

**RESOLUTION 24-25-\***

**A RESOLUTION OF AMADOR REGIONAL SANITATION AUTHORITY  
(ARSA) AGREEING TO ASSIGN GROUND LEASE NO. L-2070, THE  
2007 WASTEWATER AGREEMENT, AND THE 2024 SETTLEMENT  
AGREEMENT TO THE CITY OF SUTTER CREEK**

**WHEREAS**, the Amador Regional Sanitation Authority (ARSA) is a public entity formed pursuant to a certain Joint Exercise of Powers Agreement, as amended, in accordance with Government Code section 6500 *et seq.*; and

**WHEREAS**, ARSA is currently comprised of three member entities, namely, the County of Amador, the City of Amador, and the City of Sutter Creek; and

**WHEREAS**, the JPA was recently amended (“2024 JPA Amendment”) to modify Paragraphs 9.1 and 9.2, to allow dissolution and termination of ARSA and allow the City of Sutter Creek to become a successor-in-interest to ARSA for all purposes; and

**WHEREAS**, the California Department of Corrections and Rehabilitation (“CDCR”) owns a series of pipelines, reservoirs, rights of way, and water rights, each of which interconnect to allow the transport of water and/or wastewater, which is known as the “Henderson/Preston System”; and

**WHEREAS**, ARSA is a party to that certain “Agreement to Regulate Use of Henderson/Preston Wastewater Disposal System” (“2007 Wastewater Agreement”), dated September 18, 2007; and

**WHEREAS**, ARSA is a lessee to that certain Ground Lease (Lease No. L-2070), dated January 1, 2009, for a term of thirty (30) years (“Ground Lease”), which gives ARSA the right to use the Henderson/Preston System, subject to the terms and conditions stated therein; and

**WHEREAS**, ARSA is a party to that Settlement Agreement between ARSA, CDCR, and the City of Ione, dated May 22, 2024 (“2024 Settlement Agreement”); and

**WHEREAS**, pursuant to Section 17 of the Ground Lease, the State of California, acting by and through the Director of General Services (DGS), with the consent of the California Department of Corrections and Rehabilitation (CDCR), must give prior written consent of any assignment of the Ground Lease; and

**WHEREAS**, pursuant to the 2024 JPA Amendment, ARSA will soon be dissolved and terminated, and the City of Sutter Creek will assume all obligations of ARSA, including without limitation, its obligations under the Ground Lease, its obligations under the 2007 Wastewater Agreement, and its obligations under the 2024 Settlement Agreement, immediately upon ARSA’s legal dissolution; and

**WHEREAS**, one of the necessary conditions precedent to such final dissolution and termination of ARSA, is that the State of California, acting by and through DGS or CDCR, provides written consent of the assignment to the City of Sutter Creek of the Ground Lease; and

**WHEREAS**, the City of Sutter Creek and ARSA have agreed to each adopt this resolution to further memorialize their mutual intentions to the satisfaction of the State of California, so that the State may then provide the written consent required for any assignment as contemplated under Section 17 of the Ground Lease, as well as memorialize their intent to assume all of ARSA’s obligations, including without limitation, the 2007 Wastewater Agreement and the 2024 Settlement Agreement.

**NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE AMADOR REGIONAL SANITATION AUTHORITY RESOLVES AS FOLLOWS:**

Section 1. That ARSA agrees to assign the Ground Lease, the 2007 Wastewater Agreement, and the 2024 Settlement Agreement, to the City of Sutter Creek, upon ARSA’s immediate dissolution and termination as currently planned by the ARSA member agencies pursuant to the 2024 JPA Amendment.

Section 2. That, pursuant to Paragraph 9.1 of the 2024 JPA Amendment, the effective date of such termination of ARSA and succession by the City of Sutter Creek shall be the date that the second member agency under the 2024 JPA Amendment adopts a resolution to that effect (provided that one such member agency must be the City of Sutter Creek).

Section 3. That the ARSA General Manager is hereby authorized to execute any documents (including any agreement memorializing such termination), and take any other actions reasonably necessary, to effectuate and implement the orderly and timely succession of City of Sutter Creek to ARSA for all purposes, and the assignment of the Ground Lease, the 2007 Wastewater Agreement, and the 2024 Settlement Agreement, to the City of Sutter Creek immediately upon the dissolution and termination of ARSA.

Section 4. This Resolution shall take effect upon its adoption.

**PASSED AND ADOPTED** by the Board of Directors of the Amador Regional Sanitation Authority this 19<sup>th</sup> day of September, 2024, by the following vote:

AYES:  
NOES:  
ABSENT:  
ABSTAIN:

\_\_\_\_\_  
Jim Swift, Board Chair

ATTEST:

\_\_\_\_\_  
Karen Darrow, Board Clerk