

RESOLUTION NO. 24-8945

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AN EQUIPMENT
LEASE/PURCHASE AGREEMENT 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 and lease certain energy saving improvements consisting of interior and exterior building lighting, street lighting, HVAC replacements, mechanical and HVAC upgrades, photovoltaic systems, and backup emergency generators, constituting personal property, necessary for the County to perform essential governmental functions in the estimated amount of \$8,353,637 (the "Equipment"); and

WHEREAS, in order to finance the acquisition and installation of the Equipment, the County proposes to enter into an Equipment Lease Purchase Agreement (the "Agreement") with Webster Bank, National Association, a national banking association (or one of its affiliates), as lessor (the "Lessor"), an Escrow Agreement (the "Escrow Agreement") with the Lessor and U.S. Bank National Association (or one of its affiliates), as escrow agent, which have been presented to this Board of Supervisors at this meeting; and

WHEREAS, in connection with the Agreement and the Escrow Agreement, there has been presented to this Board of Supervisors at this meeting certain additional closing documentation necessary to complete the closing (the "Closing Certificates"); 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 Agreement and the Escrow Agreement, and the other documentation related to the financing of the Equipment for the acquisition and leasing of the Equipment on the terms and conditions therein provided; and

WHEREAS, the information required to be obtained and disclosed by the Board of Supervisors 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. **Findings and Determinations.** It is hereby found and determined that the terms of the Agreement, in the form presented to the Board of Supervisors at this meeting, are in the best interests of the County for the acquisition, financing and leasing of the Equipment. Additionally, it is hereby found and determined that funds for the repayment of the financing or the cost of design, construction, and operation of the Equipment, or both, as required by the Agreement, are projected to be available from revenues resulting from sales of electricity or thermal energy from the Equipment or from funding that otherwise would have been used for purchase of electrical, thermal, or other energy required by the County in the absence of the Equipment, or both.

2. **Approval of Documents.** The forms of the Agreement, the Escrow Agreement, and the Closing Certificates presented to this meeting, and on file with the Clerk of the Board of Supervisors, are hereby found and determined to be in the best interests of the County to finance the acquisition and installation of the Equipment 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 Agreement, the Escrow Agreement and the Closing Certificates in said forms; provided, however, that the principal amount represented by

the Agreement shall not exceed \$9,000,000, and the interest rate under the Agreement shall not exceed 5.00%.

3. 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 the execution and delivery any Closing Certificates) 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.

4. No General Liability. Nothing contained in this Resolution, the Agreement, the Escrow Agreement, the Closing Certificates, 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 the Agreement, the Escrow Agreement, the Closing Certificates, 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 Rental Payments as defined in and payable under the Agreement are limited obligations of the County, subject to annual appropriation by this Board of Supervisors, as provided in the Agreement.

5. 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 Agreement and the Escrow Agreement until such time as the Board of Supervisors shall designate any other or different authorized representative for purposes of the Agreement or the Escrow Agreement.

6. 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.

7. 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