



RESOLUTION No. _____

OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NEVADA

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NEVADA, STATE OF CALIFORNIA, AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE, LEASE, CONTINUING DISCLOSURE CERTIFICATE, A BOND PURCHASE AGREEMENT, AND A PRELIMINARY OFFICIAL STATEMENT IN CONNECTION WITH THE ISSUANCE OF NEVADA COUNTY FINANCE AUTHORITY COUNTY OPERATIONS CENTER LEASE REVENUE BONDS, SERIES 2019 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$20,615,000, AUTHORIZING THE DISTRIBUTION OF AN OFFICIAL STATEMENT IN CONNECTION WITH THE OFFERING AND SALE OF SUCH BONDS AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND RELATED ACTIONS

WHEREAS, the County of Nevada, California (the “County”) is a political subdivision of the State of California (the “State”) duly and validly existing under and pursuant to the Constitution and the laws of the State; and

WHEREAS, the County desires to construct a County Operations Center and related equipment (the “Project”); and

WHEREAS, the Nevada County Finance Authority (the “Authority”) and the County have determined that it would be in the best interests of the County and residents of the County to authorize the preparation, sale and delivery of the “Nevada County Financing Authority County Operations Center Lease Revenue Bonds, Series 2019” (the “Bonds”) for the purpose of financing the Project; and

WHEREAS, the Authority intends to issue the Bonds pursuant to an Indenture (the “Indenture”), between the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee (the “Trustee”), in order to finance the Project for the County and pay costs of issuance of the Bonds; and

WHEREAS, the Bonds will be issued by the Authority pursuant to the provisions of Article 4, Chapter 5, Division 7 of Title 1 of the California Government Code; and

WHEREAS, in accordance with Government Code Section 6586.5, the County has published notice of a public hearing in a newspaper of general circulation and on the date hereof held a public hearing concerning the financing of the Project by the Authority through the issuance of the Bonds as required by Government Code Section 6586.5(a)(2); and

WHEREAS, in order to facilitate the issuance of the Bonds, the County and the Authority desire to enter into a Site Lease between the County and the Authority (the “Site Lease”) pursuant to which the County will lease certain real property and improvements owned by the County consisting of the Rood Administrative Center (“Leased Facilities”) to the Authority, and a Lease between the County and the Authority (the “Lease”), pursuant to which the County will lease the Leased Facilities back from the Authority, and pay certain Base Rental Payments (as defined in

the Lease), which are pledged to the owners of the Bonds by the Authority pursuant to the Indenture; and

WHEREAS, in furtherance of implementing the proposed financing of the Project by the Authority, there has been prepared and presented to this Board of Supervisors (the "Board") for consideration at this meeting the documentation required to enter into the leases relating to the Leased Facilities and to issue the Bonds, and such documents are in substantially final form and appropriate instruments to be executed and delivered for the purposes intended.

NOW, THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF NEVADA DOES HEREBY RESOLVE AS FOLLOWS:

1. The Board hereby finds and declares that the statements, findings and determinations of the County set forth above are true and correct.
2. The Board hereby determines that the financing of the Project by the Authority through the issuance of the Bonds will provide significant public benefits to the citizens of the County of the type described in Government Code Section 6586(a).
3. The form of the Site Lease on file with the Clerk of the Board is hereby approved. Each of the Chair of the Board of Supervisors, any other member of the Board of Supervisors, the County Executive Officer, and the Deputy County Executive Officer or any designee thereof (each an "Authorized Officer"), acting alone, is hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the Site Lease in substantially said form, with such changes therein as such officer may require or approve (including, without limitation, to the description of the Leased Facilities to be leased thereunder if modified pursuant to Section 4 hereof), such approval to be conclusively evidenced by the execution and delivery thereof.
4. The form of the Lease on file with the Clerk of the Board is hereby approved. Any Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the Lease in substantially said form, with such changes therein as such officer may require or approve (including, without limitation, to the description of the Leased Facilities to be leased thereunder if modified in accordance with this paragraph), such approval to be conclusively evidenced by the execution and delivery thereof; provided that and the true interest cost of the Bonds, as determined by the municipal advisor to the County, shall not exceed 4.40% per annum, the term of the Lease shall not exceed October 1, 2043 (subject to an extension of not to exceed ten years as described therein), and the annual payments under the Lease shall not exceed \$1,450,000. The Leased Facilities to be included in the Lease and the Site Lease may include all or a portion of the Leased Facilities listed in the Lease Agreement and the Site Lease on file with the Clerk of the Board, or such additional real property assets of the County as the Authorized Officer executing such leases determines is necessary in order to satisfy any legal requirements to enter into the Lease, based on the advice of County Counsel or bond counsel, or rating agency requirements to rate the Bonds, with such designation to be conclusively evidenced by the execution and delivery of the Site Lease and Lease Agreement by one or more of the Authorized Officers. The Board of Supervisors hereby finds and determines that the annual Base Rental Payments and additional payments due in each fiscal year under the Lease will not exceed the fair rental value of the Leased Facilities during any fiscal year.

5. The form of the bond purchase agreement (the "Purchase Agreement") on file with the Clerk of the Board, among the Authority, the County and Raymond James & Associates, Inc., as the underwriter of the Bonds (the "Underwriter"), is hereby approved. Any Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the County, to execute and deliver the Purchase Agreement 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, however, that the Purchase Agreement shall be executed only if the requirements of Section 4 above are satisfied and the Underwriter's discount does not exceed 0.40% of the par amount of the Bonds.
6. The information relating to the County contained in the form of preliminary official statement (the "Preliminary Official Statement") on file with the Clerk of the Board is hereby approved. An Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the County, to find and determine that the information in the Preliminary Official Statement relating to the County is as of its date "final" for purposes of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), and such Authorized Officer is hereby authorized to execute and deliver to the Underwriter a certificate deeming the Preliminary Official Statement "final" as of its date for purposes of the Rule.
7. The form of continuing disclosure certificate (the "Continuing Disclosure Certificate") on file with the Clerk of the Board is hereby approved. Any Authorized Officer is hereby authorized to approve modifications and changes to the Continuing Disclosure Certificate not inconsistent with its essential terms, such approval to be conclusively established by execution thereof; and such officers are hereby authorized and directed to take all actions required to comply with the Continuing Disclosure Certificate.
8. The Board acknowledges that the good faith estimates required by Section 5821.1 of the California Government Code are disclosed in the staff report relating to this Resolution and are available to the public at the meeting at which this Resolution is approved.
9. The Clerk of the Board is hereby authorized and directed to attest the signature of the Authorized Officers or other County officials and to affix and attest the seal of the County as may be required or appropriate in connection with the execution and delivery of the documents approved herein.
10. The officers, employees and agents of the County are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this resolution, including but not limited to procuring title insurance for the property, executing title instructions related to such leases and executing security documents related to such leases, such as subordination, non-disturbance, estoppel and similar agreements, and entering into such other agreements and covenants in connection with the procurement of bond insurance not inconsistent with the provisions hereof. All actions heretofore taken by the officers, employees and agents of the County with respect to the transactions set forth above are hereby approved, confirmed and ratified.
11. The Auditor-Controller is hereby authorized and directed to establish all funds and accounts necessary or appropriate to record the trustee activity associated with the Bonds issued by the Authority.