RESOLUTION NO. __________


WHEREAS, the County of Santa Clara (the “County”) and the Santa Clara County Central Fire Protection District (the “District”) have heretofore entered into a Joint Exercise of Powers Agreement, dated as of October 1, 1994 (the “Joint Powers Agreement”), which Joint Powers Agreement creates and establishes the Santa Clara County 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 issue bonds to assist local agencies in financing projects and programs consisting of certain public improvements or working capital or liability and other insurance needs whenever a local agency determines that there are significant public benefits from so doing;

WHEREAS, the District has requested the assistance of the County and the Authority in the financing of public capital improvements within the County, including the acquisition and improvement of additional facilities (collectively, the “Fire District Project”);

WHEREAS, the Authority will authorize the issuance and sale of the Authority’s Lease Revenue Bonds (Fire District Facilities), 2020 Series A (the “2020A Bonds”) for the purpose, among others, of financing the Fire District Project, pursuant to a Trust Agreement, dated as of June 1, 2020 (the “Trust Agreement”), between the Authority and U.S. Bank National Association, as trustee (the “Trustee”);

WHEREAS, there has been presented to this meeting a proposed form of District Site Lease, dated as of June 1, 2020 (the “District Site Lease”), by and between the District and the County, pursuant to which the District will lease certain real property as more specifically described in such District Site Lease (the “Leased Assets”) to the County; and

WHEREAS, there has been presented to this meeting a proposed form of Sublease, dated as of June 1, 2020 (the “Sublease”), by and between the County and the District, pursuant to which the County will lease the Leased Assets back to the District;
WHEREAS, there has been presented to this meeting a form of Site Lease dated as of June 1, 2020 (the “Site Lease”), by and between the County and the Authority, pursuant to which the County will lease the Leased Assets to the Authority; and

WHEREAS, there has been presented to this meeting a form of Facilities Lease dated as of June 1, 2020 (the “Facilities Lease”) by and between the Authority and the County, pursuant to which the Authority will lease the Leased Assets back to the County;

NOW THEREFORE, the Board of Directors of the Santa Clara County Central Fire Protection District hereby finds, determines, declares, and resolves, as follows:

Section 1. The foregoing recitals are true and correct and the District hereby so finds and determines.

Section 2. The Board hereby requests the issuance of the 2020A Bonds by the Authority, in an aggregate principal amount sufficient to finance the Fire District Projects.

Section 3. The proposed form of District Site Lease, by and between the District and the County, on file with the Clerk of the Board of Directors, is hereby approved. The Chairperson of the Board of Directors or any Vice Chairperson and the Clerk of the Board of Directors or any Assistant thereto, or the Fire Chief or designee, are hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the District Site Lease in substantially said form, with such changes therein as such parties may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof; provided, however, that the term of the District Site Lease shall be no longer than forty (40) years.

Section 4. The proposed form of Sublease, by and between the County and the District, on file with the Clerk of the Board of District, is hereby approved. The Chairperson of the Board of District or any Vice Chairperson and the Clerk of the Board of District or any Assistant thereto, or the Fire Chief or designee, are hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver the Sublease 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 (i) the term of the Sublease shall be no longer than forty (40) years; and (ii) the maximum fiscal year annual amount of base rental payable during the term of such lease shall not exceed $2,100,000.

Section 5. The forms of Site Lease and Facilities Lease by and between the County and the Authority on file with the Clerk of the Board of the District are hereby acknowledged and approved.

Section 6. The officers of the District and the Fire Chief or designee are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents and certificates which they deem necessary or advisable in order to assist in the financing and to consummate the execution and delivery of the documents mentioned herein and otherwise to effectuate the purposes of this Resolution and the transactions contemplated hereby including but not limited to ongoing disclosure and tax-compliance requirements.
Section 7. All consents, approvals, notices, orders, requests and other actions permitted or required by any of the documents authorized by this Resolution, whether before or after the issuance of the 2020A Bonds, including without limitation accepting any deed of property or executing any documents necessary to clarify title or any of the foregoing which may be necessary or desirable in connection with administering the documents or any default under or amendment of such documents or additional confirmations, settlements or revisions, or approval of additional trustees, paying agents or other entities facilitating the transaction may be taken or given by the officers, Fire Chief, or designee of the District, without further authorization by this Board, and the officers and supervisors of the District, are hereby authorized and directed to give such consent, approval, notice, order or request and to take any such action which such officer or the Fire Chief may deem necessary or desirable to further the purposes of this Resolution and the transactions contemplated hereby.

Section 8. All actions heretofore taken by the officers and agents of the District with respect to the financing and refinancing of the Fire District Projects are hereby ratified, confirmed and approved.
Section 9. This Resolution shall take effect from and after its adoption.

PASSED AND ADOPTED by the Board of Directors of the Santa Clara County Central Fire Protection District on __________________ by the following vote.

AYES:

NOES:

ABSENT:

SANTA CLARA COUNTY CENTRAL FIRE PROTECTION DISTRICT

By: ____________________________
   Cindy Chavez, President
   Board of Directors

Signed and certified that a copy of this document has been delivered by electronic or other means to the President of the Board.

ATTEST:

_______________________________
Megan Doyle, Secretary
Board of Directors

APPROVED AS TO FORM AND LEGALITY:

_______________________________
Karen Willis
Deputy County Counsel

Resolution Authorizing Issuance of SCCFA Lease Revenue Bonds (Fire District Facilities)