

RESOLUTION AUTHORIZING THE COUNTY OF SANTA BARBARA TO ENTER INTO A LEASE AND LEASEBACK AGREEMENT, AS LESSEE, WITH CALEASE PUBLIC FUNDING CORPORATION, AS LESSOR, WITH RESPECT TO THE LEASE AND LEASEBACK OF A BUILDING TO BE RENOVATED AND USED BY THE CLERK-RECORDER-ASSESSOR; AND AN ESCROW AGREEMENT AMONG CALEASE PUBLIC FUNDING CORPORATION, THE COUNTY OF SANTA BARBARA AND THE ESCROW AGENT NAMED THEREIN, AS ESCROW AGENT; AND A TAX COMPLIANCE AGREEMENT AMONG CALEASE PUBLIC FUNDING CORPORATION, THE COUNTY OF SANTA BARBARA, AND THE ESCROW AGENT NAMED THEREIN.

WHEREAS, the County of Santa Barbara (the "County") desires to obtain moneys to pay the costs of (1) renovating a portion of the two-story, 23,800 square-foot building owned by the County and located at 4440 Calle Real, Santa Barbara, California (said building, but excluding the portion thereof currently leased to the Federal Bureau of Veterans Affairs, together with the land owned by the County, being referred to herein as the "Project"), and (2) paying certain expenses incurred in connection with the financing; and

WHEREAS, in order to facilitate the purchase of the Project and to pay the cost thereof, it is necessary and desirable for the County to take the following actions:

1. Enter into a Lease and Leaseback Agreement (the "Lease") with CaLease Public Funding Corporation (the "Corporation"), in a principal amount not to exceed \$1,600,000, pursuant to which the County will lease the Project to the Corporation and lease back the Project from the Corporation with an option to purchase the Corporation's interest therein;
2. Enter into an Escrow Agreement (the "Escrow Agreement"), with the Corporation and Wells Fargo Bank, National Association, as escrow agent (the "Escrow Agent"), whereby funds will be deposited in a Construction Fund to pay costs of the Project; and
3. Enter into a Tax Compliance Agreement (the "Tax Agreement"), with the Corporation and the Escrow Agent.

(The Lease, the Escrow Agreement and the Tax Agreement are collectively referred to herein as the "County Documents.")

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF SANTA BARBARA, AS FOLLOWS:

Section 1. Approval of the County Documents. The County Documents are hereby approved, and shall contain such terms and conditions and be in such forms as shall be approved by the officer or officers of the County signing the County Documents on behalf of the County, the execution of the County Documents by such officer or officers to be conclusive evidence of their approval and the County's approval thereof. The Treasurer – Tax Collector or the Auditor - Controller of the County are each hereby authorized and directed to execute and deliver the County Documents on behalf of and as the act and deed of the County.

Section 2. Reimbursement of Prior Expenditures. The County has made or expects to make capital expenditures (the "Expenditures") in connection with the Project, and intends to reimburse itself for the Expenditures with the proceeds of the Lease to the extent permitted by the Internal Revenue Code.

Section 3. Further Authority. The County shall, and the officials and agents of the County are hereby authorized and directed to, take such action, expend such funds and execute such other documents, certificates and instruments as may be necessary or desirable to carry out and comply with the intent of this Resolution and to carry out, comply with and perform the duties of the County with respect to the County Documents and the Project.

Section 4. Effective Date. This Resolution shall take effect and be in full force from and after its adoption by the Board of Supervisors.

PASSED AND ADOPTED at a meeting of the Board of Supervisors of the County of Santa Barbara this 15th day of September, 2009 by the following vote:

AYES:

NOES:

ABSENT:

Joseph Centeno, Chair
Board of Supervisors
County of Santa Barbara

[SEAL]

ATTEST:

MICHAEL F. BROWN
CLERK OF THE BOARD

**APPROVED AS TO ACCOUNTING
FORM:**

ROBERT W. GEIS, C.P.A.
AUDITOR-CONTROLLER

APPROVED AS TO FORM:

DENNIS A. MARSHALL
COUNTY COUNSEL



Deputy County Counsel