

GLENN MCGOURTY
1st District
Supervisor
Vice-Chair

**MAUREEN
MULHEREN**
2nd District
Supervisor

JOHN HASCHAK
3rd District
Supervisor

DAN GJERDE
4th District
Supervisor

TED WILLIAMS
5th District
Supervisor
Chair



COUNTY ADMINISTRATION CENTER
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Ukiah, CA 95482
(707) 463-4221 (t)
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MENDOCINO COUNTY
BOARD OF SUPERVISORS AGENDA
SPECIAL MEETING
September 06, 2022 - 11:00 AM

This meeting will take place in the Board of Supervisors Chambers, at 501 Low Gap Road, Ukiah, California, and virtual attendance will be available via Zoom (pursuant to Government Code section 54953(e)(1)(A)). Meetings are live streamed and available for viewing online on the Mendocino County YouTube page, at <https://www.youtube.com/MendocinoCountyVideo> or by toll-free, telephonic live stream at 888-544-8306.

The public may also participate digitally in meetings in lieu of personal attendance. Comment may be made via written comment using our online eComment platform at <https://mendocino.legistar.com/Calendar.aspx>, or by joining the Zoom Webinar and using the "raise hand" feature when Public Comment is called. For details and complete list of the latest available options by which to engage with agenda items, please visit: <https://www.mendocinocounty.org/government/board-of-supervisors/public-engagement>

Zoom Webinar ID: 853 4582 9510

Zoom Phone Number (if joining via telephone): 1 669 900 9128

1. OPEN SESSION (11:00 A.M.)

The Mendocino County Board of Supervisors meets concurrently as the Board of Directors of the: In Home Supportive Services Public Authority Governing Board; Mendocino County Air Quality Management District; Mendocino County Public Facilities Corporation; and the Mendocino County Water Agency.

1a) Roll Call**1b) Pledge of Allegiance****2. PUBLIC EXPRESSION**

Members of the public are welcome to address the Board on items not listed on the agenda, but within the jurisdiction of the Board of Supervisors. The Board is prohibited by law from taking action on matters not on the agenda.

Individuals wishing to address the Board under Public Expression are welcome to do so via email, telephone, Zoom, or via voicemail message. For information on each of these methods, call Mendocino County Clerk of the Board at (707) 463-4441 or visit <https://www.mendocinocounty.org/government/board-of-supervisors/public-engagement>.

*All correspondence will be attached to the item and made available online at:
<https://mendocino.legistar.com/Calendar.aspx>.*

3. REGULAR CALENDAR

3a) Discussion and Possible Action Including Adoption of Revised Resolution of the Mendocino County Public Facilities Corporation, Providing for the Execution and Delivery of a Site Lease, Facilities Lease, Purchase Contract, Trust Agreement, and the Execution and Delivery of County of Mendocino Certificates of Participation, Series 2022 and Certain Additional Documents Relating Thereto, in the Estimated Amount of \$18,145,000

(Sponsor: County Counsel)

Recommended Action:

Adopt Revised Resolution of the Mendocino County Public Facilities Corporation, Providing for the Execution and Delivery of a Site Lease, Facilities Lease, Purchase Contract, Trust Agreement, and the Execution and Delivery of County of Mendocino Certificates of Participation, Series 2022 and Certain Additional Documents Relating Thereto, in the estimated Amount of \$18,145,000; authorize the Chief Executive Officer or designee to execute all necessary documents related to the execution and delivery of the County of Mendocino's Certificates of Participation, Series 2022; and authorize the County Executive Officer and Secretary to sign same.

Attachments: [Resolution 22-183](#)

[Mendocino COP2022 Corp Reso2 Approving Financing-FINAL.doc](#)

**3b) Discussion and Possible Action Including Adoption of Resolution Adopting Corporate Bylaws and Making Appointment to the Positions of Chief Executive Officer, Secretary, and Treasurer of the Mendocino County Public Facilities Corporation
(Sponsor: County Counsel)**

Recommended Action:

Adopt the resolution adopting corporate bylaws and making appointments to the positions of Chief Executive Officer, Secretary, and Treasurer of the Mendocino County Public Facilities Corporation; and authorize County Executive Officer and Secretary to sign same.

Attachments: [Resolution 22-182](#)
 [Mendocino COP2022 Corp Reso Approving Bylaws](#)

ADJOURNMENT

Additional Meeting Information for Interested Parties

For a full list of the latest available options by which to engage with agenda items, please visit <https://www.mendocinocounty.org/government/board-of-supervisors/public-engagement>

All electronically submitted comment is immediately available to Supervisors, staff, and the general public by clicking this meeting's eComment link at <https://mendocino.legistar.com/Calendar.aspx>

LIVE WEB STREAMING OF BOARD MEETINGS is available at <https://mendocino.legistar.com> or visit the Mendocino County YouTube channel. Meetings are also livestreamed from the Mendocino County Facebook page. For technical assistance, please contact the Clerk of the Board at (707) 463-4441. Please reference the departmental website to obtain additional resource information for the Board of Supervisors: www.mendocinocounty.org/bos

Thank you for your interest in the proceedings of the Mendocino County Board of Supervisors.



Mendocino County Board of Supervisors Agenda Summary

Item #: 3a)

To: Board of Supervisors

From: County Counsel

Meeting Date: September 6, 2022

Department Contact: Christian Curtis

Phone: 707-234-6885

Item Type: Regular Agenda

Time Allocated for Item: 15 Minutes

Agenda Title:

Discussion and Possible Action Including Adoption of Revised Resolution of the Mendocino County Public Facilities Corporation, Providing for the Execution and Delivery of a Site Lease, Facilities Lease, Purchase Contract, Trust Agreement, and the Execution and Delivery of County of Mendocino Certificates of Participation, Series 2022 and Certain Additional Documents Relating Thereto, in the Estimated Amount of \$18,145,000
(Sponsor: County Counsel)

Recommended Action/Motion:

Adopt Revised Resolution of the Mendocino County Public Facilities Corporation, Providing for the Execution and Delivery of a Site Lease, Facilities Lease, Purchase Contract, Trust Agreement, and the Execution and Delivery of County of Mendocino Certificates of Participation, Series 2022 and Certain Additional Documents Relating Thereto, in the estimated Amount of \$18,145,000; authorize the Chief Executive Officer or designee to execute all necessary documents related to the execution and delivery of the County of Mendocino's Certificates of Participation, Series 2022; and authorize the County Executive Officer and Secretary to sign same.

Previous Board/Board Committee Actions:

On August 16, 2022, the Board of Supervisors and the Board of Directors of the Mendocino County Public Facilities Corporation adopted resolutions authorizing the execution and delivery of a site lease, facilities lease, purchase contract, trust agreement, and the execution and delivery of County of Mendocino certificates of participation.

Summary of Request:

The Board of Supervisors and the Board of Directors of the Mendocino County Public Facilities Corporation have adopted resolutions authorizing the execution of necessary documents to obtaining financing for certain capital projects and refinance earlier certificates of participation for cash flow savings. In preparing for execution of the final documents, outside counsel has recommended that the Board take certain additional steps to ensure a clear record of authority for the transaction.

At this time, staff is recommending the adoption of the attached resolution, which reflects the new information contained in the proposed bylaws for the companion item.

Item #: 3a)

Alternative Action/Motion:

Provide alternate direction to staff.

Does This Item Support the General Plan? N/A

Strategic Plan Priority Designation: An Effective County Government

Supervisory District: All

vote requirement: Majority

Supplemental Information Available Online At: N/A

Fiscal Details:

source of funding: N/A

current f/y cost: N/A

annual recurring cost: N/A

budget clarification: N/A

budgeted in current f/y: N/A

if no, please describe:

revenue agreement: No

Agreement/Resolution/Ordinance Approved by County Counsel: Yes

CEO Liaison: Executive Office

CEO Review: Yes

CEO Comments:

FOR COB USE ONLY

Executed By: Atlas Pearson, Senior Deputy Clerk

Date: SEPTEMBER 12, 2022

Final Status: Adopted

Executed Item Type: Resolution Number: 22-183



RESOLUTION NO. 22-183

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE, A FACILITIES LEASE, AN ASSIGNMENT AGREEMENT, A PURCHASE CONTRACT AND A TRUST AGREEMENT AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE COUNTY OF MENDOCINO CERTIFICATES OF PARTICIPATION, SERIES 2022

WHEREAS, the Mendocino County Public Facilities Corporation (the "Corporation"), was established to facilitate and participate in financing and refinancing capital improvements and equipment for the County of Mendocino (the "County"); and

WHEREAS, the County and the Corporation now desire to enter into a lease financing to finance the prepayment of the County's outstanding Refunding Certificates of Participation, 2012 Series A (the "Series 2012 Certificates") which were executed and delivered on May 8, 2012 in the principal amount of \$25,760,000 pursuant to the Trust Agreement, dated as of May 1, 2012, by and among U.S. Bank Trust Company, National Association, as trustee, and for financing capital improvements to a County jail and other facilities owned by the County (the "Project"); and

WHEREAS, in order to effect such prepayment and to finance the Project, the Corporation and the County have determined that it would be in the best interests of the Corporation, the County and the citizens of the County to authorize the sale, execution and delivery of Certificates of Participation, Series 2022, in one or more series (with such other or additional series designations as may be approved by the County) on a tax-exempt or taxable basis in an aggregate principal amount not to exceed \$27,000,000 (the "Series 2022 Certificates"), pursuant to the terms of the Trust Agreement (the "Trust Agreement"), by and among the County, the Corporation and U.S. Bank Trust Company, National Association, as trustee (the "Trustee"); and

WHEREAS, in connection with the execution and delivery of the Series 2022 Certificates, the Corporation also desires to approve the form and distribution of a preliminary official statement (the "Preliminary Official Statement"); and

WHEREAS, the County and the Corporation propose to sell the Series 2022 Certificates pursuant to a negotiated public offering pursuant to a Purchase Contract (the "Purchase Contract") to be entered into with the Underwriter (defined herein); and

WHEREAS, the Corporation desires to approve the forms of certain financing documents to be executed and delivered by it in connection with the sale and delivery of the Series 2022 Certificates; and

WHEREAS, the Series 2022 Certificates have been filed with the Secretary of the Corporation and made available to the Board of Directors of the Corporation proposed forms of the following documents:

1. the Site Lease
2. the Facilities Lease
3. the Trust Agreement
4. the Assignment Agreement

5. the Purchase Contract
6. the Preliminary Official Statement; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of such financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Corporation is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided; and

WHEREAS, pursuant to Section 5852.1 of the California Government Code, the Corporation has received certain representations and good faith estimates from KNN Public Finance, LLC, serving as the County's Municipal Advisor, and has disclosed such good faith estimates as set forth in Exhibit A attached hereto.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION, AS FOLLOWS:

Section 1. The Corporation hereby specifically finds and declares that the findings and determinations of the Corporation set forth above are true and correct.

Section 2. The Board of Directors hereby authorizes the preparation, sale, execution and delivery of the Series 2022 Certificates in one or more series on a tax-exempt or taxable basis in an aggregate principal amount not to exceed \$27,000,000, to bear interest a true interest cost not to exceed 6.00% per annum, and to mature not later than July 15, 2044 in accordance with the terms and provisions of the Trust Agreement hereinafter referred to.

Section 3. The form of the Site Lease (the "Site Lease"), by and between the County, as lessor, and the Corporation, as lessee, presented to the Board of Directors, is hereby approved. The Chief Executive Officer, President, Vice President, Secretary or Treasurer of the Corporation, or their respective designees (the "Authorized Officers") are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the County the Site Lease in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form of the Facilities Lease (the "Facilities Lease"), by and between the Corporation, as lessor, and the County, as lessee, presented to the Board of Directors, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation to execute and deliver to the County the Facilities Lease in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance or a debt service reserve fund surety authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The form of Trust Agreement (the "Trust Agreement"), by and among the County, the Corporation and the Trustee, presented to the Board of Directors, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the County and the Trustee the Trust Agreement in substantially said form, with such changes

therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The form of Purchase Contract (the "Purchase Contract") by and between the County and Loop Capital Markets LLC (the "Underwriter") selected by the County Executive Officer or his designee, presented to the Board of Directors, for the sale of the Series 2022 Certificates is hereby approved, subject to the pricing terms set forth in Section 1 hereof are met and the underwriting discount (exclusive of original issue discount) to not exceed 0.60% of the aggregate principal amount of the Series 2022 Certificates.

Section 7. The form of Assignment Agreement (the "Assignment Agreement"), by and between the Corporation and the Trustee, presented to the Board of Directors, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the Trustee the Assignment Agreement in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 8. The Preliminary Official Statement relating to the Series 2022 Certificates (the "Preliminary Official Statement"), in substantially the form submitted to the Board of Directors, is hereby approved. Any one of the Authorized Officers is hereby further authorized, on behalf of the Corporation, to certify that the portions of the Preliminary Official Statement describing the Corporation are deemed final as of its date for purposes of Rule 15c2-12 of the Securities Exchange Act of 1934. The Underwriter is hereby directed to deliver copies of the final official statement (the "Official Statement"), in substantially the form of the Preliminary Official Statement but with such changes thereto as shall have been approved by the County, to all actual purchasers of the Series 2022 Certificates.

Section 9. The Chief Executive Officer of the County is hereby authorized and directed to negotiate with municipal bond insurance companies, and, if the Chief Executive Officer determines that it is in the best financial interests of the Corporation and the County, to purchase bond insurance and a debt service reserve fund surety for the Series 2022 Certificates on such terms as the Chief Executive Officer determines are appropriate.

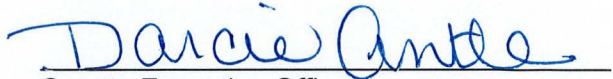
Section 10. The Authorized Officers of the Corporation are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the sale, execution and delivery of the Series 2022 Certificates by the Trustee and otherwise to carry out, give effect to and comply with the terms and intent of this resolution, the Series 2022 Certificates, the Site Lease, the Facilities Lease, the Trust Agreement, the Purchase Contract, the Assignment Agreement and the Official Statement. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 11. This resolution supersedes in its entirety Resolution No. 22-179 adopted by the Corporation on August 16, 2022. All actions heretofore taken by the officers, employees and agents of the Corporation with respect to the transactions described herein are hereby approved and ratified, and the officers of the Corporation and the authorized deputies and employees of the Corporation, and each of them, are hereby authorized and directed to do any and all things and to enter into and execute, acknowledge and deliver any and all agreements, certificates and other documents that they or counsel may deem necessary or advisable to effectuate the purposes of this Resolution without further approval of the Corporation.

Section 12. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 6th day of September, 2022, by the following vote:

AYES: Supervisors McGourty, Mulheren, Gjerde, and Williams
NOES: None
ABSTENTIONS: None
ABSENT: Supervisor Haschak



County Executive Officer
Mendocino County Public Facilities
Corporation

I hereby certify that the foregoing resolution was duly introduced, passed and adopted at the time and place and by the vote as noted above.



Secretary
Mendocino County Public Facilities
Corporation

EXHIBIT A

ESTIMATES IN COMPLIANCE WITH GOVERNMENT CODE SECTION 5852.1

The following information was obtained from KNN Public Finance, LLC, the Municipal Advisor, with respect to the Certificates of Participation (the "Certificates") approved in the attached Resolution and is provided in compliance with Government Code Section 5852.1 with respect to the Certificates:

Section 1. True Interest Cost of the Certificates. Based on the County's and the Corporation's estimated principal amount of the Certificates to be issued of \$21,485,000 and the market interest rates prevailing at the time of preparation of this information, a good faith estimate of the true interest cost of the Certificates, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Certificates, is 3.34%.

Section 2. Finance Charge of the Certificates. Based on market interest rates prevailing at the time of preparation of this information and certain other available information, a good faith estimate of the finance charge of the Certificates, which means the sum of all fees and charges paid to third parties (or costs associated with the Certificates), is \$454,840.

Section 3. Amount of Proceeds to be Received. Based on market interest rates prevailing at the time of preparation of this information and certain other available information, a good faith estimate of the amount of proceeds expected to be received by the County and the Corporation for sale of the Certificates less the finance charge of the Certificates described in Section 2 above and any required reserves funded with the proceeds of the Certificates is \$23,735,081.

Section 4. Total Payment Amount. Based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the total payment amount, which means the sum total of all payments the County will make to pay debt service on the Certificates plus the finance charge of the Certificates described in Section 2 above not paid with the proceeds of the Certificates, calculated to the final maturity of the Certificates, is \$29,735,081.

The foregoing information constitutes good faith estimates only. The actual principal amount of the and any required reserves issued, the interest cost, finance charges, amount of proceeds and total payment amount may vary from the estimates above due to variations from these estimates in the timing of and any required reserves sale, the amount of and any required reserves sold, the amortization of the and any required reserves sold and market interest rates at the time of each sale and other market conditions. The date of sale and the amount of and any required reserves sold will be determined by the County and the Corporation based on the need for funds and other factors. The actual interest rates at which the Certificates will be sold will depend on the bond market at the time of sale of the Certificates and any required reserves. The actual amortization of the Certificates and any required reserves will also depend, in part, on market interest rates at the time of sale. Market interest rates are affected by economic and other factors beyond the County's and the Corporation's control.

RESOLUTION NO. 22-183

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION AUTHORIZING THE EXECUTION AND DELIVERY OF A SITE LEASE, A FACILITIES LEASE, AN ASSIGNMENT AGREEMENT, A PURCHASE CONTRACT AND A TRUST AGREEMENT AND AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION WITH THE EXECUTION AND DELIVERY OF THE COUNTY OF MENDOCINO CERTIFICATES OF PARTICIPATION, SERIES 2022

WHEREAS, the Mendocino County Public Facilities Corporation (the "Corporation"), was established to facilitate and participate in financing and refinancing capital improvements and equipment for the County of Mendocino (the "County"); and

WHEREAS, the County and the Corporation now desire to enter into a lease financing to finance the prepayment of the County's outstanding Refunding Certificates of Participation, 2012 Series A (the "Series 2012 Certificates") which were executed and delivered on May 8, 2012 in the principal amount of \$25,760,000 pursuant to the Trust Agreement, dated as of May 1, 2012, by and among U.S. Bank Trust Company, National Association, as trustee, and for financing capital improvements to a County jail and other facilities owned by the County (the "Project"); and

WHEREAS, in order to effect such prepayment and to finance the Project, the Corporation and the County have determined that it would be in the best interests of the Corporation, the County and the citizens of the County to authorize the sale, execution and delivery of Certificates of Participation, Series 2022, in one or more series (with such other or additional series designations as may be approved by the County) on a tax-exempt or taxable basis in an aggregate principal amount not to exceed \$27,000,000 (the "Series 2022 Certificates"), pursuant to the terms of the Trust Agreement (the "Trust Agreement"), by and among the County, the Corporation and U.S. Bank Trust Company, National Association, as trustee (the "Trustee"); and

WHEREAS, in connection with the execution and delivery of the Series 2022 Certificates, the Corporation also desires to approve the form and distribution of a preliminary official statement (the "Preliminary Official Statement"); and

WHEREAS, the County and the Corporation propose to sell the Series 2022 Certificates pursuant to a negotiated public offering pursuant to a Purchase Contract (the "Purchase Contract") to be entered into with the Underwriter (defined herein); and

WHEREAS, the Corporation desires to approve the forms of certain financing documents to be executed and delivered by it in connection with the sale and delivery of the Series 2022 Certificates; and

WHEREAS, the Series 2022 Certificates have been filed with the Secretary of the Corporation and made available to the Board of Directors of the Corporation proposed forms of the following documents:

1. the Site Lease
2. the Facilities Lease
3. the Trust Agreement
4. the Assignment Agreement

5. the Purchase Contract
6. the Preliminary Official Statement; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of such financing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the Corporation is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided; and

WHEREAS, pursuant to Section 5852.1 of the California Government Code, the Corporation has received certain representations and good faith estimates from KNN Public Finance, LLC, serving as the County's Municipal Advisor, and has disclosed such good faith estimates as set forth in Exhibit A attached hereto.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION, AS FOLLOWS:

Section 1. The Corporation hereby specifically finds and declares that the findings and determinations of the Corporation set forth above are true and correct.

Section 2. The Board of Directors hereby authorizes the preparation, sale, execution and delivery of the Series 2022 Certificates in one or more series on a tax-exempt or taxable basis in an aggregate principal amount not to exceed \$27,000,000, to bear interest a true interest cost not to exceed 6.00% per annum, and to mature not later than July 15, 2044 in accordance with the terms and provisions of the Trust Agreement hereinafter referred to.

Section 3. The form of the Site Lease (the "Site Lease"), by and between the County, as lessor, and the Corporation, as lessee, presented to the Board of Directors, is hereby approved. The Chief Executive Officer, President, Vice President, Secretary or Treasurer of the Corporation, or their respective designees (the "Authorized Officers") are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the County the Site Lease in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The form of the Facilities Lease (the "Facilities Lease"), by and between the Corporation, as lessor, and the County, as lessee, presented to the Board of Directors, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation to execute and deliver to the County the Facilities Lease in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance or a debt service reserve fund surety authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The form of Trust Agreement (the "Trust Agreement"), by and among the County, the Corporation and the Trustee, presented to the Board of Directors, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the County and the Trustee the Trust Agreement in substantially said form, with such changes

therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The form of Purchase Contract (the "Purchase Contract") by and between the County and Loop Capital Markets LLC (the "Underwriter") selected by the County Executive Officer or his designee, presented to the Board of Directors, for the sale of the Series 2022 Certificates is hereby approved, subject to the pricing terms set forth in Section 1 hereof are met and the underwriting discount (exclusive of original issue discount) to not exceed 0.60% of the aggregate principal amount of the Series 2022 Certificates.

Section 7. The form of Assignment Agreement (the "Assignment Agreement"), by and between the Corporation and the Trustee, presented to the Board of Directors, is hereby approved. The Authorized Officers are, and each of them acting alone is, hereby authorized and directed, for and in the name and on behalf of the Corporation, to execute and deliver to the Trustee the Assignment Agreement in substantially said form, with such changes therein (including, but not limited to, any changes as may be necessary to obtain municipal bond insurance authorized pursuant to Section 9 hereof) as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 8. The Preliminary Official Statement relating to the Series 2022 Certificates (the "Preliminary Official Statement"), in substantially the form submitted to the Board of Directors, is hereby approved. Any one of the Authorized Officers is hereby further authorized, on behalf of the Corporation, to certify that the portions of the Preliminary Official Statement describing the Corporation are deemed final as of its date for purposes of Rule 15c2-12 of the Securities Exchange Act of 1934. The Underwriter is hereby directed to deliver copies of the final official statement (the "Official Statement"), in substantially the form of the Preliminary Official Statement but with such changes thereto as shall have been approved by the County, to all actual purchasers of the Series 2022 Certificates.

Section 9. The Chief Executive Officer of the County is hereby authorized and directed to negotiate with municipal bond insurance companies, and, if the Chief Executive Officer determines that it is in the best financial interests of the Corporation and the County, to purchase bond insurance and a debt service reserve fund surety for the Series 2022 Certificates on such terms as the Chief Executive Officer determines are appropriate.

Section 10. The Authorized Officers of the Corporation are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate the sale, execution and delivery of the Series 2022 Certificates by the Trustee and otherwise to carry out, give effect to and comply with the terms and intent of this resolution, the Series 2022 Certificates, the Site Lease, the Facilities Lease, the Trust Agreement, the Purchase Contract, the Assignment Agreement and the Official Statement. Such actions heretofore taken by such officers are hereby ratified, confirmed and approved.

Section 11. This resolution supersedes in its entirety Resolution No. 22-179 adopted by the Corporation on August 16, 2022. All actions heretofore taken by the officers, employees and agents of the Corporation with respect to the transactions described herein are hereby approved and ratified, and the officers of the Corporation and the authorized deputies and employees of the Corporation, and each of them, are hereby authorized and directed to do any and all things and to enter into and execute, acknowledge and deliver any and all agreements, certificates and other documents that they or counsel may deem necessary or advisable to effectuate the purposes of this Resolution without further approval of the Corporation.

Section 12. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 6th day of September, 2022, by the following vote:

AYES: Supervisors McGourty, Mulheren, Gjerde, and Williams
NOES: None
ABSTENTIONS: None
ABSENT: Supervisor Haschak

County Executive Officer
Mendocino County Public Facilities
Corporation

I hereby certify that the foregoing resolution was duly introduced, passed and adopted at the time and place and by the vote as noted above.

Secretary
Mendocino County Public Facilities
Corporation

EXHIBIT A

ESTIMATES IN COMPLIANCE WITH GOVERNMENT CODE SECTION 5852.1

The following information was obtained from KNN Public Finance, LLC, the Municipal Advisor, with respect to the Certificates of Participation (the "Certificates") approved in the attached Resolution and is provided in compliance with Government Code Section 5852.1 with respect to the Certificates:

Section 1. True Interest Cost of the Certificates. Based on the County's and the Corporation's estimated principal amount of the Certificates to be issued of \$21,485,000 and the market interest rates prevailing at the time of preparation of this information, a good faith estimate of the true interest cost of the Certificates, which means the rate necessary to discount the amounts payable on the respective principal and interest payment dates to the purchase price received for the Certificates, is 3.34%.

Section 2. Finance Charge of the Certificates. Based on market interest rates prevailing at the time of preparation of this information and certain other available information, a good faith estimate of the finance charge of the Certificates, which means the sum of all fees and charges paid to third parties (or costs associated with the Certificates), is \$454,840.

Section 3. Amount of Proceeds to be Received. Based on market interest rates prevailing at the time of preparation of this information and certain other available information, a good faith estimate of the amount of proceeds expected to be received by the County and the Corporation for sale of the Certificates less the finance charge of the Certificates described in Section 2 above and any required reserves funded with the proceeds of the Certificates is \$23,735,081.

Section 4. Total Payment Amount. Based on market interest rates prevailing at the time of preparation of this information, a good faith estimate of the total payment amount, which means the sum total of all payments the County will make to pay debt service on the Certificates plus the finance charge of the Certificates described in Section 2 above not paid with the proceeds of the Certificates, calculated to the final maturity of the Certificates, is \$29,735,081.

The foregoing information constitutes good faith estimates only. The actual principal amount of the and any required reserves issued, the interest cost, finance charges, amount of proceeds and total payment amount may vary from the estimates above due to variations from these estimates in the timing of and any required reserves sale, the amount of and any required reserves sold, the amortization of the and any required reserves sold and market interest rates at the time of each sale and other market conditions. The date of sale and the amount of and any required reserves sold will be determined by the County and the Corporation based on the need for funds and other factors. The actual interest rates at which the Certificates will be sold will depend on the bond market at the time of sale of the Certificates and any required reserves. The actual amortization of the Certificates and any required reserves will also depend, in part, on market interest rates at the time of sale. Market interest rates are affected by economic and other factors beyond the County's and the Corporation's control.



Mendocino County Board of Supervisors Agenda Summary

Item #: 3b)

To: Board of Supervisors

From: County Counsel

Meeting Date: September 6, 2022

Department Contact: Christian Curtis

Phone: 234-6885

Item Type: Regular Agenda

Time Allocated for Item: 15 Minutes

Agenda Title:

Discussion and Possible Action Including Adoption of Resolution Adopting Corporate Bylaws and Making Appointment to the Positions of Chief Executive Officer, Secretary, and Treasurer of the Mendocino County Public Facilities Corporation
(Sponsor: County Counsel)

Recommended Action/Motion:

Adopt the resolution adopting corporate bylaws and making appointments to the positions of Chief Executive Officer, Secretary, and Treasurer of the Mendocino County Public Facilities Corporation; and authorize County Executive Officer and Secretary to sign same.

Previous Board/Board Committee Actions:

On August 16, 2022, the Board of Supervisors and the Board of Directors of the Mendocino County Public Facilities Corporation adopted resolutions authorizing the execution and delivery of a site lease, facilities lease, purchase contract, trust agreement, and the execution and delivery of County of Mendocino certificates of participation.

Summary of Request:

The Board of Supervisors and the Board of Directors of the Mendocino County Public Facilities Corporation have adopted resolutions authorizing the execution of necessary documents to obtaining financing for certain capital projects and refinance earlier certificates of participation for cash flow savings. In preparing for execution of the final documents, outside counsel has recommended that the Board take certain additional steps to ensure a clear record of authority for the transaction.

At this time, staff is recommending the adoption of the attached resolution, which will provide for new bylaws of the corporation and make appointments to those offices necessary for this transaction.

Alternative Action/Motion:

Provide alternate direction to staff.

