

**RESOLUTION NO. \_\_\_\_\_**

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
SOUTHWEST COMMUNITIES FINANCING AUTHORITY  
AUTHORIZING AND DIRECTING EXECUTION OF AN  
ESCROW DEPOSIT AND TRUST AGREEMENT AND  
TERMINATION AGREEMENT AND EXECUTION OF  
RELATED DOCUMENTS**

**WHEREAS**, the Southwest Communities Financing Authority (the “Authority”) has been formed pursuant to a Joint Exercise of Powers Agreement, as amended, (the “JPA Agreement”) by and among the County of Riverside (the “County”), the City of Canyon Lake, the City of Lake Elsinore, the City of Murrieta, the City of Wildomar and the City of Temecula (collectively, the “Member Agencies”) and is authorized under said JPA Agreement and under the laws of the State of California to finance the acquisition and construction of an animal shelter located within the County (the “Project”); and

**WHEREAS**, the Authority previously issued its \$15,105,000 2008 Lease Revenue Bonds (County of Riverside Capital Projects) (the “2008 Bonds”), for the purpose of financing an animal shelter; and

**WHEREAS**, Animal Friends of the Valleys (“AFV”), a California non-profit public benefit corporation is the operator of the animal shelter; and

**WHEREAS**, Authority leased certain property and certain facilities pursuant to a ground lease, with AFV as lessor, (the “Ground Lease”) and leased such property to the County pursuant to a Lease Agreement (the “Lease Agreement”); and

**WHEREAS**, the County desires to refinance the 2008 Bonds for an interest cost savings and such refinancing will require that the Authority terminate the prior Ground Lease and Lease Agreement, pursuant to a Termination Agreement (the “Termination Agreement”); and

**WHEREAS**, as part of the refinancing of the 2008 Bonds, funds will be deposited in an escrow fund pursuant to an Escrow Agreement, among the Authority, the County and the Trustee for the 2008 Bonds; and

**WHEREAS**, the SCFA, the County and Animal Friends of the Valleys, have entered into a Second Amended and Restated Animal Shelter Operations Agreement, dated as of July 1, 2015, and which requires an amendment, being the Second Amendment to the Second Amended and Restated Animal Shelter Operations Agreement, to conform with federal tax law; and

**WHEREAS**, the Board of the Authority (the “Board”) has duly considered such transactions and has determined that it approves said transactions in the public interests of the County and the Authority;

**THEREFORE, BE IT RESOLVED** by the Board of Directors of the Southwest Communities Financing Authority adopt as follows:

**Section 1. Findings.** The recitals stated above are true and correct.

**Section 2. Approval of Documents.** The Board of Directors hereby approves each of the following documents in the respective forms on file with the Program Administrator, together with such additions thereto and changes therein as shall be deemed necessary, desirable or appropriate, the execution of which by the Chairperson, the Vice Chairperson or the Program Administrator shall be conclusive evidence of the approval of any such additions and changes:

(1) The Termination Agreement, by and among AFV, the Authority, the County and the Trustee for the 2008 Bonds;

(2) the Escrow and Deposit and Trust Agreement among the Authority, the County and the Trustee for the 2008 Bonds; and

(3) the Second Amendment to Second Amended and Restated Operations Agreement, among the Authority, the County and AFV.

The Chairperson, the Vice Chairperson or the Program Administrator are hereby authorized and directed to execute the final form of each of the foregoing documents and agreements for and in the name and on behalf of the Authority. The Board hereby authorizes the delivery and performance of each of the foregoing documents and agreements.

**Section 3. Official Actions.** The Chairperson, the Vice Chairperson, the Program Administrator, the Controller, the Treasurer and any and all other officers of the Authority are hereby authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and 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 connection with the delivery of the approval documents and the refinancing of the 2008 Bonds.

**Section 4. Effective Date.** This Resolution shall take effect from and after the date of its passage and adoption.

**ADOPTED** this \_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Chairperson

ATTEST:

\_\_\_\_\_  
Program Administrator

**CERTIFICATION**

I, \_\_\_\_\_, Program Administrator of the Southwest Communities Financing Authority, do hereby certify that the foregoing resolution was adopted by the Board of Directors of the Southwest Communities Financing Authority at a regular meeting thereof held on the \_\_\_ day of \_\_\_\_\_, \_\_\_\_, by the following vote of the Authority:

**AYES:**

**NOES:**

**ABSENT:**

**ABSTAINED:**

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the official seal of the Southwest Communities Financing Authority this \_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Program Administrator

(SEAL)