

**BEFORE THE BOARD OF COMMISSIONERS OF LANE COUNTY, OREGON**

ORDER AND RESOLUTION NO: IN THE MATTER OF AUTHORIZING FINANCING OF  
21-11-09-07 PROJECTS IN A PRINCIPAL AMOUNT NOT TO  
EXCEED \$5,100,000 AND REFUNDING OF THE  
COUNTY'S FULL FAITH AND CREDIT  
OBLIGATIONS, SERIES 2011.

WHEREAS, the County is authorized by Oregon Revised Statutes ("ORS") Section 271.390 to enter into financing agreements to finance or refinance real or personal property which the Board of County Commissioners determines is needed, and to authorize certificates of participation in the right to receive the payments due from the County under those financing agreements, so long as the estimated weighted average life of a financing agreement does not exceed the estimated dollar weighted average life of the real or personal property to be financed or refinanced by such agreement; and

WHEREAS, the County is authorized by ORS 287A.105 to incur bonded indebtedness within the meaning of section 10, Article XI of the Oregon Constitution; and

WHEREAS, it is desirable to obtain financing to provide a new facility for the Lane County Health & Human Services Developmental Disabilities Services Division (the "Projects") in an aggregate principal amount of not more than \$5,100,000 pursuant to ORS Sections 271.390 and ORS 287A.105, and other applicable provisions of ORS Chapter 287A; and

WHEREAS, the Projects constitute real or personal property, and the Board hereby determines the Projects are needed; and

WHEREAS, the County issued its Full Faith and Credit Obligations, Series 2011 in the original principal amount of \$10,345,000 (the "Refundable Obligations") to finance the following projects: renovation of the Riverstone Community Health Clinic, replacement and expansion of the marina at Richardson Park, renovation of the Public Works Department Customer Service Center, a new roof for the Convention Center, and upgrades to the HVAC system at the Public Service Building/County Courthouse complex (collectively, the "Refunded Projects"); and

WHEREAS, the County may be able to reduce its debt service costs by refunding the Refundable Obligations, and it is desirable to refinance the Refundable Obligations pursuant to ORS Sections 271.390, 287A.105, and 287A.360 and other applicable provisions of ORS Chapter 287A; and

WHEREAS, the Refunded Projects constitute real or personal property, and the Board hereby determines that the Refunded Projects were needed at the time they were financed and continue to be needed; and

WHEREAS, the County may incur expenditures (the "Expenditures") to pay costs of the Projects prior to the issuance of the financing agreement and the County wishes to declare its official intent to reimburse itself for any Expenditures the County may make from its own funds on the Projects from the proceeds of the financing agreement, the interest on which may be

excluded from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”); now therefore

IT IS HEREBY ORDERED that the County may finance the Projects under the authority of ORS Sections 271.390 and 287A.105, and other applicable provisions of ORS Chapter 287A, by issuing obligations in an aggregate principal amount of not more than \$5,100,000. The County may also pay costs of issuing the obligations with proceeds;

IT IS FURTHER ORDERED that the County may refinance all or a portion of the outstanding Refundable Obligations under the authority of ORS Sections 271.390, 287A.105, and 287A.360, and other applicable provisions of ORS Chapter 287A. The refunding obligations may be issued in an amount sufficient to pay and redeem the Refundable Obligations to be refunded, plus an amount sufficient to pay estimated costs related to accomplishing the refunding and the issuing the refunding obligations;

IT IS FURTHER ORDERED that the County Administrator or the County Treasurer (collectively the “County Official”) are hereby authorized, on behalf of the County and without further action by the Board, to:

1. Negotiate, execute and deliver one or more financing agreements (the “New Money Financing Agreements”) for the Projects which obligate the County to repay the financed amounts, with interest.
2. Negotiate, execute and deliver one or more financing agreements (the “Refunding Financing Agreements” and together with the New Money Financing Agreements, the “Financing Agreements”) for the refunding which obligate the County to repay the financed amounts, with interest.
3. Pursuant to ORS 287A.315, the County Official may pledge the County’s full faith and credit and taxing power within the limitations of Sections 11 and 11b of Article XI of the Oregon Constitution, and may agree to pay the Financing Agreements from any and all of the County’s legally available funds. The Financing Agreements shall constitute bonded indebtedness and be subject to the limits of ORS 287A.105. The obligation of the County to make financing payments under the Financing Agreements shall be unconditional. Subject to the limitations of this Order, the Financing Agreements may be in such form and contain such terms as the County Official may approve, including covenants for the benefit of the lenders or credit enhancement providers.
4. Negotiate, execute and deliver one or more escrow agreements or similar documents (the “Escrow Agreements”) which provide for the issuance of one or more series of “certificates of participation” or “full faith and credit obligations” (the “Obligations”) which represent ownership interests in the financing payments due from the County under the Financing Agreements. Subject to the limitations of this Order, the Escrow Agreements and each series of Obligations may be in such form and contain such terms as the County Official may approve, including covenants for the benefit of the lenders or credit enhancement providers.
5. Determine whether the interest payable on each Financing Agreement will be includable in gross income or excludable from gross income under the Internal Revenue Code of 1986, as amended (the “Code”).

6. Designate the Financing Agreements and Obligations as “qualified tax-exempt obligations” under Section 265(b) of the Code, if applicable.

7. Covenant for the benefit of the owners of tax-exempt obligations to comply with all provisions of the Code which are required for the interest component of financing payments payable under the related Financing Agreements to be excluded from gross income for federal income tax purposes.

8. Deem final and authorize the distribution of a preliminary official statement for each series of Obligations, authorize the preparation and distribution of a final official statement or other disclosure document for each series of Obligations, and enter into agreements to provide continuing disclosure for owners of each series of Obligations.

9. Apply for and purchase ratings, municipal bond insurance, or other forms of credit enhancements for the Financing Agreements and Obligations, and enter into related agreements, as necessary.

10. Enter into additional covenants for the benefit of the purchasers of the Financing Agreements and Obligations which the County Official determines are desirable to sell the Financing Agreements and Obligations on favorable terms.

11. Engage the services of verification agents, escrow agents, paying agents and any other professionals whose services are desirable for the financings.

12. Enter into one or more escrow deposit agreements for the refunding and take actions to call, defease and redeem all or any portion of the outstanding Refundable Obligations.

13. Subject to this Order, determine the final principal amount of each Financing Agreement, the interest rate or rates which each Financing Agreement and each series of Obligations shall bear, and the County’s prepayment rights and other terms of each Financing Agreement and each series of Obligations.

14. Solicit competitive bids for the purchase of each series of the Obligations and award their sale to the bidder offering the most favorable terms to the County, select one or more underwriters, negotiate the terms of the sale of each series of Obligations, and sell that series to those underwriters; or select one or more commercial banks, negotiate the terms of the sale of each Financing Agreement and sell each Financing Agreement to those commercial banks.

15. Contribute legally available funds towards the refunding.

16. Execute and deliver any other certificates or documents and take any other actions which the County Official determines desirable to accomplish the refunding with the Financing Agreements and the Obligations in accordance with this Order.

IT IS FURTHER ORDERED that the Board of Commissioners of Lane County, Oregon hereby declares its official intent to reimburse its Expenditures with the proceeds of the New Money Financing Agreements pursuant to United States Treasury Regulation 1.150-2.

DATED this 9th day of November, 2021.

  
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Joe Berney, Chair  
Lane County Board of Commissioners