Second Amendment to Assignment Agreement, the Purchase Contract and the Second Supplement to Trust Agreement 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, and (ii) by Stradling Yocca Carlson & Rauth, a Professional Corporation, Special Counsel; 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.

7. All actions heretofore taken by any officer of the Corporation in connection with or related to any of the agreements or documents referenced herein and the execution and delivery of the 2021 Certificates, or in connection with or related to any of the agreements or documents referenced herein, are hereby approved, confirmed and ratified.

8. The President, the Chief Administrative Officer, the Chief Financial Officer, and the other officers 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 2021 Certificates as set forth in the Purchase Contract) as may be necessary or desirable to effectuate the purposes of this Resolution, including but not limited to the execution and delivery of the 2021 Certificates, and related agreements, and the execution of any documents and certificates in connection therewith, to the extent not inconsistent with this resolution.

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.

PASSED, APPROVED and ADOPTED by the Board of Directors of the Manhattan Beach Capital Improvements Corporation this 20th day of July, 2021.

Ayes:

Noes:

Absent:

Abstain:

SUZANNE HADLEY
President

ATTEST:

LIZA TAMURA
Secretary