CITY OF SAN MATEO
RESOLUTION NO. _____ (2021)

A RESOLUTION (I) APPROVING THE FORM OF AND DIRECTING THE EXECUTION AND DELIVERY OF A FOURTH AMENDMENT TO REIMBURSEMENT AGREEMENT RELATING TO CERTAIN BONDS AND (II) AUTHORIZING TAKING OF NECESSARY ACTIONS AND EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES IN CONNECTION THEREWITH

WHEREAS, the City of San Mateo (the "City"), the City of San Mateo Joint Powers Financing Authority (the "Authority"), and Wells Fargo Bank, National Association, a national banking association (the "Bank") have entered into that certain Reimbursement Agreement dated as of February 1, 2009 (as amended, supplemented or otherwise modified from time to time, the "Reimbursement Agreement"), in connection with the issuance by the Bank of its Letter of Credit No. NZS634139 to support the Authority's Variable Rate Demand Lease Revenue Bonds (Public Safety Project) Series 2007A (the "Bonds"); and

WHEREAS, the parties to the Reimbursement Agreement propose to enter into a Fourth Amendment to Reimbursement Agreement (the "Fourth Amendment") for the purpose of extending the expiration date of the Reimbursement Agreement and to make certain other amendments to the Reimbursement Agreement; and

WHEREAS, there has been submitted to this Council (the "Council") a form of the Fourth Amendment, and the Council has examined the form of the Fourth Amendment and desires to approve such Fourth Amendment and to authorize and direct the execution of such Fourth Amendment.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF SAN MATEO, CALIFORNIA, HEREBY RESOLVES that:

Section 1. The form of Fourth Amendment, on file with the Council, is hereby approved, and the Mayor of the City (the "Mayor"), or in his absence the Deputy Mayor (the "Deputy Mayor"), the City Manager (the "City Manager") or the Finance Director (the "Finance Director") of the City, or a designee of any of them (each, an "Authorized Officer"), is hereby authorized and directed to execute and deliver the Fourth Amendment in substantially said form, with such changes therein as such Authorized Officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 2. The Authorized Officers of the City are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this Resolution. The Authorized Officers are hereby authorized and directed to execute and deliver any and all certificates and representations necessary or desirable to accomplish the transactions set forth above.

Section 3. All consents, approvals, notices, orders, requests, and other actions permitted or required by any of the documents authorized by this Resolution, including any of the foregoing which may be necessary or desirable in connection with administering the documents or any default under or amendment of such documents or additional confirmations, settlements, or revisions, may be taken or given by the Authorized Officers, without further authorization by the Board, and the Authorized Officers are hereby authorized and directed to give such consent, approval, notice, order, or request and to take any such action which such officer

may deem necessary or desirable to further the purposes of this Resolution and the transactions contemplated hereby.

Section 4. In accordance with California Environmental Quality Act (CEQA) Guidelines section 15061(b)(3), the Council has determined that the actions authorized by this Resolution are exempt from CEQA, because it can be seen with certainty that there is no possibility those actions may have a significant effect on the environment.

Section 5. All actions heretofore taken by the officers and agents of the City with respect to the transactions contemplated hereby are hereby approved and confirmed.

Section 6. This Resolution shall take effect from and after its date of adoption.