

CYPRESS SCHOOL DISTRICT
Cypress, CA 90630

RESOLUTION NO. 145-10

**RESOLUTION OF THE BOARD OF TRUSTEES
OF THE CYPRESS SCHOOL DISTRICT
AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE AND
SUBLEASE AND OTHER ACTS RELATING TO THE CONSTRUCTION OF THE
VESSELS CLASS SIZE REDUCTION MODULAR CLASSROOM PROJECT.
PROJECT CSDMg #10-2014/15.**

WHEREAS, the Cypress School District ("District") desires to perform scope of work, at the Vessels site, as more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference (the "Site"), as a Lease-Leaseback (LLB) project whereby the District will lease a portion of the Site, which the District owns to M.P. South, Inc. ("M.P. South") who will construct the Project thereon and lease the Project and underlying Site back to the District;

WHEREAS, Education Code section 17406 authorizes the governing board of a school district, without advertising for bids, to let to any person, firm or corporation any real property belonging to the district if the instrument by which such property is let requires the lessee to construct on the demised premises, a building or buildings for use of the school district during the term thereof, and provides that title to the building shall vest in the school at the expiration of that term;

WHEREAS, it is in the best interests of the District to cause the construction of the Project through lease and sublease of the Site pursuant to Education Code section 17406;

WHEREAS, in order to complete the Project, it is necessary that the District enter into the Site Lease, in which the Site will be leased to M.P. South, and a Sublease which provides for the sublease of the Site and the lease of the Project by M.P. South to the District, and that certain other action be taken and authorized;

WHEREAS, the Sublease includes construction provisions with which M.P. South shall comply with respect to construction of the Project ("Construction Services Agreement");

WHEREAS, pursuant to Section 17402 of the Education Code, the plans and specifications for the Project must be prepared and adopted prior to entering into Site Lease and the Sublease agreement for the Project ("Plans and Specifications");

WHEREAS, the Plans and Specifications have been submitted to all applicable governmental agencies for approval, and the District has obtained all necessary approvals of the Plans and Specifications for the Project;

WHEREAS, in order to ensure that moneys sufficient to pay all costs will be available for the Project, the District desires to appropriate funds for the Project from its current fiscal year as provided by the Sublease Agreement;

WHEREAS, the Board has been presented with the form of each document referred to herein relating to the transaction contemplated hereby and the Board has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such transaction; and

WHEREAS, all acts, conditions, and things required by the laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the transaction authorized hereby, do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner, and upon the terms herein provided.

NOW, THEREFORE, THE BOARD OF TRUSTEES OF THE CYPRESS SCHOOL DISTRICT DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

Section 1. Recitals. All of the recitals herein contained are true and correct.

Section 2. Site Lease and Sublease. The form of agreement entitled "Site Lease" and the form of agreement entitled "Sublease" (with Construction Services Agreement attached thereto as Exhibit "D"), each presented to this meeting and each to be entered into by and between the District and M.P. South which together provide generally for (i) the lease by the District of the Site to M.P. South, (ii) the sublease of the Site and the lease of the Project by M.P. South to the District, and (iii) the payment of certain lease payments by the District under the Sublease in an amount equal to the aggregate construction costs for the Project as set forth in the Construction Services Agreement ("Lease Payments") are hereby approved subject to any revisions which are acceptable to both District's Assistant Superintendent of Business Services ("Assistant Superintendent") and District's legal counsel. The Assistant Superintendent or their designee is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver to M.P. South such agreements, once finalized, pursuant to the delegation of authority provided for hereby.

Section 3. Approval of Process, Plans and GMP. The Governing Board hereby approves the lease-leaseback process, the final Plans and Specifications for the Project, and a Guaranteed Maximum Price amount for the project of Four Hundred Twenty Thousand, Nine Hundred Ninety Dollars (\$420,990.00), ("Guaranteed Maximum Price") for the Construction Provisions.

Section 4. Other Acts; Delegation. The District's Governing Board hereby approves a delegation of authority and appoints the Assistant Superintendent, or the designee of the Assistant Superintendent, who is/are hereby authorized and directed, to execute and deliver the Site Lease and Sublease as provided by Section 2 above, execute and deliver documents and/or negotiate documents with M.P. South, and to do any and all things necessary, in consultation with the staff, that they may deem necessary or advisable in order to effectuate the purpose and intent of this Resolution, all subject to ratification of the Board of Education, if necessary. Said

delegation shall be valid during the construction of the Project, or until otherwise rescinded by the Governing Board.

Section 5. Effective Date. This Resolution shall take effect upon adoption.

PASSED AND ADOPTED this 16th day of April, 2015 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAINED:

I, Candice Kern, President of the Cypress School District Governing Board, do hereby certify that the foregoing is a full, true, and correct copy of the resolution passed and adopted by said Board at a regularly scheduled and conducted meeting held on said date, which resolution is on file in office of said Board.

President of the Board of Trustees
Cypress School District

I, Sandra Lee, Clerk of the Board of Trustees of the Cypress School District, do hereby certify that the foregoing Resolution was introduced and adopted by the Board of Trustees of the Cypress School District at a regular meeting thereof held on the 16th day of April 2015, by the following forgoing vote.

