

**FRESNO COUNTY FINANCING AUTHORITY  
LEASE REVENUE BONDS, SERIES 2007  
(SHARED USE JUVENILE COURT PROJECT)**

**CERTIFICATE OF THE CLERK  
TO THE BOARD OF SUPERVISORS OF THE COUNTY OF FRESNO  
REGARDING RESOLUTION NO. 15- 048**

I, Bernice E. Seidel, the Clerk to the Board of Supervisors of the County of Fresno, do hereby certify that attached hereto is a true and correct copy of Resolution No. 15-048 (the "Resolution"), duly adopted on Feb. 24, 2015, by the Board of Supervisors of the County of Fresno at a meeting of the Board of Supervisors that was called and held pursuant to law and with all notice required by law and at which a quorum was present and acting throughout, and that the aforesaid Resolution has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

Dated: 2-24-, 2015

**COUNTY OF FRESNO**

By: Bernice E. Seidel  
Bernice E. Seidel  
Clerk to the Board of Supervisors

**COUNTY OF FRESNO**  
**RESOLUTION NO. 15- 048**

**APPROVE AND AUTHORIZE CHAIRMAN TO EXECUTE A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF FRESNO AUTHORIZING THE SUBSTITUTION OF THE BOND FINANCED PROJECT FOR THE EXISTING LEASED FACILITY WITH RESPECT TO THE FRESNO COUNTY FINANCING AUTHORITY LEASE REVENUE BONDS (\$55,350,000), SERIES 2007 (SHARED USE JUVENILE COURT PROJECT) AND APPROVING THE FORMS OF AND AUTHORIZING THE APPROVAL, EXECUTION AND DELIVERY OF AN ASSIGNMENT OF THE LEASE-PURCHASE AGREEMENT BY AND BETWEEN THE COUNTY AND THE JUDICIAL COUNCIL OF CALIFORNIA, AN AMENDMENT TO A SITE LEASE, AND AN AMENDMENT TO A LEASE AGREEMENT IN CONNECTION WITH SUCH SUBSTITUTION AND AUTHORIZING AND APPROVING RELATED DOCUMENTS AND OTHER ACTIONS AND MATTERS RELATING THERETO.**

WHEREAS, the County of Fresno (the "County") and the Industrial Development and Finance Authority of the County of Fresno (the "Industrial Development Authority") have heretofore entered into a Joint Exercise of Powers Agreement dated September 27, 1994 (the "Joint Powers Agreement") which provides for the creation of the Fresno County Financing Authority (the "Authority"), separate and apart from the contracting parties, to provide for, among other things, the acquisition, disposition and/or financing public capital improvements and/or working capital for the County and the Industrial Development Authority; and

WHEREAS, pursuant to Article 1 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, Article 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act") and the Joint Powers Agreement, the Authority is authorized to issue bonds for financing and refinancing public capital improvements whenever there are significant public benefits; and

WHEREAS, the Authority has previously issued its \$55,350,000 principal amount Lease Revenue Bonds, Series 2007 (Shared Use Juvenile Court Project) (the "Series 2007 Bonds") pursuant to an Indenture, dated as of April 1, 2007 (the "Indenture"), by and between the Authority and The Bank of New York Mellon Trust Company, N.A., as Trustee (the "Trustee"); and

WHEREAS, a portion of the proceeds of the Series 2007 Bonds were used to finance the construction, improvement and equipping of that certain shared use juvenile court project for the County (the "Project"); and

WHEREAS, for the purpose of providing moneys for the Project, the County leased certain interests in real property belonging to the County together with the improvements located or to be located thereon and certain equipment located thereon (the "Leased Property") to the Authority pursuant to a Site Lease dated as of April 1, 2007 (the "Site Lease"); and

WHEREAS, to provide for the repayment of the Series 2007 Bonds, the Authority leased the Leased Property back to the County pursuant to a Lease dated as of April 1, 2007 (the "Lease") under which the County has agreed to make base rental payments to the Authority in an amount sufficient to enable the Authority to pay the principal of and interest and premium (if any) on the Series 2007 Bonds when due and payable; and

WHEREAS, the County and the Authority desire to substitute the Project for the existing Leased Property under the Lease, Site Lease and Assignment Agreement.

