

**RESOLUTION NO. PFA 2012-01**

**TIBURON/BELVEDERE WASTEWATER FINANCING AUTHORITY**

**RESOLUTION OF THE TIBURON/BELVEDERE WASTEWATER  
FINANCING AUTHORITY AUTHORIZING THE ISSUANCE OF  
WASTEWATER REVENUE BONDS IN AN INITIAL AGGREGATE  
PRINCIPAL AMOUNT NOT TO EXCEED \$12,000,000 IN CONNECTION  
WITH FINANCING CERTAIN WASTEWATER SYSTEM  
IMPROVEMENTS, AUTHORIZING, AND DIRECTING EXECUTION OF  
AN INDENTURE OF TRUST, AN INSTALLMENT SALE AGREEMENT,  
AND CERTAIN OTHER DOCUMENTS, AUTHORIZING THE  
NEGOTIATION FOR THE SALE OF BONDS, APPROVING AN  
OFFICIAL STATEMENT, AND AUTHORIZING OTHER RELATED  
ACTIONS**

**WHEREAS**, the California Municipal Finance Authority and Sanitary District No. 5 of Marin County (the “District”) have entered into a Joint Exercise of Powers Agreement establishing the Tiburon/Belvedere Wastewater Financing Authority (the “Authority”) for the purpose, among others, of issuing its revenue bonds to finance the acquisition, construction and improvement of certain public capital improvements in the District; and

**WHEREAS**, for the purpose of raising funds necessary to finance certain improvements to the District’s wastewater system, the Authority proposes to authorize the issuance of its revenue bonds under the provisions of Article 4 (commencing with Section 6584) of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the “Act”), to be designated as the Tiburon/Belvedere Wastewater Financing Authority (Sanitary District No. 5 of Marin County) 2011 Revenue Bonds (the “Bonds”); and

**WHEREAS**, the proceeds of the Bonds will be used to finance the acquisition of certain improvements to the District’s wastewater system; and

**WHEREAS**, pursuant to an Installment Sale Agreement by and between the District and the Authority (the “Installment Sale Agreement”), the District will purchase certain improvements to the District’s wastewater system from the Authority, and the Authority will use the installment payments made by the District to the Authority pursuant to the Installment Sale Agreement to pay debt service on the Bonds; and

**WHEREAS**, the Authority desires to prepare and make available to potential investors an official statement relating to the Bonds containing information to be used in connection with the sale of Bonds; and

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**WHEREAS**, the Board of Directors (the “Board”) of the Authority has duly considered these transactions and wishes at this time to approve these transactions and make certain findings regarding significant public benefits to the Authority’s members with respect to these transactions;

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Tiburon/Belvedere Wastewater Financing Authority, as follows:

**Section 1. Findings and Determinations.** Pursuant to the Act, the Board hereby finds and determines that the issuance of the Bonds and the transactions related thereto will result in significant public benefits to its members within the contemplation of Section 6586 of the Act.

**Section 2. Issuance of Bonds; Approval of Indenture.** The Board hereby authorizes the issuance of the Bonds in a maximum aggregate principal amount not to exceed \$12,000,000. The Bonds shall be issued pursuant to an Indenture of Trust (the “Indenture”) by and between the Authority and the Trustee (hereinafter defined). The Board hereby approves the Indenture in the form on file with the Secretary, together with such additions thereto and changes therein as the President, Vice President or Secretary or, in their absence, any other member of the Board, or the written designee of any of them (each, a “Designated Officer”), deems necessary, desirable or appropriate upon consultation with bond counsel to the Authority, the execution of which by the Authority shall be conclusive evidence of the approval of any such additions and changes. The Designated Officers, each acting alone, are hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Indenture for and in the name and on behalf of the Authority. The Board hereby authorizes the performance by the Authority of its obligations under the Indenture.

**Section 3. Approval of Installment Sale Agreement.** The Board hereby approves the form of the Installment Sale Agreement by and between the Authority and the District on file with the Secretary, together with such additions thereto and changes therein as the Designated Officers deem necessary, desirable or appropriate upon consultation with bond counsel to the Authority, the execution of which by the Authority shall be conclusive evidence of the approval of any such additions and changes. The Designated Officers, each acting alone, are hereby authorized and directed to execute, and the Secretary is hereby authorized and directed to attest, the final form of the Installment Sale Agreement for and in the name of and on behalf of the Authority. The Authority hereby authorizes the performance by the Authority of its obligations under the Installment Sale Agreement.