Does This Item Support the General Plan? N/A

Item #: 3b)

Strategic Plan Priority Designation: An Effective County Government

Supervisory District: All

vote requirement: Majority

Supplemental Information Available Online At: n/a

Fiscal Details:

source of funding: N/A

current f/y cost: N/A

annual recurring cost: N/A

budget clarification: N/A

budgeted in current f/y: N/A

if no, please describe:

revenue agreement: N/A

Agreement/Resolution/Ordinance Approved by County Counsel: Yes

CEO Liaison: Executive Office

CEO Review: Yes

CEO Comments:

FOR COB USE ONLY

Executed By: Atlas Pearson, Senior Deputy Clerk

Date: SEPTEMBER 12, 2022

Final Status: Adopted

Executed Item Type: Resolution **Number:** 22-182



RESOLUTION NO. 22-182

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION ADOPTING BYLAWS AND OTHER MATTERS

WHEREAS, the Mendocino County Public Facilities Corporation (the "Corporation") was incorporated pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, consisting of Part 2 of Division 2 of Title I of the Corporations Code of the State of California, in order to facilitate and participate in financing and refinancing capital improvements and equipment for the County of Mendocino (the "County"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") deems it necessary to now adopt revised Bylaws of the Corporation, the form of which is attached hereto as Exhibit A;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Mendocino County Public Facilities Corporation, as follows:

Section 1. The Corporation hereby specifically finds and declares that the findings and determinations of the Corporation set forth above are true and correct; and

Section 2. The Bylaws, in the form attached hereto as Exhibit A, are hereby adopted as the Bylaws of the Corporation. Such Bylaws shall supersede any other bylaws of the Corporation; and

Section 3. The following persons will be, and they are hereby, designated and appointed as President, Secretary and Treasurer of the Corporation:

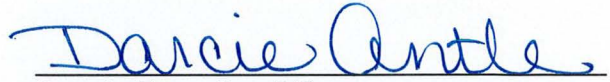
| Office | Name |
|-------------------------|------------------|
| Chief Executive Officer | Darcie Antle |
| Secretary | Darcie Antle |
| Treasurer | Chamise Cubbison |

Section 4. All actions heretofore taken by the officers, employees and agents of the Corporation with respect to the Corporation are hereby approved and ratified, and the officers of the Corporation and the authorized deputies and employees of the Corporation, and each of them, are hereby authorized and directed to do any and all things and to enter into and execute, acknowledge and deliver any and all agreements, certificates and other documents that they or counsel may deem necessary or advisable to effectuate the purposes of this Resolution without further approval of the Corporation.

Section 5. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 6th day of September, 2022, by the following vote:

AYES: Supervisors McGourty, Mulheren, Gjerde, and Williams
NOES: None
ABSTENTIONS: None
ABSENT: Supervisor Haschak


County Executive Officer
Mendocino County Public Facilities
Corporation

I hereby certify that the foregoing resolution was duly introduced, passed and adopted at the time and place and by the vote as noted above.

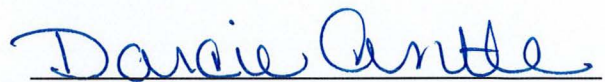

Secretary
Mendocino County Public Facilities
Corporation

EXHIBIT A

BYLAWS OF MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION

**BYLAWS OF
MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION**

**ARTICLE I
NAME, ORGANIZATION AND PURPOSE, PRINCIPAL OFFICE**

Section 1.01. Name. The name of this corporation is the "Mendocino County Public Facilities Corporation" (hereinafter referred to as the "Corporation").

Section 1.02. Organization, Purpose, and Use of Funds. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the directors or officers of the Corporation, and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any member, director, officer or individual or any other person, firm or corporation excepting only the County of Mendocino.

Section 1.03. Principal Office. The principal office of the Corporation for its transaction of business is located at the County Administration Building, 501 Low Gap Road, Ukiah, California 95482.

Section 1.04. Change of Principal Office. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in Mendocino, California. Any such change shall be noted by the Secretary in an appendix to these Bylaws, but no such appendix shall be considered an amendment of these Bylaws.

**ARTICLE II
MEMBERSHIP**

Section 2.01. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the directors.

**ARTICLE III
DIRECTORS**

Section 3.01. Number. Subject to the Corporation's Articles of Incorporation and Section 3.03 of these Bylaws, the Corporation shall have five (5) directors. Collectively, the directors shall be known as the "Board of Directors."

Section 3.02. Qualifications. The directors of the Corporation shall be residents of the State of California.

Section 3.03. Designation of Directors. The Corporation's Board of Directors shall always consist of the then-current members of the Mendocino County

Board of Supervisors (the "Board of Supervisors"), and each current and future member of the Board of Supervisors shall serve, during their tenure as a member of the Board of Supervisors, as a director of the Board of Directors of the Corporation.

Section 3.04. Term of Office. All directors shall hold office until the expiration of their term as a member of the Board of Supervisors.

Section 3.05. Place of Directors' Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation unless a different place is designated in the notice of such meeting.

Section 3.06. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

Section 3.07. Special Meetings. Special meetings of the Board of Directors may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California.

Section 3.08. Quorum and Manner of Action. A majority of the directors shall constitute a quorum for the transaction of business by the Board of Directors, except that less than a quorum may adjourn from time to time. No action may be taken by the Board of Directors except upon the affirmative vote of a majority of the Board of Directors.

Section 3.09. Notice: Conduct of Meeting. All meetings of the Board of Directors shall be called, noticed, held and conducted subject to the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California, being Sections 54950-54962 thereof). The President or, in his or her absence, the Vice President, or, in the absence of the Vice President, the most immediate past president, shall preside at all meetings of the Board of Directors.

Section 3.10. Compensation of Directors. No director shall be entitled to receive any compensation for serving as a director or as an officer of the Corporation, except that any director or officer may be reimbursed for expenses duly incurred in the performance of duties as director or officer of the Corporation, upon approval of the Board of Directors.

