

RESOLUTION NO. 2015- 8069

**RESOLUTION OF THE PLUMAS COUNTY PUBLIC FACILITIES CORPORATION
AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE, A SUBLEASE, AN
ASSIGNMENT AGREEMENT AND A CONTRACT OF PURCHASE, AND AUTHORIZING
CERTAIN OTHER ACTIONS IN CONNECTION WITH A COUNTY OF PLUMAS LEASE
FINANCING**

WHEREAS, the Plumas County Public Facilities Corporation (the “Corporation”) was established to, among other things, lease real property within the boundaries of Plumas County from and to the County of Plumas (the “County”); and

WHEREAS, the County and the Corporation now desire to enter into a lease financing to refinance a variety of projects through the prepayment by the County of the Lease Agreement, dated as of January 1, 2003, between the County and the Corporation (the original principal components of the base rental payments of which aggregate \$18,400,000) (the “2003 Lease Agreement”);

WHEREAS, the County is expected to authorize the financing for the purpose of prepaying the 2003 Lease Agreement and paying the costs of either (i) construction of a new correctional facility on a portion of the Demised Premises or (ii) if the County does not receive a grant from the State of California to finance the construction of a portion of such correctional facilities, capital improvements to upgrade facilities of the County to comply with the requirements of the Americans with Disabilities Act; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of such financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Corporation is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided;

**NOW, THEREFORE, BE IT RESOLVED BY THE PLUMAS COUNTY
PUBLIC FACILITIES CORPORATION, AS FOLLOWS:**

SECTION 1. The Corporation hereby specifically finds and declares that the findings and determinations of the Corporation set forth above and in the preambles of the documents approved herein are true and correct.

SECTION 2. The form of the lease (the “Lease”), between the County, as lessor, and the Corporation, as lessee, presented to this meeting is hereby approved. The Executive Director, Chairman, Vice Chairman, Secretary/Treasurer, or any other officers duly designated by the Executive Director (the “Authorized Officers”) are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation to execute, acknowledge and deliver to the County the Lease in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by

the execution and delivery thereof; provided that the amount of advance rental shall not exceed \$15,500,000.

SECTION 3. The form of the sublease (the "Sublease"), between the Corporation, as sublessor, and the County, as sublessee, presented to this meeting is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation to execute, acknowledge and deliver to the County the Sublease in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided that the aggregate principal amount of Base Rental Payments shall not exceed \$15,500,000, the initial interest rate on the Base Rental Payments shall not exceed 4.50% per annum and the final Base Rental Payment shall be due no later than June 1, 2033 (subject to a 10-year extension as provided in the Lease and Sublease).

SECTION 4. The form of assignment agreement (the "Assignment Agreement"), between the Corporation and Umpqua Bank (the "Bank"), presented to this meeting, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation to execute, acknowledge and deliver to the Bank the Assignment Agreement in substantially said form, with such changes therein as such Authorized Officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 5. The form of contract of purchase (the "Purchase Contract"), between the Corporation and the Bank, presented to this meeting, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation to execute, acknowledge and deliver to the Bank the Purchase Contract in substantially said form, with such changes therein as such Authorized Officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 6. The Demised Premises to be leased pursuant to the Lease and Sublease shall be the property described in Exhibit A hereto.

SECTION 7. The Corporation acknowledges and understands that the same attorney(s) within County Counsel may represent and advise both the County and the Corporation regarding financings and applicable documents, and waives any potential or actual conflicts of interest arising therefrom.

SECTION 8. The officers of the Corporation are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this resolution, the Lease, the Sublease, the Assignment Agreement and the Purchase Contract, including but not limited to terminating the 2003 Lease Agreement and the related lease. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

SECTION 9. This resolution shall take effect immediately upon its passage.

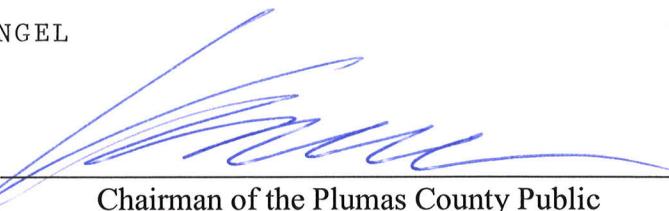
PASSED AND ADOPTED this 2nd day of June, 2015, by the following vote:

AYES: SUPERVISORS THRALL, SIMPSON, SWOFFORD, GOSS

NOES: NONE

ABSENT: NONE

ABSTAIN: SUPERVISOR ENGEL


Chairman of the Plumas County Public
Facilities Corporation

ATTEST:

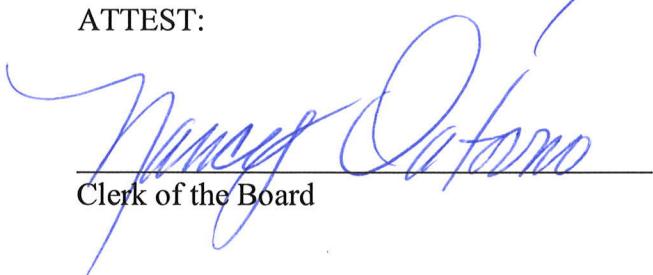

Clerk of the Board

EXHIBIT A

The Demised Premises shall consist of the following building and related site:

County Health and Human Services Center and Courthouse

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The Demised Premises shall consist of the following building and related site:

[County Health and Human Services Center and Courthouse]

HEALTH AND HUMAN SERVICE BUILDING

Beginning at a point on the division line between the Semans and Kellogg ranches, from which point the Southeast corner of Section 10, T. 24 N. R. 9 E. M. D. M., bears S. 71° 17' E. 2019.5 feet; thence N. 18½° W. 709.5 feet, to the Northeast corner of said Semans ranch; thence West 1254.75 feet; thence South 672.8 feet; thence East 1479.85 feet to the place of beginning. Containing 21 acres in the SW½ of SE¼ and SE½ of SW½ of said Section 10.

Also, the right-of-way for a wagon road, described as follows:-

Beginning at the above described point of beginning; thence S. 18½° E. along the line fence between the Semans and Kellogg ranches, 330 feet to the County road; thence West 20 feet; thence N. 18½° W. 330 feet to the South line of the above described tract; thence East 20 feet to the place of beginning.

Also, nine (9) inches of water measured under a four inch pressure, flowing in a ravine entering the above described tract near its Northwest corner.

Also, a right-of-way for a blind drain or sewer to a point near the Northeast corner of pasture lot in said Semans ranch.

Together with the tenements, hereditaments and appurtenances thereunto belonging, or appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof.

COURTHOUSE

THE COUNTY OF PLUMAS, A POLITICAL SUBDIVISION OF THE STATE OF CALIFORNIA

the following described real property in the
County of Plumas, State of California:
BLOCK 6 OF THE TOWN OF QUINCY, AS SAID BLOCK IS SHOWN ON THE MAP FILED FOR RECORD JULY
3, 1873 IN BOOK "A" OF MAPS AT PAGE 36, PLUMAS COUNTY RECORDS.