Clerk of the Board of Trustees
Cypress School District

EXHIBIT "A" DESCRIPTION OF SITE

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| <p>WHEN RECORDED, PLEASE MAIL THIS INSTRUMENT TO</p> <p>Cypress School District PO Box 57 Cypress, California Atten: Mr. Martin Morocco</p> <p>Order No. <u>871022-WPJ</u></p> <p>Escrow No. _____</p> <p>Loan No. _____</p> | <p>14782</p> <p>FREE</p> <p>BOOK 7388 PAGE 517</p> <p>RECORDED AT REQUEST OF ORANGE COUNTY TITLE CO. IN OFFICIAL RECORDS OF ORANGE COUNTY, CALIF. 8:00 AM JAN 22 1965 J. WYLLIE CARLYLE, County Recorder</p> |
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PLACE INTERNAL REVENUE:

003136

UNITED STATES
INTERNAL REVENUE
DOCUMENTARY

GRANT DEED

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

M. MORITA and ALICE MORITA, husband and wife, do hereby

GRANT to
CYPRESS SCHOOL DISTRICT OF ORANGE COUNTY, CALIFORNIA

the real property in the
State of California, described as:

County of Orange

Parcel 1. That portion of Section 21, Township 4 South, Range 11 West in the Rancho Los Coyotes, as shown on a map recorded in book 51, page 11 of Miscellaneous Maps, records of Orange County, California and that portion of Tract No. 5044 as shown on a map recorded in book 190 pages 37 and 38 of Miscellaneous Maps, records of Orange County, California, described as a whole as follows:

Beginning at the intersection of the Easterly line of land described in a decree quieting title in favor of M. Morita, a certified copy of which was recorded June 14, 1951 in book 2201, page 60 of Official Records with the Northerly line of said Tract No. 5044, said point being distant South 88° 52' 03" West 643.10 feet from the Northeast corner of said Tract No. 5044; thence South 0° 50' 40" East along said Easterly line a distance of 696.69 feet; thence South 88° 52' 03" West 644.12 feet, more or less, to the Easterly line of Tract No. 3911 as shown on a map recorded in book 140 pages 6 to 9 inclusive of Miscellaneous Maps, records of Orange County, California; thence North 0° 56' 25" West 696.69 feet along said Easterly line to the Westerly prolongation of the Northerly line of said Tract No. 5044; thence North 88° 52' 03" East 645.28 feet to the point of beginning.

Parcel 2. An easement 10 feet in width for drainage purposes over that certain land situated in Section 21, Township 4 South, Range 11 West in the Rancho Los Coyotes, as shown on a map recorded in book 51, page 11 of Miscellaneous Maps, records of Orange County, California, the Westerly line of said easement being described as follows:


The Easterly line of Tract No. 3911 as shown on a map recorded in book 140, pages 6 to 9 inclusive of Miscellaneous Maps, records of Orange County, California.

Excepting therefrom that portion thereof lying Northerly of the Southerly line of the following described parcel: Beginning at the intersection of the Easterly line of land described in a decree quieting title in favor of M. Morita, a certified copy of which was recorded June 14, 1951 in book 2201, page 60 of Official Records, with the Northerly line of Tract No. 5044, as shown on a map recorded in book 190 pages 37 and 38 of Miscellaneous Maps, records of Orange County, California, said point being distant South 88° 52' 03" West 643.10 feet from the Northeast corner of said Tract No. 5044; thence South 0° 50' 40" East along said Easterly line a distance of 696.69 feet; thence South 88° 52' 03" West 644.12 feet, more or less, to the Easterly line of Tract No. 3911 as shown on a map recorded in book 140 pages 6 to 9 inclusive of Miscellaneous Maps, records of Orange County, California; thence North 0° 56' 25" West 696.69 feet along said Easterly line to the Westerly prolongation of the Northerly line of said Tract No. 5044; thence North 88° 52' 03" East 645.28 feet to the point of beginning.

Subject to taxes for the fiscal year 1964-1965.

Also subject to covenants, conditions, restrictions, reservations, and rights of way of record.

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| <p style="text-align: center;">WHEN RECORDED, PLEASE MAIL THIS INSTRUMENT TO</p> <p style="text-align: center;">Cypress School District PO Box 57 Cypress, California Atten: Mr. Martin Morocco</p> <p>Order No. <u>871022-WFJ</u></p> <p>Escrow No. _____</p> <p>Loan No. _____</p> | <div style="text-align: right;">BOOK 7388 PAGE 517</div> <div style="text-align: center;">14782</div> <div style="text-align: center;">FREE</div> <div style="border: 1px solid black; padding: 5px; margin: 10px auto; width: 150px;"> <p style="text-align: center; font-size: small;">RECORDED AT REQUEST OF ORANGE COUNTY TITLE CO. IN OFFICIAL RECORDS OF ORANGE COUNTY, CALIF. 8:00 AM JAN 22 1965 J. WYLLIE CARLYLE, County Recorder</p> </div> <div style="text-align: center; margin-top: 20px;">  </div> <p style="text-align: center;">PLACE INTERNAL REVENUE</p> |
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GRANT DEED

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

M. MORITA and ALICE MORITA, husband and wife

, do hereby

Dated: November 13, 1964


STATE OF CALIFORNIA
COUNTY OF Orange

On November 1, 1964
before me, the undersigned, a Notary Public in and for said
State, personally appeared
M. Morita and Alice Morita

known to me to be the person se whose name is is
subscribed to the within instrument and acknowledged that
they executed the same.

WITNESS my hand and official seal.

Signature [Signature] F. Rava
My Commission Expires Oct. 15, 1968
Name (Typed or Printed)



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FORM 1002