

RESOLUTION NO. _____

**A RESOLUTION OF THE GOVERNING BOARD OF THE YOLO
COUNTY PUBLIC AGENCIES FINANCING AUTHORITY
AUTHORIZING THE EXECUTION AND DELIVERY OF AN
INSTALLMENT SALE AGREEMENT AND ASSIGNMENT AGREEMENT
TO FINANCE IMPROVEMENTS TO THE SOLID WASTE SYSTEM OF
THE COUNTY OF YOLO, AND APPROVING RELATED DOCUMENTS
AND ACTIONS**

WHEREAS, the County of Yolo (the "County") and the City of Davis have previously entered into a Joint Exercise of Powers Agreement dated May 3, 1994 (the "Joint Powers Agreement") creating and establishing the Yolo County Public Agencies Financing Authority (the "Authority"), a joint exercise of powers authority duly organized and operating pursuant to Article 1 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (hereinafter, the "Act");

WHEREAS, Article 4 of the Act authorizes and empowers the Authority to assist local agencies in financing projects and programs consisting of certain public capital improvements whenever a local agency determines there are significant public benefits from doing so;

WHEREAS, the County owns and operates an enterprise for the collection and disposal of municipal solid waste (the "Solid Waste System"), and the County wishes to finance the acquisition, construction and installation of certain improvements to the Solid Waste System, currently anticipated to consist generally of improvements to the Yolo County Central Landfill including the design and construction of a new landfill module and the design and reconstruction of an existing liquid waste pond and flood protection levee (collectively, the "Project");

WHEREAS, in order to provide funds to finance the Project, the Board of Supervisors of the County has requested the Authority to enter into an Installment Sale Agreement under which the Authority agrees to sell the Project to the County in return for semiannual installment payments (the "Installment Payments") to be made by the County as the purchase price of the Project;

WHEREAS, the Installment Payments will be payable from and secured by a pledge of and lien on the net revenues of the Solid Waste System, on a parity with the installment payments payable by the County under an Installment Sale Agreement dated as of November 1, 2019, between the Authority, as seller, and the County, as purchaser;

WHEREAS, in order to maximize benefits to the County, and to obtain the moneys required to finance the Project, the Authority will assign and transfer certain of its rights under the Installment Sale Agreement to First Foundation Public Finance (the "Assignee") under an Assignment Agreement among the Authority, the County, and the Assignee, including the right to receive and enforce payment of the Installment Payments;

WHEREAS, Section 6586.5 of the Act requires that a member of the Authority within whose boundaries the project being financed is located conduct a public hearing on

the financing, and following such hearing make a finding of significant public benefit as to the financing;

WHEREAS, the County is currently a member of the Authority and the Project is located within the County;

WHEREAS, the County held a public hearing on the date hereof on the proposed financing, following publication of the notice of the public hearing at least five days prior thereto in a newspaper of general circulation in the County;

WHEREAS, the execution, delivery and assignment of the Installment Sale Agreement by the Authority will result in significant public benefits including demonstrable savings in effective interest rate and issuance costs; workflow efficiencies; and employment benefits from undertaking the Project in a timely fashion;

WHEREAS, it is in the public interest, convenience and welfare and for the common benefit of the inhabitants of the County that the County enter into this financing with the Authority to finance the Project;

WHEREAS, the Governing Board of the Authority (the "Governing Board") wishes to take its action at this time approving the execution and delivery of the Installment Sale Agreement and Assignment Agreement, and the execution and delivery of related financing documents;

NOW, THEREFORE, BE IT RESOLVED by the Governing Board of the Yolo County Public Agencies Financing Authority as follows:

Section 1. Recitals. The foregoing recitals are true and correct and the Governing Board hereby so finds and determines.

Section 2. Approval of Financing Plan. The Governing Board hereby approves the financing plan described above for the purpose of providing funds to finance the acquisition, construction and installation of the Project. The aggregate principal amount of the Installment Payments shall not exceed \$10,120,000, the final term of the Installment Sale Agreement shall be no later than December 1, 2041, and the interest component of the Installment Payments shall be a fixed rate not in excess of 2.77%, subject to increases following an event of default or event of taxability as set forth in the Installment Sale Agreement.

Section 3. Approval of Installment Sale Agreement. The Governing Board hereby approves the Installment Sale Agreement in substantially the form thereof on file with the Secretary, together with any changes therein or additions thereto deemed advisable by the Chair, Vice Chair, Treasurer or Secretary (each, an "Authorized Officer"), the execution of which by an Authorized Officer shall be conclusive evidence of the approval of any such changes or additions. Each Authorized Officer is each hereby authorized and directed for and in the name and on behalf of the County to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Installment Sale Agreement.

Section 4. Approval of Assignment Agreement. The Governing Board hereby approves the Assignment Agreement in substantially the form thereof on file with the Secretary, together with any changes therein or additions thereto deemed advisable by

an Authorized Officer, the execution of which by an Authorized Officer shall be conclusive evidence of the approval of any such changes or additions. Each Authorized Officer is each hereby authorized and directed for and in the name and on behalf of the County to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Assignment Agreement.

Section 5. Official Actions. Each Authorized Officer and all other officers of the Authority are each authorized and directed in the name and on behalf of the Authority to execute any and all assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, and other documents, which they or any of them deem necessary or appropriate in order to consummate any of the transactions contemplated by the agreements and documents approved under this Resolution, including without limitation tax certificates. Whenever in this resolution any officer of the Authority is authorized to execute or countersign any document or take any action, such execution, countersigning or action may be taken on behalf of such officer by any person designated by such officer to act on his or her behalf if such officer is absent or unavailable. Any actions previously taken by any Authorized Officer and all other officers of the Authority in furtherance of this Resolution are hereby ratified and approved.

Section 6. Effective Date. This Resolution shall take effect immediately upon its passage and adoption.

PASSED AND ADOPTED by the Governing Board of the Yolo County Public Agencies Financing Authority, State of California, on this 10th day of May, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Chair of the Governing Board
Yolo County Public Agencies Financing
Authority

ATTEST:

Secretary
Yolo County Public Agencies Financing
Authority