

RESOLUTION APPROVING EXTENSION OF THE ESCROW AND ACCOUNT CONTROL AGREEMENT DATED NOVEMBER 22, 2023, BETWEEN SANTA CLARA COUNTY OFFICE OF EDUCATION AND BANC OF AMERICA CAPITAL CORP. TO EXTEND THE ESCROW AGREEMENT AND REVISE THE NAME OF AUTHORIZED SIGNATORIES IN CONNECTION WITH THE PROCUREMENT AND INSTALLATION OF ENERGY CONSERVATION MEASURES INCLUDING ALL EQUIPMENT, FIXTURES, AND OTHER GOODS AND PROPERTY IN THE AMOUNT OF \$12,345,000.00 INCLUDING, BUT NOT LIMITED TO, THE RETROFITTING AND / OR INSTALLATION OF NEW LIGHTING AND THE INSTALLATION AND MAINTENANCE OF SOLAR PV ENERGY GENERATION SYSTEMS AT THE RIDDER PARK, SNELL, SUNOL, AND WALDEN WEST LOCATIONS PURSUANT TO THE ENERGY SAVINGS CONTRACT BETWEEN THE SANTA CLARA COUNTY OFFICE OF EDUCATION AND ENGIE SERVICES, U.S. INC FOR THE SANTA CLARA COUNTY OFFICE OF EDUCATION SOLAR ENERGY PROJECT

**SANTA CLARA COUNTY OFFICE OF EDUCATION
RESOLUTION No. 2465-2**

WHEREAS, the Santa Clara County Office of Education (“SCCOE”) is a County Office of Education duly organized and existing under and pursuant to the Constitution and laws of the State of California (“State” or “California”) and the Board of Education is authorized to purchase, acquire, and lease personal property for the benefit of SCCOE and to enter into agreements with respect thereto;

WHEREAS, on November 15, 2023, SCCOE adopted Resolution No. 2329-3 approving the Energy Savings Contract with Engie Services, U.S. for the procurement and installation of energy conservation measures (“Energy Savings Contract”); and the Equipment Lease Purchase Agreement with Banc of America Public Capital Corp.; and the Escrow and Account Control Agreement (“Escrow Agreement”) dated November 22, 2023, by and between SCCOE and Wilmington Trust, National Association, for the procurement and installation of energy conservation measures including, but not limited to, the retrofitting and or installation of new lighting and the installation and maintenance of solar PV energy generation systems at the Ridder Park, Snell, Sunol, and Walden West locations, (“Santa Clara County Office of Education Solar Energy Project”) in accordance with Government Code sections 4217.10 through 4217.18;

WHEREAS, a modification of the Escrow Agreement is required to update the signatories to update the name of the County Superintendent and to extend the date for completion of the Santa Clara County Office of Education Solar Energy Project, which extension is necessary in order to complete the project in a timely manner with minimal disruption to instruction and staff working schedules;

WHEREAS, pursuant to Section 8 of the Escrow Agreement, the Agreement may be amended in writing signed by all parties to the Agreement; and

WHEREAS the County Superintendent and SCCOE Staff have reviewed the proposed modification of the Escrow Agreement and determined that said modification is reasonable and necessary.

NOW, THEREFORE, BE IT RESOLVED by the Santa Clara County Board of Education and the County Superintendent of Schools as follows:

SECTION 1. Approval of Amendment to the Escrow Agreement to Extend the Date for Completion of the Project. An Amendment of the Escrow and Account Control Agreement dated November 22, 2023, between Santa Clara County Office of Education and Wilmington Trust, National Association, to extend the date for completion of the Santa Clara County Office of Education Solar Energy Project to March 31, 2026, is hereby approved.

SECTION 2. Approval of Amendment to the Escrow Agreement to Update the Name of the County Superintendent of Schools. An Amendment of the Escrow and Account Control Agreement dated November 22, 2023, between Santa Clara County Office of Education and Wilmington Trust, National Association, to update the name of the County Superintendent of Schools and reaffirm the Assistant Superintendent of Business Services, noted below, each of whom are identified as an official duly authorized on behalf of the Santa Clara County Office of Education to negotiate, execute in writing or electronically all documents related to the Escrow and Account Control Agreement dated November 22, 2023, and any future modifications, or amendments thereto, is hereby approved.

Dr. David M. Toston, Sr., County Superintendent of Schools
Stephanie Gomez, Assistant Superintendent of Business Services

SECTION 3. Recitals. The Clerk of, or Secretary to, the County Board of Education or such persons as may have been designated by the Superintendent or the Assistant Superintendent are hereby authorized and directed to attest the signature of the Authorized Representative(s), as may be required or appropriate in connection with the Escrow Agreement.

SECTION 4. Effect. This Resolution shall take effect immediately upon its adoption by the Board.

PASSES AND ADOPTED by the County Board of Education at a meeting held on June 11, 2025
by the following vote:

AYES: Jessica Speiser, Don Rocha, Maimona Afzal Berta, Victoria Chon, Jorge Pacheco, Tara
Sreekrishnan

NOES: none

ABSTAIN: none

ABSENT: Raeena Lari



Maimona Afzal Berta, President
Santa Clara County Board of
Education



Dr. David M. Toston, Sr.
County Superintendent of Schools