

**RESOLUTION NO. 2017-\_\_\_\_\_**

**RESOLUTION BOARD OF DIRECTORS OF THE SOLANO COUNTY FACILITIES CORPORATION, INC.  
APPROVING FORMS OF AND AUTHORIZING EXECUTION OF A SITE LEASE, A LEASE AGREEMENT, A  
TRUST AGREEMENT, AN ASSIGNMENT AGREEMENT AND A CERTIFICATE PURCHASE AGREEMENT,  
FOR THE SALE OF SERIES 2017 REFUNDING CERTIFICATES OF PARTICIPATION, AND AUTHORIZING  
CORPORATION OFFICERS TO TAKE NECESSARY ACTIONS**

**Whereas**, the Solano County Facilities Corporation, Inc. (herein called the "Corporation") is a nonprofit public benefit corporation duly organized and existing under and by virtue of the laws of the State of California; and

**Whereas**, the Corporation has been formed for the purpose of rendering financial assistance to the County of Solano (herein called the "County") by leasing or subleasing improved or unimproved property to the County, and in connection therewith, financing or refinancing, acquiring, constructing or improving the property; and

**Whereas**, pursuant to and in accordance with the Government Code of the State of California, and other applicable laws of the State of California, the County has heretofore determined to lease from the Corporation, for the use of the County during the term thereof the public facilities described in Exhibit A attached hereto, together with improvements (herein called the "Leased Property"); and

**Whereas**, the Corporation has not made, and does not intend to make, any profit by reason of any business or venture in which it may engage or by reason of the lease of the Leased Property and no part of the Corporation's net earnings, if any, will ever inure to the benefit of any person except the County; and

**Whereas**, pursuant to a trust agreement dated as of February 1, 2007, the County caused the execution and delivery of the 2007 Refunding Certificates of Participation (the "2007 Certificates") in the aggregate principal amount of \$99,860,000; and

**Whereas**, the County has determined that it would be in its best interest to refund and defease the 2007 Certificates; and

**Whereas**, such refunding will be effected by the execution and delivery of a lease, entitled "Lease Agreement (Series 2017 Refunding Certificates of Participation)," tentatively dated as of September 1, 2017, by and between the County and the Corporation (herein called the "Lease"), and through the sale and delivery of refunding certificates of participation; and

**Whereas**, under the Lease, the County would be obligated to make base rental payments to the Corporation for the lease of Leased Property; and

**Whereas**, it is proposed that all rights to receive such base rental payments (together with the additional payments provided for in the Lease) will be assigned without recourse by the Corporation to Union Bank, N.A., as trustee (herein called the "Trustee"), pursuant to an agreement, entitled "Assignment Agreement" and tentatively dated as of September 1, 2017 (herein called the "Assignment Agreement"); and

**Whereas**, it is further proposed that the Corporation, the County and the Trustee shall enter into an agreement, entitled "Trust Agreement" and tentatively dated as of September 1, 2017 (herein called the "Trust Agreement"), pursuant to which the Trustee will execute and deliver refunding certificates of participation (herein called the "Certificates") in an amount equal to the aggregate principal components of such base rental payments, each evidencing and representing a fractional undivided interest in such base rental payments, and will use the proceeds to refund the 2007 Certificates; and

**Whereas**, it is further proposed that the Corporation and the County shall enter into a lease, entitled "Site Lease (Series 2017 Refunding Certificates of Participation)" and tentatively dated as of September 1, 2017 (herein called the "Site Lease"); and

**Whereas**, the form of the Certificate Purchase Agreement, to be dated its date of execution, has been submitted to this Board of Directors; and

**Whereas**, this Board of Directors has been presented with the form of each document referred to herein, relating to such refunding of the 2007 Certificates, and the Board of Directors has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such financing.

