

**MILPITAS UNIFIED SCHOOL DISTRICT
RESOLUTION NO. 2017.9**

**RESOLUTION OF THE MILPITAS UNIFIED SCHOOL DISTRICT
BOARD OF EDUCATION APPROVING THE SECOND AMENDMENT TO THE PURCHASE
AND SALE AGREEMENT WITH THE CITY OF MILPITAS**

WHEREAS, the Milpitas Unified School District (“District”) desires to purchase approximately 6.668 acres of unimproved real property located at the corner of McCandless Drive and Penitencia Creek East Channel, City of Milpitas, County of Santa Clara (“Property”) from the owner, the City of Milpitas (“City”);

WHEREAS, on October 21, 2014, the District entered into a Purchase and Sale Agreement (“Original Agreement”) with the City for the Property;

WHEREAS, the District and the City amended the Original Agreement on October 6, 2015 to extend the close of escrow date (“First Amendment,” and together with the Original Agreement, the “Purchase Agreement”);

WHEREAS, the District intends to use the Property for the construction and operation of a new elementary school;

WHEREAS, as part of the purchase process, the District was required to conduct environmental clean-up on the Property and the City has agreed to reimburse the District for the costs incurred in the clean-up;

WHEREAS, the District and the City wish to modify the Purchase Agreement to: (i) clarify the amount to be credited to the District by the City for the environmental clean-up reimbursement, and (ii) establish the process for the District’s payment of the purchase price (“Purchase Price”) to the City in installments, including the execution of a promissory note (“Promissory Note”) and deed of trust (“Deed of Trust”) for the balance of the Purchase Price following the close of escrow; and

WHEREAS, the District and the City accordingly desire to amend the Purchase Agreement as further described in the Second Amendment, which is attached as Exhibit A.

NOW, THEREFORE, the Board of Education of the Milpitas Unified School District, does resolve, determine, and order the following:

1. That the foregoing recitals are hereby adopted as true and correct.
2. That the Board of Education approves the Second Amendment in substantially the same form attached as Exhibit A.
3. That the Interim Superintendent, or her designee, is authorized to execute the Second Amendment, attached hereto as Exhibit A, with any amendments deemed necessary, and to execute all other documents associated with close of escrow, including the Promissory Note and the Deed of Trust.

APPROVED, PASSED AND ADOPTED by the Milpitas Unified School District Board of Education on this 23rd day of August, 2016.

President of the Board of Education of the
Milpitas Unified School District

ATTEST:

Clerk of the Board of Education of the
Milpitas Unified School District

I, Daniel Bobay, Clerk of the Board of Education for the Milpitas Unified School District, hereby certify that the above and foregoing Resolution was duly adopted by said Board at a regular meeting held on the 23rd day of August, 2016 and passed by the following vote:

AYES: ____ NOES: ____ ABSTAIN: ____ ABSENT: ____

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of August, 2016.

Clerk of the Board of Education of the Milpitas
Unified School District

EXHIBIT A

SECOND AMENDMENT TO PURCHASE AGREEMENT

[insert]

00557-00104/3312831.1

00557-00104/3286475.2