

RESOLUTION NO. __

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF
BURLINGAME AUTHORIZING THE SUBSTITUTION OF FACILITIES
AND APPROVING THE TAKING OF ALL NECESSARY OR
DESIRABLE ACTIONS IN CONNECTION THEREWITH**

WHEREAS, the City of Burlingame, a city organized and validly existing under the Constitution and general laws of the State of California (the “City”); and

WHEREAS, the Burlingame Financing Authority (the “Authority”) is a joint exercise of powers entity created pursuant to a Joint Exercise of Powers Agreement, dated as of May 15, 1995 between the Redevelopment Agency of the City; and

WHEREAS, the Authority and the City entered into a Facilities Lease (the “Facility Lease”) and a Facility Sublease (the “Sublease”), each dated as of September 1, 2010 (collectively, the “Leases”) in connection with the issuance of the Authority’s Lease Revenue Refunding Bonds, Series 2010 (the “Bonds”); and

WHEREAS, the Bonds were issued pursuant to that certain Trust Agreement (the “Trust Agreement”), dated as of September 1, 2010, by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”) for the Bonds; and

WHEREAS, Section 6.08 of the Trust Agreement provides that the Trustee may consent to any supplement, amendment, modification or termination of the Leases in connection with a substitution for the real property leased under the Leases (the “Facilities”) pursuant to Section 2.04 of the Sublease; and

WHEREAS, Section 2.04 of the Sublease provides that the Facilities may be substituted in accordance with the requirements of the Leases for other City-owned real property (the “Substitute Properties”) and the City and the Authority desire to make such a substitution pursuant to an Amendment to Facility Lease and Amendment to Facility Sublease (the “Lease Amendments”), each by and between the City and the Authority with the consent of the Trustee; and

WHEREAS, it is proposed that the City will lease one or more Substitute Properties in place of the Facilities to be released pursuant to the Lease Amendments; and

WHEREAS, the City has full legal right, power and authority under the laws of the State of California to enter into the agreements hereinafter authorized.

NOW THEREFORE, BE IT RESOLVED by the City Council of the City of Burlingame, as follows:

Section 1. The foregoing recitals are true and correct and this City Council hereby so finds and determines.

Section 2. The City Council hereby authorizes the execution and the delivery of Lease Amendments, and the City Manager and Finance Director/Treasurer (the “Authorized Officers”) are each hereby authorized and directed, acting singly, for and in the name and on behalf of the City, to enter into the Lease Amendments.

Section 3. The City Council hereby authorizes the lease of one or more of the Substitute Properties in place of the Facilities to be released pursuant to the Lease Amendments.

Section 4. The Authorized Officers, each acting alone, are hereby authorized and directed 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 carry out, give effect to and comply with the terms and intent of this resolution, including without limitation the execution and delivery of termination agreements, releases and certificates required in connection with the Lease Amendments. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 5. This Resolution shall take effect from and after its adoption.

Donna Colson, Mayor

I hereby certify that the foregoing is a full, true and correct copy of a resolution duly passed and adopted by the City Council of the City of Burlingame at a regular meeting thereof held on the 18th day of November, 2019, by the following vote of the members thereof:

AYES: COUNCILMEMBERS:

NOES: COUNCILMEMBERS:

ABSENT: COUNCILMEMBERS:

ATTEST: _____
Meaghan Hassel-Shearer, City Clerk

CLERK'S CERTIFICATE

I, _____, City Clerk of the City of Burlingame, do hereby certify as follows:

The foregoing resolution is a full, true and correct copy of a resolution duly adopted by a vote of a majority of the City Council of the City of Burlingame at a regular meeting of said Council duly and regularly and legally held at the Council Chambers, 501 Primrose Road, Burlingame, California, on November 18, 2019, of which all of such members had due notice, as follows:

AYES:

NOES:

ABSTAIN:

ABSENT:

An agenda of said meeting was posted at least 72 hours before said meeting at 501 Primrose Road, Burlingame, California, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda.

I have carefully compared the foregoing with the original minutes of said meeting on file and of record in my office, and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: _____, 2019.

City Clerk of the City of Burlingame

[Seal]