

THE BOARD OF SUPERVISORS OF CONTRA COSTA COUNTY, CALIFORNIA
and for Special Districts, Agencies and Authorities Governed by the Board

Adopted this Resolution on 11/19/2019 by the following vote:

AYE: ☐
NO: ☐
ABSENT: ☐
ABSTAIN: ☐
RECUSE: ☐



Resolution No. 2019/580

**RESOLUTION AUTHORIZING THE FORMS OF AND DIRECTING THE EXECUTION AND DELIVERY OF A
FIRST AMENDMENT TO FACILITIES LEASE AND A FIRST AMENDMENT TO SITE LEASE; AND
AUTHORIZING TAKING OF NECESSARY ACTIONS AND EXECUTION OF NECESSARY DOCUMENTS IN
CONNECTION THEREWITH**

WHEREAS, the County of Contra Costa (the "County") and the Contra Costa County Flood Control and Water Conservation District have entered into an Amended and Restated Joint Exercise of Powers Agreement, dated June 16, 2015 pursuant to an amendment of the Joint Exercise of Powers Agreement, dated as of April 7, 1992 (as amended, the "Joint Powers Agreement"), between the County and the Contra Costa County Redevelopment Agency which Joint Powers Agreement creates and establishes the County of Contra Costa Public Financing Authority (the "Authority");

WHEREAS, the County has leased certain real property and the improvements thereon to the Authority pursuant to a Site Lease, dated as of March 1, 2017 (as amended, restated, or otherwise modified, the "Site Lease"), by and between the County and the Authority;

WHEREAS, the Authority has issued its \$99,810,000 Lease Revenue Bonds (Refunding and Capital Projects) 2017 Series A (the "Bonds") to finance and refinance certain public capital improvements for the County, and to secure such Bonds the Authority has leased the Facilities (defined in the Facilities Lease) to the County pursuant to a Facilities Lease, dated as of March 1, 2017 (as amended, restated, or otherwise modified, the "Facilities Lease"), by and between the Authority and the County;

WHEREAS, the County pays base rental payments to the Authority pursuant to the Facilities Lease for the use and occupancy of the Facilities leased thereunder, such Facilities consisting of the West County Detention Facility, Public Works Department Administration Building, the Family Law Center and the Martinez Health Center, which rental payments are in amounts sufficient to pay debt service on the Bonds;

WHEREAS, it is proposed that the County and the Authority enter into a First Amendment to Site Lease (the "First Amendment to Site Lease") and a First Amendment to Facilities Lease (the "First Amendment to Facilities Lease") to: (i) release the West County Detention Facility and the Public Works Department Administration Building (the "Released Property") from the Site Lease and the Facilities Lease; (ii) substitute the West County Detention Facility and the Public Works Department Administration Building with the Martinez Detention Facility (the "Substitute Property") and (iii) extend the lease term of Martinez Health Center;

WHEREAS, the release of the Released Property from the Site Lease and the Facilities Lease, the substitution of the Substitute Property and the extension of the lease term of the Martinez Health Center will not cause any reduction in the base rental payments of the County under the Facilities Lease and the remaining property leased pursuant to the Facilities Lease following such substitution will continue to have a fair rental value at least equal to the maximum amount of base rental payments becoming due in each fiscal year during the term of the Facilities Lease;

WHEREAS, such substitution will not adversely affect the County's use and occupancy of the Facilities and the County, following such substitution, will continue to have "Good Merchantable Title" to the Facilities as described in the Facilities Lease;

WHEREAS, the First Amendment to Site Lease and First Amendment to the Facilities Lease are permitted by 6.09 of the Trust Agreement, dated as of March 1, 2017, by and between the Authority and Wells Fargo Bank, National Association, pursuant to which the Bonds were issued, as the amendment will accurately describe the parcels intended or preferred by the parties to be leased and will not materially adversely affect the interest of the Bondholder or result in any material impairment of the security

given for the payment of the Bonds;

WHEREAS, this Board has been presented with the substantially final form of each document referred to herein, and the Board has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such transaction; and

WHEREAS, the Authority has full legal right, power and authority under the Constitution and the laws of the State of California to enter into the transactions hereinafter authorized;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the County of Contra Costa Public Financing Authority, as follows:

Section 1. The foregoing recitals are true and correct and this Board so finds and determines.

Section 2. The form of First Amendment to Site Lease on file with the Secretary of the Board of Directors is hereby approved, and the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the Executive Director of the Authority or the Deputy Executive Director of the Authority or any designee of any such official (the “Authorized Signatories”) and the Secretary of the Board of Directors or any Assistant Secretary of the Board of Directors (the “Secretary”), each acting alone, are hereby authorized and directed to execute and deliver, and the Secretary to attest, the First Amendment to Site Lease in substantially said form, with such changes therein as such officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The form of First Amendment to Facilities Lease on file with the Secretary is hereby approved, and any one of the Authorized Signatories, each acting alone, is hereby authorized and directed to execute and deliver, and the Secretary to attest, the First Amendment to Facilities Lease in substantially said form, with such changes therein as such officer executing the same may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Authorized Signatories and other officers of the Authority 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.

Section 5. All actions heretofore taken by the officers and agents of the Authority with respect to this amendment are hereby approved and confirmed.

Section 6. This Resolution shall take effect from and after its date of adoption.

I hereby certify that this is a true and correct copy of an action taken and entered on the minutes of the Board of Supervisors on the date shown.

ATTESTED: November 19, 2019

David J. Twa, County Administrator and Clerk of the Board of Supervisors

Contact: Timothy M. Ewell, (925)335-1036

By: , Deputy

cc: