

RESOLUTION NO. 24-8946

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT
AND RELATED AGREEMENTS WITH RESPECT TO THE ACQUISITION, FINANCING AND
LEASING OF CERTAIN EQUIPMENT FOR THE PUBLIC BENEFIT; AUTHORIZING THE
EXECUTION AND DELIVERY OF DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AND
AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE
CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION**

WHEREAS, the County of Plumas, a political subdivision duly organized and existing under and pursuant to the Constitution and laws of the State of California (the "County"), is authorized by the laws of the State of California to purchase, acquire and lease personal property for the benefit of the County and its inhabitants and to enter into contracts with respect thereto; and

WHEREAS, the County desires to acquire, construct and install certain energy saving improvements consisting of HVAC replacements and HVAC upgrades at the County Courthouse located at 520 Main Street in the City of Quincy, and the Courthouse Annex Building located at 260 County Hospital Road in the City of Quincy, to be installed by ENGIE Services U.S. Inc. (collectively, the "Project"); and

WHEREAS, in order to finance a portion of the cost of the cost of the Project, the County has agreed to lease the real property consisting of the Plumas County Animal Shelter (the "Leased Property") to the Public Property Financing Corporation of California (the "Corporation") under a Site Lease (the "Site Lease") in consideration of the payment by the Corporation of an upfront rental payment (the "Site Lease Payment") which is sufficient to provide financing for a portion of the costs of the Project; and

WHEREAS, the Corporation has agreed to sublease the Leased Property back to the County pursuant to a Lease Agreement (the "Lease Agreement") in consideration of the payment by the County of lease payments (the "Lease Payments") for the use and occupancy of the Leased Property; and

WHEREAS, in order to raise the funds needed to pay the Site Lease Payment to the County, the Corporation has agreed to assign certain of its rights under the Site Lease and the Lease Agreement, including the right to receive and enforce payment of the Lease Payments, to Webster Bank, National Association, a national banking association (the "Assignee"), which will provide financing for all or a portion of the cost of the Project in a principal amount not to exceed \$2,500,000, under an Assignment Agreement (the "Assignment Agreement") between the Corporation and the Assignee; and

WHEREAS, under the Lease Agreement, the County will hold and disburse funds derived from the Site Lease Payment for the purpose of paying all or a portion of the costs of the Project and related costs; and

WHEREAS, this Board of Supervisors (the "Board") deems it for the benefit of the County and for the efficient and effective administration thereof to enter into the Site Lease and the Lease Agreement, substantially in the forms presented to the Board at this meeting, and the other documentation related to the financing of the Project on the terms and conditions therein provided; and

WHEREAS, the information required to be obtained and disclosed by the Board with respect to the Agreement by Government Code 5852.1 is set forth in Exhibit A to this Resolution;

NOW, THEREFORE, based upon the above-referenced recitals, the Board hereby finds, determines and orders as follows:

1. **Recitals**. The Board hereby finds and determines that the foregoing recitals are true and correct.

2. **Approval of Documents**. The forms of the Site Lease and the Lease Agreement presented to this meeting, and on file with the Clerk of the Board, are hereby found and determined to be in the best interests of the County to finance all or a portion of the cost of the Project, and are hereby approved.

The Chairman of the Board, the County Administrative Officer, the County Treasurer-Tax Collector, and the County Auditor-Controller (each an "Authorized Officer") are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the Site Lease and the Lease Agreement in said forms, together with any changes therein or additions thereto deemed advisable by an Authorized Officer, whose execution thereof shall be conclusive evidence of the approval of any such changes or additions; provided, however, that the principal amount represented by the Lease Agreement shall not exceed \$2,500,000, and the interest rate under the Lease Agreement shall not exceed 5.00%. An Authorized Officer is hereby authorized and directed for and on behalf of the County to execute, and the Clerk of the Board is hereby authorized and directed to attest, the final form of each such agreement.

3. Assignment of Rights. The Board hereby approves the assignment by the Corporation of certain of its rights under the Site Lease and the Lease Agreement, including the right to receive and enforce the payment of the Lease Payments, to the Assignee, pursuant to the Assignment Agreement.

4. Other Actions Authorized. Each of the Authorized Officers and each of the other officers and employees of the County shall take all action necessary or reasonably required to carry out, give effect to and consummate the transactions contemplated hereby, including without limitation the execution and delivery any closing certificates and the recordation of documents with the County Recorder, and to take all action necessary in conformity therewith. Whenever in this resolution any officer of the County is authorized to execute or attest any document or take any action, such execution, attestation or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf in the case such officer is absent or unavailable, and any references to any officer of the County shall include any person holding such office in an "interim" or "acting" capacity. All actions previously taken by an Authorized Officer or other officers of the County in furtherance of this Resolution are hereby ratified and approved.

5. No General Liability. Nothing contained in this Resolution, the Site Lease, the Lease Agreement, or any other instrument shall be construed with respect to the County as incurring a pecuniary liability or charge upon the general credit of the County or against its taxing power of the County, nor shall the breach of any agreement or covenant contained in Site Lease, the Lease Agreement, or any other instrument or document executed in connection therewith impose any pecuniary liability upon the County or any charge upon its general credit or against its taxing power, except to the extent that the Lease Payments as defined in and payable under the Lease Agreement are limited obligations of the County, subject to annual appropriation by this Board, as provided in the Lease Agreement.

6. Appointment of Authorized County Representatives. Each of the Authorized Officers is hereby designated to act as authorized representatives of the County for purposes of the Site Lease and the Lease Agreement until such time as the Board shall designate any other or different authorized representative for purposes thereof.

7. Professional Services. The appointments of Jones Hall, A Professional Law Corporation, as special counsel to the County in connection with the financing contemplated by this Resolution, and KNN Public Finance, LLC, as municipal advisor to the County in connection with the financing contemplated by this Resolution, are hereby ratified and confirmed.

8. Adoption; Effective Date. This resolution shall take effect upon adoption by 4/5 of the members of the Board of Supervisors, and shall take effect upon adoption.

The foregoing Resolution was adopted at a meeting of the County of Plumas Board of Supervisors on September 3, 2024, by the following vote:

AYES: Supervisors: Ceresola, McGowan, Goss, Hagwood

NOES: Engel

ABSTAIN:

ABSENT:

By:

Chair, County of Plumas Board of Supervisors

CERTIFIED TO BE A TRUE AND CORRECT COPY:

Clerk of the Board, County of Plumas

Approved as to form:


Joshua Brechtel, Attorney
County Counsel's Office