

CHAMORRO LAND TRUST COMMISSION

RESOLUTION NO. 2012-01

RESOLUTION BY THE BOARD OF THE CHAMORRO LAND TRUST COMMISSION
APPROVING AND AUTHORIZING
THE EXECUTION OF A GROUND LEASE AND RELEASE,
AND THE TAKING OF RELATED ACTIONS

WHEREAS, pursuant to Chapter 58B of Title 5 of the Guam Code Annotated, as amended (the "Act"), the Legislature of Guam has authorized the Government of Guam or the Guam Department of Education (collectively, the "Government") to enter into a lease and lease-back (collectively, the "Leases") with a contractor for the purpose of providing for the expansion of Okkodo High School located in Dededo, Guam (collectively, the "Project");

WHEREAS, the land on which the Project will be constructed is unimproved and will be released from the leases entered into with respect to a prior lease-leaseback financing of Okkodo High School pursuant to a Release of Site for Additional Improvements (the "Release of Site");

WHEREAS, the base rental payable by the Government pursuant to the Leases will be assigned to a trustee (the "Trustee") that will in turn issue certificates of participation (the "Certificates") in such base rental payments pursuant to a trust agreement (the "Trust Agreement"), and the proceeds of the Certificates will finance the Project;

WHEREAS, the obligation of the Government to pay rental pursuant to the Leases will be subject to annual appropriation by the Guam Legislature;

WHEREAS, pursuant to Section 50103(k) of Title 12 of the Guam Code Annotated, agencies and instrumentalities of the Government shall issue bonds, certificates of participation and other obligations only by means of and through the agency of the Guam Economic Development Authority ("GEDA"), and the Governor of Guam has requested that GEDA approve the sale of the Certificates;

WHEREAS, it is necessary and desirable for the Chamorro Land Trust Commission (the "Commission"), as owner of the real estate parcel that is the location of the Project (the "Site"), to enter into the Release of Site for the purpose of releasing the Site from the prior leases and a Ground Lease for the purpose of leasing the Site to Guam Education Financing Foundation II, Inc. (the "Ground Lessee"), which will in turn sublease the Site and lease the Project to the Department of Education, Government of Guam (the "Lessee") pursuant to a Facility Lease, substantially final proposed forms of each of which have been presented to this Board of the Chamorro Land Trust Commission (this "Board");

NOW, THEREFORE, BE IT RESOLVED, by the Board of the Chamorro Land Trust Commission as follows:

Section 1. The form of the Ground Lease presented to this meeting to be executed and delivered by the Administrative Director of the Commission or the designee (each an “Authorized Signatory” and collectively, the “Authorized Signatories”), is hereby approved, with such additions, changes and modifications as this Board may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the execution and delivery of such Ground Lease.

Section 2. The form of the Release presented to this meeting to be executed by any Authorized Signatory is hereby approved, with such additions, changes and modifications as this Board may approve upon consultation with legal counsel, such approval to be conclusively evidenced by the execution and delivery of such Release.

Section 3. The Authorized Signatories, acting individually or collectively, are hereby authorized and directed to do any and all things and to execute and deliver any and all documents, certificates, consents or other instruments which they may deem necessary or advisable in order to consummate the execution and delivery of the Ground Lease and the Release, and otherwise to effectuate the purposes of this resolution, including, but not limited to, the execution and delivery of such related or ancillary documents or certificates as may be necessary or desirable to clarify title to the Site or otherwise consummate the transactions described herein and in the Ground Lease and the Release, upon consultation with legal counsel (approval thereof to be conclusively evidenced by the execution and delivery thereof).

Section 4. All actions heretofore taken by the officers, representatives or agents of the Commission in connection with the Ground Lease or the Release of Site are hereby ratified, confirmed and approved.

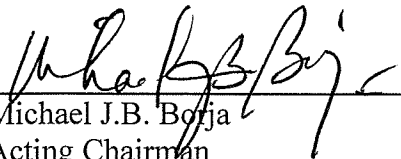
Section 5. This resolution shall take effect from and after its adoption.

RESOLVED FURTHER, that the Acting Chairman certify and the Vice-Chairman attest to the adoption of this resolution.


SO RESOLVED AND DULY AND REGULARLY ADOPTED this 6th day of December, 2012.

Certified by:

Attested by:



Michael J.B. Borja
Acting Chairman



David J. Matanane
Vice-Chairman

SECRETARY'S CERTIFICATE

I, Teresa Topasna, Secretary of the Board of the Chamorro Land Trust Commission, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a special meeting of the members of the Board of the Commission duly and legally held at the regular meeting place thereof on December 6, 2012, of which meeting all of said members had due notice and at which at least a majority thereof were present;

At said meeting said resolution was adopted by the following vote:

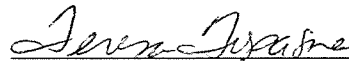
Ayes: 4

Noes: 0

Absent: 0

Said original resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: December 6, 2012



Teresa Topasna
Board Secretary