

GARDEN GROVE SUCCESSOR AGENCY

RESOLUTION NO.

A RESOLUTION OF THE SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY DEVELOPMENT APPROVING THE EXECUTION AND DELIVERY OF AN AMENDMENT TO THE JOINT EXERCISE OF POWERS AGREEMENT OF THE GARDEN GROVE PUBLIC FINANCING AUTHORITY

WHEREAS, the Successor Agency to the Garden Grove Agency for Community Development (the "**Agency**"), a redevelopment successor agency that is duly organized and existing under the Constitution and laws of the State of California (the "**State**"), is a member of the Garden Grove Public Financing Authority (the "**Authority**"), a joint exercise of powers authority that is duly organized and established under a Joint Exercise of Powers Agreement, dated June 22, 1993, by and between the Agency and the City of Garden Grove (the "**City**"), as amended by Amendment No. 1 to Joint Exercise of Powers Agreement, dated March 28, 2006, by and among the City, the Garden Grove Sanitary District (the "**District**") and the Agency (collectively, the "**JPA Agreement**");

WHEREAS, the City, the Agency and the District desire to amend the JPA Agreement: (i) to clarify an ambiguity with respect to the membership of the Board of Directors of the Authority; (ii) to reflect the withdrawal of the Agency from the membership of the Authority; and (iii) to make certain additional and conforming edits; and

WHEREAS, Section 34179(j) of the Health and Safety Code of the State of California provides for the appointment of a countywide oversight board (the "**Oversight Board**") with specific duties to approve certain Agency actions pursuant to Section 34180 of the Health and Safety Code and to direct the Agency in certain other actions pursuant to Section 34181 of the Health and Safety Code;

NOW, THEREFORE, BE IT RESOLVED BY THE SUCCESSOR AGENCY TO THE GARDEN GROVE AGENCY FOR COMMUNITY DEVELOPMENT, as follows:

Section 1. Amendment No. 2 to the JPA Agreement in the form attached hereto as Exhibit A is hereby approved. The Chair, the Vice Chair and the Agency Director (each, an "**Authorized Officer**") or the designee thereof is hereby authorized and directed to execute and deliver Amendment No. 2 to the JPA Agreement with such changes, insertions and omissions as may be recommended by the Agency's General Counsel or the law firm of Stradling Yocca Carlson & Rauth, a Professional Corporation ("**Bond Counsel**"), and approved by the officer executing the same, said execution being conclusive evidence of such approval.

Section 2. The Authorized Officers or any other proper officer of the Successor Agency, acting singly, be and each of them hereby is authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the

transactions contemplated by Amendment No. 2 to the JPA Agreement and this Resolution. In the event that the Chair of the Successor Agency is unavailable to sign any of the agreements described herein, any other Successor Agency Member may sign such agreement.

Section 3. This Resolution shall be delivered to the Oversight Board for approval.

Section 4. Unless otherwise defined herein, all terms used herein and not otherwise defined shall have the meanings given such terms in the JPA Agreement unless the context otherwise clearly requires.

Section 5. This Resolution shall take effect from and after its date of adoption.