

RESOLUTION OF THE BOARD OF EDUCATION OF THE  
LOS ALAMITOS UNIFIED SCHOOL DISTRICT  
AUTHORIZING THE EXECUTION AND DELIVERY OF A  
SITE LEASE, SUBLEASE AND CONSTRUCTION SERVICES  
AGREEMENT AND OTHER ACTS RELATING TO THE  
CONSTRUCTION OF THE LOS ALAMITOS HIGH SCHOOL  
TRACK AND FIELD PROJECT

WHEREAS, the Los Alamitos Unified School District ("District") desires to construct improvements on the Los Alamitos High School campus, as more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference (the "Site"), as a lease-leaseback project whereby the District will lease the Site which the District owns to Byrom-Davey, Inc. ("Builder") 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 interest 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 Builder, and a Sublease which provides for the sublease of the Site and the lease of the Project by Builder to the District, and that certain other action be taken and authorized;

WHEREAS, the Sublease includes construction provisions with which Builder 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 approved by the Division of State Architect ("DSA");

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;

WHEREAS, the Board of Education ("Board") has been presented with the Plans and Specifications for the Project and has examined and approves of such documents, subject to minor revisions, if any, by DSA, and subject to the delegation of authority provided by the Board as set forth below;

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, subject to the delegation of authority provided by the Board as set forth below;

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 EDUCATION OF THE LOS ALAMITOS UNIFIED 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 agreements entitled "Site Lease," "Sublease" and "Construction Services Agreement," each presented to this meeting and each to be entered into by and between the District and Builder which together provide generally for (i) the lease by the District of the Site to Builder, (ii) the sublease of the Site and the lease of the Project by Builder 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 Superintendent ("Superintendent") and District's legal counsel. The 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 Builder such agreements, once finalized, pursuant to the delegation of authority provided for hereby.

Section 3. Approval of Process. The Board hereby approves of the lease-leaseback process and approves of the Guaranteed Maximum Price amount of \_\_\_\_\_ (\$ \_\_\_\_\_) plus a District Contingency amount of \_\_\_\_\_ (\$ \_\_\_\_\_) for a total amount of \_\_\_\_\_

(§ \_\_\_\_\_), for the construction of the Project pursuant to the terms of the Construction Services Agreement.

Section 4. Approval of Plans and Specifications. The Board hereby approves of the DSA-approved Plans and Specifications for the Project.

Section 5. Validation Action. The Board hereby authorizes District counsel to file and litigate an appropriate validation action in the appropriate court with respect to the construction of the Project and the matters approved by this Resolution.

Section 6. Other Acts: Delegation. The District's Board hereby approves a delegation of authority and appoints the District Superintendent, or the designee of the District Superintendent, who is/are hereby authorized and directed, to execute and deliver the Site Lease, Sublease and Construction Services Agreement as provided by Section 2 above, execute and deliver documents and/or negotiate documents with Builder, execute court pleadings or documents necessary to effectuate the prompt litigation of the validation action, 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 Board.

Section 7. Effective Date. This Resolution shall take effect upon adoption.

**PASSED AND ADOPTED** this 12th day of June, 2012 by the following vote:


AYES: RUSSELL, HILL, CUTULI, BOYER

NOES: X

ABSENT: BARKE

ABSTAINED: X

I, Megan Cutuli, President of the Los Alamitos Unified School District Board of Education, 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 Education  
Los Alamitos Unified School District

I, David Boyer, Clerk of the Board of Education of the Los Alamitos Unified School District, do hereby certify that the foregoing Resolution was introduced and adopted by said Board at a regular session meeting thereof held on the 12th day of June, 2012.



David Boyer, Clerk of the Board

EXHIBIT "A"

**DESCRIPTION OF SITE**

(TO BE INSERTED)

005591 00003/10248817v1

**LA-RFP 000592**

LA-PRA00592

**LAGNA v. LAUSD - AR 591**