

RESOLUTION NO. 05-2020

A RESOLUTION OF THE GROVELAND COMMUNITY SERVICES DISTRICT AUTHORIZING THE EXECUTION AND DELIVERY BY THE DISTRICT OF A CONSTRUCTION INSTALLMENT SALE AGREEMENT AND AUTHORIZING THE EXECUTION OF OTHER NECESSARY DOCUMENTS AND RELATED ACTIONS

WHEREAS, the Groveland Community Services District (the "District") is a community services district duly organized and validly existing under the laws of the State of California; and

WHEREAS, the District is authorized by the laws of the State of California to acquire and construct certain property for its wastewater system and to finance such acquisition and construction of such wastewater system through the execution of installment sale agreements; and

WHEREAS, the District proposes to finance certain improvements to the District's wastewater system including to the downtown Groveland and Big Oak Flat sewer collection system (the "2020 Project"); and

WHEREAS, to provide funds necessary to finance the 2020 Project, the District desires to enter into that certain Construction Installment Sale Agreement (the "Installment Sale Agreement") with the California State Water Resources Control Board (the "State Water Board") in the form presented to this meeting, with such changes, insertions and omissions as are made pursuant to this Resolution; and

WHEREAS, there have been presented at this meeting the form of Installment Sale Agreement relating to such action; and

WHEREAS, the District desires to appoint Kutak Rock LLP, as special counsel ("Special Counsel"), in connection with the financing of the 2020 Project; and

WHEREAS, all acts, conditions and things required by the Constitution and laws of the State of California to exist, to have happened and to have been performed precedent to and in connection with the consummation of the financing and refinancing authorized hereby do exist, have happened and have been performed in regular and due time, form and manner as required by law, and the District is now duly authorized and empowered, pursuant to each and every requirement of law, to consummate such financing for the purpose, in the manner and upon the terms herein provided.

NOW, THEREFORE, the Board of Directors of the District **DOES HEREBY RESOLVE, DETERMINE AND ORDER:**

Section 1. All of the recitals herein contained are true and correct and the Board so finds.

Section 2. The form of Installment Sale Agreement submitted to this meeting and made a part hereof as though set forth herein is hereby approved. The President of the Board, and such other member of the Board as the President may designate, the General Manager of the District, and

such other officers of the District as the General Manager of the District may designate (each an "Authorized Officer") are, and each of them is, hereby authorized and directed, for and in the name of the District, to execute and deliver the Installment Sale Agreement in the form submitted to this meeting, with such changes, insertions and omissions as the Authorized Officer executing the same may require or approve, with the advice and approval of District Counsel and Special Counsel, such requirement or approval to be conclusively evidenced by the execution and delivery of the Installment Sale Agreement by such Authorized Officer. In connection therewith, the District approves the execution and delivery of the Installment Sale Agreement so long as the maturity of the Payments (as defined in the Installment Sale Agreement) does not exceed December 31, 2055, the interest rate with respect to the Payments does not exceed 5%, and the principal amount of the Payments does not exceed the total estimated project costs.

Section 3. The Board hereby appoints the firm of Kutak Rock LLP, as special counsel, in connection with the financing of the 2020 Project. The Board hereby authorizes the General Manager to execute and deliver an agreement, if necessary, with said firm for its services. Payment of fees and expenses with respect to such agreements shall be contingent upon the execution of the Installment Sale Agreement.

Section 4. The Officers and staff of the District are hereby authorized and directed, jointly and severally, to do any and all things, to execute and deliver any and all documents, including but not limited to a fee agreement, costs of issuance agreement, custodian agreement or other similar agreements, which in consultation with District Counsel and Special Counsel, they may deem necessary or advisable in order to effectuate the purposes of this Resolution further including, but not limited to, the execution and delivery of any documents required by the State Water Board in order to complete the transactions contemplated by the Construction Financing Agreement, and any and all such actions previously taken by such Officers or staff members are hereby ratified and confirmed.

This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED at a regular meeting held on February 11th, 2020.

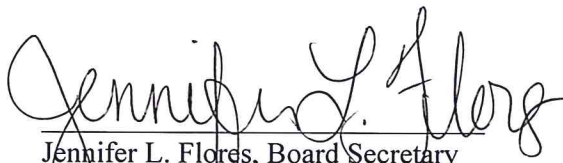
AYES: Directors Kwiatkowski, Mora, Swan, and Edwards

NOES:

ABSTAIN:

ABSENT: Director Armstrong

ATTEST:


Jennifer L. Flores, Board Secretary


Janice Kwiatkowski, Board President

CERTIFICATE OF SECRETARY

I, Jennifer Flores, the duly appointed and acting Secretary of the Board of Directors of the Groveland Community Services District, do hereby declare that the foregoing Resolution was duly passed and adopted at a Regular Meeting of the Board of Directors of the Groveland Community Services District, duly called and held on February 11, 2020.

DATED: February 11, 2020