ARTICLE IV POWERS OF BOARD OF DIRECTORS

Section 4.01. General Powers of Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be controlled by, the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 4.02. Indemnification. To the fullest extent permitted by law, the Board of Directors may authorize indemnification by the Corporation of any person who is or was a director, officer, employee or other agent of the Corporation, and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was such a director, officer, employee or other agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful and, in the case of an action by or in the right of the Corporation, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4.03. Incurring of Indebtedness. The Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes under the Corporation's Articles of Incorporation, may incur such indebtedness, may issue bonds, notes, debentures and other evidences of indebtedness of the Corporation, may secure by mortgage, transfer in trust, pledge or other encumbrance the whole or any part of the assets of the Corporation, may establish funds and make other provisions for the payment of such indebtedness and interest thereon, and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

Section 4.04. Loans and Other Agreements. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes under the Corporation's Articles of Incorporation, may make loans to, enter into leases or subleases with, or otherwise enter into agreements with, any person, and may take such collateral or other security with respect thereto and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

ARTICLE V OFFICERS

Section 5.01. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers, including a Chief Executive Officer, one or more assistant secretaries and assistant financial officers, as the Board of Directors may appoint. The office of President shall be held by the then current Chair of the Board of Supervisors; and the office of Vice President shall be held by the then current Vice-Chair of the Board of Supervisors. Neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 5.02. Election. Term of Office. Except as provided in Section 5.01, each officer shall be appointed by the Board of Directors, and shall hold office until

his or her successor shall have been appointed and qualified, or until the death, resignation or removal of such officer.

Section 5.03. Resignations. Any officer may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 5.05. President. The President shall preside at all meetings of the Board of Directors. At the direction of the Board of Directors, the President may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board of Directors, and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to such office by the Board of Directors. At each meeting of the Board of Directors, the President shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Corporation.

Section 5.06. Vice President. At the request of the President or in case of his or her absence or disability, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice President shall perform such other duties as may from time to time be assigned to that office by the Board of Directors or the President.

Section 5.07. Secretary. The Secretary shall:

- (a) Certify and keep at the office of the Corporation, or at such other place as the Board of Directors may order, the original or a copy of these Bylaws, as amended or otherwise altered;
- (b) Keep at the office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings at such meeting;
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records of the Corporation;

- (e) Exhibit at all reasonable times to any director, upon application, these Bylaws and the minutes of the proceedings of the directors of the Corporation; and
- (f) In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 5.08. Treasurer. Subject to the provisions of the proceedings authorizing any debt or other obligation of the Corporation which may provide for a trustee to receive, have the custody of and disburse Corporation funds, the Treasurer shall receive and have charge of all funds of the Corporation and shall disburse such funds only as directed by the Board of Directors. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to such office by the Board of Directors or the President. The Treasurer shall be the chief financial officer of the Corporation.

Section 5.09. Other Officers. Other officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

Section 5.10. Execution of Documents by Officers. The Board of Directors may authorize any officer or officers as agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VI DISSOLUTION

Section 6.01. Dissolution. The Corporation shall not be voluntarily dissolved, except by approval of the Board of Directors. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed as provided in the Corporation's Articles of Incorporation.

ARTICLE VII GENERAL

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30 of each year.

Section 7.02. Construction and Definitions. Unless otherwise provided herein or in the Articles of Incorporation, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit

Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE VIII
AMENDMENT OF BYLAWS AND
ARTICLES OF INCORPORATION

Section 8.01. Amendment of Bylaws. Any of these Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Board of Directors.

Section 8.02. Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the affirmative vote of a majority of the members of the Board of Directors, subject to the requirements of the Articles of Incorporation.

RESOLUTION NO. 22-182

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION ADOPTING BYLAWS AND OTHER MATTERS

WHEREAS, the Mendocino County Public Facilities Corporation (the "Corporation") was incorporated pursuant to the provisions of the Nonprofit Public Benefit Corporation Law, consisting of Part 2 of Division 2 of Title I of the Corporations Code of the State of California, in order to facilitate and participate in financing and refinancing capital improvements and equipment for the County of Mendocino (the "County"); and

WHEREAS, the Board of Directors of the Corporation (the "Board") deems it necessary to now adopt revised Bylaws of the Corporation, the form of which is attached hereto as Exhibit A;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Mendocino County Public Facilities Corporation, as follows:

Section 1. The Corporation hereby specifically finds and declares that the findings and determinations of the Corporation set forth above are true and correct; and

Section 2. The Bylaws, in the form attached hereto as Exhibit A, are hereby adopted as the Bylaws of the Corporation. Such Bylaws shall supersede any other bylaws of the Corporation; and

Section 3. The following persons will be, and they are hereby, designated and appointed as President, Secretary and Treasurer of the Corporation:

| Office | Name |
|-------------------------|------------------|
| Chief Executive Officer | Darcie Antle |
| Secretary | Darcie Antle |
| Treasurer | Chamise Cubbison |

Section 4. All actions heretofore taken by the officers, employees and agents of the Corporation with respect to the Corporation are hereby approved and ratified, and the officers of the Corporation and the authorized deputies and employees of the Corporation, and each of them, are hereby authorized and directed to do any and all things and to enter into and execute, acknowledge and deliver any and all agreements, certificates and other documents that they or counsel may deem necessary or advisable to effectuate the purposes of this Resolution without further approval of the Corporation.

Section 5. This resolution shall take effect immediately upon its passage.

PASSED AND ADOPTED this 6th day of September, 2022, by the following vote:

| | |
|--------------|--|
| AYES: | Supervisors McGourty, Mulheren, Gjerde, and Williams |
| NOES: | None |
| ABSTENTIONS: | None |
| ABSENT: | Supervisor Haschak |

County Executive Officer
Mendocino County Public Facilities
Corporation

I hereby certify that the foregoing resolution was duly introduced, passed and adopted at the time and place and by the vote as noted above.

Secretary
Mendocino County Public Facilities
Corporation

EXHIBIT A

BYLAWS OF MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION

BYLAWS OF MENDOCINO COUNTY PUBLIC FACILITIES CORPORATION

ARTICLE I NAME, ORGANIZATION AND PURPOSE, PRINCIPAL OFFICE

Section 1.01. Name. The name of this corporation is the "Mendocino County Public Facilities Corporation" (hereinafter referred to as the "Corporation").

Section 1.02. Organization, Purpose, and Use of Funds. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the directors or officers of the Corporation, and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any member, director, officer or individual or any other person, firm or corporation excepting only the County of Mendocino.

Section 1.03. Principal Office. The principal office of the Corporation for its transaction of business is located at the County Administration Building, 501 Low Gap Road, Ukiah, California 95482.

