



County of Sonoma

State of California

Date: August 13, 2024

Item Number: 2024-0599

Resolution Number: _____

4/5 Vote Required

**Resolution Of The Board Of Directors Of The County Of Sonoma Public Financing Corporation,
State Of California, Approving, Authorizing and Directing Execution of Lease and Certain
Financing Documents in Connection With 2024 Certificates of Participation
(Energy Resiliency Projects)**

Whereas, the County of Sonoma, a political subdivision of the State of California (the “County”), has determined that it is in the best interests of the County at this time to finance certain energy conservation measures and upgrades at multiple County facilities, including LED lighting and controls facilities, water conservation facilities, water heating facilities, solar photovoltaic energy generation facilities, and battery energy storage facilities (collectively, the “Project”), and

Whereas, the County of Sonoma Public Financing Corporation (the “Corporation”) was formed to provide financial assistance to the County and other local agencies governed by the County Board of Supervisors by acquiring, constructing and financing various facilities, land and equipment, and by leasing certain facilities, land and equipment, for the use, benefit and enjoyment of the public served by the County, as well as any other purpose incidental thereto; and

Whereas, in order to provide funds for such purpose the County proposes to lease the real property and improvements consisting of (i) the Fleet Services Operations building located at 709 Russell Avenue in Santa Rosa, (ii) the Valley of the Moon Children's Home located at 100 Children’s Circle and 112 Children’s Circle in Santa Rosa, and (iii) the Family Justice Center located at 2755 Mendocino Avenue in Santa Rosa (collectively, the “Leased Property”), to the Corporation pursuant to a Site Lease (the “Site Lease”) by and between the County as lessor and the Corporation as lessee, and the Corporation proposes to sublease the Leased Property back to the County pursuant to a Lease Agreement (the “Lease”) by and between the Corporation as sublessor and the County as sublessee; and

Whereas, the funds necessary to fund the Project will be derived from the proceeds of certificates of participation captioned "County of Sonoma 2024 Certificates of Participation (Energy Resiliency Projects)" (the “Certificates”) each evidencing a direct, undivided fractional interest in the lease payments (“Lease Payments”) to be paid by the County under the Lease; and

Whereas, the Certificates will be executed and delivered under a Trust Agreement (the "Trust Agreement") by and among the County, the Corporation and The Bank of New York Mellon Trust Company, N.A. (the "Trustee"), as trustee thereunder; and

Whereas, in order to secure the payment of the Certificates, the Corporation will assign its right to receive the Lease Payments to the Trustee under an Assignment Agreement (the "Assignment Agreement") between the Corporation and the Trustee; and

Whereas, the Board of Directors (the "Board") has been presented with the proposed form of the Site Lease, the Lease, the Trust Agreement, and the Assignment Agreement, and the Board has examined and approved the proposed form of each document, and desires to delegate to the Authorized Officials (as hereinafter defined) the authority to amend, complete and execute each such document, and

Whereas, the Board wishes at this time to authorize all proceedings relating to the execution, delivery and sale of the Certificates for the purpose of financing the Project and the obligations of the Corporation with respect thereto;

Now, Therefore, Be It Resolved by the Board as follows:

Section 1. Recitals. The Corporation hereby specifically finds and declares that the actions authorized hereby constitute and are with respect to public affairs of the Corporation and that the statements, findings and determinations of the Corporation set forth above and in the preambles of the documents approved herein are true and correct.

Section 2. Approval of Financing Plan. The Board hereby approves the financing plan as recited above for the purpose of providing funds to finance the Project; provided that the aggregate original principal amount of the Certificates shall not exceed \$34,000,000.

Section 3. Approval of Financing Documents. The Board hereby authorizes and approves each of the following financing documents, in substantially the respective forms attached to this Board item, together with any changes therein or additions thereto deemed advisable by the President, the Treasurer, the Assistant Treasurer, the Secretary or any Assistant Secretary of the Corporation, (each an "Authorized Official"), whose execution thereof shall be conclusive evidence of such approval:

a. the Site Lease, by and between the County and the Corporation, under which the County leases the Leased Property to the Corporation in consideration of the agreement by the Corporation to provide funds sufficient to finance the Project through the execution and delivery of the Certificates;

b. the Lease Agreement, by and between the Corporation and the County, under which the Corporation leases the Leased Property back to the County and under which the County agrees to pay semiannual Lease Payments calculated at fixed rates of interest;

c. the Assignment Agreement, by and between the Corporation and the Trustee, under which the Corporation assigns its rights to receive the Lease Payments under the Lease Agreement to the Trustee for the benefit of the owners of the Certificates; and

d. the Trust Agreement, by and among the Corporation, the County and the Trustee, as trustee, providing the terms and conditions for the execution and delivery of the Certificates and the delivery of the proceeds thereof.

Each Authorized Official is hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver the foregoing documents in substantially said forms, with such changes therein as such Authorized Official may require or approve with the approval of counsel; provided, however, that the term of the Lease Agreement shall not extend beyond April 1, 2044 (except for an extension in the event of nonpayment of Lease Payments), the original aggregate principal amount of the Certificates shall not exceed \$34,000,000, and the true interest cost with respect to the Certificates shall not exceed 5%. The Board hereby authorizes the performance by the Corporation of its obligations under the foregoing documents.

The Certificates may be executed and delivered in one or more series, and any series may be issued on a federally taxable basis pursuant to Government Code Section 5900 et seq. If multiple series of the Certificates are executed and delivered, each Authorized Official is hereby authorized to give unique series designations to each such series as may be necessary or appropriate.

Section 4. Official Actions. Each Authorized Official and all other officers of the Corporation are each authorized and directed in the name and on behalf of the Corporation to make any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, certificates of acceptance of property conveyed to the Corporation, certificates of termination relating to prior lease financings, and other documents, which they or any of them might deem necessary or appropriate in order to consummate any of the transactions contemplated by the agreements and documents approved pursuant to this Resolution, each in form approved by counsel, including without limitation any documents needed to obtain a municipal bond rating with respect to the Certificates and to procure municipal bond insurance for the Certificates. Whenever in this Resolution any officer of the Corporation is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf if such officer is absent or unavailable. Any actions previously taken by any officers and employees of the Corporation in connection with the execution and delivery of the Certificates and the other actions contemplated by this Resolution are hereby ratified and confirmed.

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Section 5. This resolution shall take effect immediately upon its passage.

Supervisors:

Gorin:

Coursey:

Gore:

Hopkins:

Rabbitt:

Ayes:

Noes:

Absent:

Abstain:

So Ordered.