

Town of Yountville

Resolution Number 20-3984

RESOLUTION OF THE TOWN OF YOUNTVILLE APPROVING THE FORM AND AUTHORIZING THE EXECUTION OF CERTAIN LEASE FINANCING DOCUMENTS IN CONNECTION WITH THE REFUNDING OF THE OUTSTANDING YOUNTVILLE FINANCE AUTHORITY LEASE REVENUE BONDS, SERIES 2013, AND AUTHORIZING AND DIRECTING CERTAIN ACTIONS WITH RESPECT THERETO.

Recitals

RESOLVED, by the Town Council (the "Council") of the Town of Yountville (the "Town") as follows:

- A. WHEREAS, the Authority has heretofore issued its Yountville Finance Authority Lease Revenue Bonds, Series 2013, (the "2013 Bonds"), to finance and refinance the costs of the certain capital improvements within the geographic boundaries of the Town of Yountville (the "Town");
- B. WHEREAS, the 2013 Bonds are currently outstanding in the principal amount of \$2,240,000;
- C. WHEREAS, the payment of debt service on the 2013 Bonds is derived from lease payment made by the Town to the Authority under a lease agreement, by and between the Authority and the Town (the "2013 Lease"), payable from the Town's general fund;
- D. WHEREAS, the Town has determined that, due to prevailing interest rates in the municipal bond market and for other reasons, the 2013 Bonds can be refunded for savings which will reduce the Town's payment obligations under the 2013 Lease and the Town has determined to implement a lease financing for such purposes;
- E. WHEREAS, the documents below specified shall be filed with the Authority and the members of the Board, with the aid of its staff, shall review said documents;

Now therefore, it is hereby ordered and determined, as follows:

- 1. The Council hereby approves the refinancing of the 2013 Lease Agreement and the refunding of the 2013 Bonds.
- 2. The below-enumerated documents, in the forms on file with the Town Clerk, be and are hereby approved, and the Mayor, the Town Manager or the Finance Director, or the designee thereof (each, a "Designated Officer"), are hereby individually authorized and directed to execute said documents, with such changes, insertions and omissions as may be approved by such officials, and the Town Clerk is hereby authorized and directed to attest to such official's signature:
 - (a) a letter agreement for purchase and rate lock, by and between an institutional investor to be selected pursuant to a competitive process, as purchaser (the "Purchaser"), and the Town, whereby the Purchaser agrees to acquire certain rights of the Authority, including but limited to the lease payments to be made by the Town under the Lease Agreement and the rights of the Authority under the Site and Facility Lease (hereinafter defined);

- (b) a site and facility lease, by and between the Town, as lessor, and the Authority, as lessee (the "Site and Facility Lease"), pursuant to which the Town will lease certain real property and improvements (the "Property") to the Authority; and
 - (c) a lease agreement, by and between the Authority, as lessor, and the Town, as lessee (the "Lease Agreement"), pursuant to which the Authority will lease the Property back to the Town and pursuant to which the Town will agree to make semi-annual lease payments (the "Lease Payments"), so long as the term of the Lease Agreement does not extend beyond June 1, 2027, and the Lease Payments, as compared to the lease payments under the 2013 Lease Agreement, provide present value savings to the Town of 1.5% of refunded par;
 - (d) an escrow agreement, by and between the Town and The Bank of New York Mellon Trust Company, N.A., as escrow bank, providing for the prepayment of the 2013 Lease and redemption of the 2013 Bonds; and
 - (e) a termination agreement, by and among the Town, the Authority and The Bank of New York Mellon Trust Company, N.A., as trustee for the 2013 Bonds, terminating the 2013 Lease and associated documents from the Napa County records.
- 3. The designation of Columbia Capital Management, LLC, as municipal advisor to the Town, of Quint & Thimmig LLP, as special legal counsel to the Town, and of Brandis Tallman LLC, as placement agent to the Town, are hereby approved.
 - 4. The Mayor, the Town Manager, the Finance Director, the Town Clerk and all other appropriate officials of the Council and the Town are hereby authorized and directed to execute such other agreements, documents and certificates as may be necessary to effect the purposes of this resolution and the financing herein authorized.
 - 5. The Resolution is hereby adopted and becomes effective and in full force immediately upon adoption.

I, the undersigned, hereby certify that the foregoing is a full, true and correct copy of a resolution adopted by the Town Council at a meeting thereof on the 5th day of May, 2020, by the following vote of the members thereof:

AYES:
NOES:
ABSENT:
ABSTAIN:

John F. Dunbar, Mayor

ATTEST:

Michelle Dahme, CMC
Town Clerk