

RESOLUTION NO. ____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MILPITAS APPROVING THE ISSUANCE BY CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY OF NOT TO EXCEED \$20,000,000 AGGREGATE PRINCIPAL AMOUNT OF THE AUTHORITY'S REVENUE OBLIGATIONS FOR THE BENEFIT OF HUMANE SOCIETY SILICON VALLEY FOR THE PURPOSE OF FINANCING THE COST OF ACQUISITION, CONSTRUCTION, EQUIPPING AND FURNISHING OF A CERTAIN ANIMAL COMMUNITY CENTER, PROVIDING THE TERMS AND CONDITIONS FOR SUCH OBLIGATIONS AND OTHER MATTERS RELATING THERETO HEREIN SPECIFIED

WHEREAS, Humane Society Silicon Valley, a nonprofit public benefit corporation duly organized and existing under the laws of the State of California (the "Corporation"), has submitted and the California Enterprise Development Authority (the "Authority") has accepted, an application requesting the Authority to issue its tax-exempt and/or taxable revenue obligations in an aggregate principal amount not to exceed \$20,000,000 (the "Obligations") for the benefit of the Corporation pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State, (commencing with Section 6500) (the "Act") the proceeds of which will be used in part to finance or reimburse the Corporation for the cost of acquiring, constructing, equipping and furnishing an approximately 48,000 square foot animal community center to be located at 901 Ames Avenue, Milpitas, California (the "Facilities") and the payment certain costs of issuance in connection with the Obligations; and

WHEREAS, the issuance of the Obligations must be approved by the governmental unit on behalf of which the Obligations are issued and a governmental unit having jurisdiction over the territorial limits in which the Facilities are located pursuant to the public approval requirement of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the Facilities are located within the territorial limits of City of Milpitas (the "City") and the City Council of the City (the "City Council") is the elected legislative body of the City; and

WHEREAS, the Facilities are expected to provide significant benefits to the residents of the City through the services to be provided by the Corporation and the Facilities will also create employment opportunities for residents of the City over the long term; and

WHEREAS, the Authority and the Corporation have requested that the City Council approve the issuance of the Obligations by the Authority and the financing of the Facilities with the proceeds of the Obligations pursuant to Section 147(f) of the Code; and

WHEREAS, the Authority's issuance of the Obligations will result in a more economical and efficient issuance process because of the Authority's expertise in the issuance of conduit revenue bonds; and

WHEREAS, it is intended that this Resolution shall comply with the public approval requirements of Section 147(f) of the Code; *provided, however*, that this Resolution is neither intended to nor shall it constitute an approval by the City Council of the Facilities for any other purpose; and

WHEREAS, a public hearing was held by the City Council on this 4TH day of March 2008, at the meeting which commenced at the hour of 7:00 p.m., at the City of Milpitas, Council Chambers, located at 455 East Calaveras Boulevard, Milpitas, California 95035, following duly published notice thereof in a newspaper of general circulation in the City of Milpitas, on February 14, 2008, and all persons desiring to be heard have been heard.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED by the City Council of the City as follows:

Section 1. The City Council hereby finds and determines that all of the recitals are true and correct. The City Council hereby approves the issuance of the Obligations by the Authority, which Obligations may be tax-exempt and/or taxable as approved by the Authority in its resolution, in an amount not to exceed \$20,000,000 to finance the costs of the Facilities. This resolution shall constitute “host” approval of the issuance of the Obligations within the meaning of Section 147(f) of the Code and shall constitute the approval of the issuance of the Obligations within the meaning of the Act; *provided, however*, that this Resolution shall not constitute an approval by the City Council of the Facilities for any other purpose.

Section 2. All actions heretofore taken by the officers, employees and agents of the City with respect to the approval of the Obligations are hereby approved, confirmed and ratified, and the officers and employees of the City and their authorized deputies and agents are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all certificates and documents which they or bond counsel may deem necessary or advisable in order to consummate the Obligations and otherwise to effectuate the purposes of this Resolution.

Section 3. This Resolution shall take effect from and after its adoption.

RESOLVED FURTHER, that the City Clerk of the City of Milpitas shall certify the adoption of this resolution, and thenceforth and thereafter the same shall be in full force and effect.

PASSED, APPROVED AND ADOPTED this ____ day of _____ by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

APPROVED:

Mary Lavelle, City Clerk

Jose S. Esteves, Mayor

APPROVED AS TO FORM:

Michael J. Ogaz, City Attorney

CERTIFICATE OF THE CITY CLERK

I, Mary Lavelle, City Clerk of the City of Milpitas, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at the meeting of the City Council of the City of Milpitas duly and regularly held in Milpitas, California, on March 4, 2008, of which meeting all of the members of said Board had due notice.

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified, rescinded or revoked in any manner since the date of its adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the City of Milpitas hereto this 4th day of March, 2008.

Mary Lavelle, City Clerk

RESOLUTION NO. _____

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MILPITAS
APPROVING ASSOCIATE MEMBERSHIP BY THE CITY OF MILPITAS IN THE
CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AND THE
EXECUTION OF AN ASSOCIATE MEMBERSHIP AGREEMENT RELATING TO
ASSOCIATE MEMBERSHIP OF THE CITY IN THE AUTHORITY**

RESOLVED, by the City Council (the “City Council”) of the City of Milpitas (the “City”), as follows:

WHEREAS, Humane Society Silicon Valley (“Humane Society”), a nonprofit public benefit corporation organized and existing under the laws of the State of California, has requested that the City assist in the financing of the acquisition, construction, equipping and furnishing of an approximately 48,000 square foot animal community center to be located at 901 Ames Avenue, Milpitas, California for the Human Society; and

WHEREAS, in furtherance thereof and to facilitate such request, the City desires to become an associate member of the California Enterprise Development Authority (the “Authority”); and

WHEREAS, the form of associate membership agreement (the “Associate Membership Agreement”) between the City and the Authority has been filed with the City, and the members of the City Council, with the aid of the City’s staff, have reviewed the Associate Membership Agreement.