**Resolved** by the Board of Directors of the Solano County Facilities Corporation, Inc. as follows:

**SECTION 1.** All of the recitals herein are true and correct and this Board of Directors so finds.

**SECTION 2.** The form of lease, entitled "Site Lease (Series 2017 Refunding Certificates of Participation)" and tentatively dated as of September 1, 2017, between the County and the Corporation, in substantially the form submitted to this Board of Directors, is approved. The Secretary of the Corporation is directed to file a copy of the form of instrument with the minutes of this meeting. The President and the Secretary of the Corporation are authorized and directed to execute and deliver a lease in substantially the form, with such additions thereto and changes therein as such officers executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**SECTION 3.** The form of Lease, entitled "Lease Agreement (Series 2017 Refunding Certificates of Participation)" and tentatively dated as of September 1, 2017, from the Corporation to the County, in the form submitted to this Board of Directors, is approved. The Secretary of the Corporation is directed to file a copy of the form of Lease with the minutes of this meeting. The President and the Secretary of the Corporation are authorized and directed to execute and deliver a lease in substantially the form, with such additions thereto and changes therein as such officers executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**SECTION 4.** The form of Trust Agreement, by and among Union Bank, N.A., as trustee, the Corporation and the County, and tentatively dated as of September 1, 2017, submitted to this Board of Directors, is approved. The Secretary of the Corporation is directed to file a copy of the proposed Trust Agreement with the minutes of this meeting. The President and the Secretary of the Corporation are authorized and directed to execute and deliver the Trust Agreement in substantially the form, with such additions thereto and changes therein as such officers executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**SECTION 5.** The form of Assignment Agreement, by and between the Corporation and the Trustee, and tentatively dated as of September 1, 2017, submitted to this Board of Directors, is approved. The Secretary of the Corporation is directed to file a copy of the proposed Assignment Agreement with the minutes of this meeting. The President and the Secretary of the Corporation are authorized and directed to execute and deliver the Assignment Agreement in substantially the form, with such additions thereto and changes therein as such officers executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**SECTION 6.** The form of Certificate Purchase Agreement, by and among the purchasers of the Certificates, the County and the Corporation, submitted to this Board of Directors, is approved. The Secretary of the Corporation is directed to file a copy of the Certificate Purchase Agreement with the minutes of this meeting.

**SECTION 7.** Raymond James & Associates, Inc., as underwriter, Orrick, Herrington & Sutcliffe LLP, as special counsel, Hawkins Delafield and Wood LLP as disclosure counsel and the appropriate Corporation officials are authorized and directed to continue to prepare the necessary legal documents to accomplish the financing, and to take any and all necessary actions in connection therewith.

**SECTION 8.** The officers of this Corporation be and they are authorized and directed, jointly and severally, in the name and on behalf of the Corporation, to execute and deliver any and all certificates, agreements and other documents, including signature, no-litigation and arbitration certificates, and to take any and all steps which they might deem necessary or appropriate in order to effectuate the actions which the Board of Directors has heretofore approved and that all actions heretofore taken by the officers and agents of this Corporation with respect to the purposes for which this Corporation was formed be and they are approved and ratified.

**SECTION 9.** This resolution shall take effect from and after its date of adoption.

Passed and adopted by the Board of Directors of the Solano County Facilities Corporation, Inc. this 8<sup>th</sup> day of August, 2017.

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BIRGITTA E. CORSELLO, Secretary  
Solano County Facilities Corporation, Inc.

## EXHIBIT A

### Leased Property

#### DESCRIPTION OF LEASED ASSET

All that certain real property situated in the County of Solano, State of California,  
described as follows:

<u>Land</u>	<u>Improvements</u>
APN 0030-251-020	County Administration Center and Parking Structure

**SECRETARY'S CERTIFICATE**

I certify that I am the duly elected, qualified and acting Secretary of the Solano County Facilities Corporation, Inc., a California nonprofit public benefit corporation organized and existing under the laws of the State of California, and that the foregoing is a full, true and correct copy of the resolution adopted at a special meeting of the board of directors of the Corporation held on the 8th day of August, 2017.

Date \_\_\_\_\_, 2017.

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BIRGITTA E. CORSELLO, Secretary  
Solano County Facilities Corporation, Inc.