Section 1.04. Change of Principal Office. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in Mendocino, California. Any such change shall be noted by the Secretary in an appendix to these Bylaws, but no such appendix shall be considered an amendment of these Bylaws.

ARTICLE II MEMBERSHIP

Section 2.01. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the directors. .

ARTICLE III DIRECTORS

Section 3.01. Number. Subject to the Corporation's Articles of Incorporation and Section 3.03 of these Bylaws, the Corporation shall have five (5) directors. Collectively, the directors shall be known as the "Board of Directors."

Section 3.02. Qualifications. The directors of the Corporation shall be residents of the State of California.

Section 3.03. Designation of Directors. The Corporation's Board of Directors shall always consist of the then-current members of the Mendocino County

Board of Supervisors (the “Board of Supervisors”), and each current and future member of the Board of Supervisors shall serve, during their tenure as a member of the Board of Supervisors, as a director of the Board of Directors of the Corporation.

Section 3.04. Term of Office. All directors shall hold office until the expiration of their term as a member of the Board of Supervisors.

Section 3.05. Place of Directors’ Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation unless a different place is designated in the notice of such meeting.

Section 3.06. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings.

Section 3.07. Special Meetings. Special meetings of the Board of Directors may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California.

Section 3.08. Quorum and Manner of Action. A majority of the directors shall constitute a quorum for the transaction of business by the Board of Directors, except that less than a quorum may adjourn from time to time. No action may be taken by the Board of Directors except upon the affirmative vote of a majority of the Board of Directors.

Section 3.09. Notice: Conduct of Meeting. All meetings of the Board of Directors shall be called, noticed, held and conducted subject to the provisions of the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the Government Code of the State of California, being Sections 54950-54962 thereof). The President or, in his or her absence, the Vice President, or, in the absence of the Vice President, the most immediate past president, shall preside at all meetings of the Board of Directors.

Section 3.10. Compensation of Directors. No director shall be entitled to receive any compensation for serving as a director or as an officer of the Corporation, except that any director or officer may be reimbursed for expenses duly incurred in the performance of duties as director or officer of the Corporation, upon approval of the Board of Directors.

ARTICLE IV POWERS OF BOARD OF DIRECTORS

Section 4.01. General Powers of Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business, property and affairs of the Corporation shall be controlled by, the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 4.02. Indemnification. To the fullest extent permitted by law, the Board of Directors may authorize indemnification by the Corporation of any person who is or was a director, officer, employee or other agent of the Corporation, and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was such a director, officer, employee or other agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful and, in the case of an action by or in the right of the Corporation, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4.03. Incurring of Indebtedness. The Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes under the Corporation's Articles of Incorporation, may incur such indebtedness, may issue bonds, notes, debentures and other evidences of indebtedness of the Corporation, may secure by mortgage, transfer in trust, pledge or other encumbrance the whole or any part of the assets of the Corporation, may establish funds and make other provisions for the payment of such indebtedness and interest thereon, and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

Section 4.04. Loans and Other Agreements. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the Board of Directors, on behalf of the Corporation and in furtherance of its proper purposes under the Corporation's Articles of Incorporation, may make loans to, enter into leases or subleases with, or otherwise enter into agreements with, any person, and may take such collateral or other security with respect thereto and may otherwise act or enter into other agreements in connection therewith, in each case as shall be deemed necessary or appropriate by the Board of Directors.

ARTICLE V OFFICERS

Section 5.01. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers, including a Chief Executive Officer, one or more assistant secretaries and assistant financial officers, as the Board of Directors may appoint. The office of President shall be held by the then current Chair of the Board of Supervisors; and the office of Vice President shall be held by the then current Vice-Chair of the Board of Supervisors. Neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 5.02. Election. Term of Office. Except as provided in Section 5.01, each officer shall be appointed by the Board of Directors, and shall hold office until

his or her successor shall have been appointed and qualified, or until the death, resignation or removal of such officer.

Section 5.03. Resignations. Any officer may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 5.05. President. The President shall preside at all meetings of the Board of Directors. At the direction of the Board of Directors, the President may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board of Directors, and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to such office by the Board of Directors. At each meeting of the Board of Directors, the President shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Corporation.

Section 5.06. Vice President. At the request of the President or in case of his or her absence or disability, the Vice President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice President shall perform such other duties as may from time to time be assigned to that office by the Board of Directors or the President.

Section 5.07. Secretary. The Secretary shall:

- (a) Certify and keep at the office of the Corporation, or at such other place as the Board of Directors may order, the original or a copy of these Bylaws, as amended or otherwise altered;
- (b) Keep at the office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings at such meeting;
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records of the Corporation;

- (e) Exhibit at all reasonable times to any director, upon application, these Bylaws and the minutes of the proceedings of the directors of the Corporation; and
- (f) In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 5.08. Treasurer. Subject to the provisions of the proceedings authorizing any debt or other obligation of the Corporation which may provide for a trustee to receive, have the custody of and disburse Corporation funds, the Treasurer shall receive and have charge of all funds of the Corporation and shall disburse such funds only as directed by the Board of Directors. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to such office by the Board of Directors or the President. The Treasurer shall be the chief financial officer of the Corporation.

Section 5.09. Other Officers. Other officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

Section 5.10. Execution of Documents by Officers. The Board of Directors may authorize any officer or officers as agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE VI DISSOLUTION

Section 6.01. Dissolution. The Corporation shall not be voluntarily dissolved, except by approval of the Board of Directors. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed as provided in the Corporation's Articles of Incorporation.

ARTICLE VII GENERAL

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30 of each year.

Section 7.02. Construction and Definitions. Unless otherwise provided herein or in the Articles of Incorporation, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit

Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE VIII
AMENDMENT OF BYLAWS AND
ARTICLES OF INCORPORATION

Section 8.01. Amendment of Bylaws. Any of these Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Board of Directors.

Section 8.02. Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the affirmative vote of a majority of the members of the Board of Directors, subject to the requirements of the Articles of Incorporation.