

RESOLUTION NO. 2021-3

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CITY OF GARDENA FINANCING AGENCY, GARDENA, CALIFORNIA, AMENDING CERTAIN 2017 LEASE FINANCING DOCUMENTS TO PROVIDE FOR THE SUBSTITUTION OF THE PROPERTY AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS RELATING THERETO

RESOLVED, by the Board of Directors (the "Board") of the City of Gardena Financing Agency (the "Agency") as follows:

WHEREAS, the City of Gardena (the "City") and the Agency have heretofore entered into that certain Site and Facility Lease, dated as of June 1, 2017 (the "Site and Facility Lease"), pursuant to which the City leased certain real property and improvements described in Exhibits A and B thereto (collectively, the "Property") to the Agency and the Agency leased the Property from the City;

WHEREAS, the Agency and the City have heretofore entered into that certain Lease Agreement, dated as of June 1, 2017 (the "Lease Agreement"), pursuant to which the Agency leased the Property to the City and the City leased the Property from the Agency and pursuant to which the City agreed to make certain lease payments (the "Lease Payments") to the Agency;

WHEREAS, the Agency and ZB, National Association, now known as Zions Bancorporation, N.A. (the "Assignee"), have heretofore entered into that certain Assignment Agreement, dated as of June 1, 2017 (the "Assignment Agreement"), pursuant to which the Agency assigned to the Assignee its right to receive the Lease Payments;

WHEREAS, the City has determined that it is necessary to amend the description of the Property, as set forth in the Site and Facility Lease, the Lease Agreement and the Assignment Agreement to substitute the real property and improvements described therein;

WHEREAS, Section 7.6 of the Lease Agreement grants to the City the option to substitute the Property, provided that the City shall satisfy certain requirements which are conditions precedent to such substitution;

WHEREAS, the City will satisfy all such requirements; and

WHEREAS, the documents below specified have been filed with the Agency and the members of the Board, with the aid of its staff, have reviewed said documents;

NOW, THEREFORE, it is hereby ORDERED and DETERMINED, as follows:

Section 1. The below-enumerated documents, in the forms on file with the Secretary, be and are hereby approved, and the Chair, the Vice Chair, the Executive Director or the Treasurer, or the designee of any such official, is hereby authorized and directed to execute said documents, with such changes, insertions and omissions as may be approved by such official:

(a) an amendment to the Site and Facility Lease;

(b) an amendment to the Lease Agreement; and

(c) an amendment to the Assignment Agreement.

Section 2. The Chair, the Vice Chair, the Executive Director, the Treasurer, the Secretary and all other officers of the Agency are each authorized and directed in the name and on behalf of the Agency to make any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and other documents, which they or any of them might deem necessary or appropriate in order to consummate any of the transactions contemplated by the documents approved pursuant to this Resolution. Whenever in this Resolution any officer of the Agency is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer shall be absent or unavailable.

Section 3. This Resolution shall take effect immediately.

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I, the undersigned hereby certify that the foregoing Resolution was duly and regularly adopted and passed by Board of Directors of the City of Gardena Financing Agency at a regular meeting assembled on the 10th day of August 2021, by the following vote to wit:


TASHA CERDA, Chairwoman

ATTEST:


for MINA SEMENZA, Agency Secretary

APPROVED AS TO FORM:


CARMEN VASQUEZ, Agency Counsel

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:
CITY OF GARDENA)

I, **MINA SEMENZA**, Secretary of the City of Gardena Financing Agency, do hereby certify that the whole number of members of the Financing Agency Board is five; that the foregoing Resolution, being **Resolution No. 2021-3**, was duly passed and adopted by the Financing Agency of said City of Gardena, approved and signed by the Chairman of said Agency, and attested by the Secretary, all at a meeting of said Agency held on the **10th day of August, 2021** and that the same was so passed and adopted by the following roll call vote:

AYES: BOARD MEMBERS KASKANIAN, FRANCIS, VICE-CHAIR TANAKA
 AND BOARD MEMBER HENDERSON, AND CHAIRWOMAN CERDA
NOES: NONE
ASTAINED: NONE
ABSENT: NONE



Becky Romero
for Secretary, City of Gardena Financing Agency