



COUNTY OF SANTA CRUZ

AUDITOR - CONTROLLER'S OFFICE
GARY A. KNUTSON, AUDITOR - CONTROLLER
 701 OCEAN STREET, ROOM 100
 SANTA CRUZ, CA 95060
 (408) 454-2500 FAX: (408) 454-2433

April 30, 1998

Agenda Date: May 19, 1998

Board of Supervisors
701 Ocean Street
 Santa Cruz, California 95060

Dear Members of the Board:

Subject: Authorize the Auditor-Controller to Execute the Attached Resolution to Finalize the Succession of BNY Western Trust Company as Successor to Wells Fargo Bank as Trustee

As a part of the Wells Fargo Bank restructuring, they dissolved the trust department which heretofore had acted as the successor fiscal agent for a number of County financing issues. In doing so, the Bank of New York (BNY) Western Trust Company agreed to accept the trustees' duties previously performed by Wells Fargo Bank. In order to finalize the succession of trustees, it is necessary to execute the attached resolution. There are no changes in the fiscal agent duties under the new arrangement or additional costs.

It is therefore recommended that your Board of Supervisors authorize the Auditor-Controller to sign the attached resolution affecting the aforementioned change.

Sincerely,

Gary A. Knutson
 Auditor-Controller

Recommended by:

Susan A. Mauriello
 County Administrative Officer

cc: County Counsel

RESOLUTION OF RESIGNATION, APPOINTMENT AND ACCEPTANCE, dated as of February 17, 1998, by and among County of Santa Cruz, a corporation duly organized and existing under the laws of the State of California (the "Issuer"), **WELLS FARGO BANK, N.A.**, a national banking association duly organized and existing under the laws of the United States of America and having its principal corporate trust office at 707 Wilshire Boulevard, Los Angeles, California 900 17 ("Prior Fiscal Agent") and **BNY WESTERN TRUST COMPANY**, a California Banking Corporation and having its principal corporate trust office at 700 S. Flower Street, Los Angeles, California 90017 ("Successor Fiscal Agent").

RECITALS:

WHEREAS, the Issuer appointed the Prior Fiscal Agent under Resolution No. 227-93 Passed and Approved on June 10, 1993 by and between the Issuer and the Prior Fiscal Agent Bank (the "Fiscal Agent Agreement");

WHEREAS, the bonds (as such term is defined in the Resolution) were originally authorized and issued under the Resolution;

WHEREAS, the Issuer desires to appoint Successor Fiscal Agent as Fiscal Agent and to succeed Prior Fiscal Agent in such capacities under the Resolution; and

WHEREAS, Successor Fiscal Agent is willing to accept such appointment as Successor Fiscal Agent under the Resolution;

NOW, THEREFORE, the Issuer, Prior Fiscal Agent and Successor Fiscal Agent, for and in consideration of the premises of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby consent and agree as follows:

ARTICLE I

THE PRIOR FISCAL AGENT

SECTION 1.01 Prior Fiscal Agent hereby resigns as Fiscal Agent under the Resolution.

SECTION 1.02 Prior Fiscal Agent hereby assigns, transfers, delivers and confirms to Successor Fiscal Agent all right, title and interest of Prior Fiscal Agent under the Resolution and all the rights and powers of the Fiscal Agent under the Resolution. Prior Fiscal Agent shall execute and deliver such further instruments and shall do such other things as Successor Fiscal Agent may reasonably require so as to more fully and certainly vest and confirm in Successor Fiscal Agent all the rights and powers hereby assigned, transferred, delivered and confirmed to Successor Fiscal Agent.

ARTICLE II

THE ISSUER

SECTION 2.01 The Issuer hereby accepts the resignation of Prior Fiscal Agent as Fiscal Agent under the Resolution.

SECTION 2.02 All conditions relating to the appointment of **BNY Western Trust Company** as Successor-Fiscal Agent under the Resolution have been met by the Issuer, and the Issuer hereby appoints Successor Fiscal Agent as Fiscal Agent under the Resolution with like effect as if originally named as Fiscal Agent in the Resolution.

ARTICLE III

THE SUCCESSOR FISCAL AGENT

SECTION 3.01 Successor Fiscal Agent hereby represents and warrants to Prior Fiscal Agent and to the Issuer that Successor Fiscal Agent is not disqualified to act as Fiscal Agent under the Resolution.

SECTION 3.02 Successor Fiscal Agent hereby accepts its appointment as Successor Fiscal Agent under the Resolution and accepts the rights, powers, duties and obligations of Prior Fiscal Agent as Fiscal Agent under the Resolution, upon the terms and conditions set forth therein, with like effect as if originally named as Fiscal Agent under the Resolution.

ARTICLE IV

MISCELLANEOUS

SECTION 4.01 This Agreement and the resignation, appointment and acceptance effected hereby shall be effective as of the opening of business on _____

SECTION 4.02 This Agreement shall be governed by and construed in accordance with the laws of the State of California.

SECTION 4.03 This Agreement may be executed in any number of counterparts each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

SECTION 4.04 The persons signing this Agreement on behalf of the Issuer, Successor Fiscal Agent and Prior Fiscal Agent are duly authorized to execute it on behalf of the each party, and each party warrants that it is authorized to execute this Resolution and to perform its duties hereunder.

IN WITNESS WHEREOF, the parties hereto have caused this' Agreement of Resignation, Appointment and Acceptance to be duly executed and acknowledged all as of the day and year first above written.

COUNTY OF SANTA CRUZ

as Issuer

By: _____

Name:

Title:

WELLS FARGO BANK, N.A.

as Prior Fiscal Agent

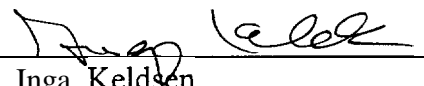
By:  _____

Name: Rose M. Ruelos

Authorized Signer

BNY WESTERN TRUST COMPANY,

Successor Fiscal Agent

By:  _____

Name: Inga Keldsen

Title: Vice President