NOW, THEREFORE, BE IT RESOLVED that the City Council of the City of Milpitas, hereby finds, determines and declares as follows:

Section 1. Associate Membership in the Authority. The City Council hereby approves associate membership by the City in the Authority.

Section 2. Approval of Associate Membership Agreement. The City Council hereby approves the form of, and authorizes the Mayor, the City Manager or any designee of such officers, to execute the Associate Membership Agreement and authorizes the City Clerk to attest to such signature, in substantially the form on file with the City Clerk, together with any changes therein deemed advisable by the official signing the Associate Membership Agreement.

Section 3. Official Action. The Mayor, the City Manger, the City Clerk and other officers and officials of the City, are hereby authorized and directed to take all actions and do all things necessary or desirable hereunder with respect to associate membership in the Authority including but not limited to the execution and delivery of any and all agreements, certificates instruments and other documents which they, or any of them, may deem necessary or desirable and not inconsistent with the purposes of this resolution.

Section 4. Effective Date. This Resolution shall take effect upon its adoption by the City Council.

RESOLVED FURTHER, that the City Clerk of the City of Milpitas shall certify the adoption of this resolution, and thenceforth and thereafter the same shall be in full force and effect.

PASSED, APPROVED AND ADOPTED this ____ day of _____ by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

APPROVED:

Mary Lavelle, City Clerk

Jose S. Esteves, Mayor

APPROVED AS TO FORM:

Michael J. Ogaz, City Attorney

CERTIFICATE OF THE CITY CLERK

I, Mary Lavelle, City Clerk of the City of Milpitas, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at the meeting of the City Council of the City of Milpitas duly and regularly held in Milpitas, California, on March 4, 2008, of which meeting all of the members of said Board had due notice.

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified, rescinded or revoked in any manner since the date of its adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the City of Milpitas hereto this 4th day of March, 2008.

Mary Lavelle, City Clerk

ASSOCIATE MEMBERSHIP AGREEMENT

by and between the

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

and the

CITY OF MILPITAS, CALIFORNIA

THIS ASSOCIATE MEMBERSHIP AGREEMENT (this “Associate Membership Agreement”), dated as of March 4, 2008, by and between CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY, a public entity of the State of California (the “Authority”), and the CITY OF MILPITAS, CALIFORNIA, a municipal corporation, duly organized and existing under the laws of the State of California (the “City”);

WITNESSETH:

WHEREAS, the Cities of Selma, Lancaster and Eureka (individually, a “Member” and collectively, the “Members”), have entered into a Joint Powers Agreement, dated as of June 1, 2006 (the “Agreement”), establishing the Authority and prescribing its purposes and powers; and

WHEREAS, the Agreement designates the Executive Committee of the Board of Directors and the President of the California Association for Local Economic Development as the initial Board of Directors of the Authority; and

WHEREAS, the Authority has been formed for the purpose, among others, to assist for profit and nonprofit corporations and other entities to obtain financing for projects and purposes serving the public interest; and

WHEREAS, the Agreement permits any other local agency in the State of California to join the Authority as an associate member (an “Associate Member”); and

WHEREAS, the City desires to become an Associate Member of the Authority;

WHEREAS, City Council of the City has adopted a resolution approving this Associate Membership Agreement and the execution and delivery hereof;

WHEREAS, the Board of Directors of the Authority has determined that the City should become an Associate Member of the Authority;

NOW, THEREFORE, in consideration of the above premises and of the mutual promises herein contained, the Authority and the City do hereby agree as follows:

Section 1. Associate Member Status. The City is hereby made an Associate Member of the Authority for all purposes of the Agreement and the Bylaws of the Authority, the provisions of which are hereby incorporated herein by reference. From and after the date of execution and delivery of this Associate Membership Agreement by the City and the Authority, the City shall be and remain an Associate Member of the Authority.

Section 2. Restrictions and Rights of Associate Members. The City shall not have the right, as an Associate Member of the Authority, to vote on any action taken by the Board of Directors or by the Voting Members of the Authority. In addition, no officer, employee or representative of the City shall have any right to become an officer or director of the Authority.

Section 3. Effect of Prior Authority Actions. The City hereby agrees to be subject to and bound by all actions previously taken by the Members and the Board of Directors of the Authority to the same extent as the Members of the Authority are subject to and bound by such actions.

Section 4. No Obligations of Associate Members. The debts, liabilities and obligations of the Authority shall not be the debts, liabilities and obligations of the City.

Section 5. Execution of the Agreement. Execution of this Associate Membership Agreement and the Agreement shall satisfy the requirements of the Agreement and Article XII of the Bylaws of the Authority for participation by the City in all programs and other undertakings of the Authority.

IN WITNESS WHEREOF, the parties hereto have caused this Associate Membership Agreement to be executed and attested by their proper officers thereunto duly authorized, on the day and year first set forth above.

**CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY**

By: _____
Wayne Schell, Chairman of the
Board of Directors

Attest:

Bruce Ackerman, Secretary

CITY OF MILPITAS, CALIFORNIA

By: _____
Jose Esteves, Mayor

Attest:

By: _____
Mary Lavelle, City Clerk