

RESOLUTION NO. 2019 - _____

**A RESOLUTION OF THE SOLANO COUNTY BOARD OF SUPERVISORS AUTHORIZING
THE EXECUTION AND DELIVERY OF A FACILITY SUBLEASE FOR AND RATIFYING ALL
PREVIOUS ACTIONS WITH RESPECT TO THE SOLANO JAIL PROJECT AND
AUTHORIZING CERTAIN ACTIONS IN CONNECTION THEREWITH**

Whereas, the County of Solano (the "County"), the State Public Works Board of the State of California (the "Board"), and the Board of State and Community Corrections of the State of California (the "Department") have previously entered into that certain Project Delivery and Construction Agreement dated as of May 2, 2016 with respect to the construction of an adult local criminal justice facility described in the attached Exhibit A, commonly known as the Rourk Vocational Training Center (the "Project"); and

Whereas, the County has leased to the Department certain real property (the "Site") described in Exhibit B to that certain Ground Lease dated as of October 7, 2016, by and between the County, as landlord, and the Department, as tenant, and consented to by the Board, and recorded on October 21, 2016 in the Official Records of the County as Document No. 201600092911 (the "Ground Lease") on which the Project has been constructed; and

Whereas, the Department and the County also entered into that certain Easement Agreement for Grants of Access, Utilities and Repairs dated as of October 7, 2016 and recorded on October 21, 2016 in the Official Records of the County as Document No. 201600092912 (the "Easement Agreement") pursuant to which the County granted to the Department and the Board certain appurtenant easements in certain property adjacent to the Site; and

Whereas, the Board intends to provide long-term financing for the Project through the issuance and sale of lease revenue bonds of the Board (the "Bonds") as authorized by the State Building Construction Act of 1955 (being Part 10b of Division 3 of Title 2 of the California Government Code commencing at Section 15800) (the "Act"), which Bonds will be secured, in part, by the Base Rental payments to be made under a Facility Lease to be entered into by and between the Department and the Board (the "Facility Lease"); and

Whereas, in connection with the issuance of the Bonds, the Department intends to lease the Site to the Board pursuant to the terms of a Site Lease between the Board and the Department (the "Site Lease") and the Board intends to lease the Site and the Project (together, the "Facility") to the Department pursuant to the terms of the Facility Lease; and

Whereas, upon the issuance of the Bonds, the County and the Department intend to enter into a Facility Sublease (the "Facility Sublease"), the form of which has been presented to the Board of Supervisors for approval at the meeting at which this resolution is being adopted.

Resolved by the Board of Supervisors of the County of Solano that:

Section 1. Each of the foregoing recitals is true and correct.

Section 2. The form of the Facility Sublease presented at this meeting is hereby approved. The Sheriff-Coroner, or his designee (collectively, the "Authorized Officers"), acting alone, is hereby authorized for and in the name of the County to execute, and the Clerk of the Board of Supervisors is authorized to attest, the Facility Sublease, in substantially the form hereby approved, with such additions thereto and changes therein as are required by the Department or the Board as conditions to the issuance of the Bonds. Approval of such changes shall be conclusively evidenced by the execution and delivery thereof by any one of the Authorized

Officers each of whom, acting alone, is authorized to approve such changes. Each of the Authorized Officers is further authorized to execute, acknowledge and deliver any and all documents required to consummate the transactions contemplated by the Facility Sublease. The County hereby consents to the terms of the Site Lease and the Facility Lease and acknowledges that the County's right to occupy the Facility pursuant to the Facility Sublease may be terminated (i) in the event of a default under the Facility Lease, as a result of the Board exercising its rights to re-enter and re-let the Facility in accordance with the Facility Lease, and (ii) in the event of a default under the Facility Sublease as a result of the Department exercising its rights to re-enter and re-let the Facility in accordance with the Facility Sublease.

Section 3. All actions heretofore taken by any officer of the County with respect to the execution and delivery of the Ground Lease and the Easement Agreement are hereby ratified, approved and confirmed and the County affirms that the Ground Lease and the Easement Agreement remain in full force and effect and enforceable against the County in accordance with their terms.

Section 4. Each of the Authorized Officers and the other officers of the County, acting alone, is hereby authorized to do any and all things and to execute and deliver any and all documents, certificates (including tax certificates) and agreements which they may deem necessary and advisable in order to consummate the execution and delivery of the Facility Sublease and the issuance of the Bonds and otherwise effectuate the purposes of this Resolution. In the event that the Clerk of the Board of Supervisors is unavailable or unable to execute and deliver any of the above-referenced documents, any deputy clerk may validly execute and deliver such document.

Section 5. This resolution shall take effect from and after its date of adoption.

Passed and adopted by the Solano County Board of Supervisors at its regular meeting on February 26, 2019, by the following vote:

AYES: SUPERVISORS _____

NOES: SUPERVISORS _____

EXCUSED: SUPERVISORS _____

ERIN HANNIGAN, Chairwoman
Solano County Board of Supervisors

ATTEST:
BIRGITTA E. CORSELLO, Clerk
Solano County Board of Supervisors

By: _____
Jeanette Neiger, Chief Deputy Clerk