WHEREAS, in connection with such substitution of the Project for the existing Leased Property, the County will assign its rights under the Lease-Purchase Agreement, dated March 13, 2007, by and between the County and the Judicial Council of California, acting by and through the Administrative Office of the Courts (the "AOC"), to the Authority and the Trustee; and

NOW, THEREFORE, IT IS RESOLVED, DETERMINED AND ORDERED, by the Board of Supervisors of the County of Fresno, as follows:

**Section 1. Findings and Determinations.** The Board hereby finds and determines that the foregoing recitals are true and correct.

**Section 2. Approval of Related Documents.** The County hereby approves each of the following agreements required to further implement the financing plan to be accomplished by the Series 2007 Bonds and to substitute the Project for the Leased Property under the Lease, Site Lease and Assignment Agreement, in substantially the respective forms on file with the Clerk to the Board together with such additions thereto and changes therein as the Designated Officers (as defined below) or any one of them acting alone shall deem necessary, desirable or appropriate, the execution of which by the County shall be conclusive evidence of the approval of any such additions and changes:

(a) a First Amendment to the Site Lease, by and between the County, as lessor, and the Authority, as lessee;

(b) a First Amendment to the Lease, by and between the Authority, as lessor, and the County, as lessee; and

(c) an Assignment of the Lease-Purchase Agreement, by and among the County, the Authority and the Trustee.

The Designated Officers, and each of them acting alone, are hereby authorized and directed to execute, and the Clerk to the Board is hereby authorized and directed to attest and affix the seal of the County to, the final form of such agreements for and in the name and on behalf of the County. The County hereby authorizes the delivery and performance of such agreements.

**Section 3. Designated Officer, General Authorization.** Any one of the Chairman of the Board, the Vice Chairman of the Board, the County Administrative Officer, the Clerk to the Board or the Auditor-Controller/Treasurer-Tax Collector of the County (each, a "Designated Officer"), and each of them acting alone or together, are hereby authorized and directed, for and in the name of and on behalf of the County, to take such actions, and to execute such agreements, documents, instruments, and certificates as may be necessary to effectuate the purposes of this Resolution.

**Section 4. Ratification of Actions.** All actions heretofore taken by any officers, employees or agents of the County with respect to the substitution of the Project for the Leased Property, or in connection with or related to any of the agreements or documents referred to herein, are hereby approved, confirmed and ratified.

**Section 5. Official Actions.** The Designated Officers are hereby authorized and directed, for and in the name and on behalf of the County, to do any and all things and take any and all actions, including execution and delivery of any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they, or any of them, may deem necessary or advisable in order to consummate the substitution of the Project for the Leased Property under the Lease, Site Lease, Assignment Agreement and Assignment of the Lease-Purchase Agreement and the consummation and continuing administration of the transactions as described herein.

**Section 6. Effective Date of Resolution.** This resolution shall take effect from and after its adoption.

THE FOREGOING was PASSED and ADOPTED by the Board of Supervisors of the County of Fresno this 24th day of February, 2015, by the following vote:

AYES: Supervisors Pacheco, Mendes, Borgeas, Perea, Poochigian

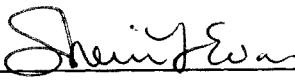
NOES: None

ABSENT: None

  
CHAIRMAN, BOARD OF SUPERVISORS

ATTEST:

BERNICE E. SEIDEL  
CLERK TO THE BOARD OF SUPERVISORS

  
Deputy

FILE No. \_\_\_\_\_  
AGENDA No. 11  
RESOLUTION No. 15- 048