**Section 4. Sale of Bonds.** The Authority hereby authorizes and directs the Executive Director of the Authority to sell the Bonds pursuant to a negotiated sale to Wulff, Hansen & Co., as underwriter (the “Underwriter”). The Authority hereby approves the form of the Bond Purchase Agreement by and between the Underwriter and the Authority on file with the Secretary, with such additions thereto and changes therein as Designated Officers deem necessary, desirable or appropriate upon consultation with bond counsel to the Authority, the execution of

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which by the Authority shall be conclusive evidence of the approval of any such additions or changes; provided that no such addition or change may increase the aggregate principal amount of Bonds to be in excess of \$12,000,000, or may provide for maximum average interest rate in excess of 4.50% per year, or may provide for an underwriter's discount (exclusive of any original issue discount) of greater than 1.10%. The Designated Officers, each acting alone, are hereby authorized and directed to execute the Bond Purchase Agreement and to take all actions necessary to fulfill the Authority's obligations thereunder. The Authority hereby authorizes the performance by the Authority of its obligations under the Bond Purchase Agreement.

**Section 5. Official Statement.** The Board hereby approves the form of Official Statement relating to the Bonds (the "Official Statement") on file with the Secretary, together with such changes or additions thereto as the Designated Officers deem necessary, desirable or appropriate upon consultation with bond counsel to the Authority, and authorizes the Designated Officers, each acting alone, to deem a preliminary form of the Official Statement final within the meaning of Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, except for omissions permitted therein. The Board hereby approves the distribution of the preliminary form of Official Statement by the Underwriters to potential Bond investors. The Designated Officers, each acting alone, are hereby authorized to execute the final form of the Official Statement with such changes or additions as the Designated Officers deem necessary, desirable or appropriate upon consultation with bond counsel to the Authority, and the execution of the final Official Statement by the Authority shall be conclusive evidence of the approval of any such additions and changes. The Board hereby authorizes the distribution of the final Official Statement.

**Section 6. Selection of Trustee.** The Board hereby authorizes and directs the Executive Director to appoint The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee") for the Bonds, and authorizes the Designated Officers to negotiate the fees for trustee services in the name of and on behalf of the Authority.

**Section 7. Official Actions.** The Designated Officers and any and all other officers of the Authority are hereby authorized and directed, for and in the name of and on behalf of the Authority, to do any and all things and take any and all actions, including execution and delivery of any and all documents, assignments, certificates, requisitions, agreements, notices, consents, instruments of conveyance, warrants and documents, which they, or any of them, may deem necessary or advisable in order to consummate the lawful issuance and sale of the Bonds and the consummation of the transactions as described herein, including without limitation, a continuing disclosure certificate and such documents, assignments, certificates and agreements as may be required by the Indenture, the Installment Sale Agreement and any and all other documents and agreement approved hereunder.

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I hereby certify that the foregoing is a full, true, and correct copy of a resolution duly and regularly passed and adopted by the Board of Directors of the Tiburon/Belvedere Wastewater Financing Authority at a meeting thereof duly held on the 17th day of January, 2012, by the following vote:

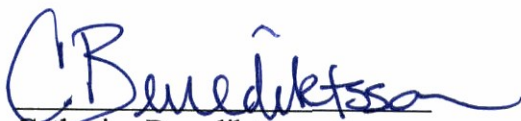
AYES, and in favor thereof, Directors: Catharine Benediktsson, William Teiser,  
Roy Fedotoff, Michael Lasky, Richard Snyder

NOES, Directors: None

ABSENT, Directors: None

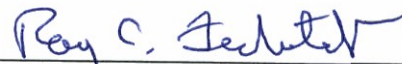
ABSTAIN, Directors: None

**APPROVED:**



Catharine Benediktsson  
President, Board of Directors

**ATTEST:**



Roy Fedotoff  
Secretary, Board of Directors