

## RESOLUTION NO. CIC-11

RESOLUTION OF THE MANHATTAN BEACH CAPITAL IMPROVEMENTS CORPORATION APPROVING A TRUST AGREEMENT, A SITE LEASE, A LEASE AGREEMENT, A PURCHASE CONTRACT, AN ASSIGNMENT AGREEMENT; AUTHORIZING THE TAKING OF CERTAIN ACTIONS IN CONNECTION WITH THE REFUNDING OF OUTSTANDING CERTIFICATES OF PARTICIPATION AND THE EXECUTION AND DELIVERY OF NOT TO EXCEED \$8,000,000 REFUNDING CERTIFICATES OF PARTICIPATION SERIES 2021

### WHEREAS:

(a) 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") and 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") previously entered into a Lease Agreement (the "2012 Project Lease"), dated as of July 1, 2012, in connection with the execution and delivery of City of Manhattan Beach Certificates of Participation (Metlox and Water/Wastewater Refunding) Series 2012 (the "2012 Certificates"), for the purpose of refinancing the costs of certain capital projects for the City described therein, generally consisting of a parking garage and improvements to the City wastewater and water facilities (the "Improvements"); and

(b) The City has determined that refinancing the costs of the Improvements by paying and refunding the base rental payments becoming due under the 2012 Project Lease 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

(c) 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 City Hall and the real property on which it is located (the "Leased Premises"); and

(d) 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

(e) The Corporation proposes to assign and transfer 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 payments of Base Rental thereunder, by entering into an Assignment Agreement (as hereinafter defined); and

(f) The City, the Corporation and the Trustee propose to enter into a 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 Base Rental thereunder; and

(g) The City, the Corporation and the Underwriter (as defined herein) propose to enter into a Certificate Purchase Agreement (as hereinafter defined) pursuant to which the City will sell the Refunding Certificates (as hereinafter defined); and

(h) 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 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.

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.

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.

4. The form of Certificate Purchase Agreement (the "Certificate Purchase Agreement") 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 Trust Agreement (the "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 Site Lease, the Lease Agreement, the Assignment Agreement, the Certificate Purchase Agreement and the 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, (ii) by Stradling Yocca Carlson & Rauth, a Professional Corporation, 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.

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.

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 Certificate 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, the refunding of the Refunded Certificates, and the termination of the 2012 Project Lease and other agreements relating to the 2012 Certificates, 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.

ADOPTED on November 16, 2021.

AYES:

NOES:

ABSENT:

ABSTAIN:

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HILDY STERN  
Mayor

ATTEST:

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LIZA TAMURA  
City Clerk

EXHIBIT A  
FORM OF SITE LEASE

EXHIBIT B  
FORM OF LEASE AGREEMENT

EXHIBIT C

FORM OF ASSIGNMENT AGREEMENT

EXHIBIT D

FORM OF CERTIFICATE PURCHASE AGREEMENT

EXHIBIT E

FORM OF TRUST AGREEMENT