

**RESOLUTION OF THE BOARD OF SUPERVISORS OF THE
COUNTY OF SANTA BARBARA, STATE OF CALIFORNIA**

IN THE MATTER OF AUTHORIZING THE) EXECUTION AND DELIVERY OF A LEASE,) A SUBLEASE, AN ASSIGNMENT) AGREEMENT, A CONTRACT OF) PURCHASE AND AN ESCROW) AGREEMENT; AND AUTHORIZING) CERTAIN OTHER ACTIONS IN) CONNECTION WITH A LEASE FINANCING)	RESOLUTION NO. 11-____
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WHEREAS, the County of Santa Barbara, a political subdivision duly organized and existing under and pursuant to the Constitution and laws of the State of California (the “County”) has heretofore authorized the execution and delivery of certificates of participation evidencing and representing proportionate interests of the owners thereof in base rental payments made and to be made by the County pursuant to the Sublease (Santa Barbara County), executed and entered into as of December 1, 2001 (the original principal components of the base rental payments of which aggregate \$31,425,000) (the “2001 Sublease”);

WHEREAS, the obligations under the 2001 Sublease may be prepaid, and cost savings may be realized by prepaying the 2001 Sublease; and

WHEREAS, the County desires to additionally finance the Calle Real photovoltaic solar project pursuant to a lease financing;

WHEREAS, the Santa Barbara County Finance Corporation, Inc. (the “Corporation”), has agreed or will agree to assist the County in the prepayment and financing described herein by entering into a lease (the “Lease”) with the County pursuant to which the Corporation will pay advance rental to the County for the lease of certain real property described in Exhibit A attached hereto (the “Demised Premises”); and

WHEREAS, the County and the Corporation will enter into a sublease (the “Sublease”) pursuant to which the County will lease back the Demised Premises from the Corporation; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of such financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the County is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided;

NOW, THEREFORE, be it resolved by the Board of Supervisors of the County of Santa Barbara as follows:

SECTION 1. 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 and in the preambles of the documents approved herein are true and correct.

SECTION 2. The form of the lease (the “Lease”), between the County, as lessor, and the Corporation, as lessee, presented to this meeting and on file with the Clerk of the Board of Supervisors of the County, is hereby approved. The Chair and the Vice Chair of the Board of Supervisors of the County (the “Authorized Officers”) are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the County to execute, acknowledge and deliver to the Corporation the Lease in substantially said form, with such changes therein as such officer may require or approve with the consent of County Counsel of the County (“County Counsel”), such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 3. The form of the sublease (the “Sublease”), between the Corporation, as sublessor, and the County, as sublessee, presented to this meeting and on file with the Clerk of the Board of Supervisors of the County, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the County to execute, acknowledge and deliver to the Corporation the Sublease in substantially said form, with such changes therein as such officer may require or approve with the consent of County Counsel, such approval to be conclusively evidenced by the execution and delivery thereof; provided that the principal amount of Base Rental Payments shall not exceed \$22,500,000, the interest rate on the Base Rental Payments shall not exceed 5% per annum and the final Base Rental Payment shall be due no later than December 1, 2026 (subject to a 10-year extension as provided in the Lease and Sublease).

SECTION 4. The form of Assignment Agreement (the “Assignment Agreement”), between the Corporation and Wells Fargo Bank, N.A. (the “Bank”), presented to this meeting and on file with the Clerk of the Board of Supervisors of the County, is hereby approved.

SECTION 5. The form of Contract of Purchase (the “Purchase Contract”), between the Corporation and the Bank, presented to this meeting and on file with the Clerk of the Board of Supervisors of the County, is hereby approved.

SECTION 6. The form of the Escrow Agreement (the “Escrow Agreement”), by and between the County and the trustee for the 2001 Certificates, presented to this meeting and on file with the Clerk of the Board of Supervisors of the County, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized for and in the name and on behalf of the County, to execute, acknowledge and deliver the Escrow Agreement in substantially said form, with such changes therein as such officer may require or approve with the consent of County Counsel, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 7. The Demised Premises to be leased pursuant to the Lease and Sublease shall be the properties described in Exhibit A hereto.

SECTION 8. The Clerk of the Board of Supervisors of the County is hereby authorized and directed to attest the signature of the Authorized Officers or other officials of the County and to affix and attest the seal of the County as may be required or appropriate in connection with the execution and delivery of the Lease, the Sublease, the Assignment Agreement, the Purchase Contract and the Escrow Agreement.

SECTION 9. The Board of Supervisors acknowledges and understands that the same attorney(s) within County Counsel may represent and advise both the County and the Corporation regarding financings and applicable documents, and waives any potential or actual conflicts of interest arising therefrom.

SECTION 10. The terms and conditions of Resolution No. 11-95 of the California Debt Limit Allocation Committee (“Resolution Reallocating A Portion of the American Recovery and Reinvestment Act of 2009 Qualified Energy Conservation Bonds for a Qualified Project (Government Issue)”) are incorporated in this Resolution.

SECTION 11. The officers of the County are hereby authorized, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate this financing, including the prepayment of the 2001 Sublease, and otherwise to carry out, give effect to and comply with the terms and intent of this resolution, the Lease, the Sublease, the Assignment Agreement, the Purchase Contract and the Escrow Agreement. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

SECTION 12. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 6th day of September, 2011, by the following
vote:

AYES:

NOES:

ABSENT:

Chair of the Board of Supervisors

[SEAL]

ATTEST:

Chandra L. Wallar,
Clerk of the Board of Supervisors

**APPROVED AS TO ACCOUNTING
FORM:**

Robert W. Geis, C.P.A.,
Auditor-Controller

By _____

By _____

APPROVED AS TO FORM:

Dennis Marshall,
County Counsel

By _____

EXHIBIT A

The Demised Premises shall consist of the following buildings and related sites:

Burton Mesa Public Safety Center
3500/3510 Harris Grade Road
Lompoc, CA

Santa Maria Social Services Building "C"
2125 Centerpoint Parkway
Santa Maria, CA