

NORTH BLAINE COUNTY FIRE DISTRICT RESOLUTION NO. 2022-01

A RESOLUTION OF THE NORTH BLAINE COUNTY FIRE DISTRICT, IDAHO, APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRIMARY LEASE AND AN ANNUAL APPROPRIATION LEASE AGREEMENT, TOGETHER WITH OTHER RELATED DOCUMENTS; RATIFYING ACTIONS HERETOFORE TAKEN; AND PROVIDING FOR RELATED MATTERS

WHEREAS, the North Blaine County Fire District (the “District”) is a governmental subdivision and body politic and corporate of the State existing and governed by the laws of the State; and

WHEREAS, the District is authorized to acquire, hold, lease, and convey property, real and personal, and to erect buildings or structures of any kind, needful for the uses or purposes of the District;

WHEREAS, pursuant to that certain Ground Lease Agreement, dated as of October 21, 2021, among the State of Idaho Department of Transportation (“ITD”), the City of Sun Valley, Blaine County, Idaho (the “City”) and the District (the “Ground Lease”), ITD leased to the City and the District, each individually and collectively as lessee thereunder, certain real property located in Blaine County, Idaho (the “Property”); and

WHEREAS, the Board of Commissioners of the District (the “Commissioners”) has determined it is in the best interests of the District to finance, together with the City, certain costs of acquiring, preparing, constructing, furnishing and equipping first responder housing, together with equipment and furnishings related thereto, including related costs and expenses (collectively, the “Improvements”), all to be located on the Property;

WHEREAS, the District and the City had previously entered negotiations with Zions Bancorporation National Association (the “Bank”) for potential financing of the Improvements, such negotiations became impracticable due to certain Bank conditions and requirements;

WHEREAS, the District and the City still believe it is in their best interests to acquire and construct the Improvements;

WHEREAS, to assist the District and the City with the Improvements, the District and the City desire to enter into (i) a Primary Lease with 5B First Responder Housing, LLC (“5B Housing”), under the terms of which the District and the City, collectively as lessor, will lease to 5B Housing, as lessee, the Property (the “Primary Lease”), and 5B Housing will make an up-front lease payment for the term of the Primary Lease; and (ii) an Annual Appropriation Lease Agreement of even date therewith (the “Appropriation Lease”) under the terms of which 5B Housing, as lessor, will lease the Property back to the District and the City, collectively as lessee, and the District and the City will pay lease payments to 5B Housing on an annual basis subject to appropriation (the “Lease Payments”);

WHEREAS, at any time during the Initial Term or any Renewal Term of the Appropriation Lease (as such terms are defined in the Appropriation Lease), the District and/or the City may prepay, in whole or in part, the Lease Payments pursuant to certain terms and conditions as set forth in the Appropriation Lease including providing notice and tendering the Prepayment Price (as described and defined in Article XI of the Appropriation Lease), and upon such prepayment, the Primary Lease and

the Appropriation Lease shall automatically expire without further action of the parties, and all of 5B Housing's right, title and interest in the Property shall cease;

WHEREAS, the forms of the Primary Lease and the Appropriation Lease have been provided to the Commissioners for review prior to this meeting; and

WHEREAS, the Commissioners desire to approve the terms and provisions of the Primary Lease and the Appropriation Lease, and to authorize and delegate authority to certain officials of the District to execute and deliver the Primary Lease, the Appropriation Lease and any other documents related thereto.

NOW THEREFORE, IT IS HEREBY RESOLVED by the Commissioners of the District as follows:

Section 1. Primary Lease. The Primary Lease, in the form presented to the Commissioners at this meeting, is hereby approved, and the Fire Chief of the District together with a Commissioner of the District are authorized to execute and deliver the Primary Lease on behalf of the District, together with such changes thereto as shall be consistent with the foregoing.

Section 2. Appropriation Lease. The Appropriation Lease, in the form presented to the Commissioners at this meeting, is hereby approved, and the Fire Chief of the District together with a Commissioner of the District are authorized to execute and deliver the Appropriation Lease on behalf of the District, together with such changes thereto as shall be consistent with the foregoing.

Section 3. Other Actions With Respect to Leases. The Fire Chief of the District together with a Commissioner of the District shall take all actions necessary or reasonably required to carry out, give effect to, and consummate the transactions contemplated hereby and shall take all action necessary in conformity with the laws of the State to carry out the delivery of the Primary Lease and the Appropriation Lease, including, without limitation, the execution and delivery of any other documents reasonably required by 5B Housing to be delivered in connection with the same.

Section 4. Ratification. All proceedings, resolutions, and actions of the Commissioners and officers of the District, and their officers, agents and employees, as applicable, taken in connection with the District's execution and delivery of the Primary Lease and the Appropriation Lease and all other documents authorized hereunder, and the authorization, execution and the delivery of the same, are hereby in all respects ratified.

Section 5. Effective Date. This Resolution shall take effect and be in full force from and after its passage.

I, EARL ENGELMANN, SECRETARY OF THE BOARD OF COMMISSIONERS OF THE NORTH BLAINE COUNTY FIRE DISTRICT DO HEREBY CERTIFY:

That the foregoing Resolution is a full, true, and correct copy of a Resolution duly approved at a regular meeting of the Commissioners of the District; the meeting was duly held at the regular meeting place of the Commissioners on August 10, 2022; all of the Commissioners had due notice thereof; and a majority of the members were present.

The following is the vote upon the Resolution:

Commissioners voting Yes: Chairman James E. Gray, Commissioner Earl Engelman,
Commissioner Sarah Michael

Commissioners voting No:

Commissioners abstaining:

Commissioners absent:

I further certify that the Resolution has not been amended, modified, or rescinded since the date of its approval, and is now in full force and effect.

IN WITNESS WHEREOF, I have set my hand on August 10, 2022.

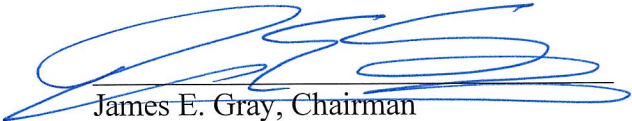
NORTH BLAINE COUNTY FIRE DISTRICT

By: 

Earl Engelmann, Secretary

PASSED AND APPROVED BY THE COMMISSIONERS THIS 10TH DAY of AUGUST, 2022.

NORTH BLAINE COUNTY FIRE DISTRICT



James E. Gray, Chairman

ATTEST:



Earl Engelmann, Secretary