

RESOLUTION NO. __-__

**RESOLUTION OF THE NAPA COUNTY BOARD OF
SUPERVISORS, STATE OF CALIFORNIA,
AUTHORIZING THE EXECUTION AND DELIVERY
OF A FACILITY SUBLEASE FOR THE NAPA JAIL
PROJECT AND AUTHORIZING CERTAIN ACTIONS
IN CONNECTION THEREWITH**

WHEREAS, the County of Napa (the “County”), the State Public Works Board of the State of California (the “Board”), and the Board of State and Community Corrections of the State of California (the “Department”) have previously entered into that certain Project Delivery and Construction Agreement dated as of February 12, 2018, with respect to the construction of an adult local criminal justice facility, commonly known as the Napa Jail Project described in Exhibit A hereto (together, the “Project”); and

WHEREAS, the County has leased to the Department certain real property (the “Site”) described in Exhibit B to that certain Ground Lease dated as of July 25, 2022 by and between the County, as landlord, and the Department, as tenant, and consented to by the Board, and recorded on September 19, 2022 in the Official Records of the County as Document No. 2022-0017268 (the “Ground Lease”) on which the Project has been constructed; and

WHEREAS, the Department and the County also entered into that certain Easement Agreement for Grants of Access, Utilities and Repairs dated as of August 18, 2022 and recorded on September 19, 2022 in the Official Records of the County as Document No. 2022-0017269 (the “Easement Agreement”) pursuant to which the County granted to the Department and the Board certain appurtenant easements in certain property adjacent to the Site; and

WHEREAS, the Board intends to provide long-term financing for the Project through the issuance and sale of lease revenue bonds of the Board (the “Bonds”) as authorized by the State Building Construction Act of 1955 (being Part 10b of Division 3 of Title 2 of the California Government Code commencing at Section 15800) (the “Act”), which Bonds will be secured, in part, by the Base Rental payments to be made under a Facility Lease to be entered into by and between the Department and the Board (the “Facility Lease”); and

WHEREAS, in connection with the issuance of the Bonds, the Department intends to lease the Site to the Board pursuant to the terms of a Site Lease between the Board and the Department (the “Site Lease”) and the Board intends to lease the Site and the Project (together, the “Facility”) to the Department pursuant to the terms of the Facility Lease; and

WHEREAS, upon the issuance of the Bonds, the County and the Department intend to enter into a Facility Sublease (the “Facility Sublease”), the form of which has been presented to the Board of Supervisors for approval at the meeting at which this resolution is being adopted;

NOW, THEREFORE, BE IT RESOLVED by the Napa County Board of Supervisors as follows:

SECTION 1. Each of the foregoing recitals is true and correct.

SECTION 2. The form of the Facility Sublease presented at this meeting is hereby approved. Each of the Chair of the Board of Supervisors, the County Executive Officer, and the Assistant County Executive Officer, (or any acting or interim of such positions or their designees) (collectively, the “Authorized Officers”), acting alone, is hereby authorized for and in the name of the County to execute, and the Clerk of the Board of Supervisors is authorized to attest, the Facility Sublease, in substantially the form hereby approved, with such additions thereto and changes therein as are required by the Department or the Board as conditions to the issuance of the Bonds. Approval of such changes shall be conclusively evidenced by the execution and delivery thereof by any one of the Authorized Officers each of whom, acting alone, is authorized to approve such changes. Each of the Authorized Officers is further authorized to execute, acknowledge and deliver any and all documents required to consummate the transactions contemplated by the Facility Sublease. The County hereby consents to the terms of the Site Lease and the Facility Lease and acknowledges that the County’s right to occupy the Facility pursuant to the Facility Sublease may be terminated in accordance with Section 10 of the Facility Sublease, including (i) in the event of a default under the Facility Lease, as a result of the Board exercising its rights to re-enter and re-let the Facility in accordance with the Facility Lease, and (ii) in the event of a default under the Facility Sublease as a result of the Department exercising its rights to re-enter and re-let the Facility in accordance with the Facility Sublease.

SECTION 3. The County affirms that the Ground Lease and the Easement Agreement, as amended through and including the date hereof, remain in full force and effect and enforceable against the County in accordance with their terms.

SECTION 4. Each of the Authorized Officers and the other officers of the County, acting alone, is hereby authorized to do any and all things and to execute and deliver any and all documents, certificates (including tax certificates) and agreements (including any additional amendments to the Ground Lease and Easement Agreement) which they may deem necessary and advisable in order to consummate the execution and delivery of the Facility Sublease and the issuance of the Bonds and otherwise effectuate the purposes of this Resolution. In the event that the Clerk of the Board of Supervisors is unavailable or unable to execute and deliver any of the above-referenced documents, any deputy clerk may validly execute and deliver such document.

SECTION 5. This Resolution shall take effect from and after its date of adoption.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED
by the Napa County Board of Supervisors, State of California, at a regular meeting of the Board
held on the _____ day of _____, _____, by the following vote:

AYES: SUPERVISORS _____

NOES: SUPERVISORS _____

ABSTAIN: SUPERVISORS _____

ABSENT: SUPERVISORS _____

NAPA COUNTY, a political subdivision of
the State of California

By: _____
ANNE COTTRELL, Chair of the
Board of Supervisors

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Corey S. Utsurogi</u> Deputy County Counsel</p> <p>Date: <u>8/27/25</u></p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: _____</p> <p>Processed By: _____ Deputy Clerk of the Board</p>	<p>ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors</p> <p>By: _____</p>
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EXHIBIT A

DESCRIPTION OF PROJECT

Napa Jail Project: The Napa Jail Project (SB 844 and SB 863) includes the construction of a single building, which provides a total of 109,000 square feet of housing, treatment, and administrative space on approximately 10 acres of county-owned land located in an unincorporated area of the County of Napa. The Project consists of 332 beds (304 beds plus an additional 28 medical/mental health beds), a 4,970 square foot fenced vehicle sallyport, and associated site improvements.

The Napa Jail Project includes a lobby and public visiting space; space for intake, transfer, and release; a medical wellness clinic; housing support and programs; central control area; administration and staff support areas; a kitchen; laundry and building support spaces; eight 32-bed housing pods; two 24-bed dormitories; and one 28-bed mental health pod. A maintenance shop building is also connected to the back of the dormitory recreation yard.

The building is constructed of steel, concrete, and reinforced masonry block as Type I construction, which provides long-term durability, earthquake resistance, and fire resistance. The exterior finish includes masonry block, cement plaster, and formed metal wall panels. The interior finish includes sealed concrete, vinyl tiles, carpet, wall murals, and wood panel ceilings intended to provide a visually pleasing environment and to enhance the occupant experience. The buildings are equipped with automatic fire alarms and fire sprinkler systems to minimize the property damage and protect the safety of occupants.